

# Listed Companies Guide

Upon the preparation of the Board's report in accordance with requirements of the Corporate Governance Regulations, the Companies Law and the Regulatory Rules and Procedures Issued Pursuant to the Companies Law Relating to Listed Joint Stock Companies.





## **The following shall be considered when using the Board's Report Form:**

1. "Report" means the Board's report, and "Company" means the listed company that issues the report.
2. Method of presenting such a report is not mandatory, as it has been prepared only as a guide for preparing Board's report. Hence, the Company is responsible for complying with requirements of the Corporate Governance Regulations, the Companies Law and the Regulatory Rules and Procedures Issued Pursuant to Companies Law relating to Listed Joint Stock Companies.
3. This report includes the information required to be disclosed in the Board's report in a manner consistent with the nature of each company's activity.

## Introduction

The Board's report is a report that must be provided by each listed company on the Saudi Stock Exchange to investors.

This report is considered to be an important source of information and data needed by investors to identify the main activities of the Company, the nature of its investments, its management structure, and the level of performance during the financial year. Investors rely on this report when it comes to their investment decisions, in addition to other financial data. The Board's report is an annual message from the Board of Directors to shareholders and investors, which includes a range of basic information about the Company's activities, highlighting executed projects in addition to analysis of the operational and financial results. Furthermore, the report provides a clear vision of the structure of the Company's Board and the extent of its commitment to the Corporate Governance Regulations.

Board's report is one of the important reports that contain the Board Chairman's statement, information on the Company's activities, a summary of its most prominent strategic and operational resolutions, together with a summary of assets and liabilities thereof, as well as an analytical presentation of its operational results and current and expected risks. Furthermore, the report is an important source to identify the extent of company's compliance with the Corporate Governance Regulations, as the report includes a description of the provisions that the Company adhered to, and that not, and reasons behind such cases. As for financial statements, they contain annual profit or loss data, current financial position, income, changes in shareholders' equity and cash flows.

Article (90) of the Corporate Governance Regulations provides the information required to be included in the Company's Board's report, on which investors rely on their investment decisions. This comes together with Article (93) of the Corporate Governance Regulations, as well as the Companies Law and the Regulatory Rules and Procedures issued in pursuant to the Companies Law relating to Listed Joint Stock Companies such as the provisions that require disclosure in the Board's report.

This Guide for the Board's Report has been prepared to assist listed companies to comply with disclosure requirements when preparing the Board's report, given that company's compliance herewith shall not release it from adhering to the requirements of the Corporate Governance Regulations, the Companies Law and the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.

# Board's Report

A company can meet the disclosure requirements in the Board's report by fulfilling the following requirements:

- 1) Article (90) of the Corporate Governance Regulations.
- 2) Article (93) of the Corporate Governance Regulations.
- 3) Disclosure requirements in Board's report included in the Companies Law.
- 4) Disclosure requirements in Board's report included in the Regulatory Rules and Procedures Issued Pursuant to the Companies Law Relating to Listed Joint Stock Companies.

The Board's report must include a presentation of the Board's operations during the last fiscal year and all factors that affect the Company's businesses. Such report must include the following:

## 1) Implemented and non-implemented provisions of the Corporate Governance Regulations, and justifications thereof.

The report must include implemented and non-implemented provisions of the Corporate Governance Regulations, and shall indicate reasons behind that. For instance, this paragraph may be disclosed in the form of a table, as follows:

The Company implements all provisions set forth in the Corporate Governance Regulation issued by Capital Market Authority, except the following provisions:

Article/Paragraph No	Article/Paragraph Text	Reason for Non-Implementation
-	-	-
-	-	-

## 2) Names, qualifications, experiences, and current and previous positions of the Board and Committees' members and the Executive Management.

