



UNION INSURANCE COMPANY

Public Joint-stock Company

Governance Report

For the Fiscal Year ending on 31/12/2022



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About the Company

Union Insurance (UIC) is a national company licensed by the Central Bank of the United Arab Emirates and listed on the Abu Dhabi Securities Exchange (ADX); it was established in 1998 with paid capital of more than AED 331 Million. The Company provides a comprehensive collection of insurance products to individual and corporate customers in the United Arab Emirates and the Middle East. UIC also provides, under the leadership of a number of well-known experts highly experienced in the insurance sector, an innovative insurance coverage and a distinguished value to its customers.

This includes both standard and adjusted insurance policies that assist individuals, small and medium-sized enterprises, as well as large government entities to obtain reliable and cost-effective insurance coverage. In addition, the Company provides insurance services such as risk assessment and gap analysis in insurance coverage under the supervision of specialists with decades of experience.

Provision of insurance coverage, including, but not limited to, life insurance, health insurance, vehicle insurance, property insurance, engineering insurance, liability insurance and marine insurance. UIC enables its customers to focus



on their core operations and reassuring them that they have successful and effective insurance policies that enable them to manage their various risks.

With a strong understanding of the ever-changing risk environment and insurance market, the Company employs a team of professionals who hold a fellowship certificate of the Chartered Insurance Institute, London (ACII). This team provides experience, knowledge and strong capabilities in structuring insurance covers to develop new and enhanced insurance products. Since this team is of the Company's employees, UIC can always offer its customers accurate quotations.

Moreover, UIC has strong support from major global and local reinsurance companies, including Swiss Reinsurance Company, SCOR Reinsurance, Hannover Reinsurance, Lloyds, Generali and QBA Europe.

Being distinguished by its focus on individuals, UIC nurtures institutional culture that emphasizes teamwork and a cooperative environment that appreciates the contribution of each individual of the Company's Personnel, which are more than 300 competent employees. This environment provides the best service with a personal taste and puts the customer in mind. This is a high priority for the Company, because generally when a customer makes a claim, he/she has suffered from material loss or from another unfortunate event. Therefore, providing a service with a personal taste is truly most welcomed. In addition to this focus on customer nurture, UIC has developed its claims processing and paperwork to be as fast and simple as possible.

1. Description of actions taken to complete the Corporate Governance System during 2022, how to execute the same:

Based on the concept of governance, the Company pays great attention to the application of the highest standards of governance based on and compliance with the applicable laws, regulations and decisions in the UAE, and the Governance Guide for Public Joint-stock Companies issued pursuant to the Resolution No. (3/RM) of 2020 by the Chairman of the Securities and Commodities Authority, which defined governance as "the set of rules and regulations that achieve institutional discipline in relations and management at a company in accordance with global standards and methods, by defining the responsibilities and duties of the Board of Directors and the Senior Executive Management of a company, as well as taking into account protecting the rights of shareholders and stakeholders."

Board of Directors has adopted the Company's governance framework and updated it whenever needed, to ensure following the best rules and practices and in a way that contributes to promoting the growth of the Company and achieving its objectives. Most prominent of these standards are as follows:

- To comply with transparency and disclosure instructions in line with the laws and instructions issued by the Securities & Commodities Authority (SCA) that include all reports that must be disclosed, including interim and annual financial reports, dates of the Board Meetings and the resolutions issued therein, as well as all the data and statistics required by the SCA or ADX.



- Board effectively manages the Company through the development of strategic objectives for the Company and supervises their execution in cooperation with the Senior Executive Management, as well as supervising the work of the Committees emanating therefrom in accordance with the controls of governance.
- Board of Directors formed the permanent committees in accordance with regulations organizing the formation of committees, such regulations include defining the duties, tenure and powers of the committee, as well as following up on the works of the committees periodically. The Board shall be responsible for the work of the same.
- Periodic review by the Board of Directors, in coordination with the Audit Committee, of the Internal Control System and Risk Management in the Company to ensure their effectiveness and to verify the Company's and its employees' compliance with the applicable provisions and resolutions issued by the competent authorities.
- To update and approve written rules regarding transactions of the insiders by the Board of Directors, prepare a record of required information about the insiders and to form a committee to follow-up, manage and supervise the transactions of the insiders, as well as submitting periodic reports on such transactions to the Securities & Commodities Authority and the Abu Dhabi Securities Exchange.
- Company shall appoint an officer responsible for all duties in relation to Investor Relations Management, as Ms. RIHAM OSAMA is considered as an Investor Relations Officer. In addition, an electronic link was created on the Company's Website that contains all necessary data, including financial reports and disclosures made to control and supervisory bodies.
- Company shall submit an annual Governance Report and publish it on the website of the Securities & Commodities Authority. UIC has been keen to submit the annual Governance Report and make it available to the shareholders, including all the main financial and non-financial data and actions taken each year.
- To appoint an External Auditor and determine their fees by a resolution from the General Assembly in accordance with the laws and regulations.

2. Ownership and Transactions of the Board Members, their spouses and sons, as indicated in the Company's Securities during 2022:

Company shall comply with Resolution No. (2) of 2001 of the SCA Board regarding the system of trading, clearing, settlement, transfer of ownership and custody of securities, where Article 14 thereof stipulates the following:

"Chairman and the Board Members, the General Manager or any of the Insiders who have access to material information, of a company listed its securities in the market, are all banned from trading, by himself, for his account by third parties or in any other capacity for the account of others, in the securities of the same company, the parent company, subsidiary, affiliate or associate thereof, if any of these companies listed their securities in the market, during the following periods:

- Ten (10) business days prior to the announcement of any material information, which shall affect the price of a share up or down, unless such information is a result of emergency or sudden events.
- Fifteen (15) days prior to the end of the quarterly, semi-annual or annual financial period, until disclosure of the financial statements".



