

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

**FINANCIAL STATEMENTS
AND INDEPENDENT JOINT AUDITORS' REPORT
31 DECEMBER 2011**

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

FINANCIAL STATEMENTS
At 31 December 2011

INDEX	PAGE
Independent Joint Auditors' Report	1
Statement of Financial Position	2 – 3
Statement of Insurance Operations and Accumulated Surplus	4
Statement of Shareholders' Operations	5
Statement of Comprehensive Income	6
Statement of Insurance Operations' Cash Flows	7
Statement of Shareholders' Cash Flows	8
Statement of Changes In Shareholders' Equity	9
Notes to the Financial Statements	10 - 38

INDEPENDENT JOINT AUDITORS' REPORT**THE SHAREHOLDERS
BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)****Scope of audit**

We have audited the accompanying statement of financial position of Bupa Arabia For Cooperative Insurance Company – a Saudi Joint Stock Company ('the Company') as at 31 December 2011, and the related statements of insurance operations and accumulated surplus, shareholders' operations, comprehensive income, insurance operations' cash flows, shareholders' cash flows and changes in shareholders' equity for the year then ended and the attached notes 1 through 32 which form an integral part of the financial statements. These financial statements are the responsibility of the Company's management and have been prepared by them in accordance with International Financial Reporting Standards and the provisions of Article 123 of the Regulations for Companies and submitted to us together with all the information and explanations which we required.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the Kingdom of Saudi Arabia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Unqualified opinion

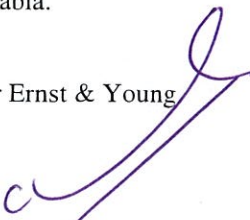
In our opinion, the financial statements taken as a whole:

- i) present fairly, in all material respects, the financial position of the Company as at 31 December 2011 and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards; and
- ii) comply with the requirements of the Regulations for Companies and the Company's by-laws with respect to the preparation and presentation of the financial statements.

Emphasis of a matter

We draw attention to the fact that these financial statements are prepared in accordance with International Financial Reporting Standards and not in accordance with the accounting standards generally accepted in the Kingdom of Saudi Arabia.

for Ernst & Young



Ahmed I. Reda
Certified Public Accountant
Licence No. 356



for KPMG Al Fozan & Al Sadhan



Ebrahim Oboud Baeshen
Certified Public Accountant
Licence No. 382



Jeddah, Kingdom of Saudi Arabia
29 Rabi Awal 1433 H
21 February 2012

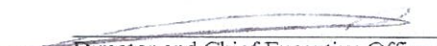
BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)


STATEMENT OF FINANCIAL POSITION

At 31 December 2011

	<i>Notes</i>	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
INSURANCE OPERATIONS' ASSETS			
Cash and cash equivalents	4	551,914	346,908
Murabaha deposits		58,000	-
FVIS investments	5	187,699	257,178
Prepayments and other assets	6	30,069	20,881
Premiums receivable – gross		403,936	520,004
Allowance for doubtful premiums receivable		(64,106)	(30,164)
Premiums receivable – net	7	339,830	489,840
Deferred policy acquisition costs	8	21,097	15,470
Total insurance operations' assets		<u>1,188,609</u>	<u>1,130,277</u>
SHAREHOLDERS' ASSETS			
Cash and cash equivalents	4	13,631	13,631
FVIS investments	5	373,534	299,462
Other receivables	6	244	-
Amount due from insurance operations	5	-	48,761
Goodwill	1	98,000	98,000
Furniture, fittings and equipment	9	41,565	38,703
Statutory deposit	10	40,000	40,000
Total shareholders' assets		<u>566,974</u>	<u>538,557</u>
TOTAL ASSETS		<u>1,755,583</u>	<u>1,668,834</u>


Chairman


Director and Chief Executive Officer


Chief Financial Officer

The accompanying notes 1 to 32 form an integral part of these financial statements.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)


STATEMENT OF FINANCIAL POSITION (continued)

At 31 December 2011

	<i>Notes</i>	<i>2011</i> <i>SR'000</i>	<i>2010</i> <i>SR'000</i>
INSURANCE OPERATIONS' LIABILITIES AND SURPLUS			
Insurance operations' liabilities:			
Unearned premiums	13	722,739	659,819
Outstanding claims	14	381,265	352,379
Reinsurance balance payable		702	1,269
		<u>1,104,706</u>	<u>1,013,467</u>
Accrued expenses and other liabilities	15	59,503	50,508
Obligation under Long-Term Incentive Plan (LTIP)	19	4,846	3,477
		<u>1,169,055</u>	<u>1,067,452</u>
Amount due to shareholders' operations	5	-	48,761
Policyholders' share of surplus from insurance operations		19,554	14,064
		<u>1,188,609</u>	<u>1,130,277</u>
SHAREHOLDERS' LIABILITIES AND EQUITY			
Shareholders' liabilities			
Accrued expenses and other liabilities	15	21,352	13,855
Accrued Zakat and income tax	17	15,437	7,905
Amount due to a related party in respect of goodwill	1&3	3,355	20,990
Amount due to related parties	11	4,400	2,818
		<u>44,544</u>	<u>45,568</u>
Shareholders' equity			
Share capital	18	400,000	400,000
Shares held under Employees' Share Scheme	19	(2,910)	(2,709)
Statutory reserve	20	32,143	23,694
Retained earnings		93,197	72,004
		<u>522,430</u>	<u>492,989</u>
Total shareholders' equity		<u>522,430</u>	<u>492,989</u>
Total shareholders' liabilities and equity		<u>566,974</u>	<u>538,557</u>
TOTAL LIABILITIES, INSURANCE OPERATIONS' SURPLUS AND SHAREHOLDERS' EQUITY		<u>1,755,583</u>	<u>1,668,834</u>


Chairman


Director and Chief Executive Officer


Chief Financial Officer

The accompanying notes 1 to 32 form an integral part of these financial statements.


BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF INSURANCE OPERATIONS AND ACCUMULATED SURPLUS

For the year ended 31 December 2011

	<i>Notes</i>	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
REVENUE			
Gross written premiums		1,993,251	1,749,390
Premiums ceded		(2,702)	(3,180)
Net written premiums		1,990,549	1,746,210
Net movement in unearned premium	13	(62,920)	(137,302)
Net earned premiums		1,927,629	1,608,908
CLAIMS			
Gross claims paid		1,523,835	1,232,218
Claims recovered		(1,691)	(1,235)
Net claims paid		1,522,144	1,230,983
Net movement in outstanding claims	14	28,886	77,120
Net claims incurred		1,551,030	1,308,103
Net underwriting result		376,599	300,805
Investment and commission income		2,341	3,820
OTHER INCOME		613	381
EXPENSES			
Selling and marketing	22	(182,169)	(123,689)
General and administration	23	(142,480)	(100,199)
Surplus from insurance operations		54,904	81,118
Shareholders' share of surplus from insurance operations		(49,414)	(73,006)
Policyholders' share of surplus from insurance operations		5,490	8,112
Policyholders' share of surplus from insurance operations at the beginning of the year		14,064	5,952
Policyholders' share of accumulated surplus from insurance operations at the end of the year		19,554	14,064


Chairman


Director and Chief Executive Officer


Chief Financial Officer


The accompanying notes 1 to 32 form an integral part of these financial statements.

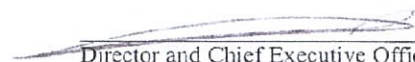
BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF SHAREHOLDERS' OPERATIONS

For the year ended 31 December 2011

	<i>Notes</i>	<u>2011</u> <i>SR'000</i>	<u>2010</u> <i>SR'000</i>
REVENUE			
Shareholders' share of surplus from insurance operations	2b	49,414	73,006
EXPENSES			
General and administration	3, 11b, 23	(6,916)	(6,275)
		<u>42,498</u>	<u>66,731</u>
Investment (loss)/income		(254)	4,067
Net income for the year		<u>42,244</u>	<u>70,798</u>
Weighted average number of ordinary shares outstanding (in thousands)		<u>39,865</u>	<u>39,942</u>
Basic and diluted income per share (in Saudi Arabian Riyals)	29	<u>1.06</u>	<u>1.77</u>


Chairman


Director and Chief Executive Officer


Chief Financial Officer


The accompanying notes 1 to 32 form an integral part of these financial statements.

