

Corporate Governance Report

A Legacy of Excellent Management

Committed
to Governance Excellence



Contents

Corporate Governance Report 2

Board of Directors Requirements	5
Establish sound systems for risk management and internal control	20
2. Brief on the formation of the Group's Compliance and Corporate Governance Department:	22
3. An overview of the formation of the Group's Actuarial Unit	24
4. An overview of the implementation of the requirements for forming an independent internal audit department in the group	28
Outsourcing	30
External Auditor	31
Professional ethics, competence, and integrity	32

Consolidated Financial Statements & Auditor's Report 35

Independent auditor's report to the shareholders of Gulf Insurance Group K.S.C.P.	36
Consolidated Statement of Income	40
Consolidated Statement of Comprehensive Income	41
Consolidated Statement of Financial Position	42
Consolidated Statement of Changes in Equity	44
Consolidated Statement of Cash Flows	48
Notes To Consolidated Financial Statements	50

Introduction

The Group believes that corporate governance is an invaluable asset for creating a strong internal control environment that supports efficient business delivery.

The Group also firmly believes that an effective corporate governance framework is essential for the success of its operations, as it promotes confidence and provides opportunities for comprehensive and sustainable change made in line with the Group's values.

By embracing these principles and incorporating them efficiently, the Group continuously seeks to apply high standards, professional practices, and world-class policies that establish a governance environment supporting our company values and help us realize our vision into reality.

In this sense, our vision is that Gulf Insurance Group should serve as a role model for regional groups in the field of governance and social responsibility across the Middle East and North Africa.

The Corporate Governance Report is one of the most important platforms for transparency and communication with the public. Governance is reflected in the set of rules and procedures for the management and oversight of the Group. Besides, it regulates the relationships between the Board of Directors, Executive Management, shareholders, and other stakeholders, and also addresses the social responsibility of the Group. This report serves to clarify what is presented to the public and allows shareholders to understand the Group's actions in this regard.

Board of Directors Requirements

1. The formation of GIG's Board of Directors:

Pursuant to the decision of the Ordinary General Assembly of Gulf Insurance Group K.S.C.P. issued on 15 May 2023, it was approved to appoint and elect a new Board of Directors for the next three years. The Board of Directors was formed of individuals with extensive, diverse, and specialized experience, skills, and knowledge in the field of insurance, resulting in a balanced and positive form of the Board, enabling

the Board to exercise its functions and responsibilities while considering the evolving business needs. On 28 July 2024, the resignation of some appointed and elected members was accepted, and new members were elected and appointed to represent the Board of Directors in its current session, as follows:

#	Name	Member Description (Executive/ Non-executive/ Independent, Board Secretary)	Entity Represented	Academic Qualification and Work Experience ¹	Date of Appointment/ Election	Date of Resignation	Share Ownership Percentage
1.	Farqad Abdullah Al-Sane ¹	Non-executive	KIPCO	Academic qualifications and work experiences are mentioned in detail below.	15/05/2023	28/07/2024	-
2.	Faisal Hamad Al Ayyar ¹	Non-executive	KIPCO		15/05/2023	28/07/2024	-
3.	Khaled Saoud Al Hassan ²	Executive	Fairfax		15/05/2023	-	-
4.	Adana Nasser Sabah Al-Ahmed Al-Sabah ¹	Non-executive	KIPCO		15/05/2023	28/07/2024	-
5.	Bijan Khosrowshahi	Non-executive	Fairfax		15/05/2023	-	-
6.	Jean Cloutier	Non-executive	Fairfax		15/05/2023	-	-
7.	Robert Quinn McLean	Non-executive	Fairfax		15/05/2023	-	-
8.	Abdul-Ilah Mohammed Rafie Al Marafi ¹	Independent	-		15/05/2023	28/07/2024	-
9.	Abdulaziz Saoud Al-Fulaij ³	Independent	-		15/05/2023	17/05/2024	-
10.	Abdullah Muhammad Al Mansour ¹	Independent	-		15/05/2023	28/07/2024	500.000
11.	Amin Hisham Ezz Al Arab ⁴	Independent	-		28/07/2024	01/10/2024	-
12.	Dr. Yousef Hamad Al-Ebrahim ⁴	Independent	-		02/12/2024	-	-
	Rami Selim Al Baraki	Secretary of the Board		15/05/2023	-	-	

¹ The members of the Board of Directors submitted their resignation from the Group's Board of Directors on 10 June 2024, and their resignation was accepted at the Ordinary General Assembly meeting held on 28 July 2024.

² Mr. Khaled Saoud Al Hasan submitted his resignation from the Board of Directors as a representative of Amaken United Real Estate Company on 10 June 2024 and was appointed as a member of the Board of Directors at the Ordinary General Assembly meeting held on 28 July 2024 as a representative of Fairfax (Barbados) International Corporation.

³ Mr. Abdulaziz Saoud Al-Fulaij, an Independent Board Member, passed away on Friday, 17 May 2024.

⁴ Mr. Amin Hisham Ezz El Arab, an Independent Board Member, submitted his resignation from the Group's Board of Directors on 01 October 2024, and Dr. Yousef Hamad Al-Ebrahim was elected as an Independent Board Member at the Ordinary General Assembly meeting held on 02 December 2024.

The GIG's Board of Directors has a structure that is in proportion to the size and nature of the Group's activities and the tasks and responsibilities assigned to its members. The Board was structured in a way that takes into consideration the diversity of its professionals and their practical experiences, in addition to technical skills.

The Nominations and Remuneration Committee verifies that the members of the Board of Directors and the Executive Management meet all the requirements of the relevant regulatory authorities and review the required skills for membership of the Board of Directors and the Executive Management, whenever necessary.

GIG's Board of Directors consists of (6) members, (1) executive members, and (5) non-executive members (of which (2) are independent members). All Board members are professionals with a proven record of Board membership in various other companies; they have the necessary skills for their positions, in addition to the experience and knowledge of the insurance industry. All Board members are elected or appointed by representation through the General Assembly every three years, and the members have been re-elected and appointed in 2023 and 2024.



Bijan Khosrowshahi
Group Chairman

Mr. Khosrowshahi was born in 1961; he obtained his Bachelor's degree in 1983 and Master's degree in 1986 in Mechanical Engineering from Drexel University (USA). Mr. Bijan currently holds the position of Chairman and Chief Executive Officer of Fairfax International (London) and a Board Member representing Fairfax Financial Holding Limited in the following companies: Gulf Insurance Group (Kuwait), Gulf Insurance and Reinsurance Company (Kuwait), Bahrain Kuwait Insurance Company (Bahrain), Arab Misr Insurance Group (Egypt), Commercial International Bank (Egypt), Arab Orient Insurance Company (Jordan), Jordan Kuwait Bank (Jordan), Alliance Insurance Company (Dubai), and BRITA Limited (UK). Colonnade Insurance S.A. - Luxembourg, Southridge General Insurance Company S.A. - Chile, La Meridional Company Argentina de Seguros S.A. - Argentina, Sebas Seguros Colombia S.A. - Colombia.

Mr. Bijan Khosrowshahi previously held the position of President and CEO, at Fuji Fire and Marine Insurance Company - in Japan, President of AIG's General Insurance operations - in Seoul, Korea (2001-2004), Vice Chairman and Managing Director, at AIG Sigorta - Istanbul, Turkey (1997-2001), Regional Vice President, AIG's domestic property and casualty operations for the MidAtlantic region - USA, and held various underwriting and management positions with increasing responsibilities, AIG, USA since 1986, Board Member, Foreign Affairs Council, Board Member, Insurance Society of Philadelphia, Council member, USO, Korea, Chairman, Insurance committee of the American Chamber of Commerce, Korea, Member, Turkish Businessmen's Association.



Khaled Saoud Al Hasan
Group Vice Chairman & CEO

Mr. Al Hasan holds a Bachelor's degree in Political Science and Economics from Kuwait University (1976). His professional Insurance and Administrative experience exceeds over 40 years in different Executive positions. He joined Gulf Insurance in 1978. He is currently the Vice Chairman and CEO of GIG, and the Chairman of Kuwait Insurance Federation "KIF" (Kuwait). He is on the Board of Directors in many of Gulf Insurance Group subsidiaries, General Arab Insurance Federation "GAIF" (Egypt) and the Arab Reinsurance Company (Lebanon).



