

**Nomination Application for Board Membership**

Mediterranean and Gulf Insurance and Reinsurance Company

**MEDGULF**

**Includes the application of nomination for membership of the Board of Directors ("Board of Directors") of The Mediterranean and Gulf Cooperative Insurance and Reinsurance Company (MEDGULF) ("The Company")**

- **Important Instructions: The Nominee shall ensure the nomination application includes the following documents:**

	Type of document	Please tick (✓) if the required document is attached
1	An original copy of this Nomination Application, completed and signed by the Nominee on each page	
2	CMA Form 3(CV) completed and signed by the Nominee	
3	CMA Form 1(CV) completed and signed by the Nominee	
4	Original Copy of SAMA's Fit and Proper Form, completed and signed by the Nominee	
5	Issues Affecting Independence based on Article No. (6) of the insurance corporate governance regulation Regulations issued by SAMA	
6	Issues Affecting Independence based on Article No. (20) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority	
7	Current Board Membership Form	
8	<p>A person who previously served as a director in the Board of Directors of The Mediterranean and Gulf Cooperative Insurance and Reinsurance Company (MEDGULF) shall attach to their letter of nomination a statement by the Company's management for the last session where he/she served as a director, which will include the following information:</p> <p>a) The number of Meetings of Directors held within each year of the session, number of meetings attended on his/her own behalf, and the percentage of attendance of total meetings.</p> <p>b) Standing Committees attended by the Director, number of meetings held by each of these committees within each year of the session, number of meetings attended and the percentage of attendance of total meetings.</p> <p>c) Brief of the financial results achieved by the Company within each year of the session.</p>	
9	Relationship with Major Shareholders	
10	Acknowledgement	
11	Prior written approval of the Saudi Central Bank (SAMA) shall be attached to this nomination in case the Nominee had served as a director of the board in a company that was liquidated or if he/she has been previously removed from the board of directors of another company	
12	Clear, valid copy of the National Identity for individuals/ Iqama , or Commercial Registration for companies and institutions	
13	Clear, valid copy of passport	
14	Personal Photo	
15	updated CV	

- **Please read the information below before filling the Form**

**Legal controls of membership of the Board of Directors**

١. The Company's Director of the Board must be honest and familiar with financial and insurance related matters, and must also have the necessary experience to perform his/her duties
٢. The Company's Director of the Board may not be a director in the board of directors of another insurance or reinsurance company
٣. The Company's Director of the Board shall not serve as a director in the board of more than five joint stock companies at the same time
٤. The following persons may be nominated for the Company's Board of Directors only by a prior written approval of the Saudi Central Bank (SAMA):
  - One who served in the same position in a liquidated company
  - One who was removed from such position in another company

## ١. application request:

**ATTN: Nomination and Remuneration Committee**

**Mediterranean and Gulf Insurance and Reinsurance Company MEDGULF**

**Greeting**

**Subject: Nomination Application for Board Membership for the new term starting on 08<sup>th</sup>. April 2022**

With reference to the Board Nomination Policy at Mediterranean and Gulf Insurance and Reinsurance Company (Listed Joint Stock Company) (the “**Company**”) and the provisions of the regulations issued and stipulated by the regulators, I, the undersigned, do hereby express my intention to run for the membership of the Board of Directors of the Company for the new term that will start on 08<sup>th</sup>. April 2022 and ends on 07<sup>th</sup>. April 2025, therefore, you will find attached herewith all the required documents and information as set out in the Company’s announcement published on the Saudi Stock Exchange website (Tadawul), furthermore, I confirm the following:

- I have read the nomination conditions for the Company’s Board membership announced & stipulated in the regulations issued by the regulators.
- That all the information, data and signatures contained in this application and the annexures attached to it are complete, correct and not misleading, and I bear full responsibility in the event that it is found to be incorrect.
- I have attached all required documents and forms referred to in the announcement with this application.
- I am fully prepared to devote the time and effort required to assume this position and to carry out all the work entrusted to it by all the regulatory and legislative authorities
- Reviewing and complying with all relevant rules and regulations

## ٢. Résumé

### a) general information:

<b>Nominee’s Full Name</b>		
<b>Membership Nature</b>	<input type="checkbox"/> Personal Capacity	<input type="checkbox"/> Representative of a Legal Person
<b>Name of the Legal Person that is represented by the Nominee</b>		
<b>Commercial Registration No.:</b>	<b>Issued from:</b>	<b>Date:</b>
<b>Main activity:</b>		
<b>Phone of the Legal Person that is represented by the Nominee</b>		
<b>Mailing address of the Legal Person that is represented by the Nominee</b>		
<b>Email address of the Legal Person that is represented by the Nominee</b>		
<b>the number of shares held by the Legal Person that is represented by the Nominee</b>		
<b>Nationality of the Nominee</b>		
<b>Date of Birth the Nominee</b>		
<b>Identification Number/ Residence ID.</b>	<b>Issued from:</b>	<b>Date:</b>

passport No the Nominee	
Nominee Address	
Mail Address the Nominee	
Mobile Number the Nominee	
Phone Number the Nominee/ house	
Phone Number the Nominee/ office	
Nominee's Signature/ Legal Person's Stamp	
Date of application	