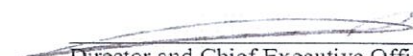
BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)


STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2011

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Net income for the year	42,244	70,798
Other comprehensive income	-	-
Total comprehensive income for the year	42,244	70,798


Chairman


Director and Chief Executive Officer


Chief Financial Officer


The accompanying notes 1 to 32 form an integral part of these financial statements.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

STATEMENT OF INSURANCE OPERATIONS' CASH FLOWS

For the year ended 31 December 2011

	<i>Notes</i>	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
OPERATING ACTIVITIES			
Policyholders' share of surplus for the year		5,490	8,112
Adjustment for:			
Depreciation		10,894	11,606
Net movement in unearned premiums		62,920	137,302
Allowance for doubtful premiums receivable		33,942	30,164
Deferred policy acquisition costs	8	(5,627)	(706)
Unrealised loss/(gain) on investments	5	645	(3,213)
		<u>108,264</u>	<u>183,265</u>
Changes in assets and liabilities:			
Premiums receivable		116,068	(112,606)
Prepayments and other assets		(9,188)	7,942
Outstanding claims	14	28,886	77,120
Due to shareholders' operations		15,179	(2,425)
Reinsurance balance payable		(567)	1,180
Accrued expenses and other liabilities		8,995	(1,242)
Obligation under LTIP		1,369	3,477
		<u>269,006</u>	<u>156,711</u>
INVESTING ACTIVITIES			
Purchase of investments	5	(6,000)	(253,965)
Mubaraha deposits		(58,000)	-
		<u>(64,000)</u>	<u>(253,965)</u>
Net cash used in investing activity		<u>(64,000)</u>	<u>(253,965)</u>
Increase/(decrease) in cash and cash equivalents		205,006	(97,254)
Cash and cash equivalents at the beginning of the year		346,908	444,162
Cash and cash equivalents at the end of the year	4	551,914	346,908


Chairman


Director and Chief Executive Officer


Chief Financial Officer

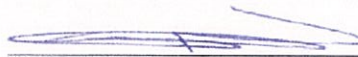
The accompanying notes 1 to 32 form part of these financial statements.

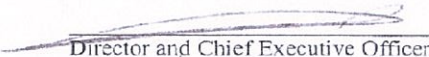
**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**


STATEMENT OF SHAREHOLDERS' CASH FLOWS

For the year ended 31 December 2011

	<i>Notes</i>	<u>2011</u> <i>SR'000</i>	<u>2010</u> <i>SR'000</i>
OPERATING ACTIVITIES			
Net comprehensive income for the year		42,244	70,798
Adjustment for:			
Unrealised loss/(gain) on investments	5	762	(3,427)
		<u>43,006</u>	<u>67,371</u>
Changes in assets and liabilities:			
Accrued income		-	613
Accrued expenses and other liabilities		7,497	2,519
Amount due to related parties		1,582	2,818
Amount due to related party in respect of goodwill		3,355	-
Due from insurance operations		(15,179)	2,425
Other receivables		(244)	-
		<u>40,017</u>	<u>75,746</u>
Zakat and income tax paid	17	(5,070)	(14,866)
Net cash from operating activities		<u>34,947</u>	<u>60,880</u>
INVESTING ACTIVITIES			
Purchase of furniture, fittings and equipment		(13,756)	(29,284)
Purchase of shares held under LTIP		(1,401)	(2,709)
Disposal of shares held under LTIP		1,200	-
Purchase of investments	5	-	(296,035)
Amount paid to related party in respect of goodwill	3	(20,990)	(28,010)
Net cash used in investing activities		<u>(34,947)</u>	<u>(356,038)</u>
Net movement in cash and cash equivalents		-	(295,158)
Cash and cash equivalents at the beginning of the year		<u>13,631</u>	<u>308,789</u>
Cash and cash equivalents at the end of the year	4	<u>13,631</u>	<u>13,631</u>


Chairman


Director and Chief Executive Officer


Chief Financial Officer

The accompanying notes 1 to 32 form part of these financial statements.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)


STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2011

		<i>Shares held under Employees'</i>		<i>Statutory</i>	<i>Retained</i>	<i>Total</i>
	<i>Notes</i>	<i>Share capital</i>	<i>Share Scheme</i>	<i>reserve</i>	<i>earnings</i>	<i>Total</i>
		<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>
Balance at 31 December 2010		400,000	(2,709)	23,694	72,004	492,989
Net income for the year		-	-	-	42,244	42,244
Other comprehensive income		-	-	-	-	-
		-	-	-	42,244	42,244
Transfer to statutory reserve	20	-	-	8,449	(8,449)	-
Zakat for the year	17	-	-	-	(8,217)	(8,217)
Income tax for year	17	-	-	-	(4,385)	(4,385)
Partial disposal of shares held under LTIP	19	-	1,200	-	-	1,200
Purchase of additional shares held under LTIP	19	-	(1,401)	-	-	(1,401)
Balance at 31 December 2011		400,000	(2,910)	32,143	93,197	522,430

		<i>Shares held under Employees'</i>		<i>Statutory</i>	<i>Retained</i>	<i>Total</i>
	<i>Notes</i>	<i>Share capital</i>	<i>Share Scheme</i>	<i>reserve</i>	<i>earnings</i>	<i>Total</i>
		<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>	<i>SR '000</i>
Balance at 31 December 2009		400,000	-	9,534	27,819	437,353
Net income for the year		-	-	-	70,798	70,798
Other comprehensive income		-	-	-	-	-
		-	-	-	70,798	70,798
Transfer to statutory reserve	20	-	-	14,160	(14,160)	-
Zakat for the year	17	-	-	-	(7,985)	(7,985)
Income tax for year	17	-	-	-	(4,468)	(4,468)
Shares held under long-term incentive plan by the custodian	19	-	(2,709)	-	-	(2,709)
Balance at 31 December 2010		400,000	(2,709)	23,694	72,004	492,989


Chairman


Director and Chief Executive Officer


Chief Financial Officer

The accompanying notes 1 to 32 form part of these financial statements.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY (A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS

At 31 December 2011

1 ORGANISATION AND PRINCIPAL ACTIVITIES

Bupa Arabia For Cooperative Insurance Company (the "Company") is a Saudi Joint Stock Company incorporated in the Kingdom of Saudi Arabia as per the Ministry of Commerce and Industry's Resolution number 138/K dated 24 Rabi Thani 1429H (corresponding to 1 May 2008). The Commercial Registration number of the Company is 4030178881 dated 5 Jumad Awwal 1429H (corresponding to 11 May 2008). The Registered Office of the Company is situated at:

Al-Rawdah Street,
Al-Khalediyah District,
P.O. Box 23807,
Jeddah 21436,
Kingdom of Saudi Arabia.

The Company is licensed to conduct insurance business in the Kingdom of Saudi Arabia under cooperative principles in accordance with Royal Decree No. M/74 dated 29 Shabaan 1428 H (corresponding to 11 September 2007) pursuant to the Council of Ministers' Resolution No 279 dated 28 Shabaan 1428 H (corresponding to 10 September 2007). The Company is 73.75% owned by Saudi founding shareholders and the general public and 26.25% owned by non-Saudi founding shareholders. The Company was listed on the Saudi Stock Exchange (Tadawul) on 17 May 2008.

The objective of the Company is to transact cooperative insurance operations and related activities in the Kingdom of Saudi Arabia in accordance with its articles of association, and applicable regulations in the Kingdom of Saudi Arabia. The Company underwrites medical insurance only.

On 31 December 2008, the Company entered into an agreement with Bupa Middle East Limited E.C. (the "Seller") pursuant to which it acquired the Seller's insurance operations in the Kingdom of Saudi Arabia, effective from 1 January 2009, at a goodwill amount of SR 98 million, as approved by the Saudi Arabian Monetary Agency (SAMA), along with related insurance assets and liabilities of an equivalent amount. 50% of the amount in respect of the goodwill was paid to the seller during 2009. In accordance with the instructions of SAMA, the remaining 50% was to be paid subsequent to 2009, out of the Company's future profits, after obtaining SAMA's approval. The Company paid the initial goodwill amount of SR 49 million in 2009, and paid the initial goodwill balance amount in two instalments of SR 28.01 million and SR 20.99 million in 2010 and 2011 respectively, after obtaining approval from SAMA. In accordance with the agreement between the Seller and the Company, the Seller is entitled to additional compensation, not exceeding 5% per annum, on the outstanding amounts payable to them, which has been accrued during the year (see note 3).

