

**Corporate Governance Report**  
**SALAMA - Islamic Arab Insurance Company**  
**For the fiscal year ended on 31/12/2021**

**1- Statement of procedures taken to complete the corporate governance system, during 2021, and method of implementing thereof.**

The Board of Directors of Islamic Arab Insurance (P.S.C) – SALAMA believes that the proper application of Corporate Governance helps to achieve institutional discipline in the management of the Company in accordance with the international standards. It establishes the responsibilities and duties of the Board of Directors and the Executive Management of the Company, while protecting the rights of shareholders and other stakeholders, this contributes to achieve high and sustainable growth rates. The Board has the responsibility to implement the Corporate Governance framework on the organization level. These principles include the provision of an effective control environment, development of an effective internal control system with active participation by the Non-Executive Members, formation of an Audit Committee, granting the Internal Control Department full necessary independence and powers, abstention from transactions which are flawed by conflict of interest, and introduction of the code of professional conduct.

The Board endeavors to ensure regulatory compliance with the instructions and regulations issued by the various regulatory authorities, ensuring the adequacy and effectiveness of the Internal Audit & Corporate Governance compliance program, approve the investments, business plan budgets, and financial statements of the company, ensuring adequacy of the human resources required to implement the Company's strategies, ensure that the shareholders receive accurate and proper information at the right time, and ensuring adherence to the standards of disclosure and transparency. SALAMA is fully committed to have a corporate governance framework that is compliant with all corporate governance requirements that are applicable to public joint stock companies in the UAE and consistent with securities and commodities authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning approval of Joint Stock Companies Governance Guide, other relevant resolutions issued from time to time by the competent authorities and the international best practices

**2- Statement of ownership and transactions of Board of Directors (Board) members and their spouses, their children in the company securities during 2021, according to the following schedule:**

S. No.	Name	Position / Kinship	Owned shares as on 31/12/2021	Total sale	Total purchase
1.	<b>Mr. Jassim Mohamed Rafie Alseddiqi Alansaari</b>	<b>Chairman</b> Election Date: 10/06/2019	No shares registered under his name, or the name of his wife or children	4,000,000	Not Applicable
2.	<b>Mr. Saeed Mubarak Rashed Saeed Al-hajeri</b>	<b>Vice Chairman</b> Election Date: 10/06/2019	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable
3.	<b>Mr. Mustafa Ghazi Kheriba</b>	<b>Member</b> from: 23/12/2018 to 11/03/2021	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable
4.	<b>Mr. Fraih Saeed Al Qubaisi</b>	<b>Member</b> Election Date: 23/12/2018	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable
5.	<b>Mr. Mohamad Husain Mohamed Shareef Alkhoori</b>	<b>Member</b> Election Date: 23/04/2019	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable
6.	<b>Mr. Saeed Bin Mohammad alqassimi</b>	<b>Member</b> Election Date: 02/09/2019	7,346,335	Not Applicable	7,346,335
7.	<b>Mr. Ahmad Mohammad al Sadah</b>	<b>Member</b> Election Date: 02/09/2019	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable
8.	<b>Mr. Mohamad Ahmad Mohamad Bin Abdulaziz Al Shehhi</b>	<b>Member</b> Election Date: 21/03/2021	No shares registered under his name, or the name of his wife or children	Not Applicable	Not Applicable

### 3- Board Formation:

A. Statement of the current Board formation (along with the names of both the resigned and appointed Board members) according to the following schedule:

S. No.	Name	Category (executive/ non-executive and independent)	Expertise	Qualifications	The period he spent as a Board member from the date of his first election	Their membership and positions at any other joint- stock companies	Their positions in any other important regulatory, government or commercial positions.
1.	<b>Mr. Jassim Mohamed Rafie Alseddiqi Alansaari</b>	Non-executive Member and Non-independent	- Lecturer at Abu Dhabi-based Petroleum Institute. Mr. Alseddiqi is known for his dynamic and innovative approach, have pioneered investment strategies in the region.	- BSc in Electrical Engineering from the University of Wisconsin-Madison - MSc in Electrical Engineering from Connell University, USA	2 year and 7 Months: since 10/06/2019	- Chairman of Eshraq Investments PJSC. - Chief Executive Officer of Shuaa Capital PJSC. - Chairman of GFH Financial Group BSC. - Chairman of Khaleeji Commercial Bank BJC. -	Not Applicable

						<ul style="list-style-type: none"> <li>- Board Member at Dana Gas PJSC (UAE).</li> <li>- Chairman of The Entertainer</li> </ul>	
2.	<b>Mr. Saeed Mubarak Rashed Saeed Alhajeri</b>	Non-executive Member and independent	- International finance	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration from Lewis &amp; Clark College, USA</li> <li>- Certified Financial Analyst (CFA).</li> <li>- Attended the Executive Education Program at Harvard Business college</li> <li>- He was elected by The World Economic Forum in 2007 as one of the top 250 global leaders for its contribution to the public and financial sectors in the United States and the</li> </ul>	2 year and 7 Months: since 10/06/2019	<ul style="list-style-type: none"> <li>- Vice Chairman of Abu Dhabi National Energy Company- TAQA.</li> <li>- Member of the Executive Advisory Board of the University Barra MSCI INSEAD Abu Dhabi</li> </ul>	Executive Director Abu Dhabi Investment Authority (ADIA)