Jean Cloutier
Board Member

Mr. Cloutier received his Bachelor's degree in Actuarial Sciences from Laval University in 1986. He is a fellow of the Casualty Actuarial Society and a member of the Canadian Institute of Actuaries. Mr. Cloutier joined Fairfax in 1999 as Vice President and Chief Actuary, becoming Vice President of International Operations in 2009, and is Chairman of Fairfax International from 2013 to the present. From 1990-1999, he was Vice President of Actuarial Services of Lombard Canada Limited, a Canadian property and casualty insurance company, Mr. Cloutier serves on the Board of several Fairfax Subsidiaries as well as Industry Organizations on behalf of Fairfax.



Quinn McLean
Board Member

Robert Quinn McLean is a Vice President at Hamblin Watsa Investment Counsel, a wholly owned subsidiary of Fairfax Financial. He is responsible for the Fairfax insurance subsidiary investment portfolios in the Middle East/ Turkey/North Africa (Gulf Insurance Group) and South Africa/Botswana (Bryte Insurance). Mr. McLean is currently on the board of Gulf Insurance Group based in Kuwait, Farmers Edge Inc. (Winnipeg, Canada), Boat Rocker Media Inc. (Toronto, Canada), and Helios Fairfax Partners Corporation (Toronto, Canada). Initial work experience was in the public accounting profession including work in audit and tax. Subsequently, Mr. McLean entered the investment management profession as an investment analyst working for an Institutional Investment Manager in Toronto, Canada focusing on international equities (Europe and Asia). He is a Chartered Accountant (CA, CPA) and Chartered Financial Analyst (CFA designation).



Abdulkarim Kabariti
Board Member (Independent)

Abdulkarim Kabariti is a prominent leader with extensive experience in the banking, economic, and political fields. He has held several leadership positions in Jordanian governments, in addition to his active role in the financial and investment sectors at the regional and international levels. Kabariti holds a Bachelor's degree in Business Administration and Financial Management with honors from St. Edward's University, USA. He also holds an honorary doctorate in Business Administration from Coventry University, UK.

Currently, he holds several prominent positions, including:

- Chairman of the Board of Directors - Gulf Bank Algeria
- Vice Chairman of the Board of Directors - Burgan Bank Türkiye
- Member of the Board of Directors - Burgan Bank (Kuwait), Bank of Baghdad, Gulf Insurance Group, and Jordanian Dairy Company.
- Chairman of the Board of Trustees - Al-Ahliyya Amman University

- Previously, he held several prestigious positions, including:
- Prime Minister and Minister of Foreign Affairs and Defense of Jordan (1996-1997)
 - Chief of the Royal Hashemite Court (1999-2000)
 - Member of the Jordanian Senate and First Deputy President of the Senate
 - Chairman of the Board of Directors of the Jordan Kuwait Bank (1997-2021)

Thanks to his strategic vision and profound experience, Kabariti contributed to developing economic policies, enhancing the investment environment, and leading major financial institutions, making him one of the influential figures in the region.



Dr. Yousef Hamad Al-Ebraheem
Board Member (Independent)

Dr. Yousef Hamad Al-Ebrahim has a distinguished career in academia, public service, and the private sector, having held several ministerial, academic, and leadership positions in major institutions. He holds a PhD in economics from Claremont Graduate University, USA, and has published numerous books, reports, and research papers.

Currently, he holds several prominent positions, including:

- Chairman of the Board of Directors - Investcorp
- Member of the Board of Trustees and Executive Committee - Arab Open University
- Chairman of the Audit Committee - Arab Open University
- Member of the Board of Trustees - Hamad Bin Khalifa University, Qatar
- Member of the Board of Trustees - Economic Research Forum (ERF)

Previously, he held several prestigious positions, including:

- Minister of Finance, Minister of Planning, and Minister of State for Administrative Development Affairs- Kuwait
- Minister of Education and Minister of Higher Education- Kuwait
- Economic Advisor at the Amiri Diwan with the rank of Minister- until February 2021
- Dean of the College of Business Administration - Kuwait University
- Cultural Counselor- Cultural Office, Embassy of Kuwait in Washington
- Member of the Supreme Council for Planning and Development, chaired by His Highness the Prime Minister

- Member of the Board of Directors of the Kuwait Foundation for the Advancement of Sciences (KFAS), chaired by His Highness the Amir of Kuwait
- Member of the Board of Trustees of the Kuwait Institute for Medical Specializations (KIMS)
- Member of the Board of Directors of the Arab Gulf States Institute in Washington (AGSIW)
- Member of the Advisory Board of the Center for Contemporary Arab Studies - Georgetown University, USA
- Chairman and Member of the Board of Directors of the Gulf Investment Corporation
- Vice Chairman of the Board of Directors of Al-Mal Investment Company
- Member of the Boards of Directors of several non-governmental organizations, such as the Kuwait-American Alliance and INJAZ Kuwait in cooperation with Junior Achievement International

Dr. Al-Ebraheem is distinguished by his strategic vision and extensive experience in economics, planning, and development, making him one of the prominent leadership figures in the region.



Rami Selim Al Baraki
Secretary of the Board

Mr. Rami Selim Al Baraki holds a Bachelor's Degree in Commerce in Accounting from Mansoura University, Egypt. He is responsible for the Group's consolidated financial statements applying the Group's accounting policies and implementing international accounting standards. In addition, he takes care of GIG's Capital Structure, Treasury, investment reporting, and Takaful Unit Operations and recommends to the Board the Capital Structure type that the Company needs to have for both short-term (working Capital) and long-term purposes (capital investments) in line with GIG's plans for future acquisitions and expansions. Mr. Al Baraki is also the Group Secretary of the Board and a member of the Board of Directors of GIG Egypt and Gulf Takaful Insurance Co.

2. Brief on the ownership structure of major shareholders

Company Name	Percentage of Ownership
Fairfax Middle East Holding Co.	43.69%
Fairfax (Barbados) International Corporation	53.37%

3. Statement and overview of the Board of Directors meetings

The Board meetings are held in the presence of the majority of its members. During the financial year ended 31 December 2024, (12) Board meetings were held. The Board meeting is held upon the invitation of the Chairman, and the invitation and agenda are sent at least three working days before the set date

so that the Board members are given sufficient time to study the topics raised and make appropriate decisions.

The following table shows an overview of the Board of Directors meetings:

Committee Members/ Meetings		1	2	3	4	5	6	7	8	9	10	11	12	No. of Meetings
Member Name	Date of meeting / Capacity	417	418	419	420	421	422	423	424	425	426	427	428	
		28/02/2024	29/02/2024	05/03/2024	15/05/2024	26/06/2024	03/07/2024	28/07/2024	13/08/2024	30/09/2024	09/10/2024	13/11/2024	09/12/2024	
Farqad Abdullah Al-Sane ¹	Chairman of Board	√	√	√	√	√	√	-	-	-	-	-	-	6/6
Faisal Hamad Al Ayyar ¹	Vice Chairman	√	√	√	√	√	√	-	-	-	-	-	-	6/6
Khaled Saoud Al Hassan ²	Board Member & CEO	√	√	√	√	√	√	√	√	√	√	√	√	12/12
Abdullah Muhammad Al Mansour ¹	Board Member	√	√	√	√	X	√	-	-	-	-	-	-	5/6
Abdulaziz Saoud Al-Fulaij	Board Member	√	√	√	√	√	-	-	-	-	-	-	-	5/5
Abdul-Ilah Mohammed Rafie Al Marafi ¹	Board Member	√	√	√	√	√	√	-	-	-	-	-	-	6/6
Robert Quinn McLean	Board Member	√	√	√	√	√	√	√	√	√	√	√	√	12/12
Bijan Khosrowshahi	Board Member	√	√	√	√	√	√	√	√	√	√	√	√	12/12
Jean Cloutier	Board Member	√	√	√	√	√	√	√	√	√	√	√	√	12/12
Adana Nasser Sabah Al-Ahmed Al -Sabah ¹	Board Member	√	√	√	√	X	√	-	-	-	-	-	-	5/6
Abdulkarim Kabariti	Board Member	-	-	-	-	-	-	√	√	√	√	√	√	6/6
Amin Hisham Ezz Al Arab	Board Member	-	-	-	-	-	-	√	√	√	-	-	-	3/3
Dr. Yousef Hamad Al-Ebrahim	Board Member	-	-	-	-	-	-	-	-	-	-	-	√	1/1