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs).

b. BASIS OF PREPARATION

These financial statements are prepared under the historical cost convention except for the measurement of FVIS investments at fair value.

As required by Saudi Arabian Insurance Regulations, the Company maintains separate books of account for Insurance Operations and Shareholders' Operations. The physical custody of all assets related to the Insurance Operations and Shareholders' Operations are held by the Company. Revenues and expenses clearly attributable to either activity are recorded in the respective books of account. The basis of allocation of expenses from joint operations is determined by the management and the Board of Directors.

As per the by-laws of the Company, the surplus arising from the Insurance Operations is distributed as follows:

Shareholders	90%
Policyholders	10%
	<hr/>
	100%
	<hr/>

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

b. BASIS OF PREPARATION (continued)

In accordance with Article 70 of the SAMA Implementing Regulations, the Company proposes to distribute its annual net policyholders' surplus directly to policyholders at a time, and according to criteria, as set by its Board of Directors, provided the customer contract is active and paid up to date at the time of settlement of the cooperative distribution amount.

c. FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Saudi Arabian Riyals (SR), which is the Company's functional currency. All financial information presented in SR has been rounded to the nearest thousand except where indicated otherwise.

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's financial statements for the year ended 31 December 2010. The new standards, amendments to standards and interpretation, which are effective for annual periods beginning after 1 January 2011 have not had a significant effect on the financial statements of the Company. The significant accounting policies used in preparing these financial statements are set out below:

Cash and cash equivalents

Cash and cash equivalents consist of cash and bank balances and time deposits that have original maturity periods not exceeding three months.

Investments

Investments are classified as Fair Value through Statement of Income (FVIS), if the fair value of the investment can be reliably measured and the classification as FVIS is as per the documented strategy of the Company. Investments classified as FVIS are initially recognised at cost, being the fair value of the consideration given. Subsequently, such investments are re-measured at fair value, with all changes in fair value being recorded in the statement of insurance operations and accumulated surplus or statement of shareholders' operations.

Premiums receivable

Premiums receivable are stated at gross written premiums receivable from insurance contracts, less an allowance for any uncollectible amounts. Bad debts are written off as incurred.

Policy acquisition costs

Commission paid to internal sales staff and incremental direct costs incurred in relation to the acquisition and renewal of insurance contracts are capitalised as an intangible asset. The deferred policy acquisition costs are subsequently amortised over the terms of the insurance contracts to which they relate as premiums are earned.

Goodwill

Goodwill is initially measured at cost being the excess of the net fair value of the identifiable assets and liabilities acquired. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Furniture, fittings and equipment

Furniture, fittings and equipment are initially recorded in the statement of financial position at cost less accumulated depreciation and any impairment in value. Depreciation is calculated on a straight line basis over the estimated useful lives of the assets. The estimated useful lives of the assets for the calculation of depreciation are as follows:

Furniture, fittings and office equipment	3 to 5 years
Computer applications	4 to 7 years

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Furniture, fittings and equipment

Residual values, useful lives and the method of depreciation are reviewed and adjusted if appropriate at each financial year end. Impairment reviews take place when events or changes in circumstances indicate that the carrying value may not be recoverable. The depreciation charge for the period is recognised in the statement of insurance operations and accumulated surplus on an actual basis. Similarly, impairment losses, if any, are recognised in the statement of insurance operations and accumulated surplus.

Expenditure for repairs and maintenance is charged to the statement of insurance operations and accumulated surplus. Improvements that increase the value or materially extend the life of the related assets are capitalised.

Liability adequacy test

At each statement of financial position date, the Company assesses whether its recognised insurance liabilities are adequate using current estimates of future cash flows under its insurance contracts. If that assessment shows that the carrying amount of its insurance liabilities is inadequate in the light of estimated future cash flows, the entire deficiency is immediately recognised in the statement of insurance operations and accumulated surplus and an unexpired risk provision created.

The Company does not discount its liability for unpaid claims as substantially all claims are expected to be paid within one year of the statement of financial position date.

Accounts payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Provisions

Provisions are recognised when the Company has an obligation (legal or constructive) as a result of a past event, and the costs to settle the obligation are both probable and able to be reliably measured.

Employees' end of service benefits

The Company provides end of service benefits to its employees. The entitlement to these benefits is usually based upon the employee's length of service and the completion of a minimum service period. Provision is made for amounts payable under the Saudi Arabian labour law applicable to employees' accumulated periods of service at the statement of financial position date. The charge for the period is transferred to the statement of insurance operations and accumulated surplus on an actual basis.

Obligation under the Long-Term Incentive Plan

The Company accounts for a Long-Term Incentive Plan ("LTIP"), under International Accounting Standard (IAS) – 19 – Employee Benefits, as the final benefit at the vesting date may or may not be in the form of Company shares, or equivalent market value, depending on the annual election made by the employees who are members of the LTIP (see note 19).

Annually the obligation under the LTIP is reassessed, to account for the maximum obligation of the Company based on the annual election made by the employees on the LTIP, up to the reporting date. The LTIP balance is presented in the statement of financial position.

Should, in the last annual election, some, or all, of the employees on the LTIP have not opted for the purchase of shares, then the liability reserve under the LTIP is based on a fixed percentage of the relevant employees' salaries and commission thereon and is accrued uniformly over the vesting period.

Should, in the last annual election, some, or all, of the employees on the LTIP have opted for the purchase of shares, such shares are purchased by a custodian, on the instruction of the Company, and the liability at the reporting date is calculated based on the fair value of those shares at the reporting date, to the extent that the vesting period has been completed by the employees on the LTIP.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Shares held under Long-Term Incentive Plan by a custodian

Certain of the Company's own shares are held by a custodian under the terms of the employees' Long-Term Incentive Plan ("LTIP"). Such shares may or may not vest to the employees at the vesting date (see note 19). The value of the shares held by the custodian are accounted for at cost and are deducted from the equity of the Company. Any consideration paid or received, on the purchase, sale, or issue of the Company's own equity instruments is recognized directly in equity. No gain or loss is recognized in the statement of shareholders' operations on the purchase, sale or issue of own equity instruments.

Zakat and income tax

Zakat and income tax are provided for in accordance with Saudi Arabian fiscal regulations. Zakat is debited to the Saudi founding shareholders and general public equity accounts while Income tax is debited to the non-Saudi founding shareholders' equity account.

As all Zakat and income tax charges will be recovered from the shareholders, no adjustments are made in the financial statements to account for the effects of deferred income taxes.

Impairment and uncollectibility of financial assets

An assessment is made at each statement of financial position date to determine whether there is objective evidence that a specific financial asset may be impaired. If such evidence exists, any impairment loss is recognised in the statement of insurance operations and accumulated surplus or the statement of shareholders' operations. Impairment is determined as follows:

- (a) for assets carried at fair value, impairment is the difference between cost and fair value;
- (b) for assets carried at cost, impairment is the difference between carrying value and the present value of future cash flows discounted at the current market rate of return for a similar financial asset; and
- (c) for assets carried at amortised cost, impairment is the difference between the carrying amount and the present value of future cash flows discounted at the original effective commission rate.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's, or cash-generating unit's (CGU), fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of insurance operations and accumulated surplus and statement of shareholders' operations in expense categories consistent with the function of the impaired asset, except for a property previously revalued and where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

For assets, excluding goodwill, an assessment is made at each reporting date whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of insurance operations and accumulated surplus and statement of shareholders' operations unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a 'pass-through' arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Revenue recognition

Premiums earned

The Company only issues short-term insurance contracts for providing health care services ('medical insurance') in Saudi Arabia. Premiums are taken to income over the terms of the policies to which they relate on a pro-rata basis. Unearned premiums represent the portion of premiums written relating to the unexpired period of coverage. The change in the provision for unearned premiums is taken to the statement of insurance operations and accumulated surplus in order that revenue is recognised over the period of risk.

Commission income

Commission income on short-term deposits is recognised using the effective yield method.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Reinsurance premiums

Reinsurance premiums ceded are recognised as an expense when payable.

Reinsurance premiums are charged to income over the terms of the policies to which they relate on a pro-rata basis.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY (A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Claims

Claims, comprising amounts payable to contract holders and third parties, net of volume rebates and other recoveries, are charged to income as incurred. Claims comprise the estimated amounts payable, in respect of claims reported to the Company and those not reported at the statement of financial position date.

