



Corporate Governance Report of United Fidelity Insurance Company for 2022



1. Statement of procedures taken to complete the corporate governance system, during 2022, and method of implementing thereof.

The management of United Fidelity Insurance Company, represented by the Chairman and Members of the Board of Directors and Executive Management, is keen to apply the best international and local standards in the field of corporate and good governance as a public joint stock company listed in Abu Dhabi Securities Market, in line with the institutional and other regulatory requirements prescribed by the Securities and Commodities Authority, including in particular the Authority's Chairman of the Board of Directors' Resolution No. (3/R.M) of 2020 Concerning Corporate Discipline and Governance Standards of Public Joint Stock Companies and Circular No. 24/2022 issued by the Central Bank of the United Arab Emirates on 09/29/2022 regarding the corporate governance system for insurance companies

In addition, the Company follows the principles of strategic planning and continuous optimization and abides by disclosure and transparency procedures at the highest levels, with a complete willingness to respond to any new procedural or legal developments made by regulatory bodies.

2. Statement of ownership and transactions of Board of Directors (Board) members and their spouses, their children in the company securities during 2022, according to the following schedule:

The Board of Directors is primarily responsible for the management of the company and its performance in accordance with the provisions of its articles of association and Article (154) of the Commercial Companies Law, and it is responsible for setting strategy, documents and directives in order to ensure implementation of strategic supervision and effective monitoring of the company, and the members of the company's board of directors are aware of their obligations regarding the requirements for disclosing their dealings in the company's securities, they are committed to all the requirements set by the Securities and Commodities Authority and Abu Dhabi Securities Market, as they are not allowed to deal in securities, annually, quarterly or semi-annual until the disclosure and before (10) business days from the announcement of any material information that could affect the share price up or down unless the information is the result of an emergency and sudden events.

Ser.	Name	Position / Kinship	Owned shares as on 31/12/2022	Total sale	Total purchase
1	Nawwaf Ghubash Ahmed Ghubash Almerri	Chairman Of the BODs	9.38%	N/A	N/A

The members of the Board of Directors, their spouses, and their children did not deal in the company's securities during the fiscal year (2022).

Attached herewith statement issued by the market showing the transactions in the security and the final balance.

3. Board Formation:

- A. The members of the board of directors were elected by the general assembly of the company in accordance with the provisions of its articles of association and aligned with the applicable laws and legislations and in accordance with the requirements of Article (09) of the Authority's Chairman's Board Decision No. (3 / RM) for the year (2020), related to the standards of institutional discipline and the governance of public joint stock companies, which requires that at least one of the majority of the members of the board of directors be an independent, non-executive member, in conformity with the provisions of the company's articles of association Article No. (19 and 20) related to the company's management, where the company is managed by a board of directors composed of seven members elected by the general assembly of the company by a cumulative secret vote, in all cases, their number must be individual.

The term of the board shall be three years.

The company is currently managed by a board of directors consisting of seven members who were elected in accordance with the controls of Article (21) of the Chairman of the Authority's Board of Directors Decision No. (3 / R.M) for the year 2020. All board members are non-executive, four of them are independent.

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

Ser	Members	Position	Character		The period he spent as a Board member from the date of his first election
1	Mr. Nawwaf Ghubash Ahmed Ghubash Almerri	Chairman of Board of Directors	Non-Independent	Non-executive	Since 2002
2	Mr. Ricardo Maurice Suleiman	Vice Chairman of the Board of Directors	Non-Independent	Non-executive	Since 2017
3	Mr. Khalid Rashid Humaid Al Mazrouei	Member	Independent	Non-executive	Re-elected in 2017
4	Mr. Mohamed	Member	Independent	Non-	Since 2017


	Ghobash Ahmed Ghobash Al Marri			executive	
5	Mr. Majid Sultan Mohamed Al Mail	Member	Independent	Non- executive	Since 2017
6	Mr. Nadeem Ahmed Irfan Ahmed	Member	Independent	Non- executive	Since 2017
7	Mr. Fadi Salah Aldeen Cherkawi	Member	Non- Independent	Non- executive	Since 2020

Below are the data of the Chairman and members of the Board of Directors, their experiences, qualifications and the time each member spent in the Board of Directors.

Mr. Nawwaf Ghubash Ahmed Ghubash AlMerri (Chairman)

Mr. Nawwaf currently holds the position of the Chairman of the Board of Directors of the Company. He was elected by the new Board of Directors at the meeting which was held on 2/08/2017. Mr. Nawwaf Ghobash is a member of the Board of Directors of the Company since 2002. He holds a bachelor's degree in Business Administration from the University of the United Arab Emirates - Al Ain. In the past years, he was nominated a delegated member of the company's board of directors: Currently, he holds the following positions:

