

Contents

- Introduction ²
- Rule 1: Brief On The Structure/Formation Of GIG's Board Of Directors ³
- Rule 2: Brief On The Proper Identification Of The Roles And Responsibilities Of The Board Of Directors And The Executive Management ⁸
- Rule 3: Brief On The Mechanisms Of Selecting Candidates Nominated For The Membership Of The Board Of Directors And The Executive Management ¹⁶
- Rule 4: Brief On The Verification Mechanisms Of The Soundness And Integrity Of Financial Reports ¹⁸
- Rule 5: Development Of Sound Risk Management And Internal Control System ²⁰
- Rule 6: Brief On The Mechanisms Of Promoting And Enhancing The Culture Of Code Of Conduct And Ethical Values ²²
- Rule 7: Brief On The Disclosure And Transparency Mechanisms ²³
- Rule 8: Brief On The Mechanisms Of Protecting And Respecting Shareholders' Rights ²⁵
- Rule 9: Brief On The Mechanisms Of Protecting The Stakeholders' Rights ²⁶
- Rule 10: Brief On The Training Mechanisms And Their Role In Promoting And Improving The Performance Of The Group ²⁷
- Rule 11: Full Focus On The Concept Of Social Responsibility ²⁸

Introduction

The Group believes that corporate governance is a prerequisite, if not an invaluable asset, for creating a strong internal control environment that supports effective business delivery.

The Group is certain that an effective corporate governance framework is essential to the success of its operations, as it is important to promote confidence and provide opportunities for comprehensive and sustainable changes, made in line with the Group's values.

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

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

During 2023, the Group maintained its continuity by adhering to the rules on corporate governance of the Kuwait Capital Markets Authority, which provide a comprehensive framework for corporate governance.

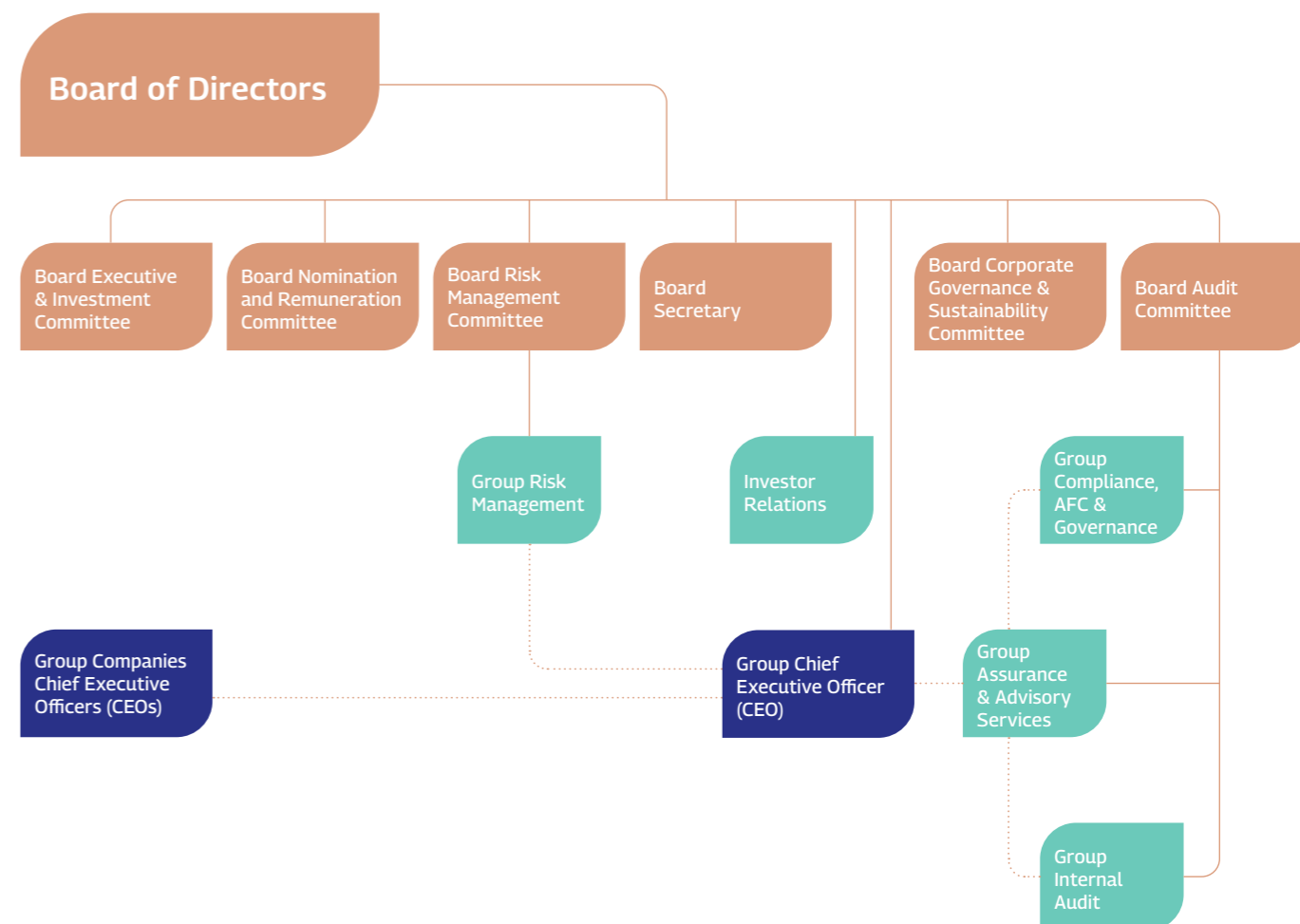
The Corporate Governance Report is one of the most important platforms for transparency and communication with the public. Governance is reflected in the set of rules and procedures for the management and oversight of the Group. This report also governs the relationships between the Board of Directors, Executive Management, shareholders, and other stakeholders, as well as the community responsibility of the Group.

