

Governance Report.

2018



Sharjah Insurance Company

Public Joint Stock Company

1. Statement of the procedures taken to complete the Corporate Governance system during 2018, and how they are applied:

Sharjah Insurance Company complies with applying the regulations of the governance of public joint stock companies subject to the Ministerial Decree No. 7 / R. M for the year 2016 concerning the standards of institutional discipline and governance of public joint stock companies to enable the company to achieve its purposes and protect the interests of its shareholders. The Company is keen on developing its administrative systems including updating the computer systems, applying the best professional practices and activating the role of internal auditing. This is to establish the transparency principle in its transactions.

Complete compliance with the rules and standards of governance in forming and considering the management structure according to the governance rules to include independent and non-executive members; compliance with forming the auditing committees, following up and independence of the internal auditing officers in performing their job duties contributed to activating the role of internal auditing. It also provided the independence required for performing their duties and obtaining the immediate information and deliberated technical reports to tighten and implement the auditing and reviewing procedures. The internal auditing department follows the board of directors and submits its reports directly to the auditing committee formed by the board of directors subject to a modus operandi represented in comprehensive auditing assessment and auditing of the different risks, which the company encounters, and implementing the recommendations and directions of the board of directors.

The company's information technology department worked on developing the computer system to provide direct, accurate and comprehensive information about all technical, financial and administrative activities. This contributed to activating the internal auditing system to work efficiently and transparently.

2. Statement of the transactions of the members of the Board of Directors, their spouses and children in the Company' securities during 2018 using the table below:

There are no transactions (sale / purchase) in the securities of Sharjah Insurance Company by the members of the board of directors, their spouses or descendants in 2018.

3. Board of Directors Composition:

- a. The composition of the current board of directors is according to the following table:

S/N	Name	Category (Executive, Non- executive, and Independent	Qualifications & Experience	Period of membership	Their memberships and positions in any other companies	Their positions in any other important supervisory, governmental or business entities.
1	Sheikh Mohammed Saud Sultan Saqer Al Qasimi	Independent, non – executive	University graduate; Governmental positions	(20) Years; since 1998.	Deputy chairman of Bank of Sharjah	Head of the Central Financial Dept. of Sharjah – Executive Member in Sharjah.
2	Sheikh Nasser Bin Rashed Al Moaila	Independent, non – executive	University graduate; Banking business	(18) Years; since 2000.	Deputy chairman and CEO of Umm Al Quwain National Bank – BOD member of RAK Cement and Constructional	

					Materials Industry.	
3	Mr. Salem Abdullah Salem Al Hosani	Dependent / non – executive	University graduate; Businessman	(25) years; since 1993	Deputy Chairman of Gulf Medical Projects – Chairman of Umm Al Quwain General Investments – BOD Member of RAK Cement and Constructional Materials Industry – BOD Member of Umm Al Quwain National Bank.	
4	H. E. Abdurrahman Mohammed Al Owais	Independent / non – executive	University graduate; Governmental positions	(20) Years; since 1998.	Chairman of the BOD of Sharjah Islamic Bank	Minister of Health
5	Mr. Ahmed Mohammed Hamad Al Midfaa	Independent / non – executive	University graduate; Businessman	(20) Years; since 1998.	BOD Member of Dana Gas.	
6	Mr. Ahmed Salem Abdullah Salem Al Hosani	Dependent / businessman	University graduate; Businessman	(2) years; since 2017	BOD member of Gulf Pharmaceuticals – BOD member of Sharjah Cement Company	
7	Mr. Khalid Mohamed Abdullah Al Khayyal Al Ali	Dependent / businessman	University graduate; Businessman	(23) years; since 1995	Chairman of the board of trustees of Sharjah Charity; BOD member of Delhi Private School.	
8	Mr. Ibrahim	Dependent /	University	(1) year;	Member of the	

	Mohamed Abdullah Al Khayyal Al Ali	businessman	graduate; Businessman	since 2018	board of trustees of Sharjah Charity	
9	Al Salem Limited Company; represented by Dr. Humaid Obaid Al Matroshi	Independent / non – executive	University graduate; economy Phd.	(3) years; since 2015	BOD member of Sharjah Group.	

b. statement of women's representation in the Board of Directors in 2018:

There is no representation of women in the current board of directors.

c. statement of reasons why no women were nominated for the membership of the Board of Directors:

d. nomination for the membership of the BOD of Sharjah Insurance Company is available for the two genders in every election cycle with equal rights without discrimination. There is no reason for the lack of nomination of women in the BOD membership.