The Company scientifically estimates its claims based on previous experience. In addition a provision based on management's judgment and the Company's prior experience is maintained for the cost of settling claims incurred but not reported at the statement of financial position date. Any difference between the provisions at the statement of financial position date and settlements and provisions for the following year is included in the underwriting account for that year.

Reinsurance contracts held

In order to minimise financial exposure from large claims the Company enters into excess-of-loss (XOL) reinsurance agreements with internationally reputable reinsurers. Claims receivable from reinsurers are estimated in a manner consistent with the claim liability and in accordance with the reinsurance contract. These amounts, if any, are shown as "Reinsurers' share of outstanding claims" in the statement of financial position until the claim is agreed and paid by the Company. Once the claim is paid the amount due from the reinsurers in connection with the paid claim is transferred to amounts due from/(to) reinsurers.

At each reporting date, the Company assesses whether there is any indication that a reinsurance asset may be impaired. Where an indicator of impairment exists, the Company makes a formal estimate of recoverable amount. Where the carrying amount of a reinsurance asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Expenses

Selling and marketing expenses are those which specifically relate to salesmen, sales promotion and advertisement as well as any allowance for doubtful debts and regulatory levies. All other expenses are classified as general and administration expenses.

Segmental reporting

A segment is a distinguishable component of the Company portfolio that is engaged in providing products or services (a business segment), which is subject to risk and rewards that are different from those of other segments.

Leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the statement of insurance operations and accumulated surplus on a straight-line basis over the lease term.

Foreign currencies

The accounting records of the Company are maintained in Saudi Riyals. Transactions in foreign currencies are recorded in Saudi Riyals at the approximate rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the statement of financial position date. All differences are taken to either the statement of insurance operations and accumulated surplus or the statement of shareholders' operations.

Fair values of financial instruments

Financial instruments include cash and cash equivalents, receivables, investments, outstanding claims, payables and certain other assets and liabilities.

The fair value of commission bearing items is estimated based on discounted cash flows using commission rates for items with similar terms and risk characteristics. Except for the fair value of investments which are based on quoted market price for marketable securities, the fair values of all other financial instruments are estimated using methods such as net present values of future cash flows.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

d. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position only when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously. Income and expenses are not offset in the statement of insurance operations and accumulated surplus or in the statement of shareholders' operations unless required or permitted by any accounting standard or interpretation, as specifically disclosed in the accounting policies of the Company.

e. USE OF ESTIMATES AND JUDGEMENTS

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Provision for outstanding claims

Judgement by management is required in the estimation of amounts due to policyholders and third parties arising from claims made under insurance contracts. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgement and uncertainty and actual results may differ from management's estimates resulting in future changes in estimated liabilities. The Company estimates its claims based on its previous experience of its insurance portfolio. Claims requiring court or arbitration decisions, if any, are estimated individually. Management reviews its provisions for claims incurred, and claims incurred but not reported, on a monthly basis. Any difference between the provisions at the statement of financial position date and settlements and provisions in the following year is included in the statement of insurance operations and accumulated surplus for that year. The provision for outstanding claims, as at 31 December, is also verified and certified by an independent actuary.

Allowance for doubtful receivable

A provision for impairment of premiums receivable is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivable. Significant financial difficulties of the debtor and default or delinquency in payments are considered indicators that the premiums receivable is impaired.

Deferred acquisition costs

Certain acquisition costs related to the sale of new policies are recorded as deferred acquisition costs and are amortised in the statement of insurance operations and accumulated surplus over the related period of policy coverage. If the assumptions relating to future profitability of these policies are not realised, the amortisation of these costs could be accelerated and this may also require additional impairment write-offs in the statement of insurance operations and accumulated surplus.

Useful lives of furniture, fittings and equipment

The Company's management determines the estimated useful lives of its furniture, fittings and equipment for calculating depreciation. These estimates are determined after considering the expected usage of the assets or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation charges would be adjusted where the management believes the useful lives differ from previous estimates.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

**2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)**

f. NEW IFRS, IFRIC AND AMENDMENTS THEREOF, ADOPTED BY THE COMPANY

The Company has adopted the following amendments and revisions to existing standards, which has had no financial impact on the financial statements of the Company. The International Accounting Standards Board (IASB) has issued the following new and amended IFRS and IFRIC that are effective for the periods starting on or after the dates mentioned below:

<i>Standard/ Interpretation</i>	<i>Description</i>
IAS 24	Related Party Transactions (Revised)
IAS 32	Amendments to IAS 32 Classification of Rights Issues
IFRIC 19	Extinguishing Financial Liabilities with Equity Instrument
IFRS 7	Amendment to IFRS 7 Financial Instruments: Disclosures (including disclosures for transfer of financial assets)
IAS 1	Presentation of Financial Statements

g. NEW IFRS, IFRIC AND AMENDMENTS THEREOF, ISSUED BUT NOT YET EFFECTIVE

Standards issued but not yet effective up to the date of issuance of the Company financial statements are listed below. The listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective.

<i>Standard/ Interpretation</i>	<i>Description</i>	<i>Effective from periods beginning on or after the following date</i>
IFRS 9	Financial Instruments – Classification and Measurement	1 January 2015
IFRS 10	Consolidated financial statements	1 January 2013
IFRS 12	Disclosures of interests in other entities	1 January 2013
IFRS 13	Fair value measurement	1 January 2013
IAS 1	Amendments to IAS 1 Presentation of financial statements	1 July 2012
IAS 12	Amendments to Income taxes – Deferred taxes: Recovery of underlying assets	1 January 2012
IAS 19	Amendments to IAS 19 Employee benefits	1 January 2013

3 TRANSFER OF PORTFOLIO

Amount payable to the Seller (related party) in respect of goodwill (refer note 1):

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Balance at the beginning of the year	20,990	49,000
Compensation for outstanding goodwill (see note below)	3,355	-
Paid during the year	(20,990)	(28,010)
Balance at the end of the year	<u>3,355</u>	<u>20,990</u>

In accordance with the agreement between the Seller and the Company, the Seller is entitled to additional compensation, not exceeding 5% per annum, on the outstanding amounts payable to them. Accordingly, during the year, a sum of SR 3,355 thousands payable to the Seller is accrued and charged to the general and administration expenses in the statement of shareholders' operations. This amount, which is calculated at a lower percentage than that allowed per the agreement, will be paid after the receipt of the approval from SAMA (see notes 1 and 11).

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

4 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprised the following:

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Insurance Operations</i>		
Cash in banks	194,556	121,763
Murabaha deposits	357,358	225,145
	<u>551,914</u>	<u>346,908</u>
<i>Shareholders' Operations</i>		
Cash in bank	13,631	13,631
	<u>13,631</u>	<u>13,631</u>

At 31 December 2011, all the bank balances are held in the name of the Company (31 December 2010: SR 8.6 million was held by the Company in the name of a related party).

The Murabaha deposits are held with commercial banks. These Murabaha deposits are denominated in Saudi Arabian Riyals and have an original maturity not exceeding three months.

5 FVIS INVESTMENTS

The carrying amount of the investments, classified as fair value through statement of income (FVIS), at 31 December 2011 was as follows:

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Units in open ended mutual fund</i>		
Insurance operations	187,699	257,178
Shareholders' operations	373,534	299,462
	<u>561,233</u>	<u>556,640</u>

The above investments represent units of an open ended mutual fund, denominated in Saudi Arabian Riyals.

The movement in the investments, during the year ended 31 December 2011 and 2010, were as follows:

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Insurance operations</i>		
Balance at the beginning of the year	257,178	-
Purchased during the year	6,000	253,965
Transferred to shareholders' operations (see note below)	(74,834)	-
Unrealised (loss)/gain during the year	(645)	3,213
	<u>187,699</u>	<u>257,178</u>

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

5 FVIS INVESTMENTS (continued)

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Shareholders' operations</i>		
Balance at the beginning of the year	299,462	-
Purchased during the year	-	296,035
Transferred from insurance operations (see note below)	74,834	-
Unrealised (loss)/gain during the year	(762)	3,427
	<u>373,534</u>	<u>299,462</u>

As at 31 December 2011, a sum of SR 74,834 thousands was payable to the shareholders' operations by the insurance operations. This amount was settled by transfer of investments of an equivalent amount to shareholders' operations as at that date.