Rule 1: Brief On The Structure/Formation Of GIG's Board Of Directors

2. Brief On The Structure/Formation Of GIG's Board Of Directors

The Board has dedicated all their expertise to elevating the Group's performance to comply with the expectations of its shareholders and stakeholders. GIG has been focused on various governance frameworks to ensure the effectiveness of its Board of Directors and their qualification to carry out their responsibilities on key issues, as well as encourage and facilitate their positive contributions.

The Board has established related committees and assigned several tasks and responsibilities to them, in which each committee submits their reports and recommendations periodically to the Board of Directors. This process is a matter of accountability and transparency, with the following diagram illustrating the governance structure within the Group:



2.1 Composition of the Board of Directors

In accordance with the GIG's General Assembly's meeting decision dated 15 May 2023, the election of a new Board of Directors was approved for the next three years. The Board Of Directors was formed from individuals with extensive and diverse experience, skills and

knowledge, resulting in a balanced and positive form for the Board, enabling the Board to exercise its functions and responsibilities, taking into account the renewed business needs:

Sr.	Name	Member Description (Executive, Non-executive, Independent/Board Secretary)	Professional qualifications and experience	Election Date
1	Farqad Abdullah Al- Sane	Non-executive	* Professional qualifications and experiences are mentioned in detail below	15/05/2023
2	Faisal Hamad Al Ayyar	Non-executive		15/05/2023
3	Khaled Saoud Al Hasan	Executive		15/05/2023
4	Adana Nasser Sabah Al-Ahmed Al-Sabah	Non-executive		15/05/2023
5	Abdul Ilah Mohammed Rafe Al Marafi	Independent		15/05/2023
6	Bijan Khosrowshahi	Non-executive		15/05/2023
7	Jean Cloutier	Non-executive		15/05/2023
8	Robert Quinn Mclean	Non-executive		15/05/2023
9	Abdulaziz Saoud Al-Fulaji	Independent		15/05/2023
10	Abdullah Mohammed Al Mansour	Independent		15/05/2023
	Rami Selim Al Baraki	Board Secretary		10/10/2021

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

The Nomination and Remuneration committee verifies that the members of the Board and Executive Management maintain all efficiency and integrity requirements of the Group and review the required skills for the Board of Director's membership as well as that of the Executive Management. This is done on an annual basis.

GIG's Board of Directors consists of **10** members, **1** executive member, and **9** non-executive members (of which **3** are independent members). All Board members are professionals with proven track records of Board membership in various other companies. All members have the necessary skills for their positions, in addition to knowledge and experience of the insurance industry. All Board members are elected through the General Assembly every three years and the members have been re-elected during 2023:



Farqad Abdullah Al-Sane
Group Chairman

Mr. Al-Sane holds a Bachelor's degree in Commerce in Accounting from Cairo University - Egypt. He held various management and board-level positions for more than 30 successive years in Kuwait. He joined Gulf Insurance Company (GIC) in 2001. Currently, he is the Group Chairman of Gulf Insurance Group. Mr. Al-Sane has a diversified professional career started as an Internal Auditor at the Kuwait Oil Company, as Deputy General Manager of Wafra Real Estate Company, as General Manager of Commercial Real Estate Company, Board Member of KIPCO Group; Board Member of United Real Estate Company, and the Chairman of Commercial Markets Complexes Company and Board Member in ALARGAN INTERNATIONAL REAL ESTATE COMPANY; Board Member of MENA Homes Real Estate Company.



