



Annual Report 2024



"هدفنا الأول أن تكون بلادنا نموذجًا ناجحًا
ورائدًا في العالم على كافة الأصعدة
وسأعمل معكم على تحقيق ذلك"

خادم الحرمين الشريفين

الملك سلمان بن عبدالعزيز آل سعود

أيده الله



"طموحنا أن نبني وطنًا أكثر ازدهارًا يجد فيه كل مواطن ما يتمناه، مستقبل وطننا الذي نبنيه معًا لن نقبل إلا أن نجعله في مقدمة دول العالم"

صاحب السمو الملكي الأمير

محمد بن سلمان بن عبدالعزيز آل سعود

ولي العهد رئيس مجلس الوزراء

حفظه الله






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the Company



Head Count
for 2024

625+



Saudization
Percentage

83.5%



Number of Calls
Received

288,183



Paid Up
Capital

1.275

Billion



Women
Representation

37%



Years of
Experience

17



Total Written
Premiums in 2024

3.504

Billion



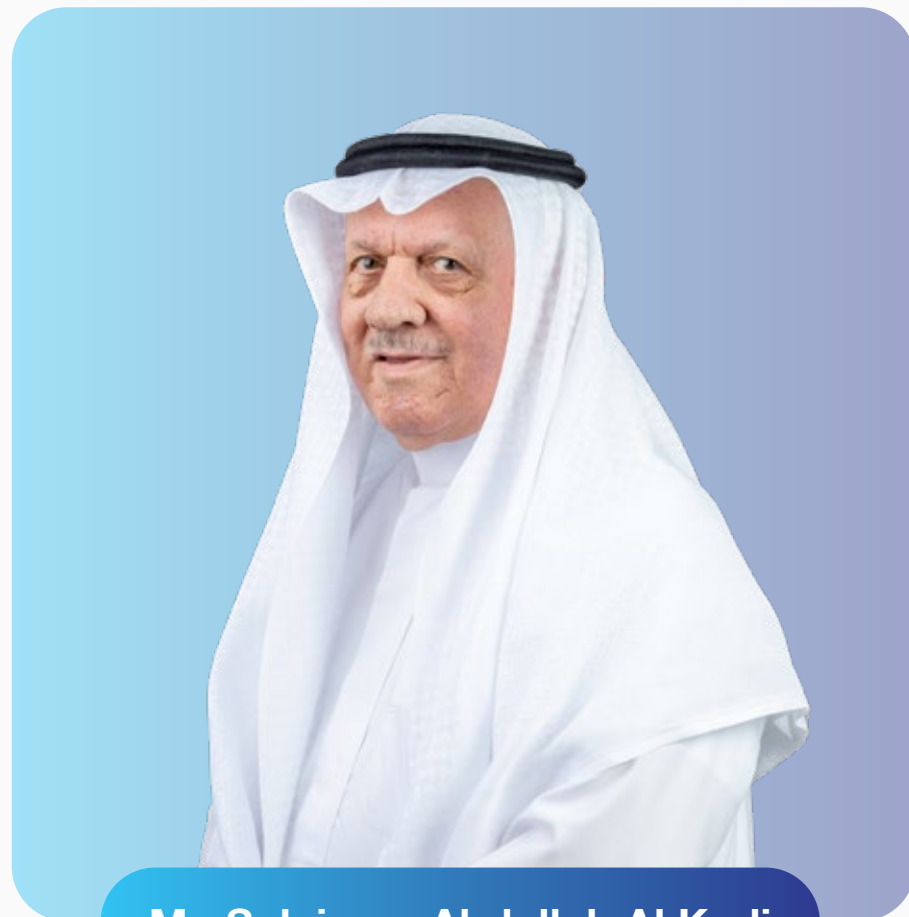
Branches at the
end of 2024

35



Shareholders'
Equity

1.832B



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

Message from the Chairman of the Board of Directors

Dear Shareholders,

I am pleased to present the report of the Board of Directors of your Company for the year 2024. It gives me immense pleasure to report that we closed the year with SAR 3.3 billion in Insurance Revenues, reflecting a 16% increase from SAR 2.9 billion in 2023. Additionally, the company continued its growth trajectory, achieving a Gross Written Premium (GWP) of SAR 3.5 billion in 2024, marking a 5% increase from SAR 3.3 billion in the previous year.

Walaa has navigated significant challenges in recent years and has emerged stronger than ever, reinforcing its position as one of the preferred Insurance companies in the Kingdom. Today, the company stands as a testament to resilience, strategic growth, and market leadership. The CEO's message provides further insights into Walaa's operational performance, as the company enters its seventeenth year of continuous growth and progress.

The Company has successfully secured the regulatory approval and completed the capital increase, reinforcing Walaa's commitment to sustainable growth and long-term market leadership. The key objectives supported by the capital increase are:

1. Expanding our Health Insurance portfolio to enhance market presence and operational capabilities by building inhouse capabilities.
2. Increasing retention levels in our Property and Casualty business, optimizing underwriting profitability.
3. Accelerating growth in the Protection & Savings business, with a special focus on individual life.
4. Expanding our inward reinsurance portfolio, leveraging Walaa's reinsurance capabilities for portfolio diversification.
5. Maintaining a strong capital adequacy position to sustain an "A" Credit Rating and support future business expansion.

I am pleased to inform you that Walaa maintained its "A3" Insurance Financial Strength Rating (IFSR) with a stable outlook by Moody's Investors Service, and a Financial Credit Rating of 'A'-with a stable outlook from S&P. The Company has also secured a "gc AAA" long term Gulf Cooperation Council Regional-scale and a national scale rating of "ksaAAA" financial strength credit rating from S&P. These ratings of Walaa reflect its strong brand and market position, strong asset quality, good capital adequacy, strong reserve adequacy, and consistent performance, indicating that Walaa is a robust Insurance Company with a commendable degree of financial strength to honor our obligations to Policyholders. In addition to maintaining its credit rating, the Company is also proud to follow multiple ISO standards, as it aims to be known as one of the best-governed companies in the region.

I'm also pleased to share with you that Walaa has successfully gone live with multiple new systems, marking a key milestone on its ongoing digital transformation journey. As part of our strategic technology revamp, we continue to modernize core systems and enhance digital capabilities, ensuring a seamless and future ready operational framework.

This transformation remains on track and is progressing as planned, with full implementation expected to be completed by end of 2025. The Board of Directors would like to thank the employees for their dedicated efforts and hard work and hope that this performance will continue in the future. Both the Board and Executive Management of the company are fully committed in investing and developing the National talent, to ensure that the company will have qualified and competent Saudi talents to achieve its objectives in all aspects of the business. In this regard we are proud to announce that the efforts of our "Walaa Academy" have materialized and has been recognized by the Minister of Human Resources & Social Development with the Saudization award in 2024. Walaa is immensely proud that 83% of its workforce are national employees, and 38% of its workforce are female, with a growing number occupying senior executive and managerial roles.

Sincerely,

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



Johnson Varughese
Chief Executive Officer

Message from the Chief Executive Officer

Dear Esteemed Shareholders,

I take this opportunity to present to you the 17th Annual Report of Walaa, and I want to reaffirm that Walaa is optimistic about the prospect of sustained growth in the coming years. During the year 2024, Walaa reinforced its position as one of the top five insurers in the Kingdom, achieving SAR 3.3 billion in Insurance Revenues, a 16% increase from SAR 2.9 billion in 2023. The company also expanded its Gross Written Premium (GWP) to SAR 3.5 billion in 2024, reflecting a 5% increase compared to SAR 3.3 billion in 2023, underscoring our sustained momentum despite shifting market dynamics. The following graphs show the Company's progress in Gross Written Premium (GWP) and line of business.

This report may contain several forward-looking statements based on the management's estimates and outlook and these may not be considered as an assurance on the future performance of the Company.

Line of Business Portfolio Mix

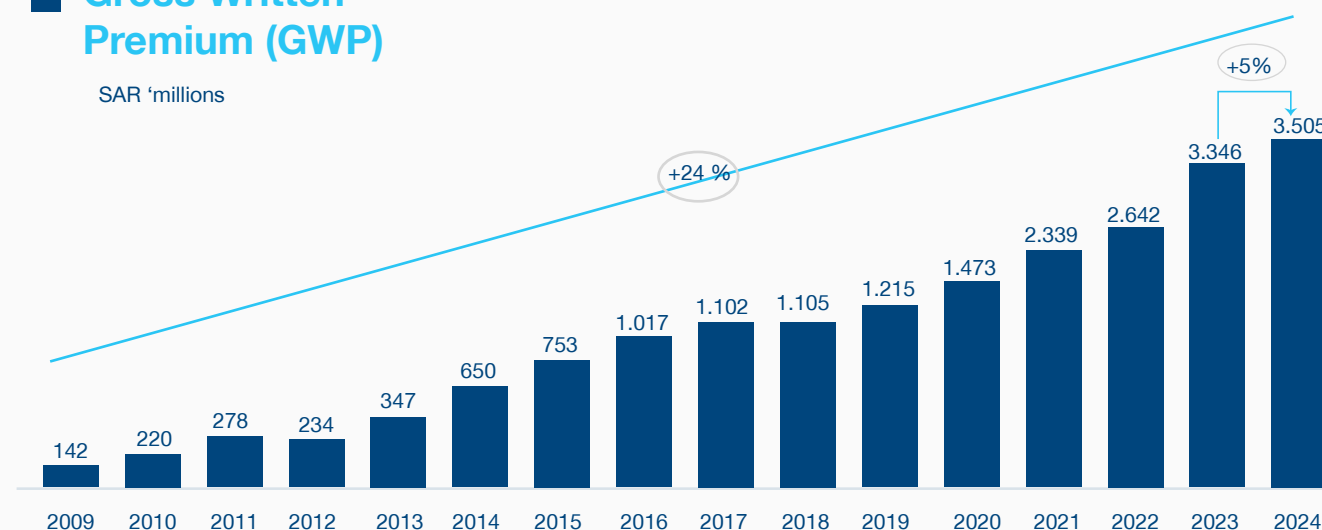
In the past, Walaa relied heavily on Motor Insurance segment. However, since 2020, the company has strategically diversified its portfolio across different lines of business to create a balanced and resilient mix, mitigating risks associated with market fluctuations and enhancing long-term sustainability. Throughout 2024, Walaa continued to optimize its portfolio composition, reinforcing its leadership position in the P&C segment, which grew to 58% of total GWP, up from 47% in 2023. This shift reflects Walaa's commitment to strengthening its presence in a high-margin, growth-oriented sector. Meanwhile, the Medical insurance segment accounted for 15% of GWP in 2024, down from 20% in 2023, as Walaa strategically refined its portfolio, focusing on profitable segments and adapting to evolving market conditions. This realignment is part of Walaa's broader strategy to build a sustainable and resilient position in the health insurance sector.

