



## Al Alamiya for Cooperative Insurance Company

### Board of Directors' Report 2021G

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 31-12-2021 G.

The Saudi Insurance Market showed signs of recovery in 2021, owing to the Government's easing of movements restrictions and lockdowns. The pandemic also rendered an opportunity for the Insurance Industry to bring digitization on top of the strategy for decision-makers - as they sought new ways to do business and fast-track the pace of adopting the latest technology trends and new hybrid work environments. Accordingly, in 2021 the insurance industry was driven by customer experience, data, and technology. Customers increasingly preferred to transact digitally with contactless interaction with Insurers. Moreover, on the Regulatory front, Companies were expected to enhance their elasticity to business risks and remain compliant with growing requirements in protecting Customers and Shareholders interest.

In 2021, mergers and acquisitions emerged as the primary growth strategy for the market. In addition, Insurance Companies are finding ways to overcome disruption to pursue growth and meet customers' digital engagement demands and support new ways of working. To achieve the long-term objectives, Insurance Companies have their sights set on technology upgrades and innovation as a key focus area to pursue growth. Al-Alamiya has made significant changes by enhancing the Direct Digital channel platform and increasing engagement with the existing Aggregators to grow our Personal Motor Line of business revenue in a sustainable manner and by balancing the objectives of growth and profitability. We will continue transforming our competitive advantages through investments in digital acceleration, Artificial Intelligence, Data and our claims management expertise.

The company's Gross Written Premium increased by SR 72.47 million from SR 191.17 million in 2020 to SR 263.64 Million in 2021 and incurred a Comprehensive Loss after Zakat and Tax of SR 36.9 Million compared to a Comprehensive loss after Zakat and Tax of SR 4.0 Million in 2020. The Personal Lines business grew by 1252% to SR 114.14 million of GWP in 2021 owing to outperformance in motor online business. In Commercial Lines segment, the GWP declined by 18% to SR 149.5 million.

In Q4-2021, Al-Alamiya moved its Head Office to new premises, to reach a larger segment of the Insurance Market and be closer to the Brokers and Customers. Most importantly, the new office is compliant with the regulatory requirements for Safety and Security Framework. It is also an opportunity to modernize the IT Infrastructure to support revenue growth and future expansion.

Al Alamiya will continue focusing on IFRS 17 Implementation which will be effective from 1st Jan 2023. The company is very well positioned in its journey of preparedness for this, through its internal efforts supported by its association with the RSA and the technical expertise and support that is available in this regard.

## 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. The split of the activities between the lines of business and the major business segments is as follows:

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

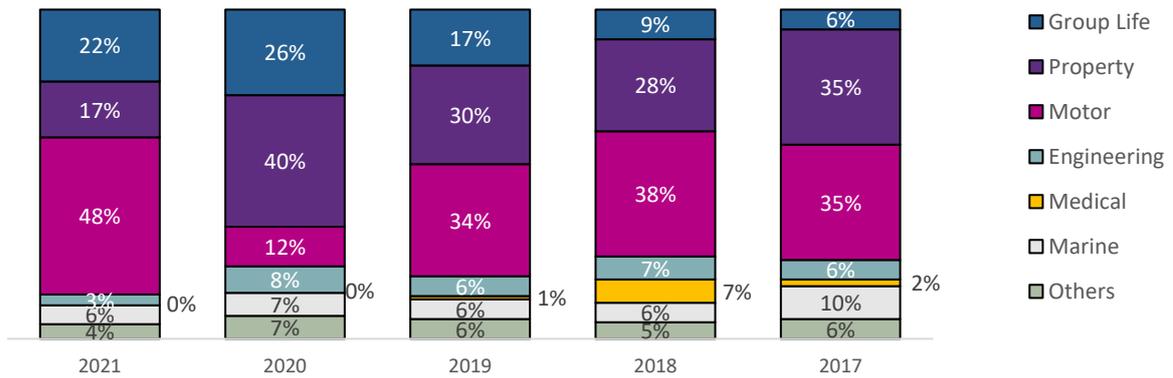
SR Million

Description	Year	Property	Motor	Engineering	Medical	Marine	Group Life	Others	Total	
Gross Premiums Written	2021G	44.93	125.82	8.63	-	14.95	57.47	11.84	263.64	
	2020G	76.18	22.16	15.16	0.16	14.09	50.46	12.96	191.17	
	2019G	65.91	74.69	13.45	2.88	11.95	38.26	12.79	219.94	
	2018G	81.88	110.37	20.47	20.62	19.07	27.20	13.92	293.53	
	2017G	91.65	91.65	17.02	4.99	26.00	16.87	15.19	263.37	
Net Premiums Written	2021G	4.64	122.56	0.98	-	3.35	14.37	3.55	149.45	
	2020G	7.11	20.92	2.07	0.16	1.86	15.68	5.79	53.59	
	2019G	1.58	72.93	1.76	1.26	2.91	15.43	6.54	102.41	
	2018G	16.39	108.58	3.30	3.62	7.28	10.57	7.68	157.42	
	2017G	27.89	89.95	0.70	2.34	10.47	5.76	9.24	146.37	
Net Premiums Earned	2021G	5.56	63.58	0.96	-	3.45	14.57	5.56	93.68	
	2020G	4.88	37.28	2.01	0.45	1.75	15.65	5.48	67.50	
	2019G	9.60	84.10	2.11	4.14	3.96	15.51	6.32	125.74	
	2018G	26.31	94.42	3.54	1.69	8.44	10.26	7.79	152.45	
	2017G	32.35	86.00	0.92	1.71	11.41	6.28	11.64	150.31	
Net Underwriting Result*	2021G	6.60	17.65	1.07	(0.27)	5.37	1.59	4.83	36.84	
	2020G	9.82	22.50	3.77	(0.32)	5.12	1.99	4.28	47.16	
	2019G	10.30	25.47	4.35	1.80	6.29	4.58	5.31	58.11	
	2018G	34.76	23.40	5.94	0.23	10.11	2.55	8.99	85.98	
	2017G	37.65	31.68	8.34	0.42	17.13	(5.42)	10.76	100.56	
Un-allocated Operating (Expenses)/Income	2021G									(68.25)
	2020G									(51.28)
	2019G									(40.83)
	2018G									(57.37)
	2017G									(55.53)
Insurance operations' Total (loss) / income for the year	2021G									(31.41)
	2020G									(4.12)
	2019G									17.28
	2018G									28.62
	2017G									45.03

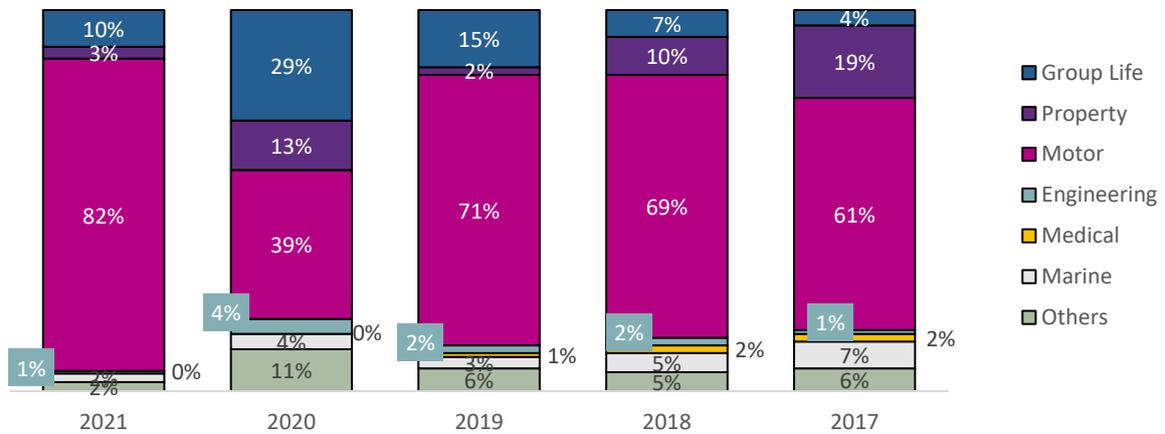
\*Net Underwriting Result excludes the unallocated Other Underwriting Expenses.

## Lines of Business

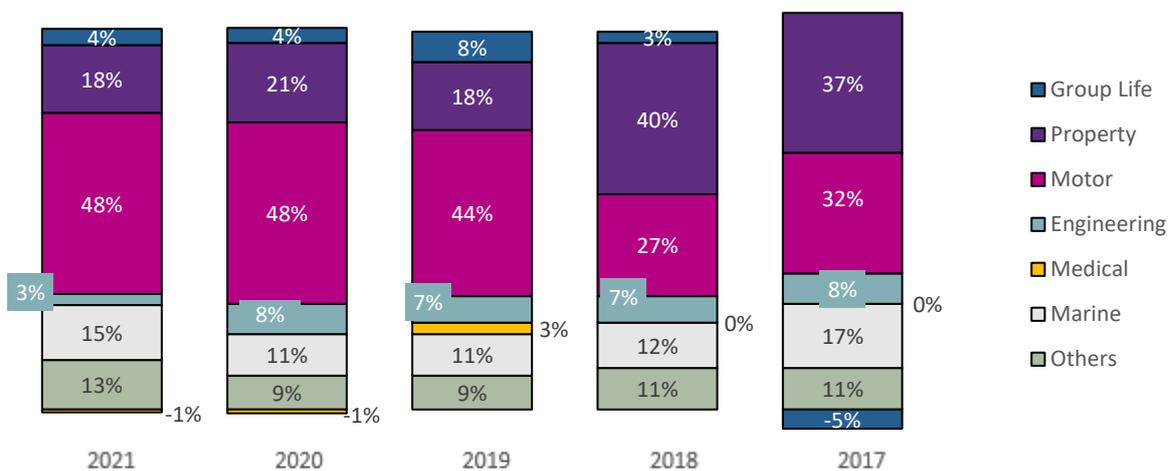
### Gross Written Premiums



### Net Written Premiums



### Net Underwriting Result\*



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

## (ii) Plans for the future

The Saudi insurance market is consistent with the global industry in pursuing a journey of regulatory and accounting change, product innovation, enhanced distribution channels, and efficiencies in conducting business. Insurers are increasingly planning to invest more in technologies such as Customer Centric Technologies, Data Security measures, Digital communications that build on the use of digital collaborations and communications tools, and e-commerce or sales platforms as a next-generation operating model with digitalized operations.