The report must include names, current and previous positions, qualifications and experiences of each member in the Board, Committees and Executive Management. For instance, this paragraph may be disclosed in the form of a table, as follows:

### A. Board Members

	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	-	-	-	-	-
2	-	-	-	-	-

## B. Committees' Members

	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	-	-	-	-	-
2	-	-	-	-	-

## C. Executive Management

	Name	Current Positions	Previous Positions	Qualifications	Experiences
1	-	-	-	-	-
2	-	-	-	-	-

### 3) Names of companies inside and outside the Kingdom in which a Board member is a member of their current or previous Board or a manager.

The report must include names of companies of any legal form inside and outside the Kingdom in which a Board member is a member of their current or previous Board or a manager. For instance, this paragraph may be disclosed in the form of a table, as follows:

Member Name	names of Companies in which a Board member is a member of their current Board or a manager	Inside/outside the Kingdom	Legal entity (listed joint stock/ non listed joint stock/ limited liability/...)	names of Companies in which a Board member is a member of their previous Board or a manager	Inside/outside the Kingdom	Legal entity (listed joint stock/ non listed joint stock/limited liability/...)
Member(1)	-	-	-	-	-	-
Member(2)	-	-	-	-	-	-

**4) Composition of the Board and classification of its members, as follows:  
Executive Directors, Non-Executive Director, Independent Director.**

The report must include classification of Board members as follows: Executive Directors, Non-Executive Director, Independent Director. For instance, this paragraph may be disclosed in the form of a table, as follows:

Member Name	Membership Classification (Executive, Non-Executive, Independent Director)
Member(1)	-
Member(2)	-
Member(3)	-

**5) Procedures taken by the Board to inform its members, Non-Executive Directors in particular, of shareholders' suggestions and remarks on the Company and its performance.<sup>1</sup>**

The report must include the procedures taken by the Board to inform its members, Non-Executive Directors in particular, of shareholders' suggestions and remarks on the Company and its performance.

**6) A brief description of the competencies and duties of committees, such as Audit Committee, Nomination Committee and Remuneration Committee indicating their names, their chairmen, members, number of their respective meetings, dates of those meetings and members' attendance details of each meeting.**

The report must disclose the following:

- A brief description of the competencies and duties of each committee.
- Committees' names, chairmen, members, number of respective meetings, dates of those meetings and members' attendance details of each meeting.

For instance, this paragraph may be disclosed in the following form:

e.g. (Committee/ .....)

<sup>1</sup>This paragraph shall be effective as of 2017/12/31 G.

- A brief description of the competencies and duties of the committee:

The report shall include a brief description of the competencies and duties of the committee. Then, disclosing the remaining requirements of the paragraph as follows:

	Name	Nature of Membership	Number of Meetings (...) meetings		
			First Meeting .../.../... G	Second Meeting .../.../... G	Third Meeting .../.../... G
1	Member (1)	Committee Chairman	-	-	-
2	Member (2)	Member	-	-	-
3	Member (3)	Member	-	-	-

## **7) Where applicable, the means used by the Board to assess its performance, performance of its committees and members, and the external body which conducted the assessment and its relation with the Company, if any.<sup>2</sup>**

The report must include the means used by the Board to assess its performance, performance of its committees and members and the external body which conducted the assessment and its relation with the Company, if any.

## **8) Disclose remuneration of the Board members and Executive Management as stated in Article (93) of the Corporate Governance Regulations.**

The Board shall:

- 1) Disclose the remuneration policy and the method by which remunerations of the Board and executive management are determined.<sup>3</sup>
- 2) Provide an accurate, transparent and detailed disclosure in the Board's report on the remunerations granted to Board members and Executive Management, directly or indirectly, without any omission or misleading information, and whether these were in cash or other benefits of any nature. In case they were shares of the Company, the recorded value of shares is the market value on the entitlement date.
- 3) Explain the relationship between the remunerations granted and the applicable remuneration policy, highlighting any significant deviation from such policy.
- 4) A description of the necessary details with respect to the remunerations and compensations granted to each of the following, separately:
  - a. Board members
  - b. Five Senior Executives who have received the highest remuneration from the Company, provided that the chief executive officer and chief financial officer are among them.
  - c. Members of committees.

