



Corporate Governance Report

FY 2023



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Chairman's Foreword to Shareholders :

In the Name of Allah, Most Gracious Most Merciful.

Dear Shareholders,

Greetings,

We, the Board of Directors of AlKhaleej Takaful Insurance Company Q.P.S.C. (the "Company") and its subsidiaries (together "the Group"), are pleased to present to you the Corporate Governance Report for the year ended 31 December 2023, as part of the annual report issued by the Company. This report represents the annual disclosure of governance practices implemented by the company during financial year 2023 in accordance with the corporate governance code for legal entities listed in the main market issued by the Qatar Financial Markets Authority.

The Board of Directors of the Company (the "Board") is committed to maintaining high standards of corporate governance aligned with the needs of the company and the interests of all our stakeholders, and ensuring that values, attitudes and behaviors are consistent across the business. The Board believes that effective and robust corporate governance is essential to protecting shareholder value, delivering sustainable growth and ensuring that the Company operates in a responsible and transparent manner.

The Board has continued to evolve its corporate governance framework in order to ensure that the highest standards of corporate governance and best practices are applied across all business functions and operations and, in particular, to continue to implement the requirements of the QFMA Corporate Governance Code to ensure transparency and to maintain investors' trust.

The Board acknowledges its responsibility to oversee the management of the Company and we are confident that the Board and the Executive Management team of AlKhaleej Takaful Insurance have appropriate and sufficiently robust governance policies and procedures in place to ensure that the Company operates in the best interests of its shareholders.

On behalf of the Board of Directors of AlKhaleej Insurance and the Management, we thank our valued shareholders for their continued trust.

Sheikh / Abdullah bin Ahmed Abdullah Al Thani
Chairman of the Board



Section 2 . Corporate Governance at Glance :

1. Company's Profile :

AlKhaleej Takaful Insurance (AKTI) Company was established in 1979 as a traditional insurance company to provide insurance and reinsurance services of all kinds. It is a public shareholding company listed on the Doha Securities Market (Qatar Stock Exchange) since 1997.

Since 2010, the company has turned into a symbiotic insurance company in consistent with the principles of Islamic Sharia. The company is proud of its experience and outstanding services provided for more than 40 years.

The Company always strives to develop its Insurance policies and related services and to provide them in a distinguished manner to its customers with pride in their trust and to maintain their loyalty to the Company and their valuable time.

Since its foundation, the company has contributed to the development and economic development of the country under its wise leadership by providing insurance coverage for government infrastructure projects and securing assets and property for companies and individuals.

The company's annual balance sheets confirm that it has a sufficient and strong capital base, and a good liquidity ratio, supported by reinsurance agreements with leading of international reinsurance companies having prestigious credit rating.

Section 2 . Corporate Governance at Glance :

2. Scope of implementation of governance and adherence to its principles :

Corporate Governance entails a collection of systems by which a company is controlled, directed and operated-with specific focus on people, policies and processes, with the aim of meeting our customers', shareholders' and other stakeholders' expectations.

The company is committed to the application of the principles of corporate governance to highest level and has derived its values from a system which integrates ethics, corporate integrity and leading compliant practices. Transparency, fairness, disclosure and accountability have been central to the working philosophy of the Company, its management and the Board of Directors.

To this end, the Company's corporate governance framework takes into account the principles adopted and standards set by Qatar Financial Markets Authority pursuant to Decision No.5 of 2016, and Principles of Governance for Insurance Companies issued by the Qatar Central Bank, taking into account achieving justice among stakeholders, nondiscrimination between them, promoting transparency and disclosure, and making information available to them in a timely manner.

3. Governance Practices at Al Khaleej Takaful Insurance :

The Board of Directors is keen to review and update the company's governance applications whenever necessary, to develop rules of professional conduct, to present the public interest of the company, and the rights of stakeholders over the private interest.

The company is always updating and developing its procedures and structures to ensure its continuity in compliance with governance standards and risk management to achieve transparency, justice and social responsibility.

In addition to the efforts that have been made, the Company will continue its efforts to ensure compliance with the provisions of the Code.

Section 3. Board of Directors :

1. The Board of Directors' Structure and Composition :

In accordance with Articles of Association, AKTI Board is currently composed of nine (9) members elected for the period **(2021-2023)** at the company's general assembly meeting held on 28th March 2021. The board members are in compliance with the conditions set by the law and hold a range of experience in the related industry and the financial sector. Details of our Board members are below:

S. No	Name of Member	Position	Capacity	Shares	
				Numbers	Percentage
1.	Sheikh. Abdullah bin Ahmed Abdullah Al Thani - Le Mirage Real Estate	Chairman	<ul style="list-style-type: none"> • Non-Independent • Non-executive 	2,552,790	1%
2.	Sheikh. Muhammad bin Fahad Muhammad Jabr Al Thani	Vice Chairman	<ul style="list-style-type: none"> • Non-Independent • Non-executive 	4,484,199	1.76%
3.	Sheikh. Abdul Rahman bin Fahad Muhammad Jabr Al Thani	Managing Director	<ul style="list-style-type: none"> • Non-Independent • Non-executive 	12,763,851	4.99%
4.	Mr. Abdullah Ali Muhammad Al-Ansari	Member of the Board of Directors	<ul style="list-style-type: none"> • Non-Independent • Non-executive 	2,576,000	1.01%
5.	Mr. Shaheen Jassim Hamad Al-Sulaiti	Member of the Board of Directors	<ul style="list-style-type: none"> • Independent 	-	-

Section 3. Board of Directors :

1. The Board of Directors' Structure and Composition :

S. No	Name of Member	Position	Capacity	Shares	
				Numbers	Percentage
6.	Sheikh. Jassim bin Hamad Nasser Jassim Al Thani	Member of the Board of Directors	<ul style="list-style-type: none"> Independent 	-	-
7.	Mr. Nasser Khaled Khalifa Abdullah Al-Attiyah	Member of the Board of Directors	<ul style="list-style-type: none"> Independent 	-	-
8.	Sheikh. Mohammed bin Abdul Rahman Jabr Al Thani - Dar Al Amaal Real Estate	Member of the Board of Directors	<ul style="list-style-type: none"> Non-Independent Non-Executive 	3,216,894	1,26%
9.	Mr. Saad Nasser Rashid Saree Al Kaabi – Tamasek Real Estate	Member of the Board of Directors	<ul style="list-style-type: none"> Non-Independent Non-Executive 	2,553,000	1%

In compliance with Article (6) of the QFMA Corporate Governance Code, one third of the Board is composed of independent members and the majority is composed of non-executive Board members.