				United Arab Emirates			
3.	<b>Mr. Mohamad Husain Mohamed Shareef Alkhoori</b>	Non-executive Member and independent	<ul style="list-style-type: none"> <li>- Deputy Director of the Department of Transportation Security</li> <li>- Head of Strategic Planning</li> <li>- Director of the Administrative and Legal Affairs Branch, General Directorate of Police Operations</li> <li>- Director of the Branch of Fraud and Fraud Crimes (Officer of investigation, follow-up, and Execution of the city's police center)</li> <li>- Directorate of The Capital Police</li> <li>- General Directorate of Police Operations</li> <li>- Chairman of the Sports Committee in the criminal security sector from 2009 to the present</li> <li>- Honorary member of Al Ain Sports Club</li> <li>- Member of the Sports Talent Support Fund</li> </ul>	<ul style="list-style-type: none"> <li>- Bachelor of Legal Science and Police College of the UAE Graduating Year 1999</li> <li>- Master of Strategic Planning, University of Hartford shire, UK Graduation Year 2010</li> </ul>	2 year and 8 months: since 23/4/2019	<ul style="list-style-type: none"> <li>- Board member of Bani Yass Sports Club</li> <li>- Secretary-General of Al-Faraj Fund Management</li> <li>- Vice Chairman of the Board of Directors Friends of the Environment</li> </ul>	<ul style="list-style-type: none"> <li>- Deputy Director of the Metropolitan Police Directorate (May 2019 - Current)</li> </ul>

			<p>of the General Sports Authority.</p> <ul style="list-style-type: none"> <li>- Member of the Local Organizing Committee for the Asian Cup 2019</li> <li>- Chairman of the Care and Marketing Committee for the Activities of the General Headquarters of Abu Dhabi Police.</li> </ul>				
4.	<b>Mr. Mustafa Ghazi Kheriba</b>	Non-executive Member and Non-independent	<ul style="list-style-type: none"> <li>- COO of Abu Dhabi Financial Group (ADFG) and the Executive Director of Abu Dhabi Capital Management (ADCM), in charge of managing the investments of the Group. Mr. Kheriba oversees managing the daily operations and the business development and monitoring in ADFG and its affiliates. He supervises the conclusion of deals and finance activities. He directly manages the key investments</li> </ul>	<ul style="list-style-type: none"> <li>- BA in Business Administration from Toronto University.</li> <li>- Master's in business administration from Ohio Dominican University with honors.</li> </ul>	2 year and 3 months: Since 23/12/2018 to 11/03/2021	<ul style="list-style-type: none"> <li>- Vice Chairman of Gulf Finance Corporation PJSC - UAE</li> <li>- Board member at Reem Finance PJSC - UAE</li> <li>- Board member at Khaleeji Commercial Bank BSC - Bahrain</li> <li>- Board member at GFH Financial Group BSC - Bahrain</li> <li>- Chairman of TARIIC HOLDING CO. B.S.C. - Bahrain</li> <li>- Board member at Gulf Finance</li> </ul>	Not Applicable

			of the Group. In addition to the duties, he holds the position of Executive Director of Integrated Alternative Finance, Spadille Ltd, Northcare, Reem Finance, and Integrated Securities. All in addition to his position as Non-Executive Director in Qannas Investment (QIL). He is also a Board Member and Managing Director of Gulf Finance in the UAE and KSA.			<p>Corporation PJSC - KSA</p> <ul style="list-style-type: none"> <li>- Chairman of SALAMA ASSURANCE ALGERIA – Algeria</li> <li>- Chairman of Egyptian Saudi Insurance House (ESIH) Egypt</li> <li>- Chairman of MISR EMIRATES TAKAFUL LIFE INSURANCE CO. (METLICO) Egypt</li> </ul>	
5.	<b>Mr. Fraih Saeed Al Qubaisi</b>	Non-executive Member and independent	<ul style="list-style-type: none"> <li>- Mr. Al Qubaisi has professional achievements which contributed to the service of the nation throughout his career in the government sector for over 20 years.</li> <li>- Mr. Al Qubaisi has distinguished administrative expertise in the field of corporate</li> </ul>	<ul style="list-style-type: none"> <li>- BA in Police Sciences and Law from the Police College in Abu Dhabi.</li> </ul>	3 years: Since 23/12/2018	<ul style="list-style-type: none"> <li>- Member of the Board of Directors of Eshraq Investments PJSC (UAE)</li> <li>- Member of the Board of Gulf Finance Corporation PJSC.</li> </ul>	Not Applicable

			<p>management in several sectors, including the real estate development sector, the finance and business sector and the technological sector. Mr. Al Qubaisi assumed many positions and duties in the private business sector, on top of which:</p> <ul style="list-style-type: none"> <li>- Mr. Al Qubaisi is always eager to support the youth who desire and hope to realize their dreams to enter the field of trading and gathering expertise by adopting, training and qualifying many national figures in a calculated manner so that they become one of the richest sources of economy for the country.</li> </ul>				
6.	<b>Mr. Saeed Bin Mohammad Alqassimi</b>	Non-executive Member and independent	<ul style="list-style-type: none"> <li>- Vice president, MBS investments</li> <li>- Chairman, GHAF investments.</li> </ul>	<ul style="list-style-type: none"> <li>- Bachelor of Science and Administration with minor Philosophy,</li> </ul>	1 year and 4 months Since 02/09/2020	- Not Applicable	Not Applicable



