

Eshraq Investments PJSC

Governance Report 2023

Contents

Art	Par	Sect	Subject
			Introduction
1			Company's corporate discipline standards applications (Governance)
2			Report of the trades in the Company's securities concluded by the members of the Board of Directors, their spouses and sons, during the fiscal year 2023
3			Board of Directors
	3-A		Composition of the Board of Directors of the Company
	3-B		Female representation in the Board of Directors during the fiscal year 2023
	3-C		Reasons for absence of Female representation in the Board of Directors during the Fiscal year 2023
	3-D		Statement of Remunerations
		3-D-1	Aggregate remunerations of the members of the Board of Directors paid during the fiscal year 2022
		3-D-2	Aggregate proposed remunerations to be paid to the Board of Directors during the fiscal year 2023 and that will be submitted to the vote of the Annual General Assembly
		3-D-3	Report of the attendance allowances paid to the members of the Committees of the Board of Directors
		3-D-4	Additional allowances, salaries or fees received by a Board member other than allowances for attending committees and reasons
	3-E		Number of the Board of Directors' meetings convened during the fiscal year 2023
	3-F		Number of the Board resolutions passed during the 2023 fiscal year, along with its dates
	3-G		Authorities of the Board of Directors assumed by the Executive Management based on special authorization
	3-H		Report on the Related Parties detailed transactions
	3-I		Company's organization chart during the fiscal year 2023
	3-J		Executive Management, jobs, salaries, bonuses and other payments
4			External Auditors
	4-A		Brief about the External Auditor
	4-B		Statement of the fees or costs of auditing or the services provided by External Auditor
	4-C		Statement of the qualified opinions made in the interim and annual financial statements for 2023
5			Audit Committee
	5-A		Audit Committee Chairman's acknowledgment
	5-B		Functions and Duties of the Audit Committee and name of the Members
	5-C		Meetings of the Audit Committee
6			Nomination and Remuneration Committee
	6-A		Nomination and Remuneration Committee Chairman's acknowledgment
	6-B		Functions and Duties of the Nomination and Remuneration Committee and name of the Members
	6-C		Meetings of the Nomination and Remuneration Committee
7			Insiders' Trading Follow-up and Supervision Committee
	7-A		Insiders' Trading Follow-up and Supervision Committee Chairman's acknowledgement
	7-B		Functions and Duties of the Insiders' Trading Follow-up and Supervision Committee and name of the Members
	7-C		Meetings of the Insiders' Trading Follow-up and Supervision Committee
10			Executive Committee
	10-A		Executive Committee Chairman's acknowledgement
	10-B		Functions and Duties of the Executive Committee and name of the Members
	10-C		Meetings of the Executive Committee
11			Internal Audit/Control chart
	11-A		Acknowledgment of the Board of Directors' responsibility of the Internal Audit Control Chart
	11-B		Internal Audit Officer
	11-C		Compliance Officer
	11-D		How Internal Audit/Control department handles any significant issue and breaches
	11-E		Number of Reports issued by the Internal Control Department to the Board of Directors
12			Details of violations committed during 2023, demonstrating their causes and the manner of their resolution and avoiding repetition in future
13			Cash and in-kind contributions made during 2023 toward the local community development and

		environmental conservation
	14	General Information
	14-A	Company share price in the Market (Closing price, highest price, lowest price) for each month end during the fiscal year 2023
	14-B	Share comparative performance to market index and Company's related sector index to which the Company belongs during year 2023
	14-C	Statement of distribution of shareholders on 31/12/2023 (individuals, companies, government) classified as follows: local, GCC, Arab and others
	14-D	Statement of shareholders owning 5% or more of the Company's capital as of 31/12/2023
	14-E	Distribution of shareholders by size of equity as of 31/12/2023
	14-F	Procedures taken pertaining to Investors' Relations controls
	14-G	Special Resolutions presented to the General Assembly held in 2023 and the procedures taken thereon
	14-H	Board Secretary
	14-I	Statement of the significant events that occurred during the year 2023
	14-J	Emiratization ratios
	14-K	Innovations
		Conclusion

Recitals

Eshraq Investments PJSC, an entity entering a new phase of expansion and development, supported by its ongoing portfolio diversification strategy. Founded in 2006 and listed on the Abu Dhabi Securities Exchange (ADX) in 2011, Eshraq is committed to continuing to grow its investment portfolio from primarily real estate towards a diversified multi-asset class investment fund, with allocation across multiple sectors to offer highly competitive long-term returns and improved resilience to market volatility. The Group's diversification strategy has been a key catalyst, already delivering material rewards following the acquisition of the Goldilocks Fund in 2022, alongside existing profitable real estate investments.

Eshraq Investments PJSC ("**Eshraq**" or "**Company**") exerts its entire capabilities to accomplish the objectives for which it was incorporated, maximizing the Company's revenues, developing and promoting its businesses by adopting an ambitious strategic business plan to contribute to supporting the overall economic development of the Emirate of Abu Dhabi.

We are pleased to present the Governance Report of the Company for the fiscal year 2023 including the main items in accordance and pursuant to the requirements of the Securities and Commodities Authority ("**SCA**"). Guided by the corporate governance philosophy of accountability, responsibility, transparency and fair disclosure, Eshraq remains committed to maintaining high standards of corporate governance based on best practices.

1- Company's corporate discipline standards applications (Governance)

This section will include the following items:

- First item: The pillars upon which the Company's Governance principles are based
- Second item: The procedures taken to finalize the Governance Manual for the fiscal year 2023 and modalities of implementation.

We will address those two items in details as follows:

First item: The pillars upon which the Company's Governance principles are based.

Eshraq has abided by the terms and conditions of the following sources ("**Sources**") in the draft of its Articles of Association, Internal Policies and Administrative Regulations:

- Decree by Federal Law no. (32) of year 2022 concerning the amendments to the Federal Law no. (2) of 2015 pertaining to the commercial companies.
- SCA's board of directors' Decision No. (3) of 2000 concerning the regulations as to Disclosure and Transparency and its amendments.
- SCA's Chairman of board of directors' resolution No. (7/R.M.) of 2017 concerning the standards of institutional discipline and governance of public joint stock companies.
- SCA's Chairman of board of directors' resolution No. (3/R.M.) of 2020 concerning the approval of Joint Stock Companies Governance guide.
- The provisions of the Company's Articles of Association as amended from time to time.