- The second vice president and member of the board of directors of the Ras Al Khaimah Chamber of Commerce and Industry from January 2007 until December 2009.
- Member of the Board of Directors of Ras Al Khaimah Real Estate Company from 2005 until 2012.
- Member of the Board of Directors of Addax Bank in the Kingdom of Bahrain from January 2010 until 2012.
- Member of the Board of Directors of the Emirates Insurance Association from January 2010 until 2013.
- Member of the Board of Directors of Al-Anwar Holding Company (PSC) in the Sultanate of Oman from 2003 until 2014.
- Member of the Board of Directors of the United Fidelity Insurance Company from 2002 until 2017.
- Managing Director of United Fidelity Insurance Company from 2011 until 2017.
- Member of the Board of Directors of Gulf Pharmaceutical Industries Company (Julphar) in Ras Al-Khaimah between 2005 and 2017.
- Chairman of the Board of Directors of RAK Pharma - Bangladesh between 2015 and November 2018.
- Vice-Chairman of the Board of Directors of Ghobash Trade and Investment Ltd. from 1999 to date.
- Member of the Board of Directors of Emitac since 1999 to date.
- Member of the Board of Directors of Sahara Shopping Center, Sharjah, from 2000 to date.
- Chairman of the Board of Directors of the United Fidelity Insurance Company from 2017 to date.

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- Member of the Board of Directors of Ras Al Khaimah Real Estate Company since 2018 to date.

Mr. Ricardo Maurice Suleiman (Vice Chairman)

Mr. Ricardo currently holds the position of the Vice Chairman of the Board of Directors. He was elected by the new Board of Directors at the meeting which was held on 2/08/2017 as Vice Chairman . He holds a ISM certificate since 1968 from the International School of Marketing, United States of America, and an international Diploma in Marketing.

He held the following positions:

- Sales Representative at NCR Corporation, 1964.
- Sales Executive at American International Underwriters AIU, 1968.
- Sales Manager at Fidelity Assurance and Reinsurance, 1969. He acquired the Company after 25 years.
- Associate Agency Manager at the American Life Insurance (ALICO) as of 1971.
- Chairman of Fidelity Assurance & Reinsurance Company SAL, 1994.
- Shareholder of Rymco - General Agents of GMC, Nissan and Infiniti motors in Lebanon.
- Was elected by the General Assembly held on 02/08/2017 as a member of the Board of Directors of United Fidelity Insurance Company.

Mr. Khalid Rashid Humaid Al Mazrouei (Member of the Board)

Mr. Khalid holds a Bachelor's degree from Emirates University in Accounting and Information Systems. He worked for 5 years for HSBC Bank and another five years for the Department of Economic Development - Government of Dubai. He currently holds the following positions:

- Member of the Board of Directors of Al-Bahri and Al Mazroui Company.
- Member of the Board of Directors of Dubai Tourism and Travel Group.
- General Manager of Gulf Wings Travel.
- Businessman and owner of private companies.
- Re-elected by the General Assembly held on 02/08/2017 as a member of the Board of Directors of the United Fidelity Insurance Company.

Mr. Fadi Salah Al Deen Cherkawi (member of the Board)

Currently he is a member of the company's board of directors. He holds a Bachelor of Science, Economics and Social Sciences Administration from Pantheon-Sorbonne University Paris, France - in 1991, and has held the following positions:

- Member of the Board of Directors of Fidelity Insurance & Reinsurance Company / Lebanon.
- Chairman and Managing Director of Platinum Reinsurance Brokerage Company / Lebanon.



- General Manager of the Mediterranean and Gulf Insurance and Reinsurance Company (MEDGULF) / Lebanon. 2015 – 2017.
- General Manager/ Regional Vice president of ABI-ADDISON BRADLEY INTERNATIONAL/ Lebanon 2006 – 2015.
- Chief Marketing Officer of AIG-AMERICAN LIFE INSURANCE CO./ Lebanon 2005-2006.
- Regional Financial Lines Manager-Arabian Region of AIG- AMERICAN INTERNATIONAL UNDEWRITERS/ Lebanon 2000 – 2005

Mr. Mohamed Ghobash Ahmed Ghobash Al Marri (Board Member)

He holds a higher diploma in Business Administration from the Higher Colleges of Technology (1993 - 1999) in the Emirate of Ras Al Khaimah .He completed several banking, administrative and executive courses at Emirates Institute of Banking, Etisalat Academy, and the National Bank of Abu Dhabi. He held the following positions:

- Stock Trading Manager - Abu Dhabi Financial Services, 2009-2011
- Vice President - Emirates Football Club - Ras Al Khaimah 2011-2012
- Relationship Manager - National Bank of Abu Dhabi for Private Banking Services 2011-2014
- BOD member in RAK Properties from 03/04/2021
- He was elected for the first time by the General Assembly held on 02/08/2017 as a member of the Board of Directors of United Fidelity Insurance Company.

