



**BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY**  
**(“Bupa Arabia”, “the Company”)**  
**BOARD OF DIRECTORS (“Board”)**  
**CHARTER**

<b>1. Constitution, Principal Role and Term</b>
<b>Constitution</b> – The Board of Bupa Arabia was originally constituted during 2008 and, following the Company’s incorporation based on the Company’s approved Articles of Association, commenced its first term on 24/04/1429H, corresponding 30/04/2008G.
This Charter version, enhancing alignment with the latest corporate governance regulations, was approved by the Board during November 2018, subject to regulatory approval where applicable, and subject to the public shareholders’ approval where applicable, on 22 <sup>nd</sup> November 2018.
<b>Board Principal Role</b> – is the fiduciary responsibility of care to ensure the protection of the Company, shareholders, employees, creditors, and any other stakeholders, including regulators’, interests, and the Company’s assets, and having the ultimate accountability for directing the performance, conduct, corporate governance, and regulatory compliance of the Company and its management, in accordance with its licenses and all applicable laws and regulations, through providing strategic: leadership, governance, financial acumen, internal control and supervision.
In performing its duties, the Board has a key role responsibility for maintaining effective working relationships, wherever applicable and required, with the Company’s: Regulators, Shareholders, External Auditors, External Actuary, the Company Board Secretary, Board Committees and Board Committees’ Secretaries, the Chief Executive Officer (CEO) and the Chief Executive Team (CET), Legal Counsel, the leaders of the Compliance and the Internal Audit functions, and any other employees, or other stakeholders of the Company as required.
<b>Term</b> – The Board term is governed by the Company’s By-Laws (Articles), and cannot exceed the three (3) year maximum specified within the Company Law, and amendments to which shall be approved by the Board, Regulators and thereafter the public shareholders in the General Assembly (GA) meeting. The Board is currently within its fourth term, which commenced 24/04/1438H, 22/01/2017G.
<b>2. Membership, Chairman, Vice-Chairman, Chief Executive Officer (CEO) and Company Board Secretary</b>
<b>Composition and Membership</b> – The Board is to comprise of no less than five (5) Board members and not more than eleven (11) Board members and is to contain a majority of Non-Executive members and a minimum number of Independent Non-Executive Board members of either two (2) or a third of the Board membership, whichever is greater.
Board Members shall not be a member of the Board of more than five listed joint stock companies at the same time.

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Membership of the Board arises from the approval of the public shareholders via GA meeting following the recommendation approval of the Board after SAMA no-objection, which following the Bupa Arabia Nomination and Remuneration Committee (NRC) approval recommendation to SAMA, in terms of Bupa Arabia's public shareholder approved Board and Board Committee Member Nomination and Appointment Policy and Procedure, and its associated standards and requirements. The Membership of the Board is re-established for every Board term and which Board term cannot exceed the maximum of three (3) years allowed by the Company Law. To be nominated and appointed as a Board member the candidates' information must be published on the Tadawul website and the GA may only vote for candidates who have been nominated for appointment as per the Tadawul invitation. The Board member appointments are authorized by the public shareholders, in the GA meeting, through the cumulative voting process.

The Company shall notify the CMA of the names of the Board members and their memberships within five (5) days of the commencement of the new Board term, or from the date of their appointment, whichever has occurred first.

The Chairman, Vice-Chairman and CEO are appointed by the Board, from the Board members elected by the public shareholders, subject to SAMA no-objection. The Chairman and the Vice-Chairman must be Non-Executive Board Members and their roles and responsibilities must not be combined with, nor overlap with, those of the CEO. The Company Board Secretary is appointed by the Board.

This Board Charter, and also the Company's Code of Corporate Governance (CCG), contains more details on these role responsibilities.

**Knowledge** – The Board shall ensure that the Board, Board Committee, Chief Executive Team (CET) members, and Executive Management members, through the NRC, are appropriately qualified to discharge their responsibilities, through having appropriate: selection and approval processes, member induction/training programs, member development training and Company Secretariat support. The programs shall cover the Company's strategy/objectives, financial and operational aspects, the obligations, duties, responsibilities and rights of Board Members, and the duties and competencies of the Board and Board Committees.