The Company is also well positioned to have the right strategic enablers in place so that the competitive advantage in an increasingly digital world is not lost. The company is pitching itself to address the insurance needs of the customers by expanding in Personal Lines through Aggregators and enhancing the Online Direct channel, by offering seamless Quote and Buy Journey and streamlining the digital services operations. The Company will continue to partner with brokers, affinity and will be focusing on Small and Micro Business through Digital platform.

The company has undertaken significant strategic change and will focus on 3 key priority areas to achieve profitable growth:

- Continuous profitable Growth in Personal Lines through digital channel and aggregators
- Expansion into SME with support from the intermediaries
- Re-building Commercial Lines for sustainable and long term growth

The Company will also maintain its efforts to effectively service and retain its key accounts. It remains a strategic priority of the company to develop the requisite skill sets of its local talent, invest in technology, and build a unified and efficient operating environment without compromising on any of the strong internal controls in the business operations.

## iii) Summary Statements of Financial Position, Comprehensive Income, and Changes in Shareholders' Equity

The Company's Statement of Financial Position as at 31-12-2021G, the Statement of Comprehensive Income for the financial year ended 31-12-2021G, and the Statement of Changes in Shareholders' Equity are shown in the tables below:

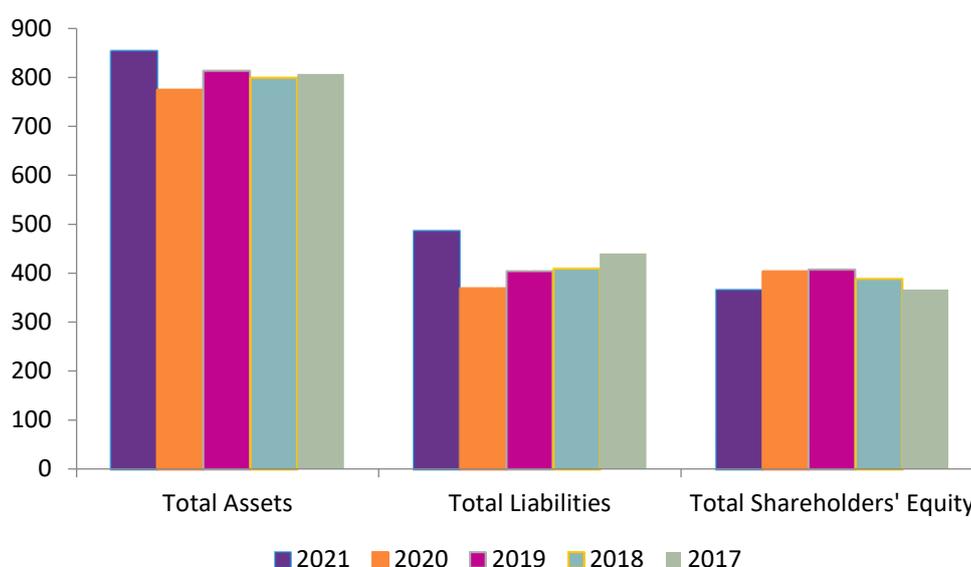
### Summary Statement of Financial Position as at 31-12-2021G

Summary Statement	SR Million				
	2021G	2020G	2019G	2018G (Restated)	2017G
Insurance Operations' Assets	453.87	374.88	422.39	416.11	403.14
Shareholders' Operations' Assets	399.85	398.20	390.01	382.37	404.13
<b>Total Assets</b>	<b>853.72</b>	<b>773.08</b>	<b>812.40</b>	<b>798.48</b>	<b>807.27</b>

Summary Statement	SR Million				
	2021G	2020G	2019G	2018G (Restated)	2017G
Insurance Operations' Liabilities	424.56	308.24	351.18	363.89	403.14
Shareholders' Operations' Liabilities	62.33	61.16	53.52	45.93	37.27
<b>Total Liabilities</b>	<b>486.89</b>	<b>369.40</b>	<b>404.69</b>	<b>409.82</b>	<b>440.41</b>
<b>Total Shareholders' Equity</b>	<b>366.83</b>	<b>403.68</b>	<b>407.71</b>	<b>388.66</b>	<b>366.86</b>

## Statement of Financial Position - Key Indicators

SR Million



## Summary Statement of Comprehensive Income - Insurance Operations for the Year Ended 31-12-2021G

SR Million

Comprehensive Income - Insurance Operations	2021G	2020G	2019G	2018G (Restated)	2017G
Gross Premiums Written	263.64	191.17	219.94	293.53	263.37
Net Premiums Written	149.45	53.59	102.41	157.42	146.37
Net Premiums Earned	93.68	67.50	125.74	152.45	150.31
Net Claims Incurred	(62.84)	(22.58)	(62.25)	(59.99)	(46.62)
Net Underwriting Income	<b>16.88</b>	<b>45.78</b>	<b>56.99</b>	<b>85.98</b>	<b>99.18</b>
General & Administrative Expenses	(56.04)	(60.79)	(50.35)	(59.95)	(57.10)
Insurance Operations' Total (Loss) / Income for the Year	<b>(31.41)</b>	<b>(4.12)</b>	<b>17.28</b>	<b>28.62</b>	<b>45.03</b>
Total Income for the Year Attributed to the Insurance Operations	-	-	<b>1.73</b>	<b>2.86</b>	<b>4.50</b>

## Summary Statement of Comprehensive Income - Shareholders' Operations for the Year Ended 31-12-2021G

SR Million

Comprehensive Income - Shareholders' Operations	2021G	2020G	2019G	2018G (Restated)	2017G
Shareholders' appropriation from insurance operations' Surplus/(Deficit)	(31.41)	(9.77)	7.45	25.75	40.53
Investment income	5.20	7.02	9.60	7.32	5.76
General & Administrative Expenses	(1.46)	(1.46)	(1.49)	(1.81)	(1.81)
Total Income before Zakat and Income Tax for the Year Attributable to Shareholders	(27.67)	1.45	23.66	31.26	44.49
Total Comprehensive (Loss)/ Income before Zakat	(29.14)	3.05	27.50	30.45	44.31
Total Comprehensive (Loss) / Income after Zakat	(36.85)	(4.03)	19.05	20.73	35.90
Basic and Diluted (Loss) / Earning per share (Saudi Riyals)	(0.88)	(0.15)	0.38	0.54	1.11

## Summary Statement of Changes in Shareholders' Equity

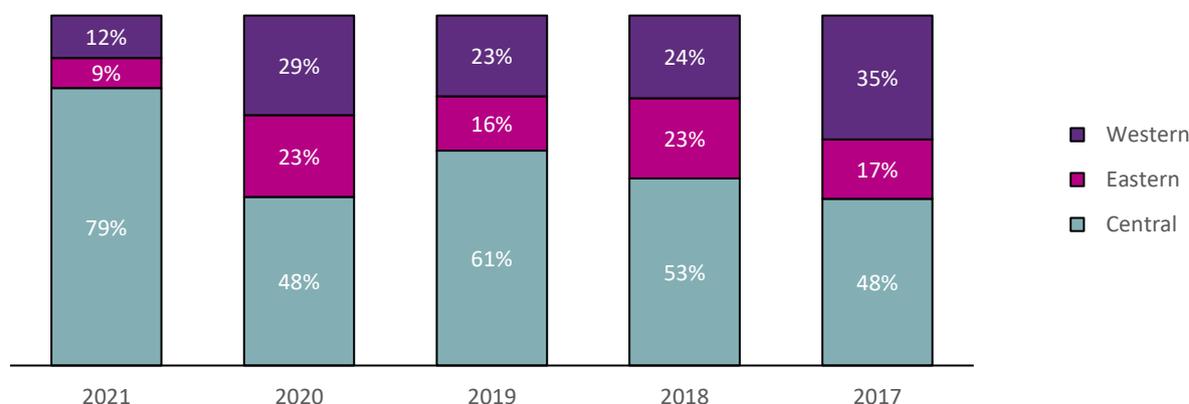
Changes in Shareholders' Equity	SR Million				
	2021G	2020G	2019G	2018G (Restated)	2017G
Share Capital	400.00	400.00	400.00	400.00	400.00
(Accumulated losses) / Retained Earnings	(35.72)	(0.34)	5.80	(9.22)	(32.27)
Fair value reserve for available for sale investments	1.83	3.77	2.17	(1.67)	(0.86)
Actuarial reserve for employee benefits	0.72	0.26	(0.26)	(0.46)	-
<b>Total</b>	<b>366.83</b>	<b>403.68</b>	<b>407.71</b>	<b>388.66</b>	<b>366.87</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 2021G are given below:

Gross Written Premiums by Region	SR Million				
	2021G	2020G	2019G	2018G	2017G
Central	208.99	92.17	134.97	156.99	125.43
Eastern	22.71	44.50	34.14	67.30	44.59
Western	31.94	54.50	50.83	69.25	93.35
<b>Total KSA</b>	<b>263.64</b>	<b>191.17</b>	<b>219.94</b>	<b>293.53</b>	<b>263.37</b>



The Company does not have any subsidiaries in any jurisdiction.

#### b) Highlights of Variances in Operating Results

The information presented in the above tables cover the most recent five reporting annual periods. The analysis below explains the differences in the operating results of the year ended 31-12-2021G and the prior year (i.e. year ended 31-12-2020G). As there has been no forecast published by the company relating to the period from 01-01-2021G to 31-12-2021G, no comparison is made between actual results and forecast.

The Company's Gross Premiums Written are SR 263.64 Million in 2021G compared to SR 191.17 Million in 2020G reflecting an increase of 37.9%. The increase is mainly driven by Motor which is 467.6% higher in 2021G while Property and Engineering portfolios have lower premium compared to 2020G. The overall increase in Gross Premiums Written has resulted in higher Net Premiums Written and higher Net Premium Earned which increased by 178.9% and 38.8% compared to 2020G.

Net Claims Incurred increased by 178.3% from SR 22.6 Million in 2020G to SR 62.8 Million in 2021G mainly due to more share of Motor business with higher claims ratio and higher claims experience in Other portfolios.

The Net Underwriting Income decreased by 63.1% from SR 45.78 Million in 2020 to SR 16.88 Million in 2021G mainly due to higher claims incurred and higher Other Underwriting Costs.

Policyholders' investment income of SR 1.10 Million in 2021G decreased by 69.4% from SR 3.58 Million in 2020G primarily due to decreased average investment yield on term deposit placed with local banks.

General and Administrative Expenses under Insurance Operations decreased by 7.7% from SR 59.71 Million in 2020 to SR 55.14 Million in 2021. Furthermore, Provision for doubtful debts is slightly improved from SR 1.1 Million in 2020G to SR 0.9 Million in 2021G.