Mr. Majid Sultan Mohamed Al Mail (Board Member)

He was elected for the first time by the General Assembly in 2017 as a member of the Board of Directors of United Fidelity Insurance Company. He has a diverse background and international and local experience through various international multinational organizations. He is also well-practiced in various roles with private and semi-governmental companies and has also worked directly with the Government in policy-making. Mr. Majid is a finance specialist and a third-level certified financial analyst with special experience in innovation and high-tech investments derived from his experience in transactions and associated investments. He is a member of the Advisory Board of Flat 6 Labs, Abu Dhabi's First Start-up Accelerator Program. He holds a Master of Business Administration and Banking and Finance Services (First Class) from Paris Sorbonne University, Abu Dhabi, in November 2016. He earned a Bachelor of Science in Chemical Engineering from the University of Arizona, Phoenix, Arizona, USA in December 2004. He also completed a Diploma in Leadership (Excellence) in July 2010 from the College of Business Administration - University of Cambridge. He worked for several institutions and companies including:

- Operations Engineer, Operations Management, Habshan, 2005-2006.
- Abu Dhabi Gas Industry Gasco, Abu Dhabi, United Arab Emirates, 2005-2008.
- Mubadala GE Capital PJSC, Abu Dhabi, United Arab Emirates - Chicago, USA, 2008-2011.



- Mubadala Capital 2011-2013.
- Abu Dhabi Technology Development Committee, Abu Dhabi, United Arab Emirates, 2013-2016.
- Flat 6 Labs, Abu Dhabi, United Arab Emirates.
- Americana Group, United Arab Emirates.
- Board Member of ADNEC since November 2019.

Mr. Nadeem Ahmed Irfan Ahmed (Board Member)

He was first elected by the General Assembly in 2017 as a member of the Board of Directors of the United Fidelity Insurance Company. He holds a Master's degree in Business Administration from the University of Aligarh, India, and has held the following positions:

- Since 2012 - to date, Investment Manager - Ghobash Trading and Investment Company.
- Since 1986 - 1992: Finance Executive at Pradeshia Industrial & Investment Corporation of U.P. Ltd.
- Since 1992-1995: Head of Business at Sterling Securities Limited, Delhi.
- Since 1995 - 1998: Vice President of Fortess Financial Services Limited, Mumbai.
- From March 1999 to December 2002: Manager at Abu Dhabi Investment Company (ADIC), "Invest AD".
- From January 2003 to February 2008: Director of HSBC Private Equity Middle East (HSBCPE).
- From March 2008 to April 2012: Investment Partner in BNP Paribas Frist Private Equity Fund, Bahrain.
- Since 2008: Member of the Board of Directors of BNP Paribas Frist, Private Equity Fund in and a member of the Board of Directors of the Fund Company and the Fund Manager since its incorporation.
- May 2012 to August 2016: Member of the Board of Directors of Private Portfolio Companies of BNP Paribas Frist, Private Equity Fund.
- December 2012 to date: Group Investment Director - Ghobash Trading & Investment Limited.

Membership of the Board of Directors in any other joint stock companies:

Members	Name of the other public shareholding company	Position
Mr. Mohamed Ghobash Ahmed Ghobash AlMarri	Ras Al Khaimah Properties Company	Member of the Board of Directors

B. Statement of the percentage of female representation in the Board for 2022 (In case of non-representation, please state that there is no representation).

No representation

C. Statement of the reasons for the absence of any female candidate for the Board membership. (Explanatory example: No female candidate is nominated in the Board elections).

The nomination for membership of the Company's Board of Directors was opened in 2020 and there was no female application for membership of the Board of Directors.

D. Statement of the following:

1- The total remunerations paid to the Board members for 2021.

Nil remuneration was paid to the Board of Directors for 2021

2- The total remunerations of the Board members, which are proposed for 2022, and will be presented in the annual general assembly meeting for approval.

There is no remuneration for the Board member proposed for 2022.

3- Details of the allowances for attending sessions of the committees emanating from the Board, which were received by the Board members for 2022 fiscal year, according to the following schedule:

The Steering Committee held (5) meeting during 2022.

S.	Name	Allowances payable for attending the meetings of Board committees		
		Name of Committee	Allowance amount	Number of meetings
1	Nadeem Ahmed Irfan Ahmed	Steering Committee	25,000	5
2	Khalid Rashid Humaid Al Mazrouei	Steering Committee	20,000	4
3	Mohamed Ghobash Ahmed Ghobash Al Marri	Steering Committee	25,000	5
4	Fadi Salah Al Deen Cherkawi	Steering Committee	25,000	5
5	Maurice Ricardo Suleiman	Steering Committee	25,000	5

Meeting #	Meeting Date	Attendance
1/2022	10/01/2022	5
2/2022	02/05/2022	5
3/2022	08/08/2022	4
4/2022	07/11/2022	5
5/2022	07/12/2022	4



The Audit Committee held (4) meetings during 2022.

S.	Name	Allowances payable for attending the meetings of Board committees		
		Name of Committee	Allowance amount	Number of meetings
1	Ali Rashed Humaid Al Mazrouei	Audit Committee	60,000	4
2	Marwan Istambouly	Audit Committee	20,000	4
3	Alok Nawani	Audit Committee	20,000	4

The Nomination and Remuneration Committee held (3) meeting during 2022.

S.	Name	Allowances payable for attending the meetings of Board committees		
		Name of Committee	Allowance amount	Number of meetings
1	Majid Sultan Mohamed Sultan Al Mail	Nomination and Remuneration Committee	10,000	3
2	Maurice Ricardo Suleiman	Nomination and Remuneration Committee	10,000	3
3	Mohamed Ghobash Ahmed Ghobash Al Marri	Nomination and Remuneration Committee	10,000	3

The Investment Committee held (2) meetings during 2022.

