

# ORIENT INSURANCE PJSC

## Corporate Governance Report

For The Year Ended  
31 December 2023



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# 01 Preamble



Orient Insurance (PJSC) part of Al-Futtaim Group , the leading economic group of companies. Orient Insurance was established in 1982 and listed on the Dubai Financial Market. It is subject to the supervision of the Securities and Commodities Authority and the Central Bank of the Emirates, and its works are regulated by Federal Decree Law No. (48) of 2023. Regarding insurance business, as well as Federal Decree Law No. (32) of 2021 regarding commercial companies.

The company's main activity is insurance business in its various classes. The main headquarters is in the Orient Building - Al Badia - Dubai Festival City - Dubai, United Arab Emirates, in addition to a network of branches in the United Arab Emirates, as well as in the Sultanate of Oman and the Kingdom of Bahrain. Orient provides its insurance services electronically.

Orient Insurance (a public joint stock) carries out insurance business in 7 countries (United Arab Emirates - Sultanate of Oman - Kingdom of Bahrain - Arab Republic of Egypt - Syria - Turkey - Sri Lanka), and these countries are located on 3 different continents.

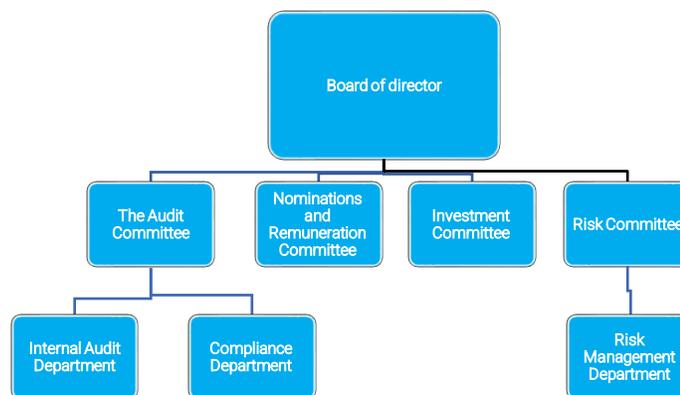
Orient Insurance enjoys the highest credit rating, as it received an A+ rating from the S&P, and an A+ rating from the AM.best, which is the highest rating for an insurance company in the Middle East. Over the years, Orient has been able to take the lead in the insurance market in the country. United Arab Emirates in insurance income and net profits

# 02 The procedures taken to complete the Corporate Governance System during 2023.

## a- General overview on the company`s governance

- Orient Insurance Company (public joint stock) is committed to implement all corporate governance rules and procedures since the start of activation of these rules, also committed to continuously following up on all necessary steps to develop and update governance procedures and internal policies.
- Orient Insurance Company is subject to a governance framework that sets the basis of Governance: Responsibilities and accountability of the Board of Directors, Board`s committees, members of the executive management and other committees Compliance department, establishing principles such as ethics and fairness treatment, transparency and the vision to establish long-term value , in order to achieve the greatest benefit from complying with the rules ,effective governance enables risk management and efficiency improvement and competitive experience
- To achieve these goals, Orient Insurance seeks to permanently adhere to and abide by relevant legislation of Governance as well as local and international best practices

### Governance Framework



### Governance Legalization

Federal Decree-Law No. 32 of 2021 on Commercial Companies

Federal Decree-Law No. (48) of 2023 Regulating Insurance Business

Decision No. (03/R.M) of 2020

Issued by the Board of Directors of the Securities and Commodities Authority Regarding the Approval of the Governance Manual for Public Shareholding Companies

Federal -Law No. 25 of 2020 Amending Some Provisions of Federal Decree , for the amendment of Law No. (14) of 2018 on the Central Bank and the Regulation of Financial Establishments and Regulations

# b- The procedures taken to complete the Corporate Governance System during 2023.

1- In the context of commitment to the corporate governance system for insurance companies, the company developed a comprehensive plan for corporate governance that includes the implementation schedule and was approved by the company's board of director and reviewed and approved by the Central Bank. The plan includes

A- Develop a comprehensive framework for corporate governance for the purpose of improving governance procedures, provided that the application is completed within the time limit specified in the governance system, and in accordance with the implementation schedule.

B- Restructuring the Board of Directors in accordance with the number, conditions, and mechanism specified in the governance system. The Company Article of Association will be amended, and the Board will be reconstituted at the company's next annual general assembly meeting during April 2024.

c- Restructuring the board committees in accordance with the conditions and membership type stipulated in the governance system at the first board meeting after the annual general assembly.

D- Conduct a comprehensive review and update of all existing policies, formulate policies, and present them to the board at its next meeting after board elected.

2- The executive authorities of the company met with the internal control members and investment committee under follow up of the board committees to discuss the risk management policy adopted by the company.

Effectiveness of this policy was verified because of the high technical profits of the company and increasing equities by implementing cautious and strong subscription policy, wise management of claims, balanced level of expenses and confirmation of continuous reliance on the same policy.