The Company deals with the Governance Manual as a document of prime importance that incorporates the Company's Corporate Discipline Standards which may not be breached or altered for any reason. The Governance Manual addresses the internal policies and procedures of the Executive Management hence the entire adherence to disclosure, transparency and monitoring by all the departments of the Company.

Second item: The procedures taken to finalize Governance Manual for the fiscal year 2023 and modalities of implementation: The most significant actions taken in 2023 are the following:

Amend article 19 (a) of the articles of association of the Company, as follows

(The Company shall be managed by a Board of Directors consisting of five (5) to be elected by the Shareholders' General Assembly by secret cumulative voting)

Enhancing the website by improving the Governance icon and the publication of the mandatory and material information.

The Board of Directors of the Company spared no effort in meeting the shareholders, stakeholders and ongoing communication with them, resolving any issues or obstacles to ensure that the Company functions efficiently and in a transparent way. The following steps have been taken to ensure adherence of everyone at the Company to the Governance Manual:

- Following up the implementation of the Corporate Discipline in compliance with the Governance Manual of the Company.
- Establishing Board of Directors Committees, fixing their roles and authorities namely:

- ❑ Audit committee.
 - ❑ Nomination and Remuneration Committee.
 - ❑ Executive Committee till 03/11/2023
 - ❑ Insiders' Trading Follow-up and Supervision Committee.
- Making sure to avoid cumulating between the positions of the Chairman of the Board of Directors, delegated member, CEO or the general manager.
 - Ensuring, through the Compliance department, that all the members of the Board of Directors, Executive Management and all Company's employees have committed to disclose their trades and the trades of their first tier relatives in the Company's securities.
 - Adherence by the members of the Board of Directors, the Executive Management and all Company employees to the code of Ethics and the Corporate Discipline Standards and their amendments through regular instructions on the updates in this regard.

2- Report of the trades in the Company's securities concluded by the members of the Board of Directors, their spouses and sons, during the fiscal year 2023

After reviewing the Company's records and registers, and upon receiving the confirmation of the Board Members, we can conclude that only two Board members held shares in the Company during 2023, and you will find hereunder the trading in the shares of the Company during 2023:

Name	Position/ Relationship	Shares held as at 31/12/2023	Total sale Transactions	Total purchase Transactions
Matar Alameri	Vice Chairman	2,503,397	-	-
Ajit Joshi	Board Member	7,000,000	-	1

The members of the Board of Directors of Eshraq are committed to regularly disclose their trading with the Board Secretary.

3- Board of directors

3-A Composition of the Board of Directors of the Company

The Board of Directors of the Company has been established pursuant to the provisions of the amended article (19) of the Company's Articles of Association to comply with the provisions of the Decree by Federal Law no. (32) of year 2022 pertaining to the commercial companies. The members were elected by the General Assembly on 31/10/2023 by way of secret cumulative ballot. The Board of Directors comprises (5) highly skilled and qualified members who are experts in their respective fields. Such expertise and qualifications help the Board of Directors to take the proper resolutions for the benefit of the Company. These members are listed below

Mr. Fahad Abdulqader Al Qassim	
Capacity	Chairman of the Board of Directors
Category	Non Executive / Independent
Membership term from	31/10/2023
Qualifications and experiences	Master of Business Administration (MBA), specialized in Finance & Investments from Monash University in Melbourne, Australia and an Executive Diploma in Public Administration from the Lee Kuan Yu School of Government, Singapore. And is currently Chief Executive Officer of Healthcare and Life Sciences at ADQ and Acting Director General at the UAE Endowments' and Minors' Funds Authority. Prior to his time at ADQ, he was CEO of Emirates NBD Capital and Head of Principal Investments at Waha Capital.

Membership in other joint stock companies	Chief Executive Officer of Healthcare and Life Sciences at ADQ
Position in any other important supervisory, governmental or business entities	Acting Director General at the UAE Endowments' and Minors' Funds Authority

Mr. Matar Hamdan Sultan Hamad Al Ameri	
Capacity	Vice Chairman
Category	Non Executive / Independent
Membership term from	19/08/2022
Qualifications and experiences	BA in Accounting and Info Systems from the UAE University and a certificate of Audit practice with M/s. Arthur Andersen in the USA, the UK and the UAE. He has extensive experience in top executive positions in Public & Private Enterprises, along with over 30 years of experience in the senior management with an emphasis on Oil and Gas sectors and Finance & Investments functions. He currently serves as Managing Director of Jenaan and Managing Director of Magenta Enterprise Investment.
Membership in other joint stock companies	He serves as Vice-Chairman of Dar Al Takaful PJSC
Position in any other important supervisory, governmental or business entities	NA

Mr. Jacques Elias Fakhouri	
Capacity	Member of the Board of Directors
Category	Non Executive / Independent
Membership term from	31/10/2023
Qualifications and experiences	Bachelor of Business Administration (BA) Faculty of Advanced Financial and Economic Sciences - Beirut, Lebanon, and Senior Advisor to PwC Middle East and has 44 years' experience across Audit, Risk Assurance, Transaction Services, Consulting, Tax Services, and Disputes Analysis. He also has a wealth of experience across a range of sectors including Banking and Insurance, Real Estate, Industrials and Oil & Gas. He is a UK Certified and Chartered Accountant, and Canadian Chartered Professional Accountant.
Membership in other joint stock companies	N/A
Position in any other important supervisory, governmental or business entities	N/A

Mrs. Maha AbdulMajeed Al Fahim	
Capacity	Member of the Board of Directors
Category	Non Executive/ Independent
Membership term from	27/04/2021
Qualifications and experiences	Bachelor of Arts with double major in Political Science and International Comparative Studies (with Honors), minor in Middle Eastern and North African Studies from the University of Michigan- Ann Arbor, USA. with more than 11 years of experience in the investment field. She currently works as Research Specialist, Macro Research, Fixed Income and Treasury Department at the Abu Dhabi Investment Authority (ADIA) and serves as Investment Manager, Investment & Fiscal Policy Team at the Supreme Council for Financial & Economic Affairs (Department of Finance).
Membership in other joint stock companies	NA
Position in any other important supervisory, governmental or business entities	NA