<sup>2</sup>This paragraph shall be effective as of 2017/12/31 G.

<sup>3</sup>This paragraph shall be effective as of 2017/12/31 G.



5) A statement of the Board members' remuneration as employees or managers, or payments received in exchange for technical, administrative and consultancy works. Remuneration shall be disclosed as follows:

### Board Members Remunerations

	Fixed Remuneration							Variable Remuneration						End of service rewards	Grand Total	Expenses Allowances
	Specific amount	Allowance for attending the Board sessions	Total allowance for attending committee sessions	In kind benefits	A statement of the Board members remuneration as workers or managers or payments received for technical, administrative and consultancy works	Remuneration of the Board chairman, managing director or secretary, if they are committee members.	Total	Profit share	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Equity (values to be entered)	Total			
<b>First: Independent Members</b>																
1 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Second: Non-executive Members</b>																
1 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Third: Executive Members</b>																
1 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

## Senior Executives Remuneration

	Fixed remuneration				Variable Remuneration						End of service rewards	Total remuneration for executives in the Board, if any.	Grand Total
	Salaries	Allowances	In kind benefits	Total	Periodic remunerations	Profits	Short-term incentive plans	Long-term incentive plans	Equity grants (values are entered)	Total			
1 - Chief Executive Officer	-	-	-	-	-	-	-	-	-	-	-	-	-
2 - Chief Financial Officer	-	-	-	-	-	-	-	-	-	-	-	-	-
3 -	-	-	-	-	-	-	-	-	-	-	-	-	-
4 -	-	-	-	-	-	-	-	-	-	-	-	-	-
5 -	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-

## Committee Members Remuneration

	Fixed remuneration (except attending sessions)	Allowances for attending sessions	Total
<b>Audit Committee Members</b>			
1 -	-	-	-
2 -	-	-	-
3 -	-	-	-
Total	-	-	-
<b>Remuneration Committee Members</b>			
1 -	-	-	-
2 -	-	-	-
3 -	-	-	-
Total	-	-	-
<b>Nomination Committee Members</b>			
1 -	-	-	-
2 -	-	-	-
3 -	-	-	-
Total	-	-	-
<b>Risks Committee Members</b>			
1 -	-	-	-
2 -	-	-	-
3 -	-	-	-
Total	-	-	-
<b>(.....) Committee Members</b>			
1 -	-	-	-
2 -	-	-	-
3 -	-	-	-
Total	-	-	-

**9) Any sanction, penalty, preventive measure or precautionary restriction imposed on the Company by the Authority or any other supervisory, regulatory or judiciary authority, describing reasons for non-compliance, the imposing authority and the measures undertaken to remedy and avoid such non-compliance in the future.**

sanctions and penalties imposed on the Company are considered an indication of its level of compliance with the requirements set by the regulatory authorities. When a sanction or penalty is imposed on the Company, it shall disclose the same in the report so that investors are aware of all sanctions and penalties imposed on such Company.

Thus, the report shall include any sanction, penalty, preventive measure or precautionary restriction imposed on the Company by the Authority or any other supervisory, regulatory or judiciary authority during the year, describing reasons for non-compliance, the imposing authority and the measures undertaken to remedy and avoid such non-compliance in the future.

For instance, this paragraph may be disclosed in the form of a table, as follows:

Sanction/ Penalty/ Precautionary Procedure / Preventive Measure	Reasons for violation	Imposing Authority	Measures undertaken to remedy and avoid such non-compliance in the future
-	-	-	-
-	-	-	-

**10) Results of the annual review of effectiveness of internal control procedures of the Company and the opinion of the audit committee with respect to adequacy of Company's internal control system.**

Due to the importance of internal control as one of the main factors in protecting company's assets and supporting it in achieving its objectives, the Company's Board must annually verify the effectiveness of such procedures through the annual review of them. Sound financial, operational and administrative control procedures are critical factors in reducing the risks arising from misuse of Company's assets and impact thereof on its business. Therefore, it is important to review such procedures annually to verify their effectiveness and adequacy, and make necessary amendments to such procedures, if they are proved needed. The report must include Board's conclusions on such annual review regarding the effectiveness of the Company's internal control procedures, together with remarks rendered by the Audit Committee on the adequacy of the Company's internal control system.