3-The company organized internal training courses during 2023 to its employees to explain the rules and controls of corporate governance and the organizing administrative decisions.

4-The board election of 2023 result to re- elect the Women member , hence the company committed to Governance's decision , it with approved by BOD to amend Article of association to include SCA new clause of the minimum representation of the women in the board.

5- the company's board followed up during 2023 the nominations and remunerations committees and the auditing committee in line with the governance rules and controls.

6-The board, represented in the chairman, received internal control department departments during the year in accordance with the objectives, requirements and controls that govern the work of internal control department in accordance with the decision No 3/R.M of 2020 made by the Securities and Commodities Authority Board on the standards of institutional control and corporate governance.

7-The company followed up the investors relations officer's performance of his duties in accordance with law.

8-The board followed up the follow up committee and inspected the customer transactions in performance of its duties and receiving the reports issued by the committee, in accordance with the rules on transactions of directors, employees and other persons in the securities issued by the company, parent company, affiliate or associate companies.

9-The company was keen on exercising its works with the required transparency in relation to the times and methods of disclosure of financial statements and compliance with the rules and decisions of the Securities and Commodities Authority.

10-Compliance with completion of the governance report, annual report and all financial statements and referring them to the general assembly members sufficient time before holding thereof to enable the general assembly to review them and take its decisions.

11-The company has formed a compliance committee to develop and monitor the performance of the compliance officer and the AML compliance officer, consisting of the Group President ,CEO, Head of Legal , CFO , Head of Internal Audit , the Money Laundering Compliance Officer and the Compliance Officer

**Abdulla Hamad Al Futtaim**  
 Chairman  
 Nonexecutive – Non independent



#### Overview

His Excellency Abdullah Hamad Al Futtaim is one of the prominent businessmen in the United Arab Emirates and the Middle East and the founder of the Al Futtaim Group. Which is one of the largest and most successful family companies in the region, and today enjoys a prominent presence in more than twenty countries. He has been a member of the company's board of directors since its foundation in 1982 and currently holds the position of Chairman of the Board of Directors.

**Omer Abdeulla Al Futtaim**  
 Vice Chairman  
 Nonexecutive – Non independent



#### Overview

His Excellency Omar Abdullah Al Futtaim has been Vice Chairman of Orient since 2001, and CEO of Al Futtaim Group. It is one of the largest and most successful family companies in the region, and today it enjoys a prominent presence in more than twenty countries. His Excellency Omar Abdullah Al Futtaim holds a bachelor's degree in economics from the University of Minnesota, USA.

#### Other positions and memberships

- Member of the Board of Directors of the Dubai Chamber
- Member of Dubai Economic Council.
- Chairman of the Board of Directors of Emirates Investment Bank

**HE Sultan Saeed Mohamed Nasir Al Mansoori**  
 Board Member  
 Independent – Non –Executive



#### Overview

Director in Orient since 2021 , hold bachelor degree in industrial engineering from USA , Previously held the positions of Minister of Economy - Chairman of the Board of Directors of the Securities and Commodities Authority - Chairman of the Board of Directors of the Insurance Authority , Minister of Government Sector Development , Chairman of Aman Insurance Board of Directors , Vice President, Dubai Islamic Bank , the chairman of Federal Civil Aviation Authority, Dubai Islamic Economy Development Center, the Emirates Authority for Standardization and Metrology, Chairman of the Board of Trustees of the National Fund for Corporate Social Responsibility , and other leadership positions

#### Other positions and membership

- Member of board of director Commercial bank of Dubai
- Chairman of the Supreme Committee for Consumer Protection
- Chairman of the Coordination and Economic Cooperation Committee
- Chairman of the National Committee for the Follow-up of the Investment Climate Program
- Chairman of the UAE International Investors Council
- Chairman of the Emirates Council for Small and Medium Enterprises

**HE Hameed Mohamed Al Qatami**  
 Board Member  
 Independent – Non –Executive



#### Overview

Director in Orient since 2021 , hold a Master degree in administration from Western Michigan university in US Previously held the positions Director General of DHA , Minister of Education Minister of Health Director General of the Emirates Institute of Financial Banking Studies , Rapporteur and Secretary-General of the Human Resources Committee in the Banking Sector, Chairman of the Board of Directors of the Federal Human Resources Authority

#### Other positions and membership

- Chairman of board of director Commercial bank of Dubai
- Member of the Executive Council of the Emirate of Dubai
- Chairman of the Board of Trustees of Mohammed Bin Rashid College of Government Administration
- Chairman of Dubai Ambulance Services Corporation Member of the Board of Trustees of the Sheikh Hamdan Bin Rashid Al Maktoum Medical Sciences Award

Mira Omar Al Futtaim  
Member of the Board of Directors  
Non-executive – independent



#### Overview

Mrs. Mira Omar Al Futtaim - Member of the Board of Directors of Orient since 2017, and has practical experience in the field of trade, business administration and banking for several years.

