

ANNUAL GENERAL MEETING
SOLIDARITY GROUP HOLDING B.S.C. (C)

20th March 2023 at 01:00 PM

Movenpick Hotel

Muharraq, Kingdom of Bahrain

اجتماع الجمعية العامة العادية

مجموعة سوليدرتي القابضة ش.م.ب. (مقفلة)
الاثنين الموافق 20 مارس 2023 م

الساعة (13:00) الواحدة بعد الظهر

فندق موفنبيك البحرين - المحرق - مملكة البحرين

اجتماع الجمعية العامة العادية

مجموعة سوليدريتي القابضة ش.م.ب. (مقفلة)
الاثنين الموافق 20 مارس 2023 م
الساعة (13:00) الواحدة بعد الظهر
فندق موفتبيك البحرين - المحرق - مملكة البحرين

جدول الأعمال

1. الموافقة على محضر اجتماع الجمعية العامة العادية السابق والمنعقد بتاريخ 29 مارس 2022.
2. مناقشة تقرير مجلس الإدارة حول أعمال الشركة عن السنة المالية المنتهية في 31 ديسمبر 2022 والموافقة عليه.
3. الاستماع إلى تقرير هيئة الرقابة الشرعية عن أعمال السنة المالية المنتهية في 31 ديسمبر 2022.
4. الاستماع إلى تقرير مدققي الحسابات عن السنة المالية المنتهية في 31 ديسمبر 2022.
5. مناقشة البيانات المالية الموحدة عن السنة المالية المنتهية في 31 ديسمبر 2022 والموافقة عليها.
6. اعتماد توصية مجلس الإدارة بتخصيص صافي أرباح السنة المنتهية في 31 ديسمبر 2022 على النحو التالي:
أ. تحويل مبلغ 1,356,000 دولار أمريكي إلى حساب الاحتياطي القانوني.
ب. توزيع أرباح نقدية بمبلغ 5,059,000 دولار أمريكي وهو ما يعادل 2.75 % للسهم الواحد بعد موافقة وزارة الصناعة والتجارة.
ج. تدوير مبلغ 2,165,000 دولار أمريكي كأرباح مستبقاه.
7. الموافقة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2022، بعد موافقة وزارة الصناعة والتجارة.
8. مناقشة تقرير مجلس الإدارة حول حوكمة الشركة للسنة المنتهية في 31 ديسمبر 2022 بحسب متطلبات وزارة الصناعة والتجارة، والموافقة عليه.
9. إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن تصرفاتهم خلال السنة المالية المنتهية في 31 ديسمبر 2022.
10. تعيين أو إعادة تعيين مدققي الحسابات الخارجيين للسنة المالية التي تنتهي في 31 ديسمبر 2023 وتفويض مجلس الإدارة بتحديد أتعابهم.
11. الإحاطة والموافقة على العمليات التي جرت خلال السنة المالية المنتهية 31 ديسمبر 2022 مع أي من الأطراف ذات العلاقة، كما هو مبين في الإيضاح رقم (25) من البيانات المالية تماشياً مع المادة (189) من قانون الشركات التجارية.
12. انتخاب أو إعادة انتخاب أعضاء مجلس الإدارة للسنوات الثلاث 2023-2025.
13. مناقشة ما يستجد من أعمال طبقاً للمادة (207) من قانون الشركات التجارية.

ANNUAL ORDINARY GENERAL MEETING

SOLIDARITY GROUP HOLDING B.S.C. (C)

20th March 2023 at 1:00 PM
Movenpick Hotel, Muharraq, Kingdom of Bahrain

AGENDA

1. To approve the minutes of the previous Annual General Meeting held on 29th March 2022.
2. To discuss and approve the Board of Directors' report on the company's activities for the year ended 31 December 2022.
3. To receive the Sharia Supervisory Board report for the year ended 31 December 2022.
4. To receive the external auditors' report for the year ended 31 December 2022.
5. To discuss and approve the Consolidated Audited Financial Statements for the year ended 31 December 2022.
6. To approve the recommendations of the Board of Directors with respect to the following appropriations of the net profit attributable to shareholders for the year ended 31 December 2022:
 - a. Transfer of USD 1,356,000 to statutory reserve.
 - b. Distribution of cash dividend USD 5,059,000 equivalent to 2.75% of the par value per share subject to approval of the Ministry of Industry and Commerce.
 - c. Transfer the balance net profit of USD 2,165,000 to shareholders' retained earnings.
7. To approve payment of USD 212,200 as Remuneration to Board members for the year ended 31 December 2022 subject to approval of the Ministry of Industry and Commerce.
8. To discuss and approve Corporate Governance Report for the year ended 31 December 2022 in line the with Ministry of Industry and Commerce instructions in this regard.
9. To absolve the members of the Board of Directors from liability for their actions during the Financial Year ended 31 December 2022.
10. To appoint or re-appoint External Auditors for the year ending 31 December 2023 and authorize the Board of Directors to fix their fees.
11. To notify and approve the transactions carried out during the financial year ended 31 December 2022 with the related parties as described in note 25 of the financial statements in line with Article 189 of the Commercial Companies Law.
12. To elect or re-elect members of the Board of Directors for the new three year period 2023-2025
13. Any other matter according to Article 207 of the Commercial Companies Law.

1. To approve the minutes of the previous Annual General Meeting held on 29th March 2022.

1- الموافقة على محضر اجتماع الجمعية العامة العادية السابق والمنعقد بتاريخ 29 مارس 2022



سوليدرتي

**SOLIDARITY
GROUP**

محضر
اجتماع الجمعية العامة العادية
مجموعة سوليدرتي القابضة ش.م.ب. (مقفلة)
الثلاثاء الموافق 29 مارس 2022 م
الساعة (11:00) الحادية عشر صباحاً
برج السيف - الطابق السابع
ضاحية السيف - المنامة - مملكة البحرين

انعقد اجتماع الجمعية العامة العادية للعام المالي المنتهي في 31 ديسمبر 2021 لمجموعة سوليدرتي القابضة ش.م.ب. (مقفلة) لمناقشة وإقرار البنود المدرجة على جدول أعمالها، عند الساعة الحادية عشر من صباح يوم الثلاثاء الموافق 29 مارس 2022 م، في قاعة مجلس الإدارة في الطابق السابع من برج السيف، ضاحية السيف، المنامة، مملكة البحرين.

حضر الاجتماع كل من المساهمين:

1. اي بي كابيتال ش.م.ب. (م) ممثلة بالسيد زين الحمد	55.908% من الأسهم
2. الهيئة العامة للتأمينات الاجتماعية ممثلة بالسيدة إنهام عادل	14.676% من الأسهم
3. MAA International Invest Ltd ممثلة بالسيد ياسر الحمادي	3.669% من الأسهم
4. شركة العليان المالية ممثلة بالسيد عبد الله العبد الجبار	1.174% من الأسهم
5. الشيخ/ حمد بن جاسم بن جبر آل ثاني ممثلاً بالسيد/ Zeshan P. Iftikar	0.734% من الأسهم
6. مجموعة جي اف اتش المالية ش.م.ب. ممثلة بالسيد ثامر غيث	0.734% من الأسهم
7. شركة يوسف خليل المؤيد وأولاده العقارية ذ.م.م ممثلة بالسيد/ Zeshan P. Iftikar	0.245% من الأسهم
8. شركة Y. K. A. للعقارات المحدودة ممثلة بالسيد/ Zeshan P. Iftikar	0.122% من الأسهم

المجموع: 77.262% من الأسهم

كما حضر الاجتماع أيضاً:

السيد راشد المير	رئيس مجلس الإدارة
السيد احمد عبدالرحيم	نائب رئيس مجلس الإدارة
السيد عبدالاله القاسمي	عضو مجلس الإدارة
فضيلة الشيخ الدكتور أسامة بحر	رئيس هيئة الرقابة الشرعية للمجموعة
السيد أشرف بسيسو	الرئيس التنفيذي للمجموعة
د. عبد العزيز أبل	أمين سر مجلس الإدارة
السيد فينكاتيسان م.	الرئيس التنفيذي للعمليات
السيد ناريندار	ممثل شركة ديلويت وتوش - المدقق الخارجي للشركة
السيد محمد التحو	ممثل شركة ديلويت وتوش - المدقق الخارجي للشركة

محضر اجتماع الجمعية العامة العادية 29 مارس 2022 - مجموعة سوليدرتي القابضة

1



وقد عين اجتماع الجمعية العامة العادية السيد راشد المير رئيساً للاجتماع كما عين د. عبد العزيز أبل، أمين سر مجلس الإدارة، لتولي مهام أمانة سر الاجتماع.

في بداية الاجتماع رحب السيد راشد المير، بالسادة المساهمين وممثليهم ورئيس هيئة الرقابة الشرعية وشكر الحضور على مشاركتهم في أعمال الجمعية العامة العادية للعام 2021 وبين بأنه تم الحصول على موافقة وزارة الصناعة والتجارة والسياحة ("الوزارة") على عقد الاجتماع الا ان ممثل الوزارة اعتذر عن الحضور ، كما أشار الى ان نسبة الحضور بلغت 77.262% من الأسهم، مما يعني توفر النصاب القانوني لصحة انعقاد الاجتماع. وعرض الرئيس بنود جدول الأعمال للمناقشة أو التعديل، وقررت الجمعية العامة العادية الموافقة على جدول الأعمال دون أية تعديلات، بعد ذلك انتقل الرئيس إلى البند الأول على جدول الأعمال.

البند الأول: الموافقة على محضر اجتماع الجمعية العامة العادية السابق والمنعقد بتاريخ 25 مارس 2021.

فتح رئيس الاجتماع باب المناقشة بخصوص محضر اجتماع الجمعية العامة العادية السابق والمنعقد في 25 مارس 2021 في قاعة مجلس الإدارة في برج السيف – الطابق السابع، في المنامة بمملكة البحرين، وطلب من السادة المساهمين إبداء الرأي إن كانت لديهم أية تعديلات أو ملاحظات. وحيث لم ترد على محضر الاجتماع السابق للجمعية العامة العادية أية ملاحظات، فقد تمت الموافقة عليه وأُعتمد ما جاء فيه وتم التأكد من توقيعه من قبل رئيس وأمين سر الاجتماع آنذاك.

