



# Corporate Governance Policy

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**CHARTER OF THE BOARD**

**1. OBJECTIVE**

The Board oversees the conduct of the corporation's business by management and review of the corporation's financial objectives and major corporate plans, strategies and actions. The Board of Directors exercise leadership, enterprise, integrity and judgment in directing the corporation, so as to promote the best interests of shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable laws and regulations, and maintenance of accounting, financial or other controls.

**2. AUTHORITY**

The Board of Directors is the ultimate decision making body of the corporation except for matters reserved for the stockholders of the corporation. Consistent with the Board's power to delegate management of the day-to-day operation of the corporation's business, the Board shall exercise business judgment in establishing and revising guidelines for authorization of expenditures or other corporate actions. In addition, directors shall have complete access to the corporation's senior management.

**3. COMMUNICATIONS/REPORTING**

The Board will establish appropriate committees such as an Audit, Finance and Compensation Committees. These committees will report directly to the Board of Directors regarding committee activities, issues, and related recommendations. The charters of each committee will be reviewed periodically with a view to delegating committees with the authority of the board. Such authority will be set forth in board resolutions or by laws pertaining to the charters of the board committees.

**4. RESPONSIBILITIES**

The Board's specific responsibilities in carrying out its oversight role are delineated in the Board Authorization Charter Checklist. The responsibilities checklist will be updated annually to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices. The most recently updated responsibilities checklist will be considered to be an addendum to this charter.

The Board of Directors will provide continuity for the organization by setting up a corporation, and to represent the organization's point of view through interpretation of its products and services, and advocacy for them. The Board will govern the organization by board policies and objectives, formulated and agreed upon by the chief executive and employees. The Board will acquire sufficient resources for the organization's operations and to finance the products and services adequately. The Board will account to the public for the products and services of the organization and expenditures of its funds, including: (1) To provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources, and (2) to accept responsibility for all conditions and policies attached to new, innovative, or experimental programs.

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**CHARTER OF AUDIT COMMITTEE**

**1. PREAMBLE**

- 1.1 This Charter for the Audit Committee (AC) of Al Kindi Hospital BSC(c). "The Company" sets out the membership, responsibilities, principles and operation of the Audit Committee (AC) and identifies the interaction with the Board of Directors, General Management, Humane Resources, internal and external auditors.
- 1.2 This Charter must be read in conjunction with the Charters of the Internal Committees, the Company's "Principles of Good Corporate Governance and Best Practice" and other governance documents.

**2. ROLE OF AC**

- 2.1 The role of the AC is to assist the Board of Directors in ensuring and maintaining oversight of the Company's financial reporting system, internal control and risk management processes, audit functions and legal and regulatory requirements.

**3. REPORTING LINES**

- 3.1 The AC shall report to the Board of Directors.

**4. COMPOSITION**

- 4.1 AC members, including the chairperson shall be recommended and appointed by the Board.
- 4.2 The Committee will comprise minimum of Three (3) members including at least an independent director who shall be the chairman of the Committee.
- 4.3 Appointments should be for up to Three (3) years, extendable for up to Three (3) years or longer as approved by the Board.
- 4.4 The term of service of the AC members shall be co-terminus with their service to the Board.
- 4.5 Vacancies shall be filled for the remainder of the current term from the existing Board members.

**5. SECRETARY**

- 5.1 The Company's Internal Audit Co-ordinator will act as the Secretary to the Committee ("Secretary").

**6. MEETINGS & QUORUM**

- 6.1 The AC shall meet at least quarterly, with one (1) meeting coinciding with the financial reporting and audit cycle, or as required to undertake its role effectively. The AC Chairman will call a meeting of the AC if so requested by any member of the Committee, the Chairman of the Board, internal auditor or external auditor.
- 6.2 A quorum will be two members.
- 6.3 The AC Chairman will chair all regular sessions of the AC and set the agenda for meetings. In the absence of the AC Chairman at a meeting, the remaining members present shall elect one of their members to chair the meeting.
- 6.4 AC members must attend 75% of all meetings during a financial year to remain on the AC.
- 6.5 Teleconferencing is permitted.
- 6.6 Members of Management and/or parties external to the Company may be invited by the AC Chairman to attend any meeting of the AC or part thereof.

6.7 The AC shall meet at least once annually with the external auditors independently and without Management's presence.

## **7. VOTING RIGHTS**

7.1 A duly convened meeting of the AC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the AC.

7.2 All decisions of the AC will be based on a simple majority of the members present at the meeting. In the event of a tie, the AC Chairman or in his or her absence, the Acting Chairman of the AC will have the casting vote.

7.3 Any attendee who is not a member of the AC may not vote on any matter coming before the AC for a vote.

## **8. RESOURCES AND AUTHORITY**

8.1 The AC is authorised to obtain, at the Company's expense, outside advice on any matters within its Charter and in accordance with the Discretionary Authority Limits.

8.2 The AC is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

8.3 The AC may order inspections and specific audit examinations on any areas of the Company's operations.

## **9. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the AC will be, as follows:

### **9.1 General**

9.1.1 Review reports on risk management issues

9.1.2 Maintain effective working relationships and open avenue for communication between the Board of Directors, Management, and the internal and external auditors.

9.1.3 If necessary, institute special investigations as required and hire special counsel or experts to assist.

9.1.4 AC must review arrangements for whistleblowing and ensure that whistle blowers are heard and their rights are safeguarded.

### **9.2 Internal Control and Risk Management**

9.2.1 Oversee procedures and internal controls consistent with the Company's corporate governance structure.

9.2.2 Monitor the effectiveness and integrity of internal control systems.

9.2.3 Evaluate whether management is setting the appropriate "compliance and control culture" by communicating the importance of internal control and the management of risk.

9.2.4 Ensure management is accountable for the security of computer systems and applications, and the business continuity and disaster recovery plans.

9.2.5 Ensure control recommendations by internal and external auditors have been implemented.

9.2.6 Consider with the internal and external auditors any fraud, illegal acts, deficiencies in internal control or other similar issues.

### **9.3 Financial Reporting**

9.3.1 Ensure processes are established and maintained to address critical financial reporting risks and transparency of financial reporting.

9.3.2 Review the integrity of the Company's financial reporting, including accounting policies and

principles.

- 9.3.3 Gain an understanding of the current areas of greatest financial risk and how Management is managing these effectively.
- 9.3.4 Ensure that all AC members are familiar with significant accounting and reporting issues, practices and management estimates including recent professional and regulatory pronouncements and understand their impact on the financial statements.
- 9.3.5 Review the interim financial statements with the management before submitting to the Board for approval and release.
- 9.3.6 Review any legal matters, which could significantly impact the financial statements.
- 9.3.7 Review with Management the annual financial statements and determine whether they are complete, consistent with the information known to Committee members and reflect appropriate accounting principles, paying particular attention to complex and/or unusual transactions as well as judgmental areas involving commitments and contingencies.
- 9.3.8 Meet with Management and the external auditors to review the financial statements, the results of the audit, management letter and the annual report before submitting to the Board for approval and release.
- 9.3.9 Monitor the adequacy of management reporting processes.

