Bupa Arabia

Code of Corporate Governance (CCG)

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1. Approach to Corporate Governance, and Corporate Governance Standards

Bupa Arabia believes in the total commitment to implementing, and adhering to, robust Corporate Governance Standards, in accordance with internationally recognized best corporate governance practice, to ensure it succeeds in fulfilling, across all of the Corporate Governance Framework's components, including the relevant Frameworks, Codes, Board and Board Committees' Charters, the five key elements of Corporate Governance:

1.1. Strong Commitment to Corporate Governance;
1.2. Strong Commitment to world class Board Practices;
1.3. Appropriate Control Environments and Processes;
1.4. Strong Regime of Disclosure and Transparency; and
1.5. Protection of all shareholders' rights, including minority shareholders.

This approach, and its principles, are stated once here, to avoid repetition throughout other Corporate Governance documents, and for ease of reference, but are applicable to all aspects of the Company's Corporate Governance structures, frameworks, codes, policies, procedures and standards.

2. Commitment to Corporate Governance

Bupa Arabia is fully committed, through all levels of the Company hierarchy, including its Board and its Board Committees, to the implementation of word class corporate governance standards and to implementing, and thereafter adhering to, all the Corporate Governance regulations of all Saudi regulators. Bupa Arabia will develop and implement corporate governance structures, frameworks, codes, policies, procedures and standards to support its achievement of best practices and adherence to all the regulations and will maintain these up to date and aligned with all regulatory requirements.

Bupa Arabia created a formal Corporate Governance Framework (CGF), of which this Code of Corporate Governance (CCG) constitutes certain elements, in alignment with international best practice, and in adherence to the regulators' Corporate Governance regulations, and the CGF and CCG were first approved by the Board of Bupa Arabia on 12 October 2016, and thereafter by the public shareholders in the General Assembly (GA) meeting, of 20 December 2016. This update, to enhance alignment with new Saudi Arabia regulations, was approved by the Board during 2017 and 2018 and thereafter by the public shareholders in the GA meetings of 30 November 2017 and 22 November 2018.

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3. Definitions and Acronyms

These definitions and acronyms apply across all of the Company's CGF components, including the relevant Codes, Board and Board Committees' Charters, and are stated once here, to avoid repetition throughout the CGF, for ease of reference. The acronyms, words and phrases below shall have the meanings assigned to them below:

"2LoD" – Second (2nd) Line(s) of Defense;

"3LoD" – Three (3), or Third (3rd) Line(s) of Defense;

"ABR" – Annual Board Report;

"AC" – Audit Committee;

"AFS" – Annual Financial Statements;

"AOP" – Annual Operating Plan;

"ARA" Annual Report & Accounts (ARA);

"Best Practices" – means best practices in Corporate Governance, as determined by the Board and including all the laws and regulations applicable to the Company;

"Board Chairman" – a Non-Executive Board Member elected by the Board to preside over the Board meetings and organize its activities;

"Board of Directors" or "Board"– the collective body of the Board members of Bupa Arabia for Cooperative Insurance Company;

"Bupa Arabia" or **"the Company"** – Bupa Arabia for Cooperative Insurance Company;

"CBDO" – Chief Business Development Officer – member of the Chief Executive Team (CET) and highest ranking Business Development role in the Company;

"CCG" – Code of Corporate Governance;

"CCHI" – Council of Cooperative Health Insurance, regulator of health insurance in Saudi Arabia;

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"CEO" - Chief Executive Officer – the Company officer with the highest rank in the Executive Management of the Company, is appointed by the Board, and who is in charge of its daily management, regardless of the title of his/her position;

"CEO DAF" – Chief Executive Officer's Delegated Authorities Framework, i.e. delegated authorities for the operations of the business, the delegated authorities below the CEO;

"CET" or **"Chief Executive Team"** or **"Executive Management"** – collectively comprising the CBDO, CEO, CFO, CHRO, COO, CRO and the CSOs;

"CFO" – Chief Financial Officer (CFO) – member of the CET and highest ranking financial role in the Company;

"CG" – Corporate Governance;

"CGF" – Corporate Governance Framework;

"Charter" – Terms of Reference ("ToR");

"CHRO" – Chief Human Resources Officer (CHRO) – member of the CET and highest ranking Human Resources role in the Company**;**

"CMA" – Capital Market Authority, regulator of listed institutions in Saudi Arabia;

"CMT" – "Crisis Management Team",

"COD" – Compliance Department;

"Committee Chairman" – the Board Committee member who has been recommended by the Board to be its Chairman and whose appointment as Board Committee Chairman has thereafter been approved by the Regulators, where applicable. The Board Committee Chairman is approved by the Board to preside over the relevant Board Committee meetings and to organize its activities;

"COO" – Chief Operations Officer (COO) – member of the CET and highest ranking Operations role in the Company;

"Co.Sec." – Company Board Secretary, or Company Secretariat;

"CRO" – Chief Risk Officer (CRO) – member of the CET and highest ranking Risk role in the Company;

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"CSO" – Chief Sales Officer (CSO) – member of the CET and highest ranking Sales role in the Company;
"CSTRD" – Cyber Security and Technology Risk Department;

"DAF" – Board Delegated Authorities Framework – the document through which the Board provides its approval of the authority it provides to the CEO and the CEO's direct reports;

"DCS" – Director – Company Secretariat;

"Department Leader", **"Function leader"** – the most senior resource leading the department, or function, regardless of the grade of the position;

"DLACG" – Director – Legal Affairs and Corporate Governance;

"EC" - Executive Committee;

"Executive Director" or "Executive Board Member" – a member of the Board who is also a member of the Executive Management of the Company, dedicates his activity on a full time basis to the Company, participates in the day to day management of the affairs of the Company, and receives a monthly or annual salary in return thereof from the Company;

"GA" - **"General Assembly"**- a meeting of the public shareholders with the Company, which can be an Ordinary (OGM) or Extraordinary (EGM) General Assembly Meeting, and first requires regulatory approval and the fulfillment of the various regulatory requirements and regulatory approvals in advance of the GA invitation approval and Tadawul invitation announcement;

"IAD" – Internal Audit Department;

"IC" – Investment Committee;

"IFS" – Interim Condensed Financial Statements, as in quarterly and as announced by the Company on the stock exchange after each quarterly reporting period, after External Auditors', AC, Board and regulatory approvals;

"Independent Director" or "Independent Board Member" – a member of the Board who is considered independent as defined by the relevant legislation, regulations and the "Best Practices" as determined by the Board, and/or the Nomination and Remuneration Committee (N&RC), based on the criteria the Board may consider as appropriate or relevant. This means that the member is fully independent from management and the Company. Independence is the ability to judge things after taking into account all relevant information without undue influence from management or from other external entities. Independence cannot be attained by a Board member in the following situations, including but not limited to:

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a) Being a Significant Shareholder in the Company, or in a Related Company, working for or representing a Significant Shareholder;
b) Being a member of the Board in a Related Company or one of its subsidiaries, or having been one during the past two years;
c) Being a member of the Board of the Company for more than nine years;
d) Holding an Executive or Senior Management position in the Company, or in a Related Company, or having held one during the past two years;
e) Being an employee with the Company, with a Related Company, or with a company that provides services to the Company (e.g., external auditors, consulting firms, etc.) or having worked with any one of the above during the past two years;
f) Being a Related Person of a member of the Board or Executive/Senior Management of the Company or of a Related Company;
g) Having a contractual or business relationship with the Company (either directly or through an entity in which she or he is a Significant Shareholder, a Board member, or a manager) which resulted in paying to, or receiving from, the Company the equivalent of two hundred and fifty thousand (250,000) Saudi riyals or more (other than his or her remuneration as a director of the Board and amounts related to insurance contracts) during the past two (2) years;
h) Being under any financial obligation towards the Company or any members of its Board or Executive/Senior Management that might limit the exercise of independence in judgment and decision making;

"KPIs" – the Company's Key Performance Indicators, as determined by the Board;

"KRIs" – the Company's Key Risk Indicators, as determined by the Board;

"LACGD" – Legal Affairs and Corporate Governance Department;

"MCI" – Ministry of Commerce and Investment, the Ministry for Companies in Saudi Arabia;

"NRC" - Nomination & Remuneration Committee;

"Non-Executive Director" or "Non-Executive Board Member" – a member of the Board who does not dedicate his/her activity on a full time basis to the Company, is not involved in any way in the day to day management of the Company, and does not receive a monthly or annual salary from the Company;

"Regulation(s)" – The prevailing relevant regulations in the Kingdom of Saudi Arabia;

"Regulators" – CCHI, CMA, MCI and SAMA;

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"Related Party/Company" – a company (or one of several companies that Regulators may consider to be acting in concert) holding a shareholding of 5% or more of the equity of the Company, or a company in which the Company (either alone or with other companies that Regulators may consider to be acting in concert) holds a shareholding of 5% or more;

"RMC" – Risk Management Committee;

"RMD" – Risk Management Department;

"SAMA" – Saudi Arabian Monetary Authority, regulator of Financial (including insurance) institutions in Saudi Arabia;

"Senior Positions" – members of the Board, Board Committees, Executive Management, Company Board Secretary, leadership of the Risk function, including the Legal Affairs and Corporate Governance and Risk Management functions, as well as the two independent functions: the Internal Audit Department, and the Compliance Department;

"Significant Shareholders" – natural or legal persons that, directly or indirectly, alone or in association, controls 5% or more of the Company's shareholding;

"Stakeholders" – persons or parties who have an interest in the Company, including shareholders, policyholders, claimants, employees, reinsurers, regulatory and supervisory bodies;

4. Board Related Responsibilities

4.1 Of the Board, including the Board Charter, and the Schedule of Matters Reserved for the Board (SMRB)

Key critical attributes of the Board members, as is the case with the Board Committee members, the CEO, the Executive Management and the Company Board Secretary include: independence, objectivity, neutrality, emotional intelligence, discretion, truthfulness, loyalty, care, appreciation of the need for confidentiality, high levels of honesty and integrity, balance, be commercially minded, have self-drive, and be practical and hard-working.

This code provides clarity of the core principal roles and the associated key responsibilities as per best practice standards and as per the Company's interpretation of the various different laws and regulations but, for the avoidance of any doubt, whether specifically stated within this CCG or not, the responsibilities required to be

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included for the different roles, as per all the different regulations, are considered to be included within this code, as per all the different requirements of all the different Saudi Arabia laws and regulations.

The Board represents all shareholders and it shall perform its duties of care and loyalty in managing the Company's affairs and undertaking all actions in the general interest of the Company, for the benefit of all its stakeholders, including shareholders, policyholders, claimants, employees, reinsurers, regulatory and supervisory bodies, and shall develop the Company so as to maximise its value.

The purpose of the Board is to set strategy and deliver value to shareholders and stakeholders, in compliance with the regulations and laws of the Kingdom of Saudi Arabia in an ethical and transparent manner. The Board is responsible for the Company's values, mission and long-term vision and for providing strategic direction and guidance for the Company's operations, including the ultimate responsibility of ensuring the company follows exemplary corporate governance and ethics and for the provision of a robust system of internal controls and procedures to be in place to fulfil compliance of the company, in both content and timeliness, with all the requirements of all the applicable laws and regulations of the jurisdictions in which it operates.

The Board's main role and responsibility is to act on a fully informed basis, in good faith, with appropriate due diligence and fiduciary care, in the best interests of the company and the shareholders, in terms of the Company's By-Laws (Articles), licenses and all relevant laws and regulations. The Board should apply high ethical standards and should treat all shareholders fairly, accounting for how the different decisions of the Board may affect each different shareholder and stakeholder. The Board shall always take into account the best interests of all the company's shareholders and stakeholders, including its employees and its regulators.

The Board delegates some of its authority to its Board Committees, to enhance the effectiveness of the Board's operations, and the Company's decision making, and the Board is responsible for the appointment of the Chief Executive Officer (CEO). The Board delegates the responsibility for the day to day management of the business to the Executive Board Member, the CEO. The Board remains responsible for the Company's business and operations even if it delegates some of its powers to its Board Committees, the Company's Executive Management, or other individuals or third parties.

Appendix A, the Board Charter, contains more details relating to the Board, and Board members, roles, responsibilities and processes, and includes Appendix 1, the Schedule of Matters Reserved for the Board, and which also includes the authority of the Board and its delegations to the Board Committees of recommendation approval responsibility, where applicable. The principal roles and responsibilities of the Board Committees are also contained within this section.

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4.2 Of the Chairman, and Vice-Chairman, of the Board

The Chairman's main role and responsibility is to lead, coordinate and manage the activities of the Board to ensure that it operates and performs effectively and fully discharges its legal and regulatory responsibilities, in accordance with the Company's By-Laws (Articles), and the laws and regulations, and that it is not constrained in any way in the discharging of those responsibilities, without unduly interfering with the Company's operational activities.

In addition to any other regulatory or supervisory requirements, and in addition to the role, duties, and responsibilities of the Board Members, the duties of the Chairman shall also include, but not be limited to the following:

a) Ensuring the Board receives clear, accurate and non-misleading information and that it effectively discusses all fundamental issues sufficiently.
b) Organizing the Board's activities, including setting the agenda for Board meetings, in consultation with the Company Board Secretary, the CEO and the other Board members, (and the external auditors if required and applicable).
c) Presiding over the Board meetings, and overseeing the process of providing the Board with information and reports.
d) Presiding over the GA meetings with the shareholders, and answering the shareholders' questions where required and applicable.
e) Encouraging Board members to effectively perform their duties in order to achieve the best interests of the company.
f) Convening periodic meetings with the Non-Executive Board Members without the presence of any executive officers of the company.
g) Ensuring there are communication channels with shareholders conveying their opinions to the Board.
h) Encouraging constructive relationships and effective participation between the Board and Executive Management on the one side, and the Executive, Non-Executive and Independent Board Members on the other side.
i) Representing the Company before third parties where required and including judicial and regulatory bodies and supervising the relationships between the Board and its internal and external parties.
j) Supporting the Board's efforts in promoting higher standards of corporate governance and ensuring compliance with applicable laws and regulations at all times.
k) The Board Vice-Chairman's role and responsibility is the same as that of the Board Chairman's but is only performed by the Board Vice-Chairman in the absence of the Board Chairman.

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The Chairman and Vice-Chairman's roles/ positions of the Board must each be separate and distinct from any other executive position of the Company and the roles and responsibilities of the Chairman's, and the Vice-Chairman's, must not overlap with any of those of the CEO.

4.3 Of the Chief Executive Officer (CEO)

The CEO is delegated the responsibility for the day to day management of the business by the Board and in turn delegates the responsibility for running each operational function to the respective CET member, or control function, or independent control function. The independent control function leads, of the Compliance and Internal Audit functions, each report directly to the Audit Committee Chairman, with administrative reporting to the CEO, as required by the regulations.

The CEO's primary role includes the execution of business operations in line with the Board approved strategy vision, mission, culture, values and targets and includes the responsibility for the overall day to day operations, profitability, sustained growth, corporate governance processes and standards and internal control and risk management systems.

More detailed responsibilities of the CEO include, but are not limited to:

a) Implementing, developing and championing the strategy, vision, mission, culture and values and support the development of an effective and dynamic structure appropriate to the strategic goals.
b) Leading with the lobbying of the Company's regulators in furtherance of the strategic intent.
c) Leading critical negotiations and agreements that have a strategic impact on the Company continuity, success or development.
d) Promoting the reputational image, and objectives to the market, investment analysts, though acting as the public relations officer with regards to establishing and maintaining relations with the media, investor relations related representatives and other third parties.
e) Coordinating with management the formulation of goals and objectives for the respective functions.
f) Developing plans and reviewing the operating results and ensuring appropriate corrective measures are taken where applicable.
g) Overseeing the adequacy and soundness of the structures and, through the implementation of governance standards, including policy and procedures approval and adherence, and control function effectiveness, ensuring the adequacy of the internal control and risk management systems.
h) Ensuring the Company appoints, and thereafter executes, the roles and responsibilities of the independent external actuary, as required by the regulations.

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i) Ensuring the Company appoints, and thereafter executes, the roles and responsibilities of the independent joint external auditors, as required by the regulations.
j) Administratively managing the independent functions of Compliance and Internal Audit.
k) Ensuring the appropriateness of the Risk function, structures and resourcing, including its Corporate Governance, Company Secretarial, Legal Counsel, Risk Management and other leads in support of the Company's Risk and business continuity deliverables.
l) Overseeing the effective execution of all operational activities
m) Recruiting decisions relating to CET members, management Directors, and other senior positions, in consultation with Management, and with the N&RC wherever required and applicable.
n) Performing periodic performance evaluations of all direct reports and ensuring the existence of appropriate succession and leadership development plans for the leadership of the Company, and with the N&RC wherever required and applicable.

4.4 Of the Members of the Board

Amongst the primary role of all Board members is to constructively challenge and help develop management's proposals on strategy and performance through encouraging constructive debate in the Board room and ensuring diligent review and analysis of all Board materials provided by the Management. All Board Members shall act in complete good faith, with full honesty, truthfulness, loyalty, integrity, care and diligence, in the protection of the best interests of the Company, and its shareholders and other stakeholders, and through avoiding conflicts in the role of being a Board Member, from any personal interests or other conflicts or potential related party arrangements.

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 Board Secretary and Corporate Governance function, and the Board Committee members and the Board Committee's Secretaries. The Company Board Secretary is responsible to the Board for ensuring that Board procedures are correctly followed and that the applicable rules and regulations are compiled with.

Board Member responsibilities include, but are not limited to:

a) Recognising their role and the duties which arise from it, and developing his/her knowledge in the field of the Company's business and activities and in the related financial, commercial and industrial fields.
b) Making reasonable inquiries to ensure that the Company is operating efficiently, effectively and legally, as per the laws and regulations, towards the achievement of the Board approved goals.
c) Providing proposals to assist in the development of the strategy of the company.

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d) Analysing and reviewing the performance of management in meeting the set/agreed goals and objectives, through monitoring managements' performance reports, and including benchmarking to similar companies from within the insurance sector of the stock exchange.
e) Analysing and reviewing the performance of the Board Committees, through reading and evaluating the Board Committee's reports and meeting minutes, and following through to ensure actions are completed as committed to,
f) Attending Board and General Assembly meetings.
g) Allocating sufficient time to fulfil his/her responsibilities and preparing properly in advance for the Board and Board Committee meetings.
h) Studying and analysing all information related to the matters looked into by the Board before expressing an opinion on the same.
i) Enabling Board members to express their opinions freely and encouraging the Board members to deliberate fully on all relevant matters and to ensure the obtaining of the views of the relevant members of the Company's Executive Management, Company Board Secretary and any other staff members, whenever required and deemed applicable.
j) Ensuring the protection of all shareholders' interests, including minority shareholders, at all times,
k) Ascertaining that performance outcomes are achieved through appropriate risk evaluation and decision making, as per the laws and regulations and within the Board approved Risk Management Framework protocols and Board approved Risk Appetite Statements (RAS), which RAS to specifically include; Non-Life Underwriting Risk, including Reinsurance Risk, as well as the management of Market Risk, Counterparty Default Risk, and Regulatory and AML risk.
l) Participating in developing succession and replacement plans of the executive positions within the company, in coordination with the NRC where required and applicable.
m) Ensuring the integrity of financial information, and financial controls, and the authorisation of the financial results following the approval of the Board Committees, and where applicable the regulators,
n) Ensuring that the systems of internal controls, including the Risk function, corporate governance, legal counsel, risk management, and the independent functions of Compliance and Internal Audit, are all sufficiently appropriate and robust.
o) Ensuring the establishment and monitoring of a governance and risk management system which includes the Company Operational Risk Profile and the roles and responsibilities towards the management of Non-Life Underwriting Risk, including Reinsurance Risk, as well as the management of Market Risk, Counterparty Default Risk, and Regulatory and AML risk management, and reviewing on a periodic regular basis the strategy, policies and procedures, and approvals where required and applicable, for the management of these risks.

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p) After accounting for the recommendations of the NRC:
   - Expressing opinions as to the appointment and dismissal of the members of the CET.
   - Determining the appropriate levels of remuneration of the members of the CET, through the CET Remuneration Policy.

q) Notifying the Board, through the Company Board Secretary for formal inclusion and confirmation through the next Board meeting, fully and immediately of:
   - Any interest, direct or indirect, in the businesses that are executed for the Company's account.
   - Of his/her participation, directly or directly, in any businesses that may compete with the Company or lead to competing with the Company.

r) The "Reasonable Man" test: If a Board Member makes a decision relating to the Company's operations, which fulfils the below specifications, then he/she will be taken to have discharged his/her duty to act with appropriate integrity, due care and diligence:

   - That the decision was made in good faith for a proper purpose and in the best interests of the Company,
   - That the Board member has no personal interest in the subject matter of the decision,
   - That the Board member has taken sufficient steps to be fully informed on the subject matter of the decision, to the extent that he/she reasonably believes his/her steps to be appropriate.

s) Receiving, and approving, the reports, and/or presentations, of the independent external Actuary, such as the annual Financial Condition Report (FCR), and the annual Actuarial Medical Expenses Pricing and Underwriting Practices Report, as required by the regulations of Saudi Arabia.

More details on the role, duties and responsibilities, of the Board members, and the functioning of the Board are detailed in Appendix A, Board Charter.

4.5 Of the Independent Board Members

A Board member is considered independent where defined as such per the relevant legislation, regulations and "Best practices", as detailed with the "Definitions and Acronyms" section. In short an independent Board member should be completely independent of management and free from any other relationship which could materially interfere, or reasonably be perceived to materially interfere, with the exercise of their independent judgment.

In addition to the Board member responsibilities detailed herein, and within the Board Charter (Appendix A), the Independent Board Members have the additional responsibilities of:

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a) Protecting minority shareholders through sound independent analysis and independent decision making on matters where conflicts of interest and/or related party transactions exist, including the independent voting on such matters where required in terms of regulations and/or the Company's policies and procedures.
b) Expressing independent opinions on strategic matters, company policies and performance, the accountability of its functions, representatives and officers, and including the appointment of the executive management members. And in the case of the Independent Board Member who is also the Chairman of the Audit Committee the appointment and independent management of the Internal Audit Department (IAD) and Compliance Department leads.
c) Verifying that the interests of the company, and all of its shareholders, and stakeholders, including employees and regulators, are taken into account and given priority in the event of the occurrence of any conflict of interest.
d) Participating in the Board Committees, as directed by the Board, in particular the Audit Committee of the company, as required by the laws and regulations.
e) Overseeing the development of the Company's corporate governance and internal control; frameworks, codes, systems, policies, procedures and standards and monitoring the implementation effectiveness, and adherence to, by management.
f) Performing advisory functions towards the Company's various activities as assigned to them by the Board, or the laws and regulations, in order to support the Board in its leadership and decision-making, so facilitating an independent contribution to the company and shareholder's interests beyond that of the Board members who are not independent.

4.6 Of the Company Board Secretary (Co.Sec.)

The Company Secretariat (Co. Sec.) function is responsible for the overall Co. Sec. activities of Bupa Arabia, coordinating the development, implementation, and thereafter ensuring adherence to by all of the Company's stakeholders, of the Co. Sec. related policies, procedures and processes to ensure best practice Co. Sec., Board, and Board Committee, standards in adherence to all the laws and the relevant regulations.

The Company Board Secretary shall have robust knowledge and experience of the Company's business and operational activities, possess strong communication skills, have operated at a senior level across publicly listed companies, and be au-fait with the applicable laws, regulations of the insurance industry and the best practices in corporate governance and Company Secretariat activities.

The Company Board Secretary is appointed by the Board, can be a member of the Board or of the Company's staff, reports to the Board on Co. Sec. matters, and the Board has authorised the Company Board Secretary to:

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a) Authorise all Tadawul announcements' content, after obtaining, where an announcement is considered materially significant and specified by the Board, the Board approval,
b) Authorise Certified extracts from the Board meeting minutes, and/or where required and applicable, Certified extracts of Board approvals, whether by Board meetings or by circulation, and/or of Board Resolutions, through the Co. Sec. personally physically signing and stamping the same,
c) To request Tadawul reports on the shareholders of the Company, as required for GA meetings and other circumstances where applicable.

The Co. Sec. function is responsible for implementing processes which facilitate the effective communication of management information, through the Co. Sec., to the Board and, where required, too and from its Board Committees.

The Co. Sec. function is also responsible for ensuring the Company's compliance and adherence with the laws and relevant regulations, and ensuring the fulfilment of the Company's CMA/Tadawul) related requirements, as approved by the Board.

The Co. Sec. is responsible for maintaining effective working relationships at all levels of the Company, from the Chairman and Board members, the respective Board Committees and the Board Committee Members/Secretaries, Senior Management, the control functions and also key external third parties wherever required.

The Co. Sec. shall have the right to attend any Board Committee meeting(s) as observer and shall be provided with all the Board Committee meeting minutes, by all Board Committee Secretaries, to ensure their communication to the Board for review and consideration in the Board meetings.

Other responsibilities include, but are not limited to:

a) Managing and leading the process of preparing and reviewing the Annual Board Report (ABR), ensuring that it meets all regulatory requirements, and presenting it to the AC and Board for their approvals;
b) Coordination of the preparation, and authorisation thereafter, of the Company's Annual Report & Accounts (ARA), and including completion of the sections of the report which the Co. Sec. is responsible for.
c) The recommendation approval responsibilities as stated within the Schedule of Matters Reserved for the Board (GA meetings related, Shareholder's Disclosure related, Company Website related, Governance related, Board related, and Tadawul related).
d) Leading the implementation and maintenance of international best practice Co. Sec. and Board, and Board Committee, standards across the Company.
e) Providing the Board Members, and Board Committee Members on request, with advisory and administrative support including ad-hoc information requests and other.
f) Developing, recommending the approval, and implementing after approvals of Co. Sec. related as detailed within the Board Charter, including the Schedule of Matters Reserved for the Board (SMRB).

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g) Ensuring the Company complies with all the publicly listed company (PLC) disclosure regulatory obligations.
h) Recommending the approval to the Board of the General Assembly meeting agendas.
i) Coordinating all the General Assembly meetings with the Board members and the shareholders, in coordination with the LACGD, including the approval/creation of the Company's GA materials/presentations,
j) Coordinating and authorising the Annual Report and Accounts (ARA) glossies, and preparation of the Co. Sec. sections, in accordance with the regulatory requirements.
k) Coordinating the development and implementation of Board member induction program materials, training programs, itineraries in coordination with senior management and providing one-to-one "on-the-job" development overviews, on the Company, and its key processes, including the Board and Board Committee related, to the new Board members.
l) Coordinating and facilitating, with the Chairman, CEO, Board Committee Chairmen and Secretaries, and with management, to ensure the carrying out the instructions of the Board and implementation of the Board's decisions, including follow up with management on the Board actions.
m) Coordinating the completion of the SAMA and CMA regulatory processes for the appointment of Board, and Board Committee, members, directly with the potential members, including the SAMA Fit and Proper (F&P) Forms process, to the stage of handover to the Compliance function for Compliance to obtain the SAMA no-objection approval.
n) Performing the administrative, requirements of the role, including:

   i. Coordinating, organizing and attending meetings of the Board and ensuring that the correct procedures are followed, in terms of the laws and regulations, including: calendars, agendas, Board materials and information packs, communication of relevant regulatory circulars and communications where required by the regulator(s).Drafting and maintaining formal written, and formally approved by physical signature, Board Resolutions, Board Meeting minutes, and extracts of the minutes, and extracts of the Board resolutions, of the Board meetings. The minutes shall include the attendees, deliberations, decisions, reservations expressed, voting results and recommendations.
   ii. Keeping the reports and the materials as presented to, and during, the Board meetings and retaining the reports submitted to, and prepared by, the Board.
   iii. Ensuring standardised report formats, for materials, resolutions and minutes, and distributing the same in an appropriate format and timely manner, and thereafter maintaining them in the Company's records, and or registers, as required by the regulations.
   iv. Co-ordinating among the Board members and providing advice and assistance to them.
   v. Ensuring the availability of appropriate means of communication for the exchange and recording of information between the Board, the Board members, the Board Committees, and between management and the Board/Board Committees, where required and applicable.

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o) Responsible for ensuring the accuracy of, and providing authorisation for the updating of, the Company website Investor Relations sections and anything Company Board Secretary, Director – Company Secretariat related.

p) Participating in the annual assessment review process, and presentation to the Board, of the effectiveness of the Board and the Board Committees, and the Board and Board Committee members, in coordination with the N&RC.

5. Responsibilities of the Audit Committee (AC)

The AC membership and composition, and the AC principal roles, responsibilities, authorities, activities, relationships, and other associated operational requirements and processes relating to the AC meetings, and the management/coordination of the same, are comprehensively covered within the AC Charter which forms part of this document per Appendix B. The AC members will be appointed by the public shareholders in the GA, prospectively for each new Board term, together with the AC Charter, and retrospectively for AC Membership changes/additions within a term, in accordance with the GA approved Nomination and Appointment Policy and Procedure.

6. Responsibilities of the Other Board Committees

In order to support the Board with its oversight responsibilities, and to support the business through ensuring the efficiency of the Company decision making processes, and the internal controls and authorisation protocols, the Board is authorised to reserve certain matters for its own authorisation and to delegate some of its authority on certain matters to its Board Committees, and further to the CEO and through the CEO to the CET members.

The Schedule of Matters Reserved for the Board (SMRB) defines those matters the Board does not delegate to any other body or party and also defines those matters which the Board provides the authority to the Board Committees to recommend to the Board for the Board approval. The SMRB is approved by the public shareholders in the GA meeting.

The delegation of Board authorities to the Board Committees, and the CEO, are thereafter contained within the Board Delegated Authorities Framework (DAF), which is approved by the Board, and the Charters of the different Board Committees contain each of the Board Committees' authorities, roles, responsibilities and functioning activities, subject to regulatory approval, and public shareholder approval, wherever required and applicable.

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Bupa Arabia currently has the following Board Committees, and which respective membership and composition, principal roles, responsibilities, authorities, activities, relationships, and other associated operational requirements and processes relating to the Committee meetings, and the management/coordination of the same, are comprehensively covered within the respective Charters as per the appendices below:

1. Audit Committee (AC) – Appendix B
2. Executive Committee (EC) – Appendix C
3. Investment Committee (IC) – Appendix D
4. Nomination & Remuneration Committee (NRC) – Appendix E
5. Risk Management Committee (RMC) – Appendix F

7. Responsibilities of the Management

The principal role of management is to make operational execution decisions about the purpose and direction of the Company and to ensure that resources are properly used to fulfil the objectives of the Company. Executive management plays an important role in the support of the business outcomes, as its leadership and its decision-makers.

The relationship between management and the Board is crucial and a clear governance requirement exists to ensure that there is clear segregation of role and responsibilities between the Board and management.

Management is accountable to the Board of Directors and must:

a) Operate within the Board Delegated Authorities Framework (DAF) approved by the Board

b) Ensure it possesses an appropriate level of skills and resources

c) Perform against the approved KPIs to deliver against the objectives of the Company, as set by the Board

d) Perform against the approved KRIs to deliver against the objectives of the Company, as set by the Board

Management's key responsibilities include, but are not limited to, the following:

a) Implementing the Company's internal policies, procedures and rules approved by the Board, or the Board Committees, where applicable.
b) Managing the daily business and activities of the Company, in addition to its resources, appropriately in accordance with the strategic plans and objectives of the Company.
c) Participating in building and developing a culture of ethical values within the Company.
d) Proposing and developing the Company's comprehensive strategy, principal business plan, interim business plan, policies and mechanisms for investment, financing, risk management; including Non-Life Underwriting Risk, including Reinsurance Risk, and including Market Risk, Counterparty Default risk, and Regulatory and AML risk management, and emergency administrative circumstances and implementing them.

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e) Proposing and developing the most appropriate capital structure, main capital expenditures and acquiring and disposing of assets and financial objectives in line with the authority provided to it.
f) Proposing and developing the organisational and human resources structures of the company and presenting them to the Board for its approval on a periodic basis.
g) Implementing internal control systems and procedures, as the first line of defense, and generally overseeing them relating to the Enterprise Policy Management Framework and the Enterprise Policy Suite of policies and procedures.
h) Ensuring the compliance with the law and regulations of the obligation to disclose material information to shareholders and stakeholders.
i) Operationally executing and managing the resources (assets, staff, monetary) of the Company to achieve the Company's strategy and results, whilst accounting for the Board approved Risk Appetite Statements.
j) Providing the Board with the information required to exercise its competencies and providing recommendations such as, but not limited to, the following:
    i. Amending the share capital of the Company;
    ii. Dissolving the Company before the end of its term as specified in its By-Laws or deciding the continuity of the Company;
    iii. Proposing the forming of additional reserves for the Company;
    iv. Proposing the method(s) for the distribution of the net profits of the Company.
k) Proposing and developing the policy for the types of remunerations granted to employees such as fixed remunerations, remunerations linked to performance and remunerations in the form of shares.
l) Preparing periodic financial and non-financial reports in respect of the progress achieved in the business of the Company in light of the strategic plans and objectives of the Company, and presenting such reports to the Board.
m) Developing, implementing and managing the Company's corporate governance frameworks, codes, policies and procedures.
n) Developing internal policies relating to the business of the Company, including specifying the duties, competencies and responsibilities assigned to the various organizational levels.
o) Developing, implementing and managing the Company's risk management (ensuring compliance with the level of risks approved by the Board) and internal control frameworks.
p) Providing the Board with appropriate and timely information, through the Co. Sec. to facilitate the effective Board and Board Committee support of the Company.
a) Proposing the powers to be delegated to the management, the procedures for decision making and the period of delegation, provided that it shall present periodic reports to the Board in respect of its exercise of such powers.
b) Making recommendations to the CEO over the Company's strategic direction and implementing the strategic plans into the operations of the Company.
q) Being aware of relevant trends in the Company's operating environment(s) and market(s).

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r) Assuming day to day responsibility for the Company's operational execution of performance in support of it achieving its results objectives, in accordance with the best corporate governance, internal control and risk management practices, and in an ethical manner, in alignment with the Company Code of Conduct, and in conformance with all relevant laws and regulations.
s) Ensuring the provision of a robust, experienced and appropriately qualified, in-house, actuarial and pricing capability, so as to ensure full compliance with all the requirements of all the relevant actuarial and pricing regulations of Saudi Arabia, as well as in accordance with worldwide best actuarial and pricing practices and standards.

8. Responsibilities of the Control Functions

In support of ensuring robust practices of corporate governance, internal control, and risk management, and in order to adhere to the relevant regulatory requirements of insurance companies, the Company has established the below detailed control functions. In addition to any other regulatory or supervisory requirements the principal role, duties and responsibilities of these control functions include, but are not limited to:

8.1 Risk Management Department (RMD):

The RMD is responsible for the overall Risk Management process across Bupa Arabia, coordinating the development of the Risk Management Policy and related frameworks, for monitoring the risk database/register and for reporting on material risks and treatment plans.

