

**Gulf Hotels Group BSC**

**Commercial Registration No. 950**

**Corporate Governance Report for the year 2024**

**1. DESCRIPTION OF THE ACTIONS TAKEN TO COMPLETE THE CORPORATE GOVERNANCE CODE DURING THE YEAR 2024 AND HOW THEY WERE APPLIED.**

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

There have been no changes to the Company corporate governance guidelines of the Company during 2024.

Regular meetings of the committee are held, and an annual evaluation of the entire team is undertaken.

**2. DESCRIPTION OF THE TRANSACTIONS OF THE DIRECTORS, THEIR SPOUSES, AND SONS ON THE COMPANY'S SHARES DURING THE YEAR 2024 ACCORDING TO THE FOLLOWING TABLE:**

#	Name	Position/kinship	Shares held as at 31/12/2024	Total Sale Transaction	Total Purchase Transaction
1	Mr. Farouk Yousuf Almoayyed	Former Chairman*	4,275,633	None	41,336
2	Mr. Fawzi Ahmed Kanoo	Vice Chairman/Chairman*	198,900	None	None
3	Mr. Khalid Mohammed Kanoo	Director (Left March 2024)	141,436	None	None
4	Mr. Mohammed Jassim Buzizi	Director	448,706	None	587
5	Mr. Adel Maskati	Director	56,508	None	None
6	Mr. Fahad Kanoo	Director (Joined March 2024)	22,249	None	20,000
7	Mr. Husain Alshehab	Director (Joined 29 Dec 2024)	1	None	1

\* Following the passing of Mr. Farouk Almoayyed, the Board of Directors, on 9 December 2024, resolved to appoint Mr. Fawzi Ahmed Kanoo as Chairman of the Board of Directors to serve until the end of the current Board term.

### 3. COMPOSITION OF THE BOARD:

#### a. Description of the 2024 Board composition according to the following table:

#	Name	Type (Executive, non-Executive or independent)	Experience	Qualification	The period of his term as a director of the Company starting from the date of his first election or appointment	Directorships and positions in other companies	Positions in any other key regulatory, government or commercial entities
1	Mr. Farouk Yousuf Almoayyed*	Non-Executive / Non-Independent	61	Mechanical Engineer	1974	<ul style="list-style-type: none"> <li>Y.K. Almoayyed &amp; Sons Group–Chairman</li> <li>Almoayyed Contracting Group–Chairman</li> <li>Ashrafs - Chairman</li> <li>Almoayyed International Group – Hon.Chairman</li> <li>National Concrete Co. - Chairman</li> <li>Bahrain Duty Free -Chairman</li> <li>Bahrain National Holding B.S.C. - Chairman</li> <li>Small &amp; Medium Enterprises – Honorary-Chairman</li> <li>Ibn Khuldoon National School-Chairman, Board of Trustees</li> </ul>	None
2	Mr. Fawzi Ahmed Kanoo	Non-Executive / Non-Independent	54	Bachelor of Science in Business Administration, Southwest Texas State University, USA	1991	<ul style="list-style-type: none"> <li>Abdulrahman Jassim Kanoo co.</li> <li>APM Terminal Bahrain</li> <li>Bahrain Ship Repairing &amp; Eng</li> <li>Bahrain Int. Cargo Services</li> </ul>	None

						<ul style="list-style-type: none"> <li>• Family Investment Co.</li> <li>• F&amp;F Family Property Development Co.</li> <li>• Gulf Travel Agency</li> <li>• Yusuf Bin Ahmed Kanoo Co.</li> <li>• Yusuf Bin Ahmed Kanoo Holdings</li> <li>• Kanoo Family holding Co.</li> <li>• Kanoo Electrical Mechanical &amp; Construction Co.</li> <li>• Kanoo Peninsular Shipping Holdings Co.</li> <li>• K-Soft Co.</li> <li>• Maersk Kanoo Bahrain</li> <li>• Hapag-Lloyd Bahrain Co.</li> <li>• United Travel &amp; Shipping Agency</li> <li>• Kanoo Construction Co. Bahrain</li> <li>• Kanoo Travel Agency</li> <li>• Kanoo Property Management Co.</li> <li>• Novotel Aldana Resort Bahrain</li> <li>• Yusuf Bin Ahmed Kanoo Holdings limited-DIFC</li> <li>• Kanoo Global Travel Holding limited-DIFC</li> <li>• Yusuf Bin Ahmed Kanoo Co.</li> </ul>	
3	Mr. Khalid Mohammed Kanoo (Left March 2024)	Non-Executive/ Non-Independent	55	Bachelor of Arts	1998	<ul style="list-style-type: none"> <li>• Acacia Investment</li> <li>• AkzoNoble Saudi Arabia</li> <li>• Bahrain International Cargo Services</li> <li>• Bahrain Ship Repairing &amp; Engineering Company BSC</li> </ul>	None