Mr. Ajit Vijay Joshi	
Capacity	Member of the Board of Directors (and former Delegated Member until 02/09/2022)
Category	Non-Executive / Non Independent
Membership term from	14/06/2017 (Five years and eight month)
Qualifications and experiences	Bachelor of Engineering in Computer Science, MBA from the Indian Institute for Management Lucknow. He works as Managing Director- Head of Public and Private Markets at Shuaa Capital PJSC.
Membership in other joint stock companies	Board member in Dana Gas PJSC and Islamic Arab Insurance Company (Salama) PJSC.
Position in any other important supervisory, governmental or business entities	NA

- Mr. Wafik Ben Mansour has been appointed as a replacement for Mr. Ajit, effective January 15, 2024

Mr. Jassim Mohamed Al Seddiqi	
Capacity	Chairman of the Board of Directors until 12/10/2023
Category	Non Executive / Non Independent
Membership term from	24/07/2016- until 12/10/2023 (resigned)
Qualifications and experiences	Bachelor of Electrical Engineering from University of Wisconsin-Madison. MSc in Electrical Engineering from Cornell University, USA with vast experience in business, real estate investment and private investments.
Membership in other joint stock companies	Chairman of the Board of Directors of Islamic Arab Insurance Company (Salama) PJSC, Managing Director of Shuaa Capital PJSC and Board member in Dana Gas PJSC.
Position in any other important supervisory, governmental or business entities	NA

Dr. Saleh Hashem Al Hashemi	
Capacity	Vice-Chairman of the Board of Directors until 21/09/2023
Category	Non Executive / Independent
Membership term from	27/04/2021 until 21/09/2023 (resigned)
Qualifications and experiences	PhD in Chemical Engineering from Tufts University- Boston-USA, with vast experience in business Management. He served until June 2022 as the CEO of Algorithma and the Managing Director of Krypto Labs and Saal in Abu Dhabi. Most recently, he acted as the Executive Director of the Infrastructure and Environment at the General Secretariat of Abu Dhabi's Executive Council. He has more than 21 years of experience in senior leadership positions across businesses, government, and academia. He currently works as Director of Commercial and ICV at ADNOC.
Membership in other joint stock companies	Chairman of Dubai Islamic Insurance and Reinsurance Co PJSC and Reem Finance PJSC
Position in any other important supervisory, governmental or business entities	NA

Mr. Fraih Saeed Al Qubaisi	
Capacity	Member of the Board of Directors until 19/09/2023
Category	Non Executive / Independent
Membership term from	19/09/2017 until 19/09/2023 (resigned)
Qualifications and experiences	Bachelor's in law and Police Sciences from the Faculty of Police-UAE, with more than 26 years experience in law and business administration fields.

Membership in other joint stock companies	Board Member of Islamic Arab Insurance Company (Salama) PJSC
Position in any other important supervisory, governmental or business entities	NA

Mr. Jasim Hussain Al Ali	
Capacity	Member of the Board of Directors until 19/09/2023
Category	Non Executive/ Independent
Membership term from	14/06/2017 until 19/09/2023 (resigned)
Qualifications and experiences	Graduated from the UK with more than twenty-six years' experience in business administration, real estate investment field and development companies. He is currently the CEO of FAB Properties and Mismak Properties Co. LLC
Membership in other joint stock companies	Board member in Q Holding PJSC and Al Jazira Investment Company.
Position in any other important supervisory, governmental or business entities	NA

The Board of Directors of the Company has one female member, Mrs. Maha Al Fahim, as a result of her election on 27/04/2021.

Discrimination between men and women is prohibited by the Company's policies and by-laws, and consequently there are no hurdles impeding or refraining the election/appointment of females assuming any administrative, professional, leadership or board membership office.

3-C- Reasons for absence of Female representation in the Board of Directors during the fiscal year 2022

Not applicable.

3-D- Statement of Remunerations

3-D-1 Aggregate remunerations of the members of the Board of Directors paid during the fiscal year 2022

The Company has paid to the members of the Board of Directors for the year 2022 a total amount of AED 15,000,000/- (Fifteen Million Emirati Dirhams) to all the members of the Board of Directors for the Fiscal year 2022, with the Chairman receiving AED 3 million, and all the other members AED 2 million each, and the share of the exiting Member and the newly appointed member being disbursed to them prorate to the tenure of each of them.

3-D-2 Aggregate proposed remunerations to be paid to the Board of Directors during the fiscal year 2023 and that will be submitted to the vote of the Annual General Assembly

The Board of Directors will propose to payment of a total remuneration of AED 1,000,000/- (One million dirham) to all members of the Board of Directors for the Fiscal year 2023, and the newly appointed member being disbursed to them prorate to the tenure of each of them, subject to SCA and shareholders' approval.

3-D-3 Report of the attendance allowances paid to the members of the Committees of the Board of Directors

The following table indicates the allowances received by audit committee against their attendance of Audit committee meetings from 03/11/2023 totalling AED 60,000

Ser	Name	Name of Committee	Allowance Amount	Number of Meeting
1	Jacques Elias Fakhouri	Audit Committee	20,000	2
2	Matar Hamdan Al Ameri	Audit Committee	20,000	2
3	Maha Al Fahim	Audit Committee	20,000	2

3-D-4 Additional allowances, salaries or fees received by a Board member other than allowances for attending committees and reasons

No additional allowances, salaries or fees were received by a Board member for works performed during or other than as a result of their membership in the Board of Directors or the Committees.

3-E- Number of the Board of Directors' meetings convened during the fiscal year 2023

The list of meetings of Eshraq Board of Directors convened during the year 2023 is as follows:

Ser	Meetings	Jassim Al Seddiqi (Resigned on 12/10/2023)	Saleh Al Hashemi (Resigned on 21/09/2023)	Fraih Al Qubaisi (Resigned on 19/09/2023)	Jasim Al Ali (Resigned on 18/09/2023)	Ajit Joshi	Matar Al Ameri	Maha Al Fahim	Fahad AlQassim	Jacques Fakhouri
1	17/02/2023	✓	✓	✓	✓	✓	✓	✓	Not a member	Not a member
2	21/03/2023	✓	✗	✗	✓	✓	✓	✗	Not a member	Not a member
3	09/05/2023	✓	✓	✓	✗	✓	✓	✓	Not a member	Not a member
4	07/08/2023	✓	✓	✓	✓	✓	✗	✓	Not a member	Not a member
5	3/11/2023	Not a member anymore	Not a member anymore	Not a member anymore	Not a member anymore	✓	✓	✓	✓	✓
6	09/11/2023	Not a member anymore	Not a member anymore	Not a member anymore	Not a member anymore	✗	✓	✓	✓	✓
7	27/12/2023	Not a member anymore	Not a member anymore	Not a member anymore	Not a member anymore	✓	✓	✓	✓	✓
Total		4	3	3	3	6	6	6	3	3

