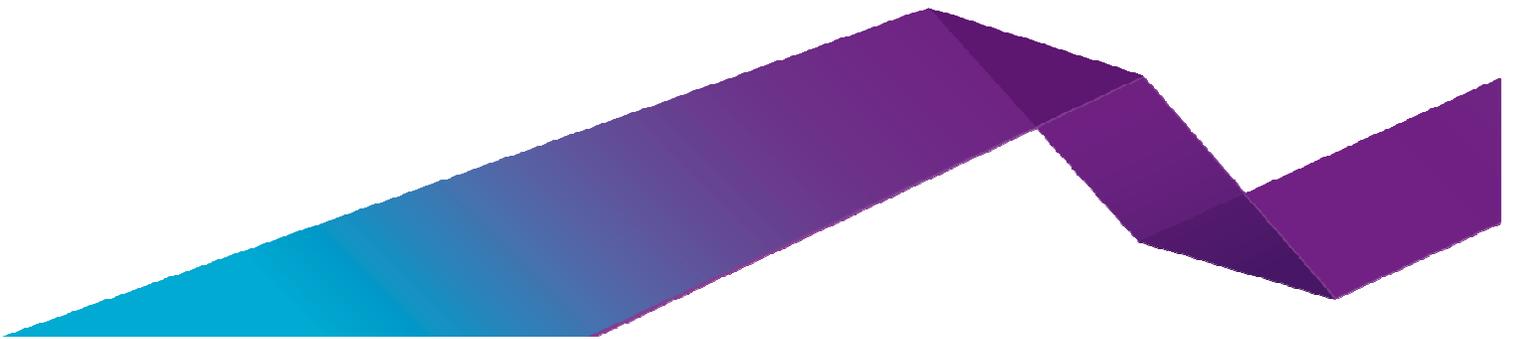




Al Alamiya for Cooperative Insurance Co.

Board of Directors Report 2015



# BOARD OF DIRECTORS' REPORT

The Board of Directors of Al Alamiya For Cooperative Insurance Company (hereinafter referred to as the "Company" or "Al Alamiya") have great pleasure in presenting to our Shareholders the Annual Report for the year ended 31-12-2015 G.

The year 2015 was an important period in the history of Al Alamiya as well as the evolution of the insurance market in Saudi Arabia. The Saudi Arabian Monetary Agency ("SAMA") took a number of proactive steps to establish a strong industry wide baseline with respect to minimum standards on underwriting as well as pricing based on actuarial analysis. Alongside these, Al Alamiya, in continuation of its efforts in previous years (wherein the Company had created a solid foundation of technical, financial and operational capability) took a number of initiatives to further strengthen its underwriting discipline, fine tune its pricing agility, streamline its claims management and roll out strong broker and customer propositions. These actions further added to the momentum created in previous years and helped generate significant volumes of new business whilst also improving the quality of revenues. This ultimately resulted in achieving a significant turnaround in terms of the Company's underwriting performance and profitability.

Further, during Q1 2015, the Company successfully completed raising additional capital of SR 200 Million through the issue of 20 Million rights shares of nominal value of SR 10 each at par, concluding the process that was initiated in 2014. The Company now comfortably meets the minimum capital and solvency requirements set under the SAMA regulations.

## A. BUSINESS PERFORMANCE AND PLANS FOR THE FUTURE

### (i) Principal Activities

The Company is licensed by SAMA to transact insurance and reinsurance business in the Kingdom of Saudi Arabia in the classes of General Insurance, Medical Insurance, and Protection and Savings Insurance. During the year 2015, the Company successfully renewed its license from SAMA for three years. As at 31-12-2015 G, the Company had received full product approvals for 17 products and a further 6 month extension of 'file and use' approvals for 20 products totaling 37 products.

The split of the activities between the lines of business and the major business segments is as follows (SR in millions):

#### Turnover and contribution to trading results by lines of business

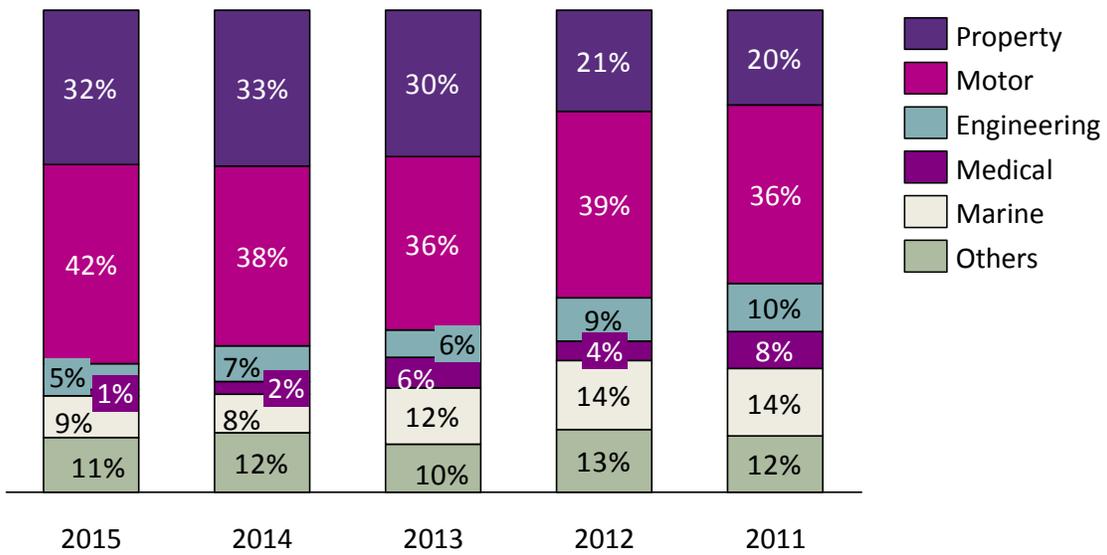
SR Million

Description	Year	Property	Motor	Engineering	Medical	Marine	Others	Total
Gross Written Premiums	2015	128.69	166.58	20.66	5.52	35.59	44.99	402.03
	2014	107.95	125.68	24.96	7.91	27.61	41.09	335.20
	2013	100.43	118.54	19.16	20.81	39.03	32.91	330.88
	2012	52.37	95.46	22.20	10.30	35.28	32.46	248.07
	2011	45.17	84.05	22.90	17.51	31.66	26.64	227.93
Net Written Premiums	2015	47.17	164.43	1.76	2.18	16.99	22.77	255.30
	2014	15.02	123.51	1.53	3.18	11.50	17.00	171.74
	2013	3.13	115.52	1.34	9.49	14.23	16.01	159.72
	2012	3.64	91.10	1.58	7.55	11.60	15.86	131.33
	2011	2.53	82.44	3.48	9.53	10.94	12.41	121.33
Net Premiums Earned	2015	30.56	161.34	1.80	3.63	16.36	21.16	234.85
	2014	6.64	119.35	1.34	5.08	11.58	16.22	160.21
	2013	3.29	110.38	1.71	9.77	14.32	15.56	155.03
	2012	2.34	81.06	2.38	8.21	11.91	14.32	120.22
	2011	2.05	73.48	5.51	7.68	13.69	11.71	114.12
Net Underwriting Result*	2015	20.33	43.58	0.94	1.58	10.54	16.89	93.86
	2014	14.57	(8.52)	4.91	(1.18)	8.94	10.11	28.83
	2013	6.91	(7.43)	3.75	2.30	13.08	14.59	33.20
	2012	7.23	21.19	3.19	2.53	10.78	13.96	58.88
	2011	4.04	10.04	5.47	3.45	11.38	9.64	44.02
Un-allocated Operating (Expenses)/Income	2015							(65.03)
	2014							(57.09)
	2013							(54.86)
	2012							(54.00)
	2011							(60.68)
Insurance operations' Surplus/(Deficit)	2015							28.83
	2014							(28.26)
	2013							(21.66)
	2012							4.88
	2011							(16.66)

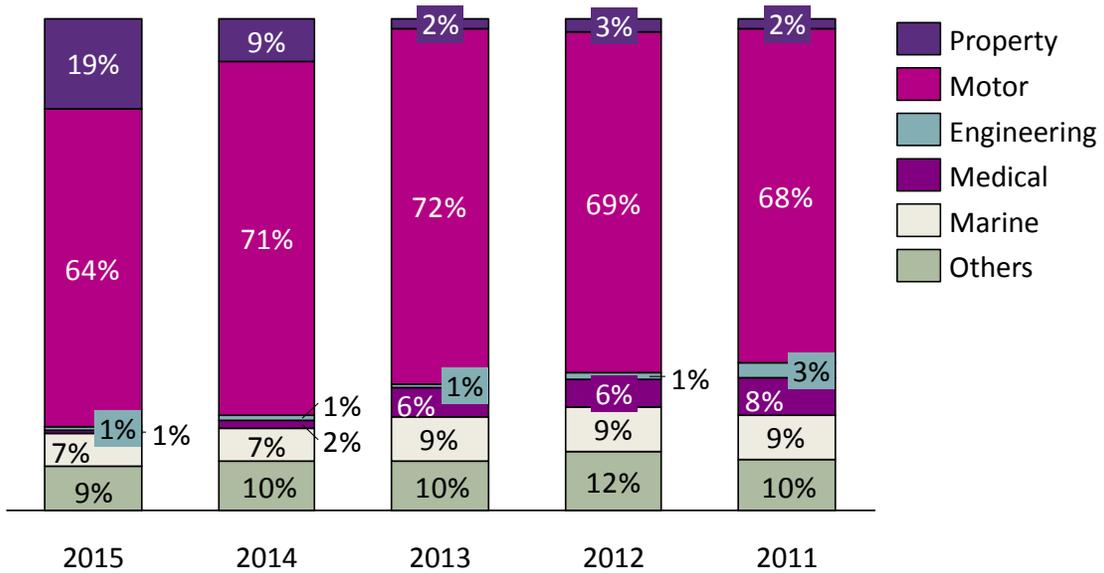
\*Net Underwriting Result excludes the unallocated Other Underwriting Expenses.