قرار الجمعية العامة العادية

الموافقة على محضر اجتماع الجمعية العامة العادية السابق والمنعقد بتاريخ 25 مارس 2021.

البند الثاني: مناقشة تقرير مجلس الإدارة حول أعمال الشركة عن السنة المالية المنتهية في 31 ديسمبر 2021 والموافقة عليه.

تمت مناقشة تقرير مجلس الإدارة حول أعمال الشركة عن السنة المالية المنتهية في 31 ديسمبر 2021. وحيث لم يعبر أحد من السادة المساهمين عن أية استفسارات أو مقترحات فقد صادقت الجمعية العامة على تقرير مجلس الإدارة كما ورد.

قرار الجمعية العامة العادية

الموافقة على تقرير مجلس الإدارة حول أعمال الشركة عن السنة المالية المنتهية في 31 ديسمبر 2021.

البند الثالث: الاستماع إلى تقرير هيئة الرقابة الشرعية عن أعمال السنة المالية المنتهية في 31 ديسمبر 2021.

محضر اجتماع الجمعية العامة العادية 29 مارس 2022 – مجموعة سوليدريتي القابضة



طلب رئيس الاجتماع من فضيلة الشيخ الدكتور / أسامة بحر، رئيس هيئة الرقابة الشرعية، تلاوة تقرير هيئة الرقابة الشرعية للمجموعة عن السنة المالية المنتهية في 31 ديسمبر 2021. ومن ثم فتح الرئيس باب المناقشة للمساهمين الحاضرين، وحيث أنه لم يُثر أي من المساهمين الحاضرين أية استفسارات أو ملاحظات، طلب الرئيس موافقة الجمعية العامة على تقرير هيئة الرقابة الشرعية عن السنة المالية المنتهية في 31 ديسمبر 2021، وصادقت عليه الجمعية العامة العادية كما ورد دون تعديل.

قرار الجمعية العامة العادية

الموافقة على تقرير هيئة الرقابة الشرعية عن أعمال السنة المالية المنتهية في 31 ديسمبر 2021.

البند الرابع: الاستماع إلى تقرير مدققي الحسابات عن السنة المالية المنتهية في 31 ديسمبر 2021.

اقترح السيد ناريندار ، ممثل المدقق الخارجي شركة ديلويت وتوش، ان يتم الاكتفاء بقراءة الجزء المتعلق برأي مدققي الحسابات من تقرير مدققي الحسابات عن السنة المالية المنتهية في 31 ديسمبر 2021، وعليه وافقت الجمعية على هذا الاقتراح.

وبعد ذلك، قام بقراءة الجزء المتعلق برأي مدققي الحسابات ومن ثم فتح رئيس الاجتماع باب المناقشة في التقرير وطلب من السادة المساهمين إبداء آرائهم فيه إن كانت لديهم أية استفسارات أو ملاحظات.

وحيث لم يعبر أحد من المساهمين عن أية استفسارات أو ملاحظات فقد وافقت الجمعية العامة على تقرير مدققي الحسابات للسنة المالية المنتهية في 31 ديسمبر 2021.

قرار الجمعية العامة العادية

الموافقة على تقرير مدققي الحسابات عن السنة المالية المنتهية في 31 ديسمبر 2021.

البند الخامس: مناقشة البيانات المالية الموحدة عن السنة المالية المنتهية في 31 ديسمبر 2021 والموافقة عليها.

بين رئيس الاجتماع أن البيانات المالية الموحدة للمجموعة عن السنة المالية المنتهية في 31 ديسمبر 2021 قد تم توزيعها على المساهمين وأنها معروضة للفحص والمناقشة من قبل الراغبين في ذلك من الحاضرين معلناً فتح باب المناقشة في البيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021، مشيراً إلى أن مدققي الحسابات للمجموعة على استعداد تام للإجابة على كافة الاستيضاحات والاستفسارات التي قد تكون لدى المساهمين.

وحيث لم يبد أحد من السادة المساهمين أي استفسارات فقد وافقت الجمعية العامة على البيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021.

قرار الجمعية العامة العادية

الموافقة على البيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021.

البند السادس: اعتماد توصية مجلس الإدارة بتخصيص صافي أرباح العام على النحو التالي:

- أ. تحويل مبلغ 859,000 دولار أمريكي إلى حساب الاحتياطي القانوني.
- ب. توزيع أرباح نقدية بمبلغ 5,059,400 دولار أمريكي كأرباح نقدية بمقدار 2.75 سنت أمريكي لكل سهم بما يعادل 2.75 % من القيمة الاسمية للسهم ويخضع ذلك لموافقة وزارة الصناعة والتجارة والسياحة.
- ج. تدوير مبلغ 3,518,600 دولار أمريكي كأرباح مستبقاه.

بين رئيس الاجتماع انه سيتم تحويل مبلغ 859,000 دولار أمريكي إلى حساب الاحتياطي القانوني وذلك وفقاً لأحكام المرسوم بقانون رقم (21) لسنة 2001، بإصدار قانون الشركات التجارية، وبين كذلك ان مجلس الإدارة يقترح توزيع مبلغ 5,059,400 دولار أمريكي كأرباح نقدية على السادة المساهمين عن السنة المالية المنتهية في 31 ديسمبر 2021 (بما يعادل 2.75 سنت أمريكي لكل سهم) وقد تم الحصول على موافقة وزارة الصناعة والتجارة والسياحة بهذا الخصوص بتاريخ 16 مارس 2022، وتدوير مبلغ 3,518,600 دولار أمريكي كأرباح مستبقاه.

وقد وافق المساهمون على البنود المذكورة أعلاه. وعليه فقد وافقت الجمعية العامة على تخصيص المبالغ المقررة للأبواب المحددة كما هو مقترح.

قرار الجمعية العامة العادية

الموافقة على تحويل مبلغ 859,000 دولار أمريكي إلى حساب الاحتياطي القانوني وذلك وفقاً لأحكام المرسوم بقانون رقم (21) لسنة 2001، بإصدار قانون الشركات التجارية وتوزيع مبلغ 5,059,400 دولار أمريكي كأرباح نقدية على السادة المساهمين عن السنة المالية المنتهية في 31 ديسمبر 2021 بمقدار 2.75 سنت أمريكي لكل سهم بما يعادل 2.75 % من القيمة الاسمية للسهم وقد تم الحصول على موافقة وزارة الصناعة والتجارة والسياحة بهذا الخصوص بتاريخ 16 مارس 2022، وتدوير مبلغ 3,518,600 دولار أمريكي كأرباح مستبقاه.

البند السابع: الموافقة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2021، ويخضع ذلك لموافقة وزارة الصناعة والتجارة والسياحة

بين رئيس الاجتماع ان مجلس الادارة يقترح على الجمعية العامة الموافقة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن جهودهم خلال السنة المالية المنتهية في 31 ديسمبر 2021 ، وقد تم الحصول على موافقة وزارة الصناعة والتجارة والسياحة بهذا الخصوص بتاريخ 16 مارس 2022.

محضر اجتماع الجمعية العامة العادية 29 مارس 2022 – مجموعة سوليدرتي القابضة



وعليه فقد وافقت الجمعية العامة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2021، ويخضع ذلك لموافقة وزارة الصناعة والتجارة والسياحة، وأقرت الجمعية العامة العادية كذلك توزيع المكافأة وفقاً للقواعد المتبعة في هذا الشأن وحسب نسب الالتزام بحضور الاجتماعات المقررة والمساهمة في أعمال مجلس الإدارة للمجموعة المنصوص عليها في ميثاق مجلس الإدارة وحوكمة الشركات.

قرار الجمعية العامة العادية:

الموافقة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2021 وقد تم الحصول على موافقة وزارة الصناعة والتجارة والسياحة بهذا الخصوص بتاريخ 16 مارس 2022.

البند الثامن: مناقشة تقرير مجلس الإدارة حول حوكمة الشركة للسنة المنتهية في 31 ديسمبر 2021 بحسب متطلبات وزارة الصناعة والتجارة والسياحة والموافقة عليه.

بين رئيس الاجتماع أن تقرير الحوكمة عن السنة المالية المنتهية في 31 ديسمبر 2021 يتم اعداده وتقديمه للجمعية العامة وذلك التزاماً من المجموعة بمتطلبات ميثاق حوكمة الشركات ، وبين رئيس الاجتماع انه معروض للمناقشة وابداء الرأي ، مشيراً الى أن المجموعة قد حرصت على تنفيذ كافة متطلبات الحوكمة والالتزام بمعايير الممارسة المهنية في الادارة بما في ذلك الممارسات المثلى المعتمدة في صناعة التأمين والتكافل والاجتماعات الرسمية لمجالس الإدارة في المجموعة والشركات التابعة واللجان الدائمة لمجالس الإدارة سواء في المجموعة او شركاتها التابعة، كما انها تحرص على الالتزام بذات المتطلبات في جميع الشركات الزميلة التي تساهم فيها المجموعة ، حرصاً على الشفافية والادارة المهنية والالتزام بالمعايير المؤسسية المتبعة في المؤسسات المالية بما يحقق التقدم وتحسين الانتاجية في كافة أعمال المجموعة.

وحيث لم يعبر أحداً من المساهمين عن أية استفسارات أو مقترحات فقد وافقت الجمعية العامة على تقرير مجلس الإدارة حول حوكمة الشركة للسنة المنتهية في 31 ديسمبر 2021 بحسب متطلبات وزارة الصناعة والتجارة والسياحة كما ورد.

قرار الجمعية العامة العادية

قررت الجمعية العامة العادية الموافقة على تقرير مجلس الإدارة حول حوكمة الشركة للسنة المنتهية في 31 ديسمبر 2021 بحسب متطلبات وزارة الصناعة والتجارة والسياحة.

البند التاسع: إبلاغ المساهمين بمعدل الزكاة المستحق على رأس المال عن السنة المالية المنتهية في 31 ديسمبر 2021

بين رئيس الاجتماع أن أداء الزكاة المستحقة على رأس المال والاحتياطي العام والأرباح عن السنة المنقضية في 31 ديسمبر 2021 هي من مسؤولية المساهمين والتي يجب أدائها من قبل المساهمين أنفسهم كما أن النسبة المستوجبة الأداء وفقاً لقرار هيئة الرقابة الشرعية تعادل صفر (0) سنت أمريكي

محضر اجتماع الجمعية العامة العادية 29 مارس 2022 – مجموعة سوليدريتي القابضة



لكل سهم مملوك من قبل كل مساهم وذلك وفقاً للقواعد المقررة من قبل هيئة المحاسبة والمراجعة للمؤسسات المالية الإسلامية AAOIFI بهذا الخصوص، مبيناً أن على الإدارة التنفيذية إبلاغ المساهمين غير الحاضرين في الاجتماع بالقرار لكي يتصرفوا بناء عليه وفقاً لأوضاعهم.

