

**CORPORATE  
GOVERNANCE**  
REPORT 2019

# CORPORATE GOVERNANCE

**1 Statement of procedures taken to complete the corporate governance system during 2019, and method of implementing thereof.**

The continually developing governance framework is a reflection of essential changes in shareholder engagement which has become a crucial matter for Amanat Holdings (Amanat), its Board and management.

In 2019, Amanat assumed increased levels of proactive engagement with its shareholders, dedicating important resources to governance issues, outreach and the development of applicable policies, including the development of governance frameworks for Amanat’s portfolio companies.

Amanat’s Board continues to disclose major events and substantial decisions and clarify all matters relating to the Company’s status and activities. It has laid down suitable development programs for all Members of the Board to improve their knowledge and skills and ensure effective participation in the Board.

In compliance with Law no. 4/2000 and MDN 14/2017, the Board of Directors attended an introductory session on best governance practices by the Hawkamah Institute. Amanat’s General Counsel and Company Secretary continues to be a certified Board Secretary from the Hawkamah Institute.

A number of committees were formed which report directly to Amanat’s Board

- Audit Committee;
- Nomination and Compensation & Benefits Committee; and
- Strategy and Investment Committee

**2 Statement of ownership and transactions of Board of Directors (Board) Members and their spouses, their children in the Company securities during 2019, according to the following schedule:**

| SER. | NAME                         | POSITION / KINSHIP                  | OWNED SHARES AS ON 31/12/2019 | TOTAL SALE | TOTAL PURCHASE |
|------|------------------------------|-------------------------------------|-------------------------------|------------|----------------|
| 1    | Hamad Rashed Nehail Alnuaimi | Board Member                        | 11,401,991                    | 0          | 11,401,991     |
| 2    | Shamsheer Vayalil            | Vice Chairman and Managing Director | 525,120,000                   | 0          | 525,120,000    |

The statement provides the closing balance of each position regardless of whether or not there were any transactions during the year.

3 Board formation

a) a. Statement of the current Board formation (including the names of resigned and appointed Board Members) according to the following schedule:



Mr. Hamad Abdulla Alshamsi

**Position:** Chairman of The Board Of Directors

**Category:** Non-Executive

**Experience:** H.E. Alshamsi is a UAE national and is currently the Chief Executive Officer of a private investment company specializing in investments and large-scale real estate development projects. H.E. Al Shamsi served in the Abu Dhabi Investment Authority prior to moving to the Private Department of His Highness the Late Sheikh Zayed Bin Sultan Al Nahyan. Without prejudice to Article 149 of the Commercial Companies Law no. 2 of 2015, H.E. Al Shamsi is also the Chairman and a Board Member of several leading government and private entities across the business, finance, aviation, media and services fields, including his positions as Board Member of Dubai Islamic Bank, Kuwait Food Company and Marka Holding.

**Qualifications:** H.E. Al Shamsi holds a bachelor's degree in Business Administration from UAE University and an MBA majoring in Finance and Banking.

**Period served as a board member of the company since his first election date:** Since 16 November 2017.



Dr. Shamsheer vayalil

**Position:** Vice Chairman And Managing Director

**Category:** Executive

**Experience:** Dr. Shamsheer is an Indian national and the Chairman and Managing Director of VPS Healthcare, a leading healthcare group in the region. Dr. Shamsheer expanded its activities to cover four countries through 22 hospitals and more than 125 medical centers in addition to establishing a major pharmaceutical plant in the UAE. Dr. Shamsheer is an active member of the UAE Medical Council, the Advisory Board at the Faculty of Medicine, University of Sharjah's College of Medicine, the Board of Directors of Abu Dhabi University, the Board of Directors of Kannur International Airport Ltd. and the non-resident Kerala Indian Committee – an entity with quasi-judicial powers established in the Indian state of Kerala to protect the rights, interests and properties of non-resident Indians (NRIs) from Kerala. In 2015, Dr. Shamsheer was awarded the United Nations GPF Global Humanitarian Award for his active involvement in performing free heart surgeries, aid relief and healthcare assistance to Syrian refugees. He also received the Pravasi Bharatiya Samman Award by the Government of India, the highest recognition awarded to NRIs and was nominated as one of the Top Indian Leaders in the Arab World by Forbes Middle East in 2014. In 2018, Dr. Shamsheer joined the Giving Pledge, a campaign launched by Bill and Melinda Gates, and Warren Buffett to dedicate most of their wealth to philanthropic causes where he played a significant role in expanding the campaign's philanthropic outreach in terms of population health.

**Qualifications:** Dr. Shamsheer holds a Master's degree in Medicine from the University of Sri Ramachandar in India and a Bachelor of Medicine from the University of Kasturba in India. He holds an honorary doctorate from the Aligarh Muslim University.

**Period served as a board member of the company since his first election date:** Since 16 November 2017.



Mr. Mr. Hamad Rashed Nehail Alnuaimi

**Position:** Board Director

**Category:** Non-Executive

**Experience:** Mr. Alnuaimi is a UAE national. He holds several executive positions and serves as a Board Member on numerous leading investment, real estate and public sector institutions. Mr. Alnuaimi is the Executive Manager to His Highness Sheikh Nahyan Bin Zayed Al Nahyan and His Highness Sheikh Theyab Bin Zayed Al Nahyan and Executive Manager in the Ministry of Presidential Affairs. Mr. Alnuaimi is a Board Member of Daman Investment, Reem Investment and the Arab International Bank in Cairo and the Chairman of Wared Holding Limited and Vice Chairman of Al Ramz Corporation.