#### **9.4 Internal Audit**

- 9.4.1 Approve the appointment, replacement, reassignment or dismissal of the Head of Internal Audit or Internal Audit Co-Ordinator.
- 9.4.2 Approve the Internal Audit and Compliance plan for the year.
- 9.4.3 Review the activities and performance of the internal audit and compliance function, frameworks and policies and ensure there are no unjustified restrictions or limitations on the scope of work.
- 9.4.4 Ensure that significant findings and recommendations made by the Internal Auditors are received and discussed on a timely basis.
- 9.4.5 Evaluate potential findings arising from the Company's Internal Audit function or from other third parties' examinations and/or investigations such as reports from NHRA, if any.
- 9.4.6 Ensure that Management responds to recommendations of the internal auditors.

#### **9.5 External Audit**

- 9.5.1 Oversee the selection and compensation of the external auditor for appointment and approval at the Board and Annual General Meeting.
- 9.5.2 Assess independence, accountability, and effectiveness of external auditor.
- 9.5.3 Review the external auditors' proposed audit scope, plan and approach, engagement letter, letters of representation (giving particular consideration to matters that relate to non-standard issues) as well as ensure there are no unjustified restrictions or limitations on the scope of work.
- 9.5.4 Meet at least once a year with the external auditor to examine the audit report.
- 9.5.5 Evaluate the results of external auditors and examine the status of relationship with the Company's independent auditors.
- 9.5.6 Meet separately with the external auditors to discuss any matters that the AC or auditors believe should be discussed privately.
- 9.5.7 Ensure that significant findings and recommendations made by the external auditors or NHRA are received and discussed on a timely basis.
- 9.5.8 Ensure that Management responds to recommendations by the external auditors or NHRA.

- 9.5.9 Monitor the rotation arrangements for audit partners.
- 9.5.10 Agree with the Board and monitor the Company's policy for the employment of former employees of the external auditor.
- 9.5.11 Develop and recommend to the Board the Company's policy in relation to the provision of non-audit services by the external auditor and ensure that provision of such services does not impair the external auditors' independence or objectivity.

## **9.6 Compliance with Internal and External Regulatory Frameworks**

- 9.6.1 Evaluate the adequacy and effectiveness of the Company's procedures and systems for ensuring compliance with legal and regulatory requirements and internal policies.
- 9.6.2 Evaluate the adequacy and effectiveness of the Company's procedures and systems for ensuring compliance with legal and regulatory requirements and internal policies.
- 9.6.3 Review compliance with all relevant laws, regulations, codes and business practices, and ensure the Company communicates with shareholders and relevant stakeholders (internal and external) openly and promptly, and with substance of compliance prevailing over form.

## **9.7 Compliance with Code of Conduct/Business Ethics**

- 9.7.1 Review, supervise and monitor the implementation of the Company's Code of Conduct including compliance thereof.
- 9.7.2 Evaluate whether Management is putting sufficient emphasis by communicating the importance of the Code of Conduct and the guidelines for acceptable behaviour to employees of the Company.

# **10. GUIDING PRINCIPLES**

## **10.1 General Principles**

- 10.1.1 The AC will be guided by the following broad principles:
  - Protection of Company's reputation
  - Protection of clients
  - Integration of regulatory requirements into business processes
  - Facilitate growth by early assessment of compliance aspects of new initiatives
  - Anticipate regulatory changes
  - Maintain regular communication with regulatory bodies
  - Avoidance of duplication with the function of internal audit
- 10.1.2 Members of the AC and other persons who attend these AC meetings must maintain silence on all documents they receive, on the contents of deliberations and on all confidential information of the Company and its customers, particularly operating and business information that are disclosed to them in the course of their work on the AC.

# **11. SKILLS REQUIREMENTS**

- 11.1 The Board shall ensure that the risk and compliance issues faced by the Company are covered by the skills of the AC members, which should include the following:
  - Independence from day-to-day activity
  - Knowledge of the markets, business and strategies of the Company
  - Financial management and accounting skills and knowledge

## **12. VISIBLE DELIVERABLES**

12.1 The visible deliverables of the AC will include:

- An annual Internal Audit Plan
- A Compliance Policy / Code of Conduct
- Appointment of external / internal auditors
- Follow up on audit findings
- Review Financial Statements and Annual Report
- Review Internal Audit Report

## **13. PERFORMANCE EVALUATION**

13.1 The AC shall submit in writing, and review an annual performance evaluation of the AC. This evaluation will compare the performance of the AC with the requirements of this Charter and include any improvements.

13.2 The Board may require the AC Chairman, or appointed nominee from the AC, to present and discuss the findings and recommendations of this report.

## **14. MINUTES OF MEETING**

14.1 The Secretary to the Committee will be responsible for preparing minutes of the Committee meetings. The minutes of the AC meetings will be tabled and approved at the subsequent meeting and signed off by the Chairperson of the AC. Thereafter, it will be circulated to all members of the Board.

## **15. REPORTING**

15.1 The AC, through its Chairman, reports to the Board at the earliest scheduled Board meeting after each AC meeting. Reports will cover any matters that in the opinion of the AC should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.

15.2 The Chairman of the AC shall submit an annual report to the Board (at the Board meeting at which the year-end financial statements are approved) summarising the AC's activities during the year.

15.3 The Company's annual report should contain a separate section that describes the role and activities of the AC.

## **16. ANNUAL GENERAL MEETING**

16.1 The Chairman of the AC shall attend the Annual General Meeting in order to respond to any shareholder inquiries on the AC's activities.

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**WHISTLE BLOWING POLICY**

**1. PURPOSE**

This policy establishes the standards and procedures to ensure that accounting and audit related complaints handling complies with management's and the audit committee's objectives.

**2. SCOPE**

The policy applies to all domestic and international offices and subsidiaries of the Company.

**3. PROCEDURES**

**1. Responsibilities of Audit Committee with respect to Specified Complaints**

1. The Audit Committee shall receive, retain, investigate, and act on complaints and concerns of employees regarding questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "Accounting Allegation").
2. At the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to any member of the Audit Committee or to a subcommittee of the Audit Committee.

**2. Procedures for Receiving Accounting Allegations**

1. Any Accounting Allegation that is made directly to management, whether openly, confidentially or anonymously, shall be promptly reported to the Audit Committee.
2. Each Accounting Allegation forwarded to the Audit Committee by management and each accounting allegation that is made directly to the Audit Committee, whether openly, confidentially or anonymously, shall be reviewed by the Audit Committee, who may, in their discretion, consult with any member of management or employee whom they believe would have appropriate expertise or information to assist the Audit Committee. The Audit Committee shall determine whether the Audit Committee or management should investigate the Accounting Allegation.
  - a. If the Audit Committee determines that management should investigate the Accounting Allegation, the Audit Committee will notify the General Counsel in writing of that conclusion. Management shall thereafter promptly investigate the Accounting Allegation and shall report the results of its investigation, in writing, to the Audit Committee. Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.
  - b. If the Audit Committee determines that it should investigate the Accounting Allegation, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

**3. Consideration Relative to Whether the Audit Committee or Management should Investigate an Accounting Allegation**

In determining whether management or the Audit Committee should investigate an Accounting Allegation, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may militate in favor of the Audit Committee conducting the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

#### **4. PROTECTION OF WHISTLEBLOWERS**

Consistent with the policies of the Company, the Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Allegation or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Allegation. The Audit Committee shall not reveal the identity of any person who makes a good faith Accounting Allegation and who asks that his or her identity as the person who made such Accounting Allegation remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith Accounting Allegation anonymously.