قرار الجمعية العامة العادية:

تم إبلاغ المساهمين بمعدل الزكاة المستحق على رأس المال عن السنة المالية المنتهية في 31 ديسمبر 2021 وهو (0) صفر سنت أمريكي لكل سهم مملوك من قبل كل مساهم.

البند العاشر: إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن تصرفاتهم خلال السنة المالية المنتهية في 31 ديسمبر 2021

طلب رئيس الاجتماع من الجمعية العامة إبراء ذمة أعضاء مجلس الإدارة عن تصرفاتهم القانونية خلال السنة المالية المنتهية في 31 ديسمبر 2021. وقد أبرأت الجمعية العامة العادية ذمة أعضاء مجلس الإدارة عن تصرفاتهم القانونية خلال السنة المالية المنتهية في 31 ديسمبر 2021.

قرار الجمعية العامة العادية:

قررت الجمعية العامة العادية إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن تصرفاتهم في السنة المالية المنتهية في 31 ديسمبر 2021.

البند الحادي عشر: تعيين أو إعادة تعيين مدققي الحسابات الخارجيين للسنة المالية المنتهية في 31 ديسمبر 2022 وتفويض مجلس الإدارة بتحديد أتعابهم

قبل مناقشة هذا البند قام ممثل المدققين الخارجيين ديلويت وتوش بمغادرة الاجتماع وذلك بحسب الإجراءات المتبعة، بعد أن قدم له رئيس الاجتماع الشكر الجزيل على حضوره الاجتماع ومشاركته في أعمال الجمعية العامة العادية للسنة المالية المنتهية في 31 ديسمبر 2021.

بعد ذلك، ناقشت الجمعية العامة العادية تعيين أو إعادة تعيين مدققي الحسابات لعام 2022 وأن يتولى مجلس الإدارة تحديد أتعابهم المالية.

وقد قررت الجمعية العامة العادية إعادة تعيين السادة / ديلويت وتوش كمدققين خارجيين لمجموعة سوليدرتي القابضة للسنة المالية المنتهية في 31 ديسمبر 2022، وأن يتولى مجلس الإدارة تحديد أتعابهم.

قرار الجمعية العامة العادية:

قررت الجمعية العامة العادية إعادة تعيين السادة / ديلويت وتوش كمدققين خارجيين لمجموعة سوليدرتي القابضة للسنة المالية المنتهية في 31 ديسمبر 2022 وتفويض مجلس الإدارة بتحديد أتعابهم.

محضر اجتماع الجمعية العامة العادية 29 مارس 2022 – مجموعة سوليدرتي القابضة



البند الثاني عشر: الإحاطة والموافقة على العمليات التي جرت خلال السنة المالية المنتهية 31 ديسمبر 2021 مع أي من الأطراف ذات العلاقة، كما هو مبين في الايضاح رقم 25 من البيانات المالية تماشياً مع المادة 189 من قانون الشركات التجارية

قام رئيس الاجتماع بتوضيح العمليات التي جرت خلال السنة المالية المنتهية في 31 ديسمبر 2021 مع الأطراف ذات العلاقة، كما هو مبين في الايضاح رقم 25 من البيانات المالية تماشياً مع المادة 189 من قانون الشركات التجارية واطلعت الجمعية العامة العادية على هذه العمليات ووافقت عليها.

قرار الجمعية العامة العادية:

أخذت الجمعية العامة العادية بالإحاطة وتمت الموافقة على العمليات التي جرت خلال السنة المالية المنتهية في 31 ديسمبر 2021 مع الأطراف ذات العلاقة، كما هو مبين في الايضاح رقم 25 من البيانات المالية تماشياً مع المادة 189 من قانون الشركات التجارية.

البند الثالث عشر: مناقشة ما يستجد من أعمال طبقاً للمادة (207) من قانون الشركات التجارية البحريني.

نظراً لعدم وجود أية بنود أخرى على جدول الأعمال أو استفسارات من السادة المساهمين، فقد شكر رئيس الاجتماع جميع الحضور على مشاركتهم في أعمال الجمعية العامة العادية لمجموعة سوليدرتي القابضة ش.م.ب (مقفلة) للسنة المالية المنتهية في 31 ديسمبر 2021 وأعلن انتهاء الاجتماع في تمام الساعة (11:30) الحادية عشر والنصف من صباح ذات اليوم.


الدكتور/ عبد العزيز أبل
أمين سر الاجتماع


السيد/ راشد المير
رئيس الاجتماع

2. To discuss and approve the Board of Directors' report on the company's activities for the year ended 31 December 2022.

2- مناقشة تقرير مجلس الإدارة حول أعمال الشركة عن السنة المالية المنتهية في 31 ديسمبر 2022 والموافقة عليه

CHAIRMAN'S REPORT TO THE SHAREHOLDERS

On behalf of the Board of Directors, it is my pleasure to present the 20th Annual Report of Solidarity Group Holding B.S.C.(c) and its subsidiaries (together "the Group") for the year ended 31 December 2022.

At the outset, the Board of Directors of Solidarity Group are pleased to advise that Al Salam Bank Bahrain through its fully owned subsidiary Amana WLL, Bahrain has acquired 55.91% stake in Solidarity Group from Ithmaar Group effective 7th July 2022. The takeover was successfully completed in all respects. The nominees representing Ithmaar Group in the Board of Solidarity Group were replaced by the nominees from Al Salam Bank Group effective 2nd October 2022.

The Group has achieved a record net profit of USD 11.70 million for the year ended 31.12.2022 resulting from a positive contribution from all our operating subsidiaries, affiliates as well as financial investments. It is worthwhile to mention that the Group flagship company Solidarity Bahrain has assumed a much prominent and leading position in Bahrain's Insurance market post the successful completion of Tazur merger early in the year. The Group has been consistently generating profits since 2011 and is poised to achieve higher profits with its future ambitious expansion plans both organic and inorganic. The Board extend their appreciation to the management of the Group and their entire team for the progress and achievements over the period. The Group has no-doubt set its mark and become formidable player in the arena of Mergers and Acquisitions (M&A) in the region.

The Group pioneered in the digital transformation space which facilitated the access and transition of its customers and partners to digital, virtual and online platforms, particularly during the challenging periods of the Covid-19 pandemic. The Group invested heavily into the core operating insurance systems and various online APIs to augment the digital transformation journey.

Solidarity Bahrain B.S.C. ("SB") the Group's operating subsidiary in Bahrain has registered a combined net profit of USD 12.10 million for the year ended 31.12.2022 as against the previous year net profit of USD 8.77 million. The strong underwriting performance coupled with merger synergies enabled the company to register higher net profits during the year. SB continues to maintain its position as one of the market leaders in terms of revenue, profitability, solvency, innovation and customer experience. SB is also a leader in digital innovation with the introduction various online platforms facilitating its customers and potential customers for easy access to their insurance needs.

First Insurance Company, Jordan ("SJ") being the operating subsidiary in Jordan has registered a combined net profit of USD 2.85 million after tax for the year ended 31.12.2022 which is a commendable performance considering the challenges in motor third party insurance in Jordan as well as the spill over impact of the pandemic on the local economy and business operations. SJ continues to hold a leading market position being one of the Top Three companies in Jordan.

With the adoption of agile model during the year 2021 by both SB and SJ, more synergies and cross sharing of knowledge, expertise and resources have been achieved among the Group entities more successfully in digital innovation arena. Notable initiatives launched in the space of Mobile App, Chatbot, IVR, E-Payments, Claims, Website and Social Media. The Group entities have gone stronger on digital & cyber security with the ISO 27001 standard certifies that both SB and SJ have established an ideal information security and protection controls framework, by acquiring and implementing the necessary and enhanced information security tools to manage and protect the infrastructure and sensitive data of the company and its customers.

AM Best has affirmed Financial Strength Rating (FSR) of "B++" (Good) and Long-Term Issuer Credit Rating (Long-Term ICR) of "bbb+"; for both SB and SJ in Bahrain and Jordan respectively. These affirmations reflect the respective companies' balance sheet strength, which is underpinned by its risk-adjusted capitalization at the strongest level, as measured by Best's Capital Adequacy Ratio (BCAR). They also underline the strong liquidity, financial flexibility, and access to the debt and the equity markets that the Group's subsidiaries enjoy. These ratings are viewed as an important independent validation of the positive steps taken to ensure the Group's subsidiaries continued strategic growth, business development and sustainable profitability.

CHAIRMAN'S REPORT TO THE SHAREHOLDERS (continued)

In compliance with the MOICT requirement, the details of the remuneration received by the Board of Directors for the financial year 2022 is furnished below **(All amounts in BD)**:

Name	Fixed remunerations					Variable remunerations					End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remuneratio ns of the chairman and BOD	Total allowance for attending Board and committee meetings	Salaries	Others *	Total	Remuneratio ns of the chairman and BOD	Bonus	Incentive plans	Others	Total			
First: Independent Directors:													
Rashed Al Meer	10,000	12,750	-	-	22,750	-	-	-	-	-	-	22,750	-
Saleh Hussain	10,000	14,250	-	-	24,250	-	-	-	-	-	-	24,250	-
Hassan Mahmood	10,000	15,250	-	-	25,250	-	-	-	-	-	-	25,250	-
Second: Non-Executive Directors:													
H.E. Shaikh Khalid Al Mashani	2,500	3,000	-	-	5,500	-	-	-	-	-	-	5,500	-
Rafik Nayed	2,500	2,500	-	-	5,000	-	-	-	-	-	-	5,000	-
Hisham Al Saie	2,500	3,000	-	-	5,500	-	-	-	-	-	-	5,500	-
Zayed Al Amin	2,500	3,000	-	-	5,500	-	-	-	-	-	-	5,500	-
Abdulrazzaq Al Qahtani	10,000	13,250	-	-	23,250	-	-	-	-	-	-	23,250	-
Ahmed Abdul Rahim	7,500	10,750	-	-	18,250	-	-	-	-	-	-	18,250	-
Elham Hassan	7,500	10,750	-	-	18,250	-	-	-	-	-	-	18,250	-
Abdullellah Al Qassimi	7,500	9,250	-	-	16,750	-	-	-	-	-	-	16,750	-
Abbas Radhi	7,500	10,750	-	-	18,250	-	-	-	-	-	-	18,250	-
Third: Executive Directors:													
None	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	80,000	108,500	-	-	188,500	-	-	-	-	-	-	188,500	-

The remuneration paid to Executive Management are as follows: **(All amounts in BD)**

Executive management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2022	Aggregate Amount
Top 6 remunerations for executives, including CEO and CFO	446,010	363,140	-	809,150

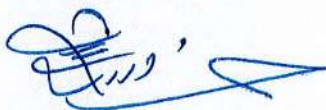
Chairman's report to the shareholders (continued)

In line with the Group's commitment to contribute to the sustainable economic development and social well-being of the society, it has launched and participated in several innovative Corporate Social Responsibility (CSR) activities and initiatives.