(Please include, in Arabic and English languages, an introduction of the nominee with respect to his/her curriculum vitae, his/her qualifications and his/her work experience along with this application)

<b>b) Academic and practical qualifications</b>				
qualifications	University / institute	Major	Year of Completion	
<b>c) work experience held during the past ten years to date</b>				
Name of institute	Positon	Start date	End date	Reasons for Leaving the Positon

d) A list of the companies or establishments that the nominee manages or owns, and wherever the nominee is engaged in business, which related to the Company's business.

Name of institute	Positon	Start date	End date	Reasons for Leaving the Positon

The following link related to the point 2, 3, 4:

١- Form 3

[https://cma.org.sa/\\_layouts/15/download.aspx?SourceUrl=/RulesRegulations/FormsSite/Documents/Form3.doc](https://cma.org.sa/_layouts/15/download.aspx?SourceUrl=/RulesRegulations/FormsSite/Documents/Form3.doc)

٢- Form 1

[https://cma.org.sa/RulesRegulations/Regulations/Documents/LJSCInstAr\\_20\\_4\\_17.pdf](https://cma.org.sa/RulesRegulations/Regulations/Documents/LJSCInstAr_20_4_17.pdf)

٣- SAMA's Fit and Proper  
Form:

[http://www.sama.gov.sa/ar-sa/Insurance/InsuranceForms/Form\\_F%20%D9%86%D9%85%D9%88%D8%B0%D8%AC%20%D8%A7%D9%84%D9%85%D9%84%D8%A7%D8%A1%D9%85%D8%A9.docx](http://www.sama.gov.sa/ar-sa/Insurance/InsuranceForms/Form_F%20%D9%86%D9%85%D9%88%D8%B0%D8%AC%20%D8%A7%D9%84%D9%85%D9%84%D8%A7%D8%A1%D9%85%D8%A9.docx)

## ٣. Issues Affecting Independence based on Article No. (6) Of the Corporate Governance Regulations issued by SAMA

No.	Issues Affecting Independence	Applicable	Note Applicable
1	Being a Significant Shareholder in the Company, or in a Related Company, Company, or in a Related Company, working for or representing a Significant Shareholder	<input type="checkbox"/>	<input type="checkbox"/>
2	Being a member of the Board in a Related Company or one of its subsidiaries, or having been one during the past two years	<input type="checkbox"/>	<input type="checkbox"/>
3	Being a member of the Board of the Company for more than nine years	<input type="checkbox"/>	<input type="checkbox"/>
4	) Holding a Senior Management position in the Company, or in a Related Company, or having held one during the past two years	<input type="checkbox"/>	<input type="checkbox"/>
5	) Being an employee with the Company, with a Related Company, or with a company that provides services to the Company (e.g., external auditors, consulting firms, etc.) or having worked with any one of the above during the past two (2) years	<input type="checkbox"/>	<input type="checkbox"/>
6	Being a Related Person of a member of the Board or Senior Management of the Company or of a Related Company	<input type="checkbox"/>	<input type="checkbox"/>
7	Having a contractual or business relationship with the Company (either directly or through an entity in which he or she is a Significant Shareholder, a Board member, or a manager) which resulted in paying to, or receiving from, the Company the equivalent of two hundred and fifty thousand (250,000) Saudi riyal or more (other than his or her remuneration as a director of the Board and amounts related to insurance contracts) during the past two (2) years	<input type="checkbox"/>	<input type="checkbox"/>
8	Being under any financial obligation towards the Company or any members of its Board or Senior Management that might limit the exercise of independence in judgment and decision making	<input type="checkbox"/>	<input type="checkbox"/>