#### **5. Records**

The Audit Committee shall retain for a period of seven years all records relating to any Accounting Allegation and to the investigation of any such Accounting Allegation.

#### **6. Procedures for Making Complaints**

In addition to any other avenue available to an employee, any employee may report to the Audit Committee openly, confidentially or anonymously any Accounting Allegation by sending an email to [whistleblower@alkindihospital.com](mailto:whistleblower@alkindihospital.com). Accounting Allegations can be made orally or in writing to the CEO. Such reports can also be made anonymously and allows anyone to make an Accounting Allegation without divulging his or her name. It is required to give the information provided in the Accounting Allegation to management or, if requested by the individual making the Accounting Allegation, the Audit Committee as promptly as practicable.

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**CHARTER OF NOMINATING COMMITTEE**

**1. PURPOSE**

The purpose of the Nominating Committee (the "Board") of the Company is:

- 1.1 To identify individuals qualified to become Board members, consistent with criteria approved by the Board.
- 1.2 To oversee the organization of the Board to discharge the Board's duties and responsibilities properly and effectively.
- 1.3 To ensure that proper attention is given, and effective responses are made, to shareowner concerns regarding corporate governance; and
- 1.4 To perform such other duties and responsibilities which are mentioned in this charter.

**2. MEMBERSHIP AND PROCEDURES**

**2.1 Membership and Appointment:** The Committee shall consist of such number of members of the Board as shall be determined from time to time by the Board based on recommendations from the Committee, if any. The Board upon the recommendation of the Committee shall appoint the members of the Committee.

**2.2 Removal:** The entire Committee or any individual Committee member may be removed from office with or without cause by the affirmative vote of the majority of the board. Any Committee member may resign upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary of the Board, which resignation shall be effective at the time such notice is given unless the notice specifies a later time for the effectiveness of such resignation.

If the resignation of a committee member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

**2.3 Chairperson:** A chairperson of the Committee (the "Chairperson") may be designated by the Board based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the number of meetings shall have unlimited access to management and information. Such Chairperson shall establish such other rules, as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairperson shall preside over any executive sessions of non-management or independent directors.

**2.4 Secretary:** The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director.

**2.5 Independence:** Each member shall be independent within the meaning of any applicable law, as determined by the Board.

**2.6 Delegation:** The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Each subcommittee shall have such name as may be determined from time to time by

resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

- 2.7 Authority to Retain Advisers:** The Committee shall undertake an annual evaluation assessing its performance with respect to its purpose and its duties and tasks set forth in the charter, which evaluation shall be reported to the Board. In addition, the Committee shall lead the Board in an annual self-evaluation process, including the self-evaluation of each Board Committee, and report its conclusions and any further recommendations to the Board.

### **3. MEETING AND PROCEDURES**

The Committee shall convene at least four times a year. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Committee's business. The Committee shall report regularly to the full Board with respect to its activities.

### **4. OTHER MATTERS**

Until the nominating committee will be formed, Board will remain accountable for the responsibilities and functions of the committee.

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### **CHARTER OF REMUNERATION COMMITTEE**

#### **1. PURPOSE**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") is to discharge the responsibilities of the Board relating to compensation of executives and directors, to produce an annual report on executive compensation for inclusion in the company (in accordance with applicable rules and regulations), to provide general oversight in the company's compensation structure including equity compensation plans and benefits programs, to review and provide guidance on the company's HR programs, talent review and leadership development and to classify the company as the best place to work, and to perform the specific duties and responsibilities set forth herein.

#### **2. MEMBERSHIP**

The Committee shall consist of at least three members, consisting entirely of independent directors and shall designate one member as chairperson. Committee members shall be appointed and may be removed by the Board of Directors upon the recommendation of the Nominating and Governance Committee.

#### **3. MEETINGS AND PROCEDURES**

The committee will meet as often as may be deemed necessary or appropriate in its judgment, but in no event shall the Committee convene fewer than four times per year. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee shall be present to constitute a quorum. The Committee shall report regularly to the Board with respect to its activities.

#### **4. OUTSIDE ADVISORS**

The Committee will have the authority to retain at the expense of the company such counsel, and other experts and advisors as it determines is appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the

Committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.

## 5. DUTIES AND RESPONSIBILITIES

- 5.1 Evaluate Human Resource and Compensation Strategies:** The Committee will oversee and evaluate the company's overall human resources and compensation structure, policies and programs, and assess whether the company will provide appropriate incentives for management and the employees. The Committee will oversee the Company's rewards program in order to attract and retain key talent to specify the company as the best place to work.
- 5.2 Monitor Leadership Development:** The Committee will review the leadership development process for senior management positions and ensure that appropriate compensation, incentive and other programs are in place in order to promote such development.
- 5.3 Set Executive Compensation:** The Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") and other executive officers of the company, evaluate the performance of the CEO and other executive officers in light of those goals and objectives and approve their annual compensation levels including salaries, bonuses, stock options, other stock incentive awards and long-term cash incentive awards based on this evaluation. In addition, the Committee may, in its discretion, review and act upon management proposals to designate key employees to receive stock options and stock or other bonuses.
- 5.4 Approve Employment Agreements:** The Committee will review and approve employment agreements and severance for the CEO and other executive officers, including change-in-control provisions, plans or agreements.
- 5.5 External Reporting of Compensation Matters:** The Committee will make an annual report on executive compensation in the company.
- 5.6 Oversight of Equity-Related and Incentive Compensation Plans:** The Committee will supervise and administer incentive compensation, stock option, stock appreciation rights, and service award programs and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plan to the extent that such action does not require stockholder approval; make recommendations to the Board with respect to incentive-compensation plans and equity-related plans as appropriate.
- 5.7 Oversight of Employee Benefit Plans:** The Committee will monitor the effectiveness of non-equity-based benefit plan offerings, in particular benefit offerings and perquisites pertaining to executives, and will review and approve any new material employee benefit plan or change to an existing plan that creates a material financial commitment by the company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity base benefit plan or delegate such authority to the extent set forth in Section VI below.
- 5.8 Monitor Workforce Management Programs:** The Committee will monitor the effectiveness of workforce management programs that are global in scope, including global restructuring programs.
- 5.9 Set Director Compensation:** The Committee will review the compensation of directors for service on the Board and its committees and recommend to the Board the annual retainer and Chair fees and Board and Committee meeting fees.
- 5.10 Monitor Director and Executive Stock Ownership:** The Committee will monitor compliance by executive officers and directors with the company's stock ownership guidelines and periodically review such guidelines.
- 5.11 Perform Annual Evaluation:** The Committee will annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

**5.12 Generally:** The Committee will perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

## **6. DELEGATIONS**

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee. In addition, the Committee may delegate to one or more individuals the administration of equity incentive or employee benefit plans, unless otherwise prohibited by law. Any such delegation may be revoked by the Committee at any time.

## **7. OTHER MATTERS**

Until the nominating committee will be formed, Board will remain accountable for the responsibilities and functions of the committee.