Looking ahead, 2023 will mark a new chapter for the Group with the proposed bancassurance tie-up and associated business synergies with Al Salam Bank, the Group entities should expand their footprints organically in their home markets and in-organically in other markets through its M&A core competency. The Group is currently exploring options for further inorganic expansion in current markets, as well as considering options to expand into other key target markets in the region.

On behalf of the Board, the management, and the staff, I would like to take this opportunity to express our gratitude and appreciation to His Majesty King Hamad Bin Isa Al Khalifa, the King of Kingdom of Bahrain and His Royal Highness Prince Salman Bin Hamad Al Khalifa, the Crown Prince & Prime Minister for their continued support and assistance to the financial services, takaful sectors and business community at large.

On another note, I would like to convey my sincere thanks to the members of our Shari'a Supervisory Board for their guidance and contribution, our shareholders, investors, clients and business partners for their backing and guidance during the year. I would like to thank the members of previous Board for their services, guidance, and contribution in strengthening and elevating the Group to this level. I also extend my appreciation to the management and staff of our Group, its subsidiaries and associates for their loyalty and dedication.



H.E. Shaikh Khalid Bin Mustahil Al Mashani

 *Chairman*
8 February 2023



Rashed Al Meer

Vice Chairman
8 February 2023

3. To receive the Sharia Supervisory Board report for the year ended 31 December 2022.

3- الاستماع إلى تقرير هيئة الرقابة الشرعية عن أعمال السنة المالية المنتهية في 31 ديسمبر 2022



سوليدريتي

**SOLIDARITY
GROUP**

بسم الله الرحمن الرحيم

تقرير هيئة الرقابة الشرعية عن السنة المالية المنتهية في 31 ديسمبر 2022

الحمد لله رب العالمين والصلاة والسلام على رسوله الأمين وعلى آله وصحبه أجمعين

إلى مساهمي مجموعة سوليدريتي القابضة ش.م.ب (مقفلة)

السلام عليكم ورحمة الله وبركاته،

بناءً على تكليفنا بالقيام بأعمال الرقابة الشرعية على الشركة والشركات التابعة ("المجموعة") فإننا نقدم التقرير التالي:

إطلعت الهيئة على جميع أعمال المجموعة وفق ما جاء في الميزانية عن السنة المالية المنتهية في 31 ديسمبر 2022 وناقشت المسؤولين عن المجموعة في بنودها والإيضاحات المرفقة بها وتأكدت من مراعاة تطبيق المبادئ والأسس التي وضعتها هيئة الرقابة الشرعية. وقدمت الهيئة توجيهاتها الشرعية لمعاملات المجموعة وأجابت على استفتاءات الإدارة المقدمة إليها.

تقع مسؤولية التأكد من أن المجموعة تعمل وفقاً لأحكام ومبادئ الشريعة الإسلامية على الإدارة، أما مسئوليتنا فتتحدد في إبداء رأي مستقل بناءً على مراقبتنا لعمليات المجموعة، وفي إعداد تقرير لكم. استفسرت هيئة الرقابة الشرعية وتبين لها أنه لا يوجد فائض ليتم توزيعه.

وفي رأينا:

أولاً: أن توزيع الأرباح وتحمل الخسائر والمصروفات على حملة الأسهم يتفق مع الأساس الذي تم اعتماده من قبلنا وفقاً لأحكام ومبادئ الشريعة الإسلامية.

ثانياً: أنه لا توجد مكاسب تحققت من مصادر محرمة أو طرق تحرمها أحكام ومبادئ الشريعة الإسلامية.

ثالثاً: أن احتساب الزكاة تم وفقاً لأحكام ومبادئ الشريعة الإسلامية حسب اعتماد هيئة الرقابة الشرعية. علماً بأن مسؤولية إخراج الزكاة تقع على عاتق حملة الأسهم.

ونسأل الله عز وجل دوام التوفيق والسداد للقائمين على هذه المجموعة ودوام الالتزام بأحكام ومبادئ الشريعة وتطهير المعاملات من المكاسب المحرمة.

والسلام عليكم ورحمة الله وبركاته.

حرر في 14 رجب 1444 هـ ، الموافق 5 فبراير 2023 م.

أعضاء هيئة الرقابة الشرعية

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.....
.....
.....

الشيخ / د. أسامة بحر
رئيس الهيئة

الشيخ / محسن عبدالحسين آل عصفور
عضو الهيئة

الشيخ / عبدالناصر آل محمود
عضو الهيئة



سوليدريتي

SOLIDARITY
GROUP

In the name of Allah, the Merciful, the Compassionate

Report of the Shari'a Supervisory Board
For the financial year ended 31 December 2022

Thanks to Allah, the Almighty, Prayers and Peace be upon the True Messenger, His Relatives and All His Companions.

To the Shareholders of Solidarity Group Holding B.S.C. (c)

Assalamu Alaikum Wa Rahmat Allah Wa Barakatuh

In compliance with our appointment to undertake the duties of Shari'a supervision, we hereby submit the following report:

We have reviewed the procedures relating to the transactions and the applications introduced by the Group during the year ended on 31.12.2022. The Board has reviewed and confirmed the implementations of the principles and guidelines set by the Board. Discussions took place with the Group's officers with regard to its items on the attached notes. The Board gave its Shari'a directives for the Group transactions and answered the queries made by the management.

The Group's management is responsible for ensuring that the Group conducts its business in accordance with Islamic Shari'a rules and principles. It is our responsibility to form an independent opinion based on our review of the operations of the Group, and to report to you.

In our opinion:

- The profit distribution, charging of losses and expenses to the shareholders fully conforms to the principles established by ourselves in compliance with Shari'a rules and principles.
- There are no gains realized from prohibited sources or from methods forbidden according to the Shari'a rules and principles.
- The calculation of Zakah is in compliance with Islamic Shari'a rules and principles and as directed by the Shari'a Supervisory Board. It should be noted that responsibility for payment of Zakah is undertaken by the shareholders.

We pray to Allah, the Almighty to grant the Group continued success for purifying business from suspicions and prohibitions.

Assalamu Alaikum Wa Rahmat Allah Wa Barakatuh

Dated 14 Rajab 1444 H, corresponding to 5 February 2023

Members of the Shari'a Supervisory Board:

Shaikh Dr. Osama Bahar
Chairman

Shaikh Mohsin Abdul Hussain Al Asfoor
Member

Shaikh Abdul Nasser Al Mahmood
Member

4. To receive the external auditors' report for the year ended 31 December 2022.

4- الاستماع إلى تقرير مدققي الحسابات عن السنة المالية المنتهية في 31 ديسمبر 2022

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Solidarity Group Holding B.S.C. (c)
Kingdom of Bahrain

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Solidarity Group Holding B.S.C. (c) (the "Company"), and its subsidiaries (together "the Group") which comprise the consolidated statement of financial position as at December 31, 2022, and the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the other ethical requirements that are relevant to our audit of the Group's consolidated financial statements in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Directors are responsible for the other information. The other information comprises the Group's Annual Report, which we obtained prior to the date of this auditors' report. The other information does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the consolidated financial statements

The Directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidenced obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represents the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other legal and regulatory requirements

We report that:

- a) As required by the Bahrain Commercial Companies Law of 2001 (and subsequent amendments) ("BCCL"), we report that:
 - i. the Company has maintained proper accounting records and the consolidated financial statements are in agreement therewith;
 - ii. the financial information contained in the Chairman's report is consistent with the consolidated financial statements;
 - iii. nothing has come to our attention which causes us to believe that the Company has breached any of the applicable provisions of the BCCL, or the items of its memorandum and articles of association that would have a material adverse effect on its business or its financial position; and
 - iv. satisfactory explanations and information have been provided to us by the Directors in response to all our requests.
- b) As required by the Ministry of Industry, Commerce and Tourism in their letter dated January 30, 2022 in respect of the requirements of Article (8) of Section (2) of Chapter (1) of the Corporate Governance Code, we report that the Company:
 - a) has appointed a corporate governance officer; and
 - b) has a Board approved written guidance and procedures for corporate governance.