Faisal Hamad Al Ayyar
Vice Chairman

Mr. Faisal Al Ayyar is Executive Vice Chairman of the Kuwait Projects Company (Holding). He joined KIPCO in 1990 when it was a US\$220 million regional investment company. Under his stewardship, KIPCO has developed into one of MENA's leading holding companies with interests in financial services, media, real estate, manufacturing, and education, operations in 24 countries, and consolidated assets of over US\$32 billion. It's worth noting his leading role in the creation and development of OSN, the region's largest pay-tv company, the development of SADAFCO, a leading dairy and foodstuff producer in Saudi Arabia, and the expansion and subsequent sale of Wataniya Telecom, a major regional mobile operator.

Mr. Al Ayyar is Chairman of Panther Media Group - Dubai, UAE (OSN). He is Vice Chairman of Gulf Insurance Group - Kuwait, United Gulf Bank - Bahrain, United Gulf Holding Company B.S.C. - Bahrain, Jordan Kuwait Bank - Jordan, Saudia Dairy & Foodstuff Company - KSA, and Mashare'a Al-Khair Establishment - Kuwait. He is a Board Member of Gulf Egypt for Hotels & Tourism Company - Egypt. He is a Trustee of the American University of Kuwait - Kuwait, and Honorary Chairman of the Kuwait Association for Learning Differences - Kuwait.

Mr. Al Ayyar began his career as a fighter pilot with the Kuwait Air Force, Honors include the Arab Bankers Association of North America's 2005 Achievement Award, the Tunis Arab Economic Forum and the Beirut Arab Economic Forum 2007 Achievement Awards, and the Kuwait Economic Forum 2009 Award for his contribution to the investment sector and successes in the global financial market.



Khaled Saoud Al Hasan
Board Member and Group CEO

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



Adana Nasser Sabah Al-Ahmed Al-Sabah
Member of the Board of Directors

Shaikha Dana Nasser Sabah Al-Ahmed Al-Sabah is the Founder and Chair of the Board of Trustees of the American University of Kuwait (AUK), Kuwait's only Liberal Arts University. Al-Sabah is also the Chairwoman of United Education Co. (UEC), Kuwait's leading company in the education sector. UEC consolidates seven K-12 schools with over 12,500 students. The United Education network includes some of the leading American, Indian, and Pakistani schools in Kuwait.

Al-Sabah is also the Chief Executive Officer of Al-Futooh Holding Co., the major stakeholder in Kuwait Project Co. (KIPCO), a multi-sector operating holding company with a diversified portfolio spanning the Gulf Cooperation Council countries and the wider Middle East and North Africa region.

Al-Sabah received a Doctorate of Humane Letters from Dartmouth College, Hanover, New Hampshire, and a BA in English Literature from Kuwait University and studied at Indiana University in Bloomington, Indiana.



Bijan Khosrowshahi
Board Member

Bijan Khosrowshahi was born in 1961, he obtained his MBA in 1986 following an undergraduate degree in Mechanical Engineering in 1983 from Drexel University, USA. He is currently the President and CEO of Fairfax International, London, and the Board Member and representative of Fairfax Financial Holdings Limited for the following companies: Gulf Insurance Group K.S.C.P. and Gulf Insurance & Reinsurance Company in Kuwait, Bahrain Kuwait Insurance Company B.S.C. in Bahrain, Arab Misr Insurance Group S.A.E. in Egypt, Arab Orient Insurance Company in Jordan, Gulf Sigorta A.S. in Turkey, Alliance Insurance Company P.S.C. in United Arab Emirates, Jordan Kuwait Bank in Jordan, Commercial International Bank - Egypt S.A.E. in Egypt, as well as Colonnade Insurance S.A. in Luxembourg, Southbridge Compañía de Seguros Generales S.A. in Chile, La Meridional Compañía Argentina de Seguros S.A. in Argentina and SBS Seguros Colombia S.A. in Colombia.

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



Jean Cloutier
Board Member

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



Robert Quinn McLean
Board Member

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



Mr. Abdulaziz Saoud Al-Fulajj
Board Member

Mr. Al-Fulajj is a prominent businessperson in Kuwait, running his own company called "Abdulaziz Saud Al-Fulajj Establishment" he's actively involved in the social and community services and activities in Kuwait.



Abdullah Mohammed Rafie Marafie
Board Member

Mr. Marafie holds a Diploma in Computer Science. He is presently the Chairman of the successful Maarafie Group and held several positions in the Marafie Group of Companies. He was the Chairman and Managing Director of Watanyia Telecom KSC (Ooredoo) from May to October 1988. Since April 2005, Mr. Marafie has been the Chairman and CEO of First Hotels Co. KSCC.