Section 3. Board of Directors :

2. Board of Directors Profiles :

The members of the Board of Directors are qualified with sufficient knowledge and satisfy the conditions for Board membership as set out in Article 5 of the QFMA Corporate Governance Code. A brief profile of BoD members is as follows:

S. No	Name of Member	Profile (Academic Qualification & Experience)
1.	Sheikh. Abdullah bin Ahmed Abdullah Al Thani	Sheikh. Abdullah, is a Qatari Businessman. He holds an Honors degree in International relations and Political economics from the United Kingdom. He is serving other entities in following capacity: <ol style="list-style-type: none">1. Sharaka Holdings - Chairman BoD.2. Tasali Entertainment (Kidzania Doha) – Chairman BoD.3. Bahrain National Life Insurance Company – Vice Chairman.4. Alijarah Holding Q.S.C – Member BoD.
2.	Sheikh. Muhammad bin Fahad Muhammad Jabr Al Thani	Sheikh. Muhammad bin Fahad, is a Qatari Businessman. He holds Bachelor's degree in Public Administration. He has served at various key positions in Doha Bank and Qatar Central Bank.
3.	Sheikh. Abdul Rahman bin Fahad Muhammad Jabr Al Thani	Sheikh. Abdul Rahman bin Fahad, is a Qatari Businessman. He holds Bachelor's degree in Business Administration. He has served at various key positions in Doha Bank and as Board member in other private equities.

Section 3. Board of Directors :

2. Board of Directors Profiles

S. No	Name of Member	Profile (Academic Qualification & Experience)
4.	Mr. Abdullah Ali Muhammad Al-Ansari	Mr. Abdullah, is a Qatari Businessman. He holds Bachelor's degree in Geography. He is serving as Board member in following other entities: <ol style="list-style-type: none"> 1. Zad Holding Company; 2. Nishan Real Estate Investment and Development Company; and 3. Bahrain National Life Insurance Company
5.	Mr. Shaheen Jassim Hamad Al-Sulaiti	Mr. Shaheen, is a Qatari Businessman, and he holds Bachelor's degree in Law. He has got over 34 years of experience in strategic political security.
6.	Sheikh. Jassim bin Hamad Nasser Jassim Al Thani	Sheikh. Jassim, holds Master Degree in Finance and management from University of Essex – UK. He is serving as advisor to the CEO Al Diyar Qatari Group and member BoD in Qatar Bahrain Bridge Foundation. He has got extensive knowledge and experience in financial data analysis, new business development, risk management, banking systems, corporate finance, entrepreneurship and development of real estate investment projects in Europe and USA.
7.	Mr. Nasser Khaled Khalifa Abdullah Al-Attiyah	Mr. Nasser, holds Bachelor's degree in Law - Graduated from the British Royal Naval College. He has served in Legal Office of Coasts and Borders Security at the Ministry of Interior. He is serving as Board Member in Doha Bank .

Section 3. Board of Directors :

2. Board of Directors Profiles :

S. No	Name of Member	Profile (Academic Qualification & Experience)
8.	Sheikh. Mohammed bin Abdul Rahman Jabr Al Thani	Sheikh. Mohammad, is a Qatar Businessman. He is studying at South Eastern University, UK, majoring in Business Administration, He is serving as Board member in other private equities .
9.	Mr. Saad Nasser Rashid Saree Al Kaabi	Mr. Saad, holds Master Degree in International Business from Coventry University – UK and a Bachelor’s degree in Business Administration from University of applied Sciences Jordan. He is serving as member Board of Directors at Widam Food Company and Lesha Bank.

3. Combination of Positions :

Each Board member has provided the renewed annual written acknowledgment, for the year 2023, to the Company Secretary confirming that he does not and shall not combine board membership positions in a manner that would breach the requirements of the QFMA Corporate Governance Code under article (7) .

Section 3. Board of Directors :

4. Key Functions and Responsibilities of the Board :

The Board of Directors' role is to represent the shareholders and be accountable to them for creating and delivering sustainable value through the effective governance of the business. The Board is responsible for approving the overall business strategy of AKTI and for ensuring that a high standard of governance is adhered to throughout the business. This role has been fully illustrated through the Articles of Association of the Company and its relevant by-laws, the Commercial Companies Law No. (11) for 2015 and the Corporate Governance Code for Companies and Legal Entities listed on the main market issued by Qatar Financial Markets Authority, in particular articles (8) and (9), which were incorporated in the Board of Directors Charter. The following are the responsibilities of the Board of Directors as per the Board of Directors Charter:

- a. Oversee the Company's management in the optimal way;
- b. Develop systems and controls for internal control and general supervision thereof;
- c. Ensure compliance with relevant laws, regulations, company's articles of association and its commitment to disclose information to shareholders, creditors, and other stakeholders;
- d. Exercise sound and objective judgement on all corporate matters independent from executive management;
- e. Ensure the effectiveness of, and the reporting on, the Company's system of corporate governance;
- f. Develop clear and specific policies and procedures for membership in the Board of Directors;
- g. Protect the Company from illegal, arbitrary or inappropriate business and practices;
- h. Develop a formal policy that regulates the relationship with stakeholders in order to protect them and preserve their rights;
- i. Develop policies and procedures that ensure the company's compliance with laws and regulations;
- j. Is responsible for inviting all shareholders to attend the meeting of the General Assembly in the manner prescribed by law;
- k. is responsible for the approval of nominations for appointment and preparation of the succession plan for senior executive management;
- l. Developing a clear and written policy that defines the basis and method for awarding board members' remunerations, incentives and rewards of the senior executive management and employees of the company;

Section 3. Board of Directors :

4. Key Functions and Responsibilities of the Board :

- m. Inviting all shareholders to attend the meeting of the General Assembly in the manner prescribed by law;
- n. Approval of nominations for appointment and preparation of the succession plan for senior executive management;
- o. Establishing a mechanism for dealing and cooperating with financial service providers, credit rating and other service providers;
- p. Develop awareness programs necessary to spread the culture of self-monitoring and risk management in the company.

The AKTI has not undertaken any loan or mortgage arrangement during the year. The AKTI has sold a property as normal course of business of the company in compliance with its article of association.

5. Delegation of Authorities :

Without prejudice to the terms of reference of the General Assembly, the Board shall assume all powers and authorities necessary for the management of the company and may delegate to its committees the exercise of some of its powers, and it may form one or more special committees to carry out specific tasks, provided that the decision to form them stipulates the nature of those tasks.

AKTI maintains a clear separation between the roles of the Chairman, Managing Director and Chief Executive Officer with a clear division of responsibilities as follows:

- a. The Chairman is responsible for the operation, leadership and governance of the Board, ensuring its overall effectiveness;
- b. The Managing Director is the focal point for communication between CEO and the board of Directors in matters assigned to him by the Board of Directors in strategic and operational principles.
- c. The Chief Executive Officer is responsible for the management of the business and implementation of the Company's overall strategy and policy.

Section 3. Board of Directors :

6. Duties of Board Chairman :

The Chairman is responsible for ensuring the proper functioning of the Board in an appropriate and effective manner, including timely receipt of complete and accurate information by the Board Members and his duties and responsibilities including, but not limited to, chairing the Board and general meetings ensuring efficient conduct of meetings, encouraging effective participation of Board members. The key duties and responsibilities of the Chairman of the Board of Directors defined in the Board Charter, are as follows:

- a. Approving the agenda for each meeting of the Board of Directors;
- b. Responsible for the workflow of the Board of Directors in an appropriate and effective way;
- c. Ensuring that the members of the Board of Directors obtain the information, documents and records of the company in a timely manner;
- d. Ensuring that the Board discusses all key issues effectively and in a timely manner;
- e. Encouraging members to participate in the Board's affairs to ensure that the Board works in the interest of the company;
- f. Creating effective communication channels with Shareholders and ensure their opinions is heard on the Board;
- g. Promoting constructive relations between Non-Executive & Executive members of the Board; and
- h. Keeping the members constantly informed about implementation of provisions of the Code.