**Qualifications:** Mr. Alnuaimi holds a Bachelor's degree in Accounting from the University of Emirates.

**Period served as a board member of the company since his first election date:** Since the date of his election at the Company's general assembly meeting dated 16 November 2017.



Mr. Mohamed Thaloob Alderei

**Position:** Board Director

**Category:** Non-Executive

**Experience:** Mr. Alderei is a UAE national and has memberships in various leading companies and sports unions. Mr. Alderei is the Chairman of Al Qudra Holding, Vice Chairman of Manazel Real Estate, a Member of the Board of Abu Dhabi Co-operative Society, a Member of the Board of the National Investment Company and Chairman of Al Ain Club Investments Company. Mr. Alderei is currently the Chairman of the UAE Judo and Wrestling Federation and Honorary Chairman of the Arab Judo and Wrestling Federation, as well as a Member of the Board of Directors of Al Ain Club and Board of Director and General Secretary of Abu Dhabi Club.

**Qualifications:** Mr. Alderei holds a Bachelor's degree in Business Administration and a Master's degree from Emirates University. He also graduated from Zayed Military University.

**Period served as a board member of the company since his first election date:** Since the date of his election at the Company's general assembly meeting dated 16 November 2017.





Mr. Hamad Buamim (Appointed Member)

**Position:** Board Director  
**Category:** Non-Executive  
**Experience:** Buamim is the President & CEO of Dubai Chamber of Commerce & Industry. He also serves as a Board Member of Dubai World, Dubai Islamic Bank PJSC, Dubai International Financial Center (DIFC) and acts as Chairman of National General Insurance PJSC. Previously, Buamim served as a Board Member of the UAE Central Bank, Emirates NBD and Network International and as a Chairman of Emirates Financial Services, Emirates NBD Capital.  
**Qualifications:** Buamim holds a BS. in Electrical Engineering from the University of Southern California, Los Angeles, and MBA in Finance from the University of Missouri, Kansas City, USA.  
**Period served as a board member of the company:** Since his appointment on the Company’s Board Meeting held on 9 May 2019.



Ms. Sara Khalil Nooruddin (Appointed Member)

**Position:** Board Director  
**Category:** Non-Executive  
**Experience:** Mrs. Sara Khalil Nooruddin is the Head of Private Investments at Osool Asset Management. She has many years’ experience in private investing and is responsible for sourcing, evaluating and monitoring fund managers and investment opportunities globally. Osool is the investment arm of the Social Insurance Organization and the Military Pension Fund. She covers multiple asset classes namely private equity, real estate, infrastructure and private debt. Prior to joining Osool in 2013, Mrs. Nooruddin was a Private Equity Analyst at Gulf International Bank (GIB). Ms. Nooruddin currently serves on the boards of a London-based real estate company, Aegila Capital Management, and the Royal Hospital for Women and Children (RHWC) in Bahrain. She previously served on the Board of the Gulf Medical and Diabetes Center.  
**Qualifications:** Ms. Nooruddin holds a BBA with a concentration in finance from George Washington University, USA and is a certified Chartered Financial Analyst (CFA).  
**Period served as a board member of the company:** Since her appointment on the Company’s Board Meeting held on 8 August 2019.



Ms. Elham Al Qasim (Appointed Member)

**Position:** Board Director  
**Category:** Non-Executive  
**Experience:** Ms. Al Qasim serves as Digital14’s Chief Executive Officer, steering the organization’s strategic direction, and leading over 1,000 staff in their purpose-driven work to deliver trust in digital so that clients can innovate and fulfil their potential. Prior to joining Digital14, Ms. Al Qasim enjoyed a global career with executive roles in investment and asset management. More recently, she served as CEO of Abu Dhabi Investment Office (ADIO) and Executive Director of the Ghadan 21 program at the Abu Dhabi Executive Office where Ms. Al Qasim led the strategic planning for the government’s three-year, AED 50 billion investment program aimed at accelerating Abu Dhabi’s economy. Prior to this, Ms. Al Qasim was a Director of Mubadala Investment Company, focusing on their technology and industry portfolio. Her responsibilities included building investment/entry strategy, business development, value creation, and post-acquisition asset management in sectors including metals & mining, semi-conductors, and technology. During this time, Ms. Al Qasim also served on the executive leadership team of Emirates Global Aluminium and delivered a two-year post-merger integration program. Ms. Al Qasim has served on a number of boards and is currently a Board Member of publicly listed company International Holding Company and the Khalifa Fund, a government-owned SME fund. Ms. Al Qasim’s international career includes JPMorgan Investment Bank, where she was part of the Global Diversified Industrials Team based in London handling M&A transactions in chemicals, metals and mining, and infrastructure.  
**Qualifications:** Ms. Al Qasim holds an MSc from the School of Social Policy at the London School of Economics and a Bachelor of Business from the American University in Dubai.  
**Period served as a board member of the:** Since her appointment on the Company’s Board Meeting held on 13 February 2020.

**Note:** Departed Members  
Mr. Faisal Juma Bilhoul  
Sheikh Abdulla Khalifa Alkhalifa  
Sheikh Mansoor Mohamed Butti Alhamed

B) Statement of the percentage of female representation on the board for 2019 (in case of non-representation, please state that there is no representation).

The appointment of Ms. Sara Khalil Nooruddin as a Board Member, and the subsequent appointment of Ms. Elham Al Qasim in early 2020 brings female representation on Amanat Board to 29%.

C) Statement of the reasons for the absence of any female candidate for the board membership.

Not applicable as female participation at Amanat’s Board is 29%.

D) Statement of the following:

1. The total remunerations paid to the Board Members for 2018.

- AED 2,100,000

2. The total remunerations of the Board Members, which are proposed for 2019, and will be presented in the annual general assembly meeting for approval.