Board Members are required to be professionally capable, and have the required experience, knowledge, skills, qualifications, and independence, all in compliance with all the various regulatory requirements of Saudi Arabia, and/or as specified within the Company's GA approved Nomination and Appointment Policy and Procedure, so as to be able to perform his/her duties effectively.

**Confidentiality** – Board Members must sign a Confidentiality Agreement with the Company and at all times maintain the strictest confidentiality of all matters discussed through, or associated with, the Board's activities, even after vacating the Board Membership.

**Disclosure of Interests** – Board members must disclose any direct or indirect interest in the Company's business and insurance contracts concluded by it and such interests shall be authorized by the public shareholders in the GA meeting(s). Board members must ensure that they comply with the Company's Conflict of Interest Policy and in particular ensuring the Company is maintained up to date at all times, through informing the Company Board Secretary promptly, of all actual, and potential, conflicts of interest and/or related party transactions, as and when any changes occur.

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Board members shall not take part in any business that competes with the Company nor trade in the activities performed by the Company. The Company has the right to claim indemnification for any losses caused by such business or act.
Each Board member shall disclose to the Board, and be reflected formally within the Board minutes, and be approved by the public shareholders in the GA meeting(s):
a) Any personal financial interest in any matter including, but without limitation to, related party transactions, business and family interests, and
b) Any potential conflict of interest arising from a cross-directorship.
Any such Board member shall abstain from voting on the relevant resolutions in relation to which such interest exists and from participating in the discussions concerning such resolutions.
<b>Board member independence</b> - The Board shall annually, through the Nomination & Remuneration Committee's (NRC) independence evaluation processes, in accordance with all Saudi Arabia's regulations, wherever required and applicable, evaluate the extent of the Board member's independence and ensure that there are no relationships or circumstances that affect or may affect his/her independence.
<b>Board membership review and assessment</b> – The Board shall review the membership of the Board through an annual Board evaluation process, through the NRC and which will include a performance assessment covering the skills and experience, strengths and weaknesses, of the Board and shall attempt to resolve any weaknesses to improve the Board's performance.  Individual assessment of board members will take into account the extent of effective participation, commitment in performing duties and responsibilities and attendance at Board and Committee meetings.  The Board size and composition shall be formally evaluated, and amended if deemed applicable, prior to the commencement of each new Board term.  Every three years, the Board must appoint a competent third party to carry out a performance based assessment.  The Board members (without the presence of the Board Chairman), and supported by the NRC, and the Company Board Secretary, and led by the NRC Chairman, where required and applicable, shall complete a periodic assessment of the performance of the Board Chairman by gathering opinions from amongst the members, in accordance with the Saudi Arabia regulations.  The outcome of the performance reviews will be in writing and circulated to the Board Members and parties concerned with the assessment.
<b>Company Board Secretary</b> – The Company Board Secretary, with relevant experience, shall be appointed by the Board from the Company's staff and shall not be the Secretary of the Audit Committee.
<b>Board Members' Compensation</b> – Members of the Board shall be eligible for annual compensation. The compensation shall be in line with the Board Member Remuneration Policy as shall be approved by the GA.