3.1 Statement on the Ordinary and Extraordinary General Assembly Meetings

Meeting No.	Date of meeting	General Assembly type	Percentage of Attendance	Voting Report
1/2024	29/04/2024	<ul style="list-style-type: none"> • Ordinary (Annual) • Extraordinary 	91.947%	91.947%
2/2024	28/07/2024	<ul style="list-style-type: none"> • Ordinary 	96.983%	96.983%
3/2024	02/12/2024	<ul style="list-style-type: none"> • Ordinary 	97.064%	97.064%

¹ The members of the Board of Directors submitted their resignation from the Group's Board of Directors on 10 June 2024, and their resignation was accepted at the Ordinary General Assembly meeting held on 28 July 2024.

² Mr. Khaled Saoud Al Hasan submitted his resignation from the Board of Directors as a representative of Amaken United Real Estate Company on 10 June 2024 and was appointed as a member of the Board of Directors at the Ordinary General Assembly meeting held on 28 July 2024 as a representative of Fairfax (Barbados) International Corporation.

3.2 The most important decisions and achievements of the Board of Directors

The Board of Directors accomplished several achievements during the year ended on 31 December 2024. The most prominent of these achievements include, but are not limited to, the following:

- Reviewing and discussing the Group's objectives, strategies, plans, and policies.
- Approving the estimated annual budget as well as the quarterly and annual financial statements.

- Implementing the corporate governance system and monitoring the effectiveness of its implementation in accordance with the Insurance Regulatory Unit Law.
- Following up and supervising the performance of the Executive Management team.
- Regularly ensuring the effectiveness of internal controls and the general framework for risk management.
- Ensuring the achievement of the best financial and technical results, which positively impact the rights of shareholders and policyholders.

4. Independent Board Members

Gulf Insurance Group views the independence of board members as an essential feature of sound corporate governance. GIG's independence standards are in line with laws and reflect the best applications, including, for example, Decision No. (58) of 2023 regarding the issuance of insurance company governance rules issued by the Insurance Regulatory Unit.

Accordingly, the Board of Directors includes non-executive members and members who are independent of the management. In addition, the Nominations and Remuneration Committee periodically reviews the independence of the Board members and verifies the lack of independence in accordance with the Group's Conditions of Independence guidelines, approved by the Board of Directors and in line with regulatory requirements.

Board of Directors Committees

5. Brief on the implementation of the requirements for the Board of Directors to form specialized, independent committees

Committees are formed and their members are appointed by the Board of Directors after each election session of the Board. The committees emanating from the Board are considered links between the Executive Management and the Board of Directors. The purpose of forming these committees is to enable the Board to perform its duties effectively.

5.1 Audit Committee

The Group is certain that the existence of an independent Audit Committee is a key factor in applying proper corporate governance rules. The Audit Committee ensures the consolidation of the commitment culture within the Group; this is achieved by ensuring the soundness and integrity of the Group's financial statements, in addition to ensuring the scope and effectiveness of the internal control systems applied within the Group.

The Audit Committee at Gulf Insurance Group enjoys full independence, in addition to this, all its members have specialized expertise that fully supports the committee's performance of its duties.

The Audit Committee consists of three members: an executive member, a non-executive member, and the third an independent member. The chairman is a non-executive board member. The Group's Internal Audit senior manager attends the meetings, in addition to a representative of the external auditor who attends the committee meetings periodically.

The Audit Committee oversees the audit matters on behalf of the Board; therefore, the committee has a responsibility to ensure that the internal audit is being conducted with proper professionalism and that its scope of work is appropriate.

Audit Committee meetings are held taking into account the time consideration of the issuance of the Group financial reports to the external parties, and the meetings are held not less than four times a year.

GIG's Board of Directors has five main committees, as follows:

1. **Audit Committee** (the date of formation and selection of the members of the Audit Committee is 15 May 2024. The term of the Committee is three years from the date of formation, to be consistent with the Board's term of office).
2. **Risk Management Committee** (the date of formation and selection of members of the Risk Management Committee is 15 May 2024. The term of the Committee is three years from the date of formation, to be consistent with the Board's term of office).
3. **Nominations and Remuneration Committee** (the date of formation and selection of members of the Nominations and Remuneration Committee is 15 May 2024. The terms of the Committee are three years from the date of formation, to be consistent with the Board's term of office).
4. **Executive and Investment Committee** (the date of formation and selection of members of the Executive and Investment Committee is 15 May 2024. The term of the Committee is three years from the date of formation, to be consistent with the Board's term of office).

The Group's Board of Directors has approved the rules and regulations for the work of all committees, which include defining the tasks of each committee, its term of work, the powers granted to it during this period, and how the Board of Directors supervises it in a specific work charter for each committee. The tasks and powers of the committees have also been defined, in addition to the committees being delegated their powers by the Board of Directors.



5.1.1 Number of Audit Committee meetings during 2024

Meetings are held regularly and as needed so that the Committee meets at least twice a year.

The committee held 5 meetings during the year 2024 as follows:

Committee Members/ Meetings	Annual serial No.	1	2	3	4	5
	Cumulative serial number	73	74	75	76	77
	Date of meeting/ Capacity	29/02/2024	05/03/2024	14/05/2024	13/8/2024	13/11/2024
Abdul-Ilah Mohammed Rafie Al Marafi	Committee Chairman	√	√	-	-	-
Jean Cloutier	Committee member ¹	√	√	√	√	√
Abdullah Al Mansour	Committee member	√	√	-	-	-
Khaled Saoud Al Hasan	Committee member	-	-	√	√	√
Amin Hisham Ezz Al Arab	Committee member	-	-	√	√	-

5.1.2 Brief on the most prominent decisions and achievements issued by the Audit Committee during 2024, including but not limited to:

- Reviewed and discussed the interim and annual financial statements to ensure their soundness and integrity and submit them to the Board of Directors for approval.
- Made recommendations to the Board on the appointment of external auditors and monitored their performance.
- Studying the accounting policies adopted and expressed an opinion and made recommendations to the Board of Directors regarding them.
- Ensured the adequacy and effectiveness of the internal control systems applicable within the group and prepared a report in this regard.
- Reviewed internal audit reports and made recommendations.
- Review and discuss the internal audit plan for the current year.
- Ensured the group's compliance with related laws, policies, systems, and instructions and reviewed the reports of the regulatory authorities.
- The Committee also reviewed the report of the Independent Audit Office, which reviews the quality of internal audit work in the Group every three years, in accordance with the Authority's instructions in this regard. The Office submitted its report, and its technical opinion indicated that the management adheres to international internal audit standards, best professional practices, and the use of automated solutions in management operations.

- During the year 2024, the Audit Committee assessed the adequacy of the internal control systems applied by the company, and the committee concluded that the applied internal control systems are sufficient to verify the impact of the risks to which the company is exposed.
- The Audit Committee did not encounter any challenges or obstacles.

5.2 Risk Management Committee

The GIG Risk Management Committee sets policies and regulations for risk management in a manner consistent with the Group's risk appetite.

The Audit Committee consists of three members: an executive member, a non-executive member, and an independent member. Its chairman is a non-executive board member.

5.2.1 Number of Risk Management Committee meetings during 2024

The Risk Management Committee holds periodic meetings, at least four times a year, and whenever necessary, and the minutes of its meetings are recorded.

