



AL KHALEEJ INVESTMENT P.J.S.C

Governance Report

2023



الخليفة الإستثمارية ش.م.ع
AL KHALEEJ INVESTMENT PJSC

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Sheikh Zayed Bin Sultan Al Nahyan



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His Highness Sheikh Mohammed bin Zayed Al Nahyan
President of the United Arab Emirates



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His

Highness Sheikh Saud bin Saqr Al Qasimi
Member of the Supreme Council of the Federation
Ras Al Khaimah Governor

Company History

The Gulf Investment Company, formerly known as the Gulf Livestock Company, is a public equity company with a Completed three minds. Founded in 1982 in the Emirate of Ras Al Khaimah, United Arab Emirates to meet domestic and international demand in livestock and dairy trade, the company received approval from the Securities and Goods Commission in 2007, where the company was characterized by market and field operation and evolved over time to adapt to the change in market forces and rapid thinking by the Board of Directors under the leadership of the Chairman of the Board, which it refined its investment approach and expanded its real estate models and diversified. The company has increased its assets on the real estate market over the years and was listed on the Abu Dhabi Stock Exchange in the year 2009.

The company changed its business name in 2014 to Gulf Investment PJSC Today, the company has a new approach to all of its investments, establishing a new basis for the scout. It is committed to providing transparency to all its shareholders with a view to increasing returns on diversified investment achieved.

Our Goals

- To achieve the satisfaction of investors and customers by meeting their requirements, exceeding their expectations and interacting positively with them.
- Doing and developing our businesses in accordance with the highest ethical and professional standards.
- Provision of high quality and valuable services.
- Being our clients' favorite partner.
- Building productive, long - term relationships with our clients based on our values.
- Community support.
- Develop the skills and capabilities of our task force and bring them to the highest levels of excellence and innovation.

Intro

Gulf Investment - Public Equity Corporation secures the importance of implementing the decision of the Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide, the company applies best governance practices derived from the values and rationality of the company, reflecting the extent to which the board and executive management adhere to government controls and their importance in terms of securing accountability and culture, thereby enhancing confidence in the market and entering new investors, thereby maximizing the profitability of shareholders.

The company is working to establish and develop transparency, safety, integrity and internal control practices and to promote business ethics in order to achieve corporate governance objectives. The company recognizes that the best practice of corporate governance depends on ongoing follow-up of governance developments at the local and regional levels. and the replication of corporate commitment to governance requirements and the pursuit of best governance



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standards. It consists of a set of controls and rules that ensure institutional discipline in the company's relations and management. The framework follows international standards by identifying the responsibilities and duties of the company's board and executive management. It also takes into account the protection of shareholders' and stakeholders' rights.

First: A statement of the measures taken to complete the company's governance system.

The Gulf Investment Board emphasizes the continuity and importance of compliance with the Chairman of Authority's Board of Directors' Decision no. (3/ Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide, to improve disclosure and transparency requirements and to achieve good governance through transparency, fairness, financial control, clear limits of responsibility and accountability of corporate management, creating a fertile investment environment that attracts and motivates investors, all of which the company considers to be a success factor for the company and its governance system.

Because of the importance of the governance system, the Company is keen to complete the requirements established by the Chairman of Authority's Board of Directors' Decision no. (3/ Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide and Supply of the Securities and Tuberculosis Authority.

In this regard, the company has taken a number of key actions towards strengthening the corporate governance system and practices, which include:

1) Implementing regulations on corporate governance:

Establishment of executive regulations for corporate governance consisting of key matters relating to the Board of Directors and its committees, labour conduct controls, internal control and its policies and procedures, risk management and external scrutiny.

2) Guidelines for meetings of the Governing Council and its committees:

The guidelines for Governing Council meetings and the committees issued by the Governing Council have been established with the aim of organizing the decision-making process at the meeting in order to make it appear orderly and effective.

The company has also established a framework for activating corporate governance and achieving the purpose of its existence, which includes:

- Commitment policy derived from company values.
- Gulf Investment Company Professional Conduct Rules.
- Policies and actions to implement strategic plans.
- Limit the period of prohibition on the treatment of securities insiders.

Second: Transactions of board members, spouses and sons in securities.

Members of the Board of Directors and employees are subject to the provisions of article 14 of the SEC Regulation on Trading, Clearing, Settlements, Transfer of



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Title and Preservation of Securities. The transactions of board members and employees in securities issued by al khaleej investment are governed by several procedures and rules:

- Continuous compliance with the laws and regulations of the supervisory authorities of the Authority and the market.
- The obligation not to disclose material information affecting the share price in the financial market except by the competent administration.
- The obligation to engage in professional conduct and not to harm the share price through speculation, which has a negative impact on circulation.
- Avoid engaging in any action or behavior aimed at manipulating prices or fabricating an increase in trading volume
- Or any act of intent to mislead market dealers.
- Avoid trafficking or recommend trafficking to others based on internal information that may affect the trading price.

The following table shows a statement of ownership of the company's securities by board members, spouses and sons:

| # | Name | Position/Relationship Shares | Shares owned as in 31/12/2023 | Total sale | Total procurement |
|---|---|---------------------------------|-------------------------------------|---------------|----------------------|
| 1 | Abdulaziz Abdulla Salem Alzaabi | Chairman | 13,860 | -- | -- |
| 2 | Sultan Ahmad Khalfan Alghaith Almarri | Vice Chairman | 315 | 201,380 | -- |
| 3 | Raman Garg | Independent | -- | -- | -- |
| 4 | Mohamed Hassan Al Shamsi Al Awadi | Independent | 295,000 | 74,783 | 121,282 |
| 5 | Abdulrahman Jasem Obaid Salem Alabdouli | Managing Director | 10,500 | -- | -- |
| 6 | Abdullatif Abdullah Rashid Al-Zair | Independent | -- | -- | -- |
| 7 | Haytham Ahmed Essa Ahmed Al Naeem | Independent | 10,500 | -- | -- |

Third: Composition of the Board of Directors:

The Board of Directors is the highest authority it manages within the management structure, making it the highest decision-making authority and their primary responsibility being to maximize and ensure an appropriate return on shareholders' investments in the company and to preserve their rights as well as to approve strategic plans, financial statements and budgets, investments, supervision and management of the financial situation and other matters.