## Lines of Business

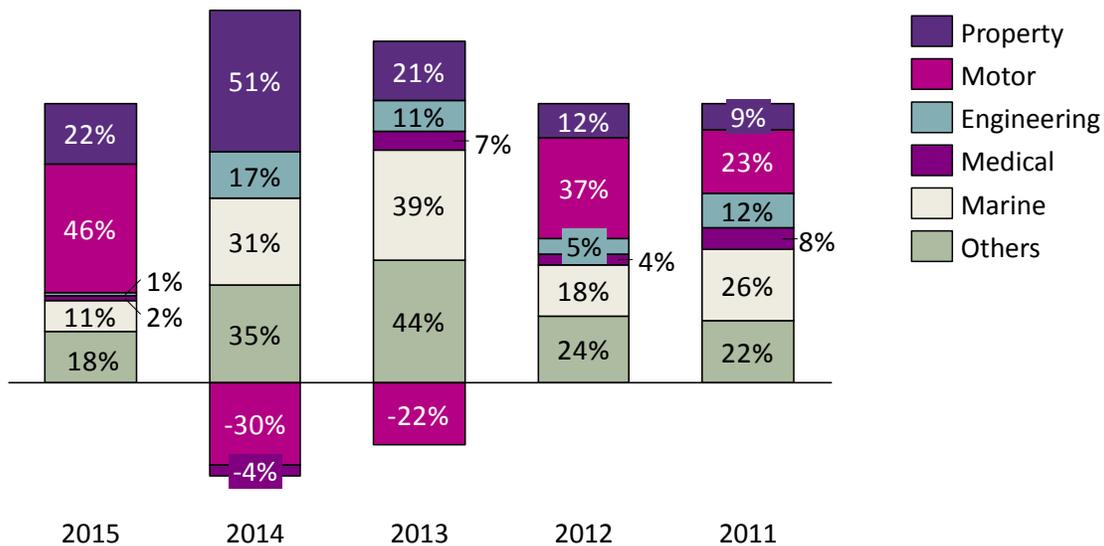
### Gross Written Premiums



### Net Written Premiums



## Net Underwriting Result\*



\*Net Underwriting Result excludes the unallocated Other Underwriting Expenses.

### (ii) Plans for the future\*\*\*

The Company has grown its business across retail, SME, commercial and large and complex risks segments by focusing on three key areas – Broker Relationships, Key Account Management and Affinity/Bancassurance. The Company will continue to refine and develop its strategy across these three key areas to maintain its business growth across the various business segments.

With brokers continuing to play an increasingly significant role in the placement of insurance risks, the Company plans to further improve its broker engagement through a partnership approach. The Company is planning to enhance its Broker Strategy through bespoke propositions directed at driving profitable growth in Large and Complex Risks, commercial and SME segments through the brokers, and make the brokers' dealings with the Company simple, quick and consistent. Special focus is being planned for securing large deals from brokers through a unified cross-functional approach.

The Company also plans to direct its efforts towards developing and implementing effective propositions and service solutions to widen its affinity partnership base, whilst further leveraging and extracting value out of its current affinity relationships. Alongside these activities the Company will continue to maintain its focus on effective servicing and retention of its key accounts.

The external market efforts are underpinned by the continued focus of the Company to build a lean and efficient operating environment, and the Company plans to continue its efforts to enhance efficiencies across all its business operations, with a view to providing improved services to its business partners and customers, while establishing an optimum cost base for the Company.

\*\*\* Note: This report may contain "forward-looking statements" with respect to some of the Company's plans and its expectations relating to its future financial condition, performance and results. By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the Company's control, including amongst other things, domestic and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of regulatory authorities, the impact of competition, inflation, deflation, the timing impact and other uncertainties of future acquisitions or combinations within relevant industries, as well as the impact of tax and other legislation and other regulations in the jurisdictions in which the Company operates. As a result, the Company's actual future financial condition, performance and results may differ materially from the plans, goals and expectations set forth in the Company's forward-looking statements. Neither the Board of Directors nor the Company undertakes any obligation to update any forward-looking statements, save in respect of any requirement under applicable laws or regulations. Nothing in this report should be construed as a profit forecast.

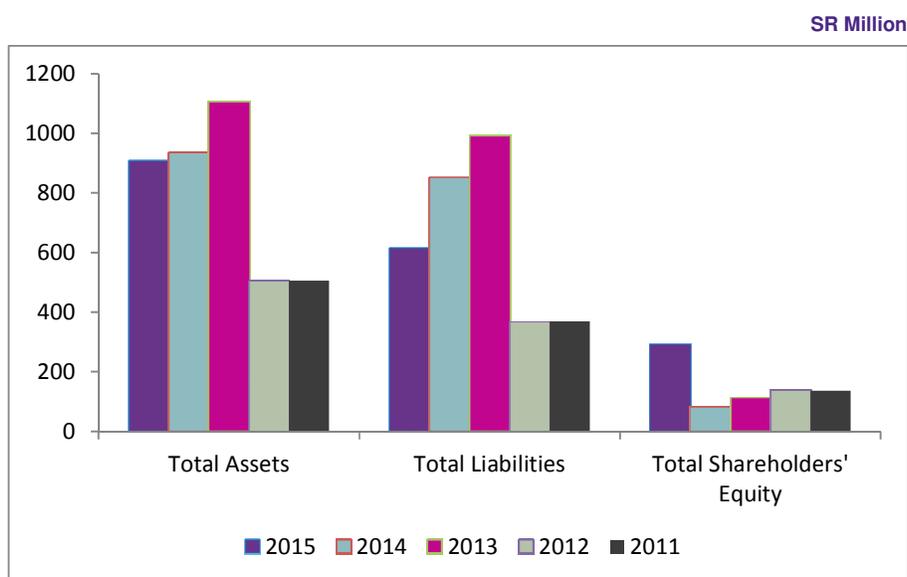
### (iii) Summary Statement of Business Results, Assets and Liabilities

The Company's Statement of Financial Position as at 31-12-2015 G, the Statement of Comprehensive Income for the financial year ended 31-12-2015 G and the Statement of Changes in Shareholders' Equity is shown in the tables below.

#### Summary Statement of Financial Position as at 31-12-2015 G

	SR Million				
	2015	2014	2013	2012	2011
Insurance Operations' Assets	541.25	759.54	931.43	329.54	330.95
Shareholders' Assets	365.76	173.75	173.41	173.67	174.12
<b>Total Assets</b>	<b>907.01</b>	<b>933.29</b>	<b>1,104.84</b>	<b>503.21</b>	<b>505.07</b>
Insurance Operations' Liabilities	541.25	759.54	931.43	329.54	330.95
Shareholders' Liabilities	73.29	90.94	60.30	36.25	37.80
<b>Total Liabilities</b>	<b>614.54</b>	<b>850.48</b>	<b>991.73</b>	<b>365.79</b>	<b>368.75</b>
<b>Total Shareholders' Equity</b>	<b>292.47</b>	<b>82.81</b>	<b>113.11</b>	<b>137.42</b>	<b>136.32</b>

#### Key Statement of Financial Position Indicators



#### Summary Statement of Comprehensive Income - Insurance Operations for the Year Ended 31-12-2015 G

	SR Million				
	2015	2014	2013	2012	2011
Gross Written Premiums	402.03	335.20	330.88	248.07	227.93
Net Written Premiums	255.30	171.74	159.72	131.33	121.33
Net Premiums Earned	234.85	160.21	155.03	120.22	114.12
Net Claims Incurred	(140.01)	(140.82)	(134.96)	(69.60)	(73.03)
<b>Net Underwriting Surplus</b>	<b>91.81</b>	<b>27.13</b>	<b>31.68</b>	<b>57.69</b>	<b>42.19</b>
General & Administrative Expenses	(63.66)	(55.93)	(53.98)	(53.22)	(59.13)
<b>Insurance Operations' Surplus/(Deficit)</b>	<b>28.83</b>	<b>(28.26)</b>	<b>(21.66)</b>	<b>4.88</b>	<b>(16.66)</b>
<b>Net Surplus at end of the Period After Shareholders' Appropriation</b>	<b>2.88</b>	<b>-</b>	<b>-</b>	<b>0.49</b>	<b>-</b>