					<ul style="list-style-type: none"><li>• Dar Akhbar Al Khaleej Press &amp; Publishing House Newspaper</li><li>• Family Investment Company</li><li>• Gulf Travel Agency</li><li>• Gulf Union Insurance &amp; Project Management Holding Co.</li><li>• K-Soft Co.</li><li>• Kanoo Construction Company Bahrain</li><li>• Kanoo Electrical Mechanical &amp; Construction Co.</li><li>• Kanoo Family holding Co.</li><li>• Kanoo Travel Agency</li><li>• Mokan co.</li><li>• Saudi Arabian Lube Additives co.</li><li>• The K-Hotel – Bahrain</li><li>• United Travel &amp; Shipping Agency</li><li>• Yusuf Bin Ahmed Kanoo Co. WLL</li><li>• Yusuf Bin Ahmed Kanoo (holding) Co. (Closed)</li><li>• Yusuf Bin Ahmed Kanoo Company Limited KSA</li><li>• Yusuf Bin Ahmed Kanoo (LLC) Dubai</li><li>• Kanoo Property Management Company WLL</li><li>• Yusuf Bin Ahmed Kanoo (Holdings) Limited – DIFC</li><li>• Kanoo Industrial Co. Lted KSA</li><li>• Key Communication Development Co. Limited</li></ul>	
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						<ul style="list-style-type: none"> <li>Arabian Pioneer Lines Shipping Services Limited</li> <li>Kanoo Global Travel Holding Limited-DIFC</li> </ul>	
4	Mr. Oliver Harnisch (Left March 2024)	Non-Executive/ Non-Independent	40	MBA MSc in organizational Behavior, CHA	2020	<ul style="list-style-type: none"> <li>PIF HRC, Riyadh, KSA</li> <li>RAK Hospitality, UAE</li> <li>SAAC Jeddah, KSA</li> </ul>	None
5	Andrew Day	Non-Executive/ Independent	34	HND, Business and finance & qualified pilot INSEAD Certificate of Corporate Governance	2021	<ul style="list-style-type: none"> <li>Bramerton condiments Ltd</li> <li>Longbottom Ltd</li> <li>Restaurant Brands Asia</li> <li>IWS Thailand</li> <li>Edamah</li> <li>Al Sahel Resort</li> </ul>	None
6	Mr. Mohammed Jassim Buzizi	Non-Executive/ Independent	56	Higher National Diploma in Hospitality & Hotel Management UK	2007	<ul style="list-style-type: none"> <li>Tourism Services Company</li> <li>Bahrain Airport Hotel Company</li> <li>Novotel Aldana Resort Bahrain</li> <li>Atta Tourism Consultancy Company</li> </ul>	None
7	Mr. Adel Maskati	Non-Executive/ Independent	45	Master Degree in Engineering	2016	<ul style="list-style-type: none"> <li>Maskati Commercial Services</li> <li>Al Maskati Investment WLL</li> <li>Maskati Brothers &amp; Co.</li> <li>United Paper Industries</li> <li>Enmaa Investment Co. WLL</li> <li>Husain Mahdi Maskati &amp; Sons</li> <li>Gulf Trading Development Co.</li> </ul>	None
8	Mr. Jassim Abdulaal	Non-Executive/ Independent	34	Member Institute of Chartered accountants in England and Wales (ICAEW)	2010	<ul style="list-style-type: none"> <li>Bahrain Financial Harbour Holding Co BSC (c)</li> <li>Financial Centre Development Co BSC (C)</li> <li>Abdulaal Gulf Audit</li> </ul>	None

						<ul style="list-style-type: none"> <li>Grant Thornton Advisory</li> <li>Gulf Accounting Partnership</li> </ul>	
9	Ms. Zain Al Amer	Non-Executive non-independent	15	Bachelor in International Economics with minors in Global Communications and Information Communication Technologies	2023	<ul style="list-style-type: none"> <li>Bahrain International Golf Course Company (BIGCC)</li> <li>Hope Ventures Holding BSC</li> </ul>	<ul style="list-style-type: none"> <li>Director - Investments in Osool Asset Management</li> </ul>
10	Mr. Hesham Khonji	Non-Executive/ Non-Independent	22	B.Sc. Computer Science from American University of Beirut. CFA Charterholder	2023	<ul style="list-style-type: none"> <li>The Cranemere Group Limited (UK)</li> <li>Gulf Investment Corporation (Kuwait)</li> <li>ARC Logistics Portfolio II Holding Company Limited (Cayman)</li> <li>GAM SPC (Cayman)</li> <li>BMHC INV 3 WLL (Bahrain)</li> </ul>	<ul style="list-style-type: none"> <li>Senior Director - Bahrain Mumtalakat Holding Company B.S.C.</li> </ul>
11	Ms. Hala Almoayyed (Joined March 2024)	Non-Executive/ Non-Independent	24	Bachelor's Degree in Business Administration from Georgetown University.	2024	<ul style="list-style-type: none"> <li>Almoayyed International Group (Vice Chairman)</li> <li>Almoayyed Contracting Group (Executive Director)</li> <li>Jeeves of Belgravia (Director)</li> <li>T.K. Elevator Almoayyed (Chairman)</li> <li>Yousif Khalil Almoayyed &amp; Sons (Director)</li> <li>Yousif Khalil Almoayyed &amp; Sons Properties (Vice Chairman)</li> <li>Almoayyed Property Development (Director)</li> </ul>	<ul style="list-style-type: none"> <li>Economic Development Board – Director</li> </ul>