Similarly, the Motor insurance segment contributed 20% of GWP in 2024, down from 24% in 2023, as Walaa remained committed to underwriting discipline and risk selection, ensuring sustainable growth amid regulatory changes and market-driven pricing adjustments. On the other hand, the P&S remained stable, representing 8% of total GWP, in line with its performance in 2023. Following its merger with SABB Takaful, Walaa continues to strengthen its presence in the individual life insurance market, with a long-term focus on enhancing customer offerings and expanding market share in this segment.

Walaa continues to be recognized for its expertise in General (Property & Casualty) Insurance sector. As of YTD Q3 2024, Walaa maintained its 3rd highest market share, holding 17% of the overall General insurance business in KSA, up from 15% in the same period of 2023, while also recording a 28% increase in Gross Written Premiums (GWP). On the other hand, our Protection & Savings portfolio continues to rank 4th, holding a market share of 4% of the overall Protection & Savings business, reinforcing the company's position in this segment. In the Medical business, Walaa now ranks as the 6th largest medical insurer with a market share of 1% reflecting the evolving market landscape and the competitive dynamics within the health insurance sector. In terms of Motor, Walaa retained its 7th position with a 4% market share.

Gross Written Premium (GWP)

SAR 'millions



Gross Written premium (GWP) by Line of Business

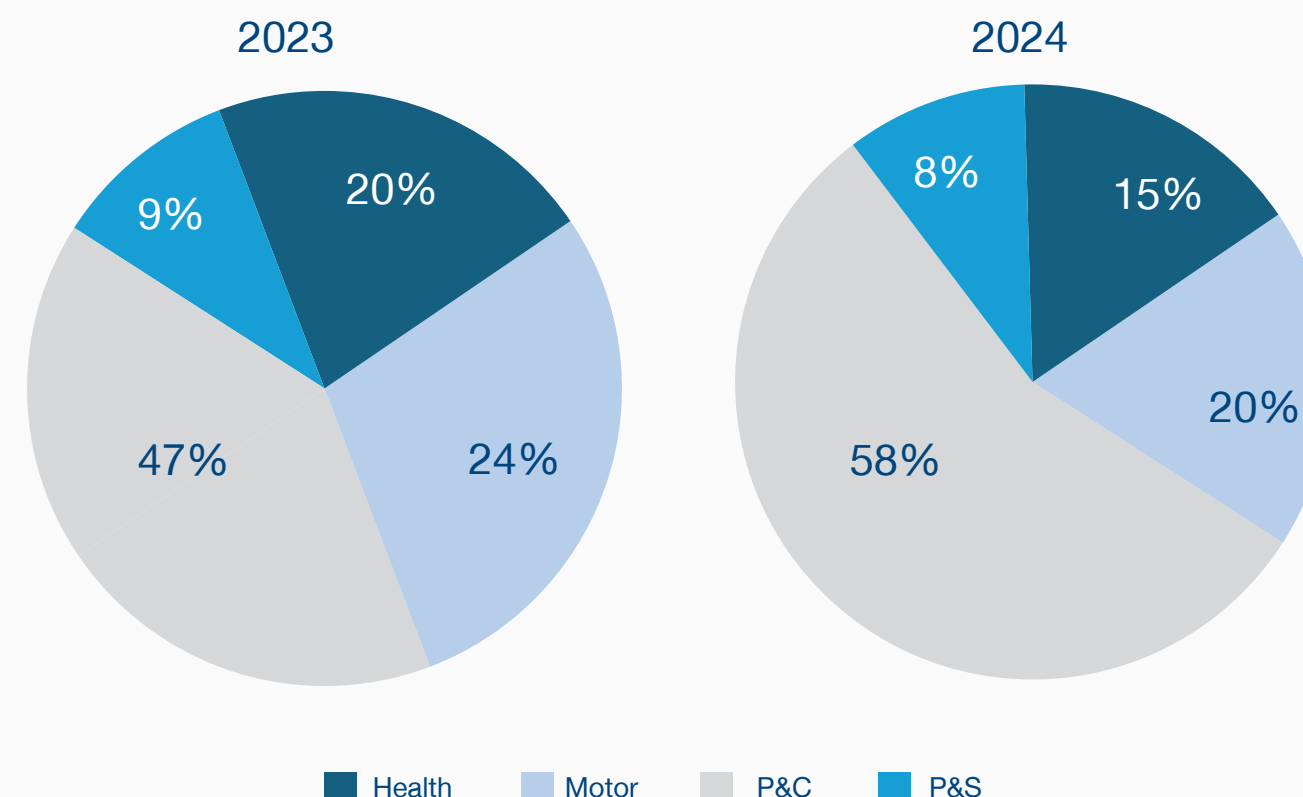
SAR 'millions



SAR millions	2024	2023	change %
Gross written premium (Medical)	515.36	680.21	-24%
Gross written premium (Motor)	684.42	795.22	-14%
Gross written premium (P&C)	2,027.45	1,586.94	28%
Gross written premium (P&S)	277.29	283.89	-2%
Insurance Service result	(36.08)	28.12	-
Net income / loss for the period, after zakat & tax , attributable to the shareholder	64.30	147.98	-57%

The year under review reported a net loss from insurance operations of SAR 10.688 million and a total shareholder's net profit of SAR 64.303 million for 2024, in comparison with a net gain from insurance operations of SAR 57.037 million and a total shareholder's net profit of SAR 147.977 million for 2023. The drop in net profit for the year resulted from the motor, medical and life portfolios which will be corrected over the next year due to taking aggressive corrective measures. On the other hand, the general insurance portfolio continues to grow and positively contributed to the net profit of insurance operations. Furthermore, the company continues to utilize the current interest rates environment in investment market conditions and utilize its available funds to generate investment returns.

Gross Written premium (GWP) Allocation % of Line of Business



Walaa's Motor and Medical insurance businesses were impacted by market-wide pricing pressures, evolving regulatory frameworks, and increased claims activity, leading to increase in net losses in these segments. The Motor portfolio continued to reflect the effects of pricing disruptions initiated in 2022, with the monetary impact of these challenges becoming more evident in 2024. To address these pressures, Walaa continues to remain in the market while continuing its implemented corrective measures, such as price adjustments, risk selection improvements, and expansion in SME and comprehensive products which are expected to drive profitability in the medium to long term. In 2024, these segments reported a net loss of SAR 109.61 million, compared to SAR 67.71 million in the previous year, reflecting short-term effects of proactive portfolio realignment. Despite this immediate negative monetary impact, Walaa remains focused on executing its strategic initiatives which are designed to restore profitability and strengthen market positioning.

The Company has taken corrective actions toward other lines of business which have been in place for the last two years and continues to be the focus in the year 2024.

1. Focusing on SME and individual clients, by diversifying our offering in retail products other than motor, such as Home, Tourism visa, travel, Domestic Worker, and Malpractice insurance.
2. Strengthen our motor comprehensive portfolio and improve our service and capabilities while growing our market share
3. Strengthen our medical portfolio, building our in-house claims management and increase our market share with steady growth.
4. Increasing the retention in Property and Casualty business.
5. Having a wider presence in Western and Central regions.
6. Growth in local inward reinsurance business.
7. Growth in GCC inward reinsurance business.
8. Growing Protection & Savings line of business, not only relying on bank partners for distribution of our products.
9. Improving the overall efficiency of the company by adopting and introducing digitization of services, and cost optimization initiatives.

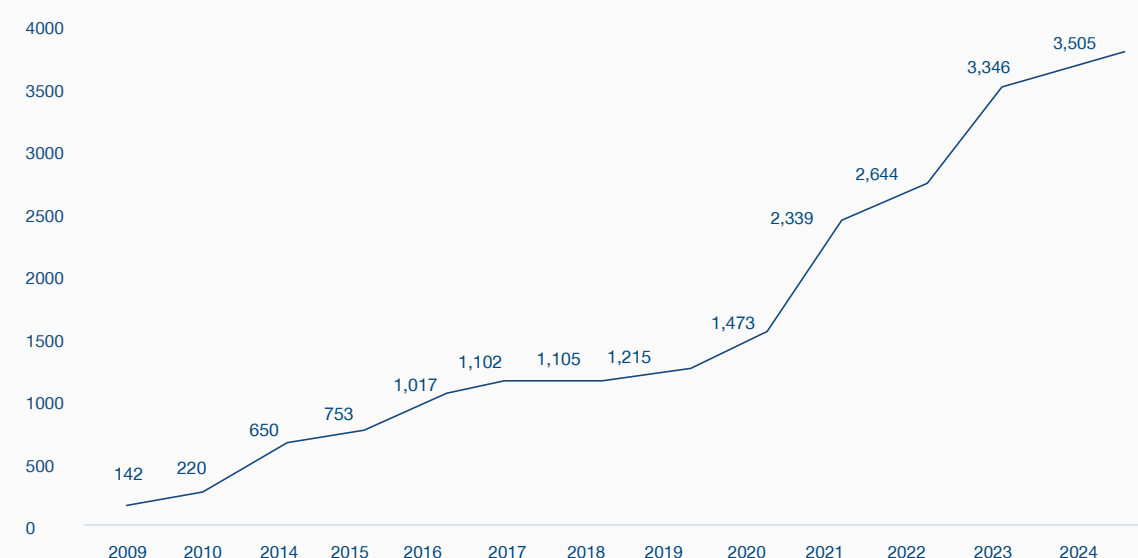
The following sections of the report summarize the performance and other aspects of the Company's operations for the twelve-month period ended on 31 December 2024.