The RMD reports directly to the Chief Risk Officer, with access to the Risk Management Committee (RMC), and its structure, roles and responsibilities are authorised by the RMC. The structure entails: Enterprise Risk Management, Operational Risk Management and Risk Operations, Health & Safety, Management of Insurable Risks, Resilience & Technology Risk, Business Continuity Management and Risk Analytics.

The RMD's responsibilities include, but are not limited to:

a) Developing and maintaining Bupa Arabia Risk Management Framework, policy and strategy.
b) Developing an approach to lead and assist the Company in the implementation of the ERM Framework and related functions.
c) Developing and maintaining the risk database/register; whether through risk assessment workshops, business planning and project meetings or through Executive/Senior Management meetings or other informal means of communications.
d) Facilitating the process of development of the Company Operational Risk profile, and the risk treatment plans/mitigation strategies to be executed by management and monitoring and reporting on the progress.
e) Monitoring the overall risk profile of Bupa Arabia to ensure compliance with the overall risk management strategy and ensuring that the overall risk exposure is within the accepted levels of risk tolerance.

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f) Developing and executing a mechanism to consolidate and escalate risks reported from the different Business Units to the appropriate stakeholders and decision makers.
g) Acting as an initial point of contact for enquiries from staff on the Framework and associated processes.
h) Developing and promoting a risk aware culture within the organization through continuous communications, workshops, seminars and other means.
i) Liaising with the Internal Audit Department with regards to development of comfort on matters that relate to internal controls evaluation and Risk Based Audit Planning.
j) Constantly reviewing and analysing Bupa Arabia's portfolio of risks and reports to identify key exposure areas and risk concentrations, including analysing risks from a company-wide perspective and develop company-wide action plans.
k) Directing and promoting the principles underpinning a robust and continuous Information Risk Management Framework in line with the Bupa Arabia Board approved Risk Appetite Statements (RAS), and ensuring that the RAS includes; Non-Life Underwriting Risk, including Reinsurance Risk, as well as the management of Market Risk, Counterparty Default Risk, and Regulatory and AML risk.
l) Ensuring the development, effectiveness and sustainability of business continuity management, which improves Bupa Arabia resilience to disruption that may arise from internal or external events and reduces the subsequent impact on our services, reputation and profitability.
m) Providing assurance and oversight that data is of sufficient quality for its intended use, or that data quality deficiencies are identified and accounted for.
n) Setting the tone and crafting the guidelines for safeguarding the privacy, confidentiality, integrity, availability, quality and manageability of Bupa Arabia information assets.
o) Providing strong/demonstrable leadership and oversight, for health and safety across Bupa Arabia and the promotion of a 'zero harm' culture.
p) Maintaining Bupa Arabia's insurance programs, providing advice and guidance to and assisting in managing external relationships with service providers including Insurers and Brokers.

8.2 Legal Affairs and Corporate Governance Department (LACGD):

The LACGD is responsible for the overall Legal and Corporate Governance (CG) activities of Bupa Arabia, coordinating the development, implementation, and thereafter ensuring adherence to by all of the Company's stakeholders, of the Legal and CG related structures, frameworks, codes, policies and procedures and which shall facilitate best practice CG standards, in adherence to all the laws and the relevant regulations, and in particular all the respective Corporate Governance regulations.

The LACGD is responsible for the frameworks, codes, policies and procedures of corporate governance in accordance with all the laws and the relevant regulations.

The LACGD reports to the Chief Risk Officer (CRO) on Legal and CG matters, and is responsible for ensuring the Company's compliance and adherence with the laws and relevant regulations. The LACGD also manages the Capital

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Market Authority (CMA) and stock exchange (Tadawul) related as lead function managing the CMA and Tadawul regulatory relations and requirements, as approved by the Board.

The principal role and responsibilities of the LACGD include, but are not limited to:

As Company Legal Counsel:

a) Legal Risk Management – providing legal risk management services so as to manage the legal position for all strategic initiatives, investments activities and new legal entities and joint ventures, including the design of contingency plans around legal risk elements. Ensure the prompt reporting of any legal risks, to all required parties, in accordance with the Company Risk Appetite Statements. Conduct an annual full review of the Company's legal risks in line with the Legal Risk Assessment Framework. Provide legal advice to all levels of the Company, including the Board and Board Committees, and securing external independent legal advice where required and applicable.
b) Contracts management – providing contract management capability including; ensuring the standardisation of contracts in adherence to regulatory requirements, the negotiating of significant agreements to ensure successful conclusion in the best interests of the Company and sign off, monitor the success of agreements against outcomes, and provide advance approval of all legal documents and operational frameworks to ensure the protection of the Company from any liabilities.
c) Litigation Management - representing the Company in litigation and other legal proceedings, serve as the Company's key contacts and negotiators with government agencies from a legal standpoint, ensuring all material Claims are reported in accordance with the Litigation and Claims Reporting Standards, and coordinate the defence of the rights and the interests of the Company before courts of law, arbitrage courts, public authorities, private or public legal entities, individuals, any other third party.
d) "Speak Up" related - ensuring an adequate "*Speak Up"* infrastructure is in place in compliance with all laws and regulations related to whistle blowing, that there is proper recording and monitoring of concerns raised, that investigations, conclusions and actions are taken in a secure and confidential manner, and that appropriate steps are taken to ensure that the Speak Up Policy is complied with and that it operates effectively and consistently across BA.
e) Providing advisory and investigative services including high quality advice on legal matters, consequences and required actions, to all levels of the organisation, and including the monitoring, identifying and interpretation of changes in the legislation and regulations that affect the Company's activities. To provide legal advice and oversight on all strategic projects, including mergers & acquisitions, joint ventures, subsidiary incorporation, divestitures, etc.

On Corporate Governance:

a) Responsible for managing all the regulatory relations of the Company with respect to a) the CMA, b) Tadawul, c) c) The MOCI, and d) SAGIA, and ensuring; open, transparent and mutual constructive relationships with all

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these regulators so as to facilitate the securing of the required regulatory approvals, ensure prompt awareness of regulatory requirements and changes, and to ensure access from an advisory perspective to mitigate exposure to regulatory fines and/or censure.

b) Ensuring up to date Company By-Laws (Articles) in line with the laws and regulations and ensure that routine periodic gap analysis exercises occur versus all relevant laws and governance regulations.
c) Ensuring that all legal procedures are compliant with required laws and regulations in the terms of the respective legal entities (such as Commercial Registrations, Trademarks etc.).
d) Leading the implementation and maintenance of international best practice corporate governance standards across the Company.
e) Developing, recommending the approval of, and implementation after Board approval, and where applicable after regulatory approval, the CG related from within the Corporate Governance Framework (CGF), and in particular this Code of Corporate Governance (CCG).
f) Monitoring and ensuring the Company's adherence to the CG regulations of the CMA and SAMA, the Company law, and any other regulations where applicable and recommending improvements to the Company frameworks and standards associated with the same.
g) Ensuring the Company complies with the CG disclosure obligations of the laws and regulatory requirements, including of the stock exchange (Tadawul) announcements and content, following Board, or Company Board Secretary, approval where required by the Board.
h) Being the custodian of the CG manual, framework, code, and all CG policies and procedures.
i) Monitoring regulators' circulars and prospective regulations that will be issued in the future on corporate governance, including the responsibility for evaluation and regulatory feedback to regulators, on CG regulations, when required.
j) Leading on the management and coordination of all the regulatory requirements of the all the GA meetings, including the management of the securing of the CMA regulatory required GA approvals and the management of the relations with the CMA/Tadawul and the obtaining of the shareholder database from Tadawul for the GA meeting voting.
k) Annually reviewing the Annual Board Report (ABR) and ensuring that it meets all CG related regulatory requirements of the CMA.
l) Managing on a day-to-day basis, the corporate governance structure and decision making framework, ensuring all necessary information is provided to the CEO, and the Chairman of the Board upon request, in a timely manner;
m) Preparing an annual CG report containing the status of CG practices and level of Compliance versus the relevant CG policies, procedures, regulations and best practices.