Deloitte & Touche,

DELOITTE & TOUCHE – MIDDLE EAST
Partner Registration No. 157
Manama, Kingdom of Bahrain

February 8, 2023

5. To discuss and approve the Consolidated Audited Financial Statements for the year ended 31 December 2022.

5- مناقشة البيانات المالية الموحدة عن السنة المالية المنتهية في 31 ديسمبر 2022 والموافقة عليها

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

In thousands of US dollars

		31 December 2022	31 December 2021
	Notes		
ASSETS			
Cash and cash equivalents	4	21,383	21,707
Placements with financial institutions	5	115,529	95,071
Insurance and other receivables		66,997	46,099
Reinsurance share of outstanding claims	6	18,134	20,840
Reinsurance share of unearned premiums	7	43,170	36,614
Deferred insurance acquisition cost	8	2,081	1,338
Prepayments and other assets	9	14,055	8,724
Investment securities	10	104,445	99,112
Investment in an associate	11	757	490
Investments of participants in units		6,728	-
Investment properties	12	20,499	20,832
Property and equipment		20,233	21,357
Right-of-use assets	13	737	344
Intangibles	14	19,289	12,976
Total assets		454,037	385,504
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	17	183,975	183,975
Treasury shares	18	-	(286)
Statutory reserve	19	5,295	3,939
Investments fair value reserve		(13,851)	(5,571)
Accumulated losses		(8,400)	(9,502)
Equity attributable to equity holders of the Company		167,019	172,555
Non-controlling interest	20	34,642	25,902
Total shareholders' equity		201,661	198,457
Liabilities			
Outstanding insurance claims	6	62,537	52,455
Unearned premiums	7	105,078	76,794
Unearned commissions reserves	8	1,686	1,175
Investments of participants in units		6,728	-
Insurance and other payables		51,275	35,088
Borrowings	15	6,000	7,000
Lease liabilities	13	781	354
Other liabilities	16	18,291	14,181
Total liabilities		252,376	187,047
Total shareholders' equity and liabilities		454,037	385,504

The consolidated financial statements were approved by the Board of Directors on 08 February 2023 and signed on its behalf by:



H.E. Shaikh Khalid Al Mashani
Chairman



Rashed Al Meer
Vice Chairman



Ashraf Bseisu
Group Chief Executive

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

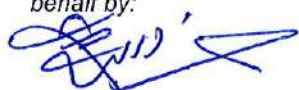
CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2022

In thousands of US dollar

	Notes	2022	2021
Gross insurance premiums		201,868	149,720
Reinsurance ceded		(99,799)	(83,309)
Retained insurance premiums		102,069	66,411
Movement in unearned premiums	7	3,017	(879)
Net insurance premiums earned		105,086	65,532
Commission income		9,684	7,914
Commission expenses		(7,857)	(5,366)
Net commission income		1,827	2,548
Movement in unearned commission	8	(482)	(159)
Profit commission and other income		4,867	4,791
Net commission earned		6,212	7,180
Gross insurance claims paid	6	(101,057)	(73,781)
Claims recovered from reinsurance and others	6	25,571	26,504
Net insurance claims paid		(75,486)	(47,277)
Movement in outstanding insurance claims and IBNR - gross	6	2,267	(572)
Movement in outstanding insurance claims and IBNR - reinsurance	6	(3,692)	2,151
Net insurance claims incurred		(76,911)	(45,698)
General and administration expenses - insurance operations		(19,157)	(15,781)
Insurance underwriting profit		15,230	11,233
Investment income	21	8,955	10,449
Share of profit from an associate		81	89
Other income		28	109
Corporate expenses		(10,255)	(9,065)
Depreciation of right-of-use assets	13	(487)	(549)
Finance cost on borrowings		(322)	(325)
Interest expense on lease liabilities	13	(35)	(32)
Provision for impairment on insurance receivables		(638)	(303)
Profit before tax for the year		12,557	11,606
Tax expense		(854)	(144)
Profit for the year		11,703	11,462
Profit for the year attributable to:			
Equity holders of the Parent		8,580	9,437
Non-controlling interest		3,123	2,025
		11,703	11,462

The consolidated financial statements were approved by the Board of Directors on 08 February 20 and signed on its behalf by:



H.E. Shaikh Khalid Al Mashani
Chairman



Rashed Al Meer
Vice Chairman



Ashraf Bseisu
Group Chief Executive

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

SOLIDARITY GROUP HOLDING B.S.C. (c)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2022

In thousands of US dollar

	2022	2021
Profit for the year	11,703	11,462
Other comprehensive income:		
Items that will never be reclassified to profit or loss:		
Net changes in fair value of equity investments at fair value through other comprehensive income	(8,869)	(3,880)
Total comprehensive income for the year	2,834	7,582
Total comprehensive income for the year attributable to:		
Equity holders of the Parent	564	5,126
Non-controlling interest	2,270	2,456
	2,834	7,582

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

SOLIDARITY GROUP HOLDING B.S.C. (c)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

In thousands of US dollar

2022	Attributable to equity holders of the Company						Non-controlling interest	Total
	Share capital	Treasury shares	Statutory reserve	Foreign currency translation reserve	Investments fair value reserve	Accumulated losses		
As at 1 January	183,975	(286)	3,939	-	(5,571)	(9,502)	25,902	198,457
Profit for the year						8,580	3,123	11,703
Other comprehensive income	-	-	-	-	(8,016)	0	(853)	(8,869)
Total comprehensive income for the year	-	-	-	-	(8,016)	8,580	2,270	2,834
Dividend declared	-	-	-	-	-	(5,059)	(1,977)	(7,036)
Total transactions with owners of the Company	-	-	-	-	-	(5,059)	(1,977)	(7,036)
Transfer to statutory reserve	-	-	1,356	-	-	(1,356)	-	-
Transfer of fair value reserve to retained earnings on sale	-	-	-	-	8	(8)	-	-
Adjustment related to change in ownership of subsidiary	-	-	-	-	(272)	(674)	8,598	7,652
Treasury Shares related Adjustment	-	286	-	-	-	-	-	286
Subsidiary profit adjustment related to previous years	-	-	-	-	-	(381)	(151)	(532)
As at 31 December 2022	183,975	-	5,295	-	(13,851)	(8,400)	34,642	201,661

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

SOLIDARITY GROUP HOLDING B.S.C. (c)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

For the year ended 31 December 2022

In thousands of US dollar

2021

	Attributable to equity holders of the Company						Non-controlling interest	Total
	Share capital	Treasury shares	Statutory reserve	Foreign currency translation reserve	Investments fair value reserve	Accumulated losses		
As at 1 January	183,975	(286)	3,080	(45)	(2,736)	(10,824)	24,945	198,109
Profit for the year	-	-	-	-	-	9,437	2,025	11,462
Other comprehensive income	-	-	-	-	(4,311)	-	431	(3,880)
Total comprehensive income for the year	-	-	-	-	(4,311)	9,437	2,456	7,582
Dividend declared	-	-	-	-	-	(5,059)	(1,264)	(6,323)
Total transactions with owners of the Company						(5,059)	(1,264)	(6,323)
Transfer to statutory reserve	-	-	859	-	-	(859)	-	-
Subsidiary profit adjustment related to previous years	-	-	-	45	1,476	(1,584)	-	(63)
	-	-	-	-	-	(306)	(101)	(407)
	-	-	-	-	-	(307)	(134)	(441)
As at 31 December 2021	183,975	(286)	3,939	-	(5,571)	(9,502)	25,902	198,457

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

SOLIDARITY GROUP HOLDING B.S.C. (c)
CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 31 December 2022

In thousands of US dollar

	Notes	2022	2021
OPERATING ACTIVITIES			
Profit before tax for the year		12,557	11,606
<i>Adjustments for non-cash items</i>			
Depreciation		1,414	1,379
Depreciation on right-of-use assets	13.1	487	549
Interest on lease liabilities	13.1	35	32
Impairment for receivables		638	303
Impairment of debt investments		-	675
Share of (profit) from an associate		(81)	(89)
(Gain) on fair value movement		(149)	-
Investment income		(8,954)	(11,125)
Amortisation during the year net		72	116
Operating cash flows before working capital changes		6,019	3,446
<i>Changes in working capital</i>			
Insurance and other receivables		(151)	5,258
Reinsurance share of outstanding claims		4,092	10,438
Reinsurance share of unearned premiums		(2,529)	11,304
Deferred insurance acquisition cost		1,002	(16)
Prepayments and other assets		(1,780)	1,228
Outstanding insurance claims		(2,667)	(12,038)
Unearned premiums		(693)	(11,084)
Unearned commissions reserves		(521)	177
Insurance and other payables		8,903	1,118
Other liabilities		(3,154)	131
Net cash generated from operating activities		8,521	9,962
INVESTING ACTIVITIES			
Purchase of investment securities		(14,444)	(16,789)
Proceeds from disposal of investment securities		3,333	16,010
Purchase of equipment		(303)	(1,702)
Movement in placements with financial institutions		(20,457)	(9,488)
Dividend from Associate		93	64
Investment income		8,954	11,125
Cash received on transfer of business, assets and liabilities		22,164	-
Sale of investment property		345	-
Net cash generated investing activities		(315)	(780)
FINANCING ACTIVITIES			
Repayment of lease liabilities		(491)	(570)
Dividend paid		(7,039)	(6,323)
Repayment of borrowing		(1,000)	(2,250)
Net cash used in financing activities		(8,530)	(9,143)
Net increase cash and cash equivalents during the year		(324)	39
Cash and cash equivalents at beginning of the year		21,707	21,668
Cash and cash equivalents at the end of the year		21,383	21,707

Notes to the consolidated financial statements are an integral part of the consolidated financial statements.

6. To approve the following appropriations of the net profit:
- Transfer of USD 1,356,000 to statutory reserve.
 - Distribution of cash dividend USD 5,059,000 equivalent to 2.75% of the par value per share subject to approval of the Ministry of Industry and Commerce.
 - Transfer the balance net profit of USD 2,165,600 to shareholders' retained earnings.

6- اعتماد توصية مجلس الإدارة بتخصيص صافي أرباح السنة المنتهية في 31 ديسمبر 2022 على النحو التالي:

أ. تحويل مبلغ 1,356,000 دولار أمريكي إلى حساب الاحتياطي القانوني.

ب . توزيع أرباح نقدية بمبلغ 5,059,000 دولار أمريكي وهو ما يعادل 2.75 % للسهم الواحد بعد موافقة وزارة الصناعة والتجارة.

ج. تدوير مبلغ 2,165,000 دولار أمريكي كأرباح مستبقاه.

7. To approve payment of USD 212,200 as Remuneration to Board members for the year ended 31 December 2022 subject to approval of the Ministry of Industry and Commerce (The Ministry has approved the payment board Remuneration).

7- الموافقة على صرف مبلغ 212,200 دولار أمريكي كمكافأة لأعضاء مجلس الإدارة عن السنة المالية المنتهية في 31 ديسمبر 2022 ، ويخضع ذلك لموافقة وزارة الصناعة والتجارة والسياحة (وافقت الوزارة على دفع مكافأة أعضاء مجلس الإدارة)

8. To discuss and approve Board of Directors' Corporate Governance Report for the year ended 31 December 2022 in line the with Ministry of Industry, Commerce and Tourism instructions in this regard.

