

# Wataniya

Insurance Company

Annual Board Report  
**2024**



# Chairman's Statement

Dr. Hussein Akil

I am pleased to present, on behalf of the Board of Directors, the 14th Annual Report and Financial Statements of Wataniya Insurance Company for the fiscal year ended December 31, 2024.

Since obtaining its license from the Saudi Central Bank (SAMA) on June 26, 2010, and commencing operations on July 1 of the same year, Wataniya Insurance has successfully established itself as one of the leading insurance companies in Saudi Arabia. This success is not coincidental but rather the result of a clear strategic vision, outstanding operational efficiency, and continuous support from our valued shareholders.

In 2024, Wataniya Insurance continued to achieve strong financial performance, with gross written premiums (GWP) reaching SAR 1.854 billion, reflecting a 14% growth compared to the previous year. Additionally, insurance revenue recorded a significant increase, reaching SAR 1.796 billion, marking a 30% growth compared to 2023, supported by prudent underwriting policies and successful market expansion.

On the investment front, the company's investment portfolio experienced remarkable growth, increasing by SAR 299.275 million, benefiting from an increase in investable financial assets and an improved market performance. As a result of these developments, the company's total assets rose to SAR 2.135 billion, reflecting a 15% increase.

I am also pleased to inform you that the company has maintained its credit rating from S&P Global Ratings, receiving a BBB+ rating with a stable outlook, in addition to a "ksaAA+" rating, in accordance with the agency's national scale ratings for Saudi Arabia.

Our continued success would not have been possible without the dedication of our 278 committed employees. At Wataniya Insurance, we have placed a strong emphasis on employee development, providing specialized training programs to enhance technical and managerial skills. Furthermore, our unwavering commitment to national workforce development has resulted in achieving a Saudization rate of 84%, reinforcing our alignment with the objectives of Saudi Vision 2030.

On this occasion, and on behalf of the Board of Directors, I extend my deepest gratitude to the Custodian of the Two Holy Mosques, King Salman bin Abdulaziz Al Saud, and His Royal Highness Crown Prince Mohammed bin Salman bin Abdulaziz for their continued support of the insurance sector. I also express my appreciation to the Insurance Authority, the Capital Market Authority, and the Ministry of Commerce for their guidance, regulatory oversight, and ongoing support.

In conclusion, I would like to express my sincere appreciation to the Board of Directors, executive management, and all employees for their dedication and hard work, as their commitment has been the cornerstone of Wataniya Insurance's sustained growth and success. I am confident that the company will continue to thrive and create long-term value for its shareholders and stakeholders in the years ahead.



# Wataniya 2024

**Ensuring the present, Protecting the Future!**

Wataniya Insurance Company (the “Company”) is a Saudi Joint Stock Company incorporated in the Kingdom of Saudi Arabia under Commercial Registration No. 4030200981 dated 1 Jumada II 1431H (corresponding to May 15, 2010) and Ministry of Commerce and Industry’s Resolution number 158/K dated Jumad-ul-Awal 12, 1431H (corresponding to April 26, 2010).

The Company is licensed to conduct insurance business in Saudi Arabia under Cooperative Insurance principles in accordance with Royal Decree No. M/53 dated Shawwal 21, 1430H (corresponding to October 5, 2009).

The Company has been listed on the Saudi Arabian stock market (Tadawul) since June 6, 2010, and on 01.07.1431H corresponding 26 June 2010 was granted the license to practice insurance as per the Saudi Cooperative Insurance Companies Control Law and its Implementing Regulations in the classes of General Insurance and Protection and Saving Insurance by the Saudi Central Bank.

On **03/07/1446 H**, Wataniya's license was renewed for an additional three years, extending its validity until **02/07/1449 H**.



## MISSION

On the Basis of Our Legacy and Expertise, We Strive to Amaze While Developing Our Human

& Technological Capabilities solving Complexities in a Harmonious Environment

## VISION

We Embody Humanity,

We Believe in Enlightenment,  
We Empower our Resources  
To Personalize your security

## VALUES

- Client centric
- Transparency
- Operational excellence
- Employing modern Innovative.



# Shareholders Structure:

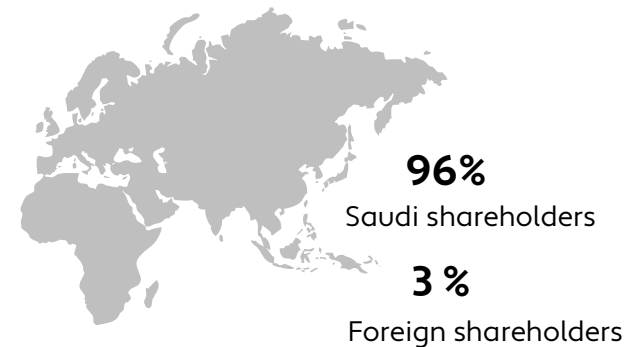
## The Pillars of Wataniya Insurance

While these principal shareholders provide strong corporate backing, our public shareholders are no less important. Their collective investment and trust in Wataniya Insurance are equally vital to our growth, market positioning, and long-term vision. Together, they form the foundation of our success, ensuring that Wataniya Insurance remains a dynamic, resilient, and forward-looking company.

We value every shareholder—from institutional investors to individual stakeholders—who contribute to our journey, and we remain committed to delivering value to all.



- ◆ E. A. Juffali & Bros. **29.87%**
- ◆ SNIC Insurance Company **11.25%**
- ◆ The Public **54.23%**



**96%**

Saudi shareholders

**3%**

Foreign shareholders



# Principal Activities And Products

With **50** diverse insurance products, Wataniya Insurance main activities are the General Insurance and protection and saving. Wataniya is committed to delivering excellence, reliability, and financial protection to individuals and businesses alike.



# LIST OF PRODUCTS

- 1 Motor comprehensive
- 2 Motor comprehensive – Commercial
- 3 Motor – Third party liability
- 4 Motor Trade – External
- 5 Group life
- 6 Banker Blanket Bond
- 7 Travel Accident
- 8 Medical Malpractice
- 9 Householders Comprehensive
- 10 Machinery Breakdown
- 11 Fire Insurance
- 12 Extended Warranty
- 13 Erection All Risk
- 14 Electronic Equipment
- 15 Deterioration of Stock
- 16 Contractor’s Plant & Machinery
- 17 Contractor’s All risk
- 18 Professional Indemnity
- 19 Architects and Civil Engineers
- 20 Loss of Profit (Machinery Breakdown)
- 21 Business Interruption
- 22 Property All Risks
- 23 All Risks
- 24 Public Liability
- 25 Terrorism & Sabotage
- 26 Group Personal Accident
- 27 Individual Personal Accident
- 28 Money Insurance
- 29 Burglary
- 30 Individual Term Life
- 31 Goods in Transit (ALL Risks)
- 32 Land Transit
- 33 Marine Cargo – Single Voyage
- 34 Marine Cargo – Open Cover
- 35 Marine Hull
- 36 Fidelity Guarantee
- 37 Workers Compensation
- 38 Plate Glass
- 39 Directors and Officers Insurance
- 40 Event cancellation Insurance
- 41 Aviation Hull All Risks and Liability Insurance
- 42 Group Domestic Labor Contract Insurance
- 43 Cyber Security & Privacy Protection
- 44 Medical Malpractice
- 45 Professional Indemnity for Auditors
- 46 Domestic Labor Contract Insurance
- 47 Heritage Property Insurance
- 48 Fine Arts policy
- 49 Marine TPL
- 50 Civil Liability for Populated Areas and High-Risk Activities



## Plans for the Future



- Wataniya is one of the top insurance provider for Motor and is a leader in the KSA insurance landscape.
- We have strong foundations and are positioned to outpace the market through an improved and dynamic strategy to evolve into a pioneer for insurance in KSA by 2030.
- We are market leaders in the core insurance lines we operate in and will increase coverage continuing to provide excellent services and relevant products to stay ahead of the competition.
- We are constantly observing the market's demand and will stay ahead of shifting trends by positioning ourselves as the top providers in the emerging insurance markets.
- Empowering the community is our central focus, and we are committed to provide a supreme and engaging experience for our users through seamless digital and delightful in-person interactions.
- We are continuing to re-imagine how insurance works through constant adaptation to disruptive technologies, lean and agile operations, and boosting the winning mentality and capabilities of our teams to deliver excellence every day.



## 2024 progress



- We achieved the goals of our 2025 strategy in 2024 through resilience, hard work, and accelerated ambitions.
- Surpassed our financial goals for 2024 and recorded highest Net Income in Wataniya's history – Alhamdulillah- .
- Expanded into new territories and brought new products to the market across multiple LoBs. Our products are geared for KSA's evolving needs and include critical services like Domestic Labor, and Medical Malpractice insurance
- Strengthened our trusted network and included prominent banks and partners to collaboratively provide excellence across the market
- Transformed how we operate through digital excellence and enabled critical functions to be data-driven and efficient, improving the quality and speed of our services to our community including automation in claims processing and client services
- Set our focus to the future and continuing the unparalleled trajectory we set for ourselves through our new strategic vision that is fully aligned with KSA's Vision 2030

# Our goals for 2025 and beyond

Wataniya aspires to be a leading, tech-enabled insurer leveraging analytics and business intelligence to deliver a personalized and delightful experience at our customers' time of need



Wataniya is investing to lay the foundations for a stronger future



while concurrently working on improving its financial performance



Strive to create distinctive, omni-channel and seamless **customer experience**



Foster a growth and agile mindset for our **employees** and empower them to be leaders in the insurance industry



Transform into a **tech-enabled and data-driven** organisation underpinned by modern infrastructure



**Innovate in our core lines** of business to expand our products and distribution channels



Expand beyond our core to **enter new lines of business** to become a pioneer in the Saudi insurance market



Unlock the **full potential of capital management** and ceding strategy



## Future outlook



**Provide coverage with excellent service across KSA** and stay the insurance company of choice within the market



**Drive awareness and educate the KSA community** to protect their interests and provide a wide range of products that cover all their needs



**Attract and build the top talent in KSA** across all functions through dynamic and engaging work environments, learning programs, and guaranteeing personal growth for all

## Statement of Business Results, Assets and Liabilities and explanation of Material Variations

Summarized Income Statement  
Under IFRS 17

### Under IFRS 17

	2024	2023	2022
Insurance revenue	1,796,142	1,378,636	835,084
Insurance service expenses	(1,344,039)	(1,112,415)	(733,531)
Net expenses from reinsurance contracts	(380,111)	(201,591)	(115,022)
<b>Insurance service result from Company's directly written business</b>	<b>71,992</b>	<b>64,630</b>	<b>(13,469)</b>
Share of surplus from insurance pools	1,702	11,329	4,695
<b>Total insurance service result</b>	<b>73,694</b>	<b>75,959</b>	<b>(8,774)</b>
Net investment return	71,350	45,025	8,554
Net insurance finance (expense) / income	(6,791)	(5,203)	4,165
<b>Net insurance and investment result</b>	<b>138,253</b>	<b>115,781</b>	<b>3,945</b>
Other income	<b>708</b>	1,341	1,423
Other operating expenses	<b>(22,178)</b>	(20,629)	(26,539)
<b>Profit / (loss) for the year attributable to the shareholders before zakat and income tax</b>	<b>116,783</b>	<b>96,493</b>	<b>(21,171)</b>
Zakat and income tax	(13,733)	(11,912)	(6,491)
<b>Net profit / (loss) for the year attributable to the shareholders</b>	<b>103,050</b>	<b>84,581</b>	<b>(27,662)</b>
Net changes in fair value of investment measured at FVOCI – equity instruments	17,660	3,807	2,758
Remeasurement gain / (loss) on defined benefit obligations	646	(148)	(440)
<b>Total comprehensive income / (loss) for the year</b>	<b>121,356</b>	<b>88,240</b>	<b>(25,344)</b>



## Statement of Business Results, Assets and Liabilities and explanation of Material Variations

Summarized Income Statement  
Under IFRS 4

### Under IFRS 4

	Year Ended 31 Dec 2021 SR'000	Year Ended 31 Dec 2020 SR'000
<b>Revenues</b>		
Gross Written Premiums	902,100	785,881
Net premium written	<u>522,770</u>	<u>462,980</u>
Net premium earned	503,548	417,662
Commission earned	49,187	55,516
Other underwriting income	432	190
<b>Total revenues</b>	<b><u>553,167</u></b>	<b><u>473,368</u></b>
<b>Cost and Expenses</b>		
Net claims incurred	386,060	263,985
Policy acquisition costs	66,977	60,576
Technical reserves	(643)	1,565
Other underwriting expenses	27,574	10,978
Other operating expenses, net	<u>123,673</u>	<u>118,572</u>
<b>Total costs and expenses</b>	<b><u>603,641</u></b>	<b><u>455,676</u></b>
Net income/(loss) before allocation	(50,474)	17,692
Share of policyholders	-	(2,468)
Zakat and Income Tax	(4,002)	(7,386)
<b>Net income / (loss) for the year</b>	<b><u>(54,476)</u></b>	<b><u>7,838</u></b>
Actuarial losses on defined benefit obligations	(161)	(238)
<b><u>Total comprehensive income / (loss) for the year</u></b>	<b><u>(54,637)</u></b>	<b><u>7,600</u></b>

## Basis of Preparation of the Financial Statements<sup>1</sup>:

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) “Accounting Standards” as issued by the International Accounting Standards Board that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by The Saudi Organization for Chartered and Professional Accountants (“SOCPA”). (referred to as “IFRS as endorsed in KSA”).

As required by the Saudi Arabian Insurance Implementation Regulations (herein referred to as “Insurance Regulations”), the Company maintains separate books of accounts for “Insurance Operations” and “Shareholders’ Operations”. Insurance Regulations require a clear segregation of assets, liabilities, income and expenses of the insurance and shareholders operations. Accordingly, assets, liabilities, revenues and expenses attributable to either operation are recorded in the respective accounts. The statement of financial position, statements of income, comprehensive income and cash flows of the insurance operations and shareholders operations which are presented as supplementary information to comply with requirements of the Insurance Regulations and is not required by International Financial Reporting Standards (IFRS). Note 38 which sets out the disaggregated information between insurance and shareholders' operations is supplementary information to the financial statements. Moreover, the details relating to surplus distribution, gross written premium and net written premium are also disclosed under notes 32, 33 and 34 of the financial statements to comply with the requirements of the Regulator.