Summary Statement of Comprehensive Income - Shareholders' Operations for the Year Ended 31-12-2015 G

	SR Million				
	2015	2014	2013	2012	2011
Shareholders' appropriation from insurance operations' Surplus/(Deficit)	25.94	(28.26)	(21.66)	4.39	(16.66)
Investment income	3.10	1.56	1.57	1.29	1.08
Costs and expenses	(1.77)	(1.41)	(1.82)	(1.92)	(2.43)
Net Income/(Loss)	27.28	(28.11)	(21.91)	3.76	(18.01)
Total Comprehensive Income/(Loss) before Zakat	26.38	(28.70)	(22.12)	4.17	(18.01)
Total Comprehensive Income/(Loss) after Zakat	18.80	(30.30)	(24.31)	1.10	(21.22)
Basic and Diluted Earning/(Loss) per share (Saudi Riyals)	0.69	(0.77)	(1.10)	0.19	(0.90)
Weighted average number of outstanding shares (Millions of Shares)-Restated	39.74	36.40	20.00	20.00	20.00

Summary Statement of Changes in Shareholders' Equity

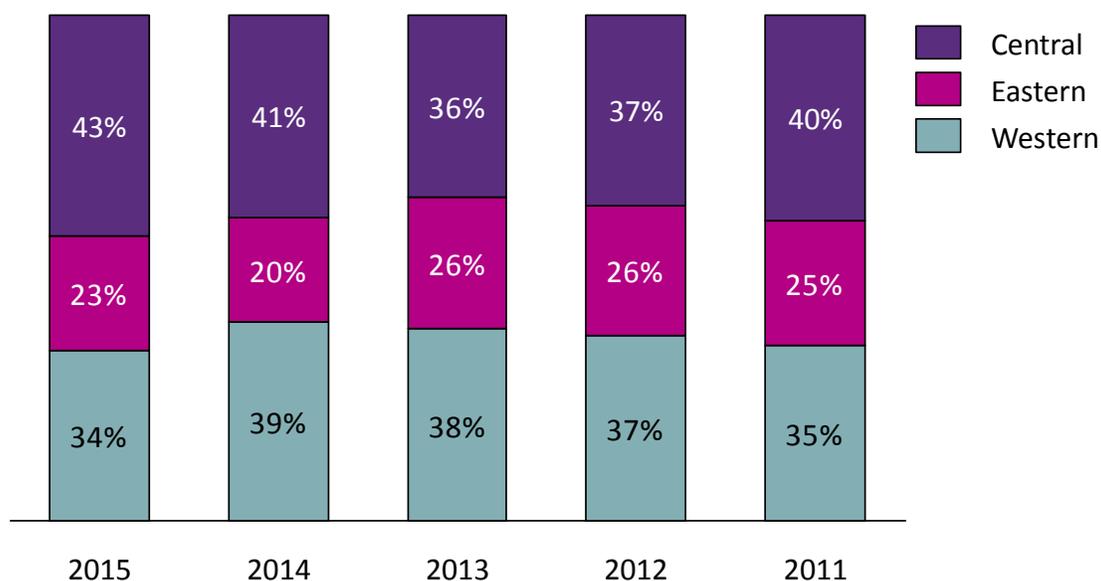
	SR Million				
	2015	2014	2013	2012	2011
Share Capital	400.00	200.00	200.00	200.00	200.00
Accumulated losses	(106.25)	(116.81)	(87.10)	(62.99)	(63.68)
Unrealized (Loss)/Gain on available for sale investments	(1.28)	(0.38)	0.21	0.41	-
<b>Total</b>	<b>292.47</b>	<b>82.81</b>	<b>113.11</b>	<b>137.42</b>	<b>136.32</b>

iv) Geographical Analysis and Material Variations from Previous Year

a) Geographical Analysis

The Company operates solely within the Kingdom of Saudi Arabia. Geographical details of Gross Written Premiums for the various financial reporting periods for the last 5 years up to 2015 G are given below:

	SR Million				
Gross Written Premiums By Region	2015	2014	2013	2012	2011
Central	175.28	134.61	119.01	93.52	92.91
Eastern	90.91	68.54	85.61	63.93	56.35
Western	135.84	132.05	126.26	90.62	78.67
<b>Total KSA</b>	<b>402.03</b>	<b>335.20</b>	<b>330.88</b>	<b>248.07</b>	<b>227.93</b>



The Company does not have any subsidiaries in any jurisdiction.

## b) Highlights of Variances in Operating Results

The Company has completed six full years of operations. The information presented in the above tables cover the most recent five reporting periods. The analysis below explains the differences in the operating results of the year ended 31-12-2015 G and the prior year (i.e. year ended 31-12-2014 G). As there has been no forecast provided by the company relating to the period from 01-01-2015 G to 31-12-2015, no comparison is made between actual results and forecast.

The Company's Gross Written Premiums are SR 402.03 Million in 2015 compared to SR 335.20 Million in 2014. Property, motor, engineering and casualty portfolios witnessed growth during 2015 which was partly offset by a decrease in medical business. The increase in Gross Written Premiums and the improved reinsurance arrangements have contributed to a higher Net Written Premiums and a higher Net Premiums Earned which increased by 48.65% and 46.59% respectively during 2015.

Net Claims Incurred decreased by 0.57% from SR (140.82) Million in 2014 to SR (140.01) Million in 2015. Improved portfolio performances primarily led to the decrease in Claims incurred in 2015.

The Net Underwriting Surplus is higher by 238.44% from SR 27.13 Million in 2014 to SR 91.81 Million in 2015 driven by higher net premium earned and the improved loss ratio, the overall impact of which was partially offset by the increase in policy acquisition costs and the reduction in reinsurance commission income.

General and administrative expenses under Insurance Operations increased by 13.82% from SR (55.93) Million in 2014 to SR (63.66) Million in 2015. The increase is attributed to the incremental costs to support business growth in addition to inflationary pressure on the overall expense base.

The Insurance Operations' results for 2015 is a Surplus of SR 28.83 Million compared to a deficit of SR (28.26) Million in 2014. The Surplus is mainly due to improved portfolio performance in motor and property classes.

The Total Comprehensive income for 2015 is SR 26.38 Million compared to a loss of SR (28.70) Million in 2014.

## v) Basis of Reporting

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the provisions of Article 123 of the Regulations for Companies and are therefore not in compliance with the Accounting Standards issued by the Saudi Organization for Certified Public Accountants (SOCPA). The basis of presentation of the financial statements and the significant accounting policies are explained in greater detail under Notes 2, 3 and 4 of the Notes to the Financial Statements.

With reference to CMA circular dated 03/04/1437H corresponding to 13/01/2016G and as per the above, the Company confirms that it is already preparing its financial statements in accordance with International Financial Reporting Standards (IFRS).

## vi) Dividend Policy

The Company intends to pay annual dividends on the Shares based on the level of required capital to support the Company's operations. However, the Company gives no assurance that any dividend will actually be paid thereafter, nor does it give any assurance as to the amount which will be paid in any given year.

In accordance with Article 43 of the By-Laws of the Company, 10% of the net surplus from Policyholders' operations shall be distributed to the Policyholders, and the balance of 90% shall be carried forward to the Shareholders' Income Statement.

From time to time, dividends will be paid to the Shareholders from the net profits subject to the following limitations contained in Article 44 of the By-Laws and Article 70 of the SAMA Implementing Regulation for the Law on Supervision of Cooperative Insurance Companies:

1. the decreed Zakat and income tax shall be set aside;
2. 20 percent of the net profits shall be allocated to form the statutory reserve. The ordinary General Assembly may discontinue this allocation when the said reserve reaches one hundred percent of the Company's paid-up capital;
3. the ordinary General Assembly may, at the recommendation of the Board, set aside a specific percentage of the annual net profits to build up additional reserves allocated for a specific purpose or purposes as determined by the General Assembly;
4. the balance shall be distributed as a first payment in the amount of at least five percent of paid-up capital to the Shareholders;
5. the remaining balance shall be distributed to the Shareholders as a share in the profits or to be transferred to the retained profits account; and
6. the Board may issue a decision to distribute periodical profits to be deducted from annual profits specified in paragraph 4 above in accordance with the rules and regulations issued by the competent authorities.

Any declaration of dividends will be dependent upon the Company's earnings, its financial condition, the condition of the markets, the general economic climate and other factors, including the Company's analysis of investment opportunities and reinvestment needs, cash and capital requirements, business prospects, as well as other legal and regulatory considerations.

The Company shall immediately inform the public and the Capital Market Authority (the "CMA") of any resolutions or recommendations for distribution of profit. Any profits so proposed for distribution shall be paid to the Shareholders at the place and time specified by the Board pursuant to the instructions issued by the Ministry of Commerce & Industry and subject to SAMA written approval.

## vii) Risks Facing the Company

The Company has established a risk management framework to effectively manage the various risks facing the Company. The risks faced by the Company can be categorized as follows:

### a) Financial risk:

The Company's principal financial instruments are receivables arising from insurance and reinsurance contracts, cash and cash equivalents, deposits with banks and investments in bonds and Sukuks. The Company does not enter into derivative transactions.

