



(A Listed Saudi Joint Stock Company)

Held in the Bupa Arabia Company headquarters in Al Khalediyah District, Jeddah on Thursday 12th Rabi Al-Awwal 1439H, corresponding to 30th November 2017G

The invitation of the Board of Directors to attend the Ordinary General Assembly Meeting was announced on the Tadawul website on Sunday 1st Rabi Al-Awwal 1439H, corresponding to 19th November 2017G and was also published in the Okaz Newspaper No. 18714 issued on Tuesday, 3rd Rabi Al-Awwal 1439H corresponding to 21st November 2017G.

The meeting was held at the headquarters of Bupa Arabia, in Prince Saud Al Faisal Street, Khalediyah District, Jeddah, at 6:30 pm on Thursday, 12th Rabea Al-Awwal 1439H, corresponding to 30th November 2017. Under the Chairmanship of the Vice-Chairman of the Board, Mr. David Martin Fletcher, and in the presence of the following Board members:

1. Mr. Abdulhadi Ali Shayif (Independent Non-Executive).
2. Mr. Aamer Abdullah Ali Reza (Non-Executive).
3. Mr. Zaid Al Gwaiz (Independent Non-Executive).
4. Dr. Adnan Abdulfattah Soufi (Independent Non-Executive).
5. Mr. Tal Hisham Nazer (Executive Board Member, CEO).

The meeting was attended by the representative of the CMA, Mr. Bassam bin Abdullah Al-Muneef.

The Chairman of the General Assembly convened the meeting with a warm welcome to all the distinguished attendees from the shareholders and thanked everyone for their attendance at this Ordinary General Assembly of Bupa Arabia for Cooperative Insurance to vote on the agenda items. The Chairman of the General Assembly then announced the completion of the legal quorum required for the validity of the General Assembly through the attendance of 43,558,161 shares, representing 54.45% of the Company's (80,000,000) shares. The Chairman of the General Assembly welcomed the Board of Directors and Mr. Bassam Bin Abdullah Al-Munif, the CMA's representative.

The General Assembly Chairman then requested Mr. Abdulmajeed Zakria to read the Koran.

After the reading of the Koran, the General Assembly Chairman asked whether any of the shareholders in attendance would like to be a part of the vote counting process. The General



Assembly Chairman appointed the attending Shareholder, Mr. Morad Mahmood Mansori, and Mr. Mohammed Hossin Al-Deen to be the vote counters a for this General Assembly Meeting and appointed Ms. Leena El-Qaisi as the General Assembly Meeting Secretary.

The General Assembly Chairman requested the OGM Secretary to read the OGM Resolutions and which were:

First: Voting on the update of the Board Member Remuneration Policy.

Second: Voting on the update of the Board Committee Member Remuneration Policy.

Third: Voting on the update of the Board and Board Committee Member Nomination & Appointment Policy and Procedure.

Fourth: Voting on the Chief Executive Team Remuneration Policy.

Fifth: Voting on the update of the Code of Corporate Governance and which includes the updates of:

- The Board Charter and the Schedule of Matters Reserved for the Board (SMRB).
- Every Board Committee Charter:
 - Audit Committee (AC),
 - Executive Committee (EC),
 - Investment Committee (IC),
 - Nomination & Remuneration Committee (N&RC) and
 - Risk Management Committee (RMC).

Sixth: Voting on the change of the current Board Term to conclude 30 June 2019.

The General Assembly Chairman then announced that the floor was open to the shareholders for discussion and the answering of their questions by the Board in accordance to the agenda, if any, and explaining that every shareholder has the right to receive a clear answer to the questions raised where required and applicable.



First: Shareholder Mr. Abdulaziz Bajbair asked:

- **Why the company proposes to distribute the Board members' remuneration in advance every quarter instead of distributing annually, without knowing the amount of profits?**
- **In adherence with regulations, Could the company be more generous with the Board member remunerations, in which the maximum of the remuneration is SR 500,000, and raise it more than SR 125,000?**
- **One of the requirements in the nomination and appointment policy is to have a minimum 15 Years relevant work experience, whereas the insurance sector is considered a new sector in the market. Which means young investors cannot qualify to be Board members? Also, it had mentioned in the policy that the nominated member shall not have owned or worked as an Executive or been a Board member in a company that has had its license revoked or was declared bankrupt.**

After that Mr. Abdulaziz Bajbair thanked the Board of Directors and expressed his admiration for the financial results and noted that Bupa Arabia is one of the best companies currently in the Kingdom of Saudi Arabia in the insurance sector.

His questions were answered by the Risk Management Committee Chairman **Mr. Abdulhadi Ali Shayif** who stated:

The Board remuneration is proposed to be distributed quarterly in arrears so after the end of 3 months being paid at the start the next quarter and this strategy has become practiced in many competitive listed companies. Moreover, the policy of nominating Board members who have 15 Years overall relevant work experience applies to many companies not just insurance companies. We can look again at this point as in our company we always welcome young energetic professionals. For the amount of the remuneration, I would like to state that the maximum allowed by the Company Law is SAR 500,000 per annum and the company may set a lower amount.