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1.3. Statement of composition of the members of the Governing Council:

The statute of the company provides that the company shall be administered by a board of directors elected by the General Assembly of the company by vote in accordance with the laws of the Securities and Goods Commission and the relevant laws, and that the term of office of the board of directors shall be three years.

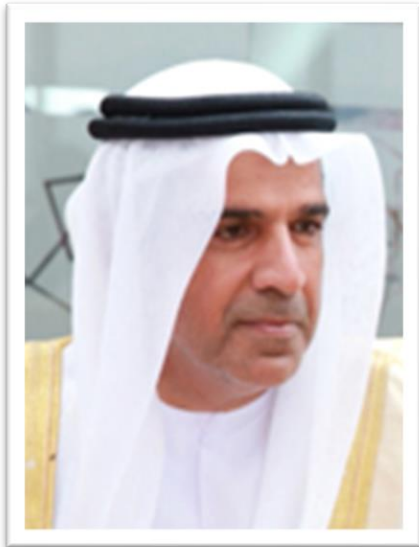
The board of directors of the company consists of seven members who were elected at the meeting of the ordinary general assembly of the company on 15 April 2021 for a three-year term.

1.1.3 Constitute a Board of Directors and indicate the period of time they have spent on the Board:

A seven-member Board of Directors manages the Gulf Investment Company.

Abdulaziz Abdulla Salem Alzaabi

Chairman- Non-Executive



Mr. Abdul Aziz is Board member of Al khaleej Investment since 2012 and holding the position of BOD's Chairman since then. Mr. Abdul Aziz work experience covers over 30 years of in various sectors such as business management, banking sector and real estate business and former second vice president of the Federal National Council. Besides being a member of Al Khaleej Investment Board of Directors, Mr. Abdul Aziz is presently, the Chairman of RAK properties PJSC, Board directors member of JULFAR(, Chairman of the Board of Directors of Ras AlKhaimah Charity Association. Mr. Abdul Aziz received his Bachelors in Business Administration (Global Business) from San Jose University in California, USA.



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Sultan Ahmad Khalfan Alghaith Almarri

Vice Chairman- Independent



Member of the Board of Directors since. Prior to this he was a former Board member of various companies and banks such as Emirates and Sudan bank, Dubai Islamic bank, ALMASRAF bank, EMAAR, DEYAAR, Al BURJ Real Estate, and ALBUSTAN hotels. Mr. Sultan holds a Bachelor degree in Accounting and Business Management since 1986.

Abdulrahman Jasem Obaid Salem Alabdouli

Managing Director



Board member since 2012, and holding position of Managing Director since that time. His work experience of over 30 years in the Emirates was working as Salas and Business Development Director in Etisalat. Besides being a member of Al Khaleej Investment Board of Directors he is presently the owner and CEO for a private contracting company. received his Bachelors on in Technology and Computer Science , from Seattle Pacific University, Washington 1985.

Raman Garg

Board Member- Independent



Member of the Board of Directors since 2022, Chairman of the Company's Executive Committee. He has rich experience in strategic finance and business transformation, more than three decades. a board member of Gulf Pharmaceutical Industries Company. He is also the Chief Financial Officer of Al Hamra Group and General Manager of Ras Al Khaimah Poultry & Feed Company. Certified Chartered Accountant from The Institute of Chartered Accountants of India, a Company Secretary from the Institute of Company Secretaries of India and a Cost Accountant from Costs and Works Accountant of India. He also holds a Bachelor's degree in Commerce from St. Xavier's College in Kolkata, India.

Abdullatif Abdullah Rashid Al-Zair

Board Member- Independent



Board member since March 2018. He has more than 20 years of professional experience in the legal and business management sector and has been a certified arbitrator and conciliator at the Chamber of Commerce and Industry since 2015 in Kuwait. former member of the Board of Directors of the Engineering Cement Company. holds a Bachelor of Laws degree in 2004 from Kuwait University.



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Haytham Ahmed Essa Ahmed Al Naeem
Board Member- Non-Executive

Board member since 2012. He is certified as an Auditor at the Courts Department, and the Ministry of Economy in Ras Al Khaimah. and he currently serves as Vice Chairman of Ras Al Khaimah Trade Center, Al Naeem Mall and Al Naeem City Center in Ras Al Khaimah. Mr. Haytham holds a Bachelor's degree in Accounting since 2000 from Emirates University - Al Ain.



Mohamed Hassan Al Shamsi Al Awadi
Board Member- Independent

Board member since March 2018. His work experience covers over 30 years of professional experience in various sectors including agriculture and livestock. He is also a Board member of the Ras Al Khaimah Poultry Company and a former member of the Board of Directors of the Ras Al Khaimah Cooperative Society and served as the Chairman of the Board of Directors holds a Bachelor degree in Agricultural Sciences in 1980 from the University of Riyadh - Saudi Arabia.

3.2 Statement of the proportion of female representation on the Board of Directors for 2023:

There is no representation of the female component on the Board of Directors.

3.3 statements due to the fact that no female component has been nominated to the Board of Directors:

A woman has been nominated for a position on the board of directors of the company and the competent authorities have not been approved.