In preparing the Company’s financial statements in compliance with IFRS as endorsed in KSA, the balances and transactions of the insurance operations are amalgamated and combined with those of the shareholders’ operations. Inter-operation balances, transactions and unrealized gains and losses, if any, are eliminated in full during amalgamation. The accounting policies adopted for the insurance operations and shareholders’ operations are uniform for like transactions and events in similar circumstances.

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<sup>1</sup> Please refer to the Financial Statements for the year ended 31 December 2024





# Performance Review 2\1

## Gross Written Premiums

The Gross Written Premiums of the Company for the year was **SR 1.854 billion** (2023: SR 1.628 billion) representing an increase of 14%. The increase was primarily due to an increase in Motor, Life, and Accident and Liability premiums by **SR 219.517 million**.

## Insurance Revenue

The insurance revenue reported during the year amounted to **SR 1.796 billion** against **SR 1.379 billion** for the year ended 31 December 2023. The increase was mainly due to the increase in gross written premiums by **SR 226.114 million**.

## Insurance Service Expenses

The insurance service expense during the year amounted to **SR 1.344 billion** against **SR 1.112 billion** for 2023. Insurance service expenses increased by 21% over the prior period mainly due to the increase in insurance revenue by **SR 417.506 million**.

## Net expenses from reinsurance contracts

The increase in the net expenses from reinsurance contracts are in line with the increase in the insurance revenue.

## Share of surplus from insurance pools

This mainly includes share of surplus from Hajj and Umra of **SR 0.803 million** (2023: 10.981 million) and share of surplus from Inherent defects insurance of **SR 0.899 million** (2023: SR 0.278 million).

## Investments, and Other Operating Expenses

- a. The increase in investment income is mainly due to the increase in the investment portfolio by SR 299.275 million and improved deposits performance.
- b. The increase in other operating expenses is mainly due to the strategy consultation fees of SR 6 million.



# Performance Review 2\2

## Assets

The total assets increased from SR 1.864 billion at 31 December 2023 to **SR 2.135 billion** at 31 December 2024, i.e. by 15% mainly due to an increase in term deposits by **SR 205 million** or 25% over last year, and an increase in investments by **SR 94 million** or 34% over last year, against a decrease in reinsurance contract assets by **SR 62 million** or -10% over last year.

## Total Comprehensive income/for the year

The results for 2024 is a comprehensive income after zakat and income tax of **SR 121.356 million** (2023: comprehensive income of SR 88.240 million).

## Liabilities

The total liabilities have increased from **SR 1.376 billion** at 31 December 2023 to **SR 1.525 billion** at 31 December 2024 i.e. by 11% mainly due to the increase in insurance contract liabilities by **SR 155 million** or 12% over last year.

## Shareholder's equity

Total shareholders' equity has increased from **SR 488 million** at 31 December 2023 to **SR 610 million** at 31 December 2024 is mainly due to the net comprehensive income for the year of **SR 121.356 million**.

## Net (loss)/income before zakat and income tax

The result for the year shows a net income of **SR 116.783 million** compared to a net income of **SR 96.493 million** in 2023.

**“The Company did not make any expectations with regards of its operation for the period of 1<sup>st</sup> January 2024 to 31 December 2024, hence no explanations are made for any deviation”.**



## Under IFRS 17

	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
<b><u>ASSETS</u></b>			<b>(Restated)</b>	<b>(Restated)</b>
Cash and cash equivalents	53,693	22,730	70,852	42,126
Term deposits	1,029,675	824,855	350,629	191,582
Financial assets at fair value through profit or loss ("FVTPL")	292,853	223,260	208,044	169,501
Financial assets at amortised cost	16,244	9,042	9,047	8,998
Financial assets at fair value through other comprehensive income ("FVOCI")	61,118	43,458	39,651	36,893
Other receivables and prepaid expenses	17,415	19,359	15,750	33,813
Reinsurance contract assets	569,906	631,923	540,263	404,948
Right-of-use assets	4,628	-	-	-
Property and equipment	12,877	11,565	17,318	17,403
Intangible assets	32,058	36,049	40,095	44,139
Statutory deposit	39,983	39,969	39,997	19,997
Accrued income on statutory deposit	4,372	2,036	2,320	1,592
<b>TOTAL ASSETS</b>	<b>2,134,822</b>	<b>1,864,246</b>	<b>1,333,966</b>	<b>970,992</b>
<b><u>LIABILITIES AND EQUITY</u></b>				
<b><u>LIABILITIES</u></b>				
Accrued expenses and other liabilities	29,225	44,022	36,215	37,421
Insurance contract liabilities	1,451,052	1,296,437	874,235	677,909
Reinsurance contract liability	5,132	4,010	-	-
Lease liabilities	4,710	-	-	-
Zakat and income tax payable	15,147	12,599	6,717	3,873
Employee benefits obligations	18,774	16,864	14,441	12,863
Accrued income on statutory deposit	1,148	2,036	2,320	1,592
<b>TOTAL LIABILITIES</b>	<b>1,525,188</b>	<b>1,375,968</b>	<b>933,928</b>	<b>733,658</b>
<b><u>EQUITY</u></b>				
Share capital	400,000	400,000	400,000	200,000
Statutory reserve	42,271	21,661	15,354	15,354
Retained earnings / (accumulated losses)	108,168	25,082	(53,044)	(12,990)
Fair value reserve for investments	59,195	41,535	37,728	34,970
<b>TOTAL EQUITY</b>	<b>609,634</b>	<b>488,278</b>	<b>400,038</b>	<b>237,334</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>2,134,822</b>	<b>1,864,246</b>	<b>1,333,966</b>	<b>970,992</b>

## Summary of assets and liabilities

Under IFRS 17



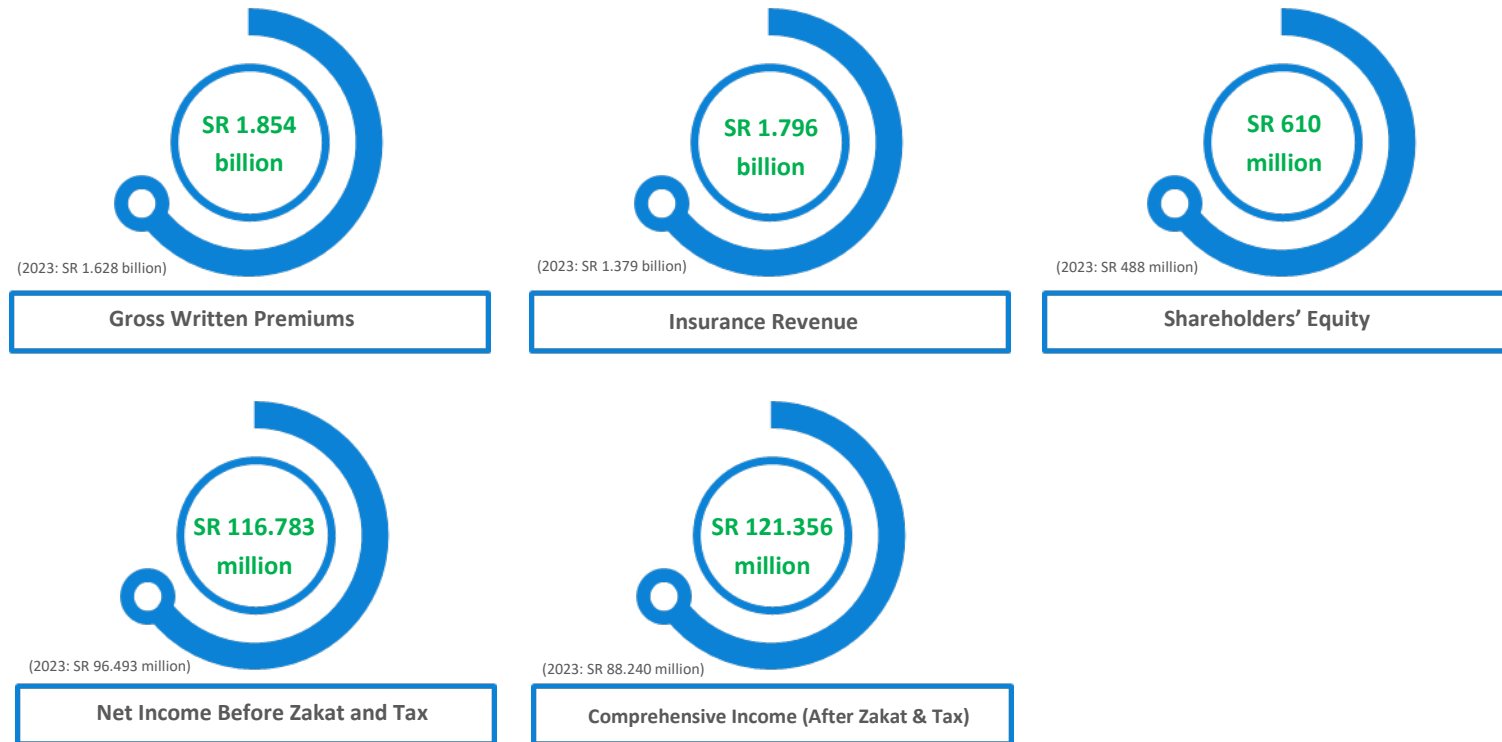
## Summary of assets and liabilities

Under IFRS 4

<u>Under IFRS 4</u>	<b>Balance as of Dec 31, 2020 SR'000</b>
<b><u>Assets</u></b>	
Cash and cash equivalents	80,733
Term Deposits	242,250
Premiums receivables-net	194,538
Reinsurers' share of unearned premiums	129,371
Reinsurers' share of outstanding claims	559,837
Reinsurers' share of claims incurred but not reported	52,863
Deferred policy acquisition costs	32,299
Due from reinsurers	44,039
Prepaid expenses and other assets	19,893
Investments	166,952
Property and equipment	12,371
Intangible assets	38,113
Statutory deposit	20,000
Accrued income on statutory deposit	1,469
<b>Total assets</b>	<b><u>1,594,728</u></b>
<b><u>Liabilities</u></b>	
Unearned premiums	329,632
Outstanding claims	641,948
Claims incurred but not reported	101,491
Unearned reinsurance commission	30,386
Technical reserves	17,823
Due to Reinsurers, agents and brokers and Third-Party Administrator	105,695
Policyholders payable	22,681
Accrued expenses and other liabilities	68,699
Surplus distribution payable	2,468
Zakat and income tax payable	6,604
Accrued income on statutory deposit	1,469
<b>Total liabilities</b>	<b><u>1,328,896</u></b>
<b><u>Shareholders' Equity</u></b>	
Share capital	200,000
Statutory reserve	15,354
Retained earnings	50,478
<b>Total shareholder's equity</b>	<b><u>265,832</u></b>
<b>Total liabilities and shareholders' equity</b>	<b><u>1,594,728</u></b>



# Key Achievements



**BBB+ & "KSA AA+"**  
Standard & Poor's Global



**"A-" Insurer Financial Strength (IFS)**  
with a stable outlook  
Fitch Ratings

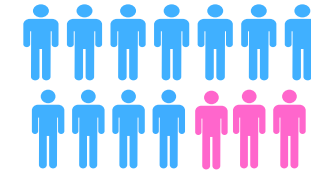


**"AA(sau)" National Insurer Financial Strength (IFS)**  
with a stable outlook  
Fitch Ratings



# Geographical Presence

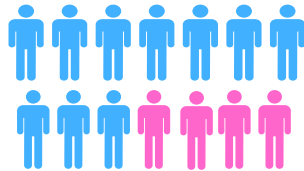
The Company's geographical presence in the Kingdom of Saudi Arabia is shown below:



75% Male – 25% Female

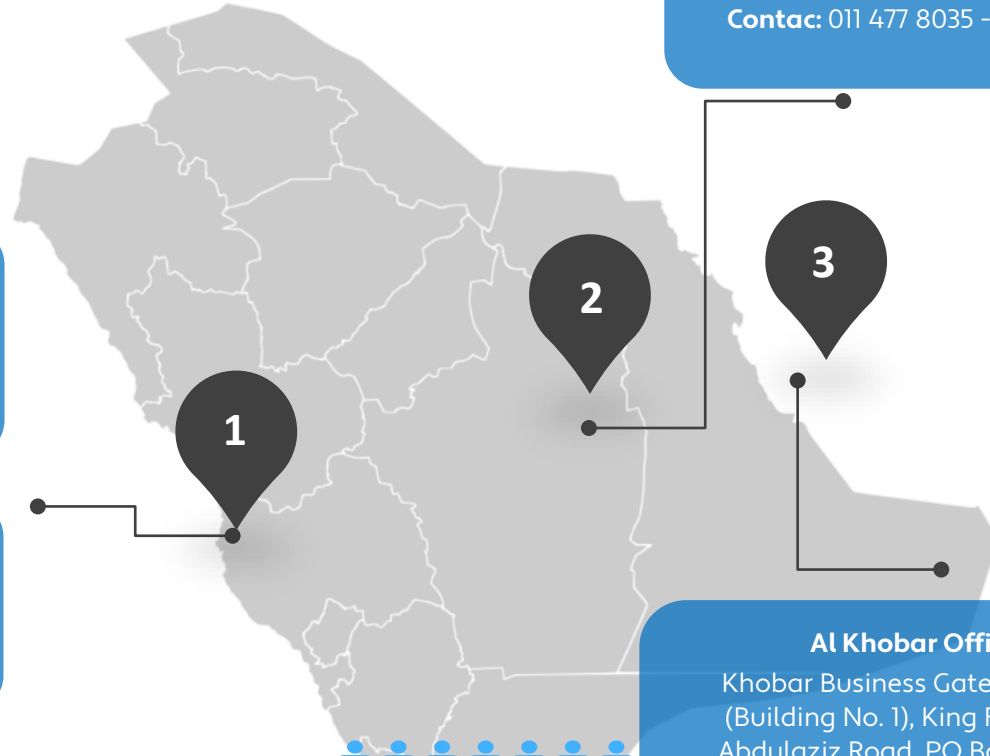
**Riyadh Office**  
 Almohammadiyah, the Zone, Gate 7,  
 PJJX+CCW  
**Contact:** 011 477 8035 - 011 477 2290

62% Male – 38% Female

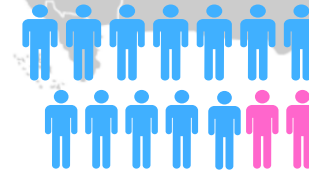


**Head Office-Jeddah**  
 Juffali Building, Madina Road,  
 PO Box 5832, Jeddah 21432, KSA  
**Contact:** 012 660 6200 - 012 667 4530

**Jeddah Branch**  
 An Nahdah, 5720, Prince Sultan Road  
 23615  
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**Al Khobar Office**  
 Khobar Business Gate, 9<sup>th</sup> Floor  
 (Building No. 1), King Faisal Bin  
 Abdulaziz Road, PO Box 1933, Al  
 Khobar 31952 Saudi Arabia  
**Contact:** 013 882 5357 - 013 882 6992



80% Male – 20% Female



**84%** Saudization

81% in 2023

# Geographical Analysis of Gross Written Premium 2024<sup>2</sup>

The Company's production for the year ended 31 December 2024



**Jeddah**



**Riyadh**



**Khobar**

**Total: SAR 1,853,992**

<sup>2</sup> The Company has no subsidiaries operating either inside or outside of the Kingdom of Saudi Arabia All the Company's revenue is generated from Kingdom of Saudi Arabia.

