

2022

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ



Governance Report:

Governance

Al-Tijaria is the pioneer company in applying governance standards “Corporate Governance” in the State of Kuwait. The Board of Directors has taken upon itself responsibility of adhering to the standards of governance that were announced at the Ordinary General Assembly for the fiscal year ending on 12/31/2011, through the application of best practices, and a package of policies, procedures and mechanisms. The company’s eight-member Board of Directors has adopted the organizational structure and the governance guide that defines the responsibilities, powers and channels of communication between the different administrative levels, as well as regulating the relationship between each of the shareholders, the board of directors, the executive management and stakeholders.

Also, several committees were formed by the company’s board of directors to follow up on implementation of the best practices. The governance guide clarified the formation, tasks, powers and responsibilities of these committees and their mechanism of work, as well as evaluating committees, executive management and the board of directors, determining shareholders’ equity, setting ethical work charters and organizational policies for the company. The Board of Directors has set the system of financial, administrative and operational powers that defines the powers of the executive management, the committees emanating from the board, and the board of directors itself.

During 2022, Al-Tijaria committed to applying all governance standards in accordance with best practices, and submitted relevant reports to the regulatory authorities on the specified dates. The Governance Committee and the Board of Directors also supervised the implementation process through periodic reports submitted to the Committee and the Board. The Board did not detect any deviations on the approved policies and rules or supervisory instructions regarding governance applications.

Rule # 1 - Build a Balanced Board Structure

About the formation of the Board of Directors

The Board of Directors consists of eight members; their term of office is three years, based on the meeting of the Ordinary General Assembly held on April 11th, 2021. The Board of Directors is responsible to the general assembly of shareholders; and it is entrusted with the responsibility of protecting the interests of the company, developing its business, achieving its strategy, and devising the company's vision, mission, objectives and general strategy to achieve the shareholders' aspirations. The Board of Directors is committed to forming its committees within the framework of the requirements of the rules of governance, taking into account the diversity of expertise and specialized skills, which contributes to enhancing efficiency in decision-making. The majority of the company's board of directors consists of non-executive members, and the board includes independent members whose number does not exceed half of the board members, and this independence allows them to take decisions without being subjected to stress or obstacles.

#	Names	Members Classifications/ Secretary	Qualification & Practical Experience	Date of Election/ Appointment of the Secretary
1	Abdulfatah M R Marafie	Chairman of the Board (Non-executive)	Bachelor of Commerce (Administrative Sciences / Industrial Management) 44 years in the real estate, banking and investment sectors	11th April 2021
2	Adwan Mohammad AlAdwani	Vice Chairman of the Board (Non-executive)	Bachelor's degree in English Language and Literature 47 years in the real estate, banking and investment sectors	11th April 2021
3	Eng. Ibrahim M AlGhanim	Board Member (Non-executive)	Bachelor of Science in Marine Engineering 44 years in the real estate, hospitality, entertainment, services and oil sectors	11th April 2021
4	Hussain Abdullah Johar	Board Member (Non-executive)	Master of Business Administration and Bachelor of Commerce and Marketing 41 years in the real estate, hospitality, services, investment and development sectors	11th April 2021
5	Abdulaziz Al Hasawi	Board Member (Independent)	Bachelor of Business Administration 36 years in the real estate, tourism, hospitality and banking sectors	11th April 2021
6	Eng. Abdulmutaleb A M Marafie	Board Member (Executive)	Master of Business Administration Bachelor of Civil Engineering 23 years in real estate, business development, projects, tourism and hospitality	11th April 2021
7	Talal J Al Bahar	Board Member (Non-executive)	Bachelor of Business Administration 17 years in the real estate, investment and hospitality sectors	11th April 2021
8	Yousef Y AlAwadhi	Board Member (Non-executive)	Bachelor of Business Administration (Accounting) 17 years in the banking, investment, education and real estate sectors	11th April 2021
-	Iman Amin El Mokaddem	Secretary of Board of Directors	Bachelor of Business Administration 23 years in the field of office management, executive management secretarial and senior management	11th April 2021

Dates and attendance of the Board meetings 2022

The Board of Directors was formed on April 11th, 2021, and the Board held 7 meetings in 2022

#	Members, Positions & Classification	10th January	14th March	11th April	15th May	8th August	14th November	12 December	Attendees	Percentage
1	Abdulfatah M. R. Marafie Chairman of the Board (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
2	Adwan Mohamad AL Adwani Vice Chairman of the Board (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
3	Eng. Ebrahim Mohammad AlGhanim Board Member (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
4	Hussain Abdulla Jowhar Board Member (non-executive)	✓	✓	✓	✓	✗	✓	✓	6	86%
5	Abdul Aziz Mubarak Al Hassawi Board Member (Independent)	✓	✓	✓	✓	✓	✓	✓	7	100%
6	Eng. Abdulmutaleb A Marafie Board Member (Executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
7	Talal Jassim Al Bahr Board Member (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
8	Yousef Yagoub Al Awadhi Board Member (non-executive)	✓	✓	✓	✓	✗	✓	✓	6	86%
-	Iman Ameen El Mokaddem Secretary of Board of Directors	✓	✓	✓	✓	✓	✓	✓	7	100%

Coordination of board meetings, recording and keeping minutes of meetings

Ms. Iman Ameen El Mokaddem was re-appointed as Secretary of the Board of Directors from among the company's employees in her capacity as the Chairman Office Manager by decision issued by the Board of Directors No. 4/2021 on 11/4/2021, and her job duties were determined in line with the level of responsibilities assigned to her, which include the next:

1. Proper communication and distribution of information among members and other stakeholders, under the supervision of the Chairman.
2. Coordinating and preparing for the meetings of the Board of Directors, including the schedule, agenda, documents and others, and providing the members with them three working days prior to the date of the meeting, taking into account emergency meetings.
3. Writing down and keeping all minutes of council meetings, records, books, and reports submitted to and from the council.
4. Signing the minutes of the board meetings by the secretary and all the attending.



وزارة التجارة و الصناعة

Ministry of commerce and Industry



إقرار عضو مجلس الإدارة المستقل

أقر أنا الموقع أدناه عبد العزيز مبارك الحساوي
بطاقة مدنية (أو جواز سفر لغير المقيم) رقم
والمرشح كعضو مجلس إدارة مستقل لدى شركة

(التجارية العقارية)
بأنه تتوافر لدي الشروط التالية:

- 1- انني اتمتع بالاستقلالية على النحو الوارد في المادة (2-3) من الفصل الثالث من الكتاب الخامس عشر (حوكمة الشركات) من اللائحة التنفيذية للقانون رقم (7) لسنة 2010 بشأن إنشاء هيئة أسواق المال وتنظيم نشاط الأوراق المالية وتعديلاتها.
- 2- أنه يتوافر لدي المؤهلات والخبرات والمهارات الفنية التي تتناسب مع نشاط الشركة.

الاسم: عبد العزيز مبارك الحساوي

التاريخ: 10/3/2022

التوقيع:

Rule #2 - Proper identification of tasks and responsibilities

Duties and Responsibilities of the Board of Directors

The company's board of directors assumes all the powers and authorities necessary for management. The final responsibility of the company remains with the board even if it forms committees or delegates other entities or individuals to carry out some of its work. The board should avoid issuing general or indefinite mandates. This includes the following duties and responsibilities of the Board of Directors:

1. Adopt the important objectives, strategies, plans and policies of the company, provided that they include, as a minimum, the following:
 - The company's comprehensive strategy and main work plans, reviewing and directing them.
 - The optimal capital structure of the company and its financial objectives.
 - A clear policy for distributing profits of all kinds (cash / in kind) in a way that achieves the interests of shareholders and the company.
 - Setting objectives and monitoring performance and implementation.
 - Adopting the organizational and functional structures in the company and conducting periodic review of them.
2. Approving the annual estimated budgets and approving the interim and annual financial statements.
3. Overseeing the main capital expenditures of the company, and owning and disposing of assets.
4. Ensuring the company's compliance with the policies and procedures that ensure the company's respect for the applicable internal regulations and rules.
5. Ensuring the accuracy and integrity of data and information to be disclosed in accordance with the applicable disclosure and transparency policies and systems.
6. Providing effective communication channels that allow shareholders to be informed on a continuous and periodic basis of its various activities and fundamental developments.
7. Setting the system of governance and general supervision over it, monitoring its effectiveness and amending it when needed in accordance with best practices.
8. Follow up the performance of each member of the Board of Directors and the Executive Management according to the main performance indicators (KPIs).
9. Preparing an annual report to be read at the company's annual general assembly that includes the requirements and procedures for completing the corporate governance rules and the extent of compliance with them, provided that this report is included in the annual report prepared on the company's activities with a statement of the rules that have been adhered to and the rules that have not been adhered to with justifications of non-compliance, in accordance with governance requirements.
10. Forming specialized committees emanating from it in accordance with a charter that clarifies the committee's term, validity, responsibilities, and how the Board monitors them. The decision to form also includes naming members and defining their duties, rights and duties, as well as evaluating the performance and work of these committees and their key members.
11. Ensuring that the company's approved policies and regulations are transparent and clear in order to allow the decision-making process and achieve the principles of corporate governance and separating of powers and authorities between the Board of Directors and the Executive Management. Accordingly, the Board of Directors must:
 - Adopt the internal bylaws and regulations related to the company's business and its development and defining the tasks, competencies and responsibilities between the different organizational levels.
 - Adopt a policy of delegation and implementation of the work entrusted to the executive management.
12. Determining the powers that are delegated to the executive management, the decision-making procedures and the duration of the delegation. The Board also determines the issues that it retains the Supervisory Board to decide on, and the executive management submits periodic reports on its exercise of the delegated powers.