#### Other positions and memberships

- Member of the Board of Directors of Emirates Investment Bank
- Membership in the Board of Trustees of Zayed University
- Membership in the Board of Directors of Al-Futtaim Educational Foundation

### b - The transactions of the members of Board Directors and spouse and children thereof in the company's securities during 2023

No	Name	Title/ relation	Own shares as on 31/12/2023	Total sales	Total purchases
1	Abdullah Hamad Al Futtaim	Chairman	None	----	----
2	Omar Abdullah Al Futtaim	Vice Chairman	None	----	----
3	H.E .Sultan Saeed Al Mansoori	Director	None	----	----
4	H.E .Hameed Mohamed AL Qatami	Director	None	----	----
5	Mira Omar Al Futtaim	Director	None	----	----

No trading of the company's shares was undertaken during 2023 except by the board members, and spouse and children thereof.

### C- Percentage of representation of women in the board in 2023

The percentage of women representation in the board is 20% of the total five directors

### D-Statement of the reasons for non-nomination of women to directorship

Not Applicable

### E- Directors remunerations and sitting fees

#### 1- The remunerations paid to the members of Board of Directors for the 2022:

Concerning the year of 2022, the company paid AED2,000,000 as board remunerations and

#### 2- Total remunerations proposed to be paid to the members of the Board of Directors for the year 2023, which shall be presented in the annual General Assembly for approval

No allowances board meeting has been decided and will declare during AGM.

## The numbers and dates of BOD meeting held during the FY 2023 as well as the attendant frequency by all the members, in person and by proxy

Board of Orient Insurance Company (PJSC) held (4) meetings during the year 2023 according to the following details:

	Date of meeting	Number of attendance	Attendance with proxy	Absent
1	27/02/2023	5	None	None
2	12/05/2023	5	None	None
3	10/08/2023	5	None	None
4	06/11/2023	5	None	None

### Number of times of personal attendance of board members:

1	Mr. Abdullah Hamad Al Futtaim	4
2	Mr. Omar Abdullah Al Futtaim	4
3	Mrs. Mira Omar Al Futtaim	4
4	HE Sultan AL Mansoori	4
5	HE Hameed Al Qatami	4

F- Number of B decision by circulation during 2023

The BOD issued 2 resolution by circulation during 2023

## A statement of the BOD` tasks and functions which were performed by the Executive Management pursuant to an authorization by the BOD to the management, stating the period and validity of the delegation as following

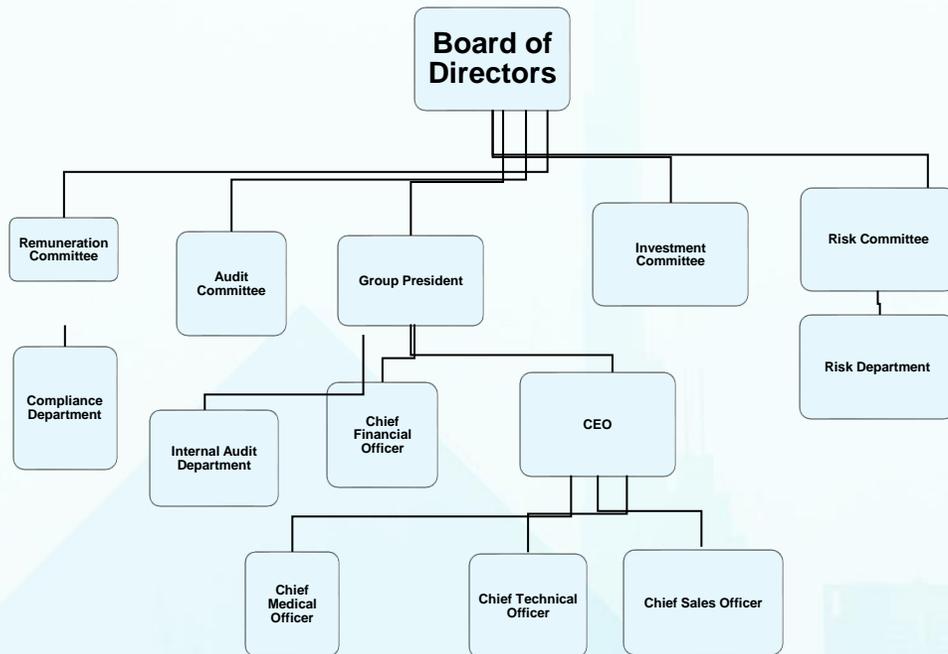
The Company's board assigned the company's executive management to assume the following duties and competences:

- All capacities required for assuming the burdens of management and the practical and technical requirements of the company, including, without limitation:
  - Daily management of the company
  - Arrangement of annual balance sheet
  - Creating the required insurance of the company
  - Appointment and dismissal of employees, consultants and contractors and defining their duties and remunerations inside and outside the state.
  - Representation of the company before all natural and corporate persons, ministries, commissions, authorities, boards, civil references and departments, private companies and entities, and signature of all contracts, correspondences and documents related to the company's works and provision and follow up of any or all requirements with any appropriate authority.
- Follow up of construction, preparation and operation of new branches and headquarters and taking the measures of incorporation thereof.
- In general, representing the company in all works required for exercise of its business and works in connection with, or relation to, exercise thereof in the United Arab Emirates and the other countries, the authorities may delegate partially or totally to executive tea