The committee held 4 meetings during the year 2024 as follows:

Committee Members/ Meetings	Annual serial No.	1	2	3	4
	Cumulative serial number	54	55	56	57
	Date of Meeting/ Capacity	05/03/2024	14/05/2024	13/08/2024	13/11/2024
Abdul-Ilah Mohammed Rafie Al Marafi	Committee Chairman	√	√	-	-
Jean Cloutier	Committee member ¹	√	√	√	√
Abdullah Muhammad Al Mansour	Committee member	x	x	-	-
Khaled Saoud Al Hasan	Committee member	-	-	√	√
Amin Hisham Ezz Al Arab	Committee member	-	-	√	√
Yousef Hamad Al-Ebrahim ²	Committee member	-	-	-	-

5.2.2 Brief on the most prominent decisions issued by the Risk Management Committee during 2024, including but not limited to:

- The primary objective of the Risk Committee is to assist the Board of Directors in setting appropriate strategies and objectives for risk management and to make recommendations consistent with the nature and scale of the Group's activities.
- During the year 2024, the committee held four meetings, all remotely, to oversee the latest risk management activities, monitor performance, review the group's expansion strategies, and approve key risk mitigation plans.
- The Committee closely monitored the Group's key risk indicators, the credit rating, and the potential impact of the acquisitions made by the Group on its capital adequacy and liquidity ratios, including the new IFRS 17 indicators.
- The Committee reviewed proposals to exit some investments according to the group's strategy, including reviewing risk assessment reports. The decision to exit from these investments was approved and the recommendation was submitted to the Board of Directors for approval.
- The Committee reviewed the Group's key risks quarterly and made recommendations to the Risk Management Department and Executive Management when necessary.
- The Committee approved the cybersecurity governance framework and submitted it to the Board of Directors for approval.
- The Risk Management Committee did not encounter any challenges or obstacles.

5.4 Nominations and Remunerations Committee

The availability of professional experience and technical skills, as well as the personal qualities and ethical standards of the nominated persons for membership in the Board of Directors or Executive Management, are considered the main cornerstones for the Group's financial stability and are an important aspect of risk prevention. Additionally, the equitable allocation of remuneration attracts highly qualified and technical labor, as well as strengthening the concept of loyalty to the Group and accordingly maintaining qualified labor. It further motivates employees across all levels to achieve the Group's objectives and improve the Group's performance.

The Nominations and Remuneration Committee consists of three members: a non-executive member, an executive board member, and its chairman, who is an independent board member.

5.4.1 Number of Nominations and Remuneration Committee Meetings During 2024

The Risk Management Committee holds periodic meetings, at least once a year, and whenever necessary, and records the minutes of its meetings.

¹ Becomes Chairman of the Committee after re-formation.

² Mr. Yousef Hamad Al-Ebrahim has been appointed to replace Mr. Amin Hisham Ezz Al Arab in the Risk Management Committee, effective from 2 December 2024.

¹ Becomes Chairman of the Committee after re-formation.

The committee held meetings during the year 2024 as follows:

Committee Members/ Meetings	Annual serial No.	1	2
	Cumulative serial number	13	14
	Date of Meeting/ Capacity	04/03/2024	14/05/2024
Abdullah Muhammad Al Mansour	Committee Chairman	√	-
Khaled Saoud Al Hasan	Committee member	√	√
Abdul-Ilah Mohammed Rafie Al Marafi	Committee member	√	-
Bijan Khosrowshahi	Committee member	-	√
Abdulkarim Kabariti	Committee member ¹	-	√

5.4.2 Brief on the Nominations and Remuneration Committee achievements during 2024, including but not limited to:

During 2024, the Nominations and Remuneration Committee provided many effective recommendations to establish a solid corporate governance framework within the group's entities, including but not limited to the following:

1. Ensured the independence of the independent board members.
2. Recommended the approval of the detailed annual report structure for all remunerations given to the members of the Board of Directors and Executive Management.
3. Reviewed the requirements for appropriate skills for membership in the Board of Directors and executive management.
4. Reviewed the conducted evaluation of the members of the Board of Directors, Executive Management, and the Board's committees and submitted recommendations (if any) to the Board of Directors for approval.

5. Reviewed the updates made to the remuneration policy and ratios regarding the updated policy and recommended them to the Board of Directors for approval.
6. Reviewed the nomination applications submitted for membership in the group's Board of Directors.
7. The Nominations and Remuneration Committee did not encounter any challenges or obstacles.

5.5 Executive and Investment Committee

The Board has delegated the following responsibilities to the Committee which holds its meetings regularly and whenever necessary. The Committee consists of five members: The Chairman, the Vice Chairman, the Chief Executive Officer, and two members of the Board of Directors.

5.5.1 Number of Executive and Investment Committee meetings during 2024

The committee held (4) meetings during the year 2024, as follows:

Committee Members/ Meetings	Annual serial No.	1	2	3	4
	Cumulative serial number	92	93	94	95
	Date of Meeting/ Capacity	05/03/2024	15/05/2024	13/08/2024	13/11/2024
Farqad Abdullah Al-Sane	Committee Chairman	√	√	-	-
Faisal Hamad Al Ayyar	Committee member	√	√	-	-
Khaled Saoud Al Hassan	Committee member	√	√	√	√
Robert Quinn McLean	Committee member	√	√	√	√
Bijan Khosrowshahi	Committee member	√	√	√	√
Adana Nasser Sabah Al-Ahmed Al -Sabah	Committee member	√	X	-	-
Jean Cloutier	Committee member	-	-	√	√

5.5.2 Brief on the Executive and Investment Committee's achievements during the year 2024, including but not limited to:

- Developed and proposed strategic plans that reflect the long-term objectives and priorities of the Group.
- Followed up and monitored the implementation of strategies and policies approved by the Board of Directors.
- Monitored the efficiency and quality of the investment process compared to the objectives.

- Monitored market shares, growth, and penetration rates.
- Monitored the overall position and performance of the Group's investments, as well as strategic investments, including investments in subsidiaries and associates.
- Monitored and reviewed the movements of the investment portfolio.
- Monitored the efficiency and quality of the investment process in comparison with the objectives.

5. Letter from the Board of Directors on the appointment of the Secretary of the Board

The Group has a Board Secretary appointed by the decision of the Board of Directors at the Board meeting held on 15 May 2023. There are clear regulations regarding the duties

and responsibilities of the Board Secretary, approved by the Board of Directors and consistent with the requirements of the Insurance Companies Governance Rules.