S.	Name	Allowances payable for attending the meetings of Board committees		
		Name of Committee	Allowance amount	Number of meetings
1	Khalid Rashid Humaid Al Mazrouei	Investment Committee	10,000	2
2	Maurice Ricardo Suleiman	Investment Committee	10,000	2
3	Mohamed Ghobash Ahmed Ghobash AlMerri	Investment Committee	10,000	2
4	Majid Sultan Mohamed Sultan Al Mail	Investment Committee	10,000	2
5	Nadeem Ahmed Irfan Ahmed	Investment Committee	10,000	2



4- Details of the additional allowances, salaries or fees received by a Board member other than the allowances for attending the committees and their reasons.

Nadeem Ahmed Irfan Ahmed has been paid AED 40,000 as investment incentive fees in return of his support related to investment services provided to the Company during 2021.

E. Number of the Board meetings held during 2022 fiscal year along with their convention dates, personal attendance times of all members, and members attending by proxy (The Board members names must match what is stated in the above- mentioned Clause (3A)).

S.	Date of the meeting	Number of present members	Number of members present by proxy	Names of absent members
1	21/01/2022	7	-	-
2	22/03/2022	6	-	- Khalid Rashid Humaid Al Mazrouei
3	2022/04/27	7	-	-
4	2022/08/09	6	-	Khalid Rashid Humaid Al Mazrouei
5	2022/11/10	7	-	

Evidence: The Company disclosures on the Market website about the Board meetings.

F. Number of the Board resolutions passed during the 2022 fiscal year, along with its meeting convention dates.

One resolution passed during 2022 on 31/03/2022.

Evidence: The Company disclosures on the Market website about the Board resolutions issued by passing.

G. Statement of Board duties and powers exercised by Board members or the executive management members during 2022 based on the authorization from the Board, specifying the duration and validity of the authorization according to the following schedule:

One of the Board's responsibilities is to ensure the existence of an effective system of internal controls. This task has been assigned to the Audit Committee to verify the adequacy/ effectiveness of internal controls and provide recommendations to the Board of Directors in order to improve the system of internal controls to achieve the overall objectives of the Company. The Audit Committee also ensures the adequacy of the information contained in the financial statements and final accounts to enable investors to evaluate the performance of the Company, form proper opinions about its performance and to take informed decisions to protect their investments.

The senior management team is responsible for managing the day-to-day business of the Company and its key business affairs, in line with the requirements of protecting shareholders' interests. The tasks and functions of the Board of Directors carried out by the Executive Management are as follows:

1. Verification of the financial statements of the Company in each quarter of the year as well as at the end of the fiscal year.
2. Ascertain the adequacy of disclosure in the financial statements.
3. Emphasize the adequacy of the information contained in the financial statements and the final accounts issued by the company in order to enable investors to evaluate the company's performance.

S.	Name of authorized person	Delegation authority	Duration of Delegation
1	Bilal Mohammad Monir Adhami	Manage the Company's day-to-day regular business in technical and administrative matters, and manage the operational and insurance activities.	Undefined / until revocation

H. Statement of the details of transactions made with the related parties (Stakeholders) during 2022, provided that it shall include the following:

The following is a list of the details of the transactions that took place with the related parties during the year (2022), which were represented by the company providing its insurance services and products to them in return of insurance premiums in the approved and current value, as follows:

First: transactions in the field of insurance services provided by the company to the others in return of insurance premiums received by the company

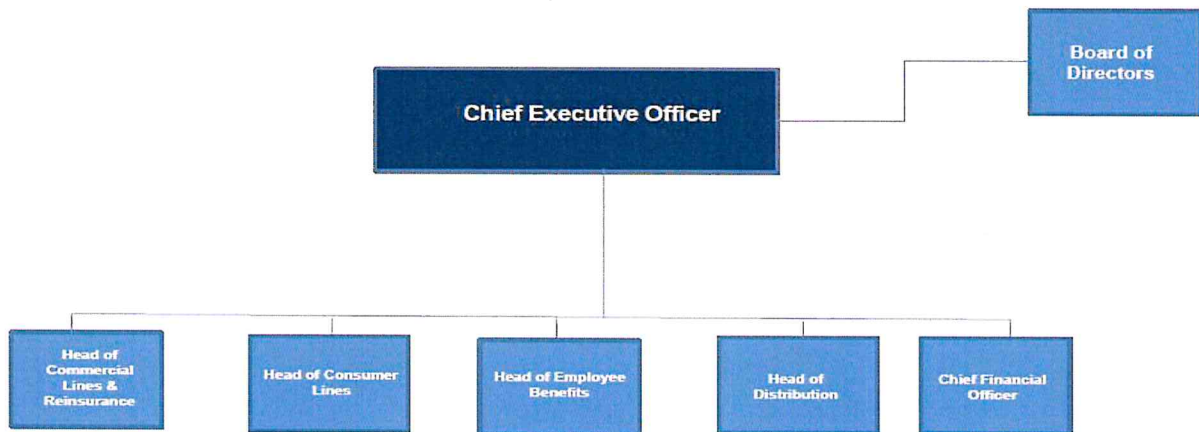
Ser.	Statement of related parties	Clarifying the nature of relationship	Premiums	Balance
1	ABAN INVESTMENT L.L.C.	Insurance	148,114	1,307
2	ARABIAN ETHICALS CO. (ETHIX)	Insurance	39,433	39,512
3	ATAYA ENTERPRISES L.L.C	Insurance	-	-3,286
4	BAHRI & MAZROEI TECHNICAL SYSTEMS CO (L.L.C.)	Insurance	1,646,117	471,011