3.4 Statement determining the remuneration of members of the Board of Directors and allowances for attendance at meetings of the Board of Directors and its committees:

The remuneration of the members of the Board of Directors shall be determined on the basis of the provisions of the article Decision no. (3/ Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide and Supply of the Securities and Tuberculosis Authority, based on the Provisions of Article (171) Federal Decree Law No. (32) of 2021 on Commercial Companies, whereby the remuneration of board members consists of a percentage of the net profit. The company may also pay additional expenses or fees or a monthly salary to



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the extent determined by the board of directors to any of its members if the member serves on any committee, makes special efforts or does additional work to serve the company above its duties as a member of the corporate board, it consists of the Company's Statute shall state the method for calculating the remuneration of the Board Members provided that it does not exceed (10%) of the net profits of the fiscal year after deducting all the depreciations and reserves. Or subject to the regulations issued by the Authority in this regard, a Board Member may be paid a lump sum fee not exceeding (200,000) two hundred thousand dirhams at the end of the fiscal year, whenever the Company's Statute permits so, and subject to the general assembly's approval of payment of these fees, in the following cases:

a- The Company's failure to achieve profits.

b- If the Company makes profits and the Board Member's share in those profits is less than (200,000) two hundred thousand dirhams, and in this case the remuneration and fees may not be combined. Pursuant to this statement, the remuneration of the members of the Board of Directors shall be determined by a proposal or recommendation of the Board of Directors and shall be submitted to the Regular General Assembly of the Company for the approval of the shareholders, in accordance with the provisions of the above-mentioned articles and laws, concerning the remuneration of the Board of Directors.

For the proposed equivalent of the fiscal year ended December 31, 2023 for the members of the Board of Directors, it will be determined in the next General Assembly.

After being approved by the General Assembly on March 01, 2023, members of the Board of Directors were paid AED 1,056,670, which was distributed as follows:

| # | Name | Amount |
|---|------------------------------------|---------|
| 1 | Abdulaziz Abdulla Salem Alzaabi | 200,000 |
| 2 | Sultan Ahmad Khalfan Almarri | 197,693 |
| 3 | Abdulrahman Jasem Obaid Alabdouli | 131,795 |
| 4 | Raman Garg | 131,795 |
| 5 | Abdullatif Abdullah Rashid Al-Zair | 131,795 |
| 6 | Haytham Ahmed Essa Al Naeem | 131,795 |
| 7 | Mohamed Hassan Al Shamsi Al Awadi | 131,795 |

As for the attendance allowance of the Chairman and members of the Board of Directors for the meetings of the Board of Directors, no amount has been paid to the members of the Board of Directors in 2023.



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The following table shows the allowance for the attendance of the chairman or members of committees of the Board of Directors:

| # | Name | Allowances for attendance at meetings of the Committees of the Council | | |
|----|---|--|-------|---|
| | | Number of meetings | Value | Name of the Committee |
| 1 | Abdullatif Abdullah Rashid Al-Zair | 4 | 5,000 | Audit Committee |
| 2 | Sultan Ahmad Khalfan Alghaith Almarri | 4 | 5,000 | Audit Committee |
| 3 | Haytham Ahmed Essa Ahmed Al Naeem | 4 | 5,000 | Audit Committee |
| 4 | Mohamed Hassan Al Shamsi Al Awadi | 1 | 5,000 | Committee on Nominations and Remuneration |
| 5 | Abdullatif Abdullah Rashid Al-Zair | 1 | 5,000 | Committee on Nominations and Remuneration |
| 6 | Haytham Ahmed Essa Ahmed Al Naeem | 1 | 5,000 | Committee on Nominations and Remuneration |
| 7 | Sultan Ahmad Khalfan Alghaith Almarri | 4 | 5,000 | Executive Committee |
| 8 | Abdulrahman Jasem Obaid Salem Alabdouli | 4 | 5,000 | Executive Committee |
| 9 | Mohamed Hassan Al Shamsi Al Awadi | 4 | 5,000 | Executive Committee |
| 10 | Raman Garg | 4 | 5,000 | Executive Committee |

The amount of AED 38,745 was disbursed to Mr. Abdullatif Abdullah Rashid Al-Zer for travel and accommodation allowances.

3.5 Number of meetings of the Board of Directors:

The following table shows the number of personal attendance of members of the Board of Directors at meetings with dates:



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| | Name | Meeting No. 1 of 06/02/2023 | Meeting No. 2 of 05/05/2023 | Meeting No. 3 of 03/08/2023 | Meeting No. 4 of 09/11/2023 |
|---|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 1 | Abdulaziz Abdulla Salem Alzaabi | ✓ | ✓ | ✓ | ✓ |
| 2 | Sultan Ahmad Khalfan Almarri | ✓ | ✓ | ✓ | ✓ |
| 3 | Abdulrahman Jasem Obaid Alabdouli | ✓ | ✓ | ✓ | ✓ |
| 4 | Raman Garg | ✓ | ✓ | ✓ | ✓ |
| 5 | Abdullatif Abdullah Rashid Al-Zair | ✓ | ✓ | ✓ | ✓ |
| 6 | Haytham Ahmed Essa Al Naeem | ✓ | ✓ | ✓ | ✓ |
| 7 | Mohamed Hassan Al Shamsi Al Awadi | ✓ | ✓ | ✓ | -- |

On December 25, 2023, Mr. Raman Garg resigned from the Board of Directors.

3.6 Decisions to pass within a year.

No decision has been passed. During fiscal year 2023.