1. Credit risk: The Company seeks to limit credit risk with respective counter parties (i.e. customers, intermediaries and reinsurers) through a structured credit policy which defines the parameters for setting counter party credit limits as well as for the selection of reinsurance counter parties.
2. Liquidity risk: Liquidity requirements are monitored on a regular basis and action taken to ensure that sufficient liquid funds are available to meet current and future commitments as and when they arise.
3. Market price risk: The Company limits market price risk through a conservative investment policy.
4. Investment rate risk: The Company limits investment rate risk by monitoring changes in investment rates in which its cash and investments are denominated.
5. Foreign currency risk: The Company does not have any significant foreign currency risk due to the limited transactions in foreign currencies.
6. Insurance risk: The Company's portfolio of business is 'short tail' in nature. The Company adopts a policy of pricing its risks based on technical factors and also coordinates with the RSA Group on technical aspects as and when it deems required. It also undertakes a periodic review of all of its key portfolios under the different lines of business to assess their performance and take corrective action where required. The Company also has a clearly stated risk appetite and closely monitors its aggregate risk exposures. It has put in place appropriate reinsurance arrangements to manage the potential impact of large claims and catastrophe.

### b) Strategic risk:

Strategic risk is actively managed through a structured process of setting and reviewing the strategic direction of the Company, based on a careful study of the macroeconomic environment, developments in the insurance market, competitor analysis and the Company's own evaluation of its risk appetite. The Company also benefits from inputs on global perspectives that it receives from RSA Group.

### c) Operational risk:

Significant resources are devoted to maintaining an efficient and effective operating environment through deployment of modern technology and a policy framework that addresses areas such as corporate responsibility, business ethics, and code of conduct. The Company's Executive Team actively oversees aggregate operational risk exposure and presents reports to the Audit Committee and the Board.

### d) Regulatory risk:

The Company has appointed a Compliance Officer with an appropriate level of independence, reporting into the Audit Committee. A comprehensive framework has been put in place to manage regulatory risks and to ensure compliance with all regulatory requirements and to track and monitor regulatory changes and enable the Company to remain compliant with regulatory changes as well as the necessary transparency in the related reporting to the Board of Directors.

## B. SHARES, CONTRACTUALLY BASED SECURITIES, SUBSCRIPTION RIGHTS, DEBT INSTRUMENTS

### i) Interest in a class of voting Shares held by persons (other than Issuer's Directors, Senior Executives and their spouses and minor children)

There is no individual person who has more than 5% interest in a class of voting Shares of the Company.

The significant (non-individual) shareholders and their ownership in the Company are as follows

Royal & Sun Alliance Insurance (Middle East) BSC ( c )	50.07%
Riyad Bank	19.92%

### ii) Interest, contractually based securities and subscription rights of the Company's Directors, Senior Executives and their spouses and minor children in the shares or debt instruments of the Company or any of its Subsidiaries..

Name of Beneficiary	Beginning of the Year		End of the year		Net Change	Change Percentage
	Number of Shares	Debt Instruments	Number of Shares	Debt Instruments		
Ali Husein Alireza	1,000	Nil	1,000	Nil	Nil	Nil
Dr. Mohammed Al-Blehed	1,000	Nil	1,000	Nil	Nil	Nil
Khaled Al Hamdan	1,000	Nil	1,000	Nil	Nil	Nil
Adel Al-Sheikh	1,000	Nil	1,000	Nil	Nil	Nil
Ossama Bukhari	1,000	Nil	1,000	Nil	Nil	Nil
Sean William Lowther	1,000	Nil	1,000	Nil	Nil	Nil
Khalid Allagany	1,000	Nil	1,000	Nil	Nil	Nil
Christopher Dooley	1,000	Nil	1,000	Nil	Nil	Nil
Lloyd East*	Nil	Nil	1,000	Nil	1000	100%

\* Lloyd East was appointed to the Board on 04-02-2015 G and his shares have been allocated on 23-02-2015G.

The above Shares have been allotted to the Directors in line with the By-Laws of the Company, which require that members of the Board shall own Shares of the face value of SR. 10,000, which are non-negotiable. Upon resignation, retirement or termination of any of the above Director(s), the Shares held as above will be transferred to the new Director(s) who is/are appointed in replacement of the Director(s) exiting the Board.

None of the spouses or minor children of the Members of the Board of Directors have any interest in the shares of the company. Also, none of the Senior Executives, their spouses or minor children have any interest in the Shares of the Company.

The Company does not have any debt instruments or contractually based securities that it has issued, nor does the Company have any subsidiaries operating inside or outside the Kingdom of Saudi Arabia.

### iii) Borrowings, Issue / Redemption of Securities

The Company has neither borrowed any funds nor has it issued any convertible or redeemable debt instruments, contractually based securities, warrants or any other rights of a similar nature. It has also not made any repayment of any loan or redeemed or converted any redeemable or convertible debt instruments during the period and does not have any outstanding loans or redeemable or convertible debt instruments or contractually based securities or warrants or any other rights of a similar nature as at the end of the period.

During the year the Company successfully completed the process for raising additional capital of SR 200 Million through the issue of 20 Million rights shares of nominal value of SR 10 each at par.

## C. RELATED PARTY TRANSACTIONS

### Transactions with the RSA Group

#### - Intellectual Property Agreement

The intellectual property agreement has been signed with RSA Group and been renewed on 11/03/2014G. The duration of the agreement is not defined and is dependent on the shareholding of RSA Group in Al Alamiya through Royal & Sun Alliance Middle East. During the period from 01-01-2015G to 31-12-2015G the Company had incurred a total charge of SR 30,100 in its Statement of Shareholders' Comprehensive Income towards branding fees payable to RSA Insurance Group plc.

#### - Reinsurance Agreements

The Company made reinsurance arrangements on market terms with RSA Insurance Group plc., through the signature of reinsurance treaties which started on 01-01-2015 ending 31-12-2015G. Based on these reinsurance contracts, the company has ceded SR 39.6m representing Reinsurance premiums and earned Reinsurance commission income of SR 11.2 m.

#### - Technical Services Agreement

The Company has entered into a Technical Services Agreement with the RSA Insurance Group Plc which has been renewed on 21/09/2014G for a period of five years. Through this agreement, RSA Insurance Group Plc provides technical services to the company. During the period from 01-01-2015 to 31-12-2015G the company incurred a charge of SR 3.6m in its Statement of Insurance Operations for technical services received in various areas of the business under the above mentioned Technical Services agreement.

RSA Insurance Group plc is a related party to Al Alamiya through one of its major shareholders, Royal & Sun Alliance Insurance (Middle East) B.S.C ( c ) and the following members on the Board and represent Royal & Sun Alliance Insurance (Middle East) B.S.C ( c ) on the Board of Directors of the company:

- Sean Lowther
- Lloyd East
- Christopher Dooley

### Transactions with Riyadh Bank and its Subsidiaries

#### Transactions with Riyadh Bank

#### - Insurance contracts

During the period 01-01-2015 to 31-12-2015G the Company entered into annual Insurance Contracts on market terms with, one of its shareholders, Riyadh Bank (mainly for Motor Leasing & Housing Loan and Life schemes) in an amount of SR 105.87m representing Gross Written Premiums, details of which are as follows:

Description of Contract	Line of Business	Date of Contract	Gross Written Premiums
Insurance	Motor	A number of insurance certificates issued from 01-01-2015 to 31-12-2015G as per insurance agreement signed on 01/01/2015 for a period of one year.	76,713,852
Insurance	Property	A number of insurance policies issued from 01-01-2015 to 31-12-2015G as per	5,287,676

SR

		insurance policy renewed on 01/05/2015G for a period of one year.	
Insurance	General Accident (Bankers Blanket Bond)	Annual Policy renewed on 07-07-2015 for a period of one year.	4,279,275
Insurance	General Accident (Group Life)	A number of insurance policies issued from 01-01-2015 to 31-12-2015G as per insurance policy renewed on 01/05/2015 for a period of one year.	19,586,361
<b>Total</b>			<b>105,867,164</b>

#### Transactions with the subsidiaries of Riyad Bank

##### – Insurance contracts through Riyad Company for Insurance Agency

The Company has entered into an agency agreement with Riyad Company for Insurance Agency (a subsidiary of Riyad Bank) on 29/07/2013G to market and sell the company's insurance products. A total gross written premium of SR 2.64m has been realized through this channel during the period 01-01-2015 to 31-12-2015G and SR 0.40m of commissions has been earned by the Agency, as follows

SR

Description of Contract	Line of Business	Date of Contract	Customer	Gross Written Premiums	Commission Paid to Agency
Insurance	Marine	The agency contract has been signed on 29-07-2013G. Periodicity: annual and renewable automatically.	Customers of Riyad Company for Insurance Agency	2,638,737	395,848

Riyad Bank is one of the main shareholders in the Company holding 19.92% of the shares in the Company. The following members on the Board represent Riyad bank:

- Adel Al Sheik
- Ossama Bukhari

#### Transactions with Board Members and Top Executives

##### – Insurance contracts

During the reporting period the Company entered into Insurance Contracts at arm's length and on market terms directly or with business establishments having direct interest of the Company's Board of Directors, the CEO and CFO, the details of which are below:

SR

Name	Position	Name of Establishment	Line of Business	Period From / To	Gross Written Premiums for the period
Dr. Mohammed Al-Blehed	Director	Seder Group	Property	01-November-2015 to 31-October-2016	151,938
Khalid Allagany	Managing Director and CEO	N/A	Motor	20- November-2015 to 19-November-2016	7,085
Khalid Allagany	Managing Director and CEO	N/A	General Accident (Travel)	15-December-2015 to 14-December-2016	8,115
Ossama Bukhari	Director	N/A	Motor	27-August-2015to 26-August-2016	16,783
Fadi Aboul Hosn	Chief Financial Officer	N/A	Motor	06-May-2015 to 05-May-2016	1,948

Besides the above there were no transactions or contracts entered into by the Company pertaining to its operations and activities related thereto, in which Directors or the Chief Executive Officer, Chief Financial Officer or any associate had a material interest.