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### **CHARTER OF CORPORATE GOVERNANCE COMMITTEE**

#### **1. PURPOSE**

The Primary purpose of the corporate Governance responsibilities is to assist the Board in shaping and monitoring the Corporate Governance policies and practices of the Company and evaluating compliance therewith.

#### **2. RESPONSIBILITIES**

The responsibilities of Corporate Governance committee shall include the following:

- a. Review and access the adequacy of the Company's policies and practices on corporate governance, including the corporate governance guidelines of the company and any Board meetings policies, and recommend any proposed changes to the Board for approval.
- b. Review the Company's business practices, particularly as they relate to preserving the good reputation of the Company.
- c. Review the appropriateness of the size of the Board relative to its various responsibilities and make recommendations to the Board as proper or necessary.
- d. Develop appropriate criteria and make recommendations to the Board regarding the independence of Directors and nominees as may be necessary or proper.
- e. Recommend to the Board the number, identity and responsibilities of Board Committees and the Chairman and members of each committee. This shall include advising the Board on Committee appointments and removal from Committees and rotation of Committee members and chairs.
- f. Review the adequacy of the charters adopted by each committee of the Board, and recommended changes as necessary.
- g. Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to serve on board of directors of subsidiaries of the Company.
- h. Evaluate and recommend to the Board any changes or updates to the Board policy on nomination of directors to boards of directors of subsidiaries of the Company.
- i. Periodically review and recommend to the Board the compensation structure for Board or committee services and other applicable Directors related policies, including retirement and indemnification issues.
- j. Periodically assess the effectiveness of the Board of Directors in meeting its responsibilities, representing the long-term interests of stockholders.
- k. Report annually to the Board with an assessment of the Board's performance.
- l. To review management succession plans.

- m. Conduct an annual review of the Corporate Governance Committee's performance and report the results to the Board. Periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- n. Perform any other duties and responsibilities expressly delegated to the Corporate Governance Committee by the Board from time to time.
- o. Receive notification by directors of intention to serve on additional duties outside the board.

### **3. COMPOSITION**

The Corporate Governance Committee shall be comprised of three (3) independent directors. The members are appointed by the Board of Directors.

### **4. MEETINGS**

The Corporate Governance Committee shall meet as circumstances dictate. The Committee may ask members of management or others to attend the meeting and provide pertinent information as required. Quorum will consist of two (2) members.

### **5. OTHER MATTERS**

Until the nominating committee will be formed, Board will remain accountable for the responsibilities and functions of the committee.

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### **STATEMENT OF ETHICS**

#### **1. DEFINITION**

Unethical practice means a situation where a "member of the Board of Directors commits deliberate acts, practices or undertakes certain activities that incur potential harm to the Company or puts him/her in a position of advantage/gain or neglects the Company's interest due to his or her personal interest".

#### **2. POLICY**

The Company's Chairman being fully confident of the loyalty and sense of integrity of each of the member of the Board of Directors, advises that in the interest of good governance, such practices which are in conflict with the Company's interest shall not be practiced by any member of the board, which are more specifically mentioned hereunder: -

- a. Using office work materials and the Company's staff and facilities such as machines, equipment and communication media in pursuit of personal business.
- b. Using official capacity in achieving a financial/other gain or interest outside the company which could not be achieved otherwise.
- c. Participating in conducting a study for granting credit facilities to one of the Company's customers having an interest or tie of kin or extended family up to 2<sup>nd</sup> generation with the member of the board.
- d. Member using his/her influence, authority or contacts in the Company, for granting credit facilities to a customer in conflict with the practiced rules and principles in order to accomplish a financial/other gain for him/her or for anyone of his/her relatives due to tie of kin or relationship up to the 2<sup>nd</sup> generation or to give benefit to any business colleague/associate existing or potential or awarding a contract to them of any form.
- e. Disclosing data or decisions or negotiations being made in the process of taking decisions, to anyone for use in achieving self-interest inside or outside the Company, whether this act has been done with or without payment (in cash or in kind).
- f. Practicing business, other than business of the Company, whether this business is full or part time, with or without payment (in cash or in kind) without prior notification of the same to the Company.

- g. Being a partner in existing/potential business and using his/her influence or authority in the Company to further the interest of such business or indeed the business of personal/professional associates.

**(8)**

**CONFLICT OF INTEREST POLICY**

**1. DEFINITIONS**

- a) Conflict of interest means "a staff member who commits deliberate acts or practices or certain activities that incur potential harm to the Company or puts himself/herself in a position of advantage/gain or being exposed to negligence against the Company's interest versus his/her personal interests.
- b) Connected Person means "employee's spouse, child, blood relation, or member of spouse's family and any company, partnership or family trust (where a member of the family is an executor) in which any of these "persons" may have a direct or indirect interest.
- c) Direct and indirect interest means "any directorship or equity interest (5% or more) in a company, partnership or business undertaking which is held by the employee (direct) or a connected person (indirect)

**2. CONFLICT OF INTEREST**

The situations where conflicts of interest may occur include:

- a) Facilities are granted or contemplated by the Company to a connected person in which the employee has a direct or indirect interest.
- b) Facilities are granted by another organization to an employee or connected person in which the employee has a direct or indirect interest.
- c) Direct or indirect interests of the employee in connected persons, which provide goods or services to the Company.
- d) Gifts to employees by clients of the Company.
- e) Confidential information relating to the clients of the Company which is available to an employee of the Company.

**3. POLICY**

The Management being fully confident of loyalties and sense of integrity of all of their staff, advises that such practices which are in conflict with the Company's interest, shall not be practiced by any staff member, which are more specifically mentioned hereunder: -

- a) Exploiting official working hours in handling and following up their own personal business or any other business irrelevant to the Company.
- b) Using office work materials and the Company's facilities such as machines, equipment and communication media in pursuit of personal business.
- c) Using official capacity in achieving a financial/other gain or interest outside the company which could not be achieved otherwise.
- d) Preferring one supplier to another due to tie of kin or common business linking between the supplier and the concerned employee or one of his/her relatives or extended family up to 2<sup>nd</sup> generation.

- e) Accepting gifts in kind or cash amounts or benefits from suppliers or customers or brokers against service offered to the supplier or customer, whether offered by the employee himself/herself or through another middleman employee.
- f) Participating in conducting a study for granting credit facilities to one of the company's customers having an interest or tie of kin or extended family up to 2<sup>nd</sup> generation with the employee.
- g) Staff using his or her influence, authority or relations in the Company for granting credit facilities to a customer in conflict with the practiced rules and principles in order to accomplish a financial/other gain for him/her or for anyone, of his or her relatives due to tie of kin or relationship up to the 2<sup>nd</sup> generation.
- h) Disclosing data or decisions or negotiations while the process of taking decisions is being made to anyone for use in achieving self-interest inside or outside the Company, whether this act has been done with or without payment (in cash or in kind).
- i) Participating in business, whether this practice is full or part time, with or without payment (i.e., cash or in kind).
- j) Being a partner in business using his or her influence or authority in achieving interest for such business that may incur potential harm to the Company.
- k) Concealing of facts, evidence of such actions or breaches of rules shall expose the employee to disciplinary action or lead the company to termination of service.

#### **4. PROCEDURE**

- a) Each employee is required to complete the declaration in the form copied below.
- b) Notwithstanding the initial declaration made by the employee, the employee is required to inform the company where any changes in his or her circumstances would require an amendment to the declaration or could be considered to be in conflict with the spirit of the company's policy.

