



Annual Report 2022

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1. Company Profile during 2022:

Aljazira Takaful Taawuni Company has been established under the Royal Decree No. M / 23 dated Rabi` Al-Thani 28, 1431 AH. Since that time, Aljazira Takaful has been developing and evolving in line with our wise government journey towards modernity and progress. We aim to be the leading Company in the field of Sharia-Compliant Insurance in the Kingdom of Saudi Arabia by providing innovative, high-quality insurance solutions that achieve the maximum benefit for our customers, shareholders and employees. Aljazira Takaful Taawuni Company is a Saudi joint stock Company established in accordance with His Excellency's Minister of Commerce Resolution No. 213 / Q dated 24 Shaaban 1434 AH, based on Council of Ministers Resolution No. 137 dated Rabi' Al-Thani 27 1431 AH, and the Royal Decree No. M / 23 dated 28 Rabi' al-Thani 1431 AH, with a capital of 550,000,000 Saudi riyals distributed to 55,000,000 shares. The company conducts its business under the Commercial Registration No. 4030251980 and the license of the Saudi Central Bank No. TMN / 34/201312.

2. Core Values:

<p>Our Values towards our Customers :</p>	<ul style="list-style-type: none"> ▪ We understand our customers' needs and aspirations by developing innovative insurance products that exceed the expectations of the target audiences. ▪ We communicate with our customers with high professionalism and transparency. ▪ We value our customers' loyalty to us.
<p>Our Values towards our Employees:</p>	<ul style="list-style-type: none"> ▪ We recruit, grow and motivate highly qualified and experienced cadres ▪ We believe in the importance of rewarding our employees for their outstanding performance ▪ We communicate with our employees with high honesty and transparency ▪ We appreciate the loyalty of our employees to us
<p>Our Values towards our Environment :</p>	<ul style="list-style-type: none"> ▪ We are committed to applying the provisions of Islamic law in all our dealings ▪ We perform our business properly at the first time ▪ We promote teamwork ▪ We take into account the application of risk management concepts to ensure the benefit for everyone ▪ We are aware of our social responsibility and believe in the importance of preserving the environment.

3. The main activities:

The company exercise insurance activities in the general insurance, health insurance, the protection and saving insurance in accordance with the Cooperative Insurance Companies Control Law and its Implementing Regulations as amended.

4. Highlights of important decisions taken and the future vision:

4.1 Important Company decisions during the fiscal year 2022:

- Approving of the annual financial statements for the fiscal year ending 31/12/2021 AD, and its approval by the General Assembly of Shareholders on 30/06/2022 AD.
- Approving the update of the company's governance regulations, the audit committee's Charter, the nominations and remuneration r Charter, and the policy of updating the nomination, membership, evaluation and succession policy for members of the Board of Directors, and its approval by the General Assembly of Shareholders on 30/06/2022 AD.
- Approving the annual report of the company's Board of Directors for the fiscal year ending on 31/12/2021 AD, and its approval by the General Assembly on 30/06/2022 AD.
- Approving of the quarterlies financial statements for the first, second and third quarters of the year 2022 AD.
- Appointing the company's representatives at the Capital Market Authority and at Tadawul.
- Approving of the company's strategy 2023-2027 (the five-year action plan).
- Nomination and appointment of the company's board of directors and its committees after obtaining a no-objection from the Saudi Central Bank and the general assembly of shareholders.
- Approving the Key policies, procedures and strategies for the company's business, which are, for example, but not limited to (policies and regulations related to the work of the Board of Directors and committees emanating from the Board, policies and regulations related to the company's technical operations, policies and procedures related to the work of the Compliance Department and combating money laundering and terrorist financing, policies, procedures and strategy related to The work of the Reinsurance Department, the policies, procedures and strategy related to the work of the Information Security Department, the policies and procedures related to the work of the actuarial department, the updated accounting policy, the updated attribution policy).
- Assigning the work of the Enterprise Risk Management and Business Continuity Plan to Deloitte & Touche after obtaining the necessary approvals.
- Renewing a license to practice insurance activity issued by the Saudi Central Bank.
- Renewing the qualification of the company with the Health Insurance Council.
- Re-evaluating the risk management reference so that the management reference is to the Risk Management Committee emanating from the Board of Directors.
- Launching electronic after-sales services through the company's website.

4.2 Future Vision:

The company is constantly striving to achieve the best for all relevant parties, whether they are shareholders or policyholders, and that our responsibility towards achieving our ambitions is reflected in the company's future plans, the most important of which are the following:

- Improve technical capability to support business growth and reduce risks.



- Developing a comprehensive digital transformation, which supports the company's strategy to achieve its goals.
- Building and maintaining a talented team with a high degree of enthusiasm and responsibility.
- Facilitate operations and business flow to provide effective service by reformulating and automating policies and procedures.
- Implementing an effective governance framework that ensures the proper execution of operations to establish an environment of efficient oversight and accountability in order to maintain the trust and interests of shareholders, customers, employees, regulators and other stakeholders.

5. Awards During 2022:

- 1- Al-Jazira Takaful Ta'awuni Company achieved the award for the best general insurance provider in the Kingdom of Saudi Arabia for the year 2022 AD from the Global BANKING & FINANCE REVIEW.
- 2- Al-Jazira Takaful Cooperative Company the award for the best Takaful services provider in the Kingdom of Saudi Arabia for the year 2022 AD, from the Global BANKING & FINANCE REVIEW.

6. Shareholders structure during 2022:

The Company's authorized capital is 550 million Saudi riyals, divided into 55 million shares with a nominal value equivalent to 10 Saudi riyals per share. The table below shows the ownership structure of the Company's shares until December 31, 2022:

The company did not receive any notifications from shareholders and related parties regarding change of their shareholding in the company as per the provisions of article 68 of the requirements for securities issuance and continuous liabilities issued by the Capital Market Authority. The following tables include description of the interests of major shareholders, board directors and senior executives and their spouses and children in the company's shares or debt instruments:

Shareholder's Name	Nationality	Number of Shares	Ownership percentage %
Bank Al Jazira	Saudi	12,269,898	%22.30
Solidarity Group Holding BSC	Bahraini	3,877,591	%7.05
Audience		38,852,511	%70.65
Total		55,000,000	100 %

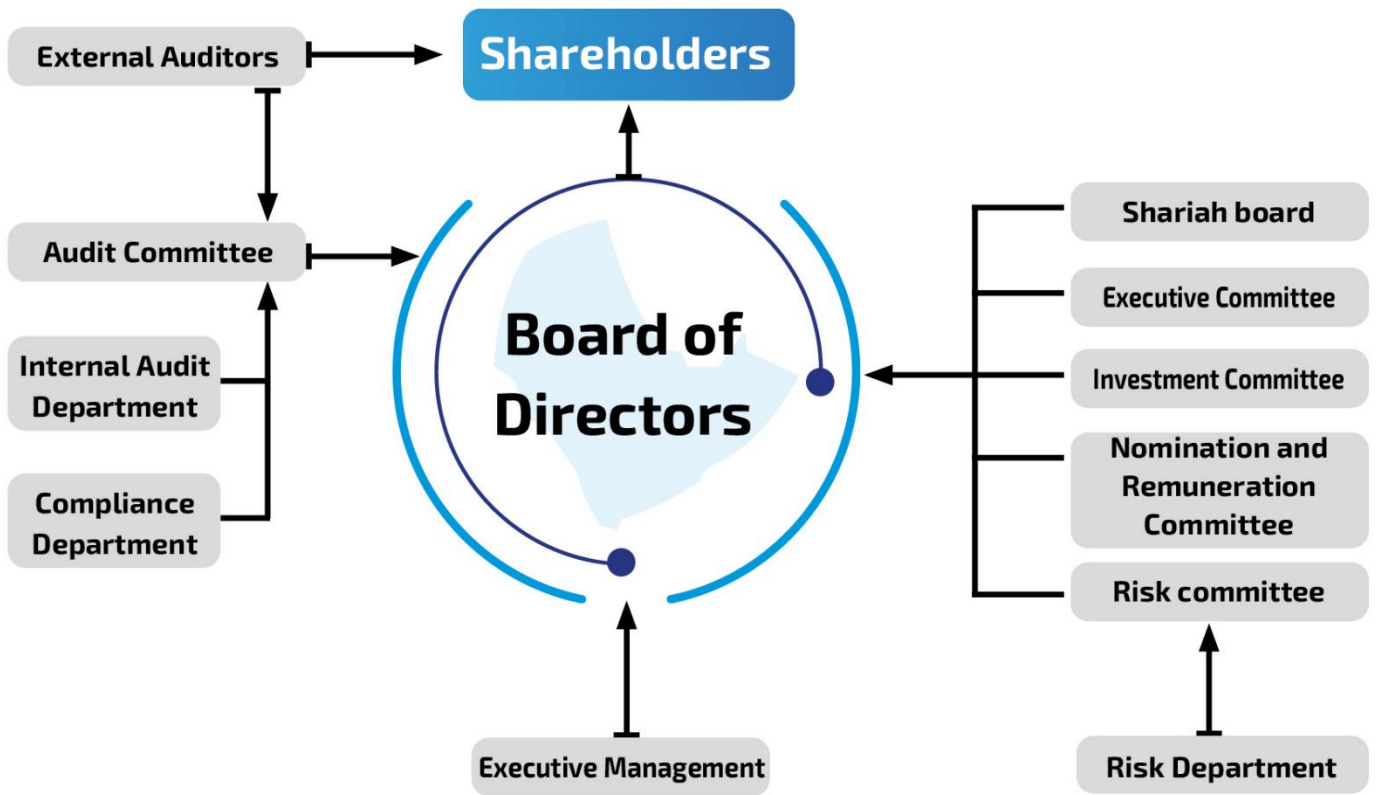
7. Ownership of AJT shares by directors and Senior Executives, and Their relatives, and changes During 2022:

The change in the ownership of the board members of the company's shares during the fiscal year 2022 AD as a result of the following reasons mentioned below:

A- The end of the Board of Directors term (the third term) on 01/07/2022 AD.

B- The beginning of the Board of Directors term (fourth term) on 17/07/2022 AD.

8. Governance structure :



9. Board of Directors and Sub-Committees:

9.1 Board Members:

The company is managed by a Board of Directors consisting of nine(9) members elected by the Ordinary General Assembly for a period not exceeding three years, and the Board of Directors meets at least once every three months, at least four times a year, or whenever the need arises at the invitation of the Chairman of the Board or At the request of two members. The quorum for the meeting of the Board of Directors is complete if it is attended by two-thirds of the members themselves or by proxy, provided that the number of members present in person is not less than five members, including an independent member , noting that the composition of the Board of Directors and the committees emanating from the Board during the year 2022 is as follows:

- 1- Board of Directors term (Third Term) of three years starts on 02 July 2019 and ends on 01 July 2022.
- 2- Board of Directors term (Forth Term) of three years starts on 17 July 2022 and ends on 16 July 2025.

Name	Current Positions	Previous Positions	Qualifications	Experience
1 Eng. Abdulmajeed bin Ibrahim AL sultan**	<ul style="list-style-type: none"> AJT Chairman of the Board Deputy Chairman of Bank Aljazira. CEO – Consolidated Brothers Co. Chairman of the Board of Directors of Al-Durra Development Company for the Sugar Industry. 	<ul style="list-style-type: none"> Credit Officer at Corporate Banking Group - National Commercial Bank. General Manager – Almarafik Construction Co Board Member - Qassim Cemint Co 	<ul style="list-style-type: none"> BA in Petroleum Engineering - King Saud University. 	<ul style="list-style-type: none"> Has extensive banking and investment experiences for more than 20 years. Experience in local and global markets, international economic environment, and a full awareness of the economic culture within KSA.
2 Mr. Naif bin Abdulk arim Al AbdulKarim**	<ul style="list-style-type: none"> AJT Deputy Chairman of the Board (Currant) BAJ CEO. BAJ Managing Director, Member of Executive Committee, BAJ. Member of Remuneration and Nomination Committee, Jazira Capital. Member of Remuneration and Nomination Committee, Simah (Credit Bureau). Member of Executive Committee, Simah (Credit Bureau). 	<ul style="list-style-type: none"> Manager Credit Relations, Riyadh Bank. Area Manager, Retail Banking, NCB. Head Private Banking, SABB. General Manager Branch Network and Wealth Management, SABB. DMG for Retail and Wealth Management, SABB 	<ul style="list-style-type: none"> Bachelor of Finance- King Saud University. Master of Business Administration – University of Illinois, USA. 	<ul style="list-style-type: none"> Past and present experience in commercial banks.
3 Mr. Khalid bin Othman Al-Othman**	<ul style="list-style-type: none"> AJT Board Member - Non-Executive Senior Vice Chairman, Head of Retail Banking Group – Bank Al Jazira 	<ul style="list-style-type: none"> AJT Deputy Chairman of the Board Regional Director, Central Region - National Commercial Bank. Regional Director, Central Region - Banque Saudi Fransi. Director General of Branches Network - Bank Albilad. General Manager of Branches Network - Bank Al Jazira 	<ul style="list-style-type: none"> MSc in Business Administration - London Business School, University of London. 	<ul style="list-style-type: none"> Passion for leadership through business and retail banking for more than 24 years in a row. Extensive experience in managing branch networks and managing distribution channels. Experience in the development and strategic planning of banking.
4 Dr. Abdullatif bin Mohammed bin Ghaith*	<ul style="list-style-type: none"> AJT Board Member - Independent. Founder and Chairman of the Board - Financial Leaders Training Center. CEO – The Gate Academy for Teaching Languages. 	<ul style="list-style-type: none"> Founder CEO of Tatweer Education Holding Company owned by the Public Investment Fund. CEO of SMSA Express Transport, the exclusive agent 	<ul style="list-style-type: none"> PhD in Inorganic Natural Chemistry - University of Arizona, Tucson. MSc in Chemistry - University of Washington. 	<ul style="list-style-type: none"> Establishing, managing, developing and improving the performance of a number of educational, training and service institutions in various stages of their existence, including the establishment of some of them and the management and improvement of