Financials

GWP acts as a key performance indicator for insurance companies, serving as a foundation for overall business growth. In 2024, Walaa reported a Gross Written Premium of SAR 3.5 billion in 2024, reflecting a 5% increase from SAR 3.3 billion in 2023 in which 16% increase in sales were driven by the Eastern region where we experienced loss from Central and Northern regions due to a reduction of motor retail sales, which were driven by our retail branches and a significant portion of our motor retail business have moved away from branches to aggregator portals. Management is making efforts to optimize expenses by improving efficiency in branches network.

Gross Written premium

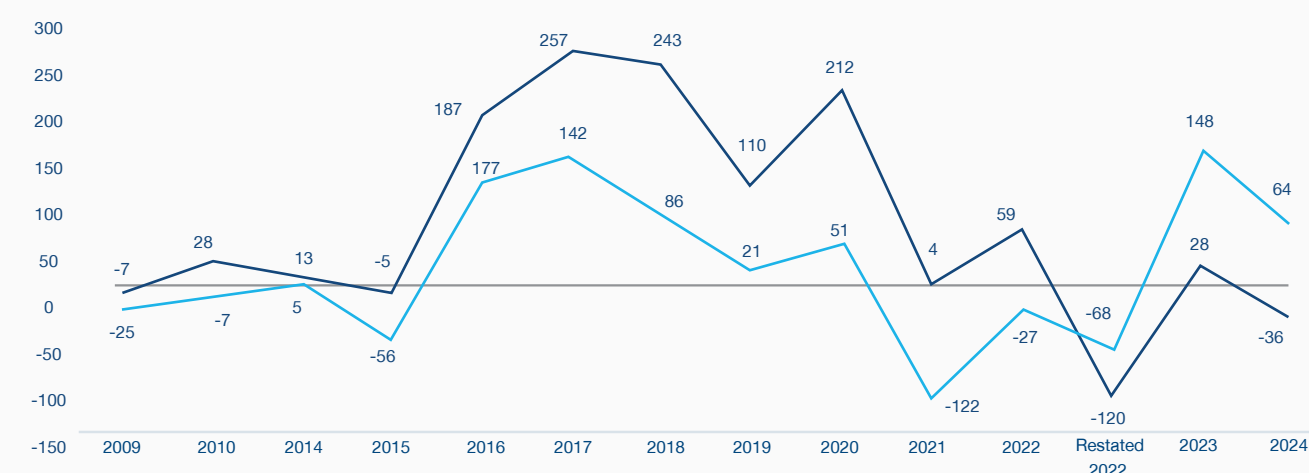
SAR 'millions



Walaa has recorded shareholders profit in year 2024 with an amount of SAR 64.303 million compared to SAR 147.977 million in year 2023. The decline in profitability is driven by an insurance service result loss of SAR 36.081 million compared to insurance service result income of SAR 28.121 million of 2023. Additionally, investment income decreased by 15%, amounting SAR 139.725 million, compared to SAR 164.983 million. This decline was influenced by equity market conditions. The following charts summarize the growth achieved by Walaa under various operating parameters:

Net Underwriting Income/Insurance Service Result Net Income for the period

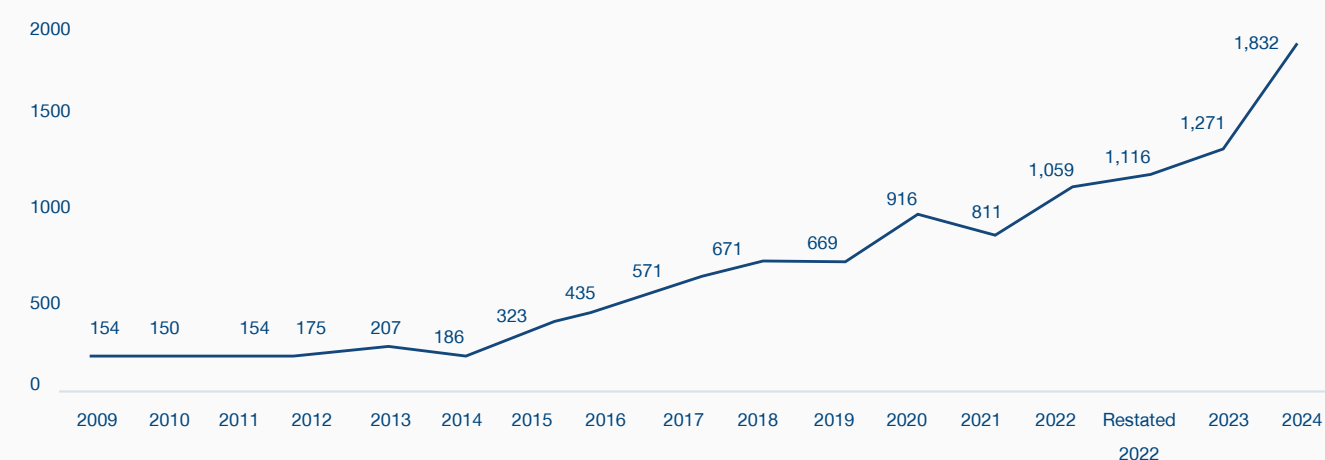
SAR 'millions



Shareholders' Equity: Walaa has reported an income of SAR 64.303 million in 2024 and reported retained earnings of SAR 117.794 million, compared to SAR 147.977 million and SAR 66.351 million, respectively, in the previous year. As of December 2024, Walaa's reported Total shareholders' equity stood at SAR 1,831.581 million, reflecting a significant increase from SAR 1271.795 million in 2023.

Shareholder Equity

SAR 'millions



The Share capital of the Company as of 31st December stands at SAR 1,275.6 million following the successful completion of a rights issue of 42.5 million ordinary shares at an average of (0.4997) shares per (1) owned share, with a nominal value of (10) Saudi riyals and an offering price of (11) Saudi riyals per share. Total nominal value of the increase amount is SAR 425 million with a total offering value of SAR 467.5 million. This milestone reinforces Walaa's strong financial position and reflects its commitment to long-term growth and market leadership. The capital increase, will further strengthened Walaa's capital base, enabling the company to expand its operational capabilities, enhance its risk-taking capacity, and sustain its competitive edge in the evolving insurance market.

As stated by our Chairman in his report, Saudi insurance industry is poised for significant growth and your company is well positioned to capitalize on emerging opportunities and drive sustainable expansion. The successful capital raise enables the company to:

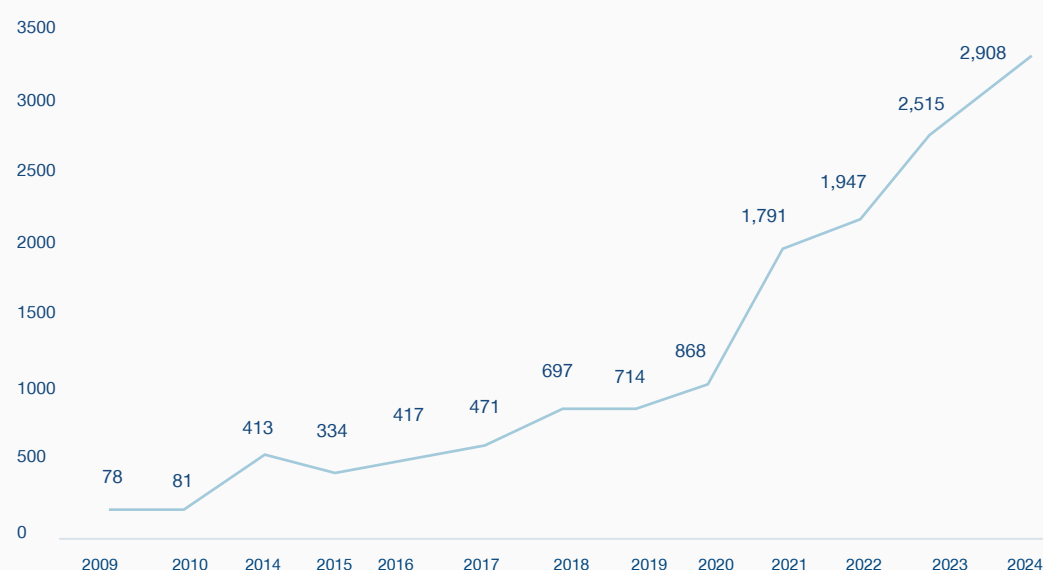
1. Expanding our Health Insurance portfolio to enhance market presence and operational capabilities by building inhouse capabilities.
2. Increasing retention levels in our Property and Casualty business, optimizing underwriting profitability.
3. Accelerating growth in the Protection & Savings business, with a special focus on individual life.
4. Expanding our inward reinsurance portfolio, leveraging Walaa's reinsurance capabilities for portfolio diversification.
5. Maintaining a strong capital adequacy position to sustain an "A" Credit Rating and support future business expansion.

With these strategic initiatives in place, Walaa remains committed to strengthening its market position, delivering value to shareholders, and driving sustainable business growth in the years ahead.