Total Loss for the Year under Insurance Operations for 2021G is SR 31.41 Million compared to Total Loss of SR 4.12 Million in 2020G. The increase in loss for the period compared with the same period of the previous year is primarily due to higher Claims cost, lower investment income and lower other income partially offset by higher Net premiums earned and lower expenses.

Shareholders' Investment Income decreased from SR 7.02 Million in 2020G to SR 5.2 Million in 2021G mainly due to lower investment returns on term deposit.

The Total Comprehensive Loss for 2021G is SR (36.85) Million compared to the Total Comprehensive Loss of SR (4.03) Million in 2020G.

The Loss per Share in 2021G was SR (0.88) versus Loss per Share (0.15) in 2020G.

#### **(v) Basis of Reporting**

The financial statements for the year ended December 31, 2021 have been prepared in accordance with:

- International Financial Reporting Standard (IFRS) as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by Saudi Organization of Chartered and Professional Accountants (SOCPA) (collectively referred to as "IFRS as endorsed in KSA").
- The requirements of the Regulations for Companies and Company's By-laws and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

As required by Saudi Arabian Insurance Regulations, the Company maintains separate book of accounts for Insurance Operations and Shareholders' Operations. The physical custody of all assets related to the Insurance Operations and Shareholders' Operations are held by the Company. Revenues and expenses clearly attributable to either activity are recorded in the respective accounts. The basis of allocation of other revenue and expenses from joint operations is determined by the management and Board of Directors.

The statement of financial position, statement of income and statement of comprehensive income and cash flows of the insurance operations and shareholders operations which are presented in note 25 of the financial statement have been provided as supplementary financial information and to comply with the requirements of the guidelines issued by SAMA implementing regulations. SAMA implementing regulations requires the clear segregation of the assets, liabilities, income and expenses of the Insurance Operations and the Shareholders Operations. Accordingly, the statements of financial position, statements of income, comprehensive income and cash flows prepared for the insurance operations and shareholders operations as referred below in note 25 reflect only the assets, liabilities, income, expenses and comprehensive gains or losses of the respective operations.

In preparing the Company-level financial information in compliance with IFRS, the balances and transactions of the insurance operations are amalgamated and combined with those of the shareholders' operations. Interoperation balances, transactions and unrealized gains or losses, if any, are eliminated in full during amalgamation. The accounting policies adopted for the Insurance Operations and Shareholders Operations are uniform for like transactions and events in similar circumstances. Surplus from insurance operations' and actuarial reserves from employee benefits are shown separately as Accumulated Surplus in the statement of financial position and as Actuarial reserve for employee benefits in the statement of equity.

The Company is required to distribute 10% of the net surplus from insurance operations to policyholders and the remaining 90% is to be allocated to the shareholders of the Company in accordance with the Insurance Law and Implementation Regulations issued by SAMA. Any deficit arising on insurance operations is transferred to the shareholders' operations in full.

The Company's statement of financial position is not presented using a current/non-current classification. However, the following balances would generally be classified as current: bank balances and cash, term deposits, premiums and reinsurers' receivable, net, reinsurance share of unearned premiums, reinsurance share of outstanding claims, reinsurance share of IBNR, due from related party, deferred policy acquisition costs, and prepaid expenses and other assets. The following

balances would generally be classified as non-current property and equipment and intangible assets, deferred tax assets, statutory deposit, accrued commission income on statutory deposit and available for sale investments in insurance operations

The basis of presentation of the financial statements and the significant accounting policies are explained in greater detail under Notes 2 and 3 of the Notes to the Financial Statements for the year ended December 31, 2021G.

#### **(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, not does it give any assurance as to the amount which will be paid in any given year.

In accordance with Article 44 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 45 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. For this purpose, the company has adopted the concept of three lines of defense involving all levels in the organization in the management of the risks as follows:

- 1<sup>st</sup> line of defense: this involves all the business units who are directly responsible for the management of the risks the company faces. They are required to implement the necessary controls and the 1<sup>st</sup> line assurance processes (which include reporting and reviews);
- 2<sup>nd</sup> line of defense: this includes the control functions which are Risk Management and Compliance. Risk Management is responsible to ensure that the controls and assurances processes around all types of risks are being effectively implemented by the 1<sup>st</sup> line of defense. This is done through specific reporting on the various types of risks. Compliance function is responsible for the management and oversight of the regulatory risk through the development of a dedicated annual strategy and program for the purpose. The compliance function is fully independent from the management and reports to the Audit Committee of the company.
- 3<sup>rd</sup> line of defense: this line is managed by the Internal Audit Department which provides independent assurance over the effectiveness of the control system to the Audit Committee of the company.

The company has also set up a Risk Committee reporting to the Board of Directors and chaired by a non-executive Board Member. The Committee is responsible for the oversight of all the risk management arrangements of the company. All risks faced by the company are discussed within this forum and actions are defined and agreed on how to mitigate those.

The 2<sup>nd</sup> line and 3<sup>rd</sup> line of defense present their reports to the Audit Committee on a quarterly basis.

The company has also developed:

- 1- A Risk Appetite approved by the Board of Directors which sets risk indicators and limits against all the risks and compliance with this is reported on a quarterly basis to the Risk and Audit Committees.
- 2- A set of policies that have been implemented across the business and meant to manage the risks throughout the organization.
- 3- A delegated authorities framework which aims to clearly define the financial, operational and technical approval processes and limits.

### **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.

#### **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 Risk & 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 applicable 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.

#### **E) 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.

#### **F) Reputational risk:**

The company has put in place measures to proactively manage the reputational risk with key focus on serving customers and brokers well.

## 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:

<b>Royal &amp; Sun Alliance Insurance (Middle East) BSC (c)</b>	<b>50.07%</b>
<b>Riyad Bank</b>	<b>19.92%</b>

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.

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.

## 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 01-01-2021G to 31-12-2021G 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., by entering into reinsurance treaties which started on 01-01-2021G and ended 31-12-2021G. Based on these reinsurance contracts, the company has ceded SR 26.71 Million representing Reinsurance premiums and earned Reinsurance commission income of SR 10.37 Million.

#### - Technical Services Agreement

The Company has entered into a Technical Services Agreement with the RSA Insurance Group Plc which has been approved by SAMA and renewed on 21/09/2014G. Through this agreement, RSA Insurance Group Plc provides technical services to the Company. During the period from 01-01-2021G to 31-12-2021G, the company incurred a charge of SR 6.63m 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 represent Royal & Sun Alliance Insurance (Middle East) B.S.C (c) on the Board of Directors of the company:

- Christopher Philip Dooley
- Khalid Jaafar Mostafa Allagany (Membership Expired on 15-11-2021G)
- Martin Rueegg
- Jonathan Cope
- Paul Grigg (Appointed on 16-11-2021G)

## Transactions with Riyadh Bank and its Subsidiaries

### Transactions with Riyadh Bank

#### - Insurance contracts

During the period 01-01-2021G to 31-12-2021G the Company entered into annual Insurance Contracts on market terms with one of its shareholders, Riyadh Bank with a total amount of SR 53.9 Million representing Gross Written Premiums, details of which are as follows:

SR			
Description of Contract	Line of Business	Date of Contract	Gross Written Premiums
Insurance	General Accident (Group Life)	A number of insurance policies issued from 01-05-2021G to 31-12-2021G as per insurance policy renewed on 01/05/2021G for a period of one year and expiring on 30-04-2022G.	<b>38,708,343</b>
Insurance	General Accident (Bankers Blanket Bond)	Annual Policy renewed on 07-07-2021G for a period of one year.	<b>7,400,431</b>
Insurance	Property	A number of insurance policies issued from 01-05-2021G to 31-12-2021G as per insurance policy renewed on 01/05/2021G for a period of one year and expiring on 30-04-2022G.	<b>6,641,484</b>
Insurance	Marine	A number of insurance policies issued from 01-01-2021G to 31-12-2021G	<b>1,150,491</b>
<b>Total</b>			<b>53,900,749</b>

### Transactions with the subsidiaries of Riyadh Bank

#### - Insurance contracts through Riyadh Company for Insurance Agency

The Company has entered into an agency agreement with Riyadh Company for Insurance Agency (a subsidiary of Riyadh Bank) on 29/07/2013G to market and sell the company's insurance products. A total gross written premium of SR 66 Million has been realized through this channel during the period 01-01-2021G to 31-12-2021G and SR 1.79 Million 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 Earned by Agency
Insurance	General Accident (Group Life)	A number of insurance policies issued from 01-01-2021G to 30-04-2021G as per insurance policy renewed on 01-05-2021 for a period of one year and expired on 30-04-2022G.	Riyad Bank mortgage scheme	<b>17,799,331</b>	<b>1,433,379</b>
Insurance	Property	A number of insurance policies issued from 01-01-2021 to 30-04-2021G as per insurance policy renewed on 01-05-2021G for a	Riyad Bank mortgage scheme	<b>100,530</b>	<b>8,388</b>

		period of one year and expired on 30-04-2022G.			
<b>Insurance</b>	Marine	The agency contract has been signed on 29-07-2013G. A number of insurance policies issued from 01-01-2021G to 31-12-2021G	Customers of Riyad Company for Insurance Agency		
				<b>1,252,820</b>	<b>187,255</b>
<b>Total</b>				<b>19,152,681</b>	<b>1,629,022</b>

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:

- Khalid Mohammed Ali Hariry (Membership Expiry on 15-11-2021G)
- Abdulaziz Yousef Bin Yousef
- Amal Abdullah Alluwaymi (Appointed on 16-11-2021G)

### 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
<b>Khalid Jaafar Mostafa Allagany*</b>	Managing Director and CEO	N/A	Motor	20- Jan-2021G to 19-Jan-2022G	<b>8,630</b>
<b>Khalid Jaafar Mostafa Allagany*</b>	Managing Director and CEO	N/A	Motor	20- Jan-2022G to 19-Jan-2023G	<b>11,286</b>
<b>Fadi Aboul Hosn**</b>	Chief Financial Officer	N/A	Motor	09- July-2021G to 08-July-2022G	<b>1,500</b>

\*Board Membership Expired on 15-11-2021G

\*\*Resigned on 31-12-2021G

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 31-12-2021G, except for the following:

SR

Description	31-12-2021G	31-12-2020G
GOSI for the month of December 2021*	211,338	198,673
SAMA Supervision Fees payable for Q4 2021 **	297,094	268,605
Department of Zakat & Income Tax – Withholding Tax ***	788,115	682,505
Department of Zakat & Income Tax – VAT ***	1,022,425	666,176
Zakat & Income Tax (Provision)****	7,714,000	7,593,797
<b>Total</b>	<b>10,032,972</b>	<b>9,409,756</b>

\* GOSI payable is part of the other accrued expenses in Note 13 to the financial statements

\*\* SAMA supervision fees are part of Accrued supervision fees in Note 13 of the financial statements.