The Company shall also commit to Resolution No. (3) of 2000 of the SCA Board regarding the disclosure and transparency system, as well as the resolutions and instructions issued by the Abu Dhabi Securities Exchange. The transactions of the Board of Directors and their first-degree relatives are as follows:

	Name	Position/Kinship	Owned Shares as on 31/12/2022	Total Sales	Total Purchases
1	AL SALEM CO. LTD.	Member	66,710,022	N/A	60,794,304
2	SHEIKH NASSER BIN RASHID AL MOALLA (Transfer within family)	Member	0	10,000,000	N/A

3. Board of Directors:

The Board of Directors is composed of seven members whose term of office reaches three years. The members whose term of office has ended may be re-elected for more than once; the General Assembly shall elect the members by secret cumulative voting in accordance with the Articles of Association of the Union Insurance Company. The Board shall exercise all the powers required to achieve the purposes and objectives of the Company, except as preserved by the law or the Articles of Association of the General Assembly. The Board is keen to carry out all the duties assigned to it in order to ensure proper direction, guidance and management of the Company, which shall reflect positively on the overall performance of the Company and shareholders' rights.

a. Formation of the current Board of Director:

The Company is managed by a Board of Directors composed of seven. The following is the formation of the current Board of Directors and their term of office from the date of the first election:

Name	Category	Term as of First Election Date	Qualifications & Expertise	Being a Member in another PJSC	Supervisory, Governmental & Commercial Positions
Mr. NASSER BIN RASHID BIN ABDUL AZIZ AL MOALLA – Chairman	Independent	2021	<ul style="list-style-type: none"> - Bachelor Degree from Tulane University, London – Businessman. - He held the position of Deputy Chairman and Head of the Executive Committee of Umm Al Quwain Bank since 1982. - Deputy Chairman of Umm Al Quwain Cement Company from 1981 to 2017. 	Deputy Chairman of the National Bank of Umm Al Quwain, Head of the Executive Committee, the Credit Committee and a Member of the	N/A



			<ul style="list-style-type: none"> - Deputy Chairman of Sharjah Insurance from 2000 until April 2021. - Received the Emiratization Award for the Best CEO in Banking Sector in the United Arab Emirates. 	Nomination and Bonus Committee	
<p>D. ALI RASHID SULTAN AL KAITOUB AL NUAIMI – Deputy Chairman</p>	Independent	2021	<ul style="list-style-type: none"> - PhD in International Law – Johnson and Wales University – USA. - Certified Public Accountant (CPA) – United Kingdom. - Bachelor Degree in Applied Arts in Business Administration and Marketing at the American College in London, England. - Bachelor Degree in Economics and Law, Aljazeera University. - Diploma in Business Administration (EH/3676/MIC) London School of Commerce. - Senior Manager of the National Bank of Dubai from 2001-2007. - Board Member of the National Islamic from 2005 to 2007. - CEO of Emirates NBD Properties from 2007 to 2017. 	<p>Board Member, Head of the Risk Committee, Member of the Audit Committee, Member of the Real Estate Valuation Review Committee, and Member of the Nominations and Bonus Committee from 15 March 2020 to date at the National Bank of Umm Al Quwain.</p>	N/A
<p>Mr. ABDULLAH MOHAMMED HASAN AL HOSANI</p>	Independent	2021	<ul style="list-style-type: none"> - bachelor's degree in accounting and Economics, United Arab Emirates University. 	<ul style="list-style-type: none"> - Board Member of Ajman Bank 	N/A



			<ul style="list-style-type: none"> - He has over 30 years of experience in the banking field 	<ul style="list-style-type: none"> - Board Member of the Gulf Cement Company - Board Member of Ras Al Khaimah Co. for White Cement and Construction Materials 	
Mr. AHMED SAEED ALAMI	non-executive	2021	<ul style="list-style-type: none"> - master's in business administration (MBA) From ESADE Business School, Barcelona, Spain - bachelor's in mechanical engineering (BSc), Minor in Engineering Management From American University of Sharjah - High School Diploma, The International School of Choueifat, Bath, United Kingdom 	<ul style="list-style-type: none"> - Partner in Al Manara Investment and Development Company - Board Member of Emirates Metallic Industries Co. - Board Member of Pinnacle Restaurant & Catering Management 	N/A
Ms. EMAN AL MIDFA	Independent	2022	<ul style="list-style-type: none"> - Bachelor's Degree in Business Administration from the American University in Sharjah - She held several positions in Emirates Airlines, the latest of which was Senior Director of Revenue Improvement. 	N/A	N/A
Mr. RAMEZ ABOUZAID	Executive	2022	<ul style="list-style-type: none"> - Bachelor of Laws from Ain Shams University, Cairo. 	N/A	N/A



			<ul style="list-style-type: none"> - He has more than 30 years of experience in the field of insurance business in the UAE. - He held several positions in the Senior Management in Dubai National Insurance and Reinsurance Company for 25 years, during 1996-2021 and the last seven years as General Manager of the company. - Chief Executive Officer – Hilal Takaful (Yas Takaful) April 2021 – August 2021. - Chief Executive Officer – Insurance House August 2021 – February 2022. - He held several administrative positions in the Emirates Insurance Association (Board member – Member of the Higher Technical Committee – Head of the Motor Committee – Head of the Legal Committee) - He received many awards in Insurance Sector 		
AL SALEM CO. LTD., represented by MOHAMMED SALEM ABDULLAH SALEM AL HOSANI	non- executive	2010	<ul style="list-style-type: none"> - Master of Science in Financial Administration – April 2011 - Bachelor Degree in Electronic Commerce – Higher Colleges of Technology, June 2005 	-Managing Director of Umm Al Quwain General Investments since 2007	



				- Board of the Gulf Medical Projects Company since 2005 .	
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An acknowledgment issued by each Member that the above information contained in Clause 2-3 are correct.

b. Percentage of Female Representation of the year 2021:

Percentage of Female Representation at the Company's Board of Directors reached (14%) for the year 2022.

