

**Corporate Governance Report for  
2021**



## 1. INTRODUCTION

Sawaeed Holding Company PJSC (the “Company”) works on adopting sound governance rules and principles and ensuring the highest levels of transparency in its work.

The Company continued to strengthen its governance practise during the financial year 2021, despite challenges posed by the Covid-19 pandemic. The Company has experienced reasonable recovery in business activity from the last year’s severe impact of pandemic, which has positively shifted the financial performance of the group to a decent profitability.

The Company’s Board and Committee meetings were held online to ensure their active participation and to provide appropriate guidance and decisions throughout during the Covid-19 pandemic period.

The Company’s Annual General Assembly was also held online on 14<sup>th</sup> of March, 2021 with the assistance of Abu Dhabi Securities Exchange (ADX).

## 2. STATEMENT OF MEASURES TAKEN FOR CORPORATE GOVERNANCE

The Company has consistently applied the governance rules and following points demonstrate its commitments to the best practices in corporate governance.

- a) The Company was listed on the second market of Abu Dhabi Securities Exchange.
- b) Developing a Corporate Governance Guide according to the best practices.
- c) Created Investor Corner on the website to share important information.
- d) During the year, Four (4) Board meetings were conducted and their results were communicated through ADX disclosure system.
- e) All the Companies Board of Directors are non-executive Independent Board members. The independent members of the Board have shown commitment to disclose any change affecting their independence and to constantly provide an update on the matter.
- f) Disclosing the half yearly and annual financial statements through ADX after external auditor’s review and Board’s approval.
- g) An audit committee monitor their work in accordance with governance controls and are made up of Board members. During the year, four (4) meetings were conducted.
- h) The Board of Directors nominates the external auditor based on a recommendation from the audit committee, and appointment and the fees are determined based on a decision of the Company’s general assembly.
- i) The Company is committed to the highest standards of ethical and professional behaviour and the Company obliges its employees to abide by such behaviours.



### 3. FORMATION OF THE BOARD OF DIRECTORS

#### Board Members Profile:



Mr. Mubarak Matar Mubarak Alhemeiri

- **Position:**
  - Chairman
- **Category:**
  - Non-Executive / Independent
- **Experience & Qualification:**
  - Bachelor's degree in Computer Science and he manages several companies.
- **Board Member Since:**
  - 2018 but associated with the Group since 2009
- **Position in other Joint Stock Companies:**
  - The National Investment Corporation P.S.C as Vice Chairman of the Board of Directors
  - Al-Ain Farms for Livestock Production as Chairman of the Board of Directors
- **Position in other important regulatory, governmental or commercial positions:**
  - No



Mr. Obaid Hilal Obaid Alkaabi

- **Position:**
  - Vice-Chairman
- **Category:**
  - Non-Executive / Independent
- **Experience & Qualification:**
  - Bachelor's degree in military and administrative sciences and he manages several companies.
- **Board Member Since:**
  - 2018 but associated with the Group since 2007
- **Position in other Joint Stock Companies:**
  - Al Maryah Community Bank PJSC as a member of the Board of Directors and Chairman of the Audit Committee
- **Position in other important regulatory, governmental or commercial positions:**
  - No



Mr. Matar Suhail Ali Aldhaheri

- **Position:**
  - Member
- **Category:**
  - Non-Executive / Independent
- **Experience & Qualification:**
  - Master's in Management and Leadership and he manages several companies.
- **Board Member Since:**
  - 2018 but associated with the Group since 2009
- **Position in other Joint Stock Companies:**
  - Easy Lease S.A.K. as Chairman of the Board of Directors
  - Emirates Stallions Group (ESG) PJSC as Chairman of the Board of Directors
- **Position in other important regulatory, governmental or commercial positions:**
  - No



Mr. Khalifa Yousif Abdullah Khouri

- **Position:**
  - Member
- **Category:**
  - Non-Executive / Independent
- **Experience & Qualification:**
  - MBA and he runs several companies.
- **Board Member Since:**
  - 2018 but associated with the Group since 2009
- **Position in other Joint Stock Companies:**
  - Ras Al Khaimah Cement Company PJSC as Vice Chairman of the Board of Directors
  - Abu Dhabi Aviation Company SAOG as a board member
  - Al Qudra Holding PJSC as Vice Chairman of the Board of Directors
- **Position in other important regulatory, governmental or commercial positions:**
  - No



Dr. Saeed Khalfan Saeed Alkaabi

- **Position:**
  - Member
- **Category:**
  - Non-Executive / Independent
- **Experience & Qualification:**
  - Ph.D in business management and he runs several companies
- **Board Member Since:**
  - 2018 but associated with the Group since 2009
- **Position in other Joint Stock Companies:**
  - Ascorp Holding PSC as Vice Chairman of the Board of Directors
- **Position in other important regulatory, governmental or commercial positions:**
  - No



Below table summarises the number of Board meetings held during 2021.