## D. OUTSTANDING STATUTORY DUES AND PAYMENTS MADE TO GOVERNMENT AUTHORITIES

i) The Company does not have any outstanding statutory dues as on 31-12-2015 G, except for the following:

SR

Description	31-12-2015	31-12-2014
GOSI for the month of December 2015 (Payable in January 2016)*	185,983	192,759
SAMA Supervision Fees payable for Q4 2015 (Payable in January 2016)**	445,156	447,291
CCHI Supervision Fees payable for 2015**	55,227	79,089
Department of Zakat & Income Tax – Towards withholding tax (Payable in January 2016)***	572,202	87,522
Zakat & Income Tax (Provision)****	7,574,890	1,592,933
<b>Total</b>	<b>8,833,458</b>	<b>2,399,594</b>

\* GOSI payable is part of the other accrued expenses in Note 14 to the financial statements

\*\* SAMA and CCHI supervision fees are shown together under Accrued supervision fees in Note 14 to the financial statements

\*\*\*Withholding tax payable is included in the Accrued Withholding Tax amount in Note 14 to the financial statements. In addition to this balance there are other withholding tax provisions which are not yet due for payment and have been accrued in the financial statements.

\*\*\*\* Zakat & Income Tax provision is shown above for the years 2015 and 2014 standalone liability recorded in the financial statements of the Company (Please refer to note 16(d) to the financial statements). The total provision in respect of Zakat and income tax is for a total amount of SR 17,062,889 at the end of 2015 and SR 9,487,999 at the end of 2014 (Please refer to note 16(d) to the financial statements)

ii) Statement of Payments made to Government Authorities during the period from 01-01-2015 to 31-12-2015 G

SR

	2015	2014
Department of Zakat & Income Tax - towards withholding tax	3,318,201	4,905,089
GOSI(Including December 2014 paid in January 2015)	2,311,280	2,138,061
Ministry of Interior, Labour Office, Chamber of Commerce, Municipality, SAGIA	161,642	347,093
SAMA Supervision Fees quarterly payments(Q1 2015 to Q3 2015 along with Q4 2014 paid in 2015)	1,997,129	1,546,918
CMA payments- penalty	20,000	-
CCHI License Renewal payments	50,000	150,000
CCHI Supervision Fees annual payments	79,089	208,089
<b>Total</b>	<b>7,937,341</b>	<b>9,295,250</b>

## E. EMPLOYEE BENEFITS

The Company did not make any investments or set up any reserves for the benefit of the employees other than those required for payment of performance bonus and end of service benefits in the normal course of business.

## F. STATEMENTS

- i) The Company has maintained proper books of accounts.
- ii) The system of internal control is sound in design and has been effectively implemented.
- iii) There are no significant doubts concerning the ability of the Company to continue as a going concern.

## G. EXTERNAL AUDITORS' REPORT

The auditors have issued their audit report stating that, in their opinion, the financial statements taken as a whole:

- Present fairly, in all material aspects, the financial position of the Company as at 31-12-2015 G and the results of its operations and its cash flows for the period then ended in accordance with International Financial Reporting Standards; and
- Comply with the requirements of the Regulations for Companies and the Company's By-laws in so far as they affect the preparation and presentation of the financial statements.

In addition, the auditors have also drawn attention to the fact that the financial statements have been prepared in accordance with International Financial Reporting Standards and not in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia issued by the Saudi Organization for Certified Public Accountants.

The external auditors report did not contain any reservation on the financial statements

## H. CONTINUATION OF EXTERNAL AUDITORS

The Board of Directors has not recommended that the external auditors should be changed before their current term elapses.

The Board shall consider the appointment of external auditors for 2016 and make recommendations to the Shareholders for consideration at the Annual General Assembly Meeting.

## I. CORPORATE GOVERNANCE

### i) Compliance with Rules and Regulations

#### – Compliance with the Corporate Governance Regulations Issued by the CMA

The Company has implemented all the provisions of the Corporate Governance Regulations issued by the CMA with the exception of the following:

#### Facilitation of Shareholders Exercise of Rights and Access to Information [Article # 4 (b)]

The company provides the necessary information to the shareholders to exercise their rights fully through the annual reports, the local newspapers and Tadawul website in a timely way. The Company is in the process of making enhancements to its website to be able to provide information to Shareholders through this channel.

#### Invitation for the General Assembly meeting to be published on the Company's website [Article # 5 (c)]:

The invitation to the General Assembly meetings (ordinary and extra ordinary) held in 2015 was published in the local newspapers as well as on the Tadawul website but was not published in the company's website which is currently undergoing enhancements..

#### Voting Rights - Disclosure of Voting Policies in Annual report by Investors who are Judicial Persons [Article # 6 (d)]

This requirement is not applicable to the Company as it does not hold investments on behalf of others

#### Formation of the Board- Limitation of Rights of Judicial person who is entitled under the company's Articles of Association to appoint representatives in the Board of Directors [Article # 12 (i)]

The above article does not apply to the Company as the Bylaws do not specify any judicial person entitled to appoint representatives to the Board of Directors.

#### Audit Committee Membership [Article # 14 (a)]

The Board of Directors has formed an Audit Committee with three members. Following the resignation of Philip Smith during 2014G, the company has taken the necessary measures to replace him and has identified many candidates and made applications to SAMA for the approval of their appointment. SAMA has rejected these applications which has resulted in this position being vacant during 2015G. The Nomination & Remuneration Committee, under the directions of the Board is now in the process of restructuring the Audit Committee with the required level of independence and expertise as required under the newly issued SAMA regulations for Audit Committees of Insurance Companies. Short listed candidates are being interviewed with the aim of presenting the final candidates to SAMA for fit and proper approval and completing the reconstitution of the Committee.

#### – Compliance with the Corporate Governance Regulations Issued by SAMA

During the year SAMA issued the Insurance Corporate Governance Regulations for Insurance and/ or Reinsurance Companies. The Company has carried out an assessment of compliance against these new regulations and identified the gaps and is in the process of addressing these gaps to establish compliance within the time lines set out by SAMA in this regard.

### ii) Board of Directors

#### Composition of the Board of Directors

The Company's By-Laws provide that the Company shall be managed by a Board of Directors consisting of nine (9) members appointed by the ordinary General Assembly for a term not exceeding three years.

During the period from 01-01-2015G up to 31-12-2015 G the following changes took place:

- appointment of Lloyd East on 04-02-2015 G

The second term of the Board came to an end during the year. At the Annual General Assembly meeting held on 03-06-2015 G all the members of the board were re-elected and appointed for the third three-year term of the Board commencing on 28/11/1436 H (corresponding 12/09/2015G).

The position of membership of the Board, following the above change and re-appointment is as follows:

	Name of Director	Position	Classification
1.	Ali Husein Alireza	Chairman	Independent Director
2.	Dr. Mohammed Al-Blehed	Director	Independent Director
3.	Khaled Al Hamdan	Director	Independent Director
4.	Adel Al-Sheikh	Director	Non-Executive Director, Riyadh Bank Nominee
5.	Ossama Bukhari	Director	Non-Executive Director, Riyadh Bank Nominee
6.	Sean William Lowther	Director	Non-Executive Director, RSA Nominee **
7.	Christopher Dooley	Director	Non Executive Director , RSA nominee **
8.	Lloyd East *	Director	Non Executive Director , RSA nominee **
9.	Khalid Allagany	Managing Director	Executive Director, RSA Nominee **

\* Appointed on 04-02-2015 G and re-elected along with the other members at the Annual general Assembly meeting held on 03-06-2015G

\*\* RSA means Royal & Sun Alliance Insurance (Middle East) B.S.C ( c )

All the above changes have been notified to the regulators as required under regulation

Name(s) of Joint Stock Company(s) in which Members of the Company's Board of Directors act as a Member of the Board of Directors.

