



شركة ولاء للتأمين التعاوني
Walaa Cooperative Insurance Co.

Supporting Document for

Agenda Item 1 to 3

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
FOR THE YEAR ENDED DECEMBER 31, 2020**

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT
FOR THE YEAR ENDED DECEMBER 31, 2020

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Certified Public Accountants
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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Walaa Cooperative Insurance Company
(A Saudi Joint Stock Company)

Opinion

We have audited the financial statements of **Walaa Cooperative Insurance Company** (A Saudi Joint Stock Company) (the "Company"), which comprise the statement of financial position as at December 31, 2020, the statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Certified Public Accountants (SOCPA).

Basis for Opinion

We conducted our audit in accordance with the International Standards on Auditing ("ISA") that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the key matters below, a description of how our audit addressed the matters is provided in that context.



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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALAA COOPERATIVE INSURANCE COMPANY (CONTINUED)

Key Audit Matters (continued)

The key audit matters	How the matter was addressed in our audit
<p><u>Business combination</u></p> <p><i>a. Merger accounting</i></p> <p>During the year ended December 31, 2020, the shareholders of the Company, in the EGM held on January 27, 2020 corresponding to 2 Jumada II 1441H approved the proposed merger of the Company and MetLife AIG ANB Cooperative Insurance Company ("MetLife"), through the issuance of 0.6577614444444444 new shares in the Company for each share in MetLife subject to the terms and conditions of the Merger Agreement. Further to the receipt of regulatory approvals, on February 29, 2020, the Company completed a statutory merger with MetLife. On this date, the net assets and business activities of MetLife were transferred to the Company in exchange for newly issued shares of the Company. Walaa completed the merger with MetLife for a total purchase consideration of SAR 191.6 million with a provisional fair value of intangibles (including goodwill) recognized in the business combination amounted to SAR 57.5 million. This transaction has been accounted for in accordance with IFRS 3 Business Combinations ("IFRS 3") using the acquisition method.</p> <p>A purchase price allocation ("PPA") carried out as part of the business combination requires significant management judgment in determining the fair values of assets acquired and liabilities assumed, including intangible assets which are inherently judgmental due to the specialised nature of most intangible assets and the subjectivity of the assumptions used to appropriately value them.</p> <p>We consider this area as a key audit matter because of:</p> <ul style="list-style-type: none"> - the scale of the merger transaction and the PPA exercise conducted; - the subjectivity and judgment inherent in determining the fair values of the assets acquired (including intangible assets) and the liabilities assumed; and - the accuracy and completeness of the data used to calculate the components of the PPA; and the related financial statement disclosures. <p><i>Refer to the summary of significant accounting policies note 3 and for business combination, intangibles and goodwill notes 4, 5 which contain the disclosure of purchase consideration, valuation approach and methodologies for other intangibles, identifiable assets acquired and liabilities assumed and purchase price allocation.</i></p>	<p>We analysed the identification of different CGUs and assessed whether these were appropriate in line with our understanding of the business and are consistent with the internal reporting of the business.</p> <p>Furthermore, we assessed the reasonableness of allocation of goodwill to each identified CGU.</p> <p>We reviewed the annual operating plans and ensured they were consistently applied in the goodwill impairment assessment conducted by the management.</p> <p>We involved our specialists and assessed the reasonableness of the calculations and the underlying assumptions, including cash flow projections and discount rates used.</p> <p>We assessed the adequacy of disclosures in the financial statements.</p>



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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALAA COOPERATIVE INSURANCE COMPANY (CONTINUED)

Key Audit Matters (continued)

The key audit matters	How the matter was addressed in our audit
<p>Business combination (continued)</p> <p><i>b. Valuation of Goodwill</i></p> <p>As at 31 December 2020, goodwill amounting to SAR 24.4 million has been recognised in the statement of financial position arising from the PPA exercise conducted by management as a result of the completion of the MetLife merger transaction on 29 February 2020.</p> <p>Goodwill is subject to an annual impairment assessment. Management reviews goodwill for impairment annually, and assesses the recoverable amount of the cash generating unit (or a group of cash generating units) to which the goodwill is related. As per IAS 36, an impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.</p> <p>We considered this as a key audit matter, as the estimation of recoverable value of the CGU involve the application of management judgment and estimation.</p> <p><i>Refer to the significant accounting policies note 3 to the financial statements, and note 5 which explain the valuation methodology used by the Company and critical judgment and estimates.</i></p>	<p>We evaluated the competence, capabilities and objectivity of the management's expert by examining their professional qualifications and experiences and assessing their relationship with the entity.</p> <p>We evaluated the source data of significance to the management's expert's work for relevance, completeness and accuracy by performing the following procedures:</p> <ul style="list-style-type: none"> - Inquired of the expert to determine how the expert has obtained satisfaction that the data used is relevant, complete and accurate; - Reviewed the data for completeness and internal consistency; and - Agreed the data to supporting documentation. <p>We involved our specialists and assessed the reasonableness of the calculations and the underlying assumptions, including cash flow projections and discount rates used.</p> <p>We gained an understanding and evaluated methods and assumptions that are significant to the management's expert's work for their relevance and reasonableness by reviewing the expert's report and cross checked their consistency with other audit evidence.</p>



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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALAA COOPERATIVE INSURANCE COMPANY (CONTINUED)

Key Audit Matters (continued)

The key audit matters	How the matter was addressed in our audit
<p>Valuation of technical reserves</p> <p>The Company as at December 31, 2020 has gross technical reserves amounting to SR 578.09 million as reported in Note 11 of the financial statements, which includes outstanding claims, claims incurred but not reported (IBNR), mathematical reserves, additional premium and other technical reserves.</p> <p>The Company uses a range of actuarial methodologies to estimate these claims. This requires significant judgments relating to factors and assumptions such as inflation, claims development pattern and regulatory requirements.</p> <p>The valuation of technical reserves is a key judgmental area for the management given the level of subjectivity inherent in estimating the impact of claim events that have occurred for which the ultimate outcome remains uncertain.</p> <p>Due to the significance of the amounts involved and the exercise of significant judgment by the management in the process for determination of the technical reserves, we have determined it to be a key audit matter.</p> <p><i>Refer to notes 2(d)(i) which discloses the estimated liability arising from claims under insurance contracts and note 3(vi) which discloses accounting policies for claims.</i></p>	<p>We evaluated the design and tested the implementation of key controls over the Company's processes for claims processing and payment, including controls over the completeness and accuracy of the claim estimates recorded.</p> <p>We evaluated the appropriateness of the reserving methodologies used in estimating the insurance claim liability as part of our substantive procedures.</p> <p>We performed substantive tests on the amounts recorded for a sample of claims notified and paid; including comparing the outstanding claims amount to appropriate source documentation to evaluate the valuation of outstanding claims and technical reserves.</p> <p>To challenge management's methodologies and assumptions, we were assisted by an actuary engaged by us as auditor's expert to understand and evaluate the Company's actuarial practices and the provisions established. In order to gain comfort over the actuarial report issued by management's expert, our actuary performed the following:</p> <ul style="list-style-type: none"> - Evaluated whether the Company's actuarial methodologies were consistent with those used in the industry and with prior periods, seeking sufficient justification for significant differences. - Assessed key actuarial assumptions including claims ratios, and expected frequency and severity of claims. We challenged these assumptions by comparing them with our expectations based on the Company's historical experience, current trends and our own industry knowledge. - Reviewed the appropriateness of the calculation methods and approach along with the assumptions used and sensitivities to the key assumptions. <p>We also assessed the appropriateness of the financial statements disclosures relating to this matter against the requirements of IFRS.</p>

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALAA COOPERATIVE INSURANCE COMPANY (CONTINUED)

Other Information

The Board of Directors of the Company (the "Directors") are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

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

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Directors and Those Charged with Governance for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with the IFRSs that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies, and the Company's by-laws, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WALAA COOPERATIVE INSURANCE COMPANY (CONTINUED)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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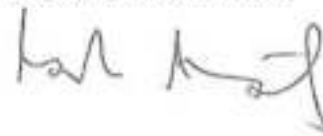


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Mohamed El Ayouty
 Certified Public Accountant
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11 Rajab, 1442
 February 23, 2021

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2020

	Notes	2020	2019
SAR'000			
ASSETS			
Cash and cash equivalents	9	687,297	560,925
Short term deposits	9	217,274	341,074
Long term deposits		50,000	-
Premiums and reinsurers' receivable – net	10	333,020	150,094
Reinsurers' share of unearned premiums	11.2	363,490	274,137
Reinsurers' share of outstanding claims	11.1	162,891	97,837
Reinsurers' share of claims incurred but not reported	11.1	57,700	44,218
Reinsurers' share of mathematical reserves		138,959	-
Deferred policy acquisition costs	11.3	25,355	16,733
Investments	8	515,790	404,248
Due from insurance operations		86,072	12,312
Prepaid expenses and other assets		90,243	49,205
Property and equipment, net	6	14,240	17,350
Intangible assets	5 & 7	34,720	1,128
Goodwill	5	24,415	-
Statutory deposit		64,640	52,800
Accrued income on statutory deposit		10,114	5,607
Accrued commission income	9	3,882	5,059
TOTAL ASSETS		2,880,102	2,032,727


Chief Financial Officer


Chief Executive Officer


Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT DECEMBER 31, 2020

	Notes	2020	2019
		SAR'000	
LIABILITIES			
Policyholders claims payable		34,794	20,876
Accrued and other liabilities	13	152,190	97,270
Reinsurers' balances payable		232,814	173,378
Unearned premiums	11.2	789,964	637,828
Unearned reinsurance commission	11.3	20,472	14,086
Outstanding claims	11.1	233,498	140,433
Claims incurred but not reported	11.1	170,977	192,740
Gross mathematical reserves		138,959	-
Additional premium reserves	11.1	26,010	4,970
Other technical reserves	11.1	8,642	29,700
Due to shareholders' operations		86,072	12,312
End-of-service indemnities	15	21,724	17,906
Zakat and income tax	20	28,864	15,578
Accrued commission income payable to SAMA		10,114	5,607
Surplus distribution payable	14	9,774	3,491
TOTAL LIABILITIES		1,964,868	1,366,175
EQUITY			
Share capital	21	646,397	528,000
Share premium	21	103,277	30,108
Statutory reserve		63,327	53,102
Retained earnings		81,304	40,406
Fair value reserve on investments - available-for-sale	8	21,989	17,650
TOTAL SHAREHOLDERS' EQUITY		916,294	669,266
Re-measurement reserve for end-of-service indemnities – related to insurance operations	15	(1,060)	(2,714)
TOTAL EQUITY		915,234	666,552
TOTAL LIABILITIES AND EQUITY		2,880,102	2,032,727
Commitments and contingencies	12	-	-


Chief Financial Officer


Chief Executive Officer


Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020

	Notes	2020	2019
		SAR'000	
REVENUES			
Gross premiums written			
- Direct		1,464,055	1,215,024
- Reinsurance		8,648	370
	11.2	1,472,703	1,215,394
Reinsurance premiums ceded			
- Local ceded		(11,866)	(9,826)
- Foreign ceded		(597,154)	(455,204)
	11.2	(609,020)	(465,030)
Excess of loss expenses	11.2	(13,747)	(14,848)
Net premiums written		849,936	735,516
Changes in unearned premiums	11.2	(109,854)	(101,220)
Changes in reinsurers' share of unearned premiums	11.2	56,530	78,575
Net premiums earned		796,612	712,871
Reinsurance commissions	11.3	41,047	24,334
Other underwriting income		11,218	2,267
TOTAL REVENUES		848,877	739,472
UNDERWRITING COSTS AND EXPENSES			
Gross claims paid		592,437	597,784
Surrenders and maturities		16,507	-
Expenses incurred related to claims		33,602	35,937
Reinsurers' share of claims paid		(66,180)	(50,747)
Net claims and other benefits paid		576,366	582,974
Changes in outstanding claims	11.1	72,653	(41,071)
Changes in reinsurance share of outstanding claims	11.1	(47,806)	26,801
Changes in claims incurred but not reported	11.1	(47,807)	(5,020)
Changes in reinsurance share of claims incurred but not reported	11.1	4,012	(2,680)
Net claims and other benefits incurred		557,418	561,004
Additional premium reserves	11.1	21,040	(3,555)
Other technical reserves	11.1	(22,467)	3,321
Policy acquisition costs	11.3	48,229	42,656
Other underwriting expenses		32,365	26,035
TOTAL UNDERWRITING COSTS AND EXPENSES		636,585	629,461
NET UNDERWRITING INCOME		212,292	110,011


Chief Financial Officer


Chief Executive Officer


Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

	Notes	2020	2019
		SAR'000	
<u>OTHER OPERATING (EXPENSES) / INCOME</u>			
(Allowance for)/ Reversal of doubtful debts	10	(8,155)	2,834
General and administrative expenses	26	(141,849)	(115,103)
Commission income on investments	27	14,944	25,623
Dividend and realized gain on investments	27	3,019	1,137
TOTAL OTHER OPERATING EXPENSES		(132,041)	(85,509)
Total income for the year before zakat and income tax & surplus attribution		80,251	24,502
Zakat	20	(20,380)	(1,543)
Income tax	20	(1,122)	(241)
TOTAL INCOME FOR THE YEAR		58,749	22,718
Net income attributed to the insurance operations	29	(7,626)	(1,343)
Net income attributable to the shareholders		51,123	21,375
Earnings per share (EPS) (expressed in SAR per share)			
Basic and diluted EPS	23	0.82	0.40
Weighted average number of ordinary outstanding shares (in 'thousands)		62,699	52,800


 Chief Financial Officer


 Chief Executive Officer


 Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020

	Notes	2020	2019
		SAR'000	
Total income for the year		58,749	22,718
Other comprehensive income / (loss)			
<i>Items that will not be reclassified to statement of income in subsequent years</i>			
Actuarial gain/ (loss) for end-of-service indemnities	15	356	(498)
<i>Items that are or may be reclassified to statements of income in subsequent years</i>			
Available for sale investments:			
- Net change in fair value	8	3,839	21,068
- Net amounts transferred to statement of income	27	500	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		63,444	43,288
Net comprehensive income attributed to the insurance operations		(7,982)	(845)
Net comprehensive income for the year attributable to the shareholders		55,462	42,443



Chief Financial Officer



Chief Executive Officer



Board Member

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WALAA COOPERATIVE INSURANCE COMPANY
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STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020

Notes	Related to shareholders							Total equity	
	Share capital	Share premium	Statutory reserve	Retained earnings	Fair value reserve on investments	Total shareholders' equity	Re-measurement reserve for end-of-service indemnities		
	SAR '000								
January 1, 2020	528,000	30,108	53,102	40,406	17,650	669,266	(2,714)	666,552	
Total comprehensive income for the year									
Unrealized fair value changes on available-for-sale investments, net	8	-	-	-	3,839	3,839	-	3,839	
Actuarial gain for end-of-service indemnities - related to insurance operations	15	-	-	-	-	-	356	356	
Re-measurement reserve added due to merger		-	-	-	-	-	1,298	1,298	
Transfer to statement of income		-	-	-	500	500	-	500	
Net income for the year attributable to shareholders		-	-	51,123	-	51,123	-	51,123	
Total comprehensive income for the year attributable to shareholders		-	-	51,123	4,339	55,462	1,654	57,116	
Issuance of shares	4	118,397	-	-	-	118,397	-	118,397	
Share Premium		-	73,169	-	-	73,169	-	73,169	
Transfer to statutory reserve		-	-	10,225	(10,225)	-	-	-	
December 31, 2020		646,397	103,277	63,327	81,304	21,989	916,294	(1,060)	915,234


Chief Financial Officer


Chief Executive Officer



Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

	Notes	Related to shareholders					Total shareholders' equity	Re-measurement reserve for end-of-service indemnities	Total equity
		Share capital	Share premium	Statutory reserve	Retained earnings	Fair value reserve on investments			
		SAR '000							
January 1, 2019		440,000	30,108	48,827	155,306	(3,418)	670,823	(2,216)	668,607
Total comprehensive income for the year									
Unrealized fair value changes on available-for-sale investments, net	8	-	-	-	-	21,068	21,068	-	21,068
Actuarial losses for end-of-service indemnities - related to insurance operations	15	-	-	-	-	-	-	(498)	(498)
Net income for the period attributable to shareholders		-	-	-	21,375	-	21,375	-	21,375
Total comprehensive income for the year attributable to Shareholders		-	-	-	21,375	21,068	42,443	(498)	41,945
Bonus shares	22	88,000	-	-	(88,000)	-	-	-	-
Dividend		-	-	-	(44,000)	-	(44,000)	-	(44,000)
Transfer to statutory reserve		-	-	4,275	(4,275)	-	-	-	-
December 31, 2019		528,000	30,108	53,102	40,406	17,650	669,266	(2,714)	666,552


Chief Financial Officer


Chief Executive Officer


Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2020

	2020	2019
	SAR'000	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income for the year before zakat and income tax	80,251	24,502
Adjustments for non-cash items:		
Depreciation of property and equipment	8,816	6,999
Amortization of intangible assets	733	507
Allowance for/ (reversal of) doubtful debts	8,155	(2,834)
Dividend and realized gain on investments, net	(3,019)	(1,137)
Commission income on investments	(14,944)	(25,623)
Provision for end-of-service indemnities	3,849	3,660
Finance cost	178	196
Changes in operating assets and liabilities:		
Premiums and reinsurers' receivable	(164,020)	52,597
Reinsurers' share of unearned premiums	(56,530)	(78,575)
Reinsurers' share of outstanding claims	(47,806)	26,801
Reinsurers' share of claims incurred but not reported	4,012	(2,680)
Reinsurers' share of mathematical reserves	16,230	-
Deferred policy acquisition costs	(5,905)	6,837
Prepaid expenses and other assets	(29,551)	(16,504)
Policyholders claims payable	7,580	4,164
Accrued and other liabilities	51,245	(37,501)
Reinsurers' balances payable	24,356	32,481
Unearned premiums	109,854	101,220
Unearned reinsurance commission	1,021	1,643
Outstanding claims	72,653	(41,071)
Claims incurred but not reported	(47,807)	(5,020)
Gross mathematical reserves	(16,230)	-
Additional premium reserves	21,040	(3,555)
Other technical reserves	(22,467)	3,321
	1,694	50,428
End-of-service indemnities paid	(955)	(874)
Zakat and income tax paid	(12,064)	(14,738)
Net cash (used in)/ generated from operating activities	(11,325)	34,816
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions in intangible assets	(967)	(301)
Additions in investments, net	(103,528)	(220,304)
Commission income received on investments	16,121	25,001
Dividend received on investments	2,519	1,137
Cash and cash equivalents acquired through business combination	43,589	-
Disposals/ (additions) of short term deposits	126,851	(341,074)
Disposals in long term deposits	39,000	-
Additions in property and equipment	(4,975)	(4,050)
Net cash generated from/ (used in) investing activities	118,610	(539,591)



Chief Financial Officer



Chief Executive Officer



Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

	2020	2019
	SAR*000	
CASH FLOWS FROM FINANCING ACTIVITIES		
Net change in statutory deposits	23,160	(8,800)
Dividend paid	-	(44,000)
Lease liability paid	(4,073)	(3,829)
Net cash generated from/ (used in) financing activities	19,087	(56,629)
Net change in cash and cash equivalents	126,372	(561,404)
Cash and cash equivalents, beginning of the year	560,925	1,122,329
Cash and cash equivalents, end of the year	687,297	560,925
<u>Non-cash information</u>		
Unrealized changes in fair value of available-for-sale investments	3,839	21,068
Actuarial gain/ (loss) for end-of-service indemnities	356	(498)



Chief Financial Officer



Chief Executive Officer



Board Member

The accompanying notes 1 to 31 form an integral part of these financial statements.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2020

1. ORGANISATION AND PRINCIPAL ACTIVITIES

Walaa Cooperative Insurance Company (a Joint Stock Company incorporated in Kingdom of Saudi Arabia), “the Company”, was formed pursuant to Royal Decree No. (S/114) dated 02/05/1428H. The Company operates under UNN 7001526578 (formerly Commercial Registration no. 2051034982) dated Jumada II 19, 1428H corresponding to July 4, 2007. The registered address of the Company's head office is as follows:

Walaa Cooperative Insurance Company
Head Office
4513, Adh Dhahran Al Khubar Al Janubiyah
Unit No: 8, Al-Khobar 34621-8615
Kingdom of Saudi Arabia

The purpose of the Company is to transact cooperative insurance operations and all related activities including reinsurance and agency activities. Its principal lines of business include medical, motor, marine, fire, engineering, energy, aviation, casualty insurance and protection & savings.

On 2 Jumada II, 1424H, corresponding to July 31, 2003, the Law on the Supervision of Cooperative Insurance Companies (“Insurance Law”) was promulgated by Royal Decree Number (M/32). On 28 Jumada II, 1429H corresponding to July 2, 2008, the Saudi Central Bank (“SAMA”), as the principal authority responsible for the application and administration of the Insurance Law and its Implementing Regulations, granted the Company a license number (TMN/16/2008) to transact insurance activities in the of Saudi Arabia.

The Board of Directors approved the distribution of the surplus from insurance operations in accordance with the Implementing Regulations issued by SAMA, whereby the shareholders of the Company are to receive 90% of the annual surplus from insurance operations and the policyholders are to receive the remaining 10%. Any deficit arising on insurance operations is transferred to the shareholders’ operations in full.

In 2018, the Company obtained Saudi Central Bank letter No.6813/41 dated 03/07/2018 approving the opening of 47 points of sales located around the Kingdom. In relation with the opening of these new sales points, the Company has signed a memorandum of understanding with a local entity to source trained staff and assist in identifying favorable locations to expand the Company’s retail branch network.

The General Assembly on May 29, 2018 approved 10% bonus share, as a result the share capital of the Company has increased from SAR 400 million to SAR 440 million. Further, during 2019, the Extraordinary General Assembly (EGM) approved to increase share capital of the Company by issuing 8.8 million bonus shares, as a result the share capital of the Company has increased from SAR 440 million to SAR 528 million (refer note 22). Legal formalities regarding updating of the Commercial Registration and Articles of Association of the Company were completed during 2019.

During the year, the share capital increased from SAR 528 million to SAR 646.4 million by issuing of 11.8 million new shares to acquire MAA (refer note 4).

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

2. BASIS OF PREPARATION

(a) Basis of presentation and measurement

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Certified Public Accountants (“SOCPA”) and the Regulations for Companies in the Kingdom of Saudi Arabia.

On July 23, 2019, SAMA instructed the insurance companies in the Kingdom of Saudi Arabia to account for the zakat and income taxes in the statement of income. This aligns with the IFRS and its interpretations as issued by the International Accounting Standards Board (“IASB”) as endorsed in the Kingdom of Saudi Arabia.

These financial statements are prepared under the going concern basis and the historical cost convention, except for the measurement at fair value of available-for-sale investments and end of service benefits. The Company’s statement of financial position is not presented using a current/non-current classification. Except for property and equipment, intangible assets, goodwill, long term deposits, statutory deposit, held to maturity investments (included in investments), lease liabilities (included in accrued other liabilities) and end-of-service benefits all other assets and liabilities are of short-term nature, unless, stated otherwise.

The Company presents its statement of financial position in order of liquidity. As required by the Saudi Arabian Insurance Regulations, the Company maintains separate books of accounts for Insurance Operations and Shareholders’ Operations and presents the financial statements accordingly (Note 29). Assets, liabilities, revenues and expenses clearly attributable to either activity are recorded in the respective accounts. The basis of allocation of expenses from joint operations is determined and approved by the management and the Board of Directors.

The statement of financial position, statements of income, statement of comprehensive income and cash flows of the insurance operations and shareholders’ operations which are presented in Note 29 of the financial statements have been provided as supplementary financial information and to comply with the requirements of the guidelines issued by SAMA implementing regulations. SAMA implementing regulations require the clear segregation of the assets, liabilities, income and expenses of the insurance operations and the shareholders’ operations. Accordingly, the statements of financial position, statements of income, comprehensive income and cash flows prepared for the insurance operations and shareholders operations as referred to above, reflect only the assets, liabilities, income, expenses and comprehensive gains or losses of the respective operations. (Note 29)

In preparing the Company-level financial statements in compliance with IFRS, the balances and transactions of the insurance operations are amalgamated and combined with those of the shareholders’ operations. The accounting policies adopted for the insurance operations and shareholders’ operations are uniform for like transactions and events in similar circumstances.

(b) Functional and presentation currency

These financial statements have been presented in Saudi Arabian Riyals (SAR), which is also the functional currency of the Company. All financial information presented in Saudi Arabian Riyal has been rounded to the nearest thousands, except where otherwise indicated.

(c) Fiscal year

The Company follows a fiscal year ending December 31.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

2. BASIS OF PREPARATION (CONTINUED)

(d) Critical accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates and judgments are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

Estimates and judgments are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Following are the accounting judgments and estimates that are critical in preparation of these financial statements:

i) The ultimate liability arising from claims made under insurance contracts

The estimation of the ultimate liability arising from claims made under insurance contracts is the Company's most critical accounting estimate. There are several sources of uncertainty that need to be considered in the estimate of the liability that the Company will ultimately pay for such claims. Estimates are made at the end of the reporting year both for the expected ultimate cost of claim reported and for the expected ultimate costs of claims incurred but not reported ("IBNR"). Liabilities for unpaid reported claims are estimated using the input of assessments for individual cases reported to the Company. At the end of each reporting year, prior year claims estimates are reassessed for adequacy and changes are made to the provision. The provision for outstanding claims, as at December 31, is also verified by an independent actuary.

The provision for claims incurred but not reported (IBNR) is an estimation of claims which are expected to be reported subsequent to the date of statement of financial position, for which the insured event has occurred prior to the date of statement of financial position. The primary technique adopted by management in estimating the cost of notified and IBNR claims is that of using the past claims settlement trends to predict future claims settlement trends. A range of methods such as Chain Ladder Method, Bornhuetter-Ferguson Method and Expected Loss Ratio Method are used by the actuaries to determine these provisions. The actuary had also used a segmentation approach including analyzing cost per member per year for medical line of business. Underlying these methods are a number of explicit or implicit assumptions relating to the expected settlement amount and settlement patterns of claims.

ii) Impairment of financial assets

The Company determines that financial assets are impaired when there has been a significant or prolonged decline in the fair value of the financial assets below its cost. The determination of what is significant or prolonged requires judgment. Generally, a period of twelve months or longer is considered to be prolonged and a decline of 30% from original cost is considered significant as per Company policy. In making this judgment, the Company evaluates among other factors, the normal volatility in share price, the financial health of the investee, industry and sector performance, changes in technology, and operational and financing cash flows.

iii) Impairment of receivables

A provision for impairment of receivables and reinsurance receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the receivable is impaired.

iv) Fair value of financial instruments

Fair values of available-for-sale investments are based on quoted prices for marketable securities or estimated fair values. The fair value of commission-bearing items is estimated based on discounted cash flows using commission for items with similar terms and risk characteristics.

2. BASIS OF PREPARATION (CONTINUED)

(d) Critical accounting judgments, estimates and assumptions (continued)

iv) Fair value of financial instruments (continued)

The fair value of financial instruments where no active market exists or where quoted prices are not otherwise available are determined by using valuation techniques. In these cases the fair values are estimated from observable data in respect of similar financial instruments or using models. Where market observable inputs are not available, they are estimated if required, based on appropriate assumptions. If required to estimate, certain valuation techniques are applied. Where valuation techniques are used to determine fair values, they are validated and periodically reviewed by qualified personnel independent of those that sourced them. All models are certified before they are used, and models are calibrated to ensure that outputs reflect actual data and comparative market prices. To the extent practical, models use only observable data; however, areas such as credit risk (both own credit risk and counterparty risk), volatilities and correlations require management to make estimates.

v) Impact of Covid-19

On 11 March 2020, the World Health Organisation (“WHO”) declared the Coronavirus (“COVID-19”) outbreak as a pandemic in recognition of its rapid spread across the globe. This outbreak has also affected the GCC region including the Kingdom of Saudi Arabia. Governments all over the world took steps to contain the spread of the virus. Saudi Arabia in particular has implemented closure of borders, released social distancing guidelines and enforced country wide lockdowns and curfews.

In response to the spread of the Covid-19 virus in the GCC and other where the Company operates and its consequential disruption to the social and economic activities in those markets, the Company’s management has proactively assessed its impacts on its operations and has taken a series of proactive and preventative measures and processes to ensure:

- the health and safety of its employees and the wider community where it is operating
- the continuity of its business throughout the Kingdom is protected and kept intact.

The major impact of Covid-19 pandemic is seen in medical and motor line of business as explained below. As with any estimate, the projections and likelihoods of occurrence are underpinned by significant judgment and rapidly evolving situation and uncertainties surrounding the duration and severity of the pandemic, and therefore, the actual outcomes may be different to those projected. The impact of such uncertain economic environment is judgmental, and the Company will continue to reassess its position and the related impact on a regular basis.

Medical technical reserves

Based on the management’s assessment, the management believes that the Government’s decision to assume the medical treatment costs for both Saudi citizens and expatriates has helped in reducing any unfavourable impact. During the lockdown, the Company saw a decline in medical reported claims (majorly elective and non-chronic treatment claims) which resulted in a drop in claims experience. However, subsequent to the lifting of lockdown since 21 June 2020, the Company is experiencing a surge in claims which is in line with the expectations of the Company’s management. The Company’s management has duly considered the impact of surge in claims in the current estimate of future contractual cash flows of the insurance contracts in force as at 31 December 2020 for its liability adequacy test. Based on the results, the Company has booked an amount of SR 5.73 million (31 December 2019: SR 4.7 million) as a premium deficiency reserve.

Motor technical reserves

In response to the Covid-19 pandemic, SAMA issued a circular 189 (the “circular”) dated 08 May 2020 to all insurance companies in the Kingdom of Saudi Arabia. Amongst other things, the circular instructed insurance companies to extend the period of validity of all existing retail motor insurance policies by further two months as well as providing a two-month additional coverage for all new retail motor policies written within one month of this circular.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

2. BASIS OF PREPARATION (CONTINUED)

(d) Critical accounting judgments, estimates and assumptions (continued)

v) Impact of Covid-19 (continued)

The Management, in conjunction with its appointed actuary, deliberated on a variety of internal factors and concluded, that the Company considers the extension of two months in exiting motor policies as new policy and record a premium deficiency reserve based on the expected claims for the extended two months' period.

For new policies written as per above circular, the premium is earned over the period of coverage i.e 14 month as per the Company accounting policy.

The Company has performed a liability adequacy test using current estimates of future cash flows under its insurance contracts at an aggregated (or "segmented") level for motor line of business and recorded a Premium deficiency reserve amounting to SR 20.28 million as at 31 December 2020.

Financial assets

To cater for any potential impacts, the Covid-19 pandemic may have had on the financial assets of the Company, the Company has performed an assessment in accordance with its accounting policy, to determine whether there is an objective evidence that a financial asset or a group of financial assets has been impaired. For debt financial assets, these include factors such as, significant financial difficulties of issuers or debtors, default or delinquency in payments, probability that the issuer or debtor will enter bankruptcy or other financial reorganization, etc. In case of equities classified under available-for-sale, the Company has performed an assessment to determine whether there is a significant or prolonged decline in the fair value of financial assets below their cost.

Based on these assessments, the Company's management believes that the Covid-19 pandemic has had no material effects on Company's reported results for the year ended 31 December 2020. The Company's management continues to monitor the situation closely.

Credit risk management

The Company has strengthened its credit risk management policies to address the fast changing and evolving risks posed by the current circumstances. These include review of credit concentrations at the granular economic sector, region and counterparty level and the Company has taken appropriate action where required. Based on the review, the Company has identified the certain sectors such as government contracting, airlines, retail sector and hospitality industry as being impacted significantly by the Covid-19 pandemic and lower oil prices.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these financial statements are summarised below.

i) New IFRS Standards, IFRIC interpretations and amendments thereof, adopted by the Company

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2020.

Amendments to IFRS 3 – definition of a business

This amendment revises the definition of a business. According to feedback received by the IASB, application of the current guidance is commonly thought to be too complex, and it results in too many transactions qualifying as business combinations.

Amendments to IAS 1 and IAS 8 on the definition of material

These amendments to IAS 1, 'Presentation of financial statements', and IAS 8, 'Accounting policies, changes in accounting estimates and errors', and consequential amendments to other IFRSs: i) use a consistent definition of materiality throughout IFRSs and the Conceptual Framework for Financial Reporting; ii) clarify the explanation of the definition of material; and iii) incorporate some of the guidance in IAS 1 about immaterial information.

Amendments to IFRS 9, IAS 39 and IFRS 7 – Interest rate benchmark reform

These amendments provide certain reliefs in connection with interest rate benchmark reform. The reliefs relate to hedge accounting and have the effect that IBOR reform should not generally, cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the Consolidated Statement of Profit or Loss. These will be considered while implementing of IFRS 17 effective from 1 January 2023.

The adoption of above amendments does not have any material impact on the Financial Statements during the year.

Standards issued but not yet effective

Following are the new standards and amendments to standards which are effective for annual periods beginning on or after 1 January 2021 and earlier application is permitted; however, the Company has not early adopted them in preparing these Financial Statements.

Amendments to IAS 1, 'Presentation of financial statements' on classification of liabilities

These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

i. New IFRS Standards, IFRIC interpretations and amendments thereof, adopted by the Company (Continued)

Amendments to IFRS 3, IAS 16, IAS 37

- IFRS 3, 'Business combinations' update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations.
- IAS 16, 'Property, plant and equipment' prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognise such sales proceeds and related cost in profit or loss.
- IAS 37, 'Provisions, contingent liabilities and contingent assets' specify which costs a company includes when assessing whether a contract will be loss-making.

ii) Annual Improvements to IFRSs 2018–2020 Cycle

These improvements are effective on or after 1 January 2021.

- IFRS 9, 'Financial Instruments' - Clarify the fees a company includes in performing the "10 per cent test" in order to assess whether to derecognise a financial liability.

- IFRS 16, 'Leases' - Remove the potential for confusion regarding lease incentives by amending an Illustrative Example 13 accompanying IFRS 16.

- IAS 41, 'Agriculture' – Align the fair value measurement requirements in IAS 41 with those in other IFRS Standards.

iii) Standards issued but not yet effective

iiia. IFRS 17 – Insurance Contracts

Overview

IFRS 17 has been published on May 18, 2017, it establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 – Insurance contracts.