**11) Audit Committee's recommendation on the need for appointing an internal auditor for the Company, if there is no internal auditor.**

The report must include Audit Committee's recommendation on the need for appointing an internal auditor for the Company, if there is no internal auditor.

**12) The Audit committee’s recommendations that are in conflict with the Board’s resolutions or those which the Board disregarded, relating to appointment, dismissal, performance assessment or determining the remuneration of an external auditor, as well as justifications for those recommendations and reasons for disregarding them.**<sup>4</sup>

The report must include the audit committee’s recommendations that are in conflict with the Board’s resolutions or those which the Board disregarded, relating to the appointment, dismissal, performance assessment or determining the remuneration of an external auditor, as well as justifications for those recommendations and reasons for disregarding them.

**13) Details of the Company's social contributions, if any.**

The report must include Company's social contributions, if any, and shall indicate its details.

**14) A statement of the dates of the General Assembly meetings held during the last fiscal year and the names of the Board members who attended them.**

The report must include a statement of the dates of the General Assembly meetings held during the last fiscal year and the names of the Board members who attended them. Such paragraph may be disclosed in a table, as follows:

	Name	Attendance Record		
		First Assembly Meeting .../.../...G	Second Assembly Meeting .../.../...G	Third Assembly Meeting .../.../...G
1	Member(1)	-	-	-
2	Member(2)	-	-	-

**15) A description of the main types of activities of the Company and its affiliates. If there are two types or more, a statement showing each activity and its effect on the size of the Company’s businesses and contributions to the results, must be attached.**

The report must include a description of the main types of activities of the Company and its affiliates in order to provide information on the Company's various activities and economic scope where it operates.

In case of describing two or more types of activities, the Company shall attach a statement indicating each activity, its effect on the size of the Company’s business, and its contribution to the results. This paragraph may be disclosed as follows:

**Description of Company’s main activities:**

Activity (1):

Activity (2):

<sup>4</sup>This paragraph shall be effective as of 2017/12/31 G.

Effect of such main activities on the size of the Company's business and its contributions to results as follows:

	Activity Revenues	Percentage
Activity (1)	-	%
Activity (2)	-	%
Total	-	%100

**Description of affiliate (1)'s main activities:**

Activity (1):

Activity (2):

Effect of such main activities on the size of the affiliate's business and its contributions to the results as follows:

	Activity Revenues	Percentage
Activity (1)	-	%
Activity (2)	-	%
Total	-	%100

**16) A description of the Company's significant plans and decisions (including changes to the structure, expanding company's operations or halting them) and future expectations.**

The report must include a description of the Company's significant plans and decisions (including changes to the structure, expanding the Company's operations or halting them) and future expectations.

**17) Information on any risks facing the Company (operational, financial or market related) and the policy of managing and monitoring these risks.**