3-F- Number of the Board resolutions by Circulation passed during the 2022 fiscal year, along with its dates

The Board of Directors passed five resolutions by circulation during the fiscal year 2023 as follows:

Ser	Meetings	Jassim Al Seddiqi (Resigned on 12/10/2023)	Saleh AlHashemi (Resigned on 21/09/2023)	Fraih Al Qubaisi (Resigned on 19/09/2023)	Jasim Al Ali (Resigned on 18/09/2023)	Ajit Joshi	Matar Al Ameri	Maha Al Fahim	Fahad Al Qassim	Jacques Fakhouri
1	30/03/2023	✓	✓	✓	✓	✓	✓	✓	Not a member	Not a member
2	11/08/2023	✓	✓	✓	✓	✓	✓	✓	Not a member	Not a member
3	01/09/2023	✓	✓	✓	✓	✓	✓	✓	Not a member	Not a member
4	21/09/2023	✓	Not a member anymore	Not a member anymore	Not a member anymore	✓	✓	✓	Not a member	Not a member
5	18/10/2023	Not a member anymore	Not a member anymore	Not a member anymore	Not a member anymore	✓	✓	✓	Not a member	Not a member
Total		4	3	3	3	5	5	5	-	-

3-G- Authorities of the Board of Directors assumed by the executive management based on special authorization

In addition to the powers and proxies listed in the Corporate Governance report of 2022 and who are still in full force, the following authorities were granted to the executive management during 2023

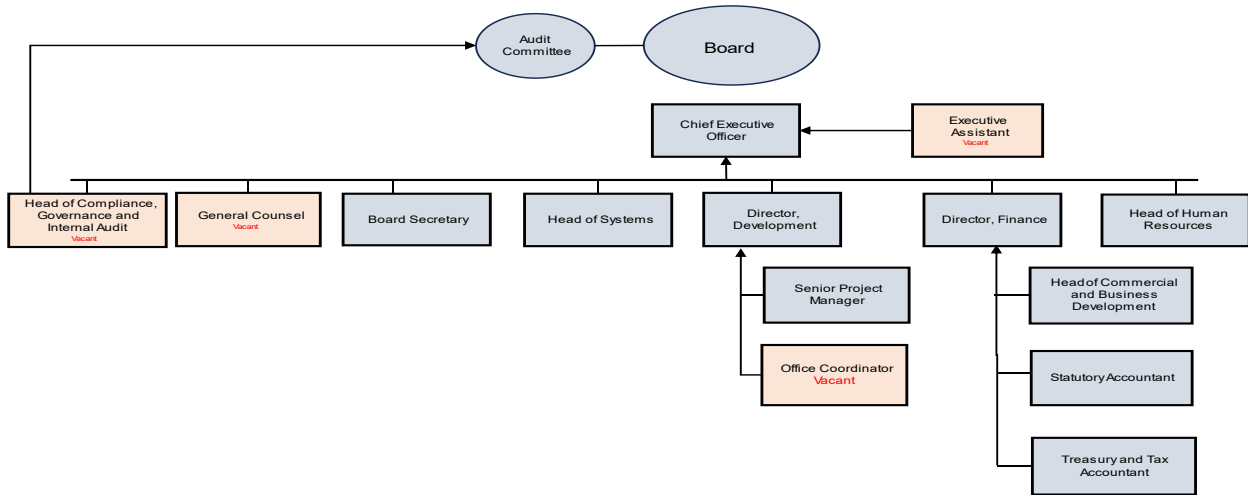
#	Name of the authorized person	Power /authority	Duration of authorization
1	Mr. Mohamed Al Hashimi – CEO	In line with the Board of Directors approval on 09 May 2023 of capital injection of AED 125 million for Class A shares in Goldilocks, Mr. Jassim Al Ali will be removed and replaced by Mr. Mohamed Al Hashimi (CEO) to prepare, sign, and submit the required documentation.	NA
2	Mr. Mohamed Al Hashimi – CEO	to prepare, sign and submit all the documentation required to obtain the approval of SCA, and to subsequently, following the issuance of the approval, to execute the Buyback program during the period fixed by SCA and ADX.	Until completion of Buyback program
3	Mr. Mohamed Al Hashimi – CEO	The Board of Directors unanimously resolved to delegate Mr. Mohamed Al Hashimi - CEO, (“Representative”) to act with all powers and authority needed to represent the Company towards completing the sale (Nouran Marina), including but not limited to: transfer of ownership, negotiate, agree, sign, terminate, and cancel all documents, contracts, sale and purchase agreements, brokerage agreements, addendums, disclaimers and discharges, representations and any other documentation needed for performing the transaction, in terms, prices and conditions deemed appropriate but within the limits of what has been resolved in the item 1 of the agenda of the present resolution, and any acceptances, forms, notices, letters or other documents incidental or ancillary to or expedient in connection with the transaction along with any amendments, changes, additions, cancellations, novation, transfers or assignments related hereto. The Representative is empowered to represent the Company in front of any authority such as the DIFC authority and registrar, the DLD, the notary public, and any other party such as ECM, Emaar, or any other party, and to sign any document to enforce the present resolution.	NA
3	Mr. Ajit Joshi- and/or Mr. Jasim Al Ali- And/or Mrs. Maha Alfahim Board of Directors no.1 of year 2023- Dated 17/2/2023	The Board unanimously empowered the Executive Committee and its members, acting individually or jointly, to do all the necessary towards: <ul style="list-style-type: none"> ▪ Investment of AED 11.4 million in the Wakala Agreement of SC Global. ▪ Investment of \$2.07 million with Shine SPV. ▪ sale of Nuran hotel and the Burj Daman residential units 	Until execution of the transaction

3-H Report on the Related Parties detailed transactions

During the year 2023, the Company has not contracted any transaction with a Related Party, as defined in the Law and the Regulations of SCA.

3-I- Company's organization chart during the fiscal year 2023

The Company is currently organized as follows:



3-J- Executive Management, Jobs, salaries, bonuses and other payments

The Executive Management of the Company performs all duties, roles and responsibilities referred to it by the Board of Directors and administers the daily activities of the Company. The Executive Management is currently chaired by CEO who is supervising and monitoring the daily operations and the administrative activities of the Company, and will regularly and effectively contribute to developing the Company, enhancing its performance and adding value to its shareholders.