The new standard applies to insurance contracts issued, to all reinsurance contracts and to investment contracts with discretionary participating features provided the entity also issues insurance contracts. It requires to separate the following components from insurance contracts:

- i. embedded derivatives, if they meet certain specified criteria;
- ii. distinct investment components; and
- iii. any promise to transfer distinct goods or non-insurance services.

These components should be accounted for separately in accordance with the related standards (IFRS 9 and IFRS 15).

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

iiia. IFRS 17 – Insurance Contracts (Continued)

Measurement

In contrast to the requirements in IFRS 4, which permitted insurers to continue to use the accounting policies for measurement purposes that existed prior to January 2015, IFRS 17 provides the following different measurement models:

The General model is based on the following “building blocks”:

- a) the fulfilment cash flows (FCF), which comprise:
- probability-weighted estimates of future cash flows,
 - an adjustment to reflect the time value of money (i.e. discounting) and the financial risks associated with those future cash flows,
 - and a risk adjustment for non-financial risk;
- b) the Contractual Service Margin (CSM). The CSM represents the unearned profit for a group of insurance contracts and will be recognized as the entity provides services in the future. The CSM cannot be negative at inception; any net negative amount of the fulfilment cash flows at inception will be recorded in profit or loss immediately. At the end of each subsequent reporting period the carrying amount of a group of insurance contracts is remeasured to be the sum of:
- the liability for remaining coverage, which comprises the FCF related to future services and the CSM of the group at that date;
 - and the liability for incurred claims, which is measured as the FCF related to past services allocated to the group at that date.

The CSM is adjusted subsequently for changes in cash flows related to future services but the CSM cannot be negative, so changes in future cash flows that are greater than the remaining CSM are recognized in profit or loss. Interest is also accreted on the CSM at rates locked in at initial recognition of a contract (i.e. discount rate used at inception to determine the present value of the estimated cash flows). Moreover, the CSM will be released into profit or loss based on coverage units, reflecting the quantity of the benefits provided and the expected coverage duration of the remaining contracts in the group.

The Variable Fee Approach (VFA) is a mandatory model for measuring contracts with direct participation features (also referred to as ‘direct participating contracts’). This assessment of whether the contract meets these criteria is made at inception of the contract and not reassessed subsequently. For these contracts, the CSM is also adjusted for in addition to adjustment under general model;

- i. changes in the entity’s share of the fair value of underlying items ,
- ii. changes in the effect of the time value of money and financial risks not relating to the underlying items.

In addition, a simplified Premium Allocation Approach (PAA) is permitted for the measurement of the liability for the remaining coverage if it provides a measurement that is not materially different from the general model or if the coverage period for each contract in the group is one year or less. With the PAA, the liability for remaining coverage corresponds to premiums received at initial recognition less insurance acquisition cash flows. The general model remains applicable for the measurement of incurred claims. However, the entity is not required to adjust future cash flows for the time value of money and the effect of financial risk if those cash flows are expected to be paid/received in one year or less from the date the claims are incurred.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

iii) Standards issued but not yet effective (continued)

iiia. IFRS 17 – Insurance Contracts (continued)

Effective date

The IASB issued an Exposure Draft Amendments to IFRS 17 during June 2019 and received comments from various stakeholders. The IASB is currently re-deliberating issues raised by stakeholders. For any proposed amendments to IFRS 17, the IASB will follow its normal due process for standard-setting. The effective date of IFRS 17 and the deferral of the IFRS 9 temporary exemption in IFRS 4, is currently January 1, 2023. Earlier application is permitted if both IFRS 15 – Revenue from Contracts with Customers and IFRS 9 – Financial Instruments have also been applied. The Company intend to apply the standard on its effective date.

Transition

Retrospective application is required. However, if full retrospective application for a group of insurance contracts is impracticable, then the entity is required to choose either a modified retrospective approach or a fair value approach.

Presentation and Disclosures

The Company expects that the new standard will result in a change to the accounting policies for insurance contracts together with amendments to presentation and disclosures.

Impact

The Company is currently in design phase of IFRS 17 implementation which requires developing and designing new processes and procedures for the business including any system developments required under IFRS 17 and detailed assessment of business requirements. Following are the main areas under design phase and status of the progress made so far by the Company:

Major areas of design phase	Summary of progress
Governance and control framework	The Company has put in place a comprehensive IFRS 17 governance program which includes establishing oversight steering committee for monitoring the progress of implementation and assigning roles and responsibilities to various stakeholders
Operational area	The Company is in progress of designing operational aspects of the design phase which includes establishing comprehensive data policy and data dictionary. Also the Company is finalizing architectural designs for various sub-systems. The Company has progressed through assessment of business requirements and currently working on vendor selection while finalizing various process needed for transition and assessment of new resources needed.
Technical and financial area	The Company has completed various policy papers encompassing various technical and financial matters after concluding on policy decisions required under the IFRS 17 standard. The policy decisions are taken after due deliberations among various stakeholders. Currently majority of policy papers have been approved by the Company's IFRS 17 project steering committee.
Assurance plan	The Company is working along with other stakeholders to finalize the assurance plan for transitional and post-implementation periods.
Systems	The Company is considering acquisition of IFRS 17 calculation system to accommodate calculation of Insurance contracts and Reinsurance held contracts inline with IFRS 17.
Financial Impact	The financial impact of adoption of IFRS 17 is not yet fully complete.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

iii) Standards issued but not yet effective (continued)

iiib. IFRS 9 – Financial Instruments

This standard was published on July 24, 2014 and has replaced IAS 39. The new standard addresses the following items related to financial instruments:

Classification and measurement:

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss. A financial asset is measured at amortized cost if both:

- i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (“SPPI”).

The financial asset is measured at fair value through other comprehensive income and realized gains or losses would be recycled through profit or loss upon sale, if both conditions are met:

- i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and for sale and
- ii. the contractual terms of cash flows are SPPI,

Assets not meeting either of these categories are measured at fair value through profit or loss. Additionally, at initial recognition, an entity can use the option to designate a financial asset at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch.

For equity instruments that are not held for trading, an entity can also make an irrevocable election to present in other comprehensive income subsequent changes in the fair value of the instruments (including realized gains and losses), dividends being recognized in profit or loss.

Additionally, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Impairment:

The impairment model under IFRS 9 reflects expected credit losses, as opposed to incurred credit losses under IAS 39. Under the IFRS 9 approach, it is no longer necessary for a credit event to have occurred before credit losses are recognized. Instead, an entity always accounts for expected credit losses and changes in those expected credit losses. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition.

Hedge accounting:

IFRS 9 introduces new requirements for hedge accounting that align hedge accounting more closely with Risk Management. The requirements establish a more principles-based approach to the general hedge accounting model. The amendments apply to all hedge accounting with the exception of portfolio fair value hedges of interest rate risk (commonly referred to as “fair value macro hedges”). For these, an entity may continue to apply the hedge accounting requirements currently in IAS 39. This exception was granted largely because the IASB is addressing macro hedge accounting as a separate project.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

iii) Standards issued but not yet effective (continued)

iiib IFRS 9 – Financial Instruments (continued)

Effective date

The published effective date of IFRS 9 was January 1, 2018. However, amendments to IFRS 4 – Insurance Contracts: Applying IFRS 9 – Financial Instruments with IFRS 4 – Insurance Contracts, published on September 12, 2016, changes the existing IFRS 4 to allow entities issuing insurance contracts within the scope of IFRS 4 to mitigate certain effects of applying IFRS 9 before the IASB’s new insurance contract standard (IFRS 17 – Insurance Contracts) becomes effective. The amendments introduce two alternative options:

1. apply a temporary exemption from implementing IFRS 9 until the earlier of
 - a. the effective date of a new insurance contract standard; or
 - b. annual reporting periods beginning on or after January 1, 2021.. The IASB has extended the effective date of IFRS 17 and the IFRS 9 temporary exemption in IFRS 4 to January 1, 2023. Additional disclosures related to financial assets are required during the deferral period. This option is only available to entities whose activities are predominately connected with insurance and have not applied IFRS 9 previously; or
2. adopt IFRS 9 but, for designated financial assets, remove from profit or loss the effects of some of the accounting mismatches that may occur before the new insurance contract standard is implemented. During the interim period, additional disclosures are required.

The Company has performed a detailed assessment beginning January 1, 2018:

- (1) The carrying amount of the Company’s liabilities arising from contracts within the scope of IFRS 4 (including deposit components or embedded derivatives unbundled from insurance contracts) were compared to the total carrying amount of all its liabilities; and
- (2) the total carrying amount of the company’s liabilities connected with insurance were compared to the total carrying amount of all its liabilities. Based on these assessments the Company determined that it is eligible for the temporary exemption. Consequently, the Company has decided to defer the implementation of IFRS 9 until the effective date of the new insurance contracts standard. Disclosures related to financial assets required during the deferral period are included in the Company’s financial statements.

Impact assessment:

As at December 31, 2020, the Company has total financial assets (including insurance receivables / reinsurance recoverable) and insurance related assets amounting to SR 2,136,366 thousand and SR 1,081,415 thousand, respectively. Currently, financial assets held at amortized cost consist of cash and cash equivalents and certain other receivables amounting to SR 1,844,876 thousand (2019: SR 1,422,838 thousand). Other financial assets consist of available for sale investments amounting to SR 291,390 thousand (2019: SR 254,906 thousand). The Company expect to use the FVOCI classification of these financial assets based on the business model of the Company for debt securities and strategic nature of equity investments. However, the Company is yet to perform a detailed assessment to determine whether the debt securities meet the SPPI test as required by IFRS 9. The company is also in process of building non-performance risk quantification for certain reinsurance held arrangements based on IFRS 9 ECL simplified approach

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

iii) Standards issued but not yet effective (continued)

iiib IFRS 9 – Financial Instruments (continued)

Investment in funds classified under available for sale investments will be at FVSI under IFRS 9. As at December 31, 2020 debt securities are measured at fair value of SR 224,400 thousand with changes in fair value during the year of nil. Other financial assets have a fair value of SR 26,298 thousand as at December 31, 2020 with a fair value change during the year of nil. Credit risk exposure, concentration of credit risk and credit quality of these financial assets are mentioned in note 28. The Company financial assets have low credit risk as at December 31, 2020 and 2019. The above is based on high-level impact assessment of IFRS 9. This preliminary assessment is based on currently available information and may be subject to changes arising from further detailed analyses or additional reasonable and supportable information being made available to the Company in the future. Overall, the Company expects some effect of applying the impairment requirements of IFRS 9: However, the impact of the same is not expected to be significant. At present it is not possible to provide reasonable estimate of the effects of application of this new standard as the Company is yet to perform a detailed review.

iv) Insurance contracts

The Company issues insurance contracts that transfer insurance risk. Insurance contracts are those contracts where the insurer accepts significant insurance risk from the policyholder by agreeing to compensate the policyholder if a specified uncertain future event adversely affects the policyholder. As a general guideline, the Company determines whether it has significant insurance risk, by comparing benefits paid with benefits payable if the insured event did not occur.

v) Revenue Recognition

Recognition of premium and commission revenue

Premiums and commission are recorded in the statement of income based on 365 days pro rata method except for long term policies (construction and engineering) and marine cargo. Unearned premiums are calculated on a straight line method over the insurance policy coverage except for:

- Last three months premium at a reporting date is considered as unearned in respect of marine cargo;
- Pre-defined calculation for Engineering class of business for risks undertaken that extend beyond a single year. In accordance with this calculation, lower premiums are earned in the first year which gradually increases towards the end of the tenure of the policy; and

Unearned premiums represent the portion of premiums written relating to the unexpired period of coverage. The change in the provision for unearned premium is taken to the statement of income in the same order that revenue is recognised over the period of risk.

Reinsurance assumed

The Company also assumes reinsurance risk in the normal course of business. Premiums and claims on assumed reinsurance are recognised as revenue or expenses in the same manner as they would be if the reinsurance were considered direct business, taking into account the product classification of the reinsured business. Reinsurance liabilities represent balances due to insurance companies. Amounts payable are estimated in a manner consistent with the related reinsurance contract. Premiums and claims are presented on a gross basis for both ceded and assumed reinsurance. Reinsurance assets or liabilities are derecognised when the contractual rights are extinguished or expire or when the contract is transferred to another party.

Reinsurance contracts that do not transfer significant insurance risk are accounted for directly through the statement of financial position. These are deposit assets or financial liabilities that are recognised based on the consideration paid or received less any explicit identified premiums or fees to be retained by the reinsured.

Commission income on investments

Commission income on time deposits and held-to-maturity investments is recognized on a time proportion basis using the effective interest rate method.

Dividend income on investments

Dividend income on equity instruments classified under available for sale investments is recognized when the right to receive payment is established.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

vi) Claims

Claims consist of amounts payable to policyholders and third parties and related loss adjustment expenses, net of salvage and other recoveries.

Gross outstanding claims comprise the gross estimated cost of claims incurred but not settled at the statement of financial position date together with related claims handling costs, whether reported by the insured or not. Provisions for reported claims not paid as of the statement of financial position date are made on the basis of individual case estimates. In addition, a provision based on management's judgment and the Company's prior experience is maintained for the cost of settling claims incurred but not reported including related claims handling costs at the statement of financial position date.

The outstanding claims are shown on a gross basis and the related share of the reinsurers is shown separately. Further, the Company does not discount its liability for unpaid claims as substantially all claims are expected to be paid within one year of the statement of financial position date.

vii) Salvage and subrogation reimbursement

Some insurance contracts permit the Company to sell (usually damaged) assets acquired in settling a claim (for example, salvage). The Company may also have the right to pursue third parties for payment of some or all costs (for example, subrogation).

Estimates of salvage recoveries are included as an allowance in the measurement of the outstanding claims liability. The allowance is the amount that can reasonably be recovered from the disposal of the asset.

Subrogation reimbursements are also considered as an allowance in the measurement of the outstanding claims liability. The allowance is the assessment of the amount that can be recovered from the third party.

viii) Reinsurance contracts held

Reinsurance is distributed between treaty, facultative, stop loss and excess of loss reinsurance contracts. Contracts entered into by the Company with reinsurers under which the Company is compensated for losses on one or more contracts issued by the Company and that meet the classification requirements for insurance contracts in Note 3(iv) are classified as reinsurance contracts held. Contracts that do not meet these classification requirements are classified as financial assets. Insurance contracts entered into by the Company under which the contract holder is another insurer (inwards reinsurance) are included with insurance contracts. An asset or liability is recorded in the statement of financial position - insurance operations' representing payments due from reinsurers, the share of losses recoverable from reinsurers and premiums due to reinsurers. Amounts receivable from reinsurance is estimated in a manner consistent with the claim liability associated with the insured parties. Reinsurance assets or liabilities are derecognised when the contractual rights are extinguished or expire or when the contract is transferred to another party.

An impairment review is performed at each reporting date or more frequently when an indication of impairment arises during the reporting year. Impairment occurs when objective evidence exists that the Company may not recover outstanding amounts under the terms of the contract and when the impact on the amounts that the Company will receive from the reinsurer can be measured reliably. The impairment loss is recorded in the statement of income as incurred. For details please refer 3(xviii).

Ceded reinsurance arrangements do not relieve the Company from its obligations to policyholders. Premiums and claims on assumed reinsurance are recognised as income and expenses in the same manner as they would be if the reinsurance were considered direct business, taking into account the product classification of the reinsured business.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

ix) Deferred policy acquisition costs

Commissions and other costs directly related to the acquisition and renewal of insurance contracts are deferred and amortized over the terms of the insurance contracts to which they relate, similar to premiums earned. All other acquisition costs are recognized as an expense when incurred. Amortization is recorded in the "Policy acquisition costs" in the statement of income.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period and are treated as a change in accounting estimate.

An impairment review is performed at each reporting date or more frequently when an indication of impairment arises. If the assumptions relating to future profitability of these policies are not realized, the amortization of these costs could be accelerated and this may also require additional impairment write-offs in the statement of income. Deferred policy acquisition costs are also considered in the liability adequacy test at each reporting date.

x) Liability adequacy test

At each statement of financial position date, liability adequacy tests are performed to ensure the adequacy of the insurance contracts liabilities net of related deferred policy acquisition costs. In performing these tests, management uses current best estimates of future contractual cash flows and claims handling and administration expenses. Any deficiency in the carrying amounts is immediately charged to the statement of income by establishing a provision for losses arising from liability adequacy tests accordingly.

xi) Receivables

Premiums receivable are stated at gross written premiums receivable from insurance contracts, less an allowance for any uncollectible amounts. Premiums and reinsurance balances receivable are recognised when due and measured on initial recognition at the fair value of the consideration received or receivable. The carrying value of receivable is reviewed for impairment and whenever events or circumstances indicate that the carrying amount may not be recoverable, the impairment loss is recorded in "Other operating expenses" in the statement of income. Receivable balances are derecognised when the Company no longer controls the contractual rights that comprise the receivable balance, which is normally the case when the receivable balance is sold, settled or all the cash flows attributable to the balance are passed through to an independent third party. Receivables disclosed in note 10 fall under the scope of IFRS 4 "Insurance contracts".

xii) Investments

xiiia) Available for sale

Available-for-sale financial assets are those non-derivative financial assets that are neither classified as held for trading or held to maturity or loans and receivables, nor are designated at fair value through profit or loss. Such investments are initially recorded at cost, being the fair value of the consideration given including transaction costs directly attributable to the acquisition of the investment and subsequently measured at fair value. Cumulative changes in fair value of such investments are recognized in other comprehensive income in the statement of comprehensive income under "Net change in fair value – Available for sale investments". Realized gains or losses on sale of these investments are reported in the related statements of income under "Realized gain / (loss) on investments available for sale investments."

Dividend, commission income and foreign currency gain/(loss) on available-for-sale investments are recognized in the related statements of income or statement of comprehensive income, as part of the net investment income / loss.

Any significant or prolonged decline in fair value of available-for-sale investments is adjusted for and reported in the statement of income, as an impairment charge.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xii) Investments

xiiia) Available for sales (continued)

Fair values of available-for-sale investments are based on quoted prices for marketable securities or estimated fair values. The fair value of commission-bearing items is estimated based on discounted cash flows using commission for items with similar terms and risk characteristics.

For unquoted investments, fair value is determined by reference to the market value of a similar investment or where the fair values cannot be derived from active markets, they are determined using a variety of valuation techniques. The input to these models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

Reclassification:

The Company evaluates whether the ability and intention to sell its AFS financial assets in the near term is still appropriate. When, in rare circumstances, the Company is unable to trade these financial assets due to inactive markets, the Company may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity. Reclassification to loans and receivables is permitted when the financial asset meets the definition of loans and receivables and management has the intention and ability to hold these assets for the foreseeable future or until maturity. The reclassification to HTM is permitted only when the entity has the ability and intention to hold the financial asset until maturity. For a financial asset reclassified out of the available-for-sale category, the fair value at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the Effective Interest Rate "EIR". If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of income.

xiib) Held to maturity

Held to maturity investments are investment having fixed or determinable payments and fixed maturity that the management has the positive intention and ability to hold to maturity are classified as held to maturity. Investments are initially recognized at the fair value including direct and incremental transaction cost. Subsequent to initial measurement these are measured at amortised cost less impairment losses, if any.

xiii) De-recognition of financial instruments

The derecognition of a financial instrument takes place when the Company no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party and the Company has also transferred substantially all risks and rewards of ownership.

xiv) Offsetting

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position only when there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liability simultaneously. Income and expense is not offset in the statement of comprehensive income unless required or permitted by any accounting standard or interpretation.

xv) Trade date accounting

All regular way purchases and sales of financial assets are recognized / derecognized on the trade date (i.e. the date that the Company commits to purchase or sell the assets). Regular way purchases or sales are purchases or sales of financial assets that require settlement of assets within the time frame generally established by regulation or convention in the market place.

xvi) Impairment of financial assets

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

WALAA COOPERATIVE INSURANCE COMPANY
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xvi) Impairment of financial assets (continued)

Evidence of impairment may include:

- Significant financial difficulty of the issuer or debtor;
- A breach of contract, such as a default or delinquency in payments;
- It becoming probable that the issuer or debtor will enter bankruptcy or other financial reorganization;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flow from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the Company, including:
 - adverse changes in the payment status of issuers or debtors in the Company; or
 - national or local economic conditions at the country of the issuers that correlate with defaults on the assets.

If there is objective evidence that an impairment loss on a financial asset exists, the impairment is determined as follows:

- For assets carried at fair value, impairment is the significant or prolong decline in the fair value of the financial asset.
- For assets carried at amortized cost, impairment is based on estimated future cash flows that are discounted at the original effective commission rate.

For available-for-sale financial assets, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

For equity investments held as available-for-sale, a significant or prolonged decline in fair value below its cost represents objective evidence of impairment. The determination of what is significant or prolonged requires judgment. The impairment loss cannot be reversed through statement of income as long as the asset continues to be recognised i.e. any increase in fair value after impairment has been recorded can only be recognised in other comprehensive income. On derecognition, any cumulative gain or loss previously recognised in other comprehensive income is included in the statement of income under "Gain / (loss) on available for sale investments.

The determination of what is 'significant' or 'prolonged' requires judgement. In making this judgement, the Company evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

xvii) Property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of income during the financial year in which they are incurred. The cost of other items of property and equipment is depreciated on the straight line method to allocate the cost over estimated useful lives, as follows:

	<u>No of years</u>
Furniture, fixture and office equipment	5
Computer equipment	4
Vehicles	4

The assets' residual values and useful lives are reviewed at each reporting date and adjusted if appropriate. The carrying values of these assets are reviewed for impairment when event or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are included in "Other income, net" in the statement of income.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xviii) Intangible assets

Separately acquired intangible assets (computer software) are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses. The Company amortises intangible assets with a limited useful life using straight-line method over the period of 4 years.

xix) Impairment of non-financial assets

Assets that have an indefinite useful life – for example, land – are not subject to depreciation and are tested annually for impairment. Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units).

xx) Provisions, accrued expenses and other liabilities

Provisions are recognised when the Company has an obligation (legal or constructive) arising from past events, and the costs to settle the obligation are both probable and may be measured reliably. Provisions are not recognised for future operating losses. Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

xxi) Employees' end-of-service benefits

The Company operates an end of service benefit plan for its employees based on the prevailing Saudi Labor Laws. Accruals are made at the present value of expected future payments in respect of services provided by the employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and period of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds like dollar denominated KSA Sovereign Bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. The benefit payments obligation is discharged as and when it falls due. Re-measurements (actuarial gains/ losses) as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of comprehensive income.

xxii) Leases

The details of accounting policies under both IAS 17 and IFRS 16 are presented separately below.

Policies applicable prior to January 1, 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Company as lessee

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

Policies applicable from January 1, 2019

The Company assesses whether contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these short term leases and leases of low value assets, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xxii. Leases (continued)

Policies applicable from January 1, 2019 (continued)

The Company as lessee (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use of asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has not used this practical expedient. For a contracts that contains a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xxiii) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the year in which the dividends are approved by the Company's shareholders.

xxiv) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and balances with banks including certain time deposits with less than three months maturity from the date of acquisition.

xxv) Cash flow statement

The Company's main cash flows are from insurance operations which are classified as cash flow from operating activities. Cash flows generated from investing and financing activities are classified accordingly.

xxvi) Foreign currencies

Transactions in foreign currencies are recorded in Saudi Riyals at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated to Saudi Arabian Riyals at the rate of exchange prevailing at the statement of financial position date. All differences are taken to the statements of income and comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction and are not subsequently restated. Foreign exchange gains or losses on available-for-sale investments are recognized in "Other income, net" in the statement of income and statement of comprehensive income. As the Company's foreign currency transactions are primarily in US dollars, foreign exchange gains and losses are not significant.

xxvii) Zakat and taxes

Zakat is provided in accordance with the Regulations of the General Authority of Zakat and Tax ("the GAZT") in the Kingdom of Saudi Arabia. Zakat provision is charged to the statement of income. Zakat is computed on the Saudi shareholder's share of the zakat base, while income tax is calculated on the foreign shareholder's share of adjusted net income. Income tax is charged to the statement of income. The Company is settling the zakat and income tax annually to GAZT.

Withholding tax

The Company withholds taxes on certain transactions with non-resident parties in the KSA, including dividend payments to the non-resident shareholders, as required under Saudi Arabian Income Tax Law.

Value added tax

Expenses and assets are recognised net of the amount of value added tax, except:

- When the value added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the value added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of value added tax included. The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Deferred income tax:

Deferred income tax is provided using the liability method on temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for the taxation purposes. The amount of deferred tax is based on the expected manner of realization or settlement of the carrying amounts of assets and liabilities using the tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available and the credits can be utilized. The deferred tax asset is reduced to the extent that it is no longer probable that the related tax benefits will be realized.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

xxviii) Statutory reserve

In accordance with the Company's by-laws, the Company shall allocate 20% of its annual net income from shareholders' operations each year to the statutory reserve until it has built up a reserve equal to the share capital. The reserve is not available for distribution.

xxix) Operating segments

A segment is a distinguishable component of the Company that is engaged in providing products or services (a business segment), which is subject to risk and rewards that are different from those of other segments. For management purposes, the Company is organized into business units based on their products and services and has the following reportable segments:

- Medical insurance provides coverage for health insurance.
- Motor insurance provides coverage for vehicles' insurance.
- Property insurance provides coverage for property insurance.
- Engineering insurance provides coverage for engineering and contract works.
- Other insurance provides coverage for marine and other general insurance.

Segment performance is evaluated based on profit or loss which, in certain respects, is measured differently from profit or loss in the financial statements.

No inter-segment transactions occurred during the year. If any transaction was to occur, transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties.

Shareholders' income is a non-operating segment. Income earned from time deposits and investments is the only revenue generating activity. Certain direct operating expenses and other overhead expenses are allocated to this segment on an appropriate basis

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief executive officer that makes strategic decisions.

xxx) Unearned reinsurance commission

Commission income on outwards reinsurance contracts are deferred and amortized over the terms of the insurance contracts to which they relate, similar to premiums earned. Amortisation is recorded in the statement of income.

xxxi) Short-term deposits

Short-term deposits comprise of time deposits with banks with maturity periods of more than three months and less than one year from the date of acquisition

xxxii) Fair values

The fair value of financial assets are based on quoted prices for marketable securities or estimated fair values. The fair value of commission-bearing items is estimated based on discounted cash flow using commission for items with similar terms and risk characteristics.

For financial assets where there is no active market, fair value is determined by reference to the market value of a similar financial assets or where the fair values cannot be derived from active market, they are determined using a variety of valuation techniques if required. The inputs of this models is taken from observable market where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

4. BUSINESS COMBINATION

The Company signed a non-binding Memorandum of Understanding (the “MOU”) with MetLife AIG ANB Cooperative Insurance Company (“MAA”) on 15/10/1440 H (corresponding to 18/06/2019) to evaluate a potential merger between the two companies. Later on 29/09/2019G corresponding to 30/01/1440 H, the Company announced its entry into a binding merger agreement with MAA (the “Merger Agreement”) in an effort to acquire all shares held by the shareholders in MAA through the submission of an offer to exchange shares without any cash consideration, such exchange to be effected by way of increasing the capital of the Company through the issuance of new ordinary shares to all shareholders in MAA (the “Merger”). Walaa received a no-objection letter from Saudi Central Bank (SAMA) on the merger transaction on 24/12/2019G (27/04/1441H).

During the year, the shareholders in the EGM held on January 27, 2020 corresponding to 2 Jumada II 1441H approved the proposed merger of the Company and MAA to be effected by way of a merger pursuant to Articles 191, 192, and 193 of the Companies Law issued under Royal Decree No. M3 dated 28/1/1437H (corresponding to 10/11/2015G), through the issuance of 0.6577614444444444 new shares in the Company for each share in MAA subject to the terms and conditions of the Merger Agreement.

Further to the receipt of regulatory approvals, on February 29, 2020, the Company completed a statutory merger with MAA. On this date, the net assets and business activities of MAA were transferred to the Company in exchange for newly issued shares of the Company. MAA was de-listed from Tadawul following the transfer and subsequently, MAA’s commercial registration was cancelled and was registered as a branch of Walaa Cooperative Insurance Company.

The merger has been accounted for using the acquisition method under IFRS 3 – Business Combinations with the Company being the acquirer and MAA being the acquiree. The Company has accounted for the acquisition based on provisional fair values of the acquired assets and assumed liabilities as at the acquisition date. Adjustment to the provisional values will be finalised within twelve months of the date of acquisition as allowed by the Standard.

Purchase consideration and Goodwill & Intangibles

The purchase consideration was determined to be SAR 191,566 thousands which consisted of the issue of 11,839,706 new shares to the shareholders of MAA.

Previously, a provisional amount of Goodwill was recognized based on estimation of purchase consideration at SAR 169,308 thousand to account for business combination as at the date of acquisition of MAA by the Company. However, during the quarter ended 30 September 2020, the purchase consideration was revised to SAR 191,566 thousand taking into consideration the closing market price of ordinary shares of the Company which were issued as consideration for the acquisition. The fair value of the newly issued shares of the Company was determined on the basis of closing market price of Walaa’s ordinary shares of SAR 16.18 per share on the Tadawul on the last trading date prior to the acquisition date of February 29, 2020. Issue costs which were directly attributable to the issue of the shares were not material. As a result, there was an increase in share capital and share premium of SAR 118,397 thousand and SAR 73,169 thousand, respectively.

The management has carried out a comprehensive Purchase Price Allocation undertaking wherein the provisional amounts could be finalized. Following the application of Purchase Price Allocation Methodology, the previously recognised goodwill amounting to SAR 57,548 thousands has been divided between intangibles and goodwill by SAR 33,133 thousands and SAR 24,415 thousands respectively. The said revisions are within the aforementioned measurement period.

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4. BUSINESS COMBINATION (Continued)

Identifiable assets acquired and liabilities assumed

The following table summarises the fair value of assets acquired and liabilities assumed at the date of acquisition.

	<u>SAR'000</u>
ASSETS	
Cash and cash equivalents	43,589
Short term deposits	3,051
Long term deposits	89,000
Premiums and reinsurers' receivable - net	27,417
Reinsurers' share of unearned premiums	32,823
Reinsurers' share of outstanding claims	17,248
Reinsurers' share of claims incurred but not reported	17,494
Reinsurer's share of mathematical reserves	155,189
Deferred policy acquisition costs	2,717
Investments	3,175
Prepaid expenses and other assets	10,693
Property and equipment, net	731
Intangible assets	225
Statutory deposit	35,000
Accrued income on statutory deposit	2,653
Accrued commissions income	795
TOTAL ASSETS	<u>441,800</u>
LIABILITIES	
Policyholders claims payable	6,338
Accrued and other liabilities	7,882
Reinsurers' balances payable	35,080
Unearned premiums	42,282
Unearned reinsurance commission	5,365
Outstanding claims	20,412
Claims incurred but not reported	26,044
Gross mathematical reserves	155,189
Other technical reserves	1,409
End-of-service indemnities	1,280
Zakat and income tax	3,848
Accrued commission income payable to SAMA	2,653
TOTAL LIABILITIES	<u>307,782</u>
MAA's net assets as at acquisition date	134,018
Goodwill arising from the acquisition	24,415
Intangibles recognized from the acquisition	33,133
Purchase consideration	<u><u>191,566</u></u>

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4. BUSINESS COMBINATION (Continued)

Purchase price allocation

The Company has undertaken a comprehensive purchase price allocation and has identified the following intangible assets and their valuation approach and methodologies are further detailed below:

	SAR'000
Goodwill	24,415
<i>Intangible Assets acquired in merger</i>	
- Customer Contract ('ALICO')	5,454
- Customer Relationship	2,832
- Product Licenses (Protection & savings)	24,847
Total	57,548

Valuation approach and methodologies – Intangible assets acquired in merger.

- Customer Contract ('ALICO')

On the Acquisition Date, Walaa acquired the Saudi run-off portfolio of American Life Insurance Company "ALICO" which was transferred initially to MAA on April 1st, 2015 as per the portfolio transfer agreement entered between MetLife ALICO and MAA and was 100% reinsured back to MetLife under a quota-share reinsurance agreement. This portfolio includes long term life protection, savings insurance products and personal accident policies. As per the terms of the portfolio transfer agreement and the quota-share reinsurance agreement, the Company is entitled to a reinsurance commission at an agreed rate and reimbursement of all expenses related to administration of the portfolio. The management has employed "Multi Period Excess Earning Method" for valuing the contractual customer relationship and is considered to have a useful life of 83 years based on the run-off of the customer portfolio.

- Customer Relationship

IAS 38 specifies that if an entity can evidence that it can control economic benefits from non-contractual relationships, those customer relationships are identified as separable and can be recognized as an intangible asset. Arab National Bank ("has a relationship and was also 30% stakeholder of MAA) has historically contributed a consistent revenue stream for MAA with various insurance agreements. Hence, the relationship has been regarded to represent a Customer Relationship intangible. The management has employed "Multi Period Excess Earning Method" for valuing the non-contractual customer relationship and is considered to have a useful life of 6 years.

- Product Licenses

As a result of the Transaction, Walaa acquired the Protection & savings Insurance License. This license has been identified as an intangible asset. This life insurance intangible was valued using the "Multi Period Excess Earning Method" from the Protection & savings Line of Business for valuing product licenses. This is considered to be an intangible asset with an indefinite life and will therefore be subject to the annual impairment assessments.

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4. BUSINESS COMBINATION (Continued)

METLIFE ALICO Portfolio transfer

The Company being the acquirer and pursuant to the merger agreement has acquired the existing Saudi run-off portfolio comprising of long-term life Protection and Savings insurance products and Personal Accident policies from MAA (the acquiree) effective the date of merger. This Saudi run-off portfolio was transferred by MetLife ALICO to MAA (the acquiree) in April 1, 2015. This portfolio is 100% reinsured back to MetLife ALICO. Accordingly, the liabilities related to this portfolio were recorded in the Company's books at book value with offsetting assets representing the reinsurance share of these liabilities. The Company is entitled to reinsurance commission at the agreed rates and to reimbursement on actual basis of all the expenses incurred on the administration of this portfolio.