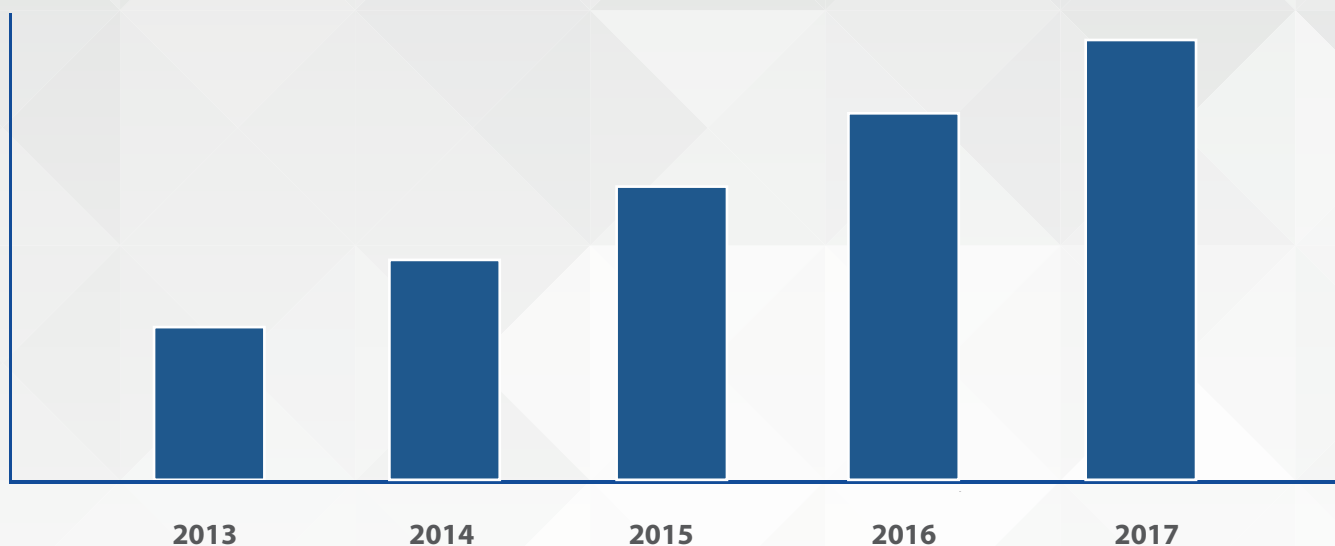
Due to the importance of recognizing risks related to the Company's activities and assessment impact on each activity, which would help take investment decisions, the report must include information on risks facing the Company (operational, financial or market related) and the policy of managing and monitoring these risks.

**18) A summary in a form of a table or graph showing the Company's assets, liabilities and results of the last five fiscal years or since the incorporation date, whichever is shorter.**

In order to enable investors to reach the significantly important results, the report must include a summary in a form of table or graph showing the Company's assets, liabilities and results of the last five fiscal years or since the incorporation date, whichever is shorter.

For instance, this paragraph may be disclosed as follows:

- Comparison of company's business results or assets and liabilities in the form of a graph:



- Comparison of business results in a table:

Description	2017	2016	2015	2014	2013
Revenues	-	-	-	-	-
Revenues Costs	-	-	-	-	-
Total Profit	-	-	-	-	-
Net Profit	-	-	-	-	-

- Comparison of assets and liabilities in a table:

Description	2017	2016	2015	2014	2013
Current Assets	-	-	-	-	-
Non-current Assets	-	-	-	-	-
Total Assets	-	-	-	-	-
Current Liabilities	-	-	-	-	-
Non-current Liabilities	-	-	-	-	-
Total Liabilities	-	-	-	-	-

## 19) Geographical analysis of revenues of the Company and its affiliates.

The report must include geographical analysis of the areas inside and outside the Kingdom where the Company and its affiliates generate revenues. Such geographical analysis shall include sufficient details and shall not categorize areas as local and global only. If the Company's revenues are generated from one geographic location, the report must indicate that. For instance, this paragraph may be disclosed as follows:

Year	Geographic Analysis of Company's Total Revenues			
	Total Revenues	Geographic Area (1)	Geographic Area (2)	Total
2017	-	-	-	-

Year	Geographic Analysis of Affiliate (1)'s Total Revenues			
	Total Revenues	Geographic Area (1)	Geographic Area (2)	Total
2017	-	-	-	-

## 20) Any material differences in the operational results compared to the previous year's results or any expectations announced by the Company.

The report must include any material differences in the operational results compared to the previous year's results or any expectations announced by the Company. For instance, this paragraph may be disclosed by indicating the change value and its percentage in a table as follows:

Description	2017	2016	Changes (+) (-)	Change Rate
Sales/ Revenues	-	-	-	-
Sales/ Revenues Costs	-	-	-	-
Total Profit	-	-	-	-
Other Operational Revenues	-	-	-	-
Other Operational Expenses	-	-	-	-
Operational Profit (Loss)	-	-	-	-

## 21) Any inconsistency with the standards approved by the Saudi Organization for Certified Public Accountants

The report must include, in case there is any inconsistency with the accounting standards approved by the Saudi Organization for Certified Public Accountants (SOCPA), a description of the inconsistency.