Below, the most significant positions occupied by the Executive Management of the Company for the fiscal year 2023 and identification of their entitlements such as salaries, allowances and remunerations paid during 2023:

Position	Date of Appointment / Resignation	Total Salaries and Allowances (AED)	Total Bonuses paid for year 2023 (AED)	Any Other cash (AED)/ in-kind benefits for 2023 or payable in the future
CEO	14/08/2023	595,484	*	-----
General Counsel and Compliance Officer	01/05/2017 till 25/03/2023	254,781	N/A	-----
Director Finance	04/12/2016	495,600	*	-----
Corporate/ Board Secretary	01/02/2023	312,400	*	-----
Director Development	10/10/2022	770,000	*	-----

* Bonus in relation to 2023 payable in 2024 have not been awarded

4- External Auditors

4-A- Brief about the External Auditor

Deloitte, Touche Tohmatsu Limited, or Deloitte, is considered worldwide as one of the most renowned professional service firms. Established in 1845. Deloitte is the largest professional services network in the world by revenue and number of professionals with headquarters in London-UK. Deloitte provides audit, tax, consulting, enterprise risk and financial advisory services with approximately 312,000 professionals globally. Furthermore, it is ranked as one of the big four companies alongside Ernst & Young, PWC and KPMG.

4-B- Statement of the fees or costs of auditing or the services provided by the External Auditor

Audit firm	Deloitte & Touche (M.E.)
Partner in charge	Mr. Firas Anabtawi
Number of years served as the Company External Auditor	Five years; since 2019
Total fees of auditing financial statements of 2022 (in AED)	358,450 (Excluding VAT)
The fees and costs of the special services other than the auditing of the FS 2023 (in AED), if any, and in case of absence of any other fees, this shall be expressly stated.	For the valuation of Goldilocks - AED 257,075 (excluding vat) For certification - AED8,000 (excluding vat)
The details and nature of other services provided (if any). If there are no other services, this matter shall be stated expressly	-Review of the valuation of Goldilocks during Year 2023 -Professional Fees for AUP related to unclaimed dividends
A statement of the other services that an external auditor other than the company accounts auditor provided during 2022 (if any). In the absence of another external auditor, this matter is explicitly stated,	No other services provided by other external Auditors

4-C- Statement of the qualified opinions made in the interim and annual financial statements for 2023

No statement of qualified opinions by the External auditors in the interim and annual financial statements for the financial year 2023.

5- Audit Committee

5-A Audit Committee Chairman's acknowledgment

I, Jacques Elias Fakhouri, Chairman of the Audit Committee, acknowledge my responsibility for the Committee's system in the Company, review of its work mechanism and ensuring its effectiveness.

5-B Functions and duties of the Audit Committee and name of the members

- Key duties and authorities of the Audit Committee:
- Developing and implementing policy on contracting with external auditors, submitting a report to the Board whereby it outlines the matters it deems necessary to take action upon along with submitting its recommendations on necessary steps to be taken ...etc.
- Monitoring the soundness of the Company's financial statements and reports (annual - semi-annual - quarterly) and reviewing them as part of this regular activities during the year.
- Coordinating with the Board, the Executive Management and the Finance Director regarding the fiscal policy and the roles of each team member within the finance department ...etc.

- Ensuring the Company's compliance with all legal and regulatory rules, monitoring the Company accounts and developing the Corporate Discipline and the Governance Standards of the Company.
 - Reviewing internal financial control, internal control and risk management of the Company.
 - Ensuring the coordination between the Internal Auditor and the External Auditor.
 - Ongoing review of policies, financial and accounting procedures and seeking their sustainable development.
 - Monitoring the extent to which the Company is adhered to the code of conduct.
 - The right to study any matter falling within its authorities and it is authorized to have access without limitation or restriction to the External Auditor and to obtain any professional consultation pertaining to the Company.
- The Committee is vested with the power to request any needed information from any employee or Board member, and the Board members and employees are directed to cooperate with any request raised by the Committee.

The Board of Directors has amended the composition of the Audit Committee on 03/11/2023 as follows:

Name	Job title	Legal capacity
Mr. Jacques Elias Fakhouri	Chairman from 3/11/2023	Non-executive / Independent
Mr. Matar Hamdan Al Ameri	Member from 3/11/2023	Non-executive / Independent
Mrs. Maha Al Fahim	Member	Non-executive / Independent
Mr. Jasim Al Ali	Was Chairman till 18/09/2023	Non-executive / Independent
Mr. Fraih Al Qubaisi	Was Member till 19/09/2023	Non-executive / Independent

5-C Meetings of the Audit Committee

Ser	Meetings	Jasim Al Ali (Resigned on 18/09/2023)	Fraih Alqubaisi (Resigned on 19/09/2023)	Maha Alfahim	Jacques Fakhouri	Matar Alameri
1	14/02/2023	✓	✓	✓	Not a member	Not a member
2	09/05/2023	✓	✓	✓	Not a member	Not a member
3	07/08/2023	✓	✓	✗	Not a member	Not a member
4	09/11/2023	Not a member anymore	Not a member anymore	✓	✓	✓
5	26/12/2023	Not a member anymore	Not a member anymore	✓	✓	✓
Total		3	3	4	2	2

6- Nomination and Remuneration Committee

6-A The Nomination and Remuneration Committee Chairman's acknowledgment

I, Maha Al Fahim, Chairman of the Nomination and Remuneration Committee, acknowledge my responsibility for the Committee's system in the Company, review of its work mechanism and ensuring its effectiveness.

6-B Functions and duties of the Nomination and Remuneration Committee and name of the members

- Key roles, duties and authorities of the Nomination and Remuneration Committee:
- Identifying the group of individuals and aggregate remunerations of Board members within the framework authorized by the shareholders.
 - Setting remunerations policy of the Executive Management as linked to Company's performance, determining salaries ceiling including salaries, remunerations and incentives programs.

- Developing and reviewing the HR policies in compliance with the relevant laws and regulations.
- Overseeing the procedures of nominating Board members.
- Reviewing and ensuring the independency of Board members in exercising their roles and duties.
- Developing and reviewing the policy pertaining to granting remunerations and salaries of the Board and Executive Management.
- Identifying the Company's requirements for competent personnel at the Executive Management level.
- Organizing and reviewing the procedures of the nomination of Board members.
- Studying any matter falling with its authorities and it is authorized to have access without limitation or restriction to the External Auditor and to obtain any professional consultation pertaining to the Company.