8- مناقشة تقرير مجلس الإدارة حول حوكمة الشركة للسنة المنتهية في 31 ديسمبر 2022 بحسب متطلبات وزارة الصناعة والتجارة والسياحة والموافقة عليه

1. Description of the actions taken to complete the Corporate Governance Code during the year 2022 and how they were applied.

Solidarity Group Holding B.S.C (c) has already implemented Corporate Governance practices as part of best practices when the Corporate Governance code was introduced by CBB, though the Company was not regulated by CBB. During 2018, we have carried out gap analysis with the introduction of the new code and accordingly ensured the implementation of the code in full. The Board has appointed a "Corporate Governance Officer" and has been informed to Ministry of Industry and Commerce (MOIC).

During 2022, Board Nomination and Corporate Governance Committee reviewed the compliance with the Corporate Governance Code and the company is in compliance. The Committee updated the Board about the compliance with Corporate Governance Code. The company submitted the Corporate Governance Report for the year 2021 within the timeline. The Company has also submitted Economic Substance Returns (ESR) for the Year ended 31.12.2021 through online.

2. Description of the transactions of the directors, their spouses and sons on the Company's shares during the year 2022.

There were no transactions related to the directors, their spouses and sons on the Company's shares during the year 2022.

3. Composition of the Board:

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

#	Name	Type	Education	Qualification and Experience	The period of his term as a director of the Company starting from the date of his first election or appointment	Directorships and positions
1	H.E.Shaikh Khalid Bin Mustahil Al Mashani	Chairman Non-Executive	BSc. in Economics, and a Master's Degree in International Boundary Studies from the School of Oriental and African Studies (SOAS), from the University of London.	More than 27 years	3 months	Chairman of the Board of Directors of Al Salam Bank in Bahrain Chairman of Bank Muscat S.A.O.G. Oman Chairman of Dhofar International Development & Investment Holding Company S.A.O.G. in Oman. Director of: Al Omaniya Financial Services Company, Oman Director of Dhofar Food and Investment Co S.A.O.G. in Oman Director of Maalem Holding in Bahrain.

3. Composition of the Board (continued):

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

2	Rashed Ismaeel Al Meer	Independent Non-Executive Director	High Diploma in Statistics from University of Alexandria Egypt. B.Com University of Baghdad, Iraq	Over 50 years of experience	17 years	Former directorships & positions held: Chairman, Osool Assets Management Co. Chairman, Esterad Investment Co. Chairman, Ahli United Bank, Bahrain Vice-Chairman of Ahli United Bank (Group) and member of its Executive Committee Vice-Chairman of Ahli United Bank (UK) plc. Vice-Chairman of Ahli United Bank Limited, Dubai. Board Member of the Social Insurance Organization (SIO) Vice Chairman and Chairman of Executive Committee National Bank of Bahrain Board Member of Bahrain Petroleum Co. (Bapco). Board Member of Gulf International Bank Board Member of Gulf Investment Corporation Board Member of Arab Investment Co. Board Member of the General Organization for Social Insurance (GOSI) and Chairman of its Audit Committee Director General of Pension Fund Commission Assistant Undersecretary for Financial Affairs, Ministry of Finance & National Economy Assistant Undersecretary for Economic Affairs, Ministry of Finance & National Economy
3	Rafik Nayed	Non-Executive Director	MBA from London Business School. Bachelor's and Master's Degree from Webster University	Over 29 years of experience	3 months	Chief Executive Officer of Al Salam Bank BSC, Bahrain Chairman of Al Salam Bank Seychelles Chairman of Al Salam Bank Algeria Director in various subsidiaries of Al Salam Bank and its Group entities Director of Amana WLL, Bahrain Board Member in Solidarity Bahrain BSC, Bahrain Chairman of Gulf African Bank, Kenya Formerly Deutsche Bank Vice Chairman for MENA Region, Chief Country Officer for UAE and Chairman of North Africa EXco Was Chief Executive Officer of Libyan Investment Authority

3. Composition of the Board (continued):

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

4	Hisham AlSaie	Non-Executive Director	MBA from London Business School. BA in Accounting from the University of Texas. Completed INSEAD YMP Executive Management Program.	24 years of experience	3 months	Member of the Board and Executive Committee at Al Salam Bank. Deputy Group Chief Executive Officer at Premier Group, Bahrain. Board member at McLaren Group Limited and Chairman of the Board Audit & Risk Committee. Member of the Board of Investcorp Holdings B.S.C., Board Member of South City W.L.L., Diyar Al Muharraq W.L.L., and Bahrain Bay Development W.L.L. Chairman of the Board's Remuneration Committee and a member of the Board Audit and Risk Committee at Nass Corporation B.S.C Bahrain. Vice Chairman of the Board at LAMA Real Estate W.L.L. Bahrain.
5	Ziyad Al Amin	Non-Executive Director	Post Graduate Degree in Finance and Investment from the London School of Business & Finance.	24 years of experience	3 months	Executive Director of Investments at Ali Rashid AlAmin Group. Chairman of Bahrain Gourmet Chairman of SAYACORP Board Member of Al Salam Bank Board Member of Esterad Investment Co. Board Member of Gulf African Bank Former Board Member of MIDAD Gulf Energy, RAMAKAZA Logistics Qatar and Food Storage Co. Ltd. KSA. Worked for National Bank of Bahrain and Towry Law International.
6	Abdul Razzaq Al Qahtani	Non-Executive Director	PhD in Management from Glasgow Caledonian University-UK. Master of Science in Project Management from George Washington University USA. MS in Distributed Systems from Heriot-Watt University, UK. BSC Computer Science from the University of Ajman, UAE. Diploma in Induction to senior Civil service Program (ISCS), BIPA	27 years of experience	10 years	Board Member of Royal University for Women & Chairman of Audit Committee. Acting Deputy CEO for Operation Affairs, Social Insurance Organization. Executive Director of Risk and Compliance - Social Insurance Organization Committee member of Her Royal Highness Princess Sebeeka Bint Ibrahim Al Khelifa Award for Bahrain Women Empowerment. Formerly, Director of Information Management Directorate - Pension Fund Commission

3. Composition of the Board (continued):

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

7	Saleh Hussain	Independent Non-Executive Director	Master's Degree "MBA" from Brunel University of United Kingdom	Over 40 years of experience in banking	8 years	President of Saleh Hussain Consultancy, Bahrain Board member and NRC member at the Board of Bahrain Bourse Formerly Board Member and Member of Audit & Nomination and Remuneration Committees of ABC Islamic Bank, Bahrain Formerly Board Member of Bahrain Development Bank, Bahrain Formerly Board Member and Member of the Nomination & Remuneration Committee of Solidarity Saudi Takaful Company Formerly Committee Member of Saudi Holland Bank, KSA Head of Audit Committee of Al Majdouie Group, KSA until 31.12.2020 Head of Audit Committee, AlSwaidi Group-KSA Head of Audit Committee Lakemore Investment Co. Dubai, UAE Formerly Member of the Audit Committee of The National Healthcare Company, KSA & Alkhabeer Capital -Jeddah KSA
8	Hassan Mahmood	Independent Non-Executive Director	Holds a Bachelor of Commerce Degree from Bangalore University	38 years of experience in Banking, Investments and Audit	5 years	Board Member of Faisal Finance Morocco Board Member of Egyptian Investment Company, Egypt Board Member of CITIC International Asset Management Limited, Hong Kong Formerly Board Member of Solidarity Saudi Takaful Company, KSA and member of the Executive Committee Formerly Board Member of Bank of Bahrain and Kuwait (BBK) Formerly Board Member of Faisal Bank of Egypt Formerly Board Member of Ithraa Capital, Kingdom of Saudi Arabia Formerly Board Member of Faysal Bank, Pakistan Formerly Board Member of Gulf Finance & Investment Co, Egypt Formerly Board Member of Overland Group Inc. Formerly Board Member of RIMCO S.A., Switzerland Formerly Board Member of Tenth Ramadhan Pharmaceuticals, Egypt

b. Description of the following:

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

Total annual remuneration paid during the 2022 is USD 212,200 for the year ended 31.12.2021. Sitting fees paid for the attendance of the Board and Board Committee Meetings during the year 2022 is USD 287,796 for the meetings held in 2022.

2. The proposed total remunerations to be paid to the directors for the year 2022, which will be presented at the annual general meeting for approval.

Total remunerations to be paid to the directors for the year 2022 will be determined in the forthcoming Annual General Meeting scheduled to be held on 20th March 2023.

3. Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year 2022 according to the following table:

#	Name	Sitting fees paid for attendance of the Board Committees		
		Name of the Committee	Sitting fees	Number of meetings
1	Shaikh Khalid Al Mashani - effective from 02.10.2022	Executive Committee Remuneration Committee	BD 500 per meeting	1 ExCom
2	Rafik Nayed - effective from 02.10.2022	Executive Committee Remuneration Committee	BD 500 per meeting	1 ExCom
3	Hisham AlSaie - effective from 02.10.2022	Nomination & Corporate Governance Committee	BD 500 per meeting	1 NCG
4	Zayed Al Amin - effective from 02.10.2022	Audit & Risk Committee	BD 500 per meeting	1 Audit & Risk
5	Rashed Ismaeel Al Meer	Independent Directors Committee Nomination & Corporate Governance committee	BD 500 per meeting	2 Independent Directors 1 NCG
6	Abdul Razzaq Al Qahtani	Audit & Risk Committee	BD 500 per meeting	4 Audit & Risk
7	Saleh Hussain	Audit & Risk Committee Independent Directors Committee	BD 500 per meeting	4 Audit & Risk 2 Independent Directors
8	Hassan Mahmood	NRCG Committee NCG Committee Executive Committee Audit & Risk Committee Independent Directors Committee	BD 500 per meeting	1 NRCG 1 NCG 1 ExCom 3 Audit & Risk 2 Independent Directors
Directors who left the Board during the Year 2022 (up to 01.10.2022)				
1	Ahmed Abdul Rahim	NRCG Committee Executive Committee	BD 500 per meeting	1 NRCG 3 ExCom
2	Elham Hassan	Executive Committee	BD 500 per meeting	4 ExCom
3	Abdullellah Al Qassimi	NRCG Committee	BD 500 per meeting	1 NRCG
4	Abbas Radhi	Executive Committee	BD 500 per meeting	4 ExCom

On account of change of shareholders, four directors (Mr. Ahmed Abdul Rahim, Ms. Elham Hassan, Mr. Abdullellah Al Qassimi and Mr. Abbas Radhi) representing Ithmaar Group were replaced on 2 October 2022 by four representatives of Al Salam Bank, Bahrain.