c. Reasons why there are no nominated females at the Board of Directors:

N/A.

d. Bonuses and Attendance Allowances:

Articles of Association of the Company demonstrated the method for determining the bonuses of the Board Members based on the provisions of Article (169) of Commercial Companies Law No. (2) of 2015, where the bonuses of the Chairman and Board Members shall be calculated out of a percentage of the Net Profit; it shall not exceed (10%) from the Net Profit of the ended Fiscal Year after deducting Depreciation and Reserve.

i. Details of Attendance Allowances received by the Board Member for attending meetings of the Committees emanating from the Board for the Fiscal Year of 2022:

Member	Allowances for attending meetings of the Committees emanating from the current Board			
	Committee Name	Allowance Value	Nos. of Meetings	Total Allowances
Mr. ALI RASHID AL KAITOUB	Head of the Audit Committee	10,000	8	80,000
Mr. ALI RASHID AL KAITOUB	Member of Nominations Committee	5,000	3	15,000
Mr. MOHAMMED SALEM AL HOSANI	Member of Nominations Committee	5,000	4	20,000



Mr. ABDULLAH SALEM AL HOSANI	Head of Nominations Committee	10,000	9	90,000
Mr. ABDULLAH SALEM AL HOSANI	Member of Audit Committee	5,000	8	40,000
Mr. AHMED AL ALAMI	Member of Nominations Committee	5,000	9	45,000
Mr. RAMEZ ABOUZAID	Member of Audit Committee	5,000	2	10,000

ii. Details of allowances, salaries or additional fees received by a Board Member other than the attendance allowances of Committees and the reasons thereof:

Mr. RAMEZ ABOUZAID, a Board Member, was assigned to carry out specific duties for the benefit of the Nominations and Bonuses Committee and the Board of Directors on 01/07/2022, and then he was appointed as a full-time Executive Member of the Company on 11/10/2022, where fees were paid for the additional work assigned to him during 2022 with an amount of AED 212,096.

e. Meetings of Board of Directors during the Fiscal Year of 2022:

The Board of Directors held (4) meetings during 2022 as shown below:

- Meeting of the Board of Directors before the General Assembly and amending the structure of the Board:

Member	Meeting 28/03/2022	Nos. of Attendances	Nos. of Attendances by Proxy
Mr. NASSER BIN RASHID AL MOALLA	✓	1	0
Mr. ALI RASHID AL KAITOUB	✓	1	0
Mr. MOHAMMED SALEM AL HOSANI	✓	1	0
Mr. ABDULLAH SALEM AL HOSANI	✓	1	0
Mr. AHMED AL ALAMI	✓	1	0
Mr. BASHAR AL ZOUBI	X	0	0

Meetings of the Current Board of Directors:

Member	Meeting 08/06/2022	Meeting 03/11/2022	Meeting 27/12/2022	Nos. of Attendance	Nos. of Attendances by Proxy



Mr. NASSER BIN RASHID AL MOALLA	✓	✓	✓	3	1
Mr. ALI RASHID AL KAITOUB	✓	✓	✓	3	0
Mr. ABDULLAH SALEM AL HOSANI	✓	✓	✓	3	0
Ms. EMAN AL MIDFA	✓	✓	✓	3	0
Mr. MOHAMMED SALEM AL HOSANI	✓	✓	✓	3	1
Mr. AHMED AL ALAMI	✓	✓	✓	3	0
Mr. RAMEZ ABOUZAID	—	✓	✓	2	0

✓ Attended X Apology —

f. Board of Directors Resolutions issued by circulation during the Fiscal Year of 2022:

(3) Resolutions were approved by Circulation for 2022

Resolution Date	Resolution No.
Resolution by circulation on 13/05/2022 regarding the approval of the Company's Financial Statements for the three-month period ending on 31/03/2022	Resolution No. (1)
Resolution by circulation on 08/08/2022 regarding the approval of the Company's Financial Statements for the six-month period ending on 30/06/2022	Resolution No. (2)
Resolution by circulation on 11/11/2022 regarding the approval of the Company's Financial Statements for the nine-month period ending on 30/09/2022	Resolution No. (3)

g. Duties and Responsibilities of the Board of Directors authorized to the Executive Management:

No.	Name of Authorized Person	Authorization	Term of Authorization
1	Mr. ABDULMUTALLAB MUSTAFA AL JAEDI	Limited Special Power of Attorney	Undefined

Subject to the provisions of the Companies Law No. 2 of 2015, the CEO, as per a Special POA of the current Board, shall exercise the powers required to conduct the Company's business, including:

1. To represent the Company before all natural and legal persons, ministries, authorities, committees, councils, references, government and civil departments, chambers of commerce and industry, the Ministry of Economy, the Ministry of Human Resources and Emiratization, the Departments of Economic Development,



Municipalities, the General Directorate of Residency and Foreigners Affairs, the interior authorities, Borders, Ports, Customs, Traffic, Federal and Local Public Prosecutions, the Notary Public, Insurance and Communication Companies.