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<b>Company Board Secretary Compensation</b> - The Company Board Secretary shall be eligible for remuneration for carrying out the functions of each Board meeting and the amount of such compensation shall be approved by the Board.
<b>3. Meetings</b>
<b>Frequency</b> – Board meetings shall not be held less than six (6) times a year and not less than once per calendar quarter and attendees and matters discussed must fulfill all laws and regulations. In addition to the minimum of six (6) meetings per annum the Non-Executive Board members shall meet at least once per annum without the members of management, but may invite the Company Board Secretary, Chief Risk Officer, and management control leads, to attend this meeting, or part of it, as required.
<b>Quorum</b> – The quorum of any Board meeting shall comprise a minimum attendance of either six (6) Board members in person, or four (4) Board members in person, of which at least one of these four shall include an independent Board member, provided that the four (4) attending in person Board members have proxies to represent at least two of the Board members not in attendance. Members may participate via face-to-face meetings between the members, and/or by teleconference or videoconference, and be counted in the quorum and considered to have attended the meeting. A Board member who has apologized and does not attend the meeting may provide his proxy to another Board member to vote on his behalf at the Board meeting with the proviso that no attending Board member may have more than one proxy provided to him and that preferably an Independent Board member would provide their proxy to another Independent Board member. In the event a Board member holds a proxy and is conflicted the Board member may not use the proxy vote on the voting on the conflicted matter.
<b>Attendance</b> – Only Board Members and the Company Board Secretary are entitled to attend the Board meetings. The Board Members, provided approved by the Board Chairman, shall have the discretion to invite any other person(s) to attend all or part of any Board meeting, where it considers it appropriate. All Board members shall make every effort to attend all Board and in particular the independent Board members should attend the Board meetings in which important and material decisions affecting the position of the Company are made.
In the absence of the Board Chairman, the Board Vice-Chairman shall preside over the Board meeting, or in the absence of both the Board Chairman will designate an independent Board member to be the Chairman of the Board meeting.
As a minimum, the Chairman of the Audit Committee (AC) shall attend the Board meeting at which the Annual Financial Statements (AFS) and Annual Board Report (ABR) are approved by the Board.
<b>Voting</b> – The Board’s decisions shall be issued by the majority vote of the Board members in attendance, whether attending face-to-face, by videoconference or teleconference, or by having provided a proxy to another Board member, and, in the case of a decision having equal votes, the vote of the Board’s Chairman shall give preponderance to the decision, provided that the Board meeting minutes note the views of the other Board members.

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<b>4. <u>Proceedings</u></b>
<b>Notice</b> – The Board shall meet upon the invitation of its Chairman or upon the request of two members. Notice of each meeting confirming the date, time and venue shall be circulated by the Company Secretary, or his designated representative, to all members of the Board, and to other attendees (if appropriate), as far in advance as possible before each meeting (no less than five (5) days). The Company Board Secretary shall ensure that at least the regulatory minimum required Board meetings for the following year are scheduled in the preceding year.
<b>Agenda</b> – The Company Board Secretary, or his designated representative, shall circulate the agenda as far in advance as possible, (no less than five (5) days), of the Board meeting for the Board members to confirm and any Board member is entitled to request an addition to the agenda and for the Board Chairman to approve the addition of the same.
<b>Supporting Papers</b> – The Company Board Secretary shall circulate the supporting documentation to the Board members a reasonable period in advance of each meeting (no less than 5 days prior to the date of the meeting).
<b>Duration</b> – Sufficient time should be allowed in the Board meeting to enable the Board to undertake as full a discussion as may be required.
<b>Minutes</b> – The Company Board Secretary shall ensure Board minutes and appropriate Board resolutions are produced and authorized for every Board meeting and that these are formally documented in writing and that they are formally authorized through ratification during the following Board meeting, by the individual Board members who attended the Board meeting, and also the Company Board Secretary, physically signing the Board meeting minutes and the Board resolutions. The Board minutes must also include the recording of the names of those present and in attendance, even if only for partial attendance. Minutes of meetings shall be circulated to the Board members as soon as practicable following the Board meeting and preferably within a period not exceeding fifteen (15) days.
<b>5. <u>Authorities and Board Reserved Matters</u></b>
The Board is the ultimate authorized Company decision making body on all matters of significance to the Company, as defined by the Company, with the exception of those matters specifically reserved, whether by the Company’s articles of association and regulatory licenses, or whether by the laws, or the regulations of the country, to the public shareholders via the General Assembly Meeting. Matters of significance shall include, but not be limited to, such matters deemed significant by the Board due to the strategic, financial, governance, internal control, reputational, regulatory or other implications or consequences.
In order to ensure the efficiency of the Company decision making processes, and the internal controls and authorization protocols, the Board is authorized to reserve certain matters for its own authorization and to delegate some of its authority on certain matters to its Board Committees, and further through the CEO CET members of the business.

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<p>The delegation of Board authorities to the Board Committees, and the CEO, are contained within the Board Delegated Authorities Framework (DAF) which is approved by the Board. The Charters of the different Board Committees contains each of the Board Committees' authorities, roles, responsibilities and other matters and are authorized by the Board, after the recommendation approval of the relevant Board Committee for its own Charter, and subject to regulatory approval, and public shareholder approval, where applicable.</p>
<p>The Board Delegated Authorities Framework (DAF) will be reviewed and approved annually by the Board and maintained current by the Company Board Secretary and the Chief Risk Officer.</p>
<p>The Schedule of Matters Reserved for the Board (SMRB), and matters delegated to the various Board Committees, is contained within Appendix 1 of this Board Charter.</p>
<p>The Charters of the Company's various Board Committees, and which are listed below, are contained within the Company's Corporate Governance Framework (CGF), as opposed to being repeated within this Board Charter. The Board Charter and the Audit Committee Charter are both components of the Company's Code of Corporate Governance (CCG).</p> <ul style="list-style-type: none"> <li>• Audit Committee (AC)</li> <li>• Executive Committee (EC)</li> <li>• Investment Committee (IC)</li> <li>• Nomination and Remuneration Committee (NRC)</li> <li>• Risk Management Committee (RMC)</li> <li>• Digital Advisory Committee (DAC)</li> </ul>
<p><b>6. <u>Roles, Duties and Responsibilities</u></b></p>
<p>The principal roles and responsibilities of the Board, Chairman and Vice-Chairman, CEO, Directors, Company Board Secretary and Management are contained within the Company's Code of Corporate Governance (CCG) and the core duties and responsibilities of the Board include, but are not limited to:</p>
<p>a) Providing strategic guidance, including the setting of strategic objectives, and ensuring that the strategic objectives are approved, periodically reviewed, and monitored taking into account the underlying risks, and the formulating of the strategic plans includes consideration of the impact on the risk appetite, in particular relating to decisions associated with mergers, acquisitions, and the growth of the business, whether business lines or products.</p> <p>b) Ensuring that any changes to the strategic plan approved by the Board are based on documented strategic risk considerations.</p> <p>c) Supervising the implementation of strategic plans and major transactions and reviewing them periodically to ensure the human and financial resources are available to fulfil them.</p> <p>d) Approving key policies and procedures and regularly reviewing and updating them, which includes setting a comprehensive strategy, key business plans, policies, and the mechanisms of risk management, which risk management mechanisms shall include the creation of an Operational Risk profile, and the management of Non-Life Underwriting risks, including Reinsurance risk, as well as other operational risks, and specifically including, but not limited to; Market Risk and Counterparty Risk, determining the most appropriate capital</p>

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structure, financial objectives, approving budgets, overseeing the main capital expenditures, the acquisition/disposal of assets, setting performance indicators, and monitoring the implementation thereof and the overall performance of the Company, reviewing and approving the organizational and human resource requirements and ensuring the financial and human resources required for achieving the objectives and main plans of the company are available.

- e) Setting the values and standards that govern the Company's culture and operations through implementing Codes of Conduct which in adherence to regulations and best practice.
- f) Establishing and monitoring the Company's internal control system and ensuring its adequacy and effectiveness including reviewing the effectiveness of the Company's internal control procedures on an annual basis with the support of the Audit and Risk Management Committees.
- g) Defining strategic risks, and establishing and monitoring a risk management system, and governance frameworks, codes, charters, policies and procedures, which include the roles and responsibilities toward the management of Non-Life Underwriting risk, including Reinsurance risk, as well Market risk, Counterparty default risk, and Regulatory and AML risk management, where risks are properly defined, assessed, managed, and monitored on a continuous basis.
- h) Establishing and monitoring the Company's corporate governance system and ensuring its adequacy and effectiveness.
- i) Promoting higher standards of corporate governance and ensuring compliance with applicable laws and regulations at all times.
- j) Selecting and changing (if needed) executives in key positions, and ensuring that the Company has an appropriate succession planning policies, and leadership development programs, for their replacement by an appropriate alternative with the necessary skills, experience and eligibility for the role.
- k) Reviewing and approving business plans and annual budgets, including the setting of performance objectives and key performance indicators (KPIs) and monitoring the performance of the Company and the Senior Management against the performance objectives set by the Board, and ensuring that the annual business plans are within the parameters of the approved Company Risk Appetite Statements (RAS) or approving exceptions to the same, and that the plans have considered the underlying Risks.
- l) Ensuring the accuracy and integrity of the Company's accounting and financial reporting systems and the appropriateness of its disclosure and transparency processes.
- m) Overseeing the management of the Company's finances, its cash flows as well as its financial and credit relationships with third parties.
- n) Ensuring that the interests of the shareholders, policyholders, employees, suppliers, regulators and any other stakeholders, are being protected at all times.
- o) Maintaining a strong line of communication with the External Auditors.
- p) Reviewing the Company's Interim Condensed Financial Statements (IFS), and AFS, and related party transactions contained therein, and approving them before publication, after the recommendation of the AC, subject to shareholder approval where applicable.
- q) Reviewing the Company's ABR and approving it before publication, after the recommendation of the AC, subject to shareholder approval where applicable.
- r) Reviewing the proposed appointment of the joint external auditors, and approving it, after the recommendation of the AC, subject to shareholder approval where applicable.
- s) Forming specialized Board Committees, pursuant to Board approval, in accordance with regulatory requirements, including the approval of the Board Committee Charters, and which shall specify the membership size, term, powers and responsibilities of such Board Committees as well as the processes for the Board to monitor such Board Committees.

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- t) Ensuring transparency in Board Member and Board Committee member appointments through formally documented Board and Board Committee Member Nomination processes
- u) Ensuring, through the NRC's activities, and the GA approved relevant remuneration policies, that appropriate Board Member Remuneration, Board Committee Member Remuneration, Chief Executive Team Remuneration, and Company Employee Remuneration policies and procedures are in place, aligned with Corporate performance, and approved through the correct authorization protocols, including regulatory and/or public shareholder approval via General Assembly, where applicable.
- v) Maintaining a high degree of integrity throughout the company through monitoring conflicts of interest and related party transactions and implementing an appropriate Code of Conduct (Ethics) and implementing a Conflicts of Interests Policy.
- w) Developing effective communication channels to ensure shareholders are continuously and periodically able to review the various aspects of the Company's business and any material developments and ensuring the availability of such information, to all shareholders, at the same time, of the complete, clear, accurate and non-misleading information so as to enable all shareholders being able to properly exercise his/her rights.
- x) Setting policies and procedures to ensure compliance with the Saudi Arabia laws and regulations to disclose material information to shareholders and stakeholders, and ensuring the compliance of the Executive Management with these policies and procedures.
- y) Developing a written policy that regulates the relationship with Stakeholders.
- z) Reviewing and ensuring the appropriateness of the information and materials communicated to the shareholders, including for press releases on matters decided by the Board and for the general assembly meetings
- aa) Setting forth and approving the specific and explicit policies, standards and procedures for membership in the Board, Board Committees, and CET, and the associated remuneration policies, based on the recommendation of the NRC, and implementing them following the approval of the GA.
- bb) Providing recommendation to the Extraordinary GA regarding the increase or decrease of the share capital and dissolving the Company before the end of its term or deciding the continuity of the Company.
- cc) Providing recommendation to the Ordinary GA regarding the use of the reserves of the Company, if applicable/having been formed by the Extraordinary GA, or forming additional financial allocations or reserves for the Company, or for approval of the GA, and the method(s) of distributing the net profits of the Company.
- dd) The Board shall hold periodic meetings, at least annually, or in line with the Saudi Arabia regulations as required and applicable, without any management of the business, including without the CEO.

Further duties, tasks and responsibilities that Board members may carry out can be found within the Company CCG and the relevant Saudi Arabia Corporate Governance Regulations and/or Company Law, as applicable.

The Company shall ensure to distribute the duties between the Board, Board Committees, CET and the Executive Management in accordance with the best practices of Corporate Governance, and in accordance with all the relevant Saudi Arabia regulations, so as to ensure the efficiency of the Company's decision making and to achieve a balance of power and authority across the Board, Board Committees, CET and the Executive Management.

**Executive Management Duties** - The Executive Management shall be responsible for implementing the plans, policies, strategies and main objectives of the Company in order to achieve its purposes and the Board shall form the Executive Management of the Company, with the support of the NRC, and thereafter regulate its operating

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procedures, monitor and oversee it and ensure that it performs the duties assigned to it, and to achieve this, the Board shall, supported by the relevant Board Committee where required and applicable:

1. Developing the necessary human resource, financial, and other policies,
2. Ensuring that the Executive Management operates in accordance with the policies approved by the Board
3. Selecting and appointing the CFO of the Company, and overseeing his/her work,
4. Appointing the leader of the Internal Audit Department (IAD), and dismissing him/her, and determining his/her remuneration, based on the recommendation of the AC, and receiving the written reports of the IAD on at least a quarterly basis,
5. Convening periodic meetings with the Executive Management to explore work progress, any obstacles/problems in executing its responsibilities, and review and discuss key information in respect of the Company's operations,
6. Developing standards for the performance of the Executive Management consistent with the objectives and strategy of the Company,
7. Reviewing and evaluating the performance of the Executive Management,
8. Developing succession plans for the management of the Company.

The Executive Management shall be responsible for implementing the plans, policies, strategies and main objectives of the Company in order to achieve its purposes and its duties and responsibilities are further defined within the Company CCG.

#### **7. Reporting and Evaluating Performance Responsibilities**

The Board is responsible for receiving the Chairman, or the Secretary, of the Board Committees' reports to the Board, on the recommendations and proceedings of each Board Committee meeting, including receiving the Board Committees' meeting minutes, and monitoring and evaluating the performance of each Board Committee in line with the Board Committee Charters, as well as the authorities delegated to the Board Committee by the Board.

The Board is responsible for ensuring it receives sufficient information, and materials, from the CEO and the Management of the Company, through the Company Board Secretary, to enable it to monitor and evaluate the performance of the Company, the CEO and the Management.

**Recommendations** – The Board shall make whatever recommendations to the Board Committees, CEO and Management which it considers appropriate on any area where it deems action or improvement is necessary.

**Annual Board Report (ABR) and Annual Report and Accounts (ARA)** – The Board shall review and authorise, based on the recommendation of the AC, and the Company Board Secretary, as appropriate and applicable, in terms of the Schedule of Matters Reserved for the Board (SMRB), and the Board Delegated Authorities Framework (DAF), the ABR and ARA which are reported externally, whether through Tadawul, the Company website, or to the public shareholders in the GA meeting(s).

**General Assembly (GA) Meetings** – All the Board members, and in particular the Board Committees' Chairmen, or Committee member delegated by the Committee Chairman if applicable, must do their utmost to attend the Company's GA Meetings so as to be available to respond to any questions of the Shareholders on the Company, Board, Board Committee and Management's respective activities and areas of responsibility.