Thereafter, Board Member and Nomination and Remuneration Committee member **Mr. Zaid Al Gwaiz** stated:

One of the conditions of our nomination process is that a member of the Board of Directors may not be a former member of a company which became bankrupt or the license of the company was revoked, which illustrated in Annexure 3 of the Board and Board Committee Member Nomination and Appointment Policy and Procedure. The policy clarifies the requirements that must be met as mentioned in the disclosure requirements of SAMA and the CMA. The member is required to disclose everything in order to protect the Company and the shareholders and remove any doubt or potential deficiency that may be caused by the member of the Board of Directors as a result of any decision made by him in his previous company.

Mr. Abdulaziz Bajeber commented that being a previous board member of a bankrupt company could benefit our company by have more practical experience that could be in favour of the company if it has any problem in the future.

Second: Shareholder Mr. Ibrahim Mohammed Abdulrahman asked: why the company does not relate the Board members' remuneration to their performance and distribute it based on the profits?

And Nomination and Remuneration Committee member **Mr. Zaid Al Gwaiz** answered:

The Board members' remunerations are fixed and not related to their performance. Moreover, we ensure Board members are committed to their responsibilities of taking actions and decisions in a sustainable way in favour of the shareholders in adherence with all the laws regulations and therefore we ensure that the remuneration does not relate to the profits.

Also, **Mr. Abdulhadi Ali Shayif** stated that the remunerations account for the commitment to attendances, the responsibilities, the expertise and the legislative obligations of the company and the regulations of SAMA and/or the CMA.



Third: Shareholder Mr. Mohammed Shabokshi asked:

As shareholders we prefer to distribute the Board members remuneration after the end of the fiscal year, when the financial report has been issued reflecting the annual profits, and the dividends have been proposed to be distributed, to the shareholders after the end of each year.

Mr. Abdulhadi Ali Shayif stated that the annual remuneration amounts are proposed to be distributed every quarter, that the amounts are fixed and will be distributed within four periods, and that the total amount has not changed and that in most cases the amounts are below the maximum limit specified by the Saudi Arabian Monetary Agency .

Fourth: Shareholder Mr. Mohammed Moshref asked:

Can the company disclose to the shareholders the future plans of 2018? And what are the reasons for not increasing the market share of the company more than 50%? Finally why is there no collaboration with government companies or engagement into other insurance areas besides health insurance?

Mr. Abdulhadi Ali Shayif said that the company may not discuss its future plans as regulatory requirements mean that the company's core future results and plans should be maintained as confidential in order to prevent any confusion that could affect the company's share price. And further explained that Bupa Arabia is very conscious of ensuring it implements best corporate governance practices and transparency.

In addition, **the CEO, Mr. Tal Hisham Nazer**, explained that this information will be provided in the next Company Annual Reports. Bupa Arabia remains focused on its profits in the field of health insurance and working to maintain its market share in the presence of high competition.

There being no further questions the General Assembly Chairman asked the shareholders to vote on the OGM resolutions, through registering their vote on the voting cards. After the completion of the voting the vote counters collected the voting cards from the attendees and screened them with the participation of the Secretary of the General Assembly Meeting.

Accordingly, the results of the voting and the preparation of the minutes attached to the results of the voting were counted. The result of the vote and the resolutions of the General Assembly were as follows:

This Ordinary General Assembly Meeting's Resolutions			
Resolution	agree	Disagree	Did not vote
<u>Resolution (1):</u> To vote on the update of the Board Member Remuneration Policy.	43,550,106 99,98%	3,251 0,01%	4,804 0,01%
<u>Resolution (2):</u> To vote on the update of the Board Committee Member Remuneration Policy.	43,551,606 99,98%	1,763 0,00%	4,792 0,01%
<u>Resolution (3):</u> To vote on the update of the Board and Board Committee Member Nomination & Appointment Policy and Procedure.	42,955,217 98,62%	598,690 1,37%	4,254 0,01%
<u>Resolution (4):</u> To vote on the Chief Executive Team Remuneration Policy.	43,249,729 99,29%	3,756 0,01%	304,676 0,70%
<u>Resolution (5):</u> To vote on the update of the Code of Corporate Governance, which includes the updates of: <ul style="list-style-type: none"> • The Board Charter and the Schedule of Matters Reserved for the Board (SMRB). • Every Board Committee Charter (AC, EC, IC, N&RC, and RMC.) 	43,551,841 99,99%	1,584 0,00%	4,736 0,01%
<u>Resolution (6):</u> To vote on the change of the current Board Term to conclude 30 June 2019G	43,557,680 99,99%	247 0,00%	234 0,00%



The meeting ended at 7:30 pm on the same day. The General Assembly Chairman, on behalf of the Board of Directors and all its employees, thanked all the attendees for the active participation of the shareholders in attending this meeting. He also thanked the CMA representative for his presence and the outstanding support provided in monitoring the operational processes of the General Assembly meetings and which ensured the successful completion of the meeting in accordance with its requirements.

General Assembly Chairman

General Assembly Secretary

Mr. David Martin Fletcher

Ms. Leena El-Qaisi