# Dividend Policy

The Company does not expect to pay dividends to its Shareholders and makes no assurance that any dividend will actually be paid, nor does it make any assurance as to the amount which will be paid in any given year.

In accordance with Article 44 of the By-Laws of the Company, 10% of the net surplus from Policyholders' operations shall be distributed to the Policyholders, either directly or by way of reduction in their premiums for the following year, and the balance of 90% shall be carried forward to the Shareholders' Income Statements.

From time to time, dividends will be paid to the Shareholders from the net profits subject to the following limitations contained in Article 45 of the By-Laws and Article 70 of the Implementing Regulation for the Law on Supervision of Cooperative Insurance Companies:

1. The required Zakat and Income tax shall be set aside;
2. 20% per cent of the net profits shall be allocated to form the statutory reserve. The ordinary General Assembly may discontinue this allocation when the said reserve reaches one hundred percent of the Company's paid-up capital;
3. The ordinary General Assembly may, at the recommendation of the Board, set aside a specific percentage of the annual net profits to build up additional reserves allocated for a specific purpose or purposes as determined by the General Assembly.

4. The balance shall be distributed as a first payment in the amount of at least five percent of paid-up capital to the Shareholders.
5. The remaining balance shall be distributed to the Shareholders as a share in the profits or to be transferred to the retained profits account; and
6. The Board may issue a decision to distribute periodical profits to be deducted from annual profits specified in paragraph 4 above in accordance with the rules and regulations issued by the competent authorities.

Any declaration of dividends will be dependent upon the Company's earnings, its financial condition, the condition of the markets, the general economic climate and other factors, including the Company's analysis of investment opportunities and reinvestment needs, cash and capital requirements, business prospects, as well as other legal and regulatory considerations.

The Company shall immediately inform the Capital Market Authority (the "CMA") of any resolutions or recommendations for distribution of profit. The profits, so proposed for the distribution shall be paid to the Shareholders at the place and time specified by the Board pursuant to the instructions issued by the Ministry of Commerce & Industry and subject to Insurance Authority written approval.

## Shareholder's Right as per Company's Bylaws:

Without contradiction to any laws and company's interest, all shareholders have the right to have a share of the company equity in case of liquidation, attending the AGM's, to take any action on the share held by them, to review the action of Board of Directors, to pursue a legal act against the Board in case of negligence and the right to ask for information.

## Disclosures:

### 1. Borrowing, Issue/ Redemption of Securities

Company has neither borrowed any funds nor has issued any convertible or redeemable of debt instruments, options, warrants or any other rights of a similar nature. It has also not made any repayment of any loan or redeemed or converted any redeemable or convertible debt instruments during the period and does not have any outstanding loans or redeemed or convertible debt instruments as at the end of the period.

### 2. Shares, Options, Subscription Rights, Debt Instruments Interest in a class of voting Shares held by people (other than issuer's Directors, Senior Executive and their spouses and minor children).

There is no individual person who has more than 5% interest in a class of voting Shares of the Company.

### 3. Interest, options and subscription rights of the company's Directors, Senior Executive and their spouses and minor children in the share or debt instruments:

Name of Board Member with Shares <sup>2</sup>	Shares at start of the period Or upon appointment	Shares end of the Period	Change Net	Change %
Dr. Hussein Akiel (Non-Executive)	24263	24263	0	0
Haitham H. Albakree(CEO - Executive)	10000	13725	3725	37.25
Faisal H Charara(Non-Executive)	8000	8000	0	0
Nedhal Radhwan(Independent)	10	10	0	0

**Note:** Only Board members and Senior executives shown in this table owns shares.

**Except for the table above, none of the Senior Executives, their spouses and children, have an interest in the shares of the company.**

**The Company has not issued any debt instruments.**



### 3. Related Party Transactions

The significant transactions with related parties during the year ending 31 December 2024 were follows:

Nature of transactions	Transactions for the year ended	
	31-Dec-24	31-Dec-23
<b><u>Shareholder with significant influence</u></b>		
Insurance policies sold	760	1,287
Claims paid	194	245
Expenses incurred	3,854	3,509
<b><u>Entities controlled or jointly controlled by shareholder with significant influence</u></b>		
Insurance policies sold	46,093	51,910
Claims paid	17,255	17,224
Facultative premiums ceded	663	1,210
Facultative claims recovered	432	161
Facultative commission received	1	77
Expenses incurred	3,394	3,898

Key management personnel include senior management and board of directors. The following table shows the annual salaries, remuneration and allowances obtained by the Board members and five top executives for the years ended:

	Transactions for the year ended	
	31-Dec-24	31-Dec-23
<b><u>Key management personnel and close relatives</u></b>		
Insurance policies sold	28	-
Claims paid	7	-
Remuneration and related expenses	12,898	10,812
Loans & advances	1,854	694
Long term employee benefits	445	592
<b><u>Board members and close relatives</u></b>		
Fees and related expenses	2,524	2,341
Insurance policies sold	107	-
Claims paid	1,211	-
<b>Balance as at</b>		
	31-Dec-24	31-Dec-23
<b><u>Shareholder with significant influence</u></b>		
Premiums receivable / (refund)	1	(1)
Claims payable	(11)	(1)
Amounts due for expenses	-	(1)
<b><u>Entities controlled or jointly controlled by shareholder with significant influence</u></b>		
Premiums receivable	6,598	6,004
Amounts due to facultative transactions	(830)	(298)
Claims payable	(3,716)	(2,076)
<b><u>Others (key management personnel and board members and their close relatives)</u></b>		
Premiums receivable	19	-
Claims payable	(2)	-
Employee benefits payable to key management personnel	(3,289)	(2,845)
Advances due from key management personnel	1,704	448



The following table summarizes the contracts in which the Directors have a material interest:

No.	Name of Party	Name of Directors	Nature of Contract	Period of Contract	Annual Value SR'000
1.	EA Juffali & Brothers Company	<ul style="list-style-type: none"> <li>Amin Alafifi</li> <li>Faisal Charara</li> </ul>	Rents and other charges for Jeddah	Annual 2024	<b>3,854</b>
			Insurance Premiums		<b>760</b>
			Claims Paid		<b>194</b>
2.	SNIC Ins Co	Faisal Charara	Facultative Premiums	Annual 2024	<b>663</b>
			Facultative Commission		<b>1</b>
			Facultative Claims Recovered		<b>432</b>
3.	Saudi Cement Company	Amin Alafifi	Insurance Premiums	Annual 2024	<b>3,489</b>
			Claims Paid		<b>189</b>
4.	Naghi Group of Companies	Tahir Aldabbagh*	Insurance Premiums	Annual 2024	<b>12,646</b>
			Claims Paid		<b>4,992</b>

- All above Contracts had no preferential conditions.
- \*Resigned on 1<sup>st</sup> October 2024.

**The Company confirms that it is not aware of any business activities that compete with the Company or any of its lines of business, whether currently or previously undertaken by any member of the Board of Directors. Furthermore, none of the Board members have any direct or indirect interests in activities that may be considered competitive to the Company's operations.**

## Outstanding Statutory dues as at 31 December 2024

a. The Company had the following statutory payments outstanding as at 31 December 2024.

Description	2024 SR	2023 SR
GOSI for the month of December 2024 (Paid in January 2025)	912,840	841,125
Zakat and Tax provision for 2024 will be paid upon filing of the return	15,146,787	12,598,672
Insurance Authority ( fees for 4th QTR. 2024 )	2,313,215	1,766,238
Withholding Tax payable (paid in January 2025 - SR 27,461.9 ) - Balance to be paid on settlement of reinsurer balances	976,334	5,341,365
Value added tax payable for December 2024 (Paid in January 2025 )	6,255,635	13,364,476
<b>Total</b>	<b>25,604,811</b>	<b>33,911,876</b>

## Employee Benefits

The Company did not make any investments or set up any reserves for the benefit of the employee other than those required under applicable laws and regulations.

## **External Auditors' Report**

### **Opinion**

The external auditors' report states that, in their opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA") (referred to as "IFRS as endorsed in the Kingdom of Saudi Arabia").

### **External Auditors' Appointment**

The Board of Directors recommends KPMG Professional Services and PricewaterhouseCoopers (PwC) as auditors for 1st, 2nd, 3rd quarters of 2025, the fiscal year ending on December 31, 2025 and for the 1st quarter of 2026.

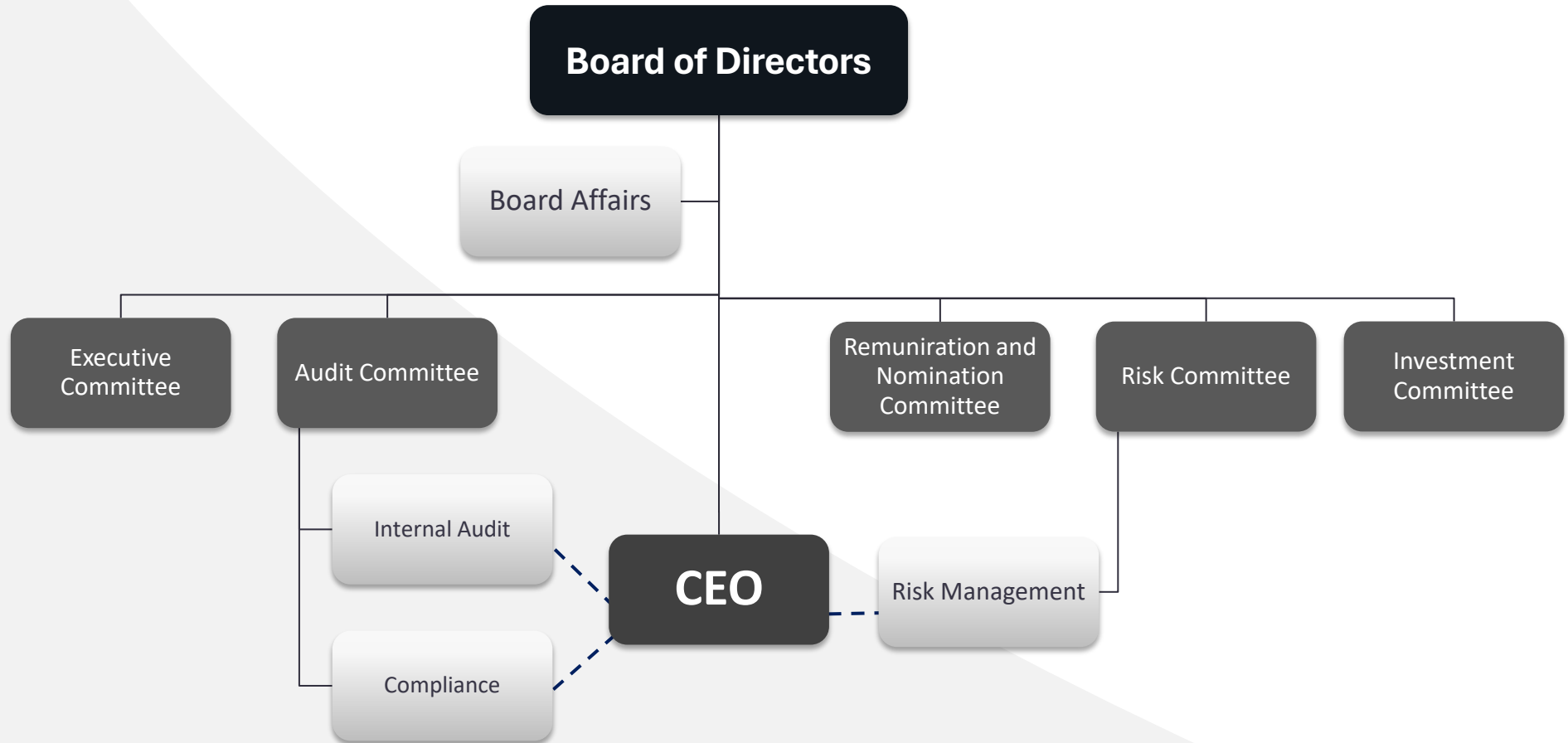




# Corporate Governance

**Wataniya** Insurance has established a comprehensive framework of rules and standards to guide its operations, ensuring the company's long-term success while safeguarding the interests of its stakeholders. By adhering to best governance practices and closely monitoring the implementation of its corporate governance policy, the company upholds the rights of shareholders and other stakeholders. This approach enables Wataniya Insurance to strike a balance between stakeholder interests, risk management, and strategic objectives. Shareholders are empowered to hold the Board of Directors accountable as their representatives, while the Board, in turn, exercises financial oversight by ensuring executive management's accountability.