13. Monitoring and supervising the performance of the executive management and ensuring that they carry out all their duties. The Board shall do the following:
 - Ensure that the executive management operates in accordance with the policies and regulations approved by the Board of Directors.
 - Hold periodic meetings with the executive management to discuss the course of work and any obstacles and problems, and to present and discuss important information related to the company's activity.
 - Set performance standards for the executive management those are consistent with the company's goals and strategy.
14. Determining the bonus segments that will be granted to employees, such as the fixed bonus segment, the performance-related bonus segment, long-term risks, and the bonus segment in the form of shares.
15. Appointing or dismissing any of the members of the executive management, including the CEO or the like.
16. Developing of a policy that regulates the relationship with stakeholders in order to preserve their rights.
17. Establishing a mechanism to regulate transactions with related parties in order to reduce conflict of interests.
18. Ensuring periodically the effectiveness and adequacy of the internal control systems in force in the company and its subsidiaries, including:
 - Ensuring the integrity of the financial and accounting systems and the systems related to the preparation of financial reports.
 - Ensuring the application of appropriate control systems to measure and manage risks, by identifying the factors and types of risks that the company may face, creating an environment familiar with the culture of risk reduction at the company level, and presenting it transparently with stakeholders and related parties.
 - Adopting the rules of conduct and work ethics and the company's work policies and procedures.
 - Recommending the appointment of independent auditors and the Shari'a Supervisory Board.
19. Developing a plan/policy to include sustainability factors in the company's overall strategy, main business plans, and risk measurement and management process, if necessary.

Board of Directors Achievements

During the year 2022, the Board of Directors accomplished its tasks and responsibilities in accordance with the approved powers. Here is an overview of the most important achievements:

1. Follow up the implementation of the objectives in accordance with the approved strategies and plans of the company.
2. Reviewing and approving the annual report, the governance report, and the governance requirements fulfillment form.
3. Reviewing and approving the interim and annual financial statements.
4. Reviewing and approving the estimated budget and comparing it with the achieved interim results.
5. Reviewing and approving policies, procedures, plans and reports related to the company's business and activities.
6. Recommendation to the Ordinary General Assembly regarding the appointment / re-appointment or change of the external auditor.
7. Follow up on the decisions of the committees emanating from the Board of Directors and the recommendations issued by it, and follow up on their implementation.
8. Follow up the reports of the Internal Audit Department and ensure that the relevant committee takes corrective measures and follow up on implementation thereof.
9. Follow up the risk management reports and ensure that the competent committee takes corrective measures and follow up on their implementation.
10. Issuing a statement in the event of a conflict between the recommendations of the Audit and Risk Committee and the decisions of the Board of Directors and the reasons that led to the Board's decision not to comply with those recommendations, and that all recommendations issued by the Committee have been reviewed and approved by the Board of Directors.

Formation of Board Committees

The Board of Directors forms permanent and temporary committees, with the aim of distributing the tasks and activities of the Board of Directors among the Board members and the executive management, providing sufficient time for detailed deliberations of all aspects of the work, and supporting the Board to carry out some specific tasks on its behalf, and to submit periodic reports and recommendations.

Committee members are appointed by the board, and a sufficient number of non-executive board members are appointed to the relevant committees, in addition to independent members, in accordance with best practices and regulations in this regard. Each committee shall have its own charter that defines the purpose of the committee as well as the qualifications necessary for committee membership.

The formation of the committees of the board of directors shall be in accordance with general procedures set by the board of directors, which include determining the committee's mission, the duration of its work, the powers granted to it during this period, and how the board of directors monitors them with absolute transparency. The Board of Directors should follow up the work of the committees periodically to verify that they carry out the tasks entrusted to them, and the work charters of all the committees are approved by the Board.

Conditions to be met by Committee Members

- To have the appropriate capabilities and qualifications, sufficient experience and honesty to perform the tasks and responsibilities.
- To be Familiar with the financial, accounting and administrative rules for membership of the Audit and Risk Committee.
- To not have a direct or indirect interest in the business and contracts made for the company's account.
- The member of the committee shall abide by the obligations of the member of the board of directors to fully maintain the confidentiality of information and not to disclose the company's secrets.

Committee Membership

- The number of members of each committee shall not be less than three and not more than five.
- The term of the committee's membership shall be from one to three years, and it shall not exceed the remaining term of the membership of the Board of Directors.
- The Board of Directors appoints a replacement member if the position of one of the committee members becomes vacant.
- Each committee chooses from its members a chairperson at its first meeting or during the board of directors meeting. The committee's reporter/committee secretary is also chosen from among the company's employees.

Governance Committee

Formation requirements, objectives, tasks and responsibilities

The Governance Committee was formed by the Board of Directors. The members of the Committee consist of three members of the Board. The Committee meets at least twice annually. The Governance Committee aims to verify the preparation, follow-up and control of the application of governance principles, compliance with the instructions, regulations and laws issued by the various regulatory authorities in this regard, and the appropriateness the policies, regulations and procedures applied in the company for those instructions and taking corrective and preventive measures and steps when necessary.

1. Reviewing, amending and initially approving the governance guide and its consistency with the requirements received from the Capital Markets Authority and other regulatory authorities before submitting it to the Board of Directors for final approval.
2. Monitoring and supervising the implementation of the principles and frameworks of governance that have been approved by the Board of Directors in accordance with the Governance Guide.
3. Permanent and continuous review of the decisions, laws and instructions issued by the supervisory authorities regarding the rules and practices of governance and submitting recommendations to the Board of Directors regarding the changes it deems necessary in order to develop and implement the best standards and practices.
4. Supervising the preparation of the corporate governance report and the annual report and their approval by the Board of Directors.
5. Supervising the preparation of the social responsibility plan, approving it by the Board of Directors, and following up on implementation thereof.
6. Informing the Board of Directors of the latest developments, decisions and laws issued by the various regulatory authorities.
7. Reviewing the report of the cases filed by and against the company, verifying their causes and the current situation, and making recommendations thereon.
8. Submitting recommendations to the Board of Directors for review, information, and final approval.
9. Carrying out any other responsibilities entrusted to the Committee by the Board of Directors in accordance with the approved system of powers.

During the year 2022, the committee carried out its tasks and responsibilities in accordance with the terms of reference.

Dates and Attendance of The Governance Committee

The Governance Committee was formed on April 11, 2021, the Committee held 2 meetings on 2022

#	Members' names and positions	1-2022 13th March	2-2022 11th December	Attendees	Percentage
1	Abdulfatah M. R. Marafie - President (Non-Executive)	✓	✓	2	100%
2	Hussain Abdullah Gohar - Vice President (Non-Executive)	✓	✓	2	100%
3	Adwan Mohammad Al-Adwani - Member (Non-Executive)	✓	✓	2	100%
4	Yousef Yaqoub Al-Awadi - Member (Non-Executive)	✓	✓	2	100%
-	Iman Ameen El Mokaddem - Secretary of the Committee	✓	✓	2	100%

Governance Committee Achievements

The committee submits all its recommendations to the Board of Directors. Its achievements include the following:

1. Social responsibility plan.
2. Governance report and annual report.
3. Monitor compliance with governance requirements.
4. Providing the members of the Board of Directors and the executive management with all the company's disclosures.

Audit and Risk Committee

Formation requirements, objectives, tasks, responsibilities, Authorities and achievements

The Board of Directors has fulfilled the requirements for the formation of the Audit and Risk Committee, whose members consist of three members and its chairman is a non-executive member of the Board, and includes an independent member. The committee meets at least four times annually. It aims to assist the board of directors to carry out its responsibilities to verify compliance with auditing standards and the effective application of the company's various policies. Moreover, it identifies weaknesses and takes corrective action as necessary. Furthermore, it works on managing the risks that the company may be exposed to, setting the necessary controls to reduce them, determining the risk appetite of the company and the acceptable ratios thereof in exchange for the expected benefits, and submitting relevant recommendations to the Board of Directors.

1. Reviewing the interim and annual financial statements and report of the external auditor and initially approving before submitting to the Board for final approval, in order to ensure fairness and transparency of the financial reports.
2. Ensuring the adequacy and comprehensiveness of the scope of the external audit, ensuring the independence of the company's external auditor, limiting the factors that may weaken its independence, and confirm the coordination between tasks of the external auditors.
3. Studying the external auditors' observations on the company's financial statements and following up on action taken.
4. Studying the company's accounting principles and policies and examining any changes that may affect the company's financial position, while identifying the reasons for these changes.
5. Reviewing and approving the annual internal audit plan.
6. Supervising the internal audit task and reviewing and approving the scope and frequency of the audit task.
7. Reviewing the internal audit reports of the company's various departments, discussing the observations, taking corrective decisions, determining the persons responsible for their implementation, and the expected timeframe for implementation.
8. Following up on the implementation of the agreed upon corrective measures according to a specific time schedule.
9. Reviewing the reports of the supervisory authorities and ensure that the necessary measures have been taken in this regard.
10. Reviewing the reports of the Shari'a Supervisory Board before submitting them to the Board of Directors for approval.
11. Reviewing and initial approval of the policies and procedures manuals for the Internal Audit Department.
12. Ensuring the company's compliance with the relevant laws and instructions.
13. Recommending the appointment, transfer and termination of the Director of Internal Audit and evaluate his performance and the performance of the Internal Audit Department.
14. Recommending the Board of Directors to appoint, reappoint or change the external auditors and determine their fees.
15. Reviewing deals and transactions with related parties and providing appropriate recommendations thereon to the Board of Directors.
16. Holding periodic meetings with the external auditor at least four times annually, as well as when needed at the request of the committee.
17. Holding periodic meetings with the internal auditor at least four times annually, as well as when needed at the request of the committee.