6 PREPAYMENTS AND OTHER ASSETS

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Insurance Operations</i>		
Prepayments	27,247	18,800
Accrued income	877	445
Other receivables	1,945	1,636
	<u>30,069</u>	<u>20,881</u>
<i>Shareholders' Operations</i>		
Other receivables	244	-
	<u>244</u>	<u>-</u>

7 PREMIUMS RECEIVABLE, NET

	<u>2011</u> SR'000	<u>2010</u> SR'000
Gross premiums receivable	403,936	520,004
Allowance for doubtful premiums receivable	(64,106)	(30,164)
Net premiums receivable	<u>339,830</u>	<u>489,840</u>

The movements in the allowance for doubtful premiums receivable were as follows:

	<u>2011</u> SR'000	<u>2010</u> SR'000
Balance at the beginning of the year	30,164	19,799
Additional allowance during the year (note 22)	33,942	10,365
Balance at end of the year	<u>64,106</u>	<u>30,164</u>

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

7 PREMIUMS RECEIVABLE, NET (continued)

The age analysis of unimpaired premiums receivable arising from insurance contracts was as follows:

	<i>Neither past due nor impaired</i> SR '000	<i>Up to three months</i> SR '000	<i>Above three and up to six months</i> SR '000	<i>Above six and less than twelve months</i> SR '000	<i>Above twelve months</i> SR '000	<i>Total</i> SR '000
31 December 2011	11,038	124,806	114,351	84,361	5,274	339,830
31 December 2010	81,918	211,760	164,029	32,133	-	489,840

Unimpaired receivables are expected, on the basis of past experience, to be fully recoverable. It is not the practice of the Company to obtain collateral over receivables.

In respect of premiums receivable, 5 major customers accounted for 15.9% (2010: 10.5 %) of this balance as at 31 December 2011.

8 DEFERRED POLICY ACQUISITION COSTS

	<u>2011</u> SR'000	<u>2010</u> SR'000
Balance at the beginning of the year	15,470	14,764
Expenses deferred	21,097	15,470
Amortisation for the year	(15,470)	(14,764)
Balance at the end of the year	<u>21,097</u>	<u>15,470</u>

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

9 FURNITURE, FITTINGS AND EQUIPMENT

	<i>Furniture, fittings and office equipment SR'000</i>	<i>Computer applications SR'000</i>	<i>Total SR'000</i>
Shareholders' Operations			
Cost:			
At 1 January 2010	12,793	41,214	54,007
Additions during the year 2010	26,219	3,065	29,284
	<hr/>	<hr/>	<hr/>
At 31 December 2010	39,012	44,279	83,291
Additions during the year 2011	4,146	9,610	13,756
	<hr/>	<hr/>	<hr/>
At 31 December 2011	43,158	53,889	97,047
	<hr/>	<hr/>	<hr/>
Accumulated depreciation:			
At 1 January 2010	5,632	27,350	32,982
Charge for the year 2010	7,772	3,834	11,606
	<hr/>	<hr/>	<hr/>
At 31 December 2010	13,404	31,184	44,588
Charge for the year 2011	3,026	7,868	10,894
	<hr/>	<hr/>	<hr/>
At 31 December 2011	16,430	39,052	55,482
	<hr/>	<hr/>	<hr/>
Carrying amount:			
At 31 December 2011	26,728	14,837	41,565
	<hr/>	<hr/>	<hr/>
At 31 December 2010	25,608	13,095	38,703
	<hr/>	<hr/>	<hr/>

As the furniture, fittings and equipment are used for the benefit of insurance operations, the depreciation is charged to the statement of insurance operations and accumulated surplus.

10 STATUTORY DEPOSIT

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Shareholders' Operations		
Statutory deposit	40,000	40,000
	<hr/>	<hr/>

As required by Saudi Arabian Insurance Regulations, the Company deposited an amount equivalent to 10% of its paid up share capital, amounting to SR 40 million in a bank designated by SAMA.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

11 TRANSACTIONS WITH RELATED PARTIES

In addition to the note 1, 3 and 5, following are the details of major related party transactions and the related balances at the end of the year:

<u>Related party</u>	<u>Nature of transaction</u>	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Insurance Operations			
Shareholders	Premiums written	25,791	27,829
Shareholders	Claims paid	13,962	10,309
Bupa Middle East Holdings Two WLL (Related party)	Trade mark fee payable (note 16)	1,930	2,818
Shareholder	Medical cost payments to a provider (see note (a) below)	100,950	65,461
Shareholders' Operations			
Bupa Middle East Limited E.C. (Related party)	Payment in respect of goodwill (note 3)	20,990	28,010
	Compensation for outstanding goodwill consideration (note 3 and note (b) below)	3,355	-
ASAS Health Care Company Limited (Related party)	Payments made on behalf of the Company and recharged to the Company	-	513

- a) The related party is a hospital provider where any of Bupa Arabia's entitled customers, and their qualified members, can use the facilities of the related party. The Company makes payments for all medical costs of all its contracts, to this provider related party, in accordance with the contractual terms of agreement with the provider related party on an arm's length basis. As at 31 December 2011, the estimated payable to the related party, for medical cost payments, amounted to SR 14.1 million (2010: SR 11.6 million).
- b) In accordance with the agreement between the Seller and the Company, the Seller is entitled to an additional compensation, which has been accrued for during the year ended 31 December 2011 (see note 1 and 3). The amount payable to the related party in respect of goodwill is disclosed in the statement of financial position.
- c) Information relating to key management personnel is provided in note 24.

Amount due to related parties is disclosed in the statement of financial position. Net premiums receivable include premiums receivable from related parties amounting to SR 1,248 thousands (31 December 2010: SR 2,559 thousands).

Zakat and income tax recoverable from the shareholders, amounting to SR 8,217 thousands (2010: SR 7,985 thousands) and SR 4,385 thousands (2010: SR 4,468 thousands) respectively, are disclosed in note 17.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

12 REINSURANCE BALANCE PAYABLE

Reinsurance payable represents amount payable to three reinsurers (2010: three), based in Germany and France for the excess of loss (XOL) reinsurance contract.

13 NET MOVEMENT IN UNEARNED PREMIUMS

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
<i>Insurance Operations</i>		
Unearned premiums at the beginning of the year	659,819	522,517
Unearned premiums at the end of the year	<u>(722,739)</u>	<u>(659,819)</u>
Net movement in unearned premiums	<u>(62,920)</u>	<u>(137,302)</u>

14 NET MOVEMENT IN OUTSTANDING CLAIMS

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
<i>Insurance Operations</i>		
Outstanding claims at the end of the year	381,265	352,379
Outstanding claims at the beginning of the year	<u>(352,379)</u>	<u>(275,259)</u>
Net movement in the outstanding claims	<u>28,886</u>	<u>77,120</u>

As at 31 December 2011 and 2010, all the outstanding claims which are covered by XOL reinsurance are lower than the XOL limit and therefore no reinsurance recovery has been booked in these reserves in these financial statements.

15 ACCRUALS AND OTHER LIABILITIES

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
<i>Insurance Operations</i>		
Accrued expenses	50,387	45,822
Other liabilities	<u>9,116</u>	<u>4,686</u>
	<u>59,503</u>	<u>50,508</u>
<i>Shareholders' Operations</i>		
Accrued expenses	1,510	509
End of service benefits (see note below)	<u>19,842</u>	<u>13,346</u>
	<u>21,352</u>	<u>13,855</u>

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

15 ACCRUALS AND OTHER LIABILITIES (continued)

The movement in the end of service benefits provision during the year was as follows:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Balance at the beginning of the year	13,346	11,293
Charged during the year	6,888	3,376
Paid during the year	(392)	(1,323)
Balance at the end of the year	<u>19,842</u>	<u>13,346</u>

An actuarial valuation has not been performed as the net impact of discount rates and future increases in benefits is not likely to be material.

As the services of the employees are with respect to the insurance operations, the charge for the year is charged to the statement of insurance operations and accumulated surplus.

16 TRADE MARK FEE

During 2010, the Company entered into an agreement with a related party for obtaining a license to use the trade marks (the word Bupa with or without logo) of the related party. As per the terms of the agreement, the Company is required to pay an initial one-off lump sum of SR 1.2 million and an amount equal to a fixed percentage of gross earned premiums thereafter, subject to a maximum of 5% of the Company's profits in any financial year, as trade mark fee.

Accordingly, a sum of SR 1,930 thousands (2010: SR 2,818 thousands, which included the initial one-off lump sum amount referred to above), payable to a related party has been provided for in these financial statements (see note 22).

17 ZAKAT AND INCOME TAX

a) Zakat

The Zakat payable by the Company has been calculated in accordance with Zakat regulations in Saudi Arabia.