					<ul style="list-style-type: none"> <li>Amwaj Property Development (Director)</li> <li>National Concrete Company (Director)</li> <li>Computer World International – KSA (Vice Chairman)</li> <li>Foodlink (Director)</li> <li>Urban Chow (Director)</li> <li>Haya Power &amp; Desalination Plant (Director)</li> <li>Rawabi Water Desalination Company (Director)</li> <li>Volta Limited (Board Member)</li> <li>Nesma Almoayyed Bahrain (Board Member)</li> <li>Nesma Almoayyed Saudi Arabia (Board Member)</li> <li>Ahliya University (Chairman)</li> <li>Alghanim Almoayyed Contracting (Board Member)</li> <li>Computer World Bahrain (Director)</li> <li>Calexico Adliya (Director)</li> <li>I World Connect (Director)</li> </ul>		
12	Mr. Nasser Aljalahma (Joined March 2024)	Non-Executive/Non-Independent	13	Bachelor's Degree in Science and a Master of Business Administration in Finance from Bentley University.	2024	<ul style="list-style-type: none"> <li>Bahrain Real Estate Investment (EDAMAH)</li> <li>Array Innovation W.L.L.</li> <li>Bahrain International Gulf Course Company</li> <li>Al Sahel Resort B.S.C.</li> <li>HRDCO W.L.L.</li> <li>South City W.L.L.</li> </ul>	<ul style="list-style-type: none"> <li>Associate director in Bahrain Mumtalakat Holding Company.</li> </ul>

13	Mr. Fahad Kanoo (Joined March 2024)	Non-Executive/ Non-Independent	18	EMBA from INSEAD Business School.	2024	<ul style="list-style-type: none"> <li>• F &amp; Family Property Development (Director)</li> <li>• Cranes Industrial Services (Director)</li> <li>• AkzoNobel UAE (Director)</li> <li>• BASF Middle East LLC UAE (Director)</li> <li>• BASF Middle East Chemicals LLC (Director)</li> <li>• Kanoo Gulf FZE UAE (Director)</li> <li>• Kanoo Cleanmax Renewables (Director)</li> <li>• A&amp;F Venture (Director)</li> <li>• Black Fortune (Director)</li> </ul>	President of Bahrain Padel Federation
14	Mr. Husain Alshehab (Joined 29 Dec 2024)	Non-Executive/ Independent	18	Bachelor's Degree in Mechanical Engineering and Master of International Business Management.	2024	<ul style="list-style-type: none"> <li>• Delmon Poultry Company BSC (Director)</li> <li>• Bahrain National Holding Company BSC (Director)</li> <li>• Bahrain National Life Assurance Company Co BSC</li> <li>• Growth Consultancy and Management</li> <li>• Dukan Café</li> <li>• We Make Constructions Co. W.L.L.</li> <li>• Washbay W.L.L.</li> </ul>	None

\* Further to the passing of Mr. Farouk Almoayyed the board of directors on 9 December 2024 has approved the appointment of Mr. Fawzi Ahmed Kanoo as Chairman of the Board of Directors, to serve until the end of the current Board term.

b. There is a representation of two women in GHG Board.

c. Description of the following:

1. *Total Remunerations paid to the directors for the year 2023 BD 201,000.*
2. *The proposed total remuneration to be paid to the directors for the year 2024, which will be presented at the annual general meeting for approval however, amount booked for the remuneration is BD 218,000.*
3. *Description of the sitting fees paid to the directors for attendance of the Board's committees for the financial year 2024 according to the following table:*

#	Name	Sitting fees paid for attendance of the Board's Meetings		
		Name of Committee	Sitting fees amount	No. of meetings
1	Mr. Farouk Yousuf Almoayyed	Board	4,500	3
2	Mr. Fawzi Ahmed Kanoo	Board	6,000	4
3	Mr. Khalid Mohammed Kanoo (Left March 2024)	Board	1,500	1
4	Mr. Oliver Harnisch (Left March 2024)	Board	1,500	1
5	Mr. Andrew John Day	Board	6,000	4
6	Mr. Mohammed Jassim Buzizi	Board	6,000	4
7	Mr. Adel Maskati	Board	6,000	4
8	Mr. Jassim Abdulaal	Board	6,000	4
9	Ms. Zain Al Amer	Board	6,000	4
10	Mr. Hesham Khonji	Board	6,000	4
11	Ms. Hala Almoayyed (Joined March 2024)	Board	4,500	3
12	Mr. Fahad Kanoo (Joined March 2024)	Board	4,500	3
13	Mr. Nasser Aljalahma (Joined March 2024)	Board	4,500	3