18. Studying and submitting of recommendations to the Board regarding ensuring periodically the effectiveness and adequacy of the internal control systems applied in the company and its subsidiaries, including:
 - Nominating an accredited body to the Board to appoint an auditing office to prepare the internal control report (ICR) annually.
 - Nominating of an accredited body to the Board to appoint an auditing office approved by the Supervisory authority to prepare a Quality Assurance Report (QAR) every three years.
 - Ensuring the integrity of the financial and accounting systems and the systems related to the preparation of financial reports.
 - Ensuring the application of appropriate control systems to measure and manage risks, by identifying the factors and types of risks that the company may face, creating an environment familiar with the culture of risk reduction at the company level, and presenting it transparently with stakeholders and related parties.
 - Recommending the appointment of independent auditors.
19. Ensuring the availability of adequate resources and systems for risk management, reviewing the organizational structure for risk management and making recommendations thereon before being approved by the Board of Directors, verifying that the management staff have a full understanding of the risks surrounding the company, and ensuring the independence of risk staff from operational activities.
20. Assisting the Board in identifying and evaluating the level of risks acceptable to the company and evaluating the systems and mechanisms for identifying, measuring and following up on the different types of risks that the company may be exposed to.
21. Reviewing the company's risk assessment reports and the measures taken to reduce or manage risks within the acceptable and approved risk ratios of the company in exchange for the expected benefits.
22. Reviewing risk management strategies and policies before being approved by the Board of Directors, and ensuring that they are consistent with the company's activities.
23. Reviewing the adequacy and effectiveness of the company's internal control systems, including strategies, policies and procedures related to sound practices for managing and controlling various risks, and verifying the implementation of those policies and strategies.
24. Reviewing the remarks raised by the Audit and Risk Committee that may affect the company's risk management.
25. Reviewing and initial approval of the policies and procedures manuals for risk management.
26. Submitting recommendations to the Board of Directors for review, information, and final approval.
27. Carrying out any other responsibilities entrusted to the Committee by the Board of Directors in accordance with the approved system of powers.

During the year 2022, the committee carried out its tasks and responsibilities according to its authorities.

Dates and attendance of the Audit and Risk Committee meetings 2022

The Audit and Risk Committee was formed on April 11th, 2021, and held 7 meetings in 2022

#	Members	1-22 9th January	2-22 13th March	3-22 15th May	4-2022 7th August	5-22 13th November	6-22 14th November	7-22 13th December	Attendees	Percentage
1	Eng. Ebrahim Mohammad G President (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
2	Adwan Mohamad Al Adwani Vice President (non-executive)	✓	✓	✓	✓	✓	✓	✓	7	100%
3	Abdul Aziz Mubarak Al Hassawi Member (Independent)	✓	✓	✓	✓	✓	✓	✗	6	86%
4	Yousef Yagoub Al Awadhi Member (non-executive)	✓	✓	✗	✗	✓	✓	✓	5	71%
*	Hosam Samir Habib Rapporteur *	-	-	-	✓	✓	✓	✓	7	100%
-	Rawan Jalal Sabaah Secretary	✓	✓	✓	✓	✓	✓	✓	7	100%

* The committee's rapporteur was changed during the year, noting that the previous rapporteur, Mr. Mansour Muhsen Kamal, attended the first, second, and third meetings.

Achievements of the Audit and Risk Committee

The committee submits all its recommendations to the board of directors, and its achievements include the following:

1. The interim and annual financial statements according to the committee meetings in the presence of the external auditor.
2. The internal audit plan.
3. Internal audit reports and corrective action and follow-up.
4. Risk management plan, risk assessment reports, and risk operations record.
5. Appointment/reappointment or change of the external auditor.
6. Appointing/reappointing an audit office to prepare an annual report on internal control systems (ICR).
7. Appointing an audit office to prepare a QAR report on the quality of internal audit work every three years.
8. The annual evaluation of the auditor, risk management, management and internal audit director.
9. Other control matters such as information security, auditing information technology and recommending the appointment of ISO consulting services.

Remuneration and Nominations Committee

Formation requirements, objectives, tasks, responsibilities, powers and achievements

The Board of Directors of the company has fulfilled the requirements for forming the Remuneration and Nomination Committee, which consists of four members and its chairman is a non-executive board member and includes an independent member. The committee meets at least twice annually and aims to assist the Board of Directors to carry out its responsibilities and supervisory duties to ensure the nomination of the necessary competencies for membership of the Board of Directors and executive and administrative positions in the company, verifying that it is carried out in accordance with an institutional framework that is characterized by efficiency and complete transparency and is mainly in the interest of the company and then achieves the goals of the shareholders, in addition to the supervisory tasks to ensure the soundness and correctness of the policy of calculating bonuses and allocations followed by the company for members of the Board of Directors and executive management and verifying that they are fair and contribute mainly to attracting human cadres with professional competence and high technical capabilities, as well as establishing the principle of belonging to the company according to the following powers:

1. Recommending the acceptance of the nomination and re-nomination of the members of the Board of Directors and the Executive Management.
2. Establishing a clear policy for the remuneration of members of the Board of Directors and the executive management, with an annual review of the required needs of the appropriate skills for membership of the Board of Directors.
3. Gathering of applications for those wishing to occupy executive positions as needed, study and review such applications.
4. Determining the different bonus segments that will be granted to employees, such as the fixed bonus segment, the performance bonus segment, the bonus segment in the form of shares, and the end-of-service bonus segment in the company and subsidiaries thereof.
5. Developing, reviewing and approving job descriptions for executive members, non-executive members and independent members.
6. Preparing a detailed annual report on all remunerations granted to members of the Board and the Executive Management, whether they are amounts, benefits or advantages, of whatever nature and name, provided that this report is presented to the company's general assembly for approval and is read by the Chairman of the Board. The company must follow standards of accuracy and transparency when preparing the report on remuneration, so that all bonuses granted, whether directly or indirectly, are disclosed, and any attempt to conceal or mislead is avoided, provided that the report includes:
 - The system of rewards and incentives followed by the company, in particular what is related to the members of the Board of Directors and the Executive Management.
 - Detailing the remuneration granted to the members of the Board of Directors and the executive management in terms of amounts, benefits and advantages, and an analysis of the remuneration segments.
 - The values of the remunerations granted to the CEO and executive management who received the highest amounts from the company, to which the financial manager or his representative should be added if he is not among them.
 - Any other rewards granted directly or indirectly by the company or its subsidiaries.
 - Any material deviations from the remuneration policy approved by the Board of Directors.
7. Follow-up and review to ensure that the independent board member still has the aspect of independence.
8. Supervising and approving the contract regarding the professional responsibility of the members of the Board.
9. Supervising, approving and implementing performance measurement policies and standards.
10. Supervising and approving the training plan for all company employees and monitoring implementation thereof.
11. Supervising and approving the annual employment plan in accordance with the needs of the company and the recommendations of the executive management.
12. Supervising and approving the company's job grading and salary structure.
13. Supervising and approving a plan for the rotation and replacement of executive positions.
14. Submitting recommendations to the Board of Directors for review, information, and final approval.
15. Carrying out any other responsibilities entrusted to the Committee by the Board of Directors in accordance with the approved system of powers.

Dates & Attendance of the Remuneration and Nominations Committee 2022					
Remuneration and Nomination Committee was formed on April 11, 2021 The Committee held 2 meetings in 2022					
#	Members	1-2022 10th March	2-2022 12th December	Attendee	
1	Talal Jassim Al-Bahr - President (Non-Executive)	✓	✓	2	100%
2	Adwan Mohammed Al-Adwani - Vice President (Non-Executive)	✓	✓	2	100%
3	Abdul Aziz Mubarak Al-Hasawi - Member (Independent)	✓	✓	2	100%
-	Nadyah A Haraish - Rapporteur of the Committee	-	✓	2	100%
-	Fayrouz Mahmoud Chahine - Secretary of the Committee	✓	✓	2	100%

*The committee's rapporteur was changed during the year, noting that the previous rapporteur, Mr. Ahmed Al-Qalshi, attended the first meeting.

Achievements of the Remuneration and Nominations Committee

The committee submits all its recommendations to the board of directors, and its achievements include the following:

1. Professional liability insurance for members of the Board of Directors and the Executive Management.
2. Policies and procedures related to the committee's tasks.
3. The training plan, the employment plan, and the job replacement plan.
4. The remuneration of members of the Board of Directors and the allowance for attending committee meetings.
5. The remuneration of the executive management and employees of the company and its subsidiaries.
6. Annual report on all remunerations granted to members of the Board of Directors and executive management, and those granted to CEOs who received the highest amounts from the company.

Board members obtaining of accurate and timely information and data

The company follows an accurate system for submitting reports and information at all administrative levels, whether at the level of the executive management, committees or the board of directors. It includes many types of weekly, monthly and quarterly reports in addition to reports of an immediate nature that are linked to urgent information and require immediate decisions. For this purpose, the company has developed several requirements for the reporting system:

- Briefness, accuracy, and materiality in the presentation of information so that the information and data presented in the report are of a large degree of comprehensiveness and consistency, and be characterized by brevity and accuracy, and be material and important information that facilitates the decision-making process.
- Presentation of reports periodically, where the report is updated with the latest information and developments, and is prepared according to specific and sequential time frames and is to be submitted at the appropriate time (three days before the meeting, with the exception of emergency meetings) to ensure that sufficient time is provided to review the information.
- The infrastructure of the business IT systems, in particular the reporting systems, has been developed to ensure that all reports are prepared with a high degree of quality and accuracy, and are submitted to the board members in a timely manner.

Rule # 3 - Choosing qualified persons for membership of the Board of Directors

Summary of the rewards and incentives policy granted to members of the Board of Directors, executive management and managers

The Board of Directors has established a clear policy for the remuneration of the members of the Board of Directors and the executive management, with an annual review of the requirements required for the appropriate skills for membership of the Board of Directors, as well as attracting applications for those wishing to occupy executive positions as needed, studying and reviewing those applications, and determining the different segments of the rewards that will be granted to employees, such as fixed bonuses, performance-related bonuses, stock bonuses, and end-of-service remuneration.