2. Sign all contracts, transactions, communications and documents in relation to the Company's business; to submit and follow up any and all requests necessary or required by any competent authority, and to any federal, municipal or governmental authority whatsoever in or outside the United Arab Emirates.
3. To manage the Company's legal disputes by issuing instructions to the Company's lawyers regarding the submission of summonses, written regulations and before the Courts in the United Arab Emirates and other countries of all kinds and degrees, enforcement and investigation departments, the Notary Public and judicial committees for the settlement of rental disputes in any emirate in the United Arab Emirates, as well as taking the necessary actions and procedures required to file and follow up cases, whether filed by or against the Company; to take precautionary measures, notify and establish evidence, submit memoranda, requests, protests, warnings, notifications, counterclaims, allegation of forgery, appointment of experts, request cancellation of seizure, intervention as a third person, admission of other litigants; in admission, abandonment, disbursement and receipt in the name of the Company exclusively; to appeal against judgments and decisions by all ways of appeal, in addition to acknowledging and waiving the right claimed, conciliation, accepting and requesting oath, and rejecting the same, abandoning litigation, relinquishing the judgment in whole or in part, or by appealing against the same, lifting the seizure, or leaving the insurance while keeping debt, or allegation of forgery, dismissal of the judge, arbitrator, or expert, or rejection or acceptance of the offer. He shall have the right to receive all papers and notifications related to the Company from any governmental, non-governmental, judicial or non-judicial entity and to serve notices to third parties. He shall have the right to submit complaints on behalf of the Company before the Police, the Public Prosecution and the Courts, and to waive the same after fulfilling the related rights, whether within the United Arab Emirates or other countries. Moreover, the agent shall have the right to authorize and delegate whomever he wants from the Company's employees.
4. To sell, purchase and renewing cars and vehicles owned by the Company with the competent departments inside and outside the UAE; to appoint whomever he wants in this regard from the Company's employees.

h. Details of Transactions with relevant parties during the Fiscal Year of 2022:

Details of transactions with relevant parties shall include joint-stock companies in the Union Insurance Company and within the scope of insurance operations, including general insurances, motors and other insurances, as follows:

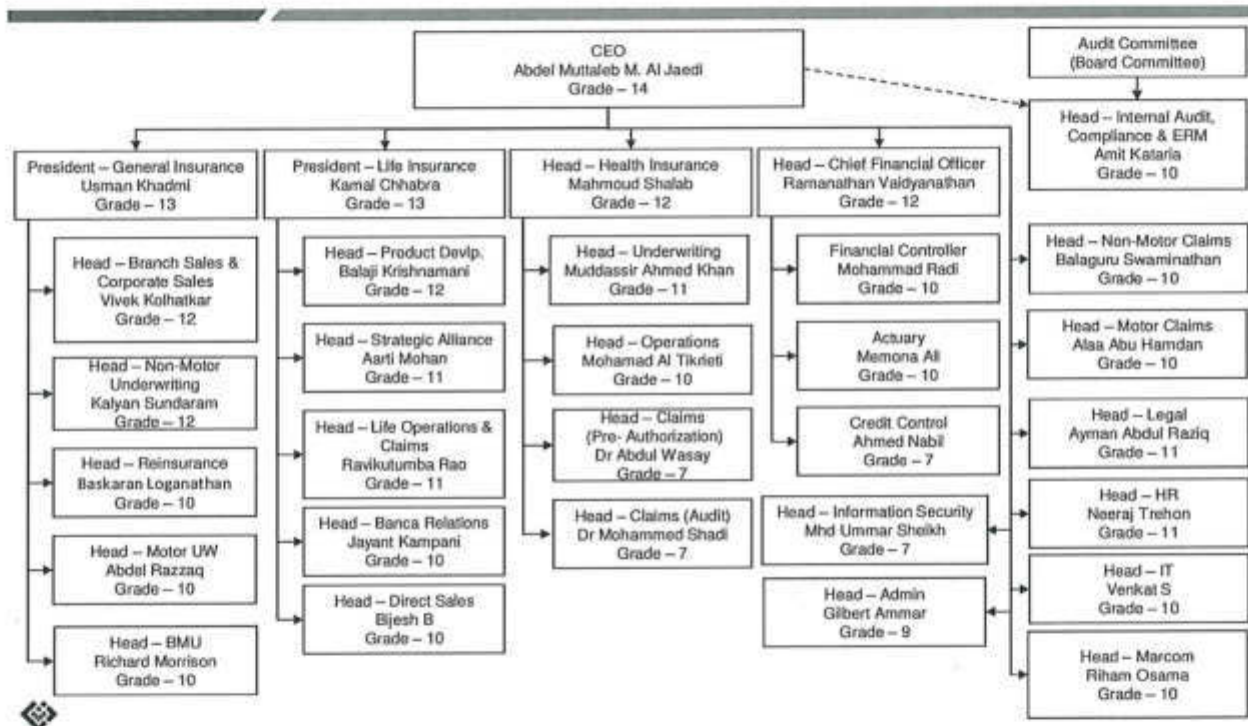
Transactions of Relevant Parties	AED
Receivables	26,598,372 (has been fully allocated and is under litigation)
Ownership Shares Held	0
Total Claims Under Settlement	467,922
Investment Properties	72,270,000 (has been fully allocated and is under litigation)
Transactions	



Underwritten Premiums	1,200,915
Paid Claims	2,447,829
Fixed Deposits	45,256,000
Interest Income accruing from Bank Deposits	439,011
Banking Expenses	107,580
Rents	504,000

I- Organizational Structure:

Senior Leadership Roles



b. Detailed description of the Senior Executives for 2022:

Position	Joining Date	Total Paid Salaries & Allowances for 2022 (AED)	Total Paid Bonuses during 2022 for the year 2021 (AED)	Reserve for Unpaid Bonuses for 2022 (AED)
CEO	01/09/2012	2,400,000	1,500,000	1,500,000
Chairman – General Insurances	16/10/2011	1,020,000	1,006,223	



Chairman – Life Insurance	16/09/2013	1,020,000	507,200	
CFO	01/08/2012	720,000	–	
Head of Health Insurance	01/08/2012	689,880	–	
Head of IT	08/09/2019	540,000	–	
Head of Personnel & HR	01/05/2019	540,000	–	
Director of Legal Dept.	01/05/2013	720,000	–	
Director of Risk, Compliance & Internal Audit Dept.	10/11/2013	420,000	–	

4. External Auditor:

a. About the External Auditor:

Grant Thornton has been appointed as the External Auditor of the Union Insurance Company under a resolution issued by the General Assembly on 27/04/2022. Grant Thornton has been operating in the United Arab Emirates for more than 55 years and has three offices in the UAE. It has 450 employees in addition to its wide spread around the world, as the number of its international offices is 750 and it has approximately 62000 employees, as well as providing services to many economic sectors. It should be noted that this is the first appointment of Grant Thornton to audit the business of the Union Insurance Company.

b. Costs & Fees of External Auditor:

The Annual General Assembly decided in its meeting held on 27/04/2022 to appoint M/s. Grant Thornton as the Company's External Auditor for 2022, and their fees were determined at an amount of AED 375,000, as their services included all professional services relevant to auditing the interim and annual financial reports.