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

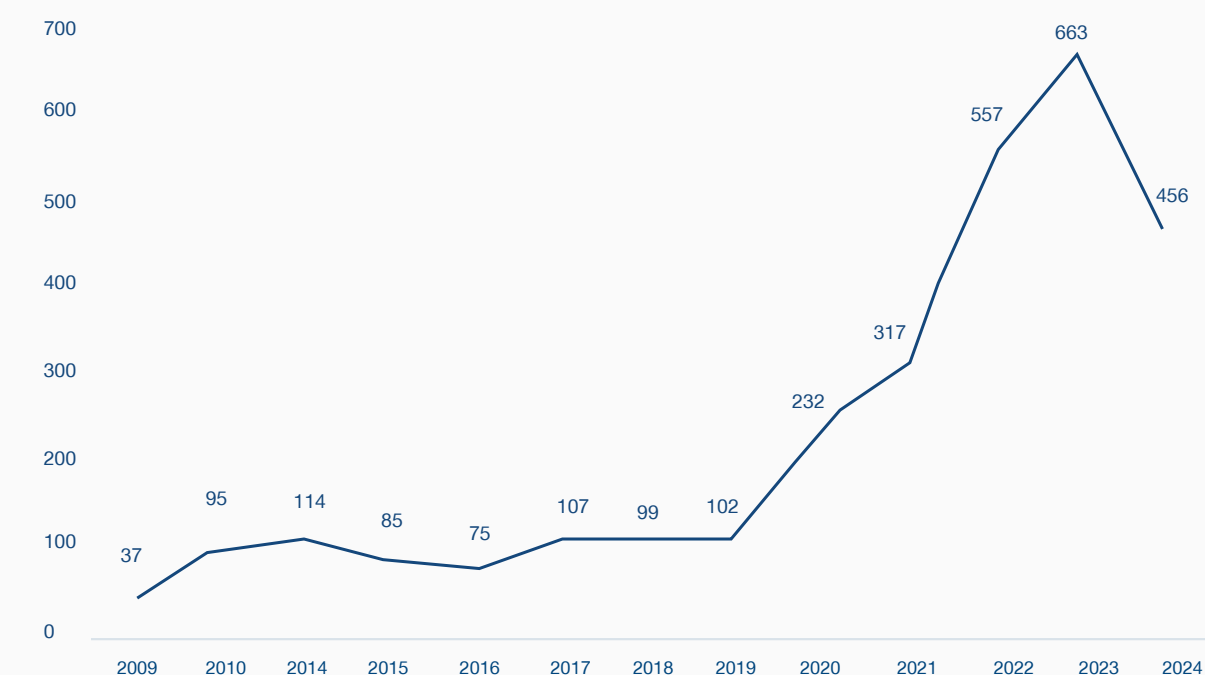
GWP in Eastern Region

SAR 'millions



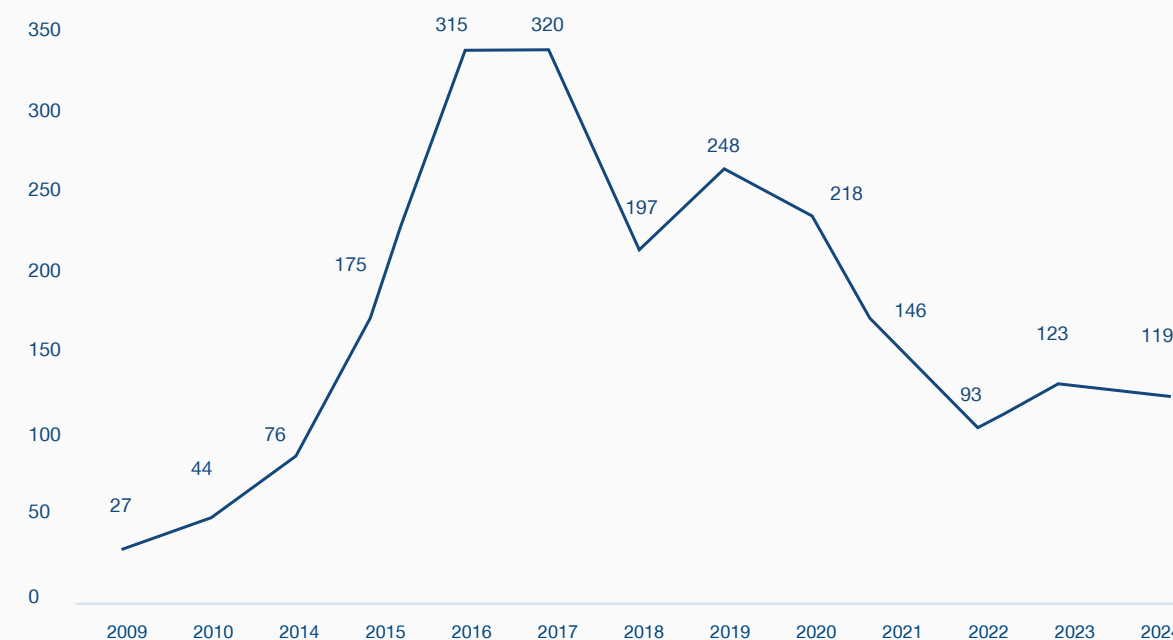
GWP in Central Region

SAR 'millions



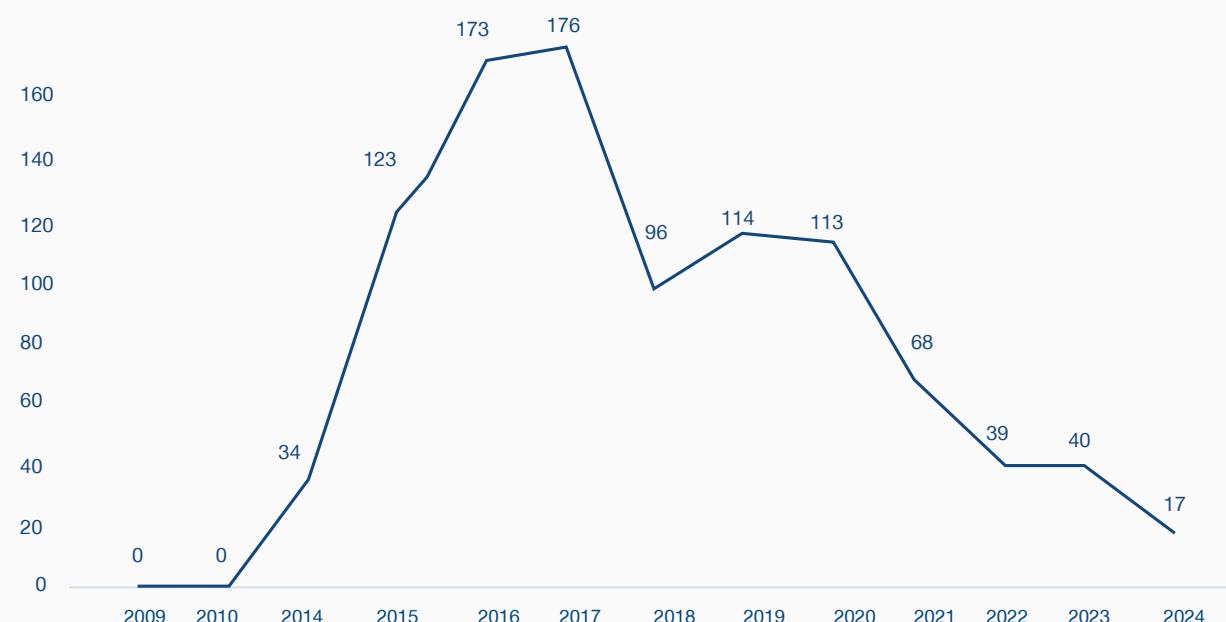
GWP in Western Region

SAR 'millions



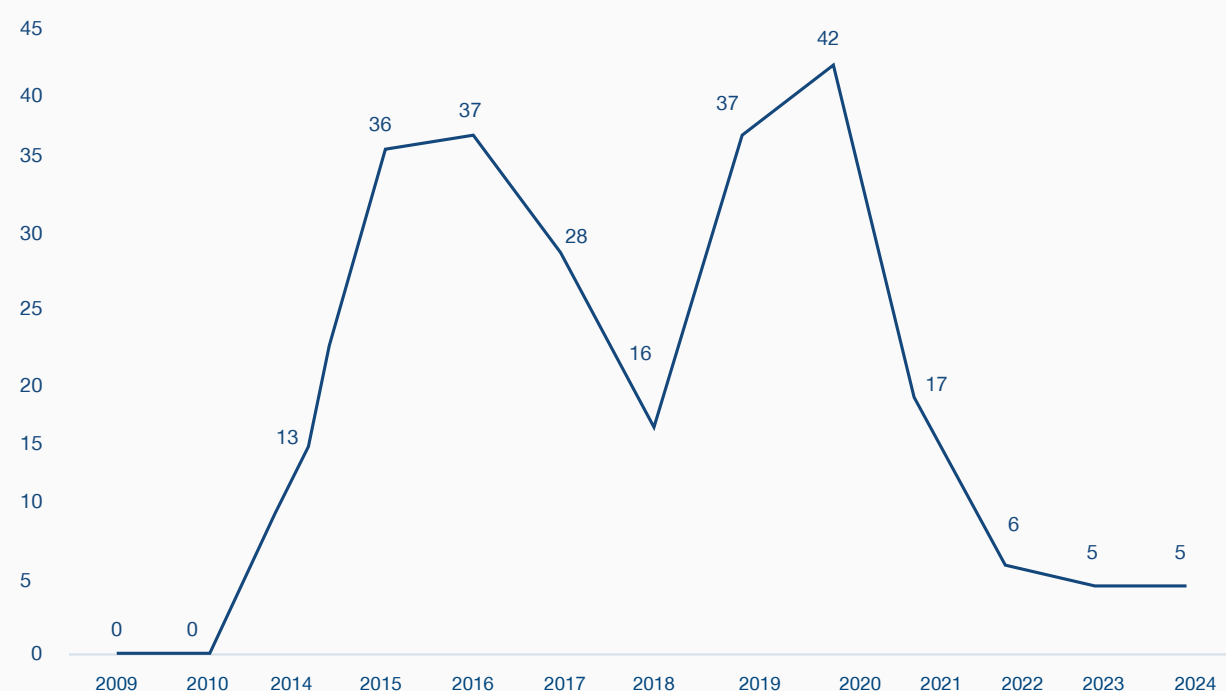
GWP in Northern Region

SAR 'millions



GWP in Southern Region

SAR 'millions



Financial Strength Rating

Walaa has maintained its credit ratings A- (stable outlook) by S&P and A3 (stable outlook) by Moody's. This rating indicates a robust risk-based capital adequacy, a satisfactory business risk profile, and an overall upper adequate financial risk profile. One of the main reasons for the capital increase is to assert the credit rating and support the expected growth of the company, which includes writing inward reinsurance business and increasing retention for Property & Casualty business.