5	BAHRI & MAZROEI TRADING CO. LLC	Insurance	1,566,327	797,691
6	COMPUTER NETWORK SYSTEMS EST ABU DHABI	Insurance	-	-100,330
7	EMITAC ENTERPRISE SOLUTIONS L.L.C	Insurance	753,676	15,051
8	EMITAC HEALTHCARE SOLUTIONS L.L.C	Insurance	1,816,365	182,065
9	GHOBASH GROUP AND/OR GHOBASH FAMILY	Insurance	-	12,313
10	GHUBASH TRADING & INVESTMENT CO. LTD. L.L.C	Insurance	-7,025	-246
11	GHUBASH TRADING GROUP	Insurance	42,776	90
12	GULF COMMERCIAL GROUP EST.	Insurance	19,251	191,182
13	GULF COMMERCIAL GROUP ESTABLISHMENT	Insurance	3,143	7,356
14	MAKEEN PROPERTIES (L.L.C)	Insurance	10,339	7,095
15	MECHANY FASHION (L.L.C)	Insurance	-	457
16	MODERN LAUNDRY	Insurance	6,856	2,153
17	PRIME HOSPITALITY L.L.C	Insurance	-	-433
18	COMPUTER NETWORK SYSTEMS EST.	Insurance	-9,998	4,119
19	RASHID & OBAID ABNAH H. ALI AL MAZROEI	Insurance	2,749	1,574
20	ARABIAN ETHICALS COMPANY - ABU DHABI	Insurance	-	7,500
21	RASHED AL MAZROEI REAL ESTATE ONE PERSON COMPANY L.L.C	Insurance	18,270	2,006
22	PYRAMIDS HEALTH SERVICES	Insurance	14,086	14,068
23	EMIRATES TECHNOLOGY CO (EMITAC DUBAI) L.L.C	Insurance	358,963	-4,482

24	LATTICE SOFTWARE SOLUTIONS LLC	Insurance	109,326	183,622
25	KHALID RASHID HUMAID AL MAZROUI	Insurance	5,331	9,441
26	NAWWAF GHOBASH	Insurance	8,025	-90
27	SAQR BIN GHOBASH	Insurance	38,809	2,546

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



Evidence: A stamped copy of the company's complete organizational structure.

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

Ser.	Position	Appointment date	Total salaries and allowances paid for 2022 (AED)	Total bonuses paid for 2022(AED)	Any other cash / in-kind bonuses for 2022 or due in the future
1	Chief Executive Officer	1-Feb-18	1,914,336.00	N/A	N/A
2	Chief Financial Officer	24-Aug-15	750,336.00	N/A	N/A
3	Head of Commercial Lines and Reinsurance	3-Apr-16	606,472.00	N/A	N/A

4	Head of Consumer Lines	24-Mar-21	533,022.00	N/A	N/A
5	Head of Employee Benefits	15-Apr-18	593,600.00	N/A	N/A
6	Head of Distribution	11-Mar-20	769,800.00	N/A	N/A

4. External Auditor:

A. Submit an overview of the company auditor to shareholders.

Pursuant to the Commercial Companies Law No. (2) for the year 2015 and pursuant to Article (52) of the company's articles of association, the General Assembly will appoint the auditor for one year , renewable, and will determine their fees, the auditor will review and monitor the accounts of the financial year. Currently Grant Thornton are the appointed external auditor based on their proposal provided to the Company and approved by the general assembly.

Grant Thornton has been appointed as external auditor of 2022 by the General Assembly that has been held on 27/04/2022.

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

Name of Audit Office and Partner Auditor	Grant Thornton Osama El-Bakry : Partner Auditor
Number of years served as an external auditor of the Company	From 2019 to date
Number of years served as Partner Auditor of the Company	From 2022 to date
Total fees for the audited financial statements during 2022 (AED)	168,000
Fees and charges of services other than the auditing of financial statements during 2022 (AED)	19,280
Details and nature of other services provided	Review of AML reporting
A statement of the other services provided by <u>another external auditor</u> other than the Company's auditor during 2022	The Company did not hire any other external auditor.

C. Statement clarifying the reservations that the company auditor included in the interim and annual financial statements for 2022 and in case of the absence of any reservations, this matter must be mentioned explicitly.

There were no reservations for the company's external auditors on the 2022 financial statements.



5. Audit Committee:


A. Mr. Ali Rashid Humaid Al Mazrouei, Audit Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B. Names of the Audit Committee members and clarifying their competences and tasks assigned to them.