The company grants its employees annual bonuses in the event that the company achieves the desired profits and goals during the year, taking into account the following:

1. This remuneration is not binding on the company, but is subject to the annual study and the company's achievement of its objectives and approval by the company's board of directors.
2. The remuneration amount is determined and approved by the company's Board of Directors based on the recommendation of the Remuneration and Nominations Committee.
3. The Remuneration and Nominations Committee shall submit a proposal to remunerate the members of the Board, subject to the initial approval by the Board and final approval by the Company's General Assembly.
4. The annual bonus proposal is prepared by the Human Resources Department based on the specific allocations and evaluation of the company's employees.
5. The remuneration proposal is studied by the Remuneration and Nomination Committee.
6. The bonus is calculated according to a fixed criterion for calculating the bonus; whether it is a specific amount for each job level - a percentage of the salary - the salary multiplier - etc...
7. A fixed percentage of salary - specific amount for each job level - salary multiplier - etc... is specified as an additional bonus for outstanding work.
8. The date for paying the remuneration, if approved, is determined by the top management.
9. Determining the value of the remuneration depends on the percentage of the employee's appraisal so that the employee who has received a rating (poor / acceptable) as a result of his average performance for the year is not entitled to any remuneration.

Performance Appraisal Procedures:

- Employees are appraised by department heads (direct manager), provided that they are approved by each of the department managers, the group chief executive, and the chief executive for administrative and legal affairs.
- Heads of departments are appraised by department managers, provided that they are approved by both the Group CEO, and the CEO for Administrative and Legal Affairs.
- Department Managers are appraised by the group CEOs or the chief executive officer, according to their affiliation with the organizational structure.
- The performance of the CEOs is evaluated by the Chairman of the Board.
- A summary of the appraisal results shall be submitted to the management committee to study the submitted appraisal and set the committee's appraisal of the employee.
- The appraisal results are submitted to the Remuneration and Nominations Committee for review and approval.

Remunerations and benefits of the Board of Directors and the Executive Management for the fiscal year ending 31/12/2022

		Rewards and benefits for members of the Board of Directors* for the fiscal year ending on 31/12/2022 (Kuwaiti Dinars)														
		Rewards and benefits through the mother Company						Rewards and benefits through the Subsidiaries								
Total number of the members	Fixed Rewards and benefits			Variant Rewards and benefits			Fixed Rewards and benefits				Variant Rewards and benefits					
	Health Insurance	Life Insurance	Professional Liability Insurance	Annual Reward	Board Members Remunerations	Committees Reward	Monthly Salary (total in 2022)	Health Insurance	Life Insurance	Professional Liability Insurance	Board Members Remunerations	Board Members Reward	Committees Reward			
21	-	-	3,169	-	104,000	24,000	-	-	-	5,149	16,000	-	-			
Total remunerations and benefits granted to five senior executives who received the highest remunerations, in addition to the Chief Executive Officer and the Finance Manager or whoever replaces them if they are not among them* for the fiscal year ending on 31/12/2022 (Kuwaiti Dinars)																
The total number of executive positions	Rewards and benefits through the mother Company													Variant Rewards and benefits		
	Fixed Rewards and benefits						Fixed Rewards and benefits									
	Monthly Salaries (Total in 2022)	Annual Leave (Total in 2022)	End of Service Indemnity	Health Insurance	Life Insurance	Professional Liability Insurance	Car Allowance	Annual Reward	Monthly Salaries (Total in 2022)	Annual Leave (Total in 2022)	End of Service Indemnity	Health Insurance	Life Insurance	Professional Liability Insurance	Car Allowance	Annual Bonus
10	246,780	43,338	12,956	1,575	1,865	5,941	14,846	92,600	399,931	70,378	70,739	1,027	1,975	1,584	8,777	300,000

*All details, segments, and types of rewards and benefits granted by Al- Tijaria Real Estate Company and its subsidiaries during the year 2022 have been added. The company did not record any material deviations from the remuneration policy approved by the Board of Directors.

Rule# 4 - Ensure the Integrity of Financial Reports

Acknowledgment and pledge (safety and integrity of financial statements) For the fiscal year ending on 31/12/2022

The Chairman and members of the Board of Directors of the Commercial Real Estate Company (Al- Tijaria) acknowledge and undertake the safety and integrity of the financial statements that have been provided to the external auditor, and that the company's financial reports have been presented in a sound and fair manner, in accordance with the International Accounting Standards applied in the State of Kuwait and approved by the CMA, and that they express the company's financial position As on December 31, 2022, based on the information and reports received from us by the executive management and the auditors, and by doing so the accounts, and doing due diligence to verify the integrity and accuracy of these reports.

Member's Name	Position	Signature
Abdulfatah M R Marafie	Chairman	
Adwan Mohammad AlAdwani	Vice Chairman	
Ibrahim M AlGhanim	Board of Directors	
Hussain Abdullah Johar	Board of Directors	
Abdulaziz Al Hasawi	Board of Directors	
Abdulmutaleb A M Marafie	Board of Directors	
Talal J Al Bahar	Board of Directors	
Yousef Y AlAwadhi	Board of Directors	

**Acknowledgment of the Executive Management of safety and integrity of financial statements
For the fiscal year ending on 31/12/2022**

We, the undersigned, acknowledge and undertake the safety and integrity of the financial reports for the Commercial Real Estate Company, which cover all financial aspects of data and operational results as come to our knowledge, which is prepared in accordance with International Accounting Standards. The important accounting policies express fairly in all material respects on financial position of the company as of December 31, 2021, and its financial performance and consolidated cash flow including:

- Consolidated statement of financial position.
- Consolidated income statement.
- Consolidated statement of comprehensive income.
- Consolidated statement of changes in equity.
- Consolidated statement of cash flows.
- The explanatory notes to the consolidated financial statements.

Abdulmutaleb A Marafie
CEO & Board Member

Fouad Hassan Zaarour
Accounting Manager

Walid Yousef Wizani
Finance & Strategic Planning Department
Manager



**Annual Report of the Annual Audit Committee
For the fiscal year ending on 31/12/2022**

Dear Shareholders,

On my own behalf and on behalf of the Committee members, I am pleased to present to you the report of the Audit Committee for the financial year ending on December 31, 2022.

The Committee performed its role and work, and no violations were detected by the relevant regulatory authorities, and therefore no penalties (financial or non-financial) were imposed on the company in this regard.

The Audit and Risk Committee also confirms that all recommendations of the committee submitted to the Board of Directors of the company during the fiscal year ending on December 31st, 2022 and until the date of preparing this report have been approved, and the committee did not detect any conflict between its recommendations and the decisions of the Board of Directors in this regard.

Kind Regards,



Ibrahim Mohammed Al-Ghanim
President of the Committee.

Independence and Impartiality of the External Auditor

The company is committed to complying with the instructions and regulations related to the appointment of the company's auditor, taking into account the following:

1. Nominating the auditor based on a recommendation from the Audit and Risk Committee submitted to the Board of Directors.
2. Choosing the auditors registered in the special register with the Supervisory Board, fulfilling all the conditions stipulated in the requirements of the Supervisory Board's decision in this regard.
3. Ensuring the independence of the external auditor from the company and its board of directors, and not carrying out additional work for the company, except for auditing and auditing, to ensure that impartiality and independence.
4. Inviting the auditor to attend the meetings of the Audit and Risk Committee to discuss his views on the interim and annual financial statements with its members so that his comments, if any, along with the committee's recommendations are submitted to the Board of Directors to take a decision thereupon.
5. The external auditor was able to attend the meetings of the general assemblies and read the report prepared by him to the shareholders, explaining any obstacles or interferences he faced from the Board of Directors during the performance of his work, and the external auditor must inform the Supervisory Board of any fundamental violations or obstacles and their details.

Rule #5 - Establishing proper systems for risk management and internal control

Duties and Responsibilities of the Risk Management Unit

Al Tijaria Real Estate Company is keen on risk management as an essential aspect of the company's strategic management. The company manages risks according to the philosophy of "risk management is everyone's responsibility". Therefore, the company was keen to adopt a set of policies and procedures organized to confront the risks associated with its activities in order to achieve a balance between risk tolerance and expected return from each activity separately and then all the company's activities in general.

In continuation to the implementation of the conservative risk management policies in the company during the previous years, the company has been keen to develop risk management policies and strategies and to diversify its investments in terms of sectors and their geographical distribution. This is to ensure diversification and reduce exposure to market and concentration risks. In addition to adopting different methods to deal with the types of surrounding risks that the company's business may be exposed to by transferring risks, sharing risks, rejecting risks or accepting controllable risks and setting mitigation plans and reducing them in accordance with the objectives, returns and cost-effective criteria for the risk management process.

This also includes appointing a specialized consulting office to carry out risk management task. The company has worked to integrate the culture and tendency of risk management within the work environment in the company through an effective policy and defining responsibilities within the company for each manager and employee to make the concept and tasks of risk management part of his job description. This leads to the responsibility and effectiveness of work between all functional levels, groups and departments of the company. The Audit and Risk Committee also follows up on the reports submitted by the entity designated to carry out risk management operations, in terms of identifying, measuring, analyzing and treating the risks associated with the company's activities. This is to ensure that the necessary and effective corrective measures are taken to manage these risks to reduce their impact and place them within the acceptable range of the company.

The committee also submits its periodic reports to the board of directors to ensure that the board is informed of the types of risks that the company may be exposed to and the measures taken to achieve the required goals in light of acceptable levels of risks. Below we list the types of potential risks and threats that the company may be exposed to according to the nature of its business and some of the precautionary measures taken by the company to ensure facing these risks and preventing their occurrence or limiting their effects. Note that these threats do not necessarily exist, but there is a possibility of their emergence if the necessary measures are not taken to confront them.