International Organization for Standardization (ISO certifications) and other accreditation

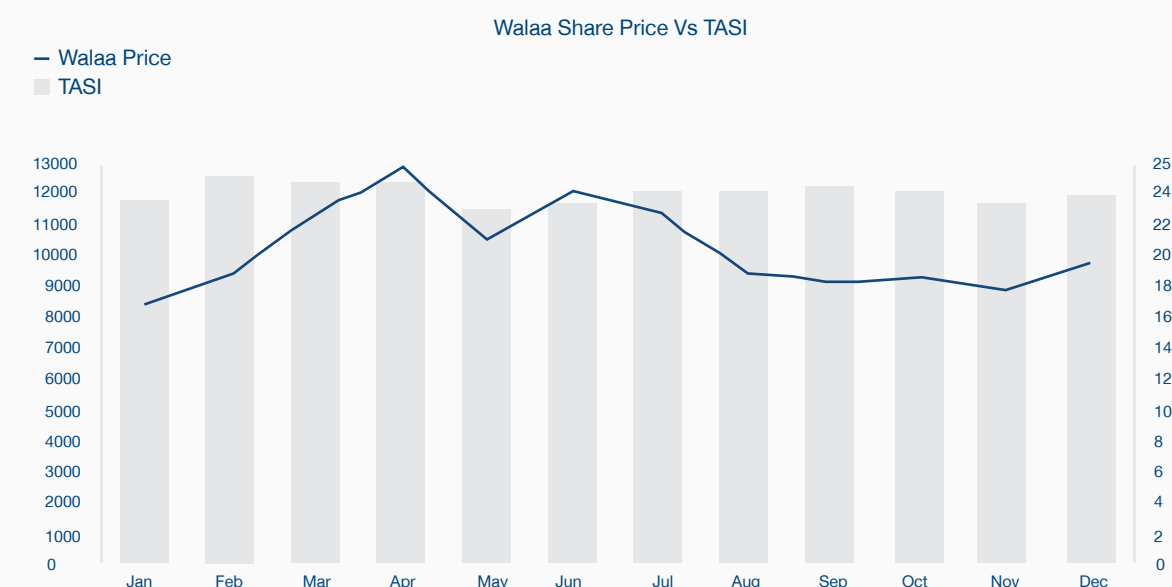
Walaa aims to be known as one of the best-governed companies in the region. We are proud to be following international standards and the best practices that help to progress well with our customer-first approach and always be able to serve policyholders beyond their expectations. We have continued to hold and follow the below ISO certifications, where few are presently under re-certifications:

- ISO 9001:2015 Quality Management System
- ISO 27001:2022 Information Security Management System
- ISO 22301:2019 Business Continuity Management System
- ISO 45001:2018 Occupational Health & Safety Management System
- ISO 14001:2015 Environmental Management System
- ISO 26000:2010 Social Responsibility Guidelines
- ISO 31000:2018 Enterprise Risk Management Guidelines

In 2024, Walaa continued to be certified for the Cybersecurity Compliance Certification (CCC) program, which was established to ensure all Saudi Aramco third parties follow the cybersecurity requirements in the Third-Party Cybersecurity Standard (SACS-002). Walaa has also continued to achieve 100% MHRSD Compliance Certified for 2024. Furthermore, Walaa has been recognized by the Minister of Human Resources & Social Development with the Saudization award within the insurance industry, showcasing our commitment to the employment and development of local talents.

Please refer to 'Significant plans, decisions and future prospects of the company' forming part of this report.

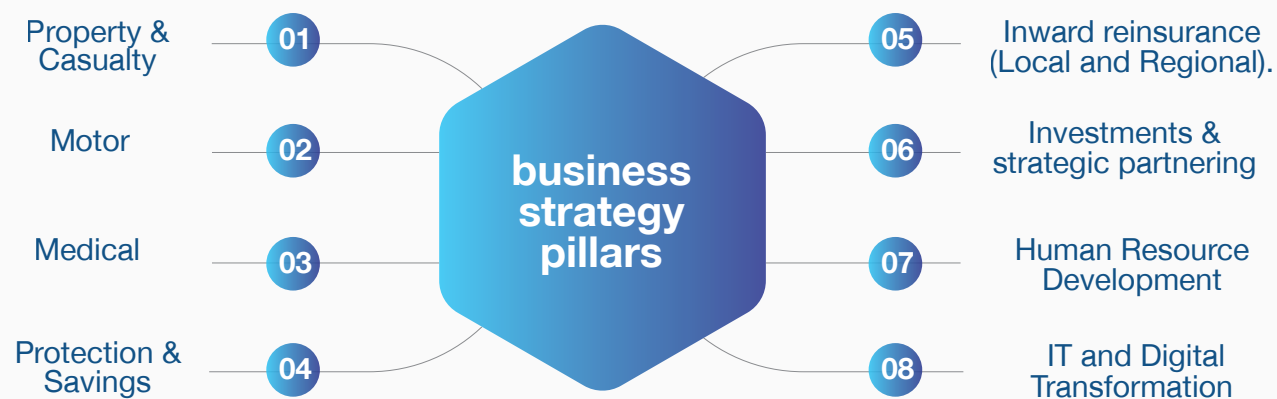
Movement of our share price during the year 2024



Growth strategy and Capital Raise and mergers

Walaa's Vision 2030 strategy and medium-term business strategy serves as the foundation for the company's long-term growth and transformation. These strategies outline Walaa's strategic direction for the next five years, ensuring alignment with market dynamics and national economic objectives.

The company has developed a comprehensive business strategy and is structured around the following pillars:



IT, Processes, & Digital Transformation Strategy

Walaa has embarked on an ambitious business plan to become one of the preferred insurers in the Kingdom. Since 2020, the company has been executing a major transformational program aimed at modernizing its technology landscape core applications, and strengthening IT infrastructure to improve efficiency and customer experience. We would like to affirm that the roadmap implementation is progressing as planned, with ongoing governance and oversight by the board of directors. Key milestones and performance check points ensure that the transformation remains aligned with Walaa's strategic objectives and deliver the desired outcomes. In this journey of transformation, the aspiration to operational efficiency, excellence and customer experience is aligned with business growth and strategic outlook of the Company and we look forward to improving people, process, and technological capabilities of Walaa.

Human Resources and Saudization

Walaa has over the years developed and built a strong and capable workforce, which is the primary driver behind its success. Walaa believes in investing in Human Resources, and this remains at the heart of Walaa's long-term strategy. As part of its plan to develop Saudi national resources, Walaa rolled out the "Walaa Academy" program back in 2021.

Walaa Academy is an integral initiative and remains at the core of Walaa's HR strategy over the long-term. The Walaa Academy is conceptualized with an intent to invest in the development of Saudi talents in various disciplines of insurance operations. The importance of such investment is critical 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, incredibly talented Saudi men and women who can drive the Company's growth plan in this new age of technology and rapidly changing business environment. As at the end of December 2024 Walaa has +600 employees with Saudization level reaching 83%, up from 78% in the previous year. The company remains committed to fostering a diverse and inclusive workplace, with 38% of its workforce represented by female employees, reinforcing Walaa's dedication to gender diversity and talent development in alignment with national workforce initiatives

Corporate Governance and Risk Management

Walaa continues to improve its Corporate Governance framework over the years to ensure that it covers all areas of operation and stays in line with the best practices adopted in the region. 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. The Risk-Management framework has been further strengthened in the light of experience gained in the domain and in accordance with IA's Risk Based Supervisory (RBS) framework/ISO requirements. Walaa's Corporate Governance documents are regularly reviewed and updated to be in line with revisions issued by the Regulators.

The Company continues to emphasize the importance of ESG (Environmental, Social, and Governance) framework to be in line with best international practice and continue to publish its ESG reports since 2020.

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 collaborating closely with them and benefiting from their experience and expertise. Eleven Members of the Board carry with them a broad spectrum of knowledge and experience, which is shared with the management team during their regular interactions. The last Board term ended in May 2022, and a new Board was inducted, in June 2024 a board member resigned, and new member appointed on 25th of July 2024, the current term will remain in effect until May 2025.

Looking ahead

As outlined in our medium-term Business Plan, Walaa remains committed to holistic and sustainable growth, leveraging its strong market position, expanding product portfolio, and focus on digital transformation. With the additional capital secured through the rights issue, the Company continues to advance its strategic growth agenda, reinforcing its position as a key player in the Kingdom's evolving insurance landscape.

Walaa is committed to being a key 'partner in progress' in the ambitious Saudi Vision 2030 – a broad 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 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 opportunity to participate in projects and programs intended to benefit the society, recognizing its social responsibility.