Member Name\ Meeting Date	17-02	27-07	27-10	15-12
Mr. Mubarak Matar Mubarak Alhemeiri	✓	✓	✓	✓
Mr. Obaid Hilal Obaid Al Kaabi	✓	✓	✓	✓
Mr. Matar Suhail Ali Aldhaheeri	✓	✗	✓	✓
Mr. Khalifa Yousif Abdullah Khouri	✓	✓	✓	Proxy
Dr. Saeed Khalfan Saeed Alkaabi	✓	✓	✓	✓

(Present (✓) Absent (✗))

#### 4. STATEMENT OF OWNERSHIP AND TRANSACTIONS OF BOARD OF DIRECTORS

Neither the members of the Board of Directors nor their spouse(s) nor their children own any shares in the Company.

The members of the board of directors, its employee(s) and their first degree relatives (spouse(s) and children) did not deal in securities during the year.

#### 5. FEMALE REPRESENTATION IN THE BOARD

There is no female representation in the Board of Directors as no female submitted her candidacy profile during the Board Elections conducted in 2021.

#### 6. AUDIT COMMITTEE

The Audit Committee is in charge to oversee the financial

reporting and internal controls. The committee conducts its tasks in accordance with the charter signed by the Board and reports to the Board.

The committee consists of three (3) members who had four (4) meetings during the year, held on:

No	Meeting Date	Mr. Obaid Hilal Obaid Al Kaabi	Mr. Khalifa Youssef Abdullah Khouri	Mr. Mohamed Loay T Abdel Fattah
	<b>Title</b>	Chairman	Member	Member
	<b>Category</b>	Non-Executive / Independent	Non-Executive / Independent	Non-Executive / Independent
1	21-02-2021	✓	✗	✓
2	06-07-2021	✓	✗	✓
3	08-08-2021	✓	✗	✓
4	16-11-2021	✓	✓	✓

(Present (✓) Absent (✗))

#### 7. BOARD MEETING REPORTER

Mr. Ammar Amin Al-Qadi working as a reporter for Board meeting since 2018 and is associated with the Group since 2007. He is graduated from Ajman University for Science and Technology.

#### 8. EXTERNAL AUDITOR

During the Annual General Meeting held on 14 March, 2021, the shareholders approved and re-appointed Deloitte & Touché as an external auditor for the Company for the year 2021. Deloitte



is one of the largest audit firm in the world and has their presence in Middle East for over 90 years.

Below table provide a summary of the fees and costs related to the audit or the services provided by the external auditor:-

Name of the audit firm	Deloitte & Touché
Number of years he spent as an external auditor for the	4
Total audit fee for 2021 (AED)	305,000
Total fee for non-audit services	-