Types of risks that may roadblock the company path

Strategic Risk	<p>This type of risk focuses on strategic risks and business efficiency, which are risks related to the implementation of the company's general strategy that threaten the achievement of long-term goals and strategies. Below are some examples of strategic risks:</p> <ul style="list-style-type: none"> □ The possibility of not adopting and implementing a clear and defined strategy. □ The possibility of not providing the financial, technical and human resources necessary to manage the company's business and supervisory functions. 	<p>A comparison of the asset allocation strategy related to the sectoral and geographical classification and distribution of the company's assets and investments during the year 2022 was presented.</p> <p>The strategy is reviewed and approved when needed to conduct the required diversification of the company's assets and investments in accordance with changes and market, economic and political factors.</p> <p>The estimated budget for the next five years has also been prepared to ensure the availability of financial resources as well as employment plans and to update the company's organizational structure.</p> <p>Advanced systems in information technology are also being developed and applied to ensure the efficiency in business flow.</p>
Operating Risks	<p>This type of risk focuses on all types of operational risks, which include inadequacy of internal control systems, technological risks, risks of inefficiency and/or effectiveness of processes and procedures in achieving the company's general objectives, and human error and failure of programs and inadequacy and efficiency of procedures and controls contribute to this. We list below some examples of operational risks:</p> <ul style="list-style-type: none"> □ Possible deficiency in operational processes and internal controls of information systems and accounting records. □ The possibility of insufficient planning in information systems to face emergency calamities. 	<p>Manuals of operational policies and procedures have been developed, as well as internal audit and control systems for operational processes and administrative systems, as well as the application of technical systems necessary for the implementation and follow-up of operations, with the development of control mechanisms and the structure of powers over those systems and work to develop them on an ongoing basis.</p> <p>Backups and protection measures are also being made to ensure data availability and systems continuity in work, as well as remote work techniques and procedures.</p>
Financial Risks	<p>This type of risk focuses on the various financial risks that the company may face, which are the risks of ineffective management and financial control in the company and the impact of external factors such as the ability to obtain credit facilities, currency exchange rate fluctuations, change in interest rates, and other market factors.</p> <p>Below are some examples of finance risks:</p> <ul style="list-style-type: none"> □ The possibility of not adopting prudent and appropriate policies for financial management. □ The possibility of not making the necessary matching between what is planned according to the estimated budgets and the actual reality to measure achievement rates and deviation. □ The possibility of investing in high-risk sectors, fields and countries without taking into account taking the necessary steps to protect the company from the risks that it may be exposed to from those operations. 	<p>Financial risks are managed through a set of procedures and systems, which include setting estimated budgets at the level of departments, groups and the company as a whole, in addition to effective follow-up and control over the management of financial flows and making periodic comparisons between what is planned within the estimated budget compared to the actual reality to identify deviations and work to correct them to ensure efficient running of operations.</p> <p>Also, periodic reports are submitted to the Board of Directors to monitor the financial performance and compliance with the plans set at the level of operation and investment.</p>

<p>Governance and Compliance Risks</p>	<p>This type of risk focuses on the risks of non-compliance with the laws, regulations and decisions issued by the regulatory authorities, as well as the company's internal policies and procedures, which are the risks of the company's operations not complying with the applicable laws and regulations.</p> <p>Below are some examples of compliance risks:</p> <ul style="list-style-type: none"> □ The possibility of weak professional culture and experience in supporting and guiding workers to abide by laws and instructions. □ The possibility of weakness of internal compliance systems and training programs. □ The possibility of not activating the role of the legal department and legal consultation. 	<p>An independent unit for compliance was established by the Board of Directors within the organizational structure of the company, directly reporting to the Audit and Risk Committee, emanating from the Board of Directors. Periodic reports on the company's position.</p> <p>Specialized consulting company was appointed for risk management where its responsibilities include compliance risk assessments and updates to the Board of directors.</p> <p>The company has also prepared a comprehensive guide that includes all instructions, procedures and policies for the application of governance standards, and it has been circulated to the relevant company's employees to ensure efficient application and compliance.</p> <p>Training plans approved by the Board of Directors have been developed to ensure that all employees are familiarized with the requirements to comply with laws and instructions and how to implement them.</p> <p>The company's contracts are subject to legal review by the company's legal advisor, in addition to contracting with specialized law firms to seek help when needed.</p> <p>The company's contracts are subject to legal review by the company's legal advisor, in addition to contracting with specialized law firms to seek help when needed.</p>
<p>Information risks associated with decision-making</p>	<p>This type of risk focuses on those associated with the inaccuracy and inadequacy of the information used to support strategic, financial and operational decisions.</p> <p>These risks are related to the usability and timeliness of the information, whether it was obtained or summarized by applications to the software used, and the extent to which the information needs are understood.</p>	<p>An integrated system has been developed for the process of reporting and exchanging information between the different administrative levels to ensure the accuracy and integrity of information and the timeliness of information submission on the one hand, in addition to maintaining the confidentiality of information on the other hand, so that information is circulated to authorized persons only.</p> <p>Emphasizing the importance of information security, a specialized advisory body was appointed to establish the information security function in the company.</p> <p>Many review points have also been established and policies and procedures approved to increase the emphasis on the accuracy of the information submitted to the senior management and the board of directors, which are used in directing operations and decision-making.</p>
<p>Reputation Risk</p>	<p>These are the risks associated with activities that may take place or be carried out in contravention of accepted and recognized standards, which may tarnish the company's reputation in the market in which it operates.</p>	<p>A clear policy has been developed for the code of ethics to ensure that the company's employees adhere to the ethics and principles of Islamic Sharia in line with the company's directions. Also, all the company's transactions are subject to the approval of the Sharia Supervisory Board to ensure the preservation of the company's reputation and its commitment to the principles of Islamic Sharia.</p>

Internal supervisory and control systems

The company adopts a set of internal control systems to ensure and maintain the level of performance and control the operational and financial operations that cover all the activities and departments of the company, and that is through the adoption of a set of policies, procedures, organizational structures and regulations, including (separation of duties - examination and double control and performance follow-up reports).

The Board of Directors monitors the internal control systems through periodic reports issued by the committees and departments. The Board of Directors periodically ensures the impartiality and efficiency of the oversight departments and their independence that allows them to carry out their work accurately and efficiently. It also ensures that the human cadres necessary to carry out the work are provided, which are characterized by experience and efficiency. In the event of any observations by any of the company's supervisory committees or departments, the Board shall immediately take corrective measures through the following channels:

- Fatwa and Shari'a Supervisory Board (annual report)
- Internal Control Report (annual Report)
- Quality Assurance Report (report every three years)
- Audit and Risk Committee
- Independent departments (Internal Audit Department - Risk Unit)

Duties and Responsibilities of the Internal Audit Department

Al-Tijaria, relies on an independent department created for internal audit functions. The Board of Directors verifies that the internal audit and control is a permanent process that covers all the activities and works of the company without excluding any department, unit or department of the company's departments according to the approved plan. The Internal Audit Department prepares regular and periodic reports on the results of the risk-based audit according to the approved plan, and verifies that the internal control processes and controls have been formulated by the management and are implemented to reduce the impact and likelihood of risks. Then the Audit and Risk Committee reviews the results of the internal audit reports, and follows up on taking the necessary corrective actions regarding the observations contained in the reports.

Audit and risk committee report

The Audit and Risk Committee acknowledges that there is no conflict between the recommendations of the Audit and Risk Committee and the decisions of the Board of Directors and that all the recommendations issued by the Committee have been reviewed and approved by the Board of Directors, and the company's obligation to issue a statement in the event of a conflict between the recommendations of the Committee and the decisions of the Board of Directors and the reasons that led to the decision The Board did not adhere to these recommendations.



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خطاب الرأي

السادة/ أعضاء مجلس الإدارة المحترمين

الشركة التجارية العقارية ش.م.ك.ع.

دولة الكويت

تحية طيبة وبعد،

الموضوع: تقرير حول السجلات المحاسبية والسجلات الأخرى وأنظمة الرقابة الداخلية عن السنة المنتهية في 31 ديسمبر 2022

بناء على خطابكم الخاص بتكليفنا بفحص سجلاتكم المحاسبية والسجلات الأخرى وأنظمة الرقابة الداخلية لشركة التجارة العقارية ش.م.ك.ع عن السنة المالية المنتهية في 31 ديسمبر 2022 فقد قمنا بفحص وتقييم نظم الرقابة الداخلية للشركة وقد تضمن الفحص الإدارات التالية:

- إدارة المشاريع وضبط المشاريع
- إدارة المرافق
- إدارة المحاسبة
- الإدارة المالية
- إدارة تقنية المعلومات
- إدارة العقار
- إدارة الاستثمار
- إدارة الموارد البشرية والشؤون الإدارية
- إدارة التسويق والاتصال
- إدارة التدقيق الداخلي
- إدارة الشؤون القانونية
- وحدة المخاطر
- وحدة الالتزام
- قسم شئون المساهمين

لقد قمنا بأعمالنا وفقاً لمتطلبات الكتاب الخامس عشر "حوكمة الشركات" من اللائحة التنفيذية لقانون هيئة أسواق المال والمعايير الدولية المحددة في إطار الرقابة الداخلية.

وبصفتكم أعضاء مجلس إدارة الشركة فإنكم مسؤولون عن إرساء نظم الرقابة الداخلية مع الأخذ في الاعتبار المنافع المتوقعة والتكاليف المتعلقة بتأسيس تلك الأنظمة والالتزام بمتطلبات هيئة أسواق المال المذكورة في الفقرة أعلاه. إن الهدف من التقرير هو إعطاء تأكيدات معقولة وليست قاطعة عن مدى انسيابية الإجراءات والأنظمة المتبعة بغرض حماية الموجودات ضد أية خسائر ناتجة عن أي استخدام أو تصرف غير مصرح به، وأن المخاطر الرئيسية يتم مراقبتها وتقييمها بشكل ملائم، وأن المعاملات يتم تنفيذها طبقاً لإجراءات التفويض المقررة وأنه يتم تسجيلها بشكل صحيح، وذلك لتمكينكم من القيام بأعمالكم بشكل سليم. ونظراً لنواحي التصور في أي نظام من أنظمة الرقابة الداخلية، فإنه قد تحدث أخطاء أو مخالفات ولا يتم اكتشافها. إضافة إلى ذلك فإن توقع التقييم للأنظمة على الفترات المستقبلية يخضع لخطر أن تصبح معلومات الإدارة وإجراءات الرقابة غير ملائمة بسبب التغييرات في الظروف، أو أن تقل درجة الالتزام بتلك الإجراءات.