The Committee is vested with the power to request any needed information from any employee or Board member, and the Board members and employees are directed to cooperate with any request raised by the Committee.

The Board of Directors has amended the composition of the Nomination and Remuneration Committee on 03/11/2023 as follows:

Name	Job title	Legal capacity
Mrs. Maha Al Fahim	Chairman from 3/11/2023	Non-executive / Independent
Mr. Jacques Elias Fakhouri	Member from 3/11/2023	Non-executive / Independent
Mr. Ajit Joshi	Member	Non-executive / Non-Independent
Mr. Matar Hamdan Al Ameri	Was Chairman till 3/11/2023	Non-executive / Independent
Dr.. Saleh Al Hashimi	Was Member till 21/09/2023	Non-executive / Independent

6-C Meetings of the Nomination and Remuneration Committee

Ser	Meetings	Matar Al Ameri	Ajit Joshi	Maha Alfahim	Jacques Fakhouri	Saleh Al Hashimi
1	3/02/2023	✓	✓	Not a member	Not a member	✓
2	16/03/2023	✓	✓	Not a member	Not a member	✗
3	11/09/2023	✓	✓	Not a member	Not a member	✓
4	13/10/2023	✓	✓	Not a member	Not a member	Not a member anymore
5	20/11/2023	Not a member	✓	✓	✓	Not a member anymore
Total		4	5	1	1	2

7- Insiders' Trading Follow-up and Supervision Committee

7-A The Insider's Trading Follow-up and Supervision Committee Chairman's acknowledgment

I, Matar Al Ameri, Chairman of the Insider's Trading follow-up and supervision Committee, acknowledge my responsibility for the Committee's systems in the Company, review of its work mechanism and ensuring its effectiveness.

7-B Functions and duties of the Insider's Trading Follow-up and Supervision Committee and name of the members

- Key roles, duties and authorities of the Insiders' trading Follow-up and Supervision Committee:
 - Administering the Policy and monitoring and enforcing compliance with all policy provisions and procedures.
 - Responding to all inquiries relating to this policy and its procedures.
 - Designating and announcing special trading blackout periods during which no employees may trade in Company securities.
 - Providing copies of this Policy and other appropriate materials to all current and new directors, officers and employees, and such other persons as the Insider Trading Supervision and Follow-up Committee determines have access to Material Non-public Information concerning the Company.
 - Administering, monitoring and enforcing compliance with federal and state insider trading laws and regulations.
 - Assisting in the preparation and filing of all required SCA reports relating to trading in Company securities.

- Selecting designated brokers through which Insiders are authorized to trade Company securities.
- Revising the Policy as necessary to reflect changes in federal or state insider trading laws and regulations.
- Maintaining the Company records, including the originals or copies of all documents required by the provisions of this Policy or the procedures set forth herein, and copies of all required SCA reports relating to insider trading.
- Maintaining the accuracy of the list of Insider Employees, and updating such list periodically as necessary to reflect additions or deletions.

The Board of Directors has appointed the following persons as members of the Insider's Trading Follow-Up and Supervision Committee on 03/11/2023:

Name	Job title	Position
Mr. Matar Hamdan Al Ameri	Chairman from 03/11/2023	Board member Non-executive and Independent
Mr. Ajit Joshi	Member	Board member Non-executive and Non-Independent
Mr. Mohammad Al Bazaieh	Member	Corporate / Board Secretary
Mr. Jasim Al Ali	Was Chairman till 18/09/2023	Board member Non-executive and Independent
Mr. Ziad Touma	Was Member till 20/02/2023	General Counsel and Compliance Officer

- Mr. Wafik Ben Mansour has been appointed as committee member a replacement for Mr. Ajit, effective January 15, 2024

7-C Meetings of the Insider's Trading Follow-up and Supervision Committee

Ser	Meetings	Jasim Al Ali (Resigned on 18/09/2023)	Ajit Joshi	Ziad Touma Was Member until 20/02/2023	Matar Alameri	Mohammad Al Bazaieh
1	20/02/2023	✓	✓	✓	Not a member	Not a member
2	6/03/2023	✓	✓	Not a member anymore	Not a member	✓
3	15/08/2023	✓	✓	Not a member anymore	Not a member	✓
Total		3	3	1	--	2

8- Executive Committee

8-A The Executive Committee Chairman's acknowledgment

I, Ajit Joshi, Chairman of the Executive Committee, acknowledge my responsibility for the Committee's system in the Company, review of its work mechanism and ensuring its effectiveness.

8-B functions and duties of the Executive Committee and name of the members

- Key roles, duties and authorities of the Executive Committee established by the Board of Directors on 02/09/2022 and in which the Real Estate Projects Committee and the Investments and Treasury Committee were incorporated:
 - Review the Company's investment policy and guidelines to ensure they are appropriate and recommend it to the Board for approval.
 - Oversee the implementation of the Company's investments, ensuring compliance with the investment guidelines, including approval of investment transactions in accordance with these guidelines.
- Annually review the Company's investment performance and strategy used to achieve its objectives and recommend to the Board any appropriate changes.
- Oversee investment-related risks taking into account the Company's strategies and risk appetite;
- Delegate authorities to the management to execute investment transactions on behalf of the Company that are consistent with the investment policy and guidelines, as well as consider for approval any proposed investment transactions on behalf of the Company that exceed such delegated authority;
- Evaluate the performance of those delegated by the Committee to perform the assigned duties;

- Consider investment and project development opportunities and present them to the management to perform the necessary research, feasibility, and required due diligence who will then submit such findings to the Committee and recommend it to the Board for approval;
- Perform any such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.
- The Committee is vested with the widest powers to decide on all investment and treasury matters. The scope will encompass the investment, the cash and liquidity management and the mitigation of its operational, financial and reputational risk. It also includes the collections, disbursements, trading in bonds, stock and equity, debt, sukuk, deposits with banks and financial institution for short terms, and other matters that comes under the treasury as per the international standards.
- The Committee shall be composed of a minimum of three members. The Committee shall meet either physically or via phone or conference call whenever needed and all decision will be passed by the simple majority of the members of the Committee. The Committee will confirm the resolutions by minutes of meeting signed by all of the attendees.