			<ul style="list-style-type: none"> of FedEx in the Kingdom of Saudi Arabia. General Director of the Institute of Banking, SAMA. Acting Director General - Banking Institute, SAMA. 	<ul style="list-style-type: none"> Bachelor of Science - Western Washington State University. 	<ul style="list-style-type: none"> financial and administrative performance. Providing consultations in various fields, including strategy, development, administration and education.
4	Mr. Sager bin Abdullatif Nadershah**	<ul style="list-style-type: none"> AJT Managing Director. Independent Board member at Etihad Atheeb Telecom Company. 	<ul style="list-style-type: none"> Director of Retail Banking Services Department – Bank Al Jazira. Western Regional Manager - National Commercial Bank. Director of Sales Department - National Commercial Bank. Assistant General Manager - Saudi American Bank Board Member- Travelers Cheque Company. 	<ul style="list-style-type: none"> Bachelor of Science in Criminal Justice -Bethune Cookman University. Executive Development Program - International Institute for Management Development. Administrative Capacity Development Program – Cranfield School of Management 	<ul style="list-style-type: none"> More than 28 years of extensive experience in the field of retail banking. Experience in managing comprehensive operations in banking services which include lending, deposit products, branches, ATMs, POS, call center, internet. Experience in local and global markets, international economic environment, and a full awareness of the economic culture within KSA.
5	Mr. Khalid bin Othman Al-Othman**	<ul style="list-style-type: none"> AJT Board Member - Non-Executive Senior Vice Chairman, Head of Retail Banking Group – Bank Al Jazira 	<ul style="list-style-type: none"> Regional Director, Central Region - National Commercial Bank. Regional Director, Central Region - Banque Saudi Fransi. Director General of Branches Network - Bank Albilad. General Manager of Branches Network - Bank Al Jazira 	<ul style="list-style-type: none"> MSc in Business Administration - London Business School, University of London. 	<ul style="list-style-type: none"> Passion for leadership through business and retail banking for more than 24 years in a row. Extensive experience in managing branch networks and managing distribution channels. Experience in the development and strategic planning of banking.
6	Mr. Khalifa bin Nasser Al-Khalifa*	<ul style="list-style-type: none"> AJT Board Member - Independent 	<ul style="list-style-type: none"> Chairman of Audit and Risk Committee - Maceen Capital. Head of Retail Financial Services for Credit and Risk - Saudi British Bank Head of Risk Management - Saudi British Bank. Senior Credit & Risk Manager - Saudi British Bank. 	<ul style="list-style-type: none"> BA in Administrative Sciences - King Abdul-Aziz University. 	<ul style="list-style-type: none"> Worked for more than 25 years in the field of credit, finance, investment and risk management for both corporate and retail commercial banking. Experience in the fields of administration and development of financial institutions in a manner that aligns with the desired goals to be achieved through increasing effectiveness and efficiency, financial

					restructuring and operational administrative processes.
					<ul style="list-style-type: none"> ▪ Holds many advanced courses in the field of finance and management inside and outside KSA.
7	Mr. Naif Mesnd Al Mesnd**	<ul style="list-style-type: none"> ▪ Member of the Board of Directors of Al Jazira Takaful Company - Non-Executive ▪ Chief Executive Officer - Al Jazira Securities Company. ▪ Member of the Risk Committee of the Arab Cement Company 	<ul style="list-style-type: none"> ▪ Head of Wealth Management - Ahli Bank ▪ Head of Compliance Department - Barclays Investment Bank ▪ Head of the Inspection Department - Capital Market Authority. 	<ul style="list-style-type: none"> ▪ Master's Degree - Business Administration - Clark University - USA. ▪ Bachelor of Science degree in Accounting - King Fahd University of Petroleum and Minerals. 	<ul style="list-style-type: none"> ▪ He has long experience in several areas, such as preparing strategies, business development and governance, which he gained through his career in a number of local and international institutions with Barclays Saudi Arabia, the Saudi Capital Market Authority and Ernst & Young.
8	Mr. Abdulelah Ibrahim Alqassimi*	<ul style="list-style-type: none"> ▪ Member of the Board of Directors of Al-Jazira Takaful Company - Non-Executive. ▪ Member of the Board of Directors - Solidarity Holding Group - Bahrain. ▪ Member of the Board of Directors - Ithmar Holding – Bahrain ▪ Member of the Board of Directors - IB Capital – Bahrain ▪ Member of the Board of Directors - Ithmaar Bank – Bahrain ▪ Member of the Board of Directors - Faisal Bank - Pakistan. ▪ Member of the Board of Directors - Naseej - Bahrain. 	<ul style="list-style-type: none"> ▪ Chairman of the Board - Solidarity Saudi Takaful ▪ Member of the Board of Directors - Al Durrah Resort Management Company – Bahrain ▪ Member of the Board of Directors - American Mission Hospital – Bahrain ▪ Member of the Board of Directors - Bahrain Development Bank ▪ Member of the Board of Directors - Al Ahlia Insurance Company - Bahrain. 	<ul style="list-style-type: none"> ▪ Master's Degree - Facilities Planning - University of North London - Britain. ▪ Bachelor's degree - Civil Engineering - Mary Queen's University - Britain. ▪ Diploma - Healthcare Management - Royal College of Surgeons - Bahrain 	<ul style="list-style-type: none"> ▪ He has a commercial biography and commercial experience, general, 30 years in the commercial and economic field, and membership of boards of directors in financial institutions.

9	Mr. Ibrahim Mohammed Alhurabi**	<ul style="list-style-type: none"> Member of the Board of Directors of Al-Jazira Takaful Company - Independent. Member of the Audit, Risk and Compliance Committee - Saudi Computer Company Member of the Audit Committee - Derayah Financial Company Chairman of the Audit Committee – CARE international company Member of the Board of Directors - Care International Company 	<ul style="list-style-type: none"> Member of the Audit Committee - Al-Jazira Takaful Cooperative Company. Senior Vice President - Head of Internal Audit Group - Bank Al Jazira. Director General of the Communications and Information Technology Commission. Director of the Information Security Department and the Central Bank of Saudi Arabia 	<ul style="list-style-type: none"> Higher Diploma in Financial Management - Master's Equivalent - Institute of Public Administration - Riyadh. Bachelor's degree in Sharia - Imam Muhammad bin Saud Islamic University. 	<ul style="list-style-type: none"> Has a business history and commercial experience, incorporated in 2002, in financial institutions.
10	Mr. Ashraf Adnan Besisu**	<ul style="list-style-type: none"> Member of the Board of Directors of Al-Jazira Takaful Company – Non-Executive. Chairman of the Board of Directors - Solid Ventures LLC - Bahrain. Chairman of the Board - Solid Capital LLC – Bahrain Chairman of the Board of Directors - First Solidarity Insurance Company - Jordan. Chairman of the Fund's Technical Committee - Arab War Risks Insurance Fund (URS). Chief Trade Officer Solidarity Holdings BSC (c) 	<ul style="list-style-type: none"> Vice Chairman of the Board - Solidarity Saudi Takaful Company. Chairman of the Board - Solidarity Takaful – Luxembourg Chairman of the Board of Directors - Al Moazra Investment Company. Chairman of the Board of Directors - Al-Samoud Investment Company. 	<ul style="list-style-type: none"> Master's degree in Management and Information Systems - London School of Economics, United Kingdom. Bachelor's degree in Civil Engineering with a major in Applied Mathematics and Finance - Southern Methodist University - USA. Associate member of the Chartered Insurance Institute - United Kingdom. Associate member of the Institute of Accountants - USA. 	<ul style="list-style-type: none"> He has a business history and commercial experience, one year, 30 years in the year of administrative and leadership work in the financial services sector.
11	Dr. Abdul Karim bin Hamed Al-Nujidi.**	<ul style="list-style-type: none"> Member of the Board of Directors of .Abdullah Al-Othaim Markets Company Member of the Board of Directors and Chairman of the Nominations and Remunerations Committee at the Arabian Group for Education and Training Group Holding Company. Board Member of the Yaqeen Investment Funds. 	<ul style="list-style-type: none"> Board Member and CEO at - Maharah Human Resources Company. Chief Executive Officer of the National Gas and Industrialization Company. Director General at the Human Resources Development fund. Executive Deputy Director General at the Human Resources Development fund. 	<ul style="list-style-type: none"> Bachelor's degree in English from Al-Imam Muhammad ,Ibn Saud Islamic University Kingdom of Saudi Arabia. Master's degree in Business Administration KFUPM, Kingdom of Saudi Arabia. Master's degree in TESL from Colorado State University, USA. Ph.D. in TESL/ ,Linguistics ,Oklahoma State University USA. 	<ul style="list-style-type: none"> He has a business history and commercial experience more than 30 years of administrative and leadership work in the financial services sector.

12	Mr. Yahya bin Saleh Al Mansour** <ul style="list-style-type: none">CEO of Etihad Atheeb Telecom Company.	<ul style="list-style-type: none">Chief Executive Officer of the Retail Sales Division at Zain Corporation.	<ul style="list-style-type: none">Bachelor's degree in Business Administration.Master's degree Business Administration.	<ul style="list-style-type: none">Practical experience of more than 21 years, during which he worked in several companies including Zain and the Saudi Telecom Company, and other leading companies in the Kingdom of Saudi Arabia.
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* Membership ends due to the end of the Board term (Third Term) on 01/07/2022 AD.

** He joined to the new Board of Directors (Fourth term) on 17/07/2022 AD.



9.2 Board of Directors Structure:

	Name	Membership Type	Change in the composition of the board of directors
1	Eng. Abdulmajeed bin Ibrahim Al-Sultan	– Chairman of the Board Non-Executive Member	He was a Chairman of the Board of Directors for the third Term, He joined the new Board of Directors Membership (Fourth Term) on 17/07/2022 AD, and was appointed as Chairman of the Board on 05/09/2022 AD
2	Mr. Naif bin Abdulkarim Al Abdulkarim.	Deputy of Chairman Non-Executive Member	He joined the new Board of Directors Membership (Fourth Term) on 17/07/2022 AD, and was appointed as Deputy of Chairman of the Board on 05/09/2022 AD
3	Mr. Khalid bin Othman Al-Othman	Non-Executive Member	He was a Deputy of Chairman of the Board of Directors for the third Term He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD
4	Dr. Abdullatif bin Mohammed bin Ghaith	Independent member	Membership expired due to end of the third term of the Board on 01/07/2022 AD.
5	Mr. Sager bin Abdullatif Nadershah	Managing Director - Executive member	He was the Managing Director for the third Term, He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD, and was appointed as managing director of the Board on 05/09/2022 AD
6	Mr. Naif AlMesnad	Non-Executive Member	He was Board Member for the third Term, He joined the new Board of Directors (fourth term) on 17/07/2022 AD
7	Mr. Khalifa bin Nasser Al-Khalifa	Independent member	Membership expired due to end of the third term of the Board on 01/07/2022 AD.
8	Mr. Abdulelah Ibrahim Al Qassimi	Non-Executive Member	Membership expired due to end of the third term of the Board.
9	Mr. Ashraf Bseisu	Non-Executive Member	He was Board Member for the third Term, He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD
10	Mr. Ibrahim bin Mohammed Al Harabi	Independent member	He was Board Member for the third Term, He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD
11	Dr. Abdulkarim bin Hamed Al-Nujidi	Independent member	He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD
12	Mr. Yahya bin Saleh Al Mansour	Independent member	He joined the new Board of Directors Membership (fourth term) on 17/07/2022 AD



9.3 Board meetings for the year 2022:

(5) Meetings

	Name	Position	Membership Type	(5) Meetings					Total
				29/03/2022	30/06/2022	24/07/2022	29/09/2022	21/12/2022 22/12/2022	
1	Eng. Abdulm ajeed bin Ibrahim Al Sultan**	Chairman of the Board	Non-Executive	✓	✓	✓	✓	✓	5
2	Mr. Naif bin Abdulkarim Al Karim**	Deputy Chairman of the Board	Non-Executive	-	-	✓	✓	✓	3
3	Mr. Khalid bin Othman Al Othman	Deputy Chairman of the Board* / Member of the Board of Directors**	Non-Executive	✓	✓	✓	✓	✓	5
4	Dr. Abdull atif bin Mohammed bin Ghaith*	Member of the Board of Directors	Independent	✓	✓	-	-	-	2
5	Mr. Sager bin Abdull atif Nadershah**	Member of the Board of Directors	Executive	✓	✓	✓	✓	✓	5
6	Mr. Naif bin Mesnad Al-Mesnad**	Managing Director	Non-Executive	✓	✓	✓	✓	✓	5
7	Mr. Khalifa bin Nasser Al Khalifa*	Member of the Board of Directors	Independent	✓	✓	-	-	-	2
8	Mr. Abdulelah Ibrahim Al Qassimi *	Member of the Board of Directors	Non-Executive	✓	✓	-	-	-	2
9	Mr. Ashraf bin Adnan Bseisu**	Member of the Board of Directors	Non-Executive	✓	✓	✓	✓	✓	5
10	Mr. Ibrahim Muhammad Al-Hurabi **	Member of the Board of Directors	Independent	✓	✓	✓	✓	✓	5
11	Dr. Abdulk arim bin Hamed Al Nujidi**	Member of the Board of Directors	Independent	-	-	✓	✓	✓	3
12	Mr. Yahya bin Saleh Al Mansour**	Member of the Board of Directors	Independent	-	-	✓	✓	✓	3

General Assembly Last Meeting Date 17/07/2022 (The first Meeting)

* Membership ends due to the end of the Board term (Third Term) on 01/07/2022 AD.

** He joined to the new Board of Directors (Fourth term) on 17/07/2022 AD.



9.4 Board's Sub-Committees:

Board of Directors' Sub-Committees carry out their duties and responsibilities aimed at raising the level of supervision, control and decision-making controls in the Company. The Board's Sub-Committees include members of the Board and members from outside the Board. The table below shows the structure of these committees.

A) Executive Committee:

The Executive Committee consists of five members; it is chaired by the Chairman of the Board of Directors; the committee holds six meetings according to the Governance Regulations at least annually. The committee meeting is not valid unless attended by the majority of its members personally or by proxy. The decisions of the Executive Committee are issued by the majority. When there is a tie, the Chairman of the Committee shall have the casting vote. The committee's decisions are documented in minutes prepared by the Committee's Secretary and signed by the committee's Chairman and members.

- Key roles and responsibilities:**

The main objective of the Executive Committee is to monitor the performance of the Company on a regular basis, review objectives, budgets and financial plans before submitting them to the Board for approval, and ensure the progress of work in accordance with the plans and strategies approved by the Board of Directors. Please refer to the Board of Directors table shown above in Clause 9 explaining a brief summary of each member.

- Meetings of the Executive Committee during the fiscal year 2022 AD:**

	Name	Position	Membership Type	(6) Meetings					
				29/03/2022	30/06/2022	29/09/2022	24/10/2022	29/11/2022	21/12/2022
1	Eng Abdulm ajeed bin Ibrahim Al-Sultan **	Chairman of the Committee	Non-Executive	✓	✓	✓	✓	✓	✓
2	Mr. Khalid bin Othman Al-Othman **	Member of the Board of Directors	Non-Executive	✓	✓	✓	✓	✓	✓
3	Mr. Sager bin Abdull atif Nadershah **	Member of the Board of Directors	Executive	✓	✓	✓	✓	✓	✓
4	Mr. Naif bin Mesnad Al-Mesnad *	Member of the Board of Directors	Non-Executive	✓	✓	-	-	-	-
5	Mr. Naif bin Abdul k arim Al Abdulkarim **	Member of the Board of Directors	Non-Executive	-	-	✓	✓	✓	✓
6	Mr. Ashraf bin Adnan Bseisu**	Member of the Board of Directors	Non-Executive	-	-	✓	✓	✓	✓

*Membership in the committee ended on 01/07/2022 AD

**Membership in the committee started on 05/09/2022 AD.

B) Audit Committee:

The Ordinary General Assembly of the Company's shareholders, in its meeting held on Jun 30, 2022, approved the Committee charter of the Audit Committee based on the recommendation of the Board of Directors. The Audit Committee consists of three members. The Committee includes members from outside the Board of Directors. The Committee holds at least six meetings annually. The Committee's decisions are recorded in minutes prepared by the Committee Secretary and signed by the Committee Chairman and members.