Charge for the year

The zakat charge relating to the Saudi partners consists of:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Provision for the year	8,217	7,317
Adjustment for the previous year	-	668
Charge for the year	<u>8,217</u>	<u>7,985</u>

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

17 ZAKAT AND INCOME TAX (continued)

a) Zakat (continued)

The Zakat provision for the year is based on the following:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Equity	495,698	437,353
Opening allowances and other adjustments	46,865	51,997
Book value of long-term assets	(180,408)	(171,927)
	<u>362,155</u>	<u>317,423</u>
Adjusted income for the year (see note below)	83,526	79,456
	<u>445,681</u>	<u>396,879</u>
Zakat base		
Attributable to Saudi founding shareholders and the general public @ 73.75%	<u>328,690</u>	<u>292,698</u>

The differences between the financial and the Zakatable results are mainly due to certain adjustments in accordance with the relevant fiscal regulations.

The movement in the Zakat provision for the year is as follows:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Balance at the beginning of the year	7,317	5,838
Charge for the year	8,217	7,985
Payment made during the year	(1,446)	(6,506)
	<u>14,088</u>	<u>7,317</u>

b) Income tax

Charge for the year

The income tax charge relating to the non-Saudi partners consists of:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Provision for the year	4,385	4,171
Adjustment for the previous year	-	297
	<u>4,385</u>	<u>4,468</u>

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

17 ZAKAT AND INCOME TAX (continued)

The movement in the tax provision for the year was as follows:

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Balance at the beginning of the year	588	4,480
Charge for the year	4,385	4,468
Payment made during the year– relating to the previous year	(535)	(4,777)
Payment made during the year– relating to the current year	(3,089)	(3,583)
Balance at the end of the year	<u>1,349</u>	<u>588</u>

c) Zakat and income tax payable

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Zakat payable (note (a) above)	14,088	7,317
Income tax payable (note (b) above)	1,349	588
	<u>15,437</u>	<u>7,905</u>

d) Status of assessments

As required by Saudi Arabian fiscal regulations, Zakat and income tax returns have been filed with the Department of Zakat and Income Tax ("DZIT") for the period from 1 May 2008 to 31 December 2008 and for the years ended 31 December 2009 and 2010. However, Zakat and income tax assessments for the period from 1 May 2008 to 31 December 2008 and years ended 31 December 2009 and 2010 have not yet been raised by the DZIT.

18 SHARE CAPITAL

The share capital of the Company is SR 400 million divided into forty million shares of SR 10 each (2010: forty million shares of SR 10 each) and subscribed by the following:

	Percentage holding	<u>2011</u> <u>SR'000</u>	Percentage holding	<u>2010</u> <u>SR'000</u>
Founding shareholders	60%	240,000	60%	240,000
General public	40%	160,000	40%	160,000
	<u>100%</u>	<u>400,000</u>	<u>100%</u>	<u>400,000</u>

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

19 SHARES HELD UNDER THE LONG-TERM INCENTIVE PLAN

During 2010, the Company introduced a Long-Term Incentive Plan ("LTIP"), for its senior executives, which is designed to reward them for their role in the achievement of the Company's long-term objectives and three year plan targets. The vesting conditions include minimum service period, annual performance ratings up to a certain specified level, and achievements of the specified profit targets of the Company for the three year period.

Under the terms of the LTIP, a reserve, representing a fixed percentage of entitled employees' salaries and accumulated commission thereon, is required to be maintained by the Company annually, over the three year period.

The employees in the LTIP have an annual option to request the Company to request the custodian to purchase the Company's own shares from the accumulated balance in the reserve. The purchase of such shares is funded by the Company by realising the accumulated balance in the reserve, and the shares are purchased by the custodian appointed by the Company for this purpose. After the date of purchase, the employees under the LTIP carry the market price risk associated with those shares, and their entitlement under the plan would not be higher than the fair market value of those shares if the employees opt to continue to keep the shares until the vesting date.

In the subsequent years of the LTIP, the relevant employees can again opt (annually) to convert these shares back into cash at the fair market value of those shares at that date. The cash thus realized will be credited to the employees' LTIP reserve, which will then be built up with a fixed percentage of the employees' salaries and commission thereon as per the terms of the LTIP for the remaining vesting period. Such reserve can again be converted into shares depending upon whether the employees still have an annual option remaining with them before the vesting date.

Depending on the election made by the employees, they are entitled to get any one of the following benefits at the end of the vesting period:

- cash amount equivalent to amount accumulated in the reserve based on fixed percentage of salaries and accumulated commission thereon, or
- a specified number of shares, purchased by the custodian and held, per the employees' instructions, until the vesting date, or
- cash amount equivalent to the fair market value (as at the vesting date) of the shares held by the custodian, on behalf of the Company for the employees, as per the employees' instructions up to the vesting date.

The movement in the shares purchased under the LTIP, per the election decisions of the entitled employees, is as follows:

	<i>2011</i>		<i>2010</i>	
	<i>Number of shares</i>	<i>Amount SR'000</i>	<i>Number of shares</i>	<i>Amount SR'000</i>
Opening balance	140,017	2,709	-	-
Purchased during the year	69,342	1,200	140,017	2,709
Sold during the year	(62,027)	(1,401)	-	-
	<u>147,332</u>	<u>2,910</u>	<u>14,017</u>	<u>2,709</u>
Market value of the shares as at 31 December 2011		<u>22.35</u>		<u>19.35</u>

As at the date of the Statement of Financial Position, a liability based on the fair market value of these shares has been recorded by the Company, to the extent the vesting period has been completed by the LTIP members, who have opted for shares as per their last annual election.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

19 SHARES HELD UNDER THE LONG-TERM INCENTIVE PLAN (continued)

In addition, an amount of SR 1,553 thousands (2010: SR 768 thousands) has been accrued by the Company representing the fixed percentage of entitled employees' salaries and commission thereon, for which the entitled employees have not yet made the election to purchase the Company's shares.

During the year, an amount of SR 1,369 thousands (2010: SR 3,477 thousands) has been charged to the statement of insurance operations under the above plan.

20 STATUTORY RESERVE

As required by Saudi Arabian Insurance Regulations, twenty percent of the shareholders' income shall be set aside as a statutory reserve until this reserve amounts to one hundred percent of the paid up share capital. Accordingly, during the year, the Company has transferred SR 8,449 thousands (2010: SR 14,160 thousands) to the statutory reserve.

21 REGULATORY REQUIREMENT

As required by Saudi Arabian Insurance Regulations (Article 66 of the Implementation Regulations), the Company is required to maintain a minimum Solvency Margin at the rate of 16% of net premium written. As a result of a clarification issued by the regulator relating to Article 69, the allowance for doubtful premiums receivable is now calculated, on a written based aging profile, previously on an invoiced based aging profile, the admissibility of debtors' assets, as at 31 December 2011, is reduced. As a result, the Company's solvency level is less than the minimum solvency margin required by the Saudi Arabian Insurance Regulations. The Company, during the year, has communicated this matter to SAMA, and also provided an action plan to achieve the solvency margin requirement in the near future. The management of Bupa Arabia are confident that their action plan will be considered favourably by SAMA.

22 SELLING AND MARKETING EXPENSES

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Insurance Operations</i>		
Employee costs	45,478	31,691
Marketing expenses	18,907	7,852
Fulfilment costs	6,553	5,178
Commission expenses	31,622	34,039
Statutory levies (see note (a) below)	35,124	25,991
Trade mark fees (see note 16)	1,930	2,818
Allowance for doubtful premiums receivables (note 7)	33,942	10,365
Others	8,613	5,755
	<u>182,169</u>	<u>123,689</u>

- a) The statutory levies for the year ended 31 December 2011 include an additional CCHI levy, for the year 2009, of SR 5,225 thousands.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

23 GENERAL AND ADMINISTRATION EXPENSES

	<u>2011</u> SR'000	<u>2010</u> SR'000
<i>Insurance Operations</i>		
Employee costs	101,513	66,952
Repairs and maintenance costs	11,119	8,563
Travelling expenses	3,567	1,571
Depreciation	10,894	11,606
Communication expenses	6,803	3,584
Other operating costs	8,584	7,923
	<u>142,480</u>	<u>100,199</u>
<i>Shareholders' Operations</i>		
Statutory expenses	953	287
Legal and professional fees	619	4,604
Board expenses (see note 25)	1,343	1,081
Additional compensation to Seller (see note 3)	3,355	-
Other (see note below)	646	303
	<u>6,916</u>	<u>6,275</u>

During 2011, the Company initiated a Corporate Social Responsibility (CSR) program involving the provision of health cover to orphans in the Kingdom of Saudi Arabia. The health insurance premiums and associated medical claims costs of the contracts of these orphans are borne by the Company. In 2011, the costs associated with the orphans health cover was SR 19 thousands and is charged to statement of shareholders' operations as part of other general and administration expenses.