## 22) Name of each affiliate company, its capital, the Company's ownership percentage, main scope of business, country of operation and country of incorporation.

The report must include the name of each affiliate company (if any), its capital, company's ownership percentage, main scope of business, country of operation and country of incorporation. For instance, this paragraph may be disclosed in the form of a table, as follows:

Affiliate Name	Capital	Company's Ownership Percentage	Main Scope of Business	Country of Operation	Country of Incorporation
Affiliate (1)	-	-	-	-	-
Affiliate (2)	-	-	-	-	-

## 23) Details of shares and debt instruments issued by each affiliate company.

The report must include all details of shares and debt instruments issued by the affiliate companies, indicating number and value of shares and debt instruments as well as any other relevant information.

## 24) A descriptions of dividends distribution policy.

The report must include the Company's dividends distribution policy, even if there are no dividends generated during the financial period. Further, the report shall include proposed method for dividends distribution, including the ratio of dividends distributed to shareholders throughout the different periods of the fiscal year. In addition to the dividends ratio proposed to be distributed at the end of the fiscal year as well as the total of such dividends. For instance, this paragraph may be disclosed in the form of a table, as follows:

Dividends ratio distributed over the year				Ratio of dividends proposed to be distributed at the end of the year	Total dividends
	--/--/2017	--/--/2017	--/--/2017		
Ratio	%	%	%	%	-
Total	-	-	-	-	-



**25) A description of any interest in a class of voting shares held by persons (other than the company’s directors, Senior Executives and their relatives) who have notified the Company of their holdings pursuant to Article (45) of the Listing Rules, along with any change to such rights during the last fiscal year.**

The Company can adhere to the regulatory requirement mentioned in the above paragraph by disclosing the same in the form of a table as follows:

A description of any interest in a class of voting shares held by persons (other than company’s directors, Senior Executives and their relatives) who have notified the Company of their holdings pursuant to Article (45) of the Listing Rules					
S	Name of the person of interest	Number of shares at the beginning of the year	Number of shares at the end of the year	Net change	Change ratio
(1)	-	-	-	-	%
(2)	-	-	-	-	%

**26) A description of any interest, contractual securities or rights issue of the Board members, Senior Executives and their relatives on the shares or debt instruments of the Company or its affiliates, and any change on such interest or rights during the last fiscal year.**

The report must include a list or table including name of Board members, Senior Executives and their relatives, including a description of any interest, contractual securities or rights issue on the shares or debt instruments of the Company or its affiliates, and any change on such interest or rights during the last fiscal year. In addition, the report shall indicate the number of shares or debt instruments of the Company owned by them or their relatives, or the shares or debt instruments related to any rights issue granted by the Company or any of its affiliates to any of them.

For instance, this paragraph may be disclosed in the form of a table, as follows:

A description of any interest, contractual securities or rights issue of Board members and their relatives on shares or debt instruments of the Company							
S	Names of the persons of interest, contractual securities or rights issue	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
(1)	-	-	-	-	-	-	%
(2)	-	-	-	-	-	-	%
(3)	-	-	-	-	-	-	%

A description of any interest, contractual securities or rights issue of Senior Executives and their relatives on shares or debt instruments of the Company

S	Name of the person of interest	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
(1)	-	-	-	-	-	-	%
(2)	-	-	-	-	-	-	%
(3)	-	-	-	-	-	-	%

A description of any interest, contractual securities or rights issue of Board members and their relatives on shares or debt instruments of the affiliate (1)

S	Name of the person of interest	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
(1)	-	-	-	-	-	-	%
(2)	-	-	-	-	-	-	%
(3)	-	-	-	-	-	-	%

A description of any interest, contractual securities or rights issue of Senior Executives and their relatives on shares or debt instruments of the affiliate (1)