Section 3. Board of Directors :

7. Obligations of Board Members :

Each member of Board of Directors accepts and acknowledges the obligations owed to the Company as set out in the Board Charter in accordance with the requirements of Article 12 of the QFMA Corporate Governance Code which include but not limited to the following:

- a. Participation in the meetings of the Board of Directors, its committees, providing opinion on strategic matters, key appointments, operating model and performance of the company;
- b. Prioritize interests of the company and its stakeholders over their personal interests;
- c. Monitor the company's performance in achieving its planned objectives and review performance reports on periodic basis;
- d. Ensures compliance with the development in rules related to corporate governance;
- e. Provide their skills, experiences and qualifications to the Board of Directors, its committees by attending meetings;
- f. Effective participation in the Company's general assemblies, and achieving its members' demands in a balanced and fair manner;
- g. Disclosure of financial and trade relations, and litigants, including the judicial, which may affect negatively on carrying out the tasks and functions assigned to them; and
- h. Not to make any statements, data or Information without prior written permission from the Chairman.

Section 3. Board of Directors :

8. Board Meetings:

AKTI held a total of six (6) BoD meetings during the financial year ended on December 31st 2023. Details of meetings attended by each Board member is provided hereunder:

S.No	Name	Designation	Meetings Attended
1	Sheikh. Abdullah bin Ahmed Abdullah Al Thani	Chairman	6/6
2	Sheikh. Muhammad bin Fahad Muhammad Jabr Al Thani	Vice Chairman	4/6
3	Sheikh. Abdul Rahman bin Fahad Muhammad Jabr Al Thani	Managing Director	6/6
4	Mr. Abdullah Ali Muhammad Al-Ansari	Member	6/6
5	Mr. Shaheen Jassim Hamad Al-Sulaiti	Member	6/6
6	Sheikh. Jassim bin Hamad Nasser Jassim Al Thani	Member	6/6
7	Mr. Nasser Khaled Khalifa Abdullah Al-Attiyah	Member	5/6
8	Sheikh. Mohammed bin Abdul Rahman Jabr Al Thani	Member	4/6
9	Mr. Saad Nasser Rashid Saree Al Kaabi	Member	6/6

Section 3. Board of Directors :

8.1 Board Meetings Schedule:

Meetings of the Board of Directors convened as per following schedule:

S.No	Board Meeting	Date of Board Meeting
1	First meeting of the Board of Directors	February 21, 2023
2	Second meeting of the Board of Directors	March 15, 2023
3	Third meeting of the Board of Directors	April 30, 2023
4	Fourth meeting of the Board of Directors	July 31, 2023
5	Fifth meeting of the Board of Directors	October 29, 2023
6	Sixth meeting of the Board of Directors	December 13, 2023

Section 3. Board of Directors :

9. Board Performance /Achievements :

In 2023, the Board consistently convened a series of regular meetings, ensuring no fewer than (6) sessions throughout the annual financial year. These meetings were strategically designed to achieve essential governance objectives and oversee the successful implementation of key initiatives. Noteworthy accomplishments and milestones reached by the Board during this period are summarized below:

- A. **Comprehensive Strategic Plan, Action Plan and Estimated Budget:** The board discussed the revised comprehensive strategic plan and the company's core objectives in light of expected changes in the Qatari insurance market. Based on this, the board formulated action plans and risk management policies and approved them. The estimated budget and long-term action plan for the coming years were also discussed.
- B. **Company's Performance:** The Board followed up and monitored the financial performance of the company and discussed and approved its quarterly and annual financial statements.
- C. **Performance of the committees emanating from the Board:** Elected in 2021, the board promptly established the committees, aligning with legal and governance regulations. Throughout the year, the board closely monitored and assessed their performance, including:
 - I. **Audit and Risk Committee Performance:** In 2023, the board diligently assessed the committee's effectiveness, reviewing discussions primarily centered on internal control systems, risk management, external auditors' nomination, and oversight of their activities. The board approved the internal audit plan, audit reports, anti-money laundering initiatives, and adopted policies and procedures.
 - II. **Investment Committee:** The board assessed the committee's performance and examined its deliberations on the approved investment strategy, securities and fixed income portfolio, and real estate investment portfolio. The board approved the discussions and the ensuing recommendations of the committee.
 - III. **Policies, Remuneration, Nomination and Governance Committee:** The Board followed up on the performance of the committee, reviewed and approve the criteria for determining annual employee rewards, recommendation of board of directors' rewards, governance report, and the nomination and election policy for board members. The board approved the committee's nominations to represent the Company on the Boards of Bahrain National Life Assurance Company, Neshan Real Estate Investment Company and Asas Industrial Projects Company.

Section 3. Board of Directors :

10. Board of Directors' Evaluation :

A self-evaluation of the performance of the Board and its committees was carried out according to the questionnaire form approved by the Board.

The Nominations Committee reviewed the self-evaluation forms and submitted its report to the Board of Directors, which evaluates the overall performance of the Board and its committees in accordance with the requirements of the governance framework.

The results of the evaluation showed that the Board of Directors had fully complied with the provisions of laws and regulations, the governance framework, the transparency and disclosure procedures and any other regulations and rules governing the Board of Directors mandate. Accordingly, the Board's performance showed its supposed strengths and did not show any weakness.

11. Board Members' Induction and Continuous Professional Development :

AKTI's executive management keeps the Board Members fully cognizant of all significant requirements, rules and regulations relating to general corporate governance through constant updates provided to the Board Members during the Board meetings and Audit Committee meetings.

Section 3. Board of Directors :

12. Board Remuneration :

Law No. (11) of 2015, the “Promulgating the Commercial Companies Law” (the “Commercial Companies Law”), and the QFMA Corporate Governance Code requires that Board remuneration shall not exceed 5% of the Company’s net profit after deductions to the legal reserve, and payment of dividends of 5% of the paid-up capital.

In accordance with the Articles of Association of the Company and the provisions of Qatar commercial companies law no. 11 of 2015, the Board of Directors’ remuneration for the year 2023 was recommended to be QAR. 2,440,000 by the Board of Directors. This proposal to be presented to the shareholders as Agenda Item # 3 in the subsequent Annual General meeting of the company held on March 10th 2024 and to be approved by the General Assembly subject to prior notification of same to regulatory bodies.

