

Reef Holding Company BSC (c)

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.

The Board and the Company's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Company has established a Code of Conduct which provides an ethical and legal framework for all employees in the conduct of its business. The Code of Conduct defines how the Company relates to its employees, shareholders and the community in which the Company operates. The Board of directors has adopted the code of Business Conduct and a company Whistle-blower policy to monitor compliance with company ethics.

2- Description of the transactions of the Directors, their spouses and sons on the Company's shares during the year 2023 according to the following table:

No Directors, their spouses, and sons trade in Company's shares during the year ended 31st December 2023.

3- Composition of the Board:

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

The following table summarizes the information about the profession and business title & composition of the current Board members.

#	Name of Board Member	Title	Type	Experience in years	Qualification
1	Mr. Naser Al Gharibah	Chairman	Non - Executive Independent	43	BBA
2	Mr. Saud Kanoo	Vice Chairman	Non - Executive Non-independent	38	MBA
3	Mr. Faisal Al Matrook	Director	Non - Executive Non-independent	48	MBA
4	Mr. Yaser Al Jar	Director	Non - Executive Non-independent	26	CIPA
5	Mr. Waleed Al Khaja	Director	Non - Executive Independent	38	BA



The following table summarizes the information about the current Board members title, year of first election/appointment & number of years in the Board:

#	Name of Board Member	Nationality	First Election / Appointment Date	Total No. of Experience Years with Reef	Directorship in Other Companies	Position
1	Mr. Naser Al Gharibah	Kuwaiti	2008	15	-	Businessman
2	Mr. Saud Kanoo	Bahraini	2009	14	YBA Kanoo	Board Member
3	Mr. Faisal Al Matrook	Bahraini	2005	18	FAM Corp	Chairman
4	Mr. Yaser Al Jar	7Bahraini	2016	7	INOVEST BSC	CEO
5	Mr. Waleed Al Khaja	Bahraini	2015	8	First Bahrain Real Estate Development Company K.S.C. (c)	Chairman

b) Remuneration:

1. Total remunerations paid to the Directors for the year 2022 was BD 12,490/-.
2. The Board of Directors has proposed the directors remuneration for the year amounting to BD 24,550, this is subject to approval for shareholders in the Annual General Meeting.
3. Description of the sitting fee paid to the Board amounted to BD 9,150 during the year as a basic fee. Below table shows individual Director's fee payment.

#	Name of Directors	BOARD / Committee	Sitting Fees Amount (BHD)
1	Mr. Naser Al Gharibah	BOARD / NRC / EXCOM/ACGC	2,400/-
2	Mr. Saud Kanoo	BOARD / NRC / EXCOM	1,500/-
3	Mr. Faisal Al Matrook	BOARD / NRC / EXCOM	2,850/-
4	Mr. Yaser Al Jar	BOARD / ACGC	800/-
5	Mr. Waleed Al Khaja	BOARD / ACGC	1,200/-
6	Mr. Abdul Hamid Mihrez*		400/-
Total Amount Paid – Sitting Fee			9,150/-

* Till 29 March 2023.

- 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:

Director Name	No of Meetings attended	Dates of Meetings	Attendance %
Mr. Naser Al Gharibah	4	29 March 2023	100%
Mr. Saud Kanoo	4		100%
Mr. Faisal Al Matrook	4	1 June 2023	100%
Mr. Yaser Al Jar	4	22 October 2023	100%
Mr. Waleed Al Khaja	4	10 December 2023	100%
Mr. Abdul Hamid Mihrez*	1		100%

* Till 29 March 2023.

- 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.

Board and Directors' Responsibilities: -

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

- Monitoring the overall business performance
- Monitoring management performance and succession plan for senior management
- Monitoring conflicts of interest and preventing abusive related party transactions
- Accurate preparation of the end of year financial statements
- Convening and preparing the Shareholders' meeting
- Recommend dividend payable to Shareholders and ensure its execution
- Adapt, implement and monitor compliance with the company's code of ethics
- Review the company's objectives and policies relating to social responsibilities
- Select, interview and appoint General Manager and other selected members of the executive management

In this respect, the Directors remain individually and collectively responsible for performing all Board of Directors tasks.

Election/re-election of Board takes place every three years at the meeting of the shareholders. Termination of a Board members mandate at the meeting usually occurs by dismissal of the shareholders or by the member's resignation from the Board of Directors.