#### **ACKNOWLEDGMENT**

I, \_\_\_\_\_ holder of CPR Number \_\_\_\_\_, a staff/doctor employed/working in Al Kindi Hospital BSC Closed have read and fully understood the above stated requirements concerning conflict of interest rules by the Company and confirm to abide by all the rules and regulations of the company including such amendments as may be effected from time to time.

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

**DECLARATION OF CONFLICT OF INTEREST**

I \_\_\_\_\_ confirm that I have read the company's policy of Conflicts of interest and have understood the contents thereof and DECLARE that:

1. I, or any connected person, have not entered into any commitment which could be considered incompatible with my employment with or could impair the reputation of the company.
2. I do not hold any directorship or any appointment in any capacity in any company, business organization or engage in any business enterprise through a connected person other than in the following charities, clubs or associations (state whether in the capacity as a representative of the Company):
  - a. \_\_\_\_\_
  - b. \_\_\_\_\_
  - c. \_\_\_\_\_
3. I am aware of the Company's policy regarding gifts.
4. I or any connected person do not hold any securities issued by clients of the organizations which provide services to the Company other than listed below:
  - a. \_\_\_\_\_
  - b. \_\_\_\_\_
  - c. \_\_\_\_\_
5. I agree to inform the Company in writing of any changes in my circumstances or the circumstances of a connected person which may require an amendment to this declaration and to inform the Company of any interest whether potential or otherwise which could be in conflict with the spirit of the Company's policy.

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

(9)

**CODE OF CONDUCT POLICY**

**1. STATEMENT OF POLICY**

It is a fundamental policy of the Company to conduct its operations with honesty and integrity and in accordance with the highest legal and ethical standards.

The Code of Conduct Policy set forth in this statement provides general guidance. Since it is not possible to provide guidance for all situations that may arise; it is, therefore, the individual employee's responsibility to exercise good judgment to act in a manner that will favorably reflect upon the Company's values.

Employees shall comply with the spirit as well as the letter of this Policy. Employees shall not attempt to achieve indirectly, through the use of agents or other intermediaries, what is forbidden directly.

**2. APPLICABILITY**

The Policy applies to all employees of the Company.

**3. IMPLEMENTATION**

All managers of the Company will be required to ensure that:

- They have personally read and understand the Policies.
- They have taken appropriate steps to bring the Policies to the attention of each employee under their supervision.
- All are under their area of responsibility are in adherence to these policies and know of no violations by employees under their supervision except violations that have been reported.

The internal audit department will determine compliance with the Policies as part of its standard auditing procedures. Compliance with the Policy is essential. Violations will result in disciplinary action, including dismissal where warranted.

**4. QUESTIONABLE OR IMPROPER PAYMENTS OR USE OF THE COMPANY'S ASSETS**

The use of any fund or assets of the company for any unlawful or improper purpose is strictly prohibited.

Employees of the company shall not accept any bribes, kickbacks or any other form of financial or in-kind benefit for taking any action in their role as the Company's employee.

Commercial business entertainment, which is reasonable in nature, frequency and cost, is permitted within approved budget.

**5. BOOKS AND RECORDS OF THE COMPANY**

The company takes very seriously its obligation to comply with the highest standards of financial accounting and reporting. Staff members, in addition to complying with all applicable laws, rules and regulations, to the extent applicable to their duties must:

- Endeavor to ensure full, fair, timely, accurate and understandable disclosure in the Company's filings.
- Record or participate in the recording of entries in the Company's books and records that are accurate to the best of their knowledge.

- Comply with the Company's disclosure controls and procedures and internal controls and procedures for financial reporting; and
- Provide information that is accurate, complete, objective, relevant, timely and understandable.

## **6. PAYMENT OF AMOUNTS DUE TO CUSTOMERS, AGENTS, OR DISTRIBUTORS**

All commission, distributor or agency arrangements must be made in writing, and must provide for services to be performed and must be based on a fee that reflects reasonable and fair value for the services involved.

All payments for commissions, discounts or rebates must be made by check, draft or transfer and shall be fully disclosed in the accounting records maintained by the controller's offices. Proper documentation of contracts and agreements shall be maintained.

## **7. RESPECT FOR ALL INDIVIDUALS**

At the company, we respect the mix of its employees from around the world. Employment decisions are based on factors such as qualification, experience and achievements and always in accordance with the laws and regulations of Kingdom of Bahrain or the laws of any jurisdiction in which the employees operate. Everyone must always behave appropriately and professionally with their colleagues, inside and outside the office.

Abusive or offensive conduct is unacceptable at all levels. The Company has no tolerance for any personal insult or derogatory comments based on racial, ethnic characteristics or religious beliefs.

Offensive remarks concerning a person are not acceptable in our work environment. Threats or acts of violence or physical intimidation are strictly forbidden. The management encourages employees to speak out if a co-worker's conduct makes for an uncomfortable environment or affects daily work.

## **8. CONFLICTS OF INTEREST**

Employees of the company have a full-time responsibility to the Company. A potential or actual conflict of interest occurs whenever an employee is in a position to influence a decision that may result in a personal gain for himself or herself, any other employee or an immediate family member. (For the purposes of this policy "immediate family" means a staff member's spouse, parents, siblings, children and in-laws). An employee may not engage in activities that create a conflict between the interests of the Company and those of the employee. The company may also be concerned about the appearance of a conflict of interest, even if no actual conflict has occurred.

Staff members with responsibility for issuing or approving orders for the purchase of supplies, equipment, or transportation, or for contracts for employment or services for the Company, may not have a significant interest in any supplier of supplies or services for the Company. Neither may staff members' immediate family have such interest. ("Significant interest" means any financial interest that may influence the judgment of the staff member in conducting the work of the Company).

## **9. ACCEPTANCE OF GIFTS**

Except for business and social invitations that are in keeping with good business ethics all Company's staff may not accept commissions, gifts, payments, entertainment, services, loans, or promises of future benefits from any person or entity relating to his or her assignment as directed by the company.

All gifts must be reported to the direct supervisor of such person receiving the gift who will decide on an appropriate disposition of the gift. The report should be in writing and should provide the name of the giver, the name of the recipient, description of the gift item and its estimated market value. A copy of the report should be filed with the CEO and Head of Internal Audit.

This procedure shall be applied so as to minimize its effect on the personal affairs of employees consistent with the protection of the Company's interests.

No employee should place himself in a position that gives rise to even the appearance of a conflict of interest.

## **10. SAFETY, HEALTH AND ENVIRONMENT**

All employees are expected to comply in a responsible way with all care, safety, health and environment and security policies established by the Company for maintaining a safe workplace within the company. Everyone without exception is responsible for reporting immediately to the management any accident, injury or unsafe working condition. The company strongly believes that safety, health and welfare of its employees is a priority and part of its ethical commitment towards them. The protection of environment within which the company operates its important commitment too.