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<p><b>Evaluation of Performance</b> – In order to ensure that it is operating at maximum effectiveness, the Board shall annually, through the NRC, via the Company Board Secretary, and led by the NRC Chairman evaluate its own performance of achievement against the duties and responsibilities as specified in the Board Charter and within the Company’s CCG.</p>
<p><b>8. Review and approval of the Board Charter</b></p>
<p>The Board approves its Board Charter subject thereafter to the public shareholders approving it during the GA meeting as part of the Company’s CCG (GA meeting approval is required by the regulations).</p>
<p><b>9. Other Matters</b></p>
<p><b>Information flows</b> - It is the responsibility of the CET, under the direction and coordination of the Company Board Secretary, to ensure that the Board receives adequate information on a timely basis about the Company’s businesses and operations at appropriate intervals and in an appropriate manner to enable it to carry out its responsibilities.</p>
<p><b>Induction and ongoing training</b> - On appointment to the Board, all Board members shall receive an induction tailored to their individual requirements. The induction shall include meetings with the Company Board Secretary, other Board Members, the CEO, the CET, the Executive Management, the Risk function leaders and the leaders of the Compliance and Internal Audit Departments, key external advisors, and any other appropriate employee, in order to assist Board Members in building a detailed understanding of how the Company’s operations and processes operate, as well as the key issues it faces. Also, where appropriate, additional training, and updates on particular issues shall be provided.</p>
<p><b>Board Member Access to Independent Professional Advice</b> - All Board members, both executive and non-executive, may obtain independent professional advice in furtherance of their responsibilities or duties as a Board Member when the Board Member believes it is necessary to do so, at the cost of the Company provided that:</p> <ul style="list-style-type: none"> <li>• the Board Member reasonably believes that the advice cannot be obtained from or through the Company;</li> <li>• Before seeking the advice, the Board Member has discussed the issue with the Chairman and/or the CEO (unless the advice the Board Member seeks arises from an unresolved conflict with one or more of those directors in which case such discussion shall be with the Company Secretary and/or the Chief Risk Officer).</li> <li>• The Board Member notifies promptly the Chairman, the CEO and the Company Secretary of the nature of the advice received and provides them with copies where such advice is received in writing.</li> <li>• The Board first approves the expenditure associated with such independent professional advice, where it exceeds the limit authorized by the Board to the Chief Risk Officer in terms of the Board approved Delegated Authorities Framework (DAF).</li> </ul>
<p><b>Procedure for Board Members seeking Independent Professional Advice</b> - where a Board Member feels that he might require independent professional advice he should, where possible, consider whether the advice can be</p>

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procured on his behalf by or through the Company Secretary or other appropriate non-executive, or executive Board member.

Before seeking external advice, unless the issue arises from a dispute or disagreement with the Chairman, the Board Member should always first discuss the issue and the proposal to seek independent advice with the Board Chairman. In addition, unless the dispute is with both of them as well, the Board member should also discuss the issue, before taking the advice, with the CEO.

In cases where more than one Board Member feels that external professional advice needs to be taken on the same or a similar issue, the Board members should co-ordinate their instructions to avoid unnecessary expense being incurred. Where possible, the Board Members should agree from whom the advice will be sought and instruct the external professional jointly.

The expenditure for any such proposed advice should be pre-agreed, before commitment, and approved by the Chief Risk Officer, in accordance with the Board Delegated Authorities Framework (DAF).

**Board Member access to Company Officers** - Board Members are entitled to full and free access to all the employees and representatives of the Company, including the advisory and support services of the Company Secretary, the Board Committee members and the Board Committee secretaries.

**Disclosure and Transparency** – The Company’s approach to Disclosure and Transparency is defined within the Company’s CCG, and the Company shall ensure it has a Disclosure Policy, which in Compliance to all the Saudi Arabia laws and regulations, approved by the Board and reflected on the Company’s website.

**Treatment of Shareholders and Protection of Minority Shareholder Rights** - The Company’s approach to the treatment of Shareholders and Protection of Minority Shareholder Rights is defined within the Company’s CCG.

## **10. Corporate Governance Standards**

The Company Corporate Governance Standards are defined in the CCG but due to the stand alone nature of the Board Charter are repeated here for ease of shareholder and regulatory reference:

Bupa Arabia is committed to implementing and adhering to robust Corporate Governance standards, in accordance with internationally recognized best corporate governance practice, to ensure it succeeds in fulfilling, through its Corporate Governance Framework, Code of Corporate Governance, Board and Board Committees, the five key elements of Corporate Governance:

- a. Strong Commitment to Corporate Governance
- b. Strong Commitment to world class Board Practices
- c. Appropriate Control Environments and Processes
- d. Strong Regime of Disclosure and Transparency
- e. Protection of all shareholders’ rights, including minority shareholders

## **11. Definitions**

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The standard Company definitions, and acronyms, applicable throughout the Corporate Governance Framework (CGF), CCG, and the Board and Board Committees' Charters, are defined within the "Definitions and Acronyms" section of the Company CCG.

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