# Governance Structure



# Compliance

## with Rules and Regulations

**Wataniya** Insurance upholds a robust compliance framework designed to continuously track regulatory developments and requirements, ensuring the timely collection of relevant information on laws, regulations, and official directives. This proactive approach allows the company to anticipate and address compliance risks effectively.

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In line with its commitment to best-in-class corporate governance, Wataniya Insurance has developed a governance policy that defines the standards and requirements the company follows in implementing the following regulatory frameworks:

- The Company's By-Laws
- The Cooperative Insurance Companies Control Law promulgated by Royal Decree No. (M/32) and lately amended in accordance to the Royal Decree No. (M/12) dated 23/1/1443H (corresponding to 01 September 2021), and its Implementing Regulations issued on 20 April 2004
- The Companies Law issued by the Ministry of Commerce lately amended to be effective on 19 January 2023
- The Corporate Governance Regulation in the Kingdom of Saudi Arabia and the Listing Rules issued by the Board of the Capital Market Authority (CMA)
- The Insurance Corporate Governance Regulations issued by the Saudi Arabian Monetary Authority (SAMA) on 22 October 2015
- The Audit Committee Regulation in Insurance and/or Reinsurance Companies issued by SAMA on 22 October 2015
- All other applicable and relevant rules and regulations for the Company and its Board of Directors.

**Wataniya** has applied all the Corporate Governance Regulations Articles issued by SAMA and the CMA except for the following provisions:

Article No. or Paragraph	Wording of Article or Paragraph	Extent of Application	Reasons for Non-Implementation	Notes
<b>Article 87</b> – CMA Corporate Governance Regulations Social Responsibility	The Ordinary General Assembly based on the Board recommendation, shall establish a policy that guarantees a balance between its objectives and those of the community for the purposes of developing the social and economic conditions of the community.	N/A	Guiding Article, not mandatory	There are social responsibilities activities, however the article for issuing the policy is guiding not mandatory.
<b>Article 93 (a (4) b) –</b> CMA Corporate Governance Regulations	The Company shall disclose the remuneration of the five Senior Executives who have received the highest remuneration from the Company, provided that the Chief Executive Officer and the Chief Financial Officer are among them.	Incompliance	Mandatory	The company discloses total senior executive remuneration in compliance with Article 93 (4-b) of the Corporate Governance Regulations, which requires collective disclosure. To protect the company, shareholders, and employees from potential risks, remuneration details are not disclosed by specific job titles or positions, in line with Appendix (1) – Remuneration Schedule of the regulations.



## › Shareholders List Requests

The Company requested the Shareholders list from TADAWULATY during 2024 as per the following schedule:

No. of request	Request date	Request reason
1	17/01/2024	Company Procedure
2	01/05/2024	Company Procedure
3	01/05/2024	AGM
4	08/10/2024	Company Procedure
5	27/10/2024	AGM
6	18/12/2024	Other
7	22/01/2025	Company Procedure

## › Shareholders' Rights related to the General Assembly meeting

The Company announced its invitation to attendance of the General Assembly meeting during 2024, on Local Newspapers, TADAWUL Website, and the Company's website.



# 2024

## Corporate Governance Activities

- The Board conducted several Board awareness sessions, prior to approving any documents that required Board approval, review, and or endorsement.
- Updating the Governance Manual.
- Drafting the Board and Committees Calendars.
- Working on the Board nomination process.
- Conducted the 2024 AGM.
- Updating the ByLaw.
- Managing all policies and Procedure.
- Updating the Shareholders Inquiry log.
- The Implementing of Independency Evaluation Form for Board of Directors.
- Updating the Bank Authority Matrix.
- The Board and Audit Committee Fees update.
- Adopting a new induction procedure for the Board.
- Board evaluation by an external evaluator.

# Board of Directors

**Wataniya**'s By-Laws provide that the Company shall be managed by a Board of Directors consisting of ten (10) members appointed by the ordinary General Assembly for a term not exceeding three years. The General Assembly held on 25 April 2022 appointed the new Board of Directors for a term of three years from 26 April 2022 till 25 April 2025 and was approved by Shareholders during their meeting on 25 April 2022. <sup>3</sup>

Each Board member at **Wataniya** possesses efficient set of qualifications, expertise, experience, and ethical standards to fulfill their duties effectively. The Board establishes clear structures of responsibility and accountability across all levels of the company. Leadership is headed by the Chief Executive Officer, who is supported by the Executive team.

Robust corporate governance serves as a cornerstone for the successful execution of **Wataniya**'s Strategy. This governance framework is underpinned by six meticulously structured and strategically focused committees, established within both the Board and Executive Management to ensure oversight, accountability, and effective decision-making. These committees include:

- Executive Committee
- Nominations and Remuneration Committee
- Investment Committee
- Risk Management Committee
- Audit Committee

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<sup>3</sup> The ByLaw was updated on the AGM held on April 10<sup>th</sup>, and Board member consisting of 9 members maximum and 8 minimum now.



# Board Structure

as of 31 December 2024



**Dr. Hussein Akeil**

**Chairman of the Board**  
**Non - Executive**



**Mr. Faisal Charara**

**Vice Chairman**  
**Non- Executive Member**



**Mr. Amin Alafifi**

**Non- Executive Member**



**Mr. Haitham Albakree**

**CEO – MD**  
**Executive Member**



**Mr. Nidhal Radhwan**

**Independent Member**



**Mr. Sami Alhalabi**

**Independent Member**



**Mr. Raed Sater**

**Independent Member**



**Mr. Omar Hashim**

**Independent Member**



**Mrs. Abir Kaki**

**Independent Member**

- **Names, classifications, qualifications, experiences, and current and previous positions of the Board and Committees' members and the Executive Management**



**Dr. Hussein Akeil**

**Chairman of the Board  
Non - Executive**

Dr. Hussein Akil is the Chairman of the Board of Directors at Wataniya, bringing over 13 years of experience on the Board, including serving as Chairman for the past two consecutive board tenures. His long-standing leadership at Wataniya has provided him with extensive expertise in the insurance sector, making him a key driver of the company's strategic direction and governance framework.

Dr. Akil has been serving as a Legal Consultant since 1998, offering strategic legal counsel across various industries. Previously, he was a Legal Consultant at Abdulatif Jameel Group and served as Chief Legal Officer at NCB Bank.

Beyond his executive roles, Dr. Akil has been a Board Member of iplus Company for Manpower since 2017, contributing to its corporate governance and strategic oversight.

Academically, Dr. Akil holds a Juris Doctor from Denver University, USA (1998), a master's degree in political science from California State University, Fullerton, USA (1995), and a bachelor's degree in political science from California University, USA (1994).

With his strong leadership, deep understanding of the insurance industry, and expertise in corporate governance, Dr. Akil continues to be a driving force in Wataniya's growth and success.



**Mr. Faisal Charara**

**Vice Chairman  
Non- Executive Member**

Mr. Faisal Charara is the Vice Chairman of Wataniya's Board of Directors, with eight years as a Board Member. He has also served as Chairman of the Executive Committee for 12 years and a member of the Nominations and Remuneration Committee (RNC) for 12 years, reinforcing his leadership in corporate governance.

Since 2010, he has been the CFO of Juffali and Brothers Co., a leading commercial and industrial group in Saudi Arabia, and previously served as Deputy CFO of Ibrahim Juffali & Brothers Co. for over a decade.

Mr. Charara holds an MBA from Harvard University (1994), a master's in public administration from France (1991), and a Bachelor's in Economics from the London School of Economics (1985).

He is also a Board Member of SNIC, with extensive experience in finance and governance, Mr. Charara plays a key role in Wataniya's strategic oversight and success.



Mr. Amin Afifi

**Non- Executive Member**

Mr. Amin Afifi is a Board Member of Wataniya and Chairman of the Risk Committee, serving in these roles for the past eight years. With an extensive career in banking, corporate leadership, and governance, he brings significant expertise in risk management, corporate finance, and strategic oversight.

He has held several senior leadership roles, including Group CEO of Ibrahim Al-Juffali Brothers Company (2010-2023), Head of Corporate Sector at National Commercial Bank (2006-2010), Regional Manager at Saudi French Bank (2001-2006), and Regional Director of Corporate Banking at Saudi Hollandi Bank (1994-2001). His career began at Saudi American Bank (1985-1994), where he held various corporate banking positions.

Beyond his executive experience, Mr. Afifi is an active Board Member across multiple industries, including:

- Saudi Cement Company (Non-Executive)
- Juffali Technical Equipment Co. (Executive)
- Fluor Arabia Limited (Board Member)
- National Automobile Co. (Non-Executive)
- Juffali Industrial Products Co. (Non-Executive)
- SAMCO, Saudi Liebherr Co., ProMinent Juffali FZC, Juffali Univar SA Chemicals Co., and Juffali Tyres Co. (Non-Executive roles)
- Heidelberg Middle East FZCO, Information Technology Co. (Wiskey), and STEPCO (various governance roles)

Mr. Afifi holds a bachelor's degree in business administration from the University of Texas, USA (1984). His deep expertise in risk management, corporate governance, and financial leadership continues to add significant value to Wataniya's strategic direction and risk oversight.



Mr. Haitham Albakree

**CEO – MD**

**Executive Member**

Mr. Haitham Albakree is the Chief Executive Officer (CEO) of Wataniya since 2013. He also serves as a Managing Director, member of the Executive and Investment Committees, playing a key role in the company's strategic direction and governance.

With over two decades of experience in the financial and insurance sectors, Mr. Albakree has led Wataniya's transformation, achieving financial stability, operational optimization, and sustained growth. Under his leadership, Wataniya has been recognized among the top five insurers in Saudi Arabia in both motor and non-motor lines and has consistently achieved 19%+ average annual revenue growth over the past three years.

His previous roles include leadership positions at Bank Aljazira, Alahli Takaful, and The National Commercial Bank (NCB), where he spearheaded strategic initiatives, managed large-scale IPO processes, and developed corporate governance frameworks. Additionally, he served as COO for FWU Global-Takaful Solutions, driving business expansion across the Middle East and Asia.

Mr. Albakree holds a Master of Arts in International Economics & Middle East Studies from Johns Hopkins University (2000) and a Bachelor of Arts in General Management from Curry College (1996). He has also completed executive education programs at INSEAD and actively contributes to CSR initiatives and volunteer leadership, including Al-Wedad Society for Orphan Care.

With his expertise in corporate strategy, regulatory compliance, and digital transformation, Mr. Albakree continues to drive Wataniya's success as a leading insurance provider in the region.



Mr. Nidhal Radhwan

**Independent Member**

Nedhal Redwhan is a seasoned expert in labor relations, economic policy, and corporate governance. He is currently a Board Member, Audit Committee Member, and Risk Committee Member at Wataniya Insurance Company (2019–present). He holds a Bachelor's degree in Economics from King Saud University (1985) and has been a prominent representative of Saudi labor at international forums, including the G20, International Labour Organization (ILO), Arab Labour Organization (ALO), and the International Forum on Economic Globalization and Trade Unions in China.

He served as Chairman of the Saudi National Workers' Committee (2011–2019) and Head of the Saudi Workers' Delegation in various global labor conferences from 2004 to 2018. Since 2012, he has also led the workers' delegation in the Saudi Tripartite Social Dialogue Forum.

Nedhal is the Managing Director of KMAC for Consultancy (2017–2019) and has been a Labour Consultant at the University of Business and Technology (UBT), Jeddah (2017–present). He has been a licensed labour consultant since 2014. His previous roles include Board Member at the Saudi Skills Assessment Company (2013–2017), Executive Bureau Member at the Arab Social Security Association in Lebanon (2017–2019), and Advisory Board Member to the Saudi Minister of Labour (2005–2008).

His expertise and leadership continue to contribute to shaping labor policy and governance frameworks in Saudi Arabia and beyond.



Mr. Sami Alhalabi

**Independent Member**

Sami Alhalabi is a seasoned executive with over 25 years of experience in financial and operational leadership, recognized for his strategic vision and ability to drive growth and success. He holds a master's degree in mechanical engineering from Stanford University (1992), which has provided him with a strong analytical and problem-solving foundation.

He previously served as an Audit Committee Member at Wataniya and currently holds the positions of Board Member and RNC Chairman, where he plays a crucial role in corporate governance and strategic decision-making.

Beyond Wataniya, he has been a Member of the Board of Directors at Al Tala'a International Transportation Co. (Hanco), a closed Joint Stock Company based in Jeddah, Saudi Arabia (November 2018 to date), and has served as Chairman of its Audit Committee since January 2022.

He is also a Member of the Audit Committee at Wataniya Insurance Company, a publicly listed company on the Saudi Stock Exchange (Tadawul), serving in Round 1 (April 2009 to April 2022) and Round 2 (April 2022 to date).

Additionally, he has been a Member of the Remuneration and Compensation Committee at Wataniya Insurance Company during the same periods. He has also served as a Member of the Board of Directors at Abdullah Hashim Company Limited, a closed Joint Stock Company based in Jeddah, Saudi Arabia, since May 2023, and is a Member of the Board of Trustees at The British International School of Jeddah since July 2009. Sami is a results-driven leader known for identifying growth opportunities, setting clear goals, and fostering team collaboration. His empowering management style promotes accountability and ownership. With a strong track record in executing strategic initiatives and engaging stakeholders, he consistently delivers impactful commercial and financial outcomes.





Mr. Raed Sater

**Independent Member**

Raed Sater is an accomplished executive with extensive experience in finance, human resources, and corporate governance. He currently serves as a Board Member and RNC Member at Wataniya. Holding a bachelor's degree in finance from King Fahd University of Petroleum and Minerals (1994), he has built a distinguished career across various leadership roles in the corporate sector.

Since 2020, Raed has been a Partner at Korn Ferry, leveraging his expertise in executive leadership and talent management.