3.7 The functions and terms of reference of the Board of Directors performed by a member upon the authorization of the Board of Directors:

On the basis of the powers vested in the Board of Directors to manage the company and in accordance with the statutes of the company and the Federal Decree Law No. (32) of 2021 on Commercial Companies, the Board of Directors has been granted the following:

| | Name | Valid Authorization | Duration of authorization |
|---|-----------------------------------|--|---------------------------|
| 1 | Abdulaziz Abdulla Salem Alzaabi | equity transactions or instruments or securities. | 2024/03/31 |
| 2 | Sultan Ahmad Khalfan Almarri | equity transactions or instruments or securities. | 2024/03/31 |
| 3 | Abdulrahman Jasem Obaid Alabdouli | Company representation at third parties and in all government, judicial and banking services | 2024/03/31 |

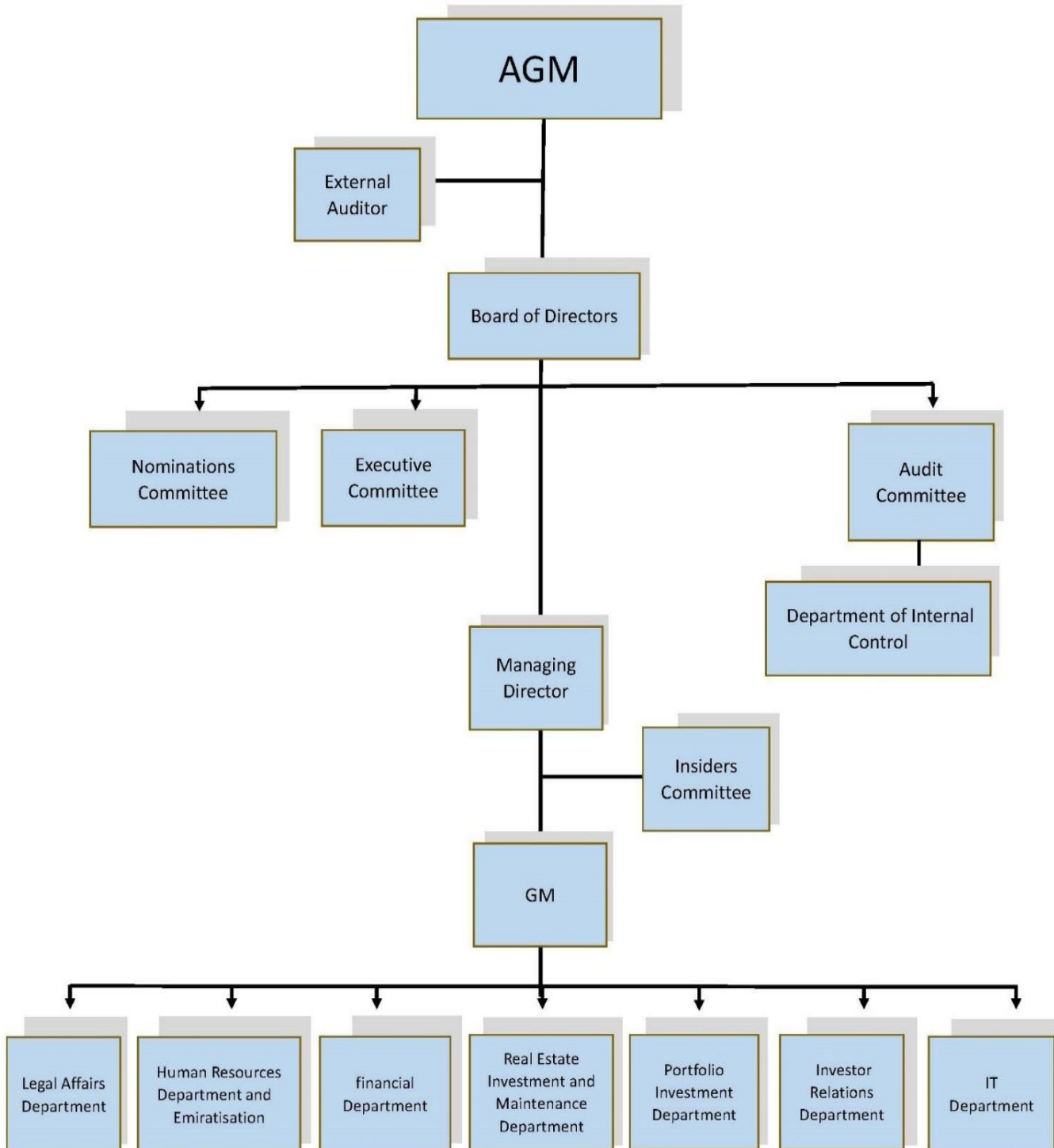
3.8 Dealings of relevant parties (stakeholders):

| | Statement of the relevant Party | Relationship | Type of the transaction | Value of the transaction |
|---|-----------------------------------|----------------------------------|------------------------------|--------------------------|
| 1 | Mohamed Hassan Al Shamsi Al Awadi | Member of the Board of Directors | Rental of a commercial store | 40,000.00 |



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3.9 Company's full organizational structure:





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3.10 Breakdown of the company's Chief Executive Officer:

| | Position | Joining Date | Total salaries for 2023 | Total bonuses paid for 2022 |
|---|--|--------------|-------------------------|-----------------------------|
| 2 | Acting Legal Affairs | 20/09/2020 | 27,000 | - |
| 3 | Human Resources Management and Emiratisation | 20/09/2020 | 180,000 | 18,000 |
| 4 | Financial Manager | 19/04/2023 | 129,000 | - |
| 5 | Real estate investment and maintenance | 19/01/2013 | 180,000 | 18,000 |
| 6 | Portfolio Investment Manager | 3/06/2018 | 192,000 | 19,200 |
| 7 | Internal Audit Department | 26/10/2021 | 180,000 | 18,000 |
| 8 | IT Manager | 12/09/2009 | 127,575 | 12,600 |
| 9 | Investor Relations Department | 24/11/2012 | 130,625 | 11,400 |

- **No staff bonus has been approved for 2023 to date.**

Fourth: External auditor:

4.1 Profile of the company's external auditor - Crow Mac:

Crow Mac is a member of Crow Global, where Crow Global ranks eighth in the world's largest accounting network, and has more than 200 accounting and consulting firms in more than 130 countries where each member is independent and separate.