S	Name of the person of interest	Beginning of the year		End of the year		Net change	Change ratio
		Number of shares	Debt instruments	Number of shares	Debt instruments		
(1)	-	-	-	-	-	-	%
(2)	-	-	-	-	-	-	%
(3)	-	-	-	-	-	-	%

**27) Information on any loans (payable upon request or not), a statement of the total indebtedness of the Company and its affiliates, any amounts paid by the Company in repayment of loans during the year, the amount of the principal debts, the creditor’s name, the loan term and the remaining amount. In case there are no loans, a declaration thereof shall be presented.**

The report must include information on any loans, a statement of the total indebtedness of the Company and its affiliates, the creditor’s name, loan term, amount of the principal debts, any amounts paid by the Company in repayment of loans during the year and the remaining amount.

For instance, this paragraph may be disclosed in the form of a table, as follows:

S	Creditor's Name	Amount of principal debt	Loan term	Amounts paid by the Company in repayments of loans during the year	Remaining amount	Total indebtedness of company and its affiliates
(1)	-	-	-	-	-	-
(1)	-	-	-	-	-	-

The report must also include a statement of the affiliates' indebtedness. In case there are no loans, a declaration thereof shall be presented by the Company. Such declaration shall be included in the report stating that there are no loans on the Company.

**28) A description of the classes and number of any convertible debt instruments, contractual securities, right issue or similar rights issued or granted by the Company during the fiscal year, as well as stating any compensation obtained by the Company in this regard.**

The report must include a description of the classes and number of any convertible debt instruments, contractual securities, rights issue or similar rights issued or granted by the Company during the fiscal year, as well as stating any compensation obtained by the Company in this regard. For instance, this paragraph may be disclosed in the form of a table, as follows:

Company's grants and issues				
	Convertible debt instruments	Contractual securities	Rights issues	Similar rights
Class	-	-	-	-
Number	-	-	-	-
Compensation	-	-	-	-

**29) A description of any conversion or subscription rights under any convertible debt instruments, contractually based securities, rights issue or similar rights issued or granted by the Company.**

The report must include a description of any conversion or subscription rights under any convertible debt instruments, contractually based securities, rights issue or similar rights issued or granted by the Company. For instance, this paragraph may be disclosed in the form of a table, as follows:

Company's grants and issues under any convertible debt instruments, contractually based securities, rights issue or similar rights		
	Conversion rights	Subscription rights
Class	-	-
Number	-	-

**30) A description of any redemption, purchase or cancellation by the Company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the Company and those purchased by its affiliates.**

The report must include a description of any redemption, purchase or cancellation by the Company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the Company and those purchased by its affiliates. For instance, this paragraph may be disclosed in the form of a table, as follows:

Redemption, purchase or cancellation by the Company or its affiliates								
Company	Redemption\ purchase\ cancellation	Type of redeemabl e debt instrument	Number	Value	Date	Reason	Remaining	
							Number	Value
Company...	-	-	-	-	-	-	-	-
Affiliate (1)	-	-	-	-	-	-	-	-
Affiliate (2)	-	-	-	-	-	-	-	-

### 31) The number of Board meetings held during the last financial year, their dates and the attendance record of each meeting listing the names of the attendees.

The report must include the number of Board meetings held during the last financial year, their dates and attendance record of each meeting, as well as listing the names of attendees. In addition, the report shall include the number of the Board meetings attended by each member as from the last date of the General Assembly meeting. For instance, this paragraph may be disclosed in the form of a table, as follows:

Member Name	Number of Meetings (...)				
	First Meeting .../.../...G	Second Meeting .../.../...G	Third Meeting .../.../...G	Fourth Meeting .../.../...G	Total
Member(1)	-	-	-	-	-
Member(2)	-	-	-	-	-
Date of the last General Assembly meeting: .../.../...G					

### 32) The number of the Company's requests of shareholders registry, dates and reasons thereof.<sup>5</sup>

The report must include the number and dates of the Company's requests of shareholders registry, and the reasons thereof.