## **11. MISUSE OF COMMUNICATIONS SYSTEMS**

The Company's communication systems, including telephones, mobile phones, peripherals, internet and email systems, are provided to employees for professional purposes to help them do their job. They are not to be used for viewing, receiving or transmitting any material or information which violates the laws, regulations, customs and traditions of the Country or other relevant jurisdictions including, without limitation, "Pornographic", "political", "harmful". This, of course, also applies to any client or vendor communications system to which the employee may be granted access as a representative of the Company. No pirated or counterfeited electronic software is allowed for use at offices of the Company.

While it is understood that there could be need for limited and occasional use of communication systems for personal purposes, employees must be aware that all messages sent and received on their communication systems may be monitored, reviewed, and stored. They should not have any expectation of privacy with respect to these communications.

Employees are responsible for familiarizing themselves with the more detailed policies that are separate from this code, regarding the use of the company's information systems, software, and internet access that are made available in order for them to carry out their tasks and activities.

## **12. CONFIDENTIALITY-DISCLOSURE OF INFORMATION**

Staff members are expected to exercise the utmost discretion in regard to all matters of the Company. They may not communicate any information known to them by reason of their position that has not been made public, except as may be necessary in the course of their duties or by authorization of the Board. Nor shall they at any time use such information for private advantage. These obligations are not modified by participation in any activities described above and do not cease upon separation from the company.

## **13. COMPLIANCE WITH LAWS AND REGULATIONS**

A variety of laws and regulations apply to the Company, the violation of which may carry civil or criminal penalties for the Company and/or the individual. It is the responsibility of each staff member to comply with all such laws and regulations. Staff members are also required to observe the laws and regulations of countries in which they travel on company's business.

## **14. REPORTING A VIOLATION TO THE CODE**

In the event that an employee has been involved in possible violation of the Code, or if he witnesses or learns of a potential violation of the Code, he must report this immediately to his or her manager or MD

who in turn will take appropriate action(s). The employee must also fully and truthfully cooperate in any investigation the Company conducts. Failure to do so could be cause for a disciplinary action, including termination of employment.

### **15. OUTSIDE EMPLOYMENT**

It is the policy of the company to prohibit its employees from accepting a salaried employment with any other company. The employment contracts of the employee specifically document this prohibition and any violation to it will subject the concerned member of staff for strict disciplinary action, including termination of employment.

### **16. EMPLOYMENT / FAVORITISM OF RELATIVES**

The Company does not to ban the employment of relatives. On the other hand, it does not wish to be party to the relations linking work colleagues. However, precautions should be taken to ensure that individuals are not affected or appear to be affected by close personal relations.

The company defines the term "close personal relations" the relatives to the fourth level which includes spouses, children, grandchildren, siblings, parents, grandfathers and grandmothers, aunts, uncles, nephews, nieces and their spouses and any other relations which would affect the employee's ability to take unbiased and independent decisions on the company's behalf.

The Company's employees may not directly oversee or take part in the decisions related to the appointment, retention, promotion or remuneration of any of the other employees who are linked to them through close and strong relationship. In addition, the company's employees who have strong personal relationship may not work in the same department, section or work group without obtaining the explicit and written approval of the Human Resources Department in respect of the suitable work unit and the approval of a senior executive officer in respect of the employee of higher rank in the relationship.

### **ACKNOWLEDGMENT AND DECLARATION**

I acknowledge that I received a copy Code of Business Conduct of Al Kindi Hospital BSC Closed ("the Code"), that I have read the Code and that I understand it. I will comply with the code. If I learn that there has been a violation of the code, I will contact my immediate manager or the Human Resources Department.

Date : \_\_\_\_\_

Employee's Signature : \_\_\_\_\_

Employee's Name : \_\_\_\_\_

(10)

PERFORMANCE EVALUATION SHEETS

PERFORMANCE EVALUATION SHEETS – BOARD MEMBERS	نموذج تقييم الأداء – أعضاء مجلس الإدارة
<p>This performance evaluation sheet is designed to assist the evaluation process and may be customized to meet the requirements of the board and board committees. Where reference is made to the company, the subsidiaries of the company are also included.</p> <p>This sheet is to be completed by the nominating committee on a confidential basis based on the following ratings:</p> <ol style="list-style-type: none"><li>1- Weak</li><li>2- Needs Improvement</li><li>3- Adequate</li><li>4- Consistently good</li><li>5- Strong</li></ol>	<p>تم تصميم نموذج تقييم الأداء هذا لغرض المساعدة في عملية التقييم، وهو نموذج قابل للتعديل لتلبية متطلبات المجلس ولجان المجلس. كما أن الإشارة إلى الشركة تتضمن الإشارة إلى الشركات التابعة للشركة.</p> <p>تتم تعبئة هذا النموذج على أساس خاص وسري بواسطة لجنة الترشيحات بالشركة وفقاً للتقييمات التالية:</p> <ol style="list-style-type: none"><li>1- ضعيف</li><li>2- يحتاج إلى تحسين</li><li>3- ملائم</li><li>4- جيد</li><li>5- قوي</li></ol>

Individual Directors (Self or Peer Evaluation)		Rating التقييم					أعضاء المجلس كأفراد (التقييم الذاتي أو التقييم من قبل الأقران)	
Contribution to Interaction		1	2	3	4	5	المشاركة والتفاعل	
1.	Shares information or insights						1.	يشارك بالمعلومات أو الأفكار.
2.	Regular and timely attendance of board meetings						2.	يحضر اجتماعات مجلس الإدارة بانتظام وفي الوقت المحدد.
3.	Participates actively in board activities, work constructively with peers						3.	يشارك بنشاط في أنشطة مجلس الإدارة، ويعمل بشكل بناء مع زملائه في المجلس.
4.	Takes strong constructive stands at board or committee meetings, where necessary						4.	يتخذ مواقف بناءة وفعالة في اجتماعات مجلس الإدارة أو اللجان، عند الحاجة إلى ذلك.
5.	Encourages feedback from board						5.	يتقبل ردود فعل وإبداء ملاحظات مجلس الإدارة.
6.	Encourages meetings to focus on agenda						6.	يساهم بفعالية الاجتماعات ومناقشات جدول الأعمال.
7.	Confronts conflicts and participates in finding a resolution						7.	يساهم بشكل فعال في التصدي للخلافات وإيجاد الحلول.
8.	Provides logical honest options on issues presented						8.	يقدم رأيه بصدق في القضايا المطروحة.
9.	Provides unique insight to issues presented – has skills						9.	يقدم آراء متميزة في القضايا المطروحة ولديه المهارات.
10.	Prioritizes context of issues to be in line with objectives						10.	قادر على ترتيب الأولويات والتركيز على تحقيق الأهداف.
11.	Motivates others to get things done, is decisive and action-oriented						11.	يحفز الآخرين من أجل تحقيق الانجازات.
12.	Provides realism and practical advice to board deliberations						12.	يقدم المشورة البناءة في مناقشات ومداولات المجلس.
13.	Applies analytical and conceptual skills to the decision-making process						13.	يمتلك مهارات تحليلية تساهم في عملية صنع القرار.
14.	Communicates persuasively in a clear and non-confrontational manner						14.	يتجنب الاصطدام بالآخرين.