# Statement of the details of transactions made with related parties (stakeholders) during 2023 as indicated in the consolidated statements of income provided in the financial auditing report were as follows:

Ser.	Statement of related parties		Clarifying the nature of relationship	Value of transaction
1	Al Futtaim Group, Al Futtaim Motors	Gross Written Premium	Mother Company/Sister Company	369,874
2	Al Futtaim Group	Administrative expenses	Mother Company	42,702
3	Al Futtaim motor / Trading Enterprises, Motor agencies	Cost of repair of vehicles related to claims	Sister companies	81,623
4	EIB	Interest income	Sister Company	3,364
5	CBD	Dividends	Affiliate Company:	64,540
6	EIB /CBD	Investment securities	Sister Company /Affiliate Company	1,532,823
7	EIB & Al Futtaim Group	Deposits with banks	Sister company/mother Company	3,856
8	Al Futtaim Group	Amounts due from related parties	Mother Company	163,622
9	Al Futtaim Group	Amounts due to related parties	Mother Company:	34,172

# Organizational structure of executives



A detailed statement of the senior executives as the company's organizational structure and their positions and appointment dates and the total salaries and benefits paid thereto according to the following table:

Sr	Title	Date of appointment	Total salaries and allowances paid in 2023 (AED)	Total bonuses paid in 2023 (AED)
1	President	18/10/1982	1,848,945.00	3,000,000.00
2	CEO	16/10/2011	1,183,110.90	517,506.00
3	CEO	26/04/2021	1,134,333.48	483,595.00
4	Chief Technical Officer	06/03/2012	1,174,912.84	397,619.00
5	Chief Medical Officer	19/08/2008	1,237,073.63	635,046.00
6	Chief Sales Officer	09/05/2006	1,173,229.27	602,727.00
7	Chief Finance Officer	12/10/2015	819,859.63	365,247.00
<b>Total</b>			<b>8,571,464.75</b>	<b>6,001,740.00</b>

# 04 External Auditor

## a- A brief about auditor of the company's to the shareholders

- E&Y assumes the external auditing works of the company.
- It is one of the **international auditing companies** that has branches in most countries of the world and is trusted by many leading international companies.
- It is **auditing company approved** in the state and assumes auditing of the company's account since 2023.
- According to the follow up of auditing works of the company during those years, **the external auditor performed his works honestly, independently and neutrally**, and appointment was made in accordance with the company's general meeting dated

## b- Statement of the fees and costs of auditing or services provided by the external auditor

During 2023, the company paid AED 947,000 as external auditor fees and they received this amount for the **quarterly auditing** of the company's accounts and annual final auditing as well as verification of the financial statements of the company and attendance of **annual AGM** to express their opinion on the company's budget and assure validity of the measures applied in invitation to the meeting and whether there is violation of the provisions of the company's articles of association, companies' law, **SCA's resolutions** or company's general meeting decisions that may have occurred during the year, the company **paid AED 404,000 /- as fees of tax** invoices review and regulation issues.

Name of Auditing Company Partner	E&Y Thodla Hari Gopal (Reg No.689)	
Number of years spent as external auditor of the company	1	
Number of years of the partner	1	
Total auditing fees of financial statements for 2023 (AED)	947,000	
The fees and costs of special services other than auditing of financial statement in 2023	404,000	Regulatory Returns, Tax related works & Others
Details and nature of other services provided	Regulatory Returns, Tax related works & Others	
Statement of the other special services submitted by another external auditor than the company's auditor during 2023	None	

## A statement of external auditors' reservations

As per quarter, half and annual report, we could not recognize any reservation from external authors .

# 05 Auditing Committee

## a- Acknowledgment

Of Mira Omar AL Futtaim The Auditing Committee Chairman's of her responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness

## b-Names of auditing committee members and their competencies and duties

The audit committee consists of the following directors:



**Ms. Mira Omar Al Futtaim**

Head of Committee

Independent/ Non-executive



**Mr. Riad Ahmed Alkhdhir**

Director

Not board director



**Mr. Ahmed Zaki Haroun**

Director

Not board director

## b-Functions and duties of audit committee:

a-To set and implement the policy of entering into contract with the external auditor and refer the board report that defines the matters it finds necessary to take measure in their respect and to present recommendations of the steps to be taken.

b To follow up and control the independence and objectivity of external auditor, and to discuss him about the nature, scope and effectiveness of auditing in accordance with the approved auditing standards.