Name of Audit Office	Grant Thornton
Partner Auditor	Mr. Amjad Nassef
Number of service years as an External Auditor of the Company	1
Total Audit Fees of Financial Statements of 2022	AED 375,000
Fees and costs for Special Services other than Auditing the Financial Statements of 2022	AED 100,000 - relevant to the International Financial Reporting Standard IFRS17



Details & Nature of other Services provided	Approval of the Insurance Authority's quarterly and annual Electronic Forms, approval of the Authority's Supervision Fees and approval of the Abu Dhabi Health Authority's Forms, as well as reviewing and approval of the quarterly Investment Reports, Money Laundering reports in accordance with the requirements of the Insurance Authority regarding the preparation of the Annual Final Reports.
Other Services performed by another External Auditor during 2022	Providing services relevant to the application of the International Financial Reporting Standard IFRS17

c. Remarks included by the External Auditor on Interim and Annual Financial Statements of 2022:

No remarks from the External Auditor.

5. Audit Committee:

(a) Acknowledgment by Head of Committee:

The Head of Committee Mr. ALI RASHID AL KAITOUB shall acknowledge his responsibility for the Committee's system at the Company, review of its working mechanism and the assurance of its effectiveness.

(b) Members of Audit and Risks Committee and a description of their Responsibilities and Duties:

Members of the Audit and Risks Committee:

Name	Position
Mr. ALI RASHID AL KAITOUB	Head of the Committee
Mr. ABDULLAH AL HOSANI	Member
Mr. AHMED MANSOUR	Member from outside the Board Members

Responsibilities and Duties of Audit Committee:

1. To recommend to the Board of Directors the nomination of the External Auditor, research and study the aspects relevant thereto, which include the fees and conditions for hiring them.
2. To monitor and follow-up the independence and objectivity of the External Auditor, to discuss the nature, scope of audit process and its effectiveness in accordance with the approved auditing standards, including reviewing the quarterly and annual financial statements before issuance and to be reviewed as part of their normal work, during the year and before closing the accounts in any quarter. It shall particularly focus on the following:
 - a. Any changes in accounting policies and practices.
 - b. To highlight the areas subject to management discretion.



- c. Material adjustments resulting from auditing.
 - d. To assume the continuity of the Company's business.
 - e. To comply with the accounting standards set by the Securities and Commodities Authority.
 - e. To comply with the rules of incorporation, disclosure and other legal requirements relevant to the preparation of financial reports.
3. To coordinate with the Board of Directors of the Company, the Executive Management and the CFO, or the Acting Manager, in order to perform its duties. The Committee shall meet with the auditors of the Company at least once a year.
 4. To study the strategic plan and objectives of the Company proposed by the Executive Management and ensure the extent to which the Company's Executive Management adheres to the strategic plan, policies and procedures approved or required by applicable laws, regulations and instructions.
 5. To consider any important and unusual clauses that are or should be set out in such reports and accounts, and shall give due attention to any matters raised by the Company's CFO, the Acting CFO, the Compliance Officer or the Auditors.
 6. To review the Company's Risk Management Policies, examine the reasons for the Company's default, if any, to review the notes contained in the Insurance Authority's Reports and of the External Auditor Reports and to follow up on the actions taken regarding the same.
 7. To ensuring coordination between the Company's Control Department and the External Auditor, ensure the availability of necessary resources for the Internal Control Authority, as well as reviewing and monitoring the effectiveness of such Authority.
 8. To consider the results of the main investigations in the internal control matters assigned to the Committee by the Board of Directors, or initiated by the Committee and approved by the Board of Directors.
 9. To review the Company's financial and accounting policies and procedures.
 10. To review the External Auditor's message, work plan, and any substantial inquiries raised by the auditor to the Executive Management regarding accounting records, financial accounts or control systems, and responding to the same.
 11. To ensure that the Board of Directors responds in a timely manner to the clarifications and fundamental issues raised in the External Auditor's Report.
 12. To ensure the application of the work rules relevant to its duties and powers entrusted to it by the Board of Directors.
 13. To monitor the extent to which the Company complies with the rules of professional conduct and report to the Board of Directors on the issues mentioned herein.
 14. To consider any other subjects set by the Board of Directors.

(c) Number of Meetings of the Audit and Risk Committee during the year, dates and the attendances of the Members in person:



Audit Committee held (8) meetings during 2022, a description of meetings and number of personal attendances is as follows:

Audit and Risks Committee Meetings	
	09 March 2022
	24 March 2022
	25 April 2022
	15 August 2022
	06 September 2022
	01 November 2022
	10 November 2022
	07 December 2022

Number of personal attendances of Audit and Risks Committee Members:

Number of personal attendances of Audit and Risks Committee Members:

Member Meeting Date	Mr. ALI RASHID AL KAITOUB	Mr. ABDULLAH AL HOSANI	Mr. RAMEZ ABOUZAID	Mr. AHMED MANSOUR
Meeting on 09 March 2022	✓	✓	—	✓
Meeting on 24 March 2022	✓	✓	—	✓
Meeting on 25 April 2022	✓	✓	—	✓
Meeting on 15 August 2022	✓	✓	✓	✓
Meeting on 06 September 2022	✓	✓	✓	✓
Meeting on 01 November 2022	✓	✓	X	✓
Meeting on 10 November 2022	✓	✓	X	✓
Meeting on 07 December 2022	✓	✓	X	✓
Number of Attendances	8	8	2	8