Prior to this, he served as General Manager of HR & Administration at Bahrain Petroleum Company (2018–2019) and as a Partner at Heidrick & Struggles in Dubai (2012–2018). His leadership journey also includes serving as Managing Director at EWK International (2006–2012) and as Head of Human Resources at Gulf Air, Bahrain (2003–2005).

With a strong background in strategic human capital management and organizational leadership, Raed has played a vital role in driving corporate success and talent development. His experience in both finance and HR allows him to contribute effectively to board-level decision-making, ensuring alignment between business strategy and human capital initiatives.



Mr. Omar Hashim

**Independent Member**

Omar Hashem is a highly experienced executive with a strong background in digital banking, financial services, and corporate governance. He currently serves as a Board Member and Risk Committee Member at Wataniya. Additionally, he holds the position of Chairman of the Board at AlAhli Takaful, the Saudi Financial Services Company, Tamra, and New Leap. He is also a member of the Advisory Board at Souqalmal.com.

Omar holds a Bachelor's degree in Computer Programming, which he earned in 1993. His extensive career spans leadership roles at The Saudi National Bank (SNB), where he played a key role in digital transformation and financial strategy.

He served as SEVP and Head of the Digital and Technology Group (2018–2020), EVP and Head of the Digital Banking Division (2015–2018), and SVP and Head of Customer Services (2013–2015). Additionally, he was SVP and Chief Customer Officer (2012–2013), SVP and Head of Strategy & Financial Planning Office (2011–2012), SVP and Head of the Electronic Transactions Banking Division (2009–2011), and Head of Remittance and Online Banking (2007–2009).

With a deep understanding of digital banking, strategic planning, and customer experience, Omar has been instrumental in driving innovation and operational excellence in the financial sector. His expertise continues to shape the future of financial services and corporate governance in Saudi Arabia.



**Independent Member**

Abir Kaki is a seasoned business leader with broad expertise in corporate management, strategic leadership, and business transformation. She currently serves as a Board Member at Wataniya and General Manager of Estée Lauder Companies Saudi Arabia, where she drives market growth and consumer engagement in the prestige beauty sector.

Her previous roles include CEO of Saudi International Trading and Marketing Ltd., Founding Partner at Dimam, and Secretary General of Alwaleed Philanthropies, where she led restructuring, strategic partnerships, and global philanthropic programs. She also worked as a Senior Consultant at Mercer, advising on human capital strategy.

In addition to her role at Wataniya, Abir holds board memberships in several other organizations, including Nubaseed, Nubaria Seed Production Company, Tanta Flax & Oil Company, Lactomir, and Alnahda Organization.

Abir holds a master's in human resource management and an MBA in International Management, and is fluent in Arabic and English, with additional proficiency in French and Spanish. Her career reflects a consistent focus on innovation, operational excellence, and impactful leadership.



# Board Roles and Responsibilities

Without prejudice to the competencies of the General Assembly as per the Saudi Companies Law and its implementing regulations and Wataniya's bylaws, the Board shall have the broadest powers in managing Wataniya and guiding its activities to achieve its objectives. Among the main functions and competencies of the Board are the following:

## 4. Strategic Oversight:

- Sets objectives and formulates strategic plans.
- Supervises implementation and major transactions.
- Ensures decisions are not concentrated in one individual.

## 5. Corporate Governance & Compliance:

- Defines responsibilities of leadership roles.
- Establishes policies and procedures, reviewing them regularly.
- Ensures adherence to financial, accounting, and disclosure standards.
- Maintains internal control and risk management frameworks.

## 6. Financial & Risk Management:

- Approves budgets, capital structure, and major expenditures.
- Ensures availability of financial and human resources.
- Protects policyholders' interests.
- Provides recommendations on capital changes, reserves, and profit distribution.

## 1. Board Accountability & Ethics:

- Acts in the best interests of shareholders and stakeholders.
- Promotes corporate governance and ethical standards.
- Ensures Board members remain independent and avoid conflicts of interest.
- Prohibits disclosure of confidential information.

## 2. Board Structure & Committees:

- Forms specialized committees with clear responsibilities.
- Grants authority to the Audit Committee for independent oversight.
- Establishes and oversees the Executive Management, including CEO appointment and evaluation.
- Develops a clear succession plan.

## 3. Chairman's Duties:

- Leads the Board, ensuring effective discussions and informed decision-making.
- Acts as Wataniya's representative before external parties.
- Fosters collaboration between Board and Executive Management.
- Organizes meetings and ensures communication with stakeholders.
- Upholds corporate governance standards and compliance.

# Board Meetings

The Board of Directors held 6 meetings during the year 2024, with attendance as detailed below:

Directors	26\03\2024 Meeting	10\06\2024 Meeting	09\09\2024 Meeting	06\10\2024 Meeting	19\11\2024 Meeting	09\12\2024 Meeting	% (Attendance)	Attendance Fees Paid <sup>4</sup>
Dr. Hussein S. Akeil	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mr. Faisal Charara	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mr. Amin Al-Afifi	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mr. Haitham Albakree	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mr. Nedhal Radwan	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mr. Raed Sater	Yes	Yes	Yes	No	Yes	Yes	83.33%	24,000 SR
Mr. Tahir Dabbagh <sup>5</sup>	No	Yes	Yes	NA	NA	NA	66.67% <sup>6</sup>	10,000 SR
Mr. Sami Al Halabi <sup>7</sup>	NA	NA	NA	NA	NA	Yes	100%	5,000 SR
Mr. Omar Hashim	Yes	Yes	Yes	Yes	Yes	Yes	100%	29,000 SR
Mrs. Abir Kaki	Yes	Yes	Yes	Yes	No	Yes	83.33%	24,000 SR

<sup>4</sup> The Board resolved in its meeting held on 10.06.2024 to increase the Board attendance fees from 4000 SR to 5000 SR, effective from the date of the meeting.

<sup>5</sup> Resigned on 01.10.2024

<sup>6</sup> Attended 2 meetings out of 3 for the year 2024

<sup>7</sup> Was appointed on 02.12.2024



## **The Board of Directors meetings during the year covered the following major tasks:**

- Regularly analyzed the Company performance and achievement versus plan including analysis of market information and Company Strategic positioning.
- Reviewed all IA inspection observations and the action plans.
- Approved the recommendations of the Remuneration Committee concerning the Company Structure, the remuneration and bonuses of top Executives, and the company's staff.
- Approved the Budget for 2024.
- Discussed Company's Strategies and future options.
- Approved the recommendations of the Audit Committee regarding external contracts including external auditors, tax consultants, legal consultant and external actuary, noting that the company doesn't have any other management or technical agreement.
- Followed up the activities of the various Committees including the Executive Committee, the Audit Committee, The Investment Committee, The Remuneration Committee, and the Risk Management Committee.
- Review the implementation of Wataniya's Strategy and update.

## Subjects Approved by Board of Directors during 2024

- Fraud Annual Report 2023
- Appointment of External Auditor
- Audit Committee Annual Plan 2024
- Cyber Security Policy
- Cyber Security Governance
- Cyber Security Committee Charter
- Information Security Strategy for 2024,2025, and 2026.
- Approving the Financial Statement Q1 2024
- Risk Management Strategy
- Approving annual financial statement
- Approving the Whistleblowing Policy Updates
- Approving the Financial Statement Q2 2024
- Reinsurance Strategy
- The Anti-Fraud policy update
- The Anti-Fraud Strategy update
- Reinsurance Adequacy Report
- Motor Pricing Report
- Solvency & Capital Adequacy Report
- Protection & Savings Pricing Report
- Investment Report
- Annual AML report
- The Anti-Fraud Response plan
- Pricing Adequacy Report
- Experience Study
- Approving the Financial Statement Q3 2024
- Board Evaluation by External Party
- Internal Auditor report
- Risk Management Policy
- Credit Control Policy
- Investment policy
- Board Annual Report 2023
- AML Manual
- Finance Manual
- Reinsurance Adequacy Report
- Protection & Savings Pricing Report
- Budget Approval
- Strategy Approval
- Fraud Response Plan
- the Bank Authority Matrix.
- The Board and Audit Committee Fees update.

## **Procedures taken by the Board to inform its members, Non-Executive Directors in particular, of shareholders' suggestions and remarks on the Company and its performance**

If shareholders provide any opinions, comments, or proposals, the Board of Directors—particularly the Chairman—along with the Chief Executive Officer, in accordance with the Corporate Governance Policy, shall inform its members, using any of the following methods:

- Meetings of the Board of Directors
- Meetings of the Board Committees
- Meetings of the General Assembly



**The General Assembly Meetings dates held during the last fiscal year and names of the Board Members who attended**

<b>Attendance Record</b>	
<b>Board Member</b>	<b>Meeting: 30.05.2024</b>
<b>Hussein Akil</b>	<b>Attended</b>
<b>Faisal Charara</b>	<b>Attended</b>
<b>Amin Al Afifi</b>	<b>Attended</b>
<b>Haitham AlBakree</b>	<b>Attended</b>
<b>Omar Hashem</b>	<b>Attended</b>
<b>Raed Sater</b>	<b>Attended</b>
<b>Abir Kaki</b>	<b>Attended</b>
<b>Nedhal Redwan</b>	<b>Attended</b>
<b>Tahir Dabbagh</b>	<b>Attended</b>



# The Board Committees

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## • Executive Committee

### a) Composition<sup>8</sup>

No.	Name	Role in Committee
1.	Faisal Charara	Chairman- non executive
2.	Nabil Peter Choueri	Independent Member
3.	Haitham H. Albakree	Executive Member
4.	Sohail F. Abbas	Executive Member
5.	Murtaza Quettawala	Executive Member

### c) Meetings<sup>9</sup>

Name	14\03\2024	28\05\2024	20\08\2024	06\11\2024	27\11\2024	09\01\2025	Attendance Fees	Annual Fees	Total Fees
Faisal Charara	Yes	Yes	Yes	Yes	Yes	Yes	8,000	35,000.00	43,000.00
Haitham Albakree	Yes	Yes	Yes	Yes	Yes	Yes	8,000	25,000.00	33,000.00
Murtaza Quettawala	Yes	Yes	Yes	Yes	No	Yes	6,000	25,000.00	31,000.00
Sohail F. Abbas	Yes	Yes	No	No	Yes	Yes	6,000	25,000.00	31,000.00
Nabil Peter Choueiri <sup>10</sup>	Yes	Yes	Yes	Yes	No	Yes	See note 10	See note10	See note10
<b>Total</b>	NA	NA	NA	NA	NA	NA	28,000	110,000	138,000

### b) Function

The purpose of the committee is to assist the Chief Executive Officer in the performance of his duties, including:

- The development and implementation of strategy, operational plans, policies, procedures and budgets.
- The monitoring of operating and financial performance.
- The assessment and control for risk.
- The prioritization and allocation of resources; and
- Monitoring competitive forces in each area of operation.
- Head Office Remodeling Works update & approval.
- Staff Government fees update & Approval.
- Solvency monitoring.

<sup>8</sup> The Executive Committee comprise a minimum of three and a maximum of five members, the current structure as of 31 December 2024 constitutes of five members.

<sup>9</sup> Required to conduct 6 meetings a year.

<sup>10</sup> Nabil Peter Choueiri is paid based a total sum of SR 233,150 in 2024 for his services on the executive committee and as an advisor to the Board of Directors.



- Investment Committee

**a) Composition.<sup>11</sup>**

No.	Name	Role in Committee
1.	Faysal Badran	Chairman – Independent
2.	Dr. Bernd van Linder	Independent Member
3.	Haitham Albakree	Executive Member

**b) Function**

The purpose of committee is to manage all aspects of the investment assets held by the Company subject to adherence to the terms of the Investment Directives and the Committee Dealing Limits and in line with the applicable laws of the Kingdom of Saudi Arabia.

**c) Meetings.<sup>12</sup>**

Name	04\06\2024	05\12\2024
Faysal Badran	Yes	Yes
Dr. Bernd van Linder	Yes	Yes
Haitham Albakree	Yes	Yes

**d) Fees:**

Member	Attendance Fees	Expenses	Annual Fees	Total Fees
Haitham Albakree	4,000	-	25,000.00	29,000.00
Dr. Bernd Van Lender	4,000	1,450.00	25,000.00	30,450.00
Faysal Badran	4,000	-	35,000.00	39,000.00
<b>Total</b>	<b>12,000</b>	<b>1,450</b>	<b>85,000</b>	<b>98,450</b>

<sup>11</sup> The Investment Committee comprise of a minimum of three and maximum of five members. The current composition of the committee as of 31 December 2024 is 3 members.

<sup>12</sup> The committee required to conduct two meetings annually.



- Audit Committee

### a) Composition<sup>17</sup>

No.	Name	Role in Committee
1.	Shirish Bhide	Chairman - Independent
2.	Sami Musa Alhalabi	Independent Member
3.	Nedhal Radwan	Independent Member
4.	Asim Al Hattami	Independent Member

### b) Function

The purpose of the committee is to review the compliance\ Internal Audit management functions and assess the Company's processes relating to its risk and internal control systems. Furthermore, the committee will monitor the integrity of the Company's financial statements and the effectiveness of the external audit process and internal audit functions

### c) Meetings<sup>13</sup>

No.	Meeting	Shirish Bhide	Sami Alhalabi <sup>14</sup>	Nedhal Redwan	Asim Al Hattami <sup>15</sup>
1.	04\03\2024	Yes	Yes	Yes	NA
2.	28\04\2024	Yes	Yes	Yes	NA
3.	08\05\2024	Yes	Yes	Yes	NA
4.	08\07\2024	Yes	Yes	Yes	NA
5.	28\07\2024	Yes	Yes	Yes	NA
6.	10\10\2024	Yes	Yes	Yes	Yes
7.	30\10\2024	Yes	Yes	Yes	Yes
8.	26\12\2024	Yes	NA	Yes	Yes
	<b>Attendance Fees<sup>16</sup></b>	23,500	20,000	23,500	10,500
	<b>Annual Fees</b>	93,383.56	71,506.85	80,589.04	22,356
	<b>Expenses</b>	5,844.18	NA	NA	NA
	<b>Total Fees</b>	<b>122,727.74</b>	<b>91,506.85</b>	<b>104,089.04</b>	<b>32,856.16</b>

<sup>13</sup> The committee held 8 meetings during the year ended 31 December 2024, the required minimum is 6 meetings annually.