Mr. Rami Selim Al Baraki
Secretary of the Board

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



Abdullah Mohammed Al-Mansour
Board Member

Mr. Al-Mansour Holds a bachelor's degree in Accounting from Cairo University- Egypt. He held managerial roles in several banks like Commercial Bank of Kuwait CBK, Kuwait Finance House KFH and was a board member of several leading companies such as External Investments Company (1987-1994) National Investments Company (1990-1994), and Hotels Company (1988-2000), CapCorp Investment Company (2010-2013) and Vice President of Al-Aman Investment Company (2014-2017) and Chairman of the Board of Directors of Al-Aman Investment Company (2017-2020). Mr. Abdullah Al-Mansour is currently a Board Member at Burgan Bank (2021-2023).

2.2 Board Of Directors' Meetings

The Board of Directors' meetings take place by the attendance of the majority of the members, during the financial year, ending on 31 December 2023, 8 board meetings were held. Each meeting is held based on a written invitation from the Chairman of the Board, the invitations and meeting agenda are sent out three working days before the meeting at the latest. This is done to provide sufficient time

to enable the members to review the topics raised and make proper decisions, in addition to this the Article of Association and Incorporation of the Group includes the means to organize the attendance of GIG's Board of the Director's meetings, the following table summarizes the BOD meetings:

BOD members/meetings	Annual Serial		1	2	3	4	5	6	7	8	No. of Meetings
	Designation/ Date	dependency/ independence	Executive / Non-Executive	29/02/2023	15/05/2023	14/08/2023	20/09/2023	16/10/2023	26/10/2023	13/11/2023	
				409	410	411	412	413	414	415	416

Name	Position	Company	Type	1	2	3	4	5	6	7	8
Farqad Abdullah Al-Sane	Chairman of the Board	KIPCO	Non-Executive	✓	✓	✓	✓	✓	✓	✓	✓
Faisal Hamad Al Ayyar	Member	KIPCO	Non-Executive	✗	✗	✓	✗	✓	✓	✓	✓
Khaled Saoud Al Hasan	Member	Amaken	Executive	✓	✓	✓	✓	✓	✓	✓	✓
Abdullah Mohamad Al-Mansour	Member	Independent	Non-Executive	✓	✓	✓	✓	✓	✓	✓	✓
Abdulaziz Saoud Al Fulajj	Member	Independent	Non-Executive	✗	✓	✗	✗	✓	✓	✓	✓
Abdulilah Mohammed Marafie	Member	Independent	Non-Executive	✓	✓	✓	✓	✓	✓	✓	✓
Robert Quinn Mclean	Member	FAIRFAX	Non-Executive	✓	✓	✓	✓	✓	✗	✓	✓
Bijan Khosrowshahi	Member	FAIRFAX	Non-Executive	✓	✗	✓	✓	✓	✗	✓	✓
Jean Cloutier	Member	FAIRFAX	Non-Executive	✗	✓	✗	✓	✓	✗	✓	✓
Sheikha/Adana Nasser Al Sabah	New Member	KIPCO	Non-Executive	✓	✗	✗	✗	✓	✓	✓	✓

2.3 Brief On The Mechanism Of Applying The Requirements Of Recording, Coordinating, And Archiving The Board Of Directors' Minutes Of Meetings

The Group has a special register for the minutes of the Board of Directors' meetings with annual serial numbers for the year in which the meetings took place. This register notes the meeting location, date, the start and end times, in addition to the preparation of discussed and deliberated minutes, as well as the voting that took place, compiled, and recorded to facilitate as reference.

In addition to this, the Group has a secretary who was appointed through a Board of Director's resolution with clear tasks and responsibilities, approved by the Board of Directors, and in compliance with the Capital Markets Authority requirements.

2.4 Independent Members Of The Board Of Directors

Gulf Insurance Group considers the independence of the members of its Board as a key feature contributing to good Corporate Governance. The standards of independence at GIG are in compliance with regulations and reflect the best practices of resolution No. (72) Of 2015, regarding issuance of the executive bylaws of law No. (7) of 2010, and its amendments regarding the establishment of the Capital Markets Authority and regulating securities activities – Book (15) Corporate Governance.

Based on that, the Board of Directors includes non-executive and independent members, in addition to this the Nomination and Remuneration Committee reviews the independence of those members periodically to ensure that the independence condition prevails according to the independence conditions of the Group, which is approved by the Board of Directors and is in accordance with regulatory requirements.