Name	Job title	Legal capacity
Mr. Ajit Joshi	Was Chairman till 03/11/2023	Non-executive / Non-independent
Mr. Jasim Al Ali	Was Member till 18/09/2023	Non-executive / Independent
Mrs. Maha Al Fahim	Was Member till 03/11/2023	Non-executive / Independent

8-C Meetings of the Executive Committee

Ser	Meetings	Ajit Joshi	Jasim Al Ali (Resigned on 18/09/2023)	Maha Alfahim
1	16/02/2023	Could not vote- Conflicting	✓	✓
2	19/05/2023	✓	✓	✓
3	30/08/2023	✓	✓	✗
Total		3	3	2

11- Internal Audit/Control System

9-A Undertaking of the Board of Director's responsibility of the Internal Audit Control Chart

- The Board acknowledges its entire responsibility for the Internal Audit/ Control chart, its review and enforceability.
- The Board assumes the overall responsibility for ensuring that senior management develops and implements effective Internal Audit/Control Chart in order to provide reasonable assurances of the effectiveness and efficiency of the operations, and provides precise financial reports and abides by the provisions of the Decree by Federal Law no. (32) of 2021 pertaining to the commercial companies and the SCA's chairman resolution No. (7/R.M.) of 2016 pertaining to the standards of institutional discipline and governance of public joint stock companies.
- The Board assumes the responsibility for setting reporting policy on breaches as and according to the laws and the SCA's chairman of the board of directors' resolution No. (7/R.M.) of 2016 pertaining to the standards of institutional discipline and governance of public joint stock companies.

9-B Internal Audit Officer

Persons assuming the responsibility of Internal Audit/Control department of the Company and his/her qualifications:

Internal control department			
Name	Title	Appointment date	Qualifications and experiences
VACANT	-	-	-

IA / Compliance officer is in the process of being hired*

9-C Compliance Officer

Compliance Officer			
Name	Title	Appointment date	Qualifications and experiences
Ziad Naji Touma	Compliance Officer	01/05/2017 till 25/03/2023	Degree in law

* IA / Compliance officer is in the process of being hired*

9-D How Internal Audit/Control department handles any significant issues and breaches

The Internal Audit department provided periodic assessment in 2022 regarding the adequacy and effectiveness of Eshraq's processes for controlling its activities and managing its risks. The department is accountable for reporting significant issues related to the processes for controlling the activities of Eshraq, including improvements to those processes. The department conducts Internal Audits in line with the Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors (IIA). The function also has an unrestricted access to the Audit Committee and any critical / significant audit findings are highlighted to the Department and Audit Committee with the corrective actions, responsibility and implementation timeline based on audit recommendations. The department also monitors the actions to be taken by the Management to correct the audit finding to ensure satisfactory implementation of the actions plans. The follow up audits are also conducted at the appropriate level.

9-E Number of Reports issued by the Internal Control Department to the Board of Directors

The Internal Audit department did not perform any control during the Year 2023 because of the vacancy of the position of Internal Controller. During the years 2020 and 2021, KPMG has performed the Internal Control role and executed a full in-depth review of the Company and issued reports that the management has implemented during 2022 and 2023. The Company is currently seeking to recruit a full-time head of Internal Control.

And the audit committee has been following on the status of prior years internal control recommendations and that management engaged an independent consultant to update the company's policies and procedures while a head of IA is in the process of being hired.

10- Details of the violations committed during 2023, demonstrating their causes and the manner of their resolution and avoiding repetition in future

No violations were detected or reported during 2023.

11- Cash and in-kind contributions made during 2023 toward the local community Development and environmental conservation

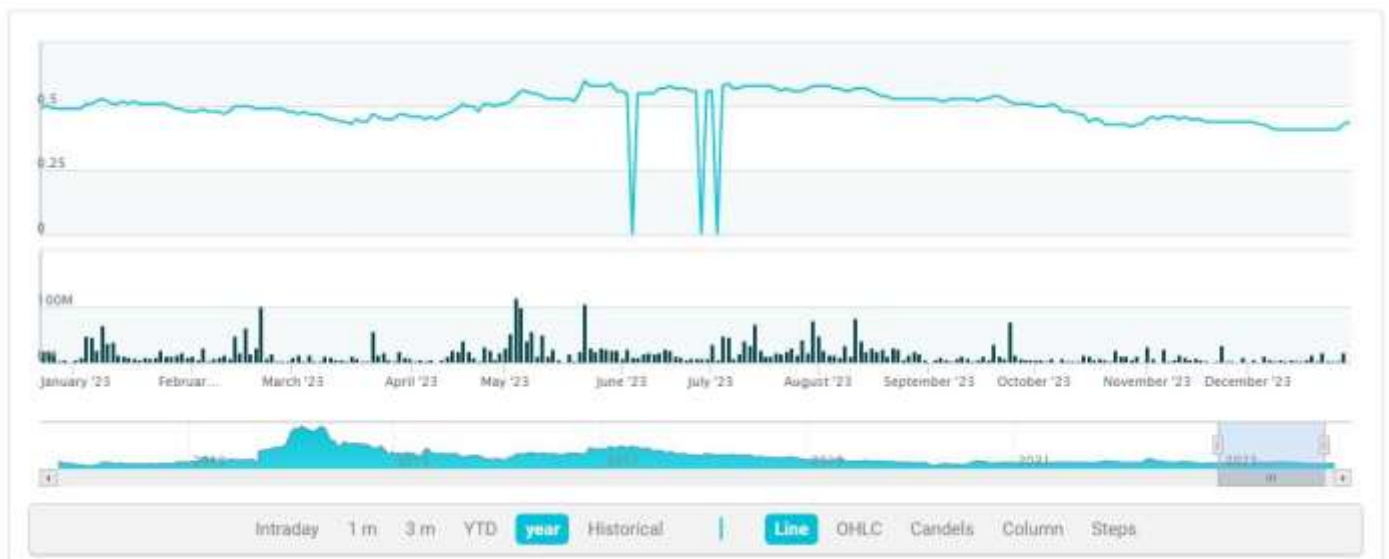
During the year 2023, the Company did not contribute to any monetary and/or in-kind contributions for the development of the local communities and environmental conservation.