	December 31, 2020 -	February 29, 2020 - (Unaudited)
	<u>SAR'000</u>	
<u>ASSETS</u>		
Cash and cash equivalents	6	5,384
Premiums and reinsurers' receivable - net	62	114
Reinsurers' share of unearned premiums	-	(11)
Reinsurers' share of outstanding claims	10,288	10,504
Reinsurers' share of claims incurred but not reported	109	133
Reinsurer's share of mathematical reserves	138,959	155,189
Due from related parties	4,865	375
Prepaid expenses and other assets	33	133
TOTAL ASSETS	154,322	171,821
	December 31, 2020 -	February 29, 2020 - (Unaudited)
	<u>SAR'000</u>	
<u>Liabilities</u>		
Payables, accruals and others	110	280
Reinsurers' balances payable	4,856	3,506
Unearned premiums	-	(11)
Outstanding claims	10,288	10,504
Claims incurred but not reported	109	133
Gross mathematical reserves	138,959	155,189
Due to related parties	-	2,220
TOTAL LIABILITIES	154,322	171,821

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5. GOODWILL AND INTANGIBLE ASSETS ACQUIRED IN BUSINESS COMBINATION

These comprised of the following assets amounts arising from business combination (also refer Note 4):

	Insurance operations
	2020
	SAR'000
Goodwill	24,415
<i>Intangible Assets acquired in merger</i>	
- Customer Contract ('ALICO')	5,454
- Customer Relationship	2,832
- Product Licenses (Protection & savings)	24,847
Total	57,548

Impairment testing of goodwill and intangible assets acquired in merger

The goodwill and intangible assets with indefinite life acquired through business combinations will be reviewed annually, and assessed the recoverable amount of the cash generating unit (or a group of cash generating units) to which the goodwill and intangible assets with indefinite life are related. Intangible assets with indefinite life acquired through business combinations includes "Product Licenses" referred to above.

As per IAS 36, an impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

IAS 36 defines an asset's cash generating unit as the smallest group of assets that generate cash inflows largely independent of the cash inflows from other assets or groups of assets. As such for the purpose of impairment assessment performed, MAA combined with entity of Walaa Cooperative Insurance Company (i.e. the Company) is considered as a single CGU.

Key assumptions used in impairment assessment

The recoverable amount of the cash-generating units has been determined based on a value in use calculation, using cash flow projections covering a five-year period and by applying a terminal growth rate thereafter. The calculation of value in use in the cash-generating units is most sensitive to the following assumptions:

- Future cash flows available from operations;
- Weighted average cost of capital at 16.3%
- Terminal growth rate at 2%

Based on the current impairment assessment, goodwill is not impaired as at 31 December 2020.

This assessment was carried out by a consultant appointed by the Company in their report dated February 18, 2021. This includes a forecast of cash flows discounted using the WACC (Weighted Average Cost of Capital) in the jurisdiction where the Company operates. As per this assessment, the recoverable value of the CGU is SAR 1,468 million. A one percentage point change in the discount rate or the terminal growth rate keeping other factors constant would impact the recoverable amount of the CGUs as mentioned in the table below:

Value in Millions	Change in Growth rate		
	1%	2%	3%
Change in WACC			
15.30%	1,484	1,513	1,547
16.30%	1,443	1,468	1,497
17.30%	1,408	1,429	1,453

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6. PROPERTY AND EQUIPMENT

	Furniture and fixtures	Computer equipment	Vehicles	Right of use assets	Total 2020	Total 2019
	SAR'000					
Cost:						
January 1	13,827	14,041	375	10,884	39,127	24,193
Acquired during merger	2,987	6,106	282	-	9,375	-
Adjustment	-	-	-	-	-	7,204
Additions	3,278	730	-	967	4,975	7,730
December 31	20,092	20,877	657	11,851	53,477	39,127
Accumulated Depreciation:						
January 1	9,291	8,670	375	3,441	21,777	14,778
Acquired during merger	2,912	5,534	198	-	8,644	-
Charge for the year	2,187	2,277	46	4,306	8,816	6,999
December 31	14,390	16,481	619	7,747	39,237	21,777
Net book value						
December 31, 2020	5,702	4,396	38	4,104	14,240	-
December 31, 2019	4,536	5,371	-	7,443	-	17,350

7. INTANGIBLE ASSETS

	Internally generated software	
	2020	2019
	SAR'000	
Cost:		
January 1	4,074	3,773
Acquired during merger	4,260	-
Additions	967	301
December 31	9,301	4,074
Accumulated amortization		
January 1	2,946	2,439
Acquired during merger	4,035	-
Charge for the year	733	507
December 31	7,714	2,946
Net book value of Internally generated software		
	1,587	1,128
<i>Internally generated software</i>	1,587	1,128
<i>Intangible Assets acquired in merger (Note 5)</i>	33,133	-
Gross Intangible Assets	34,720	1,128

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8. INVESTMENTS

Investments are classified as follows:

	Shareholders' operations	
	2020	2019
	SAR'000	
Available for sale investments	291,390	254,906
Held to maturity	224,400	149,342
	515,790	404,248

i) Available-for-sale

	Domestic		International		Total	
	2020	2019	2020	2019	2020	2019
	SAR'000		SAR'000		SAR'000	
Equities	277,204	254,906	14,186	-	291,390	254,906
Available for sale	277,204	254,906	14,186	-	291,390	254,906

Movement in available for sale investments are as follows:

	Quoted securities	Unquoted securities	Total
	SAR'000		
As of January 1, 2019	139,753	23,123	162,876
Purchases	70,962	-	70,962
Changes in fair value of investments, net	21,068	-	21,068
As at December 31, 2019	231,783	23,123	254,906
As of January 1, 2020	231,783	23,123	254,906
Acquired through business combination	-	3,175	3,175
Purchases	33,170	-	33,170
Disposals	(3,700)	-	(3,700)
Changes in fair value of investments, net	3,839	-	3,839
As at December 31, 2020	265,092	26,298	291,390

ii) Held to maturity

	Domestic		International		Total	
	2020	2019	2020	2019	2020	2019
	SAR'000		SAR'000		SAR'000	
Sukuks	224,400	149,342	-	-	224,400	149,342
Held to maturity	224,400	149,342	-	-	224,400	149,342

Movement in held to maturity investments are as follows:

	2020	2019
	SAR'000	
Sukuks		
As of January 1	149,342	-
Purchases	75,000	149,482
Amortization/ adjustments	58	(140)
As at December 31	224,400	149,342

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9. CASH AND CASH EQUIVALENTS AND SHORT TERM DEPOSITS

a) Cash and cash equivalents included in the statement of cash flows comprise the following:

	Insurance operations	
	2020	2019
	SAR'000	
Cash and cash equivalents	687,297	220,925
Deposits	-	340,000
Total	687,297	560,925
	Shareholders' operations	
	2020	2019
	SAR'000	
Cash and cash equivalents	-	-
Total	-	-
Total cash and cash equivalents	687,297	560,925

Cash and cash equivalents include cash in hand, cash at bank and instruments held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. Deposits were maintained with financial institutions and have a maturity of three months or less from the date of acquisition. These earn commission at an average rate of Nil % per annum as at December 31, 2020 (2019: 2.88% per annum). Bank balances and deposits are placed with counterparties with sound credit ratings under Standard and Poor's and Moody's ratings methodology.

b) Short term deposits:

Short term deposits are placed with counterparties that have credit ratings equivalent to BBB+ to BBB ratings under standard and Poor's Fitch and Moody's rating Methodology. Short term deposits are placed with local and licensed foreign banks' branches in Kingdom of Saudi Arabia within a maturity greater than three months from the date of original acquisition and earned Commission Income at an average rate of 2.44% (2019: 2.55%) per annum. For the year end December 31, 2020, the carrying amounts of the short term deposits reasonably approximate to the fair value at the statement of financial position date.

10. PREMIUMS AND REINSURERS' RECEIVABLE - NET

Receivables comprise amounts due from the following:

	2020	2019
	SAR'000	
Policyholders	63,511	51,898
Brokers and agents	274,934	138,823
Related parties (note 19)	28,318	311
Receivables from reinsurers	5,574	1,678
	372,337	192,710
Less: provision for doubtful receivables	(39,317)	(42,616)
Premiums and reinsurers' receivable – net	333,020	150,094

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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10. PREMIUMS AND REINSURERS' RECEIVABLE - NET (CONTINUED)

Movement in provision for doubtful debts during the year was as follows:

	2020	2019
	SAR'000	
Balance, January 1	42,616	45,450
Addition from merger	4,058	-
Provision for the year	8,155	(2,834)
Provision written off	(15,512)	-
Balance, December 31	<u>39,317</u>	<u>42,616</u>

As at December 31, the ageing of receivables is as follows:

Premiums receivable

Premium and reinsurance receivables	Total	<u>Past due but not impaired</u>			More than 360 days
		Neither impaired nor past due	91-180 days	181-360 days	
SAR'000					
- Policyholders	300,876	246,466	35,807	11,044	7,559
- Due from related parties	28,053	26,043	1,938	63	9
- Receivable from reinsurers	4,091	413	3,291	29	358
2020	<u>333,020</u>	<u>272,922</u>	<u>41,036</u>	<u>11,136</u>	<u>7,926</u>

Premium and reinsurance receivables	Total	Neither impaired nor past due			More than 360 days
		91-180 days	181-360 days	days	
SAR'000					
- Policyholders	149,393	108,064	13,184	18,402	9,743
- Due from related parties	281	178	7	96	-
- Receivable from reinsurers	420	-	-	-	420
2019	<u>150,094</u>	<u>108,242</u>	<u>13,191</u>	<u>18,498</u>	<u>10,163</u>

The Company only enters into insurance and reinsurance contracts with recognized, creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables are monitored on an ongoing basis in order to reduce the Company's exposure to bad debts.

The five largest customers accounts for 42% (2019: 35%) of the premiums receivable as at December 31, 2020.

Provision for doubtful debts includes an amount of SAR 0.6 million (2019: SAR 4.3 million) recorded on account of value added tax.

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11. TECHNICAL RESERVES

11.1 Net outstanding claims and reserves

Net outstanding claims and reserves comprise of the following:

	2020	2019
	SAR'000	
Gross Outstanding claims	233,498	153,084
Less: Realizable value of salvage and subrogation	-	(12,651)
Outstanding claims	233,498	140,433
Gross Claims incurred but not reported	183,235	192,740
Less: Net realizable value of salvage	(12,258)	-
Claims incurred but not reported	170,977	192,740
Additional premium reserves:		
- Premium deficiency reserve	26,010	4,952
- Additional unexpired risk reserve	-	18
	26,010	4,970
Other technical reserves:		
- Claims handling expense provision	-	15,828
- Unallocated loss adjustment expense provision	8,642	12,887
- Non-proportional reinsurance accrual reserve	-	985
	8,642	29,700
	439,127	367,843
Less:		
- Reinsurers' share of outstanding claims	(162,891)	(97,837)
- Reinsurers' share of claims incurred but not reported	(57,700)	(44,218)
	(220,591)	(142,055)
Net outstanding claims and reserves	218,536	225,788

11.2 Movement in unearned premiums

Movement in unearned premiums comprise of the following:

	For the year ended December 31, 2020		
	Gross	Reinsurance	Net
	SAR'000		
Balance as at the beginning of the year	637,828	(274,137)	363,691
Additions from merger	42,282	(32,823)	9,459
Premiums written during the year	1,472,703	(622,767)	849,936
Premiums earned during the year	(1,362,849)	566,237	(796,611)
Balance as at the end of the year	789,964	(363,490)	426,474

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11. TECHNICAL RESERVES (CONTINUED)

11.2 Movement in unearned premiums (continued)

	For the year ended December 31, 2019		
	Gross	Reinsurance	Net
	SAR'000		
Balance as at the beginning of the year	536,608	(195,562)	341,046
Premiums written during the year	1,215,394	(479,878)	735,516
Premiums earned during the year	(1,114,174)	401,303	(712,871)
Balance as at the end of the year	637,828	(274,137)	363,691

11.3 Movement in deferred policy acquisition costs and unearned reinsurance commission

	For the year ended December 31, 2020	
	Deferred policy acquisition cost	Unearned reinsurance commission
	SAR'000	
Balance, January 1	16,733	14,086
Additions from merger	2,717	5,365
Incurred during the year	54,134	42,068
Amortized/ earned during the year	(48,229)	(41,047)
Balance, December 31	25,355	20,472
	For the year ended December 31, 2019	
	Deferred policy acquisition cost	Unearned reinsurance commission
	SAR'000	
Balance, January 1	23,570	12,443
Incurred during the year	35,819	25,977
Amortized/ earned during the year	(42,656)	(24,334)
Balance, December 31	16,733	14,086

12. COMMITMENTS AND CONTINGENCIES

a) The Company's commitments and contingencies are as follows:

	December 31, 2020	December 31, 2019
	SAR'000	
Letters of guarantee	9,254	6,450

The company has submitted these bank guarantees to various parties which are fully covered by margin deposits amounting to SAR 9.3 million (2019: SAR 6.5 million).

b) The Company, in common with significant majority of insurers, is subject to litigation in the normal course of its business. The Company's management, based on independent legal advice, believes that the outcome of court cases will not have a material impact on the Company's income or financial condition.

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13. ACCRUED AND OTHER LIABILITIES

	<u>2020</u>	<u>2019</u>
	SAR'000	
Accrued expenses	12,887	6,178
Marketing representative commissions	28,941	21,693
Payable - General Authority of Zakat and Tax – VAT	28,067	7,868
Provision for leave encashment	-	2,436
Contribution payable to GOSI	770	567
Payable to suppliers and service provider	46,295	29,182
Lease rental	2,941	5,869
Other liabilities	32,289	23,477
	<u>152,190</u>	<u>97,270</u>

Maturity analysis of lease rentals is as follows:

	<u>2020</u>	<u>2019</u>
	SAR'000	
Payable within one year	1,129	3,807
Payable more than one year but less than five years	1,812	2,062
	<u>2,941</u>	<u>5,869</u>

14. SURPLUS DISTRIBUTION PAYABLE

	<u>2020</u>	<u>2019</u>
	SAR'000	
Opening surplus distribution payable as at January 1,	3,491	13,495
Total income attributed to the insurance operations during the year	7,626	1,343
Transfer for payments	(1,343)	(11,347)
Closing surplus distribution payable as at December 31,	<u>9,774</u>	<u>3,491</u>

15. EMPLOYEE'S END-OF-SERVICE INDEMNITIES

The Company operates an end of service benefit plan for its employees based on the prevailing Saudi Labor Laws. Accruals are made in accordance with the actuarial valuation under projected unit credit method while the benefit payments obligation is discharged as and when it falls due. The amounts recognized in the statement of financial position and movement in the obligation during the year based on its present value are as follows:

15.1 The amounts recognized in the statement of financial position and movement in the obligation during the year based on its present value are as follows:

	<u>2020</u>	<u>2019</u>
	SAR'000	
Present value of defined benefit obligation	<u>21,724</u>	<u>17,906</u>

15.2 Movement of defined benefit obligation

	<u>2020</u>	<u>2019</u>
	SAR'000	
Opening balance	17,906	14,622
Additions from merger	1,280	-
Charge to statement of income	3,849	3,660
Charge to statement of comprehensive income	(356)	498
Payment of benefits during the year	(955)	(874)
Closing balance	<u>21,724</u>	<u>17,906</u>

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15. EMPLOYEE'S END-OF-SERVICE INDEMNITIES (CONTINUED)

15.3 Reconciliation of present value of defined benefit obligation

	<u>2020</u>	<u>2019</u>
	<u>SAR'000</u>	
Present value of defined benefit obligation as at January 1	17,906	14,622
Additions from merger	1,280	-
Current service costs	3,278	2,954
Financial costs	571	706
Actuarial loss from experience adjustments	(356)	498
Benefits paid during the year	(955)	(874)
Present value of defined benefit obligation as at December 31	<u>21,724</u>	<u>17,906</u>

15.4 Principal actuarial assumptions

The following range of significant actuarial assumptions was used by the Company for the valuation of post-employment benefit liability:

	<u>2020</u>	<u>2019</u>
	<u>SAR'000</u>	
Valuation discount rate	3.50%	3.05%
Expected rate of increase in salary level across different age bands	3.50%	3.05%

The impact of changes in sensitivities on present value of defined benefit obligation is as follows:

	<u>2020</u>	<u>2019</u>
	<u>SAR'000</u>	
	Impact on defined benefit obligation	
Valuation discount rate		
- Increase by 100 bps (2019: 0.5%)	20,186	17,101
- Decrease by 100 bps (2019: 0.5%)	23,543	18,781
Expected rate of increase in salary level across different age bands		
- Increase by 100 bps (2019: 0.5%)	23,564	18,504
- Decrease by 100 bps (2019: 0.5%)	20,151	17,347

The average duration of the defined benefits plan obligation at the end of reporting period is 7.7 years (2019: 9.36 years).

16. CLAIMS DEVELOPMENT TABLE

The following reflects the cumulative incurred claims, including both claims notified and incurred but not reported for each successive accident year at each statement of financial position date, together with the cumulative payments to date. The development of insurance liabilities provides a measure of the Company's ability to estimate the ultimate value of the claims.

The Company aims to maintain adequate reserves in respect of its insurance business in order to protect against adverse future claims experience and developments. The IBNR estimate pertains to claims liability for the periods beginning from year 2009 onwards whose claim experience has not been fully developed.

Claims triangulation analysis is by accident years, spanning a number of financial years.

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16. CLAIMS DEVELOPMENT TABLE (CONTINUED)

Claims development table gross of reinsurance:

2020

Accident year	2015 & Earlier	2016	2017	2018	2019	2020	Total
SAR'000							
Estimate of ultimate claims cost gross of reinsurance:							
At the end of accident year	-	513,609	578,744	600,983	633,687	673,175	673,175
One year later	-	408,368	513,928	558,114	723,616	-	723,616
Two years later	-	373,951	488,505	712,448	-	-	712,448
Three years later	-	364,801	710,845	-	-	-	710,845
Four years later	-	495,715	-	-	-	-	495,715
Five years later	826,646	-	-	-	-	-	826,646
Current estimate of cumulative claims	826,646	495,715	710,845	712,448	723,616	673,175	4,142,445
Cumulative payments to date	(777,306)	(493,232)	(701,992)	(701,434)	(603,713)	(460,293)	(3,737,970)
Liability recognized in statement of financial position	49,340	2,483	8,853	11,014	119,903	212,882	404,475
Premium deficiency reserve							26,010
Outstanding claims and reserves							430,485

2019

Accident year	2014 & Earlier	2015	2016	2017	2018	2019	Total
SAR'000							
Estimate of ultimate claims cost gross of reinsurance:							
At the end of accident year	-	439,814	513,609	578,744	600,983	633,687	633,687
One year later	-	410,761	408,368	513,928	558,114	-	558,114
Two years later	-	411,864	373,951	488,505	-	-	488,505
Three years later	-	398,943	364,801	-	-	-	364,801
Four years later	-	389,394	-	-	-	-	389,394
Five years later	473,798	-	-	-	-	-	473,798
Current estimate of cumulative claims	473,798	389,394	364,801	488,505	558,114	633,687	2,908,299
Cumulative payments to date	(415,992)	(379,459)	(357,449)	(458,694)	(501,937)	(461,595)	(2,575,126)
Liability recognized in statement of financial position	57,806	9,935	7,352	29,811	56,177	172,092	333,173
Premium deficiency reserve							4,952
Outstanding claims and Reserves							338,125

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16. CLAIMS DEVELOPMENT TABLE (CONTINUED)

Claims development table net of reinsurance:

<u>2020</u>							
Accident year	2015 & Earlier	2016	2017	2018	2019	2020	Total
SAR '000							
At the end of accident year	-	454,496	528,730	560,868	584,043	590,086	590,086
One year later	-	361,782	460,899	524,197	591,412	-	591,412
Two years later	-	340,833	449,927	679,459	-	-	679,459
Three years later	-	338,196	660,016	-	-	-	660,016
Four years later	-	462,311	-	-	-	-	462,311
Five years later	588,245	-	-	-	-	-	588,245
Current estimate of cumulative claims	588,245	462,311	660,016	679,459	591,412	590,086	3,571,528
Cumulative payments to date	(586,684)	(459,949)	(656,656)	(669,859)	(563,806)	(450,690)	(3,387,644)
Liability recognized in statement of financial position	1,561	2,362	3,360	9,600	27,606	139,396	183,884
Premium deficiency reserve							26,010
Outstanding claims and reserves							<u>209,894</u>
<u>2019</u>							
Accident year	2014 & Earlier	2015	2016	2017	2018	2019	Total
SAR '000							
At the end of accident year	-	388,992	454,496	528,730	560,868	584,043	584,043
One year later	-	346,980	361,782	460,899	524,197	-	524,197
Two years later	-	353,925	340,833	449,927	-	-	449,927
Three years later	-	340,393	338,196	-	-	-	338,196
Four years later	-	336,836	-	-	-	-	336,836
Five years later	276,239	-	-	-	-	-	276,239
Current estimate of cumulative claims	276,239	336,836	338,196	449,927	524,197	584,043	2,509,438
Cumulative payments to date	(275,418)	(332,338)	(332,387)	(432,144)	(490,249)	(455,784)	(2,318,320)
Liability recognized in statement of financial position	821	4,498	5,809	17,783	33,948	128,259	191,118
Premium deficiency reserve							4,952
Outstanding claims and reserves							<u>196,070</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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17. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction takes place either:

- in the accessible principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous accessible market for the asset or liability

The management assessed that cash and short-term deposits, premium and reinsurance receivables, receivables from related parties, trade and other payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Determination of fair value and fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: quoted prices in active markets for the same or identical instrument that an entity can access at the measurement date;

Level 2: quoted prices in active markets for similar assets and liabilities or other valuation techniques for which all significant inputs are based on observable market data; and

Level 3: valuation techniques for which any significant input is not based on observable market data.

a. Carrying amounts and fair value

The following table shows the carrying amount and fair values of financial assets, including their levels in the fair value hierarchy for financial instruments measured at fair value. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation to fair value.

Shareholders' Operations

December 31, 2020	Carrying value	Fair value			Total
		Level 1	Level 2	Level 3	
SAR '000					
Financial assets measured at fair value					
- Available for sale investments					
- Quoted securities	265,092	265,092	-	-	265,092
	265,092	265,092	-	-	265,092

Shareholders' Operations

December 31, 2019	Carrying value	Fair value			Total
		Level 1	Level 2	Level 3	
SAR '000					
Financial assets measured at fair value					
- Available for sale investments					
- Quoted securities	231,783	231,783	-	-	231,783
	231,783	231,783	-	-	231,783

b. Measurement of fair values

The Company has investments amounting to SAR 26.298 million in unquoted securities and SAR 224.4 million held to maturity. These investments in unquoted securities have not been measured at fair values in the absence of active market or other means of reliably measuring their fair values. However, the management believes that there is no major difference between the carrying values and fair values of these investments.

Transfer between the levels

During the year, there were no transfers into or out of each level.

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18. OPERATING SEGMENTS

Operating segments are identified on the basis of internal reports about components of the Company that are regularly reviewed by the Company's chief executive officer in their function as chief operating decision maker in order to allocate resources to the segments and to assess its performance.

Transactions between the operating segments are on normal commercial terms and conditions. The revenue from external parties reported to the chief executive officer is measured in a manner consistent with that in the income statement. Segment assets and liabilities comprise operating assets and liabilities.

Segment assets do not include cash and cash equivalents, short term deposits, premiums and insurance balances receivable - net, due from shareholders' operations, accrued commission income, prepaid expenses and other assets, property and equipment and intangible assets. Accordingly, they are included in unallocated assets.

Segment liabilities do not include policyholders' claims payables, accrued and other liabilities, reinsurance balances payable, due to shareholders' operations, end-of-service indemnities and accrual loss thereon, and insurance operations' surplus. Accordingly, they are included in unallocated liabilities.

These unallocated assets and liabilities are not reported to chief operating decision maker under related segments and are monitored on a centralized basis.

Segments do not include shareholders' assets and liabilities and equity hence, these are presented under unallocated assets / liabilities accordingly.

The segment information provided to the Company's chief executive officer for the reportable segments for the Company's total assets and liabilities at December 31, 2020 and December 31, 2019, its total revenues, expenses, and net income for the year then ended, are as follows:

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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18. OPERATING SEGMENTS (CONTINUED)

	As at December 31, 2020								Total	
	Insurance operations						Total - Insurance operations	Sharehold ers' operations		
	Medical	Motor	Property	Engineering	Protection and Savings	Others				
SAR '000										
Assets										
Reinsurers' share of unearned premiums	496	164	163,545	79,842	309	119,134	363,490	-	363,490	
Reinsurers' share of outstanding claims	-	-	58,760	56,200	14,933	32,998	162,891	-	162,891	
Reinsurers' share claims incurred but not Reported	1,532	-	14,292	25,573	3,539	12,764	57,700	-	57,700	
Reinsurers' share of mathematical reserves	-	-	-	-	138,959	-	138,959	-	138,959	
Deferred policy acquisition costs	3,690	12,049	1,805	3,425	19	4,367	25,355	-	25,355	
Unallocated assets	-	-	-	-	-	-	1,176,195	955,512	2,131,707	
Total assets	5,718	12,213	238,402	165,040	157,759	169,263	1,924,590	955,512	2,880,102	
Liabilities and shareholders' equity										
Unearned premiums	70,264	336,922	165,917	82,374	1,243	133,244	789,964	-	789,964	
Unearned reinsurance commission	54	22	5,795	7,264	136	7,201	20,472	-	20,472	
Outstanding claims	17,811	41,840	59,443	56,592	16,858	40,954	233,498	-	233,498	
Claims incurred but not reported	17,438	88,303	15,044	26,919	5,009	18,264	170,977	-	170,977	
Gross mathematical reserves	-	-	-	-	138,959	-	138,959	-	138,959	
Additional premium reserves	5,726	20,284	-	-	-	-	26,010	-	26,010	
Other technical reserves	283	5,252	319	386	367	2,035	8,642	-	8,642	
Unallocated liabilities and shareholders' equity	-	-	-	-	-	-	536,068	955,512	1,491,580	
Total liabilities and shareholders' equity	111,576	492,623	246,518	173,535	162,572	201,698	1,924,590	955,512	2,880,102	

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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18. OPERATING SEGMENTS (CONTINUED)

	As at December 31, 2019							
	Insurance operations					Total - Insurance operations	Shareholders' operations	Total
	Medical	Motor	Property	Engineering	Others			
SAR '000								
Assets								
Reinsurers' share of unearned premiums	1,932	45	124,669	63,434	84,057	274,137	-	274,137
Reinsurers' share of outstanding claims	-	365	73,720	11,598	12,154	97,837	-	97,837
Reinsurers' share of claims incurred but not reported	-	-	17,617	16,716	9,885	44,218	-	44,218
Deferred policy acquisition costs	2,978	6,848	1,550	1,910	3,447	16,733	-	16,733
Unallocated assets	-	-	-	-	-	908,916	690,886	1,599,802
Total assets	4,910	7,258	217,556	93,658	109,543	1,341,841	690,886	2,032,727
Liabilities and shareholders' equity								
Unearned premiums	56,566	295,699	126,135	64,647	94,781	637,828	-	637,828
Unearned reinsurance commission	-	2	4,329	4,383	5,372	14,086	-	14,086
Outstanding claims	16,209	16,209	75,168	12,408	20,439	140,433	-	140,433
Claims incurred but not reported	11,359	129,147	18,246	18,217	15,771	192,740	-	192,740
Additional premium reserves	4,740	-	-	18	212	4,970	-	4,970
Other technical reserves	1,261	27,133	456	455	395	29,700	-	29,700
Unallocated liabilities and shareholders' equity	-	-	-	-	-	322,084	690,886	1,012,970
Total liabilities and shareholders' equity	90,135	468,190	224,334	100,128	136,970	1,341,841	690,886	2,032,727

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18. OPERATING SEGMENTS (CONTINUED)

	For the year ended December 31, 2020						Total
	Medical	Motor	Property	Engineering	Protection and Savings		
					Others		
SAR '000							
REVENUES							
Gross premiums written							
- Direct	120,413	699,412	294,894	120,408	11,382	217,546	1,464,055
- Reinsurance	-	-	6,910	1,738	-	-	8,648
	120,413	699,412	301,804	122,146	11,382	217,546	1,472,703
Reinsurance premiums ceded							
- Local ceded	-	-	(8,090)	(3,776)	-	-	(11,866)
- Foreign ceded	(4,042)	(717)	(289,376)	(111,935)	(7,557)	(183,527)	(597,154)
	(4,042)	(717)	(297,466)	(115,711)	(7,557)	(183,527)	(609,020)
Excess of loss expenses	(7,991)	(2,829)	(928)	(928)	-	(1,071)	(13,747)
Net premiums written	108,380	695,866	3,410	5,507	3,825	32,948	849,936
Changes in unearned premiums, net	(6,783)	(40,922)	(897)	(1,300)	(699)	(2,723)	(53,324)
Net premiums earned	101,597	654,944	2,513	4,207	3,126	30,225	796,612
Reinsurance commissions	1,219	56	14,853	10,676	1,143	13,100	41,047
Other underwriting income	4,506	2,258	10	7	-	4,437	11,218
TOTAL REVENUES	107,322	657,258	17,376	14,890	4,269	47,762	848,877
UNDERWRITING COSTS AND EXPENSES							
Gross claims paid	98,445	445,172	2,620	16,106	5,595	24,499	592,437
Surrenders and maturities	-	-	-	-	16,507	-	16,507
Expenses incurred related to claims	4,546	29,056	-	-	-	-	33,602
Reinsurers' share of claims paid	(11,050)	(636)	(1,994)	(14,743)	(21,608)	(16,149)	(66,180)
Net claims and other benefits paid	91,941	473,592	626	1,363	494	8,350	576,366
Changes in outstanding claims, net	1,602	25,839	(765)	(418)	(409)	(1,002)	24,847
Changes in IBNR, net	1,287	(44,099)	95	(173)	1,276	(2,181)	(43,795)
Net claims and other benefits incurred	94,830	455,332	(44)	772	1,361	5,167	557,418
Additional premium reserves	986	20,284	-	(18)	-	(212)	21,040
Other technical reserves	(1,031)	(22,124)	(271)	(399)	186	1,172	(22,467)
Policy acquisition costs	6,731	25,183	4,452	4,240	29	7,594	48,229
Other underwriting expenses	2,321	30,713	(520)	-	-	(149)	32,365
TOTAL UNDERWRITING COSTS AND EXPENSES	103,837	509,388	3,617	4,595	1,576	13,572	636,585
NET UNDERWRITING INCOME / EXPENSE	3,485	147,870	13,759	10,295	2,693	34,190	212,292
OTHER OPERATING (EXPENSES)/ INCOME							
Allowance for doubtful debts							(8,155)
General and administrative expenses							(141,849)
Commission income on investments							14,944
Dividend and realized gain on investments							3,019
TOTAL OTHER OPERATING EXPENSES							(132,041)
Total income for the period before zakat and income tax & surplus attribution							80,251
Zakat							(20,380)
Income tax							(1,122)
Total income for the year							58,749
Net income for the year attributable to insurance operations							(7,626)
NET INCOME FOR THE YEAR ATTRIBUTABLE TO SHAREHOLDERS							51,123

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18. OPERATING SEGMENTS (CONTINUED)

	For the year ended December 31, 2019					
	Medical	Motor	Property	Engineering	Others	Total
	SAR '000					
REVENUES						
Gross premiums written						
- Direct	96,369	622,253	239,651	102,509	154,242	1,215,024
- Reinsurance	-	-	370	-	-	370
	96,369	622,253	240,021	102,509	154,242	1,215,394
Reinsurance premiums ceded						
- Local ceded	-	-	(5,409)	(4,417)	-	(9,826)
- Foreign ceded	(2,602)	(182)	(231,292)	(94,199)	(126,929)	(455,204)
	(2,602)	(182)	(236,701)	(98,616)	(126,929)	(465,030)
Excess of loss expenses	(8,712)	(3,636)	(803)	(803)	(894)	(14,848)
Net premiums written	85,055	618,435	2,517	3,090	26,419	735,516
Changes in unearned premiums, net	(17,025)	(8,955)	(51)	976	2,410	(22,645)
Net premiums earned	68,030	609,480	2,466	4,066	28,829	712,871
Reinsurance commissions	-	8	12,039	5,843	6,444	24,334
Other underwriting income	-	2,189	9	7	62	2,267
TOTAL REVENUES	68,030	611,677	14,514	9,916	35,335	739,472
UNDERWRITING COSTS AND EXPENSES						
Gross claims paid	79,799	460,552	12,782	18,644	26,007	597,784
Expenses incurred related to claims	3,309	32,628	-	-	-	35,937
Reinsurers' share of claims paid	(8,273)	(418)	(10,779)	(17,135)	(14,142)	(50,747)
Net claims and other benefits paid	74,835	492,762	2,003	1,509	11,865	582,974
Changes in outstanding claims, net	(10,638)	3,012	(2,223)	(509)	(3,912)	(14,270)
Changes in IBNR, net	(14)	(3,648)	(891)	784	(3,931)	(7,700)
Net claims and other benefits incurred	64,183	492,126	(1,111)	1,784	4,022	561,004
Additional premium reserves	(2,934)	-	-	(532)	(89)	(3,555)
Other technical reserves	878	6,031	(1,666)	(883)	(1,039)	3,321
Policy acquisition costs	4,776	23,791	5,531	3,130	5,428	42,656
Other underwriting expenses	7,485	18,610	-	-	(60)	26,035
TOTAL UNDERWRITING COSTS AND EXPENSES	74,388	540,558	2,754	3,499	8,262	629,461
NET UNDERWRITING INCOME	(6,358)	71,119	11,760	6,417	27,073	110,011
OTHER OPERATING (EXPENSES)/ INCOME						
Reversal of doubtful debts						2,834
General and administrative expenses						(115,103)
Commission income on investments						25,623
Dividend income on investment						1,137
TOTAL OTHER OPERATING EXPENSES						(85,509)
Total income for the period before zakat and income tax & surplus attribution						24,502
Zakat						(1,543)
Income tax						(241)
Total income for the year						22,718
Total income for the year attributable to insurance operations						(1,343)
NET INCOME FOR THE YEAR ATTRIBUTABLE TO SHAREHOLDERS						21,375

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19. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties represent major shareholders, directors and key management personnel of the Company, and companies of which they are principal owners and any other entities controlled, jointly controlled or significantly influenced by them. Pricing policies and terms of these transactions are approved by the Company's management and Board of Directors. The following are the details of the major related party transactions during the year and the related balances:

	Transactions for the year ended		Net balance receivable / (payable) as at	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
	SAR '000		SAR '000	
Entities controlled, jointly controlled or significantly influenced by related parties				
Insurance premium written /receivables from				
- BOD and related parties	46,756	2,205	28,105	130
- Key management personnel	19	18	-	-
Premium ceded , XOL and balances payables for premium ceded and XOL	9,057	-	(8,703)	-
Reinsurance business with Directors and their Related Parties	90	408	(104)	(39)
Other business with related parties	(1,101)	-	188	-
Claims paid and payable to BOD and their related parties	5,821	1,893	(972)	(165)
Reinsurance share of claims paid	(24,982)	-	-	-

Remuneration and compensation of BOD Members and Top Executives

The following table shows the annual salaries, remuneration and allowances obtained by the Board members and 5 top executives for the year ended December 31, 2020 and 2019:

	BOD members (Non-Executive)	Top Executives including the CEO and CFO
	SAR '000	
2020		
Salaries and allowances	-	5,281
Annual remuneration	4,765	-
End of service provision for the year	-	396
Total	4,765	5,677

	BOD Members (Non-Executive)	Top Executives including the CEO and CFO
	SAR '000	
2019		
Salaries and allowances	-	4,985
Annual remuneration	3,106	-
End of service provision for the year	-	704
Total	3,106	5,689

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20. ZAKAT AND INCOME TAX

Zakat

The current year's zakat provision is based on the following:

	2020	2019
	SAR '000	
Share capital	528,000	440,000
Reserves, opening provisions and other adjustments	200,834	267,598
Book value of long term assets	(400,011)	(468,083)
	328,823	239,515
Adjusted income for the year	92,470	24,823
Zakat base	421,293	264,338
Saudi shareholder's share of Zakat base @ 93.87%	395,468	250,460
Zakat due at 2.5776%	10,194	6,456

The differences between the financial and zakatable results are mainly due to provisions, which are not allowed in the calculation of adjusted income. The movement in the zakat provision for the year was as follows:

	2020	2019
	SAR '000	
Balance, January 1	14,907	27,334
Addition due to merger	3,848	-
Provided during the year	10,194	6,456
Provision adjustment for prior years	10,186	(4,913)
Total provision charged to income statement	20,380	1,543
Payments during the year	(11,915)	(13,970)
Balance, December 31	27,220	14,907

Income tax:

	2020	2019
	SAR '000	
Net income for the year before zakat and income tax	72,625	23,159
Provisions charged during the year for end of service benefits	3,849	4,158
Provision (reversed)/charged during the year for doubtful debts	8,155	(2,834)
Others	7,841	340
	92,470	24,823
Foreign shareholders' share of tax base @ 6.13%	5,668	1,303
Payments of end of service benefits	(955)	(874)
Others	-	(961)
	(955)	(1,835)
Foreign shareholders' share of tax payments	(59)	(96)
Tax base	5,609	1,207
Tax at 20%	1,122	241

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20. ZAKAT AND INCOME TAX (CONTINUED)

Income tax charge for the current year is calculated at 20% of the adjusted taxable income on the portion of equity owned by the foreign shareholders. The movement in the tax provision for the year was as follows:

	2020	2019
	<u>SAR '000</u>	
Balance, January 1	671	1,198
Provided during the year	1,122	241
Payments during the year	(149)	(768)
Balance, December 31	1,644	671

Status of assessments

The Company has filed Zakat and income tax returns with the General Authority of Zakat and Tax (“GAZT”) up to the year ended December 31, 2019 and obtained the required certificate from GAZT that was valid up to April 30, 2021.