\*\*\*Withholding tax and VAT payable is included in the Accrued Withholding Tax amount and value added tax payable in Note 13 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 2021 and 2020 standalone liability recorded in the financial statements of the Company (Please refer to note 15) to the financial statements). The total provision in respect of Zakat and Income tax is for a total amount of SR 53,813 thousand at the end of 2021 and SR 50,916 thousand at the end of 2020 (Please refer to note 15 to the financial statements)

ii) Statement of Payments made to Government Authorities during the period from 01-01-2021G to 31-12-2021G

SR

Description	2021G	2020G
Department of Zakat & Income Tax (zakat and corporate tax)	4,783,770	953,796
Department of Zakat & Income Tax (VAT and withholding tax)	41,554,933	18,750,212
GOSI	2,425,234	2,757,133
Ministry of Interior, Labor Office, Chamber of Commerce, Municipality, SAGIA	211,613	359,826
SAMA Supervision Fees quarterly payments	1,281,112	920,482
CMA payments – Fines	-	-
CCHI License Renewal payments	50,000	150,000
CCHI Supervision Fees payments	1,620	-
<b>Total</b>	<b>50,308,282</b>	<b>23,891,449</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

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

## G. EXTERNAL AUDITORS' REPORT

The external auditors have issued an unqualified opinion and their report did not contain any reservation on the financial statements. In their audit report they stated that, in their opinion, the financial statements taken as a whole:

- Present fairly, in all material respects, the financial position of the Company as at 31 December 2021G, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Certified Public Accountants (SOCPA) (collectively referred to as "IFRS as endorsed in KSA").
- The auditors' have performed their audit in accordance with the International Standards on Auditing (ISAs) that are endorsed in the Kingdom of Saudi Arabia. Their responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of the report.
- They are independent of the Company in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our audit of the Company's financial statements, and they have fulfilled their other ethical responsibilities in accordance with these requirements. Auditors' believe that the audit evidence they have obtained is sufficient and appropriate to provide a basis for their opinion.

- The key Audit Matter which was of most significance to their audit of the financial statements was The Valuation of Ultimate Claim Liability Arising from Insurance Contract due to significance of the amount involved and the exercise of significant judgment by management in the process for determination of outstanding claims.

Refer to the “Independent Auditors’ Report” section reflected in the Financial Statements and Independent Auditors’ Report for the Year Ended on 31-12-2021G for more details.

## H. CONTINUATION OF EXTERNAL AUDITORS

The Board has accepted the recommendations of the Audit Committee relating to the appointment, and determination of the remuneration of the external auditors.

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

The Board through the Board Audit Committee shall consider the appointment of external auditors for 2021 and make recommendations to the Shareholders for consideration at the Annual General Assembly Meeting.

## I. CORPORATE GOVERNANCE

### i) Compliance with Rules and Regulations

#### a. Compliance with the Corporate Governance Regulations Issued by the CMA

The Company complies with the CMA's Corporate Governance Regulations with the exception of the provisions listed below:

Article	Sub-Article	Paragraph	Reason for not compliant
38	-	The Board must specify the conditions that the secretary must meet, provided that they include at least one of the following: 1) he/she holds a bachelor's degree in law, finance, accounting or administration or their equivalent, and has relevant practical experience of not less than three years; or 2) he/she has relevant practical experience of not less than five years.	The board secretary has extensive experience and knowledge spanning 17 years, in the insurance sector. He has a certification in Insurance – compliance, corporate governance, disclosure, AML etc. Also, He has been handling the corporate governance, compliance, and legal matters of the company since 2014. Additionally, this article is a Guiding Article.
39	-	Training and preparation of the Board members and the Executive Management	Guiding Article
41	-	The Board shall develop, based on the proposal of the nomination committee, the necessary mechanisms to annually assess the performance of the Board, its members and committees and the Executive Management	Guiding Article
85	-	Employee Incentives	Guiding Article
87	-	Social Responsibility	Guiding Article
88	-	Social Initiatives	Guiding Article
89	3	The Company's website shall include all information required to be disclosed and any details or other information that may be published through other disclosure methods;	Guiding Paragraph

Numbers of company's requests of shareholders records, dates and reasons thereof:

Number	Date	Reason
1	09/02/2021	For Company usage
2	20/05/2021	For Company usage
3	07/06/2021	General Assembly
4	13/09/2021	For Company usage
5	16/11/2021	General Assembly

## 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. The current three-year term of the board expires on 15 November 2024G.

The fourth three-year term of the board came to an end during the year at which time the following members did not offer themselves for reappointment in the fourth term of the board.

- Tariq Zaid Abdullah Alkhayyal (Independent)
- Khalid Mohammed Ali Hariry (Riyad Bank representative)
- Khalid Jaafar Mostafa Allagany (Managing Director)

An Ordinary General Assembly meeting was held on 16-11-2021G at which the remaining six members were appointed for the fifth three-year term commencing 16-11-2021G along with the following new members.

- Dr. Tariq Abdullah AlNaeem (Independent)
- Amal Abdullah Alluwaymi (Riyad Bank representative)
- Paul Grigg (RSA representative)

At the same Ordinary General Assembly meeting the shareholders approved the following appointments to the Audit Committee for its three-year term to synchronise with the new term of the board.

- Dr. Saleh Al Shinifi (Chairman)
- Ayman Al Ghamdi (Independent Member)
- Dr. Ahmed Mohammed Al Salman (Independent Member)

SAMA approvals for Board Chairman, The Vice Chairman, and The Board Committees was received on 10<sup>th</sup> Jan 2022.

The position of membership of the Board, following the above change is as follows:

	Name of Director	Position	Classification
1.	Abdulaziz Abdulmohsin Bin Hasan	Chairman	Independent Director
2.	Dr. Tariq Abdullah AlNaeem	Vice Chairman	Independent Director
3.	Dr. Saleh Hamad Saleh AlShinifi	Director	Independent Director
4.	Abdulaziz Yousef Bin Yousef	Director	Non-Executive Director, Riyad Bank Nominee
5.	Amal Abdullah Alluwaymi	Director	Non-Executive Director, Riyad Bank Nominee
6.	Martin Rueegg	Director	Non-Executive Director, RSA Nominee **
7.	Christopher Philip Dooley	Director	Non-Executive Director, RSA Nominee **
8.	Jonathan Cope	Director	Non-Executive Director, RSA Nominee **
9.	Paul Grigg	Director	Non-Executive Director, RSA Nominee **

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

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 or other positions held in other Company(s) inside or outside KSA	Position	Entity Type / Domicile
Abdulaziz Abdulmohsin Bin Hasan	Al Faisaliah Group	Member of the Board of Directors	Conglomerate
	Saudi France Capital	Member of the Board of Directors	Capital Markets
	Arab National Bank	Member of the Audit Committee	Banking
Tariq Zaid Abdullah Alkhayyal#	Diyar Alkhayyal Real Estate Development Co	Board Member and MD	Real Estate Development
Dr. Tariq Abdullah AlNaeem*	Bayan Credit Bureau	Vice Chairman and a member of Remuneration and Nomination Committee	Closed Joint Stock Company
	Securities Depository Center Company ("Edaa")	Vice Chairman and Chairman of Risk Committee	Closed Joint Stock Company
Dr. Saleh Hamad Saleh Al Shinifi	SAFAH Foundation	Secretary General & Member Board of Directors	Welfare Foundation
	ALTayar group	Member, Audit Committee	Listed Company
	Al Darah Medical	Member Board of Directors, Chairman of Audit Committee	Saudi Listed Joint Stock Company, KSA
Khalid Mohammed Ali Hariry#	Riyad Company for Insurance Agency	Board member	Limited Liability Company owned by Riyad Bank
	Riyad Bank	Senior Vice President Mgr., Enterprise PMO Dept	Saudi Listed Joint Stock Company, KSA
Abdulaziz Yousef Bin Yousef	Riyad Bank	Mgr., Retail Business Development Dept.	Saudi Listed Joint Stock Company, KSA
	Fay United Real-estate Co.	Chairman	Limited Liability
Amal Abdullah Alluwaymi*	Riyad Bank	Vice President, Team Leader Institutional Corporate Banking	Saudi Listed Joint Stock Company, KSA
Martin Rueegg	Royal & Sun Alliance Insurance (Middle East) BSC (c)	Managing Director and member of Nomination & Remuneration Committee	Closed Joint Stock Company, Bahrain
	AL Ahlia Insurance Co SAOG, Oman	Board Member and member of Audit & Risk Committee and Nomination Remuneration & Investment Committee	Public Listed Company in Sultanate of Oman
Christopher Philip Dooley	Royal & Sun Alliance Insurance (Middle East) BSC (c)	Non Executive Director and member of Nomination & Remuneration Committee	Closed Joint Stock Company, Bahrain
	Al Ahlia Insurance CO, SAOG	Non Executive member of the Board and Chair of the Nomination, Remuneration & Investment Committee.	Listed Joint Stock Company, Oman
	Execme Ltd	Founding Director & Executive Coach	Private Limited Co, UK
Jonathan Cope	RSA Insurance Group, UK	Head of Legal, UK & International	Plc Company, UK
	Al Ahlia Insurance CO, SAOG	Deputy Chairman of the Board and member of Nomination Remuneration & Investment Committee	Listed Joint Stock Company, Oman
	Royal & Sun Alliance Property Services Limited	Director	UK Private Limited Company. (Part of RSA Group)

	Royal Insurance (UK) Limited	Director	UK Private Limited Company. (Part of RSA Group)
	RSA Accident Repairs Limited	Director	UK Private Limited Company. (Part of RSA Group)
Khalid Jaafar Mostafa Allagany#	Al Alamiya For Cooperative Insurance co	Chief Executive Officer	Saudi Listed Joint Stock Company, KSA
Paul Grigg*	RSA Insurance Group, UK	Enterprise Risk Management and Operational Risk Director	Plc Company, UK

# Board Membership Expiry on 15-11-2021G

\* Appointed on 16-11-2021G

## 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 is not involved 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 2021 the Board of Directors held 9 meetings. Given the circumstances and travel restrictions triggered by the pandemic, attendance at these meetings was enabled through electronic video conference. The attendance at these meetings has been as follows:

	Date of Meeting									Remarks
	21-01-2021G	03-03-2021G	05-05-2021G	07-06-2021G	10-08-2021G	06-10-2021G	01-11-2021G	21-11-2021G	07-12-2021G	
Abdulaziz Abdulmohsin Bin Hasan	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Tariq Zaid Abdullah Alkhayyal#	Y	Y	Y	N	N	N	N	NA	NA	Membership Expired on 15-11-2021G
Dr. Saleh Hamad Saleh Al Shinifi	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Abdulaziz Yousef Bin Yousef	Y	Y	Y	Y	Y	Y	N	N	Y	
Khalid Mohammed Ali Hariry#	N	Y	N	N	N	N	N	NA	NA	Membership Expired on 15-11-2021G
Christopher Philip Dooley	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Jonathan Cope	Y	Y	Y	Y	N	Y	Y	Y	Y	
Martin Rueegg	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Khalid Jaafar Mostafa Allagany#	Y	Y	Y	Y	Y	Y	Y	NA	NA	Membership Expired on 15-11-2021G

Dr. Tariq Abdullah AlNaeem*	NA	Y	Y	Appointed on 16-11-2021G						
Amal Abdullah Alluwaymi*	NA	Y	Y	Appointed on 16-11-2021G						
Paul Grigg*	NA	Y	Y	Appointed on 16-11-2021G						

Y – Attended in person or by proxy.