12- General information

13-A Company share price in the market (closing price, highest price, lowest price) for each month end during the fiscal year 2023

Month	OPEN (AED)	CLOSE (AED)	HIGH (AED)	LOW (AED)	Value (AED)	No. of shares (Volume)
January 2023	0.492	0.479	0.541	0.466	227,766,376.52	446,136,366
February 2023	0.478	0.483	0.514	0.466	196,267,410.41	400,639,252
March 2023	0.486	0.457	0.486	0.416	118,428,843.89	257,818,400
April 2023	0.463	0.508	0.516	0.450	116,217,639.52	235,790,185
May 2023	0.505	0.562	0.620	0.494	446,952,185.65	804,389,880
June 2023	0.557	0.560	0.589	0.540	130,034,429.02	231,424,071
July 2023	0.565	0.583	0.599	0.550	340,244,147.69	589,233,594
August 2023	0.589	0.525	0.595	0.524	282,802,536.59	503,713,153
September 2023	0.525	0.508	0.546	0.505	128,361,097.07	243,813,220
October 2023	0.510	0.435	0.516	0.422	74,582,938.85	164,438,417
November 2023	0.442	0.440	0.471	0.436	75,345,263.86	166,931,198
December 2023	0.440	0.438	0.446	0.403	58,761,312.90	140,806,324

13-B Share comparative performance to market index and Company's related sector index to which the Company belongs during year 2023



13-C Statement of the shareholders ownership distribution as on 31/12/2023 (individuals, companies, governments) classified as follows: local, Gulf, Arab and foreign

Ser.	Shareholders classification	Percentage of owned shares								
		Individuals		Companies		Government		Total		
		Total Shares	Total Investor	Total Shares	Total Investor	Total Shares	Total Investor	Total Shares	Total Investor	Shares Percentage
1	Local	896,295,862	1,943	1,392,126,080	39	300,000	1	2,288,721,942	1,983	81.1479
2	GCC	109,424,924	97	89,218,957	22	-	-	198,643,881	119	7.0430
3	Arab	141,510,688	784	4,322,889	10	-	-	145,833,577	794	5.1706
4	Foreign	53,630,159	426	133,603,538	40	-	-	187,233,697	466	6.6385
	Total	1,200,861,633	3,250	1,619,271,464	111	300,000	1	2,820,433,097	3,362	100.0000

13-D Statement of shareholders owning 5% or more of the Company's capital as of 31/12/2023

Ser.	Investor	Number of owned shares	Ratio
1	Abu Dhabi Financial Group (ADFG)	493,514,353	17.4978%
2	Ajman Bank PJSC	276,018,577	9.7864%

13-E Distribution of shareholders by size of equity as of 31/12/2023

Ser.	Share (s) ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the capital
1	Less than 50,000	1,625	23,654,677	0.8387
2	From 50,000 to less than 500,000	1,289	212,846,793	7.5466
3	From 500,000 to less than 5,000,000	379	478,953,319	16.9816
4	More than 5,000,000	69	2,104,978,308	74.6332
	Total	3,362	2,820,433,097	100.0000

13-F Procedures taken pertaining to investors relations controls

Investors' relations officer name	Mohammad Al Bazaieh
Tel:	02/6354854
Mobile:	054/7929157
Fax:	02/6354864
Email address :	IR@eshraquae.com
Investors relations link on Company website	https://eshraquae.com/contact-IR/

13-G Special resolutions presented to the General Assembly held in 2023 and the procedures taken thereon

On 28/04/2023 (adjourned meeting), the Company's General Assembly approved by special resolution, among others, the following:

- Approve the donation of the plots owned by the Company, and namely RT2-C1, RT2-C2, RT2-C3 (built), RT2-C15, RT2-C15a and RT2-C16 all in Al reem island, and Plot no. C2- Sas Al Nakhl (Umm Al Nar) District, each to a special purpose vehicle fully owned by the Company to facilitate the development of such plots.
- On 31/10/2023 (adjourned meeting), the Company's General Assembly approved by special resolution, among others, the following:
- Approve, by way of a Special Resolution to amend article 19 (a) of the articles of association of the Company, as follows:

Article 19 (a) before Amendment

The Company shall be managed by a Board of Directors consisting of seven (7) to be elected by the Shareholders' General Assembly by secret cumulative voting.

Article 19 (a) after Amendment

The Company shall be managed by a Board of Directors consisting of five (5) to be elected by the Shareholders' General Assembly by secret cumulative voting.

- Discuss and approve to propose to the voting of the General Assembly the cross listing of the shares of the Company on Saudi exchange Tadawul-KSA and grant powers.
 - Elections of the Board of Directors of the Company replacing the resigned members of the Board of Directors.

The following individuals were elected as new Board members of the Company:

Mr. Fahad Abdulqader Alqassim

Mr. Jacques Elias Fakhouri

- Discharge the resigned members of the Board of Directors.

The MOA was amended accordingly following the certificate issued by the Securities and Commodities Authority, No other special resolutions were presented to the General Assembly during the year 2023.

13-H Board Secretary/Rapporteur

Board Secretary/Rapporteur			
Name	Title	Appointment date	Qualifications & experiences
Mohammad Al Bazaieh	Corporate / Board Secretary	01/02/2023	Bachelor of Business Administration, and master's degree in political science and international Comparative Studies

During the year 2023, the Board Secretary organized the Board and committee meetings, arranged for the convocation and distribution of Board materials, communicated with the Board Members, arranged the agenda of such meetings. Similarly, the Board Secretary arranged for the General Assembly meetings. On April 28, 2023, and October 31, 2023

13-I Statement of significant events that occurred during the year 2023

The Company did not encounter any significant events during the year 2023 that would affect its operation other than what has been disclosed in the present document such as the acquisition of the Goldilocks Investment Company Ltd fund, the cancellation of all accumulated losses and the increase of the capital.

13-J Emiratization ratios

During the year 2023, the company appointed a CEO, a UAE National, and looks forward to further increasing the Emiratization ratio in the future.

13-K Innovations

The Company did not develop any Innovation during the year 2023.

Conclusion

<p>Chairman of the Nomination and Remuneration Committee Maha Al Fahim</p> <p>DocuSigned by: <i>Maha Al Fahim</i></p> <p>March 29 2024</p>	<p>Chairman of the Audit Committee Jacques Elias Fakhouri</p> <p>DocuSigned by: <i>Jacques Elias Fakhouri</i></p> <p>March 29 2024</p>
<p>Chairman of the Board of Directors Fahad Abdelqader Al Qassim</p> <p>DocuSigned by: <i>Fahad Abdelqader Al Qassim</i></p> <p>March 29 2024</p>	