<sup>14</sup> Resigned 22.11.2024.

<sup>15</sup> Appointed on 26.09.2024

<sup>16</sup> The Board resolved in its meeting held on 10.06.2024 to increase the Audit committee fixed fees, attendance fees, 10,0000 SR for Chairman and 85,000 SR for members, and 3500 SR for Attendance, effective from the date of the meeting.

<sup>17</sup> The Audit Committee comprise of a minimum of three (3) members, and maximum of 5. The current composition of the committee is 3.



- Nomination and Remuneration Committee

**a) Composition<sup>18</sup>**

No.	Name	Role in Committee
1.	Sami Musa Alhalabi <sup>19</sup>	Chairman - from the Board
2.	Faisal Charara	Non-Executive Member
3.	Raed Sater <sup>20</sup>	Independent Member

**b) Meetings<sup>21</sup>**

Name	27\03\2024	12\05\2024	8/22/2024
Faisal Charara	Yes	Yes	Yes
Raed Sater	Yes	Yes	Yes
Sami Alhalabi	Yes	Yes	Yes

**c) Function**

The purpose of the committee is to ensure transparency in the procedures for the selection, appointment and removal of Directors. All appointments and removals are to be ratified by the General Assembly. The Committee will also be responsible for:

- 1- Establishing policies regarding the indemnity and remuneration of Directors and Senior Managers.
- 2- Evaluating the Board and Committees effectiveness and engagements during the Board tenure.
- 3- Reviewing and approval of the year-end bonus for all managements and Company's staff.

**d) Fees:**

Member	Attendance Fees	Annual Fees	Total Fees
Mr. Faisal Charara	6,000	25,000	31,000
Raed Salman Sater	6,000	35,000	41,000
Sami Musa Alhalabi	6,000	25,000	31,000
<b>Total</b>	<b>18,000</b>	<b>85,000</b>	<b>103,000</b>

<sup>18</sup> The Nomination and Remuneration Committee comprise of a minimum of three and a maximum of five members. The composition of the committee as of 31 December 2024 is 3.

<sup>19</sup> Was appointed as the Chairman on 02.12.2024

<sup>20</sup> Resigned as the Chairman on 25.03.2024 and remain as a member of the committee from 02.12.2024.

<sup>21</sup> The committee held three meetings during the year ended 31 December 2024.



- Risk Management Committee

**a) Composition<sup>22</sup>**

No.	Name	Role in Committee
1.	Amin Mousa A. Al Afifi	Chairman – Non Executive – from the Board
2.	Omar Hashim	Independent Member
3.	Nidal Redwan	Independent Member

**b) Meetings:<sup>23</sup>**

Name	3/20/2024	6/3/2024	9/2/2024	12/15/2024
Amin Al Afifi	Yes	Yes	Yes	Yes
Nidal Redwan	Yes	Yes	Yes	Yes
Omar Hashem	Yes	Yes	Yes	Yes

**c) Function**

The purpose of the committee is to represent and assist the Board of Directors in fulfilling its oversight responsibility relating to:

1. Assuring that Wataniya manages risks related issues is in accordance with its Enterprise Risk Management (ERM) framework policies, procedures, and regulatory obligations by providing governance oversight and strategic direction.
2. The Committee shall have a direct reporting relationship with the Board for providing their recommendations and findings. The Chairman of Committee shall be required to report to the Chairman of the Board of Directors for matters arising during the course of the performance of his role and responsibilities.

**d) Fees:**

Member	Attendance Fees	Annual Fees	Total Fees
Amin Afifi	8,000	35,000.00	43,000.00
Nidal Redwan	8,000	25,000.00	33,000.00
Omar Hashim	8,000	25,000.00	33,000.00
<b>Total</b>	<b>24,000</b>	<b>85,000</b>	<b>109,000</b>

<sup>22</sup> The Committee comprised of at least 3 members and a maximum of 5 members, headed by a non-executive Board Member. The composition as on 31 December 2024 is 3 members.

<sup>23</sup> The Committee held four meetings during the year ended 31 December 2024.



## Remuneration policy and method adopted to determine the remuneration of Board Members

The BOD proposes the remuneration of Board Members based on the recommendation of the Nominations and Remuneration Committee, and in accordance with the relevant laws, regulations and conditions approved by the General Assembly.

None of the remuneration and compensation for the Chairman and the Board Members will be approved without approval by the General Assembly. All details pertaining to the proposed remuneration and compensation are published in writing, so that they are available to all Shareholders prior to the General Assembly in which remuneration and compensation will be put to vote.

The Company provides professional liability insurance coverage for the Board Members and/or subordinate committees. Wataniya indemnifies a Member of the BOD and/or subordinate committees for any government taxes or fees such as value-added tax arising from his membership in the Company's Board.

The BOD proposed remuneration for Board Members based on recommendation of the Nomination and Remuneration Committee in addition to remuneration for Chairman of the Board of Director for which the Insurance Authority's non objection was obtained in accordance with the relevant laws, regulations and instructions and with the conditions and standards approved by the General Assembly.



## Structure of the Fees For the Board and its Committees<sup>24</sup>

<b>The Board of Directors<sup>25</sup></b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	230,000	180,000
<b>Attendance Fees</b>	5,000	5,000
<b>The Executive Committee</b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	35,000	25,000
<b>Attendance Fees</b>	2,000	2,000
<b>The Audit Committee<sup>26</sup></b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	100,000	85,000
<b>Attendance Fees</b>	3,500	3,500
<b>The Risk Committee</b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	35,000	25,000
<b>Attendance Fees</b>	2,000	2,000
<b>The Investment Committee</b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	35,000	25,000
<b>Attendance Fees</b>	2,000	2,000
<b>The Remuneration and Nomination Committee</b>		
	<b>Chairman</b>	<b>Members</b>
<b>Annual Fees</b>	35,000	25,000
<b>Attendance Fees</b>	2,000	2,000

<sup>24</sup> All fees are in SAR.

<sup>25</sup> The Board resolved (based on the RNC recommendations) in its meeting held on 10.06.2024 to increase the Board fees from 4000 SR to 5000 SR, effective from the date of the meeting.

<sup>26</sup> The Board resolved (based on the RNC recommendations) in its meeting held on 10.06.2024 to increase the Audit committee fixed fees, attendance fees, 100000 SR for Chairman and 85000 SR for members, and 3500 SR for Attendance, effective from the date of the meeting.



## Compensation paid to Board members

The Annual and Attendance fees and other expenses payable to the Chairman and members of the Board including their fees for their Committee/'s membership, these have been paid as follows during the year

	Fixed Remuneration							Variable Remunerations								
	Specific Amount	Allowance for attending Board meeting	Total allowance for attending committee meetings	In-Kind benefits	Remuneration for technical,	Remuneration for the	total	Percentage of the profit	Periodic Remunerations	Short-term incentive plans	Long-term Incentive plans	Grante shares	total	End of service award	Aggregate amount	Expenses Allowance
<b>Independent Directors</b>																
Raed Sater	180,000	24,000	41,000	-	-	-	245,000	-	-	-	-	-	-	-	-	43,976
Nedhal Redwan	180,000	29,000	137,089	-	-	-	346,089	-	-	-	-	-	-	-	-	-
Omar Hashem	180,000	29,000	33,000	-	-	-	242,000	-	-	-	-	-	-	-	-	8,000
Abir Kaki	45,000	24,000	-	-	-	-	69,000	-	-	-	-	-	-	-	-	12,753
Sami Al Halabi <sup>27</sup>	-	5,000	122,507	-	-	-	127,507	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>585,000</b>	<b>111,000</b>	<b>333,596</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,029,596</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>64,730</b>
<b>Non- Executive Directors</b>																
Hussein Akil	230,000	29,000	-	-	-	-	259,000	-	-	-	-	-	-	-	-	92,140
Tahir Dabbagh <sup>28</sup>	180,000	10,000	-	-	-	-	190,000	-	-	-	-	-	-	-	-	-
Amin Al Afifi	180,000	29,000	43,000	-	-	-	252,000	-	-	-	-	-	-	-	-	-
Faisal Charara	180,000	29,000	74,000	-	-	-	283,000	-	-	-	-	-	-	-	-	76,625
<b>Total</b>	<b>770,000</b>	<b>97,000</b>	<b>117,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>984,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>168,765</b>
<b>Executive Director</b>																
Haitham Al Bakree	180,000	29,000	62,000	-	-	-	271,000	-	-	-	-	-	-	-	-	6,000
<b>Total</b>	<b>180,000</b>	<b>29,000</b>	<b>62,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>271,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,000</b>

<sup>27</sup> Appointed on December 2, 2024.

<sup>28</sup> Resigned on October 1<sup>st</sup> 2024.

## Senior Executives' Fees

Compensation and remuneration paid to the top five Executives including the Chief Executive Officer and Chief Financial Officer during the year ended 31 December 2024 was Saudi Riyals 13.343 (2023: SR 11.404 million). These are analyzed as follows:

	2024 SR million	2023 SR million
Salaries	6.860	6.474
Bonus	4.840	3.616
Other allowances	1.643	1.314
<b>Total</b>	<b>13.343</b>	<b>11.404</b>



## Board and Board's Committees Evaluation

In March 2024, the results of the External Evaluation were finalized. The evaluation, conducted by GCC BDI, assessed the performance of the Board of Directors, its committees, and selected members of the executive management. The Board is actively reviewing the observations and recommendations to implement necessary improvements and enhancements where required.



## Fines and Penalties Imposed on the Company

Except for the fines imposed by The Insurance Authority as shown in the table below, the Company has not been exposed to any other punishment or penalty or punitive restriction imposed by the CMA, IA or any other supervisory or regulatory or judiciary body during 2024. During 2023 the total fines was 140,000 SR

**The following table presents the fines for the year 2024**  
(total of 2 fines amount to (414000 SR), details as follows:

Regulator	Number of Penalties	Amount (SR)	Is the fines repeated
Insurance Authority	1	50,000	No
<b>Details of the Fine</b>	number of claims with a settlement of less than 2,000 SAR, that were not processed and settled within 5 working days.		
<b>Measures undertaken to remedy and avoid such non-compliance in the future</b>	The Company has developed a corrective plan to address and implement all requirements and to ensure avoiding recurrence.		

Regulator	Number of Penalties	Amount (SR)	Is the fines repeated
Insurance Authority	1	364,000	No
<b>Details of the Fine</b>	Non-compliance with the minimum verification control.		
<b>Measures undertaken to remedy and avoid such non-compliance in the future</b>	The Company has developed a corrective plan to address and implement all requirements and to ensure avoiding recurrence.		

**Fines during 2023:**

Regulator	Number of Penalties	Amount (SR)	Is the fines repeated
Insurance Authority	3	140,000	No
<b>Details of the Fine</b>	Fines for the violation of Supervisory Regulations <ul style="list-style-type: none"> <li>Based on SAMA supervisory visit on 07.2022, the fine was issued Jan 2023 for an amount of SR 70,000.</li> <li>Based on SAMA assessment on 06.2023, the fine was issued on August 2023 for an amount of SR 30,000.</li> <li>Based on SAMA supervisory visit on 03.2023, the fine was issued on July 2023 for an amount of SR 40,000.</li> </ul>		
<b>Measures undertaken to remedy and avoid such non-compliance in the future</b>	The Company has developed a corrective plan to address and implement all requirements and to ensure avoiding recurrence.		

## **Results of the annual audit of the effectiveness of the internal control procedures of the Company and the opinion of the audit committee with respect to adequacy of Company's internal control system. Include Board's conclusions on such annual review together with remarks rendered by the Audit Committee on the adequacy of the Company's internal control system.**

The Audit Committee remains committed to carrying out its responsibilities, which include mainly reviewing the company's financial statements, overseeing its accounting policies, and supervising internal, external audit and compliance. In fulfillment of these duties, the Committee held eight (8) meetings during the year 2024, excluding the annual meeting with the Board. These meetings covered the following key topics:

- Review and approve both internal audit and compliance plans for the year 2024.
- Supervising both Internal Audit and Compliance Functions and ensuring they implement their approved plans.
- Reviewing the periodic internal audit reports issued for the year 2024 and discussing the observations and the period required to resolve those observations by the management.
- Reviewing compliance reports, and ensuring the company implements the procedures to close identified observations.
- Follow up on the Insurance Authority's observations identified during inspection visits, and ensure the company implements the corrective action plans.
- Supervising the external audit work and ensuring their independence.
- Reviewing fraud reports and submitting recommendations thereon to the Board of Directors.
- Reviewing the quarterly and annual financial statements until December 31, 2024, and submitting the recommendations to the Board of Directors.
- Review of the Accounting policies including monitoring the IFRS implementation including IFRS 17 & 9
- Review management letter issued by the external auditor.
- Reviewing the proposals submitted by external auditors related to the external audit work and submitting the necessary recommendations to the Company's General Assembly to appoint the external auditors for the fiscal year ending on December 31, 2025.
- Reviewing the company's Anti-money Laundering Manual that includes policies and procedures in accordance with the anti-money laundering guidelines.
- Presenting minutes of the committee's meetings to the company's board of directors and notifying the board of directors of any major remarks.
- Meeting with members of the company's executive management and discussing supervisory reports, whenever the need arises.
- Studying the actuary's reports and submitting recommendations thereon to the Board of Directors.

## Financial Reports

The Committee conducted a review and discussion of both the preliminary annual and quarterly financial statements with the external auditors, providing recommendations to the Board of Directors. Additionally, the Committee examined reports issued by the external auditors, including the "management letter," and submitted related recommendations to the Board. The Committee monitored the progress on implementing the new accounting standards such as IFRS 17 and IFRS 9. Based on these reviews and discussions, the Audit Committee found no indications of improper financial record-keeping or concerns regarding the company's ability to continue as a going concern.