N – Did not attend

NA – Had either resigned or was not appointed at that time.

### Board & Committee's Performance Assessment

The Board in conjunction with the Nomination & Remuneration Committee has put in place a two-stage process for the review of the performance of the performance of the board. In stage 1, the board secretary circulates a questionnaire to the members inviting them to provide their responses to a range of parameters covering the board's constitution, structure, activities and performance. These responses are summarized by the board secretary and presented to the Nomination & Remuneration Committee. The Chairman of the Committee then provides an update to the board on the self-assessment responses of the board members highlighting key observations as applicable. Stage-2 provides an avenue for the Chairman to have confidential one to one discussion with other members of the board as requested by a member or as considered necessary by him, which provides a two-way platform for providing feed back to the respective members on their performance and contributions and receiving suggestions and feedback from them.

The board Committees at the end of each year carry out a discussion based self-assessment, facilitated by the secretary, against their respective duties as set out in the Committee's terms of reference. The conclusions are captured in the form of a memo from the Committee Chairman and shared with the Nomination & Remuneration Committee and the board.

### iii) Shareholder Meetings

During the financial year 2021G the Company held two (2) shareholder general assembly meetings as below.

At these meeting, the Company took all the necessary steps to provide the Shareholders the opportunity to exercise their rights, raise questions or clarifications and provide suggestions or remarks to the board members. Following these meetings, the Company uploaded the minutes of the meetings as required on Tadawul and the Chairman shared with other board members any suggestions or remarks received from or made by the shareholders.

The date and attendance by board members at the meeting were as follows:

Date	Type of Meeting	Attendance by Board Members
07-06-2021G	Annual General Assembly & Extraordinary General Assembly	<ul style="list-style-type: none"> <li>• Abdulaziz Abdulmohsin Bin Hassan</li> <li>• Dr. Saleh Hamad Saleh Al Shinifi</li> <li>• Abdulaziz Yousef Bin Yousef</li> <li>• Martin Rueegg</li> <li>• Chris Philip Dooley</li> <li>• Khalid Jaafar Mostafa Allagany</li> <li>• Jonathan Cope</li> </ul>
16-11-2021G	Ordinary General Assembly	<ul style="list-style-type: none"> <li>• Abdulaziz Abdulmohsin Bin Hassan</li> <li>• Dr. Saleh Hamad Saleh Al Shinifi</li> <li>• Abdulaziz Yousef Bin Yousef</li> <li>• Martin Rueegg</li> <li>• Chris Philip Dooley</li> <li>• Khalid Jaafar Mostafa Allagany</li> <li>• Jonathan Cope</li> </ul>

### 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	Designation	Role in Committee
Khalid Jaafar Mostafa Allagany	Managing Director and Chief Executive Officer	Chairman
Fadi Aboul Hosn #	Chief Financial Officer	Member
Abdulhadi AlNasser*	Acting Chief Financial Officer	Member
Kevin Moss*	Technical Director	Member

# Resigned during the period

\* Appointed during the period

##### 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 prioritization and allocation of resources; and
- Monitoring competitive forces in each area of operation.

##### C. Meetings

The Committee held six meetings during the period from 01-01-2021G up to 31-12-2021G. The dates of the meetings and the attendance were as follows

	Date of Meeting						Remarks
	24-03-2021G	06-05-2021G	15-07-2021G	13-09-2021G	03-11-2021G	21-12-2021	
Khalid Jaafar Mostafa Allagany	Y	Y	Y	Y	Y	Y	
Fadi Aboul Hosn	Y	Y	Y	Y	Y	Y	Resigned on 31-12-2021G
Abdulhadi AlNasser	NA	NA	NA	NA	NA	Y	Appointed on 10-11-2021G
Kevin Moss	NA	NA	NA	N	N	N	Appointed on 17-05-2021G

Y – Attended in person

N – Did not attend

NA – Had either resigned or was not appointed at that time

#### 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
Abdulaziz Abdulmohsin Bin Hassan	Chairman of the Board	Chairman
Tariq Zaid Abdullah Alkhayyal #	Deputy Chairman of the Board	Member
Khalid Mohammed Ali Hariry #	Non-Executive Director, Riyad Bank Representative	Member
Dr. Tariq Abdullah AlNaeem*	Deputy Chairman of the Board	Member
Amal Abdullah Alluwaymi*	Non-Executive Director, Riyad Bank Representative	Member

# Membership Expiry during the period

\* Appointed during the period

## 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 01-01-2021G up to 31-12-2021G. The dates of the meetings and the attendance were as follows

	Date of Meeting				Remarks
	02-03-2021G	06-06-2021G	13-12-2021G	26-12-2021G	
Abdulaziz Abdulmohsin Bin Hassan	Y	Y	Y	Y	
Tariq Zaid Abdullah Alkhayyal	Y	Y	NA	NA	Membership Expiry on 15-11-2021G
Khalid Mohammed Ali Hariry	Y	Y	NA	NA	Membership Expiry on 15-11-2021G
Dr. Tariq Abdullah AlNaeem	NA	NA	Y	Y	Appointed on 10-01-2022G
Amal Abdullah Alluwaymi	NA	NA	Y	Y	Appointed on 10-01-2022G

Y – Attended in person

NA – Had either resigned or was not appointed at that time

## 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 Jaafar Mostafa Allagany	Managing Director and Chief Executive Officer	Chairman
Christopher Philip Dooley	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).

# Resigned during the period

### 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 Twenty of these meetings during the period from 01-01-2021G up to 31-12-2021G.

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
Dr. Saleh Hamad Saleh Al Shinifi	Independent Board Member	Chairman
Dr. Ahmed Mohammed Al Salman	Independent Member on the Committee	Member
Ayman Saleh Al Ghamdi	Independent Member on the Committee	Member

### B. Functions

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

### C. Meetings

The Committee held a total of ten meetings during the period from 01-01-2021G up to 31-12-2021G. The dates of the meetings and the attendance were as follows

	Date of Meeting										Remarks
	02-03-2021G	14-03-2021G	14-04-2021G	04-05-2021G	06-06-2021G	08-08-2021G	05-10-2021G	31-10-2021G	29-11-2021G	06-12-2021G	
Dr. Saleh Hamad Saleh Al Shinifi	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Ayman Saleh Al Ghamdi	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Dr. Ahmed Mohammed Al Salman	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	

Y – Attended

### Risk Committee:

#### A. Composition

The Risk Committee shall comprise of at least three (3) members and not more than five (5) members headed by a non-executive member. The current members are as follows:

Name Designation	Designation	Role in Committee
Christopher Philip Dooley	Non-Executive Director, RSA Representative**	Chairman
Khalid Jaafar Mostafa Allagany	Managing Director and Chief Executive Officer	Member
Fadi Aboul Hosn #	Chief Financial Officer	Member
Jonathan Cope #	Non-Executive Director, RSA Representative**	Member
Abdulaziz Yousef Bin Yousef	Non-Executive Director, Riyad Bank Representative	Member
Paul Grigg *	Non-Executive Director, RSA Representative**	Member

# Resigned or Membership Expiry during the period

\* Appointed during the period

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

#### B. Functions

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 01-01-2021G up to 31-12-2021G. The dates of the meetings and the attendance were as follows:

	Date of Meeting				Remarks
	02-03-2021G	07-06-2021G	30-09-2021G	07-12-2021G	
Chris Philip Dooley	Y	Y	Y	Y	
Khalid Jaafar Mostafa Allagany	Y	Y	Y	Y	
Fadi Aboul Hosn	Y	Y	Y	Y	Resigned on 31-12-2021G
Jonathan Cope	Y	Y	N	NA	Membership Expiry on 15-11-2021G
Abdulaziz Yousef Bin Yousef	Y	Y	N	Y	
Paul Grigg	NA	NA	NA	Y	Appointed on 10-01-2022G

Y – Attended

N – Did not attend

NA – Had either resigned or was not appointed at that time

## 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
Tariq Zaid Abdullah Alkhayyal #	Independent Director	Chairman
Dr. Tariq Abdullah AlNaeem *	Independent Director	Chairman
Abdulaziz Abdulmohsin Bin Hassan	Independent Director	Member
Khalid Mohammed Ali Hariry #	Non-Executive Director, Riyadh Bank Representative	Member
Martin Rueegg	Non-Executive Director, RSA Representative **	Member
Amal Abdullah Alluwaymi *	Non-Executive Director, Riyadh Bank Representative	Member

# Membership Expiry during the period

\* Appointed during the period

\*\*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 six meetings during the period from 01-01-2021G up to 31-12-2021G. The dates of the meetings and the attendance were as follows:

	Date of Meeting						Remarks
	02-03-2021G	29-03-2021G	01-06-2021G	29-06-2021G	30-06-2021G	12-12-2021G	
Tariq Zaid Abdullah Alkhayyal	Y	Y	Y	Y	Y	NA	Membership Expiry on 15-11-2021G
Dr. Tariq Abdullah AlNaeem	NA	NA	NA	NA	NA	Y	Appointed on 10-01-2022G
Abdulaziz Abdulmohsin Bin Hassan	Y	Y	Y	Y	Y	Y	
Khalid Mohammed Ali Hariry	Y	Y	Y	N	N	NA	Membership Expiry on 15-11-2021G
Martin Rueegg	Y	Y	Y	Y	Y	Y	
Amal Abdullah Alluwaymi	NA	NA	NA	NA	NA	Y	Appointed on 10-01-2022G