C- To control the safety of the company's (Annual, semi-annual and quarterly) financial statements and reports and to audit them as part of its normal work during the year, after closure of accounts in any quarter, and shall in particular focus on the following

1. Any changes to the accounting policies and practices
2. Highlighting the sides which are subject to the management's assessment
3. Material amendments that result from auditing.
4. Assuming continuity of the company's work
5. Compliance with the accounting standards to be decided by the Authority.
6. Comply with the rules of listing, disclosure and other legal requirements related to preparation of financial reports

d-Coordinating with the company's board, executive department, financial manager or manager in charge of the same duties in the company for performance of its duties. The committee shall meet with the company's auditors at least once per year.

e-Consider any important and extraordinary items that are contained or may be contained in those reports and accounts, and draw the due attention to any matters to be raised by the company's financial manager or the manager who assumes the same duties, compliance officer or auditors.

f-Review the financial control and internal control systems and risk management of the company.

g-Discuss the internal control system with management and assure its performance of the duty of creating effective internal control system.

h-Consider the key results of investigation of the internal control matters to be assigned by the board or initiated by the committee and management's approval.

i-Assure coordination between the company's auditors and external auditor and assure availability of the necessary resources to the internal auditing staff and review and control the effectiveness of this staff.

j-Review the financial and accounting policies and procedures of the company.

k-Review the external auditor's letter and work plan and any essential inquiries to be raised by the auditor to the executive department in connection with the accounting records, financial accounts or control systems and recuse and approve them.

l-Assure the board's timely response to the inquiries and essential matters raised in the external auditor's letter.

m-Set the controls that enable the company's employees to report any potential violations in the financial reports, internal control or other matters confidentially and the steps that guarantee independent and fair investigations of those violations.

n-Control the company's compliance with the rules of professional conduct.

o-Guarantee application of the rules of work of its duties and the capacities assigned thereto by the board.

p-Present report to the board on the matters contained in this item.

q-Consider any other topics to be defined by the board.

## c-Meetings of the auditing committee

The auditing committee held (4) meetings during 2023 on the following dates:

Meeting No	Date of meeting	Agenda
First meeting	27/02/2023	Review of the internal audit report- review of the annual fiscal year of 2022- appointment of auditor for 2023- review the risk management policy , review IT policy , review evolution plan , appointment of external auditor for Oman branch review Oman branch activities , review Bahrain branch activities.
Second meeting	12/05/2023	Review the company's financial evaluation-review the evaluation of rating agencies - review the financial statements for the first quarter of 2023, review internal audit policy for Muscat branch Implementation of IFRS 17 .
Third meeting	10/08/2023	Review of the internal audit report- Review the financial statements for the second quarter of 2023, review CBUAE report for implementation of IFRS 17
Fourth meeting	06/11/2023	Review the internal audit report , review internal audit plan for 2024, review internal audit plan from Oct 2023 to March 2024 for Oman Branch, , review internal audit plan from Oct 2023 to March 2024 for Bahrain Branch, review the financial statements for the third quarter of 2023

All members of the auditing committee attended all meetings that were held during 2023.

# 06 Nominations and Remunerations committee

## a- Acknowledgment

of Mira Omar Al Futtaim , the Nominations and Remunerations Committee Chairman of her responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness

## b-Names of auditing committee members and their competencies and duties

The nominations and remunerations committee consists of the following board members:



**Ms. Mira Omar Al Futtaim**

Head of Committee

Independent/ Non-executive



**H.E Sultan Saeed Al Msnsoori**

Member

Independent/ Non-executive



**Mr. Ahmed Zaki Haroun**

Member

Independent/ Non-executive

## b-Functions and duties of the nominations and remunerations committee and its duties

- I. To assure independence of the independent directors on continuous basis. If the committee found that a director missed the conditions of independence, the company shall refer the matter to the company's board.

- II. Prepare the policy of remunerations, benefits, incentives and salaries of the company's board and annually reviewing it. The committee shall assure that the remunerations and benefits granted to the senior executive department of the company is reasonable and suitable to the company's performance
- III. Define the company's needs of competences on the level of senior executive department and employees and basis of choice of them.
- IV. Prepare the human resources and training policy of the company and control application and review of it on annual basis.
- V. Organize and follow up the procedures of nomination to the board membership in accordance with the applicable laws and regulations and the provisions of the Securities and Commodities Authority Board Resolution No 3/R.M of 2022.

## C-Meetings of nominations and remunerations committee

One meeting of the nominations and remunerations committee was held during 2023

**Meeting date**

**27/03/2023**

The meeting was attended by all members of the committee and the agenda was discussed as follows



Review of remunerations and salaries granted to the company's staff as compared to the local market.



Assure independence of independent directors.



Review of training and development plans and approve the plans.



Review and declare the remunerations granted to the employees in accordance with performance in 2022

# Insiders' Trading Follow Up and Supervision of the Committee

## a- Acknowledgment

of Mira Omar Al Futtaim, the chairman of the Supervision and Follow-up Committee of insiders' transactions. of her responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

Insiders' Trading Follow Up and Supervision of the Committee was composed as BOD decision on.