• Key roles and responsibilities:

The committee is responsible before the Company's Board of Directors and assists it in carrying out its responsibilities, the most important of which are:

- 1- Ensuring an effective internal Control and Compliance Rules.
- 2- Analyzing the Company's interim and annual financial statements before presenting them to the Board.
- 3- Monitoring and overseeing the performance and activities of the internal auditor and internal audit department and compliance department of the company, if any, to ensure the availability of the necessary resources and their effectiveness in performing the assigned activities and duties.

	Name	Current Positions	Previous Positions	Qualifications	Experience
1	Mr. Khalifa bin Nasser Al-Khalifa*	<ul style="list-style-type: none"> ▪ Committee Chairman 	<ul style="list-style-type: none"> ▪ Chairman of Audit and Risk Committee - Maceen Capital Head of Retail Financial Services for Credit and Risk - Saudi British Bank ▪ Head of Risk Management - Saudi British Bank. ▪ Senior Credit & Risk Manager - Saudi British Bank. 	<ul style="list-style-type: none"> ▪ BA in Administrative Sciences - King Abdul-Aziz University. 	<ul style="list-style-type: none"> ▪ Working more than 25 years in the field of credit, finance, investment and risk management for both corporate and retail commercial banking. ▪ Experience in the fields of administration and development of financial institutions in a manner that aligns with the desired goals to be achieved through increasing effectiveness and efficiency, financial restructuring and operational administrative processes. ▪ Holds many advanced courses in the field of finance and management inside and outside KSA.
2	Mr. Adel bin Saleh Al Alhowar*	<ul style="list-style-type: none"> • Committee Member. • Board Member and Member of the Audit Committee - Stusid Bank. • Member of the Board of Directors, 	<ul style="list-style-type: none"> ▪ Vice Chairman of the Board of Directors, Arab Financial Services Company. ▪ Chairman of the Board of Directors - SIMAH. ▪ Board Member - Al-Ahly Takaful Company. 	<ul style="list-style-type: none"> ▪ Higher Diploma in Banking Studies - Institute of Banking Studies - Jordan 	<ul style="list-style-type: none"> ▪ Working for more than 28 years in the field of retail banking and the banking sector.



Al-Raya Finance Company.

- Board Member and member of the Executive Committee - Saeed Ghodran Group

3	Mr. Mohammed bin Ali Alammari*	<ul style="list-style-type: none"> ▪ Committee Member. ▪ Chairman and member of the Executive Committee - Saba Islamic Bank. ▪ Chairman and member of the Executive Committee - African Saba Bank. ▪ Board Member and Member of the Executive Committee - Investrade ▪ Chief Internal Auditor, Islamic Corporation for the Development of the Private Sector, Member of the Islamic Development Bank Group. 	<ul style="list-style-type: none"> ▪ Member of the Board of Directors and Member of the Audit Committee - Maldives Islamic Bank. ▪ Board Chairman – CGI ▪ Board Member and Chairman of the Audit Committee - Ewan International Housing Company. ▪ Chairman and Member of the Audit Committee – Lease Management Services Company Ltd. (Bahrain) 	<ul style="list-style-type: none"> ▪ MSc in Accounting - King Abdul-Aziz University. ▪ MSc in Accounting - University of Illinois at Urbana – Champaign ▪ MSc in Finance - University of Illinois at Urbana – Champaign ▪ Holds several professional certifications specializing in auditing and internal controls 	<ul style="list-style-type: none"> ▪ Experience of more than 20 years in the banking sector, which includes banking, electronic and financial services, new investment products and enhancing the role of the banking sector in economic development. ▪ Holds many advanced courses in the field of auditing and internal controls.
4	Mr. Ibrahim bin Mohammed Alhurabi**	<ul style="list-style-type: none"> ▪ Member of the Board of Directors of Al-Jazira Takaful Company - independent. ▪ Member of the Audit, Risk and Compliance Committee - Saudi Computer Company ▪ Member of the Audit Committee - Derayah Financial Company ▪ Chairman of the Audit Committee – CARE international company ▪ Member of the Board of Directors - Care International Company 	<ul style="list-style-type: none"> ▪ Member of the Audit Committee - Al-Jazira Takaful Cooperative Company. ▪ Senior Vice President - Head of Internal Audit Group - Bank Al Jazira. ▪ Director General of the Communications and Information Technology Commission. ▪ Director of the Information Security Department and the Central Bank of Saudi Arabia 	<ul style="list-style-type: none"> ▪ Higher Diploma in Financial Management - Master's Equivalent - Institute of Public Administration - Riyadh. ▪ Bachelor's degree in Sharia - Imam Muhammad bin Saud Islamic University. 	<ul style="list-style-type: none"> ▪ Has a business history and commercial experience, incorporated in 2002, in financial institutions.
5	Mr. Khalid bin Mohammed Al-Khu witer**	<ul style="list-style-type: none"> ▪ Member of the Board of Directors and Audit Committee of Jadwa Investment Company. ▪ Member of the Advisory Board of the SOCPA ▪ Member of the Sharia Committee of the Zakat, Tax, 	<ul style="list-style-type: none"> ▪ Chief Financial Officer of the Advanced Electronics Company. ▪ Chairman of the Board of Directors of the Advanced Arabian Simulation Company. 	<ul style="list-style-type: none"> ▪ Bachelor's degree in Accounting from King Saud University. 	<ul style="list-style-type: none"> ▪ Experienced expert in ,board membership , financial planning , accounts , costs , pricing and estimation , cash management preparation of budgets , and work plans ,analysis of strategies ,insurance employment, human ,resource management

and Customs
Authority

risk analysis and
internal control.

6	Mr. Abdulk arim bin Abdullah Al Shamekh **	<ul style="list-style-type: none"> ▪ Member of the Audit Committee and board of Samnan Holding Group Company. ▪ Member of the Audit Committee of Ash-Sharqiyah developments Company. ▪ Member of the Audit Committee of the Binladin International Holding Group. 	<ul style="list-style-type: none"> ▪ CEO of the United Wire Factories Company. ▪ CEO of the International Petrollium Products Company. ▪ CEO of Arabian Oud Company. 	<ul style="list-style-type: none"> ▪ Bachelor's degree in Accounting from King Saud University. 	<ul style="list-style-type: none"> ▪ He has a professional career and administrative experience spanning more than 20 years in the administrative and ,leadership field business development and strategy in various business sectors, during which he held several leadership positions.
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• Audit committee meetings during Fiscal Year 2022:

(14) Meetings

Name	Position	Membership Type	(14) Meetings													
			17/03/2022	22/03/2022	24/03/2022	20/04/2022	17/05/2022	03/06/2022	10/08/2022	17/08/2022	05/09/2022	12/09/2022	29/09/2022	02/11/2022	14/11/2022	28/11/2022
1 Khalifa Al-Khalifa*	Committee Chairman	Independent	✓	✓	✓	✓	✓	✓	-	-	-	-	-	-	-	-
2 Adel Al Alhowar*	Member outside the board		✓	✓	✓	✓	✓	✓	-	-	-	-	-	-	-	-
3 Mohammed Alammari*	Member outside the board		✓	✓	✓	✓	✓	✓	-	-	-	-	-	-	-	-
4 Ibrahim Alhurabi**	Committee Chairman	Independent	-	-	-	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓
5 Khaled AlKhuwaiter**	Member outside the board		-	-	-	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓
6 AbdulkarimA IShamekh**	Member outside the board		-	-	-	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓

*Membership in the committee ended on 01/07/2022 AD.

**Membership in the committee started on 05/09/2022 AD.

C) Risk Management Committee:

The Risk Management Committee consists of three members and meets periodically at least four times annually or whenever the need arises. The meeting of the committee shall not be held except in the presence of the majority of its members. A member may delegate another member to attend the meeting on his behalf or vote for him in the meetings. The committee's decisions are documented in minutes prepared by the committee's secretary and signed by the committee's chairman and members.

• Key roles and responsibilities:

The main role of the Risk Management Committee is to supervise the risk management strategy of the Company after its approval by the Board of Directors in order to limit the Company's exposure to risks. The committee reviews the procedures that have been taken to ensure an effective risk management organizational structure.

	Name	Current Positions	Previous Positions	Qualifications	Experience
1	Mr. Khalifa bin Nasser Al-Khalifa*	Committee Chairman	<ul style="list-style-type: none"> ▪ Chairman of Audit and Risk Committee - Maceen Capital Head of Retail Financial Services for Credit and Risk - Saudi British Bank ▪ Head of Risk Management - Saudi British Bank. ▪ Senior Credit & Risk Manager - Saudi British Bank. 	<ul style="list-style-type: none"> ▪ BA in Administrative Sciences - King Abdul-Aziz University. 	<ul style="list-style-type: none"> ▪ Working more than 25 years in the field of credit, finance, investment and risk management for both corporate and retail commercial banking. ▪ Experience in the fields of administration and development of financial institutions in a manner that aligns with the desired goals to be achieved through increasing effectiveness and efficiency, financial restructuring and operational administrative processes. ▪ Holds many advanced courses in the field of finance and management inside and outside KSA.
2	Mr. Ibrahim Mohammed Alhurabi *	<ul style="list-style-type: none"> • Committee Member • Advisor - Naif Al-Rajhi Investment Company 	<ul style="list-style-type: none"> ▪ Senior Vice CEO and Head of the Internal Audit Group at Bank Aljazira ▪ Director General- Communications and Information Technology - Communications and 	<ul style="list-style-type: none"> ▪ BA in Sharia - Imam Muhammad bin Saud University. ▪ Higher Diploma in Financial Supervision - Institute of Public Administration 	<ul style="list-style-type: none"> ▪ Extensive experience in the field of internal audit in financial institutions for a period of more than 20 years

			Information Technology Commission.		
			<ul style="list-style-type: none"> Director of Information Security and Control Department - SAMA. Internal Auditor - Ernst & Young. Internal Auditor - Central Bank of Saudi Arabia. 		
3	Mr. Adel bin Saleh Alhowar*	<ul style="list-style-type: none"> Committee Member. Board Member and Member of the Audit Committee - Stusid Bank. Member of the Board of Directors, Al-Raya Finance Company. Board Member and Member of the Executive Committee - Saeed Ghodran Group 	<ul style="list-style-type: none"> Vice Chairman of the Board of Directors, Arab Financial Services Company. Chairman of the Board of Directors - SIMAH. Board Member - Al-Ahly Takaful Company. Board Member and Member of the Audit Committee - Stusid Bank. 	<ul style="list-style-type: none"> Higher Diploma in Banking Studies - Institute of Banking Studies - Jordan Working for more than 28 years in the field of retail banking. 	
4	Dr. Abdul Karim bin Hamed Al-Nujidi .**	<ul style="list-style-type: none"> Member of the Board of Directors of Abdullah Al-Othaim Markets .Company Member of the Board of Directors and Chairman of the Nominations and Remunerations Committee at the Arabian Group for Education and TrainingGroup Holding Company. Board Member of the Yaqeen Investment Funds. 	<ul style="list-style-type: none"> Board Member and CEO at Maharah Human - Resources Company. Chief Executive Officer of the National Gas and Industrialization Company. Director General at the Human Resources Development fund. Executive Deputy Director General at the Human Resources Development fund. 	<ul style="list-style-type: none"> Bachelor's degree in English from Al-Imam Muhammad Ibn Saud Islamic University, Kingdom of Saudi Arabia. Master's degree in Business ,Administration KFUPM, Kingdom of Saudi Arabia. Master's degree in TESL from Colorado ,State University USA. Ph.D. in TESL/ ,Linguistics Oklahoma State University, USA. 	<ul style="list-style-type: none"> He has a business history and commercial experience more than 30 years of administrative and leadership work in the financial services sector.
5	Mr. Osama bin Khader Al Ibrahim.**	<ul style="list-style-type: none"> Senior Vice President and Chief Risk Officer 	<ul style="list-style-type: none"> Head of Customer Relations Department at Samba. Head of the Corporate Banking Services Department in the Central Region at Bank Aljazira. Head of Corporate Banking Services in the Kingdom at Bank Aljazira. 	<ul style="list-style-type: none"> Bachelor's degree in Industrial Management from King Fahd University of Petroleum and Minerals. He has previous and current experience in the administrative and leadership fields in .financial institutions 	



	Name	Position	Membership Type	(6) Meetings					
				17/03/2022	09/10/2022	26/10/2022	30/10/2022	06/11/2022	11/12/2022
1	Mr. Khalifa bin Nasser Al-Khalifa*	Committee Chairman	Independent	✓	-	-	-	-	-
2	Mr. Ibrahim Mohammed Alhurabi	Member* / Committee Chairman**	Independent	✓	✓	✓	✓	✓	✓
3	Mr. Adel bin Saleh Al-Alhowar*	Member outside the Board		✓	-	-	-	-	-
4	Dr. Abdulk arim bin Hamed Al-Nujidi.**	Member	Independent	-	✓	✓	✓	✓	✓
5	Mr. Osama bin Khader Al Ibrahim**	Member outside the Board		-	✓	✓	✓	✓	✓

*Membership in the committee ended on 01/07/2022 AD

**Membership in the committee started on 05/09/2022 AD.

D) Investment Committee:

The Investment Committee consists of five members appointed by the Board of Directors and meets periodically at least four times annually or whenever needed. The meeting of the committee shall not be held except in the presence of the majority of Members. A member may delegate another member to attend the meeting on his behalf or vote for him in the meetings. The committee's decisions are documented in minutes prepared by the committee's secretary and signed by the committee's chairman and members.

- **Key roles and responsibilities:**

The main role of the Investment Committee is to supervise the implementation of the investment policies of the Company after approval by the Board of Directors in a way that guarantees increased investment returns in a manner that does not conflict with the provisions of Islamic Sharia and the regulations and instructions of the legislative authorities. Please refer to the Board of Directors table shown above in Clause 9 explaining a brief summary of each member.