Name	Capacity
Mr. Ali Rashid Humaid Al Mazrouei	Chairman
Mr. Alok Nawani	Member
Mr. Marwan Istambouly	Member

Tasks and functions of the Auditing Committee:

- 1) Develop and implement the contracting policy with the external auditor. Submit a report to the Board of Directors identifying the issues that it considers important to take an action thereon, with recommendations concerning the steps to be taken.
- 2) Follow-up and monitor the independence of the external auditor. Submit a report to the Board of Directors specifying the issues that it considers important to take action thereon, with recommendations concerning the steps to be taken.
- 3) Monitor the integrity of the Company's financial statements and reports (Annually, semi-annually and quarterly), and observe them as part of its normal work during the year and after closing the accounts in any quarterly period, with special focus on the following:
 - Any changes in accounting policies and practices
 - Highlight aspects subject to the Board of Directors' discretion
 - Significant amendments resulting from the audit
 - Assuming the Company's going-concerns
 - Adherence to the rules of incorporation, disclosure and other legal requirements related to the preparation of financial reports.
- 4) Coordination with the Company's Management, Executive Management, Chief Financial Officer or the manager responsible for the same tasks in the Company in order to
- 5) perform its duties. The Committee shall have a meeting with the auditors of the Company at least once a year.
- 6) Consider any items that are deemed important and unusual or should be mentioned in such reports and accounts, and shall give due attention to any matters raised by the Company's Chief Financial Officer, the manager responsible for the same duties, the compliance officer or the auditors.
- 7) Review the financial controls, internal controls and risk management systems of the Company.
- 8) Discuss the internal control system with the Management and ensure that it fulfills its duty to establish an effective internal control system.

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- 9) Consider the results of the main investigations conducted on the internal control matters, as assigned to it by the Board of Directors or performed at the initiative of the Committee and the approval of the Management.
 - 10) Make sure effective coordination is in place between the internal auditors of the Company and the external auditors. Ensure availability of the resources necessary for the internal audit body, and review and control the effectiveness of that body.
 - 11) Review the Company's financial and accounting policies and procedures.
 - 12) Review the external auditor's letters, its action plan and any material queries submitted by the auditor to the Executive Management regarding accounting records, financial accounts or control systems, and their response and approval to the same.
 - 13) Ensure that the Board of Directors responds in a timely manner to the clarifications and material issues raised in the external auditor's letter.
 - 14) Establish a reporting structure that enables Company's staff to report any potential irregularities in financial reports, internal controls or other matters under complete confidentiality; and set the steps necessary to ensure independent and fair investigations of such violations.
 - 15) Monitor the extent to which the Company complies with the rules of professional conduct.
 - 16) Ensure the application of the rules related to its functions and the powers entrusted to it by the Board of Directors.
 - 17) Submit reports to the Board of Directors on the matters listed in this item.
 - 18) Consider of any other matters determined by the Board of Directors.

C. Number of meetings held by the Audit Committee during 2022 and their dates to discuss the matters related to financial statements and any other matters, and demonstrating the members' personal attendance times in the held meetings.

The Audit Committee held (4) meetings during its term in 2022, as follows:

Meeting No.	Meeting date	Number of members present
1/2022	25/02/2022	3
2/2022	25/04/2022	3
3/2022	02/08/2022	3
4/2022	03/11/2022	3

Number of personal attendance of the Committee's members:

Name	Number of attendance times	Personal / by-proxy presence
Ali Rashed Humid Al Mazrouei	4	Personal
Alok Nawani	4	Personal
Marwan Istambouly	4	Personal



6. Nomination and Remuneration Committee:

- A. Mr. Majid Sultan Mohammed Sultan Al Mail, Nomination and Remuneration Committee Chairman, acknowledges his responsibility for the committee system in the Company, his review of its work mechanism and ensuring its effectiveness.
- B. Names of the Nomination and Remuneration Committee members and clarifying their competences and tasks assigned to them.

Name	Capacity
Majid Sultan Mohammed Sultan Al Mail	Chairman
Maurice Ricardo Suleiman	Member
Mohamed Ghobash Ahmed Ghobash Al Marri	Member

A statement of the Committee's function and the tasks assigned to it:

The Committee shall carry out all the prescribed functions and tasks, in accordance with the relevant rules and resolutions, including the resolutions of the Securities and Commodities Authority, so the main tasks will be as follows:

1. Establish a policy on nominations for the Board of Directors and Executive Management, taking into account gender diversity within the composition, encouraging women through incentive and training programs. The Committee shall provide the Authority with a copy of this policy and any amendments thereto.
2. Organize and follow up the procedures for nomination to the Board of Directors, in accordance with the applicable laws and regulations and the provisions of the resolutions of the Securities and Commodities Authority.
3. Ensure independence of independent members.
4. Prepare and annually review the policy for the granting of bonuses, benefits, incentives and salaries for the members of the Board of Directors of the Company and its employees, and make sure that the bonuses and benefits granted to the Senior Executive Management are reasonable and commensurate with the performance of the Company.
5. Perform annual review of the skills required for Board membership, and prepare a description of the capabilities and qualifications required for membership of the Board of
6. Directors, including the time required to be allocated by a Board member to the proceedings of the Board of Directors.
7. Review the Board structure and make recommendations regarding possible changes.
8. Identify the Company's needs of competencies at the level of senior executive management and employees, as well as the bases of their selection.
9. Any other matters determined by the Board of Directors or provided for in the relevant legislation and resolutions.