- Aed 2,100,000

3. Details of the allowances for attending sessions of the committees emanating from the Board, which were received by the Board Members for 2019 fiscal year, according to the following schedule:

- None

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.

- None

A. Number of Board meetings held during 2019 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)).

| SER. | DATE OF MEETING | NUMBER OF ATTENDEES | NUMBER OF ATTENDEES BY PROXY | NAMES OF ABSENT MEMBERS          |
|------|-----------------|---------------------|------------------------------|----------------------------------|
| 1    | 13/2/2019       | 6                   | 2                            | Sheikh Abdulla Khalifa Alkhalifa |
| 2    | 9/5/2019        | 5                   | 1                            | Sheikh Abdulla Khalifa Alkhalifa |
| 3    | 8/8/2019        | 6                   | 2                            | None                             |
| 4    | 3/11/2019       | 6                   | 1                            | None                             |

B. Number of the Board resolutions passed during the 2019 fiscal year, along with its meeting convention dates.

Board of Directors Resolution by circulation no. 1 of 2019 dated 9/7/2019.

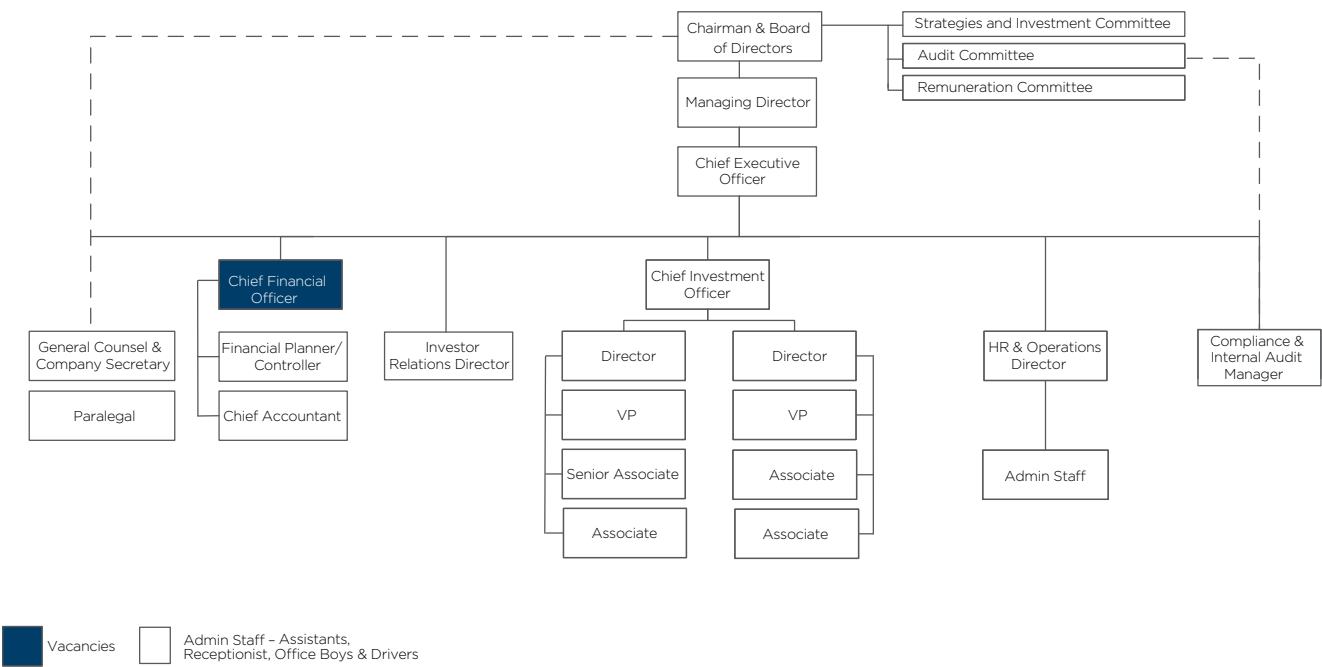
C. Statement of Board duties and powers exercised by Board Members or the executive management members during 2019 based on an authorization from the Board, specifying the duration and validity of the authorization according to the following schedule:

| SER. | NAME OF AUTHORIZED PERSON | POWER OF AUTHORIZATION   | DURATION OF AUTHORIZATION                         |
|------|---------------------------|--|---|
| 1    | Dr. Shamsheer Vayalil     | Incorporating subsidiaries - budget adjustment not more than 5% - open and close bank accounts - bank transfers not more than AED 50 million - term deposits - risk management activities - purchase of fixed assets - payments according to Board approval - payroll - appoint employees who are not under the direct supervision of the CEO - sign contracts and consultancy agreements - sign insurance, lease, maintenance, and communication contracts.   | Three years starting 25 January 2018              |
| 2    | Mr. Tristan de Boysson    | Within the limits of the Board-approved matrix “purchasing, selling, leasing and depreciating fixed assets - signing and settling and paying commitments as per the relevant commitment agreements - signing and approving inter-unit or Company account reconciliation and consolidation - signing and approving recruitment, recruitment documents, confirming employment contracts, fixing or remuneration and benefits including bonuses – signing and approving termination, resignation for all company staff - signing and approving training and nomination for the same and leave approval - signing without financial limit on letters of intent, term sheets, agreements for acquisitions and divestments, and establishing of healthcare or educational business - signing on agreements with consultants and parties for professional services - signing on maintenance service agreements - signing on outsourcing agreements and communications - establish companies of all types in the territory and/or elsewhere - placing insurance against any and all risks in respect of the assets and properties of the Company”. | Starting 24 March 2019 and ending 7 November 2020 |