- **Investment Committee Meetings for Fiscal Year 2022 AD:**

	Name	Position	Membership Type	(4) Meetings			
				29/03/2022	30/06/2022	26/09/2022	21/12/2022
1	Mr. Naif bin Mesnad Al Mesnad**	Chairman of the Committee	Non-Executive	✓	✓	✓	✓

2	Eng. Abdulmajeed bin Ibrahim Al-Sultan**	Member	Non-Executive	✓	✓	✓	✓
3	Dr. Abdull atif bin Mohammed bin Ghaith*	Member	Independent	✓	✓	-	-
4	Mr. Sager bin Abdullatif Nadershah**	Member	Executive	✓	✓	✓	✓
5	Mr. Ashraf bin Adnan Bseisu**	Member	Non-Executive	✓	✓	-	-
6	Mr. Naif bin Abdul k arim Al Abdulkarim**	Member	Non-Executive	-	-	✓	✓
7	Mr. Yahya bin Saleh Al Mansour**	Member	Independent	-	-	X	✓

*Membership in the committee ended on 01/07/2022 AD

**Membership in the committee started on 05/09/2022 AD.

E) Nomination and Remuneration Committee:

The Ordinary General Assembly of the Company's shareholders, in its meeting held on 30 June 2022 AD, approved the Committee charter for the Nomination and Remuneration Committee based on the recommendation of the Board of Directors. The Committee consists of four members appointed by the Board of Directors and meets periodically at least twice annually or whenever the need arises. The meeting of the committee shall not be held except in the presence of the majority of its members. A member may delegate another member to attend the meeting on his behalf or vote for him in the meetings. The committee's decisions are documented in minutes prepared by the committee's secretary and signed by the committee's chairman and members.

■ Key roles and responsibilities:

- Preparing a clear policies and standards for membership in the Board of Directors and the Executive Management.
- Evaluating and monitoring the independence of the members of the Board of Directors and its subsidiary committees, and ensure that there is no conflict of interest.
- Annually reviewing the skills and expertise required of the Board members and the Executive Management;

- preparing a clear policy for the remunerations of the Board members and its committees and the Executive Management, in accordance with the Articles of Association of the Company.

Name	Current Positions	Previous Positions	Qualifications	Experience
1				<ul style="list-style-type: none"> ▪ Establishing, managing, developing and improving the performance of a number of educational, training and service institutions in various stages of their existence, including the establishment of some of them and the management and improvement of financial and administrative performance. ▪ Providing consultations in various fields, including strategy, development, administration and education.
Dr. Abdullatif bin Mohammed bin Ghaith*	Committee Chairman	<ul style="list-style-type: none"> ▪ Founder CEO - Education Development Holding Company. ▪ CEO - SMSA Express. ▪ Director General of the Institute of Banking at SAMA. ▪ Assistant Professor - King Saud University. 	<ul style="list-style-type: none"> ▪ PhD in the Inorganic Chemistry- University of Arizona Tucson. ▪ MSc in Chemistry - University of Washington. ▪ Bachelor of Science - Western Washington State University. 	
Dr. Abdul Karim bin HamedAl-Nujidi **	Committee Chairman	<ul style="list-style-type: none"> ▪ Board Member and CEO at Maharah - Human Resources Company. ▪ Chief Executive Officer of the National Gas and Industrialization Company. ▪ Director General at the Human Resources Development fund. ▪ Executive Deputy Director General at the Human Resources Development fund. 	<ul style="list-style-type: none"> ▪ Bachelor's degree in English from Al-Imam Muhammad Ibn Saud ,Islamic University Kingdom of Saudi Arabia. ▪ Master's degree in Business ,Administration KFUPM, Kingdom of Saudi Arabia. ▪ Master's degree in TESL from Colorado State University, USA. ▪ Ph.D. in TESL/ ,Linguistics Oklahoma State University, USA. 	<ul style="list-style-type: none"> ▪ He has a business history and commercial experience more than 30 years of administrative and leadership work in the financial services sector.
2				<ul style="list-style-type: none"> ▪ Has a business history and commercial experience, incorporated in 2002, in financial institutions.
Mr. Ibrahim Mohammed Alhurabi*	Committee member	<ul style="list-style-type: none"> ▪ Senior Vice President - Head of Internal Audit Group - Bank Al Jazira. ▪ Senior Vice President - Head of Internal Audit Group - Bank Al Jazira. 	<ul style="list-style-type: none"> ▪ Higher Diploma - Master's Equivalent - Institute of Public Administration - Riyadh. ▪ Bachelor's degree - Imam Muhammad bin Saud Islamic University. 	
3				<ul style="list-style-type: none"> ▪ A reputable and reputable management experience registered over 14 years
Mr. Faisal Mashhour AL Mansour**	Committee member	<ul style="list-style-type: none"> ▪ Chief Human Capital Officer - Tourism Development Fund ▪ Head of Training and Development - SABB Bank. 	<ul style="list-style-type: none"> ▪ Bachelor of Management Information Systems - King Fahd University of Petroleum and Petroleum - Kingdom of Saudi Arabia. 	

4	Mr. Abdulelah Ibrahim Alqassimi*	Committee member	<ul style="list-style-type: none"> Head of Services and Recruitment - SABB Bank Head of Recruitment - SABB Bank. Senior HR Relationship Manager - SABB Bank Chairman of the Board - Solidarity Saudi Takaful Member of the Board of Directors - Al Durrah Resort Management Company – Bahrain Member of the Board of Directors - American Mission Hospital – Bahrain Member of the Board of Directors - Bahrain Development Bank Member of the Board of Directors - Al Ahlia Insurance Company - Bahrain. 	<ul style="list-style-type: none"> Master's Degree - Facilities Planning - University of North London - Britain. Bachelor's degree - Civil Engineering - Mary Queen's University - Britain. Diploma - Healthcare Management - Royal College of Surgeons - Bahrain 	<ul style="list-style-type: none"> He has a commercial biography and commercial experience, general, 30 years in the commercial and economic field, and membership of boards of directors in financial institutions.
5	Mr. Khalid bin Othman Al-Othman**	Committee member	<ul style="list-style-type: none"> Regional Director, Central Region - National Commercial Bank. Regional Director, Central Region - Banque Saudi Fransi. Director General of Branches Network - Bank Albilad. General Manager of Branches Network - Bank Al Jazira 	<ul style="list-style-type: none"> MSc in Business Administration - London Business School, University of London. 	<ul style="list-style-type: none"> Passion for leadership through business and retail banking for more than 24 years in a row. Extensive experience in managing branch networks and managing distribution channels. Experience in the development and strategic planning of banking.
6	Mr. Yahya bin Saleh Al Mansour**	Committee member	<ul style="list-style-type: none"> Chief Executive Officer of the Retail Sales Division at Zain Corporation. 	<ul style="list-style-type: none"> Bachelor's degree in Business Administration. Master's degree Business Administration. 	<ul style="list-style-type: none"> Practical experience of more than 21 years, during which he worked in several companies including Zain and the Saudi Telecom Company, and other leading companies in the Kingdom of Saudi Arabia.

• **Nomination and Remuneration Committee Meetings for Fiscal Year 2022 AD:**

	Name	Position	Membership Type	(6) Meetings					
				07/03/2022	22/06/2022	05/10/2022	24/10/2022	04/12/2022	19/12/2022
1	Dr. Abdullatif bin Mohammed bin Ghaiith*	Committee Chairman	Independent	✓	✓	-	-	-	-
2	Dr. Abdul Karim bin Hamed Al-Nujidi**	Committee Chairman	Independent	-	-	✓	✓	✓	✓

3	Mr. Ibrahim Muhammad Al Hurabi*	Member	Independent	✓	✓	-	-	-	-
4	Mr. Faisal Mashhour Al-Mansour**	Member	Member outside the Board	✓	✓	✓	✓	X	✓
5	Mr. Abdulelah Ibrahim Al Qassimi*	Member	Non executive	✓	✓	-	-	-	-
6	Mr. Khalid bin Othman Al-Othman**	Member	Non executive	-	-	✓	✓	✓	✓
7	Mr. Yahya bin Saleh Al Mansour**	Member	Independent	-	-	✓	✓	✓	✓

*Membership in the committee ended on 01/07/2022 AD

**Membership in the committee started on 05/09/2022 AD.

F) Sharia Committee:

The Sharia Board consists of three members who are not members of the Board of Directors specialized in Islamic economics. The committee is responsible for providing Sharia opinion regarding the Company's business to ensure its compatibility with the provisions of Islamic Sharia, No Sharia Committee meetings were held during the year.

	Name	Current Positions	Previous Positions	Qualifications	Experience
1	Sheikh. Muhammad bin Ali al-Qari	Committee Chairman	<ul style="list-style-type: none"> Director of the Islamic Economics Research Center - King Abdul-Aziz University. Member of the Scientific Committee - Islamic Fiqh Academy. Member of the Scientific Committee - Islamic Research and Training Institute 	<ul style="list-style-type: none"> PhD in Economics - University of California. 	<ul style="list-style-type: none"> Has extensive experience of more than 22 years in the field of Islamic economics in financial and banking institutions.
2	Sheikh. Yusuf bin Abdullah Al-Shubaily	Member	<ul style="list-style-type: none"> Sharia researcher in the Board of Grievances. Lecturer at the Institute of Islamic and Arabic Sciences - Washington. 	<ul style="list-style-type: none"> BA in Sharia - Imam Muhammad bin Saud Islamic University. MA from the Higher Institute of "Comparative Jurisprudence" for the judiciary - Imam Saud Islamic University. PhD from the Higher Institute of "Comparative Jurisprudence" for the judiciary - Imam Saud Islamic University. 	<ul style="list-style-type: none"> Has a wide range of experiences through many Sharia advisory roles.
3	Sheikh. Abdullah bin Abdul-Aziz Al-Musleh	Member	<ul style="list-style-type: none"> Director of Imam Muhammad bin Saud Islamic University branch in Abha Work at the Deanship of the College of Sharia and Fundamentals of Religion 	<ul style="list-style-type: none"> BA in Sharia - Imam Muhammad bin Saud Islamic University. MA in Sharia - Imam Muhammad bin Saud Islamic University. 	<ul style="list-style-type: none"> Has a wide range of experiences through many Sharia advisory roles.

10. Membership of Board Members in Other Companies (Inside / Outside KS):

Member Name	Names of companies in which the Board Member is a member in their current Boards of Directors or of one of their Directors	Inside / Outside KSA	Legal Entity
1 Eng. Abdulmajeed bin Ibrahim Al Sultan**	- Consolidated Brothers Co	Inside KSA	- Unlisted Company
	- Al Jazira bank	Inside KSA	- Listed joint stock Company
	- Durra Development Co	Inside KSA	- Unlisted Company
	- Royal & Sun Alliance Middle East	Outside KSA	- Unlisted Company
	- Olat Development Company.	Inside KSA	- Limited Liability Company
2 Mr. Naif bin Abdulkarim Al Abdulkarim**	- Aljzira Bank.	Inside KSA	- Listed joint stock
	- Aljazira Capital.		- Unlisted Company
	- SIMAH		- Listed Joint-Stock Company
3 Dr. Abdullatif bin Mohammed bin Ghaith*	- Yamamah University	Inside KSA	- Privet University
	- Future Leaders Company for Education		- A Limited Liability Company
	- Financial Leadership Center for Training		- A Limited Liability Company
4 Mr. Sager bin Abdullatif Nadershah**	- Etihad Atheeb Telecommunication Co.	Inside KSA	- Listed joint stock Company
5 Mr. Khalid bin Othman Al-Othman**	- Saudi Financial Support Services Company " SANID "	Inside KSA	- Unlisted Company
6 Mr. Khalifa bin Nasser Al-Khalifa**	- Raya Financing Company	Inside KSA	- Unlisted Company
7 Mr. Naif Mesnad Al-Mesnad**	- Aljazira Capital Co	Inside KSA	- Unlisted Company
	- Associations Support fund.		- Non-profit organizations
8 Mr. Ashraf Adnan Bseisu**	- Solid Ventures LLC - Bahrain	Outside KSA	- Limited liability
	- Solid Capital LLC - Bahrain		- Limited liability
	- First Company for Insurance - Jordan		- publicly listed joint stock company
	- Solidarity Bahrain B.S.C.		- A Bahraini joint stock company (listed on the Bahrain Bourse)
	- Bank of Bahrain and Kuwait		- A Bahraini joint stock company
	- Arab War Risks Insurance Fund (AURS)		- (listed on the Bahrain Bourse)
	- United Insurance – Bahrain		- Solidarity Company
		- Bahrain Joint Stock Company (Closed)	
9 Mr. Abdulelah Ibrahim Al Qassimi**	- Solidarity Group Holding Company	Outside KSA	- Bahrain closed joint stock company
	- Ithmaar Holding Company BSC – Bahrain		- Bahrain joint stock company
	- IB Capital BSC (closed) – Bahrain		- Bahrain closed joint stock company
			- Bahrain closed joint stock company

		- Ithmaar Bank B.S.C (closed) – Bahrain		- limited company
		- Faisal Bank – Pakistan		- Bahrain closed joint stock company
		- Naseej BSC (Closed)		
10	Dr. Abdulkarim bin Hamed Al Nujidi**	- Yamen Investment Funds	Inside KSA	- Unlisted Company
		- Abdullah Alothaim Markets.		- Unlisted Company
		- Arabian Education and training group holding Company		- Unlisted Company
11	Mr. Yahya bin Saleh Al Mansour**	NA		
12	Mr. Ibrahim Muhammad Al Hurabi**	- Derayah Financial Company.	Inside KSA	- Unlisted Company
		- Care International Company.		- Limited liability
		- Memar Real Estate Development and Investment Company.		- Unlisted Company

11. Biographies of Executive Management:

The members of the senior management are reported to the managing director (except for the internal audit and compliance departments, which reported to Audit Committee of the Board of Directors and Risk Department which reported to Risk Committee of the Board of Directors). Their responsibilities include implementing the Company's strategic plans, managing its day-to-day activities, setting the necessary procedures to identify, measure, reduce and monitor risks in addition to setting the necessary policies and procedures to ensure the efficiency of operations and the effectiveness of the Internal Control Rules including keeping the documents, auditing the accounts, ensuring the progress of the Company's business according to the directives of the Board of Directors, submitting the required reports to it on times and ensuring that all the supervisory requirements are met to the maximum extent possible.