Material transactions requiring Board approval:

The following material transactions require board review, evaluation, and approval:

- Company strategy
- Annual budget
- Major resource allocations and capital investments
- Management responsibilities and training, development, and succession plan for Senior Management.

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

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include the major shareholders, directors, key management personnel and their close family members and such other companies over which the Company or its major shareholders, directors, key management personnel and their close family members can exercise significant influence or can be significantly influenced by those parties. Transactions with the related parties are authorized by the Board of directors and are on arm's length basis.

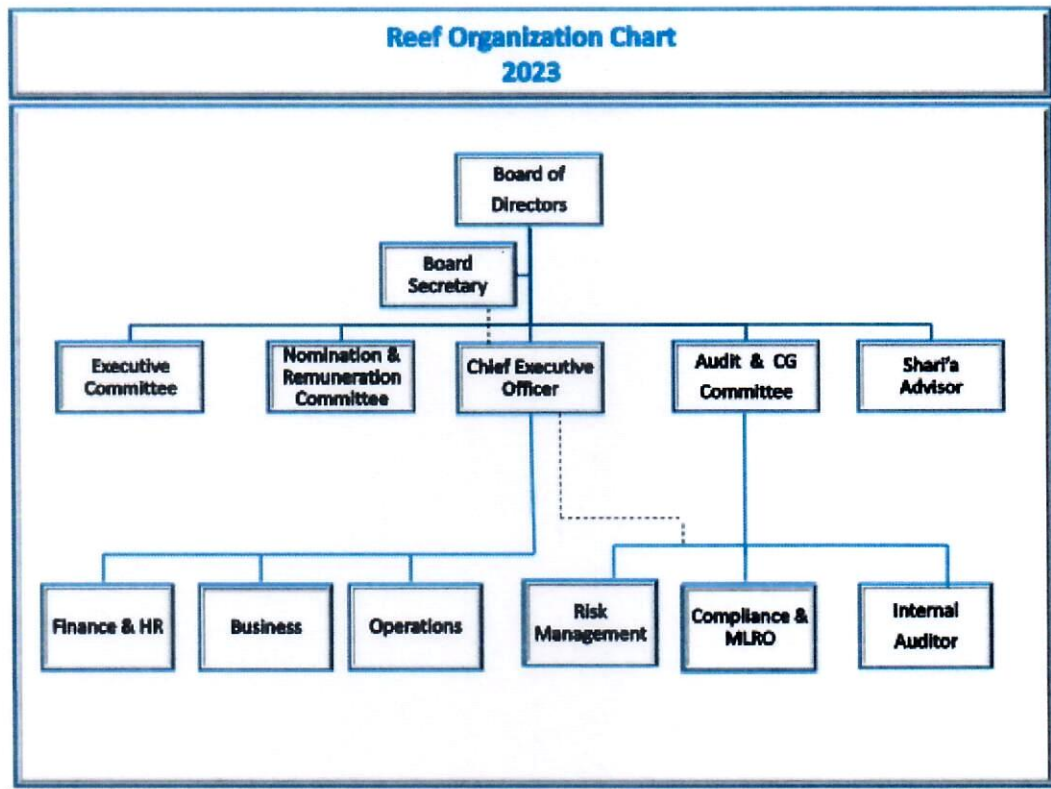
Related party Relationship	Transaction type	For the year ended Transaction amount	
		31 December 2023	31 December 2022
Directors	Directors remuneration **	12,490	36,000
Directors	Board member fees and allowances	9,150	9,500
Key management personnel *	Salaries and other short-term benefits	77,400	92,400
Directors	Premises leased	13,887	13,887

* Key management personnel are those staff members who have authority and responsibility for planning, directing and controlling the activities of the Company.

** Proposed Board remuneration for the year 2023 amounting to BD 24,550 is subject to the MOIC approval and AGM.



- 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.



- g) Total remunerations paid to the key Executive Officers (the top five employees), including salaries, benefits, allowances, increments, stock options, end-of-service benefits, pensions, etc.

Total remunerations paid to the key Executive Officers for the year ended 31st December 2023 amounted to BD 77,400 (2022: BD 92,400).

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4- External Auditors:

Name of the Audit Firm	BDO
Years of Service as the Company's external Auditor	Since 2005
Name of the partner in charge of the Company's audit	Mr. Samson Kattuvattil
The partner's years of service as the partner in charge of the Company's audit	Fourth year
Total Audit fees for the financial statements for the year 2023 (in BD)	The information will be kept at corporate office as confidential and will produce on request after approval of Board of Directors.
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2023.	