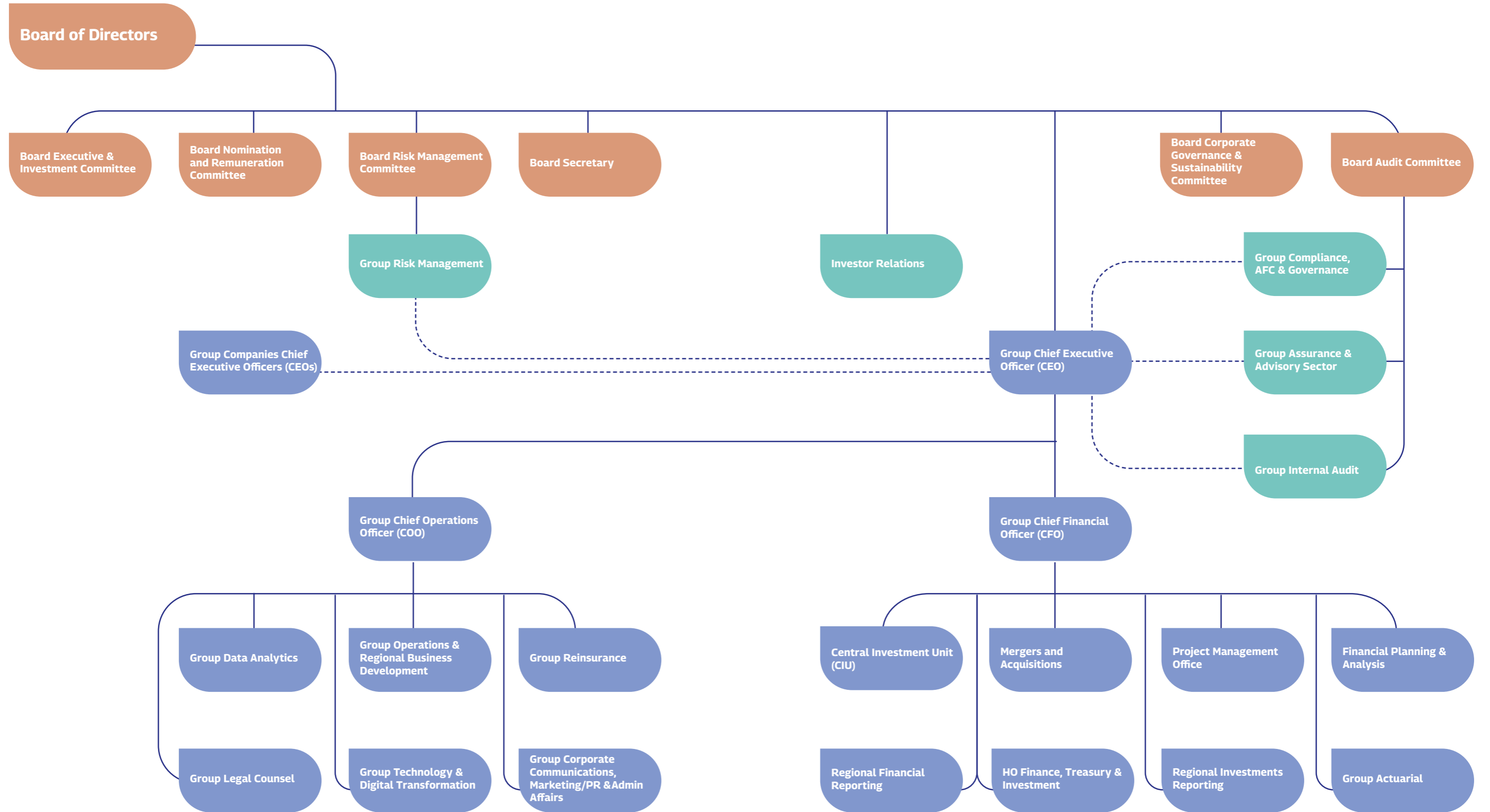
6. An Overview of the structure of the Gulf Insurance Group

The Board has harnessed all its expertise to raise the level of the Group's performance to be consistent with the aspirations of shareholders, stakeholders, and insurance policyholders. We have kept pace with governance frameworks to ensure the effectiveness of the Board of Directors and qualify its members to carry out their responsibilities towards key issues, as well as to encourage and facilitate their positive

contributions. The Board has used committees affiliated with it to assign some tasks and responsibilities to them so that each committee submits its reports and recommendations periodically to the Board of Directors out of responsibility and transparency. The following figures show the Group's corporate governance structure following the regulatory requirements regarding corporate governance:

¹ Becomes Chairman of the Committee after re-formation.

Organizational Structure of the Group



5. Names of top executive management and executive directors

#	Name	Title	Academic Qualification & Work Experience	Date of Appointment
1.	Khaled Saoud Al Hassan ¹	Group Vice Chairman and CEO	Academic and work experiences are mentioned on the following pages	01/11/1978
2.	Farid Joseph Saber	Group Chief Operating Officer		31/10/2016
3.	Osama Kamel Keshk	Group Chief Financial Officer		18/06/2017
4.	Khaled Mishari Al Sanousi	Group Executive Director, Corporate Communications, Investor Relations and Administrative Affairs		16/03/2008
5.	Muhammad Ahmad Sayed Ibrahim	Group Executive Director, Assurance and Consulting Services Sector		01/08/2011
6.	Ahmad Ragab	Head of Actuarial Operations		18/12/2011



Farid Joseph Saber
Group COO
(Chief Operations Officer)

Certified Associate Business Manager (CABM). Mr. Kishk has over 29 years of experience in Finance, Accounting, Treasury, Investment and Auditing-related fields.

Mr. Farid Joseph Saber is the Group Chief Operations Officer of GIG. Mr. Saber has a Bachelor of Laws (LL.B.) and a bachelor's in business administration from the Lebanese University in Beirut and a Diploma in Insurance (Dip CII).

Mr. Saber is an experienced Executive Officer with a demonstrated history of working in the insurance industry in the MENA region. He is also a Member of the Board of Directors at GIG Algeria, L'Algérienne vie (AGLIC), Gulf Sigorta, GIG Kuwait Takaful, GIG Egypt Life Takaful, all subsidiaries of GIG.



Osama Kamel Mostafa Aly Kishk
Group Chief Financial Officer

Mr. Osama Kishk joined the group in June 2017 as Group Chief Financial Officer. He is responsible for providing leadership and strategic direction to the group's finance, financial planning & Analysis, Treasury and investment, and merger and acquisition functions and for the integrity and flow of the financial information to the management, the board, shareholders and financial institutions. He also works with the CEO in all financial matters at the group level and its subsidiaries. Mr. Kishk holds an MBA from Maastricht School of Management (MSM) in addition to several professional qualifications from the USA such as Certified Public Accountant (CPA), Certified Risk Professional (CRP), Certified Internal Auditor (CIA), and



Khaled M. Al Sanousi
Executive Group Manager
Group Corporate
Communications, Marketing/
PR & Admin Affairs Department
and Investor Relations

Mr. Alsanousi holds a Bachelor of Science in Business Administration from the University of National and World Economy in Sofia, Bulgaria. He started his career as a Diplomat, eventually moving to the commercial world in 2004. In 2008, He joined Gulf Insurance as the Head of Marketing & PR. He played a vital role in transforming the department into what is now known as Group Corporate Communications, Investor Relations & Admin. Affairs. in which he pioneered the GIG brand and unified it across all Group companies in the MENA region. As a strategic leader, by overseeing Group Investor Relations, Mr. Sanousi practices transparency ensuring consistent messaging and efficiency in the Group's relationship with its investors and other stakeholders. He is actively involved in creating opportunities in which the Group can benefit in the communities it operates in through well-defined CSR strategies. He is also a member of ESG committee to establish and implement Corporate Sustainability framework at the Group to leverage its strategic priorities. Mr. Alsanousi also heads and manages the Group Admin. functions and instrumental in establishing sustainable procurement practices.



Mohamed Ahmed Sayed Ibrahim
Group Executive Manager
Group Assurance & Advisory
Sector

Mr. Mohamed Ibrahim has been with the group since 2011 and currently serves as the Head of the Assurance and Advisory sector. In this capacity, he is responsible for overseeing key group functions including Assurance, Compliance, Corporate Governance, Digital Assurance, Anti-Financial Crime, and ESG initiatives, ensuring their alignment with the group's strategic objectives.

Mr. Ibrahim plays an integral role in leading and facilitating the execution of several key projects, ensuring they are effectively implemented in line with the group's goals. His project management expertise supports the successful delivery of complex initiatives across various business units.

He has made significant contributions to the digital transformation of the assurance and control functions, particularly through the automation of internal audit and assurance processes. By leveraging advanced digital platforms, he has enhanced operational efficiency and fostered greater integration across assurance functions.

Mr. Ibrahim is also committed to talent development within the assurance and advisory functions. He focuses on fostering professional growth, ensuring that team members have access to opportunities for skill enhancement to meet the evolving demands of the group.

He holds a bachelor's degree in commerce, with a specialization in accounting, from Cairo University. Mr. Ibrahim is a member of the Institute of Internal Auditors (USA) and the Association of Certified Fraud Examiners (USA) and has earned the International Certificate in Compliance with distinction from the International Compliance Association.



Ahmed Ragab, ACIA
Chief Actuarial Officer
Group Actuarial

Mr. Ahmed Ragab is a graduate with Honors in Actuarial Science from Cairo University - Egypt and is an Associate Actuary (ACIA) from the Canadian Institute of Actuaries - Canada. Additionally,

he earned the designation of International Certified Valuation Specialist (ICVS) from the IACVA Institute - Middle East in 2014. During 2018, he worked at Fairfax - Canada as Actuarial Analyst for evaluating subsidiaries' reserves, analyzing the operational performance, supporting the actuarial pricing team and streamlining various actuarial processes. In 2021, he was awarded the "Corporate Risk Manager of the Year" by the Middle East Insurance Industry Awards (MIIA). Mr. Ragab is also a Risk Committee member in L'Algérienne des Assurances "2A" - Algeria.