A leading company in auditing, taxation, consulting and risk with a national presence to complement our international deployment.

- This is the second year of the external auditor.

4.2 Statement of fees and costs for the audit or services provided by the external auditor:

At its meeting of 01/03/2023, the General Assembly re-appointed Mr. Crow Mac and set their annual professional fees at 125,000.00 dirhams to perform the company's audit functions for 2023 years.

Their services included all professional services related to the audit of the four (interim) as well as annual financial reports in accordance with the International



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Accounting Standards and in accordance with article 71 of Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide. It also emphasizes the independence of the external auditor and his failure to provide any additional substantive, administrative or consulting services or work related to the work done.

With regard to the appointment of the Company's external auditor for the current fiscal year 2023, the appointment will be confirmed at the meeting of the ordinary General Assembly of Shareholders 2023 if the quorum is completed.

There is no other external auditor for 2023 but Crow Mac.

Fifth: Audit Committee:

The Audit Committee is composed of three members of the Governing Council. The following table shows the composition of the Audit Committee and the number of attendance and dates of the Committee's meetings during 2023:

| | Members of the Audit Committee | Position | Category | Number of attendance |
|---|---------------------------------------|---------------------------|--------------------|-----------------------------|
| 1 | Abdullatif Abdullah Rashid Al-Zair | Chairman of the Committee | Independent member | 4 |
| 2 | Sultan Ahmad Khalfan Alghaith Almarri | Member of the Committee | Independent member | 4 |
| 3 | Haytham Ahmed Essa Ahmed Al Naeem | Member of the Committee | Independent member | 4 |

The Audit Committee meets at least four times a year or whenever necessary. The final records of the audit meetings shall be signed by all members of the audit committee and the company shall commit itself to providing the committee with adequate and necessary resources for the performance of its duties. The Audit Committee held five meetings during 2022 on the following dates:

| Meeting | Meeting Number | Date of the meeting |
|----------------|-----------------------|----------------------------|
| 1 | 01/2023 | 30 Jan 2023 |
| 2 | 02/2023 | 03 May 2023 |
| 3 | 03/2023 | 01 August 2023 |
| 4 | 04/2023 | 27 October 2023 |

The Audit Committee undertakes the following tasks and duties:

The Audit Committee shall perform the following tasks and duties:

1. Review the company financial and accounting policies and procedures.
2. Safely monitor the company's financial statements, annual, semi-annual and quarterly reports and control systems and review them as part of its normal flexibility during the year. It should focus in particular on the following:
 - a. Any changes in accounting policies and practices.
 - b. Highlighting of the aspects subject to the management discretion.



- c. Ensure that the company annually updates its policies, procedures and control systems.
- d. Substantive amendments resulting from the audit.
- e. Assumption of business continuity.
- f. Compliance with the accounting standards established by the Authority.
- g. Compliance with listing and disclosure rules and other legal requirements related to financial reporting.
- 3. Coordinate with the company Board, senior executive administration, the financial manager or the manager delegated with the same duties in the company, in order to perform its duties.
- 4. Consider any significant and unusual terms contained or to be contained in such reports and accounts, and shall give due consideration to any matters raised by the Company Chief Financial Officer, the manger delegated with the same duties, the compliance officer or the auditor.
- 5. Raise recommendations to the Board regarding the selection, resignation or dismissal of the auditor. In case the Board does not approve the Audit Committee recommendations in this regard, the Board shall attach to the governance report a statement explaining the Audit Committee recommendations and the reasons why the Board has not followed them.
- 6. Develop and implement the policy of contracting with the auditor, and submit a report to the Board, outlining the issues that it deems necessary to be taken, along with providing recommendations for steps to be taken.
- 7. Ensure that the auditor meets the conditions stated in the applicable laws, regulations and decisions and in the company articles of association, along with following up and monitoring its independence.
- 8. Meet the auditor of the company without presence of any of the senior executive management personnel or its representatives, and discuss the same with regard to the nature and scope of the audit process and its effectiveness in accordance with the audited standards.
- 9. Approve any additional works made by an external auditor for the company and the fees received in consideration for that works.
- 10. Examine all matters related to the auditor work, his work plan, correspondence with the company, his observations, suggestions and reservations, and any substantial queries raised by the auditor to the senior executive management regarding the accounting records, financial accounts or control systems, in addition to following up the response of the company management and provision of the necessary facilities to do his work.
- 11. Ensure that the Board responds in a timely manner to the clarifications and substantive issues raised in the auditor letter.
- 12. Review and evaluate the company internal auditing and risk management systems.
- 13. Discuss the internal auditing system with the Board, and make sure it performs its duty with regard to establishing an effective internal control system.



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14. Consider the results of the main investigations regarding the internal auditing matters assigned to it by the Board or at the initiative of the Committee and the approval of the Board.
15. Review the auditor evaluation of the internal control procedures and ensure that there is coordination between the internal and external auditors.
16. Ensure of the availability of necessary resources for the internal auditing department, review and monitor the effectiveness of such department.
17. Examine internal auditing reports and follow up implementation of corrective actions of the observations contained therein.
18. Establish controls that enable the Company employees to report confidentially on any potential violations in the financial reports, internal auditing or other matters, and the steps to ensure making an independent and fair investigation of such violations.
19. Monitor the company compliance with the rules of professional conduct.
20. Review related party transactions with the Company, ensure that there are no conflicts of interest and raise recommendations about them to the Board before concluding them.
21. Ensure the application of the business rules of its functions and the powers entrusted to it by the Board.
22. Submit reports and recommendations to the Board on the above matters mentioned in this Article.
23. Consider any other matters determined by the Board.