			<ul style="list-style-type: none"> <li>- Easy lease motorcycle rental co-founder</li> <li>- GHAF investments Chairman &amp; CEO</li> <li>- Uplift delivery services co-founder</li> <li>- Society motors co-founder.</li> <li>- Board member, UAE Shooting Federation.</li> <li>- BLG Motors, partner</li> <li>- Public Motors, partner.</li> </ul>	<ul style="list-style-type: none"> <li>- Suffolk University, Boston, Massachusetts, USA.</li> <li>- Master of Science Administrative Studies Multinational Commerce, Boston University, Boston, Massachusetts, USA</li> </ul>			
7.	<b>Mr. Ahmad Mohammad al Sadah</b>	Non-executive Member and independent	<ul style="list-style-type: none"> <li>- Managing Director Al Sadah Properties</li> <li>- Co-Founder and CEO: Easy Lease Motorcycle rental</li> <li>- Co-Founder and CEO: Uplift Delivery services</li> <li>- Co-Founder: Society Motors</li> <li>- Co-Found-: Plug Motors</li> <li>- Co-Founder: Public Motors</li> </ul>	<ul style="list-style-type: none"> <li>- Bachelor of Multimedia Studies &amp; Diploma in Business from Central Queensland University</li> </ul>	1 year 4 months Since 02/09/2020	Not Applicable	Not Applicable
8.	<b>H.E. Mohammed Ahmad Mohammed Bin</b>	Non-executive Member and independent	<ul style="list-style-type: none"> <li>- Member of board of directors – Al Masane Al Kobra Mining company</li> </ul>	<ul style="list-style-type: none"> <li>- Executive Master’s degree (EMBA) from</li> </ul>	6 Months from 21/03/2021	Not Applicable	Not Applicable

	<p><b>Abdulaziz AlShehhi.</b></p>		<p>(AMAK) Saudi Arabia</p> <ul style="list-style-type: none"> <li>- Chairman of the Board of directors – Arab Mining Company – Fujairah, UAE</li> <li>- Chairman of the Board of Directors- Arab Mining Company – Jordan</li> <li>- Member of the board of Directors – emirates petroleum corporation (EMARAT)</li> <li>- From 1990 to 2006 senior executive roles at emirates telecommunications corporation (Etisalat)</li> <li>- From November 2006 to December 31, 2020, university of economic affairs, Ministry of economy, UAE</li> </ul>	<p>the American university of Sharjah, UAE, in 2002</p> <ul style="list-style-type: none"> <li>- Bachelor’s degree in electrical engineering from the university of south Florida, Tampa, Florida, United states, in 1990.</li> </ul>			
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**B. Statement of the percentage of female representation in the Board for 2021:**

No representation of women on the Board of Directors for 2021.

**C. Statement of the reasons for the absence of any female candidate for the Board membership:**

No female candidates have applied for this position when the nomination for the Board of Directors was opened in 2020.

**D. Statement of the following:**

**1. The total remunerations paid to the Board members for 2020:**

In 2021, SALAMA's shareholders approved a total remuneration of AED: 14,200,000 which was paid to the members of the Board of Directors for 2020.

**2. The total remunerations of the Board members, which are proposed for 2021, and will be presented in the annual general assembly meeting for approval:**

Not yet defined and will be discussed at the next annual general assembly meeting.

**3. Details of the allowances for attending sessions of the committees emanating from the Board, which were received by the Board members for 2021 fiscal year:**

In 2021, no allowances were paid to the Board members, for attending sessions of the committees emanating from the Board

**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:**

In 2021, no allowances, salaries or additional fees were paid to the Board members.

**E. Number of the Board meetings held during 2021 fiscal year along with their convention dates, personal attendance times of all members, and members attending by proxy:**

S. No.	Date of meeting	Number of attendees	Number of attendees by proxy	Names of absent members
1.	11-02-2021	6	None	Mr. Mustafa Ghazi Kheriba

2.	11-03-2021	6	None	Mr. Mustafa Ghazi Kheriba (resigned)
3.	10-05-2021	7	None	None
4.	05-09-2021	7	None	None
5.	14-11-2021	7	None	None

**F. Number of the Board resolutions held during the 2021 fiscal year, along with its indication of the dates of issuance:**

S. No.	The number of board decisions issued by circulation	Date of the decision
1.	First decision	21/03/2021
2.	The second decision	14/04/2021
3.	The third decision	11/08/2021.