برأينا، وفيما يتعلق بطبيعة وحجم الأعمال خلال السنة المنتهية 31 ديسمبر 2022 فإن السجلات المحاسبية والسجلات الأخرى وأنظمة الرقابة الداخلية التي تم فحصها من قبلنا، قد تم إعدادها والاحتفاظ بها وفقاً لتعليمات هيئة أسواق المال باستثناء الأمور المبينة في الملحق الثالث في هذا التقرير.

خالد حسن الأحمد - CPA

سجل مراقبي الحسابات رقم 173- أ الكويت

السور محاسبون قانونيون

عضو مستقل في جي جي أي - سويسرا



الكويت في 2 مارس 2023



Dar Al-Reqabah
for Islamic Consultations

بسم الله الرحمن الرحيم

تقرير الهيئة الشرعية

خلال الفترة من ٢٠٢٢/٠١/٠١م إلى ٢٠٢٢/١٢/٣١م

المحترمون
السادة/ مساهمي الشركة التجارية العقارية
السلام عليكم ورحمة الله وبركاته.

والحمد لله وحده، والصلاة والسلام على من لا نبي بعده، وعلى آله وصحبه.
وفقاً لعقد الارتباط الموقع مع مكتب دار الرقابة للاستشارات الشرعية، قمنا بتدقيق العقود والمعاملات التي نفذتها الشركة خلال السنة المالية المنتهية في ٢٠٢٢/١٢/٣١م، لإبداء الرأي في مدى التزام الشركة بأحكام الشريعة الإسلامية، كما تم بيانها في الآراء والإرشادات والقرارات الشرعية التي تم إصدارها من قبلنا.

تقع مسؤولية الالتزام بتنفيذ العقود والمعاملات طبقاً لأحكام الشريعة الإسلامية على إدارة الشركة، أما مسؤوليتنا فتتحدد في إبداء رأي مستقل في مدى التزام الشركة بذلك بناء على تدقيقنا. لقد قمنا بتدقيقنا الذي يتطلب منا تخطيط وتنفيذ إجراءات التدقيق والحصول على جميع المعلومات والتفسيرات والإقرارات التي نعتبرها ضرورية لتزويدنا بأدلة تكفي لإعطاء تأكيد معقول بأن الشركة ملتزمة بأحكام الشريعة الإسلامية، كما تم بيانها من قبلنا.

إن تدقيقنا قام على أساس فحص عينات من كل نوع من أنواع العقود والمعاملات المنفذة خلال الفترة، ونعتقد بأن أعمال التدقيق التي قمنا بها توفر أساساً مناسباً لإبداء رأينا.

وبناء على ما تقدم، نفيد بما يلي:

- إن الشركة خلال السنة المالية المحددة، ملتزمة بتنفيذ واجباتها تجاه تنفيذ العقود والمعاملات طبقاً لأحكام الشريعة الإسلامية، كما تم بيانها في الآراء والإرشادات والقرارات الشرعية التي تم اعتمادها من قبلنا.

- تقع مسؤولية إخراج الزكاة على المساهمين.

وصلى الله وسلم على نبينا محمد، وعلى آله وصحبه أجمعين.

دار الرقابة
للاستشارات الشرعية
ص.ب : ٤١٢٥ الصفاة
الرمز ١١٣٠٤٢ الكويت
هاتف : ٢٢٤٦١١٤١
فاكس : ٢٢٤٦١١٤٢

الشيخ يوسف محمود علي

عضواً

أ.د. بدر عبد الرزاق الماص

عضواً

أ. د. سيد محمد الطبطبائي

رئيس الهيئة الشرعية

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Rule #6 - Promote Professional Conduct and Ethical Values

Charter of Standards and Determinants of Professional Conduct and Ethical Values

The work charter at Al-Tijaria is a constitution of values for its employees and includes professional ethics and behavioral controls that all employees of the company must possess in accordance with the principles, teachings and ethics of the Noble Islamic Sharia, and includes objectives, principles and standards.

A Objectives:

1. Consolidating the moral concepts and values of the company.
2. A tool to refer to the company's behaviors and ethics.
3. Verifying the commitment of all employees of the company to ethical and behavioral standards that are consistent with the company's policies and vision.
4. Providing an appropriate and effective work environment within the frameworks of applying governance.
5. Considering the ideal employee who is committed to his duties and aware of his rights is the cornerstone of building "Al-Tijaria".
6. Building the foundations of cooperation and interaction, developing a team spirit, and consolidating the loyalty of Al-Tijaria's employees.
7. Respecting work and applying the teachings of Islamic law in all transactions between employees and clients.

B Principles and Standards:

1. The commitment of each of the members of the Board of Directors, the executive management and the company's employees to all laws and instructions, and a commitment to achieve the interest of the company, shareholders and other stakeholders and not the interest of a specific group or group.
2. The members of the Board or the Executive Management shall not use the position's power to achieve any private interest or personal ends for him or for others.
3. Non- exploitation of the company's assets and resources to achieve personal interests and to use them in the best way to achieve the company's goals.
4. Establishing an appropriate and clear system and mechanism that prevents the members of the Board, the executive management and the employees from exploiting the information by virtue of their job position for their personal benefit.
5. Setting the standards, procedures and policies needed to organize operations with related parties.
6. Setting the necessary standards, procedures and policies for the complete separation between the interests of the company and those related to the members of the Board of Directors.
7. The obligation of the members of the board of directors to disclose to the board of directors any common interests it has with the company, whether directly or indirectly.
8. The members of the Board of Directors are obligated not to participate, express an opinion, or vote on any issues presented to the Board in which they have a direct or indirect common interest.
9. Establishing the necessary mechanism for the company's employees to report their complaints about any improper practices or suspicious matters while ensuring an independent and fair investigation of these complaints, and ensuring confidentiality that ensures the protection of the whistleblower from any negative reaction or harm that may be caused to him as a result of reporting such practices.
10. The job includes reciprocal rights and duties between the employee and the company, and the employee's positive participation is through the constant pursuit of performing duties with full understanding and awareness of responsibilities honestly and faithfully in return for his rights that must be guaranteed by "Al-Tijaria" in accordance with the internal regulations and labor law.
11. Ensuring the freedom to differ in viewpoints between colleagues in seeing things and ideas is a natural matter as long as it does not conflict with the course of work and job tasks and does not lead, directly or indirectly, to obstructing or impeding the achievement of goals.
12. Ensuring the equality between employees.
13. Ensuring respect, constructive dialogue, exchanging ideas, and avoiding controversy is the best and finest means of dealing among all employees, regardless of their job levels, and it is one of the main pillars of the work environment at "Al Tijaria".

Summary of policies and mechanisms for reducing conflicts of interest:

The Commercial Real Estate Company "Al Tijaria" follows conservative policies to reduce conflicts of interest, whether at the level of executive management and company employees or at the level of board members, including the following:

1. The Board of Directors must have a policy regarding conflict of interest so that this policy includes clear examples of cases of conflict of interest and how to address and deal with them, without prejudice to the cases mentioned in the Companies Law.
2. A member of the board of directors must inform the Board of Directors of his personal interest in the business and contracts that are done for the company's account, and this notification is recorded in the minutes of the meeting, and the member with an interest may not participate in voting on the decision issued in this regard.
3. The Chairman of the Board of Directors informs the General Assembly, when it is held, about the business and contracts in which a member of the Board of Directors has a personal interest, and a special report from the auditor shall be attached to this notification.
4. The company shall assign an independent expert, such as an asset valuer or investment advisor, to submit a report to the General Assembly or the Board of Directors, as the case may be, regarding any transaction between the company and any party related to it, or any arrangement whereby each of the parties enters into any project, asset or provides financing for it, whenever the value of the transaction or arrangement equals 5% or more of the company's total assets, provided that such report is submitted before approving the deal or arrangement referred to in this Article. The expert in charge must abide by impartiality when preparing the report required by this article.
5. No employee or member of the Board of Directors may engage in any activities that may lead to the emergence of a conflict between his interest and the interest of the company, in order to avoid exposing the company to the suspicion of a conflict of interest even if there is no actual conflict of interest. Employees, who are responsible for making purchase orders for supplies, equipment, transportation services, employment contracts and other services for the Company, may not have a significant stake in any company that supplies of services to the Company.
6. It is also not permissible for family members of the employee or a member of the board of directors to have such an interest. The term "significant share" means any financial interest that may influence the employee's decision to engage in business for Al-Tijaria. A potential or real conflict of interest occurs when an employee is in a position influencing a decision that may lead to personal gain for his or her own account or for the account of another employee or a member of his family, friends or relatives.
7. The conflict of interest policy states that any interest of the employee, member of the Board of Directors, or their relatives should be reported in any contracts or dealings with the company and that they should not take any decision or vote on any decision related to this interest if it exists.
8. The Board of Directors has developed a clear and approved policy for dealing with related parties (if any) to ensure that transactions with related parties are reviewed and initially approved by the Executive Committee, reviewed by the Audit and Risk Committee, and finally approved by the Board of Directors, provided that the approval of the Ordinary General Assembly to deal with related parties at the end of the financial year.

Rule #7 - Accurate and timely disclosure and transparency

Accurate and transparent presentation and disclosure mechanisms and policies that define aspects, areas and characteristics of disclosure

Al-Tijaria adopts a policy of disclosure and transparency towards its board of directors, shareholders and stakeholders on the one hand, and towards the concerned and supervisory authorities, in compliance with the laws and regulations followed in the State of Kuwait on the other hand.

It stipulates the need to adhere to accurate, organized and appropriate internal and external disclosure of all financial matters and material information related to the company, including a statement of the financial position, performance, ownership and any practices related to control of the company or its decisions. Such transparency creates an atmosphere of confidence and tranquility internally and externally, and the judiciary on conflict of interest with related parties/relationship.

Transparency also ensures clear communication between shareholders, the board of directors and the executive management, and the creation of an effective climate of credibility in the work environment, which is a responsibility that all parties bear.