In 2019, the Company has received an assessment order for the year 2016 for an additional zakat and tax liability amounting to SR 20 million. The Company successfully appealed against most of the items in this assessment and paid an amount of SR 1.9 million as a full and final settlement.

During the year, the Company received an assessment order for the year 2014 for an additional zakat and tax liability amounting to SR 5.9 million. Further, during 2020 the company has received an assessment orders for the years 2015, 2017 and 2018 for an additional zakat and tax liability amounting to SR 9.3 million. The company has appealed against these assessment which are under review and consideration by the GAZT.

The management of the Company reviewed assessment letters and responded in the specified time period and is confident that the additional liability would be adjusted significantly in favour of the Company. The management also believes that the provision as reflected in financial statements is sufficient to meet any additional zakat and tax obligation.

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21.SHARE CAPITAL

The authorized, issued and paid up capital of the Company was SAR 646.4 million at December 31, 2020 consisting of 64.6 million shares of SAR 10 each (December 31, 2019: SAR 528 million consisting of 52.8 million shares of SAR 10 each).

In the year 2015, the Company had increased its share capital from SAR 200 million to SAR 400 million, by issuing 20 million right shares to its existing shareholders, which were offered at an exercise price of SAR 12 per share. This resulted in a share premium less issuance cost amounting to SAR 30.1 million.

The Company's Board of Directors in their meeting held on April 8, 2019 corresponding to 3 Sha'aban 1440H recommended to the Extraordinary General Assembly to increase share capital of the Company. The Extraordinary General Assembly approved to increase share capital of the Company from SAR 440 million to SAR 528 million by issuing one bonus share for every five existing shares owned by the shareholder. The increase in share capital is through capitalization of retained earnings of SAR 88 million. The increase in share capital was approved by the shareholders in their meeting held on 16 Ramadan 1440H (Corresponding to May 21, 2019).

The Board of Directors in their meeting held on 30 Muharram 1441 H (corresponding to 29 September 2019) resolved to increase the share capital from SAR 528,000,000 to SAR 646,397,060 by issuing 11,839,706 ordinary shares to merge MetLife AIG ANB Cooperative Insurance Company "MAA" into the Company and transferring all of MAA's assets and liabilities to the Company through a securities exchange offer. The merger was successfully completed and shares issued accordingly during the year.

The Board of Directors in their meeting held on 27 Jumada I 1442 H (corresponding to 11 January 2021) recommended to increase share capital by offering right issue with an additional amount of SAR 775million to support growth plan of the company and maintain its solvency margin. However, this is subject to approval by regulators and Extraordinary General Assembly.

Shareholding structure of the Company is as below:

	December 31, 2020		
	Authorized and issued	Paid up	
	No. of Shares	SAR "000"	
American Life Insurance	3,551,911	35,519	35,519
Arab National Bank	3,545,146	35,451	35,451
International General Insurance Company	2,020,569	20,206	20,206
Others	55,522,080	555,221	555,221
Total	64,639,706	646,397	646,397
	December 31, 2019		
	Authorized and issued	Paid up	
	No. of Shares	SAR "000"	
International General Insurance Company	2,772,000	27,720	27,720
Others	50,028,000	500,280	500,280
Total	52,800,000	528,000	528,000

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22. DIVIDEND AND BONUS SHARES

No dividend and bonus shares recommended during the year ended December 31, 2020.

The Board of Directors (BOD) in their meeting dated April 8, 2019, proposed a dividend of SAR 1 per share total amounting to SAR 44 million, which was approved by the shareholders in annual general assembly meeting dated May 21, 2019. The entire dividend amount was distributed during the period.

The Board of Directors in their meeting held on April 8, 2019 corresponding to 3 Sha'aban 1440H recommended to the Extraordinary General Assembly Meeting to increase share capital of the Company. The Extraordinary General Assembly approved to increase share capital of the Company from SAR 440 million to SAR 528 million by issuing one bonus share for every five existing shares owned by the shareholder. The increase in share capital is through capitalization of retained earnings of SAR 88 million. The increase in share capital was approved by the shareholders in their meeting held on 16 Ramadan 1440H (Corresponding to May 21, 2019). The Capital Market Authority in its resolution dated April 25, 2019 approved this increase in capital by issuing bonus shares.

23. EARNINGS PER SHARE ("EPS")

Basic and diluted earnings per share from shareholders' income is calculated by dividing net income for the period by weighted average number of ordinary shares outstanding during the year.

24. CAPITAL MANAGEMENT

Objectives are set by the Company to maintain healthy capital ratios in order to support its business objectives and maximize shareholders' value.

The Company manages its capital requirements by assessing shortfalls between reported and required capital levels on a regular basis. Adjustments to current capital levels are made in light of changes in market conditions and risk characteristics of the Company's activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders or issue shares.

The Company manages its capital to ensure that it is able to continue as going concern and comply with the regulators' capital requirements of the markets in which the Company operates while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of equity attributable to equity holders comprising paid share capital, reserves and retained earnings.

As per guidelines laid out by SAMA in Article 66 of the Implementing Insurance Regulations detailing the solvency margin required to be maintained, the Company shall maintain solvency margin equivalent to the highest of the following three methods as per SAMA Implementing Regulations:

- Minimum Capital Requirement of SAR 200 million
- Premium Solvency Margin
- Claims Solvency Margin

The Company's net admissible assets as at December 31, 2020 are 285% (2019: 259%) of the required minimum margin for solvency. Further, the Company is in compliance with all externally imposed capital requirements with sound solvency margin. The capital structure of the Company as at December 31, 2020 consists of paid-up share capital of SAR 646.4 million, statutory reserves of SAR 63.3 million and retained earnings of SAR 81.3 million (December 31, 2019: paid-up share capital of SAR 528 million, statutory reserves of SAR 53.1 million and retained earnings of SAR 40.4 million.) in the statement of financial position.

In the opinion of the Board of Directors, the Company has fully complied with the externally imposed capital requirements during the reported financial year.

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25. GROSS PREMIUMS WRITTEN

Class	For the year ended December 31, 2020					Total Gross premiums written
	Corporate				Individual	
	Micro	Small	Medium	Large		
	SR'000					
Medical	24,066	15,435	26,351	41,260	13,301	120,413
Motor	3,023	6,198	11,817	154,283	524,091	699,412
Property	2,673	11,826	8,746	278,559	-	301,804
Engineering	2,041	1,474	15,351	103,280	-	122,146
Protection & Savings	(8)	89	311	6,816	4,174	11,382
Others	8,893	13,491	21,066	170,384	3,712	217,546
Total	40,688	48,513	83,642	754,582	545,278	1,472,703

Class	For the year ended December 31, 2019					Total Gross premiums written
	Corporate				Individual	
	Micro	Small	Medium	Large		
	SR'000					
Medical	7,673	22,082	14,163	41,487	10,964	96,369
Motor	465	4,082	15,047	51,401	551,258	622,253
Property	344	2,435	8,160	229,082	-	240,021
Engineering	240	1,526	6,758	93,985	-	102,509
Others	1,492	6,529	15,421	130,181	619	154,242
Total	10,214	36,654	59,549	546,136	562,841	1,215,394

26. GENERAL AND ADMINISTRATIVE EXPENSES

	2020	2019
	SAR '000	
Salaries, benefits and remunerations	90,139	70,051
Advertising, marketing and branch development expenses	3,472	1,990
Rent	3,920	3,915
Insurance, utilities and maintenance	1,777	1,908
Depreciation and amortization	9,549	7,506
Communications	11,304	6,160
Office supplies and printing	1,549	1,818
Training and education	453	1,024
Professional	12,914	11,625
Others	6,772	9,106
Total	141,849	115,103

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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27. INVESTMENT INCOME

	2020	2019
	SAR '000	
Available for sale financial assets		
Dividend income on investments	2,519	1,137
Realized gain on investments	500	-
Cash, short term deposits and Sukuks		
Commission income	14,944	25,623
Total	17,963	26,760

28. RISK MANAGEMENT

(a) Insurance risk

The principal risk the Company faces under insurance contracts is that the actual claims and benefit payments or the timing thereof, differ from expectations. This is influenced by the frequency of claims, severity of claims, actual benefits paid and subsequent development of long-term claims. Therefore, the objective of the Company is to ensure that sufficient reserves are available to cover these liabilities.

The Company purchases reinsurance as part of its risks mitigation programme. Reinsurance ceded is placed on both a proportional and non-proportional basis. The majority of proportional reinsurance is quota-share reinsurance which is taken out to reduce the overall exposure of the Company to certain classes of business. Non-proportional reinsurance is primarily excess-of-loss reinsurance designed to mitigate the Company's net exposure to catastrophe losses. Retention limits for the excess-of-loss reinsurance vary by product line and territory.

Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision and are in accordance with the reinsurance contracts. Although the Company has reinsurance arrangements, it is not relieved of its direct obligations to its policyholders and thus a credit exposure exists with respect to reinsurance ceded, to the extent that any reinsurer is unable to meet its obligations assumed under such reinsurance arrangements. The Company's placement of reinsurance is diversified such that it is neither dependent on a single reinsurer nor are the operations of the Company substantially dependent upon any single reinsurance contract. There is no single counterparty exposure that exceeds 8% of total reinsurance assets at the reporting date.

Frequency and severity of claims

The frequency and severity of claims can be affected by several factors like natural disasters, flood, environmental and economical, atmospheric disturbances, concentration of risks, civil riots etc. The Company manages these risk through the measures described above. The Company has limited its risk by imposing maximum claim amounts on certain contracts as well as the use of reinsurance arrangements in order to limit exposure to catastrophic events (e.g., hurricanes, earthquakes and flood damage). The purpose of these underwriting and reinsurance strategies is to limit exposure to catastrophes based on the Company's risk appetite as decided by management. The Board may decide to increase or decrease the maximum tolerances based on market conditions and other factors.

28. RISK MANAGEMENT (CONTINUED)

a) Insurance risk (continued)

Concentration of insurance risk

The Company monitors concentration of insurance risks primarily by class of business. The major concentration lies in medical segment and motor.

The Company also monitors concentration of risk by evaluating multiple risks covered in the same geographical location. For flood or earthquake risk, a complete city is classified as a single location. For fire and property risk a particular building and neighboring buildings, which could be affected by a single claim incident, are considered as a single location. Similarly, for marine risk, multiple risks covered in a single vessel voyage are considered as a single risk while assessing concentration of risk. The Company evaluates the concentration of exposures to individual and cumulative insurance risks and establishes its reinsurance policy to reduce such exposures to levels acceptable to the Company.

Since the Company operates majorly in Saudi Arabia, hence, all the insurance risks relate to policies written in Saudi Arabia.

The key source of estimation uncertainty at the statement of financial position date relates to valuation of outstanding claims, whether reported or not, and includes expected claims settlement costs. The principal assumption underlying the liability estimates is that the Company's future claims development will follow a similar pattern to past claims development experience. This includes assumptions in respect of average claim costs, claim handling costs, claim inflation factors and claim numbers for each accident year. Additional qualitative judgements are used to assess the extent to which past trends may not apply in the future, for example: one-off occurrence; changes in market factors such as public attitude to claiming; economic conditions; as well as internal factors such as portfolio mix, policy conditions and claims handling procedures. Judgement is further used to assess the extent to which external factors such as judicial decisions and government legislation affect the estimates. Considerable judgment by management is required in the estimation of amounts due to policyholders arising from claims made under insurance contracts. Such estimates are necessarily based on assumptions about several factors involving varying and possibly significant degrees of judgment and uncertainty and actual results may differ from management's estimates resulting in future changes in estimated liabilities. Qualitative judgments are used to assess the extent to which past trends may not apply in the future, for example one-off occurrence, changes in market factors such as public attitude to claiming and economic conditions. Judgment is further used to assess the extent to which external factors such as judicial decisions and government legislation affect the estimates.

In particular, estimates have to be made both for the expected ultimate cost of claims reported at the statement of financial position date and for the expected ultimate cost of claims incurred but not reported (IBNR) at the statement of financial position date.

28. RISK MANAGEMENT (CONTINUED)

Process used to decide on assumptions

The process used to determine the assumptions for calculating the outstanding claim reserve is intended to result in neutral reasonable estimates of the most likely or expected outcome. The nature of the business makes it very difficult to predict with certainty the likely outcome of any particular claim and the ultimate cost of notified claims. Each notified claim is assessed on a separate, case by case basis with due regard to claim circumstances, information available from surveyors and historical evidence of the size of similar claims. Case estimates are reviewed regularly and are updated as and when new information is available.

The estimation of IBNR is generally subject to a greater degree of uncertainty than the estimation of the cost of settling claims already notified to the Company, in which case information about the claim event is available. The estimation process takes into account the past claims reporting pattern and details of reinsurance programs. For details please refer note 2(d)(i).

The ultimate cost of outstanding claims is estimated by using a range of standard actuarial claims projection techniques, such as Chain Ladder and Bornheutter-Ferguson methods.

The main assumption underlying these techniques is that a Company's past claims development experience can be used to project future claims development and hence ultimate claims costs. As such, these methods extrapolate the development of paid and incurred losses, average costs per claim and claim numbers based on the observed development of earlier years and expected loss ratios. Historical claims development is mainly analysed by accident years, but can also be further analysed by geographical area, as well as by significant business lines and claim types. Large claims are usually separately addressed, either by being reserved at the face value of loss adjuster estimates or separately projected in order to reflect their future development. In most cases, no explicit assumptions are made regarding future rates of claims inflation or loss ratios. Instead, the assumptions used are those implicit in the historical claims development data on which the projections are based. Additional qualitative judgement is used to assess the extent to which past trends may not apply in future, (e.g., to reflect one-off occurrences, changes in external or market factors such as public attitudes to claiming, economic conditions, levels of claims inflation, judicial decisions and legislation, as well as internal factors such as portfolio mix, policy features and claims handling procedures) in order to arrive at the estimated ultimate cost of claims that present the likely outcome from the range of possible outcomes, taking account of all the uncertainties involved.

The premium liabilities have been determined such that the total premium liability provisions (unearned premium reserve and premium deficiency reserve in result of liability adequacy test) would be sufficient to service the future expected claims and expenses likely to occur on the unexpired policies as at the statement of financial position date. The expected future liability is determined using estimates and assumptions based on the experience during the expired period of the contracts and expectations of future events that are believed to be reasonable.

Sensitivity analysis

The Company believes that the claim liabilities under insurance contracts outstanding at the year end are adequate. However, these amounts are not certain and actual payments may differ from the claims liabilities provided in the financial statements. The insurance claim liabilities are sensitive to the various assumptions. It has not been possible to quantify the sensitivity of specific variables such as legislative changes or uncertainty in the estimation process.

A hypothetical 10% change in the claim ratio, net of reinsurance, would impact net underwriting income/(loss) as follows;

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28. RISK MANAGEMENT (CONTINUED)

Sensitivity analysis (continued)

	Income from insurance operations	
	2020	2019
	SAR '000	
Impact of change in claim ratio by + 10%		
Medical	(3,372)	(2,757)
Motor	(13,014)	(14,499)
Property	(144)	(208)
Engineering	(174)	(231)
Protection and Savings	(218)	-
Other	(1,467)	(1,417)
Total	(18,389)	(19,112)
Impact of change in average claim cost + 10%		
Medical	(455)	(331)
Motor	(2,906)	(3,263)
Total	(3,361)	(3,594)

A hypothetical 10% decrease in claim ratio, net of reinsurance, would have almost equal but opposite impact on net underwriting income.

(a) Reinsurance risk

In order to minimize financial exposure arising from large claims, the Company, in the normal course of business, enters into agreements with other parties for reinsurance purposes.

To minimize its exposure to significant losses from reinsurer insolvencies, the Company evaluates the financial condition of its reinsurers and monitors concentrations of credit risk arising from similar geographic regions, activities or economic characteristics of the reinsurers.

Reinsurers are selected using the following parameters and guidelines set by the Company's Board of Directors and Reinsurance Committee. The criteria may be summarized as follows:

- Minimum acceptable credit rating by recognized rating agencies (e.g. S&P) that is not lower than BBB or equivalent
- Reputation of particular reinsurance companies
- Existing or past business relationship with the reinsurer.

Furthermore, the financial strength and managerial and technical expertise as well as historical performance of the reinsurers, wherever applicable, are thoroughly reviewed by the Company and agreed to pre-set requirements of the Company's Board of Directors and Reinsurance Committee before approving them for exchange of reinsurance business. As at December 31, 2020 and 2019, there is no significant concentration of reinsurance balances.

Reinsurance ceded contracts do not relieve the Company from its obligations to policyholders and as a result the Company remains liable for the portion of outstanding claims reinsured to the extent that the reinsurer fails to meet the obligations under the reinsurance agreements.

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28. RISK MANAGEMENT (CONTINUED)

(b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk).

- The Company's market risk policy sets out the assessment and determination of what constitutes market risk for the Company. Compliance with the policy is monitored and exposures and breaches are reported to the Company risk committee. The policy is reviewed regularly for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocation and portfolio limit structure, to ensure that assets back specific policyholders' liabilities and that assets are held to deliver income and gains for policyholders which are in line with their expectations.
- The Company stipulates diversification benchmarks by type of instrument and geographical area, as the Company is exposed to guaranteed bonuses, cash and annuity options when interest rates fall.
- There is strict control over hedging activities (e.g., equity derivatives are only permitted to be held to facilitate portfolio management or to reduce investment risk).

The Board of Directors of the Company ensure that the overall market risk exposure is maintained at prudent levels and is consistent with the available capital. While the Board gives a strategic direction and goals, risk management function related to market risk is mainly the responsibility of Investment Committee team. The team prepares forecasts showing the effects of various possible changes in market conditions related to risk exposures. This risk is being mitigated through the proper selection of securities. The Company maintains, diversified portfolio and performs regular monitoring of developments in related markets. In addition, the key factors that affect stock and sukuk market movements are monitored, including analysis of the operational and financial performance of investees.

Market risk comprises of three types of risk: currency risk, commission rate risk and other price risk.

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Company's exposure to foreign currency risk is limited to United States Dollars which is pegged against the Saudi Arabian Riyal. Management believes that there is minimal risk of significant losses due to exchange rate fluctuations and consequently the Company does not hedge its foreign currency exposure.

The currency exposures of available-for-sale and held to maturity investments are set out below:

<u>Shareholders Operations</u>	2020	2019
	<u>SAR '000</u>	
Saudi Arabian Riyals and GCC currencies	515,790	404,248
Total	515,790	404,248

Commission Rate Risk

The Company invests in securities and has deposits that are subject to commission rate risk. Commission rate risk to the Company is the risk of changes in commission rates reducing the overall return on its fixed commission rate bearing securities. The Commission rate risk is limited by monitoring changes in commission rates and by investing in floating rate instruments.

An increase or decrease of 50 basis points in interest yields would result in an increase or decrease in the profit for the year of SAR 1.528 million (2019: SAR 0.553 million).

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28. RISK MANAGEMENT (CONTINUED)

(b) Market Risk (continued)

Commission Rate Risk (continued)

The commission and non-commission bearing investments of the Company and their maturities as at December 31, 2020 and 2019 are as follows:

	Less than 1 year	More than 1 year	Non- commission bearing	Total
	SAR '000			
Insurance Operations				
2020	-	50,000	-	50,000
2019	470,000	-	-	470,000
Shareholders Operations				
2020	217,274	224,400	291,390	733,064
2019	211,074	149,342	254,906	615,322

Other Price Risk

Other price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices (other than those arising from commission rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Company's investments amounting to SAR 265.092 million (2019: SAR 231.783 million) are susceptible to market price risk arising from uncertainty about the future value of invested securities. The Company limits this nature of market risk by diversifying its invested portfolio and by actively monitoring the developments in markets.

The impact of a hypothetical change of a 10% increase and 10% decrease in the market prices of investments on shareholders' comprehensive income would be as follows:

	Fair value change	Effect on Company's other comprehensive income
December 31, 2020	+ / -10%	+/- 26,509
December 31, 2019	+ / -10%	+/- 23,178

The sensitivity analysis presented is based upon the portfolio position as at December 31, 2020 and 2019. Accordingly, the sensitivity analysis prepared is not necessarily indicative of the effect on the Company's assets of future movements in the value of investments held by the Company.

(c) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. For all classes of financial instruments held by the Company, the maximum credit risk exposure to the Company is the carrying value as disclosed in the statement of financial position.

The table below shows the maximum exposure to credit risk for the relevant components of the statement of financial position:

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28. RISK MANAGEMENT (CONTINUED)

(c) Credit Risk (continued)

	2020	2019
	SAR '000	
Insurance operations' assets		
Cash and cash equivalents	687,297	560,863
Short term deposits	50,000	130,000
Premiums and insurance balances receivable, net	333,020	150,094
Reinsurers' share of outstanding claims	220,591	142,055
Reinsurers' share of mathematical reserves	138,959	-
Accrued commission income	-	214
Other assets	65,350	39,254
	1,495,217	1,022,480
Shareholders' assets		
Cash and cash equivalents	-	-
Short term deposits	167,274	211,074
Long term deposits	50,000	-
Accrued commission income	13,996	10,452
Available-for-sale investments	515,790	404,248
Statutory deposit	64,640	52,800
	811,700	678,574
Total	2,306,917	1,701,054

Concentration of credit risk

Concentration of credit risk exists when changes in economic or industry factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure. Approximately all of the Company's underwriting activities are carried out in Saudi Arabia.

The Company's portfolio of financial instruments is broadly diversified and transactions are entered into with diverse credit-worthy counterparties thereby mitigating any significant concentrations of credit risk.

Insurance Operations assets	2020		2019		2020		2019	
	Investment grade		Non-investment grade		Unrated			
	SAR '000							
Cash and cash equivalents	687,297	560,863	-	-	-	-	-	-
Short term deposits	50,000	130,000	-	-	-	-	-	-
Premium and reinsurance balances receivable								
- Policyholders'	-	-	-	-	307,573	-	149,393	-
- Due from related parties	-	-	-	-	19,873	-	281	-
- Reinsurance receivables	-	-	-	-	5,574	-	420	-
Reinsurers share of outstanding claims and IBNR	-	-	-	-	359,550	-	142,055	-
Accrued commission income	-	214	-	-	-	-	-	-
Other assets	-	-	-	-	65,350	-	39,254	-
Total	737,297	691,077	-	-	757,920	-	331,403	-

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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28. RISK MANAGEMENT (CONTINUED)

(c) Credit Risk (continued)

Concentration of credit risk (continued)

Shareholders' assets	2020		2019		2020		2019	
	Investment grade		Non-investment grade		Unrated			
	SAR '000							
Cash and cash equivalents	-	-	-	-	-	-	-	-
Short term deposits	167,274	211,074	-	-	-	-	-	-
Long term deposits	50,000	-	-	-	-	-	-	-
Accrued commission income	13,996	10,452	-	-	-	-	-	-
Available-for-sale investments	489,492	381,125	-	-	26,298	-	23,123	-
Statutory deposit	64,640	52,800	-	-	-	-	-	-
Total	785,402	655,451	-	-	26,298	-	23,123	-

(d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet obligations and commitments associated with financial liabilities. The Company has a proper cash management system, where daily cash collections and payments are strictly monitored and reconciled on regular basis. The Company manages liquidity risk by maintaining maturities of financial assets and financial liabilities and investing in liquid financial assets.

- The Company has a liquidity risk policy which sets out the assessment and determination of what constitutes liquidity risk for the Company. Compliance with the policy is monitored and exposures and breaches are reported to the Company risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocations, portfolio limit structures and maturity profiles of assets, in order to ensure sufficient funding is available to meet insurance and investment contracts obligations.
- Contingency funding plans are in place, which specify minimum proportions of funds to meet emergency calls as well as specifying events that would trigger such plans.
- The Company's catastrophe excess-of-loss reinsurance contracts contain clauses permitting the immediate draw down of funds to meet claim payments should claim events exceed a certain size.

The table below summarizes the maturities of the Company's undiscounted contractual obligations relating to financial assets and liabilities:

ASSETS - INSURANCE OPERATIONS	2020			2019		
	Less than one year	More than one year	Total	Less than one year	More than one year	Total
	SAR '000			SAR '000		
Cash and cash equivalents	687,297	-	687,297	560,863	-	560,863
Short term deposits	50,000	-	50,000	130,000	-	130,000
Premiums and insurance balances receivable, net	333,020	-	333,020	150,094	-	150,094
Reinsurers' share of outstanding claims	359,550	-	359,550	142,055	-	142,055
Accrued commission income	-	-	-	214	-	214
Other assets	65,350	-	65,350	39,254	-	39,254
Total	1,495,217	-	1,495,217	1,022,480	-	1,022,480

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
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28. RISK MANAGEMENT (CONTINUED)

d) Liquidity Risk (continued)

LIABILITIES - INSURANCE OPERATIONS	2020			2019		
	Less than one year	More than one year	Total	Less than one year	More than one year	Total
	SAR '000			SAR '000		
Outstanding claims and IBNR	543,434	-	543,434	333,173	-	333,173
Policyholders claims payables	34,794	-	34,794	20,876	-	20,876
Accrued expenses and other liabilities	144,082	-	144,082	85,964	-	85,964
Reinsurance balances payables	232,814	-	232,814	173,378	-	173,378
End-of-service indemnities	-	21,724	21,724	-	17,906	17,906
Accumulated surplus	9,774	-	9,774	3,491	-	3,491
Total	964,898	21,724	986,622	616,882	17,906	634,788

Maturity profile

ASSETS - SHAREHOLDERS' OPERATIONS	2020				
	Carrying amount	Up to 1 year	1-5 years	5 years and above	Total
	SAR '000				
Cash and cash equivalents	-	-	-	-	-
Short term deposits	167,274	167,274	-	-	167,274
Long term deposits	50,000	-	50,000	-	50,000
Accrued income	13,996	13,996	-	-	13,996
Investments	515,790	265,092	-	250,698	515,790
Statutory deposit	64,640	-	-	64,640	64,640
Total	811,700	446,362	50,000	315,338	811,700

LIABILITIES - SHAREHOLDERS' OPERATIONS

Accrued and other liabilities	240	240	-	-	240
Accrued commission income payable to SAMA	10,114	10,114	-	-	10,114
Total	801,346	436,008	50,000	315,338	801,346

2019

ASSETS - SHAREHOLDERS' OPERATIONS	Carrying amount	Up to 1 year	1-5 years	5 years and above	Total
	SAR '000				
	Cash and cash equivalents	-	-	-	-
Short term deposits	211,074	211,074	-	-	211,074
Accrued income	10,452	10,452	-	-	10,452
Investments	404,248	252,183	-	152,065	404,248
Statutory deposit	52,800	-	-	52,800	52,800
Total	678,574	473,709	-	204,865	678,574

LIABILITIES - SHAREHOLDERS' OPERATIONS

Accrued and other liabilities	435	435	-	-	435
Accrued commission income payable to SAMA	5,607	5,607	-	-	5,607
Total	672,532	467,667	-	204,865	672,532

28. RISK MANAGEMENT (CONTINUED)

d) Liquidity Risk (continued)

To manage the liquidity risk arising from financial liabilities mentioned above, the Company holds liquid assets comprising cash and cash equivalents and investment securities. These assets can be readily sold to meet liquidity requirements.

The assets with maturity less than one year are expected to realize as follows:

- Accrued investment income is expected to be realized within 1 to 3 months from statement of financial position's date.
- Deposits classified as 'cash and cash equivalents' are deposits placed with high credit rating financial institutions with maturity of less than 3 months from the date of placement.
- Cash and bank balances are available on demand.
- Reinsurers share of outstanding claims majorly pertain to property and casualty segment and are generally realized within 3 to 6 months based on settlement of balances with reinsurers.

The liabilities with maturity less than one year are expected to settle as follows:

- Reinsurers' balances payable for treaty arrangements are settled on a quarterly basis as per the terms of reinsurance agreements.
- Majority of gross outstanding claims are expected to settle in accordance with statutory timelines for payment subject to completion of the required information. Property and casualty policies due to the inherent nature are generally settled within one month from the date of receipt of loss adjustor's final report.
- The policyholders claims payable, accrued expenses and other liabilities are expected to settle within a period of 3 months from the period end date.
- Surplus distribution payable is to be settled within 6 months of annual general meeting in which financial statements are approved.

e) Operational Risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the processes, technology and infrastructure supporting the Company's operations either internally within the Company or externally at the Company's service providers, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of investment management behavior. Operational risks arise from all of the Company's activities.

The Company's objective is to manage operational risk so as to balance limiting of financial losses and damage to its reputation with achieving its investment objective of generating returns for investors. The primary responsibility for the development and implementation of controls over operational risk rests with the Board of Directors. This responsibility encompasses the controls in the following areas:

- Requirements for appropriate segregation of duties between various functions, roles and responsibilities;
- Requirements for the reconciliation and monitoring of transactions;
- Compliance with regulatory and other legal requirements;
- Documentation of controls and procedures;
- Requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- Ethical and business standards; and
- Risk mitigation policies and procedures.

Senior Management ensures that the Company's staff has adequate training and experience and fosters effective communication related to operational risk management.