15.	Adds value to board meetings-attends meetings well prepared					يساهم بإضافات جديدة في إجتماعات مجلس الإدارة ويحضر الاجتماعات ويعد لها إعداداً جيداً.	.15
16.	Takes initiative to request for more information					يبادر في طلب المعلومات لاكتساب المعرفة.	.16
17.	Ensures that individual contribution irrelevant-up to date with developments					يحفز الأعضاء على المشاركة بفعالية في المواضيع المطروحة.	.17
18.	Focuses on accomplishing the objectives					يركز على تحقيق الأهداف.	.18
19.	Assesses and links short-term issues to the long term strategy					يعمل على ربط الأهداف باستراتيجيات الشركة.	.19
20.	Ensures performance of financial and human capital, keeping in mind the strategic plan when making investment decisions					يعمل على الاستغلال الأمثل للموارد البشرية والمالية لتخطيط الخطط الإستراتيجية للشركة.	.20
21.	Chairman is able to lead the board effectively – encouraging contribution from all members					رئيس المجلس قادر على قيادة المجلس بشكل فعال ويشجع على مشاركة جميع الأعضاء.	.21
22.	Chairman and CEO have a good working relationship					علاقة العمل بين رئيس مجلس الإدارة والرئيس التنفيذي جيدة.	.22
23.	Chairman and CEO understand the irrespctive roles					يعي كل من رئيس مجلس الإدارة والرئيس التنفيذي المهام الموكلة له.	.23

<b>PERFORMANCE EVALUATION SHEETS –BOARD COMMITTEES</b>	<b>نموذج تقييم أداء - لجان مجلس الإدارة</b>
<p>This performance evaluation sheet is designed to assist the evaluation process and may be customized to meet the requirements of the board and board committees. Where reference is made to the company, the subsidiaries of the company are also included.</p> <p>This sheet is to be completed by the nominating committee on a confidential basis based on the following ratings</p> <p>1- Weak 2- Needs Improvement 3- Adequate 4- Consistently good 5- Strong</p>	<p>تم تصميم نموذج تقييم الأداء هذا لغرض المساعدة في عملية التقييم، وهو نموذج قابل للتعديل لتلبية متطلبات المجلس ولجان المجلس. كما أن الإشارة إلى الشركة تتضمن الإشارة إلى الشركات التابعة للشركة.</p> <p>تتم تعبئة هذا النموذج على أساس خاص وسري بواسطة لجنة الترشيحات بالشركة وفقاً للتقييمات التالية:</p> <p>1- ضعيف 2- يحتاج إلى تحسين 3- ملائم 4- جيد 5- قوي</p>

Evaluation of Board Committees		Rating التقييم					تقييم لجان مجلس الإدارة
		1	2	3	4	5	
1.	Does each committee have the right composition? I) Auditing committee II) Nomination committee III) Remuneration committee						1. هل تتمتع كل لجنة بتركيبه من الأعضاء المستقلين وغير التنفيذيين؟  -1 لجنة التدقيق -2 لجنة الترشيح -3 لجنة المكافآت
2.	Is the committee providing useful recommendations in assisting the board for better decision-making, and does it consequently make board meetings more efficient and effective? I) Auditing committee II) Nomination committee III) Remuneration committee						2. هل تقوم اللجنة بتقديم توصيات تساعد مجلس الإدارة في عملية صنع القرار لجعل اجتماعات المجلس أكثر كفاءة وفاعلية؟  -1 لجنة التدقيق -2 لجنة الترشيح -3 لجنة المكافآت
3.	Do the members of the committees have sufficient, recent and relevant expertise in fulfilling their roles?						3. هل يتمتع أعضاء اللجان بالخبرات التي تساعد على أداء دورهم بشكل فعال؟
	I) Audit committee: Director A _____ Director B _____ Director C _____						4. (1) لجنة التدقيق:  العضو الأول: _____ العضو الثاني: _____ العضو الثالث: _____
5.	II) Nomination committee: Director A _____						5. (2) لجنة الترشيح:  العضو الأول: _____ العضو الثاني: _____ العضو الثالث: _____

	Director B _____ Director C _____						
6.	III) Remuneration committee: Director A _____ Director B _____ Director C _____					6. (3) لجنة المكافآت:  العضو الأول: _____ العضو الثاني: _____ العضو الثالث: _____	
7.	Are committee chairs properly discharging their responsibilities, deploying resources and expertise, and providing appropriate reporting and recommendations to the board? I) Auditing committee II) Nomination committee III) Remuneration committee					7. هل يقوم رؤساء اللجان بأداء مسؤولياتهم بشكل فعال؟ وهل يقومون بالاستخدام الأمثل للموارد والخبرات، وتقديم التقارير والتوصيات المناسبة إلى مجلس الإدارة؟ 1- لجنة التدقيق 2- لجنة الترشيح 3- لجنة المكافآت	
8.	Whether the appointment of board and committee chairman based on appropriate criteria? Are we properly considering the responsibilities of the position, including the ability, experience and expected performance of the candidate? I) Auditing committee II) Nomination committee III) Remuneration committee					8. هل تم تعيين رئيس مجلس الإدارة ورؤساء اللجان وفقاً للمعايير المناسبة؟ هل تم الأخذ بالاعتبار مسؤوليات المنصب وقدرة وخبرة المرشح والأداء المتوقع منه؟ 1- لجنة التدقيق 2- لجنة الترشيح 3- لجنة المكافآت	
9.	Is the quality of the board committee's					9. هل يتم تقييم جودة عملية الاتصال بين اللجان والمجلس بشكل منتظم؟	

	<p>communications to the board assessed regularly?</p> <p>I) Auditing committee</p> <p>II) Nomination committee</p> <p>III) Remuneration committee</p>						<p>1-لجنة التدقيق</p> <p>2-لجنة الترشيح</p> <p>3-لجنة المكافآت</p>	
10.	<p>Is there an assessment by the board of the quality of the minutes of the board committee's meetings?</p> <p>I) Auditing committee</p> <p>II) Nomination committee</p> <p>III) Remuneration committee</p>						<p>هل يقيم مجلس الإدارة جودة محاضر اجتماع اللجان؟</p> <p>1- لجنة التدقيق</p> <p>2- لجنة الترشيح</p> <p>3- لجنة المكافآت</p>	.10
11.	<p>Is the board well informed on a sufficiently timely basis regarding the committee's deliberations?</p> <p>I) Auditing committee</p> <p>II) Nomination committee</p> <p>III) Remuneration committee</p>						<p>هل يتم إبلاغ مجلس الإدارة في الوقت المناسب بمداومات ونقاشات اللجان؟</p> <p>1-لجنة التدقيق</p> <p>2-لجنة الترشيح</p> <p>3-لجنة المكافآت</p>	.11