## Internal Audit and Compliance Reports

Throughout the year, the Committee monitored the performance of the Internal Audit Department (IAD) and the Compliance Department to ensure their efficiency and objectivity. It reviewed and approved the work plan, monitored their execution, and addressed any necessary modifications. The Committee tracked the activities of both Internal Audit & Compliance by reviewing its reports, analyzing key observations, and presenting them to the Board of Directors. It also ensured that executive management implemented the necessary corrective actions. The Committee reinforced the independence of both the Internal Audit and Compliance, ensuring that no restrictions were imposed on its work and that nothing hindered its ability to operate effectively.

## Internal Control System

The audit procedures and their effectiveness play an important role in achieving the company's objectives. Responsibility for establishing and monitoring the effectiveness of audit procedures rests with the company's Audit Committee. The Internal control system is based on what the company's management deems appropriate for its activities, the extent of the financial impact of the audit procedures and the intended benefit of applying those related procedures. The audit procedures are designed to mitigate risks rather than neutralize them, to achieve the company's objectives. For example, corrective actions and solutions have been proposed and developed, although not in absolute form, but are in compliance to regulatory requirements. For this, the Audit Committee was formed to periodically review the external, internal audit and compliance reports in the company. The Company is committed to balanced and reasonable audit procedures in terms of its design and implementation. The Audit Committee confirms that there are no material observations about the effectiveness of the internal control system and standards of the company.

Best Regards,

  
Shireesh Bhide (Mar 23, 2025 15:16 GMT+4)

Shireesh Bhide

Chairman of the Audit Committee

- **Recommendation of the Audit Committee on the need to appoint an internal auditor for the Company, if there is no internal auditor.**

There is a fully operational Internal Audit Division established within Wataniya.

- **The Audit Committee's recommendations that are in conflict with the Board's resolutions or those which the Board disregarded, relating to appointment, dismissal, performance assessment or determining the remuneration of an external auditor, as well as justifications for those recommendations and reasons for disregarding them.**

Not Applicable.

- **If the external auditor's report contains reservations on the annual financial statements, the Board's report must highlight them mentioning their reasons and any relevant information.**

The Company's External Auditors issued an audit opinion on the Company's 2024 Financial Statements, confirming with reasonable assurance that they fairly represent the Company's financial position in all material respects.



# Risk Management

## Risk Governance

The Company's risk governance is manifested in a set of established policies, procedures and controls which uses the existing organizational structure to meet strategic targets. The Company's philosophy revolves on willing and knowledgeable risk acceptance commensurate with the risk appetite and strategic plan approved by the Board of Directors of the Company. The Company is exposed to insurance, reinsurance, regulatory framework, credit, liquidity, foreign currency, commission rate, and market risk.

### Risk management structure:

A cohesive organizational structure is established within the Company in order to identify, assess, monitor, and control risks.

- **Board of directors:**

The apex of risk governance is the centralized oversight of Board of Directors providing direction and the necessary approvals of strategies and policies in order to achieve defined corporate goals.

- **Audit committee and internal audit department:**

The internal audit department performs risk assessments with senior management annually. The internal audit department examines both adequacy of procedures and the Company's compliance with the procedures through regular audits. Audit findings and recommendations are reported directly to the Audit Committee.

- **Senior management:**

Senior management is responsible for the day-to-day operations towards achieving the strategic goals within the Company's pre-defined risk appetite.

- **Risk management committee:**

The Board of Directors of the Company has constituted a Risk Management Committee, which oversees the risk management function of the Company and report to Board on a periodic basis.

This committee operates under framework established by the Board of Directors.

The primary objective of the Company's risk and financial management framework is to protect the Company from events that hinder the sustainable achievement of financial performance objectives, including failing to exploit opportunities.



## **The risks faced by the Company and the manner in which these risks are mitigated by management are summarized below:**

### **Insurance risk**

The principal risk the Company faces under insurance contracts is that the actual claims and benefit payments or the timing thereof, differ from expectations. This is influenced by the frequency of claims, severity of claims, actual benefits paid and subsequent development of long-term claims. For longer tail claims that take some years to settle, there is also inflation risk. Therefore, the objective of the Company is to ensure that sufficient reserves are available to cover these liabilities.

The above risk exposure is mitigated by diversification across a large portfolio of insurance contracts. The variability of risks is also improved by careful selection and implementation of underwriting strategy guidelines, structured claims management, quarterly review of reserves as well as the use of reinsurance arrangements.

Further, strict claim review policies to assess all new and ongoing claims, regular detailed review of claims handling procedures and frequent investigation of possible fraudulent claims are established to reduce the risk exposure of the Company. The Company further enforces a policy of actively managing and promptly settling claims, in order to reduce its exposure to unpredictable future developments that can negatively impact the business. Inflation risk is mitigated by taking expected inflation into account when estimating insurance contract liabilities and pricing appropriately.

The Company purchases reinsurance as part of its risk's mitigation program. Reinsurance ceded is placed on both a proportional and non-proportional basis. The majority of proportional reinsurance is quota-share reinsurance which is taken out to reduce the overall exposure of the Company to certain classes of business. Non-proportional reinsurance is primarily excess-of-loss reinsurance designed to mitigate the Company's net exposure to catastrophe losses. Retention limits for the excess-of-loss reinsurance vary by product line and territory. The Company Motor portfolio is reinsured under a non-proportional treaty arrangements.

### **Concentration of insurance risk**

The Company monitors concentration of insurance risks primarily by class of business. The major concentration lies in the motor segment. The Company also monitors concentration of risk by evaluating multiple risks covered in the same geographical location. For flood or earthquake risk, a complete city is classified as a single location. For fire and property risk a particular building and neighboring buildings, which could be affected by a single claim incident, are considered as a single location. Similarly, for marine risk, multiple risks covered in a single vessel voyage are considered as a single risk while assessing concentration of risk. The Company evaluates the concentration of exposures to individual and cumulative insurance risks and establishes its reinsurance policy to reduce such exposures to levels acceptable to the Company. Since the Company operates only in Saudi Arabia, hence, all the insurance risks relate to policies written in Saudi Arabia.

### **Currency risk**

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Management assesses that there is minimal risk of significant losses due to exchange rate fluctuations and, consequently, the Company does not hedge its foreign currency exposure. The Company has transactions in Saudi Riyals and US Dollars which are pegged and hence there is no currency risk exposure to the Company.

## Frequency and severity of claims

Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision and are in accordance with the reinsurance contracts. Although the Company has reinsurance arrangements, it is not relieved of its direct obligations to its policyholders and thus a credit exposure exists with respect to reinsurance ceded, to the extent that any reinsurer is unable to meet its obligations assumed under such reinsurance arrangements. The Company's placement of reinsurance is diversified such that it is neither dependent on a single reinsurer nor are the operations of the Company substantially dependent upon any single reinsurance contract.

The frequency and severity of claims can be affected by several factors like natural disasters, flood, environmental and economical, atmospheric disturbances, concentration of risks, civil riots etc. The Company manages these risks through the measures described above. The Company has limited its risk by imposing maximum claim amounts on certain contracts as well as the use of reinsurance arrangements in order to limit exposure to catastrophic events (e.g., hurricanes, earthquakes and flood damage). The purpose of these underwriting and reinsurance strategies is to limit exposure to catastrophes based on the Company's risk appetite as decided by management. The overall aim is currently to restrict the impact of a single catastrophic event to approximately 10% of equity on a gross basis and 2% on a net basis. In the event of such a catastrophe, counterparty exposure to a single reinsurer is estimated not to exceed 5% of equity. The Board of Directors may decide to increase or decrease the maximum tolerances based on market conditions and other factors.

## Sensitivities analysis on major assumptions used

The following sensitivity analysis shows the impact on gross and net liabilities, profit / loss and equity for reasonably possible movements in key assumptions with all other assumptions held constant. The correlation of assumptions will have a significant effect in determining the ultimate impacts, but to demonstrate the impact due to changes in each assumption, assumptions had to be changed on an individual basis. It should be noted that movements in these assumptions are non-linear. The method used for deriving sensitivity information and significant assumptions is consistent for both reporting periods. The impact of sensitivities to changes in discount rates is minimal therefore not presented. The Company believes that the claim liabilities under insurance contracts outstanding at the reporting periods below are adequate. However, these amounts are not certain and actual payments may differ from the claim's liabilities provided in the financial statements. The insurance results are sensitive to various assumptions. It has not been possible to quantify the sensitivity specific variable such as legislative changes or uncertainties in the estimation process.

## Other price risk

Other price risk is the risk that the fair value or future cash flows of financial instruments or insurance contract assets and / or liabilities will fluctuate because of changes in market prices (other than those arising from commission rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or contract, or by factors affecting all similar financial instruments traded in the market.

The Company's price risk exposure relates to financial assets and financial liabilities whose values will fluctuate as a result of changes in market prices. The Company does not issue any participating contracts. Therefore, there are no insurance or reinsurance contracts which are exposed to price risk. The Company's investments amounting to SAR 237 million (December 31, 2023: SAR 166 million) are susceptible to market price risk arising from uncertainty about the future value of invested securities. The Company limits this nature of market risk by diversifying its invested portfolio and by actively monitoring the developments in markets.

## Commission rate risk

Commission rate risk is the risk that the value or future cash flows of a financial instrument will change because of change in market commission rates. Floating rate instruments expose the Company to cash flow interest risk, whereas fixed interest rate instruments expose the Company to fair value commission rate risk. There is no direct contractual relationship between financial assets and insurance and reinsurance contracts. However, the Company's commission rate risk policy requires it to manage the extent of net commission rate risk by maintaining an appropriate mix of fixed and variable rate instruments to support the insurance contract liabilities. The Company has no significant concentration of commission rate risk. The Company is exposed to fair value commission rate risk through its debt instruments held, deposits and in respect of liabilities or assets for incurred claims where cash flows are not expected to be settled within a year from when claims are incurred.

## Reinsurance risk

In order to minimize financial exposure arising from large claims, the Company, in the normal course of business, enters into agreements with other parties for reinsurance purposes. To minimize its exposure to significant losses from reinsurer insolvencies, the Company evaluates the financial condition of its reinsurers and monitors concentrations of credit risk arising from similar geographic regions, activities or economic characteristics of the reinsurers. Reinsurers are selected using the following parameters and guidelines set by the Company's Board of Directors and Reinsurance Committee. The criteria may be summarized as follows:

- Minimum acceptable credit rating by recognized rating agencies (e.g. S&P) that is not lower than BBB or equivalent
- Reputation of particular reinsurance companies
- Existing or past business relationship with the reinsurer.
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Furthermore, the financial strength and managerial and technical expertise as well as historical performance of the reinsurers, wherever applicable, are thoroughly reviewed by the Company and agreed to pre-set requirements of the Company's Board of Directors and Reinsurance Committee before approving them for exchange of reinsurance business. As at December 31, 2024 and December 31, 2023 there is no significant concentration of reinsurance balances. Reinsurance ceded contracts do not relieve the Company from its obligations to policyholders and as a result the Company remains liable for the portion of outstanding claims reinsured to the extent that the reinsurer fails to meet the obligations under the reinsurance agreements. There is no single counterparty exposure that exceeds 10% of total reinsurance assets at the reporting date. The nature of the Company's exposure to insurance risks and its objectives, policies and processes used to manage and measure the risks have not changed from the previous period.

## Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. For all classes of financial instruments held by the Company, the maximum credit risk exposure to the Company is the carrying value as disclosed in the statement of financial position. The following policies and procedures are in place to mitigate the Company's exposure to credit risk: The Company only enters into insurance and reinsurance contracts with recognized, credit worthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables from insurance and reinsurance contracts are monitored on an ongoing basis in order to reduce the Company's exposure to bad debts. The Company seeks to limit credit risk with respect to agents and brokers by setting credit limits for individual agents and brokers and monitoring outstanding receivables. The Company's investment portfolio is managed by the investment committee in accordance with the investment policy established by the investment committee, which is approved by the Board of Directors. The Company's other financial assets are held with commercial banks and financial institutions with strong financial positions and credit ratings. The Company's policy is to invest in high-quality, liquid (that is, investment-grade) financial instruments. The Company maintains its bank balances, short-term, long term and statutory deposits with banks which have investment grade credit ratings. Investments are made in instruments with either investment grade or satisfactory non-investment grade credit rating.



## Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange rates (currency risk), market commission rates (commission rate risk) and market prices (price risk).

- The Company's market risk policy sets out the assessment and determination of what constitutes market risk for the Company. Compliance with the policy is monitored and exposures and breaches are reported to the Company risk committee. The policy is reviewed regularly for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocation and portfolio limit structure, to ensure that assets back specific policyholders' liabilities and that assets are held to deliver income and gains for policyholders which are in line with their expectations.
- The Company stipulates diversification benchmarks by type of instrument and geographical area.

The Board of Directors of the Company ensure that the overall market risk exposure is maintained at prudent levels and is consistent with the available capital. While the Board of Directors gives a strategic direction and goals, risk management function related to market risk is mainly the responsibility of Investment Committee team. The team prepares forecasts showing the effects of various possible changes in market conditions related to risk exposures. This risk is being mitigated through the proper selection of securities. Company maintains diversified portfolio and performs regular monitoring of developments in related markets. In addition, the key factors that affect stock and sukuk market movements are monitored, including analysis of the operational and financial performance of investees. Market risk comprises of three types of risk: currency risk, commission rate risk and other price risk.

## Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with insurance liabilities that are settled by delivering cash or another financial asset. In respect of catastrophic events, there is also a liquidity risk associated with the timing differences between gross cash outflows and expected reinsurance recoveries. The Company has a proper cash management system, where daily cash collections and payments are strictly monitored and reconciled on regular basis. The Company manages liquidity risk by maintaining maturities of financial assets and financial liabilities and investing in liquid financial assets.

- The Company's liquidity risk policy which sets out the assessment and determination of what constitutes liquidity risk for the Company. Compliance with the policy is monitored and exposures and breaches are reported to the Company risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocations, portfolio limit structures and maturity profiles of assets, in order to ensure sufficient funding available to meet insurance and investment contracts obligations.
- Contingency funding plans are in place, which specify minimum proportions of funds to meet emergency calls as well as specifying events that would trigger such plans.
- The Company's catastrophe excess-of-loss reinsurance contracts contain clauses permitting the immediate draw down of funds to meet claim payments should claim events exceed a certain size.