13. Board Committees :

The Board has established three Board Committees :

- Audit and Risk Committee
- Policies, Remuneration, Nominations and Governance Committee
- Investment Committee

The above committees assist the Board in discharging its responsibilities. The Committees operate in line with their respective charters approved by the Board. The charters set out their roles, responsibilities, scope of authority, composition, and procedures for reporting to the Board. The charter of each committee has verified that it is in line with the Articles of Association of the Company and the Commercial Companies Law No. 11 for 2015, the Corporate Governance Code of the Qatar Financial Markets Authority as well as the related instructions of the Qatar Central Bank.

Section 3. Board of Directors :

13. Board Committees :

A. Audit and Risk Committee :

Composition of Committee and details of meeting:

The Audit Committee, appointed by the Board of Directors, consists of 3 independent members., the Committee assists AKTI's Board in overseeing the integrity of the Company's financial statements. It also provides consultancy to the Board on the efficiency and adequacy of internal control systems and arrangements for risk management. The Committee is also responsible for ensuring that internal and external audit functions are independent and objective. In addition, the Committee advises the Board on all matters that need attention and seek a decision. The Committee also puts great importance on investigating any violations in the Company. The composition of Audit Committee is as follows:

S. No	Name of Member	Status	Independence	Number of Meetings Attended
1	Mr. Nasser Khaled Khalifa Abdullah Al-Attiyah	Chairman	• Independent	6/6
2	Mr. Shaheen Jassim Hamad Al-Sulaiti	Member	• Independent	6/6
3	Sheikh. Jassim bin Hamad Nasser Jassim Al Thani	Member	• Independent	6/6

Section 3. Board of Directors :

13. Board Committees :

A. Audit and Risk Committee :

Key Accomplishments of Audit Committee: In 2023, the Committee completed a number of major works including:

- a. Approving the draft quarterly and annual financial statements;
- b. Discussing the external auditors' quotations for the fiscal year 2023 and approving appointment of KPMG as its external auditors .
- c. Review and discussion of observations and recommendations of external auditors for financial year 2022;
- d. Discussion on the proposals for auditing Anti-Money Laundering and Counter Financing of Terrorism systems for the year 2022 approving Russel Bedford and recommending their nomination for the board's approval.
- e. Approved the risk based Internal audit plan for financial year 2023;
- f. Approval and adoption of report on compliance with Anti Money Laundering Policy and Counter Terrorist Financing Policy for financial year 2022;
- g. Approving the work plan of the compliance with Anti Money Laundering Policy and Counter Terrorist Financing Policy for financial year 2023;
- h. Review and discussion on compliance to the observations raised by Internal Audit during 2021 and 2022;
- i. Review and discussion of internal audit observations during financial year 2022 and 2023;
- j. Discussing and approving the amendments to Anti Money Laundering Policy and Counter Terrorist Financing Policy and recommendation to the board their adoption; and
- k. Review and discussion on financial effects of the transition to fair value model for measurement of investment property as well as that of continuing using cost model.
- l. Discussing on the activity report of the committee for the financial year 2022 .
- m. Discussion of the proposal of expert houses to update the risk register, polices and framework, nominate, M/s PWC recommending their nomination for the boards approval.

Based on the annual evaluation of the committee's work, the Board of Directors is satisfied with its performance, implementation of its responsibilities and recommendations made during the year ending on December 31, 2023.

Section 3. Board of Directors :

13. Board Committees :

B. Policies, Remuneration, Nominations and Governance Committee and its meetings :

The Policies, Remuneration, Nominations and Governance Committee is responsible for the review of AKTI's HR framework and compensation programs. The Committee makes recommendations to the Board on the remuneration, allowances and terms of service of the Company's senior executives to ensure that they are fairly rewarded for their individual contributions to the company. The committee details along with details of meetings attended by each member are as follows:

No.	Board of Directors	Status	Independence	Number of Meetings Attended
1	Sheikh. Muhammad bin Fahad Muhammad Jabr Al Thani	Chairman	<ul style="list-style-type: none">• Non-Independent• Non-executive	3/3
2	Mr. Abdullah Ali Muhammad Al-Ansari	Member	<ul style="list-style-type: none">• Non-Independent• Non-executive	2/3
3	Sheikh. Mohammed bin Abdul Rahman Jabr Al Thani	Member	<ul style="list-style-type: none">• Non-Independent• Non-executive	3/3

Section 3. Board of Directors :

13. Board Committees :

B. Policies, Remuneration, Nominations and Governance Committee :

Key Accomplishments of Policies, Remuneration, Nominations and Governance Committee

In 2023, the Committee completed a number of major works including:

First: Governance, Policies and executive:

- a. Nomination of Company's representatives on the Board of Directors of the Bahrain National Life Insurance Company for the years 2023-2025.
- b. Review and approval of the annual self-evaluation forms for the financial year 2022.
- c. Review and approval of the basis of calculating bonuses in the company and approved them.
- d. Discussion of the governance report and recommendation to the board of directors for approval.
- e. Review and approval of Nomination and Election Policy for Board Membership.
- f. Discussion on the activity report of the committee for the financial year 2022.

Second: Board and executive management remuneration :

- a. The committee discussed the remuneration of the members of Board of Directors in light of law and the Governance code, and approved it.
 - b. The committee discussed the remuneration of the executive management and employees in light of the company's performance and then approved it.
- Based on the annual evaluation of the committee's work, the Board of Directors is satisfied with its performance, implementation of its responsibilities and recommendations made during the year ending on December 31, 2023.

Section 3. Board of Directors :

13. Board Committees :

C. Investment Committee and its meetings:

The Investment committee assists the Board in everything related to the investment policy and strategy, discusses available investment initiatives and opportunities before it submits its recommendations in this regard, monitors the performance of the securities portfolio, develops the investment strategy in accordance with the mandate granted to it by the Board, and submits its reports to the Board. The committee details along with number of meetings attended by each member are as follows:

No.	Board of Directors	Status	Independence	Number of Meetings Attended
1	Sheikh. Abdul Rahman bin Fahad Muhammad Jabr Al Thani	Chairman	<ul style="list-style-type: none">• Non-Independent• Non-executive	5/5
2	Sheikh. Jassim bin Hamad Nasser Jassim Al Thani	Member	<ul style="list-style-type: none">• Independent• Executive	5/5
3	Mr. Saad Nasser Rashid Saree Al Kaabi	Member	<ul style="list-style-type: none">• Non-Independent• Non-Executive	5/5

Section 3. Board of Directors :

13. Board Committees :

C. Investment Committee and its meetings:

Key Accomplishments of Investment Committee:

The Investments Committee held Five (5) meetings during the financial year 2023 and the Committee completed a number of major works including:

1. **Investment Strategy:** The Committee discussed the investment strategy and planned objectives for the years 2024-2027, approved them .
2. **Portfolio of Investments in Securities:**
 - The Committee discussed the divestment from the Bahrain National Life Insurance Company; and
 - The Committee reviewed and discussed the positive performance of investment in Nishan Investment and Real Estate Development Company;
 - The committee approved investment of ten million US dollars in the proposed Sukuk package by the executive management through Al Rayan Bank and Lasha Bank, with the proposed ratios, and proceeding with all necessary procedures in such cases;
 - Nomination of the company's representative on board of directors of Asas for Industrial Projects.
3. **Real Estate Investment Portfolio:**
 - The committee reviewed options regarding the company's lands and properties in Lusail and the communications conducted by the executive management with the relevant authorities in Lusail "Energy City previously".
 - The committee approved the sale of Pearl Apartment number 409, Tower number 19, for an amount of 1,500,000 Qatari Riyal.
 - The committee reviewed and discussed the feasibility study for the development of one of the company's lands in Lusail to be a future headquarters for the company, and postponing the development based on the feasibility study.
 - The committee discussed and reviewed opportunities for the utilization of Al Fereej Abdulaziz land, and instructing the executive management to prepare an economic feasibility study that clarifies the construction cost, use, and area in order to make an appropriate decision.