For instance, this paragraph may be disclosed in the form of a table, as follows:

Number of the Company's requests of shareholders registry	Request date	Request reasons
(1)	-	-
(2)	-	-

### 33) A description of any transaction between the Company and any Related Party.

The report must include a description of any transaction between the Company and any Related Party. Kindly refer to the definition of "Related Party" in Article (1) of the Corporate Governance Regulations.

For instance, this paragraph may be disclosed in the form of a table, as follows:

Related Party	Type of relationship with company	Transaction type	Transaction term	Transaction value
-	-	-	-	-
-	-	-	-	-

<sup>5</sup>This paragraph shall be effective as of 2017/12/31 G.

**34) Information relating to any businesses or contracts to which the Company is a party, and in which a Director of the Company, a Senior Executive or any person related to any of them is, or was, interested, including names of the person in relation with such business and contract, in addition to the nature, conditions, durations and amount of the business or contract. If there are no businesses or contracts, the Company must submit a statement thereof.**

The report must include information relating to any businesses or contracts to which the Company is a party, and in which a Director of the Company, a Senior Executive or any person related to any of them is, or was, interested, including the names of the person in relation with such business and contract, in addition to the nature, conditions, durations and amount of business or contract. For instance, this paragraph may be disclosed in the form of a table, as follows:

	Nature of business or contract	Business or contract amount	Business or contract term	Business or contract conditions	Name of member/ Senior Executives or any person in relation to them
(1)	-	-	-	-	-
(2)	-	-	-	-	-

If there are no such businesses or contracts, the Company must submit a statement thereof.

**35) A description of any arrangements or agreements under which a Director or a Senior Executive of the Company has waived any remunerations.**

The report must include a description of any arrangements or agreements under which a Director or a Senior Executive of the Company has waived any remunerations, together with any related information.

**36) A description of any arrangements or agreements under which a shareholder of the Company has waived any rights to dividends.**

The report must include a description of any arrangements or agreements under which a shareholder of the Company has waived any rights to dividends, together with any related information.

**37) A statement of the value of any paid and outstanding statutory payments on account of any Zakat, Taxes, fees or any other charges that have not been paid until the end of the annual financial period, with a brief description and reasons therefor.**

The report must include a statement of the value of any paid and outstanding statutory payments on account of any Zakat, Taxes, fees or any other charges that have not been paid until the end of the annual financial period, with a brief description and the reasons therefor.

For instance, this paragraph may be disclosed in the form of a table, as follows:

Description	2017		Brief description	Reasons
	Paid amount	Outstanding amount until the end of the annual financial period		
Zakat	-	-	-	-
Taxes	-	-	-	-
GOSI	-	-	-	-
Visas and Passports Costs	-	-	-	-
Labor Office Fees	-	-	-	-

**38) A statement as to the value of any investments made or any reserves set up for the benefit of the employees of the Company.**

The report must include a statement as to the value of any investments made or any reserves set up for the benefit of the employees of the Company.

**39) Declarations that:**

The report must include the following declarations:

- a. Records of accounts have been properly prepared.
- b. Internal control system is built on sound basis and is effectively implemented.
- c. There are no significant doubts concerning the Company's ability to continue carrying out its activity.

**40) If the external auditor's report contains reservations on the annual financial statements, the Board's report must highlight them mentioning their reasons and any relevant information.**

The disclosure report must include reservations on the annual financial statements, in addition to their reasons and any relevant information.

**41) If the Board recommends replacing the external auditor before the end of the term for which it is appointed, the report shall indicate this, mentioning the reasons for the replacement recommendation.**

If the Board recommends replacing the Company's external auditor before the end of the term for which it is appointed, the report shall indicate this mentioning the reasons for replacement recommendation.

## 42) Disclose details of treasury shares maintained by the Company, and details of utilizing such shares.

For instance, this paragraph may be disclosed in the form of a table, as follows:

Number of treasury shares maintained by the Company	Value	Maintenance date	Utilization details
-	-	-	-
-	-	-	-