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION

	December 31, 2020			December 31, 2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
ASSETS						
Cash and cash equivalents	687,297	-	687,297	560,925	-	560,925
Short term deposits	50,000	167,274	217,274	130,000	211,074	341,074
Long term deposits	-	50,000	50,000	-	-	-
Premiums and reinsurers' receivable – net	333,020	-	333,020	150,094	-	150,094
Reinsurers' share of unearned Premiums	363,490	-	363,490	274,137	-	274,137
Reinsurers' share of outstanding claims	162,891	-	162,891	97,837	-	97,837
Reinsurers' share of claims incurred but not reported	57,700	-	57,700	44,218	-	44,218
Reinsurers' share of mathematical reserves	138,959	-	138,959	-	-	-
Deferred policy acquisition Costs	25,355	-	25,355	16,733	-	16,733
Investments	-	515,790	515,790	-	404,248	404,248
Due from insurance operations	-	86,072	86,072	-	12,312	12,312
Prepaid expenses and other assets	90,051	192	90,243	49,205	-	49,205
Property and equipment	14,240	-	14,240	17,350	-	17,350
Intangible assets	1,587	33,133	34,720	1,128	-	1,128
Goodwill	-	24,415	24,415	-	-	-
Statutory deposit	-	64,640	64,640	-	52,800	52,800
Accrued income on statutory deposit	-	10,114	10,114	-	5,607	5,607
Accrued commission income	-	3,882	3,882	214	4,845	5,059
TOTAL ASSETS	1,924,590	955,512	2,880,102	1,341,841	690,886	2,032,727

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION (CONTINUED)

	December 31, 2020			December 31, 2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
LIABILITIES						
Policyholders claims payables	34,794	-	34,794	20,876	-	20,876
Accrued and other liabilities	151,950	240	152,190	96,835	435	97,270
Reinsurers' balances payable	232,814	-	232,814	173,378	-	173,378
Unearned premiums	789,964	-	789,964	637,828	-	637,828
Unearned reinsurance commission	20,472	-	20,472	14,086	-	14,086
Outstanding claims	233,498	-	233,498	140,433	-	140,433
Claims incurred but not reported	170,977	-	170,977	192,740	-	192,740
Gross mathematical reserves	138,959	-	138,959	-	-	-
Additional premium reserves	26,010	-	26,010	4,970	-	4,970
Other technical reserves	8,642	-	8,642	29,700	-	29,700
End-of-service indemnities	21,724	-	21,724	17,906	-	17,906
Zakat and income tax	-	28,864	28,864	-	15,578	15,578
Accrued commission income payable to SAMA	-	10,114	10,114	-	5,607	5,607
Due to shareholders' operations	86,072	-	86,072	12,312	-	12,312
Insurance operations' surplus	9,774	-	9,774	3,491	-	3,491
TOTAL LIABILITIES	1,925,650	39,218	1,964,868	1,344,555	21,620	1,366,175
EQUITY						
Share capital	-	646,397	646,397	-	528,000	528,000
Share premium	-	103,277	103,277	-	30,108	30,108
Statutory reserve	-	63,327	63,327	-	53,102	53,102
Retained earnings	-	81,304	81,304	-	40,406	40,406
Fair value reserve on investments	-	21,989	21,989	-	17,650	17,650
TOTAL SHAREHOLDERS' EQUITY	-	916,294	916,294	-	669,266	669,266
Re-measurement reserve for end-of-service indemnities – related to insurance operations	(1,060)	-	(1,060)	(2,714)	-	(2,714)
TOTAL EQUITY	(1,060)	916,294	915,234	(2,714)	669,266	666,552
TOTAL LIABILITIES AND EQUITY	1,924,590	955,512	2,880,102	1,341,841	690,886	2,032,727

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION (CONTINUED)

	2020			2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
REVENUES						
Gross premiums written						
- Direct	1,464,055	-	1,464,055	1,215,024	-	1,215,024
- Reinsurance	8,648	-	8,648	370	-	370
	1,472,703	-	1,472,703	1,215,394	-	1,215,394
Reinsurance premiums ceded						
- Local ceded	(11,866)	-	(11,866)	(9,826)	-	(9,826)
- Foreign ceded	(597,154)	-	(597,154)	(455,204)	-	(455,204)
	(609,020)	-	(609,020)	(465,030)	-	(465,030)
Excess of loss expenses	(13,747)	-	(13,747)	(14,848)	-	(14,848)
Net premiums written	849,936	-	849,936	735,516	-	735,516
Changes in unearned premium	(109,854)	-	(109,854)	(101,220)	-	(101,220)
Changes in reinsurers' share of unearned premiums	56,530	-	56,530	78,575	-	78,575
Net premiums earned	796,612	-	796,612	712,871	-	712,871
Reinsurance commissions	41,047	-	41,047	24,334	-	24,334
Other underwriting income	11,218	-	11,218	2,267	-	2,267
TOTAL REVENUES	848,877	-	848,877	739,472	-	739,472
UNDERWRITING COSTS AND EXPENSES						
Gross claims paid	592,437	-	592,437	597,784	-	597,784
Surrenders and maturities	16,507	-	16,507	-	-	-
Expenses incurred related to claims	33,602	-	33,602	35,937	-	35,937
Reinsurers' share of claims paid	(66,180)	-	(66,180)	(50,747)	-	(50,747)
Net claims and other benefits paid	576,366	-	576,366	582,974	-	582,974
Changes in outstanding claims	72,653	-	72,653	(41,071)	-	(41,071)
Changes in reinsurers' share of outstanding claims	(47,806)	-	(47,806)	26,801	-	26,801
Changes in IBNR	(47,807)	-	(47,807)	(5,020)	-	(5,020)
Changes in reinsurers' share of IBNR	4,012	-	4,012	(2,680)	-	(2,680)
Net claims and other benefits incurred	557,418	-	557,418	561,004	-	561,004
Additional premium reserves	21,040	-	21,040	(3,555)	-	(3,555)
Other technical reserves	(22,467)	-	(22,467)	3,321	-	3,321
Policy acquisition costs	48,229	-	48,229	42,656	-	42,656
Other underwriting expenses	32,365	-	32,365	26,035	-	26,035
TOTAL UNDERWRITING COSTS AND EXPENSES	636,585	-	636,585	629,461	-	629,461
NET UNDERWRITING INCOME	212,292	-	212,292	110,011	-	110,011

WALAA COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION (CONTINUED)

	2020			2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
OTHER OPERATING (EXPENSES)/ INCOME						
(Allowance for)/ reversal of doubtful debts	(8,155)	-	(8,155)	2,834	-	2,834
General and administrative expenses	(130,686)	(11,163)	(141,849)	(109,816)	(5,287)	(115,103)
Commission income on investments	2,813	12,131	14,944	10,402	15,221	25,623
Dividend and realized gain on investments	2	3,017	3,019	-	1,137	1,137
TOTAL OTHER OPERATING EXPENSES	(136,026)	3,985	(132,041)	(96,580)	11,071	(85,509)
Total income for the period before zakat and income tax & surplus contribution	76,266	3,985	80,251	13,431	11,071	24,502
Zakat	-	(20,380)	(20,380)	-	(1,543)	(1,543)
Income tax	-	(1,122)	(1,122)	-	(241)	(241)
NET INCOME / (LOSS) FOR THE YEAR	76,266	(17,517)	58,749	13,431	9,287	22,718
Surplus transferred to Shareholders	(68,640)	68,640	-	(12,088)	12,088	-
NET RESULTS AFTER TRANSFER OF SURPLUS TO SHAREHOLDERS	7,626	51,123	58,749	1,343	21,375	22,718
Earnings per share (Expressed in SAR per share):						
Basic and diluted EPS		0.82			0.40	
	2020			2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
Total income for the year	7,626	51,123	58,749	1,343	21,375	22,718
Other comprehensive income/ (loss)						
<i>Items that will not be reclassified to consolidated statement of income in subsequent years</i>						
-Actuarial gain/ (loss) for end-of-service indemnities	356	-	356	(498)	-	(498)
<i>Items that are or may be reclassified to consolidated statement of income in subsequent years</i>						
- Available for sale investments:						
- Net change in fair value	-	3,839	3,839	-	21,068	21,068
- Net amounts transferred to statement of income	-	500	500	-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	7,982	55,462	63,444	845	42,443	43,288

WALAA COOPERATIVE INSURANCE COMPANY
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION (CONTINUED)

	2020			2019		
	Insurance operations	Share-holders' operations	Total	Insurance operations	Share-holders' operations	Total
	SAR '000			SAR '000		
CASH FLOWS FROM OPERATING ACTIVITIES						
Net income for the year before zakat and income tax	7,626	72,625	80,251	1,343	23,159	24,502
Adjustments for non-cash items:						
Depreciation of property and equipment	8,816	-	8,816	6,999	-	6,999
Amortization of intangible assets	733	-	733	507	-	507
Allowance for / (Reversal of) doubtful debts	8,155	-	8,155	(2,834)	-	(2,834)
Dividend and realized gain on investments, net	(2)	(3,017)	(3,019)	-	(1,137)	(1,137)
Commission income on investments	(2,813)	(12,131)	(14,944)	(10,402)	(15,221)	(25,623)
Provision for end-of-service indemnities	3,849	-	3,849	3,660	-	3,660
Finance cost	178	-	178	196	-	196
Changes in operating assets and liabilities:						
Premiums and reinsurers' receivable	(164,020)	-	(164,020)	52,597	-	52,597
Reinsurers' share of unearned premiums	(56,530)	-	(56,530)	(78,575)	-	(78,575)
Reinsurers' share of outstanding claims	(47,806)	-	(47,806)	26,801	-	26,801
Reinsurers' share of claims incurred but not reported	4,012	-	4,012	(2,680)	-	(2,680)
Reinsurers' share of mathematical reserves	16,230	-	16,230	-	-	-
Deferred policy acquisition costs	(5,905)	-	(5,905)	6,837	-	6,837
Prepaid expenses and other assets	(30,692)	1,141	(29,551)	(16,504)	-	(16,504)
Policyholders claims payables	7,580	-	7,580	4,164	-	4,164
Accrued and other liabilities	50,376	869	51,245	(32,900)	(4,601)	(37,501)
Reinsurers' balances payable	24,356	-	24,356	32,481	-	32,481
Unearned premiums	109,854	-	109,854	101,220	-	101,220
Unearned reinsurance commission	1,021	-	1,021	1,643	-	1,643
Outstanding claims	72,653	-	72,653	(41,071)	-	(41,071)
Claims incurred but not reported	(47,807)	-	(47,807)	(5,020)	-	(5,020)
Gross mathematical reserves	(16,230)	-	(16,230)	-	-	-
Additional premium reserves	21,040	-	21,040	(3,555)	-	(3,555)
Other technical reserves	(22,467)	-	(22,467)	3,321	-	3,321
	(57,793)	59,487	1,694	48,228	2,200	50,428
End-of-service indemnities paid	(955)	-	(955)	(874)	-	(874)
Zakat and income tax paid	-	(12,064)	(12,064)	-	(14,738)	(14,738)
Net cash (used in)/ generated from operating activities	(58,748)	47,423	(11,325)	47,354	(12,538)	34,816

WALAA COOPERATIVE INSURANCE COMPANY
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

29. SUPPLEMENTARY INFORMATION (CONTINUED)

	Insurance operations	Share- holders' operations	Total	Insurance operations	Share- holders' operations	Total
	SAR '000			SAR '000		
CASH FLOWS FROM INVESTING ACTIVITIES						
Additions in intangible assets (Additions) / disposal in	(967)	-	(967)	(301)	-	(301)
Investments, net	-	(103,528)	(103,528)	-	(220,304)	(220,304)
Commission income received on investments	3,027	13,094	16,121	11,940	13,061	25,001
Dividend received on investments	2	2,517	2,519	-	1,137	1,137
Cash and cash equivalents acquired through business combination	34,413	9,176	43,589	-	-	-
Disposals / (addition) of short term deposits	83,051	43,800	126,851	(130,000)	(211,074)	(341,074)
Disposals of long term deposits	-	39,000	39,000	-	-	-
Additions in property and equipment	(4,975)	-	(4,975)	(4,050)	-	(4,050)
Net cash generated from / (used in) investing activities	114,551	4,059	118,610	(122,411)	(417,180)	(539,591)
CASH FLOWS FROM FINANCING ACTIVITIES						
Due from/ to shareholders'/ insurance operations	74,642	(74,642)	-	(14,195)	14,195	-
Net change in statutory deposits	-	23,160	23,160	-	(8,800)	(8,800)
Dividend	-	-	-	-	(44,000)	(44,000)
Lease liability paid	(4,073)	-	(4,073)	(3,829)	-	(3,829)
Net cash (used in)/ generated from financing activities	70,569	(51,482)	19,087	(18,024)	(38,605)	(56,629)
Net change in cash and cash equivalents	126,372	-	126,372	(93,081)	(468,323)	(561,404)
Cash and cash equivalents, beginning of the year	560,925	-	560,925	654,006	468,323	1,122,329
Cash and cash equivalents, end of the year	687,297	-	687,297	560,925	-	560,925
NON-CASH INFORMATION						
Unrealised changes in fair value of available for sale investments	-	3,839	3,839	-	21,068	21,068
Actuarial gain/ (loss) for end-of-service indemnities	356	-	356	(498)	-	(498)

WALAA COOPERATIVE INSURANCE COMPANY
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

30. COMPARATIVE FIGURES

Certain prior year figures have been reclassified to conform to current year presentation.

31. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements have been approved by the board of directors on 09 Rajab 1442H, corresponding to February 21, 2021.



13th Annual Board of
Directors' Report

2020



Year ended - 31. December. 2020



سنة
الرحمة
والرحمة
والرحمة



Custodian of the Two Holy Mosques
King Salman bin Abdulaziz Al Saud



The Crown Prince of Saudi Arabia
Prince Mohammed bin Salman bin Abdulaziz Al Saud

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Message from the Chairman of the Board of Directors

Dear Shareholders,

I am delighted to present the report of the Board of Directors of your Company for the year 2020. During 2020, Walaa reported a Gross Written Premium (GWP) of SAR 1.473 billion against SAR 1.215 billion during 2019 (an increase of 21%). The company has done a remarkable job to reach a position where it is now as compared to a modest GWP of SAR 142m written in the year 2009. Since then, Walaa has successfully faced several challenges and today stands in the league of being one of the preferred Insurance companies in the Kingdom. The report submitted by the CEO of the Company provides more details of the operational aspects of your Company's performance, which is now in its thirteenth-year of growth and progress.

GWP 2020
1.473 billion

GWP 2019
1.215 billion

Increase
21% ↑

I am pleased to inform you that Walaa has successfully completed the first merger transaction in the KSA insurance industry with Metlife AIG ANB Insurance Company (MAA) on 29th February 2020. Since then, Walaa has been working tremendously well in order to integrate financial records, systems, business, and people of two entities. I am happy to inform you that Walaa has achieved its target integration plan well on time even though the company faced some challenges due to COVID-19 situation. Most importantly, this merger has provided Walaa with the opportunity of entering into the Protection & Savings (P&S) business.

Walaa plans to further strengthen its capital via a rights issue of (SAR) 775 million in 2021 to support its ambitious growth plan; the same has been recommended by the Board of Directors of Walaa Cooperative Insurance Company on 11th January 2021. The main reason this capital is required, is to maintain not just the statutory solvency level but to also increase the risk-based capital base in the coming five years, particularly since Walaa has put together an aggressive plan in the following year:

1. Significant growth in the Medical line of business, which will require capital support to manage the increased solvency requirement.
2. Material change in the reinsurance strategy for Property and Casualty line of business, with focus on increasing the retention and, consequently, profits within Walaa's books.
3. Activation and aggressive growth in Protection & Savings line of business, with a special focus on individual life business. Walaa has the intention to develop back-end loaded unit-linked products, which can be capital intensive, especially when accumulating large volumes.

The financial stability is what sets Walaa apart from its competitors, and is driving the company towards successful growth. Walaa has been assigned an A3 Insurance Financial Strength Rating (IFSR) in December 2018. Additionally, S&P has upgraded Walaa's rating from BBB+ to A-.



In addition to securing “A” rating, the Company is also proud to have secured ISO 9001:2015 (Quality Management System), ISO 27001:2017 (Information Security Management), ISO 22301:2012 (Business Continuity Management Systems), and ISO 45001:2018 (Occupational Health & Safety) certifications. Walaa is progressing well with its customer-first approach and always willing to serve policyholders beyond their expectations.

The Board of Directors likes to thank its shareholders for their trust and confidence and also the work-force of the Company for their dedicated efforts and hard-work and hope that this will continue the same in the future. The Board and Executive Management of the company are fully committed in investing and developing the National talent, starting from the grass-root level. In addition, believes that continuing emphasis must be placed on training for the personal development of the national staff contributing to the overall growth of the Company, to ensure that the company will have in place, qualified and competent trained Saudi employees to achieve its objectives in all aspects of the business. In this regard Walaa is introducing a comprehensive training and development program “Walaa Academy”, which is conceptualized with an intent to invest in the development of Saudi talents in various disciplines of the insurance operations to support and achieve a professional experienced workforce within the insurance industry. Walaa Academy offers a variety of different programs aimed at imparting knowledge and expertise in wide range of insurance operational and technical area to sharpen the technical and actuarial skills. The Vision behind Walaa Academy is to equip a group of young, highly talented national resources who can drive the company in this new age of technology and rapidly changing business environment. Walaa is proud that as at the end of 2020, more than 77% of its work-force was national employees, with several of them occupying senior executive and managerial roles.

The Company also appreciates the trust and faith placed by its business partners in the course of its progress and heartily acknowledges their support. The Board looks forward to the Company’s growth and progress for the benefit of all stakeholders involved. On behalf of the Company’s shareholders and fellow members of the Board, I wish to seize the privilege to convey our hearty gratitude and appreciation to regulators and various officials at Ministries and Governmental Agencies who have kindly extended their support to Walaa at various stages of our operations.

Sincerely,

Mr. Sulaiman Abdullah Al Kadi
Chairman of the Board of Directs

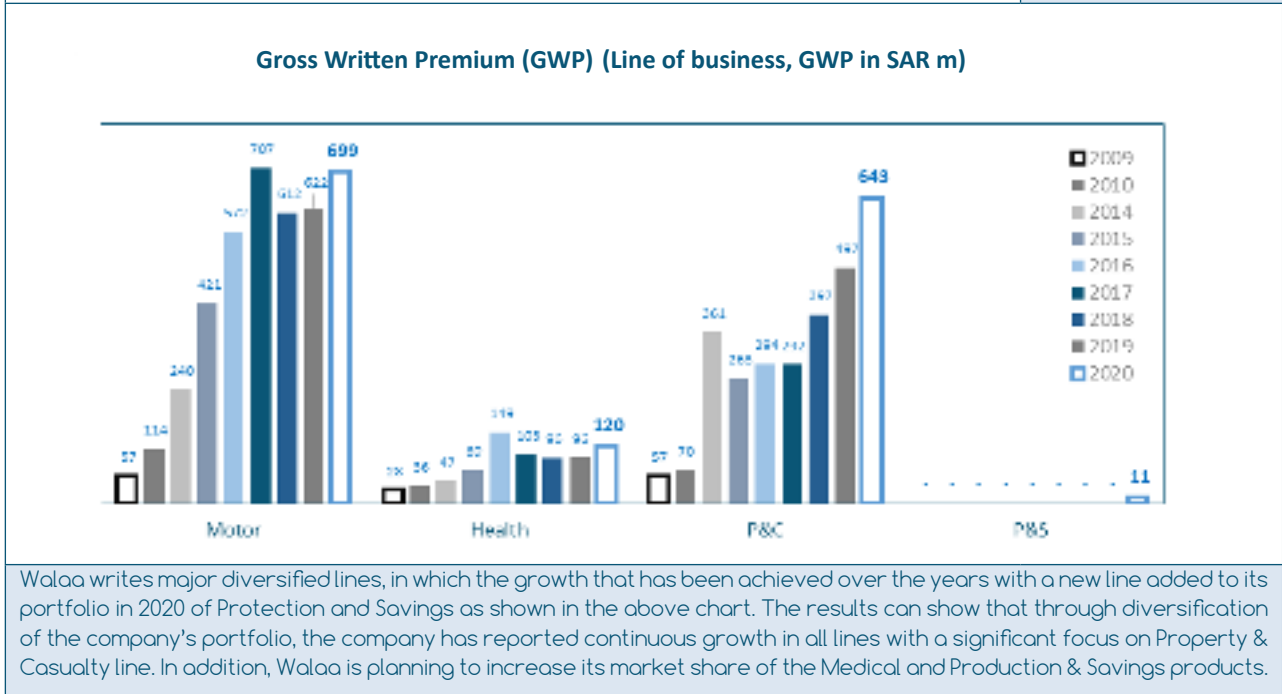
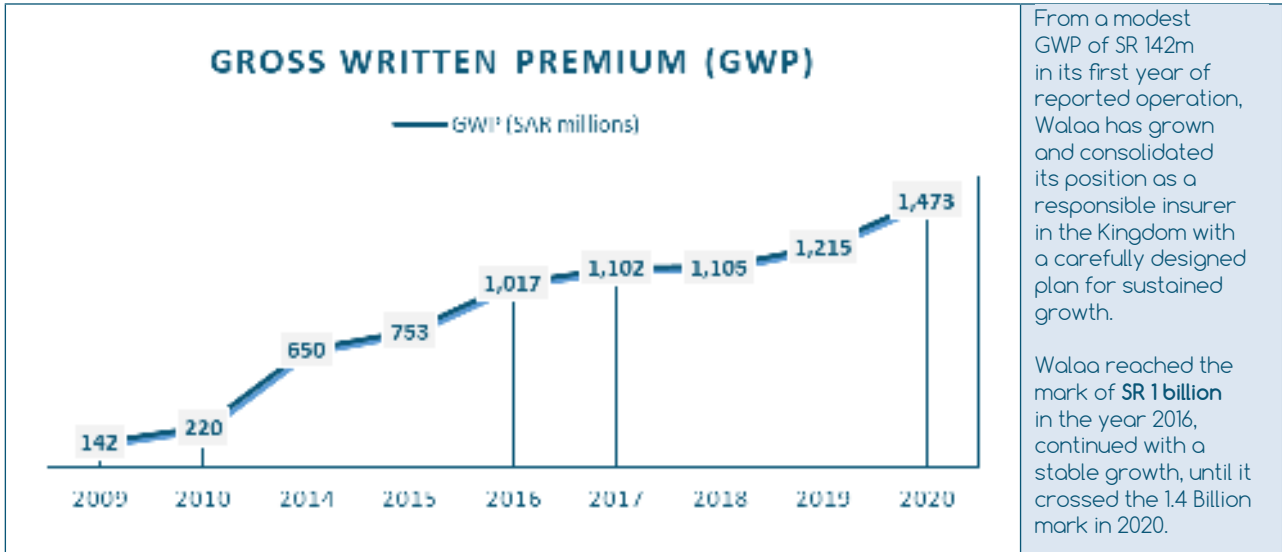
Message from the Chief Executive Officer



Johnson Varughese
Chief Executive Officer

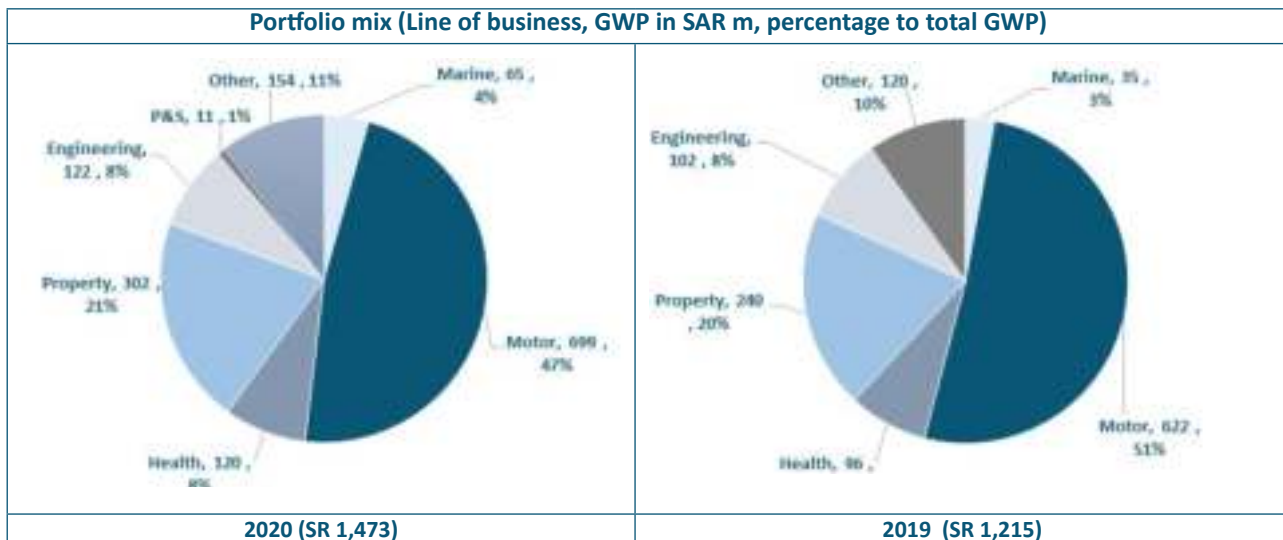
Dear Shareholders,

With pride and privilege that the 13th Annual Report of Walaa is presented to you with satisfying results and with a prospect of sustained growth expected in the forthcoming years, Walaa has established its name in the league of preferred insurance companies in KSA. The Company's progress in Gross Written Premiums (GWPs) and lines of business are captured in the following charts:



Line of Business Portfolio Mix

Walaah has a strategic focus on balancing its portfolio mix between lines of business. The company does not want to rely on a single line of business, as business concentration in one line may lead to specific business challenges subject to any regulatory change or market dynamics. Walaah is known very well in the market for its expertise in the General and Motor business. Now after completing the merger transaction, we are also working to enhance our Medical portfolio alongside launching Protection & Savings. The portfolio mix for the past two years is demonstrated in the following diagram:



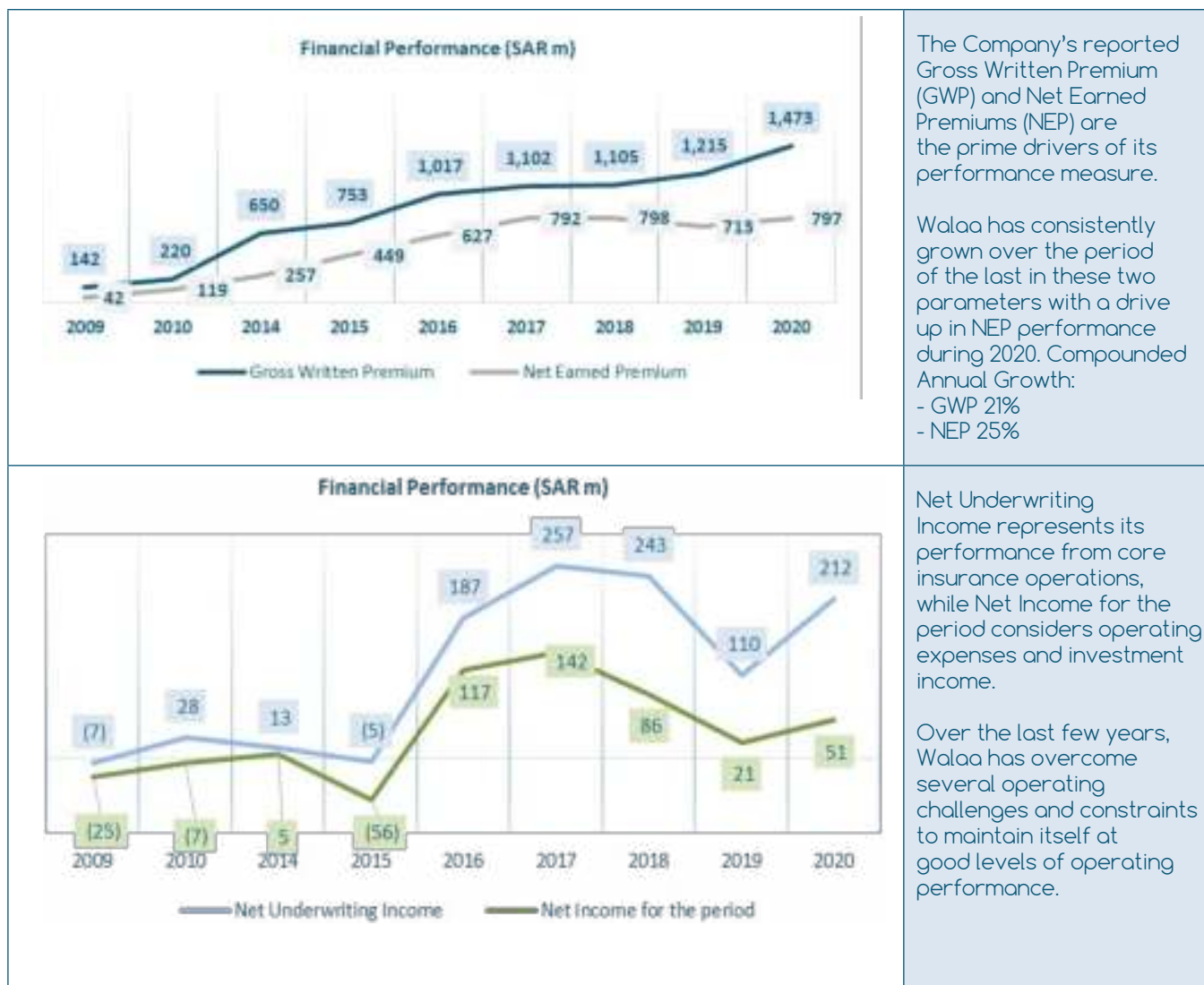
The year under review reported a net income from insurance operations of SR 76.27m and a total shareholder's net income of SAR 51.12m for 2020, which is an increase in comparison with a net income from insurance operations of SR 13.43m and a total shareholder's net income of SAR 21.37m for 2019. The overall increase in net income results comes from various circumstances occurred during the year of 2020 and resulted in having a major impact to the insurance industry. The impact of lockdown due to COVID-19 Pandemic resulted in a significant reduction in claims paid for the Motor line of business. Furthermore, the impact of the successful merger with MetLife AIG ANB Insurance Company resulted in writing a new line of business of Protection and Savings (Life Insurance). The below Financial Statements provide more details in this regard.

The following sections of the report summarize the performance and other aspects of the Company's operations for the twelve-month period ended on 31 December 2020.



Financial

For the year 2020, the shareholders' net income was SR 51.12m, compared to SR 21.37m for the year 2019. The following charts summarize the growth achieved by Walaa under various operating parameters:



The Company's reported Gross Written Premium (GWP) and Net Earned Premiums (NEP) are the prime drivers of its performance measure.

Walaa has consistently grown over the period of the last in these two parameters with a drive up in NEP performance during 2020. Compounded Annual Growth:

- GWP 21%
- NEP 25%

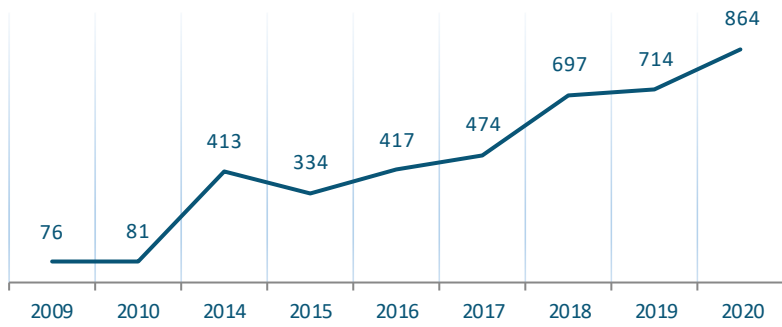
Net Underwriting Income represents its performance from core insurance operations, while Net Income for the period considers operating expenses and investment income.

Over the last few years, Walaa has overcome several operating challenges and constraints to maintain itself at good levels of operating performance.

GWP for an insurance company is an important measure based on which the rest of the growth parameters tend to develop. Walaa has achieved a fairly balanced growth across the regions in terms of GWP, and efforts are underway to ensure sustainable growth in this regard.

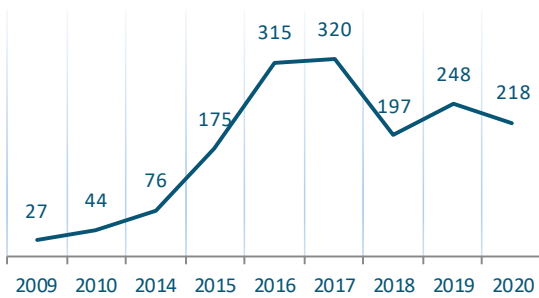
The following diagrams illustrate the commendable growth in GWP across the regions and sources that we have been operating since inception.

GWP Growth in Eastern Region (SARm)



The Eastern region is one of the prominent areas in the insurance market of KSA, with several petrochemical plants, mining industries, and power-sector plants located. The Company is headquartered in Khobar city, thus giving the benefit of exploring several growth opportunities in this region. The Eastern Region has been a significant geographical growth segment for Wala'a since its inception.

GWP Growth in Western Region (SARm)



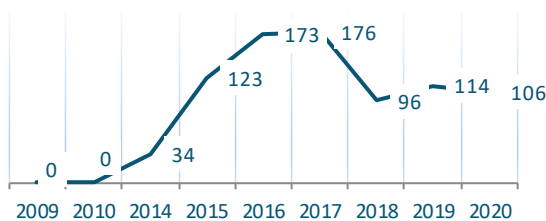
GWP Growth in Cental Region (SARm)



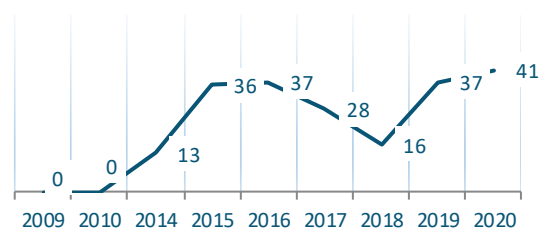
The Western Region is very strategic and a prominent area in the insurance market of KSA with a huge population belt covered in this geographical segment. With places like Mecca, Medina, and Yanbu located in this belt, several infra-structure, hospitality, transportation, growth, and development projects are concentrated in this area. Wala'a continues to explore opportunities to further its business growth in this geographical area, with high expectations in the coming 3-5 years due to the government announced projects.

The Central Region is a vital area in the insurance market of KSA with several critical infrastructure, public sector, transport, residential, health-care, and other projects in progress. Wala'a continues to explore opportunities to further its business growth in this geographical area. Wala'a is investing additional resources and efforts in this region to secure further growth in the forthcoming years.

GWP Growth in Northern Region (SARm)

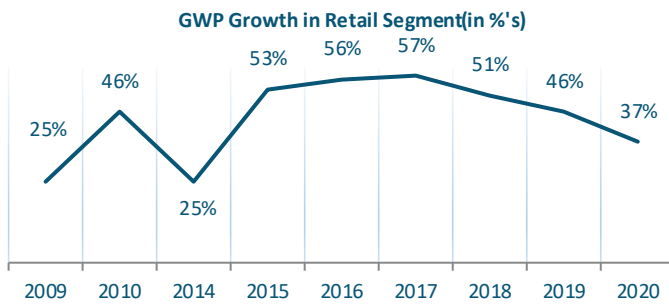


GWP Growth in Southern Region (SARm)



With the development of a strong Retail presence, the business has expanded selectively into Northern Region and, the growth has been impressive. The retail branches network has played a significant role not only in policy issuance but also in prompt service provided to claimants to attend to their business needs. Wala'a continues to expand its presence in this geographical segment. GWP decreased in 2018 due to the introduction of No Claim Discount (NCD) and fierce price competition.

Similar to the Northern Region, the growth and expansion in the Southern region have been achieved with the development of Retail presence covering remote locations. Wala'a continues its efforts to enter this region which is fairly significant in its size and population support. Wala'a looks to expand its other lines in addition to Motor and Health in both Northern and Southern regions. GWP decreased in 2018 due to the introduction of No Claim Discount (NCD) and fierce price competition.



Retail business is a vital component in the insurance market of KSA, especially in compulsory insurance. The Company also has very active plans to cover niche segments of clientele within the retail segment by offering friendly facilities and features which will provide increased value and service benefits as compared to a standard insurance product. Walaa's portfolio has been strengthening in the corporate business, which lead to the further diversification of products and reduction of the retail ratio of the total GWP.

Financial Strength Rating

S&P recently upgraded Walaa rating from BBB+ to A- with a stable outlook. At the same time, Walaa's Gulf Global rating is also improved from gcAA+ to gcAAA. We also have an A rating from Moody's and hope to get the 'negative' outlook improved during the next review. The A rating indicates a robust risk-based capital adequacy, a satisfactory business risk profile, and an overall upper adequate financial risk profile. Walaa continues to be certified ISO 9001:2015 Quality Management System and ISO 270001:2017 Information Security Management and secured ISO 22301:2012 Business Continuity Management System and ISO 45001:2018 Occupational Health & Safety during the year under review.