24 INFORMATION RELATING TO KEY MANAGEMENT PERSONNEL

	<u>2011</u> SR'000	<u>2010</u> SR'000
a) Compensation to key management personnel:		
Short-term benefits	8,772	7,661
Long-term benefits	2,343	2,210
	<u>11,115</u>	<u>9,871</u>

Short-term benefits include salaries, allowances, commissions, annual bonuses and incentives whilst long-term benefits include employees' end of service benefits and the Long-Term Incentive Plan.

On 3 December 2011, a senior management personnel purchased 7,000 shares of the Company through Tadawul (the Saudi Stock Exchange), for SR 143 thousands, after obtaining the approval from the required regulatory authority. The fair value of the shares as at 31 December 2011 was SR 156 thousands.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

25 BOARD OF DIRECTORS' REMUNERATION AND RELATED EXPENSES

	<u>2011</u> <u>SR'000</u>	<u>2010</u> <u>SR'000</u>
Board of directors' remuneration	870	893
Board attendance fees	81	75
Other Board and sub-committees expenses	392	113
	<u>1,343</u>	<u>1,081</u>

- a) Board of Directors' remuneration is paid in accordance with by-laws of the Company.
- b) Board attendance fees represent allowances for attending board meetings and sub-committee meetings.
- c) Other Board and sub-committee expenses include fees of non-board members for attending committee meetings and other related sub-committee expenses.

26 SEGMENT INFORMATION

The Company only issues short-term insurance contracts for providing health care services ('medical insurance'). All the insurance operations of the Company are carried out in the Kingdom of Saudi Arabia. For management purposes, the operations are monitored in two customer categories, based on the number of members covered. Major customers represent large corporate, and all other customers are considered as non-major.

Operating segments do not include shareholders' operations of the Company.

Segment results do not include other income, selling and marketing expenses and general and administration expenses.

Segment assets do not include cash and cash equivalents and prepayments and other assets.

Segment liabilities do not include accruals and other liabilities, amount due to shareholders' operations and policyholders' share of surplus from insurance operations.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

26 SEGMENT INFORMATION (continued)

Consistent with the Company's internal reporting process, operating segments have been approved by the management in respect of the Company's activities, assets and liabilities as stated below:

	<i>For the year ended 31 December 2011</i>		
	<u>Major</u>	<u>Non-major</u>	<u>Total</u>
	<i>SR'000</i>	<i>SR'000</i>	<i>SR'000</i>
Gross written premiums	977,696	1,015,555	1,993,251
Premium ceded	(1,378)	(1,324)	(2,702)
Net written premiums	976,318	1,014,231	1,990,549
Net movement in net unearned premiums	(52,283)	(10,637)	(62,920)
Net earned premiums	924,035	1,003,594	1,927,629
Gross claims paid	829,576	694,259	1,523,835
Claims recovered	(984)	(707)	(1,691)
Net claims paid	828,592	693,552	1,522,144
Net movement in outstanding claims	15,726	13,160	28,886
Net claims incurred	844,318	706,712	1,551,030
Net underwriting result	79,717	296,882	376,599
Unallocated income	-	-	2,954
Unallocated expenses	-	-	(324,649)
Surplus from insurance operations			54,904

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)
At 31 December 2011

26 SEGMENT INFORMATION (continued)

	<i>For the year ended 31 December 2010</i>		
	<u>Major</u> SR '000	<u>Non-major</u> SR '000	<u>Total</u> SR '000
Gross written premiums	934,666	814,724	1,749,390
Premium ceded	(1,699)	(1,481)	(3,180)
Net written premiums	932,967	813,243	1,746,210
Net movement in net unearned premiums	(66,952)	(70,350)	(137,302)
Net earned premiums	866,015	742,893	1,608,908
Gross claims paid	702,396	529,822	1,232,218
Claims recovered	(720)	(515)	(1,235)
Net claims paid	701,676	529,307	1,230,983
Net movement in outstanding claims	50,715	26,405	77,120
Net claims incurred	(752,391)	(555,712)	(1,308,103)
Net underwriting result	113,624	187,181	300,805
Unallocated income	-	-	4,201
Unallocated expenses	-	-	(223,888)
Surplus from insurance operations			81,118

	<i>As at 31 December 2011</i>		
	<u>Major</u> SR '000	<u>Non-major</u> SR '000	<u>Total</u> SR '000
Insurance operations' assets			
Premiums receivable - gross	217,196	186,740	403,936
Allowance for doubtful premiums receivable	(35,245)	(28,861)	(64,106)
Premiums receivable - net	181,951	157,879	339,830
Deferred policy acquisition costs	10,348	10,749	21,097
Unallocated assets	-	-	827,682
Total			1,188,609
Insurance operations' liabilities and surplus			
Unearned premiums	368,233	354,506	722,739
Outstanding claims	207,561	173,704	381,265
Unallocated liabilities and surplus	-	-	84,605
Total			1,188,609

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)
 At 31 December 2011

26 SEGMENT INFORMATION (continued)

	<i>As at 31 December 2010</i>		<i>Total</i> <i>SR '000</i>
	<i>Major</i> <i>SR '000</i>	<i>Non-major</i> <i>SR '000</i>	
Insurance operations' assets			
Premiums receivable – gross	256,351	263,653	520,004
Allowance for doubtful premiums receivable	(1,482)	(28,682)	(30,164)
Premiums receivable, net	254,869	234,971	489,840
Deferred policy acquisition costs	7,008	8,462	15,470
Unallocated assets	-	-	624,967
Total			1,130,277
Insurance operations' liabilities and surplus			
Unearned premiums	298,884	360,935	659,819
Outstanding claims	202,680	149,699	352,379
Unallocated liabilities and surplus	-	-	118,079
Total			1,130,277

27 COMMITMENTS AND CONTINGENCIES

a) Operating lease commitments:

Future minimum rentals payable under non-cancellable operating leases as at 31 December are as follows:

	<i>2011</i> <i>SR '000</i>	<i>2010</i> <i>SR '000</i>
Within one year	4,388	4,388
After one year but no more than five years	24,424	23,838
More than five years	20,913	27,349
	49,725	55,575

b) There were no capital commitments outstanding as at 31 December 2011 (31 December 2010: Nil)

c) As at 31 December 2010, performance guarantees, limited to SR 0.17 million, in respect of insurance premiums written by the Company and a payment guarantee, limited to SR 0.3 million were given on behalf of the Company. The Company pledged short-term deposits amounting to SR 0.49 million to the bank for obtaining such guarantees. During 2011, the above guarantees were withdrawn and pledge was cancelled. As at 31 December 2011, no guarantees were issued by the Company.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

28 RISK MANAGEMENT

The risks faced by the Company and the way these risks are mitigated by management are summarised below.

Insurance risk

Insurance risk is the risk that actual claims payable to policyholders in respect of past insured events exceed the carrying amount of insurance liabilities. This could occur because the frequency or amounts of claims are more than expected. The Company only issues short-term contracts in connection with medical risks.

Geographical concentration of risks

The Company's insurance risk exposure relating to contract holders is concentrated in Saudi Arabia.

Frequency and amounts of claims

The frequency and amounts of claims can be affected by several factors. The Company only underwrites medical risks. Medical insurance is designed to compensate holders for expenses incurred in treatment of a disease, illness or injury. Medical insurance is primarily offered to corporate customers and a large population is covered under the policy. Claims are normally advised and settled within one year of the insured event taking place. This helps to mitigate insurance risk.

Independent actuarial review of claims and claims reserves

In further mitigation of the insurance risk the Company utilises an independent actuary who performs periodical reviews of the Company's claims modelling and claims projections as well as verifying the annual closing position claims reserves as adequate.