D. Statement of the details of transactions made with the related parties (Stakeholders) during 2019, provided that it shall include the following:

- None

E. 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.



F. A detailed statement of the senior executives in the first and second grade according to the company organizational structure (according to 3-i), 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 2019 (AED) | TOTAL BONUSES PAID FOR 2019 (AED) | ANY OTHER CASH / IN-KIND BONUSES FOR 2019 OR DUE IN THE FUTURE |
|------|---------------------------------------|------------------|---|-----------------------------------|--|
| 1    | Managing Director                     | 16 November 2017 | None  | None                              | None   |
| 2    | Chief Executive Officer               | 3 February 2019  | 2,310,000   | 1,331,400                         | None   |
| 3    | Chief Investment Officer              | 28 November 2017 | 2,209,200   | 1,159,830                         | None   |
| 4    | General Legal Counsel                 | 29 April 2018    | 922,797   | 261,460                           | None   |
| 5    | Finance Controller                    | 14 May 2019      | 400,000   | 122,500                           | None   |
| 6    | Head of Investor Relations            | 1 September 2019 | 300,000   | 97,500                            | None   |
| 7    | Internal Audit and Compliance Manager | 6 January 2019   | 630,000   | 162,750                           | None   |

**4 External auditor:**  
**A Submit an overview of the company auditor to shareholders.**

Ernst & Young (EY) is a multinational professional services firm and one of the largest in the world.

EY operates as a network of member firms which are separate legal entities in individual countries. It has 250,000 employees in over 700 offices across 150 countries and global revenue of US\$ 34.8 billion. EY provides assurance (including financial audit), tax, consulting and advisory services to companies.

EY has been present in MENA since 1923 and in the UAE since 1966. EY's Dubai office has over 1,400 staff and serves a wide variety of government, private and multinational clients

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

|   |   |
|---|---|
| Name of the audit office and partner auditor  | Ernst and Young Middle East<br>Partner Name: Mr. Ashraf Abu-Sharkh  |
| Number of years served as the company external auditor  | 1 Year  |
| Total audit fees for 2019 in (AED)  | AED 559,300   |
| Fees and costs of other private services other than auditing the financial statements for 2019 (AED), if any, and in case of absence of any other fees, this shall be expressly stated.   | None  |
| Details and nature of the other services (if any). If there are no other services, this matter shall be stated expressly.   | None  |
| Statement of other services that an external auditor other than the company accounts auditor provided during 2019 (if any). In the absence of another external auditor, this matter is explicitly stated.   |   |
| <b>Auditor name: KPMG</b><br>Details of provided services:<br>Compliance audit with the following scope (Amount: AED 55,500):<br>Compliance monitoring framework<br>Compliance's process in the investment due diligence process e.g. background checks<br>Compliance policies and procedures including the following: <ul style="list-style-type: none"><li>• Compliance Policy</li><li>• Code of Business ethics</li><li>• Whistle Blowing Policy</li></ul> Compliance testing plan<br>Reporting on any breaches (internal and external reporting) and escalation protocols<br>Compliance training/ awareness sessions<br>Regulatory declarations/ filings to applicable regulators<br>Monitoring and reporting of compliance matters | <b>Auditor name: Grant Thornton</b><br>Details of provided services:<br>Procurement audit with the following scope (Amount: AED 51,723):<br>The three types of procurement processes: <ol style="list-style-type: none"><li>1. Non purchase order</li><li>2. Purchase order</li><li>3. Purchase or service agreement</li></ol> Business travel process and expenses<br>The approval process and compliance to the Delegation of Authority<br>The master vendor file including the addition or removal of suppliers<br>Policies and procedures, specifically:<br>Procurement policies and procedures<br>Business Travel Policy |
| <b>Auditor name: Grant Thornton</b><br>Details of provided services:<br>Investor relations and marketing audit with the following scope (Amount: AED 37,315):<br>The investor relations management processes<br>Marketing processes such as, but not limited to, press releases, social media control and crisis communications<br>The Annual Governance Report and the Annual General Meeting<br>The investor relations and marketing policies and procedures; specifically:<br>Rules and Procedures for Trading Securities by Board, Executives and Employees of Amanat<br>Communication and Trading Policy and Procedures Manual   | <b>Auditor name: Grant Thornton</b><br>Details of provided services:<br>Investment asset management audit with the following scope (Amount: AED 51,723):<br>Value creation in portfolio companies through:<br>Corporate governance<br>Corporate strategy<br>Corporate finance<br>Monitoring and communication frameworks such as, but not limited to:<br>100-day plan<br>Corporate initiative committees<br>Key performance/risk/initiative indicators<br>Internal reporting<br>Investment policy and procedures<br>Portfolio companies' budget process<br>Risk management  |
| <b>Auditor name: Grant Thornton</b><br>Details of provided services (Amount: AED 37,700):<br>Amanat Risk and Controls Matrix (RCM)<br>Amanat Risk Heat Map<br>Internal Audit 3-year plan  |   |

C Statement clarifying the reservations that the company auditor included in the interim and annual financial statements for 2019 and in case of the absence of any reservations, this matter must be mentioned explicitly.

- None

5 **Audit committee:**  
A The Audit Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness

Mr. Hamad Rashed Nehail Alnuaimi, Audit Committee President, acknowledges his responsibility for the committee system in the Company, the 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.**  
The Committee is comprised of:

- Mr. Hamad Rashed Nehail Alnuaimi, President
- Sheikh Mansoor Mohamed Butti Alhamed
- Mr. Laith Alfraih.