C. Statement of number of meetings held by the Committee during 2022 and their dates, and statement of all Committee members' personal attendance of times.

The Committee held (3) meeting during its term in 2022, as follows:

Meeting No.	Meeting Date	Number of members present
1/2022	15/03/2022	3
2/2022	17/05/2022	3
3/2022	19/10/2022	3

statement of the number of personal attendance of the members in the Committee's meetings:

Name	Number of attendance times	Personal /by-proxy presence
Majid Sultan Mohamed Sultan Al Mail	3	Personal
Maurice Ricardo Suleiman	3	Personal
Mohamed Ghobash Ahmed Ghobash Al Marri	3	Personal

7. Steering Committee

A. Mr. Fadi Salah Al Deen Cherkawi, acknowledges his responsibility for the follow-up and supervision system on transactions of the insiders in the Company, review of its work mechanism and ensuring its effectiveness.

B. Names of members of the Supervision and Follow-up Committee of insiders' transactions and clarifying their competences and tasks assigned to them.

Name	Capacity
Mr. Fadi Salah Al Deen Cherkawi	Chairman
Mr. Maurice Ricardo Suleiman	Member
Mr. Khalid Rashid Humaid Al Mazrouei	Member
Mr. Mohamed Ghobash Ahmed Ghobash Al Marri	Member
Mr. Nadeem Ahmed Irfan Ahmed	Member

C. A summary of the committee's work report during 2022.

Summary of the Report of the Committee's proceedings during 2022:

In addition to the duties under the authority of the Chairman of the Board of Directors' Resolution No. (3/R.M) of 2020 Concerning Corporate Discipline and Governance

Standards of Public Joint Stock Companies, in 2022, the Committee undertook the following tasks:

- Review the performance of the Company's management.
- Approval of strategic projects.
- Approve any decision or initiative that goes beyond "Management authority."
- Approval of senior management appointments.
- Discuss policies and procedures, develop a matrix of powers and recommend to the Board for approval.
- Study and review strategic initiatives.

8. Any other committee (s) approved by the Board.

Investment Committee:

The Investment Committee is responsible for following up the Company's investments.

A. Mr. Khalid Rashid Humaid AL Mazrouei, Investment Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B. Names of the Committee's members, its functions and the tasks entrusted to it
Names of each committee members, clarifying its competences and tasks assigned thereto.

Name	Capacity
Mr. Khalid Rashid Humaid Al Mazrouei	Chairman
Mr. Maurice Ricardo Suleiman	Member
Mr. Mohamed Ghobash Ahmed Ghobash Al Marri	Member
Mr. Majid Sultan Mohamed Sultan Al Mail	Member
Mr. Nadeem Ahmed Irfan Ahmed	Member

C. Statement of number of meetings held by the Committee during 2022 and their dates, and all Committee members' personal attendance times.

The Committee held (2) meetings during its term in 2022, as follows:

Meeting No.	Meeting Date	Number of members present
1/2022	23/05/2022	5
2/2022	07/11/2022	5



statement of the number of personal attendance of the members in the Committee's meetings

Name	Number of attendance times	Personal /by-proxy presence
Mr. Khalid Rashid Humaid Al Mazrouei	2	Personal
Mr. Maurice Ricardo Suleiman	2	Personal
Mr. Mohamed Ghobash Ahmed Ghobash Al Marri	2	Personal
Mr. Majid Sultan Mohamed Sultan Al Mail	2	Personal
Mr. Nadeem Ahmed Irfan Ahmed	2	Personal

9. Internal Control System:

A. The Board acknowledges his responsibility of the Internal Control System in the Company and to review the functioning mechanism of internal control and ensuring its effectiveness.

B. Name of the department director, his qualifications and date of appointment.

Mr. Ahmed Al Qahtani, Senior Manager of the Internal Audit Department Holds a(n) MBA from New York Institute of Technology, USA. Was appointed by the company in 21/02/2022.

C. Name of compliance officer, his qualifications and date of appointment.

Mrs. Jamal Ayyash has been appointed as Compliance Officer on 9/12/2019 with more than ten years of experience in the fields of law and compliance in several companies as a compliance officer to assume the tasks and powers of this department so that it enjoys sufficient independence to perform its duties, she holds a diploma in law from

Lebanese University in 2004 and holds two certificates from the International Compliance Organization ICA in financial crime and AML in 2021.

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

The Company did not face any major problems during the year (2022).

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

During the year 2022, they issued (9) reports dealing with Consumer Lines - Anti-money laundering, Consumer UW & OPS- RAK Branch, Consumer - Motor Claims– IAR 05 –



Commercial Claims, and Fujairah Branch, Sharjah Branch, Commercial Lines - Underwriting & Operations, Medical Lines - Underwriting & Operations.