Sixth: The Nominations and Reward Committee:

The Nominations and Remunerations Committee consists of three members of the Board of Directors, The table below shows the formation of the Nominations and Remunerations Committee, the number of times and dates of attendance at the committee's meetings during 2023:

| | Members of the Nominations and Reward Committee | Position | Category | Number of attendance |
|---|--|---------------------------|--------------------|-----------------------------|
| 1 | Mohamed Hassan Al Shamsi Al Awadi | Chairman of the Committee | Independent member | 1 |
| 2 | Abdullatif Abdullah Rashid Al-Zair | Member | Independent member | 1 |
| 3 | Haytham Ahmed Essa Ahmed Al Naeem | Member | Independent member | 1 |

The Committee on Nominations and Reward Committee held one meeting during 2023 on the following dates:

| Meeting | Meeting Number | Date of the meeting |
|----------------|-----------------------|----------------------------|
| 1 | 01/2023 | 09 Feb 2023 |



The Committee on Nominations and Reward Committee has the following functions and responsibilities:

- 1- Develop a policy to apply for membership of the Board and Executive administration, aiming at take into account gender diversity within the formation and encouraging women through incentive and training programs and benefits, and to provide the Authority with a copy of such policy and any amendments thereto.
- 2- Organize and follow up the procedures for applying for membership of the Board in accordance with the applicable laws and regulations and the provisions of this resolution.
- 3- Ensure the independence of independent members on an ongoing basis.
- 4- Ensure availability of continuity of the membership conditions in the Board members annually.
- 5- If the Committee finds that a member lacks the conditions of independence, it shall submit the matter to the Board to notify the member by a registered letter to his address known to the company about the grounds of lacking independence. The member shall reply to the Board within fifteen days from the notice date. The Board shall issue a decision that the member is independent or not independent at the first meeting following the member reply or expiration of the period referred to in the preceding paragraph without reply.
- 6- Prepare and review the policy on granting rewards, benefits, incentives and salaries to the Board members and the staff therein, on an annual basis. The Committee shall ensure that the rewards and benefits granted to senior executive administration are reasonable and commensurate with the performance of the Company.
- 7- Ensure linking the remunerations and bounces, including the other deferred options and remunerations and benefits offered to senior executive management in the performance of the company in the medium and long term
- 8- Annually review the required needs of the suitable skills for Board membership and prepare a description of the abilities and qualifications required for Board membership, including determining the time that the member should set for the Board work.
- 9- Review the structure of the Board and make recommendations regarding possible changes.
- 10- Identify the company needs of competencies at the level of senior executive management and staff and the basis of selecting them.
- 11- Prepare the policy related to human resources and training in the company



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and monitor its implementation, along with reviewing it annually.

12- Any other matters determined by the Board.

Seventh: The Insiders Monitoring Committee

7.1 composition decisions:

A three-member committee was formed to oversee the dealings of people familiar with the company during 2018.

The Committee for Monitoring and Supervising the Dealings of Knowledgeable Persons is composed of three members:

| # | Members of the Insiders Monitoring Committee | Position |
|---|--|---|
| 1 | Salem Mohsen Temple Al-Muhmiri | Chairman of the Committee |
| 2 | Amal Mohamed Al Farjani | Member of the Committee |
| 3 | Mohamed Mahmoud Al-Qasabi | Member of the Commission and its Rapporteur |

7.2 Functions and responsibilities of the Insiders Monitoring Committee:

- Keep a record of insiders.
- Follow-up and supervision of insiders' records, dealings and properties.
- Review and control of informed persons trading policies, if any.
- Receipt and review of reports on transactions by informed persons.
- Consideration and prior approval of applications for trading in shares.

7.3 Summary of the report of the Committee's work during the year 2023.

A meeting was held on 28 December 2023, Update reports and statements containing the company's insiders' names and dealings and notify the financial market, and discuss and review the trading processes of its shareholders during 2023.

Eighth: Executive Committee

The Executive Committee is composed of four members of the board of directors. The table below shows the composition of the Executive Committee and the number of attendance and dates of the Committee's meetings during 2023:

| | Members of the Executive Committee | Position | Category | Number of attendance |
|---|---|---------------------------|-------------|----------------------|
| 1 | Raman Garg | Chairman of the Committee | Independent | 4 |
| 2 | Sultan Ahmad Khalfan Alghaith Almarri | Member | Independent | 4 |
| 3 | Abdulrahman Jasem Obaid Salem Alabdouli | Member | Independent | 4 |
| 4 | Mohamed Hassan Al Shamsi Al Awadi | Member | Independent | 4 |

On December 25, 2023, Mr. Raman Garg resigned from the Board of Directors.



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The Executive Committee held seven meetings during 2022 on the following dates:

| Meeting | Meeting Number | Date of the meeting |
|---------|----------------|---------------------|
| 1 | 01/2023 | 02 Feb 2023 |
| 2 | 02/2023 | 04 May 2023 |
| 3 | 03/2023 | 02 Aug 2023 |
| 4 | 04/2023 | 27 Oct 2023 |

The Executive Committee shall:

- 1- The Executive Committee is responsible for the application and implementation of strategic transactions and approval of the company's investments.
- 2- Propose regulations and resolutions necessary to regulate the functioning of the company.
- 3- Propose modifications to existing investment policies and controls to the Board.
- 4- Study topics related to the company's activity referred by the Chairman or Managing Director and taking appropriate decisions within the prescribed terms.
- 5- Propose necessary actions to ensure the functioning of the company and raise the efficiency, and following up their implementation in accordance with the regulations of the company.
- 6- Study of the proposed amendments to the company's organizational structure and recommending to the Board for approval.
- 7- Discussion of the work plan and the draft annual budget and annual financial statements and recommend to the Board adoption of plans and investment policies.