✓

Attended

X

Apology

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Not a Committee Member

6. Nomination & Bonuses Committee:**a. Acknowledgment by Head of Committee:**

The Head of Nomination & Bonuses Committee Mr. ABDULLAH AL HOSANI shall acknowledge his responsibility for the Committee's system at the Company, review of its working mechanism and assurance of its effectiveness.

b. Members of Nomination & Bonuses Committee and a description of their Responsibilities and Duties:**- Members of the Nominations and Bonuses Committee until 08/06/2022**

Name	Position
Mr. ABDULLAH AL HOSANI	Head of Committee
Ms. ALIA FARID HARMOZI	Member
Mr. MOHAMMED SALEM AL HOSANI	Member
Mr. AHMED AL ALAMI	Member
Mr. AHMED MANSOUR	Member from outside the Board Members

- Members of the Nominations and Bonuses Committee after the amendment of the Committee's Structure by the Board of Directors after 08/06/2022

Name	Position
Mr. ABDULLAH AL HOSANI	Head of Committee
Mr. MOHAMMED SALEM AL HOSANI	Member
Mr. AHMED AL ALAMI	Member
Mr. AHMED MANSOUR	Member from outside the Board Members

Responsibilities and Duties of Nomination and Bonuses Committee:

1. To ensure the independence of the independent members on an ongoing basis. If the committee finds that one of the members has lost the conditions of independence, it must refer the matter to the Board of Directors of the Company, and the Board of Directors Must notify the Member by registered letter to its address kept by the Company with justifications for his lack of independence, and the member must respond to the board of directors within fifteen days from the date of notification. The Board of Directors shall issue a resolution deeming the Member independent or non-independent in the first meeting following the Member's response or the expiration of the period referred to in the previous paragraph without a response.

If a member loses such capacity, this will not result in a breach of the minimum number of independent members within the Board of Directors, and this must be taken into account in the formation of committees. Without prejudice to the provisions of Article (145) of the Commercial Companies Law No. 2 of 2015, If the Board's decision nullifies the reasons or justifications for the member's independence affecting the minimum percentage that must be available from the independent members within the Board, the Company's Board of



Directors shall appoint an independent member to replace this member, provided that his appointment is presented to the Company's General Assembly to consider approving the Board's resolution.

2. The committee is responsible for preparing the policy for granting bonuses, benefits, incentives, and salaries of the Company's Board Member and employees. When developing these policies, the use of standards relevant to performance shall be taken into account.
3. The Committee is responsible for preparing the policy for human resources and training in the Company, monitoring its application, and determining the company's needs for competencies at the level of Senior Executive Management and executive cadres in leadership positions with high qualifications, and the basis for their selection and periodic review (including salaries and other benefits) and in line with bonuses/salaries granted by similar companies in the market to ensure that the bonuses/salaries are sufficient to attract qualified persons to work in the company in all locations with high levels and competencies.
4. Taking into account gender diversification within the formation of the Board Members in order to encourage women to run for membership in the Board of Directors of the Company and to develop a policy for the same.

c. A description of the number of meetings held by the Committee during the Fiscal Year, the dates and the attendances of the members in person:

Nomination & Bonuses Committee held 9 meetings during 2022; as follows a description of the meetings and number of in person attendance:

Meetings of Nomination & Bonuses Committee	
15 February 2022	
07 March 2022	
11 April 2022	
14 June 2022	
05 July 2022	
02 August 2022	
27 September 2022	
08 November 2022	
12 December 2022	

Number of personal attendances of Nomination & Bonuses Committee Members until 08/06/2022:

Member Meeting Date	Mr. ABDULLAH AL HOSANI	Mr. ALI RASHID AL KAITOUB	Mr. MOHAMMED SALEM AL HOSANI	Mr. AHMED SAEED AL ALAMI	Mr. AHMED MANSOUR
Meeting on 15 February 2022	✓	✓	✓	✓	✓



Meeting on 07 March 2022	✓	✓	X	✓	✓
Meeting on 11 April 2022	✓	✓	X	✓	✓
Number of Attendances	3	3	1	3	3

Number of attendance after the amendment of the Committee's Member Structure

Member Meeting Date	Mr. ABDULLAH AL HOSANI	Mr. MOHAMMED SALEM AL HOSANI	Mr. AHMED SAEED AL ALAMI	Mr. AHMED MANSOUR
Meeting on 14 June 2022	✓	✓	✓	✓
Meeting on 05 July 2022	✓	X	✓	✓
Meeting on 02 August 2022	✓	X	✓	✓
Meeting on 27 September 2022	✓	✓	✓	✓
Meeting on 08 November 2022	✓	X	✓	✓
Meeting on 12 December 2022	✓	✓	✓	✓
Number of Attendances	6	3	6	6

✓ Attended X Apology

7) Committee of Follow-up and Supervision on the Transactions of the Insiders:

(a) Acknowledgment by Head of Committee:

The Head of Committee of Follow-up and Supervision on the Transactions of the Insiders Dr. AYMAN ABDULRAZIQ shall acknowledge his responsibility for the committee's system at the Company, the review of its working mechanism and the assurance of its effectiveness.

(b) Name of Committee Members:

1. Dr. AYMAN ABDULRAZIQ – Director of Legal Department – Head of Committee
2. Mr. AMIT KATARIA – Director of Internal Control Department – Compliance Officer – Member



3. Mr. MOHAMMED RADI – Assistant Deputy Chairman – Financial Controller – Financial Department & Accounts – Member

Responsibilities & Duties of the Committee:

- The Committee shall be responsible for the managing, monitoring and supervising the transactions of Insiders and their property, maintaining their record and submitting the periodic reports and statements of the market.
- To maintain a record of all Insiders that include their statements and periodic declarations, and the declarations submitted by the Board of Members.
- To inform regulatory bodies of any changes that occur in the record.
- To inform anyone of their status as soon as they become an insider and to obtain their signature on the required forms.
- To inform Insiders of the periods of prohibition of trading specified by the market upon receipt, along with the other prohibitions periods approved by the instructions and circulars issued by the concerned authorities, as well as clarifying the permanent and temporary prohibition periods.
- To review and monitor the trading policies of Insiders, including periodic changes thereof, and to receive and review reports of trading made by Insiders.
- To inform the Board of any trading conducted by the Insider in case of violation of the laws, regulations and circulars issued in this regard and the actions taken and/or required in this regard.
- To maintain the confidentiality of information and data provided by the Board of Directors.