The committee consists of the following members



**Ms. Mira Omar Al Futtaim**

Board Member



**Mr. Salah Mabrouk Abdelazim**

Legal Advisor of the Company



**Mr. Mono Gorge Mathew**

Head of Internal Control Department

Compliance Officer

## Function and duties of Insiders' Trading Follow Up and Supervision of the Committee

1

Competences and duties of Insiders' Trading Follow Up and Supervision of the Committee

- I. Review and control of the customer trading policies, including the periodic changes to be made thereto
- II. Receive and review the reports of trading operations done by customers
- III. Study and grant prior approval of the requests of trading of shares, bonds and securities (possession/ purchase/ and other authorized activities)

## Duties of Insiders' Trading Follow Up and Supervision of the Committee shall undertake the following duties

2

Duties of Insiders' Trading Follow Up and Supervision of the Committee shall undertake the following duties

- I. Meet at least twice per year to follow up and supervise the customer transactions.
- II. Review and control the trading policy of customers on annual basis in accordance with the rules of transactions and transparency and carry out the periodic changes, if necessary, to be in line with the changes of governing laws and decisions.
- III. Receive and review the trading reports prepared by customers (by the end of each quarter) and carry out periodic control of the customer transactions in Dubai Financial Market to guarantee customer compliance with the trading policy of the company and assure validity of the declarations submitted by customers.
- IV. Receive the previous requests of securities trading and evaluate them in terms of compliance with the governing legislation and procedures, and to grant approval and advise the specific decision whereby trading is allowed to customers and notify the official authorities with those requests.
- V. Report to Dubai Financial Market and Securities and Commodities Authority the violations of trading policy requirements for customers to take the necessary decision and take the disciplinary measures against violators.
- VI. Draft the declarations of customers and supervise the contracts with external and temporary customers.

# 08 Investment Committee

## a- Acknowledgment

of Omar Abdulla Al Futtaim, the chairman of Investment Committee of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness

## b-Name of Investment Committee



**Mr Omar Abdulla Al futtaim**

Head of Committee



**Miss. Mira Omar Al Futtaim Futtaim**

Member



**Mr. Omer Hassan Elamin**

Member

## b-Functions and duties of the Investment Committee and its duties

Meeting of Investment Committee

No	Date of meeting	Agenda
1 » <b>First meeting</b>	08/02/2023	Review of Investment Policy Investment Schedule Fixed-Deposited -placement/Renewal in Quarter 4/2022
2 » <b>Second meeting</b>	12/05/2023	Investment Schedule review for the period from Jan till 31/03/2023.
3 » <b>Third meeting</b>	29/07/2023	Investment Schedule review for the period from April till 30/06/2023 Review deposits from April – June 2023
4 » <b>Fourth meeting</b>	02/11/2023	Investment Schedule review for the period from July till 30/09/2023 Review deposits for 3 Q

## C-Summary of the report of committee works in 2023

There was no trading of the company's shares during 2023 so brief report was issued to the committee because there was no trading.

# 09 Internal Control System

## a- Acknowledgment

The BOD's acknowledgment of its Responsibility for the Internal control System in the company and review of functioning mechanism of internal control and ensuring its effectiveness.



The internal control department of the company exercises its works in accordance with the provisions of article (8) of the Securities and Commodities Authority board resolution No 3/R.M of 2020 to be sufficiently independent to assume its duties and track the board directly, and he shall be responsible for the internal control system and its follow up, revision and effectiveness as provided in the attached declaration issued by the company's board.



## Work mechanism of the company's internal control department

The company adopted application of the international standards for achievement of internal control to achieve the required purposes at the utmost efficiency and least economic cost.

The company's internal control work mechanism includes the following

- I. Reasonableness and consistency of information and data.
- II. Compliance of the policies plans and procedures with the regulations, laws and instructions.
- III. Protection of the company's assets.
- IV. Compliance of activities, operations and programs with the specific strategic objectives and purposes, and assurance of the supervisory authorities compliance with the plans and objectives.
- V. Assurance of preventive control to prevent occurrence of any undesired occurrences and correct the improper acts and adoption of desired practices and encourage repetition of performance of them.

VI. Assure the safety and efficiency of internal control items represented in:

- 1-Control authority
- 2-Assessment of risks
- 3-Internal control activities
- 4-Information and communications
- 5-Control and inspection

7-Represented in the head of internal control department, the internal control department assumes the following:

- 1-Preparation of annual control plan in coordination with the auditing committee and heads of appropriate departments and heads of other departments of the company.
- 2-Implementation of the internal control plan which is set and approve in addition to implementation of any other duties or projects required by the board.

VI. The internal control manager shall refer detailed reports to the board on evaluation of the internal control system and shall highlight the notes and raise suggestions to bridge any gap that may arise in the internal control system on regular periodic basis when necessary and at any time he decides in accordance with the requirements of the control best practices.

## b- Head of internal control department and his qualifications

**Mr.**

shall assume the duty of the internal control department of the company.