#	Name	Sitting fees paid for attendance of the Board Committees Meetings		
		Name of Committee	Sitting fees amount	No. of meetings
1	Mr. Fawzi Ahmed Kanoo	Executive	1,600	4
2	Ms. Hala Almoayyed (Joined March 2024)	Executive	400	1
3	Mr. Mohammed Jassim Buzizi	Executive	1,600	4
4	Mr. Fahad Kanoo (Joined March 2024)	Executive	800	2
5	Ms. Zain Al Amer	Executive	1,600	4
6	Mr. Hesham Khonji	Executive	800	2
1	Mr. Jassim Abdulaal	Audit	1,600	4
2	Mr. Nasser Aljalahma (Joined March 2024)	Audit	800	2
3	Mr. Adel Maskati	Audit	1,600	4
4	Mr. Andrew Day	Audit	1,600	4
1	Mr. Farouk Yousuf Almoayyed	Investment	400	1
2	Mr. Oliver Harnisch (Left March 2024)	Investment	400	1
3	Mr. Mohammed Jassim Buzizi	Investment	400	1
4	Ms. Zain Al Amer	Investment	400	1

#	Name	Sitting fees paid for attendance of the Board's Committees Meetings		
		Name of Committee	Sitting fees amount	No. of meetings
1	Mr. Farouk Yousuf Almoayyed	NRC	400	1
2	Mr. Fawzi Ahmed Kanoo	NRC	400	1
3	Mr. Mohammed Jassim Buzizi	NRC	800	2
4	Mr. Jassim Abdulaal	NRC	400	1
5	Mr. Oliver Harnisch (Left March 2024)	NRC	400	1
6	Mr. Nasser Aljalahma (Joined March 2024)	NRC	400	1
7	Ms. Zain Al Amer	NRC	400	1
1	Mr. Farouk Yousuf Almoayyed	CGC	400	1
2	Mr. Fawzi Ahmed Kanoo	CGC	400	1
3	Mr. Mohammed Jassim Buzizi	CGC	800	2
4	Mr. Jassim Abdulaal	CGC	400	1
5	Mr. Oliver Harnisch (Left March 2024)	CGC	400	1
6	Mr. Nasser Aljalahma (Joined March 2024)	CGC	400	1
7	Ms. Zain Al Amer	CGC	400	1

**Comprehensive statement of Chairman and Member of Board for 2024 (fees and Remuneration). Amounts are in BD.**

#	Board of Director	Setting Fee	Remuneration	Bonus Share	Expenses
1	Mr. Farouk Yousuf Almoayyed	5,700	23,000	-	-
2	Mr. Fawzi Ahmed Kanoo	8,400	20,000	-	-
3	Mr. Khalid Mohammed Kanoo (Left March 2024)	1,500	5,000	-	-
4	Ms. Hala Almoayyed (Joined March 2024)	4,900	15,000	-	-
5	Mr. Oliver Harnisch (Left March 2024)	2,700	5,000	-	874
6	Mr. Andrew John Day	7,600	20,000	-	2,194
7	Mr. Fahad Kanoo (Joined March 2024)	5,300	15,000	-	-
8	Mr. Mohammed Jassim Buzizi	9,600	20,000	-	18,000
9	Mr. Adel Maskati	7,600	20,000	-	-
10	Mr. Jassim Abdulaal	8,400	20,000	-	-
11	Ms. Zain Al Amer	8,800	20,000	-	-
12	Mr. Hesham Khonji	6,800	20,000	-	-
13	Mr. Nasser Aljalahma (joined March 2024)	6,100	15,000	-	-
<b>Grand Total</b>		<b>83,400</b>	<b>218,000</b>	<b>-</b>	<b>21,068</b>

d. Number and dates of the Board's meetings held during the financial year 2024, in addition to the number of times directors attended in person or by visual communication and a description of the directors present by proxy.

#	Name/ Meeting dates	22 <sup>nd</sup> Feb 2024	7 <sup>th</sup> May 2024	12 <sup>th</sup> Aug 2024	11 <sup>th</sup> Nov 2024
1	Mr. Farouk Yousuf Almoayyed	Yes	Yes	Yes	X
2	Mr. Fawzi Ahmed Kanoo	Yes	Yes	Yes	Yes
3	Mr. Khalid Mohammed Kanoo (Left March 2024)	Yes	X	X	X
4	Ms. Hala Almoayyed (Joined March 2024)	X	Yes	Yes	Yes
5	Mr. Oliver Harnisch (Left March 2024)	Yes	X	X	X
6	Mr. Andrew Day	Yes	Yes	Yes	Yes
7	Mr. Hesham Khonji	Yes	Yes	Yes	Yes
8	Mr. Mohammed Jassim Buzizi	Yes	Yes	Yes	Yes
9	Mr. Adel Maskati	Yes	Yes	Yes	Yes
10	Mr. Jassim Abdulaal	Yes	Yes	Yes	Yes
11	Ms. Zain Al Amer	Yes	Yes	Yes	Yes
12	Mr. Fahad Kanoo (Joined March 2024)	X	Yes	Yes	Yes
13	Mr. Nasser Aljalahma (Joined March 2024)	X	Yes	Yes	Yes

e. 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.

None



### **Board and Directors' Responsibilities**

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

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

In this respect, the Directors remain individually and collectively responsible for performing all Board of Director's tasks. Election/re-election of Board takes place every three years at the meeting of the Shareholders. Termination of a Board member's mandate at the meeting usually occurs by dismissal of the shareholders or by the member's resignation from the Board of Directors.