5- Audit & Corporate Governance Committee:

Audit & Corporate Governance Committee is in-charge of overseeing the internal and external audit, as well as compliance, anti-money laundering and Corporate Governance. The Committee must meet at least four times a year.

The primary aim of the Committee is to assist the Board of Directors in fulfilling its responsibilities to the shareholders and other stakeholders in relation to accounting reporting practices and the quality and integrity of the financial reports of the Company as well as ensuring that a sound system of internal controls has been maintained to mitigate financing risks.

Director's Name		Position	Dates of Meetings	Number of Meetings attended
Mr. Waleed Al Khaja	Non – Executive Independent	Chairman	29/09/2023	4
Mr. Naser Al Gharibah	Non – Executive Independent	Member	01/06/2023	3
Mr. Yaser Al Jar	Non – Executive Non – Independent	Member	22/10/2023	4
Mr. Abdul Hamid Mihrez*	Non – Executive Independent	Member	10/12/2023	1

* Till 29 March 2023.



6- Nomination & Remuneration Committee

The Nomination & Remuneration Committee is established to comply with the Corporate Governance requirements. It is responsible for identifying persons qualified to become members of the Board or Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and other officers of the Company considered appropriate by the Board, with the exception of the appointment of the internal auditor which shall be the responsibility of the Audit & Corporate Governance Committee. The Committee can make recommendations to the Board including recommendations of candidates for the Board membership to be included by the Board on the agenda for the next AGM meeting besides reviewing the Company's remuneration policies for the Board and senior management which should be approved by the shareholders in the AGM meetings and in compliance with Article 188 of Bahrain Commercial Companies Law. The Committee will make recommendations regarding remuneration policies and amounts for specific persons to the whole Board considering the total remuneration including salaries, fees, expenses and employee benefits as well as evaluate and remunerate Board members based on their attendance and performance. The Committee must meet at least two times a year.

Director's Name	Position	Dates of Meetings	Number of Meetings attended
Mr. Naser Al Gharibah	Non – Executive Independent	Chairman	2
Mr. Saud Kanoo	Non – Executive Non - Independent	Member	2
Mr. Faisal Al Matrook	Non – Executive Non - Independent	Member	1

7- Corporate Governance Committee

Please refer to number 5 above "Audit & Corporate Governance Committee".

8- Corporate governance officer's name, qualifications, date of appointment, and contact details.

Name	Mr. Hasan Dhaif
Qualification	CPA
Date of Appointment	3 rd April 2019
Contact Details	Tel.: 17558080 Fax: 17556333 email: hdhaif@reef.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.

There were no irregularities committed or reported during the financial year 2023.



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.

BD 5,000 was approved by the shareholders and was distributed by the Company during the year 2023.

No.	Society Name	إسم الجمعية	Amount (BD)
1	Saar Charity Fund	جمعية سار الخيرية	400
2	Hamad Town Charity Society	جمعية مدينة حمد الخيرية	350
3	Good Word Society	الكلية الطبية	400
4	Tuba Charity Society	جمعية طوبى الخيرية	400
5	Busaiteen Sports & Cultural Club	نادي البسيتين الرياضي والثقافي	400
6	Abu Saiba Charity Society	جمعية أبو صيبع الخيرية	400
7	Jidhafs Charity Society	جمعية جد حفص الخيرية	400
8	Al-Ehsan Welfare Society	جمعية الإحسان الخيرية	400
9	Manama Charity Society	جمعية المنامة الخيرية	400
10	Nuwaidrat Charity Society	جمعية النويدرات الخيرية	400
11	Arad Charity Society	جمعية عراد للعمل الخيري	400
12	Isa Town Social Charity Society	جمعية مدينة عيسى الخيرية الإجتماعية	400
13	Riffa Charity Society	جمعية الرفاع الخيرية	400
Total		المجموع	5,150

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

SHARE HOLDING %				
#	Shareholder Classification	Individuals	Corporate	Government or Organizations
1	Local	9.04%	69.20%	-
2	Arab	13.62%	8.15%	-
3	Foreign	-	-	-
4	Total	22.65%	77.35%	-
				100.00%



- 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 31st December 2023 as follows:

Name	Nationality	Number of Shares	Share %
Marsa Leisure Company (Holding) B.S.C (Closed)	Bahraini	25,392,196	46.17%
Ossis B.S.C.(c)	Bahraini	5,789,473	10.53%
Al Khaleej Development Company (Tameer) W.L.L	Bahraini	5,789,473	10.53%
H.E. Dr. Sheikh Sultan Bin Khalifa Al Nahyan	Emirati	3,184,211	5.79%
Al Dammam Development Company S.S.C (c)	Saudi	2,793,421	5.08%
Other shareholders	Multiple	12,051,226	21.91%
Total		55,000,000	100.00%

- c. Description of how shareholders are distributed according to their respective shareholding as at 31st December 2023 as follows:

#	Shareholding (Share)	No. of shareholders	Number of shares held	Shareholding %
1	< 50,000	47	12,131,347	22.1%
2	50,000 to 500,000	36	2,185,235	4.0%
3	500,000 to 5,000,000	9	3,712,276	6.7%
4	> 5,000,000	3	36,971,142	67.2%

- d. Description of the significant events that occurred during the year 2023:

NIL.



11- Compliance with the provisions of the Corporate Governance Code, as follows:

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.		Partially Compliant		Explained Below
Principle 2: The directors and executive management shall have full loyalty to the company.			Compliant	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.		Partially Compliant		
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors		Partially Compliant		Explained Below
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.		Partially Compliant		Explained Below
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			Compliant	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			Compliant	
Principle 8: The Company shall disclose its corporate governance.			Compliant	
Principle 9*: Companies which offer Islamic services shall adhere to the principles of Islamic Sharia.		Partially Compliant		Explained Below
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			Compliant	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.		Partially Compliant		Explained Below

* Applicable only to the companies offering Islamic services.



Principle 1: The Company shall be headed by an effective, qualified and expert board.

Principle 1 requires that the Company's Articles of Association (AOA) shall specify the requirements for executive, non-executive and independent directors whereas at least half of the directors shall be non-executive directors and at least three of whom shall be independent directors who meet the requirements set forth in Appendix 1 to the Code. The Chairman of Board shall be an independent director and shall not, himself or his deputy, in any case be the Company's chief executive officer, in order to have a proper balance of powers and authorities and have greater substantive capacity for the Board of Directors to take decisions independently and the Board shall have a secretary who may be appointed or removed by a resolution from the Board of Directors. The secretary shall be selected from among the directors or outside the Board. However, the Company's Articles of Association (AOA) does not contain requirements for executive, nonexecutive and independent directors. Out of five directors, two of them are independent. The Chairman of the Board is independent Director. The Company will amend the Articles of Association (AOA).

Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the Directors

Principle 4 requires that the Nomination Committee shall include independent directors or non-executive directors, the majority of whom shall be independent, and the Chairman of the committee shall be an independent director. However, the Nomination Committee consists of three directors and two of them are non-independent directors and one is a independent director. The current chairman of the Nomination Committee is independent director.

The Company will consider the corporate governance requirements with regards to independence of Committee members in the next Board of Directors election.

Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.

Principle 5 requires that the Board of Directors from among its directors shall establish a remuneration committee consisting of three independent directors or non-executive directors, the majority of whom shall be independent. The Chairman of the committee shall be an independent director. However, the Remuneration Committee consists of three directors and two of them are non-independent directors and one is independent director. The current chairman of the Remuneration Committee is independent director.

Principle 8: The Company shall disclose its corporate governance.

Principle 8 requires that the Board Corporate Governance Committee ("CGC") consists of at least 3 independent directors, who are responsible for developing and recommending changes from time to time in the Company's corporate governance policy framework. However, the Corporate Governance Committee consists of three directors and two of them are independent directors and one is a non-independent director. The current chairman of the Corporate Governance Committee is independent director.

Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Sharia.

Principle 9 requires that the Shari'a Supervisory Board ("SSB") consists of at least 3 Shari'a scholars and Shari'a Corporate Governance Committee ("SCGC") consists of at least 3 members, one of whom is the Company's Shari'a supervisory board member.

The Company has outsourced the role to Shari's Supervisory Board to Shaikh Dr. Osama Mohammed Bahar, who is the Sharia Supervisory Advisor of Company.

Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.

Principle 11 requires from the Company to formulate a corporate social responsibility policy and disclose the corporate social responsibility activities in the annual report. However, the Company has not formulated a corporate social responsibility policy. The Company will formulate a policy for corporate social responsibility.

12- Any disclosures required by the regulatory authorities.

NONE



Naser Al Gharibah
Chairman of the Board
1st April 2024