**G. Statement of Board duties and powers exercised by Board members or the executive management members during 2021 based on an authorization from the Board, specifying the duration and validity of the authorization according to the following schedule:**

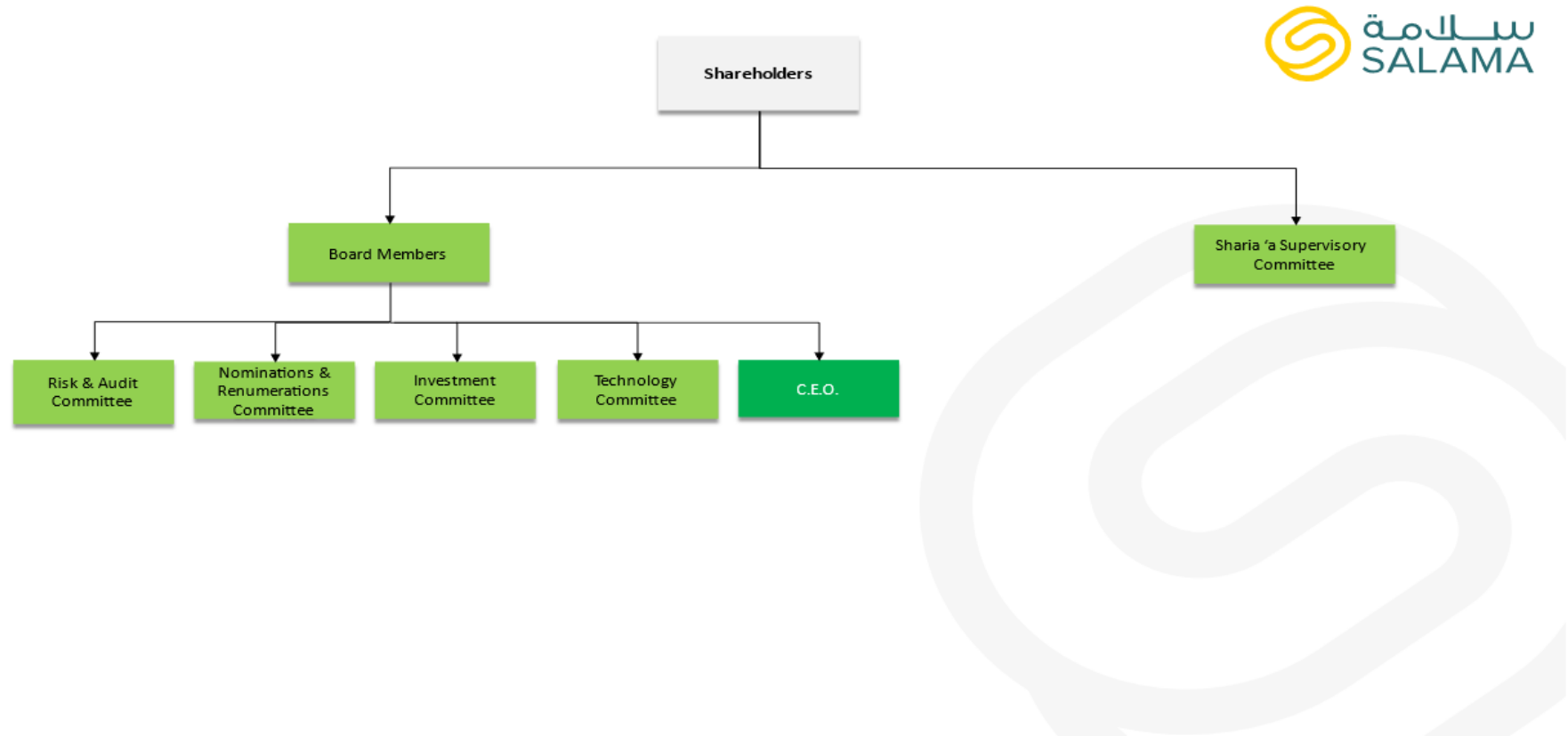
S. No	The name of the authorized person	Power of authorization	Duration of authorization
1.	Mr. Fahim AlShehhi – CEO	Power of Attorney by the Board, which enable him to sign documents relating to the businesses of the Company; to conclude contracts of all types; to take all legal actions on behalf of the Company, including litigation, filing reports and receipts; arbitration procedures and settlement, the authorization of legal experts, attorneys, and advisors; and the right to authorize others to practice some or all the given powers	3 Years

**H. Statement of the details of transactions made with the related parties (Stakeholders) during 2021, if it shall include Statement of related parties, clarifying the nature of relationship, Type of transaction, Value of transaction the year for each of those parties:**