Section 3. Board of Directors :

14. Company Secretary :

The Company Secretary is the focal point for communication with the Board of Directors and senior management and plays a key role in the administration of important corporate governance matters. Currently, the position of Company Secretary is occupied by Mr. Fawaz Subhi Muflih Al-Nimr, based on the decision of the Board of Directors at its fourth meeting on 29/03/2021. The Company Secretary has the following key responsibilities:

1. Entry of the Board's decisions into the register prepared for this purpose by date of its issuance;
2. Sending the invitation to the members of the Board, along with the agenda, before the date set for the meeting, and receiving the members' requests to add one or more items to the agenda and confirming the date of its submission;
3. Issuing and preparing the minutes of the board's meetings specifying the names of the present and absent members, recording key agenda items and related decisions, and proving the members' objections to any decision issued by the Board;
4. Recording the meetings held by the Board in the register prepared for this purpose, arranged in chronological order according to the date of its convening, showing the following: the present and absent members, the decisions taken by the Board at the meeting and the objections, if any;
5. Maintaining the minutes of the Board's meetings, its decisions, its reports, and all records and correspondence of the Board and its correspondence in paper and electronic records as custodian of these records;
6. Full coordination between the Chairman and the members of the Board, between the members among themselves, and between the Board and the concerned parties and stakeholders, including shareholders, management and employees;
7. Enabling the president and members to have quick access to all the company's documents and papers, as well as its information and data;
8. Preserving the declarations of the members of the Board not to combine the positions that they are prohibited from combining in accordance with the law and the provisions of this system.

Qualification of Company Secretary:

Mr. Fawaz Subhi Muflih Al-Nimr holds a university degree in accounting, a professional certificate, and is a member of the Jordanian Association of Auditors. He has sufficient professional experience in the affairs of listed financial companies.

Section 3. Board of Directors :

15. Executive Management :

The Board supervises the performance of the executive management consisting of the CEO and those directly reportable to him, as they bear responsibility for the management of the company's financial performance.

The details about the qualification and designations of executive management of the company is tabulated below:

Name	Designation	Qualification
Mr. Abdullah Ali Al-Asiri	Chief Executive Officer	Masters in Financial Affairs
Mr. Nasser Abdullah Ibrahim Al-Emadi	Chief Financial Officer	Bachelor of Financial Management
Mr. Haitham-Qais Al Mudaries	Chief Technical Officer	Fellow of the Insurance Institute of Canada
Mr. Fawwaz Sobhy Mofleh Alnimer	Chairman Office Manager	Bachelor of Accounting - JCPA
Mr. Nasr Nasr Rawdan Majali	Group Legal Advisor	Bachelor of Law
Mr. Lakshmi N. S. Ramachandran	Director of the General Insurance Department	Bachelor of Commerce
Mr. Nabil Farid-Karama	Executive Director of Medical and Takaful	Bachelor of Science
Mr. Punit Kumar Jain	Finance Manager	Bachelor of Commerce

Section 3. Board of Directors :

15. Executive Management :

Executive management experience and qualifications:

The senior executive management has sufficient academic and professional experience and qualifications in the field of insurance, reinsurance, finance, accounting, investment, and information technology, that enables it to supervise and manage its daily operations to achieve the strategic objectives in all their dimensions. In addition to the existence of internal committees that meet periodically to discuss and develop the technical, operational and administrative work frame for which they are responsible according to their authority.

Responsibilities and authorities of the executive management:

The executive management is responsible for carrying out and implementing the company's strategic plans approved by the Board of Directors, and follows up on the daily work and operational plans, through which the Board of Directors is informed of the changes or challenges that the company and the insurance market is going through locally and regionally. It is keen to propose and adopt appropriate financial, investment and insurance policies and procedures for the company and have them approved by the Board. Based on the powers granted to it by the board, it monitors the approves budgets, works to adhere to them, and submits the required periodic reports to the board and its executive committees.

Remuneration for Executive Management :

Total remuneration paid to executive management in financial year 2023 amounted QAR.1,734,000 which is also submitted to the respective regulator(s).

Section 4. Internal controls and Risk management :

1. Internal Controls Mechanism :

Internal control refers to AKTI's policies, procedures and practices that aid in ensuring that the company achieves the targets set in the strategy, uses resources economically and bases management decisions on reliable information. Internal control also ensures that risk mitigation is adequately addressed. Conformance to regulations and approved ethical principles are also ensured through internal control.

AKTI's Internal controls mechanism aims to ensure that the Board and management are able to fulfill the Company's business objectives. An effective internal control framework contributes to safeguarding the shareholders' investment and the Company's assets. The objective of AKTI's internal control framework is to ensure that internal controls are established; that policies and procedures are properly documented, maintained and adhered to, and are incorporated by the Company within its normal management and governance processes.

The Board of Directors is responsible for the company's internal control system, and the Board has approved a comprehensive set of documents including the organizational structure, grade and salary structure, job descriptions, policies and procedures, and the delegation of financial and operational authority to regulate the company's operations.

This is examined by the AKTI's Compliance and Internal Audit teams on an ongoing basis. Internal Audit also provides independent assurance over the internal control system and reports momentous issues to the Audit Committee in accordance with the approved risk based Internal audit plan.

Section 4. Internal controls and Risk management :

2. Assessment of Internal Control over Financial Reporting :

In accordance with the requirements set out in the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the QFMA's Board, pursuant to Decision No. (5) of 2016, management performs an ongoing process of identifying, evaluating, and managing the risks faced by AIKhaleej Takaful Insurance Company as well as establishes and maintains effective controls for the risks identified, including those over financial reporting.

The Company carries out the review of its internal controls over financial reporting on an annual basis with respect to all material financial balances, whereby the management assesses the adequacy of design and operating effectiveness of such internal controls over financial reporting. The management assessment of Internal controls over financial reporting is performed on the basis of criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Management has assessed the adequacy of design and the operating effectiveness of the Company's internal controls over financial reporting as of 31 December 2023. Based on the assessment, management has concluded that the internal controls over financial reporting are adequately designed and operating effectively with no material weaknesses identified.

AKTI's operating policies and procedures are considered to be adequate and effective, while recognizing that such system is designed to mitigate rather than eliminate the risk of failure to achieve business objectives and can provide reasonable but not absolute assurance against material misstatement or loss.