3. Composition of the Board (continued):

b. Number and dates of the Board's meetings held during the financial year 2022, in addition to the number of times directors attended in person or by visual communication and a description of the directors present by proxy:

1. 1st Meeting held on 3rd March 2022. Attendance: 6 members in person and 2 members virtual.
2. 2nd Meeting held on 2nd June 2022. Attendance: 6 members in person and 2 members virtual.
3. 3rd Meeting held on 8th September 2022. Attendance: 7 members in person and 1 member virtual.
4. Preparatory Board meeting for change of Board members held on 10th October 2022. All incoming and continuing members attended the meeting.
5. 4th Meeting held on 12th December 2022. Attendance: 7 members in person and 1 member virtual.

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

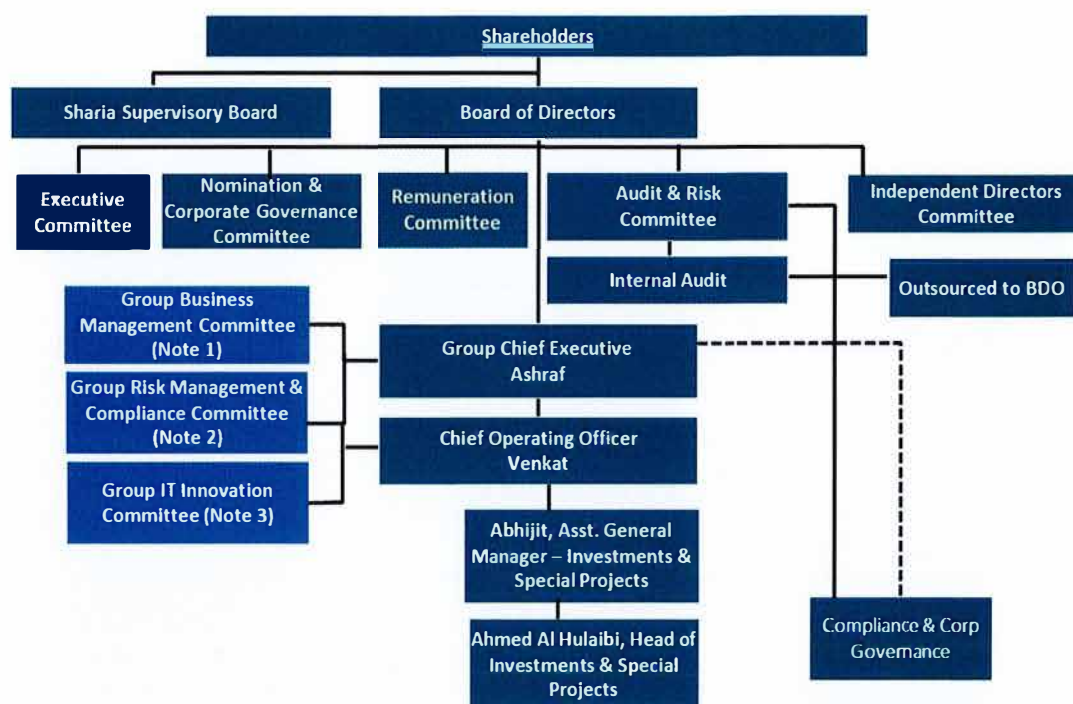
The Board carries its duties and competences as per the Board charter and no duties of the Board have been carried out on its behalf by the Executive Management by delegation of authority.

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

- a. Placement with Stakeholders: USD 6,253,000 (Shareholder, Al Salam Bank, Bahrain, Bank deposits.)
- b. Income from placement with stakeholders: USD 92,000 (Shareholder, Al Salam Bank, Bahrain, Profit on placements) and USD 158,000 (Ithmaar Bank, Shareholder upto 07.07.2022)
- c. Financing: USD 6,000,000 (Shareholder Al Salam Bank, Bahrain, Loan facility) – Loan availed before ownership change.
- d. Finance cost: USD 202,000 (Shareholder Al Salam Bank, Bahrain, finance cost on loan facility)

3. Composition of the Board (continued)

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



Note 1: Group Business Management Committee headed by Group CE and members include CEOs of Subsidiaries, Group COO & Group AGM-Investments & Special Projects.

Note 2: Group Risk Management & Compliance Committee headed by Group COO and members include AGM-Investments & Spl Projects, Head of Group Financial Control, AGM Compliance & Risk Management of SB and Risk & Compliance officers of SJ.

Note 3: Group IT Innovation Committee is headed by Group CE and members include and CEO & IT Heads of Subsidiaries, Group COO and AGM –Investments & Special projects.

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

Total remuneration paid to key executive officers is BD 809,150.

4. External Auditors:

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

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

4. External Auditors (continued):

- b. Fees and charges for the audit or services provided by the external auditor during the year 2020, in addition to a description of the auditor's years of service as the Company's external auditor. According to the following table:**

Name of the audit firm	Deloitte & Touche (M.E.), Bahrain
Years of service as the Company's external auditor	Six years
Name of the partner in charge of the Company's audit	Mr. Irshad Mahmood
The partner's years of service as the partner in charge of the Company's audit	Six Years
Total audit fees for the financial statements for the year 2022 (BD)	BD 11,000 (December 2022 – Year End) BD 3,000 for each quarterly review
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2022 (BD) if any. In the absence of such fees, this shall be expressly stated	Agreed upon procedure – Related Party – BD 500 Agreed upon procedure – Corporate Governance – BD 1,000

5. Audit and Risk Committee:**a. Names, competences and duties of the audit and risk committee's members.**

Names of Audit and Risk committee members:

- 1- Saleh Hussain (Chairman)
- 2- AbdulRazzaq Al Qahtani
- 3- Zayed Al Amin (effective 10.10.2022)
- 4- Hassan Mahmood (until 09.10.2022)

As per the audit and risk committee charter, The Audit and Risk Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Solidarity Group Holding B.S.C. (closed) (the "Company") to support the Board in its supervisory and control duties relating to:

- a) The integrity of the Company's systems of internal accounting, the financial statements and the reporting and control processes.
 - b) Regular independent audits of the Company's financial statements including the selection and engagement of an external auditor and the assessment of the external auditor's independence, qualification, performance and remuneration.
 - c) The appointment of an internal auditor and the regular review of the activities and performance of the internal audit function.
 - d) Compliance by the Company with legal and regulatory requirements, including the Company's disclosure controls and procedures.
 - e) Reviewing the implementation of the Company's Code of Conduct.
 - f) The performance of such other duties as may be directed to the Committee by the Board.
 - g) Reviewing Risk Management framework and its implementations at Group and also at subsidiaries level.
 - h) Review of internal audit issues relating to subsidiaries/associates.
 - i) Review of External Auditors reports relating to subsidiaries/associates.
- b. Number and dates of meetings held by the audit and risk committee during the year to discuss issues related to financial statements and any other matters and the number of times members attended the meetings in person.**
1. 1st Meeting held on 27th February 2022. All 3 members attended.
 2. 2nd Meeting held on 25th May 2022. All 3 members attended.
 3. 3rd Meeting held on 5th September 2022. All 3 members attended.
 4. 4th Meeting held on 30th November 2022. All 3 members attended.

6. Nomination, Remuneration & Corporate Governance Committee (NRCG Committee):

The Committee is split into Nomination & Corporate Governance Committee and Remuneration Committee effective 10th October 2022.

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

Board Nomination, Remuneration & Corporate Governance committee members:

- 1- Rashed Al Meer (Chairman) Effective 10.10.2022
- 2- Hisham Al Saie Effective 10.10.2022
- 3- Hassan Mahmood
- 4- Abdullellah Al Qassimi (Chairman) until 01.10.2022
- 5- Ahmed Abdulrahim until 08.09.2022

The Committee's duties and responsibilities in connection with nomination are to:

- a) Consider all candidates for board membership recommended by the shareholders and any candidates proposed by management as company board representatives on subsidiaries/associates.
- b) Recommend required board competencies and number and profiles of board members; this includes subsidiaries and associates, as applicable.
- c) Shall identify board members qualified to fill vacancies on any committee of the Board and recommend to the board to appoint the identified person(s) to such committee.
- d) Conduct searches for new independent board members and recommend preferred candidates to the Board.
- e) Assess from time to time the extent to which the required competencies are represented on the Board.
- f) Ensure that succession plans are in place to maintain the required competencies, number and profiles of the Board members.
- g) Assist the Chairman to evaluate the Board's performance annually.
- h) Conduct the search for the Chief Executive Officer and recommend preferred candidates to the Board.
- i) Assist the Chairman in reviewing the Chief Executive's performance evaluation and provide counselling and mentoring as and when required.
- j) Ensure that succession and replacement plans are in place for senior management and key officers including emergency or other unforeseeable vacancy.
- k) Recommend changes in the structure and job description of key officers of the company including the CEO and prepare terms of reference for each vacancy stating the job responsibilities, qualifications needed and other relevant matters.
- l) Ratify appointments relating to critical and controlled functions.
- m) Review and approve all CEO direct reporting line appointments and put forward for Board endorsement.
- n) Summarize and present for Board review the performance evaluation of all Board standing committees.

b. Number and dates of meetings held by the committee during the financial year and the number of times members attended the meetings in person

- 1- 1st Meeting on 24th February 2022, all the 3 members attended.
- 2- 2nd Meeting on 23rd November 2022, all the 3 members attended.

5. Governance Committee:

c. Names, competences and duties of the governance committee's members.

Board Nomination & Corporate Governance Committee is responsible for Corporate Governance functions.

Duties and Responsibilities

- a) Oversee and monitor the implementation of the Corporate Governance Guidelines by working together with the management and other Board committees.
- b) Provide the Board with reports and recommendations based on its findings in the exercise of its functions.
- c) On any report to the Board, the Committee should include the following: where the Company's system of corporate governance complies with an applicable legislative rule or guideline, etc, describe the manner in which it complies and, where the Company's system of corporate governance differs from such an applicable legislative rule or guideline, etc, describe such difference and the reason therefore.
- d) Oversee the implementation and operation of process, structures and effective systems of governance as approved by the Board or as required by applicable legislative rules and industry specific standards and practices.
- e) Review the Company's annual disclosure of its corporate governance practices pursuant to applicable legislative rules and industry specific standards and practices.
- f) Keep records of its activities, meetings, etc at the office of the Corporate Secretary, and report periodically to the Board on its activities and make recommendations as deemed appropriate.
- g) Perform any other activities consistent with its responsibilities and duties and the Company's by-laws and governing law as the Committee or the Board deems necessary or appropriate.

d. Summary of the committee performance report during the year 2022.