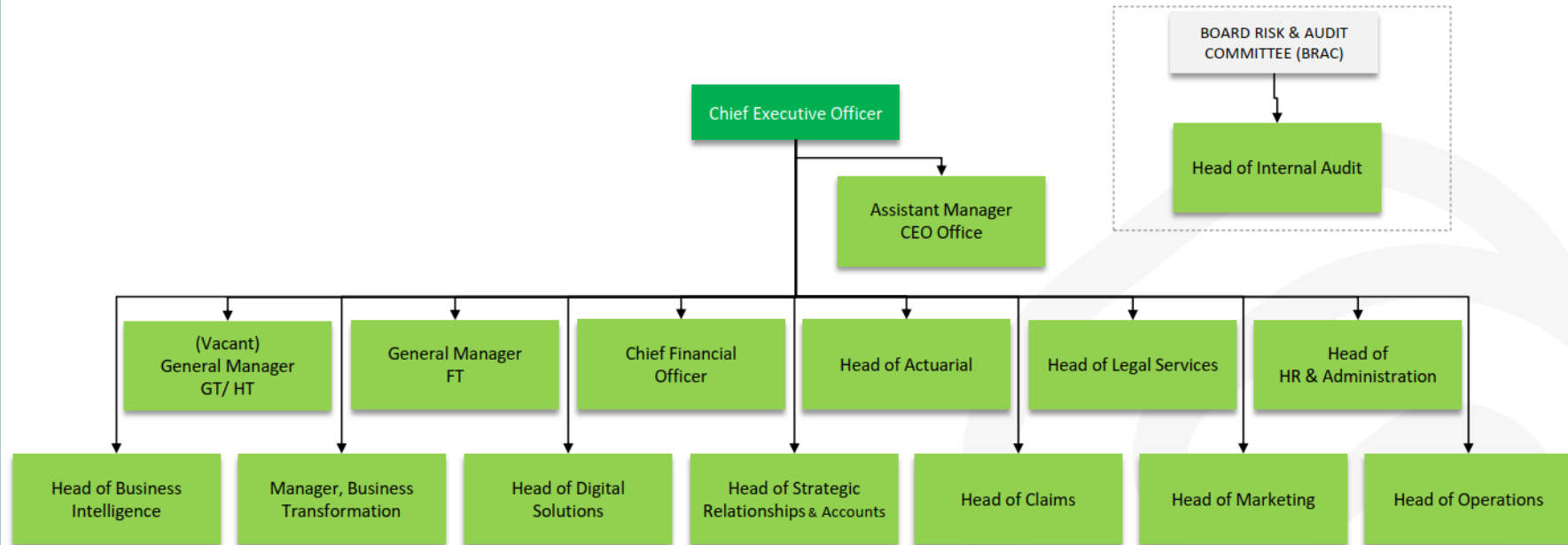
Ser.	Statement of related parties	Clarifying the nature of relationship	Type of transaction	Value of transaction
1.	FRS SPV Limited	Common Director	Software setup and support for motor.	500,000
2	Alef Education Consultancy LLC	Common Directors	Claims Paid	2,685,207
3	Algorithma - Sole Proprietorship L.L.C	Common Directors	Claims Paid	1,959,391
4	Shuaa Capital PSC	Common Directors	Claims Paid	898,201
5	Abu Dhabi Financial Group L.L.C.	Common Directors	Claims Paid	675,897
6	Reem Finance PJSC	Common Directors	Claims Paid	486,897
7	Shuaa Securities L.L.C	Common Directors	Claims Paid	443,398
8	Gulf Finance Corporation	Common Directors	Claims Paid	423,625
9	Krypto Labs Limited	Common Directors	Claims Paid	198,817
10	A D F G Technologies - under ALGORYTHMA - SOLE PROPRIETORSHIP L.L.C	Common Directors	Claims Paid	150,237
11	Adcorp LTD	Common Directors	Claims Paid	90,033
12	ADCM Altus Investment Management Limited	Common Directors	Claims Paid	70,028

13	A D F G Technologies - under ALEF EDUCATION CONSULTANCY L.L.C.	Common Directors	Claims Paid	49,001
14	A D F G Technologies - under ABU DHABI FINANCIAL GROUP L.L.C	Common Directors	Claims Paid	32,619
15	Maisonette Holding Abu Dhabi	Common Directors	Claims Paid	31,212
16	Integrated Alternative Finance Limited	Common Directors	Claims Paid	8,919
17	Alef Education Consultancy LLC	Common Directors	GWC	74,012
18	Gulf Finance Corporation	Common Directors	GWC	(656)
19	Shuaa Capital PSC	Common Directors	GWC	1,800,898
20	Shuaa Securities L.L.C	Common Directors	GWC	5,117
21	Shuaa Capital PSC	Common Directors	Cash at Bank	300,663
22	Shuaa Capital PSC	Common Directors	Investments held-to-maturity Wakalah certificates	54,094,000
23	Shuaa Capital PSC	Common Directors	Participants' investments in unit-linked contracts	369,494,151
24	2 XL Furniture	Common Directors	Purchase of Furniture	262,400
25	Mega Mall Branch Sharjah	Common Directors	Branch Rent	115,000

- I. The complete organizational structure of the company, which shall clarify managing director, the general manager and / or CEO, the deputy general manager and the managers working in the company such as the financial manager.



## Direct Reports - CEO





**J. A detailed statement of the senior executives in the first and second grade according to the company organizational structure (according to 3-I), their jobs and dates of their appointment, along with a statement of the total salaries and bonuses paid to them, according to the following schedule**

S. No.	Position	Date of Appointment	Total of the Salaries and Allowances paid for 2021 (in AED)	Total of Bonuses paid for 2021 (in AED)	Any other bonuses in cash/in-kind for 2021 or due in the future
1	Chief Executive Officer	13-Jan-2021	1,860,000.00	Not decided	Not decided
2	General Manager –General & Health Takaful	08/05/2016 to 29/11/2021	777,216	Not decided	Not decided
3	Head of Business Intelligence	16-Feb-2021	510,321.00	Not decided	Not decided
4	General Manager - Family Takaful	23-Nov-2011	879,264.00	Not decided	Not decided
5	General Counsel	19 July 2020 to 09 December 2021	792,912	Not decided	Not decided
6	Head of Human Resources & Administration	01-Feb-2017	615,168.00	Not decided	Not decided
7	Head of Internal Audit	10-Jan-2021	670,871.00	Not decided	Not decided
8	Head of Operation - Family Takaful	20-Sep-2020	489,280.00	Not decided	Not decided
9	Chief Financial Officer	26-Apr-2020	770,057.00	Not decided	Not decided
10	Manager, Business Transformation	14-Mar-2021	303,804.00	Not decided	Not decided
11	Head of Digital Solutions	14-Mar-2021	309,256.00	Not decided	Not decided