### **Material transactions requiring board approval.**

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

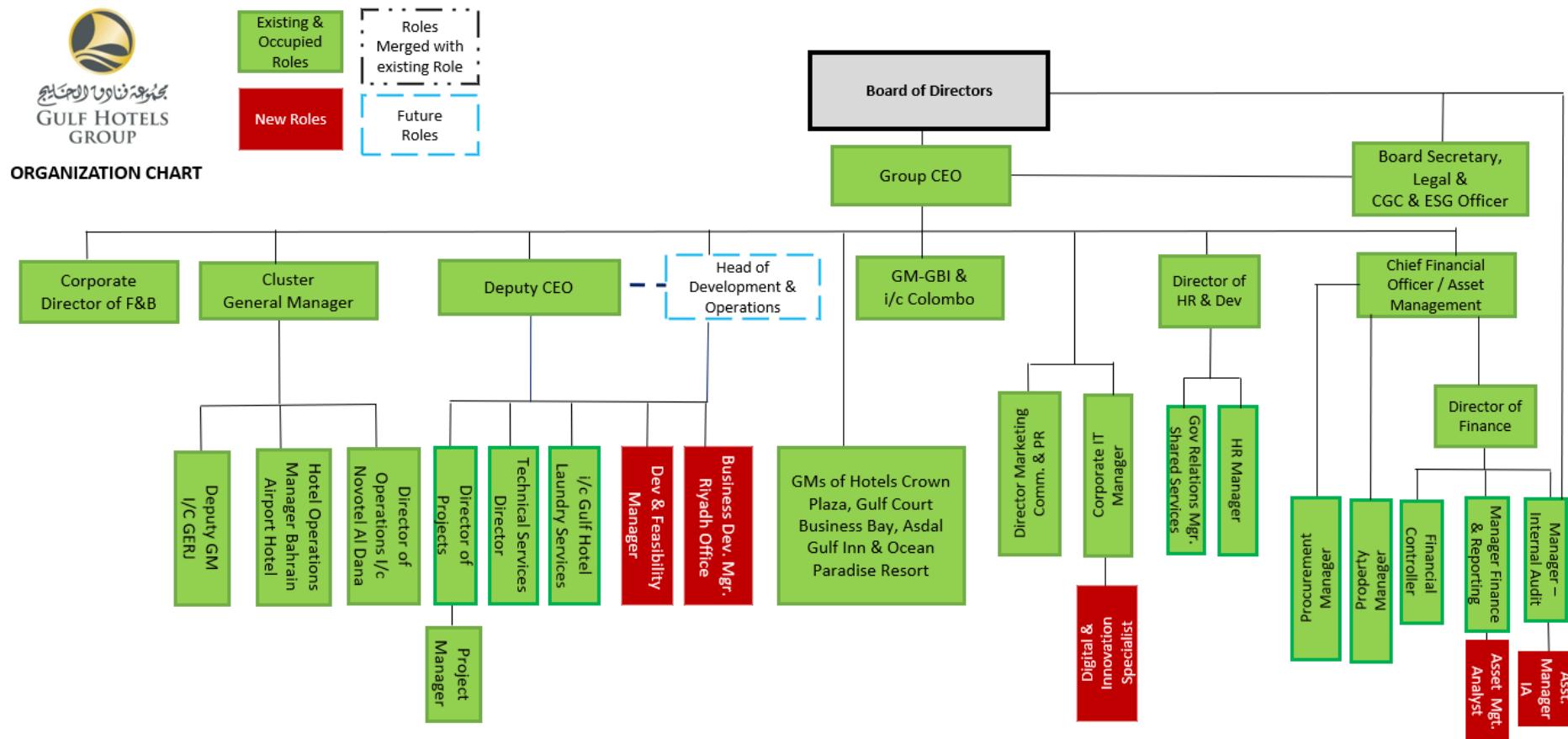
- The company strategy
- The annual budget
- Major resource allocations and capital investments
- Management responsibilities and training, development, and succession plan for Senior Management.

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

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

Related Parties	Purchases	Sales	Management fee income	Dividends income	Share of profit from associates and equity movement	Trade receivables	Other receivables	Trade payables
Major shareholders and their affiliates	1,277,714	281,638	237,373	-	-	40,598	-	95,613
Associates	608,048	171,186	29,933	1,900,000	1,633,381	63,034	707,771	82,497
Directors and related affiliates	-	35,939	-	-	-	5,837	-	-
<b>Total</b>	<b>1,885,762</b>	<b>488,763</b>	<b>267,306</b>	<b>1,900,000</b>	<b>1,633,381</b>	<b>109,467</b>	<b>707,771</b>	<b>178,110</b>

**g. The Company's organizational structure:**





h. Total remunerations paid to the top 6 key executive officers during the year 2024 is BD 469,092.