Al-Tijaria is committed to following all laws, regulations and instructions related to disclosure issued by the various regulatory and supervisory authorities in a timely manner, believing in the importance of transparency in enhancing the confidence of shareholders and stakeholders and maintaining the company's reputation in the markets in which it operates.

Record of disclosures of members of the Board of Directors, Executive Management & Managers

The Commercial Real Estate Company "Al Tijaria" sets a special record for the disclosures of the members of the Board of Directors and the Executive Management, provided that the record is available for viewing by all the company's shareholders. All shareholders of the company have the right to view this record without any fee or consideration, and the company must be committed to updating the data of this the record periodically reflects the reality of the relevant parties' situations. This record and relations with shareholders in this context are followed up by the Shareholders & Investors Affairs Section.

Duties and Responsibilities of the Shareholders & Investors Affairs Section

The Shareholders and Investors Affairs Section of the Commercial Company is responsible for providing and providing the necessary data, information and reports to current shareholders and potential investors, as well as keeping a copy of the company's shareholder register and following up on updates to the register with the Kuwait Clearing Company to update shareholder information in many ways, whether through official correspondence or through means of disclosure and/or the company's website.

Develop the infrastructure of information technology to rely on in the disclosure process

The material information is disclosed through the company's disclosure on the stock exchange's website and addressing the Capital Markets Authority with the announcement containing the information to be disclosed in accordance with the relevant forms, in addition to the disclosure on the company's website.

Rule #8 - Respect Shareholders' Equity

Requirements to define and protect the general rights of shareholders

The current shareholders of Al-Tijaria are those who are registered in the books and records of the Kuwait Clearing Company, "the clearinghouse". Each shareholder, regardless of his ownership percentage, is entitled to the following:

1. Recording the value of the ownership interest in the company's records.
2. Taking actions of shares from registration of ownership, transfer and/or waiver.
3. Obtaining the prescribed share in the distribution of cash dividends and bonus shares in accordance with the recommendations submitted by the Board and approved by the General Assembly.
4. Obtaining a share of the company's assets in the event of liquidation.
5. Obtaining data and information on the company's activity and its operational and investment strategy in a regular and easy manner.
6. Monitoring the performance of the company in general and the work of the Board of Directors in particular.
7. Accounting the members of the board or the executive management and filing liability claims in the event of their failure to perform the tasks entrusted to them.
8. The right to participate in the meetings of the General Assembly and to vote on decisions and the same treatment.
9. Announcing for the daily newspapers is seven days before the date of the General Assembly is approved and is decided and approved by the concerned authorities, with the provision of all data, reports and information related to the agenda.
10. Not to impose any fees in return for any class of shareholders attending the General Assembly meetings or granting a preferential advantage to any class over other classes of shareholders.
11. Informing shareholders of all the rules governing voting procedures and providing all information regarding voting rights to both current shareholders and prospective investors on a continuous and permanent basis for all classes of shareholders.
12. Election and dismissal of the Board members in accordance with the organizing laws.
13. Amendment to the company's Articles of Association.
14. Adoption of extraordinary transactions.
15. Approval of any sale, purchase or disposal of the company's assets if its value reaches 50% or more of the total value of the company's assets.
16. Shareholders owning 5% of the company's capital have the right to add items to the agenda of the General Assembly meetings.
17. Establishing a mechanism that allows providing an introductory overview of the candidates for the membership of the Board of Directors before the voting takes place, which gives the shareholders a clear idea of the candidates' professional and technical skills, experiences and other qualifications.
18. Participating in the management of the company by running for membership in the board of directors, attending general assemblies, participating in its deliberations and voting on its decisions in accordance with the provisions of the law the articles of association and the articles of Incorporation.
19. To be Chairman of the Board of Directors of more than one closed Joint Stock Company. It is also permissible to combine the position of Chairmanship/Membership of the Board of Directors with the position of the Chief Executive Officer, or the position of the Chief Executive Officer may be a non-member of the Board of Directors.
20. Shareholders representing 25% of the issued capital has the right to request the replacement of the auditor during the fiscal year.
21. Shareholders owning 5% of the company's capital may request the Ministry to appoint an auditor to conduct an inspection of the company regarding what they attribute to the director, board members, auditor, or the company's chief executive officer of violations in the performance of their duties whenever they have reasons that justify this request.

Record of shares with the clearing agency in order to continuously monitor the shareholders' data

Shareholders' records are kept with the "clearing office", which is updated on a daily basis with each change, and can be viewed through direct contact and request from the "clearing department" in accordance with the contract concluded between "Al-Tijaria" and the clearing house. In addition, "Al-Tijaria" maintains updated records with the names of its shareholders, the number, the type of their shares, the value paid for each share, their ownership percentages, their identification numbers, and their contact data through the Shareholders & Investors Affairs Section.

Encouraging shareholders to participate and vote in meetings and follow up on the company's activities

Al-Tijaria is interested in encouraging all categories of shareholders to attend, participate and vote in the general assembly meeting. The Board of Directors thus commit to the following:

- Urging the shareholders to attend the general assembly meeting, at the time and place specified in the articles of incorporation and articles of association or the company's board of directors, so that the date and place of the meeting is arranged to facilitate and encourage them to attend.
- Each topic presented in the agenda of the ordinary or extraordinary general assembly shall be accompanied by a sufficient explanation and sufficient review of all its aspects to enable the shareholders to take their decisions based on the information provided to them, in a sound and thoughtful manner, and not merely to complete the formal aspects of the meeting.
- The general assembly is managed in a way that allows the shareholders to express their opinions.
- Each shareholder has a number of votes equal to the number of his shares. Resolutions are issued by an absolute majority of the shares represented. The Company guarantees the opportunity for all shareholders to exercise the right to vote without placing any obstacles that lead to a ban on voting, as follows:
 1. All shareholders enjoy the same voting rights granted to them and the same treatment by the company, regardless of their ownership shares.
 2. The shareholder has the right to vote personally or by acting proxy, with the same rights and duties in both cases.
 3. Informing the shareholders of all the rules governing voting procedures before the start of the assembly.
 4. Providing all voting information to all current shareholders and prospective investors, while ensuring that this information is provided on a continuous basis for all categories of shareholders.
 5. No fees are charged for attending any class of shareholders at the General Assembly meetings, and no preferential advantage is granted to any class over other classes of shareholders.

Rule# 9 - Realizing the Role of Stakeholders

Acknowledging the rights of stakeholders

Al-Tijaria complies with the standards for implementing governance and the laws and instructions issued by the regulatory authorities regarding stakeholders such as the Labor Law, the Companies Law and Executive Regulations thereof, contracts concluded with stakeholders, and internal systems and policies that ensure protection and recognition of stakeholders' rights and encourage them to pursue the company's activities, which provide them with the opportunity to obtain actual compensation in the event of a violation of any of their rights, as well as the standards stipulated by the Organization for Economic Cooperation and Development, which included the role of stakeholders or parties associated with the company, where it recommended the need to work to respect their legal rights and compensate for any violation of those rights, as well as the mechanisms of their effective participation in the follow-up of the company's business. The company guaranteed the rights of stakeholders through specific mechanisms, as listed below:

1. Providing information and opportunities to review it periodically and in a timely manner, through interim financial statements and continuous disclosures and following the transparency policy.
2. Developing mechanisms for employees' participation in improving performance by following the open door policy and continuous evaluation and development of performance.
3. Allowing individuals with interests and the entities that represent them to communicate freely with the Board of Directors or the Executive Management to express their concerns about any illegal behavior or contrary to professional ethics in a manner that does not lead to prejudice or derogation from their rights if they do so.
4. Applying equality in dealing with the various parties to all members of the Board, related parties and stakeholders, without discrimination or preferential conditions.
5. The company's commitment to contracts concluded with stakeholders, which ensure that any party receives appropriate compensation in accordance with the stipulations of those contracts and in line with the regulating laws.
6. Developing policies and procedures manuals that regulate the relationship with customers and suppliers and a mechanism for maintaining confidentiality of information related to them through the concerned departments.
7. Establishing specific mechanisms to protect the rights of stakeholders in accordance with the provisions of the contracts and operational policies of the company.

Encouraging stakeholders to participate in following up on the company's activities

The company has established mechanisms and frameworks to ensure the maximum benefit from the contributions of stakeholders and urge them to participate in following up on its activities, in accordance with the full realization of its interests:

1. Stakeholders are shared with information and data related to the company's activities through electronic advertisements to invite them to attend and participate in those activities and events in a timely manner. The company also has a mechanism that allows stakeholders to share their opinions and suggestions in various fields of development.
2. The company has on its website the possibility of direct communication to report violations, whistle blowing, which allows the company's employees and/or customers and stakeholders to communicate their complaints and any violations. This is through a policy aimed at encouraging employees to raise any serious doubts and serious concerns. Establishing an effective work environment characterized by transparency and cooperation in the interest of all employees and stakeholders, so that whistle-blowing practices define guidelines and procedures that allow company's employees to raise any important disputes, or any serious suspicions of any possible wrongdoing, misconduct or reportable conduct, and allow an independent investigation to assess and verify such suspicions, while providing them with protection and guarantees that they will not be subject to sanctions in the event that these fears or suspicions are not proven true.

Rule #10 - Enhance and Improve Performance

Mechanisms for Board members and executive management to receive regular training programs and courses an induction program is provided for new board members and executive management. This program includes a file description of the company's tasks and activities, strategic planning, risk management and control system, in addition to any other relevant information.

Coordination is made to conduct a visit to the main sites of the company's assets. The induction program is reviewed and modified periodically, and its availability is ensured in the event that the Board or one of its members changes, provided that it includes the following matters as a minimum:

1. The company's strategy and objectives.
2. Memorandum of Association and Articles of Association.
3. The organizational structure of the company.
4. The responsibilities and tasks assigned to the members, as well as the powers and rights.
5. The legal obligations of the company and the board of directors.
6. The role of the committees emanating from the board through the governance guide.
7. Financial statements for the last three years.
8. Statement of cash dividends/bonus shares for previous years.
9. Plans approved by the Board (career succession plan, training plan, internal audit plan, risk management plan...)
10. The estimated budget and the asset allocation strategy approved by the Board.
11. Contact guide (information card containing contact details for members, executive management and the office of the Chairman of the Board of Directors, including names, job titles, phone numbers, mobiles, faxes and e-mails).