Name of Director	Board positions held in other Joint Stock Company(s)	Position	Entity Type
Ali Husein Alireza	Samba Financial Group	Board member	Saudi Listed Joint Stock Company
	Arabian Petroleum Supply Company (APSCO)	Board member	Closed Joint Stock Company
Ossama Bukhari	Ajil Financial Services Company	Vice Chairman	Closed Joint Stock Company

#### Functions

The Board is responsible for the direction and oversight of the Company on behalf of the Shareholders and is accountable to them for all aspects of the Company's business. It is the Board's responsibility to adopt strategic plans, monitor operational performance, ensure that an effective risk management strategy is in place and all applicable legislation and regulation is complied with. The Board operates the following Board Committees to assist in discharging its duties:

- the Executive Committee;
- the Investment Committee;
- the Disclosure Committee;
- the Audit Committee;
- the Risk Committee and
- the Nomination & Remuneration Committee.

The Company is committed to implementing a sound corporate governance framework through which the objectives of the Company are set and the means of attaining these objectives and monitoring performance is determined. To achieve this, the Company operates within a set of corporate governance principles which, together with the roles and responsibilities of the Board are set out in the form of a Board Governance Manual.

#### Chairman and Managing Director

The division of responsibilities between the Chairman and the Managing Director are clearly defined by the Board and are in compliance with applicable laws and regulations in the Kingdom of Saudi Arabia. The Chairman has no involvement in the day-to-day management of the Company or its business, whereas the Managing Director has direct responsibility for the management of the Company.

#### Meetings

During the financial year 2015 the Board of Directors held 4 meetings. The attendance at these meetings has been as follows:

	Date of Meeting				Remarks
	17-03-2015G	03-06-2015G	16-09-2015G	09-12-2015G	
Ali Hussein Alireza	Y	Y	Y	Y	
Dr. Mohammed Al-Blehed	Y	Y	Y	Y	
Khaled Al Hamdan	Y	Y	Y	Y	
Adel Al-Sheikh	Y	Y	Y	Y	
Osama Bukhari	Y	N	Y	Y	Represented by Adel Al-Sheikh as proxy at meeting held on 03-06-2015G
Sean William Lowther	Y	Y	Y	N	Represented by Lloyd East as proxy at meeting held on 09-12-2015G
Christopher Dooley	Y	Y	N	Y	Represented by Lloyd East as proxy at meeting held on 16-09-2015G
Khalid Allagany	Y	Y	Y	Y	

Lloyd East *	Y	Y	Y	Y	
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Y – Attended in person

N – Did not attend

NA – Was not appointed.

\* Appointed during the period

Since the inception of the Company, the Board has also put in place a process of holding telephone conference meetings, for management to present to the board members the Interim and annual financial statements for approval, in accordance with the regulatory time lines as well as the approval of the Board of Directors Report. During the year 2015, five such telephone conference meetings were held as follows;

	Date of Meeting					Remarks
	15-01-15G	18-02-15G	15-04-15G	15-07-15G	15-10-15G	
Ali Hussein Alireza	Y	Y	Y	Y	N	
Dr. Mohammed Al-Blehed	Y	Y	Y	Y	N	
Khaled Al Hamdan	Y	N	N	Y	N	
Adel Al-Sheikh	Y	N	N	Y	Y	
Osama Bukhari	Y	Y	Y	Y	N	
Sean William Lowther	Y	Y	Y	Y	Y	
Christopher Dooley	Y	Y	Y	Y	Y	
Khalid Allagany	Y	Y	Y	Y	Y	
Lloyd East *	NA	Y	Y	Y	N	Appointed on 04-02-2015G

Y – Attended in person

N – Did not attend

NA – Was not appointed.

\* Appointed during the period

### iii) Board Committees:

#### Executive Committee:

##### a. Composition

The Executive Committee shall comprise of a minimum of three and a maximum of five members. The current composition of the committee is as follows:

Name	Designation	Role in Committee
Khalid Allagany	Managing Director and Chief Executive Officer	Chairman
Fadi Aboul Hosn	Chief Financial Officer	Member
Ahmed Khalifa	Underwriting Director	Member
SR Shashidhar	Strategy & Change Director	Member

##### b. Functions

The purpose of the committee is to assist the Chief Executive Officer in the performance of his duties, including:

- the development and implementation of strategy, operational plans, policies, procedures and budgets;
- the monitoring of operating and financial performance;
- the assessment and control of risk;
- the prioritisation and allocation of resources; and
- monitoring competitive forces in each area of operation.

##### c. Meetings

The Committee met on a regular basis and held six meetings during the period from 01-01-2015 up to 31-12-2015 G. The dates of the meetings and the attendance were as follows

	Date of Meeting					
	08-02-2015G	12-04-2015G	17-06-2015G	16-08-2015G	11-10-2015G	06-12-2015G
Khalid Allagany	Y	Y	Y	Y	Y	Y
Fadi Aboul Hosn	Y	Y	Y	Y	Y	Y
Ahmed Khalifa	Y	Y	Y	Y	N	Y
SR Shashidhar	Y	Y	Y	Y	Y	Y

Y – Attended in person

N – Did not attend

## Investment Committee:

### a. Composition

The Investment Committee shall comprise of a minimum of three and a maximum of five members. The current composition of the committee is as follows:

Name Designation	Designation	Role in Committee
Khalid Allagany	Managing Director and Chief Executive Officer	Chairman
Adel Al-Sheikh	Non Executive Director, Riyadh Bank Representative	Member
Fadi Aboul Hosn	Chief Financial Officer	Member

### b. Functions

The purpose of the committee is to manage all aspects of the investment assets held by the Company subject to adherence to the terms of the Investment Directives and the Committee Dealing Limits and in line with the applicable laws of the Kingdom of Saudi Arabia.

### c. Meetings

The Committee held four meetings during the period from 01-01-2015 up to 31-12-2015 G. The dates of the meetings and the attendance were as follows

	Date of Meeting			
	17-03-2015G	03-06-2015G	16-09-2015G	09-12-2015G
Khalid Allagany	Y	Y	Y	Y
Adel Al Sheikh	Y	N	Y	Y
Fadi Aboul Hosn	Y	Y	Y	Y

## Disclosure Committee:

### a. Composition

The Disclosure Committee shall comprise of a minimum of three and a maximum of five members. The current composition of the committee is as follows:

Name Designation	Designation	Role in Committee
Khalid Allagany	Managing Director and Chief Executive Officer	Chairman
Sean William Lowther	Non Executive Director, RSA Representative*	Member
Fadi Aboul Hosn	Chief Financial Officer	Member

\* RSA means Royal & Sun Alliance Insurance (Middle East) B.S.C ( c ).

### b. Functions

The purpose of the committee is to ensure the Company's compliance with all legal and regulatory requirements relating to announcements, notifications, submissions, filings and approvals arising from its listing on the Tadawul. In line with its Terms of Reference, the committee can hold meetings through electronic means.

### c. Meetings

The committee held meetings through electronic means to review and approve the company's announcements on Tadawul website. The committee held thirty six of these meetings during the period from 01-01-2015 up to 31-12-2015 G.

All Committee members participated in all these meetings through electronic means in line with its terms of reference.

## Audit Committee:

### a. Composition

The Audit Committee shall comprise of a minimum of three and a maximum of five members. The current composition of the committee is as follows:

Name Designation	Designation	Role in Committee
Sean William Lowther	Non Executive Director, RSA Representative*	Chairman
Mohammed Quresha	Executive Vice President, Finance, Finance Division, Riyadh Bank	Member

\*RSA means Royal & Sun Alliance Insurance (Middle East) B.S.C ( c ).

### b. Functions

The purpose of the Committee is to review the risk management and compliance functions and assess the Company's processes relating to its risk, compliance and internal control systems. Furthermore, the Committee will monitor the integrity of the Company's financial statements and the effectiveness of the external audit process and internal audit functions.

### c. Meetings

The Committee held four meetings during the period from 01-01-2015 up to 31-12-2015 G. The dates of the meetings and the attendance were as follows;

	Date of Meeting			
	17-03-2015G	03-06-2015G	16-09-2015G	22-12-2015G
Sean William Lowther	Y	Y	Y	Y
Mohammed Quresha	Y	Y	Y	Y

Y – Attended in person

N – Did not attend

Since inception the Audit Committee has also put in place a process of holding telephone meetings, for management to present to the Committee members the Interim and annual financial statements, in accordance with the regulatory time lines. The Audit Committee also reviews the Board of Directors Report during these meetings and recommends the same to the Board of Directors for approval. The Company's external and internal auditors also participate in these telephone meetings providing responses to any queries that the members may rise. During the year 2015, five such telephone meetings were held as follows:

	Date of Meeting				
	14-01-2015G	17-02--2015G	14-04-2015G	14-07-2015G	14-10-2015G
Sean William Lowther	Y	Y	Y	Y	Y
Mohammed Quresha	Y	Y	Y	Y	Y

Y – Attended in person

N – Did not attend

## Risk Committee:

### a. Composition

The Risk Committee shall comprise of the following eight members

- Managing Director
- Chief Financial Officer
- Head of Regulatory Compliance
- Head of Risk
- Claims Director
- Underwriting Director
- Human Resources Director
- Head of Legal
- Head of IT & Operations

The Managing Director shall be the Chairman of the Committee. The current members are as follows

Name Designation	Designation	Role in Committee
Khalid Allagany	Managing Director and Chief executive Officer	Chairman
Fadi Aboul Hosn	Chief Financial Officer	Member
Mohamed Rochdi Yahiaoui	Head of Regulatory Compliance	Member
Ahmed Khalifa	Underwriting Director	Member
Mohammad Al Fardous	Human Resources Director	Member
Stefan Schrey *	Claims Director	Member
Mirza Ansar Baig	I T & Operations Director	Member

\* Joined the Company on 15-02-2015 G

### b. Function

The Committee has the responsibility to oversee the Company's risk management arrangements ensuring the risk appetite is appropriate and adhered to and that key risks are identified and managed.

