



Name of Company: Commercial Registration No.

Corporate Governance Report for the year 20XX

- 1- Description of the actions taken to complete the Corporate Governance Code during the year 20XX and how they were applied.
- 2- Description of the transactions of the directors, their spouses and sons on the Company's shares during the year 20XX according to the following table:

| # | Name | Position/kinship | Shares held as at 31/12/20XX | Total sale transaction | Total purchase transaction |
|---|------|------------------|------------------------------|------------------------|----------------------------|
|---|------|------------------|------------------------------|------------------------|----------------------------|

3- Composition of the Board:

- a. Description of the current Board composition according to the following table:

| # | Name | Type (executive, non-executive or independent) | Experience | Qualification | The period of his term as a director of the Company starting from the date of his first election or appointment | Directorships and positions in other companies | Positions in any other key regulatory, government or commercial entities. |
|---|------|--|------------|---------------|---|--|---|
|---|------|--|------------|---------------|---|--|---|

- b. Description of the following:

1. Total remunerations paid to the directors for the (last) year 20XX.



2. The proposed total remunerations to be paid to the directors for the year 20XX, which will be presented at the annual general meeting for approval.
3. Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year 20XX according to the following table:

| # | Name | Sitting fees paid for attendance of the Board's committees | | |
|---|------|--|---------------------|-----------------|
| | | Name of committee | Sitting fees amount | No. of meetings |
| | | | | |

- c. Number and dates of the Board's meetings held during the financial year 20XX, in addition to the number of times directors attended in person or by visual communication and a description of the directors present by proxy.
- d. Description of the Board's duties and competences carried out on its behalf by the Executive Management by delegation of authority, specifying the duration and validity of the delegation.
- e. Details of transactions with related parties (stakeholders), indicating the nature of relationship and type of transaction.
- f. The Company's organizational structure, including the first and second grades at a minimum and including the Company's general manager and/or chief executive officer, deputy general manager and managers.
- g. Total remunerations paid to the key executive officers (the top five employees), including salaries, benefits, allowances, increases, stock options, end-of-service benefits, pensions, etc.

4- External Auditors:



- a. Providing shareholders with the auditor's profile and overview of its professional performance.
- b. Fees and charges for the audit or services provided by the external auditor during the year 20XX, in addition to a description of the auditor's years of service as the Company's external auditor. According to the following table:

| | |
|--|--|
| Name of the audit firm | |
| Years of service as the Company's external auditor | |
| Name of the partner in charge of the Company's audit | |
| The partner's years of service as the partner in charge of the Company's audit | |
| Total audit fees for the financial statements for the year 20XX (BD) | |
| Other special fees and charges for non-audit services other than auditing the financial statements for the year 20XX (BD) if any. In the absence of such fees, this shall be expressly stated | |

5- Audit Committee:

- a. Names, competences and duties of the audit committee's members.
- b. Number and dates of meetings held by the audit committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.

6- Nomination and Remuneration Committee (NRC):

- a. Names, competences and duties of the NRC committee's members.



- b. Number and dates of meetings held by the committee during the financial year and the number of times members attended the meetings in person.

7- Governance Committee:

- a. Names, competences and duties of the governance committee's members.
- b. Summary of the committee performance report during the year 20XX.

8- Corporate governance officer's name, qualifications, date of appointment, and contact details.

9- Details of any irregularities committed during the financial year, their causes (if any), and the plan to address them in order to avoid future recurrence.

10- Description of the cash and in-kind contributions made by the Company during the year 20XX for the purpose of community development and environment preservation (In the absence of contributions, it should be stated that the Company did not make any contributions), indicating the recipients of these contributions.

- a. Statement of shareholders' equity as of 31/12/20XX (individuals, corporate, government or organizations) to be classified as follows: Local, Gulf, Arab, and foreign.

| # | Shareholder classification | Shareholding % | | | |
|---|----------------------------|----------------|-----------|-----------------------------|-------|
| | | Individuals | Corporate | Government or Organizations | Total |
| | | | | | |



| | | | | |
|--|----------------|--|--|--|
| | Local | | | |
| | Arab | | | |
| | Foreign | | | |
| | Total | | | |

b. Description of the shareholders who hold 5% or more of the Company's share capital, indicating the name of the natural person who holds the shares, the final beneficiary, as at 31/12/20XX as follows:

| # | Name | Number of shares held | Shareholding % | Name of the natural person, the final beneficiary |
|---|------|-----------------------|----------------|---|
|---|------|-----------------------|----------------|---|

c. Description of how shareholders are distributed according to their respective shareholding as at 31/12/20XX as follows:

| # | Shareholding (share) | No of shareholders | Number of shares held | Shareholding % |
|---|----------------------|--------------------|-----------------------|----------------|
| 1 | <50,000 | | | |
| 2 | 50,000 to 500,000 | | | |
| 3 | 500,000 to 5,000,000 | | | |
| 4 | >5,000,000 | | | |

h. Description of the significant events that occurred during the year 20XX.

11- Compliance with the provisions of the Corporate Governance Code, as follows:



| Principle | Non-compliant | Partially Compliant | Fully Compliant | Explanation in case of non-compliance |
|--|---------------|---------------------|-----------------|---------------------------------------|
| Principle 1: The Company shall be headed by an effective, qualified and expert board. | | | | |
| Principle 2: The directors and executive management shall have full loyalty to the company. | | | | |
| Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law. | | | | |
| Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors | | | | |
| Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly. | | | | |
| Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities. | | | | |
| Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights. | | | | |
| Principle 8: The Company shall disclose its corporate governance. | | | | |
| Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors. | | | | |
| Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen. | | | | |



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|--|--|--|--|--|
| Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a. * | | | | |
|--|--|--|--|--|

* Applicable only to the companies offering Islamic services.

12- Any disclosures required by the regulatory authorities.

Chairman Signature
Date:/..../20XX

Official Seal of the Company