Ninth: The internal system:

9.1 Board Resolution:

Applying the governance and directives of the Securities and Commodities Authority, the Board of Directors approved the Internal Control Authority and its regulatory approval and subordination, good management, its director, manager, and an internal office, its review, its use and its effectiveness.

9.2 Organizational Structure of the Inner Circle:

The Internal Control Department follows the Audit Committee. The main objective of this Department is to verify the extent of the Executive Management's compliance with the policies and procedures in accordance with the decisions of the Board of Directors, to assess the quality of risk management, to apply governance rules and to verify the compliance of the Company and its employees with the provisions of the laws and regulations governing the various aspects of the Company. (Mr. Rakan Hani Al-Rabadi) has been appointed to an internal department and compliance control on October 26, 2021. He holds a degree in



accounting in the Banking and Financial and has long experience in the field of internal and external audit, accounting and financial management in Audit companies and public shareholder company.

9.3 Duties and Responsibilities of the Interior Department:

To avoid any major problems, the Department of Interior Department is pursuing policies and systems aimed at improving the quality and effectiveness of the Department, including:

1. Preparing internal control reports and submitting them to the Audit Committee and the Board of Directors, provided that they include the audit objectives, work program, scope and implementation methodology, and presenting a summary of audit and audit results and recommendations regarding them to improve performance.
2. Cooperating with the company's management and making recommendations and proposals that help improve work and solve the issues they face and that do not require the preparation of official reports.
3. Cooperating and coordinating work with the company's external auditor, regarding his observations, reports and ways to implement his recommendations after the approval of these recommendations by the management.
4. Verify the commitment of the company and its employees to the provisions of the applicable laws, regulations and decisions that regulate the work of internal policies and procedures.
5. Performing audits on various financial and accounting operations.
6. Carry out any audit work or tasks as assigned by the Board of Directors or the Audit Committee.
7. Verifying the effectiveness of the company's internal control procedures, and proposing rules and regulations to raise the efficiency of internal control in the company's various departments.
8. Verify that the company's corporate governance rules are properly applied in accordance with the applicable regulations in this regard.
9. Ensuring the efficient and effective use and preservation of the company's financial and human resources.
10. Audit the reports and financial statements, and verify their accuracy and commitment to the application of international standards for the preparation of financial reports.
11. Carrying out audits on various financial and accounting operations, and their compliance with the rules and regulations.
12. Continuous review and evaluation of the internal control systems and procedures in force within the company in order to reach the highest levels of efficiency in risk management.

In the event of any material violations, the internal control policy requires immediate reporting to the Audit Committee and senior executive management about these violations and how to address them.



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And activating the procedures and controls that prevent the occurrence of these violations again in the future.

As there are no significant problems faced by the company during the year 2023.

Tenth: Violations committed during the fiscal year 2023.

The Gulf Investment (PJSC) was very keen to complete the approved requirements such as standards of institutional discipline and governance of public shareholding companies, in support of its commitment to applying governance controls and standards of institutional discipline. According to the reports submitted by the Internal Control Department and the external auditor, which are submitted to the Board of Directors and its committees on a regular basis, it was not found that there were any fundamental violations committed during the year 2021 regarding any matters related to the capital markets or any of the applicable laws other than what was mentioned above.

Eleventh: The company's 2023 contribution to community development and environmental conservation:

The company did not have any actors in this regard, so the Department put its eye to the issue of community support and development in the coming year, believing in the importance of the Department's contribution to community development and environmental conservation.

Twelfth: General information:

12.1 Statement of share price on the Abu Dhabi Stock Exchange at the end of each month during fiscal year 2022.

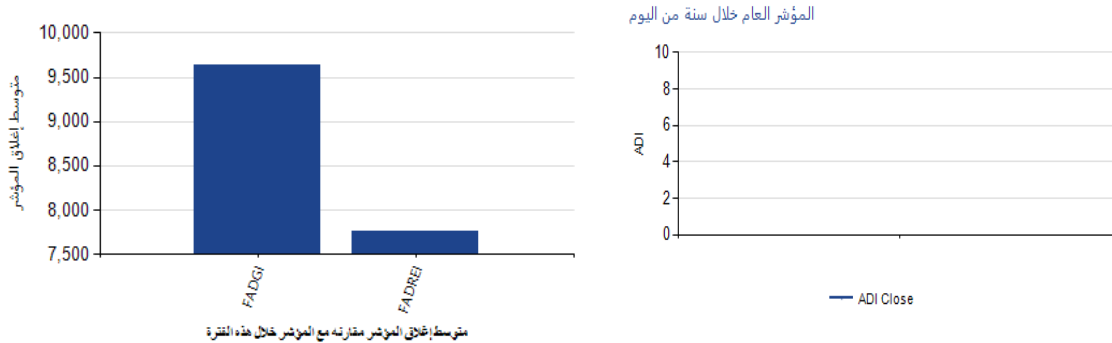
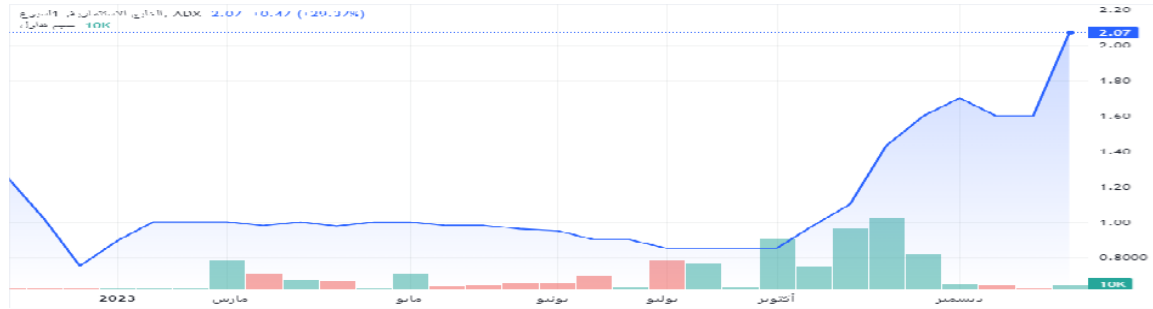
| Month | Opening | Closures | Top | Minimum |
|-------|---------|----------|-------|---------|
| Jan | 0.676 | 1.000 | 1.000 | 0.676 |
| Feb | 0.676 | 1.000 | 1.000 | 0.676 |
| Mar | 1.000 | 1.000 | 1.000 | 1.000 |
| Apr | 0.980 | 0.999 | 0.999 | 0.900 |
| May | 0.999 | 0.960 | 0.999 | 0.960 |
| Jun | 0.970 | 0.900 | 0.970 | 0.900 |
| Jul | 0.900 | 0.860 | 0.900 | 0.850 |
| Aug | 0.850 | 0.850 | 0.850 | 0.850 |
| Sep | 0.850 | 0.850 | 0.850 | 0.850 |
| Oct | 0.850 | 0.850 | 0.850 | 0.850 |
| Nov | 0.977 | 1.600 | 1.600 | 0.977 |
| Dec | 1.600 | 2.070 | 2.070 | 1.600 |