8.3 Cyber Security & Technology Risk Department (CSTRD):

The CSTRD's principal role is to provide second line of defense business support, challenge and recommendations with respect to the Company's Cyber Security and Business Continuity and Information Security/Business intelligence

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requirements, in adherence with worldwide best practice governance and all the relevant Saudi regulations, in particular those related to Business Continuity, Cyber Security, Data Security, Disaster Recovery, and Critical Incidents, and its key roles include, but are not limited to;

a) Providing Business Continuity Planning and Disaster Recovery assessment and monitoring services to the Company including annual evaluations
b) Performing a lead role in Crisis Management events
c) Leading and coordinating BCP, DR, Information Technology audits/assessments, whether internally or by external third parties
d) Responsible for the implementation of the Company Cyber Security Framework in accordance with the Board approved roadmap in adherence to the SAMA Cyber Security framework and associated regulations
e) Responsible for the following key Enterprise Policies and associated procedures:
    a. Business Continuity Management
    b. Critical Incident
    c. Cyber Security
    d. Data Quality
f) Providing reports on its assessments and activities to the Board, and/or AC and RMC, as required and applicable
g) Meeting with external third parties on its areas of subject matter expertise, such as clients and regulators, where required and applicable

9. Responsibilities of the Independent Functions

9.1 Compliance Department (COD):

The COD is responsible for monitoring the Company's compliance, at all times, with all applicable laws, regulations, and rules issued by SAMA and other related regulatory bodies, and to take necessary actions to enhance the regulatory compliance.

The COD reports directly to the AC and its structure, roles and responsibilities are authorised by the AC. The COD is constituted of three (3) Units: Regulatory Compliance, Compliance Inspection and Finance Crime.

The roles and responsibilities of the COD include, but are not limited to:

a) Engaging with the Company's Regulators (SAMA and CCHI) as they establish regulations, and assure compliance with such regulations in order to maintain Bupa Arabia's reputation for integrity.
b) Leading on the securing of all required regulatory approvals from SAMA and the CCHI.

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c) Informing SAMA promptly of all the approvals which SAMA is required to be informed of, whether from the Board, Board Committees or other regulators.
d) Championing and managing the protocol detailing the individual(s) responsible for communicating with regulators, which provides for adequate record-keeping of all interactions with regulators and the timely provision of reports/requested information to regulators. It should also set out protocols for reporting internally on key points of regulator interaction e.g. findings from regulator reviews.
e) Strengthening the company's measures to prevent and detect money laundering and combat terrorism financing by playing an integral part in investigating, analyzing interpreting and reporting, in addition to providing the company's staff with the necessary guidance and education to combat money laundering, terrorism financing and other sorts of financial and non-financial crimes.
f) Assessing the business's various departments / units with regard to regulatory compliance by conducting a thorough and precise inspection and examination of current applied key processes including interviewing management and staff members and examining documents provided, in addition to highlighting areas of concern.
g) Delivering and/or facilitating a set of sessions to ensure that all of Bupa Arabia's people receive the appropriate and required regulatory trainings relevant to their roles and responsibilities.
h) Assisting the Customer Service Department in the effective management and/or decreasing of the number of complaints per year.
i) Ensuring that all significant regulatory incidents are reported to Centre Compliance in line with the Critical Incidents Policy.
j) Reporting significant compliance risk exposures and control issues identified to the Board, Audit Committee and to Executive/Senior Management.
k) Annually reviewing the Annual Board Report (ABR) and ensuring that it meets all the SAMA related regulatory requirements.

9.2 Internal Audit Department (IAD):

The IAD is an independent and objective assurance and consulting activity that is guided by a philosophy of forming part of Bupa Arabia's governance and systems of internal controls.

The primary role of the IAD is to help the Board, and the AC to protect the assets, reputation and sustainability of the organization. The IAD will achieve this through assessing whether key significant risks are identified and appropriately reported to the Board and the AC, assessing whether they are adequately controlled, and by assisting Executive Management to improve the effectiveness of governance, risk management and internal controls.

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In its capacity of "third line of defense" it assists Bupa Arabia in accomplishing its purpose of "longer, healthier, happier lives" by bringing a systemic and disciplined approach to evaluate and improve the effectiveness of the organization's risk management, control, and governance processes.

The IAD reports directly to the AC and its structure, roles and responsibilities are authorised by the AC. The structure encompasses talent of audit professionals experienced in Financial, Operational, Compliance and IT audits.

The roles and responsibilities of the IAD include, but are not limited to:

a) Preparing and submitting a written report on its activities at least quarterly to the Board and the AC and which shall include an assessment of the Company's internal control system and opinions and recommendations thereon.
b) Preparing a general written report to be submitted to the Board and the AC on its activities carried out during the fiscal year compared to the approved plan and which shall include explanations for any deviations to the plan, if any, and such report shall be produced and presented during the quarter following the end of the fiscal year.
c) Being responsible for properly managing the department so that
    a. Audit work fulfils the purposes and responsibilities established herein;
    b. Internal Audit resources are efficiently and effectively employed; and
    c. Audit work conforms to the Standard for the Professional Practice of Internal Auditing.
d) The scope to encompass, but is not limited to, the examination and evaluation of the adequacy and effectiveness of Bupa Arabia's governance, risk management, financial and internal control processes in relation to Bupa Arabia's defined goals and objectives.
e) Monitoring the internal control system and verifying that the Company and its employees comply with the applicable laws, regulations and instructions, and Bupa Arabia's policies and procedures.
f) Placing reliance on the work of other functions, such as the second line audit functions and third party providers, to ensure coverage is maximised and duplication of effort is avoided but only as appropriated and after performing a thorough evaluation of the effectiveness of the function, including its independence.
g) Outsourcing or co-sourcing with external third parties to discharge responsibilities where additional capacity is required and it is deemed to be cost effective. The appointment of any third party Internal Audit providers will be in accordance with Bupa Arabia procurement policies and procedures.
h) Performing consulting and advisory services relating to governance, risk management and control as appropriate for Bupa Arabia. It may also evaluate within the independence requirements, specific operations at the request of the Board, AC, BAERC or management as appropriate.
i) Reporting significant risk exposures and control issues identified to the Board, Audit Committee and to Executive/Senior Management, including fraud risks, governance issues, and other matters needed or requested by the Audit Committee.