Section 4. Internal controls and Risk management :

3. Internal Audit :

Company has co-sourced internal audit function and appointed an audit firm as internal auditors which directly reports to the Audit and Risk Committee of the Board of Directors. The Internal Audit team review business and technology processes to identify the risks, review the controls, make recommendations and track management action plans until completion to enable better management of the business by identifying those aspects of the business that could be controlled more effectively.

The Internal Audit team has the independence to report objectively on any function without being constrained by line management through reporting to the Audit and risk committee of the Company. The Internal Audit team monitors and supports key governance structures and activities to ensure ongoing effectiveness. The team also identifies and promotes good business practices and reviews the Company's financial and accounting policies and processes to evaluate and assess any relevant risks in that context.

The risk-based internal audit plan is formulated by the Internal Auditors and approved by the Audit and Risk Committee covering various areas of AKTI's operations. The internal auditors can access, at all times, to all accounts, books, records, systems and individuals in order to fulfil its audit responsibilities.

The Internal Auditors submits quarterly periodic reports to the Audit and Risk Committee, including, but not limited to, the extent of compliance with internal control systems and the management of risks facing the company.

Section 4. Internal controls and Risk management :

4. External Auditors :

The purpose of appointing an External Auditor is to provide objective assurance to the Board and shareholders that the financial statements have been prepared in accordance with all related laws, regulations and IFRS and that they fairly represent the financial position and performance of the Company in all material aspects.

KPMG currently holds the position of AKTI's External Auditors and they conduct a full audit at the end of the Company's financial year in addition to a review of the Company's half-year results. The decision to re-appoint KPMG as the External Auditors of AKTI, at a remuneration of QAR 485,000 which includes QAR 325,000 for the services related to the scope of the audit and QAR 160,000 for other non-audit services, was approved by the shareholders of the Company at the Annual General Assembly which took place on 15-March-2023. The External Auditors attend the Annual General Assembly to present their report and to answer queries from shareholders.

There have been no qualified opinions reported by our external auditors on AKTI's interim and semi-annual financial statements for financial year 2023.

Section 4. Internal controls and Risk management :

5. Risk Management :

AlKhaleej Takaful Insurance Company operates a comprehensive ongoing risk management and assessment programme within the business. The primary objectives are to balance the risks the business takes with potential reward, support the achievement of corporate strategy and anticipate any future threats. The Company believes a vigilant and robust approach to risk management enables informed decision making, provides senior management with appropriate visibility of relevant business risks, defines the level of risk the Company is willing to take and facilitates risk based assurance activity. The Company's enterprise risk management function covers risk and capital management as well as exposure monitoring. The Company has adopted a three lines of defence risk management model which comprises:

- **First line** - Operational management who is responsible for managing risk through deployment and execution of controls and management oversight;
- **Second line** - Compliance, risk and actuarial functions, which report on the first line of defence activities from an independent perspective and challenge them; and
- **Third line** - Internal and external audit, which provide independent assurance.

AKTI's risk management framework is in line with the components of the COSO Model, which support monitoring, recording, analysis and reporting on risks. AKTI's business risk register is subject to a periodic review as it is prepared by the company's management team for each business unit.

Section 4. Internal controls and Risk management :

5. Risk Management :

The risk management framework is designed to assess, control, and monitor risks from all sources, with the aim of increasing short and long-term value to the stakeholders. The risk management framework involves determining, evaluating, and managing the risks faced by the company as below:

A. Insurance Risk:

The Insurance risks are represented in the Takaful contracts issued by the company and the resulting obligations after underwriting Insurance policies, as well as the price fluctuations related to underwritten contracts, which are summarized as follows:

i. **Takaful Risks:**

These risks are represented in realizing the underwritten risks in the various insurance divisions including fire, general accidents, cars, marine, term life and health, and the fluctuation between actual and expected claims.

The Company manages its insurance risk through the careful formulation and implementation of its underwriting strategy and guidelines, together with ensuring that adequate reinsurance arrangements are in place and that claims handling is proactively carried out. The concentration of the Group's insurance risk exposure is mitigated by the Group's underwriting strategy, which attempts to ensure that the risks underwritten are diversified across a large portfolio in terms of type, level of insured benefits, amount of risk, industry, and geography. The Company, in the normal course of business and to minimize its financial exposure arising from large claims, enters into reinsurance contracts.

These reinsurance arrangements provide for greater diversification of business, allow management to control exposure to potential losses arising from large risks, and provide additional capacity for growth. A significant portion of the Company's underwriting is reinsured under treaty and facultative reinsurance contracts. Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision and are in accordance with the terms of the reinsurance contracts.

Section 4. Internal controls and Risk management :

5. Risk Management :

ii. Re-Takaful Risks:

The company, as is the practice with other insurance companies, enters into re-Takaful agreements to reduce its exposure to losses resulting from large claims. It may be exposed to reinsurance risks as a result of the financial solvency of reinsurance company and may result into significant financial losses. In order to limit the reinsurance risks, the company considers dealing with reinsurers distributed in multiple geographical areas, with solvency and a strong credit rating, and their conditions are evaluated annually, and in light of the results of the evaluation, the continuity of the relationship is determined.

B. Operational risk:

When controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications or can lead to financial loss. The Company does not expect to eliminate all operational risks, but by implementing a rigorous control framework and by monitoring and responding to potential risks, the Company seeks to manage its operational risk.

The Company has policies, systems and procedures manuals designed for all core and support functions to achieve effective segregation of duties, access controls, authorization and reconciliation procedures, staff training and assessment processes. These procedures are backed up by a compliance and internal audit framework.

C. Investment Risk:

The Investment risk is represented in the fluctuation of the fair value prices of the financial instrument in the market due to several internal or external factors associated with each investment.

Section 4. Internal controls and Risk management :

5. Risk Management :

The Company manages investment risk by quantifying the risks associated with each investment and only investing in accordance with the Company's investment strategy and risk profile. Any proposed investment that is outside established limits must be approved by the Board Investment Committee. The Company seeks to limit investment risk by maintaining a diversified portfolio of investments and by continuously monitoring developments in international and local equity and bond markets. In addition, the Company actively monitors the key factors that affect stock and bond market movements, including the operational and financial performance of its investee companies.

D. Credit Risk:

Credit risks are represented by the inability of one of the parties to the financial instrument to fulfill their obligations in terms of insurance premiums and others, which leads to risk of financial loss to the company. The Company's exposure to credit risk principally arises from its insurance and reinsurance receivables, its cash and cash equivalents held in bank accounts, its reinsurance contract assets, and its return from Investment portfolio.

The Company has established a range of credit risk limits to manage its exposure within the defined credit risk appetite. These limits are monitored periodically. Further, the credit risks are constantly monitored by a specialized committee that evaluates and follows up customers and the limits granted to them, and exerts due diligence when granting any credit limits to customers.