As the Chief Actuarial Officer, he is responsible for managing the Group's technical portfolio to maximize the long-term value of our insurance business and building internal capabilities in line with actuarial best practices. Besides, he is leading the implementation of centralized actuarial systems for enhanced integration across the Group as well as the Group Data Analytics endeavors. Mr. Ragab and his team play a vital strategic role in strengthening the in-house actuarial functions and data science teams for operational excellence across the region.

9.1 Brief on how to apply the requirements for recording, coordinating, and keeping minutes of Board of Directors meetings

The Group has a special register in which the minutes of the Board of Directors meetings are recorded, with consecutive numbers for the year in which the meeting was held, indicating the place, date, and time of the meeting. In addition, minutes of discussions and deliberations, including the voting processes that took place, are prepared, categorized, and kept for easy reference.

9.2 Brief on the mechanisms that allow Board members to obtain accurate and timely information and data

Gulf Insurance Group has an effective and clear mechanism for providing complete, accurate, and timely information and data to all Board members in general and to non-executive and independent Board members in particular.

The Group also pays great attention to developing its information technology infrastructure, particularly reporting, to ensure the quality and accuracy of information. The availability of timely and accurate information is a key element in assisting the Board of Directors in making the necessary decisions.

¹ The academic qualifications and work experience of Mr. Khaled Saoud Al Hasan were mentioned at the top of the report along with the members of the Board of Directors.

Establish sound systems for risk management and internal control

1. Summary of the risk assessment process, policies, and requirements of the risk unit.

The Group has an independent department for risk management as per the Group's organizational structure. The Group's risk management primarily works to measure, monitor, and reduce all types of risks facing the Group, as follows (for example, but not limited to):

- Establishing effective systems and procedures to manage the Group's risks, so that the Group can perform its core functions of measuring and monitoring all types of risks to which it is exposed. This process must be carried out on an ongoing basis, reviewed periodically, and the systems and procedures modified when necessary.

- Developing periodic reporting systems, as they are an important tool in monitoring risks and mitigating their occurrence.

Risk managers enjoy independence through their direct reporting to the Risk Management Committee of the Group's Board of Directors. They are also empowered with a significant degree of authority to carry out their duties to the best of their ability, without being granted financial powers or authority.

The Risk Management Department also has qualified human resources with professional competencies and specialized technical capabilities in the field of insurance.

1.1 Brief on the formation of the Group's risk management department

#	Name	Job Title	Date of Appointment	Academic Qualification	Work Experience	Alternate Employee
1	Sharif Abdul Momen	Senior Manager	10/12/2008	<ul style="list-style-type: none"> • Bachelor of Accounting 	<ul style="list-style-type: none"> • Mergers and Acquisitions • Accounting and Reporting 	<ul style="list-style-type: none"> • Gayatri Lanka
2	Gayatri Lanka	Deputy Manager	01/02/2023	<ul style="list-style-type: none"> • Postgraduate studies in insurance and risk management • Postgraduate studies in administration, finance and trade 	Risk Analysis and Risk Management in Insurance and Reinsurance	<ul style="list-style-type: none"> • Sneha Abraham
3	Sneha Abraham	Risk Analyst	02/01/2025	<ul style="list-style-type: none"> • Graduate in Statistics (minor in Actuarial Science) 	Fresh graduate	<ul style="list-style-type: none"> • Gayatri Lanka

1.2 Summary of the reports submitted to the Board Risk Committee:

The Risk Management Department submits a comprehensive risk report to the Board Risk Committee quarterly, and other risk assessments as needed by management and/or the Board. Four reports were submitted to the Board Risk Committee this year, the contents of which are summarized below, but are not limited to:

- Analysis of key risk indicators for the Group and its subsidiaries (operating performance, financial position, investments, liquidity, leverage, currency risk, and capital adequacy).

- Updates on the Identity Threat Detection and Response Project and Business Continuity Plan.
- Actuarial report presenting updates on the Group's actuarial projects, technical reserves, and the Data Science Unit.
- Updates on technical risk management and development of risk management guidelines for Gulf Insurance Group.

1.3 Number and dates of meetings with the Risk Committee during the year.

- During the year 2024, (4) meetings were held with the Risk Committee.
- Details of these meetings are stated in item 1-2-5.

1.4 A Brief report on the company's actual, emerging, and potential risks, including but not limited to:

- Risks of cancellation of Afya contract.
- Geopolitical risks and regional instability.
- Economic risks.
- Risks of cyberattacks.
- Operational risks.
- And other related risks.

2. Brief on the formation of the Group's Compliance and Corporate Governance Department:

#	Name	Job Title	Date of Appointment	Academic Qualification	Work Experience	Alternate Employee
1.	Manaf Farhan Al Mutairi	Deputy Manager	14/02/2021	<ul style="list-style-type: none"> Master's degree in business administration Bachelor of Finance 	10 years in the private sector (banking and insurance sector)	Youssef Ghazi Al Naqi
2.	Youssef Ghazi Al Naqi	Supervisor	14/03/2021	<ul style="list-style-type: none"> Bachelor of Accounting 	9 years in the private sector (banking and insurance companies)	Manaf Farhan Al Mutairi

2.1 Brief description of the work and requirements of the Compliance Unit.

The Group has a Compliance Department, which is responsible for ensuring compliance with internal and external rules and regulations, including regulatory laws,

internal policies, and ethical standards governing the Group's work, in accordance with the requirements of relevant regulatory authorities.

2.2 Reports submitted to the Audit Committee/Board of Directors:

- During 2024, several reports were issued to the Audit Committee, which were conducted in accordance with the company's compliance risk assessment and included 4 reports. These reports included, but were not limited to, the following:
 - Evaluating the performance of various departments of the company.
 - A presentation of the latest regulatory developments from all relevant authorities and the company's compliance with these developments.
 - Anti-money laundering and counter-terrorism financing (AML/CTF) reports.

2.3 Number and dates of meetings with the Audit Committee during the year.

- During 2024, (4) meetings were held with the Audit Committee.
- Details of these meetings are stated in point 2.4.1.2.

2.4 A brief report on the company's work in implementing internal policies and the extent of its compliance with relevant external laws.

The Company's Compliance and Governance Department confirms that the compliance rate with the recommendations of the Compliance Department and the Audit Committee is valued very good and that the department

continuously monitors and holds periodic meetings with executive management to ensure the implementation of recommendations and compliance.

3. An overview of the formation of the Group's Actuarial Unit

Employee Name	Job Title	Date of Appointment	Years of Experience	Academic Qualifications	Alternate Employee
Ahmad Ragab	Head of Actuary Operations	18/12/2011	17	<ul style="list-style-type: none"> Fellow of the Institute of Actuaries of Canada, Bachelor's degree in actuarial sciences 	<ul style="list-style-type: none"> Bilal Sharif Dina Afnan
Dina Afnan	Supervisor	15/01/2020	5	<ul style="list-style-type: none"> Master's degree in actuarial science and management Bachelor of actuarial science Student at the British Institute of Actuaries 	<ul style="list-style-type: none"> Omar Al Saady
Omar Al Sadi	Junior Actuarial Analyst	28/04/2024	1	<ul style="list-style-type: none"> Bachelor's degree in financial mathematics 	
Bilal Sharif	Vice Manager	01/09/2024	8.5	<ul style="list-style-type: none"> Companion of the British Institute of Actuaries Bachelor's degree in actuarial science 	<ul style="list-style-type: none"> Riad Al Shaaby
Ahmad Maher	Supervisor	26/07/2022	5.5	<ul style="list-style-type: none"> Bachelor's degree in actuarial science Master's student in actuarial science Student at the American Institute of Actuaries 	<ul style="list-style-type: none"> Riad Al Shaaby Tumulami Yuri
Ryad Chaabi	Supervisor	13/03/2024	7	<ul style="list-style-type: none"> Master's in actuarial science Bachelor's degree in actuarial science 	<ul style="list-style-type: none"> Tumulami Yuri
Tumulamy Yoweri	Junior Actuarial Analyst	24/06/2024	1	<ul style="list-style-type: none"> Master's degree in finance and investment Bachelor's degree in actuarial science 	
Mohamed Elhawary	Senior Data Analyst	12/03/2023	8	<ul style="list-style-type: none"> Postgraduate Diploma in Data Science and Big Data Analytics Bachelor's degree in computer and information sciences 	<ul style="list-style-type: none"> Muhit Sharma
Mohit Sharma	Senior Data Analyst	14/05/2023	9	<ul style="list-style-type: none"> Postgraduate Diploma in Data Science MSc in Deep Learning (Data Science) Bachelor's degree in mechanical engineering 	<ul style="list-style-type: none"> Muhammad Al Hawwari