(c) Summary of the Committee's work during 2022:

The Committee held a meeting on 14/10/2022 in the presence of all its members, where it reviewed the rules concerning the transactions of Insiders by reviewing the trading reports of market, review the record of insiders, follow-up the prohibitions periods determined by the market and ensure that the insiders are notified.

8) Investment Committee:

(a) Acknowledgment by Head of Committee:

The Head of Investment Committee Mr. NASSER BIN RASHID AL MOALLA shall acknowledge his responsibility for the committee's system at the Company, the review of its working mechanism and the assurance of its effectiveness.

(b) Members of Investment Committee and a description of their Responsibilities & Duties:

Name	Position
Mr. NASSER BIN RASHID AL MOALLA	Head of Committee
Mr. AHMED MANSOUR	Member from outside the Board Members
Mr. ABDULMUTALLAB MUSTAFA AL JAEDI	Member from outside the Board Members

Responsibilities & Duties of Investment Committee:



1. To develop and monitor the investment strategy and policy.
2. To prepare and discuss investment plans, review the fundamentals in relation to the nature of investment activities, and to prepare a plan of action accordingly, in addition to making recommendations for the Board of Directors.
3. To review the investment financial results and make the necessary recommendations thereon.
4. To manage the Company's investments in accordance with the interests of the Company and the directives of the Board of Directors.

(c) Number of meetings held by the Investment Committee during the year, the dates and attendances of the members in person:

The Investment Committee did not hold any meeting during 2022.

9) Internal Control System:

(a) Acknowledgement by the Board of their responsibility for the Internal Control System at the Company, the review of its working mechanism and the assurance of its effectiveness:

The Board shall acknowledge their responsibility for the Internal Control System at the Company, the review of its working mechanism and the assurance of its effectiveness in accordance with the relevant laws, regulations and resolutions of the Securities and Commodities Authority.

(b) The Managing Director & his Qualifications:

A competent department for internal control was established, managed by Mr. AMIT KATARIA who was appointed on 10/11/2013, who also takes the responsibility of Compliance Officer, holder of a Bachelor of Commerce degree from the University of Mumbai (Faculty of Commerce and Economics). He holds an ICAI certificate from the Indian Institute, an AICPA certificate from the American Institute of Certified Public Accountants in Colorado, in addition to 12 years of experience in auditing, compliance and risk management due to working for several insurance companies such as TATA AIG and Universal Sampo Japan.

(c) Name, qualifications and date of appointment of Compliance Officer:

Mr. AMIT KATARIA takes the responsibility of Compliance Officer at the Company.

(d) How the Internal Control Department handles any major problems in the Company:

The Internal Audit Department shall prepare an annual plan to identify the risks and the degree of severity, and to review and audit the various sections, departments and branches of the Company, where periodic reports shall be submitted on the tasks performed to the Audit Committee, which are presented to the Board of Directors, as well as a plan that aims at handling or limiting violations, if any. Noting that the Internal Control Department did not encounter any problems at the Company during 2022.

(e) The number of reports issued by the Internal Control Department:



The number of reports issued by the Internal Control Department during 2022 reached nine reports.

10) Details of violations committed during the Fiscal Year, the reasons and how to deal with them, and the way to avoid reoccurrence in the future:

No Violations

11) A description of cash and in-kind contributions made by the Company in the development of community and preservation of the environment during the year 2022:

The company launched an initiative to donate clothes with the DAR AL BER Charitable Authority in all of the company's offices and branches, and we provided the authority with 7 full boxes of clothes.

We also launched an initiative to donate unused medicines in cooperation with the Dubai Health Authority, we donated: 600 tablets, 6 boxes of syrup, 100 lancets and 50 glucose meter strips.

The Company continued its initiatives to recycle paper and HP ink cartridges in its offices across the UAE, in order to reduce the Company's impact on the environment, as it recycled more than 7714 kilos of paper and 2626 ink cartridges until the end of 2022.

Moreover, the Company started recycling plastic water bottles in all offices in 2022 in order to reduce the impact of our business on the environment by reducing carbon dioxide emissions and saving energy and water. We recycled nearly 5,000 water bottles of 500 ml, which is equivalent to 100kg of plastic.

12. General Information:

(a) Description of the Company's share price at market (closing price, highest price, lowest price) at the end of each month during the Fiscal Year 2022:

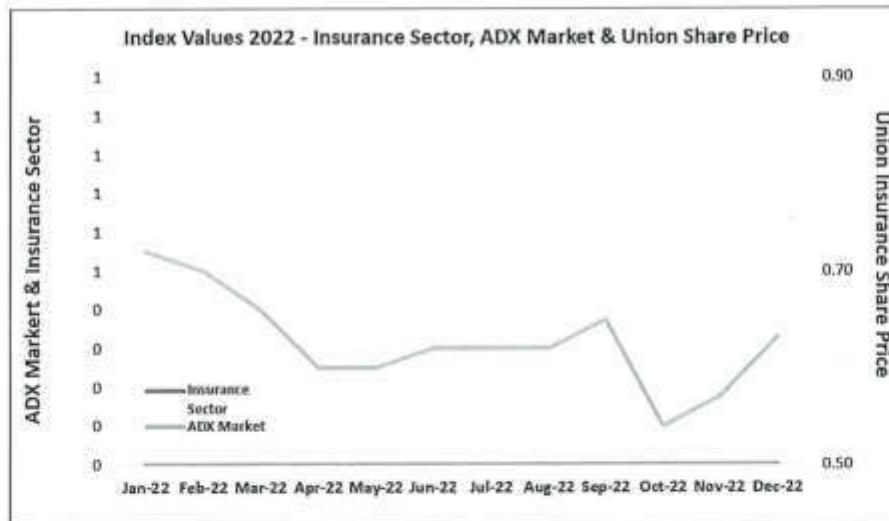
Month	High	Low	Last Close
Jan-22	0.720	0.720	0.720
Feb-22	0.700	0.700	0.700
Mar-22	0.700	0.660	0.660
Apr-22	0.600	0.600	0.600
May-22	0.600	0.600	0.600
Jun-22	0.690	0.621	0.621
Jul-22	0.690	0.621	0.621
Aug-22	0.690	0.621	0.621
Sep-22	0.559	0.600	0.650
Oct-22	0.540	0.520	0.540
Nov-22	0.500	0.550	0.570
Dec-22	0.632	0.632	0.632