Section 4. Internal controls and Risk management :

5. Risk Management :

E. Liquidity Risk:

Liquidity risk relates to inability of the company to fulfill its financial obligations when they fall due. This risk is monitored continuously on regular basis to ensure that sufficient funds are available to meet the company's needs and obligations by linking deposits for restricted terms that enable it to meet the payments due to creditors when due to be paid. Periodic reports are prepared regularly which indicate the liquidity needs of the company and the retention of sufficient cash resources to finance the same.

F. Other Market Risks:

Other market risks are further categorized into following :

- i. **Foreign currency risk** is that the fair value of financial instruments will fluctuate due to changes in foreign currency rates. There are no significant financial assets denominated in foreign currencies; therefore, there is little risk of achieving losses in this item.
- ii. **Profit rate risk** arises when company is exposed to the risk of fluctuating "profit" rates on its deposits with Islamic banks. In order to reduce these risks, these prices are continuously monitored and the necessary decisions are made in timely manner to address the same.

Section 4. Internal controls and Risk management :

6. Regulatory Compliance :

The Company considers compliance with applicable laws, industry regulations, codes and its own ethical standards and internal policies to be an integral part of doing business. The Company's Compliance team facilitates the management of compliance through the analysis of statutory and regulatory requirements, and monitoring the implementation and execution thereof.

The monitoring of regulatory requirements includes due diligence procedures and the reporting to relevant agencies with an aim to combat money laundering and the financing of terrorism. Compliance and Money-laundering Reporting Officer also identifies and assesses the compliance and money-laundering risks across the business functions, monitor the implementation of risk management strategies and ensure timely reporting of breaches and corrective action taken for all suspicious transactions. In addition, the Compliance function undertakes screening checks against applicable sanctions watch lists.

The Company has also put in place the systems and processes to ensure that all the regulatory requirements are complied with.

Section 4. Internal controls and Risk management :

7. Fatwa and Sharia Supervisory Board :

Since our company is working to provide Takaful Islamic insurance services, the company is supervised from a Shariah perspective by a Fatwa and Sharia Supervision Board which is appointed by Company's Board of Directors. The Committee consists of renowned and qualified Shariah scholars that are independent of the Company and its Board of Directors.

The Fatwa and Sharia Supervision Board is headed by Prof. Dr. Ali Muhyiddin Al Qardagi and include Dr. Sultan Ibrahim Al Hashemi and Dr. Nayef Nahar Al Shammari as board members. The Board provides a binding opinion and conduct oversight on everything related to the application of the provisions of Islamic Sharia.

The Chairman of the Supervisory Board shall clarify the provisions of Islamic Sharia on all inquiries and transactions and follows up on the compliance and implementation of these provisions by the executive management of the company. The Chairman shall also give the necessary instructions to the executive management to organize the company's business from the Sharia aspects.

The Chairman of the Fatwa and Sharia's Supervisory Board shall present an annual report addressing to the company's shareholders and members of its general assembly on the company's business during the ending financial year to give an impartial opinion on the extent to which the company's management adheres to the principles of Islamic Sharia in its transactions or not, and then shall present it to the general assembly at its annual meeting.

Section 5. Disclosure and Transparency :

1. Disclosure Obligations :

The Company is fully committed to all disclosure requirements including market listing as required under the legislations and regulations of various applicable regulatory authorities and has complied with the requirements set forth in this regard.

The most important requirements in this regard relate to the publication of information on shares of the Company uniformly to all shareholders and investors to enable them to access all information that affects stock prices providing equal opportunities to them for their investment decision(s). The Board of Directors, through the Compliance department, ensures that all the disclosures that the Company makes are accurate and the financial reports of the Company conform to applicable accounting standards and guidelines. Also, information about the chairman and members of the board of directors and major shareholders, their ownership in the company's shares, their practical experiences, and about unfair dealings - if any - with any related party, have been disclosed.

During the year, the Company disclosed all decisions taken by the Board of Directors that were of interest to shareholders and the investing public and brokers. All such decisions were immediately notified to Qatar Exchange and the QFMA, in addition to publication in the local newspaper and on the website of the Company. Pursuant to the provisions of the Commercial Companies Law and the requirements of QFMA, Qatar Exchange and the Law of the Qatar Central Bank and the regulation of financial institutions, the Company also published audited financial reports on the website of the Company.

During 2023, the Company was not subject to any material regulatory penalties for non-compliances with the provisions of the Code.

Section 5. Disclosure and Transparency :

2. Conflict of Interest, transparency and upholding the Company's Interests :

The Company adopts a policy that ensures the confidentiality and integrity for any reports of illegal actions relating to employees and general performance measures, which are clarified in AKTI's Code of Conduct. The Code includes the expected behavior of employees, particularly regarding compliance with laws and regulations. Employees must avoid conflicts of interest, particularly in commercial transactions, business administration and activities, using the Company's assets, records and information, and relationships with related parties outside the Company. No employee may accept or request gifts or bribes, loans or bonuses, prizes or commissions. The Company is resolved to combat all forms of conflicts of interest in addition to other matters.

Furthermore, the Company complies with Articles 108, 109, 110 and 111 of the Commercial Companies Law No. 11 for 2015 which define Internal controls requirements related to the Chairman and members of the Board of Directors in their relationship with the company.

The Board of Directors, senior executive management, company employees, and service providers are aware that all information related to AlKhaleej Takaful Insurance Company or its subsidiaries and clients shall be confidential information and may not be exploited to achieve personal or family purposes or any other benefits that are not based on the law.

Section 5. Disclosure and Transparency :

3. Disclosure of Securities Trading :

The company shall adopt rules and procedures for identifying the insider, whether by virtue of his position or who has access to material data by virtue of his duties that would positively or negatively affect the investment decision of the dealers on the company's shares.

The company notifies the members of the Board of Directors, the executive management, and all informed members of the rules and procedures, as well as the prohibition period that is determined by the regulatory authorities and the controls that are determined by these authorities in order to adhere to them in the event that any of them wishes to trade in the company's shares. The Qatar Central Securities Depository Company shall be informed of the data of the insiders, members of the Board of Directors, and the executive management to prohibit their trading or disclose their trading.

Section 5. Disclosure and Transparency :

4. Disclosure of Transactions with Related Parties :

The company performs its activities in the various insurance sectors, and as a result, it deals with a number of classified parties related to it in accordance with the laws, governance systems, and accounting standards, and these transactions shall be conducted on a commercial basis and it was during the year 2023 as follows:

Description	Amount
Contributions	345,863
Claims	903,847

Section 6. Stakeholders' Rights :

1. Shareholders' Equality Rights :

AlKhaleej Takaful Insurance Company is committed to protecting shareholders' and stakeholders' rights in accordance with the required by-laws, regulations and as part of its corporate governance framework. To accomplish this, AKTI exercises diligence and care in conducting its operations, including effective and efficient use of resources to maximize shareholder benefits.

The company's Articles of Association and its internal regulations guarantee the shareholders to exercise their legal rights on an equality basis, such as obtaining profits, disposing off shares, accessing information directly or through the company's website, participating in meetings, voting on decisions, and accessing information in a way that it does not conflict with the interests of the company. This record shall be managed in accordance with the applicable rules.