Insurance companies are built over decades, and Walaa is here to grow and last, a fact proven over the past 16 years, as the company now stands among the top five insurance company, holding a 5% market share. Looking ahead, Walaa aspires to become the insurer of choice and set itself as one of the top three insurance companies in Saudi. As a composite insurer, licensed for both insurance and reinsurance, Walaa will continue to expand its portfolio across life and non-life insurance segments, offering a comprehensive suite of solutions to meet the diverse needs of its client, further cementing its position as a one stop-shop insurance provider in the kingdom.

Thank you.
Sincerely,
Johnson Varughese
Chief Executive Officer



01

Board of Directors

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

Qualifications:

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

Current Positions:

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

Previous Positions:

- * Chief Executive Officer – Saudi Electricity Company
- * General Manager – Saudi Aramco.
- * Board Member - Alawwal Bank.
- * Board Member- 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

Qualifications:

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

Current Positions:

- * Vice Chairman of Board and Chairman of Investment Committee – Walaa Cooperative Insurance Co.
- * Chairman of Board and Chairman of Executive Committee – Advanced Petrochemical Co.
- * Chairman of Board - Khalifa A. Al Mulhem Limited Company.
- * Chairman of Board - Khalifa A. Al Mulhem Holding Company.
- * Vice Chairman of Board and Executive Committee Member – Canadian Medical Center.
- * Chairman of Board and Executive Committee Member – Advanced Polyolefins Company (APOC).
- * Chairman of Board – ALPHA Capital.

Previous Positions:

- * Held Senior Positions at Saudi Industrial Development Fund
- * Board Member - Saudi British Bank.
- * Board Member - Saudi Spanish Bank.
- * Board Member – United Gulf Investment Corporation.
- * Board Member - General Organization for Social Insurance (GOSI)
- * Member of executive board – NAMA Chemicals Group.
- * Member of Board, Member of Executive, Risk, Nomination and Remuneration Committee - Al Jazira Bank.
- * Board Member – The National Shipping Carrier of Saudi Arabia Co. (Bahri).
- * Board Member and Executive Committee Member – White Cement Company
- * Chairman of Board and Executive Committee Member – Al Jazira Support Services Company (MEHAN).
- * Board Member -Al Ittifaq Steel Company.
- * Board Member -International general insurance co. ltd. (Amman).

Experience:

- * Mr. Al Mulhim has a wide experience in Board membership and Business Management, specialized in Family Business.



Dr. Soliman A. Al Twaijri
Board Member

Qualifications:

- * Ph.D. in Accounting – Case Western Reserve University, USA.
- * Global master's in international Sports Law– Higher Institute of Law and Economics, Spain.
- * Master of Science in Accounting – University of Illinois, USA.
- * Bachelor of Science in Accounting – KFUPM, KSA.
- * Passed the CIARB Assessment: Law, Practice and Procedure of Int'l Arbitration, Modules 1,2and 3.
- * Certified Data Privacy Solutions Engineer (CDPSE)
- * Certified Fraud Examiner (CFE) – Association of Certified Fraud Examiners (ACFE).
- * Chartered Global Management Accountant (CGMA) – American Institute of Certified Public Accountants (AICPA).
- * Qualified Expert, GCC Commercial Arbitration Centre.
- * Certified Arbitrator, GCC Commercial Arbitration Centre.
- * Certified Information System Auditor (CISA) – Information Systems Audit and Control Association (ISACA).
- * Certified Public Accountant (CPA) – The Saudi Organization for Certified Public Accountants (SOCPA).
- * Certified Internal Auditor (CIA) – Institute of Internal Auditors (IIA).
- * Certified in Financial Management (CFM) – Institute of Management Accountants (IMA).
- * Certified in Management Accountant (CMA) – Institute of Management Accountants (IMA).
- * Certified Public Accountant (CPA) – The American Institute of Certified Public Accountants (AICPA).

Current Positions:

- * Board Member and Chairman of Executive and Strategy Committee and Risk Management Committee – Walaa Cooperative Insurance Co.
- * Chief Executive Officer - The National Agricultural Development Company (NADEC).
- * Chairman of Board – First Abu Dhabi Bank (FAB).
- * Board Member –Saudi Arabian Amiantit Group of Companies.
- * Chairman of Audit Committee - Prince Mohammad Bin Salman Reserve.
- * Member of Risk and Audit Committee - Makkah Region Development Authority.
- * Member of Audit Committee - National Development Fund (NDF).
- * Chairman of Audit Committee- Saudi Fisheries Company
- * Member of Audit Committee - Association Support Fund

Previous Positions:

- * Chief Executive Officer – Saudi Arabian Amiantit Group of Companies.
- * Member of Board, Chairman of Executive Committee, and Member of Nomination and Remuneration Committee - The National Agricultural Development Company (NADEC).
- * Vice Chairman of Board and Chairman of Audit Committee – Takween Advanced Industries Co.
- * General Manager – Al Othman Agriculture Production Co. (NADA).
- * Director of Shared Services and Member of Executive Committee – Zajoul for Advanced Communications Technology Co.
- * Member of Audit Committee – Saudi Electricity Co.
- * Managing Director - Saudi Arabian Amiantit Group of Companies.
- * Member of Audit Committee – Alawwal Bank.
- * Board Member and Chairman of Audit Committee – Chemical Development Co.
- * Board Member and Chairman of Audit Committee - Mulkiah Investment Co.
- * Board Member – National Electricity Transmission Company (National Grid).
- * Board, Nomination, Governance, Planning and Development, Performance Oversight and Audit Committee Member- Institute of Management Accountants, USA.
- * Member of Audit Committee – Al Khozama Management Co.
- * Member of Audit Committee – GIB Capital, Bahrain.
- * Member of Audit Committee and General Secretary – Higher Education Fund.
- * Member of Audit Committee and Accounting Standard Committee – Saudi Organization for Certified Public Accountants (SOCPA).
- * Member of Audit Committee – Riyadh Bank.

Experience:

- * Dr. Al Twaijri has over 31 years of experience in managerial positions. He has acquired Accounting certificates and participated in the Academic field.



Mr. Waleed M. Al Jafaari
Board Member

Qualifications:

Bachelor of Economy – King Saud University, KSA.

Current Positions:

- * Board and Investment Committee Member – Walaa Cooperative Insurance Co.
- * Vice Chairman of Board and Member of Audit committee and Nomination and Remuneration Committee and Investment committee– Advanced Petrochemical Co.
- * Board member and member of Executive Committee ,Audit Committee, and chairman of Nomination and Remuneration Committee– Eastern Cement Company.
- * Chairman of Board and Chairman of Executive Committee and Nomination and Remuneration Committee Member - Gulf Real Estate co.
- * Vice Chairman - Siyaha International Company.
- * Board Member and Managing Director - Al-Dawaa Medical Services Co.
- * Board member - Meshraf Real Estate Co. .
- * General Manager- Classic Travel and Tourism Agency.
- * Board Member - Prainsa Saudi Arabia for Precast Concrete Co.

Previous Positions:

- * General Manager and Board Member - Gulf Stevedoring Contracting Company.
- * General Manager - Star of Kingdom Contracting Limited.
- * Board and Nomination and Remuneration Committee Member - Industrialization and energy services co. (Taqa).

Experience:

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



Mr. Wasef S. Al Jebshah
Board Member

Qualifications:

- * Bachelor of Economics – American University, Cairo

Current Positions:

- * Board and Investment Committee Member – Walaa Cooperative Insurance Co
- * Chairman and Shareholder– International General Insurance Holding Co. Ltd “IGIC”.
- * Board Member and Shareholder- W. Jabsheh Investment Company Ltd.
- * Board Member - Al Bawaba Middle East Ltd.
- * Board Member - International General Insurance Co. (UK) Limited
- * Board Member – International General Insurance Co.(Dubai) Ltd
- * Board Member – North Star Underwriting Limited
- * Board Member – I.G.I Underwriting/Jordan “Exempted”
- * Board Member - Specialty Malls Investment Company.
- * Board Member - IGI Services Ltd.
- * Board Member– Eastern Insurance Brokers
- * Board Member – International General Insurance Holdings Limited “IGI DIFC”

Previous Positions:

- * Chief Executive Officer- – International General Insurance Holding Co. Ltd “IGI”.
- * General Manager - Abu Dhabi National Insurance Company.

Experience:

- * Mr. Al Jebshah is one of Insurance Professionals in the Middle East and founded several companies in the sector.



Mr. Hatem F. Balghoneim
Board Member

Qualifications:

- * Bachelor of Petroleum Engineering – KFUPM, KSA.

Current Positions:

- * Board Member, Chairman of Nomination and Remuneration Committee, and Member of Executive and Strategy Committee – Walaa Cooperative Insurance Co.
- * Chairman and Chief Executive Officer – Acceleration Company.
- * Board Member - Drilling and production petrochemical co. (PetroChem)
- * Board Member– Dynamic Oil Tools Manufacturing Company.

Previous Positions:

- * Chairman of Board of Directors – Alahsa Development Co. (Ayan).
- * Board Member – C & J Saudi Arabia.
- * Board Member - Fahad Sulaiman Balghoneim Sons Co.
- * VP Upstream – Dynamic Energy.
- * Board Member – Technology Precision and Quality Saudi contracting company (QTECH).
- * Board Member – Neft Energies Training Center.
- * Supervisor Drilling and Workover Engineering- Saudi Aramco.

Experience:

- * Mr. Balghoneim has been Board member in various companies, expert in Petroleum engineering field.



Mr. Hesham A. Al Jaber
Board Member

Qualifications:

- * Secondary & Advanced courses in marketing and administrative sciences humanist.