Y – Attended

N – Did not attend

NA – Had either resigned or was not appointed at that time

#### iv) Compensation paid to Board members, Board Committee Members and Senior Executives

##### A. Board Members

The remuneration payable to the Chairman and the Directors of the Company, including the fees for attendance at Board and Committee meetings, is in line with 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 01-01-2021G up to 31-12-2021G for which provisions has been made in the financial statements are as follows:

#### Board Remuneration

SR

	Fixed remunerations							Variable remunerations					SR			
	Specific amount	Allowance for attending Board	Total Allowance for attending committee meetings	In-kind benefits	Remuneration of the technical, management and consultative work	Remuneration of the chairman, Management Directors or Secretary, if a member	Total	Percentage of the profits	Periodic remuneration	Short-term incentive plans	Long-term incentive plans	Granted shares (insert the value)	Total	End-of-service award	Aggregate Amount	Expenses Allowance
<b>First: Independent Directors</b>																
Abdulaziz Abdulmohsin Bin Hassan	180,000	27,000	13,500	0	0	0	220,500	0	0	0	0	0	0	0	0	0
Tariq Zaid Abdullah Alkhayyal#	105,205	9,000	9,000	0	0	0	123,205	0	0	0	0	0	0	0	0	0
Dr. Saleh Hamad Saleh Al Shinifi	120,000	27,000	0	0	0	0	147,000	0	0	0	0	0	0	0	0	0
Dr. Tariq Abdullah AlNaeem *	14,795	6,000	4,500	0	0	0	25,295	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>420,000</b>	<b>69,000</b>	<b>27,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>516,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Second: Non-Executive Directors</b>																
Khalid Mohammed Ali Hariry#	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Christopher Philip Dooley**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Abdulaziz Yousef Bin Yousef**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Jonathan Cope**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Martin Rueegg**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Amal Abdullah Alluwaymi*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Paul Grigg*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

# Membership Expiry during the period

\* Appointed during the period

\*\* The Non-Independent Directors on the Board (i.e. the nominees of Riyad 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.

## Committee Members

Independent members on the Committees are paid an annual remuneration of Saudi Riyals 120,000 per annum and attendance fees of Saudi Riyals 1,500 per meeting. In the event that they are required to attend any of the Board meetings they are eligible to the Board Meeting attendance fees of Saudi Riyals 3,000 per meeting, for such attendance.

	Fixed Remuneration (Except for the allowance for attending Board meetings)	Allowance for attending Committee meetings	Total
<b>Audit Committee Members</b>			
Dr. Saleh Hamad Saleh Al Shinifi	120,000	15,000	135,000
Ayman Saleh Al Ghamdi	120,000	15,000	135,000
Dr. Ahmed Mohammed Salman	120,000	15,000	135,000
<b>Total</b>	<b>360,000</b>	<b>45,000</b>	<b>405,000</b>
<b>Remuneration &amp; Nomination Committee Members</b>			
Tariq Zaid Abdullah Alkhayyal#	0	6,000	6,000
Dr. Tariq Abdullah AlNaeem*	0	1,500	1,500
Abdulaziz Abdulmohsin Bin Hassan	0	7,500	7,500
Khalid Mohammed Ali Hariry#	0	0	0
Martin Rueegg**	0	0	0
Amal Abdullah Alluwaymi*	0	0	0
<b>Total</b>	<b>0</b>	<b>15,000</b>	<b>15,000</b>
<b>Risk Committee Members</b>			
Christopher Philip Dooley**	0	0	0
Khalid Jaafar Mostafa Allagany**	0	0	0
Jonathan Cope#	0	0	0
Fadi Aboul Hosn#	0	0	0
Abdulaziz Yousef Bin Yousef**	0	0	0
Paul Grigg*	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Executive Committee</b>			
Khalid Jaafar Mostafa Allagany**	0	0	0
Fadi Aboul Hosn#	0	0	0
Abdulhadi AlNasser*	0	0	0
Kevin Moss*	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Investment Committee:</b>			
Abdulaziz Abdulmohsin Bin Hassan	0	6,000	6,000
Tariq Zaid Abdullah Alkhayyal#	0	3,000	3,000
Khalid Mohammed Ali Hariry#	0	0	0
Dr. Tariq Abdullah AlNaeem*	0	3,000	3,000
Amal Abdullah Alluwaymi*	0	0	0
<b>Total</b>	<b>0</b>	<b>12,000</b>	<b>12,000</b>

# Membership Expiry during the period

\* Appointed during the period

\*\*The Non-Independent Directors on the Board (i.e. the nominees of Riyad 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.

## B. Senior Executives

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) as follows

Senior Executives	Fixed remunerations				Variable remunerations								End-of-service award	Total remunerations for Board executives if any	Aggregate Amount
	Salaries	Allowance	In-kind benefits	Total	Periodic remunerations	Profits	Short-term incentive plans	Long-term incentive plans	Granted shares (insert the value)	Total	Granted shares (insert the value)	Total			
1.CEO	1,710,806	784,201	0	2,495,008	422,242	0	0	0	0	422,242	0	2,917,251	182,709	0	3,099,959
2.CFO	833,616	259,084	0	1,092,700	120,252	0	0	0	0	120,252	0	1,212,953	88,535	0	1,301,487
3. Appointed Actuary - Head of Actuarial Function	627,241	186,040	0	813,282	115,213	0	0	0	0	115,213	0	928,498	67,040	0	995,535
4. Head of Risk for KSA and ME	605,625	182,293	0	787,918	73,705	0	0	0	0	73,705	0	861,624	32,841	0	894,464
05. IT and Ops Director	393,600	110,400	0	504,000	-	0	0	0	0	-	0	504,000	18,812	0	522,812
<b>Total</b>	<b>4,170,889</b>	<b>1,522,019</b>	<b>0</b>	<b>5,692,908</b>	<b>731,413</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>731,413</b>	<b>0</b>	<b>6,424,322</b>	<b>389,937</b>	<b>0</b>	<b>6,814,260</b>

## v) Saudi Central Bank Penalties

Violation Subject	2021G		2020G	
	No. of Executive Decisions	Total Amount of Fines (In SAR)	No. of Executive Decisions	Total Amount of Fines (In SAR)
Violating SAMA's supervisory instructions	5	88,196.13	1	10,000
Violating SAMA's instructions for protecting clients	0	0	0	0
Violating SAMA's instructions for conducting due diligence in combating money laundering and terrorist financing	0	0	0	0

## vi) Penalties imposed on Al-Alamiya for Cooperative Insurance Co by other Supervisory Authorities During the year 2021,

No penalties were imposed during 2021G.

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

The Board of Directors have formed an Audit 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 overall control environment.

The Audit Committee has conducted an overall review of the internal and external auditors' assessment of the Company's system of internal controls during 2021G and no significant issues were identified.

The internal and external auditors and the Company's Compliance function have conducted several reviews during 2021, which provide a reasonable degree of assurance on the Company's ability to meet its strategic objectives. The results of these reviews have been considered by the Audit Committee in reviewing the effectiveness of the internal control systems of the company. The Committee has also gained a reasonable degree of satisfaction 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 believes that there were no material control weaknesses 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 01-01-2021G to 31-12-2021G the Audit Committee held ten meetings. During these meetings the Committee amongst other activities:

- Reviewed the internal and external audit arrangements and, assessed 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 the interim and final financial statements prior to their approval by the Board and publication
- Reviewed the activities of the compliance department in developing and implementing mitigating actions and managing the regulatory risks identified.
- Reviewed the arrangements in place to achieve compliance with applicable regulations.

## vii) Profiles of Board Members and Audit Committee Members

### Abdulaziz Abdulmohsin Bin Hassan, Chairman

#### Qualifications

- Bachelor of Arts in Law, King Saud University, Riyadh – 1991G.
- Strategic Alignment Program, Oxford University Saïd Business School – 2020G

#### Professional Experience:

A banking professional with over 26 years of experience in various positions in leading banks and financial institutions in the Kingdom of Saudi Arabia

- Mar 2019G till date – Independent Board member and Member of Investment Committee Al Faisaliah Group
- August 2010G to Feb 2019G - Chief Executive Officer and Managing Director of Credit Suisse, Riyadh, KSA
- March 2010G to August 2010G - Chief Executive Officer and Managing Director of Rana Investments, Riyadh, KSA
- March 2008G to May 2009G - Chief Executive Officer, Arabian Capital, Riyadh, KSA
- June 2006G to March 2008G - Vice President, Head of Treasury & Investment, Bank Muscat, Riyadh, KSA
- 1994G to June 2006G in various positions as below with SAMBA Financial group, Riyadh, KSA
  - o Alternative Investments Division Manager (2004G-2006G)
  - o Portfolio Manager, Treasury (1998G-2001G)
  - o Money Market Manager (1997G-1998G)
  - o Treasury Marketing Unit (1994G-1997G)
- 1992G to 1994G - Corporate Dealer, Riyad Bank, Riyadh, KSA

#### Other Positions:

- Board Member and Member of the Investment Committee Al Faisaliah Group
- Board Member and Chairman of the Audit Committee and Chairman of the compliance Committee Saudi Fransi Capital
- Member of The Audit Committee Arab National Bank

### Tariq Zaid Abdullah Al Khayyal, Deputy Chairman#

#### Qualifications

- Bachelor of Arts from Tufts University, Boston, MA.
- Majored in International Relations, History and Theology.