	Name	Current Positions	Previous Positions	Qualifications	Experience
1	Mohammed bin Munir Quds	Head of Reinsurance Department	<ul style="list-style-type: none"> Information Systems Officer at National Commercial Bank 	<ul style="list-style-type: none"> MA of Business Information Technology 	<ul style="list-style-type: none"> Joined Al Jazira Takaful Taawuni Company in late 2015. Has experience of about 7 years
2	Abdullah bin Ahmed Alqarni	CAE and Board Secretary	<ul style="list-style-type: none"> Financial Audit Manager, Gulf International Bank Internal Audit Manager at Swicorp Financial Institution Co. Internal Audit Manager at Bank Aljazira 	<ul style="list-style-type: none"> MBA - Finance 	<ul style="list-style-type: none"> Joined Aljazira Takaful Taawuni Company in November 2016. Has 17 years of experience in the areas of compliance, anti-money laundering, terrorist financing and internal auditing

3	Mohammed Hamad Alsaqor	Chief Operating Officer	<ul style="list-style-type: none"> AML/CTF Officer at Bank Aljazira Compliance Officer at Bank Aljazira Head of Compliance Department and Secretary of the Board at Aljazira Takaful Taawuni 	<ul style="list-style-type: none"> Bachelor of Business Administration 	<ul style="list-style-type: none"> Joined Aljazira Takaful Taawuni Company in September 2019. Has 20 years of experience in compliance, operations, collection management, procurement and customer service.
4	Muhammad Mansour Ali Akbar Bukhari	Head of Information Security Department	<ul style="list-style-type: none"> Information security engineer at SAMREF. Cybersecurity management system engineer at SAMREF. 	<ul style="list-style-type: none"> MSc in Industrial Engineering 	<ul style="list-style-type: none"> Joined Aljazira Takaful Company in November 2019 as Head of Information Security Department. Has more than 7 years of experience in information security
5	Nedaa Abu Bakr Abadi	VP of Human capital	<ul style="list-style-type: none"> Vice President of Human Resources - Al Jazira Takaful Director of Development and Training - Al Jazeera Takaful Supervisor of Human Resources Operations - Al Safwa Company. HR Officer - Al Safwa Company. 	<ul style="list-style-type: none"> Bachelor's degree in Human Resource Management 	<ul style="list-style-type: none"> She joined Al-Jazira Takaful Company in August 2018 as a Development and Training Manager She has experience in the human resources department for more than 10 years.
6	Abdulaziz Ahmed Al- Qahtani	Head of Customer Care Department	<ul style="list-style-type: none"> Customer Care Manager at Dar Al Tamleek Company. Director of Service Quality and Complaints at Dar Al Tamleek Company. Customer Care Service Maarif Company for - Training and Education 	<ul style="list-style-type: none"> Bachelor of Arts College 	<ul style="list-style-type: none"> Joined Aljazira Takmafil Company in October 2022 as Head of Customer Care. He has more than 10 years of experience in customer care management.
7	Syed Ahmed Bibany	Head of the Actuarial Department	<ul style="list-style-type: none"> Senior Actuary Manager at Adamjee Insurance Company. 	<ul style="list-style-type: none"> Bachelor's degree in Actuarial Science and Risk Management. 	<ul style="list-style-type: none"> Joined Aljazira Takmafil Company in February as a Senior Specialist 2021 for Actuarial Services.



8	Moath bin Yahya Al-Hadi ¹	Chief Risk Officer	<ul style="list-style-type: none"> Reinsurance Manager at Adamjee Insurance Company. Risk Manager at Abdullatif Jameel Finance Company Risk Officer at Alawwal Capital. Financial Analyst at the Saudi Arabian Mining Company. 	<ul style="list-style-type: none"> Master of Islamic Finance and Banking Sciences 	<ul style="list-style-type: none"> He has more than 9 years of experience. Joined Al Jazira Takaful Taawuni Company in late 2017. Has more than 10 years of experience in risk management, finance and development
9	Thamer Abdullah Al-Nouri ²	VP of Sales and Marketing	<ul style="list-style-type: none"> Head of Sales and Marketing - Amana Insurance Company. Head of Banking Sales National Commercial - Bank. Insurance Sales Manager - National Commercial Bank. 	<ul style="list-style-type: none"> Master in Sales and Marketing 	<ul style="list-style-type: none"> He joined Aljazira Takaful Cooperative Company in .August 2022 He has more than 24 years of experience in sales and .marketing management
10	Asma Mohammed Al-Shahrani ³	Acting Chief Compliance Officer	<ul style="list-style-type: none"> Compliance and Corporate Governance Manager at Al-Jazira Takaful Company. 	<ul style="list-style-type: none"> Bachelor's degree in Economics 	<ul style="list-style-type: none"> Joined Aljazira Takaful Company in February 2014. She has experience of relevant qualifications in compliance and AML and CG for more than 8 years.

12. General Assembly Meeting 2022:

• First meeting: The Ordinary General Assembly Meeting, (First Meeting) through modern technology on 30\06\2022:

- 1) Approving the Board of Directors' Annual Report for the fiscal year ending 31 December 2021.
- 2) Approving the Financial Statements for the year ending 31 December 2021.
- 3) Approving the External Auditor's Report for the year ending 31 December 2021.
- 4) Approving the release of the Board of Directors members from their liability for the fiscal year ending 31 December 2021.
- 5) Approving to appointment Crowe Global / AlAzem & AlSudairy CPA's, KPMG Al Fozan and Partners as External Auditors among the candidates based on the Audit Committee recommendation as to examine, review and audit the financial statements for the second and third quarters along with 2022-year end financials and the first quarter for the year 2023 and determining their fees.
- 6) Approval on disbursing an amount of 1,532 thousand Saudi riyals as an annual remuneration to the members of the Board of Directors for the fiscal year ending on 31 December 2021.
- 7) Approval of updating the audit committee charter.
- 8) Approval of updating the corporate governance manual.

¹ The employment relationship has ended on 13/04/2022 AD

² The employment relationship has ended on 13/10/2022 AD

³ The Acting period for six months only from the date of 07/07/2022 AD .

- 9) Approval of updating the Nomination and Remuneration Committee charter.
- 10) Approval of updating the Board Nomination, Membership, Assessment and Succession Policy.
- 11) Approval on the businesses and contracts that will be concluded between the company and Bank Aljazira (a related party) represented in the Property All Risk and Banker Blanket bond and Property All Risk- Mortgage Employee Property All Risk- Mortgage Customer and real estate financing portfolio protection services agreement for the banks' customers and personal finance portfolio protection services agreement for the banks' customers, In which the members of the Board of Directors, Eng. Abdulmajeed bin Ibrahim Al-Sultan, Mr. Naif Mesnad Almesnad, Mr. Khalid bin Othman Al-Othman, have an indirect interest in it. Note that the total amount of transactions that took place with the company in the previous year amounted to 205,253 thousand Saudi riyals without preferential terms.
- 12) Approval on the businesses and contracts that will take place between the Aljazira Takaful Taawuni and Aljazira Capital Company which is considered a Related Party, in which the members of the Board of Directors, Eng. Abdulmajeed bin Ibrahim Al-Sultan, Mr. Naif Mesnad Al Mesnad, Mr. Khalid bin Othman Al-Othman, have an indirect interest. Note that the total amount of transactions that took place with the company in the previous year amounted to 18,090 thousand Saudi riyals without preferential terms.
- 13) Approval on the businesses and contracts that will take place between the Aljazira Takaful Taawuni and Consolidated Brothers Company which is considered a Related Party, in which the member of the Board of Directors, Eng. Abdulmajeed bin Ibrahim Al-Sultan, has an indirect interest. Note that the total amount of transactions that took place with the company in the previous year amounted to 2,977 thousand Saudi riyals without preferential terms.
- 14) Approval on the businesses and contracts that will take place between the Aljazira Takaful Taawuni and Solidarity Group Holding which is considered a Related Party, In which the members of the Board of Directors, Mr. Ashraf Bseisu, Mr. Abdulallah Al Qassimi have an indirect interest. Note that the total amount of transactions that took place with the company in the previous year amounted to 8,298 thousand Saudi riyals without preferential terms.
- 15) Approval on the businesses and contracts that will take place between the Aljazira Takaful Taawuni and Mr. Ibrahim Abdulmohsen AL Sultan which is considered a Related Party, in which the member of the Board of Directors, Eng. Abdulmajeed bin Ibrahim Al-Sultan, has an indirect interest. Note that the total amount of transactions that took place with the Company in the previous year amounted to 17 thousand Saudi riyals without preferential terms.
- 16) Approval on the businesses and contracts that will be concluded between the company and the member of the Board of Directors Mr. Sager bin Abdullatif Nadershah which are individual insurance policies in which he has a direct interest, without preferential terms, noting that the total amount of transactions that took place with him in the previous year amounted to 8 thousand Saudi riyals.

17) Approval on the businesses and contracts that will be concluded between the company and the member of the Board of Directors, Mr. Khalid bin Othman Al-Othman, which are individual insurance policies in which he has a direct interest, without preferential terms, noting that the total amount of transactions that took place with him in the previous year amounted to 36 thousand Saudi riyals.

Name	Attendance
	1st Assembly Meeting 30/06/2022
1 Abdulmajeed bin Ibrahim Al Sultan	√
2 Khalid bin Othman Al-Othman	√
3 Abdullatif bin Mohammed bin Ghaith	√
4 Sager bin Abdullatif Nader Shah	√
5 Abdulelah Ibrahim Al Qassimi	√
6 Khalifa bin Nasser Al-Khalifa	√
7 Ashraf Adnan Bseisu	√
8 Mr. Nayif Mesnad Al-Mesnad	√
9 Mr. Ibrahim Muhammad Al-Hurabi	√

• **Second meeting: The Ordinary General Assembly Meeting, (First Meeting) through modern technology on 17/07/2022:**

- Approval on delegate the Board of Directors for the next term which will start from of AGM July 17, 2022 with the authority of the General Assembly with the license mentioned in Section (1) of Article (71) of the Companies Law, for a one-year period effective upon the AGM approval date or up to ending of the authorized Board term, whichever is earlier, in accordance with the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
- Approval on the election of members of the Board of Directors from among the candidates for the next term, commencing from the date of the Ordinary General Assembly dated 17/07/2022 AD corresponding to 18/12/1443 AH for a term of three years, ending on 16/07/2025 AD
 - Abdulmajeed Ibrahim Al Sultan (Non- Executive)
 - Naif Abdulkarim Al Abdulkarim (Non- Executive)
 - Khalid Othman Al Othman (Non- Executive)
 - Naif Mesned Al Mesned (Non- Executive)
 - Ashraf Adnan Besisu (Non- Executive)
 - Ibrahim Mohammed Al Hurabi (Independent)
 - Yahya Saleh Al Mansour (Independent)
 - Abdulkarim Hamed Alnujidi (Independent)

9) Sager Abdullatif Nadershah (Executive)

3. Approval on the formation of the Audit Committee, specifying its duties, work regulations, and remuneration of its members for the new term, from the date of the Ordinary General Assembly dated 17/07/2022 AD corresponding to 18/12/1443 AH for a term of three years, ending on 16/07/2025 AD. Note that the members are as follows:

- 1) Ibrahim Mohammed Al-Hurabi (Independent)
- 2) Abdulkarim Abdullah Alshamikh (Independent)
- 3) Khalid Mohammed Alkhwaiter (Independent)

4. Approval on the discharge of the Board of Directors from their liabilities from the date term ended on 01/07/2022 AD until the date of the AGM 17/07/2022 AD.

Name	Attendance
	2st Assembly Meeting 17/07/2022
1 Abdulmajeed bin Ibrahim Al Sultan	√
2 Khalid bin Othman Al-Othman	√
3 Abdullatif bin Mohammed bin Ghaith	√
4 Sager bin Abdullatif Nader Shah	√
5 Abdulelah Ibrahim Al Qassimi	√
6 Khalifa bin Nasser Al-Khalifa	√
7 Ashraf Adnan Bseisu	√
8 Mr. Naif Mesnad Al-Mesnad	X
9 Mr. Ibrahim Muhammad Al-Hurabi	√

13. Corporate Governance System:

The Board of Directors of Aljazira Takaful Taawuni has always placed a central emphasis on the Company's corporate governance standards because of their impact on increasing transparency and protecting the interests of shareholders and customers in light of following best practices and policies in governance.

The Company also relied on procedures that would instill a Clare governance culture within it. These procedures also confirm the extent of the Company's commitment to financial transparency and principles of fairness and disclosure of financial information and make it available to all users of this information, including regulators, customers, business partners and other concerned parties.

The Company's governance includes an internal system that includes policies, individuals and processes with the aim of achieving the interests of shareholders and other stakeholders, through effective guidance and control of administrative activities where the Board of Directors of Aljazira Takaful Taawuni Company complies with the requirements of corporate governance issued by the

Board of the Capital Market Authority as well as the Central Bank of Saudi Arabia. Concerning setting up an effective legal framework for Company's governance by developing the following:

1. Stating the competencies and responsibilities of the Board and the Executive Management.
2. Enhancing the role of the Board and the committees and developing their capabilities to enhance the Company's decision-making mechanisms.
3. Achieving transparency, impartiality and equity in the Exchange, its transactions, and the business environment and enhance disclosure therein.
4. Enhancing the Company's internal control mechanisms and rules, as the Audit Committee is entitled to monitor the Company's business and verify the safety and integrity of the reports, financial statements and internal control rules therein, adhere to the legal and regulatory requirements and policies adopted in the Company, and ensure the efficiency and independence of the auditor, control and supervise the performance of the internal audit activity, the compliance management and the internal auditors. .
5. Establishing the general framework for dealing with Stakeholders and protecting their rights. From this standpoint, Aljazira Takaful Taawuni Company was keen to comply with all the mandatory requirements included in the Corporate Governance Regulations issued by a decision of the Board of the Capital Market Authority amended No. 1-94-2022 dated 02/08/2022 AD, except for the following:



Article	Article requirements	Reason
41 E.	The Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years.	Indicative Article
83 Paragraph 5	Social Responsibility	Indicative Article
85 Paragraph 2	Establishing a scheme for granting Company shares or a percentage of the Company profits and pension programs for employees, and setting up an independent fund for such programs.	Indicative Article
85 Paragraph 3	Establishing social organizations for the benefit of the Company's employees.	Indicative Article
87	The Ordinary General Assembly, based on the Board recommendation, shall establish a policy that guarantees a balance between its objectives and those of the community for purposes of developing the social and economic conditions of the community.	Indicative Article
88	The Board shall establish programs and determine the necessary methods for proposing social initiatives by the Company, which include: <ol style="list-style-type: none"> 1. establishing indicators that link the Company's performance with its social initiatives and comparing it with other companies that engage in similar activities; 2. disclosing the objectives of the Company's social responsibility to its employees and raising their awareness and knowledge of social responsibility; 3. disclosing plans for achieving social responsibility in the periodical reports on the activities of the Company's; and 4. Establishing awareness programmers to the community to familiarize them with the Company's social responsibility 	Indicative Article
95	If the Board forms a corporate governance committee, it shall assign to it the competences stipulated in Article (94) of these Regulations. Such committee shall oversee any matters relating to the implementation of governance, and shall provide the Board with its reports and recommendations at least annually.	Indicative Article
93 subparagraph (b) from paragraph(4)	Disclosure of senior executives bonuses	Data is included in aggregate.

14. Register of shareholders

Number of Company applications for shareholder register	Application Date	Application Reasons
1	2022/10/09	Other
2	2022/10/09	Other
3	2022/10/09	Other
4	2022/07/17	General Assembly
5	2022/06/30	General Assembly

6	2022/05/18	Company Procedures
7	2022/02/13	Company Procedures
8	2022/01/06	Company Procedures
9	2022/01/06	General Assembly
10	2022/01/06	Company Procedures

15. Shareholders' suggestions for the Company and its performance:

In line with the relevant regulations, and as a general rule, the company ensures that the shareholders have the ability to exercise their rights completely, including their right to give feedback about the company and its performance through General Meetings and through the Investor Relationship Unit.