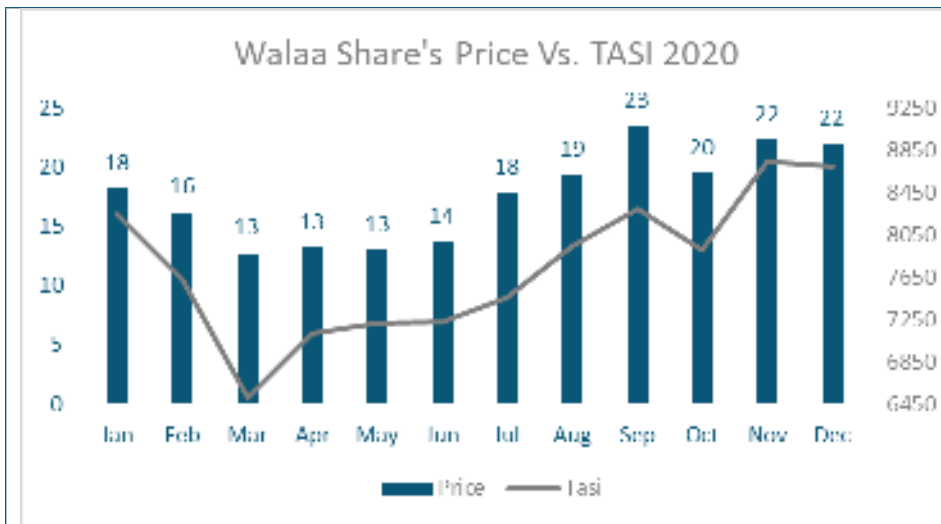
Shareholders' Equity grows into a positive mark: Value to shareholders



Walaa has been able to achieve a positive mark in its Shareholders' Equity, thereby demonstrating our commitment to the valued Shareholders.

In 2020 the capital increased from SR 528m up to SR 646m due to merging with MetLife AIG ANB Cooperative Insurance Company, by issuing 11,839,706 ordinary shares with a nominal value of SAR 10 per share. The increase in capital represents an increase in the number of fully paid-up shares from 52.8m to 64.6m

Movement of our share price during the year 2020 is given below



Walaa strongly believes in maintaining the confidence of its investors and owners. Providing to them a reliable opportunity for long-term, sustainable growth is one of the prime objectives of the Company.

Growth strategy and Capital Raise

The Management of Walaa has prepared a detailed medium-term strategy for the period 2021-2025. This strategy defines the vision of Walaa for the coming 5 years. The business plan of Walaa, including the simulation of the required capital increase, has been constructed based on this strategy. The medium-term strategy and the business plan of Walaa have been prepared on a bottom-up basis. This effectively means that both the strategy as well as the business plan has been aggregated from the multiple levels of sub-segments.

The medium-term strategy of Walaa is being constructed on following seven pillars

1. Comprehensive Strategy for Property & Casualty
2. Comprehensive Strategy for Motor
3. Comprehensive Strategy for Medical
4. Comprehensive Strategy for Protection & Savings
5. Investment Strategy
6. Human Resource Development Strategy
7. IT and Digital Strategy

Geographical Spread and Country-wide Presence





Ever since Walaa commenced its operations during 2007-08, with headquarters at Al-Khobar City in the Eastern province, the Company has taken up its commitment to achieving a wide geographical presence in a vast country such as the Kingdom of Saudi Arabia.

In addition to the Central regional office at Riyadh and the Western regional office at Jeddah, Walaa has maintained its expansion plans in a steady manner backed up by a careful study of the importance of various locations at which it could cater to insurance needs of our valued customer.

The adjacent map illustrates various locations at which Walaa has its presence, having 72 branches in 42 cities around the Kingdom.

IT, Processes, & Digital Strategy

The strategy towards enabling agile and lean operations revolves around an effective technology platform and environment, supported with the right enablers in achieving this strategy and governed with proper alignment with overall business strategy execution. Walaa has embarked on an ambitious business plan to become one of the preferred insurers in the Kingdom, and this ambition requires a solid and effective vision and framework with a defined alignment with business strategy and objectives. The Company also acknowledges agile and scalable architecture in technologies deployed is instrumental towards enabling the business, and with these aspects, the Company has put on major transformational programs to revamp existing platforms and modernize the overall technology environment. The transformation will include core applications, infrastructure, and customer experiences.

On Data management and utilization, we see the future of analytics as key drivers in our Underwriting and Claims innovation, and adherence to actuarial and regulatory guidelines will ensure we are adequately banking on a sound foundation to risk pricing and assessment. The Strategy on data will focus on adopting cutting-edge solutions in data management, analytics, and modeling, which should favorably reflect on business objectives. Walaa is undergoing major transformation programs to revamp current platform and core applications with more agile, scalable, and future proof to support business objectives and meet key stakeholder expectations. The program will facelift Underwriting, Reinsurance, Claims, and Support function working applications and improve processes with sound technologies and reputable implementing partners. We believe the program will have a positive outlook on the business process and service excellence. Our future application platforms will include eBaoTech General System Suite to support the entire life cycle operations of the General insurance business. Whereas Medical and Life business operations will be supported by TCSBancs Insurance Suite covering bancassurance and group life channels as well. With respect to our Enterprise solution, Oracle EBS will take care of Finance & Accounting Operations, Procurement, Human Resource Operations and act as a single source of true for data storage, analysis, and maintenance. In addition, compliance to IFRS reporting requirement is also another critical compliance Walaa is working towards, and we are investing on Oracle OFSAA solution catering to our needs to implement the new IFRS17 requirements.

Infrastructure and Security are the nucleus of the IT environment, which is also undergoing major face-lifting with aspects of solutions deployed, landscape considered, and monitoring tools commissioned. We have gone in implementing a hybrid model of on-premise, and in-house cloud/virtual environment, which will allow Walaa to get catered for future migration to cloud environments hosted in the kingdom. Security components of technology and practices are on continuous improvement to ensure compliance to SAMA cybersecurity/ISO guidelines and safeguard business applications and environments from threats that could compromise. Sourcing and reliable partners are vital instruments to the realization of deployment resources, technology, and consultation in areas of development and enhancement. We take partnership with reputable service providers as a prime act in our sourcing engagement.

Human Resources and Saudization

Walaa has, over the years, developed and built up a very strong and capable workforce, which is the primary ingredient behind its success. Walaa believes in investing in human resources, and this remains at the heart of Walaa's medium-term strategy. As part of its plan to develop Saudi national resources, Walaa has finalized and rolled out the "Walaa Academy" program. Walaa Academy is an integral initiative and remains at the core of Walaa's HR strategy over the medium-term. The Walaa Academy is conceptualized with an intent to invest in the development of Saudi talents in various disciplines of insurance operations. The Executive Management of Walaa is fully committed to investing and developing Saudi talents, starting from the grass-root level. The importance of such investment cannot be overstated as Walaa looks to enter a new and exciting phase of its growth and development. The Vision behind Walaa Academy is to equip a group of young, highly talented Saudi males and females who can drive the company in this new age of technology and rapidly changing business environment. Walaa Academy is a revolutionary program aimed at imparting knowledge and expertise in a wide range of insurance operational and technical areas to sharpen the technical and actuarial skills.

As at the end of December 2020, at a Saudization level of 77% Walaa retains national employees indicated by a strong will and commitment to grow with the organization. The Management team works very closely to identify and encourage in-house talents to take up more responsible and senior positions to lead the team. At Walaa, we deeply value the organizational experience and awareness which is utilized in a positive and constructive manner.

Corporate Governance and Risk Management

Walaa has a robust Corporate Governance framework that covers all areas of operation. Wherever found necessary, improvements have been introduced to keep in line with the best practices adopted in the industry. The Company's risk-appetite framework has been clearly identified, defined, and well-documented in a manner that can be appreciated and understood by employees, thus making it easy and friendly to follow these guidelines in an efficient manner. The Risk-Management framework has been further strengthened in the light of experience gained in the domain and in accordance with SAMA's Risk-Based Supervisory (RBS) framework. Walaa's Corporate Governance documents are regularly reviewed and updated to be in line with revisions issued by the Regulator.

The company has completed a comprehensive ESG (Environmental, Social, and Governance) framework to be in line with best international practice. Respected shareholders can view our first ESG and Sustainability Report by accessing our investor relation page below:

<https://www.walaa.com/investor-relation>

Board Structure

The Company has always had the privilege of having a group of very pro-active and eminent board members drawn across from the business fraternity in the Kingdom, and it looks forward to working closely with them and benefiting from their experience and expertise. Members of the Board carry with them a broad spectrum of knowledge and experience, which is shared with the management teams during their regular interactions.

COVID-19 Impact on Business

COVID-19 Lockdown was unprecedented in a number of ways. It had a significant impact on business around the world, and the insurance sector in Saudi Arabia was no exception. The nature of COVID-19 and its lockdown in Saudi Arabia meant that different lines of business within the insurance sector were impacted differently, some positively and some negatively.

Motor: The impact on Motor was, perhaps, the most significant. The lockdown meant that the traffic on roads reduced significantly, resulting in very low accident rates. This translated into low loss ratios, which was initially difficult to ascertain without the aid of accident data and statistics.

Medical: The impact on medical was very unique. The government of Saudi Arabia announced that it would cover all the costs associated with the testing and treatment of COVID-19, and all citizens and residents would be treated in case of infection. This was a landmark decision from the insurer's perspective, as the potential cost of testing and treatment would have impacted the health insurance industry significantly.

There was further positive impact due to the under-utilization of medical services during the lockdown. Some of the elective treatments, which were deferred due to COVID-19, were witnessed in Q3 and Q4 of 2020. However, on an overall basis, the medical insurance market has benefitted slightly due to COVID-19. The impact of claim deferral also varied by the class in which the business is concentrated. The deferral impact was more pronounced in higher classes (such as VIP) compared to lower classes.

Property & Casualty (P&C): There were indications of positive impact on the claims due to reduced economic activities. However, since Walaa has heavily ceded reinsurance arrangements, this impact was not visible on a net basis.

Protection & Savings (P&S): P&S portfolios in the industry have been impacted due to COVID-19 death claims. Walaa, at that time, did not have any notable P&S business and is, therefore, not been impacted.

Looking ahead

As outlined in our Medium-term Business Plan, Walaa intends to attain holistic growth in the next few years of its progress. With the availability of additional capital, the Company's growth and investment plans have been successfully implemented subject to the availability of conducive financial market conditions. With improved solvency, the Company expects to achieve its business objectives as planned, despite challenging market situations. The Management has faith in the capabilities of its various functional teams in successfully attaining its perceived growth parameters.

Walaa is firmly committed to being a key 'partner in progress' in the ambitious plan 'Saudi Vision 2030' – a broad-based initiative and plan perceived by the Kingdom's wise leadership which is poised to take the Kingdom towards strong overall growth, sustenance and development in all segments – and lead the Kingdom as an illustrious example of harmonious and holistic collective achievement.

Walaa strongly believes in complete transparency, fair and honest dealing with its valued clients by providing excellent value in terms of services, quality of risk-coverage provided to its diversified client-base and at the same time, provides a feeling of pride and satisfaction to its clients and business associates for being a part of its success story. In the years to come, Walaa will explore every possible opportunity to participate in projects and programs intended to benefit the society as a whole, as part of recognizing its social responsibility.

Acknowledgements

As always, I am grateful to the stakeholders, business partners, and associates for the continuing support and contribution extended to our Company. I take this opportunity to congratulate and thank our staff members for their dedication, hard work, and sincere efforts that are the cornerstones for Walaa's success as a strong and responsible business entity. It is also a privilege for me and my colleagues to thank the Chairman and Members of the Board and its Committees for their continuing guidance and support. We also sincerely acknowledge and appreciate the support and guidance provided by SAMA, CCHI, and governmental entities in the Kingdom in achieving our objectives.

Thank you.
Sincerely,

Johnson Varughese
Chief Executive Officer



Board of Directors

1- Names, qualifications, and experience of the Board members and Executive Management:

As per the regulatory requirements, the members of the Board are selected based on their qualifications, knowledge, and skills in various areas of the Company's business and operations.

A. Board of Directors



Mr. Sulaiman A. Al Kadi

Chairman of the Board of Directors

Qualifications:

Bachelor of Petroleum Engineering – **University of Texas, USA.**

Current Positions:

- Chairman of the Board and Member of the Nomination and Remuneration Committee – **Walaa Cooperative Insurance Co.**
- Vice Chairman and Chairman of Audit Committee – **Basic Chemical Industries Co.**
- Member of Board of Directors – **Chemical Development Company.**

Previous Positions:

- CEO – **Saudi Electricity Company.**
- General Manager – **Saudi Aramco.**
- Member of Board of Directors – **Alawwal Bank.**
- Member of Board of Directors – **Saudi Electricity Company.**

Experience:

Mr. Al Kadi has over 50 years of experience in leadership positions in large organizations.



Mr. Khalifa A. Al Mulhem

Vice Chairman of the Board of Directors

Qualifications:

Bachelor's in Finance - **University of Colorado, USA.**

Current Positions:

- Chairman of the Board - **Khalifa A. Al Mulhem Limited Company.**
- Vice Chairman of the Board – **Walaa Cooperative Insurance Co.**
- Chairman of the Board – **Advanced Petrochemical Co.**
- Chairman of the Board – **MEHAN.**
- Member of the Board - **Al Jazira Bank.**
- Member of the Board – **National Shipping Carrier of Saudi Arabia (Bahri) .**

Previous Positions:

- Held Senior Positions – **Saudi Industrial Development Fund**
- Member of Board - **Saudi British Bank.**
- Member of Board – **Saudi Spanish Bank.**
- Member of Board – **Al Jazira Bank.**
- Member of Board – **Saudi Industrial Development Fund.**
- Member of Board – **United Gulf Investment Corporation.**
- Member of Board - **General Organization for Social Insurance.**

Experience:

Mr. Al Mulhem has a good experience in Board membership and Business Management, Family Business in specific.



Dr. Solaiman A. Al Twaijri

Board of Directors
Member

Qualifications:

- Ph.D. in Accounting – Case Western Reserve University.
- Master's in Accounting – University of Illinois.
- Bachelor's in Industrial Management – KFUPM.

Current Positions:

- CEO – Saudi Arabian Amiantit Company.
- Member of Board and Chairman of Executive Committee – Walaa Cooperative Insurance Co.
- Member of Board, Chairman of Executive Committee, and Member of Nomination & Remuneration Committee - The National Agricultural Development Company (NADEC).
- Vice Chairman of Board and Chairman of Audit Committee – Takween Advanced Industries Co.
- Member of Audit Committee – Saudi Electricity Co.

Previous Positions:

- General Manager – Al Othman Agriculture Production Co. "Nada".
- Managing Director - Saudi Arabian Amiantit Group of Companies.
- Member of Audit Committee – Alawwal Bank.
- Member of Audit Committee – Riyadh Bank.
- Member of Audit Committee – Saudi Organization for Certified Public Accountants (SOCPA).
- Member of Board and Chairman of Audit Committee – Chemical Development Co.
- Member of Board and Chairman of Audit Committee - Mulkia Investment Co.
- Member of Board – Saudi Power Transmission Network.
- Member of Board and Member of Nomination & Governance Committee - Institute of Management Accountants, USA.
- Member of Audit Committee – Al Khozama Management Co.
- Manager and Member of Executive Committee – Zajoul for Advanced Communications Technology Co.
- Head of Accounting Department – KFUPM.
- Member of Audit Committee – GIB Capital, Bahrain.
- Member of Audit Committee and General Secretary – Higher Education Fund.

Experience:

Dr. Al Twaijri has 29 years of experience in managerial positions. He has acquired Accounting certificates and participated in the Academic field.



Mr. Waleed M. Al Jafaari

Board of Directors Member

Qualifications:

Bachelor of Economy – King Saud University - 1982

Current Positions:

- Vice chairman of Board and Member of Audit, Nomination, and Remuneration Committee – **Advanced Petrochemical Co.**
- Member of Board, Member of Audit, Nomination, and Remuneration Committee – **Eastern Cement Company.**
- Member of Board, Member of Investment, Nomination, and Remuneration Committee – **Walaa Cooperative Insurance Co.**
- Chairman of the Board, head of Executive committee - **Gulf Real Estate co.**
- Chairman of the Board and Managing Director - **Al-Dawaa Medical Services Co. Ltd.**

Previous Positions:

General Manager and Member of Board - Gulf Stevedoring Contracting Company.

Experience:

Mr. Al Jafaari participated as a Board Member of many well-known companies.



Mr. Wasef S. Al Jebshah

Board of Directors Member

Qualifications:

Bachelor of Economics – American University, Cairo

Current Positions:

- CEO & Founder – **International General Insurance Company "IGI"**
- Member of the Board and Member of the Executive Committee – **Walaa Cooperative Insurance Co.**

Previous Positions:

General Manager at Abu Dhabi National Insurance Company.

Experience:

Mr. AlJebshah is one of the Insurance Professionals in the Middle East and founded several companies in this sector, such as; Middle East Insurance Brokers & International Marine General Insurance Company



Mr. Abdulaziz S. Al Shaikh

Board of Directors Member

Qualifications:

- o Master's in Actuarial Science – University of Kent, UK.
- o High Diploma in Actuarial Science – University of Kent, UK.
- o Bachelor's in management science – King Saud University.

Current Positions:

- o Manager of Strategic & Quality Department, Supervising Actuarial Specialist – Public Pension Agency.
- o Member of Board of Directors and Member of Risk Committee – Walaa Cooperative Insurance Co.

Previous Positions:

Statistical Researcher - King Abdulaziz Center for National Dialogue.

Experience:

Mr. AlSheikh has done his specialization in Mathematics, Statistics, & Actuarial Science.



Mr. Abdulrahman A. Balghunaim

Board of Directors Member

Qualifications:

- o Master of Science, Applied Mathematics – DePaul University.
- o Bachelor of Science, Finance – KFUPM.

Current Positions:

- o Managing Partner (Data Science and Econometrics Advisor) – Advanced Analytics fz llc.
- o Member of Board of Directors, Chairman of Audit Committee & Member of Risk Committee – Walaa Cooperative Insurance Co.
- o Member of Board of Directors, Member of Audit and Compliance Committee – Al Yusr Leasing & Financing Co.
- o Chairman of Board of Directors, Member of the Nomination and Remuneration Committee – Ayyan Investment Co.
- o Member of the Board of Directors – Acceleration Company Ltd.

Previous Positions:

- o Head of Finance and Accounting - Ajda Food Commercial Company.
- o Economic and Statistics Consultant – Ministry of Economy & Planning.
- o Senior Data Scientist - Center for Strategic Studies.
- o Senior Credit Analyst - Saudi Industrial Development Fund.

Experience:

Mr. Balghunaim has been working in the Economic and Data Analytics field for years, and have acquired Technical certificates in Finance, Credit & Risk Management.



Mr. Hatem F. Balghoneim

Board of Directors
Member

Qualifications:

Bachelor of Petroleum Engineering – KFUPM

Current Positions:

- CEO – Dynamic Oil Tools Manufacturing Company.
- Member of Board of Directors, Chairman of Nomination & Remuneration Committee, & Member of Executive Committee – **Walaa Cooperative Insurance Co.**
- Member of Board of Directors – **Neft Energies Training Center.**

Previous Positions:

- Drilling & Workover Supervisor – **Saudi Aramco.**
- Chairman of Board of Directors – **Alahsa Development Co.**
- Member of Board of Directors – **C&J Saudi Arabia.**
- VP Upstream – **Dynamic Energy.**

Experience:

Mr. Balghoneim completed several Technical courses & certificates and been in the Petroleum engineering field for years.



Mr. Hesham A. Al Jabr

Board of Directors
Member

Qualifications:

Secondary & Advanced courses in marketing and administrative sciences humanist.

Current Positions:

- VP – **Al Jabr Holding Company.**
- Executive Director – **Canned Soft Drinks Factory**
- Member of Board – **Walaa Cooperative Insurance Co.**
- Member of Board – **Arab National Bank “ANB”**

Previous Positions:

None.

Experience:

Mr. Al Jabr has over 21 years of experience in different sectors.



Mr. Jameel A. Al Molhem

Board of Directors Member

Qualifications:

Bachelor of Marketing – KFUPM

Current Positions:

- Managing Director and Member of Executive Committee - **Takween Advanced Industries Co.**
- Member of Board, Member of Executive Committee, and Chairman of Risk Committee – **Walaa Cooperative Insurance Co.**
- Member of Board – **Electrical Industries Co.**
- Member of Board – **New Marina Plastics**
- Member of Board – **Alessa Industries Co.**

Previous Positions:

- CEO – **Shaker Group**
- COO – **Saudi Telecom Company “STC”**
- Saudi British Bank “SABB”

Experience:

Mr. Al Molhem has been Board member in various companies, and has a good experience in governance, strategic management as well sales & marketing.



Mr. Khalid A. Al Omran

Board of Directors Member

Qualifications:

Bachelor’s in business administration – St. Edwards University, USA

Current Positions:

- Founder – **Dar Wa Emaar for Investment & Real Estate.**
- Chairman of the Board – **Khalid & Abdulaziz Al Omran Co.**
- Member of Board of Directors, Member of Investment Committee, & Member of Nomination and Remuneration Committee – **Walaa Cooperative Insurance Co.**
- Member of Board of Directors – **Dammam Hotels LTD.**

Previous Positions:

- Vice-Chairman – **Tourism Committee at Sharqiyah Chamber of Commerce.**
- Member of Board of Directors – **Advanced Petrochemical Co.**

Experience:

Mr. Al Omran is a businessman who has a unique experience in Real Estate & Investments.

External Audit Committee Members



B. External Audit Committee Members (Non-Board)



Dr. Sulaiman A. Al Sakran

Qualifications:

- Ph.D. in Finance Minors: Economic and Statistics – University of Houston, USA
- Master's in Business Administration - KFUPM
- Bachelor's in industrial management – KFUPM

Current Positions:

- Associate Professor, Prince Sultan University, Riyadh
- Member of Audit Committee – **Walaa Cooperative Insurance Co.**
- Member of Audit Committee – **Saudi Arabian Amiantit Company**
- Member of Audit Committee – **Takween Advanced**
- Member of Audit Committee – **Fawaz A. Al Hokair Co.**
- Member of the Board - **The National Agricultural Development Company (NADEC)**
- Member of Trustees – **Yamama University**
- Member of Internal Audit Committee – **KFUPM**
- Member of Investment Committee – **Human Resources Development Fund**
- Member of Saudi Economic Association

Previous Positions:

- Head of Economic and Finance Department – **KFUPM**
- Associate Professor (Economic and Finance Department) – **KFUPM**
- Assistant Professor (Economic and Finance Department) – **KFUPM**
- Member of Audit Committee – **TAQA Co.**
- Member of Audit Committee – **Saudi Electricity Co.**
- Member of Audit Committee – **Riyad Bank**
- Member of Audit Committee – **Tadawul**
- Member of Audit Committee – **Salama Cooperative Insurance Co.**
- Member of Board and Chairman of Audit Committee - **Al Khozama Management Co.**
- Member of Board and Chairman of Audit Committee - **Kirnaf Co.**
- Member of Board - **Chemical Development Co.**
- Member of Finance Committee – **Chamber of Commerce & Industry**
- Member of Finance Committee – **Saudi Arabian Football Federation**
- Member of Board – **KFUPM University Schools, Dhahran**
- Chairman of Professional Performance Quality Committee – **Saudi Organization for Certified Public Accountants (SOCPA).**
- Member of Board – **Shuaa Capital**

Experience:

Dr. Al Sakran has over 30 years of experience in the academic field.



Mr. Adeeb S. Al Fuhaid

Qualifications:

- Bachelor of Accounting, 1987, King Saud University, Qassim
- International Auditor Fellowship Program 2009

Current Positions:

- Member of Audit Committee – Walaa Cooperative Insurance Co.
- Internal Audit Manager – Tamimi Group of companies

Previous Positions:

- Commercial Manager, Ali A. Al-Tamimi Co
- Performance Audit Manager, General Auditing Bureau
- Performance Audit Supervisor, General Auditing Bureau
- Auditor, General Auditing Bureau

Experience:

- Mr. Al Fuhaid has more than 30 years in auditing including financial, performance, compliance, and operational audit. In both public and private sector. Contributes in several local and international professional committees and workgroups.

Walaa's Management



Executive Management

Johnson Varughese



Current Positions

- Chief Executive Officer
- Chairman of the Insurance Finance Sub-Committee
- Member of the Insurance Executive Committee (IEC)
- Member of SAMA Insurance Advisory Committee

Previous Positions

- Chief Financial Officer of Walaa (2007-2012)
- Regional Financial Controller – Future Pipe Group

Qualifications

- Bachelor's in business & Commerce
- Chartered Accountant

Experience

More than 30 years of experience in executive positions, and in the financial field

Mohannad M. Al Desouki



Current Positions

- Chief Financial Officer
- Member of the Insurance Finance Sub-Committee
- Investment Committee Secretary
- Executive Committee Secretary

Previous Positions

- Finance Manager – Walaa
- Financial Controller – Siemens
- Financial Analyst – General Electrics “GE”

Qualifications

- Master's in Business Administration “MBA” - KFUPM
- Bachelor's in finance – KFUPM

Experience

In addition to his technical experience, Mr. Al Desouki has acquired Project Management Professional “PMP

Wasif F. Minhas



Current Positions

- Chief Technical Officer (Motor & General)

Previous Positions

- Sales & Operation General Manager – AON Insurance Brokerage
- During his work years at New Jubilee Insurance Company in Pakistan, he held several senior positions

Qualifications

- Master of Management – Sydney University
- MBA in Marketing
- Bachelor's in commerce

Experience

An Insurance Professional with 20 years of experience. He is also a holder of “ACII” and other Insurance Certificates

Ghayas Khan



Current Positions

- Chief Technical Officer (Life & Medical)

Previous Positions

- Chief Risk Officer (Acting) - Walaa
- Internal Actuary - Walaa

Qualifications

- Associate of Society of Actuaries, USA

Experience

An insurance professional with 20 years of experience of working in multiple functions like Actuarial, Individual Life Underwriting, Bancassurance, Group Life & Medical and Risk Management.

Syed Raza Haider



Current Positions

- Appointed Actuary

Previous Positions

- Appointed Actuary in Alinma Tokio Marine Company
- Chief Actuary and CRO in Alinma Tokio Marine Company
- Head of Actuarial and Strategy in Alinma Tokio Marine Company
- Head of Actuarial Department in SABB Takaful Company

Qualifications

- Fellow of Institute and Faculty of Actuaries (UK)

Experience

Qualified actuary with 23 years of experience in the actuarial field

Mr. Salah M. Al Jaber*



Current Positions

- Chief Operating Officer

Previous Positions

- VP Sales & Marketing of Walaa for (2012-2017)
- Regional Manager - Weqaya Takaful Insurance Co
- Marketing Manager – Al Tamimi Group

Qualifications

- Bachelor's in business administration, major in Marketing

Experience

In addition to his experience in the Saudi insurance market, he has been a member of various committees at Sharqiyah Chamber of Commerce

*Mr. Al Jaber has retired on 28th February 2021

Fahad Abu Alkhalil



Current Positions

- VP Sales (Acting)

Previous Positions

- Head of Compliance/Board Secretary – Walaa
- Key accounts manager/Board Secretary – Walaa
- Head of Corporate Sales – Walaa
- Head of Compliance – Gulf International Bank
- Head of AML - Arab National Bank
- Compliance officer - SAMBA Financial Group

Qualifications

- Bachelor in Management Information System (MIS)

Experience

12 years of experience in the financial sector, in banking and insurance, with regulatory and sales background

Turki Al-Buraik



Current Positions

- Head of HR, Admin, Government, and public relation

Previous Positions

- Regional Manager for Administrative affairs of Government Personnel and Human Resources - Al Nuaimi Group.
- Regional Manager advisor of Human Resource and Personal Affairs and Public Relations - National Petroleum Services Company.
- Assistant of Manager of Public Relations and Personnel Affairs and Government Relations - BJ Service Arabia Ltd Company.

Qualifications

- Business Administration - King Saud University
- Diploma in International Leadership for Human Resource Managers - Artec Poland University

Experience

Over 20 years' of experience in Human Resources, Admin, Government, and public relation

Rawan Munther Alafaleq



Current Positions

- Board Secretary & Investor Relations
- Tax & Treasury Manager
- Nomination and Remuneration Committee Secretary

Previous Positions

- Financial Reporting Assistant Manager – Walaa

Qualifications

- Masters of Business Administration, USA
- Bachelors of Accounting

Experience

Professional with 6 years of experience in accounting, treasury management, taxation, and capital market laws and regulations.

Khalid Omran



Current Positions

- Compliance & AML Manager

Previous Positions

- Compliance Manager – Walaa
- Compliance Manager – Buruj Cooperative Insurance Company
- Compliance Officer – Walaa
- Data Analyst – L3 Communication

Qualifications

- Bachelors in Business Administration
- Certified Compliance Officer
- Diploma Banking Operation

Experience

Over 11 years' of experience in insurance sector and compliance

Mraya Lafi Al-Subaei



Current Positions

- Internal Audit Manager
- Audit Committee Secretary

Previous Positions

- Internal Audit Manager – Saudi Arabian AMIANTIT Co.
- Internal Auditor – Al- Turki Group
- Audit Committee Member in International Water Distribution Company (TAWZEA)

Qualifications

- Bachelors of Accounting
- Certified Fraud Examiner

Experience

13 years' Experience in auditing and Accounting; Audit Committee Secretary in multiple companies

Rakan AlAssaf



Current Positions

- Cyber Security Manager (Acting)

Previous Positions

- Information Security Officer - Allianz Saudi Fransi
- Information Security Officer – AXA

Qualifications

- Bachelor in Computer Science (Computer Security & Information Assurance)
- ISO 27001 LI ISMS
- Certified Ethical Hacker

Experience

More than 5 years of experience in Information/ Cyber Security

Sukainah Ali Alkhalifah



Current Positions

- Risk Manager
- Risk Committee Secretary

Previous Positions

- Acting Risk Manager – Walaa
- Senior Risk Analyst – Walaa
- Risk Analyst – Walaa
- Assistant Risk Analyst – Walaa

Qualifications

- Bachelors in Business Administration (Information System), USA
- International Certificate in Enterprise Risk Management (CertIRM), the institute of Risk Management, UK

Experience

Experience in Risk Management

Khulood Al Shreif



Current Positions

- Customer Care Manager

Previous Positions

- Operations Manager – Walaa
- Medical Department Assistant Manager – Walaa
- Customer Service Executive – Medical Department - Tawuniya

Qualifications

- Bachelors in Arts (English Literature)
- AHIP-Health Insurance Associate
- AHIP-Healthcare Customer Service Associate.
- AHIP-Healthcare Anti-Fraud Associate
- CII Certified
- Certified Manager of Quality & Organizational Excellence -ASQ
- Certified Strategy & Business Planning Professional-TKI
- Certified KPI Professional-TKI
- Certified Balanced Scorecard Management System Professional-TKI

Experience

16+ years' experience in Insurance Sector



18.6%

WOMEN NOW REPRESENT 18.6% OF Wala'a'S EMPLOYEES

2 - Names of the companies inside and outside the Kingdom in which a Board member is a member of their current or previous Board member or manager:

Board Member Name	Name of the Company which a Board member is currently a member of their Board or Manager	Inside / Outside the Kingdom	Type of Company	Name of the Company which a Board member was previously a member of their Board or Manager	Inside / Outside the Kingdom	Type of Company
Sulaiman A. Al Kadi	Basic Chemical Industries	Inside Kingdom	Listed	Alawwal Bank	Inside Kingdom	Listed
	Chemical Development Company	Inside Kingdom	Not listed	Saudi Electricity Company	Inside Kingdom	Listed
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
Khalifa A. Al Mulhim	Advanced Petrochemical Co	Inside Kingdom	Listed	Saudi British Bank "SABB"	Inside Kingdom	Listed
	IGI Underwriting Co	Outside Kingdom	Listed	Al Ittifaq Steel Company	Inside Kingdom	Not Listed
	National Shipping Company of Saudi Arabia "Bahri"	Inside Kingdom	Listed	Saudi Industrial Development Fund	Inside Kingdom	Not Listed
	Saudi White Cement Company	Inside Kingdom	Not Listed	NAMA Chemicals Group	Inside Kingdom	Listed
	Al Jazira Support Services Company	Inside Kingdom	Not Listed	United Gulf Investment Corporation	Outside Kingdom	Listed
	KAMCO Limited	Inside Kingdom	Not Listed	General Organization for Social Insurance	Inside Kingdom	Not Listed
	KAMCO Holding	Inside Kingdom	Not Listed	Saudi Spanish Bank	Outside Kingdom	Listed
	MENA Financial Group Limited	Outside Kingdom	Not Listed			
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
	Al Jazira Bank	Inside Kingdom	Listed			
Wasef S. Al Jabsheh	International General Insurance (IGI) Co. Ltd.	Outside Kingdom	Not Listed			
	International General Insurance (UK) Co. Ltd.	Outside Kingdom	Not Listed			
	International General Insurance Co. Ltd. - Labuan Branch	Outside Kingdom	Not Listed			
	International General Insurance Co. Ltd. (Dubai)	Outside Kingdom	Not Listed			
	North Star Underwriting Limited	Outside Kingdom	Not Listed			