In the Company's Board of Directors Meeting held on 3 November 2019, the Committee was reconstituted to comprise:

- Mr. Hamad Rashed Nehail Alnuaimi, President
- Mr. Mohamed Thaloob Alderei, Member
- Ms. Sara Khalil Nooruddin, Member
- Mr. Laith Alfraih, External Professional Member.

The Committee assumes the following duties:

- Overseeing, reviewing and assessing the effectiveness of the Company's corporate governance, disclosure, internal control, and risk management systems
- Reviewing the Company's financial and accounting policies and procedures
- Monitoring the integrity of, and reviewing, the Company's financial statements and reports (annual, semiannual and quarterly)
- Coordinating with the Board and management for the purpose of performing their duties
- Considering important and unusual clauses that are, or shall be, mentioned in any of the reports and accounts and paying the required attention to any of the issues brought up by management or the external auditor
- Submitting a recommendation to the Board in respect of the selection, resignation or discharge of the external auditor, and in case the Board rejects such recommendation, the Board shall include in its annual governance reports a statement clarifying the recommendation of the Committee and the reasons for the Board's rejection of such recommendation
- Setting and implementing the policy of engagement with the external auditor and submitting a report to the Board along with its recommendations specifying the procedures the Committee deems necessary to be taken in this regard
- Ensuring the external auditor's compliance with the applicable laws and regulations and the constitutional documents of the Company and following up and monitoring the independence of the external auditor
- Meeting at least once annually with the external auditor without the presence of management and discussing with the external auditor the nature and scope of the auditing process and its effectiveness according to the approved auditing standards
- Overseeing all that is related to the external auditor's roles, responsibilities, work plan, correspondence with the Company, comments, proposals, concerns and any substantial inquiries made by the external auditor to management concerning accounting books, financial accounts or control systems, and following up on the Board's response thereto and the provision of the facilities required
- Ensuring timely response by the Board to inquiries, clarifications and substantial matters raised by the external auditor

- Discussing the internal control system with the Board and ensuring the implementation of an effective system for internal control
- Considering the results of any investigations conducted on the internal control systems and discussing the same with the Board
- Reviewing the external auditor's assessment of internal control procedures and ensuring coordination between the internal auditors and the external auditors
- Ensuring the availability of the resources required for the internal control department, and reviewing and monitoring the effectiveness of such department
- Studying internal control reports and following up on the implementation of corrective measures for the remarks highlighted in such reports
- Setting the rules that enable the Company's staff to confidentially report any potential violations in financial reports, internal control, or any other issues and the procedures sufficient for conducting independent and fair investigations concerning such violations
- Reviewing the effectiveness of the Company's programs to ensure compliance with legal and regulatory requirements and the code of conduct
- Reviewing related party transactions with the Company, managing conflicts of interests and submitting recommendations concerning such transactions to the Board before executing such transactions
- Ensuring implementation of the Code of Conduct related to the Committee's duties and powers assigned to it by the Board
- Submitting reports and recommendations to the Board concerning any or all of the above
- Considering any other issues determined by the Board.

**C    Number of meetings held by the Audit Committee during 2019 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 Committee Members were unable to convene the meetings prior to the scheduled Board meetings. The Board assumed the role of the Committee and considered the matters of importance.

**6    Nomination and Remuneration Committee:**

**A    The Nomination and Remuneration Committee Chairman’s acknowledgment of his responsibility for the Committee system at the Company, his review of its work mechanism and ensuring its effectiveness.**

Mr. Hamad Buamim, Nomination and Remuneration Committee President, acknowledges his responsibility for the committee system in the Company from the date of his nomination by Amanat’s Board, 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.**

The Committee is comprised of:

- Sheikh Abdulla Khalifa Alkhalifa, President
- Dr. Shamsheer Vayalil, Member
- Mr. Faisal Belhoul, Member.

In the Company’s Board of Directors Meeting held on 3 November 2019, the Committee was reconstituted to comprise:

- Mr. Hamad Buamim, President
- Mr. Hamad Rashed Nehail Alnuaimi, Member
- Ms. Sara Khalil Nooruddin, Member.

The Committee assumes the following duties:

- Setting a policy for nomination of Members of the Board and executive management with the aim of achieving gender diversity on the Board and encouraging female nominees by offering privileges, training and motivational programs, and submitting a copy of such policy to the Securities and Commodities Authority (and any amendments thereof)
- Regulating and following up the procedures of nomination for Board membership in accordance with the applicable laws and regulations
- Verifying permanency of independence of independent Board Directors - whereby the Committee shall inform the Board of violation of independency terms and the Board shall accordingly notify the concerned Board Director in writing through registered courier to his or her address with justifications of non-independence. The challenged Board Director shall then respond to the Board within 15 days and the Board shall accordingly determine on the independence or not of the Board Director at the first meeting following rejection of the Board Director or termination of above timeline
- Drafting and annually reviewing the remuneration, benefits and incentives policies concerning Board Directors and employees of the Company, and ensure that remuneration and benefits granted to the senior executive management of the Company are reasonable and in line with the Company's performance
- Annually reviewing the skills required for Board membership and determining the required capabilities and qualifications for Board membership, including the time required by a Member to carry out his or her duties as a Board Member
- Reviewing the Board structure (and Board membership representation at the subsidiaries) and submitting recommendations to the Board regarding the changes that may be made
- Identifying the Company's needs for qualified staff at the senior executive management level and employees and the basis of their selection
- Drafting the Company's Human Resources and Training Policy, supervising its implementation and annual review thereof
- Organizing and following up on procedures for Board candidates in accordance with applicable laws and regulations and the provisions of this Charter.