Current Positions:

- * Board and Risk Management Committee Member – Walaa Cooperative Insurance Co.
- * VP – Al Jabr Holding Company.
- * Board, Executive Committee and Strategic Committee Member – Arab National Bank “ANB”
- * Board Member - Haier and Al Jabr Saudi Electronics Trading Co.
- * Board Member - Gulf Carton Factory Company
- * Board Member - Future Development Company (NAMA).
- * Executive Director – Canned Soft Drinks Factory.
- * Board Member - Einas Trading Company
- * Chairman - Khuta - Alkhair Company
- * Board member - Ball United Arab Can Manufacturing Co.

Previous Positions:

- * Board Member - United Gas Transmission Company Limited
- * Board Member - Khaleeji Commercial Bank.
- * General Manager- Haier and Al Jabr Saudi Electronics Trading Co.

Experience:

- * Mr. Al Jaber has over 23 years of experience in different sectors.d.



Mr. Jameel A. Al Molhem
Board Member

Qualifications:

- * Bachelor of Marketing – KFUPM, KSA.

Current Positions:

- * Board Member, Chairman of Audit Committee and Member of Executive and Strategy Committee – Walaa Cooperative Insurance Co.
- * Chief Executive Officer – Sinad Holding Co.
- * Board and Executive Committee member – Human Resources and Development Fund (HRDF)
- * Board Member and Nomination and Remuneration Committee Chairman – Saudi Telecom Company (STC).
- * Board and Executive Committee Member– Saudi Post (SPL)
- * Board and Nomination and Remuneration Committee Member, and Investment Committee Chairman– SPL for Post and Logistics services Company.
- * Board Member – Halwani Brothers Company (SA)
- * Board , Audit Committee and Nomination and Remuneration Committee Member – Amlak International Financing Company
- * Board Member and Nomination and Remuneration Committee Chairman – Electrical Industries Co.
- * Board Member and Audit Committee Chairman – Alessa Industries Co.

Previous Positions:

- * Board Member – New Marina Plastics Co.
- * Managing Director and Chief Executive Officer – Shaker Group
- * CEO-KSA – Saudi Telecom Company (STC)
- * Managing Director and Executive Committee Member – Takween Advanced Industries Co.
- * Chairman of Audit Committee – Yanal Financing Co. (Previously Oryx).
- * Board Member – Energy Services LTD Co.
- * Board Member – SALECO Company
- * Board Member – Contact Center Company
- * Board Member – New Vision Company
- * Board Member – Viva Kuwait
- * Board and Audit Committee Member – Viva Bahrain
- * Board Member – Cell -C Company
- * Board Member – Turk Telekom Company
- * Board Member – Integral Company
- * Board Member – AVEA Communication Company
- * Senior Investment Manager – Saudi British Bank.
- * Board Member – InfoNas Company.

Experience:

- * Mr. Al Molhem has been Board member in various companies, bringing valuable expertise in governance, strategic management, transformation, technology, as well as sales and marketing.



Mr. Osama M. Al Khonaizi
Board Member

Qualifications:

- * Bachelor's degree in Finance – KFUPM, KSA.

Current Positions:

- * Board, Nominations and Remuneration Committee and Risk Management Committee Member - Walaa Cooperative Insurance Co.
- * Board Member and Chief Executive Officer - Dar and Emaar Investment and Real Estate Development Company.

Previous Positions:

- * Senior Vice President, Corporate Banking Group - Gulf International Bank
- * Group Director of Strategy, Corporate, Products development and Marketing - Amlak International Company for Real-Estate Development and Finance.
- * Corporate and Investment Banking Group – Central region, Team Leader -Samba

Experience:

- * Mr. Al Khonaizi has an executive professional with over 21 years of diversified experience that creates investment value and provides a high-level strategic perspective and practical experience in all aspects of corporate banking, mortgage well as complex real estate development projects.



Mr. Ahmed A. AlQuraishi
Board Member

Qualifications:

- * Bachelor Degree in Finance - KFUPM, KSA.
- * Corporate Finance Program - London Business School.

Current Positions:

- * Board and Investment Committee Member - Walaa Cooperative Insurance
- * Deputy CEO and Risk and Compliance Committee Chairman - Ali Zaid Al-Quraishi & Brothers Company.
- * Manager- Sons of Ali Zaid Al-Quraishi Company.
- * Chairman and Member of the audit committee - Arsan Arabia for Trading.
- * Chairman - AJDA Industrial Services Co.
- * Chairman - Evostel Energy.
- * Board Member and Member of the audit committee - Ashraq Development Company
- * Board Member United Motors Group.
- * Board Member and Chairman of the Credit and Risk Committee - Automotive Distribution & Marketing Company Limited.
- * Board Member, Member of the Remuneration and Nominations Committee and Member of the Credit and Risk Committee - Tawkelat Financing Company.
- * Board Member - Assayle Arabia Real Estate Company Limited.
- * Board Member - Starlinks for Support Services Company.
- * Board Member - Middle East Electric Motors Company Limited (MEEM).

Previous Positions:

- * Finance Manager- Ali Zaid Al-Quraishi & Brothers Company.
- * General Manager- Ali Zaid Al-Quraishi & partners for electrical services Company.
- * Treasury Manager- Wahah Electric Supply Company of Saudi Arabia.
- * Internal Auditor- Wahah Electric Supply Company of Saudi Arabia.

Experience:

- * Mr. AlQuraishi has over 18 years of practical experience in various technical and managerial positions.



Mr. Abdulatif K. Almulhim
Board Member

Qualifications:

- * Micro Master degree in Business Administration - Queen's University, Canada.
- * Bachelor's Degree in Civil Engineering - Concordia University, Montreal

Current Positions:

- * Board, Executive and Strategy Committee and Nominations and Remuneration Committee Member - Walaa Cooperative Insurance
- * Board, Risk Committee and Nominations and Remuneration Committee Member – Aljazira Bank
- * Board and Executive Committee Member – National Industrialization Company (Tasnea)
- * Managing Director - Khalifah Abdullatif Al-Mulhem Holding Co (KAMCO Holding).
- * Executive Committee and Nominations and Remuneration Committee Member- Canadian Medical Center.

Previous Positions:

- * Chief Investment officer (CIO) - Khalifah Abdullatif Al-Mulhem Holding co.
- * Vice Chairman - Khalifah Abdullatif Al-Mulhem Limited Co.
- * Senior Credit Analyst - Saudi Industrial Development Fund (SIDF)
- * Filed Engineer- Fluor

Experience:

- * Mr. Almulhem has intensive experience in project finance and risk assessment as he previously worked in Saudi Industrial development Fund (SIDF).

b. External Audit Committee Members (Non-Board)



Dr. Sulaiman A. Al Sakran

Qualifications:

- * Ph.D. in Economic and Statistics – University of Houston, USA
- * Master's in Business Administration – KFUPM, KSA.
- * Bachelor's in Industrial Management – KFUPM, KSA.

Current Positions:

- * Member of Audit Committee – Walaa Cooperative Insurance Co.
- * Board Member – Middle East Financial Investment Company
- * Member of Audit Committee – Saudi Arabian Amiantit Company
- * Member of Audit Committee – Takween Advanced Industries Co.

Previous Positions:

- * Member of Trustees Board of KFUPM Endowment– KFUPM
- * Member of Investment Committee – Human Resources Development Fund
- * Member of The Saudi Economic Association
- * Board Member -The National Agricultural Development Company (NADEC)
- * Board Member of Trustees – Yamama University
- * 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 – Industrialization and energy services co. (Taqa)
- * Member of Audit Committee – Saudi Electricity Co.
- * Member of Audit Committee – Riyadh Bank
- * Member of Audit Committee – Tadawul
- * Member of Audit Committee – Salama Cooperative Insurance Co.
- * Board Member and Chairman of Audit Committee - Al Khozama Management Co.
- * Board Member and Chairman of Audit Committee -Kirnaf Co.
- * Board Member - Chemical Development Co.
- * Member of Finance Committee – Chamber of Commerce and Industry.
- * Member of Finance Committee – Saudi Arabian Football Federation.
- * Board Member – KFUPM University Schools, Dhahran.
- * Chairman of Professional Performance Quality Committee – Saudi Organization for Certified Public Accountants (SOCPA).
- * Board Member – Shuaa Capital.
- * Member of Audit Committee – Fawaz A. Al Hokair Co.

Experience:

- * Dr. Al Sakran has over 31 years of experience in the academic field and private sector.



Mr. Adeeb S. Al Fuhaid

Qualifications:

- * Bachelor of Accounting – King Saud University, KSA.
- * International Auditor Fellowship Program 2009

Current Positions:

- * Member of Audit Committee – Walaa Cooperative Insurance Co.
- * Member of Audit Committee – National General Automotive Co. (NAT).
- * Internal Audit Manager – Tamimi Group of companies.
- * Member of Audit Committee - Sharqia Development Authority.
- * Member of Audit Committee – Prince Sultan Rehabilitation Complex (Efaa Center).

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.
- * Member of Audit Committee – ABR Contracting Co.

Experience:

- * Mr. Al Fuhaid has more than 31 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.

c. Executive Management



Mr. Johnson Varughese

Qualifications:

- * Bachelor's in Business and Commerce – University of Kerala, India.
- * Chartered Accountant (FCA) – Institute of Chartered Accountants of India.

Current Positions:

- * Chief Executive Officer.
- * Chairman of the Insurance Finance Sub-Committee.
- * Member of the Insurance Executive Committee (IEC).
- * Member of Walaa's Investment Committee.
- * Shareholder representative in Saudi Nextcare Co.

Previous Positions:

- * Chief Financial Officer– Walaa Cooperative Insurance Co.
- * Regional Financial Controller – Future Pipe Group.

Experience:

- * More than 31 years of experience in executive positions, and in the financial field.



Mr. Mohannad M. Al Desouki

Qualifications:

- * Master's in Business Administration “MBA” – KFUPM, KSA.
- * Bachelor's in Finance – KFUPM, KSA.
- * Associate Degree in Marketing – Dammam Community College, KSA.
- * Project Management Professional “PMP” – PMI.