#### Professional Experience:

An entrepreneur with interests in real estate development and thirteen years' experience in banking

- 2008G to present, Founder and MD of Diyar Alkhayyal Real Estate Development Co.
- 1995G to 2008G, Various position with The National Commercial Bank as below
- Country Head, Corporate Service Centers (CSC), Operations Group (2007G)
- Area Manger/Senior International Banker, International Division (2003G-2006G)
- Manager, Payment services, Alternative Distribution (2000G-2003G)
- Customer Relations Manager, Consumer Banking Sector Head (1999G-2000G)
- Payroll Product Manager, Retail Marketing Unit (1998G-1999G)
- Relationship Manager, Private Banking (1997G-1998G)

# Membership Expiry on 15-11-2021G

### Dr. Tariq Abdullah AlNaeem, Deputy Chairman\*

#### Qualifications

- Ph.D. in Information Systems, UNSW Sydney, Australia
- Master of Computer Science, King Saud University (KSU), The Kingdom of Saudi Arabia
- Bachelor of Computer Science, King Saud University (KSU), The Kingdom of Saudi Arabia

#### Professional Experience:

- 2018G to 2020G, CEO at Medgulf Insurance
- 2016G to 2017G, Board Commissioner, Capital Market Authority
- 2014G to 2016G, Deputy Minister at Ministry of Commerce & Investment
- 2012G to 2014G, General Mangar at AlRajhi Bank
- 2007G to 2012G, General Mangar at Tadawul Stock Exchange

#### Other Positions:

- Vice Chairman and a member of Remuneration and Nomination Committee Bayan Credit Bureau, Closed Joint Stock Company
- Vice Chairman and a Chairman of Risk Committee Securities Depository Center Company ("Edaa"), Closed Joint Stock Company

\* Appointed on 16-11-2021G

## Dr. Saleh Hamad Saleh Al Shinifi, Independent Non-Executive Director, Chairman Audit Committee

### Qualifications

- Ph.D. in Business Administration / Major Financial Accounting and Auditing, Florida Atlantic University, USA
- Master of Business Administration (MBA), Major Accounting, Saint Louis University, USA
- Bachelor of Economics and Business (Accounting), King Saud University (KSU), The Kingdom of Saudi Arabia

### Professional Experience:

- 2003G-present Associate Professor of Accounting, King Saud University, Riyadh
- 2008G- present Secretary General of SAAFAH Foundation & Member Board of Director, Riyadh, The Kingdom of Saudi Arabia

## Amal Abdullah Alluwaymi, Non-Executive Director\*

### Qualifications

- MBA, Finance, Prince Sultan University, Riyadh, Saudi Arabia
- Bachelor's degree in administrative sciences, Business Administration, King Saud University, Riyadh, Saudi Arabia

### Professional Experience:

- Riyadh Bank, KSA
  - o Vice President, Corporate Banking (Nov 2016 – Present)
  - o Relationship Manager, Corporate Banking (Jan 2014 – Nov 2016)
  - o Credit Officer (April 2007 – Dec 2013)

\* Appointed on 16-11-2021G

## Christopher Phillip Dooley, Non-Executive Director

### Qualification:

- Chartered Insurer - Chartered Insurance Institute, UK. 1995
- Bachelor of Arts (Honors) Degree in Business Studies (The Open University, UK) 1982
- Diploma in Direct Marketing (Institute of Direct Marketing UK) 1999
- Professional Certificate in Coaching - (Henley Business School) 2020

### Professional Experience:

- Founder and Director, Execme Ltd, UK, Leadership Coaching & Consultancy. 2019-2021.
- CEO of the UAE and Bahrain Operations of Royal & Sun Alliance Insurance (Middle East), from 2011 up to 30th June 2019 retirement.
- CEO of RSA Insurance Hong Kong, from 2010 to 2011
- Director and Chief Executive Officer, Insurance Australia Group (Thailand), from 2005 to 2010
- Director & Chief Executive Officer, Royal & Sun Alliance Insurance (Thailand), from 2003 to 2005
- Director Corporate Partners, Customers & People, Asia, Royal & Sun Alliance Insurance Asia Regional Team, Singapore, from 1999 to 2002
- Regional Manager, Asia (Brokers & Customers), Royal & Sun Alliance Insurance Global Risks Asia, from 1997 to 1999
- Development Manager, Asia, Royal Insurance International Hong Kong, from 1995 to 1997

### Other Positions:

- Board Member of Royal & Sun Alliance Insurance (Middle East), a closed joint stock company in Bahrain operating in the insurance sector, since 2011 and Managing Director 2012-2019
- Chairman of Al Ahlia Insurance Company SAOG, a public listed joint stock company in Oman operating in the insurance sector, from October 2017 up to May 2020. Subsequently Non Executive Director on the Board of Al Ahlia Insurance Co SAOG.

## Jonathan Cope, Non-Executive Director

### Qualifications

- Master's degree (MA) from Edinburgh University
- Post-graduate qualifications in Law (PGD, LPC) from BPP Law School in London.
- ICSA – Qualified Company Secretary with the Institute of Chartered Secretaries and Administrators

### Professional Experience:

- Has sixteen years of experience in various capacities with law firms in the UK.
- Having joined the RSA Group in the UK in 2013 he has been General Counsel and Company Secretary since June 2021
- Head of Legal, UK & International, RSA Group from January 2017 till date June 2021
- Managing Counsel, RSA Group UK, from March 2016 to Feb 2017
- Legal Counsel, RSA Group UK from June 2013 to March 2016
- Other board positions held

### Other Positions:

- Deputy Chairman and member of Nomination, Remuneration & Investment Committee of Al Ahlia Insurance Co SAOG Oman.
- Director, Royal & Sun Alliance Property Services Limited
- Director, RSA Accident Repairs Limited
- Director, Royal Insurance (UK) Limited

## Martin Rueegg, Non-Executive Director

### Qualification:

- Academic Baccalaureate, Insurance Business Administration, Winterthur Business School- 1994 to 1997
- Chartered Public Accountant, Winterthur Business School – 1998- 2001

### Professional Experience:

- Martin has more than 20 years of experience in the general insurance industry, of which 10 years were in Senior Leadership level positions in Europe and Emerging Markets in Asia.
- CEO of the UAE and Bahrain Operations of Royal & Sun Alliance Insurance (Middle East), from September 2019 till date.
- Chief Executive Officer of AXA Corporate Solutions, Hong Kong from 2018 up to August 2019
- Managing Director AXA General Insurance Hong Kong Limited from 2018 up to August 2019
- Chief Executive Officer, AXA Insurance Thailand from 2013 to 2017
- Chief Business Officer, AXA Insurance Singapore from 2012 to 2013
- Chief Operating Officer, AXA Insurance Singapore from 2010 to 2012
- Chief Executive Officer, AXA Corporate Solutions, Hong Kong from 2007 to 2010
- Chief Executive officer, Swiss Pool for Aviation Insurance, Zurich from 2005 to 2007
- Managing Director, Customer Economical Organization, Winterthur from 2001 to 2004

### Other Positions:

- Managing Director on the board of Royal & Sun Alliance Insurance (Middle East), a closed joint stock company in Bahrain operating in the insurance sector.
- Member of Board Investment Committee of Royal & Sun Alliance Insurance (Middle East),

## Paul Grigg, Non-Executive Director\*

### Qualification:

- Master's degree (MSc.) from The University of Warwick (Management Science and Operational Research)
- Bachelor's degree (BSc.) from the University of Warwick (Management Sciences)
- Scrum Master Certified (Scrum Alliance UK)
- Lean Six Sigma, BlackBelt (British Quality Foundation, UK)

### Professional Experience:

- Over twenty years of experience as a high performing change and risk operations executive director focused on business operations, risk management, business turnaround transformation and change programs for international blue-chip financial service businesses.
- Global Risk Director:
  - o ERM and Operational Risk Director, RSA UK & International, 2020 to date
  - o Group Director Risk Operations, RSA Group, 2019 – 2020
- Principal at a management consulting firm, 2018-2019
- Independent Management Consultant (at Lloyds of London / Tokyo Millennium Re), 2016-2018
- Operations / Programmed Director at JLT Group, 2015-2016
- Head of Operations, Central Eastern Europe, and Middle East (RSA Group), 2012-2014

\* Appointed on 16-11-2021G

## Ayman Saleh Al Ghamdi, Member Audit Committee

### Qualifications

- Master's Degree (Science of Accounting) King Saud University, Riyadh Saudi Arabia
- Bachelor of Accounting, King Saud University, Riyadh, Saudi Arabia

### Professional Experience:

- Chief Internal Audit, Saudi Ceramics Company, 2018 – present.
- Chief Financial Officer (CFO), Real Estate Development Fund, (Transformation Project) Riyadh, Saudi Arabia. April 2017 – Dec 2017
- Chief Financial Officer (CFO), National Water Company, Riyadh, Saudi Arabia. 2014 – April 2017
- Financial Audit Senior Manager, Internal Audit, National Water Company, Riyadh, Saudi Arabia. 2009 – 2014
- Acting Director, Financial Services, King Faisal Specialist Hospital and Research Centre, Riyadh, Saudi Arabia, 2007 – 2009
- Manager, Accounting Policies & Financial Regulations Division, Saudi Telecom Company, Riyadh, Saudi Arabia, 2006 – 2007
- Director of Finance, Medical Supervision Department, Embassy of Saudi Arabia, Berlin, Germany, 2004 – 2006
- Accounting Manager, Finance Department, Sultan Bin Abdulaziz Humanitarian City, Riyadh, Saudi Arabia, 2002 – 2004
- Supervisor, Accounts Payable, Financial Affairs, King Faisal Specialist Hospital & Research Center. Riyadh, Saudi Arabia, 1994-2002

## Dr. Ahmed Mohammed Al Salman, Member Audit Committee

### Qualifications

- Ph.D. Accounting, Florida Atlantic university, USA, 2003
- Master of Business Administration (Accounting concentration), St. Louis University, USA, 1994
- Bachelor of Accounting, Kind Saud University, Qassim Branch, 1989.

### Professional Experience (Teaching):

- Assistant Professor at the Accounting Department - College of Business and Economics - Qassim University (2003-Current)

- Adjunct faculty at the school of Accounting, college of Business, Florida Atlantic University USA 2001-2002
- Lecturer, Department of Accounting college of Business and Economics, King Saud University - Qassim Branch (1997)
- Teacher assistant, Department of Accounting- College of Business and Economics, King Sa University - Qassim Branch (1990 & 1991)

**Professional Experience:**

- Member of the Audit Committee of the National Poultry Company (from 1439H till now)
- Chairman of the Organizing Committee for the conference of Forensic accounting and financial fraud that will be held in 1440 at the College of Business and Economics, Qassim University
- Member of the Organizing Committee for the International Financial Reporting Standards Conference (IFRS): Opportunities and Challenges, College of Business and Economics, Qassim University
- Chairman of the Committee for the Preparation Forum for Accounting Profession - College of Business and Economics, Qassim University
- Member of the Council of the College of Business and Economics 1433H - until now
- Member of the Board of Accounting Department, College of Business and Economics 1424H - till now
- Chairman of the committee of lecturers and lecturers at the College of Business and Economics 1437H until now
- Chairman of the Higher Methodologies Committee, College of Business and Economics, 1437H till now
- Chairman of the Committee for the Evaluation of Educational Objectives and Emphasis of Learning in the College of Business and Economics, Qassim University -from 1437 AH and now
- Chairman of the appointments committee at the College of Business and Economics, Qassim University -from 1437 to now
- Member of the Board of Directors of Al-Wafa Oasis Association for the Elderly -from 1439 till now
- Member of the Committee of business and economics Specialties in the Ministry of Education to evaluate the private colleges and universities
- Member of the establishment of the program of Accounting Doctor at the University of Al-Faisal
- Member of the Journal of Accounting Research - Editorial Board
- Member of a committee of measurement at the National Center for Measurement and Evaluation of the arbitration of accounting programs in the Kingdom and the development of tests
- Member of several academic committees within the department.
- Member of the Board of Directors of Al Qarawi Car Maintenance Company -1434H-1436H
- Sport Supervisor, College of Business and Economics -1427H-1431H.
- Member of the establishment of investment and finance - College of Business and Economics, Qassim University -1431 H.
- Member of the Standing Committee for the Ethics of Scientific Research in the Deanship of Scientific Research - Qassim University (1431 H - 1433).
- Member of the Standing Committee for Development in the Deanship of Community Service, Qassim University -1427H – 1429H
- Vice Dean of the College of Business and Economics, Qassim University -from 1437H to now.
- Head of Accounting Department, College of Business and Economics, Qassim University -from 1433H till now.
- Director of the Center for Research and Development of Human Resources - College of Business and Economics, Qassim University - 1428 H – 1433H.