Evidence: A copy of all periodic reports issued to Audit Committee and a statement of other reports issued by the Department, along with summary of the content of those reports.

10. Details of the violations committed during 2022, explaining their causes, how to address them and avoid their recurrence in the future.

The Company did not commit any violations during the fiscal year 2022.

11. Statement of the cash and in-kind contributions made by the Company during 2022 in developing the local community and preserving the environment. (In case of the absence of contributions, it must be mentioned that the Company has not made any contributions.)

The company has donated AED 128,567.00 to Dubai Cares

12. General Information:

A. Statement of the company share price in the market (closing price, highest price, and lowest price) at the end of each month during the fiscal year 2022.

The below table shows the share price during the year, with a statement of highest and lowest price at the end of each month.

Month	Closing (AED)	Highest (AED)	Lowest (AED)
January	1.44	2	2
February	1.44	2	2
March	1.44	2	2
April	1.44	2	1.6
May	1.44	2	2
June	1.44	2	2
July	1.44	2	2
August	1.44	2	2
September	1.6	2	1.6
October	1.6	1.6	1.6
November	1.6	1.6	1.6
December	1.6	1.6	1.6



B. Statement of the Company comparative performance with the general market index and sector index to which the Company belongs during 2022.



C. Statement of the shareholders ownership distribution as on 31/12/2022 (individuals, companies, governments) classified as follows: local, Gulf, Arab and foreign.

Ser.	Shareholders classification	Percentage of owned shares			
		Individuals	Companies	Government	Total
1	Local	9.5%	50.5%	0	60%
2	Arab	0	40%	0	40%
3	Foreign	0	0	0	0
4	Total	9.5%	90.5%	0	100%

D. Statement of shareholders owning 5% or more of the Company's capital as on 31/12/2022 according to the following schedule:

Ser.	Name	Number of owned shares	Percentage of owned shares of the company's capital
1	Ghobash Trading & Investment Ltd. Co	55,804,624	34.88%
2	Fidelity Assurance & Renaissance SAL	64,000,000	40%
3	Nawwaf Ghubash Ahmed Ghubash Al Marri	15,000,000	9.38%
4	Rashid Al Mazrouei Real Estate One Person Company LLC	24,000,000	15%



E. Statement of how shareholders are distributed according to the volume of property as on 31/12/2022 according to the following schedule:

Ser.	Share (s) ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the capital
1	Less than 50,000	49	49	0.00003%
2	From 50,000 to less than 500,000	1	200,000	0.125%
3	From 500,000 to less than 5,000,000	1	995,328	0.622%
4	More than 5,000,000	4	158,804,624	99.253%

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

A special page has been created on the Company's official website www.fidelityunited.ae under the section About Us / Investor Relations Page, where all the information about the Company and its shareholders is uploaded.

- Name and contact information of the Investor Relations Officer.

- Mr. Rafiq Rahim Shaban – Chief Financial Officer

- **Telephone:** 04-2128020

- **Email:** rafiq.shaban@fidelityunited.ae

- The link of Investor Relations webpage on the Company's website.

<https://fidelityunited.ae/investorrelations/>

G. Statement of the special decisions presented in the General assembly held during 2022 and the procedures taken in their regard.

The General Assembly in the meeting that has been held on 12/06/2022 amended Article (3) of the Company's Articles of Association related to the headquarters of the Company in order to become in the Emirate of Abu Dhabi instead of the Emirate of Ras Al Khaimah.

H. Rapporteur of the Board meetings.

BOD Rapporteur Name	Samer Sabbagh
Appointment Date	14 /09/2022
Educational & Experiences	Diploma in Law in 2010. Practicing lawyer in Syria until 2019 8 years of experience in the insurance industry
Statement of his duties during the year	Board Management



I. Detailed statement of major events and important disclosures that the Company encountered during 2022.

1. The company increased its capital from 100,000,000 dirhams to 160,000,000 dirhams.
2. Rated 'Baa3 with Stable outlook' financial rating by Moody's Investors Service

J. A statement of the transactions that the company has made with related parties during the year 2022 that are equal to 5% or more of the company's capital.

During the year 2022, the company did not conclude any deal with any of the related parties equal to 5% or more of the company's capital.

K. Statement of Emiratization percentage in the Company at the end of 2020, 2021, 2022 (workers are excluded for companies working in the field of contracting).

By the end of 2020, the percentage was at 4.17%, in 2021 the percentage was at 8.33%, and in 2022 the percentage was at 10.97% noting that the Company is seeking to increase it.

L. Statement of innovative projects and initiatives carried out by the company or being developed during 2022.

1. 360 Degree Review
2. Competency Based Recruitment Model.
3. Robotics Process Automation (RPA). It is deployed in the following areas:
 - a. Finance process
 - b. Medical Operation process
 - c. Admin Dept process
 - d. Workflow automation from Submission to Policy Issuance.

Signature of the Board Chairman	Signature of Audit Committee Chairman	Signature of Nomination and Remuneration Committee Chairman	Signature of Internal Audit Department – Senior Manager
Date:	Date: 27/3/2023	Date:	Date: 22 - March - 2023