3.1 A brief overview of the work and requirements of the Actuarial Unit.

Gulf Insurance Group has promoted its leading position in the regional market over the past years by establishing an internal actuarial department in each of the Group's companies, a key function of its internal insurance business. In compliance with international guidelines, the Group's actuarial department serves as a quality assurance measure to ensure that certain important decisions can be made based on technical and specialized actuarial advice, as well as a comprehensive understanding of the nature of the insurance business, its models, and their related risks.

The main roles and responsibilities of the department are as follows (but not limited to):

- Establishing strong and effective internal actuarial departments across all Group companies
- Complying with all applicable laws, regulations, and regulatory requirements
- Reducing reliance on external actuarial consulting
- Supporting senior management and technical activity managers in the decision-making process
- Disseminating actuarial expertise across the Group's companies, taking into account corporate social responsibility in the countries in which the Group operates.

- Monitoring the insurance portfolio, its developments, and the associated risks and opportunities.
- Improving data quality, consistency, validation, and reconciliation processes.
- Enhancing internal reporting and analysis.
- Creating a competitive advantage and value for all stakeholders.
- Establishing technical reserve policies, monitoring changes therein, and assessing their adequacy (or determining their deficit).
- Reviewing technical provision estimates in accordance with best practices across the Group's companies.
- Managing electronic systems for IFRS 17, including modeling, calculations, reporting, and variance analysis, in addition to financial analyses.
- Evaluating reinsurance strategies and agreements across the Group's companies, determining acceptable risk retention rates, assessing natural catastrophe risks, capital adequacy, sensitivity testing, risk accumulation, concentration risks, credit risks, and appropriate reinsurance agreement coverage, etc.
- Integrating technical data, establishing central data centers, identifying business opportunities, and implementing predictive analytics.

3.2 A summary of reports submitted to the Board of Directors

Pursuant to the regulatory requirements in addition to business requirements, the actuarial department prepares a set of reports on various objectives and entities. The most significant of these reports include without limitation:

- Annual Actuarial Report (for the Insurance Regulatory Unit)**

This report covers the insurance business of the parent company of Gulf Insurance Group, including underwriting activities, claims management, reinsurance agreements, actuarial reserves, investment portfolio, and solvency margin, as well as IFRS 17 assumptions and calculations.

- Quarterly Actuarial Report (for the Risk Committee of the Group's Board of Directors and the Executive Management)**

The report provides an executive summary of the progress made in the department's key strategic objectives and their developments, as well as actuarial key performance indicators and their developments, key risk assessments, and the most important highlights of the Group's quarterly technical reserves. In addition to a summary of the quarterly results of the appointed actuary, an analysis of the level of technical reserves for each company, an analysis of the level of risk margin for each company, an analysis of the level of discount for each company, and the level of technical provisions for claims, and their adequacy at best.

- **Other requirements (for various stakeholders)**

In addition to the periodic reports mentioned above, the department meets the needs of the Group's executive management, shareholders' requirements, external auditors' requirements and reviews, electronic systems testing reports, supplier evaluations, and verification of results.

The department also plays a key role in overseeing the group companies' operations and reserve accounts at the local level, in addition to conducting independent reviews of potential acquisitions. The department also conducts periodic reviews of the group companies' actuarial accounts quarterly.

3.3 The decision to appoint the actuary is signed by the Chairman of the Board of Directors.

The appointment of the actuary for the Gulf Insurance Group during the year 2023 has been approved:

- Name of the appointed actuary for the group: Ahmed Ragab

- License Number: ACC20220001
- Department/Department: Actuarial Department of the Group

3.4 Actuarial Report according to Article (50) of Resolution (58) of 2023 and its amendments regarding the Company.

The Group's actuary prepares the Group's annual report in accordance with what is stated in the Executive Regulations of the Insurance Regulatory Unit and Resolution No. (58)

of 2023, and the Group sends a copy of this report with the results of the examination to the Insurance Regulatory Unit on an annual basis.

3.5 A report on the Company's work and the extent of its compliance with the actuary's recommendations.

Year after year, Gulf Insurance Group continues its efforts to strengthen and improve the internal actuarial departments across all group companies, enhancing their integration with business activities and strategic objectives. The following achievements were made during 2024 based on a set of periodic recommendations, in addition to the primary

goal of unifying and streamlining actuarial processes across the group. Further developments are planned for the coming period:

2024 – Achievements and Developments in Actuarial Department to Date

- Expanding the team by hiring additional experienced actuaries at all levels to support growing business requirements and enhance the group's capabilities.
- Working through a structured plan focused on developing departments and individuals and building the necessary skills.
- Designing and implementing an integrated, group-wide electronic system to support quarterly reporting activities.
- Providing additional enhancements to the comprehensive group guidelines, in addition to actuarial training and improving technical methodologies.
- Developing task automation to streamline the process of generating periodic reports and summaries by leveraging enhanced data capabilities.
- Reviewing and updating existing policies to align with new regulatory objectives, as well as insurance sector regulations and standards.
- Developing a comprehensive internal control framework to enhance oversight of the financial reporting process in accordance with International Financial Reporting Standard 17.
- Initiating a comprehensive data analytics project as part of the Group's reinsurance improvement strategy.
- Actively participating in Fairfax working groups to share knowledge and new practices.

2025 – The Way Ahead

- Enhance actuarial team capabilities by adding distinguished resources in order to support growth and work requirements.
- Restructuring department plan taking into account the future plans, main priorities and Group objectives.
- Advance automation to reduce tasks, and routine activities in order to improve efficiency and accuracy.
- Integrate new system functions to meet evolving requirements.
- Continue cooperation with Group companies to enhance shortcomings and fill gaps.
- Advance towards data analysis and improvement reinsurance.

4. An overview of the implementation of the requirements for forming an independent internal audit department in the group

The Group has an Internal Audit Department that enjoys complete technical independence in accordance with the organizational structure, reporting to the Audit Committee and, consequently, to the Group's Board of Directors.

The Internal Audit Department has prepared reports that include a review and evaluation of the internal control systems applied in the group, including the following (but not limited to):

- Control and oversight procedures for the efficiency and effectiveness of the internal control systems necessary

to protect the group's assets, the accuracy of its financial statements, and the efficiency of its operations, including its administrative, financial, and accounting aspects.

- Comparing the evolution of the group's risk factors and existing systems to assess the efficiency of the group's daily operations and address unexpected market changes.
- Evaluating the performance of executive management in implementing internal control systems.

4.1 An overview of the formation of the Group's internal audit department

#	Name	Job Title	Date of Appointment	Academic Qualification	Work Experience	Alternate Employee
1.	Ahmad Isbahe	Manager of the Internal Audit Department	05/03/2024	Master's degree in business administration	22 years in the field of auditing ¹	-

4.2 A summary of the work, policies, and requirements of the Internal Audit Unit

The Internal Audit Unit is subject to a number of policies within the framework of its work and activities, such as the Audit Committee Charter and the Internal Audit Unit Policies and

Procedures Manual. The company's internal audit activities also comply with technical and administrative oversight requirements.