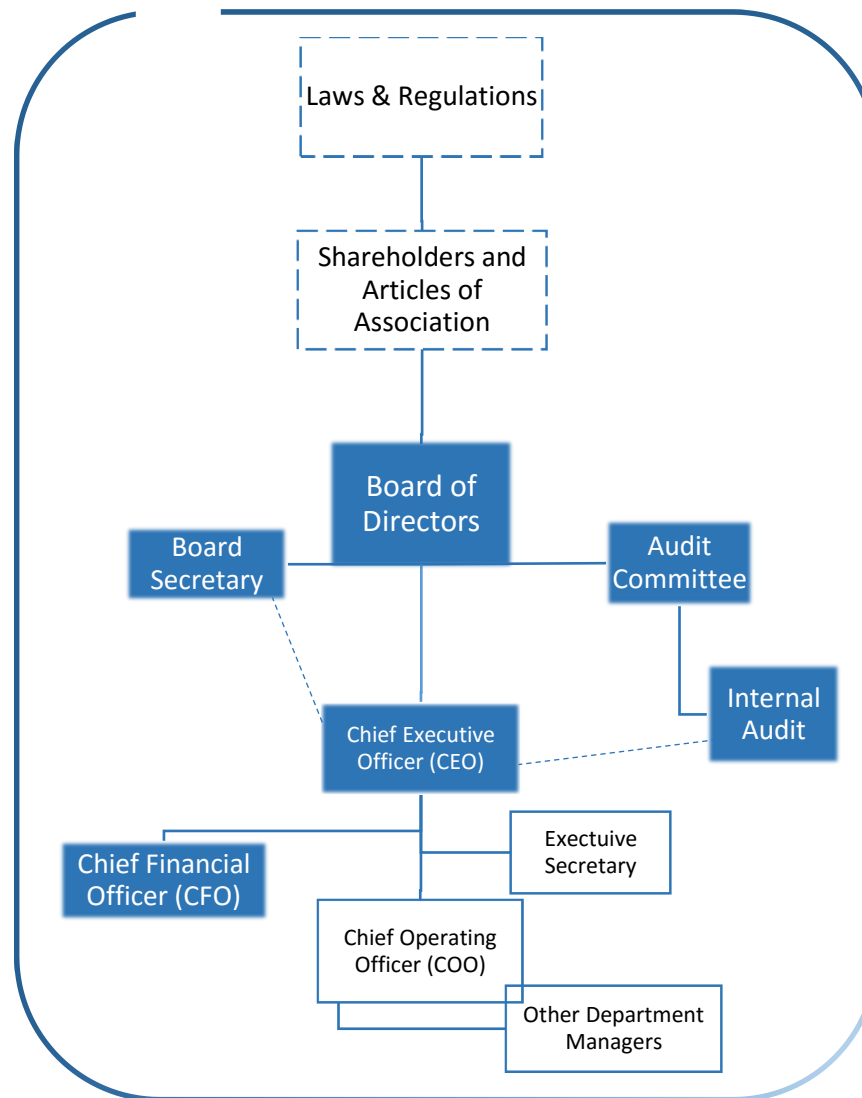
### 9. INTERNAL AUDIT

Group Internal Audit assists the Board of Directors and Executive Management in discharging their duties of overseeing and enhancing Group operations.

The Internal Audit Department is headed by Mr. Abdul Karim Siddique, who was appointed to the position on February 9, 2015. He holds Master's degree in professional accounting from University of London, FCCA from ACCA UK, CIA from IIA US and UAECA from Association of Accountants and Auditors UAE.

The company's Internal Audit department performs its work independently in accordance with the mandate and reports to the Audit Committee.

### 10. GOVERNANCE STRUCTURE



### 11. SHAREHOLDER OWNING 5% OR MORE

A statement of the shareholders who own 5% or more of the company's capital as on 31/12/2021 according to the following table:

Name of the shareholder	Nationality	Number of shares	Nominal value UAE dirhams	%
Abu Dhabi Land General Contracting LLC	UAE	8,234,000	8,234,000	16.11%
Al Mayasah Investment LLC	UAE	7,586,000	7,586,000	14.84%
Emirates Driving School P.S.C	UAE	5,407,000	5,407,000	10.58%
AL Qudra Investment RSC LTD	UAE	5,111,000	5,111,000	10.00%
East & West International Group L.L.C	UAE	5,111,000	5,111,000	10.00%
Al Eskan Al Jamae L.L.C	UAE	5,111,000	5,111,000	10.00%
Chimera Investment LLC	UAE	2,839,000	2,839,000	5.55%
Al Tadamon Financial Investment Llc	UAE	2,581,000	2,581,000	5.05%

### 12. SHARE PRICE IN THE MARKET DURING THE YEAR

Date	HIGHEST PRICE	LOWEST PRICE	CLOSING PRICE	Volume	Value in Shares (AED)
08/03/2021	7.05	7.05	7.05	25,000	176,250
17/03/2021	7.05	7.05	7.05	2,839,000	20,014,950
18/11/2021	7.05	7.05	7.05	5,111,000	36,032,550

### 13. INVESTOR RELATIONS

For investor inquiries or information about financial reports or anything relating to shareholders' matters such as dividends, board proposals, shareholder resolutions, please email to [Investor.relations@sawaeedholding.com](mailto:Investor.relations@sawaeedholding.com) or contact

#### Board Secretary

**Mr. Ammar Amin AlQadi**

Email: [Ammar.alqadi@sawaeedholding.com](mailto:Ammar.alqadi@sawaeedholding.com); and  
Telephone Number: +971-2-5594444 (ext: 222)

#### Internal Audit

**Mr. Abdul Karim Siddique**

[Abdul.Karim@sawaeedholding.com](mailto:Abdul.Karim@sawaeedholding.com); and  
Telephone Number: +971-2-5594444 (ext: 275)

### Sawaeed Holding PJSC

Date: 16/03/2022

Company Seal:

