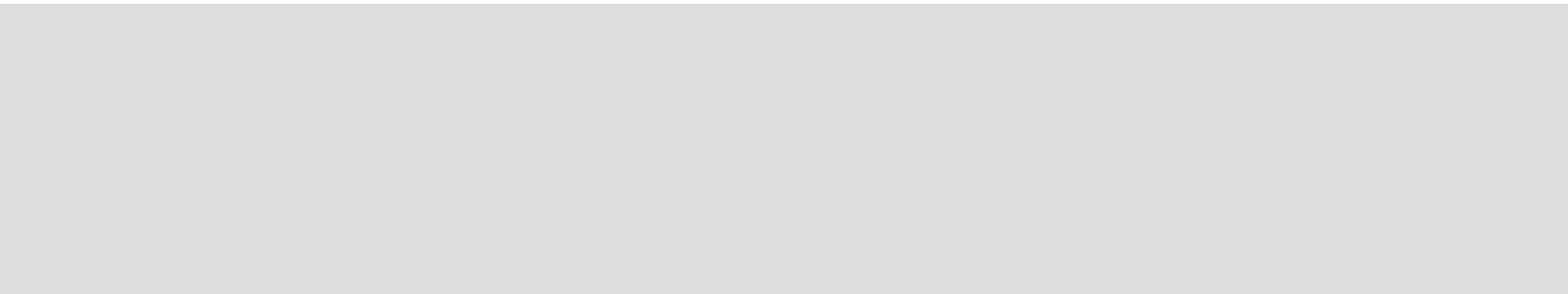


# **BMMI BSC**



Annual Corporate Governance Disclosure





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## 1. CORPORATE GOVERNANCE CODE

The Board and the Group's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Group has established a BMMI Code of Business Conduct ('the Code') which provides an ethical and legal framework for all employees in the conduct of its business. The Code defines how the Group relates to its employees, shareholders, and the communities in which the Group operates.

The Board of Directors has adopted the Code and a Group's Whistle-blower policy to monitor compliance with Group ethics. The Code provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behavior, in line with the best practice corporate governance models. The Code sets out a behavioral framework for all employees in the context of a wide range of ethical and legal issues. The Code is published in the 'Corporate Governance' section of the Company's website.

## 2. CORPORATE GOVERNANCE DEVELOPMENTS DURING THE YEAR

During the year, BMMI has revisited its corporate governance framework and guidelines to ensure compliance with the Corporate Governance Law enacted in 2018, and its succeeding Regulations.

## 3. COMPANY'S BOARD, DIRECTORS, AND MANAGEMENT

### 3.1 Board Procedure

The Board of Directors is accountable to shareholders for the proper and prudent investment and preservation of shareholders' interests. The Board of Directors' role and responsibilities include but are not limited to:

- Monitoring the overall business performance;
- Monitoring management's performance and succession plan for senior management;
- Monitoring conflicts of interest and preventing abusive related party transactions;
- Accurate preparation of the annual and quarterly consolidated financial statements;
- Convening and preparing for the shareholders' meetings;
- Recommend dividend to shareholders and ensure its execution;
- Adopt, implement, and monitor compliance with the Group's Code of Conduct;
- Review the Group's objectives and policies relating to social responsibilities; and
- Select, interview, and appoint Chief Executive Officer and other selected members of the senior management.

In this respect, the Directors remain individually and collectively responsible for performing all the Board of Director's responsibilities.



### 3.2 Material transactions requiring board approval

The following material transactions require the Board's review, evaluation, and approval:

- The Company's strategy;
- The annual budget;
- Major resource allocations and capital investments; and
- Management responsibilities and training, development, and succession plan for senior management.

### Election system of directors and termination process

Election / re-election of the Board members takes place every three years at the meeting of the shareholders. The last election of Board members was held on 30 March 2021.

Termination of a Board member's mandate usually occurs by dismissal at the meeting of the shareholders or by the member's resignation from the Board of Directors.

### 3.3 Board Members

The Board of Directors consists of 8 members as of 31 December 2023 (2022: 8 members).

The Board has been elected on 30 March 2021 for a period of 3 years.

The following table summarises the information about the profession, business title, experience in years and start date of the current Board members:

Name of Board Member	Profession	Business Title	Executive/non-Executive Independent/ Independent non-	Experience in years	Start date
Mr. Abdulla Hasan Buhindi	Businessman	Chairman	Non-executive/non-independent	57	2004
Mr. Shawki Ali Fakhroo	Businessman	Vice-Chairman	Non-executive/ independent	50	1992
Mr. Jehad Yusuf Amin	Businessman	Director	Non-executive/ independent	46	2004
Mr. Mohamed Farouq Almoayyed	Businessman	Director	Non-executive/non-independent	26	2004
Mr. Suhail Mohamed Hajee	Banker	Director	Non-executive/ independent	36	2011
Mr. Ahmed Mohamed Yateem	Businessman	Director	Non-executive/ non-independent	20	2018
Mr. Ahmed Ebrahim Alsaad	Businessman	Director	Non-executive/ independent	20	2021
Mr. Abbas Abdulmohsen Radhi	Businessman	Director	Non-executive/ independent	41	2022

As of 31 December 2023, there is 0% representation of women on the Board of Directors, and as of this date, there is 100% male representation.



### 3.4 Board members directorship

Name of the Board member	Number of directorships in other listed companies in Bahrain	Number of directorships in other related commercial entities in Bahrain	Position in Key Regulatory/ Government entities
Mr. Abdulla Buhindi	3	2	None
Mr. Shawki Fakhroo	2	1	None
Mr. Jehad Amin	5	0	None
Mr. Mohamed Almoayyed	1	1	None
Mr. Suhail Hajee	1	0	None
Mr. Ahmed Yateem	1	1	None
Mr. Ahmed Alsaad	0	1	None
Mr. Abbas Radhi	0	0	None

### 3.5 Directors and immediate Family trading of the Company's shares during the year 2023

Name	Position/Kinship	Shares Held as at 31/12/2023	Shares held as at 31 /12/ 2022	Total transfer /Purchase Transaction	Total Sale Transaction
Abdulla Hasan Buhindi	Chairman	133,100	133,100	nil	nil
Shawki Ali Fakhroo	Vice-Chairman	587,882	587,882	nil	nil
Ahmad Ebrahim Al Saad	Director	nil	nil	nil	nil
Jehad Yusuf Amin	Director	2,000,000	2,000,000	nil	nil
Abbas Abdulmohsen Radhi	Director	nil	nil	nil	nil
Ahmed Mohamed Yateem	Director	61,000	61,000	nil	nil
Mohammed Farouq Al Moayyed	Director	637,273	637,273	nil	nil
Suhail Mohamed Hajee	Director	nil	nil	nil	nil



### 3.6 Number of Board Meetings held during the financial year ended 31 December 2023

The company must hold a minimum of five board meetings each year. During the year ending 31<sup>st</sup> December 2023, seven board meetings were held (2022: nine meetings). The following table summarises the information about Committee meetings dates and attendance of directors at each meeting:

<i>Date</i>	<i>Members attended</i>	<i>Members not attended</i>
<b>26 February 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	
<b>30 March 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	
<b>11 May 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	
<b>13 August 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	
<b>30 August 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	



<b>20 September 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	
<b>9 November 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Suhail Hajee	
	Mr. Ahmed Yateem	
	Mr. Ahmed Alsaad	
	Mr. Abbas Radhi	

### **Code of conduct and procedures adopted by the Board for monitoring compliance**

The Board of Directors and the Group's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Group has established a BMMI's Code of Conduct which provides an ethical and legal framework for all employees in the conduct of its business. The BMMI's Code of Conduct defines how the Group relates to its employees, shareholders, and the community in which the Group operates.

The Board of Directors has adopted the BMMI Code of Business Conduct and a Company's Whistleblower Policy to monitor compliance with the Group's ethics. The Code of Business Conduct provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behavior, in line with the best practice of corporate governance models and ethics.



### 3.7 Management

The following table summarises the information about the business title, experience in years and the qualifications of each member of the Executive Management as of 31 December 2023:

Name of Executive member	Designation / Business title	Experience in years	Qualification
Mr. Marek Sheridan (until March 2023)	Chief Executive Officer	40	Master of Business Administration.
Mr. Renato Juric	Chief Executive Officer	34	Master of International Business Law
Mr. Basel AlMadani	Chief Commercial Officer	30	Diploma in Travel & Tourism
Mrs. Masooma AlTurkamani	Chief People Officer	30	Master of Business Administration Accredited Member of the Chartered Institute of Personnel and Development (MCIPD)
Mr. Robert Smith	Chief Operations Officer – Contracting & Logistics	39	Bachelor's degree in business administration in Hotel & Catering Operations. Global Supply Chain Management
Mr. Vinicius Almeida	Chief Supply Chain Officer	22	Mechanic Engineering -FEI-

The following table summarises the total remuneration paid to members of the Executive Management during the year 2023:

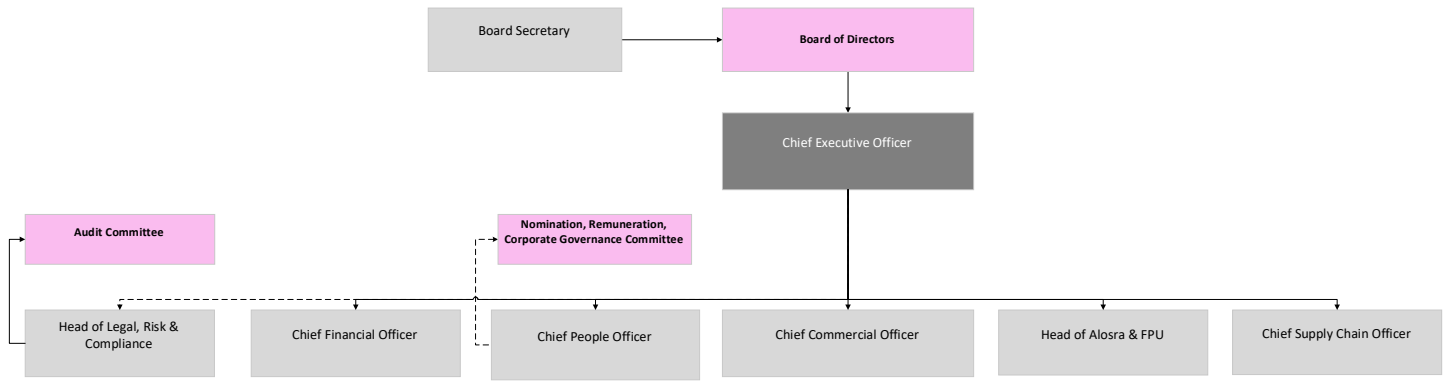
Executive Management Remuneration	2023	2022
	BD	BD
<b>Total</b>	<b>930,774</b>	<b>806,599</b>

- As of 31<sup>st</sup> March 2023, Mr. Marek Sheriden officially resigned from his position as Chief Executive Officer.





**Group Organizational Structure:**



## 4. COMMITTEES

The following table summarizes the information about Board's Committees, their members, and objectives:

Board committee	Objective	Members	<i>Executive/ non- Executive Independent/ non- Independent</i>
<b>Executive Committee</b>	The Executive Committee is formed to discuss matters with the Group's management regarding senior staffing, financial performance, operational performance, strategies, and all other issues as directed by the Board.	Mr. Shawki Ali Fakhroo	Non-executive/ independent, Chairman
		Mr. Mohamed Farouq Almoayyed	Non-executive/ non-independent
		Mr. Jehad Yusuf Amin	Non-executive/ Independent
		Mr. Ahmed Mohamed Yateem	Non-Executive/ non-independent
<b>Investment and Finance Committee (until February 2023)</b>	The Investment and Finance Committee of BMMI is responsible for approving the Group's investment policies, strategies, transactions and reviewing the performance of the Group's investments. The Committee is also to provide assistance to the Board in the review and oversight of the Group's objectives, strategies and policies.	Mr. Jehad Yusuf Amin	Non-executive/ independent, Chairman
		Mr. Ahmed Mohamed Yateem	Non-executive/non- independent
		Mr. Abdullah Hasan Buhindi	Non-executive/non- independent
		Mr. Shawki Ali Fakhroo	Non-executive/ independent
<b>Audit &amp; Risk Committee</b>	The Audit Committees is responsible for: 1) Monitoring the integrity of the Financial Reporting Process, BMMI's systems of Internal Control, review of the consolidated financial statements and reports, compliance of the Board with legal and regulatory requirements and the performance of the Group's Internal Audit function. 2) To recommend the appointment of External Auditors, agreeing their compensation, overseeing their independence, and preparing reports required to be prepared by the Audit Committee pursuant to Central Bank of Bahrain, Bahrain Bourse, Bahrain Commercial Companies Law, and other regulatory authorities in the Kingdom of Bahrain.	Mr. Abbas Abdulmohsen Radhi	Board Advisor/ Chairman
		Mr. Ahmed Ebrahim AlSaad	Non-executive/ independent
		Mr. Suhail Mohamed Hajee	Non-executive/ independent
<b>Nomination, Remuneration &amp; Corporate Governance Committee</b>	Review and advise the Board on the Board's Composition, new director's nominations, and Corporate Governance in addition to Board and Senior Management remuneration.	Mr. Abdulla Hasan Buhindi (until March 2023)	Non-executive/ non-independent, Chairman
		Mr. Shawki Ali Fakhroo (until March 2023)	Non-executive/ independent
		Mr. Suhail Mohamed Hajee (From March 2023)	Non-executive- independent, Chairman
		Mr. Jehad Yusuf Amin	Non-executive/ independent
		Mr. Ahmed Ebrahim AlSaad	Non-executive/ independent



## Board Remuneration

The table below sets out the remuneration of Board members consistent with the Company's Compensation policy.

### 2023 Board Remuneration

Name	Fixed remunerations					Variable remunerations					End-of-service award	Aggregate amount (Does not include expense allowance)
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee meetings	Salaries	Others	Total	Remunerations of the chairman and BOD	Bonus	Incentive plans	Others	Total		
<b>First: Independent / Non-Executive Directors:</b>												
1- Mr. Suhail Hajee	18,000	23,000	-	-	41,000	-	-	-	-	-	-	-
2- Mr. Shawki Fakhroo	20,000	22,000	-	-	42,000	-	-	-	-	-	-	-
3- Mr. Jehad Amin	20,000	20,500	-	-	40,500	-	-	-	-	-	-	-
5- Mr. Ahmed Al Saad	15,000	19,000	-	-	34,000	-	-	-	-	-	-	-
6- Mr. Abbas Radhi	15,000	23,000	-	-	38,000	-	-	-	-	-	-	-
<b>Second: Non-Executive / Non-Independent Directors:</b>												
1- Mr. Abdulla Buhindi	30,000	14,500	-	-	44,500	-	-	-	-	-	-	-
2- Mr. Mohamed Al Moayyed	15,000	16,000	-	-	31,000	-	-	-	-	-	-	-
3- Mr. Ahmed Yateem	15,000	15,000	-	-	30,000	-	-	-	-	-	-	-
<b>Total</b>	<b>148,000</b>	<b>153,000</b>	<b>-</b>	<b>-</b>	<b>301,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### 4.1 Executive Committee

The Group should hold a minimum of eight Executive Committee meetings each year. During the year ended 31 December 2023, nine meetings (2022: nine meetings) of the Executive Committee were held.

The members of the Committee shall be appointed/reappointed for the financial year each year at the first meeting of the Board of Directors immediately after the General Assembly meeting of the Company in March of each year.

The following table summarises the information about Committee meetings dates and attendance of directors at each meeting:

<b>Date</b>	<b>Members attended</b>	<b>Members not attended</b>
<b>22 January 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
<b>19 March 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
<b>16 April 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	
<b>28 May 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	
<b>18 June 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	
<b>16 July 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Ameen	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	
<b>17 September 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohmmmed Almoayyed	
	Mr. Ahmed Yateem	
<b>22 October 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	
<b>5 November 2023</b>	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Mohamed Almoayyed	
	Mr. Ahmed Yateem	

The total remuneration for the Executive Committee amounted to BD 31,500 (2022: BD 31,500).



#### 4.2 Investment and Finance Committee

The Group should hold a minimum of four Investment and Finance Committee meetings each year. During the year ended 31 December 2023, one meeting (2022: two meetings) of the Investment and Finance Committee was held. The following table summarises the information about the Committee meetings dates and attendance of directors at each meeting:

<i>Date</i>	<i>Members attended</i>	<i>Members not attended</i>
<b>26 February 2023</b>	Mr. Abdulla Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Ahmed Yateem	

The total remuneration for the Investment and Finance Committee amounted to BD 4,500 (2022: BD 10,000).



### 4.3 Audit Committee

The Group should hold a minimum of five Audit Committee meetings each year. During the year ended 31 December 2023, six meetings (2022: six meetings) of the Audit Committee were held. The following table summarises the information about the Committee meetings dates and attendance of directors at each meeting:

<i>Date</i>	<i>Members attended</i>	<i>Members not attended</i>
<b>20 February 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	
<b>5 March 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	
<b>7 May 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	
<b>10 August 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	
<b>4 October 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	
<b>7 November 2023</b>	Mr. Abbas Radhi	
	Mr. Ahmed AlSaad	
	Mr. Suhail Hajee	

The total remuneration for the Audit Committee amounted to BD 21,000 (2022: BD 21,000).

#### **Key Activities of the Committee:**

##### 1. External Audit and Financial Reporting

External audit is an examination of the Group's financial statements in accordance with the applicable laws, regulations, and reporting standards.

The Committee recommends the appointment of external auditors, in conjunction with the Management, to the Board of Directors and General Assembly.

The Committee reviews BMMI's quarterly reviewed Financial Statements and Annual Audited Financial Statements and recommends to the Board.

The Committee oversees the independence of the External Auditors.

##### 2. Internal Audit

Internal audit is an independent, objective assurance function, appointed to evaluate and improve the effectiveness of risk management, control, and governance processes.

The Group has outsourced its internal audit function, which reports to the Audit and Risk Committee.



The Committee shall discuss with the Internal Auditor the overall scope, methodology, plans and budget for the internal audit. The risk-based internal audit plan includes a significant emphasis on audit review of areas where major risks have been identified (based on risk ranking) under the risk management mechanism.

The Committee reviews the deliverables submitted by the internal auditors and monitors the performance.

### 3. Enterprise Risk Management

The objective of the Enterprise Risk Management (ERM) is to coordinate activities to maximise opportunities, and reduce the likelihood and the impact of threats, with the goal of optimising value. The objective of the Enterprise Risk Management is to:

- Embed the management of risk as an integral part of business processes;
- Establish an effective system of risk identification, analysis, evaluation and treatment within all areas and segments of the Group;
- Avoid exposure to significant loss;
- Contribute to the achievement of the Group objectives; and
- Assess the benefits and costs of implementing available options and controls to manage risk.

The Group has developed an ERM framework which includes the policy, procedures, risk appetite and tolerance etc. The Group has also established an executive level ERM Committee, headed by the Chief Executive Officer, which reports to the Audit and Risk Committee on a quarterly basis.

### 4. Compliance

The Group has established an in-house Compliance process, which oversees the regulatory compliance framework and functionally reports to the Audit and Risk Committee.

The Group has established Compliance policies and procedures, which include, but are not limited to, policies regarding anti-money laundering, whistleblowing, personal data protection, customer complaints etc.

The Committee periodically reviews with the Executive Management, including the General Counsel and the Internal Auditors, any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters or compliance with the laws.



#### 4.4 Remuneration and Nomination and Corporate Governance Committee

The Group should hold a minimum of two Remuneration and Nomination Committee meetings during each year. During the year ended 31 December 2023, four meetings (2022: five meetings) of the Remuneration and Nomination Committee were held. The following table summarises the information about Committee meetings dates and attendance of directors at each meeting:

<i>Date</i>	<i>Members attended</i>	<i>Members not attended</i>
<b>29 January 2023</b>	Mr. Abdulla Hasan Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Suhail Hajee	
<b>22 February 2023</b>	Mr. Abdulla Hasan Buhindi	
	Mr. Shawki Fakhroo	
	Mr. Jehad Amin	
	Mr. Suhail Hajee	
<b>7 June 2023</b>	Mr. Suhail Hajee	
	Mr. Ahmed Alsaad	
	Mr. Jehad Amin	
<b>14 September 2023</b>	Mr. Suhail Hajee	
	Mr. Ahmed Alsaad	
	Mr. Jehad Amin	

The total remuneration for the Remuneration and Nomination Committee amounted to BD 16,000 (2022: BD 18,000).

## 5. CORPORATE GOVERNANCE OFFICER

Name	Mr. Jad Moukheiber
Qualification	Bachelors at Law Masters in Political Sciences & International Affairs
Date of Appointment	2012 until 3 <sup>rd</sup> September 2023
Name	Mr. Yaser Ebrahim Alhammadi
Qualification	Master of Business Administration
Date of Appointment	November 2023
Office Number	+973 17739506
Office Email	yalhammadi@bmmi.com.bh



## 6. EXTERNAL AUDITORS

Ernest & Young (EY) is one of the Largest International Audit Firms with extensive blue-chip experience in Audit, Assurance, Advisory, Tax and Transaction Advisory Services.

Name of Audit Firm	Ernst & Young (EY)
Years of Service as the Company's external Auditors	16 years
Name of Partner in Charge of the Company's Audit	Kazim Merchant
The Partner's years of service as in-charge of the company	5 Year
Total Audit Fees for the year ended 31 December 2023	BD 34,500
Other Special fees for non-audit Services	None

## 7. CONFLICT OF INTEREST

In the instance of a conflict of interest arising because of any business transaction or any type of resolution to be taken, the concerned Board member shall refrain from participating at the discussion of such transaction or resolution to be taken. In this respect, BMMI's Board members usually inform the Board of a potential conflict of interest prior to the discussion of any transaction or resolution. The concerned Board member(s) also refrain from voting in any instances where conflict of interest may arise. The abstention of Board members from voting is also recorded in the minutes of the meeting where the conflict of Interest has occurred. On the other hand, the Board hereby recognises some exceptions mainly pertaining to the Board, Board Committees' composition and Board Members whereby such exceptions remain necessary and vital to the Company's Sound Governance, Interest Safeguard and Continuity. With regard to Third Party related Transactions, the below list stipulates the details of such transactions that, prior to closure, were subject to the Group's Rigorous policy for Contracts & Award.



## 8. RELATED PARTY TRANSACTIONS 2023

Name	Country of incorporation	Transactions/ balances	Relationship	
<b>Banz Group B.S.C.</b>	Kingdom of Bahrain	Revenue Receivables	BD 3,119 BD 1,430	Other related party
<b>UQLC Facility Management Company Limited</b>	Kingdom of Bahrain	Receivables	BD 487,716	Joint Venture
<b>Metro Market (TRAFCO) Budaiya'a</b>	Kingdom of Bahrain	Revenue	BD 3140	Other related party
<b>Almoayyed Security</b>	Kingdom of Bahrain	General and administrative expenses	BD 144,333	Other related party
<b>Ashraf's</b>	Kingdom of Bahrain	Payables General and administrative expenses/Project	BD 44,164 BD 335,702	Other related party
<b>Almoayyed Cleaning &amp; Maintenance W.L.L.</b>	Kingdom of Bahrain	General and administrative expenses	BD 79,970	Other related party
<b>Almoayyed Distribution W.L.L.</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 18,444 BD 14,341	Other related party
<b>Shutdown Maintenance Services W.L.L.</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 5,088 BD 219,617	Other related party
<b>Almoayyed Car Leasing - Division of Yousif Khalil &amp; Sons</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 22,078 BD 469,596	Other related party
<b>Almoayyed Interiors</b>	Kingdom of Bahrain	General and administrative expenses/Project	BD 52,242	Other related party
<b>Trafco Group B.S.C.</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 39,792 BD 262,736	Other related party
<b>Bahrain Cinema Company B.S.C.</b>	Kingdom of Bahrain	Receivables Revenue	BD 3,157 BD 44,414	Other related party
<b>Bahrain Duty Free Complex</b>	Kingdom of Bahrain	Receivables Revenue	BD 8,471 BD 82,808	Other related party
<b>Bahrain Electromechanical Services Co. W.L.L.</b>	Kingdom of Bahrain	Payables General and administrative expenses/Project	BD 105 BD 227,214	Other related party
<b>Bahrain National Holding</b>	Kingdom of Bahrain	Receivable Revenue	BD 3,300 BD 13,200	Other related party



<b>Yateem Airconditioning Company W.L.L</b>	Kingdom of Bahrain	General and administrative expenses	BD 8,243	Other related party
<b>Almoayyed Computers</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 2,000 BD 566,146	Other related party
<b>Mirai Restaurant WLL</b>	Kingdom of Bahrain	Receivable Revenue	BD 5,669 BD 14,314	Other related party
<b>Zallaq Resort Co. B.S.C © (Sofitel Bahrain)</b>	Kingdom of Bahrain	Receivable Revenue	BD 27,644 BD 158,540	Other related party
<b>Banz</b>	Kingdom of Bahrain	Payables General and administrative expenses	BD 615 BD 41,901	Other related party

## 9. MEANS OF COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Group is committed to providing relevant and timely information to its shareholders in accordance with its continuous disclosure obligations under the Code of Corporate Governance.

Information is communicated to shareholders through the distribution of the Group's Annual Report and other communications. All releases are posted on the Group's website and released to the shareholders and Bahrain Bourse in a timely manner.

The Company Secretary is responsible for communications with the shareholders and Bahrain Bourse and ensuring that the Company meets its continuous disclosure obligations.

## 10. EVALUATION OF BOARD PERFORMANCE

The Annual General Meeting of these shareholders evaluates on an annual basis the Board of Directors' performance and absolves it from liabilities.



## 11. SOCIAL RESPONSIBILITY

### Review of internal control processes and procedures

The review of internal control process and procedures is performed regularly by the Group's internal auditors, which are outsourced, to ensure independence, transparency, and efficiency.

The Group discharges its social responsibilities through corporate donations and sponsorships and Alosra Charity Foundation's expenditure on projects aiming at social sustainable development and relief. Below is a list of 2023 Corporate CSR Activities & Contributions:

2023 Corporate Sponsorships			
<b>Busaiteen Sports &amp; Cultural Club</b>	<i>Annual support of club's sports and social activities and orphan support initiatives.</i>	January 4, 2023	<b>BHD 2,500.00</b>
<b>Children and Mothers Welfare Society</b>	<i>Annual support for Children and Mother Welfare Society Social Activities 2023.</i>	January 10, 2023	<b>BHD 500.00</b>
<b>Syrian and Turkey Embassies (Nader Trading)</b>	<i>Support the embassies directly with goods and food from Nader Trading.</i>	February 15, 2023	<b>BHD 1,500.00</b>
<b>Rotary Club of Manama</b>	<i>Sponsoring the 6-A-Side Football Tournament 2023.</i>	April 12, 2023	<b>BHD 1,000.00</b>
<b>Capital Governorate 2023 Ramadan Initiative</b>	<i>Initiative to provide Ramadan Hampers to families in need.</i>	March 12, 2023	<b>BHD 2,000.00</b>
<b>Filipino Club Basketball Group</b>	<i>45<sup>th</sup> Season of the Filipino Club Basketball Group Championship (Basketball Tournament) Team sponsoring.</i>	March 21, 2023	<b>BHD 570.00</b>
<b>Bahrain Paralympic Committee</b>	<i>Contribution in sponsoring the Bharain Paralympic Badminton International 2023.</i>	March 21, 2023	<b>BHD 2,000.00</b>
<b>Indian Ladies Association</b>	<i>Silber Sponsor for ILA Dandiya and the ILA Fundraiser events for three months of 2023.</i>	April 30, 2023	<b>BHD 1,000.00</b>
<b>The Playbook Flagship</b>	<i>Bronze Sponsorship Package for PLAYBOOK flagship in network of leading professionals in Bahrain on June 24<sup>th</sup>.</i>	June 5, 2023	<b>BHD 1,650.00</b>
<b>Sitra Cultural &amp; Sports Club</b>	<i>Contributing for sponsoring the ninth summer activity of Sitra Club 2023.</i>	July 3, 2023	<b>BHD 500.00</b>
<b>Capital Governorate 'National Day'</b>	<i>Sponsoring National Day 2023 celebrations. A celebratory event for the community and population of the Capital Governorate and beyond, which included entertainments, competitions, prize draws and fireworks.</i>	July 5, 2023	<b>BHD 3,000.00</b>
<b>Bahrain Theaters Union Associations</b>	<i>Sponsoring Bahrain Theater Festival, second session 2023.</i>	September 24, 2023	<b>BHD 3,000.00</b>
<b>Dar Albilad for Journalism, Publishing &amp; Distribution Bsc</b>	<i>Sponsor to Al Bilad Shield Award for Social Responsibility 2023 grand ceremony.</i>	October 10, 2023	<b>BHD 1,000.00</b>
<b>Creo Innovative Solutions</b>	<i>Sponsoring the Ninth Edition of Manama Entrepreneurship Week 2023.</i>	October 10, 2023	<b>BHD 2,000.00</b>
<b>Bahrain Sports Deaf Association</b>	<i>Contribution in Sponsoring the futsal league for the deaf 2023.</i>	October 10, 2023	<b>BHD 500.00</b>
			<b>Total BD 22,720.00</b>