4.3 Summary of reports submitted to the Audit Committee/Board of Directors

During the year 2024, a number of reports were issued to the Audit Committee, which were conducted in accordance with the risk assessment and the approved organizational structure of the company, and they included 9 reports.

These reports included a review of the internal control and governance systems, and the results resulted in the absence of any material observations.

4.4 The number of meetings held with the external auditor, a summary of the most important observations regarding the meetings, the reports submitted, and a report on the company's work and the extent of its compliance with the external audit recommendations.

- During the year 2024, (4) meetings were held with the external auditor.
- The external auditor submitted (4) reports during the Audit Committee meetings quarterly, where he presented the most important observations and recommendations to the executive management, in addition to the progress of the external audit mission.
- During these meetings, the company's financial statements were reviewed and any comments (if any) were made. The meetings resulted in no substantive comments or reservations regarding the financial statements and internal control systems.
- The Company obtained a copy of the external auditor's reports and adhered to their recommendations in coordination with the executive management.

4.5 A report on the company's work and the extent of its compliance with internal audit recommendations.

The Company's internal audit unit confirms that the compliance rate with internal audit and audit committee recommendations is considered very good. This reflects the absence of accumulated observations from previous years, indicating

the effectiveness of ongoing follow-up and periodic meetings with executive management to ensure the implementation of recommendations.

¹ 22 years of practical experience, including recent experience with insurance companies over the past seven years in the field of internal auditing, consulting, and internal audit quality assurance for insurance companies. He holds several professional certifications, including CIA, CISA, ITIL, and COBIT.

Outsourcing

1. Outsourcing

When outsourcing to other parties, the Group is careful to ensure that the Group's Board of Directors and Executive Management remain responsible for the functions or activities that are outsourced or supported by external parties. When

outsourcing to other parties, the Group is careful to ensure that this does not lead to any material risks to the Company or negatively impact on the Company's ability to manage its risks and fulfill its legal and regulatory obligations.

2. Reasons and justifications for outsourcing.

Outsourcing can be a successful strategy if implemented thoughtfully and in balance with the company's goals. Outsourcing by companies is a common strategy for many reasons and justifications, including, but not limited to, the following:

- Reducing costs.

- Focus on core activities.
- Operational flexibility.
- Mitigating risks.
- Improving time management.

3. A copy of the contracts signed when outsourcing.

The Group uses some external parties to manage a specific project or support the Group's departments in some operational matters, including, but not limited to:

- PricewaterhouseCoopers Al Shatti & Co. - Auditor.

- Maysan Law Firm and Legal Consultants - Legal Advisor.
- Mishari Al Osaimi Law Firm - Legal Advisor.

External Auditor

1. Information about the auditor

- Khaled Ibrahim Ali Al Shatti - PricewaterhouseCoopers Al Shatti & Co.
- Registered with the Insurance Regulatory Unit.
- Practicing license expires on 21-12-2025.

2. Summary of reports submitted to the Internal Audit Unit / Audit Committee / Board of Directors

The external auditor submitted 4 reports during the Audit Committee meetings every quarter, where he presented the most important observations (if any) and recommendations to the executive management, in addition to the progress of the external audit mission.

3. Number of meetings held with the Internal Audit Unit/Audit Committee and a summary of the most important observations from the meetings.

The external auditor met with the Company's audit committee and internal audit team four times, and the comments received from the external auditor were minor (if any) and did not contain any substantive content.

4. A report on the Company's work and the extent of its compliance with external audit recommendations.

The company has received a copy of the external auditor's reports and has complied with their recommendations in coordination with the executive management (whenever a relevant matter arises in this regard).

Professional ethics, competence, and integrity

1. An acknowledgment and undertaking from the Chairman of the Board ensuring that the members of the Board of Directors, Executive Management, and Company employees sign the Code of Honor and that Company employees are aware of the rules of commitment to professional ethics, competence, and integrity.

Promoting a culture of professional conduct and ethical values within the Group is one of the fundamental pillars of implementing the Group's business. Therefore, the Group pays attention to the need to ensure that all employees of the Group, whether members of the Board of Directors, the Executive Management, or other employees, adhere to the Group's internal policies and regulations and legal and regulatory requirements by reviewing the Code of Conduct and Ethics. In addition to reviewing the guide to mechanisms for reducing conflicts of interest. We are convinced that

this will lead to achieving the interests of all parties related to the Group, especially shareholders, without conflicts of interest and with a high degree of transparency.

The Group also periodically reviews and updates the Code of Conduct approved by the Board of Directors to ensure it incorporates all standards and determinants of professional conduct and ethical values, as well as ensuring its compliance with all regulatory requirements. All members of the Board of Directors and Executive Management have signed the 2024 annual declaration of commitment to the Code of Conduct.

2. Brief on the Company's Whistleblower and Reporting Policy

The Group is keen to provide a work environment characterized by integrity and transparency, where employees can report any wrongful or illegal practices without being exposed to the risk of abuse, discrimination, or subsequent harm. The whistleblower policy aims to enhance integrity and compliance with applicable regulations and laws. This mechanism is an important enabling factor in managing good governance practices.

Employees can submit reports in accordance with the approved mechanisms. All stakeholders can also submit reports with complete honesty and confidentiality via email to whistleblower@gig.com.kw.

3. Written undertakings by both the Board of Directors and Executive Management regarding the soundness and integrity of financial reports.

The integrity of the Group's financial statements is an important indicator of the integrity and credibility of the Group in presenting its financial position. This increases investor confidence in the data and information provided by the Group and allows shareholders to exercise their rights. Therefore, the Group has established clear mechanisms to ensure the integrity and soundness of its statements. The Group annually signs written undertakings by both the Board of Directors and the Executive Management regarding the soundness and integrity of the financial statements, such that:

- The Executive Management undertakes to the Board of Directors that the financial reports of the Gulf Insurance Group are presented in a sound and fair manner, that these

statements reflect all financial aspects of the Group, and that they are prepared in accordance with international financial reporting standards approved by all regulatory authorities. The Executive Management is fully responsible for the integrity and accuracy of these statements.

- Likewise, GIG's Board of Directors undertakes to present its financial statements in a sound, fair, and accurate manner to shareholders and investors.

4. A written undertaking from the Board of Directors regarding the independence and impartiality of the external auditor.

When appointing and selecting the external auditor, the Group ensures their independence and impartiality.

During the year 2024, the Group verified the independence and impartiality of the auditor in line with the requirements of the regulatory authorities, including (but not limited to):

- It has been ensured that the external auditor is independent of the Group and its Board of Directors.
- It has been confirmed that the auditors are registered in the special register of the Insurance Regulatory Unit, the Capital Markets Authority, and other relevant regulatory authorities.

- The auditor attended audit committee meetings to discuss his opinions with the audit committee before submitting the annual accounts to the Board of Directors for decision. The committee meets with the auditor periodically (quarterly) throughout the year.
- It has been verified that the external auditor is able to attend general assembly meetings and read the report prepared by him to the shareholders.

5. Submitting a report on the company's compliance with the corporate governance requirements of Decision No. (58) of 2023 and its amendments.

This report reflects the Group's compliance with the corporate governance requirements of decision No. 58 of 2023 and its amendments and also in accordance with Annex (1) to Insurance Regulatory Unit Circular No. (4) of 2025 regarding the Corporate Governance Compliance Review Report. It has been concluded that the Group has met all of the Unit's corporate governance requirements and there were no comments expressed in this regard. The Group is committed

to complying with all laws and regulatory requirements by adopting best practices in governance and transparency and ensuring continued compliance with approved regulatory standards. Furthermore, the Group continues to develop its internal systems and procedures to promote efficiency and compliance, which contributes to achieving its strategic objectives and enhancing the confidence of shareholders, stakeholders, and policyholders.

6. Publishing the financial statements and corporate governance report on the Company's website.

The Group publishes all reports on the Group's website at www.gulfinsgroup.com, including, but not limited to:

- Annual Report.
- Governance Report.
- Sustainability Report.

- Financial Statements (Interim and Annual).
- Public Disclosures.

And other reports.