### Academic Qualifications:

Fellow Member of the Institute of Chartered Accountants of India (1999)  
Diploma in Information Systems Audit  
B.C Commerce

## Experiences

Rajasekharan & Mathew Chartered Accountants), 1999-2006

KPMG, Doha Qatar -2006-2009

Al Jsir Takaful -2009-2010

Orient insurance 2010- Present

## c- Compliance Committee

The company has formed a compliance committee to monitor the work of the compliance officer, review and develop policies related to the compliance in the company consisting of

- 1 Group President
- 2 Operations Manager
- 3 Head of internal Audit
- 4 CFO
- 5 Head of Legal Department
- 6 AML manager -Money Laundering
- 7 Compliance Officer

## d- Compliance officer and his qualifications

### Ghaleb Abdelraheem

shall assume the duty of Compliance Officer

#### Academic Qualifications:

Fellow Served as Compliance Manager and AML/CFT Officer for over 10 years.

Experience in the legal field for more than 15 years.

He obtained his certificate to practice law from the Jordanian Bar Association in 2008

Date of Appointment > **13 JUL**  
2023

## e- Approach of internal control department's management of any big problems in the company or those disclosed in the annual reports and accounts.

The internal control department works in accordance with specific mechanism, which is direct affiliation to the board. In case of serious problem in the company, it shall be referred to the board to take the necessary steps for avoidance of aggravation of the problem. Concerning 2023 and the previous years, the internal control department didn't encounter any problems in the company because the company deals in accordance with the generally acceptable bases and practices in accordance with the provisions of law.

## f- Number of reports issued by the Internal Control Department to the Company's Board of Directors

- 2 Audit reports issued during internal audit in 2023.

# Details of the Violations Committed

during the year 2023

Through the data that was submitted and continuous follow up by the board committees and internal control department, and the external auditor, it was found that there are no financial or administrative violations of 2023.



# 11 Contribution of the company during 2023 in development of local community and conservation of environment

**Orient Insurance Company** (PJSC) adopts environmental and social policy that stems from its focus on conservation of local environment safety by reducing the use of the tools that emit pollution and reducing the quantities of wastes by recycling, reuse and optimal use of resources.

In addition to the foregoing, Orient Insurance (PJSC) effectively exercises its social roles by engagement with number of governmental and nongovernmental organizations that enhance the elements of external communication and compatibility with the general plans of development in the State.

Concerning contribution of the company in development of local community during 2023, the company is affiliate to Al Futtaim group that managed to be part of the economic scene in the region, because of its power, size and effect on society, by creating diverse job opportunities and presenting local community development programs, and through the social responsibility programs.

Because of the large number of companies, all contributions were notarized in the name of Al Futtaim Group, as the group assumes this duty on behalf of the sole proprietorships.



# 12 General information

## a- Statement of the company's share price in the market by the end of every month during the fiscal year 2023

No transactions on the company's shares were done during 2023, and the stock price is fixed from 01/01/2023 to 31/12/2023 for AED 66.30.

Table that indicates the stock price during the fiscal year 2023 that indicates the maximum and minimum price by the end of each month.

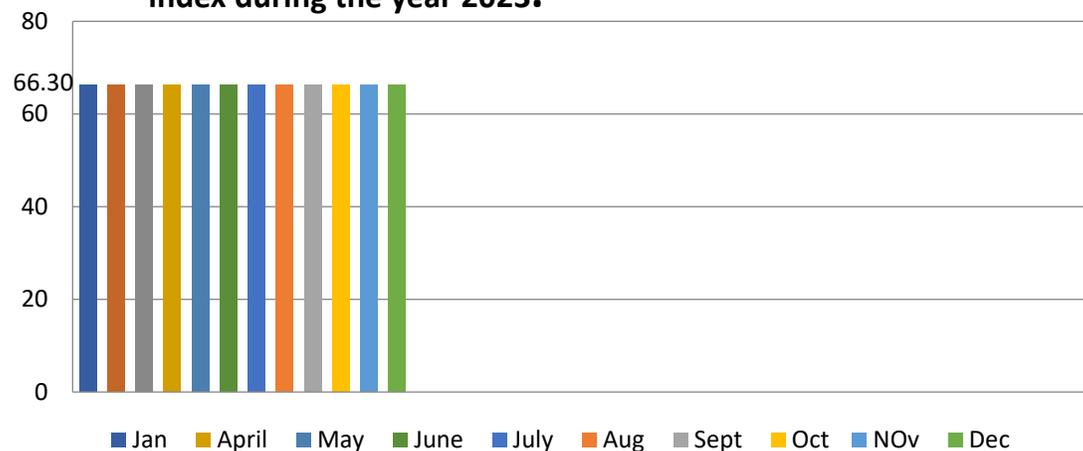
Month	Highest Price		Lowest Price	
January	66:30	AED	66:30	AED
February	66:30	AED	66:30	AED
March	66:30	AED	66:30	AED
April	66:30	AED	66:30	AED
May	66:30	AED	66:30	AED
June	66:30	AED	66:30	AED
July	66:30	AED	66:30	AED
August	66:30	AED	66:30	AED
September	66:30	AED	66:30	AED
October	66:30	AED	66:30	AED
November	66:30	AED	66:30	AED
December	66:30	AED	66:30	AED

### b- Statement of comparative performance of the company's share with the Market Index and sector index to which the company belongs during 2023

No transactions were done to the shares of the company during 2023, so the share price didn't interact with the general market indicator or the sector indicator.