**Abdulaziz Yousef Bin Yousef, Non-Executive Director**

**Qualifications**

- Bachelor's in business administration specialized in information Systems, 2012, Arab Open University, Riyadh, KSA.

**Professional Experience:**

- Riyad Bank - Senior Vice President Mgr., Retail Business Development Dept. March 2019 till date
- Bidaya Home Finance
  - o Whole Sales Director, March 2018 – Feb 2019
  - o Head of Products, March 2016 – March 2018
- Fay United Real estate company - CEO, April 2014 – March 2016
- Bank Al-Bilad - Real Estate finance Business Head, May 2012- March 2014
- Emirates NBD, KSA - Product manager – March 2010 – May 2012
- Arab Experts Capital - Riyadh Branch manager – Oct 2008 – Feb 2010
- Emirates NBD, KSA
  - o Assistant Product Manager – Jan 2007 – Sep 2008
  - o Marketing Officer, Jan 2006-Dec 2006
  - o Trainee, March 2005 – Jan 2006
- Dar Al-Yousefia Group - Admin assistant, March 2002 – Feb 2005

## Khalid Jaafar Mostafa Allagany #

### 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)

*# Membership Expiry on 15-11-2021G*

## Khalid Mohammed Ali Hariry, Non-Executive Director#

### Qualifications

- BCs business administration, King Faisal University

### Professional Experience:

- Riyadh Bank, KSA
  - o Senior Vice President, Manager Enterprise PMO department- October 2016G till date
  - o Senior Vice President, Manager Business Performance Management Department, May 2018G to September 2019G
  - o Senior Vice President, Head of Customers and Products Management, June 2016G – April 2018G
  - o Senior Vice President, Head of Product and Services, July 2014G – May 2016G
- MasterCard, KSA
  - o Area Manager, Saudi Arabia, Bahrain And Yemen – MasterCard, May 2012G – May 2014G
- Banque Saudi Fransi, KSA
  - o Deputy of Retail Banking Head - Head of Retail Operations and Consumer Assets Division, August 2008 – February 2012
  - o Head of Regional Retail Banking Division, July 2005 – August 2008
  - o Head of Retail Network and Retail Activity Divisions, October 2000 – July 2005
  - o Head of Card Services and Operations Department, June 1996 – October 2000
  - o Head of Merchant Services and Card Issuance, March 1993 – June 1996
  - o Branch Front Office Staff (teller And Customer Services), July 1991 – March 1993

*# Membership Expiry on 15-11-2021G*

## viii) Profiles of Management Team

### Khalid Jaafar Allagany

**Date of birth:** 20/02/1967G

**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)

### Bader Attaalah Alenazi

**Date of birth:** 27/05/1979G

**Nationality:** Saudi

**Position:** Head of Regulatory Compliance and Board Secretary

**Qualification:**

- High School, 1997
- Diploma in Insurance Management, Bahrain Institute of Banking and Finance (BIBF), 2008

**Professional Experience:**

- Head of Regulatory Compliance at Al Alamiya for Cooperative Insurance Company from to 09/2017 to present
- Head of Customer Care Department at Al Alamiya for Cooperative Insurance Company from 03/2017 to 09/2017
- Compliance Analyst & Complaints Manager at Al Alamiya for Cooperative Insurance Company from 01/2014 to 03/2017
- Claims Initiatives Manager - Motor & Casualty at Al Alamiya for Cooperative Insurance Company from 09/2011 to 12/2013
- Motor Claims Handler - Motor & Casualty at AXA for Cooperative Insurance from 04/2005 to 08/2011
- Customer Account Executive at ALJ- Abdul Latif Jameel Co. Ltd. from 01/1999 to 03/2005

### Fadi Aboul Hosn#

**Date of birth:** 23/11/1970G

**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:**

- Chief Financial Officer of Al Alamiya, A publicly listed insurance company in the Kingdom of Saudi Arabia, 2013 to December 2021.
- Member of the Finance sub-committee of the Saudi Arabia Insurance Industry Executive Committee (IEC), 2013 to December 2021.
- Director of Finance and Administration at Wehbe Insurance Services, An Insurance broker operating in the United Arab Emirates, 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 operating in the USA and UAE, 1999 to 2004.
- Business and IT Consultant at High Tech Computer Associates, a partnership operating in the IT Service sector in the USA, 1996 to 1999.
- Accounting and Finance Manager at Royal Fortune Inc., a public partnership operating in the trading sector in the USA, 1990 to 1996.

*# Resigned on 31-12-2021G*

### Nouf Alyousha\*

**Date of birth:** 05/05/1986G

**Nationality:** Saudi

**Position:** Acting Head of Internal Audit

**Qualification:**

- Master of Business Administration from The University of Akron, Ohio USA, in 2012
- Bachelor of Accounting, from King Saud University, KSA 2008

**Professional Experience:**

- Acting Head of Internal Audit, Al Alamiya for Cooperative Insurance Company, from June 2021G till Date
- Assistant Internal Audit Manager, Al Alamiya for Cooperative Insurance Company, from October 2020G to June 2021G
- Senior Internal Auditor, Raza, from October 2018G to December 2020G
- Assistant Internal Audit Manager, AlAwwal Bank from January 2016G to September 2018G
- Quality Assurance Supervisor, AlAwwal Bank from November 2013G to December 2015G

\* Appointed on 16-06-2021G

### Mohammed Mahmoud Ali

**Date of birth:** 21/02/1982G

**Nationality:** Saudi

**Position:** Head of Risk for KSA and ME

**Qualification:**

- Master of Risk Management Glasgow Caledonian University, UK 2011
- Bachelor Industrial Engineering & Management Arab Academy for Science, Technology and Maritime Transport, Egypt 2006

**Professional Certification:**

- Chartered Insurance Institute (CII) Advanced Diploma Q4,2020
- Insurance Foundation Certificate Exam (IFCE) 2019

**Professional Experience:**

- Head of Risk for KSA and ME, Al Alamiya for Cooperative Insurance Company from June 2020 till date
- Chief Risk Officer (CRO), Gulf General Cooperative Insurance Company (GGI) from May 2019 to June 2020.
- Country Risk Manager, Ghassan Ahmed Al Sulaiman Furniture Trading Co. Ltd (IKEA KSA) from March 2015 to April 2019
- Risk Manager, Saudi Enaya Cooperative Insurance Company from July 2014 to February 2015
- Senior Risk Officer (Retail Banking Group) The National Commercial Bank (NCB) from September 2012 to June 2014
- Risk Control Officer (Consumer Finance), The National Commercial Bank (NCB) from October 2008 to November 2009
- Technical Services Engineer, Rabigh Arabian Water Electricity Company (RAWEC) from April 2007 to September 2008

### Khurram Amin

**Date of birth:** 10/07/1974G

**Nationality:** Pakistani

**Position:** Appointed Actuary - Head of Actuarial Function

**Qualification:**

- Fellow of Society of Actuaries, USA 2006G

**Professional Certification:**

- Fellowship in Actuarial Science 2005G

**Professional Experience:**

- Appointed Actuary and Head of Actuarial Function, Al Alamiya for Cooperative Insurance Company from March 2015G till date.
- VP and Actuary at Oman Insurance Company, UAE from June 2012G to March 2015G
- Regional Valuation Actuary, ACE Life, UAE from October 2010G to June 2012G
- General Manager, Group Benefit Department, EFU Life Assurance Ltd., Pakistan from June 2005G to September 2010G
- Manager, Actuarial, State Life Insurance Corporation of Pakistan, Pakistan from February 1994G to June 2005G

### Hamood Hassan AlAnazi

**Date of birth:** 07/09/1979G

**Nationality:** Saudi

**Position:** Claims Director

**Qualifications:**

- High School 1997

**Professional Experience:**

- Claims Director, Al Alamiya for Cooperative Insurance Company from December 2020G till date.
- Head of Motor Claims, Al Alamiya for Cooperative Insurance Company from July 2018G to November 2020G.
- National Claim Technical Manager, Al Alamiya for Cooperative Insurance Company from November 2009G to June 2018G.

- Customer Service Supervisor, KIA Motors from July 2007G to September 2009G.
- Salesman, AlSaif Motors from February 2007G to June 2007G.

**Raid Hassan Bakri\***

**Date of birth:** 13/07/1983G

**Nationality:** Saudi

**Position:** IT and Ops Director

**Qualifications:**

- Associates Degree in Applied Science CIS, KU 2009.

**Professional Experience:**

- Ops and IT Director, Al Alamiya for Cooperative Insurance Company May 2021 till date.
- Chief information Officer, Saudi Solidarity Takaful Company from October 2018G to 2020G
- KSA IT Manager, AXA Cooperative Insurance Company from July 2014G to September 2018G
- Senior IT Manager Infrastructure & Applications, AXA Cooperative Insurance Company from February 2013G to June 2014G
- IT Manager, Takaful Al-Rajhi from 2012 till 2013
- Assistant IT Project Manager, Infrastructure operations/Smart Building, SAGIA from 2010 to 2011
- Help Desk Administrator Lead ITT Corporation Systems Division from 2002 to 2009

*\* Appointed on 26-05-2021G*

## For and on behalf of the Board of Directors

**Abdulaziz Abdulmohsin Bin Hassan**  
**Chairman of the Board of Directors**

**Khalid Jaafar Allagany**  
**Chief Executive Officer**