16. Evaluating Board Performance and committees:

As stipulated in the supervisory directives contained in the Corporate Governance Regulations and the Corporate Governance Guide, the company's Board of Directors annually evaluates the effectiveness of its members and the extent of their participation in its work, whether individually or as a group, including the effectiveness of the committees emanating from the Board. The Nominations and Remunerations Committee of Al-Jazira Takaful Ta'awuni Company also designed the framework for evaluating the work of the Board and its sub-committees. The outputs of the evaluation process were submitted to the Nominations and Remunerations Committee for review and making the necessary recommendations to the Board of Directors to discuss and take the appropriate decisions in their regard. The Board may make the necessary arrangements to obtain an evaluation by a competent third party for its performance, whenever the need arises.

A. Evaluation of the Performance of the Board and Members of Its Sub-committees:

The Nominations and Remuneration Committee shall evaluate the performance of the Board, its members and the members of sub-committees on an annual basis by evaluating the skills, experience and working mechanisms adopted of the Board in general and identifying weaknesses and strengths. It shall also be considered when evaluating the individual performance of Board members, their fulfillment of the criteria for appropriateness and commitment to the performance of their duties and responsibilities, and shall also identify strengths and weaknesses and propose to address such weaknesses in accordance with the interests of the Company. The Board shall also address the weaknesses (if any). The evaluation shall be based on the following main axes:

1. Member's fulfillment of the appropriateness criteria;
2. Member's attendance of meetings; and
3. Independence and no conflict of interest.

The Board may arrange for a competent external evaluation of its performance every three years when needed. Non-executive members of the Board, when needed, may periodically assess the performance of the Chairperson after taking the views of the executive members, without the Chairperson attending the discussion for this purpose. Strengths and weaknesses shall be identified and solutions shall be proposed in line with the interests of the Company.

B. Fixed Compensation and Remuneration to the Board members:

Compensation of the Board members consists of the following elements:

1- Fixed Annual remuneration:

The Board Chairperson and members shall receive a fixed annual remuneration as set out below:

Position	Fixed Annual Remuneration
Chairperson	180,000 SAR
Each Board member (independent – executive - non-executive)	120,000 SAR

2- Allowance for Attending Meetings:

Each member of the Board shall receive an amount of (5,000) five thousand SAR for each meeting of the Board and the general assemblies which he attends.

3- Expenses of Attending Meetings:

The Company shall arrange for the attendance of the members of the Board of Directors at meetings of the Board and general assemblies, and shall pay the actual expenses incurred in order to attend such meetings of the Board and the General Assembly, including travel, residence and subsistence expenses.

C. Fixed Compensation and Remuneration for the members of the Board committees:

The members of the Board committees shall be compensated in the following manner:

1- Fixed annual remuneration for independent members of the Board committees:

Independent members of the Board committees shall receive a fixed annual remuneration as set out below:

Committee	Board members	Non-board members
Executive Committee	None	None
Investment Committee	None	None
Audit Committee	None	100,000 SAR
Risk Committee	None	50,000 SAR

Nominations and Remuneration Committee	None	50,000 SAR
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2- Allowance for Attending Meetings:

Each member of the Board committees shall receive (5,000) five thousand SAR for each meeting of the committees of which he is a member, including attendance of chairpersons of committees at meetings of general assemblies

3- Meeting expenses:

The Company shall arrange for the attendance of the members of the Sub- committees at their meetings, including the attendance of the committee chairpersons at the meetings of the General Assembly, and shall pay the actual expenses, including travel, residence and subsistence expenses, incurred in order to attend such meetings.

D. Annual Variable Remuneration for Members of the Board and Sub-committees:⁴

In the event that the Company achieves profits by the end of the year, the Board of Directors may, on the recommendation of the Nominations and Remuneration Committee, distribute a percentage of its profits to some or all members of the Board and sub-committees not exceeding (10%) of the remaining net profits, after deducting the reserves decided by the General Assembly in application of the provisions of the Cooperative Insurance Companies Control Law, and after distributing at least (5%) of the Company's paid capital to shareholders. The said remuneration shall be entitled in proportion to the number of meetings attended by the member and shall be related to the Nominations and Remuneration Committee's evaluation of the member's functions, responsibilities and performance during the year.

In all cases, total remuneration and financial or in-kind benefits that a member of the Board of Directors or any member of sub-committees shall not exceed (500,000 SAR) five hundred thousand Riyals a year and such maximum limit shall not apply to the members of the Audit Committee.

E. Evaluation of the Performance and Determination of the Remuneration of the Managing Director:

Fixed remuneration for the Managing Director shall be determined by the Company's Board of Directors.

At the end of each calendar year, the Managing Director shall draft an operating plan for the Company (estimated budget) for the following year, which shall be submitted and approved by the Board of Directors. This plan shall include the objectives and success factors needed by the Managing Director to achieve the Company's vision and strategies, as follows:

- Provision of competent and highly efficient human resources;
- Work with advanced technology that contributes to the competitiveness of the Company;
- Creation of highly attractive competitive products that contribute to the development of the Company's customer base;

⁴ Not applicable to Managing Director.

- Diversification of efficient distribution channels that meet the Company objectives; and
- Achievement of the targeted shareholders net income, and expected revenues and expenditure.

The Managing Director shall, no later than December of each year, submit the annual operating plan of the Company to the Board of Directors for review and approval, and a copy thereof shall be provided to the Nominations and Remuneration Committee upon approval by the Board.

At the end of the financial year, the Board shall assess the performance of the Managing Director taking into account in its assessment the following performance indicators:

- Achievement of the Company's vision and mission;
- The Company's implementation of the operating plan approved by the Board of Directors;
- The Company's application of the regulations issued by legislative bodies; and
- Achievement of the targeted shareholders net income, revenues and expenses.

The Nominations and Remuneration Committee shall recommend to the Board, based on the above evaluation results, the proposed value of the annual performance incentive bonus to the Managing Director, and in determining the said bonus, the following shall be taken into account:

- The committee shall take into account the practices of other companies in determining remuneration and avoid undue rise;
- Remuneration shall be fair and shall not cause any conflict of interest that would adversely affect the Company's performance; and
- The aim of such remuneration shall be to achieve the interests of the insurer and the shareholders and the Company's long-term strategic objectives.

F. Assess performance and determine rewards for senior management:

1) Fixed Compensation for Senior Management Members:

The fixed remuneration of senior management members shall be determined in accordance with the wage structure approved by the Company's Board of Directors. The said structure shall consist of several job grades and each grade is divided into levels. The functional grades and level of senior management positions shall be determined through a process of evaluation of their functions, responsibilities and powers, taking into account their educational qualifications, professional experience, competencies, skills and personal abilities, as well as the practices of other companies in relation to wages, so that the Company's management can attract, maintain and motivate local and professional competencies, without exaggeration in order to avoid unjustified high salaries. All senior management managers shall receive their salaries under the approved compensation and remuneration policy for the Company.

2) Performance-related Variable Remuneration for Senior Management Members:

The annual performance remuneration is a one-time-a-year incentive bonus for senior management members that is directly related to individual and collective performance levels and financial results for the Company. In all cases, such remuneration shall be exclusively awarded to the managers who have obtained satisfactory performance results. Since the remuneration is directly based on the performance and profitability of the Company for the relevant financial year, performance rewards shall not therefore be considered a guarantee, acquired right or privilege at all, and shall not also be interpreted as such.

Management shall not, explicitly or implicitly, indicate that it is a fixed compensation unless contractually agreed with senior management at the time of the contract.

Aljazira Takaful aims to link part of the total compensation for senior management and senior executives to their performance due to the following reasons:

- To clearly link the Company's objectives to the performance and results of senior management that have the greatest impact on overall Company results;
- Provide feedback on individual and collective performance of each executive;
- Stimulate awareness of the performance results of executives to stay in business and maintain them for as long as possible;
- Link variable rewards to long-term performance of senior management managers in order to mitigate risk and stabilize the business; and
- Achieve the interests of the insurer, shareholders and the Company's long-term strategic objectives.

3) Criteria of Annual Fixed and Variable Remuneration for Senior Management Members:

- Remuneration shall be awarded to the managers who obtain satisfactory results on a balanced scorecard and comprehensive evaluation by direct supervisor or the Managing Director;
- Remuneration shall also be awarded to the managers who have completed at least 6 months of continuous work by the end of the year;
- The manager must be actually performing his duties at the time of the award, and has not submitted a resignation request or expresses lack of desire to renew the contract; and
- The Director must not have received a warning letter or had any investigation of any violation in that year.

4) Tools to Measure the Performance and Evaluation of Senior Management Members:

Annual performance measurement for senior management managers is one of the most sensitive procedures for any organization. So Aljazira Takaful uses two key measurement criteria so that to avoid subjective or biased judgment and to be fully transparent, taking into account all factors that influence the award of the annual performance remuneration:

A. Balanced scorecard with four main goals:

- Financial objective.
- Customer Objective (Internal, External).
- Internal regulations.
- Personnel objective (development - training - human elements and information systems).

B. Comprehensive assessment:

Evaluation of other abilities or capabilities such as behavior, persistence, teamwork, appearance and other basic skills necessary to obtain a comprehensive evaluation of each member.

5) Procedures to Evaluate Performance and Determine Remuneration of Senior Management Members Headed by the Managing Director:

At the end of each calendar year, the Managing Director shall evaluate his senior management members. The final result shall be documented in the evaluation form, signed by the Managing Director, and the

concerned Senior Management member shall also sign an acknowledgment that he is familiar with the evaluation form and he shall be given the space to express his opinion on the evaluation. The results of the evaluation of the senior management members of the Managing Director shall be submitted to the Nominations and Remuneration Committee by the Managing Director, in accordance with the aforementioned evaluation mechanism.

- Practices of other companies shall be taken in consideration in determining rewards in order to avoid unjustifiable increases in rewards;
- Rewards must be fair and based on a specific mechanism that does not consider any personal views or allow for discrimination between the members receiving the same assessment;
- Such mechanism shall not cause any conflict of interest that may negatively affect the Company's performance; and
- It shall also aim to meet the interests of the insurer, shareholders and the Company's long-term strategic objectives.

6) Procedures to Evaluate Performance and Determine Rewards of the Directors of Supervisory Department of the Audit Committee:

Directors of supervisory departments of the Audit Committee shall be evaluated by the Audit Committee. The final result shall be documented in the evaluation form, and the Chairperson of the Audit Committee shall sign such form as well as the concerned director of the supervisory department shall sign an acknowledgment that he is familiar with such form, and shall be given a space within such form to express his opinion on the evaluation. The results of the evaluation of directors of supervisory departments shall be submitted to the Audit Committee by the Chairperson of the Audit Committee according to the aforementioned evaluation mechanism.

The Audit Committee shall determine the proposed remuneration of the staff of its supervisory departments and shall, in determining such remuneration, take into account:

- The performance of the employees in these positions shall be evaluated and their remuneration shall be determined without interference from the Company's executive management, taking the views of the Managing Director during the evaluation process in a manner that does not contradict the independence of the Committee's decision according to the stipulated regulations;
- Rewards shall contribute to the neutrality and independence of these functions;
- Taking into account the practices of other companies in determining remuneration so that to avoid unjustified rise in remuneration;
- Rewards must be fair and based on a specific mechanism that does not consider any personal opinion or allow for discrimination between members receiving the same assessment;
- Such mechanism shall not cause any conflict of interest that may negatively affect the Company's performance;
- It shall also aim to meet the interests of the insurer, shareholders and the Company's long-term strategic objectives; and

- It shall not exceed the rates specified for each assessment as provided for in the policy for determining the amounts of the award according to the percentage of completion approved by the Nominations and Remuneration Committee.

G. Recommendation of the Nominations and Remuneration Committee to the Board:

The Nominations and Remuneration Committee shall review the evaluation results and proposed rewards of senior management members received from the Managing Director and the Chairperson of the Audit Committee so that to ensure they are in conformity with this policy, the estimated budget and results of the work of the Company. The Committee shall be competent to do the following:

- Provide total remuneration for all employees of the Company, taking into account the percentage of such remuneration from net profits, and the recommendation of the managing director;
- Approve the remuneration of senior management members of the Managing Director, taking into account the recommendations of the Managing Director;
- Approve remuneration of the directors of supervisory departments of the Audit Committee, taking into account that the said remuneration shall be balanced with that approved for the senior management members of the Managing Director and taking into account the recommendations of the Chairperson of the Audit Committee in this regard;
- Provide the Board with the annual remuneration for the members of the Board and the Sub-committees, and the Managing Director; and
- Disclose, in all cases, any of the above after being approved by the Nominations and Remuneration Committee and any substantial difference in the criteria and limits of this policy.

H. Linking Remuneration to Long-Term Performance:

In an effort to encourage the Managing Director and Senior Management members to ensure the Company's long-term success, Aljazira Takaful links rewards to long-term performance by linking the variable award to the Company's achievement of its five-year strategy so that to pay as follows:

- 100% of the approved remuneration shall be paid to the member upon approval by the Board for the current fiscal year by measuring performance against the approved annual operating plan;
- Allocate an additional annual variable (deferred) percentage not exceeding 20% of the total remuneration value for the current year, which is proposed by the Nominations and Remuneration Committee to the Board to link it to the Senior Management's achievement of the Company's strategy for the next five years, which is approved by the Board, under the following conditions:
 - The deferred variable percentage shall be fairly and equally applied to the Managing Director and all members of the senior management with job-level positions (19 and higher);
 - The period of eligibility for a variable (deferred) reward shall be at least (three years) from the date of adoption of the strategy;
 - The percentage of allowances to be deferred based on the nature of the work planned to be achieved of the Company's strategy for the coming years, the current and potential risks associated with it, and the activities of the employee concerned shall be determined;

- Components of performance-related long-term (delayed variable remuneration) rewards shall be determined by the relative importance of the Company's strategic components and the risk associated therewith; and
- Ensuring that total deferred variable rewards will not limit the Company's ability to strengthen its capital base.
- Member's variable (deferred) reward shall be paid once every three years in December;
- The deferred amount shall be paid at 100% of the total amount of the deferred reward for the previous two years;
- The performance evaluation of the concerned employee shall not be less than (exceed) for the previous three years;
- In the event that the concerned employee (member) resigns before the due date of payment, his right to deferred remuneration shall be forfeited, and the Nominations and Remuneration Committee shall be entitled to pay the remuneration as the case may be in appreciation of his efforts; and
- In the event of the concerned employee's retirement, death, or disability (God forbid), the deferred payment shall be made to the employee or his heirs until the date of such event.

I. Payment of Compensation and Remuneration:

After the Board approves the proposal for compensation and remuneration, Senior Management shall implement such proposal within a period not exceeding 10 working days. Wages and remuneration shall be paid in Saudi Riyals by direct deposit from the bank account designated by the concerned person.

J. Disclosure of Compensation and Remuneration:

At the end of each calendar year, the Nominations and Remuneration Committee shall prepare, in accordance with the designated format, a comprehensive statement of all remuneration, allowances, expenses and other benefits received by members of the Board, Sub-committees and Senior Management during the financial year as staff or managers, and of their entitlements for technical, administrative or consultancy work. The said statement shall include the number of meetings of the Board and the Committees and the number of meetings attended by each member from the date of the last meeting of the General Assembly. Such statement shall be included in the report of the Board to the regular General Assembly and the remuneration shall be included in the agenda of the General Assembly for approval.