Section 6. Stakeholders' Rights :

2. Register of Shareholders [Ownership] :

The Qatar Central Depository Company shall perform the tasks, powers and management of the shareholder register by providing trading operations such as buying and selling, transfer of ownership in any way, registration, mortgage and others in accordance with the applicable procedures in the Qatari financial market.

The Qatar Central Depository Company shall maintain a record of shareholders for our company and all listed companies, and based on this record, no shareholder's ownership exceeds the limit permitted by the laws and the company's articles of association. On a monthly basis, the company shall obtain a record of its shareholders, as well as when the general assembly convenes, to approve it in recording attendance and distributing profits to shareholders.

The company's articles of association shall include the rights granted to shareholders under the relevant laws and regulations. The Board of Directors shall ensure respect for all shareholders' rights in a way that achieves justice and equality by providing shareholders with detailed data on the company's governance, financial statements and other important information on the company's website and the media.

Section 6. Stakeholders' Rights :

3. Shareholder's right to obtain information :

The company's Articles of Association and its regulations guarantee the shareholders' access to information that can be disclosed and enable them to exercise their rights without harming the interests of the company or the rights of other shareholders. The company shall provide all information of interest to shareholders and enables them to fully exercise their rights and the company shall provide a set of information of interest to the shareholders on its website, including:

- Disclosure of the company's results and data in accordance with applicable laws, and regulations.
- Invite investors to the periodic conference call.
- Reply to investors and discuss their queries on financial and operational performance received by the Investor Relations Department.
- Developing the company's website and publishing data, disclosures and financial reports through it.
- Advertising in newspapers and other media.

Section 6. Stakeholders' Rights :

4. Shareholders' rights related to the General Assembly :

The Articles of Association of the company includes organizing the rights of shareholders related to the meeting of the General Assembly, including:

- The right of the shareholder or shareholders who own at least 10% of the company's capital to request that the General Assembly be convened in accordance with the procedures specified by the laws and regulations in this regard.
- The right to request the inclusion of certain issues in the agenda of the General Assembly and to discuss it in the meeting if the Board did not include it and the Assembly decided so.
- The right to attend the meetings of the General Assembly and the opportunity to actively participate in it, to participate in its deliberations, to discuss the topics on the agenda, and to facilitate everything that would lead to knowledge of the date and place of the assembly, the issues listed on the agenda, and the rules governing discussions and asking questions.
- The shareholder's right to authorize on his behalf, by virtue of a special power of attorney, another shareholder who is not a member of the Board to attend the meeting of the General Assembly, provided that the number of shares held by the representative in this capacity does not exceed 5% of the company's capital.
- The right of the shareholder to direct questions to the members of the Board and their obligation to answer them to the extent that does not expose the interest of the company to harm, and his right to resort to the General Assembly if he considers that the answer to his question is not sufficient.
- The right to vote on the decisions of the General Assembly and to facilitate everything that would lead to knowledge of the rules and procedures that govern the voting process.
- The right of the shareholder to object to any decision that he deems to be issued in the interest of a certain class of shareholders or harm it or bring special benefit to the members of the Board or others without regard to the interest of the company and to record it in the minutes of the meeting, and the right to invalidate the decisions he objected to in accordance with the provisions of the law in this regard

Section 6. Stakeholders' Rights :

5. Shareholders' rights regarding voting, electing members of the Board of Directors & distributing profits :

The Board of Directors of the company consists of nine members, three of whom are independent in accordance with the company's Articles of Association. The company is obligated to disclose the candidates for membership of the Board and to inform the shareholders of the information about all the candidates and their CVs, and the shareholder's right to vote by himself or through his legal representative in the meetings of the company's general assembly in accordance with the legal requirements. Starting with issuing the invitation and notifying them of the topics on the agenda and disclosing the results of the meeting upon its completion, which is done by traditional means or by means of modern technology or both.

Shareholders can use the right to vote without any restrictions or procedural obstacles in the meeting of the General Assembly in person or by authorizing another shareholder to vote on his behalf, and the company shall enable the shareholder to exercise this right and facilitate his procedures.

The Articles of Association also determined the basis for distributing profits to shareholders and the reserves that must be deducted from the profits, and then the profits approved by the General Assembly will be distributed to the shareholders registered with the depository on the last trading day specified by the regulatory authorities.

6. Shareholders' rights related to major deals :

The articles of association of the company include that the company must adhere to the mechanisms specified by the regulatory authorities when concluding major transactions to protect the rights of shareholders in general, and minority shareholders in particular. The financial statements include the disclosure of the capital structure.

The company is eager to treat all shareholders fairly in the General Assembly meeting, and the company's articles of association allows minority shareholders to object to large deals that may harm their interests or upset the capital structure, and to prove their objection in the minutes of the meeting, and to invalidate the objected deals in accordance with the law and the company's articles of association.

Section 6. Stakeholders' Rights :

7. Rights of Stakeholders (non-shareholders) :

The company respects the rights of stakeholders in the company including policyholders, suppliers, employees and others. The company is obligated to provide the information it has regarding the stakeholders, concedes any grievance filed by them, which is investigated and decided within earliest possible timeframe in accordance with applicable laws as well as Internal policies and procedures of the company and without prejudicing or harming the interests of others, threatening them.

The Board believes in equal rights of employees and ensures that as required in the relevant legislation and in accordance with the Company's corporate governance requirements, all employees are treated equally as per the principles of natural justice and equity without any discrimination.

8. Community rights :

The company was established more than four decades ago, and since then it has been seeking to contribute to increasing insurance awareness and developing the local community economically and socially through a number of initiatives which include but not limited to following:

- Enhancing, developing and directing training programs and attracting Qatari cadres wishing to engage in the insurance sector.
- Providing job opportunities and jobs for the local community.
- Contribute to the costs and scholarships of a number of Qatari students in their university studies.
- Contribute to donations, and support companies through purchases or services that they obtain from the local market.
- Compliance with the rules of sustainability, and the provision of insurance coverage of all kinds.

Section 7. General :

1. Corporate Social Responsibility (CSR) :

AKTI's approach to Corporate Social Responsibility centers on the idea of creating shared value for all stakeholders through economic, environmental and social actions. Accordingly, the CSR program has four pillars: Community, Workplace, Nutrition & Well-being, and Environment & Sustainability. At AKTI, the heart of the shared value concept rests on the ability of a company to create private value and to transform this into public value for the society.

The Company has committed to contributing 2.5% of its annual profit to Social and Sports Fund. In this perspective the company has allocated QAR 1,269,898 being 2.5% of AlKhaleej profit for 2022.

2. Issues, violations and disputes :

The Company is operating in the insurance industry which is subject to lawsuits in its normal course of business. AKTI's Board of Directors and its top management are keen to implement all rules and regulations outlined in corporate governance and legal entities listed on the main market order issued by Qatar Financial Markets Authority and Commercial Companies Law No. (11) for 2015.

While it is not practicable to forecast or determine the final results of all initiated legal proceedings, the Board does not believe that legal proceedings including litigations will have material effect on the overall operations of the company.

End of Report