Reinsurance risk

In common with other insurance companies, in order to minimise financial exposure arising from large claims, the Company, in the normal course of business, has entered into contracts with other parties for reinsurance purposes. Such reinsurance arrangements provide for greater diversification of business, allow management to control exposure to potential losses arising from large risks, and provide additional capacity for growth. All of the reinsurance is effected under an excess-of-loss (XOL) reinsurance contract. For any claim above SR 200 thousand and contingent on the policyholders' plan limit, the reinsurance covers losses per claim between SR 200 thousand and SR 500 thousand. All other claims are borne and paid by the Company. In compliance with SAMA guidelines on reinsurance, all reinsurance companies are minimally rated A by international rating agencies.

Regulatory framework risk

The operations of the Company are also subject to regulatory requirements in the Kingdom of Saudi Arabia. Such regulations not only prescribe approval and monitoring of activities, but also impose certain restrictive provisions (e.g. capital adequacy) to minimise the risk of default and insolvency on the part of the insurance companies to meet unforeseen liabilities as they arise.

Capital management (solvency) risk

Capital requirements are set and regulated by the SAMA. These requirements are put in place to ensure sufficient solvency margins. As a result of the clarification issued by the regulator relating to Article 69, the allowance for doubtful premiums receivable is now calculated, on a written based aging profile, previously on an invoiced based aging profile, for the purposes of calculating the Company's capital for minimum capital requirements as set out below, the admissibility of debtors' assets, as at 31 December 2011, is reduced. As a result, the Company's solvency level is less than the minimum solvency margin required by the Saudi Arabian Insurance Regulations. To mitigate the impact of the above, during the second half of 2011, the Company implemented new, reduced, customer payment terms.

Further objectives are set by the Company to maintain healthy capital ratios in order to support its business objectives and maximise shareholders' value.

The Company manages its capital requirements by assessing the risk of shortfalls between reported and required capital levels on a regular basis. Adjustments to current capital levels are made in light of changes in market conditions and risk characteristics of the Company's activities. In order to maintain or adjust the capital structure, the Company may adjust any possible amount of dividends paid to shareholders or raise new capital through the Saudi stock market.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

28 RISK MANAGEMENT (continued)

Capital management (solvency) risk (continued)

The following information summarizes the minimum regulatory capital of the Company:

	<u>2011</u> SR'000	<u>2010</u> SR'000
Minimum regulatory capital (Written premium based solvency margin method)	<u>318,488</u>	<u>279,394</u>

As at 31 December 2011, the Company's capital was less than the minimum regulatory capital requirement, and the Company has communicated this matter to SAMA (refer note 21).

Financial risk

The Company's principal financial instruments are receivables arising from insurance contracts, due from related parties, the statutory deposit, investments, cash and cash equivalents, outstanding claims and certain other assets and liabilities.

The Company does not enter into derivative transactions.

The main risks arising from the Company's financial instruments are market price risk, commission rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Market price risk

Market price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices.

The Insurance Operations and Shareholders' Operations are exposed to market risk with respect to their investments in units of open-ended mutual funds, classified as FVIS.

A 5% change in the net asset value of the funds, with all other variables held constant, would impact the Insurance Operations and Shareholders' Operations by SR 9,385 thousands (2010: 12,859 thousands) and SR 18,677 thousands (2010: 14,973 thousands) respectively.

Commission rate risk

Commission rate risk arises from the possibility that changes in commission rates will affect future profitability or the fair values of financial instruments. The Company is exposed to commission rate risk on its deposits.

The Company places deposits which are realisable within three months, with the exception of restricted deposits which are required to be maintained in accordance with regulations in Saudi Arabia on which the Company does not earn any commission. Management limits commission rate risk by monitoring changes in commission rates in the currencies in which its deposits are denominated.

BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

28 RISK MANAGEMENT (continued)

Financial risk (continued)

Details of maturities of the major classes of commission bearing securities as at 31 December are as follows:

<i>Insurance Operations</i>	<i>2011</i> <i>SR '000</i>			<i>Total</i>
	<i>Less than 3 months</i>	<i>3 months to 1 year</i>	<i>No fixed maturity</i>	
Short-term deposits	415,358	-	-	415,358

<i>Insurance Operations</i>	<i>2010</i> <i>SR '000</i>			<i>Total</i>
	<i>Less than 3 months</i>	<i>3 months to 1 year</i>	<i>No fixed maturity</i>	
Short-term deposits	225,145	-	-	225,145

The maturities of deposits have been determined on the basis of the remaining period, at the statement of financial position date, to the contractual maturity date.

The effective commission rates for the commission bearing financial instruments, at 31 December, were as follows:

	<u>2011</u>	<u>2010</u>
<i>Insurance operations</i>		
Saudi Riyal denominated deposits	0.73%	1.14%

The following information demonstrates the sensitivity of statement of insurance operations and accumulated surplus and statement of shareholders' operations to reasonably possible changes in commission rates, with all other variables held constant.

	<u>2011</u> <i>SR '000</i>	<u>2010</u> <i>SR '000</i>
<i>Insurance operations</i>		
<i>Saudi Riyals:</i>		
Increase in commission rates by 100 basis points	4,154	2,251
Decrease in commission rates by 100 basis points	(4,154)	(2,251)

The Shareholders operations do not have any commission bearing assets or liabilities.

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Management believes that there is minimal risk of significant losses due to exchange rate fluctuations, as the Company primarily deals in Saudi Riyals.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

28 RISK MANAGEMENT (continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. For all classes of financial assets held by the Company, the maximum credit risk exposure to the Company is the carrying value as disclosed in the statement of financial position. The Company's credit risk exposure relating to customers and deposits is concentrated in Saudi Arabia.

The Company seeks to limit its credit risk with respect to customers by following the Company credit control policy and monitoring outstanding receivables on an ongoing basis in order to reduce the Company's exposure to bad debts. Management estimates specific impairment provision on a case by case basis. In addition to specific provisions, the Company also makes an additional portfolio provision, estimated on a collective basis, based on the ageing profile of the premium receivable. The Company seeks to limit its credit risk with respect to other counterparties by placing deposits with reputable banks. The Company enters into reinsurance contracts with recognised, creditworthy third parties (rated A or above).

The following information shows the maximum exposure to credit risk for the components of the statement of financial position:

	<u>2011</u>	<u>2010</u>
	<i>SR'000</i>	<i>SR' 000</i>
<i>Insurance' Operations</i>		
Cash and cash equivalents	609,914	346,908
Investments	187,699	257,178
Premiums receivable – net	339,830	489,840
	<u>1,137,443</u>	<u>1,093,926</u>
<i>Shareholders' Operations</i>		
Cash and cash equivalents	13,631	13,631
Investments	373,534	299,462
Other receivables	244	-
Amount due from insurance operations	-	48,761
	<u>387,409</u>	<u>361,854</u>

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its commitments associated with financial liabilities when they fall due.

Liquidity requirements are monitored on monthly basis and management ensures that sufficient liquid funds are available to meet any commitments as they arise.

The Company's financial liabilities consist of outstanding claims, amount due to related parties, reinsurance balance payable and certain other liabilities. All financial liabilities, except for end of service benefits and obligation under LTIP which are non-current in nature, are non-commission bearing and expected to be settled within 12 months from the statement of financial position date.

All assets of the Company are current, except for goodwill, furniture, fittings and equipment and the statutory deposit, which are non-current in nature.

29 EARNINGS PER SHARE

The earnings per share have been calculated by dividing the net profit for the year by the weighted average number of ordinary shares issued and outstanding at the year end. Diluted earnings per share are not applicable for the Company.

**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2011

30 FAIR VALUES OF FINANCIAL INSTRUMENTS

a) Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. The Company's financial assets consist of cash and cash equivalents, investments, receivables, and accrued income and its financial liabilities consist of outstanding claims, reinsurance balances payable, amount due to a related party in respect of goodwill, amount due to related parties and other liabilities. The fair values of financial instruments are not materially different from their carrying values. At 31 December 2011, apart from the investments which are carried at fair value (note 5), there were no other financial instruments held by the Company that were measured at fair value (2010: nil).

b) The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: quoted prices in active markets for the same instrument (i.e., without modification or repackaging);

Level 2: quoted prices in active markets for similar assets and liabilities or other valuation techniques for which all significant inputs are based on observable market data; and

Level 3: valuation techniques for which any significant input is not based on observable market data.

As at 31 December 2011 and 2010, all financial instruments which are fair valued are Level 1 instruments.

31 COMPARATIVE FIGURES

Certain of the prior period amounts have been reclassified to conform with the presentation in the current year.

32 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were authorized for issue by the Board of Directors on 9 February 2012, corresponding to 17 Rabi Awal 1433 H.