**C    Statement of number of meetings held by the Committee during 2019 and their dates, and statement of all Committee Members’ personal attendance of times.**

| SER. | DATE      | ATTENDEES                |
|------|-----------|--------------------------|
| 1    | 30/1/2019 | All Members were present |

**7    The Supervision and Follow-up Committee of insiders’ transactions.**

**A    Acknowledgment by the Committee Chairman or the authorized person of his responsibility for the committee system at the Company, review of its work mechanism and ensuring its effectiveness.**

Amanat adopts a robust measure to monitor insiders’ transactions, and periodically update the market and the Securities and Commodities Authority of the latest list. The committee will be reconstituted due to the employment resignation of its members during 2019. In the interim the Company’s General Counsel and Head of Investor Relation has maintained the insider’s list and continue to notify its members of prohibition in dealings periods.

**B    Names of Members of the Supervision and Follow-up Committee of insiders’ transactions and clarifying their competences and tasks assigned to them**

The Committee is comprised of the Chief Financial Officer, HR & Operations Manager, and Investor Relations Director.

The committee is responsible for:

- Establishing and updating the Insiders Register.
- Notifying of any blackout periods and set awareness for the Company employees of any trading restrictions.
- Establishing and maintaining Investor Relations Communication and Trading Policy



C A summary of the Committee’s work report during 2019. (In case the Committee was not formed, the reasons should be explained).

The Committee created, maintained and updated an insider list and reported the same to the Market.

- Establishing and maintaining the Insider list and ensuring compliance with applicable laws and regulations;
- Making the required amendments to the Insider list; and
- Monitoring the Insider list which is updated quarterly and cross-checks the register with the Company’s share book to identify and monitor any potential transactions by insiders.

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

A The Committee Chairman’s acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness

Mr. Hamad Alshamsi, Committee President, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B Name of Committee (s).

Strategy and Investment Committee

C Names of each Committee Member, clarifying its competences and tasks assigned thereto.

The Committee is comprised of:

- Mr. Hamad Abdulla Alshamsi, President
- Mr. Hamad Rashed Nehail Alnuaimi, Member
- Dr. Shamsheer Vayalil, Member
- Ms. Sara Khalil Nooruddin, Member
- Mr. Tristan De Boysson, Member
- Dr. Mohamed Hamade, Member.

The Committee assumes the following duties:

- The Committee has dual roles:

(A) As an advisor to the Board whereby it reviews, assesses and makes recommendations to the Board on the various matters that are placed in front of the Board

(B) An executive role to guide and aid the management of the Company

- The Committee has the authority to take decisions as per the limits indicated in the delegation of authority adopted by the Company with a maximum financial authority of AED 5 million. However, the Committee has the mandate to review and recommend to the Board on the matters that have been placed before them even if they are over the delegated level of authority
- The Committee may engage and pay or cause to engage and approve the pay of financial, commercial, and legal and other technical advisors to assist the Committee in carrying out its functions. Such advisors may be the regular advisors to the Company

D Statement of number of meetings held by the Committee during 2019 and their dates, and all Committee Members’ personal attendance times.

| SER | DATE       | ATTENDEES  |
|-----|------------|--|
| 1   | 13/2/2019  | All Members attended except Sheikh Abdulla Khalifa Alkhalifa                             |
| 2   | 9/5/2019   | All Members attended except Sheikh Abdulla Khalifa Alkhalifa                             |
| 3   | 8/8/2019   | All Members attended   |
| 4   | 22/9/2019  | All Members attended except Mr. Hamad Rashed Nehail Alnuaimi who was presented via proxy |
| 5   | 6/10/2019  | All Members attended except Dr. Shamsheer Vayalil in his capacity as a related party     |
| 6   | 15/10/2019 | All Members attended except Dr. Shamsheer Vayalil in his capacity as a related party     |
| 7   | 23/10/2019 | All Members attended except Dr. Shamsheer Vayalil in his capacity as a related party     |
| 8   | 24/11/2019 | All Members attended except Dr. Shamsheer Vayalil in his capacity as a related party     |
| 9   | 12/12/2019 | All Members attended except Mr. Hamad Rashed Nehail Alnuaimi who was presented via proxy |

9 Internal Control System:

A Acknowledgment by the Board of its responsibility for the Company internal control system, review of its work mechanism and ensuring its effectiveness.

The Board of Directors hereby declares its responsibility for the internal control system and revisions to its mechanism and guarantees of its effectiveness through maintaining assets, keeping correct financial details, disclosing errors and breaches and reviewing the Audit Committee report regarding internal audit activities and reports.

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

Mr. Abdullah Al Baker Al Zaabi was appointed on 6 January 2019. Mr. Abdullah holds a double Bachelor’s degree in Business Administration and Economics from the University of Windsor, Canada.

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

The Internal Audit Manager also holds the position of Compliance Officer.

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).

- Technical review
- Finance review
- Legal review and reporting any breaches or violations, if any
- Mandate review.

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

The Internal Control Department issued 3 reports to the Board of Directors.

10 Details of the violations committed during 2019, explaining their causes, how to address them and avoid their recurrence in the future.

None.

11 Statement of the cash and in-kind contributions made by the company during 2019 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.)