#### 4. EXTERNAL AUDITORS:

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

(b) Fees and charges for the audit or services provided by the external auditor during the year 2024, 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	E&Y
Years of service as the company's external auditor	2 years
Name of the partner in charge of the company's audit	Mr. Nader Rahimi
The partner's years of service as the partner in charge of the company's audit	2 years
Total audit fees for the financial statements for the year 2024 (BD)	BD 49,950
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2024 (BD) if any. In the absence of such fees, this shall be expressly stated. (Fee against agreed upon procedures services)	BD 3,300

## 5. EXECUTIVE COMMITTEE

Reviews, approves, and directs the executive management on matters raised by the board of directors such as various policies and business plans.

Name	Type (Executive, non-Executive or independent)
Mr. Fawzi Ahmed Kanoo	Non-Executive/ Non-Independent
Ms. Hala Almoayyed (Joined March 2024)	Non-Executive/ Non-Independent
Mr. Mohammed Jassim Buzizi	Non-Executive/ Independent
Mr. Fahad Kanoo (Joined March 2024)	Non-Executive/ Non-Independent
Ms. Zain Al Amer	Non-Executive/ Non-Independent
Mr. Hesham Khonji	Non-Executive/ Non-Independent

During the year ended 31<sup>st</sup> December 2024, 4 executive committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of the directors:

Name	13 <sup>th</sup> Feb 2024	6 <sup>th</sup> May 2024	6 <sup>th</sup> Aug 2024	5 <sup>th</sup> Nov 2024
Mr. Fawzi Ahmed Kanoo	Yes	Yes	Yes	Yes
Ms. Hala Almoayyed (Joined March 2024)	X	X	Yes	X
Mr. Mohammed Jassim Buzizi	Yes	Yes	Yes	Yes
Mr. Fahad Kanoo (Joined March 2024)	X	X	Yes	Yes
Ms. Zain Al Amer	Yes	Yes	Yes	Yes
Mr. Hesham Khonji	X	X	Yes	Yes

Total sitting fee paid to the Executive Committee members during 2024 amounted to **BD 6,800/-**.

#### 6. AUDIT COMMITTEE:

Reviews the internal audit program and internal control system, considers major findings of internal audit reviews, investigations, and managements response. Ensures coordination among the internal and external auditors. Risk management plan should also be developed and adopted by the Board and evaluated by the Committee using the guidelines as per Company Policy and Procedure.

Name	Type (Executive, non-Executive or independent)
Mr. Jassim Abdulaal	Non-Executive/ Independent
Mr. Nasser Aljalahma (Joined March 2024)	Non-Executive/ Non-Independent
Mr. Adel Maskati	Non-Executive/ Independent
Mr. Andrew John Day	Non-Executive/ Independent

During the year ended 31<sup>st</sup> December 2024, 4 Audit Committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of the directors:

Name	19 <sup>th</sup> Feb 2024	5 <sup>th</sup> May 2024	7 <sup>th</sup> Aug 2024	6 <sup>th</sup> Nov 2024
Mr. Jassim Abdulaal	Yes	Yes	Yes	Yes
Mr. Nasser Aljalahma (Joined March 2024)	X	X	Yes	Yes
Mr. Adel Maskati	Yes	Yes	Yes	Yes
Mr. Andrew Day	Yes	Yes	Yes	Yes

Total sitting fee paid to the Audit Committee members during 2024 amounted to **BD 5,600/-**.

## 7. INVESTMENT COMMITTEE

The Investment Committee provides guidelines, supervision, and control over investment activities, so that return from the investment activities could be maximized while covering the risk appetite. Committee shall assist the board of the group in managing investment activities of the company and is charged with:

- Reviewing investment policies and strategies
- Overseeing the investment activity of the company
- Periodic review of investment portfolio
- Critical appraisal of the investment portfolio
- Defining the investment universe of the company
- Providing foundation of the investment decisions

Name	Type (Executive, non-Executive or independent)
Mr. Farouk Yousuf Almoayyed	Non-Executive/ Non-Independent
Mr. Oliver Harnisch (Left March 2024)	Non-Executive/ Non-Independent
Mr. Mohammed Jassim Buzizi	Non-Executive/ Independent
Ms. Zain Al Amer	Non-Executive/ Non-Independent

During the year ended 31<sup>st</sup> December 2024, one Investment Committee meeting was held. The following table summarizes the information about committee meeting date and attendance of the directors:

Name	20 <sup>th</sup> Feb 2024
Mr. Farouk Yousuf Almoayyed	Yes
Mr. Oliver Harnisch (Left March 2024)	Yes
Mr. Mohammed Jassim Buzizi	Yes
Ms. Zain Al Amer	Yes

Total sitting fee paid to the Investment Committee members during 2024 amounted to BD 1,600/-.



## **8. NOMINATION AND REMUNERATION COMMITTEE (NRC)**

Identify persons qualified to become members of the board of directors and senior executive management of the company, except for the appointment of internal auditors. Determine the appropriate size and composition of the Board and committees of the board. Making recommendations to the board on the removal and appointment of directors. Developing a succession plan for the Board and senior management and regularly reviewing the plan. Review, Recommend and Determine remuneration and incentive policies for the Board of Directors and Senior Management, having regard to prevailing market rates for similar roles and making them as attractive to retain and attract quality people to run the company successfully.