In addition to the above, an annual plan is drawn up and approved for training programs for members of the Board of Directors and the executive management regarding new standards, regulations and updates, especially in the field of administrative and financial work, in order to develop their performance, their skills, and enrich their expertise, especially in the field of governance and risk management.

Evaluate the performance of the Board of Directors and the performance of each member of the Board of Directors and the Executive Management

A self-evaluation is conducted for the performance of the members of the Board of Directors including the performance of the Chairman and Vice-Chairman. The self-assessment is conducted on an annual basis. The assessment is reviewed and approved by the Governance Committee and the Board of Directors, provided that performance is evaluated through objective performance indicators (KPIs) to assess the Board of Directors as a whole and the contribution of each member. From the members of the Board and each of its committees, provided that the evaluation of the Board and the committees includes a set of indicators:

A. Qualitative Indicators:

- The degree of deviation between the company's estimated budget and the actual achieved figures.
- The extent of progress that has been made towards achieving the desired goals.
- The extent of the response towards correcting the observations received from the regulatory authorities.
- The extent of the rapid response to the realization of problems and the ability to solve them.
- The turnover rate of employees to measure the degree of belonging to the company.
- The training courses obtained and their relevance to the nature of work.

B. Quantitative indicators:

- Return on average assets.
- Return on average equity.
- Net profit margin.

Also, an annual evaluation of the performance of each member of the Board of Directors is conducted by all members of the Board to determine the level of performance and the extent of the need for development at the individual level, based on the form prepared for this, which includes the following indicators:

- The degree to which the member has sufficient skills and experience to carry out his duties.
- Extent of effort and due diligence in carrying out the tasks entrusted to him and effective participation in the meetings of the Board and committees.
- Attendance rates and the degree of commitment to board and committee meetings.
- The extent to which the member enjoys impartiality, integrity and adherence to the laws and policies of the company.

The Corporate Values Company Methodology

Vision

Delivering the highest level of excellence and enriching the real estate market in the state of Kuwait expanding globally through iconic designs and maximum quality standards. Governance and company expertise are our key elements to creating and maximizing shareholders' wealth.

Message

Developing a business strategy to reach the optimal income to achieve consistent growth rates, returns, and cash flows; which in return increases the value of each project to deliver optimum results to our stakeholders and shareholders. In addition to the acquisition of good assets and maintaining the balance and diversity of real estate portfolios in the local, regional, and global markets.

The Strategy

- Reconciling the allocated budget and deadlines.
- Maintaining the maximum occupancy and rent collection rates.
- Exerting all efforts to develop performance and achieve the desired goals to ensure the interests of shareholders and achieve growth in their rights.
- Maximizing the role of the company in the provision of real estate services and facilities management.
- Complying with preventative maintenance
- Maintaining a low finance cost that matches Al-Tijaria financial strategy.
- Maintaining high-quality and low-risk projects by applying best practices.
- Ensure having updated market studies as an indicator to monitor local and world trends and stock exchange markets.
- Providing the most effective internal training platforms to maintain and create expert employees.
- Providing a suitable environment for employees and clients.
- Maintaining an innovative work environment.
- Ensure applying the 5Ts principle.
- Developing real estate properties by following the building regulations in place to achieve the safety and optimum yield.
- Obtaining and maintaining the international certificates to comply with international standards.

Future Plan

The Commercial Real Estate Company (Al-Tijaria) is keen to continue diversifying its real estate investments, both geographically as well as sector wise, especially in light of changing economic conditions all over the world and the Middle East in particular. This is achieved by maintaining investments with profitable operational returns, in politically and economically stable markets and by continuously working on its development, and diligent follow-up, so that the company's plans and strategies are updated at the appropriate time. In parallel, support and development of third-party property management is provided, to ensure the provision of distinguished utility services to the company's clients.

Optimum income

Implementing an active internal mechanism to ensure optimal profitability of commercial assets through effective management of assets and resources to enhance the optimal income of the company's assets and obtain good returns to ensure cash distributions, knowing that the percentages of returns and distributions are subject to increased revenues and profitability.

Values

- The 5T's Model: Time Management, Trust, Transparency, Teamwork, and Task Cognition.
- Sustainability: Al-Tijaria operates its business to the best serve of the interest of our economy shareholders and stakeholders by maintaining revenue and driving prosperity.
- Innovation: We are committed to continually enhancing our services by embracing creativity and encouraging the pursuit of new opportunities.
- Integrity: Honesty is essential to the way we do business and how we interact with stakeholders, clients, and tenants.
- Governance - the conscience within everyone. It grows and matures to the extent of compliance with the laws and instructions issued by the company and regulators and its impact reflected positively on both personal and professional levels.
- Ethics - Respect for the work and colleagues, and discipline.

Our Values and Principles

we
BELIEVE IN THE
5T's
OUR RECIPE FOR SUCCESS



مع خالص تحياتي
With my best regards
عبدالفتاح معرفي
Abdulfatah Marafie

Rule # 11 - Focus on the importance of social responsibility

Summary of social responsibility policies and procedures

Under the slogan “We Care”, Al-Tijaria works to contribute to social responsibility initiatives in implementation of its strategic objectives, as it launches programs and social activities on a permanent and continuous basis.

Al-Tijaria’s interest in social responsibility has grown in the past years until it has become one of the basic performance criteria, especially since the company believes that social responsibility is no longer a matter of volunteering to help the community, but rather has become an essential for long-term success through various activities (charitable, cultural, scientific, health, environmental and social) based on the principle of commitment and dealing in accordance with the teachings and provisions of the tolerant Islamic Sharia, which urges dealing in accordance with the best standards and within the frameworks of social solidarity.

Criteria for implementing the corporate social responsibility policy in Al- Tijaria:

- Respect and responsibility, meaning the company’s respect for the internal environment (employees), and the external environment (community individuals).
- Supporting and enhancing the community.
- Protecting the environment by taking the initiative to provide what serves the environment, improves the environmental conditions in the community, and addresses environmental problems of all kinds, such as (health and education) in line with the projects and activities practiced by the company.
- Programs and mechanisms used that help highlight the company’s efforts in the field of social work.
- Al-Tijaria has developed a set of programs and mechanisms that ensure the continuity of implementing social responsibility policies on a permanent basis and in accordance with organized and consistent mechanisms where:
 1. An annual plan approved by the Board of Directors for all contributions, events and activities during the year is developed.
 2. An annual allocation to implement the social responsibility plan is approved.
 3. Continuous supervision by the Governance Committee of the implementation of the social responsibility plan is fulfilled.
 4. Periodic reports to the Governance Committee on the activities implemented, in addition to a periodic news publication explaining the activities carried out by the company and the nature of contributions are prepared.

Social Responsibility Programs and Events

“Donate a toy... Share the Joy” Campaign

Commercial Real Estate Company (Al Tijaria) launched the third edition of the “Donate a Toy...Share the Joy” Campaign to collect toys and stationery and donate them for the benefit of children from needy families inside the State of Kuwait in Boulevard Complex for three weeks. This campaign aimed to make the children in need happy and bring joy to their hearts. It was also keen on urging parents to teach their children altruism and generosity, and to share the blessings that God bestowed upon them with those who are less fortunate than them. The process of distributing the toys inside the Boulevard Mall was carried out by the marketing and communication team of the Commercial Real Estate Company, in addition to volunteers from the Ameer Al Ensaniyah team, where all the toys were distributed amidst the overwhelming joy of the children.



“Plant a Tree in My Country” Campaign

A campaign was launched under the title “Plant a Tree in My Country” and implemented twice during 2022 to plant plants in the Boulevard Park in cooperation with volunteers and schools. This initiative aims to encourage citizens and residents of Kuwait to create a greener environment, to work on increasing oxygen, and to motivate them to launch similar initiatives, to set a good example for neighboring countries and the rest of the world to follow in the long term.



“Rafad Charity – The Holy Month of Ramadan Campaign”

Under the slogan “We Care”, Al- Tijaria Real Estate Company organized the “The Holy Month of Ramadan Campaign” for the fourth year as part of the “Rafad” charity campaign. Food boxes containing the food essentials that any family may need during the Holy Month of Ramadan were prepared with the help of employees from Al- Tijaria Real Estate Company. The supplies were also distributed to the needy in cooperation with Kuwaiti youth from the “Ameer Al Ensaniyah” volunteering group who volunteered to contribute to this campaign.





الوكالة المسماة بـ: مجموعة السامبا للتطوير
AL SAMBA GROUP FOR ENTERPRISE DEVELOPMENT CO. K.S.C.C.

SYMPHONY
STYLE MALL



مجمعات سكنية للشقق المفروشة
SYMPHONY FURNISHED APARTMENTS

قاعة بوليفارد
Boulevard Ballroom



شركة المتاجرة
AL MUTAJARA
Real Estate Co. K.S.C.C.



شركة التجارة
AL-TIJARIA ELITE



مكتبات
LOBBY OFFICES



الشمس
Al Shorouq

D'INEZONE



التجارة
AL-TIJARIA



بوليفارد
boulevard



TOWER



جمان
juman



زرع شجرة في بلدي
PLANT A TREE IN MY COUNTRY



THATCHER
Complex



SYMPHONY
TOWER



مكتبات
LOBBY OFFICES



إدارة
edara
Let us manage your property



مكتبات
LOBBY OFFICES



الشركة التجارية للتطوير والتطوير العقاري ذ.م.م.
The Commercial Resores Real Estate Development Co. K.S.C.C.



إشراق أمل
SHINING HOPE



AL-TIJARIA التجارة

The Commercial Real Estate Co. K.P.S.C. الشركة التجارية العقارية ك.م.م.ع.



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