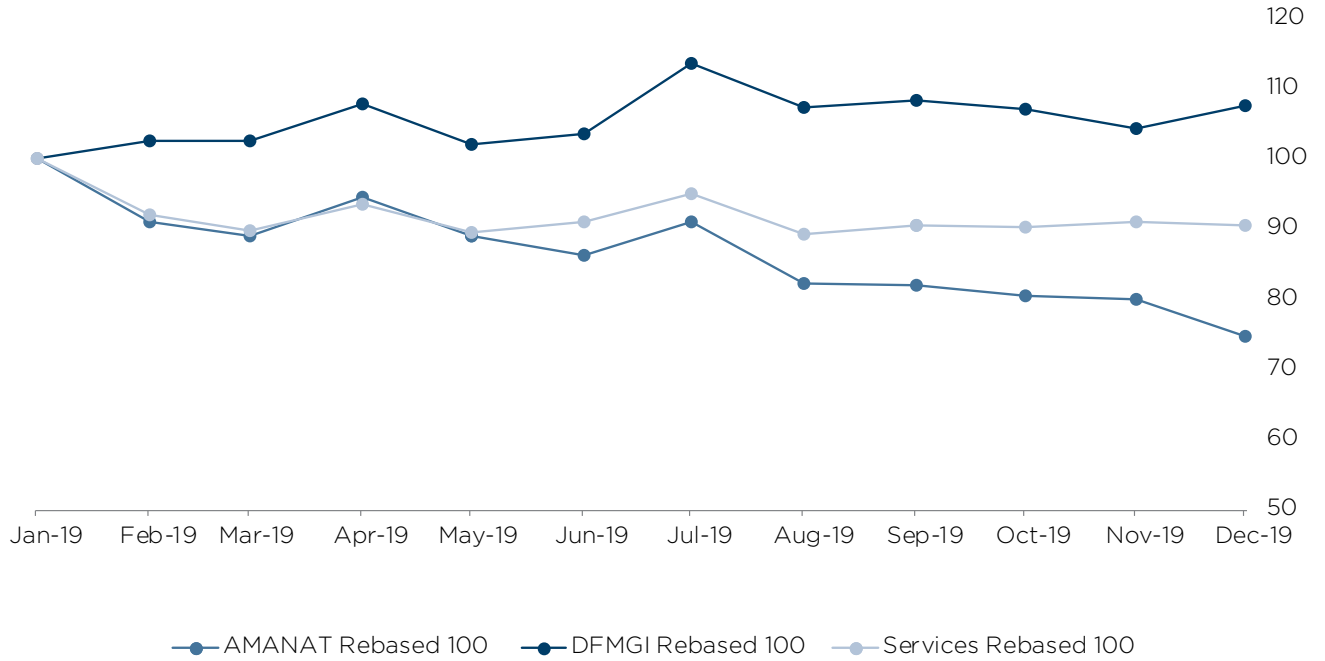
The Company sponsored an Iftar event with Family Village Orphanage. The total amount spent for this event was AED 20,696.5. This includes Iftar catering, gift cards for the children and photography.

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 2019.

| MONTH     | HIGHEST PRICE | LOWEST PRICE | CLOSING PRICE |
|-----------|---------------|--------------|---------------|
| January   | 1.150         | 1.050        | 1.100         |
| February  | 1.100         | 0.957        | 1.000         |
| March     | 1.000         | 0.930        | 0.980         |
| April     | 1.060         | 0.941        | 1.040         |
| May       | 1.050         | 0.923        | 0.980         |
| June      | 1.030         | 0.942        | 0.950         |
| July      | 1.010         | 0.940        | 1.000         |
| August    | 0.990         | 0.880        | 0.905         |
| September | 0.954         | 0.850        | 0.903         |
| October   | 0.918         | 0.880        | 0.885         |
| November  | 0.908         | 0.802        | 0.879         |
| December  | 0.899         | 0.823        | 0.823         |

B Statement of the company comparative performance with the general market index and sector index to which the company belongs during 2019.



C Statement of the shareholders' ownership distribution as on 31 December 2019 (individuals, companies, governments) classified as follows: local, Gulf, Arab and foreign.

| SER. | SHAREHOLDERS' CLASSIFICATION |             |             |               |            | TOTAL         |
|------|------------------------------|-------------|-------------|---------------|------------|---------------|
|      | GEOGRAPHY                    | INDIVIDUALS | BANKS       | COMPANIES     | GOVERNMENT |               |
| 1    | Arab                         | 39,948,911  | -           | 396,878       | -          | 40,345,789    |
| 2    | Foreign                      | 31,021,170  | 211,000     | 42,833,113    | -          | 74,065,283    |
| 3    | GCC                          | 3,517,572   | 200         | 337,179,680   | -          | 340,697,452   |
| 4    | Local                        | 460,512,096 | 698,554,007 | 884,575,373   | 1,250,000  | 2,044,891,476 |
|      | Total                        | 534,999,749 | 698,765,207 | 1,264,985,044 | 1,250,000  | 2,500,000,000 |

**D Statement of shareholders owning 5% or more of the Company's capital as on 31/12/2019 according to the following schedule:**

| SER. | INVESTOR NAME                      | INVESTOR TYPE | HOLDINGS    | % SHARE |
|------|------------------------------------|---------------|-------------|---------|
| 1    | بنك الاستثمار ش.م.ع                | INSTITUTIONAL | 405,000,000 | 16.20%  |
| 2    | EMIRATES INVESTMENT BANK           | INSTITUTIONAL | 289,782,186 | 11.59%  |
| 3    | شركة ادارة الاصول ش.م.ب مقفله      | INSTITUTIONAL | 250,000,000 | 10.00%  |
| 4    | Chimera Investment LLC             | INSTITUTIONAL | 151,689,836 | 6.07%   |
| 5    | شركة المال كابيتال ش.م.خ           | INSTITUTIONAL | 138,702,657 | 5.55%   |
| 6    | انترناشيونال كابيتل تريدينغ(ذ.م.م) | INSTITUTIONAL | 125,942,073 | 5.04%   |
| 7    | شركة السالم المحدوده ش.ذ.م.م       | INSTITUTIONAL | 125,000,000 | 5.00%   |
| 8    | مجموعه الصقر المتحدده ذ.م.م        | INSTITUTIONAL | 125,000,000 | 5.00%   |

**E Statement of how shareholders are distributed according to the volume of property as on 31 December 2019 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                    | 1,793                  | 7,809,614              | 0.312%                                    |
| 2    | From 50,000 to less than 500,000    | 222                    | 36,354,403             | 1.454%                                    |
| 3    | From 500,000 to less than 5,000,000 | 82                     | 131,646,273            | 5.266%                                    |
| 4    | More than 5,000,000                 | 39                     | 2,324,189,710          | 92.968%                                   |

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

Amanat Holdings' Investor Relations function integrates finance, communication, marketing and securities law compliance to enable the most effective two-way communication between the financial community and other constituencies.