	IGI Underwriting Limited	Outside Kingdom	Not Listed			
	Specialty Malls Investment Company	Outside Kingdom	Not Listed			
	IGI Services Ltd.	Outside Kingdom	Not Listed			
	Eastern Insurance Brokers	Outside Kingdom	Not Listed			
	International General Insurance Holdings Limited	Outside Kingdom	Not Listed			
	International General Insurance Holdings Ltd.	Outside Kingdom	Listed on Nasdaq - Symbol "IGIC"			
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
Solaiman A. Al Twaijri	Chemical Development Company	Inside Kingdom	Not Listed	Amiantit Saudi Arabia	Inside Kingdom	Listed
	Mulkia Investment Co.	Inside Kingdom	Listed	Saudi Power Transmission Network	Inside Kingdom	Not Listed
	Tawzea Company	Inside Kingdom	Not Listed	Al Othman Agriculture Production Co. "Nada"	Inside Kingdom	Listed
	Amitech Moroco	Outside Kingdom	Not Listed	Riyad Bank	Inside Kingdom	Listed
	International Infrastructure Management & Operation Company Ltd.	Inside Kingdom	Not Listed	GIB Capital	Inside Kingdom	Not Listed
	Amiantit Rubber Industries Ltd.	Inside Kingdom	Not Listed	Zajoul for Advanced Communications Technology Co.	Inside Kingdom	Not Listed
	Amiantit Fiberglass Industries Co. Ltd.	Inside Kingdom	Not Listed	Al Khozama Management Co.	Inside Kingdom	Not Listed
	Ameron Saudi Arabia Ltd.	Inside Kingdom	Not Listed	Flowtite Technology - Norway	Outside Kingdom	Not Listed
	Factory of Bondstrand Ltd.	Inside Kingdom	Not Listed	Flowtite Technology - Bahrain	Outside Kingdom	Not Listed
	Saudi Arabian Ductile Iron Pipes Co. Ltd.	Inside Kingdom	Not Listed	Amitch - Spain	Outside Kingdom	Not Listed
	Saudi Arabia Concrete Products (SACOP) Ltd.	Inside Kingdom	Not Listed	Amitch - Poland	Outside Kingdom	Not Listed
	Saudi Amicon Co. Ltd.	Inside Kingdom	Not Listed	Amitech Pipes Romania	Outside Kingdom	Not Listed
	PWT GmbH	Outside Kingdom	Not Listed	Amiantit Germany	Outside Kingdom	Not Listed
	Amiantit Qatar Pipes Co. Ltd.	Outside Kingdom	Not Listed			
	Sarplast Qatar	Outside Kingdom	Not Listed			
	Ameron Egypt	Outside Kingdom	Not Listed			

	Amiantit Fiberglass Egypt	Outside Kingdom	Not Listed			
	Saudi Arabian Amiantit Management	Inside Kingdom	Not Listed			
	Infrastructure Engineering Contracting Co. Ltd.	Inside Kingdom	Not Listed			
	PWT KSA	Inside Kingdom	Not Listed			
	Ductile Technology Bahrain Ltd.	Outside Kingdom	Not Listed			
	Amiantit International Holding Ltd. – Bahrain	Outside Kingdom	Not Listed			
	Amiblu - Austria	Outside Kingdom	Not Listed			
	Subor Boru – Turkey	Outside Kingdom	Not Listed			
	Subor Gap – Turkey	Outside Kingdom	Not Listed			
	Takween Advanced Industrial Company	Inside Kingdom	Listed			
	NADEC	Inside Kingdom	Listed			
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
Waleed M. Al Jaafari	Advanced Petrochemical Company	Inside Kingdom	Listed	Gulf Stevedoring Contracting Company	Inside Kingdom	Listed
	Eastern Cement Company	Inside Kingdom	Listed			
	Gulf Real Estate	Inside Kingdom	Not Listed			
	Star of Kingdom Contracting Limited	Inside Kingdom	Not Listed			
	Siyaha International Company	Inside Kingdom	Not Listed			
	Aldawaa Medical services co ltd	Inside Kingdom	Not Listed			
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
Hatem F. Balghoneim	Industrialization & Energy Services Co. (Taqa)	Inside Kingdom	Not Listed			
	Fahad Sulaiman Balghoneim Sons Co.	Inside Kingdom	Not Listed	Ahsa Development Company	Inside Kingdom	Listed
	Saudi Quality and Inspection Company	Inside Kingdom	Not Listed	C & J Saudi Arabia	Inside Kingdom	Not Listed
	Walaa Cooperative Insurance Company	Inside Kingdom	Listed			
	Neft Energies Training Center	Inside Kingdom	Not Listed			

Abdulrahman A. Balghunaim	Ayyan Investment Co.	Inside Kingdom	Listed			
	Advanced Analytics fz llc	Outside Kingdom	Not Listed			
	Walaa Cooperartive Insurance Company	Inside Kingdom	Listed			
	Al Yusr Leasing & Financing Co.	Inside Kingdom	Not Listed			
	Acceleration Company Ltd	Inside Kingdom	Not Listed			
Khalid A. Al Omran	Dar Wa Emaar Real Estate & Investment Company	Inside Kingdom	Not Listed	Saraya Towers Al Olaya Company	Inside Kingdom	Not Listed
	Khalid & Abdulaziz Al Omran Company	Inside Kingdom	Not Listed	Advanced Petrochemical Co.	Inside Kingdom	Listed
	Dammam Hotels Limited Company	Inside Kingdom	Not Listed			
	Al Rashid & Al Omran Company	Inside Kingdom	Not Listed			
	Walaa Cooperative Insurance Co.	Inside Kingdom	Listed			
Jameel A. Al Molhem	Takween Advanced Industrial Company	Inside Kingdom	Listed	Al Hassan Ghazi "Shaker Group"	Inside Kingdom	Listed
	New Marina Plastics Co.	Outside Kingdom	Not Listed	Energy Services Co.	Outside Kingdom	Not Listed
	Electrical Industries Co.	Inside Kingdom	Listed	Selco Company	Inside Kingdom	Not Listed
	Walaa Cooperartive Insurance Company	Inside Kingdom	Listed	Contact Center Company	Inside Kingdom	Not Listed
	Alessa Industries Co.	Inside Kingdom	Not Listed	New Vision Company	Outside Kingdom	Not Listed
				Viva Kuwait	Outside Kingdom	Listed
				Viva Bahrain	Outside Kingdom	Not Listed
				Cell-C Copany	Outside Kingdom	Not Listed
				Avea Company	Outside Kingdom	Not Listed
				Türk Telekom Company	Outside Kingdom	Listed
			Intigral Company	Outside Kingdom	Not Listed	
Abdulaziz S. Al Sheikh	Walaa Cooperartive Insurance Company	Inside Kingdom	Listed			
Hesham A. Al Jabr ¹	Arab National Bank	Inside Kingdom	Listed	Gulf Carton Factory Company	Inside Kingdom	Not Listed
	Al Jabr Holding Company	Inside Kingdom	Not Listed			
	Walaa Cooperartive Insurance Company	Inside Kingdom	Listed			
	Nattily Co. - Furniture and Interior Design	Inside Kingdom	Not Listed			
	Haier & Al Jabr Saudi Electronics Trading Co.	Inside Kingdom	Not Listed			
	Nama (Future Development) Co.	Inside Kingdom	Not Listed			

⁽¹⁾ Member was appointed in 25th May 2020.



Completion of the 1st Merger Transaction in the Insurance Sector in KSA.

3 - Composition of the Board and classification of its members:

As per article (15) of the company's Bylaws, the company shall be managed by a Board of Directors consisting of no less than five members and not exceeding eleven members, elected by the General Assembly for three years duration. The Board composition shall reflect the suitable representation of Non-executive and Independent Members. In 2019, new Board members were elected for the Board of Directors 5th term, which starts on 26/05/2019. Consequent to the merger with MetLife AIG ANB Cooperative Insurance Company, ANB nominated Mr. Hesham Al Jabr as a member of the Board, which has since been regularized after obtaining NRC, Board, and SAMA approvals. The below table shows the name of members of the Board and details of their membership.

Board Member Name	Type of Membership	Classification of Membership
Sulaiman A. Al Kadi	Chairman	Non-Executive
Khalifah A. Al Mulhim	Vice-Chairman	Non-Executive
Wasef S. Al Jobsheh	Member	Non-Executive
Solaiman A. Al Twajjri	Member	Non-Executive
Waleed M. Al Jaafari	Member	Non-Executive
Abdulrahman A. Balghunaim	Member	Independent
Hatem F. Balghoneim	Member	Independent
Khalid A. Al Omran	Member	Independent
Jameel A. Al Molhem	Member	Non-Executive
Abdulaziz S. Al Sheikh	Member	Independent
Hesham A. Al Jabr ¹	Member	Non-Executive

⁽¹⁾ Member was appointed in 25th May 2020 till the conclusion of the remaining term of the Board.

4 - Procedure taken, to the Board to inform its members, Non-Executive Directors in particular, of the shareholders' suggestions and remarks on the Company and its performance:

Our **Investor Relation Unit** ensures and maintains Shareholder rights, as it highly considers and responds to all shareholders inquires and complaints and opinions or suggestions, by all means, to be reported to the Board of Directors in every Board meeting. Any action or decision by Board members in regards to shareholders' inquires will be taken.

Investor Relation Contact Information	
Email:	investors@wala.com
Phone Number:	013-829-9405
Fax:	013-865-2255
Website:	https://www.wala.com/investor-relation

"We invite Wala's investors to be part of the investors Survey 2021 where we explore Wala's investors' aspirations for investment into the insurance sector over the next two years. We appreciate your valuable time to participate in the survey by visiting this link:

<http://survey.wala.com/s/investors-feedback/tt-ef0886>

5 - Board of Directors and Committees

The Board of Directors is entrusted with effective management and control of the company, which includes but not limited to the following responsibilities:

- 1- Set the performance goals and monitor implementation and overall performance at the Company.
- 2- Supervise the senior management and monitor the performance of the Company compared to the performance goals determined by the Board.
- 3- Upgrade the level and standards of corporate governance, ensuring compliance with relevant laws and regulations at all times.
- 4- Approve, review, and regularly update the key policies and procedures.
- 5- Ensure the validity of financial and accounting systems, including relevant financial reporting systems.
- 6- Develop policies and procedures, ensuring that the Company complies with the laws and regulations and fulfills its obligation to disclose the material information of the Shareholders, creditors, and other stakeholders.
- 7- To supervise the management of the Company's financial affairs, cash flows, and financial relations with third parties.

The Board of Directors shall conduct at least four meetings on an annual basis as the below table shows the attendance of each Board member:

Board Member	Total Number of Meetings: (5)					Total
	1 st Meeting	2 nd Meeting	3 rd Meeting	4 th Meeting	5 th Meeting	
	27/01/2020	29/03/2020	29/06/2020	20/09/2020	27/12/2020	
Sulaiman A. Al Kadi	✓	✓	✓	✓	✓	5 / 5
Khalifa A. Al Mulhim	✓	✓	✓	✓	✓	5 / 5
Wasef S. Al Jabsheh	✓	✓	✓	✓	✓	5 / 5
Waleed M. Al Jafaari	✓	✓	✓	✓	✓	5 / 5
Solaiman A. Al Twajjri	✓	✓	✓	✓	✓	5 / 5
Abdulrahman A. Balghunaim	✓	✓	✓	✓	✓	5 / 5
Hatem F. Balghoneim	✓	✓	✓	✓	✓	5 / 5
Khalid A. Al Omran	✓	✓	✓	✓	✓	5 / 5
Jameel A. Al Molhem	✓	✓	✓	✓	✓	5 / 5
Abdulaziz S. Al Shaikh	✓	✓	✓	✓	✓	5 / 5
Hesham A. Al Jabr ¹			✓	✓	✓	3 / 5
Attendance	100%	100%	100%	100%	100%	-

**(1) Member was appointed in 25th May 2020 till the conclusion of the remaining term of the Board.*

Board Secertary, Rawan Alafaleq

The Board has appointed the following committees to ensure full control and effectiveness of the management:

A. Executive Committee (EXC)

The Executive Committee shall make recommendations to the Board on important topics such as strategic plans, business plans, and the Board shall delegate to the Executive Committee to carry out its functions in some cases. Executive Committee shall conduct at least six meetings on an annual basis as the below table shows the attendance of each Committee member:

Name of Member	Total Number of Meetings: (8)								
	1 st Meeting 27/01/2020	2 nd Meeting 29/03/2020	3 rd Meeting 27/04/2020	4 th Meeting 29/06/2020	5 th Meeting 16/09/2020	6 th Meeting 15/11/2020	7 th Meeting 23/11/2020	8 th Meeting 13/12/2020	Total
Solaiman Al Twajri (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Jameel Al Molhem (Member)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Hatem Balghoneim (Member)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Wasef Al Jebshah (Member)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Attendance	100%	100%	100%	100%	100%	100%	100%	100%	-

Executive Committee Secretary, Mohannad Al Desouki

B. Audit Committee (AC)

The Audit Committee shall ensure the implementation of the Board of Director's recommendations for overseeing the company's financial reports and assess the adequacy of internal and external audits, as well as monitor the performance and activities of internal audit and compliance departments of the company. Audit Committee shall conduct at least six meetings on an annual basis as the below table shows the attendance of each Committee member:

Name of Member	Total Number of Meetings: (8)								
	1 st Meeting 27/01/2020	2 nd Meeting 08/03/2020	3 rd Meeting 02/06/2020	4 th Meeting 23/07/2020	5 th Meeting 22/10/2020	6 th Meeting 04/11/2020	7 th Meeting 17/12/2020	8 th Meeting 27/12/2020	Total
Abdulrahman A. Balghunaim (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Sulaiman A. Al Sakran (Member)	✓	✓	✓	X	✓	✓	✓	✓	7/8
Adeeb S. Al Fuhaid (Member)	✓	✓	✓	✓	✓	✓	✓	✓	8/8
Attendance	100%	100%	100%	87%	100%	100%	100%	100%	-

Audit Committee Secretary, Mraya Al Subaie

C. Investment Committee (IC)

The Investment Committee shall monitor and review the investment policy tasks and oversee the implementation and approval of investment activities and monitor the performance of investment portfolios.

Name of Member	Total Number of Meetings: (3)			
	1 st Meeting 28/04/2020	2 nd Meeting 19/10/2020	3 rd Meeting 27/12/2020	Total
Khalifa A. Al Mulhim (Chairman)	✓	✓	✓	3/3
Khalid A. Al Omran (Member)	✓	✓	✓	3/3
Waleed M. Al Jafaari (Member)	✓	✓	✓	3/3
Attendance	100%	100%	100%	-

Investment Committee Secretary, Mohannad Al Desouki

D. Nomination & Remuneration Committee (NRC)

Nominations and Remuneration Committee is responsible for recommendations to the Board of Directors and annual audit of appropriate skills requirements for membership of the Board, the Committee shall review the structure of the Board of Directors and make recommendations on changes that can be made, as it reviews the company structure and supervises the recruitment process. Nomination and Remuneration Committee shall conduct at least two meetings on annual basis as the below table shows the attendance of each Committee member:

Name of Member	Total Number of Meetings: (3)			
	1 st Meeting 05/05/2020	2 nd Meeting 06/10/2020	3 rd Meeting 20/12/2020	Total
Hatem F. Balghoneim (Chairman)	✓	✓	✓	3/3
Sulaiman A. Al Kadi (Member)	✓	✓	✓	3/3
Waleed M. Al Jafaari (Member)	✓	✓	✓	3/3
Khalid A. Al Omran (Member)	✓	✓	✓	3/3
Attendance	100%	100%	100%	-

Nomination and Remuneration Committee Secretary, Rawan Alafaleq

E. Risk Management Committee (RMC)

The Risk Management Committee duties are to ensure the implementation of the Board recommendations regarding the evaluation and control of risk management and its mitigations and the efficiency of internal controls. Risk Committee shall conduct at least two meetings on an annual basis as the below table shows the attendance of each Committee member:

Name of Member	Total Number of Meetings: (4)				Total
	1 st Meeting 27/01/2020	2 nd Meeting 14/04/2020	3 rd Meeting 13/09/2020	4 th Meeting 13/12/2020	
Jameel A. Al Molhem (Chairman)	✓	✓	✓	✓	4/4
Abdulrahman A. Balghunaim (Member)	✓	✓	✓	✓	4/4
Abdulaziz S. Al Shaikh (Member)	✓	✓	✓	✓	4/4
Attendance	100%	100%	100%	100%	-

Risk Committee Secretary, Sukainah Al Khalifa

6 - Board and Board Committee Evaluation:

Board evaluation is done on an annual basis. In 2018, the Board availed the help of an external consultant whereas in 2019 and 2020, the Nomination and Remuneration Committee (NRC), using formal, transparent, and objective criteria carried out the evaluation of the Board members, the Board as an entity, and the Board Sub-Committees.

The following criteria were used to evaluate the members:

- 1- Attendance;
- 2- Member's readiness and preparedness prior to the Board and sub-committee meetings;
- 3- Demonstration of knowledge, understanding, and technical experience during Board and sub-committee meetings;
- 4- Member's awareness of the Company's goals and business activity;
- 5- Member's productive and active engagement in discussions and communications;
- 6- Member's awareness and utilization of modern technology.

NRC noted that while individual members possess diverse skills, all of them made an effort to understand the challenges and contributed effectively to the deliberations in the Board and sub-committee meetings. Orientation materials provided to the newly inducted members proved to be beneficial and useful. NRC evaluation summary was presented to the Board.

7 - Compensation Paid to Directors and Executive Management:

- All of the remunerations of the Board of Directors and its Sub-Committees Members and directors of the Company were disclosed in the Remuneration Policy approved by the General Assembly on 21/05/2019.
- We would also like to ensure that there is not any significant deviation between the remuneration stated in the policy.

A - Board of Directors Remunerations and Fees:

The table below shows details of the remuneration and fees paid to the members of the Board and sub-committees

All Figures are in SAR Millions

Name of Board of Director	Fixed Remunerations					Variable Remunerations*	End of Service Benefit	Aggregate Amount**	Expense Allowance***
	Specific Amount	Allowance for attending board meetings	Total Allowance for attending Committee meetings	Remunerations for technical, managerial, & consultative work	Total				
(1) Independent Members									
Abdulrahman A. Balghunaim	0.180	0.025	0.200	0	0.405	0.100	0	0.505	0.003
Hatem F. Balghonaim	0.180	0.025	0.168	0	0.373	0.100	0	0.473	-
Khalid A. Al Omran	0.180	0.025	0.155	0	0.360	0.100	0	0.460	-
Abdulaziz S. Al Shaikh	0.180	0.025	0.080	0	0.285	0.100	0	0.385	0.002
(2) Non-Executive Members									
Sulaiman A. Al Kadi	0.250	0.025	0.078	0	0.353	0.150	0	0.500	-
Khalifa A. Al Mulhim	0.180	0.025	0.078	0	0.283	0.100	0	0.383	-
Wasef S. Al Jabsheh	0.180	0.025	0.090	0	0.295	0.100	0	0.395	-
Waleed M. Al Jafaari	0.180	0.025	0.155	0	0.360	0.100	0	0.460	-
Jameel A. Al Molhem	0.180	0.025	0.170	0	0.375	0.100	0	0.475	-
Solaiman A. Al Twajjri	0.180	0.025	0.090	0.160	0.455	0.100	0	0.555	-
Hesham A. Al Jabr	0.108	0.015	0	0	0.123	0.060	0	0.183	-
(3) Executive Members									
None									

* Variable Remunerations is periodic bonuses for the members of the Board of Directors.

** Member of the Board of Directors can be paid up to SAR 500,000/- per annum (inclusive of allowances for attending the Board and Sub-Committee meetings) as specified in the company's bylaws, except for the remuneration of the Audit Committee members that do not fall within the scope of the maximum limit stipulated in the Companies Law.

*** Expenses allowance includes transportation and accommodation expenses for members of the Board of Directors and its committees whom are not located in Khobar.

Note that Dr. Solaiman A. Al Twajiri has been appointed by the Board of Directors to provide consultative services “Chairing the IFRS17 Steering Committee” during the FY 2020. This is in accordance to article (3) of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies, which states that “A Board member may receive a Remuneration for his/her membership in the audit committee formed by the General Assembly, for any additional executive, technical, managerial or consultative – pursuant to a professional license – duties or positions carried out by the Board member, and such Remuneration should be in addition to the Remuneration he/she may receive in his/her capacity as a member in the Board and in the committees formed by the Board, pursuant to the Companies Law and the Company’s bylaws”. The total remunerations amount SAR 0.160 for FY 2020 that was paid subsequent to the year ended 31st December 2020.

Note that other than the above amounts, Board members had not been granted to any in-linked benefits. In addition, none of the members received a percentage of profits or periodic remuneration or short/long term incentive plans.

B - Executive Management’s Remunerations:

The Company’s policy in the remuneration of senior executives are as follows:

The Board of Directors shall, upon the recommendation of the NRC, determine the remuneration of Senior Executives in which includes the following:

- 1- Fixed amount paid as salary and allowances. The allowances include housing, transportation, annual tickets for expats, and any other allowances proposed by the NRC and approved by the Board of Directors.
- 2- An annual bonus linked to performance indicators in accordance with the annual assessment completed for this regard.
- 3- Plans, policies, and types of bonuses for employees and Senior Executives are approved by the Board of Directors based on the recommendation of NRC.



The following statement shows the remunerations and benefits received by five Executives of the company, including the Chief Executive Officer and Chief Financial Officer, as follows:

Senior Executive	Fixed Remuneration				Variable - Periodic Remunerations*	End of Service	Amount
	Salaries	Allowances	In-Kind Benefits	Total			
CEO	1,440,000	504,000	-	1,944,000	1,000,000	162,000	3,106,000
COO	756,000	284,600	-	1,040,600	300,000	85,050	1,425,650
CTO	756,000	264,600	-	1,020,600	375,000	85,050	1,480,650
CFO	390,000	136,500	-	526,500	250,000	33,322	809,822
Appointed Actuary	540,000	209,000	-	749,000	150,000	30,375	929,375
Total	3,882,000	1,398,700	-	5,280,700	2,075,000	395,797	7,751,497

*The total remunerations amount includes an amount of SAR 2,075,000 on account of bonus for FY 2020 that was paid to the executives subsequent to the year ended on 31st December 2020.

No loans arranged by any director with a third party is guaranteed by the company.

C. Members of Committees' Remunerations and Fees:

Member's Name	Fixed Remuneration (Excluding Meeting Allowances)	Meeting Attendance Allowances	Total In SAR m
Executive Committee			
Solaiman A. Al Twaibri (Chairman)	0.070	0.020	0.090
Hatem F. Balghoneim (Member)	0.070	0.020	0.090
Wasef S. Al Jebshah (Member)	0.070	0.020	0.090
Jameel A. Al Molhem (Member)	0.070	0.020	0.090
Audit Committee			
Abdulrahman A. Balghunaim (Chairman)	0.100	0.020	0.120
Sulaiman A. Al Sakran (Member)	0.100	0.0175	0.117
Adeeb S. Al Fuhaid (Member)	0.100	0.020	0.120
Investment Committee			
Khalifa A. Al Mulheim (Chairman)	0.070	0.0075	0.0775
Khalid A. Al Omran (Member)	0.070	0.0075	0.0775
Waleed M. Al Jafaari (Member)	0.070	0.0075	0.0775
Nomination & Remuneration Committee			
Hatem F. Balghoneim (Chairman)	0.070	0.0075	0.0775
Sulaiman A. Al Kadi (Member)	0.070	0.0075	0.0775
Khalid A. Al Omran (Member)	0.070	0.0075	0.0775
Waleed M. Al Jafaari (Member)	0.070	0.0075	0.0775
Risk Management Committee			
Jameel A. Al Molhem (Chairman)	0.070	0.010	0.080
Abdulrahman A. Balghunaim (Member)	0.070	0.010	0.080
Abdulaziz S. Al Shaikh (Member)	0.070	0.010	0.080

8 - Preventive Restriction / Penalty

Based on the company's By-Law and article 14 of the Law on Supervision of Cooperative Insurance Companies issued by the Saudi Central Bank ("SAMA"), the Company has placed a statutory deposit of 10% of its capital to the order of the Saudi Central Bank ("SAMA").

The Company was fined SAR 5,000 (Five Thousand Saudi Riyals Only) by the Saudi Central Bank (SAMA) for not complying with social distancing requirements in one of the departments of the company. Walaa took this as an opportunity to implement better and stricter safety measurements to ensure compliance with the regulations.

9 - Corporate Governance

The Company's **Corporate Governance** responsibilities fall under the Board Secretary to foster the implementation of the governance rules. It carries out all tasks related to Shareholders, the Board of Directors, and other stakeholders, as well as updating the internal corporate governance framework and the corporate policies.

The Company ensures its compliance with the Insurance Companies Corporate Governance Regulations issued by Saudi Central Bank "SAMA" and Corporate Governance Regulations issued by Capital Market Authority "CMA", except for the below mentioned in Corporate Governance Regulation of CMA:

Article	Not implemented	Comments
Article (85) Paragraph (2)	Establishing a scheme for granting Company shares or a percentage of the Company profits and pension programs for employees, and setting up an independent fund for such program.	Guiding Article.
Article (85) Paragraph (3)	Establishing social organizations for the benefit of the Company's employees.	Guiding Article.
Article (95)	Formation of a Corporate Governance Committee.	Guiding Article. The Nomination and Remuneration Committee (NRC), in line with its terms of reference, is entrusted with the periodical revisions to ensure consistency of the applications and structures of governance adopted by the Company and to present their recommendations to the Board on such matters.

10 - Internal Control

As per the rules and regulations in KSA, the Board of Directors has formed an Audit Committee, with the prime responsibility of which includes discharging the board's responsibilities in respect of supervision of the company's financial reporting and evaluating the adequacy and effectiveness of the company's audit (both internal and external).

The Committee comprises of three members, all are independent. The chairman is an independent non-executive director of the company. The Audit Committee held eight meetings in the year 2020, including its annual meeting with the Board. The purpose of these meetings included, among others, the following:

- a. Review and recommend the interim and final results of the company for approval.
- b. Evaluate the adequacy and effectiveness of the internal and external audit functions.
- c. Evaluate the adequacy and effectiveness of the compliance and AML department.
- d. Review the Appointed Actuary reports and make recommendations thereon for the Board.
- e. Review and present a study of the fundamental risks faced by the company, which include financial, operational and legal risks, and review the policies applied by the management related to the processes of identifying and evaluating the risks.
- f. Review and approve the annual plan for both Internal Audit and Compliance Departments.
- g. Recommend appointment company's external auditors to review committee's competencies, independency, and potential risks of conflict of interest in addition to their annual fees.
- h. Review the reports of the external auditors, the Internal Audit Department, and Compliance Department and submit any recommendations to the Board of Directors.
- i. Review SAMA's and other regulatory bodies observations and submit any recommendations to the Board of Directors.
- j. Review the most important accounting policies and procedures.
- k. Review related parties contracts & transactions and submit any views to the Board of Directors.
- l. Monitor important lawsuits filed between the company or against it, and submit periodic reports on this matter to the Board of Directors.
- m. Determine monthly salary and bonuses for the Internal Audit and Compliance Managers based on the internal policies approved by the Board.
- n. Ensure the ideal use of information technology, and the availability of controls to obtain accurate and reliable data.

The satisfactory annual audit of the financial statements provides insights into the effectiveness of the Company's internal control environment and procedures and its risk management practices. In addition to that, the Internal Audit function of the company assists the Audit Committee and consequently the board of directors in providing assurance that the Company's internal control system is adequate and effective in mitigating various risks faced by the company and hence ensuring that the objectives of the Company will be met.

The Internal Audit department maintains its organization's independence by functionally reporting to the Audit Committee as required by both the regulations and the best practices. As instructed by the Audit Committee and the requirement of policies and procedures of the company as well as best practices, the procedure followed by the Internal Audit department in discharging its responsibilities as follows:

- a. All significant business processes are periodically risk-assessed and classified as high, medium, and low-risk types of business processes.
- b. An audit plan is then prepared and submitted to the Audit Committee for approval on an annual basis. The audit plan is risk-focused, i.e., the high-risk business processes are subject to more frequent audits and more rigorous internal audit procedures.
- c. As a result of evolving circumstances, the audit plan may require revisions. Any revisions to the audit plan are also approved by the Audit Committee.
- d. The audits are conducted in accordance with the approved audit plan, and its results are submitted in the form of a report to the Audit Committee.

The Internal Audit department has conducted a number of audits in accordance with the approved internal audit plan and reported the findings to the Audit Committee as a result of these audits, together with management's response. In addition, the progress towards the resolution of the audit findings is also reported periodically. The department also presents separately the most significant findings, if any, either as part of the scheduled or specially arranged meetings.

Based on the risk assessments, audit plan, and the internal audit review reports submitted by the Internal Audit department and the results of the quarterly reviews and the annual audits performed by the external auditors, the Audit Committee was able to conclude that internal control system in the company is effective.

Moreover, the Compliance function of the company assists the Audit Committee in ensuring compliance by the company's Management, the Board of Directors, and

approved persons with all relevant regulatory requirements, guidelines, and directives issued by SAMA, CMA, CCHI and other statutory authorities. The compliance function's key responsibilities include:

- a. Developing, implementing, documenting and updating as needed compliance monitoring and risk management strategies, systems, procedures, processes and controls to meet SAMA's regulatory requirements, directives and Anti-Money Laundering regulations
- b. Ensuring Compliance with CMA rules and regulations, including listing requirements, regulatory compliance, and corporate governance.
- c. Monitoring changes in legislation for insurance and ensure that the company acts in accordance with the revised/changed requirements.
- d. Undertaking ongoing monitoring and ad hoc audits and checks to assess the validity and application of internal procedures and processes and their compliance with regulations and/or directives
- e. Ensuring that the company fulfills all the conditions required by SAMA and develops and maintains a professional relationship with SAMA and other statutory bodies.
- f. Working with departmental heads to direct compliance issues to appropriate channels for investigation and resolution
- g. Consulting with the company's legal advisors as needed to resolve legal compliance issues.

Company's Social Contributions



11 - Company's Social Contributions

Given the eagerness of the Board towards social participation and the charity conduct and its responsibility to serve the community, the Company has considered the following:

- Allocation of SAR 1 per insurance policy issued to be donated; half for Bina'a for Orphans Care, and the other half would be donated to Prince Sultan Rehabilitation for Disabled People "Efa'a". Both are licensed charities in the Kingdom of Saudi Arabia.
- Support the "Kids Paintings & Creatives" by Children with Disabilities Association.
- Management & Employees participated in the blood donation campaign for World Diabetes Day adopted by the Council of Cooperative Health Insurance & Ministry of Labor.
- Every year, Walaa coordinates with different universities to train more than 25 university students through its summer or internship programs.
- Walaa welcomes university students who request the management to participate in their academic researches related to the insurance sector or listed companies.
- Walaa offers installment facilities for recovery cases and a discount for exceptional recovery cases, based on the individual financial conditions upon delivering proof of their difficult conditions from an official governmental organization.
- Walaa focuses on safety – therefore, it continuously participates in safety events such as the 5th International Traffic Safety Forum and Exhibition, which aimed to enhance road safety and reduce the number of deaths and injuries resulting from traffic accidents. The company has also participated in "Your Family Needs You" exhibition held at Saudi Aramco, which specializes in safety. Further, in cooperation with Najm Insurance Services Co., General Traffic Department, and SAMA, the company launched a campaign under the slogan "Their Life, Do Not Stop It" to enhance awareness of traffic safety and security rules.

Year	Training Duration	Total No. Trainees	Total No. Training Days	Total No. Training Hours
2019	2-4 months	6	440	3,250
	5-7 months	20	2,750	22,000
	Total	26	3,190	25,520
2020	2-4 months	1	66	528
	5-7 months	29	3,872	30,976
	Total	30	3,938	31,504



12 - List of the dates of the General Assembly meetings held during the last fiscal year and the names of the Board members who attended them:

As per the Company's Bylaws article (30), the Board on an annual basis announces to its Shareholders the date, time and the location of the meeting to discuss and approve all related items to the shareholders' Board members and other matter through ordinary general assembly or non-ordinary general assembly meeting.

Board Member	Extraordinary General Assembly Meeting 27/01/2020	Extraordinary General Assembly Meeting 29/06/2020
	Attendance	Attendance
Sulaiman A. Al Kadi	✓	✓
Khalifa A. Al Mulhim	✓	✓
Wasef S. Al Jabsheh	X	X
Solaiman A. Al Twajri	✓	✓
Waleed M. Al Jafaari	X	✓
Abdulrahman A. Balghunaim	✓	✓
Hatem F. Balghoneim	✓	✓
Khalid A. Al Omran	✓	✓
Jameel A. Al Molhem	✓	✓
Abdulaziz S. Al Shaikh	✓	✓
Hesham A. Al Jabri	-	✓

• Appointment was effective 25th May 2020 till the conclusion of the remaining term of the Board.

13 - Principal Activities

The Company is involved in cooperative insurance and reinsurance in the General, Health, and Protection & Savings lines of business and related investment activities. Though the company is engaged in inward reinsurance business, it does not contribute materially to the turnover and the reported surplus of the company for the year under review. Company has started writing Protection & Savings Insurance production after the completion of merging MetLife AIG ANB.