The Nomination & Corporate Governance Committee meets twice per year on which the committee reviews the corporate governance code and ensures that the company is in compliance with the code.

6. Remuneration Committee:

The Remuneration Committee which has been carved out of Nomination, Remuneration and Corporate Governance Committee effective 10th October 2022.

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

Board Remuneration committee members:

- 1- Shaikh Khalid Al Mashani (Chairman)
- 2- Rashed Al Meer
- 3- Rafik Nayed

Duties and Responsibilities

- a) Review and recommend for approval Director's fees, per diem and other compensation or remuneration.
- b) Remunerate Board members based on attendance and performance.
- c) The Committee shall annually review and recommend to the Board the remuneration based on the performance of the Company for the concerned financial year. The remuneration proposed is subject to approval of regulatory authority and the shareholders in the General Assembly meeting.
- d) Remuneration of directors shall not include performance-related elements such as grants of shares, share options or other deferred stock related incentive schemes, bonuses, or pension benefits.
- e) The Committee's duties and responsibilities in connection with remuneration of the Group Chief Executive and other senior officers are to:
 - I. Review and recommend to the broad package and remuneration for the Group Chief Executive and senior officers including the broad terms of employment contracts.
 - II. Review and recommend any changes to the Employees Bonus Plan (EBP).
 - III. Review and approve the overall allocation of bonus amount as per the Bonus Plan.

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

Corporate Governance Officer is Mr. Venkatesan Muniswamy.

Mr. Venkatesan holds a Bachelors' degree in Commerce from University of Madras, India. He is a Chartered Accountant and a Fellow member of the Institute of Chartered Accountants of India. He is an Associate member of the Insurance Institute of India.

He has over 36 years of experience in Insurance Industry covering Finance, Accounting, Investments, Mergers & Acquisitions, Internal Audit, Reinsurance, Compliance, Corporate Governance and Risk Management.

Date of appointment as corporate governance officer: 22/04/2018

Contact details:

Venkatesan Muniswamy

Chief Operating Officer

Phone: Off: 17585222 Dir: 17567406 Mob: 39714242

P.O. Box 18668, Manama, Bahrain

Email: m.venkatesan@solidaritygroup.com

9. Details of any irregularities committed during the financial year, their causes (if any), and the plan to address them in order to avoid future recurrence.

There was not any single instant of irregularities committed during the financial year 2022.

10. Description of the cash and in-kind contributions made by the Company during the year 2022 for the purpose of community development and environment preservation (In the absence of contributions, it should be stated that the Company did not make any contributions), indicating the recipients of these contributions.

The company has sponsored/participated in the following CSR activities during the Year 2022:

- a) Co-Sponsored His Majesty King Hamad Bin Isa Al Khalifa football cup 2021-2022 and His Highness Sheikh Nasser Bin Hamad Al Khalifa football League 2021-2022
- b) Co-Sponsored Al Hilal walkathon
- c) Co-Sponsored 14th Annual International Conference 2022 by the Bahrain Chapter of The Institute of Chartered Accountants of India
- d) Co-Sponsored Al Bilad newspaper event for Bahraini Women's Day
- e) Co-Sponsored Al Bilad newspaper event for Breast Cancer Awareness
- f) Co-Sponsored 2nd Bahrain Health Regulatory Conference
- g) Supported local business on SB's Instagram account
- h) Carried out Beach Clean-up Activity
- i) 2022 Calendar Images (drawings) purchased from Autism School
- j) Donated PCs to the Islamic Association for student educational purposes

11. Shareholders

- a. Statement of shareholders' equity as of 31/12/2022 (individuals, corporate, government or organizations) to be classified as follows: Local, Gulf, Arab, and foreign.

#	Shareholder classification	Shareholding %			Total
		Individuals	Corporate	Government or Organizations	
1	Local	2.024%	57.890%	14.676%	74.590%
2	Gulf	6.827%	10.295%	2.223%	19.345%
3	Arab	1.129%	1.223%	-	2.352%
4	Foreign	0.044%	3.669%	-	3.713%
	Total	10.024%	73.077%	16.899%	100.000%

- b. Description of the shareholders who hold 5% or more of the Company's share capital, indicating the name of the natural person who holds the shares, the final beneficiary, as at 31/12/2022 as follows:

#	Name	Number of shares held	%	Name of the natural person, the final beneficiary
1	Amana WLL, Bahrain	102,857,559	55.908%	-
2	Pension Fund Commission Bahrain	27,000,000	14.676%	-
3	Qatar Islamic Bank, Qatar	9,204,155	5.003%	-

- c. Description of how shareholders are distributed according to their respective shareholding as at 31/12/2022 as follows:

#	# Shareholding (share)	No of shareholders	Number of shares held	Shareholding %
1	<50,000	46	1,428,750	0.777%
2	50,000 to 500,000	61	9,840,600	5.349%
3	500,000 to 5,000,000	19	26,894,250	14.618%
4	>5,000,000	4	145,811,714	79.256%

- d. Description of the significant events that occurred during the year 2022.

The shareholding (55.908%) held by IB Capital BSC(c), Bahrain (a subsidiary of Ithmaar Holding BSC, Bahrain) has been taken over by Amana WLL, Bahrain (a subsidiary of Al Salam Bank, Bahrain) effective 7th July 2022 as a part of Ithmaar and Al Salam banking deal.

12. Compliance with the provisions of the Corporate Governance Code, as follows:

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified and expert board.			✓	
Principle 2: The directors and executive management shall have full loyalty to the company.			✓	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			✓	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors			✓	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.			✓	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			✓	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			✓	
Principle 8: The Company shall disclose its corporate governance.			✓	
Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			✓	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.			✓	
Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a.			✓	

13. Any disclosures required by the regulatory authorities.

There are no further disclosures.



H.E. Shaikh Khalid Bin Mustahil Al Mashani
Chairman

9. To absolve the members of the Board of Directors from liability for their actions during the Financial Year ended 31 December 2022.

9- إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن تصرفاتهم خلال السنة المالية المنتهية في 31 ديسمبر 2022

10. To appoint External Auditors for the year ending 31 December 2023 and authorize the Board of Directors to fix their fees.

10- تعيين مدققي الحسابات الخارجيين للسنة المالية المنتهية في 31 ديسمبر 2023 وتفويض مجلس الإدارة بتحديد أتعابهم

To appoint the external auditors KPMG for the financial year ending 31st December 2023 and authorize the Board of Directors to fix their fees.

تعيين المدققين الخارجيين كيه بي إم جي للسنة المالية التي ستنتهي في 31 ديسمبر 2023 وتفويض مجلس الإدارة بتحديد أتعابهم.

11. To notify and approve the transactions carried out during the financial year ended 31 December 2022 with the related parties as described in note 25 of the financial statements in line with Article 189 of the Commercial Companies Law.

11- الإحاطة والموافقة على العمليات التي جرت خلال السنة المالية المنتهية 31 ديسمبر 2022 مع أي من الأطراف ذات العلاقة، كما هو مبين في الإيضاح رقم 25 من البيانات المالية تماشياً مع المادة 189 من قانون الشركة التجارية.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

In thousands of US dollar

25 RELATED PARTIES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include the significant shareholders and entities over which the Group and the shareholders exercise significant influence, directors and executive management of the Group.

a) Transactions with key management personnel

Key management personnel of the Group comprise the Board of Directors and key members of management having authority and responsibility for planning, directing and controlling the activities of the Group. Remuneration and sitting fee of the board of directors of the Company amount to USD 1,017 (2021: USD 1,144). Salaries and benefits of key members of management amount to USD 4,434 (2021: USD 4,135). End of service benefits due to key management personnel as at 31 December 2022 amounts to USD 2,190 (2021: USD 1,877).

b) Transactions with related parties

Profit from placements with financial institutions

Shareholder

Entity under common control with the entity

Gross insurance premiums

Shareholder

Entity under common control with the entity

Dividend received

Entity under common control with the entity

Gross insurance claim paid

Entity under common control with the entity

Financing cost

Shareholder

2022	2021
639	
65	845
135	
8,707	7,298
165	42
1,873	1,921
202	-

Placements with financial institutions

Shareholders

Entity under common control with the entity

Cash and cash equivalents with financial institution

Shareholders

Entity under common control with the entity

Investment securities

Entity under common control with the entity

Receivables from related parties

Shareholders

Entity under common control with the entity

Key Management

Payable to related party

Shareholders

Entity under common control with the entity

Outstanding insurance claims

Entity under common control with the entity

Financing facility

Shareholders

2022	2021
22,214	-
-	31,886
11,006	-
-	5,140
4,533	7,168
79	
1,099	2,249
32	44
93	
24	-
554	2,148
6,000	-

12. To elect or re-elect members of the Board of Directors for the new three-year period 2023-2025.

12- انتخاب أو إعادة انتخاب أعضاء مجلس الإدارة للسنوات الثلاث 2023-2025 .

Agenda Item 12: To elect or re-elect members of the Board of Directors for the new three-year period 2023-2025

Nominees by Appointment

1. H.E. Shaikh Khalid Mustahil Al Mashani, Representative from Amana WLL
2. Mr. Hisham Saleh Alsaie – Representative from Amana WLL
3. Mr. Zayed Ali Al Amin – Representative from Amana WLL
4. Mr. Rafik Nayed – Representative from Amana WLL
5. Mr. Abdulrazzaq Al Qahtani – Representative from SIO

Nominees by Election

1. Shaikh Mohamed Al Khalifa – Independent
2. Mr. Abdullatif Sharif Alrayes – Independent
3. Mr. Bashar Nass – Independent

13. Any other matter according to Article 207 of Bahrain Commercial Companies Law.

13- مناقشة ما يستجد من أعمال طبقاً للمادة (207) من قانون الشركات التجارية البحريني