Amanat Holdings' Investor Relations Framework is a set of guidelines for the planning and execution of key objectives and mapping of KPIs and yearly targets.

**INVESTOR RELATIONS CONTACT INFORMATION**

- **Title:**Head of Investor Relations
- **Name:**Sara Shadid
- **Email:**investor.relations@amanat.com
- **Contact Number:**+971 (0) 4 330-9999
- **Investor Relations Page (Website):**<http://www.amanat.com/home/investor-relations.html>



**Confidence**

Establish, maintain and rebuild investors' confidence



**Trends**

Keep management aware of market perception and key trends



**Policies & Procedures**

Develop and maintain IR & communications policies & procedures



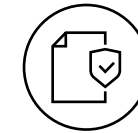
**Disclosure**

Keep investors informed & manage information disclosure to investment community



**Awareness**

Build internal & external awareness of Investor Relations



**Valuation**

Build a full and fair valuation for Amanat Holding securities



**Compliance**

Ensure compliance with SCA & DFM regulations

**G Statement of the special decisions presented in the General Assembly held during 2019 and the procedures taken in their regard.**

The General Assembly held on 24 March 2019 approved two requests submitted by shareholders who own more than 10% of the Company's shares:

1. Allow the Company to buy back its shares for the purpose of reselling them post obtaining the necessary approvals.
2. Dismiss Mr. Faisal Belhouli from his position as Board Director. Subsequently, within reasonable time, the Company appointed a succeeding Board Member to complete the term.

**H Rapporteur of the board meetings.**

Name and role description of the rapporteur of board meetings:

**Tamer Adel Ezzat Morsi**

**General Legal Counsel and Company Secretary (GC)**

The GC manages the provision of the legal services rendered to Amanat to guard its interests, its legal rights and to maintain its operations within the limits prescribed by the governing laws and regulations. The GC provides strategic guidance, consultation, and support to senior officers of Amanat on its day to day operations. The GC role is to understand the strategy and objectives of the business and effectively communicate the risks and legal issues involved in any decision to senior officers. This enables Amanat's management to evaluate its choices within an acceptable legal risk profile.

H     **Rapporteur of the board meetings.**

Name and role description of the rapporteur of board meetings:

**Tamer Adel Ezzat Morsi**  
**General Legal Counsel and Company Secretary (GC)**

The GC manages the provision of the legal services rendered to Amanat to guard its interests, its legal rights and to maintain its operations within the limits prescribed by the governing laws and regulations. The GC provides strategic guidance, consultation, and support to senior officers of Amanat on its day to day operations. The GC role is to understand the strategy and objectives of the business and effectively communicate the risks and legal issues involved in any decision to senior officers. This enables Amanat’s management to evaluate its choices within an acceptable legal risk profile.

Appointment date:

**29 April 2019**

**Qualifications and experience:**

Mr. Morsi holds a Bachelor of Law from Cairo University, Egypt and has 22 years of experience within the MENA region. Mr. Morsi has a rich background in legal and human capital environments, having served with large scale commercial groups and FMCG manufacturers. Prior to joining Amanat Holdings, Mr. Morsi participated in a variety of business activities, developed effective legal structures in various jurisdictions, whilst ensuring compliance with relevant regulations, and enjoyed positive professional relationships with all relevant governing bodies within the region.

I     **Detailed statement of major events and important disclosures that the company encountered during 2019.**

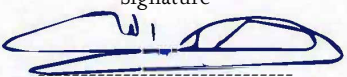
- At the Company’s Board of Directors Meeting held on 13 February 2019, the Board of Directors approved the financial results for the year 2018.
- At the Company’s Board of Directors Meeting held on 9 May2019, the Board of Directors approved the financial results for Q1 2019 and a shareholders’ loan to the Royal Hospital for Women and Children.
- At the Company’s Board of Directors Meeting held on 8 August 2019, the Board of Directors approved the financial results for Q2 2019.
- At the Company’s Board of Directors Meeting held on 3 November 2019, the Board of Directors approved the financial results for Q3 2019.

J     **Statement of Emiratization percentage in the Company at the end of 2017, 2018, 2019 (workers are excluded for companies working in the field of contracting).**

Emiratization reached 13% by end of 2017, 10% by end of 2018, and 14% by the end of 2019.

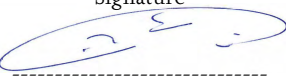
K     **Statement of innovative projects and initiatives carried out by the Company or being developed during 2019.**

- Working on improving the performance of the company’s electronic human resources system.
- Utilizing Lucanet, a financial consolidation system.

Signature  


Chairman

Hamad Abdulla  
Alshamsi

Signature  


Audit Committee President

Hamad Rashed Nehail  
Alnuaimi

Signature  


Nomination and Remunera-  
tion Committee President

Hamad Buamim

Signature  


Internal Control Depart-  
ment Director

Abdullah Al Baker Al Zaabi

Company official seal





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