<b>Name</b>	<b>Type (Executive, non-Executive or independent)</b>
Mr. Farouk Yousuf Almoayyed	Non-Executive/ Non-Independent
Mr. Fawzi Ahmed Kanoo	Non-Executive/ Non-Independent
Mr. Mohammed Jassim Buzizi	Non-Executive/ Independent
Mr. Jassim Abdulaal	Non-Executive/ Independent
Mr. Oliver Harnisch (Left March 2024)	Non-Executive/ Non-Independent
Mr. Nasser Aljalahma (Joined March 2024)	Non-Executive/ Non-Independent
Ms. Zain Al Amer	Non-Executive/ Non-Independent



During the year ended 31<sup>st</sup> December 2024, 2 NRC meetings were held. The following table summarizes the information about committee meetings date and attendance of the directors:

Name	20 <sup>th</sup> Feb 2024	29 <sup>th</sup> Dec 2024
Mr. Farouk Almoayyed	Yes	X
Mr. Fawzi Ahmed Kanoo	X	Yes
Mr. Mohammed Jassim Buzizi	Yes	Yes
Mr. Jassim Abdulaal	Yes	X
Mr. Oliver Harnisch (Left March 2024)	Yes	X
Mr. Nasser Aljalahma (Joined March 2024)	X	Yes
Ms. Zain Al Amer	X	Yes

Total sitting fee paid to the NRC members during 2024 amounted to **BD 3,200/-**.



## 9. CORPORATE GOVERNANCE COMMITTEE (CGC):

Corporate Governance Committee is an internal system that encompasses polices, processes, people, and which makes sure the needs of shareholders and other stakeholders are met in full. This will be accomplished by directing and controlling managing activities using good business practices, objectivity, accountability, and integrity. Corporate Governance Committee implements Corporate Culture of the organization, commitment of the board and senior management towards the corporate governance framework and approach of company to adhere to the code as integrity program rather than as compliance program.

Name	Type
Mr. Farouk Yousuf Almoayyed	Non-Executive/ Non-Independent
Mr. Fawzi Ahmed Kanoo	Non-Executive/ Non-Independent
Mr. Mohammed Jassim Buzizi	Non-Executive/ Independent
Mr. Jassim Abdulaal	Non-Executive/ Independent
Mr. Oliver Harnisch (Left March 2024)	Non-Executive/ Non-Independent
Mr. Nasser Aljalahma (Joined March 2024)	Non-Executive/ Non-Independent
Ms. Zain Al Amer	Non-Executive/ Non-Independent



During the year ended 31<sup>st</sup> December 2024, 2 CGC meetings were held. The following table summarizes the information about committee meetings date and attendance of the directors:

Name	20 <sup>th</sup> Feb 2024	29 <sup>th</sup> Dec 2024
Mr. Farouk Almoayyed	Yes	X
Mr. Fawzi Ahmed Kanoo	X	Yes
Mr. Mohammed Jassim Buzizi	Yes	Yes
Mr. Jassim Abdulaal	Yes	X
Mr. Oliver Harnisch (Left March 2024)	Yes	X
Mr. Nasser Aljalalma (Joined March 2024)	X	Yes
Ms. Zain Al Amer	X	Yes

Total sitting fee paid to the Corporate Governance Committee during 2024 amounted to **BD 3,200/-**.

#### 10. CORPORATE GOVERNANCE OFFICER:

Name	Qualification	Date of appointment	Contact Details
Shaheed Elaiwi	Masters in commerce	April 2018	Tel 17746466, Email: Shaheed.elaiwi@gulfhotelsgroup.com

#### 11. DETAILS OF IRREGULARITIES COMMITTED DURING THE FINANCIAL YEAR.

There were no irregularities committed or reported during the financial year 2024.



## 12. CASH AND IN-KIND CONTRIBUTIONS MADE BY THE COMPANY DURING THE YEAR 2024.

#	Description	Cash in BHD
1	Al Areen Wildlife park	1,000
2	Bahrain Deaf Sports Association	1,000
3	Bahrain Mobility International	2,870
4	Busaiteen Sports Club	1,000
5	Childcare Home Donation	1,000
6	Sponsorship Donation Mara'ee 2024	2,973
7	Think Pink Bahrain Breast Society	5,000
8	Tree of Life Social Charity Society	3,812
9	TAAFI - Drug Recovery Association	1,000
10	Bahrain Association for Parents & Friends of Disabled	2,000
11	Bahrain Down Syndrome Society	4,000
12	Charity for Bahrain Philanthropic Society	220
13	Bahrain Society for SCD Patient Care	2,000
14	Injaz Bahrain	16,310
15	Migrant Workers Protection Fund	2,000
16	Al Rahma Centre	1,000
<b>Total Donations</b>		<b>47,185</b>



**(a) Shareholder equity as of 31<sup>st</sup> December 2024:**

Shareholder classification	Shareholding %			
	Individuals	Corporate	Government or Organizations	Total
Local	23.98%	60.94%	12.56%	<b>97.5%</b>
Arab	2.40%	0.02%	0.00%	<b>2.4%</b>
Foreign	0.10%	0.00%	0.00%	<b>0.1%</b>
Total	26.48%	60.96%	12.56%	<b>100.0%</b>