K. Cases of Suspension of Payment or Recovery of Remuneration:

By virtue of a decision issued by the Board of Directors, the Company's Board of Directors shall have the right to suspend the payment or recover the remuneration if it is determined that it was released based on inaccurate information provided by any of the members of the Board, Sub-committees or Senior Management, in order to prevent abuse of position to obtain undue remuneration.

L. Medical Insurance for Board Members

All members of the Board of Directors shall be entitled to medical insurance for themselves and their family members in accordance with the following requirements:

1. The Board member shall be currently performing his duties in the Company;

2. Medical insurance for wives and children shall be provided as follows:
 - Males up to 25 years of age and unmarried and non-working females.

*The medical insurance policy expires if the term of membership is not renewed.

M. The relationship between the granted rewards and the applicable rewards policy and indicating any material deviation from this policy:

Fixed rewards for senior management employees are determined according to the wage structure approved by the Board of Directors of the company, where the structure consists of several job grades and each grade is divided into levels. Their educational qualifications, professional experience, competencies, skills and personal abilities, in addition to taking into account the practices of other companies related to wages so that the company's management can attract local talent.

Moreover, there is no material deviation of the remuneration policy currently in force with what is approved by the General Assembly.

● Board Remuneration Table (Thousand Saudi Riyals)

Name	Fixed Remunerations							Variable Remunerations					End-of-service award	Aggregate Amount	Expenses Allowance
	Specific amount	Allowance for attending Board meetings	Total Allowance for attending committee meetings committee	In-kind benefits	Remunerations for technical, managerial and consultative work	Remunerations of the chairman, Managing Director or Secretary, if a member	Total	Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares (insert the value)			
First: Independent Members															
Yahya bin Saleh Al Mansour	55	15	25				95							95	5
Abdul Karim Hamed Al Nujidi	55	15	45		Doesn't apply		115			Doesn't apply				115	4
Ibrahim Hassan Al-Hurabi	120	25	90				235							235	18
Abdullatif bin ghith	65	10	30				105							105	3
Khalifa Alkhalifa	65	10	45				120							120	5
Second: Non-executive members															
Abdulmajeed Ibrahim Al Sultan	180	25	60				265							265	27
Naif Abdulkarim alabdulkarim	55	15	30		Doesn't apply		100			Doesn't apply				100	5
Khaled Othman Al-Othman	120	25	60				105							105	5
Ashraf Adnan Bseisu	120	25	40				185							185	24
Naif Mesnad Al-Mesnad	120	25	35				180							180	5
Abdulelah Alqasimi	65	10	20				95							95	23
Third: Executive Members															
Saqr Abdul Latif Nader Shah	120	25	60	-	2,757	1,140	3,897			Doesn't apply			227	4,174	137
Total	1,020	200	540	-	2,757	1,140	5,402						227	5629	261



- **Remunerations of Senior Executives Table:**

Five senior executives who received the highest remuneration and compensation, including the managing director and the financial director (one thousand Saudi riyals)	
Salaries	3,799
Allowances	1,613
Incentive plans	2,012
Periodic and annual Remunerations	
Any compensation or other benefits in kind paid monthly or annually	NA

- **Committees Members Remuneration (Thousand Saudi Riyals):**

Committee Name / Member Name	Fixed Remuneration (Except for the allowance for attending Board meetings)	Allowance for attending Board meetings	Total
Executive Committee			
Abdulmajeed Ibrahim Al Sultan		30	30
Naif Masned Al Masned		10	10
Sager Abdul Latif Nadershah	Doesn't apply	30	30
Khaled Othman Al-Othman		30	30
Ashraf Adnan Bseisu		20	20
Audit Committee			
Khalifa Nasser Alkhalifa	-	30	30
Adel Saleh Alhowar	50	30	80
Muhammad Ali Alammari	50	30	80
Ibrahim Mohammed Alharabi	-	40	40
Abdulkarim Al Shamekh	46	40	86
Khaled Al-Khuwaiter	46	40	86
Risk Committee			
Khalifa Nasser Alkhalifa	-	5	5
Ibrahim Mohammed Alhurabi	-	30	30

Abdul Karim Hamed Al Nujidi	-	25	25
Ibrahi Adel Saleh Alhowar	25	5	30
Osama bin Khader Al Ibrahim	16	25	41
Nomination and Remuneration Committee			
Abdullatif Mohammed bin Ghaith	-	10	10
Ibrahim Mohammed Alhurabi	-	10	10
Abdulelah Alqasimi	-	10	10
Khaled Othman Al-Othman	-	20	20
Yahya bin Saleh Al Mansour	-	20	20
Abdul Karim Hamed Al Nujidi	-	20	20
Faisal AL Mansour	41	25	66
Investment Committee			
Abdulmajeed Ibrahim Al Sultan		20	20
Naif Masned Al-Mesnad		20	20
Abdul Latif Mohammed bin Ghaith		10	10
Sager Abdullatif Nadershah	Doesn't apply	20	20
Ashraf Adnan Bseisu		10	10
Naif Abdulkarim Al Abudlkarim		10	10
Yahya bin Saleh Al Mansour		5	5
Sharia Committee			
Sheikh/ Dr. Muhammad Ali Al Qari	47	-	47
Sheikh/ Dr. Yousef Abdullah Al Shubaily	47	-	47
Sheikh/ Dr. Abdullah AbdulAziz Al Musleh	47	-	47

17. Result of the annual review of the effectiveness of the Company's internal control procedures:

Aljazira Takaful Company Management is responsible for establishing and maintaining an adequate and effective internal control framework that includes policies, procedures / processes and information systems as approved by the Board of Directors to facilitate the achievement of highly efficient and effective operations. The internal control rules ensure the quality of external and internal reports, maintaining appropriate records and procedures, and adhering to the rules and regulations in force and internal policies with regard to work progress. However, responsibility for any internal control rules rests with the Board of Directors. The internal control rules system is designed to manage the risks of failure to achieve the strategic objectives of Aljazira Takaful Company. In 2022 AD, Aljazira Takaful Company made all its efforts to ensure the continuation of the internal control rules in accordance with the instructions, rules and regulations related to control rules issued by SAMA, which represent continuous procedures for identifying, evaluating and managing the major risks facing the Company. Internal / External Auditors and SAMA Inspection Team observations were reviewed during their inspection visits immediately, and then the necessary measures were taken by the Board of Directors, Audit Committee and also the executive management to correct these observations in a manner that protects the interests of the Company. As part of the Company's evaluation, the approved Internal Control Rules provides reasonable assurance regarding the integrity and reliability of the controls set and the management reports it issues.

18. Evaluation of the Audit Committee on the adequacy of the Company's Internal Control Rules:

Audit Committee Evaluation on the adequacy of the Company's internal controls during the year 2022 AD. The Audit Committee reviewed various reports on the adequacy of the internal controls and regulations, including financial statements, internal audit reports, compliance management reports, anti-money laundering and terrorist financing. The Committee also reviews the follow-up of the corrective plans presented by the Executive Management and expresses the independent opinion of the Board of Directors on their adequacy and effectiveness. The committee's discussions and decisions are documented in the meetings minutes as well as submitting issues requiring attention to the Board of Directors periodically. During this year, the members of the Audit Committee held meetings with Head of the Internal Audit Department, Vice Head for Operations, Head of the Compliance Department, Vice Head of Financial Department, External Auditors, Information Technology Department, as well as Head of the Actuarial Services Department, among others. The Committee was informed of the latest developments regarding issues require the attention of the committee. The Committee also received the internal audit reports and the reports of the supervisory authorities in addition to the reports of the external auditors of the

management issued during the year, and reviewed the management work plans for the issues submitted to ensure that the requirements are met according to the applicable plan. The Audit Committee also reviewed the effectiveness of the internal control rules and the procedures for compliance with the compliance policy in Aljazira Takaful Company and the relevant regulatory and legal requirements in the Kingdom of Saudi Arabia and whether the management has fulfilled its duty to create effective internal control rules and seek independent assurance through the internal audit department to assess the adequacy and effectiveness of these internal controls.

The reviews conducted during the year 2022 to ensure the effectiveness of internal controls confirmed the existence of systems and procedures required to identify, evaluate and manage the risks that the company may face and apply them throughout this year, and in general there were no sever gaps in the control environment. Based on the results of evaluating the effectiveness of the internal control procedures and the continuous evaluation of the controls implemented by the management during the year, the management believes that the internal control system currently in force in the company is working effectively and is being monitored regularly, and the management continues its constant endeavor to strengthen the internal control system.

19. The audit committee recommendation:

There are no material recommendations submitted by the Audit Committee at Aljazira Takaful Taawuni Company, to implementation of Article 90 of the Corporate Governance Regulations.

20. Employee Benefits:

Aljazira Takaful Taawuni Company continued its efforts in pursuance, recruitment, and retention of the best Saudi talents. Through employment programs designed. The company achieved a steady increase in Saudization, reaching 87 % by the end of the 2022. Among development and training strategies, career development and talent program was implemented which aims to development and train employees where business success comes from continuous investment in highly qualified and capable human capital. The Company's Management interest great to developing its competencies through personal development plans and career progression programs, which ensure the continuity of the availability of qualified personnel, through which the Company will achieve the best career development results, God willing. The Company pays compensation and benefits to employees according to Saudi labor laws and regulations. The company's accumulated balance of the end of service for the company's employees on December 31, 2022, amounted to 5,576,000 Saudi riyals.

21. Social Responsibility:

There is no social Responsibility made by the company during the fiscal year 2022 AD.

22. Approved International Accounting Standards:

The financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards amended by SAMA for accounting process for zakat and income.

23. External Auditors:

At the company's annual meeting on 30/06/2022 AD, the Shareholders' Extraordinary General Assembly Approving to appointment Crowe Global / AlAzem & AlSudairy CPA's, KPMG Al Fozan and Partners as External Auditors among the candidates based on the Audit Committee recommendation as to examine, review and audit the financial statements for the second and third quarters along with 2022-year end financials and the first quarter for the year 2023 and determining their fees.

24. Business and contracts related to the Board of Directors and senior Executive:

Business or Contract Type	Business or Contract Amount	Business or Contract Term	Business or Contract Conditions	Member's Name/ Senior Management or any person related to any of them
1 Investment in mutual funds	Not specified	Not specified	According to the contract with the company at 01/08/2013	Naif Almesned in his capacity as the Managing Director Aljazira Capital

25. RELATED PARTY TRANSACTIONS:

The Company made the related party transactions below during the fiscal year ending on December 31, 2022:

RELATED PARTY	Type of relationship with the Company	Transactions Type	Duration	Transaction amount (One thousand Saudi Riyals)
Shareholders' operations				
Bank Aljazira	Founding shareholder	Commission earned from held to maturity	Calendar year	691
Bank Aljazira	Founding shareholder	Investment in equity shares	Unlimited time	384
Bank Aljazira	Founding Shareholder	Dividend received	Unlimited Time	15
Aljazira Capital	Founding Shareholder	Profit earned on mutual funds	Unlimited Time	1,014
Aljazira Capital	Founding Shareholder	Custodian charge	Unlimited Time	202



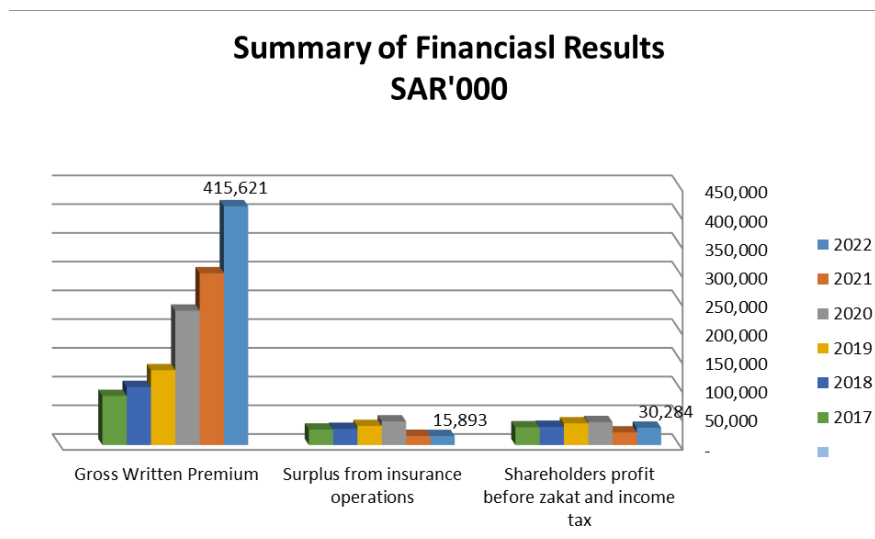
Board of Directors	Board Members	Board of directors' remuneration and fee	Annual	1,905
Insurance operations				
Bank Aljazira	Founding shareholder	Gross written contribution, claims paid, Commission earned from held to maturity investment	Calendar year	102,340
Aljazira Capital	Founding shareholder	Profits from investments in mutual funds	Unlimited time	13,192
Consolidated Brothers	Founding shareholder	Gross written contribution	Calendar year	29
Durrah Advanced Development Company	Related party	Gross written contribution	Calendar year	2,396
Key management personnel	Key management personnel	Short-term employee benefits	Calendar year	7,701
Sageqr Abdull Latif Nadershah	Board Member	Annual premium for protection & saving insurance policy	Calendar year	8
Khaled Othman Al-Othman	Board Member	Annual premium for protection & saving insurance policy	Calendar year	36
Ibrahim Abdulmohsin Abdulmajed	Family member of the chairman	Premium for nonlife policies	Calendar year	150
Medhat Mustafa Al-Sayrafi	Key management personnel	Annual premium for protection & saving insurance policy	Calendar year	6
Mohammed bin Munir Quds	Key management personnel	Annual premium for protection & saving insurance policy	Calendar year	4

Due (from / to) related parties on December 31, 2022:

RELATED PARTY	Type of relationship with the Company	Transactions Type	Due amount
			(One thousand Saudi Riyals)
Aljazira Capital	Founding shareholder	The balance of the investment account	2,807
Bank Aljazira	Founding shareholder	Due contributions	64,646
Bank Aljazira	Founding shareholder	Outstanding claims	27,394

26. Financial results:

During the year ended on December 31, 2022, the company achieved a profit before zakat and income tax SAR 30,284 thousand as compared to SAR 21,961 thousand in the year ended on 31 December 2021, an increase of 8,323 thousand i.e. 38%.