#### **4. The External Auditor:**

a. **A summary on the Company's Accounts Auditor for the shareholders:**

EY is one of the largest professional services networks in the world. It primarily provides assurance (which includes financial audit), tax, consulting and advisory services to its clients. has 312,250 employees in over 700 offices in more than 150 countries.

b. **Statement of fees and costs for the audit or services provided by the external auditor, according to the following schedule:**

Name of the Auditing Office and the name of the partner auditor	Ernst Young Mr. Walid J Nakfour
Number of years he served as the company external auditor	Ernst Young was appointed for the year 2021. This is their first year.
Total audit fees for 2021 in (AED)	AED 1 million
Fees and costs of other private services other than auditing the financial statements for 2021 (AED), if any, and in case of absence of any other fees, this shall be expressly stated.	<b>There is no other payment apart from audit fee during the year 2021.</b>
Details and nature of the other services (if any). If there are no other services, this matter shall be stated expressly.	As EY our external auditor and apart of financial audit we have not hired them for any other services.
Statement of other services that an external auditor other than the company accounts auditor provided during 2021 (if any). In the absence of another external auditor, this matter is explicitly stated.	As EY our external auditor and apart of financial audit we have not hired them for any other services.

c. **Statement clarifying the reservations that the company auditor included in the interim and annual financial statements for 2021 and in case of the absence of any reservations, this matter must be mentioned explicitly.**

These qualifications pertain to the lack of confirmation of investments and receivables from the counter parties involved.

## **5. The Audit committee:**

### **a. The Audit Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.**

- Mr. Ahmad al Sadah, Audit Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

### **b. Names of the Audit Committee members and clarifying their competences and tasks assigned to them:**

No	Name of the Member	Designation
1	Mr. Ahmad al Sadah	Chairman
2	Mr. Fraih Al Qubaisi	Member
3	Mr. Mohamad Alkhoori	Member

- The Committee is responsible for tasks and duties as per terms of reference of audit committee that is formulated based on articles 60, 61 and 62 of Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide.

### **c. Number of meetings held by the Audit Committee during 2021 and their dates to discuss the matters related to financial statements and any other matters and demonstrating the members' personal attendance times in the held meetings.:**

S. No.	Name of the Member	First Meeting 10/02/2021	Second Meeting 09/03/2021	Third Meeting 14/04/2021	Fourth Meeting 10/05/2021	Fifth Meeting 10/08/2021	Sixth Meeting November 13/11/2021
1.	Mr. Ahmad al Sadah	Present	Present	Present	Present	Present	Present
2.	Mr. Fraih Al Qubaisi	Present	Present	Present	Present	Present	Present
3.	Mr. Mohamad Alkhoori	Present	Present	Present	Present	Present	Present

**6. The Nominations and Remuneration Committee:**

- a. **The Nomination and Remuneration Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, his review of its work mechanism and ensuring its effectiveness.**

Mr. Mohammed Hussain AlKhoori, Nomination and Remuneration Committee Chairman acknowledges his responsibility for the committee system in the Company, his review of its work mechanism and ensuring its effectiveness.

- b. **Names of the Nomination and Remuneration Committee members and clarifying their competences and tasks assigned to them:**

S. No.	Name of the Member	Designation
1.	Mr. Mohamed Al Khoori	Chairman
2.	Mr. Saeed A Qasimi	Member
3.	Mr. Fraih Al Qubaisi	Member

- The Committee is responsible for tasks and duties as per terms of reference of Nominations and Remuneration Committee that is formulated based on article 59 of Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide.
- c. **Statement of number of meetings held by the Committee during 2021 and their dates, and statement of all Committee members' personal attendance of times.**
- The Nominations and Remuneration Committee held one meeting on 25 November 2021 which was attended by all the members.

**7. The Supervision and Follow-up Committee of insiders' transactions:**

Its duties were included under the powers of the audit committee according to a decision taken by the Board of Directors during its meeting No. 03/2020 held on: May 21, 2020.

## **8. The Investment Committee:**

**a. Acknowledgment by the Chairman of the committee or the person authorized to be responsible for the committee’s system in the company and for reviewing its work mechanism and ensuring its effectiveness.**

“Mr. Saeed Mubarak Al-Hajeri, Chairman of the Investment Committee, acknowledges his responsibility for the committee’s system in the company and for his review of its work mechanism and ensuring its effectiveness.”