The composition of activities between major lines of business is as follows:

LOB	2020					2019			
	Motor	Health	P&C	P&S	Total	Motor	Health	P&C	Total
Gross Written Premium	699	120	643	11	1,473	622	96	497	1,215
Net Earned Premium	655	102	37	3	797	609	68	36	713
Total Revenue	657	107	81	4	849	612	68	59	739
Net Underwriting Income	148	3	58	3	212	71	(6)	45	110

14 - Financial Performance

SAR' millions	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016	FY 2015
Insurance operations:						
Gross written premium	1,473	1,215	1,105	1,102	1,017	753
Net earned premium	797	713	798	792	627	436
Reinsurance commission	41	24	29	17	20	18
Other underwriting income	11	2	4	6	5	3
Total revenue	849	739	831	815	652	456
Net incurred claims	(557)	(561)	(480)	(484)	(406)	(383)
Policy acquisition cost	(48)	(43)	(72)	(73)	(62)	(45)
Other underwriting expenses	(32)	(26)	(10)	(3)	(29)	(19)
Additional premium reserves	(21)	3	(5)	(2)	36	(10)
Other technical reserve	22	(3)	(21)	5	(5)	(5)
Total underwriting expenses	(637)	(629)	(588)	(558)	(466)	(461)
Net underwriting income	212	110	243	257	187	(5)
Net Operating Expenses/income	(136)	(97)	(130)	(92)	(63)	(54)
Income from insurance operations	76	13	113	165	124	(59)
Insurance operation's net income	8	1	11	17	12	-
Shareholder's operations:						
Income transferred to shareholders	69	12	102	149	112	(59)
Commission income from deposits	15	16	11	4	6	1
Realized gain /(loss) on Investments	-	-	(7)	(5)	3	2
General & Administrative expenses	(11)	(5)	(6)	(6)	(3)	(1)
Net income for the period Before Zakat	73	23	100	142	117	(56)
Zakat and income tax	(22)	(2)	(15)	-	-	(4)
Net income for the period After Zakat	51	21	85	142	117	(60)
Unrealized gain/loss from investments	4	21	14	7	5	(16)
Other comprehensive income	55	42	99	149	122	(76)
Earnings per Share (EPS)	0.82	0.40	1.62	3.22	2.93	(2.22)

SAR' millions	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016	FY 2015
Insurance Operation's Assets:						
Cash and cash equivalents	253	361	223	290	594	373
Short term deposits	485	330	431	400	-	-
Premium and RI receivables, net	333	150	202	127	105	113
RI share of unearned premium	364	274	196	130	137	118
RI share of outstanding claims	163	98	125	111	151	177
RI share on claims IBNR	58	44	42	42	-	-
RI share of mathematical reserves	139	-	-	-	-	-
Deferred policy acquisition cost	25	17	24	37	33	23
Due from shareholder's operations	-	-	-	-	-	1
Prepaid expenses and other assets	90	49	34	28	47	34
Property and equipment	14	17	9	9	10	5
Intangible assets	2	1	1	0.5	-	-
Accrued commission income	-	0.2	2	3	-	-
Total insurance operation's assets	1,925	1,342	1,288	1,178	1,076	844
Shareholders Operation's Assets:						
Cash and cash equivalents	-	-	21	20	290	214
Short term deposits	167	211	448	425	-	-
Long term deposits	50	-	-	-	-	-
Investments / other financial assets	516	404	163	97	110	85
Due to shareholders operations	86	12	27	15	20	-
Prepaid expenses and other assets	0.2	-	-	-	-	-
Intangible assets	33	-	-	-	-	-
Goodwill	24	-	-	-	-	-
Statutory deposits	65	53	44	40	40	40
Accrued income on statutory deposits	10	6	4	3	2	1
Accrued commission income	4	5	3	2	-	0.5
Total Shareholders operation's assets	956	691	709	602	462	341
Total Assets	2,880	2,033	1,997	1,780	1,358	1,185

SAR' millions	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016	FY 2015
Insurance Operation's Liabilities:						
Policyholders' claims payable	35	21	17	14	-	-
Accrued and other liabilities	152	97	115	72	75	65
Reinsurance balance payable	233	173	141	62	16	10
Unearned premium	790	638	537	539	495	350
Unearned reinsurance commission	21	14	12	10	7	10
Outstanding claims	234	140	181	161	430	359
Claims incurred but not reported	171	193	198	256	-	-
Gross mathematical reserves	139	-	-	-	-	-
Additional premium reserves	26	5	8	3	1	37
Other technical reserves	9	30	26	5	11	6
End of service indemnities	22	18	15	13	7	6
Due to insurance/shareholders' operations	86	12	27	15	20	-
Insurance operations surplus	10	4	14	31	15	2
Total insurance operation's liabilities	1,926	1,345	1,291	1,180	1,076	844
Shareholder Operation's Liabilities:						
Accrued and other liabilities	0.2	0.4	5	2	24	15
Zakat and income tax	29	16	29	26	-	-
Accrued income payable to SAMA	10	6	4	3	2	1.4
Due to insurance/shareholders' operations	-	-	-	-	-	1.3
Total shareholder operation's liabilities	39	22	38	31	26	18
Shareholders' Equity						
Share Capital	646	528	440	400	400	400
Share premium	103	30	30	30	30	30
Statutory reserve	63	53	49	32	6	-
Retained earnings	81	40	155	127	24	(78)
Fair value reserve	22	18	(3)	(17)	(24)	(29)
Total Shareholders Equity	916	669	671	571	436	323
Remeasurement of benefits obligations	(1)	(3)	(2)	(2)	-	-
Total Equity	915	667	669	569	436	323
Total Liabilities and Equity	2,880	2,033	1,997	1,780	1,538	1,185

15 - Significant plans, decisions, and future prospects

The year 2020 was a tough, challenging year for the insurance industry. The impact of COVID-19 lockdown, especially on the retail sales, was felt in the 2nd quarter of 2020. The insurance companies decided to provide a free extension in motor coverage for two months during the lockdown, which also meant that two months' worth of business opportunities were lost. Under the challenging environment and stiff competition, Walaa has managed to finish the year with a reasonable increase from the previous year's GWP and reported a moderate profit. Walaa looks forward to sustain growth and progress in the coming years.

Walaa is proud of maintaining its position into a niche league of 'Billion-Riyal' insurer in the Kingdom's insurance market. The insurance segment in KSA is highly regulated, with several onerous regulatory and disciplinary requirements imposed by the Regulators. The Company ensures its compliance with all the related laws and regulations issued by the regulatory institutions in the Kingdom.

Walaa intends to secure business opportunities across a wide geographical spectrum in the Kingdom and also be in a position of supporting its valued clients in addressing their insurance and claim requirements. It is a well-recognized fact that an insurance cover is needed by all segments of society – be it an individual for motor vehicle or health, or complex industries and installations where the risk-management as a function occupies a very critical position. Walaa intends to reach out to all these segments in the society by providing top-quality risk-management products, backed up by strong technical and support teams. Walaa is committed to build its own sales team who are qualified to better understand the growing needs in the insurance market across the nation. The Company wants to further strengthen its working relationship with all insurance brokers functioning in the Kingdom and, at the same time, would like to capitalize on its recent partnership with ANB bank as a result of the merger transaction, thereby consolidating its position as their reliable partner-in-progress.

The challenges of writing retail business have increased over a period of time, and Walaa has got a significant proportion of business through its retail motor sales. Management is very keen to ensure that this segment is conducted in full compliance with regulatory requirements. Walaa's outreach is well spread across the kingdom through its retail branches and points of sale. The company is planning to sell other retail products through the branch network, to diversify and also to reduce dependence on motor retail. The Company is planning to increase its sales in motor and medical corporate business and, at the same time, continue to do well in other general products. In addition to high attention on Protection and Saving products.

In today's world, business models are driven primarily by support from information technology. Walaa is proud to have in place an IT system that is responsive to its needs, flexible, and, at the same time, poised to develop into an integrated system that will meet its growing business requirements. The IT plan envisaged by the company, adequately addresses related business risks and relevant security measures to address the same. Our current IT systems played a vital role in the success of our Company. Now we have reached to a level where we are focusing on niche products and planning to expand our operations to the GCC region. At this stage, Company has identified a need for having a Core Insurance System, tried and tested in the insurance market. In this regard, Walaa has identified two (2) insurance systems, one catering to its Motor and P&C business while the other catering to its Medical and P&S business.

Walaa will start the implementation of both systems in a parallel basis and is planning to complete the end to end system implementation in 18 to 24 months

Walaa has successfully completed the first merger transaction in the KSA insurance market on 1st March 2021 with MetLife AIG ANB Cooperative Insurance Company (MAA). This is another first and commendable achievement of Walaa, where Walaa has fully acquired MAA with several benefits of increasing the capital of Walaa from SAR 528 million to SAR 646 million by increasing the number of ordinary shares with 11,839,706 (nominal value of SAR 10 per share), having Arab National Bank as a shareholder came with an advantage of signing various agreements for insurance coverage. Furthermore, the company entered Protection & Savings business benefiting from MAA's previous experience.

The financial stability is what sets Walaa apart from its competitors and is driving the company towards successful growth. Walaa has been assigned an A3 Insurance Financial Strength Rating (IFSR) with a stable outlook by Moody's Investors Service in Dec 2018. Later, after the announcement of the possible merger with MetLife AIG ANB, Moody's revisited our rating and continued with our assigned A3 IFSR, but only changed the outlook from stable to negative. The change in outlook to a negative from stable reflects the potential short-term downside risks associated with the merger. Walaa is one of the three Insurance companies having an A rating in Saudi Arabia. The A3 IFSR of Walaa reflects its strong brand and market position, strong asset quality, good capital adequacy, strong reserve adequacy, and consistent profitability. Furthermore, the rating agency expects that Walaa will maintain or improve its profitability growing the business and thereby further aid its capital adequacy.

Additionally, Walaa has affirmed a Financial Credit Rating of A- with a stable outlook from S&P. The Company has also secured a GCC AAA long term Gulf Cooperation Council Regional-scale financial strength credit rating from S&P, indicating that we are on a robust core insurance platform and have a commendable degree of financial strength to honor our Policyholders' obligations. The financial position of Walaa builds a solid structure for continuous business evolution. Walaa has continuously maintained its capital adequacy and solvency well above the required and recommended levels. Walaa based on its consistent performance and customer-centric approach, has been recognized as one of the preferred insurers in KSA. As a company, Walaa aims to be known as the best-governed company in the region. The Company's performance and Shareholders' Equity is now well-positioned and is set to grow stronger in the years to come. In addition to securing A rating, the Company is also proud to be the first insurance company in Saudi Arabia to get ISO 9001:2015 (Quality Management System) and ISO 22301:2012

(Business Continuity Management Systems) certificates. In addition to ISO 27001:2017 (Information Security Management) and ISO 45001:2018 (Occupational Health & Safety) certifications.

Walaa is progressing well with its customer-first approach and always willing to serve policyholders beyond their expectations.

Shariah Compliant - Walaa has appointed Shariyah Review Bureau Co. as a Shariyah Review Committee.

Their main role is to study and revise the company's financial and investments activities, and review the principles of insurance mechanism, insurance programs and products to confirm their compliance with the Shariyah principles.

Part of the committee duties is to review annually the company's products and services from an Islamic point of view and then report the review processes results periodically - after the company executes required amendments if they exist - to the board of the Shariyah Review Bureau for certification, taking

into consideration any modification as may be required by the Shariyah board in order to approve the company and its products. The Shariyah Board consists of eminent scholars as nominated by them from time-to-time.

16 - Risks faced by the Company:

The Company has established a Risk Management Framework to protect the Company from events that hinder the sustainable achievement of its performance objectives, including failing to exploit opportunities.

The main risks faced by the Company can be categorized as follows:

a) Strategic risk: Strategic risk is the risk of a loss in earnings, capital, or franchise value that are created by or impact decisions relating to the business plan or strategic objectives; like the process of setting strategic and business plan objectives, specifications on how to achieve those objectives, as well as the implementation of those objectives and plans. This includes the failure to respond adequately to changing conditions. The Board of Directors ensures that The Company continuously adapts to changes and developments with regard to regulatory regime and new technology trends and to protect and enhance the company's reputation, brand, and trust. During the pandemic, there was no huge impact on the Strategic Risk as the company has developed and implemented a robust business continuity management system to ensure appropriate preparedness of opportunities and recovery procedures used in response to events impacting critical business functions is in place.

Strategic Risks are typically attributed to the following risk categories:

- Changing regulatory, legal, and behavioral environment affecting The Company's volume or quality of sales performance or the profitability of the business in force (customer protection, Conduct of Business, underwriting practices, reserving, and solvency requirements). This may put The Company in a disadvantageous position due to additional costs required to incur to meet the requirements.
- Changes in competitor landscape or market position and can include the behavior of competitors (pricing strategy).

- Distribution Risk of losses in shareholder value due to less than expected performance of distribution channels on a systemic basis, which may affect the volume or quality of new sales, renewals or the profitability of in force business.
- Concentration risk refers to significant losses in shareholder value driven by a lack of diversification in exposure, such as risk factors, industries, or geographic.

b) Non-Life Underwriting Risk: The risk arising from the inherent uncertainties about the occurrence, amount and timing of insurance contract liabilities and premiums.

- **Underwriting Risk:** Underwriting Risk is the risk of loss arising from underwriting activities like inadequate pricing, accepting errors risk and incorrect risk assessment. The Company monitors Non-Life Underwriting risk where it strictly follows Underwriting procedures, guidelines, and the application of the four-eye principle. The company has set proper mechanisms in place to limit the exposure to non-preferred risks and has zero tolerance towards the exposure of any unplaced reinsurance covers. Therefore, The Board of Directors of The Company ensures to provide need-based customized insurance solution after adequate evaluation of risk.

- **Reinsurance Risk:** In order to minimize financial exposure arising from large claims, the Company, in the ordinary course of business, enters into agreements with other parties for reinsurance purposes. To mitigate its exposure to significant losses from reinsurer insolvencies, the Company evaluates the financial condition of its reinsurers and monitors concentrations of credit risk arising from similar geographic regions, activities, or economic characteristics of the reinsurers.

The Company evaluates the significant portion of reinsurance business ceded placed on a treaty and facultative basis with retention limits varying by product lines. Amounts recoverable from reinsurers are estimated in a manner consistent with the assumptions used for ascertaining the underlying policy benefits. The Company ensures that reinsurers are selected using the following parameters and guidelines set by The Company's Board of Directors. The criteria may be summarized as follows:

- Minimum acceptable credit rating by recognized rating agencies (e.g. S&P) that is not lower than BBB or equivalent.
- Reputation of particular reinsurance companies.
- Existing or past business relationship with the reinsurer.

Furthermore, the financial strength and managerial and technical expertise as well as historical performance of the reinsurers, wherever applicable, are thoroughly reviewed by the Company and agreed to pre-set requirements of the Company's Board of Directors and Reinsurance Committee before approving them for exchange of reinsurance business.

c) Market Risk: is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange rates (currency risk), market interest rates (interest-rate risk), and market prices (price risk).

- The Company's market risk policy sets out the assessment and determination of what constitutes a market risk for the Company. Compliance with the policy is monitored, and exposures and breaches are reported to the Company risk committee. The policy is reviewed regularly for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocation and portfolio limit structure to ensure that assets back specific policyholders' liabilities and that assets are held to deliver income and gains for policyholders which are in line with their expectations.
- The Company stipulates diversification benchmarks by type of instrument and geographical area, as the Company is exposed to guaranteed bonuses, cash, and annuity options when interest rates fall.
- There is strict control over hedging activities (e.g., equity derivatives are only permitted to be held to facilitate portfolio management or to reduce investment risk).

The Board of Directors of the Company ensures that the overall market risk exposure is maintained at prudent levels and is consistent with the available capital. While the Board gives a strategic direction and goals, risk management of market risk is mainly the responsibility of the Investment Committee team. The team prepares forecasts showing the effects of various possible changes in market conditions related to risk exposures. This risk is being mitigated through the proper selection of securities. The Company maintains diversified portfolio and performs regular monitoring of developments in related markets. In addition, the key factors that affect stock and Sukuk market movements are monitored, including analysis of the operational and financial performance of investees.

d) Counterparty Default Risk: Default of a counterparty or obligor under various legal agreements with The Company, including payment agreements, reimbursement agreements, guarantees, and other financial obligations including financial instruments, reinsurance, etc. It also includes the risk of the counterparty or obligor's credit rating being downgraded, which may impact an insured's payment and other financial obligations to The Company as well as a reduction in asset market value of a security.

The concentration of Counterparty Default risk exists when changes in economic or industry factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to The Company's total credit exposure. The Company's portfolio of financial instruments is broadly diversified, and transactions are entered into with diverse credit-worthy counterparties, thereby mitigating any significant concentrations of Counterparty Default risk.

The Company ensures that reinsurers are selected using the following parameters and guidelines set by The Company's Board of Directors. The criteria may be summarized as follows:

- Minimum acceptable credit rating by recognized rating agencies (e.g. S&P) that is not lower than BBB or equivalent.
- Managerial and technical expertise.
- Historical performance.

Covid-19 pandemic impacts the business performance, as this has an impact on the entire insurance sector and the Saudi economy as a whole. Given that business operations have been disrupted, which drives to a reduction in revenues and profit. As a result, Loss that arises from payments that are yet to be received that are past due date as agreed upon in the invoice/ not being able to collect premium from customers when it's due - Overdue Receivable.

e) Liquidity Risk: is the risk that the Company will encounter difficulty in raising funds to meet obligations and commitments associated with financial liabilities. The Company has a proper cash management system, where daily cash collections and payments are strictly monitored and reconciled on a regular basis. The Company manages liquidity risk by maintaining maturities of financial assets and financial liabilities and investing in liquid financial assets.

- The Company has a liquidity risk policy that sets out the assessment and determination of what constitutes liquidity risk for the Company. Compliance with the policy is monitored, and exposures and breaches are reported to the Company risk committee. The policy is regularly reviewed for pertinence and for changes in the risk environment.
- Guidelines are set for asset allocations, portfolio limit structures, and maturity profiles of assets in order to ensure sufficient funding is available to meet insurance and investment contract obligations.
- Contingency funding plans are in place, which specifies minimum proportions of funds to meet emergency calls as well as specifying events that would trigger such plans.
- The Company's catastrophe excess-of-loss reinsurance contracts contain clauses permitting the immediate drawdown of funds to meet claim payments should claim events exceed a certain size.

To manage the liquidity risk arising from financial liabilities mentioned above, the Company holds liquid assets comprising cash and cash equivalents and investment securities. These assets can be readily sold to meet liquidity requirements.

During Covid-19 situation, The Company has assessed its liquidity position and was not expecting any significant liquidity risk. Since The Company is rich in cash and the company's investments in short-term assets can be liquidated at any point in time.

f) Operational Risk: Operational Risk is the risk of potentially losing a portion of shareholder value as a result of failed internal processes, personnel, systems, or external events. This includes manual and computerized internal processes systems, including IT, communications, legal, strategic, and reputational risks. Robust systems and processes are in place to ensure that Operational risks are within the set appetite limits. Significant resources are devoted to maintain efficiency and effectiveness, throughout all operations, within the Company's framework of corporate responsibility, policies, and business ethics code. The Company's Executive Team oversees aggregate operational risk exposure and reports to the Board.

The Company has an internal control function that oversees various controls to ensure adherence to all policies and procedures, the staff has adequate training and experience and fosters effective communication related to operational risk management, regular operational risk reviews, and reports on findings, developments, and updates of IT systems.

The primary responsibility for the development and implementation of controls over operational risk rests with the Board of Directors.

As the situation changes, Covid-19 may affect essential operations of The Company, and to reduce the impact of the pandemic, The Company has developed a proper Business Continuity Management System to ensure the continuity of services during emergencies or crisis maintaining confidentiality, integrity, and availability of the Business data at all the times. To support the Business Continuity Plan, ICT Disaster Recovery procedure was created to apply a recovery of all critical IT systems, primary data center and all employees and non - employees of The Company who are directly or indirectly responsible for managing these systems which were set by The Company's Board of Directors.

g) Regulatory and AML Risk: Regulatory and AML Risk is the risk arising from lack of awareness or misunderstanding of, ambiguity in, or misapplication of, the way law and regulation apply to The Company, its relationships, processes, products, and services. The Company's management and compliance manager should ensure compliance with all regulatory requirements, initiate a timely update for regulatory changes, and enable the Company to remain compliant with all regulatory changes.

The board of directors of The Company ensures compliance with all regulatory requirements, strives to create a balance between timeliness and effective assessment of claims and has no appetite for breaching SAMA claim settlement requirements and complaints handling.

h) Cyber Security Risk: is the potential loss in earnings capital or franchise value resulting from failures or vulnerabilities in the governance and security of organizational assets, individuals, other organizations, and the nation due to the potential for unauthorized access, use, disclosure, disruption, modification, inspection, recording or destruction of information. That may take any format, whether electronically or physically.

The Board of Directors ensures that the company is not exposed to any successful cyber-attacks or damage to its assets from malicious activities that will eventually lead to system breakdown. In which this risk is being mitigated through the proper selection of security controls and monitoring of Cyber Security activities (SOC).

17 - Geographical operations

The Company does not have any overseas subsidiaries and operates within the Kingdom of Saudi Arabia. The geographical spread of Gross Written Premiums written within the Kingdom during several years is as follows:

Geographical Spread of Gross Written Premium, SAR' m						
Year	Eastern	Central	Western	North	South	Total
2020	868	232	218	113	42	1,473
2019	714	102	248	114	37	1,215
2018	697	99	197	96	16	1,105
2017	474	104	320	176	28	1,102
2016	417	75	315	173	37	1,017
2015	334	85	175	123	36	753

18 - Material Variations from previous year:

Please find below the table for reported the operational results for the year 2020 as compared to previous year, along with the explanation for variance: Figures in SAR Millions.

Reported Line Item	Year		Change in		Explanation for Change
	2020	2019	Amount	%	
Gross Written Premium	1,473	1,215	258	21%	Increase resulted from motor, property, and liability lines.
Net Earned Premium	797	713	84	12%	Increase is due to the reduction in reinsurance unearned premium ceded compared to 2019.
Net Claims Incurred	557	561	-4	-1%	Reduction due to COVID-19 lockdown period.
Change In Additional Premium Reserve	21	-3.6	24.6	-	Increase in premium deficiency reserve due to the two months extension of retail motor coverage.
Change In Other Technical Reserve	-22	3.3	-25.3	-	Release of reserves due to the change in Najm fees structure.
Policy Acquisition Cost	48	46	2	4%	In line with business growth.
Other Underwriting Expenses	32	23	9	39%	Mainly due to increase in number of Najm Net service
Operating And General Expenses-PH	139	107	32	30%	Mainly due to increase in staff salary costs (due to the merger), and provision of doubtful debtst.
Commission On Bank Deposits-PH Operation	3	10	-7	-70%	Reduction in interest income.
Net Income From Insurance Operations	76	13	66	+100%	In line with business growth.
Commission On Bank Deposits-SH Operation	12	15	-3	-20%	Reduction in interest offered by the banks, reflecting the economic situation.
Realized Gain On Dividend	3.02	1.14	1.88	+100%	Increase mainly due to distribution on Sukuk investments and equity.
Zakat And Income Tax	21.5	1.78	19.72	+100%	Includes provisions for prior years assessments.
Net Income For The Period	51	21	30	+100%	In line with business growth.
Unrealized Change In Fair Value	4	21	-17	-80%	Fluctuating according to the equity market condition.
Total Comprehensive Income	55	42	13	31%	In line with business growth.

19 - Accounting Standards:

The company adheres to the International Financial Reporting Standards ("IFRSs") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Certified Public Accountants ("SOCPA").

IFRS 17 has been published on May 18, 2017, which applies to insurance contracts issued, reinsurance contracts, and investment contracts. Currently, the effective date of IFRS 17 is January 01, 2023, whereas the comparative period starts from January 01, 2022. Implementing IFRS 17 will result in a change to the accounting policies for insurance contracts together with amendments to presentation and disclosures at the date of the publication of these financial statements. The Company expects that adopting the standard will likely have an impact on IT systems and data requirements. The Company however, does not expect a significant financial impact from adopting the standard due to the short-term nature of its insurance contracts and the related settlement patterns of its cash flows.

Consequently, IFRS 17 will enable investors, analysts, and others to make better economic decisions using transparent and timely information about the risks from, and variability in, obligations arising from insurance contracts. IFRS 17 requires a company to recognize profits as it delivers insurance services as well as to provide information about insurance contract profits that the company expects to recognize in the future. This information will provide additional metrics that can be used to evaluate the performance of insurers and how that performance changes over time.

20 - Name of each affiliate company, its capital, the company's ownership percentage, the main scope of business, country of operation and country of incorporation

The Company does not have any affiliate company.

21 - Details of shares and debt instruments issued for each affiliate company

The Company does not have any affiliates companies.

22 - Dividend Policy

The company adopts the requirements to distribute dividends as and when declared, as per its Bylaws article (46), each shareholder is entitled to his share of the profit according to the General Assembly resolution. The Dividends resolution shall state the due and distribution dates. Moreover, the shareholders who are registered in the shareholder book/record are eligible for the profit of the determined date. The company shall notify CMA without delay of the Dividends resolution or recommendation with regards to proceed at a place and time determined by the Board and in accordance with the instructions issued by the regulators taken into consideration SAMA's approval.

During the year 2019, Company declared a cash dividend of 10% and bonus shares of 20%, utilizing a good portion of the retained earnings. In order to preserve the capital to support the growth plan and in view of the proposed capital raise plan, the Board decided not to recommend any dividend this year.

23 - Description of any interest in a class of voting shares held by persons (other than the company's directors, Senior Executives and their relatives) who have notified the company of their holdings

During 2020, there was no interest in a class of voting shares held by persons (other than the company's directors, Senior Executives and their relatives) who have notified the company.

24 - Interest, Options and Subscription rights

During the year 2020, details of interests, options and subscription rights of the issuer's directors, senior executives and their spouses and minor children in the Shares of the company or Debt Instruments are as follows:

	Name of Person of Interest	Beginning of 2020		End of 2020		Total Change	Percentage of change
		No. of Shares	debt instruments	No. of Shares	debt instruments		
1	Sulaiman A. Al Kadi	2,719	-	2,719	-	-	-
2	Khalifa A. Al Mulhim	1,634,596	-	1,701,129	-	66,533	4%
3	Wasef S. Al Jebseheh ¹	2,772,000	-	2,020,569	-	(751,431)	(27%)
4	Solaiman A. Al Twajjri	1,320	-	1,320	-	-	-
5	Waleed M. Al Jafaari	633,600	-	633,600	-	-	-
6	Abdulrahman A. Balghunaim	-	-	-	-	-	-
7	Hatem F. Balghoneim	109,363	-	64,532	-	(44,831)	(41%)
8	Khalid A. Al Omran	2,061,916	-	2,061,916	-	-	-
9	Jameel Al Molhem	1,200	-	1,200	-	-	-
10	Hesham A. Al Jabr ²	-	-	3,545,146	-	3,545,146	-
11	Abdulaziz S. Al Shaikh	-	-	-	-	-	-

(1) Shares owned by International General Insurance Company Ltd.

(2) Shared owned by Arab National Bank. Appointment was effective 25th May 2020 till the conclusion of the remaining term of the Board.

Senior Executives and their spouses and minor children have no interests, options, and subscriptions rights in the Shares or Debt Instruments of the Company.

25 - Borrowings, Issue / Redemption of Securities

The company has neither borrowed any funds nor issued or redeemed any securities during the year and does not have any outstanding convertible and/or redeemable debt instruments, options, warrants or similar rights.

26 - Description of the class and number of any convertible debt instruments, contractual securities, preemptive right or similar rights issued or granted by the company during the fiscal year

During 2020, there were no convertible debt instruments, contractual securities, preemptive right, or similar rights issued or granted by the company.

27 - Description of any conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants or similar rights issued or granted by the company

During 2020, there were no conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants or similar rights issued or granted by the company.

28 - Description of any redemption, purchase or cancellation by the company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the company and those purchased by its affiliates

During 2020, there was no redemption, purchase, or cancellation by the company of any redeemable debt instruments.

29 - Shareholders Records

The shareholders' records were requested by the company (16) times during 2020, as shown in the below table:

Request Date	Date of Shareholders Record	Reason to Request
02 Jan 2020	02 Jan 2020	Annual Report 2019
09 Jan 2020	09 Jan 2020	Corporate Action
16 Jan 2020	16 Jan 2020	Corporate Action
23 Jan 2020	23 Jan 2020	Corporate Action
27 Jan 2020	27 Jan 2020	General Assembly
04 Mar 2020	03 Mar 2020	Corporate Action
02 Apr 2020	31 Mar 2020	Update of Shareholder Records
30 Apr 2020	30 Apr 2020	Update of Shareholder Records
01 Jun 2020	31 May 2020	Update of Shareholder Records
21 Jun 2020	21 Jun 2020	Update of Shareholder Records
29 Jun 2020	29 Jun 2020	General Assembly
01 Jul 2020	30 Jun 2020	Update of Shareholder Records
23 Jul 2020	23 Jul 2020	Update of Shareholder Records
01 Sep 2020	01 Sep 2020	Update of Shareholder Records
30 Sep 2020	30 Sep 2020	Update of Shareholder Records
02 Dec 2020	01 Dec 2020	Update of Shareholder Records

30 - Related Party Transactions:

Related parties represent major shareholders, Board of Directors, key Management personnel of the Company, and entities controlled, jointly controlled, or significantly influenced by such parties. All transactions with such related parties are conducted on normal terms and conditions, which are approved by the management.

The table below illustrates the details of related parties' transactions during the year ended 31st December 2020:

						SAR Million
Related Party Name	Board Member (Representative for the Related Party)	Relationship Nature	Nature of Transactions	Nature as per Account Register	Contract Duration	Transaction Amount
Sulaiman A. Al Kadi	Sulaiman A. Al Kadi	Chairman	Motor Insurance	Insurance Operations	12-months	0.003
Advanced Petrochemical Company	Khalifa A. Al Mulhiem	Vice Chairman	Various Insurance	Insurance Operations	12-months	9.817
Al Jazeera Support Services Company (MEHAN)						
Khalifa A. Al Mulhiem Company LTD (KAMCO)						
Hatem F. Balghoniem	Hatem F. Balghoniem	Member	Motor Insurance	Insurance Operations	12-months	0.011
Abdulrahman A. Balghunaim	Abdulrahman A. Balghunaim	Member	Motor Insurance	Insurance Operations	12-months	0.003
Khalid A. Al Omran	Khalid A. Al Omran	Member	Motor Insurance	Insurance Operations	12-months	0.019
Abdulaziz S. Al Shaikh	Abdulaziz S. Al Shaikh	Member	-		-	-
Al-Dawaa Medical Service Co. LTD.	Waleed M. Al Jafaari	Member	Various Insurance	Insurance Operations	12-months	1.559
Mishraf Construction Development.						
Waleed Mohammed Al Jafaari						
Saudi Arabian Ductile Iron Pipes Co. LTD.	Solaiman A. Al Twaijri	Member	Various Insurance	Insurance Operations	12-months	0.285
Amiantit Group of Companies						
Saudi Arabian Amiantit Co. LTD (SAAC).						
Amiantit Fiberglass Industries LTD.						
LTD (SADIP).						
Amiantit YACOAT Company.						
Solaiman A. Al Twaijri						
Arab National Bank (ANB)	Hesham A. Al Jabr	Member	Various Insurance	Insurance Operations	12-months	31.69
Arab National Bank (ANB)						
Arab National Bank (ANB)						
International General Insurance (IGI)	Wasef S. Al Jesbshah	Member	Various Insurance	Insurance Operations	12-months	-
Takween Advanced Industries	Jameel A. Al Molhem	Member	Various Insurance	Insurance Operations	12-months	3.37
Advanced Fabrics Factory (SAAF)						
Saudi Plastic Packing System - Alayoun						
Saudi Plastic Packing System - Jeddah						
Saudi Plastic Packing System - Riyadh						
Saudi Plastic Packing System - Al Jarn						
Saudi Plastic Packing System - Khobar						
Al Sharq Plastic Factory						

31 - Any business or contract to which the company is a party and in which a director of the company, a Senior Executive, or any person related to any of them is or was interested

						SAR Million
Senior Executive Name	Position	Nature of Transactions	Nature as per Account Register	Contract Duration	Transaction Amount	
Mr. Johnson Varughese	Chief Executive Officer	-	-	-	-	
Mr. Salah M. Al Jabr	Chief Operating Officer	Motor Insurance	Insurance Operations	12-months	0.011	
Mr. Wasif F. Minhas	Chief Technical Officer (General & Motor)	Motor Insurance	Insurance Operations	12-months	0.004	
Mr. Mohannad M. Al Desouki	Chief Financial Officer	Motor Insurance	Insurance Operations	12-months	0.003	
Mr. Syed Raza Haider	Appointed Actuary	Motor Insurance	Insurance Operations	12-months	0.002	

32 - Description of any arrangement or agreement under which a director or a Senior Executive of the company has waived any remuneration

No member of the Board of Directors or senior executives of the company has made any waiver of any remuneration.

33 - Any arrangement or agreement under which a shareholder of the company has waived any rights to dividends

No shareholder of the company has waived any rights to dividends.

34 - Statutory dues and payments

During the year 2020, the Company has made the following statutory payments on account of zakat, taxes, and other fees. The company does not have any outstanding statutory dues as on 31 December 2020, except for the following:

All Figures in SAR Millions

Statutory Expenditure Type	2020		Brief Description	Due Reasons
	Paid Amount	Due Amount		
General Authority of Zakat & Tax (GAZT)	14.08	28.86	Annual Zakat and Tax in conformity with the regulations of the GAZT.	Includes outstanding Zakat and Tax for previous years in accordance with final assessment orders in conformity with the regulations of GAZT (SR 18.36) with note that the company has provided provision of SR 10.5 for Zakat to cover Zakat obligations for the year.
Saudi Central Bank (SAMA)	3.83	-	Inspection and Supervision Fees.	Company is exempted from SAMA fees for 3 years starting Q4 2020, as an incentive to the merger.
General Organization for Social Insurance (GOSI)	7.57	0.77	Social insurance contributions for company employees.	Due for December 2020 and paid in January 2021.
Council of Cooperative Health Insurance (CCHI)	0.69	0.94	Inspection and Supervision Fees.	Due for December 2020 and paid in January 2021.
Ministry of Interior, Chamber, Labor Office, SAGIA	0.81	-	Fees for issuance of visas, passports, and other government fees for company and its employees.	Paid on time (no dues).
Saudi Stock Exchange (Tadawul)	0.80	-	Listing Fees.	Paid on time (no dues).
Total	27.78	30.57		

35 - Employees' Benefits

The Company did not make any investments or set up any reserves for the benefit of the employees. The Company provides personal accidents with group life insurance cover to its employees against any accidental death or disability.

36 - Statements of Affirmation

The management and the Board of Directors' of Walaa Cooperative Insurance Company confirms the following:

- Proper books of account have been maintained;
- The system of internal control is sound in design and has been effectively implemented;
- There are no significant doubts concerning the company's ability to continue its activity;
- and There is no conflict between the recommendations of the Audit Committee and the resolutions of the Board of Directors.

37 - If the external auditor's report contains reservations on the annual financial statements, the Board report shall highlight this mentioning the reasons and any relevant information

The external auditors' report did not negatively qualify any matter on the annual financial statements of Walaa Cooperative Insurance Company (Walaa), nor did it contain any reservations.

38 - External Auditors

Extraordinary General Assembly meeting was held on 29th June 2020, whereby approval of appointment of the auditors among the nominated as recommended by the Audit Committee to audit and review the company's accounts for the second, third quarter and annual statements for the year 2020 and first quarter of 2021, and determination of their fees. Auditors are El Sayed El Ayouty & Partners and Abdullah Mohammed Al Azem & Salman Bandar Al Sudairy Company.

39 - Board of Director's recommendation to replace the external auditor before the end of its term

The Board of Directors did not recommend replacing the Appointed External Auditors prior to the end of their term.

40 - Audit Committee recommendations, which are inconsistent with the decision of the Board, or which the Board has refused to consider regarding the external auditor

There are no recommendations.

Conclusion:

The Board of Directors would like to thank and express its appreciation to our valued clients for their high confidence, and the Board is pleased to express its sincere thanks and gratitude to the shareholders who played a key role in the development of the company and making it progress well in the insurance market in the Kingdom, and the Board is keen to express its sincere thanks and appreciation to the directors, managers, and employees for their dedicated efforts throughout the reporting period, which resulted in distinct and consistent results.

Board of Directors of Walaa Cooperative Insurance Company



Walaa ﺍﻟﺘﺘﺎﻡ

Walaa Cooperative Insurance Company
Saudi Joint Stock Company

Paid up Capital: SAR 646,397,060

Commercial Registration number: 2051034982

Unified number: 7001526578

Under the supervision and control of Saudi Central Bank
(SAMA) - Authority License (TMN/16/2008)

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