A diagram that indicates the stability of stock price and its non-interaction with the general market index and sector index during 2023

**A chart showing the stability of the share price and non-interaction with the general market index and the sector index during the year 2023.**



### c- A Statement of shareholders distribution as of 31/12/2023

No	Shareholder's classification	Percentage of own shares			
		Individuals	Companies	Government	Total
	Local	---	100%	---	100%
	Arab	---	---	---	---
	Foreign	---	---	---	---
	Total	---	100%	---	100 %

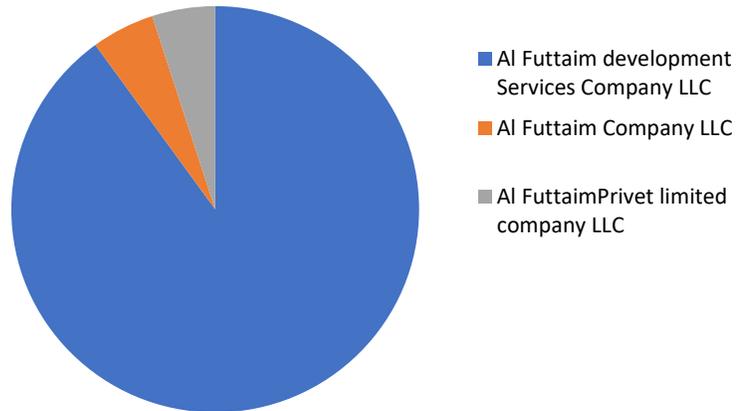
**d-A Statement of shareholders who hold 5% or more of the company's capital as of 31/12/2023**

No	Name	Number of own shares	Percentage of own capital shares
1	Al Futtaim Development Services (LLC)	4,500,000	90%
2	Al Futtaim Company (LLC)	250,000	05%
3	Al Futtaim Private Company (LLC)	250,000	05%

**e- A Statement of shareholders distribution by the size equity as of 31/12/2023**

No	Shareholding (share)	Number of shareholders	Number of own shares	Percentage of own capital shares
1	Less than 50,000	-----	-----	-----
2	50,000 to less than 500,000	2	500,000	10%
3	500,000 to less than 5,000,000	1	4,500,000	90%
4	Over 5,000,000	----	----	----

**An illustration of shareholders holding 5% or more of the company's shares**



## f-A Statement of procedures taken with respect to controls of investors' relations

In compliance by the company with the decisions made in this respect, the head of the Legal Department (Legal Advisor of the Company) was appointed investors' relations office because he satisfies the required conditions, including understanding the laws and regulations and ability to communicate with investors

### Name of investors' relations officer and his contact details

**Mr. Salah Mabrouk Abdelazim**

**Tel: 04-253160 Mobile: 056/2261910 Fax: 04/2531500**

**Email: [salah.mabrouk@alfuttaim.ae](mailto:salah.mabrouk@alfuttaim.ae)**

### **Link of the investor's relations web page**

<http://www.insuranceuae.com/ABOUTUS/InvestorRelations/tabid/128/Default.aspx>

## g-A Statement of a special resolution parented to the General Assembly held in 2023 and the procedures taken in respect thereof

### h-The name of the Board secretary and the date of his appointment

**Mr. Salah Mabrouk Abdelazim**

Date of Appointment **22 Dec 2017**

#### **Qualifications**

- Bachelor degree in law- Cairo University
- Board Secretary certified from Hwkama / DFM

#### **Experiences.**

- Legal experience for 28 years
- Company Legal Advisor since 2007

#### **Duties**

- Organizing board meetings
- Informing board members of the meeting
- Documenting board meetings and keeping reports
- Providing members with the required information and records
- Verification of compliance - for board members
- Monitoring the disclosures of board members
- View drafts of the minutes.
- Preparing the communications & official letters to the authorities related to the council's invitation or after the meeting
- Coordination between the chairman and members of the Board and providing advice

### i-Statement of the essential incidents that the company encountered during 2023

The company has submitted an acquisition offer on Orient Takaful and the acquisition procedures has completed

### K- Statement of creative projects and initiatives done by the company or those under development during 2023

The company did not submit any creative projects during 2023

The Board of Directors of Orient Insurance (PJSC) confirms its commitment to achieve the highest standards of compliance with the laws and regulations applicable in the United Arab Emirates. The company's Board of Directors also confirms that all of the company's internal policies are compatible with the standards and regulations of CBUAE and SCA with regard to all governance activities.



Board  
Vice Chairman



Audit Committee Chairman



Nomination and Remuneration Committee Chairman



Internal Control Department Director

### J-Statement of the percentage of Emiratization by the end of 2023

- Percentage of Emiratization by the end of 2023 is **23.5 %**, and the company works on increase of this percentage.
- Percentage of Emiratization for 2022 is **18 %**
- Percentage of Emiratization for 2021 is **17 %**

Date : 28/02/2024