Further, the Company utilizes stress testing conducted by the risk management department to identify potential liquidity shortages and address them. Stress and scenario tests are conducted to assess the anticipated financial and non-financial repercussions of adverse circumstances and events occurring within the relevant time horizon. Stress tests consider fluctuations in key financial parameters, such as interest rates, asset values, or liability values. On the other hand, scenario tests involve the causes of adverse developments, such as a significant natural catastrophe or a major industrial incident.

To assess the company's resilience to uncontrollable negative events, hypothetical scenarios or scenarios based on industry information are created. The impact of these changes is evaluated based on various factors, including return on equity, solvency margin, liquidity of the company, and the average credit rating of reinsurance counterparties.

## Capital management

Objectives are set by the Board of Directors Company to maintain healthy capital ratios in order to support its business objectives and maximize shareholders' value. The Company manages its capital requirements by assessing shortfalls between reported and required capital levels on a regular basis. Adjustments to current capital levels are made in light of changes in market conditions and risk characteristics of the Company's activities. In order to maintain or adjust the capital structure, the Company may adjust the amounts of dividends paid to shareholders or issue shares. The Company manages its capital to ensure that it is able to continue as going concern and comply with the regulators' capital requirements of the markets in which the Company operates while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of equity attributable to equity holders comprising paid share capital, reserves and retained earnings. As per guidelines laid out by Insurance Authority (IA) previously known as SAMA in Article 66 of the Insurance Implementing Regulations detailing the solvency margin required to be maintained, the Company shall maintain solvency margin equivalent to the highest of the following three methods as per Insurance Implementing Regulations:

- Minimum Capital Requirement
- Premium Solvency Margin
- Claims Solvency Margin

As at December 31, 2024 consists of Company's regulatory capital which is financed solely by paid-up share capital of SAR 400 million, statutory reserve of SAR 42.27 million, retained earnings of SAR 108.17 million and fair value revaluation reserve of SAR 59.19 million (December 31, 2023: paid-up share capital of SAR 400 million, statutory reserve of SAR 21.66 million, retained earnings of SAR 25.08 million and fair value revaluation reserve of SAR 41.53 million ), in the statement of financial position.

The amendment made to the Co-operative Insurance Companies Law in accordance with the Royal Decree (M/12) dated 23/1/1443H (corresponding to 01/09/2021) requires the minimum capital of insurance companies to be SAR 300 million. In the opinion of the Board of Directors, the Company has fully complied with the externally imposed capital requirements as at December 31, 2024 and December 31, 2023.

## Employee Engagement and Workplace Culture: A Commitment to Our People

At **Wataniya**, we believe that a thriving workplace is built on meaningful engagement, strong connections, and a shared sense of belonging. To foster a vibrant and inclusive work environment, we actively invest in initiatives that celebrate our employees, acknowledge cultural and national traditions, and create opportunities for social interaction. Throughout the year, we organize a variety of events designed to enhance employee well-being, strengthen team spirit, and promote a positive workplace culture.

Our commitment to employee engagement is evident in the diverse range of celebrations and activities we host. National and cultural occasions such as Founding Day, Saudi National Day, Hijri New Year, and Ramadan events (Shabana Ramadan Celebration, Iftar Ramadan) are celebrated with enthusiasm, reinforcing our appreciation for heritage and traditions. These gatherings bring employees together to honor shared values and strengthen our corporate identity.

Recognizing the importance of leisure and relaxation in maintaining a productive work environment, we also host recreational activities such as Friendship Day, Padel Day, Card Games Championship, and Flashback Games. These initiatives foster camaraderie among employees, encourage teamwork, and create a dynamic workplace where everyone feels valued and engaged.

Furthermore, we extend our commitment to employee well-being by incorporating initiatives that focus on health awareness and family inclusion. Events such as Breast Cancer Awareness Day promote health consciousness, while our Children's Summer Camps offer employees' families the opportunity to engage in enriching activities, further strengthening our corporate community.

To add a touch of fun and spontaneity to the workplace, we also organize regular Snack Days and Ice Cream Corners, providing employees with enjoyable breaks that encourage informal interactions and relaxation. These moments of delight contribute to a positive and energized atmosphere. Additionally, team bonding experiences such as the Khobar Trip allow employees to connect beyond the office setting, reinforcing strong relationships and collaboration.

At **Wataniya**, we recognize that engaged employees are the foundation of our success. By fostering a culture of celebration, support, and inclusion, we strive to create an environment where our employees feel appreciated, connected, and inspired to contribute to the company's shared vision.





# Corporate Social Responsibility

## Investing in the Future

At **Wataniya**, we are deeply committed to social responsibility, with a strong focus on empowering individuals through career development and education. Our initiatives aim to support young professionals, university students, and job seekers by providing meaningful opportunities that contribute to their growth and the advancement of the community.

As part of our commitment to workforce development, we actively participate in career fairs, such as **Dar Al hikmah**, and **KFUPM** University career fairs. These events serve as a platform for connecting with emerging talent, providing guidance on career paths, and offering employment opportunities to promising candidates. By engaging with job seekers, we contribute to reducing unemployment and ensuring that skilled professionals find suitable career opportunities.

Additionally, we believe in the power of hands-on experience and skill-building, which is why we have implemented structured training programs that lead to employment. These programs equip participants with industry-specific knowledge and practical experience, bridging the gap between academic learning and professional success. Through these initiatives, we ensure that trainees are well-prepared to transition into full-time roles within our company, fostering sustainable career growth.

Our commitment extends beyond structured programs to include university student hiring and training, where we provide students with internships and part-time opportunities. By integrating young professionals into our workforce, we give them valuable exposure to real-world work environments, allowing them to develop their skills while contributing to meaningful projects. This initiative not only benefits students but also helps us cultivate a new generation of skilled professionals who align with our company's values and vision.

Through these efforts, **Wataniya** continues to play an active role in developing talent, supporting education, and strengthening the job market. By investing in people, we not only enhance our workforce but also contribute to the broader social and economic development of our community.



# Corporate Social Responsibility

## Giving Back to the Community

At **Wataniya**, we believe that corporate social responsibility extends beyond business operations—it is about making a meaningful impact on the community. We actively participate in charitable initiatives that support those in need.

One of our key collaborations is with **Kiswa Al-Saidah Aishah**, an organization dedicated to help providing for the underprivileged individuals. As part of this initiative, we organize donation drives where employees contribute used clothes, ensuring they reach those who need them most. Beyond donations, our employees actively participate in sorting campaigns, working together to categorize and prepare clothing for distribution with **Kiswa**. This hands-on involvement fosters a culture of empathy and volunteerism within our company, strengthening the bond between our workforce and the community.

By engaging in these charitable activities, we reinforce our commitment to social responsibility and encourage our employees to take an active role in giving back. Through partnerships like these, we aim to create a lasting impact, not just within our organization but across society. At **Wataniya**, we take pride in fostering a culture of generosity, teamwork, and community support, ensuring that our contributions extend beyond business success to positively influence lives.



## Summary Biographies of Senior Management

### Mr. Haitham Habib Albakree

**The CEO and Managing Director**, Saudi national, was appointed to the Company on April 1, 2013G. He holds a master's degree in international economics and Middle East Studies from Johns Hopkins University, USA (2000G), and a bachelor's degree in business administration from Curry College, USA (1996G). With extensive experience in the financial and insurance sectors, he has been a member of the Company's Executive Committee and Investment Committee since 2013G. Prior to his current role, he served as Chief Operations Officer at FWU Global Takaful in Dubai (2011G–2012G), Assistant General Manager of Strategic Management at Aljazira Takaful Company (2009G–2011G), and Deputy General Manager, Head of Products and Distribution, and Board Secretary at Al Ahli Takaful Company (2007G–2009G). Earlier in his career, he was Head of Business Development at NCB (2002G–2007G), gaining extensive expertise in banking and insurance.

### Mr. Sohail Fazal Abbas

**The Chief Financial Officer**, a Pakistani national, was appointed to the Company on April 1, 2010G. He holds a Fellowship of Management Accountants (1986G) and a Fellowship of Chartered Accountants (1985G) from Pakistan, in addition to a Bachelor of Commerce from the University of Karachi (1982G). With extensive experience in finance, auditing, and insurance, he has been a member of the Company's Executive Committee since 2013G. Prior to joining the Company, he served as Financial Controller at Saudi National Insurance Company BSC, a Bahraini joint stock insurance company (2001G–2010G). Earlier in his career, he worked as an Executive Audit Manager at Ernst & Young KSA (1986G–2001G), specializing in public accountancy and consultancy.

### **Mr. Rami Qari**

**The Chief Operations Officer**, Saudi national, was appointed to the Company on April 30, 2017G. He holds a Bachelor's degree in Arts, specializing in English Language and Literature, from Jeddah (2012G). With a strong background in operations and customer service, he previously served as Operations Manager – Western Region at NASCO Saudi Arabia (2015G–2017G) and as Customer Service Manager at Saudi Enaya Insurance Company (2012G–2015G). Before that, he worked as a Customer Service Supervisor at Bupa Arabia (2008G–2012G) and gained experience in training and administration as a Training and Development Officer at the Canadian Creative Center (2008G), an Administration Assistant at Sara Abu Al-Jadail Community Services (2007G–2008G), and an Executive Manager Assistant at Hassan Abas Sharbatly (2006G–2007G).

### **Mr. Pantelis Nicholas Mesolongitis**

**The Chief Technical Officer**, Greek national, was appointed to the Company on August 1, 2021G. He holds an MBA with a specialization in Insurance and Actuarial Science from St. John's University, USA, a Bachelor's degree in Actuarial Mathematics and Statistics from Heriot-Watt University, UK, and a Postgraduate Diploma in Actuarial Science and Finance from the University of Waterloo, Canada. He is also a qualified actuary and a member of The Cyprus Actuarial Association.

With extensive experience in actuarial science, reinsurance, and business development, he previously served as Deputy Senior Executive Officer and Head of Reinsurance at ACE Re Brokers, UAE. Prior to that, he was the Executive Vice President and Head of International Operations & Business Development at Oman Insurance Company (2010G–2018G) and Group Actuarial Officer at Flagstone Alliance Reinsurance PLC (2000G–2010G). His expertise in technical insurance operations, actuarial risk assessment, and international business expansion has been instrumental in driving operational excellence within the Company.

### **Mr. Murtaza Mustafa Quettawala**

**The Chief Actuary**, Pakistani national, was appointed to the Company on September 11, 2019G. He is a Fellow of the Society of Actuaries (FSA) (2019G) and holds a Bachelor of Science (Honors) from Lahore University of Management Sciences, Pakistan (2011G).

With extensive experience in actuarial analysis and risk management, he previously served as Actuarial Manager at Alinma Tokio Marine (2016G–2019G) and as Assistant Manager at IGI Life Insurance Limited (formerly MetLife Alico) (2011G–2016G). His expertise in actuarial modeling, financial risk assessment, and insurance analytics plays a vital role in the Company's strategic decision-making and technical operations.



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### **Mr. Ghassan Hamza Al Junaid**

**The Head of Corporate Governance & Legal Affairs**, Saudi national, was appointed to the Company on April 1, 2010G. He holds a bachelor's degree in business administration from King Abdulaziz University, KSA (2009G), and a Higher Diploma in Vehicle Engineering from Jeddah College of Technology, KSA (1994G). With extensive experience in governance, legal affairs, and human resources, he has led the Company's Governance, Legal, and Administrative Affairs Department since 2014G. Prior to this role, he served as Manager of the Company's HR and Administrative Affairs Department (2010G–2013G) and previously worked as HR Manager at Saudi National Insurance Company BSC, a Bahraini joint stock company in the insurance sector (1999G–2009G).

### **Mr. Abdulrahman Tounsi**

**The Head of Compliance**, Saudi national, was appointed to the Company on September 20, 2023G. He holds a bachelor's degree in law from King Abdulaziz University. With a strong background in compliance and regulatory affairs, he has been serving as Acting Head of Compliance at Wataniya Insurance Company since 2023G. Prior to this role, he worked as a Senior Compliance Officer at Wataniya Insurance Company (2022G–2023G) and as a Compliance Officer at Salama Cooperative Insurance Company (2018G–2022G), gaining extensive experience in regulatory compliance and risk management within the insurance sector.

### **Mrs. of Nada Almalki**

**The Legal and Governance Manager & Board of Directors Secretary**, Saudi national, was appointed as Legal and Governance Manager on October 8, 2023G, and as Board of Directors Secretary on January 11, 2024G. She holds a bachelor's degree in law from King Abdulaziz University, Saudi Arabia, and a Master's degree in Commercial and Business Law from the University of East Anglia, UK.

With a strong background in corporate governance, legal advisory, and board affairs, she has held key roles in various organizations. She previously served as a Lawyer at Majed Bin Taleb Law Firm, Acting Legal Manager and Board Secretary at Dar Al Etiman Al Saudi, and Legal Representative and Board Secretary at Al Matajer Al Koubra (Virgin Megastore). Her expertise in legal compliance, corporate governance, and regulatory affairs ensures the effective management of legal operations and board governance within the Company.



## Declarations

The Board acknowledges its responsibility for the true and fair presentation of the financial position of the company and declares that:

- Proper books of accounts have been maintained.
- The system of internal control is sound in design and effectively implemented; and
- There are no significant doubts concerning the Company's ability to continue as a "going concern".

## Acknowledgements

The Board acknowledges with gratitude the cooperation and support extended by customers, insurance brokers, regulators. The Board also wishes to place on record their sincere appreciations of the services rendered by all employees of the Company and are thankful to the Shareholders for their continued support.

For and on behalf of the Board of Directors,

**Hussein Said Akeil**






Chairman of the Board of Directors  
Date: 15 March 2025



Hussein Akeil (Mar 25, 2025 16:55 GMT+3)

Created:	2025-03-25
By:	nada almalki (na.almalki@wataniya.com.sa)
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