Source: ADX Website

(b) Description of the comparative performance of the Company's share with the General Market Index and the Sector Index to which the Company belongs during 2022:

Month	Insurance Sector	ADX Market	Union Insurance
Jan-22	0	0	0.72
Feb-22	0	0	0.70
Mar-22	0	0	0.66
Apr-22	0	0	0.60
May-22	0	0	0.60
Jun-22	0	0	0.62
Jul-22	0	0	0.62
Aug-22	0	0	0.62
Sep-22	0	0	0.65
Oct-22	0	0	0.54
Nov-22	0	0	0.57
Dec-22	0	0	0.63



(c) Description of Shareholders' Equity as on 31/12/2022 (Individuals, Companies, & Governments) classified as follows: Local, Gulf, Arab, & Foreign:

No.	Shareholder Classification	Shareholding			
		Individual	Companies	Government	Total
1	Local	120,919,549	197,059,375	0	317,978,924



2	Gulf	160,165	0	0	160,165
3	Arab	70,680	0	0	70,680
4	Foreign	329,411	12,400,000	0	12,729,411
5	Total	121,479,805	209,459,375	0	330,939,180

(d) Description of Shareholders holding 5% or more of the Company's Capital as on 31/12/2022:

No.	Shareholder Name	No. of Shares	Shareholding %
1	SALEM ABDULLAH SALEM AL HOSANI	76,614,519	23.15%
2	AL SALEM CO. LTD.	66,710,022	20.16%
3	UMM AL QUWAIN GENERAL INVESTMENT COMPANY PSC	65,179,710	19.70%
4	GULF GENERAL INVESTMENT COMPANY	22,943,161	6.93%
5	GULF FALCONS GENERAL TRADING LLC	20,055,020	6.06%

(e) Distribution of Shareholders in accordance with the size of ownership as on 31/12/2022:

No.	Shareholding (Share)	No. of Shares	No. of Shares Owned	Shareholding
1	Less than 50,000	12,992,931	2,017	3.9%
2	From 50,000 up to less than 500,000	5,237,738	43	1.6%
3	From 500,000 up to less than 5,000,000	29,126,390	14	8.8%
4	Over 5,000,000	283,582,121	9	85.7%
	TOTAL	330,939,180	2,083	100.0%

(f) Actions taken with regard to the Controls of Investor Relations:

Ms. RIHAM OSAMA was appointed as Investor Relations Officer, who holds a Bachelor of Commerce, Accountancy Degree, from Ain Shams University, has a Master in Marketing from Liverpool University. You can contact her easily through the information posted on the Company's website (Riham Osama – riham.o@unioninsurance.ae – Tel No. +971 4 378 7609).

An electronic link was also created on the Company's website: (https://www.unioninsurance.ae/en/about_us/#/InvestorRelations), through which all financial reports, Company news, developments and related events can be viewed.

(g) Special Resolutions presented to the General Meeting during 2022 and the actions taken thereon:

- Amendment to Article No. (5) of the Company's Articles of Association was approved at the General Assembly Meeting held on 27/04/2022, as the amendment stipulated the addition of the following paragraph:

9. Investing in securities of all kinds - except for financial derivatives for non-hedging purposes - issued by public and private joint-stock companies inside and outside the UAE, as well as real estate investment inside the UAE, all within the



regulatory rules and procedures issued by the relevant regulatory authorities. The system was amended accordingly, and the amendment was included on the Company's website.

(h) Rapporteur of the Board of Directors and Date of Appointment:

Ms. RANIM FAJR MAHMOUD, who was appointed on 29/09/2021 by the Board of Directors, shall undertake the duties of the Rapporteur of Company's Board of Directors.

(i) The Company's significant events during 2022:

- During the General Assembly meeting, a Board Member of Al Baraka Investment Company, represented by Mr. Bashar Al Zoghbi, was dismissed. In addition to approving the appointment of Ms. Eman Al Midfa as a Board Member.
- Al Salam Company Ltd. has expressed its intention to submit an acquisition offer to all the Company's Shareholders with the aim of increasing Al Salam Company's share in the ownership of the Company.
- The Company made an initiative with Noon to give employees and customers a cash discount on their purchases from Noon and Sivvi.
- The Company added new programs in the Value-added Balsam Program.

(j) Transactions carried out by the Company during 2022, which are equal to 5% or more of the Company's Capital:

N/A

(k) Description of the percentage of Emiratization by the end of 2020-2021-2022:

Percentage of Emiratization in the Company for 2020 reached (9.8%)

Percentage of Emiratization in the Company for 2021 reached (10.1%)

Percentage of Emiratization in the Company for 2022 reached (11.06%)

(l) Innovative Projects and Initiatives carried out by the Company or under development in 2022:

The Company did not carry out Innovative Projects or Initiatives during 2022.

Position	Signature	Date
Chairman		
Head of Audit Committee		
Head of Nomination & Bonus Committee		
Director of the Internal Control Department		