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12.2 A statement of the comparative performance of the company's shares with the general market and the market's industrial sector index:

The following is a graph showing the performance of Al Khaleej Investment Company's share with the general market index and the industry sector index during the year 2023.



12.3 Breakdown of shareholder ownership as at 31/12/2023 (individuals, companies, Governments):

The distribution of shareholder ownership is as follows:

| Shareholders | individuals | Companies | Government | Number of shares | (%) |
|----------------|-------------|------------|------------|------------------|--------|
| Local | 18,893,963 | 51,495,871 | 5,250,000 | 75,639,834 | %72.04 |
| Gulf | 27,786,736 | 692,055 | -- | 28,478,791 | %27.12 |
| Arab | 860,375 | -- | -- | 860,375 | %0.82 |
| Alien | 21,000 | -- | -- | 21,000 | %0.02 |
| Total | 47,562,074 | 52,187,926 | 5,250,000 | 105,000,000 | %100 |
| Percentage (%) | %45.30 | %49.70 | 5.00% | %100 | %100 |



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12.4 Names of major shareholders and their ownership:

The following is a statement of the shareholders who own 5% or more of the company's capital on December 31, 2023:

| | Shareholder's name | Number of shares as at 31/12/2022 | Ratio of ownership in capital (%) |
|---|---------------------------------|--|--|
| 1 | Falcon Investment Company LLC | 30,782,069 | %29.32 |
| 2 | shikra Management LLC | 9,400,000 | %8.95 |
| 3 | Sheikh Naif Abdul Aziz Al Sabah | 9,193,665 | %8.76 |
| 4 | Ahmed Eissa Ahmed Al Naim | 7,451,418 | %7.16 |
| 5 | Salem company limited | 6,821,635 | %6.50 |
| 6 | Rak Government | 5,250,000 | %5.00 |

12.5 Statement of how shareholders are distributed according to ownership size:

The following is an indication of how the shareholders are distributed according to the volume of ownership as at 31 December 2023:

| Capital share ratio | Number of shareholder | Number of shares owned | The percentage of shares owned by the capital |
|-------------------------------------|-----------------------|------------------------|---|
| less than 50,000 | 556 | 9,845,337 | %9.38 |
| From 50,000 to less than 500,000 | 881 | 17,558,658 | %16.72 |
| From 500,000 to less than 5,000,000 | 21 | 8,627,218 | %8.22 |
| More than 5,000,000 | 6 | 68,968,787 | %65.68 |
| Total | 861 | 105,000,000 | %100 |

12.6 Statement of actions taken on investor relations management:

Applying the governance requirements and directives of the Securities and Goods Commission, it was decided to establish the Department of Investor Relations and adopt its regulatory structure in accordance with the decision.

- Investor relations management data:

| | |
|--|---|
| Name of the investor relations officer | Mohamed Mahmoud Al-Qasabi |
| Email | Kico-shares@Kico.ae |
| Direct phone number | 72281152-00971 |
| Mobile phone number | 00971-564550704 |
| Company website | http://www.Kico.ae |



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12.7 Statement of special resolutions introduced and action taken by the General Assembly during 2023:

There are no special resolutions presented at the General Assembly.

12.8 Names of Rapporteur of meetings:

Amal Mohamed Al Farjani, Secretary and Rapporteur of the Committees, appointed on the date of 11 Nov 2020.

12.9 Statement of substantial events during 2023

The unattributed dividend account for shareholders was paid to the account of the SCA, and the construction of a building in Ras Al Khaimah was completed.

12.10 Statement of the company's transactions with the related parties in 2023 equal to 5% or more of the company's capital:

There are no dealings with related parties equal to or greater than 5%.

12.11 Statement of the company's emiratization ratio by the end of 2023:

- In 2023, about 5.5% of the company's total staff.

12.12 Statement of innovative projects and initiatives undertaken or under development by the company during 2023:

- The company did not undertake any innovative initiative or projects during 2023.

Audit Committee Chairman

Date: 19.1.2024

Nomination and Remuneration

Committee Chairman

Date: 19.1.2024

Internal Audit Department

Date: 19.1.2024

Chairman

Date: