



# CORPOATE GOVERNANCE REPORT

2023  
NASEEJ B.S.C. (C)

**NASEEJ B.S.C. (C) COMMERCIAL REGISTRATION NO. 72492**

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2023**

**1- DESCRIPTION OF THE ACTIONS TAKEN TO COMPLETE THE CORPORATE GOVERNANCE CODE DURING THE YEAR 2023 AND HOW THEY WERE APPLIED.**

Naseej (the "Company") is committed to uphold the highest standards of corporate governance practices in compliance with all relevant local governing laws and regulations, and in line with international best practices. The Company believes that the sound implementation of corporate governance enhances shareholder value, and provides adequate guidelines to the Board of Directors, its Committees and Executive Management to perform their duties in a manner that best serves the Company and its shareholders.

The Company has developed a Corporate Governance Framework that is reviewed on an annual basis to ensure the highest level of ethical conduct, transparent disclosure, and operational effectiveness, while protecting the rights and interests of all stakeholders. The Framework has been developed in accordance with the 11 Principles of the revised Corporate Governance Code of 2022 issued by the Ministry of Industry and Commerce, Kingdom of Bahrain.

**2- DESCRIPTION OF THE TRANSACTIONS OF THE DIRECTORS, THEIR SPOUSES, AND SONS ON THE COMPANY'S SHARES DURING THE YEAR 2023.**

There were no transactions related to the directors, their spouses, and sons on the Company's shares during the year 2023.

### 3- COMPOSITION OF THE BOARD:

#### a. Description of the current Board composition according to the following table:

##### 1. Shaikh Hamed Mohamed Al-Khalifa

<b>Name</b>	Shaikh Hamed Mohamed Al-Khalifa
<b>Type (executive, non-executive or independent)</b>	Chairman of the Board of Directors, Independent & Non-Executive
<b>Experience</b>	Bahrain's former chief urban planner offering comprehensive background in community-based planning, project management and policy and program development. Formerly the General Director of Urban Planning in the Kingdom of Bahrain (for 9 years), was also an Investment Manager at Mumtalakat overlooking the real estate portfolio, and formerly served at the Board of Durrat Al-Bahrain and Southern Tourism Company.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ BS in Systems Analysis Engineering with a minor in Economics from the George Washington University, USA.</li> <li>▪ Master's in engineering management with a concentration in economics, finance, and cost engineering from the George Washington University, USA.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2018
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Chairman in Sharaka B.S.C, Insaf W.L.L. and Hope Ventures</li> <li>▪ Deputy Chairman in BQA</li> <li>▪ Board Member in ASRY</li> <li>▪ Formerly: General Director of Urban Planning at Ministry of Urban Planning &amp; Municipalities, Investment Manager - Real Estate at Mumtalakat and Project Manager at Economic Development Board.</li> <li>▪ Former Boards in Durrat Al-Bahrain and Southern Tourism Company, Bahrain National Space Science Agency and Telecommunications Regulatory Authority</li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

##### 2. Ahmed Abdulrahim Bucheery

<b>Name</b>	Ahmed Abdulrahim Bucheery
<b>Type (executive, non-executive or independent)</b>	Vice Chairman, Non-Independent, Non-Executive Member of Audit & Risk Committee
<b>Experience</b>	Over 45 years of experience in Managerial roles, in Banking, covering Strategic roles such as Group Head for Support (COO), Deputy CEO and CEO.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ MBA from The University of Glamorgan, UK.</li> <li>▪ Executive Management Diploma from The University of Bahrain.</li> <li>▪ Diploma Banking Advance from BIBF.</li> <li>▪ The Executive Program, Michigan Business School.</li> <li>▪ Fellow member of the Institute of Financial Accountants, London</li> <li>▪ Fellow Member of the Institute of Public Accountants, Australia.</li> </ul>

<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2021
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Vice Chairman, Faysal Bank Limited, Pakistan</li> <li>▪ Previously till 2022: <ul style="list-style-type: none"> <li>○ CEO - Ithmaar Bank.</li> <li>○ CEO - Ithmaar Group.</li> <li>○ Vice Chairman, Solidarity Group Holding.</li> <li>○ Vice Chairman, Benefit</li> <li>○ Vice Chairman, Bahrain Association of Banks.</li> <li>○ Vice Chairman, Waqf Fund for Islamic Banks.</li> <li>○ Board Member, Ithmaar Development Company</li> </ul> </li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ General Manager Retail Banking – Ithmaar Bank.</li> <li>○ Deputy CEO –Shamil Bank, and simultaneously COO- Ithmaar Bank</li> <li>○ Assistant General Manager – National Bank of Bahrain.</li> <li>○ Chief Internal Auditor - National Bank of Bahrain.</li> <li>○ FX &amp; Money Market Manager - National Bank of Bahrain.</li> <li>○ Head of Financial Control – Chase Manhattan Bank.</li> <li>○ Head of Treasury and Banking – ALBA.</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

### 3. Abdulelah Alqasimi

<b>Name</b>	Abdulelah Alqasimi
<b>Type (executive, non-executive or independent)</b>	Non-Independent, Non-Executive Director Chairman of Audit & Risk Committee
<b>Experience</b>	Over 40 years of experience in Engineering, Finance, Economics, Training and labour & trade union issues.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ MSc in Health Facility Planning from University of North London, UK.</li> <li>▪ BSc in Civil Engineering from Queen Mary College, University of London, UK</li> <li>▪ Diploma in Health Care Management from Royal College of Surgeons in Ireland, Bahrain.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2014
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Board Member in Faysal Bank Limited (Pakistan)</li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Chairman, Saudi Solidarity Takaful Co</li> <li>○ CEO, Labour Fund (Tamkeen)</li> <li>○ Deputy CEO, Labour Fund Project at Bahrain Economic Development Board</li> <li>○ Undersecretary for Training, Ministry of Labour</li> <li>○ Director of Engineering, Ministry of Health</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

#### 4. Ahmed AbdulQader Saleh Taqi

<b>Name</b>	Ahmed AbdulQader Saleh Taqi
<b>Type (executive, non-executive or independent)</b>	Non-Independent, Non-Executive Director Member of the Executive Committee
<b>Experience</b>	Over 22 years of experience in leadership and executive management positions at local and international banking firms in the field of Retail & Wholesale Banking.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ Master of Business Administration (MBA), University of Glamorgan, UK – Currently known as the University of South Wales.</li> <li>▪ Master of Applied Business Research, Swiss Business School, Switzerland.</li> <li>▪ Completed several executive development programs from reputable universities and business schools such as: Harvard Business School – USA, Darden School of Business – USA, Cass Business School – UK, London Business School – UK, Cambridge Judge Business School – UK, and Insead Business School – FRA.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2020
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ General Manager, Retail Banking Division, BBK.</li> <li>▪ Board Member <ul style="list-style-type: none"> <li>○ CrediMax – Executive Director.</li> <li>○ Sharaka for Housing Projects – Non-Independent/Non-Executive Director.</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

#### 5. Dr. Khalid Abdulla Taqi

<b>Name</b>	Dr. Khalid Abdulla Taqi
<b>Type (executive, non-executive or independent)</b>	Non-Independent, Non-Executive Director Chairman of Remuneration, Nomination & Governance Committee
<b>Experience</b>	Over 42 years of banking and finance experience and infrastructural development in Bahrain. Currently the General Manager at Eskan Bank.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ Master of Science Degree in Economic Development from the University of East Anglia, UK;</li> <li>▪ Doctorate of Philosophy in Economics from Exeter University, UK.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2013
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ General Manager, Eskan Bank.</li> <li>▪ Founding Member of Bahrain Economic Society</li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ CEO, Inovent BSC</li> <li>○ CEO, Reef Real Estate Finance Co</li> <li>○ AGM positions at BBK</li> <li>○ Assistant Professor and Chairman of Department of Economics &amp; Finance, University of Bahrain</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

## 6. Maysan Al Maskati

<b>Name</b>	Maysan Al Maskati
<b>Type (executive, non-executive or independent)</b>	Non-Independent, Non-Executive Director Member of Executive Committee
<b>Experience</b>	Over 20 years' experience in Private Equity, Real Estate Investments, Infrastructure investments, Fixed Income and Asset Management.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ BSc in Industrial and Manufacturing Systems Engineering - Kansas State University, USA</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2021
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Head of Business Banking Group – Ithmaar Bank.</li> <li>▪ Board Member: <ul style="list-style-type: none"> <li>○ Family Microfinance House B.S.C. (C)</li> <li>○ Dilmunia Development Fund 1 L.P.</li> <li>○ City View Real Estate Development B.S.C. (C)</li> <li>○ Sayacorp B.S.C. (C)</li> </ul> </li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Founder and Managing Director - MASEcap Advisors.</li> <li>○ Chief Investment Officer – DUX Capital Limited.</li> <li>○ Investment Manager – ASMA Capital Partners B.S.C.</li> <li>○ Head, Asset Management – Ithmaar Bank.</li> <li>○ Vice President, Infrastructure – Gulf One Investment Bank.</li> <li>○ Private Equity Director – Masar Advisory.</li> <li>○ Emerging Markets Partnership E.C.</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

## 7. Mohammed Khalil Alsayed

<b>Name</b>	Mohammed Khalil Alsayed
<b>Type (executive, non-executive or independent)</b>	Managing Director – up to 15 April 2023 Non-Independent, Executive Director Member of Remuneration, Nomination & Governance Committee Member of Executive Committee
<b>Experience</b>	Over 38 years of experience in Engineering, Project Management and Real Estate Development. Currently the Chief Executive Officer of Ithmaar Development Company
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ MSc in Structural Engineering from the Southern Methodist University, Texas, USA.</li> <li>▪ BSc in Civil Engineering from the University of Arkansas, USA; and an Advanced Diploma in Project Management from RMIT University, Australia.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2009
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Vice Chairman &amp; CEO of Ithmaar Development Company</li> <li>▪ Chairman: <ul style="list-style-type: none"> <li>○ Dilmunia Health Island Company</li> <li>○ Olive VFM Holding Company</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>○ Chase Manara WLL</li> <li>○ IDC Properties BSC</li> <li>▪ Board Member: <ul style="list-style-type: none"> <li>○ Sharaka for Housing Projects BSC</li> <li>○ Naseej Projects Co. S.P.C</li> <li>○ Naseej Rabat WLL</li> </ul> </li> <li>▪ Managing Director: <ul style="list-style-type: none"> <li>○ HI One SPC</li> <li>○ HI Four SPC</li> </ul> </li> <li>▪ Member: <ul style="list-style-type: none"> <li>○ Arabian Gulf Chapter of Project Management Institute, USA</li> <li>○ Bahrain Society of Engineers</li> <li>○ American Society of Civil Engineers</li> <li>○ Society of American Value Engineers</li> <li>○ American Management Association</li> </ul> </li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Undersecretary, Ministry of Works &amp; Housing</li> <li>○ Chairman of the Council for Regulating the Practice of Engineering Profession</li> <li>○ President of the Bahrain Society of Engineers (for two consecutive terms)</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

## 8. Sattam Al Gosaibi

<b>Name</b>	Sattam Al Gosaibi
<b>Type (executive, non-executive or independent)</b>	Non-Independent, Non-Executive Director Chairman of Executive Committee
<b>Experience</b>	Over 25 years of experience in Corporate Banking, Islamic Banking, Finance, Credit Control, Human Resources and Marketing.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ MBA - DePaul University.</li> <li>▪ BSc in Accounting – King Fahad University of Petroleum &amp; Minerals, Saudi Arabia.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2021
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ CEO – Khaleeji Commercial Bank.</li> <li>▪ Board Member: <ul style="list-style-type: none"> <li>○ Gulf Real Estate SSC.</li> <li>○ Capital Real Estate.</li> <li>○ LOCATA Corporation PTY Limited.</li> <li>○ Gulf Holding Company KSC</li> <li>○ Seef Properties, Chairman of Executive Committee.</li> <li>○ LAMA Real Estate WLL.</li> <li>○ Binaa Al Bahrain BSC.</li> <li>○ Bahrain International Golf Course Company, Vice Chairman</li> <li>○ Al Areen Hotels WLL</li> <li>○ BRC Weldmesh (GULF) WLL</li> <li>○ Bahrain Association of Banks</li> <li>○ INJAZ Bahrain.</li> <li>○ Chairman of Board of Trustee – University Technology of Bahrain (UTB)</li> <li>○ Vice Chairman of Board of Trustees: Ibn Khuldoon National School.</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Board member in Arabian Taxi Company BSC.</li> <li>○ Board member in Diyar Al Muharraq</li> <li>○ Board member in Miracle Graphics</li> <li>○ Group Chief Executive Officer – Bahrain Development Bank.</li> <li>○ Executive Manager, Head of Corporate Banking – Kuwait Finance House Bahrain.</li> <li>○ Executive Manager, Head of Human Resources – Kuwait Finance House Bahrain.</li> <li>○ Credit Department Head – Al Baraka Islamic Bank.</li> <li>○ Marketing Section Head – Al Baraka Islamic Bank.</li> <li>○ Account Manager – Saudi British Bank.</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

### 9. Talal Al Mahroos

<b>Name</b>	Talal Al Mahroos
<b>Type (executive, non-executive or independent)</b>	Non-Independent., Non-Executive Director Member of Remuneration, Nomination and Governance Committee Member of Audit & Risk Committee
<b>Experience</b>	Over 18 years of experience in Portfolio Management, Real Estate Investment, Infrastructure Investment and Corporate International Banking.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ BSc in Banking and Finance – University of Bahrain.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2021
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ Chief Operating Officer – GFH Partners Ltd</li> <li>▪ Board Member: <ul style="list-style-type: none"> <li>○ Balexo.</li> <li>○ Ask Real Estate</li> <li>○ Marsa Real Estate</li> </ul> </li> <li>▪ IKNS – Board of Trustees.</li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Acting CEO - Infracorp</li> <li>○ Assistant General Manager – Khaleeji Commercial Bank.</li> <li>○ Acting Head of Corporate and International banking – Khaleeji Commercial Bank.</li> </ul> </li> <li>▪ Board representation in GFH/KHCB Associates and Subsidiaries</li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

### 10. Yousif Al Thawadi

<b>Name</b>	Yousif Al Thawadi
<b>Type (executive, non-executive or independent)</b>	Non-Independent., Non-Executive Director Member of Executive Committee
<b>Experience</b>	Over 27 years of experience in Real Estate Investment and Development Master Planning and Urban Design, Project Management, Infrastructure and Technical



	Management, Sales and Marketing, Project Financing, Budgeting and Financial, Asset and Property Management.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>▪ MSc. Advanced Officer Staff Course – Augusta, Georgia.</li> <li>▪ BSc in Mechanical Engineering - University of Texas, USA.</li> </ul>
<b>The period of his term as a director of the Company starting from the date of his first election or appointment</b>	Since 2021
<b>Directorships and positions in other companies</b>	<ul style="list-style-type: none"> <li>▪ CEO – Amlak SIO Development.</li> <li>▪ Chairman: <ul style="list-style-type: none"> <li>○ AHQ Holding Company W.L.L</li> <li>○ AHQ Cayman Holding Company Limited.</li> </ul> </li> <li>▪ Board Member: <ul style="list-style-type: none"> <li>○ Bahrain Marina Company Board Member / Managing Director</li> </ul> </li> <li>▪ Formerly: <ul style="list-style-type: none"> <li>○ Deputy CEO – Diyar Al Muharraq.</li> <li>○ Chief Operating Officer – Diyar Al Muharraq.</li> <li>○ Director of Telecommunication and Special Projects – Royal Court.</li> <li>○ Head of Telecommunication – Crown Prince Court.</li> <li>○ Project management BDF- Military of works Directorate.</li> </ul> </li> </ul>
<b>Positions in any other key regulatory, government or commercial entities.</b>	None

**b. Description of the following:**

**1. Total Remunerations paid to the directors for the (last) year 2023.**

For the year 2023, no Board remuneration was paid to the Directors'.

**2. The proposed total remunerations to be paid to the directors for the year 2023, which will be presented at the annual general meeting for approval.**

For the year 2023, no Board remuneration will be proposed.

**3. Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year 2023 according to the following table:**

#	Name	Sitting fees paid for attendance of the Board's committees		
		Name of committee	Sitting fees amount	No. of meetings
1	Hamed Mohamed Al-Khalifa	Board of Directors	BD 14,250	7
2	Ahmed Abdulrahim	Board of Directors	BD 9,750	7
		Audit & Risk Committee	BD 3,375	5
3	Abdulelah Alqasimi	Board of Directors	BD 9750	7
		Audit & Risk Committee	BD 3,625	5

4	Ahmed Abdulqader Taqi	Board of Directors	BD 9750	7
		Executive Committee	BD 4,500	6
5	Dr. Khalid Abdulla	Board of Directors	BD 9,750	7
		Remuneration, Nomination & Governance Committee	BD 2,750	4
6	Maysan AlMaskati	Board of Directors	BD 9750	7
		Executive Committee	BD 4,500	6
7	Mohammed Khalil Alsayed	Board of Directors	BD 9750	7
		Remuneration, Nomination & Governance Committee	BD 2,250	4
		Executive Committee	BD 4,500	6
8	Sattam AlGosaibi	Board of Directors	BD 9,000	6
		Executive Committee	BD 5,000	6
9	Talal AlMahroos	Board of Directors	BD 9,000	6
		Remuneration, Nomination & Governance Committee	BD 2,250	4
		Audit & Risk Committee	BD 3,375	5
10	Yousif AlThawadi	Board of Directors	BD 9750	7
		Executive Committee	BD 3,750	5

**c. Number and dates of the Board's meetings held during the financial year 2023, in addition to the number of times directors attended in person or by visual communication and a description of the directors present by proxy.**

Meeting No.	Board Meeting Date	No. of Directors Attending in person	No. of Directors Attending by phone/Virtual	No. of Directors present by proxy
1	27 February 2023	10	0	None
2	2 April 2023	8	2	None
3	22 June 2023	9	1	None
4	5 September 2023	10	0	None
5	19 September 2023	10	0	None
6	11 December 2023	6	4	None
7	28 December 2023	5	3	None

**d. Description of the Board’s duties and competences carried out on its behalf by the Executive Management by delegation of authority, specifying the duration and validity of the delegation.**

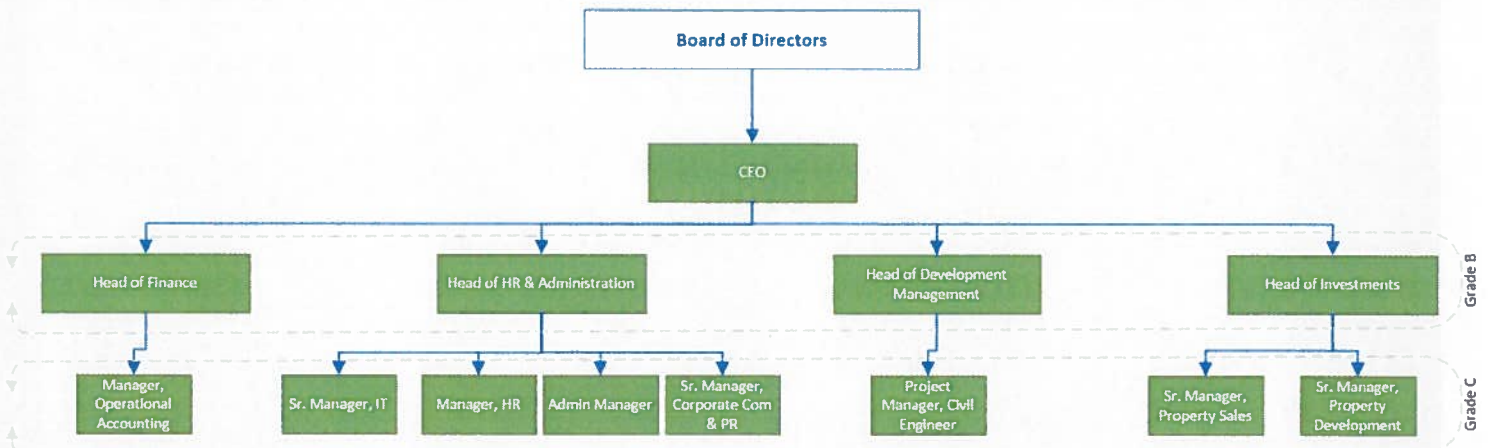
The Board carries its duties and competences as per the Board charter and no duties of the Board have been carried out on its behalf by the Executive Management by delegation of authority.

**e. Details of transactions with related parties (stakeholders), indicating the nature of relationship and type of transaction.**

Name	Relationship	Amount	Type of Transaction
BBK	Shareholder	3,680,000	Placements with a financial institution
Ithmaar Bank	Shareholder	5,200,000	Placements with a financial institution
KHCB	Shareholder	2,370,000	Placements with a financial institution
Nadeen School	Shareholder related	2,500	12.5% share Capital in Nadeen
Dilmunia EduProp	Shareholder related	3,691,088	Shareholder Loan
Dilmunia EduProp	Management fees	75,035	1% management fees
Dilmunia EduProp	Interest on Shareholder loan	100,060	Shareholder loan interest
Ithmaar Development Company	Shareholder	489,003	Development management – Sharaka Project
Olive VFM Company	Shareholder related	241,169	Facility Management for CanalView

**f. The Company’s organizational structure, including the first and second grades at a minimum and including the Company’s general manager and/or chief executive officer, deputy general manager and managers.**

## Naseej Organisation Structure



- g. Total remunerations paid to the key executive officers (the top six employees), including salaries, benefits, allowances, increases, stock options, end-of-service benefits, pensions, etc.**

Total remunerations paid to the key executive officers was BD 594,194.925 in 2023.

#### 4- EXTERNAL AUDITORS:

- a. Providing shareholders with the auditor's profile and overview of its professional performance.**

Deloitte & Touche (M.E.), Bahrain are external auditors of the Company. Deloitte in Bahrain was established in 1955 and is part of Deloitte & Touche (M.E.). Deloitte & Touche (M.E.) is a member firm of Deloitte Touche Tohmatsu Limited (DTTL). Through the years the variety of high quality of services delivered by Deloitte Bahrain has been instrumental in the setting up of a wide range of small, medium and large businesses (including some banks and insurance companies) on the island.

- b. Fees and charges for the audit or services provided by the external auditor during the year 2023, in addition to a description of the auditor's years of service as the Company's external auditor. According to the following table:

Name of the audit firm	Deloitte & Touche (M.E.), Bahrain
Years of service as the Company's external auditor	7 years
Name of the partner in charge of the Company's audit	Mr. Irshad Mahmood
The partner's years of service as the partner in charge of the Company's audit	7 years
Total audit fees for the financial statements for the year 2023 (BD)	13,500
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2023 (BD) if any. In the absence of such fees, this shall be expressly stated	15,000

#### 5- AUDIT COMMITTEE:

- a. Names, competences and duties of the audit committee's members.

#	Name	Position
1	Abdullah Alqasimi	Chairman
2	Ahmed Abdulrahim	Member
3	Talal Almahroos	Member

The Company's Board of Directors formed an Audit & Risk committee of three members. The Committee members have relevant financial ability and experience, which include:

- The ability to read and understand corporate financial statements including a company's balance sheet, income statement and cashflow statement and changes in shareholders' equity.
  - An understanding of the accounting principles which are applicable to the company's financial statements, experience in evaluating financial statements that have a level of accounting complexity comparable to that which can be expected in the company's business.
  - Understanding of internal controls and procedures for financial reporting, and an understanding of the audit committee's functions and importance.
  - The Audit & Risk Committee Meets at least 4 time a year. The Committee has a formal written charter.
- b. Number and dates of meetings held by the audit committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.

Meeting No.	Meeting Date	No. of Directors Attending in person	No. of Directors Attending by phone	No. of Directors present by proxy
1	21 <sup>st</sup> March 2023	3	-	None
2	13 <sup>th</sup> June 2023	3	-	None
3	7 <sup>th</sup> August 2023	3	-	None
4	10 <sup>th</sup> September 2023	3	-	None
5	4 <sup>th</sup> Dec 2023	3	-	None

## 6- REMUNERATION NOMINATION AND GOVERNANCE COMMITTEE (RNGC):

### a. Names, competences and duties of the audit committee's members.

#	Name	Position
1	Dr. Khalid Abdulla	Chairman
2	Mohammed Khalil Alsayed	Member
3	Talal Almahroos	Member

The Company's Board of Directors formed the remuneration nomination and governance committee of three members. The Committee members have relevant understanding and experience in ensuring fair, transparent, and responsible remuneration and nomination practices and align with the Company's performance, promoting transparency, and balancing stakeholder interests contributing to effective corporate governance. Committee members responsibility include:

- Awareness and understanding of the Laws of Bahrain and any approved Company policies relative to the business, legislative, regulatory, legal or other matters.
- Review and recommend to the Board of Directors any salary increments and bonus awards for all levels of the staff, promotions or any other unusual or special increments throughout the year for any member of staff.
- Apply diligence and attentiveness in adopting governance best practices and responding to the requirements of the Company's business.
- Review and recommend changes to the Board size, structure, composition, duties or meeting frequency.
- Remain flexible to Company's governance principles, policies, standards and practices to assist the Board and the Management to effectively and efficiently promote the best interests of the Company and its stakeholders.

### b. Number and dates of meetings held by the RNGC committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.

Meeting No.	Meeting Date	No. of Directors Attending in person	No. of Directors Attending by phone	No. of Directors present by proxy
1	4 January 2023	0	3	None
2	2 March 2023	1	2	None
3	22 March 2023	3	0	None
4	29 November 2023	2	1	None

## 7- EXECUTIVE COMMITTEE (EXCOM):

### a. Names, competences and duties of the executive committee's members.

#	Name	
1	Sattam Algosaihi	Chairman
2	Mohamed Alsayed	Member
3	Ahmed Taqi	Member
4	Maysan Almaskati	Member
5	Yusuf Althawadi	Member

The Company's Board of Directors formed the Executive committee of five members. The Committee members have a comprehensive understanding in conducting business matters of the Company include investments, operations, sales and marketing and corporate social responsibility:

- Consider, review, advise on investment transactions proposed by the management.
- Approve and instruct Management to proceed with investments which are compliant with the BOD's approved business plan and investment strategy.
- Conduct On-going investment monitoring and performance evaluation on the Company's portfolio.
- Develop an annual plan for CSR activities detailing the specific identified causes that it will support during the year to be approved by the BOD.

### b. Number and dates of meetings held by the executive committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.

Meeting No.	Meeting Date	No. of Directors Attending in person	No. of Directors Attending by phone	No. of Directors present by proxy
1	8 February 2023	5	0	None
2	20 March 2023	4	1	None
3	29 May 2023	5	0	None
4	10 September 2023	5	0	None
5	30 October 2023	5	0	None
6	3 December 2023	3	2	None

8- CORPORATE GOVERNANCE OFFICER'S NAME, QUALIFICATIONS, DATE OF APPOINTMENT, AND CONTACT DETAILS:

<b>Name:</b>	Amer Janahi
<b>Qualifications:</b>	Amer Janahi has over 22 years of experience in human resources management (HRM) in the Kingdom of Bahrain. Prior to joining Naseej, he held various HRM positions with Ithmaar Bank, Bahrain National Gas Company (Banagas), and the Court of the Crown Prince of the Kingdom of Bahrain. His experience covers all aspects of human resources, with a particular focus on recruitment methodologies, compensation schemes, employee relations, training and development, competency-based career progression, employment law and regulations, performance management, and payroll administration. Amer holds a Master of Science degree in Human Resource Management from DePaul University, Chicago, USA, and a Bachelor of Arts degree in Business Information Management from Portobello College, Dublin, Republic of Ireland. An Associate Member of the UK Chartered Institute of Personnel & Development (CIPD), Amer is certified in both Personnel Practice (CPP) and Training Practice (CTP).
<b>Date of Appointment:</b>	10/7/2023
<b>Contact Details:</b>	Office No.16557955 Mobile No. 39977611 Email: amer.janahi@naseej.bh

9- DETAILS OF ANY IRREGULARITIES COMMITTED DURING THE FINANCIAL YEAR, THEIR CAUSES (IF ANY), AND THE PLAN TO ADDRESS THEM IN ORDER TO AVOID FUTURE RECURRENCE.

None

10- DESCRIPTION OF THE CASH AND IN-KIND CONTRIBUTIONS MADE BY THE COMPANY DURING THE YEAR 2023 FOR THE PURPOSE OF COMMUNITY DEVELOPMENT AND ENVIRONMENT PRESERVATION (IN THE ABSENCE OF



CONTRIBUTIONS, IT SHOULD BE STATED THAT THE COMPANY DID NOT MAKE ANY CONTRIBUTIONS), INDICATING THE RECIPIENTS OF THESE CONTRIBUTIONS.

During 2023, Naseej continued to contribute to the sustainable economic prosperity and social well-being of the Kingdom of Bahrain through its corporate social responsibility (CSR) program. In 2023, the company broadened its CSR scope to include an ESG-led approach to capture Environmental, Social and Governance activities which allowed the company to strengthen its corporate social responsibility and provide further support within the market it operates in.

In 2023, Naseej extended support to several beneficiaries including The Ministry of Culture's Shaikh Ebrahim Centre for Culture a& Research, as well as to the Royal Humanitarian Foundation, The Bahrain Breast Cancer Foundation (Think Pink), The Bahrain Businesswoman Society, The Bahrain British Chamber of Commerce, The Bahrain Smart Cities, The University of Bahrain and other reputable universities in Bahrain.

In 2023, Naseej enhanced its Bahrainization rate to 90%, an increase of 11% in three years. Moving into 2024, the Company is planning to record a Bahrainization rate of 100% by the end of 2024.

With respect to Naseej's Student University Internship Program, Naseej continued its cooperation with the local universities to conduct regular internship programs for Bahraini students who would join the organization for real-life work experience in several areas of the business. In 2023, the internship program was enhanced, whereby Naseej raised that bar for applications by making it more challenging for submission. A list of requirements was asked of by the students to complete as well as face-to-face interviews to support the selection process. The 2-month program was enhanced to ensure that all students would make the maximum benefit from the real-life training and development in the workforce.

On a trade show and exhibition level, Naseej made key sponsorship deals to support national events which contributed to the economic growth and prosperity. Namely, Naseej sponsored the 6th edition of the Bahrain Smart Cities Summit in May 2023, as well as sponsorship of Bahrain's first edition of Cityscape Exhibition in November 2023. Naseej showcased its latest smart homes project Nasayim Arad; a project on national importance that offers smart homes to the affordable housing sector in Bahrain to Bahraini citizens.

During the year, Naseej progressed well making positive collaboration with the UN Global Compact; the largest CSR initiative in the world that is led by the United Nations. Naseej was the first real estate company and the eighth company to join the Bahrain list of participants. Also in the same year, Naseej signed a key MoU with the UN Habitat Bahrain whereby it initiated a number of programs that related to developing sustainable and smart cities in Bahrain. Naseej's partnership with the UN Habitat of Bahrain has resulted in mutual collaboration and cooperation between both parties. A

key differentiator among the two affiliations can be noted as Naseej benefits on a corporate and framework level from the Global Compact association, meanwhile the partnership with the UN Habitat of Bahrain serves Naseej well on a projects level.

With regards to Naseej's international cooperations, Naseej also joined the SMEs Smart Hub, which is worldwide initiative known as "The Race to Resilience" which looks into the impact of projects on the environment and how companies like Naseej can improve their carbon footprint as well as adopting certain approaches to its development and infrastructure projects, making them more sustainable and environmentally friendly. The recent affiliation of Naseej to the SMEs Smart Hub was showcased during Naseej's recent participation at COP28, in the United Arab Emirates in December 2023. Naseej was invited by Team Bahrain, Bahrain's Supreme Council for Environmental Affairs, to showcase its latest case study "Smart & Sustainable" Nasayim Arad villa project within the affordable housing sector to an international audience at COP28 (the world largest environmental and suitability summit).

Naseej's newly appointed Chief Executive Officer made a number of high-profile appearances in 2023 showcasing Naseej's efforts in developing sustainable, smart and future-led communities in both local and regional events. By way of invitation, Mr. Al Arrayed made his insightful participations at Cityscape Global (Riyadh, KSA), Bahrain Smart Cities, Bahrain Cityscape, Bahrain-British Business Forum, and COP28 in the UAE. Moreover, Naseej received award recognition in 2023 by UAE-based Construction Week, for its successful completion of Bahrain's first PPP project with the Government of Bahrain; namely the Ministry of Housing in providing over 2,600 homes to the social & affordable sectors and ultimately providing homes to Bahraini citizens.

Of equal relevancy, Naseej continued to celebrate important events and occasions on the yearly calendar. Naseej has a dedicated Social Committee (Naseej staff that volunteer to carry out the work) who plan and organize events for the staff. These events include the celebration of Labour Day, Eid lunches, International Women's Day, Mother's & Father's Day, Bahrain Sports Day, National Day, World Health Day, Bahraini Woman's Day, Ramadhan Iftar, as well as end-of month gatherings. Naseej takes pride in these events and takes every opportunity to ensure that every employee in part of the team, that is valued, and appreciated. The Company also awards its long-standing employees for their loyal and dedicated service, as well as nominated the star performing employee of the year on an annual basis.

Moving forward, Naseej endeavours to broaden its CSR and ESG activities adopting a more integrated approach to an ESG-led framework. A framework that will have a greater scope in relation to initiatives that fall under the areas of Environmental, Social, and Corporate Governance responsibilities and compliance.

- a. Statement of shareholders' equity as of 31/12/2023 (individuals, corporate, government or organizations) to be classified as follows: Local, Gulf, Arab, and foreign.

#	Shareholder classification	Shareholding %			
		Individuals	Corporate	Government or Organizations	Total
	<b>Local</b>	4.69%	62.39%	13.94%	81.02%
	<b>Arab</b>	2.14%	4.17%	-	6.31%
	<b>Foreign</b>	-	12.67%	-	12.67%
	<b>Total</b>	<b>6.83%</b>	<b>79.23%</b>	<b>13.94%</b>	<b>100%</b>

b. Description of the shareholders who hold 5% or more of the Company's share capital, indicating the name of the natural person who holds the shares, the final beneficiary, as at 31/12/2023 as follows:

#	Name	Number of shares held	Shareholding %	Name of the natural person, the final beneficiary
<b>1</b>	Ithmaar Holding B.S.C.	161,579,576	18.70%	
<b>2</b>	BBK B.S.C.	130,909,096	15.15%	
<b>3</b>	Ithmaar Development Company Ltd	103,605,024	11.99%	Ithmaar Holding B.S.C.
<b>4</b>	Social Insurance Organization	94,254,552	10.91%	
<b>6</b>	Khaleeji Commercial Bank B.S.C.	110,602,992	12.80%	
<b>7</b>	Alfateh Investment	52,363,640	6.06%	
<b>8</b>	Ibdar Capital	51,598,061	5.97%	

c. Description of how shareholders are distributed according to their respective shareholding as at 31/12/2023 as follows:

#	Shareholding (share)	No of shareholders	Number of shares held	Shareholding %
<b>1</b>	<50,000	0	0	0
<b>2</b>	50,000 to 500,000	1	117,240	0.01%
<b>3</b>	500,000 to 5,000,000	7	11,522,203	1.33%
<b>4</b>	>5,000,000	19	852,360,565	98.66%

- d. Description of the significant events that occurred during the year 2023.
- Changes in the shareholding of Naseej which has been disclosed in our EGMs for the year 2023.
  - All administrative work to update has been done accordingly with share registrar and updated on the government database [www.sijilat.bh](http://www.sijilat.bh).

**11- COMPLIANCE WITH THE PROVISIONS OF THE CORPORATE GOVERNANCE CODE, AS FOLLOWS:**

	<b>Principle</b>	<b>Not Compliant</b>	<b>Partially Compliant</b>	<b>Fully Compliant</b>	<b>Explanation of non-compliance</b>
<b>1</b>	The Company shall be headed by an effective, qualified, and expert Board.			✓	
<b>2</b>	The Directors and Executive Management shall have full loyalty to the Company.			✓	
<b>3</b>	The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.	✓			ARC & RNGC do not have Independent Directors
<b>4</b>	The Company shall have effective procedures for appointment, training, and evaluation of the Directors.			✓	
<b>5</b>	The Company shall remunerate Directors and Senior Officers fairly and responsibly.			✓	
<b>6</b>	The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			✓	
<b>7</b>	The Company shall communicate with Shareholders, encourage their participation, and respect their rights.			✓	
<b>8</b>	The Company shall disclose its corporate governance.			✓	
<b>10</b>	The Board shall ensure the integrity of the financial statements submitted to Shareholders through appointment of External Auditors.			✓	
<b>11</b>	The Company shall seek through social responsibility to exercise its role as a good citizen.			✓	

9 *	Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a.				Not Applicable to Naseej
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12- ANY DISCLOSURES REQUIRED BY THE REGULATORY AUTHORITIES.  
There are no further disclosures.



**Chairman Signature**

**NASEEJ**   
C.R. 72492 P.O. Box: 1111  
Manama, Kingdom of Bahrain

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**Official Seal of the Company**

**Date: 22/05/2024**