#### ٤. Issues Affecting Independence based on Article No. (20) of the Corporate Governance Regulations issued by CMA

No.	Issues Affecting Independence	Applicable	Note Applicable
1	If he/she holds five percent or more of the shares of the Company or any other company within its group; or is a relative of who owns such percentage.	<input type="checkbox"/>	<input type="checkbox"/>
2	If he/she is a representative of a legal person that holds five percent or more of the shares of the Company or any company within its group.	<input type="checkbox"/>	<input type="checkbox"/>
3	If he/she is a relative of any member of the Board of the Company, or any other company within the Company's group.	<input type="checkbox"/>	<input type="checkbox"/>
4	If he/she is a relative of any Senior Executive of the Company, or of any other company within the Company's group;	<input type="checkbox"/>	<input type="checkbox"/>
5	If he/she is a Board member of any company within the group of the Company for which he/she is nominated to be a Board member.	<input type="checkbox"/>	<input type="checkbox"/>
6	If he/she is an employee or used to be an employee, during the preceding two years, of the Company, of any party dealing with the Company or any company within its group, such as external auditors or main suppliers; or if he/she, during the preceding two years, held a controlling interest in any such parties.	<input type="checkbox"/>	<input type="checkbox"/>
7	If he/she has a direct or indirect* interest in the businesses and contracts executed for the Company's account.	<input type="checkbox"/>	<input type="checkbox"/>
8	If the member of the Board receives financial consideration from the Company in addition to the remuneration for his/her membership of the Board or any of its committees exceeding an amount of (SAR 200,000) or 50% of his/her remuneration of the last year for the membership of the board or any of its committees, whichever is less.	<input type="checkbox"/>	<input type="checkbox"/>
9	If he/she engages in a business where he competes with the Company, or conducting businesses in any of the company's activities.	<input type="checkbox"/>	<input type="checkbox"/>
10	If he/she served for more than nine years, consecutive or inconsecutive, as a Board member of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
<b>I hereby confirm: (Please mark where applicable)</b>			
<input type="checkbox"/>	I'm independent as per the above mentioned criteria, and in case my independence was affected by any issue of the above stated, I shall inform the Nomination and Remuneration Committee immediately.		
<input type="checkbox"/>	I'm not independent due to above stated issue .....		

\* As stipulated in Article No. (58) Of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies



## ٩. Current Board Memberships Form

### A. A statement of the joint stock companies that the Nominee is still a member of their boards of directors:

Company Name	Nature of Business	Type of Joint Stock Company (listed - not listed)	Membership Status (Executive / Non-Executive / Independent)	Membership Nature (Personal Capacity / Representative of a Legal Person)	Membership Start Date

**B. Any nominee who is a previous board member of Joint Stock Company shall state the numbers and dates of the boards in which he was a member.**

Company Name	Nature of Business	Membership Status (Executive / Non-Executive / Independent)	Membership Nature (Personal Capacity / Representative of a Legal Person)	Legal Form of the Company	Date of Membership	
					From	To

٦. **A statement from the company's management about the last term in which the candidate who previously held the membership of the Board of Directors of the Mediterranean and Gulf Cooperative Insurance and reinsurance**

Any nominee who has served as a Board member in the Company shall enclose with the nomination notice a statement from the Company management on the last session in which he/she was a Board member including the following, and as per form the form below:

- The number of Board meetings held during each year of the session.
- The number of meetings attended by the member, and the percentage of his attendance of the total meetings.
- The committees in which the member participated, the number of meetings held by each of these committees during each year of the session, the number of meetings attended and the attendance percentage of the total number of meetings

Board of Directors Membership							
Statement	Date of Membership		Number of Meetings held during:			Number of Meetings attended by the Member	The percentage of member's attendance out of the total meetings
	From	To	First year of the Session	Second year of the Session	Third year of the Session		
Board of Directors							

The standing Committees in which the member participated							
Statement	Date of Membership		Number of Meetings held during:			Number of Meetings attended by the Member	The percentage of member's attendance out of the total meetings
	From	To	First year of the Session	Second year of the Session	Third year of the Session		
Audit Committee							
Executive Committee							
Nomination and Remuneration Committee							
Risk Committee							
Investment Committee							
Governance Committee							

**V. Relationship with Major Shareholders form**

- A statement of any relationship with any of the Company's major Shareholders:

Name of major Shareholders	Nature of Relationship

#### A. Acknowledgment

I, the undersigned, hereby declare that I will notify the Mediterranean and Gulf Cooperative Insurance and Reinsurance Company (Medgulf) of any important information or changes that may affect the accuracy and completeness of the information, documents and answers contained in the nomination application and attachments, within a maximum period of three days from the date of my becoming aware of those changes on that information or from the date the change occurred .

I, the undersigned, also acknowledge authorizing the authorized officials of the company to verify the correctness of the information and documents submitted, and I also acknowledge my knowledge and consent that my candidacy for membership of the company's board of directors is subject to the candidacy controls that require review and investigation of my record and entire biography, and I pledge to provide any additional information or documents that the company may require or regulators later

I, the undersigned, also acknowledge my understanding that my submission of this application does not constitute acceptance by the company of my membership to the Board of Directors and that it is subject to the company's candidacy controls, approvals of the relevant regulatory authorities and the approval of the General Assembly.

Nominee Name	
Positon	
Signature	
Date	