- Comparison of assets and liabilities:

Assets of insurance operations	2018	2019	2020	2021	2022
	SAR'000	SAR'000	SAR'000	SAR'000	SAR'000
Cash and cash equivalents	13,208	15,454	72,500	77,628	184,639
Investments	58,530	43,911	69,849	119,459	56,394
Available-for-sale investments held to cover unit-linked related liabilities.	128,230	185,178	1,343,823	1,524,882	1,278,506
Contributions receivable, net	1,633	2,094	2,503	20,286	86,086
Due from reinsurers, net	-	-	-	1,385	4,187
Reinsurers' share of unearned insurance contributions	9,006	12,923	17,423	25,716	39,487
Reinsurers' share of outstanding claims	7,918	29,422	43,483	52,471	39,747
Reinsurers' share of claims incurred but not reported	8,089	5,669	15,164	26,924	12,419
Deferred policy acquisition costs	-	-	-	2,686	4,548
Due from related parties	7,444	28,176	-	-	-
Prepayments and other assets	939	3,214	5,490	31,697	23,159
Right of use assets	-	-	-	1,212	3,005
Due from shareholders	-	-	-	33,478	23,351
Total assets of insurance operations	234,997	326,041	1,570,235	1,914,262	1,755,528

Shareholders' assets					
Cash and cash equivalents	3,807	4,233	33,532	5,395	78,546
Investments	337,299	367,503	381,962	503,231	549,446



Due from a related party	88	2,259	26	60,788	2,807
Prepayments and other assets	-	-	-	56,156	-
Goodwill	-	-	-	232,948	1,122
Amounts due from insurance operations	25,522	29,407	31,674	-	232,948
Statutory Deposit	35,000	35,000	35,000	47,066	55,000
Shareholders' total assets	401,716	438,402	482,194	905,584	919,869
Total assets	636,713	764,443	2,052,429	2,822,196	2,675,397

Liabilities and surplus of insurance operations					
Liabilities of insurance operations					
Units reserve	130,290	187,979	1,349,364	1,526,927	1,283,743
Premium deficiency reserve	-	-	-	9,617	17,215
Mathematica reserve	557	360	9,160	5,468	6,208
Other reserve	-	-	322	259	179
Unearned contributions	22,774	35,087	34,533	76,567	151,533
Outstanding Claims	10,015	33,525	49,226	81,740	70,693
Claims incurred but not reported	10,997	7,023	17,835	62,123	48,631
Reinsurers' balances payable	16,125	10,775	15,300	34,389	51,376
Accrued expenses and other liabilities	13,757	15,955	43,878	57,655	67,649
Lease liabilities	-	-	-	1,190	3,035
Payable to agents, policyholders, and claimants	-	-	-	36,194	33,979
Unearned reinsurance commission	-	-	-	632	1,406
Amounts due to shareholder operations	25,522	29,407	31,674	-	-
Employees' end of service benefits	2,050	2,624	3,518	5,248	5,576
Due to a related party	-	-	-	146	-
Total liabilities of insurance operations	232,087	322,735	1,554,810	1,898,155	1,741,223

Shareholders' liabilities and equity					
Shareholders' liabilities					
Accrued expenses and other liabilities	2,790	2,696	7,552	56,356	52,526
Zakat and income tax	1,039	1,110	1,282	2,182	2,908
Due to a related party	-	-	-	838	-
Due to Shareholders'/Insurance Operations	-	-	-	33,478	23,351
Total shareholders' liabilities	3,829	3,806	8,834	92,854	78,785

Shareholders' equity					
Capital	350,000	350,000	350,000	550,000	550,000
Share premium	-	-	-	197,286	197,286
Statutory reserve	23,253	30,595	38,348	42,632	48,303
Retained earnings	24,635	54,001	85,012	22,812	45,495
Total shareholder equity	397,888	434,596	473,360	812,730	841,084
Total shareholders' liabilities and equity	401,717	438,402	482,194	871,268	919,869
Total liabilities and surplus of insurance operations, liabilities and shareholders' equity	636,517	764,046	2,040,310	2,784,702	2,675,397



- **Company Business Results:**

	2018	2019	2020	2021	2022
	SAR'000	SAR'000	SAR'000	SAR'000	SAR'000
Gross Premium Written	101,145	130,283	233,934	299,031	415,621
Investible Contributions, net	(48,513)	(57,466)	(143,767)	(125,493)	(124,323)
Reinsurance premium ceded - Local	-	-	(322)	18,607	80
Reinsurance premium ceded - Foreign	-	-	-	(1,205)	(22,357)
Excess of loss expenses	(18,625)	(20,815)	(35,414)	(57,271)	(55,271)
Change in other reserves	-	-	-	(24,336)	(1,306)
Reinsurance commission earned	-	-	-	1,980	3,246
Change in mathematical reserve	401	197	2,180	3,692	(740)
Changes in premium deficiency reserve	-	-	-	9,627	(7,598)
Net insurance income	31,721	43,803	61,665	187,455	146,157
Net claims incurred	(1,398)	(2,377)	(5,796)	(117,254)	(77,570)
Policies acquisition Costs and supervision and inspection fees	(2,028)	(4,561)	(11,217)	(13,141)	(11,008)
Other direct underwriting expenses	-	-	-	(7,108)	(8,204)
General and Administrative Expenses	(5,815)	(7,317)	(34,269)	(67,676)	(64,795)
Investment income	1,165	1,429	1,184	1,046	2,808
Other income	4,624	2,575	29,720	32,657	28,505
Surplus for the period from insurance operations	28,269	33,552	41,287	15,979	15,893

Insurance operations surplus					
Insurance operations Surplus	2,713	2,827	3,355	15,837	13,912
Premeasurement reserve of defined benefit obligation – related to Insurance operations	-	82	(49)	(412)	393
Total liabilities and surplus of insurance operations	234,800	325,644	1,558,116	1,913,434	1,755,528

- **Major differences in the operational results:**

	2021	2022	Changes (+) or (-)	Percentage change
	SAR'000	SAR'000		
Gross Premium Written	299,031	415,621	116,590	%39
Investible Contributions, net	(125,493)	(124,323)	1,170	%1-
Change in other reserves	18,607	80	(18,527)	%100-
Reinsurance premium ceded - Local	(1,205)	(22,357)	(21,152)	%100
Reinsurance premium ceded - Foreign	(57,271)	(55,271)	2,000	%3-
Excess of loss premiums	(24,336)	(1,306)	23,030	%100
Technical reserves	1,980	3,246	1,266	%64
Change in mathematical reserve	3,692	(740)	(4,432)	%100
Net insurance income	9,627	(7,598)	(17,225)	%179-
Net claims incurred	187,455	146,157	(41,298)	%22-
Policies acquisition Costs and supervision and inspection fees	(117,254)	(77,570)	39,684	%34-
Other direct underwriting expenses	(13,141)	(11,008)	2,133	%100
Reinsurance commission earned	(7,108)	(8,204)	(1,096)	%100

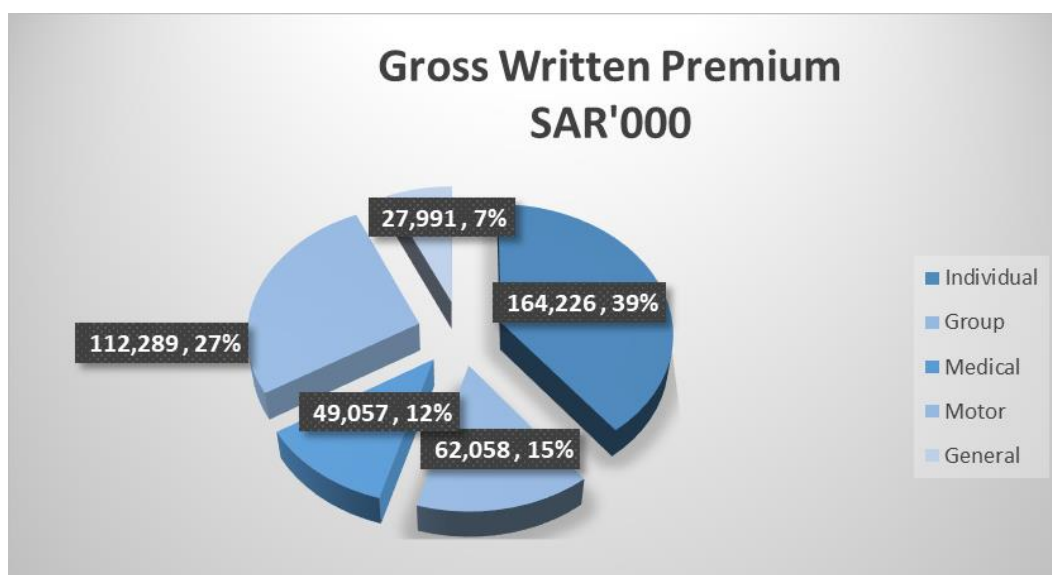
General and Administrative Expenses	(67,676)	(64,795)	2,881	%4-
Investment income	1,046	2,808	1,762	%168
Other income	32,657	28,505	(4,152)	%13-
Surplus for the period from insurance operations	25,606	15,893	(9,713.00)	%38-

- Geographical analysis of revenue:

Year	Geographic Analysis of Company's Total Revenues			
	Eastern	Western	Central	Total revenue
2022 AD	38,918	167,871	208,832	415,621

- Gross Written Premiums:

The total written premiums during the financial year ended on December 31, 2022, amounted to 415,062 thousand SAR, distributed between the business sectors, as shown here:



- General and administrative expenses for insurance operations:
- Summary of the results of shareholders' operations:

	2018	2019	2020	2021	2022
	SAR'000	SAR'000	SAR'000	SAR'000	

Shareholders' share of surplus insurance operations	25,442	30,197	37,158	14,381	14,304
Investment income	9,591	10,667	13,939	14,894	17,242
Total revenue	35,033	40,864	51,097	29,275	31,546
General and administrative expenses	(3,193)	(3,109)	(11,108)	(7,314)	(1,262)
Surplus for the period from insurance operations	31,840	37,755	39,989	21,961	30,284

• Dividend policy

According to what is stipulated in the Company's Articles of Association, the shareholder is entitled to his share in the profits in accordance with the decision of the General Assembly issued in this regard. The decision specifies the date of entitlement and the date of distribution, and the eligibility of the profits will be for the shareholders registered in the shareholders' records at the end of the day specified for entitlement. The Company shall inform the Capital Market Authority without delay of any decisions to distribute profits or recommending that. The profits to be distributed to the shareholders shall be paid at the place and time determined by the Board of Directors, in accordance with the instructions issued by the competent authority, subject to the prior written approval of SAMA.

Shareholders' profits shall be distributed if approved as follows:

1. Avoid Zakat and assessed income tax.
2. (20%) of the net profits shall be set aside to form a statutory reserve, and the Ordinary General Assembly may stop this set aside amount whenever the said reserve reaches the total paid capital.
3. The Ordinary General Assembly - based on the proposal of the Board of Directors - may set aside a percentage of the net annual profits to form an additional reserve and allocate it for a specific purpose or purposes decided by the General Assembly.
4. From the remainder, a first payment of not less than (5%) of the paid-up capital shall be distributed to the shareholders.
5. The remainder shall be then distributed to the shareholders in the form of a share of the profits or transferred to the retained earnings account.
6. It is permissible - by a decision of the Board of Directors - to distribute periodic profits to be deducted from the annual profits specified in paragraph (4) of this Article in accordance with the applicable rules issued by the competent authorities.



Dividends ratio distributed over the year		Ratio of dividends proposed to be distributed at the end of the year	Total dividends
Distribution date			
Ratio			
Total	During the fiscal year 2022 AD, the company did not distribute any dividends.		

27. Statutory payments (one thousand Saudi Riyals) :

Description	2022 AD		Brief description	Reasons
	Paid amount	Outstanding amount at the end of the year		
Zakat	702	3,136	The outstanding amount represents the value of the Zakat payable for the current year 2022, and the amount will be paid during the prescribed period	Due zakat
Income Tax	502	(228)		Tax on the company's profit
General Organization for Social Insurance	2,956	195	The amount outstanding represents the GOSI for the month of December 2022 and will be paid within the prescribed period in January 2023.	The value of social insurance for company's employees
Costs of visas and passports	43	-	This represents the renewing residency permits and issuing exit reentry visas	Non-Saudi employees
Labor office fees	196	-	Saudi work licenses	To renew and issue residency for non-Saudi employees

28. Penalties:

Penalties Subject	Previous Fiscal Year 2021		Current Fiscal Year 2022 AD	
	Number of penalties	Total amount of penalties in SAR	Number of penalties	Total amount of penalties in SAR
Violation of the supervisory body's instructions	2	60000 SAR	-	-
Violation of the instructions on customers' protection	-	-	1	100,000 SAR
Violation of the supervisory body's instructions on due diligence in combating money laundering and terrorism financing	-	-	-	-

Violation of the instructions on cyber security	-	-	2	400,000 SAR
Violation of the instructions of CCHI	-	-	<ul style="list-style-type: none"> • 2 (Resolution) • 1 (Warring) 	215,000 SAR

29. Board of Directors Declarations:

The Company's Board of Directors acknowledges and declares the following to the shareholders and related parties, according to its full knowledge:

- 1- Records of accounts have been properly prepared.
- 2- The Internal Control Rules System was prepared on a sound basis and was effectively implemented.
- 3- There is not doubts concerning the Company's ability to continue carrying out its activity.
- 4- The Company didn't inform during the last Fiscal Year under Article 45 of the Registration and Listing Rules of the existence of any interest in the voting-eligible shares category belonging to persons other than Board members and senior executives.
- 5- The Company didn't borrow during the period, and there are no outstanding loans.
- 6- The Company didn't issue or grant any transfer or subscription rights under convertible debt instruments, contractual securities, subscription right notes, or similar rights during the period.
- 7- The Company didn't, during the period, issue or grant any convertible debt instruments or any contractual securities, subscription right notes, or similar rights.
- 8- The Company didn't refund, purchase or cancel any redeemable debt instruments during the period.
- 9- There are no conflicts of interest during the period.
- 10- The Company hasn't subsidiaries.
- 11- There aren't cases, arrangements or agreements under which any of the shareholders of the Company waived their rights to profits.
- 12- There aren't cases, arrangements or agreements under which any of the members of the Board of Directors or senior executives waived salaries, compensation or dues.
- 13- There isn't penalty or precautionary restriction related to the Company imposed on any of the members of the Board of Directors from any judicial, supervisory or regulatory authority during the year.

- 14- There aren't recommendations from the Audit Committee that contradict it with the decisions of the Board of Directors regarding the appointment of an internal auditor or the Company's auditor for the previous Fiscal Year
- 15- There aren't reservations about the Company's financial statements for the previous Fiscal Year.
- 16- There isn't recommendation by the members of the Board of Directors to change the auditors for the previous Fiscal Year.
- 17- There is no competitive business of the company carried out by the members of the board for any of the company's activities.

30. Appreciation:

Aljazira Takaful Taawuni Company Board of Directors would like to take this opportunity to thank the shareholders and customers for their support and trust. The Board also wishes to express its thanks and appreciation to the employees of the Company for their dedication and efforts during the past year. We ask God Almighty for the Company to achieve further development and success.

الجزيرة تكافل

AL JAZIRA TAKAFUL