**b. Names of members of the Investment Committee and clarifying their competences and tasks assigned to them.**

S. No.	Name of the Member	Designation
1.	Mr. Saeed Mubarak Al-Hajeri	Chairman
2.	Mr. Saeed Bin Mohammad Alqassimi	Member
3.	H.E. Mr. Mohammed AlShehhi	Member

**d. The number of meetings and dates of the meetings held by the Investment Committee throughout the year to discuss matters related to the financial statements and any other matters, and the number of attendances in person by the members in the meetings held:**

S. No.	Name of the Member	The First Meeting 23/05/2021	The Second Meeting 11/08/2021	The third Meeting 10/11/2021
1.	Mr. Saeed Mubarak Al-Hajeri	Attend	Not applicable	Not applicable
2.	Mr. Saeed Bin Mohammad Alqassimi	Attend	Attend	Attend
3.	H.E. Mr. Mohammed AlShehhi	Absent	Absent	Attend

## **9. The Internal Control System:**

### **a. An acknowledgement by the Board of its responsibility for the internal control system of the Company, reviewing its mechanism and ensuring its effectiveness:**

The Board of Directors acknowledges responsibility for the implementation, review, and effectiveness of the internal control systems.

### **b. Name of the department director, his qualifications and date of appointment:**

Name: Mostafa Abozied

Designation: Head of Internal Audit

Date of appointment with SALAMA: 10 January 2021

Qualification: Bachelor's degree Finance, Certified Internal Auditor (CIA), Certified Fraud Examiner (CFE), Certified Information System Auditor (CISA)

### **c. Name of compliance officer, his qualifications and date of appointment:**

1. Name: Sami Zouagui

Designation: Secretary of the Board of Directors

Date of appointment with SALAMA: 19/07/2020 until: 09/12/2021.

Qualification: Master's in law

2. Name: Khaled Barakat

Designation: Head of Legal Department

Date of appointment with SALAMA: 05/12/2021

Qualification: Bachelor's degree in Law and has long experience in legal and regulatory affairs in financial institutions, insurance and Takaful companies in the UAE and the Gulf region, and he is a Board Secretary approved by Hawkamah.

- d. **How the Internal Control Department dealt with any major problems at the Company or those that were disclosed in the annual reports and accounts (in case of the absence of major problems, it must be mentioned that the Company did not face any problems):**

There were no major issues during 2021.

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

The Internal Control Department submitted 10 reports during 2021 to the company's board of directors.

#### **10. Details of the violations committed during the fiscal year 2021, their reasons and how they are treated and avoided in the future:**

Total violations committed during the fiscal year 2021 amount of AED 22,503, for issuing policies through a broker who's DOH license was not renewed and under renewal, and for delaying in renewing SALAMA DOH license.

#### **11. The contributions in-cash and in-kind made by the Company during 2021 to the development of the local community and the preservation of the environment. (If none, please mention that the Company made no contribution):**

During 2021, the company contributed to the development of the local community and the preservation of the environment, with an amount of AED 152,248.99.

#### **12. General Information:**

- a. **Statement of the company share price in the market (closing price, highest price, and lowest price) at the end of each month during the fiscal year 2021:**

<b>The Month</b>	<b>The Highest</b>	<b>The Lowest</b>	<b>The Closing</b>
Jan 2021	0.855	0.794	0.805
Feb 2021	0.910	0.806	0.829
Mar 2021	0.899	0.820	0.89
Apr 2021	0.968	0.803	0.811
May 2021	0.845	0.800	0.826

Jun 2021	0.862	0.820	0.834
Jul 2021	0.835	0.801	0.816
Aug 2021	0.852	0.803	0.845
Sep 2021	0.851	0.739	0.754
Oct 2021	0.768	0.732	0.749
Nov 2021	0.868	0.742	0.773
Dec 2021	0.830	0.755	0.761

**b. B. Statement of the Company comparative performance with the general market index and sector index to which the Company belongs during 2021:**

**First: the performance of the Share compared to the DFM Index:**

Month	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	Jun 2021	Jul 2021	Aug 2021	Sep 2021	Oct 2021	Nov 2021	Dec 2021
SALAMA	0.805	0.829	0.89	0.811	0.826	0.834	0.816	0.845	0.754	0.749	0.773	0.761
DFMGI	2654.06	2551.54	2550.23	2605.38	2797.52	2810.56	2765.71	2902.97	2845.49	2864.21	3072.91	3195.91

**Second: the performance of the Share compared to the Insurance Sector:**

Month	Jan 2021	Feb 2021	Mar 2021	Apr 2021	May 2021	Jun 2021	Jul 2021	Aug 2021	Sep 2021	Oct 2021	Nov 2021	Dec 2021
SALAMA	0.805	0.829	0.89	0.811	0.826	0.834	0.816	0.845	0.754	0.749	0.773	0.761
INSURANCE	2017.14	2188.75	2246.37	2183.31	2239.52	2246.81	2213.56	2267.46	2201.85	2220.52	2265.67	2262.63

**c. Statement of the shareholders ownership distribution as on 31/12/2021 (individuals, companies, governments) classified as follows: local, Gulf, Arab and foreign:**



S. No.	The Category of the Shareholder	The shares owned			
		Individuals	Companies	Governments	Total
1.	Local	50.0499%	38.2830%	-	88.3329%
2.	GCC countries	1.8268%	0.4738%	-	2.3006%
3.	Arab	4.9765%	0.1942%	-	5.1707%
4.	Foreign	2.0070%	2.1888%	-	4.1958%
5.	Total	58.8602%	41.1398%	-	100 %