1- Total remunerations paid to the members of the Board of Directors for the year 2018:

The total remunerations paid to the members of the board of directors in the fiscal year that expired on December 31, 2017, is UAE Dirham four hundred and fifty thousand.

2- Total remunerations proposed to be paid to the members of the Board of Directors for the year 2018, which shall be presented in the annual General Assembly for approval:

The board of directors proposed paying the remuneration to the members of the board of directors for the year 2018 in the total value of UAE Dirham nine hundred thousand.

3- Details of allowances for attending the sessions of committees derived from the BO, which were paid to the BOD members for the fiscal year 2018 using the table below:

S/N	Name	Allowances for attending the BOD Committees		
		Name of Committee	Allowance Amount	Number of Meetings
1	Sheikh Nasser bin Rashid Al Mala	Executive committee	100,000	3
2	Mr. Salem Abdullah Salem Al Hosani	Executive committee	100,000	3
3	H. E. Abdurrahman Mohammed Al Owais	Executive committee	100,000	3
4	Mr. Khalid Mohammed Abdullah Al Khayyal	Executive committee	100,000	3
5	Mr. Ahmed Salem Abdullah Salem Al Hosani	Executive committee	100,000	3
6	Mr. Ahmed Mohammed Mansour	Executive committee	100,000	3

4- The number and dates of BOD meetings held during the FY 2018 as well as the attendance frequency by all the members; in person and by proxy:

#	Date of the meeting	Number of Attendees	Number of attendance by proxy	Names of absent members
1	5/3/2018	7	1	Mr. Khalid Mohammed Abdullah Al Khayyal. Mr. Ali Abdullah Mohammed Al Khayyal.
2	20/4/2018	8	1	Mr. Ibrahim Mohammed Abdullah Al Khayyal.

3	8/10/2018	6	-	Sheikh Mohammed bin Saud Al Qassimi. H.E. Abdurrahman Al Owais. Mr. Ahmed Mohammed Al Midfa.
4	4/12/2018	9	3	-

5- The BOD's tasks and functions which were performed by the Executive Management pursuant to an authorization by the BOD to the Management, stating the period and validity of the delegation:

#	Name of the authorized person	Delegation authority	Duration of Delegation
1	Mr. Salem Abdullah Salem Al Hosani	BOD member	Membership period from 20/4/2018.
	Mr. HMED Salem Abdullah Salem Al Hosani	Managing director	Membership period from 20/4/2018.
2	Mr. Khalid Mohammed Abdullah Al Khayyal	BOD member	Membership period from 20/4/2018.
3	Dr. Humaid Humaid Abeed Al Matrooshi	Representative of Al Salem Limited Company; BOD member	Membership period from 20/4/2018.

Tasks:

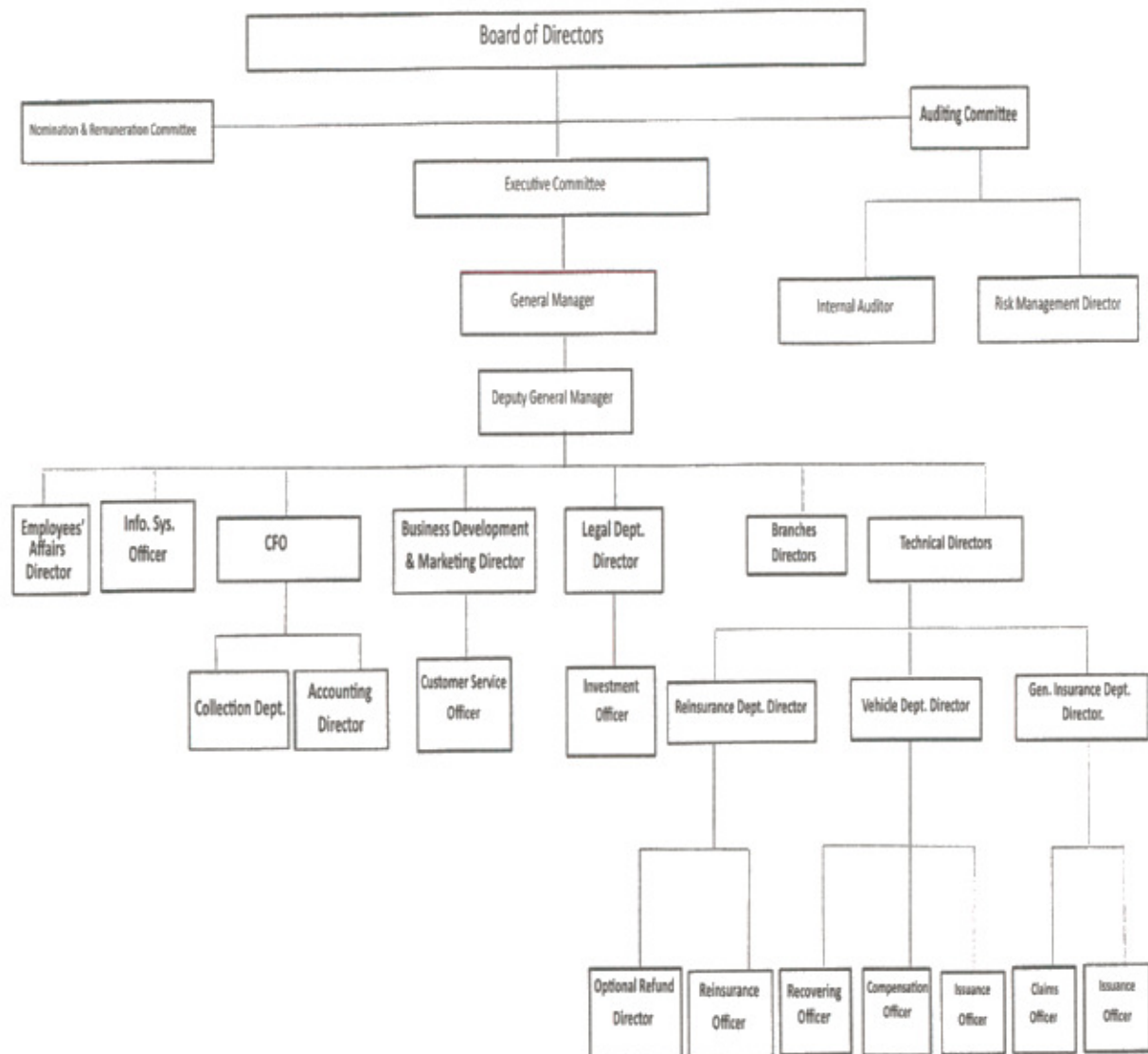
- Representing the chairman of the board of directors in the management duties and before the concerned official authorities and departments for the daily administration of the company's business.
- Signing on behalf of the company in all transactions with the administrative authorities.

- 4- Details of the transactions made with the related parties (stakeholders), indicating the nature of relationship and transaction type:

Not available.

- 5- Organizational structure of the Company, including at least the first and second levels, and including the General Director and/or Executive Manager, Deputy General Director, and the managers of the Company such as the Financial Manager:

Attached.



6- Detailed statement of the senior executive staff in the first and second levels according to the Company's organizational structure (as set out in item (3h) above), their positions and appointment dates, and total salaries and benefits paid thereto, in the table below:

S/N	Position	Date of Appointment	Total Salaries and Allowances paid in 2018 (AED)	Total Bonuses paid in 2018 (AED)	Any other Cash/in-kind benefits for 2018 or payable in the future
1	GM	30/1/2016	540,000	150,000	NA
2	Internal Auditor	14/1/2018	240,000	NA	NA
3	Legal Dept. Director	1/5/2016	240,000	NA	NA
4	Business Development Director	1/5/2016	240,000	NA	NA
5	Financial Director	22/5/1977	240,000	NA	NA
6	Director of Gen. Insurance Dept.	22/6/2012	240,000	NA	NA
7	Director of Vehicle Insurance Dept.	1/9/2012	192,000	NA	NA
8	Deputy Director of Re-Insurance	11/12/2003	144,000	NA	NA

	Agreed				
9	Deputy Director of the Optional Reinsurance Dept.	1/11/2017	144,000	NA	NA
10	Info. Sys. Dept. Director	6/6/2015	156,000	NA	NA
11	Ajman Branch Director	27/6/2017	240,000	NA	NA
12	Employees' Affairs Dept. Director	9/3/2011	156,000	NA	NA

External Auditor:

a. A brief about the external auditor:

- The Company's ordinary general assembly appointed (Deloitte & Touche) as thee external auditor of the company.
- The external auditors are independent and have no conflict of interests subject to the requirements of the professional regulations and standards. In case such conflict of interests exist, it must be processed subject to the governing regulations to achieve the company's interest.
- The board of directors confirms that the external auditor was not required to provide any administrative or consulting services related to its job duties, which

may affect its decisions or independence, such as the following works, for example but not limited to:

- Any accounting works or any works related to the accounting records conflicting with the nature of its job as an independent external auditor.
- Providing any consulting works, internal auditing works or any similar works as a subcontractor.
- Providing any administrative services or any employment services with the company's financial department in the company or any other administrative or supervisory jobs.

a. Statement of the fees or costs of auditing or the services provided by the external auditor in the table below:

Name of Auditing Firm	Deloitte & Touche	
Number of years served as an external auditor for the Company	Since the establishment of the company in 1970	
Total fees for auditing the financial statements of 2018 (in AED)	AED 230,000	
The fees and costs of the special services other than the auditing of the financial statements in 2018 (in AED), if any, and in case there are no other fees, this shall be expressly stated	AED 40,000	
The details and nature of other services provided (if any), and in case there are no other services, this shall be expressly stated	Preparing a report on the procedures of money laundering and terrorist fighting.	
A statement of the other services performed by an external auditor other than the Company's auditor in 2018 (if any), and in case there is no another auditor, this shall be expressly stated	NA.	

- b. Statement of the qualified opinions made by the company's external auditor in the interim and annual financial statements for 2018. In the absence of any qualified opinions, this shall be stated clearly:

NA.

4. Auditing Committee:

Names of members of the audit committee:

1. Sheikh Nasser bin Rashid Al Mala:
2. Mr. Khalid Mohammed Abdullah Al Khayyal.
3. Mr. Ahmed Mohammed Mansour, BOD consultant.

Terms of reference and tasks assigned to it:

- Supervising the company's department of internal auditing.
- Studying the internal audit system and file the recommendations to the board of directors.
- Studying the internal auditing reports and following up the implementation of proper procedures concerning the notes thereon.
- Filing recommendation to the board of directors to appoint, dismiss and ensure the independence of the chartered accountants.
- Following up the works of the chartered accountants and approving any work outside the scope of the auditing works assigned to them during performing the auditing.
- Studying the initial and annual financial statements before submitting them to the board of directors, giving opinion and recommendations on the same.
- Studying the applicable accounting policies, giving opinion and recommendations to the board of directors in regard therewith.

Number of Meetings:

(3) Times.

Number of personal attendance.

Attendance is personal in all meetings.

Dates of the meetings:

1- 9/4/2018.

2- 13/8/2018.

3- 8/10/2018.

5. Nomination & Remuneration Committee:

Names of the Committee Members:

1. Mr. Ahmed Mohammed Al Midfa.
2. Mr. Ibrahim Mohammed Abdullah Al Khayyal.
3. Mr. Ahmed Mohammed Mansour, BOD consultant.

Terms of reference and tasks assigned to it:

- Regulating and following up the procedures of nomination to the BOD membership subject to the applicable laws, regulations and the provisions of this resolution.
- Preparing the policies of paying remunerations, advantages and bonuses of the company's board of directors and employees and reviewing the same annually. The committee shall ensure the remunerations and advantages given to the senior

executive management of the company are reasonable and commensurate with the company's performance.

- Regulating and following up the procedures of nomination to the BOD membership subject to the applicable laws, regulations and the provisions of this resolution.
- Ensuring the independence of the independent members continuously.
- Defining the company's needs of cadres in the senior executive management and employees and the basis for selecting them.
- Preparing the HR and training policies in the company, monitoring the application thereof and reviewing the same annually.

Number of the meetings:

(2) times.

Number of personal attendance.

Attendance is personal in all meetings.

Dates of the meetings:

4- 13/02/2018.

5- 8/8/2018.

4. Insiders' Trading Follow-Up and Supervision Committee:

Previously, due to the lack of trade of the company's share, it was followed up by the company's CFO. Such procedure was cancelled. Currently, the committee is under formation and shall be announced soon.

5. Executive Committee:

6. Names of the committee members:

- 1- Sheikh Nasser bin Rashid Al Mala.
- 2- Sheikh Salem Abdullah Salem Al Hosani.
- 3- H.E. Abdurrahman Mohammed Al Owais.
- 4- Mr. Khalid Mohammed Abdullah Al Khayyal.
- 5- Mr. Ahmed Salem Abdullah Salem Al Hosani.
- 6- Mr. Ahmed Mohammed Mansour, BOD Consultant.