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j) Assisting the AC in evaluating the quality of the performance of the external auditors and their degree of coordination with the IAD.

10. Responsibilities of the Appointed Actuary

The Appointed Actuary shall be an independent third party actuary who has been authorised by the relevant regulators to discharge the regulatory required independent actuary responsibilities, as stipulated in the laws and regulations.

In addition to any other regulatory or supervisory requirements the principal role, duties and responsibilities of the Appointed Actuary include, but are not limited to:

a) Reviewing and validating, where required and applicable, the Claims reserves and claims provision principles, in accordance with all the SAMA regulations, for the Annual Financial Statements (AFS), and quarterly Interim Condensed Financial Statements (IFS), and interaction with the Company's external auditors relating to the same;

b) Attending the Company's Board meeting(s), each year, to present an accurate and factually correct assessment, as required by the SAMA regulations, of the Company's:
   - Annual Financial Condition Report (FCR),
   - Assessment of the Medical Expenses Pricing and Underwriting Practices

c) Any other responsibilities as may be agreed between the Company and the Appointed Actuary and including, but not limited, to the following reporting deliverables:
   - The Medical pricing and cross subsidization report.
   - The Annual Financial Condition report (FCR).
   - The Actuary's Quarterly validation reports, relating to the Company's quarterly interim condensed financial results, and associated data review reports, and including liaison with the Company's joint external auditors where required.
   - Asset mismatching reserve reports.
   - Performance analysis reports.

d) Any other responsibilities as required by the laws or regulations relating to the Appointed Actuary.

11. Disclosure & Transparency

Bupa Arabia believes that its results, governance, and other material activities, should be disclosed as transparently as possible, in as timely a manner as possible, simultaneously to all its stakeholders, in both English and Arabic, within the prescribed laws and regulations.

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The LACGD and Co. Sec. functions monitor "Best Practices" in disclosure and financial reporting and the Company Board Secretary reports on these developments to the Board, making recommendations for the routine regular enhancement of the Company's disclosure practices to its shareholders.

Bupa Arabia recognizes its obligation to provide meaningful information on its activities to all its stakeholders, and which it considers includes its shareholders, regulators, employees, and the public in general and is committed to disclosing all material information on a timely basis, in both English and Arabic, in accordance with the laws and regulations.

The Board accepts responsibility for its Annual Financial Statements (AFS), quarterly Interim Condensed Financial Statements (IFS) in accordance with International Financial Reporting Standards (IFRS), where applicable as interpreted/amended by local regulations, as well as its Annual Board Report (ABR) and its full Annual Report and Accounts (ARA), for their accuracy, and for their completeness.

The Board is also committed to the implementation, and adherence to following the approval of the public shareholders, transparent Nomination and Appointment processes for the appointment of the Board members, on a cumulative voting basis, as required by the laws and regulations, and the appointment of the Audit Committee members.

The disclosure policies of Bupa Arabia shall take into consideration and ensure the following:

a) That all shareholders and other stakeholders have access to the financial and non-financial information pertaining to the Company's performance and information in respect to ownership of shares, and to obtain a comprehensive view of the Company's position.
b) Disclosure shall be made without discrimination in a clear, correct and non-misleading fashion, in a timely, regular and accurate manner, in both English and Arabic, in order to enable shareholders and stakeholders to exercise their rights to the fullest extent.
c) The Company's website shall include all information required to be disclosed, in both English and Arabic, and any details or other information that may be published thorough other disclosure methods.
d) Reporting procedures/rules shall be established to describe the information required to be disclosed and the method of its classification in terms of its nature and the frequency of its disclosure.
e) The disclosure policies shall be reviewed periodically, and their compliance with the best practices and the regulations verified.

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Bupa Arabia commits to developing and maintaining, as part of its disclosure and transparency commitments, in both English and Arabic, so as to ensure all its local and foreign shareholders are all equally well informed:

a) Meaningful and informative GA meetings with the shareholders, in a fully bi-lingual format, within the parameters allowed by the laws and regulations, and including the highest quality Annual Report and Accounts (ARA) glossies,
b) Tadawul stock exchange announcements, in a fully bi-lingual format, in accordance with the laws and regulations.
c) To maintain an up to date, fully bi-lingual, Company website containing the Company information and documents relating to the:
   I. Memorandum of Association
   II. Company By-Laws (Articles)
   III. Licenses
   IV. General Assembly meeting minutes
   V. Every Tadawul stock exchange announcement
   VI. Every set of announced ARA, AFS, ABR and IFS
   VII. Best practice Corporate Governance and Investor Relations information
   VIII. All information as required as per the laws and regulations of Saudi Arabia
d) To provide Annual, and Quarterly, interactive financial results web-cast presentations, after the Tadawul reporting of the same, for shareholders and investment analysts, which to be presented by the Executive Management of Bupa Arabia.
e) To ensure accurate and detailed information in the Company Annual Reports, fulfilling as a minimum that required per the regulations, and including additional information, where appropriate and allowed by the laws and regulations, to support investors in their understanding the current, and likely future operating results, including the financial status/condition and including the risks/potential impacts of known trends and future uncertainties, in a fair and balanced manner.

12. Treatment of Shareholders and Protection of Minority Shareholder Rights

Bupa Arabia will ensure that it treats all of its shareholders fairly and equitably, including its minority shareholders, through its Corporate Governance, internal control and risk management systems and protocols, through ensuring that all conflicts of interests are adequately disclosed, recorded and monitored and that all related party transactions are appropriately disclosed, after authorisation by the Board, after Board Committee approval wherever required and applicable, within the reported financial results, and the Annual Board Report, in accordance with the Company's Conflicts of Interests policies and procedures, and that such conflicts, and related party transactions, are clearly

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represented during the Company's GA meetings for the approval of the shareholders, in accordance with the laws and regulations.

Bupa Arabia shall take the following steps to ensure the fair treatment of its shareholders:

a) Obtaining shareholders rights protection.
b) The Board and Management of the Company is obliged not to discriminate among shareholders who own the same class of shares, nor prevent them from accessing any of their rights or information.
c) The internal policies of the Company specify the procedures necessary to guarantee that all shareholders exercise their rights.

All rights related to shares that shall be guaranteed to the shareholder are outlined in the CMA Corporate Governance Regulations.

Bupa Arabia shall make available to the shareholders complete, clear, accurate and non-misleading information to enable him/her to properly exercise his/ her rights, and shall ensure that such information is provided at the proper times and is updated regularly.

Bupa Arabia shall take active steps to encourage its shareholders to participate in the GA meetings and to vote on the various different matters whether in person, or in their absence by proxy.

Bupa Arabia's policy is that all Board members must be present at the GA meetings, and be invited to address relevant questions from the shareholders directly.

Representatives from the external auditors must always be present, at the GA which approves the annual results, to directly answer shareholders' questions about the external audit and the external auditors' report.

Bupa Arabia shall assign separate voting for each of the separate agenda items that are raised at the GA Meetings, with separate voting on each, whether on a cumulative basis, or non-cumulative basis, as prescribed by the laws and regulations.

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