**d. Statement of shareholders owning 5% or more of the Company's capital as on 31/12/2021 according to the following schedule:**

S. No.	Name	Number of the shares owned	Percentage of the shares owned in the Company's capital
1.	Goldilocks Investment Company Limited	160,750,000	13.2851%
2.	Ajman Bank PJSC	151,700,000	12.5372%
3.	Mohammed bin Ahmed bin Saeed Al Qasimi	164,525,517	13.5972%

**e. Statement of how shareholders are distributed according to the volume of property as on 31/12/2021 according to the following schedule:**

No.	Shareholding (the share)	The number of shareholders	The number of shares owned	Percentage of the shares owned in the Company's capital
1.	Less than 50,000	5,931	49,269,076	%4.072
2.	From 50,000 to less than 500,000	1,013	149,411,818	%12.348
3.	From 500,000 to less than 5,000,000	187	236,856,585	%19.575

4.	Over 5,000,000	23	774,462,521	%64.005
	<b>Total</b>	<b>7,154</b>	<b>1,210,000,000</b>	<b>100%</b>

**f. Statement of measures taken regarding the controls of investor relationships and an indication of the following:**

Mr. Muhammad Zaheer Iqbal

Tel: +971 4 404 0960

Fax: +971 4 357 6996

Mobile: +971 56 533 2292

Email: zaheer.iqbal@salama.ae

The link to the investor's relations page on the Company's website: <http://www.salama.ae/investorforum/asp>

**g. Statement of the special decisions presented in the General assembly held during 2021 and the procedures taken in their regard:**

- Approved the Board of Directors' proposal to amend the articles No. (39), (40/B), (45/A) and 49 of the Article of Association to be consistent with the federal law # 26/2020 regarding the amendments to the Companies Law # 2/2015 following the approval of the competent authorities.

**h. Rapporteur of the Board meetings**

**Previous:** Name of the rapporteur of the Board meetings: Sami Zouagui

**The date of appointment:** 10/07/2020 until: 09/12/2021

**His qualifications and experience:** Sami Zouagui, DFM Certified Board Secretary, holds a master's degree in business law from the Faculty of Judicial, Political and Social Science of Tunis and is registered with the Tunisian Bar Association since 2001. Sami has an extensive legal experience of more than 20 years in banking and insurance.

**Statement of his duties during the year** handles board secretarial work

**Current:** Name of the rapporteur of the Board meetings: Khaled Barakat

**The date of appointment:** 05/12/2021.

**His qualifications and experience:** Bachelor's degree in Law and has long experience in legal and regulatory affairs in financial institutions, insurance and Takaful companies in the UAE and the Gulf region, and he is a Board Secretary approved by Hawkamah

**Statement of his duties during the year:** In addition to being the General Counsel of the Company, Motaz handles board secretarial work

**i. Detailed statement of major events and important disclosures that the Company encountered during 2021:**

- Mr. Parvaiz Siddiq resigned from his position as CEO of the company, and Mr. Fahim Al Shehhi was appointed as the new CEO of the company.
- Mr. Mustafa G. Kheriba, resigned from his position as Managing Director of the company, and Mr. Mohammed Ahmed bin Abdulaziz Al Shehhi was appointed as a new member of the Company's Board of Directors.
- Mr. Saurabh Saran has retired from his position as General Manager of General Takaful in the company, and Mr. Aoun AlSmadi has been appointed as Acting General Manager - General Takaful of the company.
- Mr. Sami Zouagui resigned from his position as the company's General Counsel, and Mr. Khaled Barakat has been appointed as the head of legal department of the company's.

**j. A statement of the transactions carried out by the company during the year 2021 that are equal to 5% or more of the company's capital**





Parties	Transaction's amount
MEDICLINIC MIDDLE EAST MANAGEMENT SERVICES FZ-LLC	125,054,979.40
DUBAI ISLAMIC BANK	66,449,700.19

**k. Statement of Emiratization percentage in the Company (workers are excluded for companies working in the field of contracting):**

Year	Emiratization percentage
2019	6.44%
2020	6.78%
2021	8.97%

**1. Statement of innovative projects and initiatives carried out by the company or being developed during 2021.  
Full automation of the end -to-end HR processes using the market leading Software as a service solution.**

- ✓ Develop HR system, Fixed Asset, Establishment of Succession Planning)
- ✓ Term Life portal.
- ✓ Home portal.
- ✓ Automation of medical takaful insurance operations (B2C Medical portal) for customer service, to reduce the use of paper documents, using electronic workflows
- ✓ Automation of health takaful insurance operations (B2B Medical portal) for the partners, to reduce the use of paper documents, using electronic workflows

			
Signature of the Board Chairman Mr Jassim Alseddiqi Alansaari	Signature of Audit Committee Chairman Mr. Ahmad Al Sadah	Signature of Nomination and Remuneration Committee Chairman Mr. Mohammed Hussain Al Khoori	Signature of Internal Control Department Director Mr. Mostafa Abozied
Date: 29/03/2022	Date: 29/03/2022	Date: 29/03/2022	Date: 29/03/2022

Company Official Seal