**(b) Shareholder who holds 5% or more of the company share capital as of 31<sup>st</sup> December 2024:**

#	Name	Number of Share held	Shareholding %	Name of the natural person, the final beneficiary
1	Bahrain Mumtalakat Holding Co. B.S.C (C)	57,558,331	25.47%	Bahrain Mumtalakat Holding Co. B.S.C (C)
2	Social Insurance Organization	28,382,960	12.56%	Social Insurance Organization
3	Family Investment Company Ltd.	24,428,215	10.81%	Family Investment Company Ltd.
4	Yousif Khalil Almoayyed & Sons B.S.C (C)	14,309,817	6.33%	Yousif Khalil Almoayyed & Sons B.S.C (C)



**(c) Description of how shareholders are distributed according to their respective shareholdings as at 31 December 2024:**

Sr.	Shareholding (Share)	No of Shareholders	Number of Share held	Shareholding %
1	<50,000	3,461	14,437,249	6.39%
2	50,000 to 500,000	152	25,423,620	11.25%
3	500,000 to 5,000,000	36	47,680,506	21.10%
4	>5,000,000	6	138,453,488	61.26%

**(d) Description of significant events that occurred during the year 2024**

No significant events occurred during the year 2024.



### 13. COMPLIANCE WITH THE PROVISIONS OF THE CORPORATE GOVERNANCE CODE, AS FOLLOWS:

The Principles listed below are directly referenced from the Corporate Governance Code (“CGC”). The Company upholds these principles within its governance framework, with explanations provided where specific structural considerations apply.

#	Corporate Governance Principle (as referenced from CGC)	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
1	The Company shall be headed by an effective, qualified, and expert board			Compliant, except for CGC Principle (1), Para. First(a)(3), which states that the Chairman shall be an independent director. The justification is in the next column.	Mr. Fawzi Kanoo is the Chairman of the Board and is not an independent director. However, Mr. Fawzi Kanoo brings unparalleled leadership and industry expertise that are vital to the company's strategic direction. His recent appointment as Chairman, following his extended tenure as Vice Chairman, provides consistency and stability, and will contribute significantly to the company's growth.
2	The directors and executive management shall have full loyalty to the company.			Yes	N/A
3	The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			Yes	N/A
4	The Company shall have effective procedures for appointment, training, and evaluation of the directors			Compliant, except for CGC, Principle (4), Para. First(a), which requires that the majority of the Nomination Committee and its Chairman be independent. The justification is in the next column.	The Board has combined the Nomination and Remuneration Committees. The Nominating and Remuneration Committee consists of Mr. Fawzi Kanoo, Mr. Mohamed Buzizi, Ms. Zain Al Amer, and Mr. Nasser Al Jalahma. Only Mr. Buzizi is independent. However, the collective expertise and diverse perspectives of the current members ensure balanced decision-making. The Board believes that the qualifications and experience of the members



					provide sufficient expertise, independence and objectivity for the Committee to perform its responsibilities.
5	The company shall remunerate directors and senior officers fairly and responsibly			Compliant, except for CGC Principle (5), Para. First(a), which requires that the majority of the Remuneration Committee and its Chairman be independent. The justification is in the next column.	The Board has combined the Nomination and Remuneration Committees. The Nominating and Remuneration Committee consists of Mr. Fawzi Kanoo, Mr. Mohamed Buzizi, Ms. Zain Al Amer, and Mr. Nasser Al Jalahma. Only Mr. Buzizi is independent. However, the collective expertise and diverse perspectives of the current members ensure balanced decision-making. The Board believes that the qualifications and experience of the members provide sufficient expertise, independence and objectivity for the Committee to perform its responsibilities.
6	The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles, and responsibilities.			Yes	
7	The Company shall communicate with shareholders, encourage their participation, and respect their rights.			Yes	
8	The Company shall disclose its corporate governance.			Compliant, except for CGC Principle (8), Para. (d), which requires that the Corporate Governance Committee comprise of three independent directors. The justification is in the next column.	The Corporate Governance Committee consists of Mr. Fawzi Kanoo, Mr. Mohamed Buzizi, Ms. Zain Al Amer, and Mr. Nasser Al Jalahma. Only Mr. Buzizi is independent. However, the Board believes that the Committee's collective skills and experience are robust enough to oversee corporate governance effectively and is confident that the mix of perspectives contributes to balanced governance and fulfills



					corporate governance responsibilities in alignment with regulatory standards.
9	The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			Yes	
10	The Company shall seek through social responsibility to exercise its role as a good citizen.			Yes	

A handwritten signature in blue ink, appearing to read "Fawzi Kanoo".

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**Fawzi Ahmed Kanoo**  
Chairman of the Board  
Gulf Hotels Group BSC

A handwritten signature in blue ink, appearing to read "Mohamed Buzizi".

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**Mohamed Jasim Buzizi**  
Director  
Gulf Hotels Group BSC