### c. Meetings

The Committee held four meetings during the period from 01-01-2015 up to 31-12-2015 G. The dates of the meetings and the attendance were as follows;

	Date of Meeting			
	27-04-2015	19-08-2015	18-11-2015	14-12-2015
Khalid Allagany	Y	Y	Y	Y
Fadi Aboul Hosn	Y	Y	Y	Y
Mohamed Rochdi Yahiaoui	Y	Y	Y	Y
Ahmed Khalifa	N	Y	Y	Y

Mohammad Al Fardous	Y	Y	Y	Y
Stefan Schrey	N	Y	Y	Y
Mirza Baig	Y	Y	Y	Y

## Nomination and Remuneration Committee:

### a. Composition

The Nomination and Remuneration Committee shall comprise of a minimum of three and a maximum of five members. The current composition of the Committee is as follows:

Name Designation	Designation	Role in Committee
Lloyd East	Non Executive Director, RSA Representative *	Chairman
Dr. Mohammed Al-Blehed	Independent Director	Member
Adel Al-Sheikh	Non Executive Director, Riyadh Bank Representative	Member

\*RSA means Royal & Sun Alliance Insurance (Middle East) B.S.C ( c )

### b. Functions

The purpose of the committee is to ensure transparency in the procedures for the selection, appointment and removal of Directors. All appointments and removals are to be ratified by the General Assembly. The committee will also be responsible for establishing policies regarding the indemnity and remuneration of Directors and Senior Managers.

### c. Meetings

The committee held three meetings during the period from 01-01-2015 up to 31-12-2015 G. The dates of the meetings and the attendance were as follows;

	Date of Meeting		
	17-03-2015G	16-09-2015G	09-12-2015G
Lloyd East	Y	Y	Y
Dr. Mohammed Al-Blehed	Y	Y	Y
Adel Al-Sheikh	Y	Y	Y

## iv) Compensation paid to Board members and Senior Executives

The remuneration payable to the Chairman and the Directors of the Company, including the fees for attendance at Board and Committee meetings, is defined in the By-Laws of the Company. Accruals have been made in the Financial Statements in accordance with these provisions, after considering the waiver by the non-independent members of the Board of their rights to remuneration as explained below.

The details of remuneration payable to the Chairman and the Independent Directors for the period from 01-01-2015 up to 31-12-2015 G for which provisions has been made in the financial statements are as follows:

SR

Board Members	2015			2014	
	Annual Remuneration	Board Meetings Attendance	Board Committees Attendance	Total SR	Total SR.
Ali Husein Alireza (Chairman)	180,000	12,000	Nil	192,000	192,000
Dr. Mohammed Al-Blehed (Director)	120,000	12,000	4,500	136,500	133,500
Khalid Al Hamdan (Director)	120,000	12,000	Nil	132,000	132,000

Apart from the above amount of SR 4,500 which was paid to Dr. Mohammed Al-Blehed for attendance at the Nomination & Remuneration Committee Meeting, no other remuneration was paid to any of the other members of any of the Committees.

The Non-Independent Directors on the Board (i.e. the nominees of Riyadh Bank and Royal & Sun Alliance Insurance (Middle East) B.S.C(c) have waived their rights to remuneration and fees for the attendance of Board and Committee meetings.

Compensation and remuneration paid to the top five executives (including the Chief Executive Officer and the Chief Financial Officer who are within the top five) during the period was SR 6,244,611 as follows:

Particulars of Compensation		Amount (SR)	
		2015	2014
i)	Salaries and Compensation	3,926,754	3,778,586
ii)	Allowances	1,118,505	1,070,664
iii)	Periodical and annual bonuses	704,344	722,125
iv)	Other compensation or benefits paid on a monthly or annual basis	495,008	862,461
	Total	<b>6,244,611</b>	<b>6,433,836</b>

## v) Confirmation

During the period of the report, the Company paid a penalty of SR 20,000 to the CMA for its failure to inform the CMA and the public in a timely manner about its request to SAMA to increase its Share Capital from SR 200 Million to SR 400 Million by way of issue of rights shares of SR 200 Million. Apart from this the Company has not been exposed to any punishment or penalty or preventive restriction imposed by the CMA, SAMA or any other supervisory or regulatory or judiciary body.

## vi) Results of the Annual Review of the Internal Control Systems of the Company

The Board of Directors have formed an Audit Committee and a Risk Committee to support the Board in the discharge of its responsibilities in respect of supervising the Company's financial reporting processes, evaluating the adequacy and effectiveness of the Company's audit arrangements and overseeing the Company's risk management activities in ensuring that the risk appetite is appropriate and that key risks are identified and managed.

The Audit Committee has conducted an overall review of the Company's system of internal controls during 2015 using a risk based approach to ensure the scope and quality of management's ongoing monitoring of risks and no significant issues were identified.

The internal and external auditors and the Company's Compliance function have also conducted a number of reviews during 2015, which provide assurance on the Company's ability to meet its strategic objectives. The results of these reviews have been considered by the Audit Committee in building an opinion on the effectiveness of the internal control systems of the company. The Committee has also satisfied itself with respect to the actions taken by the management to address the observations and recommendations arising from the reviews. Based on the above, the Audit Committee has concluded that there were no control weaknesses which can be considered as significant which might result in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or conditions.

All the issues arising from the review have been reported to the Board of Directors with recommendations on actions to be implemented by the management of the Company.

During the period from 01-01-2015 to 31-12-2015 G the Audit Committee held four meetings in addition to the five telephone meetings for the approval of the financial statements and the Board of Directors report. During these meetings the Committee amongst other activities:

- reviewed the internal and external audit arrangements and ensured their independence.
- reviewed and approved the internal audit plans as well as the adequacy of internal audit resources to execute the plans
- assessed the effectiveness of the internal audit function and reviewed the findings reported within the audit reports and the management actions to address them
- ensured that the external auditors had access to all information and explanations required by them for carrying out their audit and expressing their audit opinion
- reviewed and approved the interim and final financial statements as well as the Board of Directors report and made recommendations to the Board for their approval and publication
- reviewed and approved the risk appetite as well as the risk profile of the Company
- evaluated the activities of the risk and compliance department in developing and implementing mitigating actions and managing the risks identified.
- assessed the arrangements in place to achieve compliance with applicable regulations.

## vii) Profiles of Management Team

### Khalid Allagany

Age: 48

Nationality: Saudi

Position: Managing Director and Chief Executive Officer (CEO)

#### Qualification:

- Bachelor of Business Administration in Risk Management from University of ALMEDA, USA, 2002.

#### Professional Experience:

- Managing Director and CEO of Al Alamiya, since 2012 to present
- Deputy CEO of Al Alamiya for Cooperative Insurance Company, a public joint stock company in the KSA operating in the insurance sector, from 2012 to end of 2012
- Managing Director of Qeema Investments, KSA, a limited liability company in the UAE operating in the investment sector, from 2011 to 2012
- Chief Executive Officer of Al-Ahli Takaful Company, a public joint stock company in the KSA operating in the insurance sector, from 2007 to 2011
- Insurance Business Group Head of the National Commercial Bank, a closed joint stock company in the KSA operating in the banking sector, from 2004 to 2007

- Head of Insurance & Bancassurance of Saudi Hollandi Bank, a public joint stock company in the KSA operating in the banking sector, from 2001 to 2004
- Head of Insurance of Banque Saudi Fransi, a public joint stock company in the KSA operating in the banking sector, from 1995 to 2001
- Underwriting Officer of The National Company for Cooperative Insurance, a public joint stock company in the KSA operating in the insurance sector, from 1993 to 1995

## Fadi Aboul Hosn

Age: 45

Nationality: Canadian

Position: Chief Financial Officer (CFO)

### Qualifications:

- Master of Business Administration (MBA) with concentration in Finance and strategic management from the Strathclyde Graduate School of Business, the University of Strathclyde, UK, 2003.
- Bachelor of Science in Business Administration with an option in Accounting, California State University, USA, 1994.
- Award in Financial Planning from the Chartered Insurance Institute (CII), UK, 2009.

### Professional Experience:

- Member of the Finance sub-committee of the Saudi Arabia Insurance Industry Executive Committee (IEC), since 2013 to date.
- CFO of Al Alamiya, since 2013 to present.
- Director of Finance and Administration at Wehbe Insurance Services, an Emirati limited liability company operating in the insurance sector, from 2004 to 2012.
- Group Financial Controller at GET Group\Global Information Technology, a limited liability company operating in the IT and the Secured Documents sector, from 1999 to 2004.
- Business and IT Consultant at High Tech Computer Associates, a partnership operating in the IT Service sector in the USA, from 1996 to 1999.
- Accounting and Finance Manager at Royal Fortune Inc., a public partnership operating in the trading sector in the USA, from 1990 to 1996.

## Mohammed Abdulrahman Al Fardous

Age: 55

Nationality: Saudi

Position: Human Resources Director

### Qualification:

- Master Degree in Human Resources Management from Ashtron University, USA, 2013
- Bachelor of Business Administration of Human Resources Management from Western Valley Central University, USA, 2009
- Certified in Human Resources Management by the International Academy of Financial Management, UAE, 2011.
- English Diploma From the Defense Language Centre , USA, 1977

### Professional Experience:

- Human Resources Director of Al Alamiya, since 2013 to present.
- HR and Admin Director at Al-Ahlia for Cooperative Insurance, a Saudi joint stock company in operating in the insurance sector, from 2008 to 2013.
- Human Resources and Admin Director at Otaishan Consultant, a limited liability company operating in the engineering consulting sector in the KSA, from 2006 to 2008.
- Group Personal Manager at Al Issa Group (GM), a limited liability in the KSA, 2005 to 2006.
- Human resources and Admin Director at Advance Telecom Company, a limited liability company in the KSA, from 2002 to 2005.
- Group Manager Administration at L'azurde Group, a closed joint stock company operating in the gemstone industries in the KSA, from 2000 to 2002.
- Human Resources Manager at AL-Kholi Group of Companies, a limited liability company working in the investment sector in the KSA, from 1998 to 2000.
- Personal Admin. Manager at King Khalid Eye Specialist Hospital in the KSA, from 1988 to 1998.

## Ahmed Khalifa Hassan

Age: 43

Nationality: Egyptian

Position: Technical Director

### Qualification:

- Bachelor of Commerce from Cairo University, Egypt, 1993

### Professional Experience:

- Technical Director of Al Alamiya, from 2012 to present
- Technical Manager of Allianz Insurance Company, a joint stock company working in the insurance sector in Egypt, from Jan 2012 to the July 2012
- Assistant General Manager (Non Marine Lines) at Arab Orient Insurance Company, a limited liability company operating in the insurance sector in UAE, from 2011 to the end of 2011
- Vice President, Technical at Ahlia Cooperative Insurance, a public joint stock company in the KSA operating in the insurance sector, from 2009 to 2011

- Assistant Vice president at Marsh, a limited liability company working in the insurance sector in Egypt, from 2006 to 2009
- Energy Profit Centre Manager at AIG Insurance Company, a joint stock company operating in the insurance sector in Egypt, from 2004 to 2006
- Engineering and Casualty Senior Underwriter at MISR Insurance Company, a state owned company operating in insurance in Egypt, from 1995 to 2004

## Stefan Schrey

Age: 37

Nationality: Austrian

Position: Claims Director

### Qualification:

- Master Degree in Economics & Computer Science, from Vienna University of Technology in 2003

### Professional Experience:

- Claims Director of Al Alamiya, since 2015 to present.
- Chief Claims Officer Middle East, Zurich Insurance, a joint stock company working in the insurance sector in Dubai from 2011 till 2015
- European Head of Claims Recovery, Zurich Insurance, a joint stock company working in the insurance sector in Dublin, from 2010 to 2011
- Strategic Assistant to the Global Chief Claims Officer, Zurich Insurance, a joint stock company working in the insurance sector in Zurich from 2009 till 2010
- Integration Leader, Zurich Insurance, a joint stock company working in the insurance sector in Vienna from 2008 till 2009
- Head of Claims Customer Care Center, Zurich Insurance, a joint stock company working in the insurance sector in Vienna from 2003 till 2008

## Mohamed Hassan Abdel Aziz

Age: 45

Nationality: Egyptian

Position: Acting Sales & Marketing Director

### Qualification:

- Diploma in Insurance, (DIP.CI) from the Chartered Insurance Institute – London in 2005
- B.Sc. in Commerce Accounting Dept. from Suez Canal University, Egypt in 1991

### Professional Experience:

- Acting Sales & Marketing Director of Al Alamiya, since 2015 to present
- Head of Key Accounts, Al Alamiya, from 2013 till 2014
- Vice President, Technical, Marsh t, a limited liability company working in the insurance sector in Egypt, from 2012 till 2013
- Regional Manager, Central Region, Al Ahlia Cooperative insurance, a public joint stock company in the KSA operating in the insurance sector in KSA, from 2009 till 2012
- Underwriter /Senior Underwriter, MISR Insurance Company, a state owned company operating in insurance in Egypt , from 1995 till 2008

## S.R Shashidhar

Age: 48

Nationality: Indian

Position: Strategy and Change Director

### Qualification:

- Master of Science in Materials Science and Engineering from Washington State University, USA, 1992
- Bachelor's Degree in Technology from Indian Institute of Technology Bombay, India, 1990

### Professional Experience:

- Strategy and Change Director of Al Alamiya, since 2012 to present
- Deputy General Manager - Strategy & Change / Head - Technical Projects at Royal Sundaram Alliance Insurance Company in India, a limited liability company operating in the insurance sector in India, from 2007 to 2012
- Regional Sales Manager at Dresser-Rand India, a limited liability company operating in the gas sector in India, from 2007 to 2007
- Operations Manager at Athi River Steel Plant, a limited liability company operating in the steel sector in Kenya, from 2005 to 2006
- Sales Manager at Global Gases, a limited liability company operating in the gas sector in Kenya, from 2003 to 2005
- Business Development Manager at Gases online India, from 2000 to 2002
- Sales Manager at Praxair, a limited liability company operating in the gas sector in India, from 1997 to 2000
- Marketing Manager at Tata Refractories, a limited liability company operating in the industrial sector in India, from 1996 to 1997

## Mirza Ansar Baig

Age: 46

Nationality: Indian

Position: IT & Operations Director

### Qualification:

- Bachelor of Commerce degree from Osmania University, Hyderabad, India, in 1992.
- Certified ITIL in 1996.
- Certified Software Engineering (DISM) from Aptech Computer Education in 1995.
- Certificate in Oracle and Developer 2000 (Forms 4.5 & Report 2.5) from Software Technology Group International Ltd in 1995.
- Certificate in Database Administration from Wilshire Software Technology in 1996.

### Professional Experience:

- Mirza has over seventeen years of IT experience
- Executive IT & Operations Director of Al Alamiya, since 2012 to present
- IT Manager at Al Alamiya from 2005 to 2012
- Business System Analyst at Al Alamiya, from 1999 to 2005
- Business System Analyst at Rane Group of Companies Limited, a limited liability company operating in the consulting sector, from 1994 to 1999

## Mohammed Rochdi Yahiaoui

Age: 37

Nationality: Algerian

Position: Head of Regulatory Compliance

### Qualification:

- Bachelor of Economics degree from Blida University, Algeria, in 2002

### Professional Experience:

- Head of Regulatory Compliance of Al Alamiya, from 2012 to present
- Head of Risk & Compliance – KSA & Bahrain of RSA Group, a public joint stock company operating in the insurance sector, from 2010 to 2012
- Risk Compliance Senior Officer at Al Alamiya, 2010
- Operational Risk Unit Manager at Bank Al-Bilad, a public joint stock company in the KSA operating in the banking sector, from 2009 to 2010
- Operational Risk Manager at Arab Bank Corporation in Algeria, a closed joint stock company, from 2008 to 2009
- Compliance Section Head & Operational Risk Management Coordination Officer at Arab Bank Corporation in Algeria, a closed joint stock company, from 2007 to 2008
- Internal Control Section head in Arab Bank Corporation in Algeria, a closed joint stock company, from 2006 to 2007
- Internal Auditor at Banque de Development Local in Algeria, a closed joint stock company, from 2003 to 2006

## Akhtar Abdulghafour Abbas

Age: 36

Nationality: Pakistani

Position: Head of Audit

### Qualification:

- Bachelor of Commerce degree from University of the Punjab, Pakistan, in 1999
- Associate of the Institute of Chartered Accountants of Pakistan since 2006
- Certified Financial Services Auditor - 2013

### Professional Experience:

- Head of Audit of Al Alamiya, from 2012 to present
- Financial Controller of Service Sales Corporation (Private) Limited, a limited liability company operating in the retail sector in Pakistan, from 2010 to 2012
- Group Head – Internal Audit of IGI Financial Services, a group of public joint stock companies operating in the financial services sector in Pakistan, from 2006 to 2010
- Trainee member with Price Waterhouse Coopers (PwC), a limited liability firm operating in the field of assurance, advisory and consultancy in Pakistan, from 2002 to 2006

For and on behalf of the Board of Directors



Ali Husein Alireza  
Chairman of the Board of Directors



Khalid Allagany  
Chief Executive Officer and Managing Director