Number of meetings:

(2) Times.

Number of personal attendance.

Attendance is personal in all meetings.

Dates of the meetings:

1- 20/4/2018.

2- 22/10/2018.

c. Internal Control System:

In January 2018, an internal auditor, who is sufficiently experienced in the field of internal auditing and insurance business, was appointed. All powers

were conferred on him to practice his job duties and he follows the BOD directly. The board of directors of Sharjah Insurance Company confirms the company's compliance with the remaining policies and controls. This is because the application of the controls and standards of institutional discipline is compatible with the ethical principles and rational practice in management. By this new approach, the company's management seeks achieving the objectivity, honesty and accountability. This shall be subject to regulatory framework and procedures maintaining rights and regulating the relationship between the management, shareholders and other stakeholders through a firm direction and control system.

a. Internal auditor name:

Mr. Souhil Garouge.

b. Qualifications:

University certificate (Economy and Commerce College).

(5) Five years of experience in internal auditing with a local insurer.

c. Compliance Officer's Name, qualification and employment date:

Name	Qualifications	Employment Date
Mohammed Yusuf Abdullah Al Hosani	Bachelor of commerce and economy.	25/12/2012.

d. How the Internal Control Department handle any significant issues in the company, or issues disclosed in the annual reports and accounts (in case there are no significant issues, it should stated that the Company did not have any significant issues):

- e. Details of the violations committed during the year 2018 and a statement of reasons thereof, and how they addressed and how they will avoided in the future:

NA.

- f. The cash and in-kind contributions made by the Company during the year 2018 toward the local community development:

Some activities of the governmental administrative authorities in Sharjah were supported with the total amount of AED 292,159 (UAE Dirham two hundred ninety two thousand, one hundred fifty nine).

g. General Information:

- a- Statement of the Company share price in the Market (closing price, highest price, lowest price) in the end of each month during year 2018:

The information available to us is that the share closing price on 31/12/2018 was AED 2.84.

- b- Statement of the comparative performance of the company's shares with the market index and the sector index to which the company belongs during year 2018:

NA.

- c- statement of shareholding distribution as of 31/12/2018 (individuals, companies, governments) classified as follows: local, GCC, Arab, foreign in the table below:

S/N	Shareholder Category	Percentage of Shares Held			
		Individual	Companies	Government	Total

	Local	68.26 %	31.74 %	-	100 %
	Arab	-	-	-	-
	Foreign	-	-	-	-
	Total	68.26 %	31.74 %		100 %

d- statement of the shareholders who hold 5% or more of the Company's capital as of 31/12/2018 in the table below:

S/N	Name	Number of Shares Held	% of the Shares Held of the Company's Capital
1	Salem Abdullah Salem Al Hosani	35,000,000	25.455 %
2	Al Salem Limited Company	26,408,755	19,206 %
3	Al Khayyal Group Trading & Investment LLC	12,2017,630	8.886 %
4	Mohammed Ahmed Mohammed Said Al Qassimi	6,992.696	5.086 %

e- statement of shareholders distribution by the size of equity as of 31/12/2018 in the table below:

S/N	Share(s) Owned	Number of Shareholders	Number of Share Held	% of the Shares Held of the Capital
1	Less than 50,000	81	932,690	0.68 %
2	From 50,000 to less than 500,000	41	7,236,316	5.262 %

3	From 500,000 to less than 5,000,000	17	24,022,473	17.47 %
4	More than 5,000,000	8	105,308,521	76.588 %

- The procedures taken with respect to the controls of investors' relations:

Under preparation.

- The name and contact information of the Investors' Relations Manager:

Abd El Salam Mahmoud Ibrahim	0506778904 a.salam@shjins.ae
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- The hyper link of the Investor Relations webpage on the website of the Company:

<https://www.shjins.com/investor-relation/>

- f- The special resolutions presented to the General Assembly held in 2018 and the procedures taken with respect thereto:

NA.

- g- The name of the board secretary and the date of his/her appointment:

Abd El Salam Mahmud Ibrahim	01/05/2016
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- h- Statement of the significant events that took place in the Company in 2018:

NA.

- i- The Emiratization percentage in the Company at the end of 2018.

5 %

- j- The innovative projects and initiatives implemented by the Company or which were under development during 2018:

NA.

Chairman of the Board of Directors

Sheikh Mohammed bin Saud Al Qassimi



Company's Seal

Date: 4/4/2019.