تقييم مجلس الإدارة

The Board

A. Board Structure		Rating التقييم					أ- هيكل مجلس الإدارة
		1	2	3	4	5	
1.	Does the board have the appropriate composition (i.e. size) and committees corresponding to its oversight duties and the development of the company's strategy?						1. هل تعتبر تشكيلة مجلس الإدارة مناسبة (من حيث الحجم)؟ وهل تتناسب المهام الإشرافية للجان مع استراتيجية الشركة؟
2.	Does it have the right mix of skills and experience to optimize performance?						2. هل يوجد لدى المجلس المزيج المناسب من الخبرات والمهارات اللازمة لتحسين الأداء؟
3.	Are roles and responsibilities of the board and individual directors clearly defined in the board charter?						3. هل أدوار ومسؤوليات مجلس الإدارة وأعضاء مجلس الإدارة محددة بوضوح في اللائحة الداخلية لمجلس الإدارة؟
4.	Are matters reserved for the board clearly defined?						4. هل يوجد تحديد واضح لمسؤوليات مجلس الإدارة؟
5.	Does the board work constructively as a team through collegial, productive working relationships that foster trust and respect?						5. هل يعمل المجلس كفريق واحد بشكل بناء من خلال تعزيز سياسات العمل الجماعي والثقة والاحترام؟
6.	Do the board discussions enhance the quality of management decision-making? Does the board engage constructively with management to stimulate performance?						6. هل تعتبر المناقشات في المجلس إيجابية عملية صنع القرار؟ هل يعمل المجلس بشكل بناء مع الإدارة التنفيذية لتحفيز أدائها؟
7.	Is the company's orientation program effective in supplying useful information to new directors about the board and company?						7. هل يعتبر البرنامج التعريفي للأعضاء الجدد فعالاً في تقديم المعلومات عن مجلس الإدارة والشركة؟
8.	Is the board given continuing programs to keep all directors up to						8. هل يتم تقديم برامج تدريبية بشكل مستمر لمجلس الإدارة لجعل جميع أعضاء

	date with the latest developments in the market industry and regulatory environment?					المجلس على علم لمواكبة التطورات الخاصة بالسوق والمتطلبات الرقابية؟	
9.	Whether the board consists of a good balance of independent directors?					هل يوجد عدد مناسب من الأعضاء المستقلين بمجلس الإدارة؟	9.
10.	Have potential areas of conflicts that may impair independence of the directors been resolved?					هل تم حل جميع حالات تضارب المصالح المحتملة التي قد تؤثر على استقلالية الأعضاء؟	10.

B. Board Operations		Rating التقييم					ب-عمليات مجلس الإدارة	
		1	2	3	4	5		
1.	Are board meetings held with appropriate frequency?						هل يتم عقد اجتماعات مجلس الإدارة بشكل منتظم مناسب؟	1.
2.	Is information on the agenda items provided well in advance of board meetings, with sufficient time for preparation?						هل يتم توفير المعلومات الكافية وبشكل مسبق عن بنود جدول الأعمال؟ وهل يتم توفيرها في وقت مبكر قبل اجتماعات مجلس الإدارة بما يكفي من الوقت للإعداد لها؟	2.
3.	Is financial information adequately provided prior to board meetings?						هل يتم تقديم المعلومات المالية اللازمة قبل اجتماعات مجلس الإدارة؟	3.
4.	Is information on subject matter adequately and sufficiently supplied for good decision-making, i.e. is the information presented in a concise manner and risk areas with relevant details for further analysis, allowing directors to understand and evaluate agenda items of the board meetings and to take effective decisions?						هل تعتبر المعلومات التي يتم توفيرها عن موضوع هام أو خطير كافية لتمكين العضو من اتخاذ القرار السليم؟ بمعنى، أن تكون المعلومات المقدمة موجزة، وتسلط الضوء على القضايا الرئيسية ومناطق المخاطر بما يمكن أعضاء مجلس الإدارة من فهم وتقييم بنود جدول أعمال اجتماعات المجلس واتخاذ قرارات فعالة بشأنها.	4.
5.	Is there adequate time allocated between board discussions and						هل الوقت المخصص لمناقشات المجلس والعروض التقديمية للإدارة التنفيذية كافي؟	5.

	management presentations?						
6.	Are board meetings carried out in an open communication environment with meaningful participation and timely and constructive resolution of issues?					هل تتم اجتماعات مجلس الإدارة في بيئة صحية تمكنهم من التواصل المفتوح والمشاركة الفعالة في اتخاذ القرارات في الوقت المناسب؟	.6
7.	Do directors have sufficient access to management or the board chairman?					هل لدى أعضاء المجلس إمكانية الوصول أو التواصل مع الإدارة التنفيذية ورئيس مجلس الإدارة؟	.7

C. Board's Roles and Responsibilities		Rating التقييم					ج- دور ومسؤوليات مجلس الإدارة
		1	2	3	4	5	
1.	Do you feel that the board understands its role, authority, and priorities?						.1 هل تعتقد بأن المجلس يفهم دوره وسلطاته وأولوياته؟
2.	Does the board understand the company's values, mission, and strategic and business plans to handle on key issues regarding the company?						.2 هل مجلس الإدارة على علم تام بقيم الشركة، ورسالتها واستراتيجيتها وخطط عملها بحيث يمكنه معالجته القضايا الرئيسية للشركة؟
3.	How effective is the board in setting and reviewing the company's strategic plan?						.3 ما مدى فعالية المجلس في وضع ومراجعة الخطة الاستراتيجية للشركة؟
4.	Has the board identified the key performance indicators, to monitor executive and senior management's performance?						.4 هل قام المجلس بتحديد مؤشرات الأداء تمكنه من قياس أداء الإدارة الرئيسية التنفيذية والمسؤولين فيها؟
5.	Has the board adequately identified and managed risks that could have a significant impact on the company?						.5 هل يقوم المجلس برصد وإدارة المخاطر التي تؤثر على أعمال الشركة؟

6.	Has the board established a succession plan that considers the appointment, training and fixing of the CEO's and senior management's remuneration?					هل قام المجلس بوضع خطة إحلل لكبار المسؤولين في الشركة، والتي تشمل تعيين وتدريب الخلف للرئيس التنفيذي للشركة أو كبار موظفي الإدارة التنفيذية؟	.6
7.	Has the board considered its role in protecting shareholders' interests?					هل قام المجلس بمراعاة دوره في المحافظة على مصالح المساهمين؟	.7
8.	How would you rate the board's deliberation of the company's investor relations program?					كيف تقيم برنامج مجلس الإدارة للخاص لعلاقات الشركة مع المستثمرين؟	.8
9.	Has the board reviewed the company's system of internal control and considered its adequacy and integrity?					هل قام مجلس الإدارة بمراجعة نظام الرقابة الداخلية في الشركة والنظر في مدى ملائمتة وسلامته؟	.9

D. Board Chairman's Roles and Responsibilities		Rating التقييم					د- دور ومسؤوليات رئيس مجلس الإدارة
		1	2	3	4	5	
1.	Is the chairman building healthy boardroom dynamics and dealing effectively with dissent and working constructively towards consensus?						.1 هل يعمل رئيس مجلس الإدارة على خلق بيئة للنقد والإدلاء بالأراء داخل مجلس الإدارة؟ هل يعمل رئيس مجلس الإدارة على تشجيع التباين في وجهات النظر حتى الوصول إلى توافق؟
2.	Does the chairman oversee an effective decision-making process?						.2 هل يشرف رئيس مجلس الإدارة على عملية فعالة لصنع القرار؟
3.	Does the chairman aim to ensure the board's workload is properly managed and, where appropriate, allocated to delegated committees with specific terms of reference approved by the board?						.3 هل يسعى رئيس مجلس الإدارة إلى ضمان إدارة حجم العمل في داخل مجلس الإدارة بشكل سليم؟ هل تأكد رئيس مجلس الإدارة من الحصول على الموافقة المسبقة من قبل المجلس على تفويض المهام والمسؤوليات لبعض اللجان؟