## 12. STATEMENT OF SHAREHOLDERS EQUITY

Consolidated Shareholding Pattern as on 31/12/2023			
Category	No. of Holders	Total Shares	% to Equity
INDIVIDUAL	337	53,460,876	36.509872
PRIVATE COMPANIES	40	37,409,175	25.547733
CLOSED LOCAL COMPANIES	12	25,376,800	17.330500
LOCAL PUBLIC COMPANIES REGISTERED IN BHB	6	25,315,810	17.288849
BOARD MEMBERS	6	3,755,408	2.564669
INDIVIDUAL PRIVATE COMPANIES	3	247,425	0.168973
INSURANCE COMPANIES	1	805,255	0.549930
PROF, CUL.,WOMEN,CHARITY AND RELIGN.SOCIETY	1	52,800	0.036059
LOCAL INVESTOR	1	5,000	0.003415
<b>Total</b>	<b>407</b>	<b>146,428,549</b>	<b>100.00</b>

Description of the Shareholders who hold 5% or more of the Company's Share Capital as at 31/12/2023:

Shareholders holding 5% and above Shares as on 31/12/2023				
Shareholder No	Name	Present Holdings	% Of Equity	Category
BAH34201CR	A.M. Yateem Bros. W.L.L.	14,646,989	10.002823	PRIVATE COMPANIES
BAH2350901CR	Bahrain Duty Free Shop Complex	11,108,513	7.586303	PUBLIC LOCAL COMPANIES REGISTERED IN BHB
BAH142701CR	Y.K. Almoayyed & Sons B.S.C.(C)	8,742,189	5.970276	CLOSED LOCAL COMPANIES

Dispersion of distribution of Shareholders to their respective holding as at 31/12/2023:

Distribution Schedule - Consolidated as on 31/12/2023					
Shares Category	No. of Holders	% of Holders	Total Shares	Amount	% of Amount
1 - 500	20	4.914005	2,555	256	0.001748
501 - 1000	9	2.211302	7,980	798	0.005450
1001 - 2000	22	5.405405	34,418	3,442	0.023506
2001 - 3000	10	2.457002	25,014	2,501	0.017080
3001 - 4000	12	2.948403	43,101	4,310	0.029434
4001 - 5000	10	2.457002	46,814	4,681	0.031968
5001 - 10000	31	7.616708	217,194	21,719	0.148325
10001 & above	293	71.990172	146,051,473	14,605,147	99.742489
<b>Total</b>	<b>407</b>	<b>100.00</b>	<b>146,428,549</b>	<b>14,642,854</b>	<b>100.00</b>



### 13. COMPLIANCE WITH THE PROVISIONS OF THE CORPORATE GOVERNANCE CODE

Principle	Non-Compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified, and expert board.			√	
Principle 2: The directors and executive management shall have full loyalty to the company.			√	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			√	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors			√	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.			√	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles, and responsibilities.			√	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			√	
Principle 8: The Company shall disclose its corporate governance.			√	
Principle 9: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			√	
Principle 10: The Company shall seek through social responsibility to exercise its role as a good citizen.			√	
Principle 11: Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a. *				<b>Not Applicable</b>

  
**Abdullah Buhindi**  
 Chairman