Current Positions:

- * Chief Financial Officer
- * Nomination and Remuneration Committee Secretary
- * Executive and Strategy Committee Secretary
- * Member and Secretary of the Insurance Finance Sub-Committee.

Previous Positions:

- * Finance Manager – Walaa Cooperative Insurance Co.
- * Investment Committee Secretary – Walaa Cooperative Insurance Co.
- * Financial Controller – Siemens.
- * Financial Analyst – General Electrics “GE”.

Experience:

- * More than 15 years of experience of diversified work experience in the Saudi market.

**Mr. Wasif F. Minhas****Qualifications:**

- * Master of Management – Sydney University, Australia.
- * MBA in Marketing – National College of Business Administration and Economics.
- * Bachelor's in commerce – Punjab College of Commerce, University of Punjab.
- * ACII – Chartered Insurance Institute
- * Associate Risk Management (ARM) – The Institutes, USA

Current Positions:

- * Chief General Insurance Officer

Previous Positions:

- * VP Technical – Walaa Cooperative Insurance Co.
- * General Manager Global Accounts and Consultancy – AON Insurance Brokerage.
- * Joint Senior Vice President – New Jubilee Insurance Company in Pakistan.
- * Assistant Director – Securities and Exchange Commission of Pakistan.

Experience:

- * An Insurance Professional with over than 26 years of experience, working with Insurance companies, brokers and regulators.

**Dr. Sukumara Prakash****Qualifications:**

- * Bachelors in Medicine and Surgery, Utkal University, India
- * Master's in business administration, University of Strathclyde Business School, UK

Current Positions:

- * Chief Health and Life Insurance Officer

Previous Positions:

- * CEO, MedNet Group of Companies (A Munich Re Group company)
- * Chief Commercial Officer, MedNet Group of Companies
- * General Manager, MedNet UAE and MedNet Omam
- * Senior Consultant, MedNet Holding GmbH
- * Deputy General Manager, MedNet Saudi Arabia

Experience:

- * An insurance and managed care professional with over 24 years of experience in health insurance, across the Middle East and Africa markets, including key markets of UAE, Saudi Arabia, Egypt and Jordan.

**Mr. Turki A. Al Buraik****Qualifications:**

- * Bachelor's Administration – King Saud University, KSA.
- * Diploma in International Leadership for Human Resources Managers – Artec Poland University.
- * Certified Executive leadership strategies – Euro Training- Sharm El Sheikh.

Current Positions:

- * Chief Operation Officer.

Previous Positions:

- * VP of HR, Admin, Public and Government Relations – Walaa Cooperative Insurance Co.
- * Regional Manager for Administrative Affairs of Government, Personnel and Human Reassurances – Al Nuaimi Group.
- * Regional Manager Advisor of Human Resources and Personnel Affairs and Public Relations – National Petroleum Services Co.
- * Assistant Manager of Public Relations and Personnel Affairs and Government Relations – BJ Service Arabia LTD. Co.

Experience:

- * Over 23 years of experience in leadership, human resources, administration and Government and Public Relations fields.

**Mr. Syed Raza Haider****Qualifications:**

- * Fellow of Institute and Faculty of Actuaries (UK)

Current Positions:

- * Appointed Actuary

Previous Positions:

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

Experience:

- * Qualified actuary with 26 years of experience in the actuarial field.

**Mr. Turki K. Al Mullhem****Qualifications:**

- * Master's Business Administration (MBA)- Midocean University.
- * Bachelors in Business Administration- King Faisal University, KSA.
- * Diploma in Risk and Insurance (DRI) - The Institute USA .
- * Certified CII, the chartered Insurance Institute - CII UK.
- * Certified in Lean Six Sigma Black Belt- Anexas Middle East Management - UAE.
- * Certified in Kaizen- The Japanese continuous improvement method.
- * Professional Risk Management, PMI USA.
- * Professional Project Management, PMI USA.

Current Positions:

- * Chief Motor Insurance Officer
- * Member of the Motor Sub-Committee

Previous Positions:

- * Head of Motor Claims- Walaa Cooperative Insurance Co.
- * AVP Sales & Retention (Motor) - AlRajhi Takaful.
- * Director of Operations and Business Development (Motor claims) -AlRajhi Takaful.
- * Salvage & Recovery Manager - AlRajhi Takaful.
- * Claims Assistant Manager – AlRajhi Takaful.
- * Motor Underwriting Supervisor – Med Gulf Insurance & Reinsurance.

Experience:

- * Insurance Professional with 21 years of versatile experience in the motor sector technical and claims with strong strategy perspective and growth-oriented leader.

**Mr. Wail A. Alahmed****Qualifications:**

* Bachelor of Business Administration, Finance with Minor in Economics–Southern Methodist University, Dallas, TX, USA.

Current Positions:

* Chief Commercial Officer

Previous Positions:

* Chief General Insurance Officer - Alrajhi Takaful.
 * Insurance Management Director - Saudi Telecom Company (STC).
 * Insurance and Risk Manager – AcwaPower.
 * Head of SABIC's Insurance Captive "SABCAP"- SABIC.
 * Global Insurance Manager – SABIC.
 * Insurance Specialist – SABIC

Experience:

* Has over 16 years professional expertise in insurance.

**Ms. Khulood S. Al Shreif****Qualifications:**

* Bachelor's in Arts (English Literature) – Dammam University, KSA.
 * Data Analysis Using Power BI – Certified by The Association of Financial Professional
 * Design Thinking Deep Dive Program from Design Thinkers Academy - Amsterdam
 * Transformational Leadership for Effective Performance from Walaa & TQU
 * Lean Six Sigma Black Belt Leadership.
 * Lean Six Sigma Green Belt Leadership.
 * Lean Six Sigma Master Black Belt Leadership.
 * Certified KPI Professional - The KPI Institute, Australia.
 * Certified Balanced Scorecard Management System Pro- The KPI Institute, Australia.
 * Certified Strategy and Business Planning Pro- The KPI Institute, Australia.
 * Certified Manager of Quality and Organizational Excellence- American Society of Quality, United State.
 * CII Certified- Chartered Insurance Institute, United Kingdom.
 * Designation of Health Customer Service Associate: Health Insurance - American's Health Insurance Plans, USA.
 * Designation of Healthcare Anti-Fraud Associate: Health Insurance- American's Health Insurance Plans, USA.
 * Designation of Health Insurance Plans Associate: Health Insurance - American's Health Insurance Plans, USA.

Current Positions:

* AVP Customer Service

Previous Positions:

* Customer Care Manager- Walaa Cooperative Insurance Co.
 * Operations Manager – Walaa Cooperative Insurance Co
 * Medical Department Assistant Manager – Walaa Cooperative Insurance Co.
 * Medical Customer Service Executive– Tawuniya.

Experience:

* Has over than 20 years of Customer Service experience in Insurance Sector.

**Mr. Khalid A. Omran****Qualifications:**

* Bachelor's in Business Administration – Kalamazoo College, USA.
 * Certified Compliance Officer – Financial Academy.
 * Diploma in Banking Operations – Institute of Public Administration

Current Positions:

* Compliance Manager.

Previous Positions:

* Compliance Manager – Buruj Cooperative Insurance Co.
 * Compliance Officer – Walaa Cooperative Insurance Co.
 * Data Analyst – L3 Communication

Experience:

* Has over 14 years of experience in Insurance Sector and Compliance.

**Ms. Rogayah M. Al Thawadi****Qualifications:**

* Master's degree in legal studies from Southern Illinois University - Carbondale, United States.
 * Bachelor's degree in Islamic Studies from the University of Dammam, KSA

Current Positions:

* Legal and Corporate Governance Manager.
 * Secretary of the Board of Directors.

Previous Positions:

* Legal Supervisor - Walaa Cooperative Insurance Company.
 * Senior Legal Specialist - Ebrahim Mohammed Al Mana and Brothers Co. (Almana General Hospitals).
 * Legal Specialist - Ebrahim Mohammed AlMana and Brothers Co. (Almana General Hospitals).

Experience:

* More than 10 years of legal experience specialized in corporate and Legal affairs.

**Ms. Abrar J. Al Kaabi****Qualifications:**

* Bachelor's in Finance - Prince Muhammed Bin Fahad University, KSA.

Current Positions:

* Internal Audit Manager.
 * Audit Committee Secretary.

Previous Positions:

* Accounting Assistant Manager – Walaa Cooperative Insurance Co.
 * Internal Audit Assistant Manager – Walaa Cooperative Insurance Co.
 * Internal Auditor – Walaa Cooperative Insurance Co.

Experience:

* Has over than 8 years of experience in internal audit focused in the insurance sector.

**Mr. Ahmed R. Al Husaini****Qualifications:**

- * Bachelor's in accounting - University of Bahrain.
- * International Compliance Association certificate for High-risk Roles - ICA
- * Chartered Insurance Institute certificate in General Insurance - CII

Current Positions:

- * Senior Risk Manager.
- * Risk Management Committee Secretary

Previous Positions:

- * Assistant Vice President – Operational Risk Management - Bahrain Commercial Facilities Company.
- * Manager, RBWM Business Risks and Controls -HSBC, Bahrain.
- * Regional Vendor Risk Manager- HSBC, UAE – Regional Office.
- * Operational Risk and Internal Control Officer- HSBC, Bahrain.
- * Retails Banking & Wealth Management- HSBC, Bahrain.
- * Personal Financial Consultant- Standard Chartered Bank, Bahrain.
- * Customer Relationship Associate- Citibank, Bahrain.

Experience:

* A Risk management professional with over 19 years of experience, including 14 years specializing in risk management. Deep understanding of risk management principles and practices. Proficient in providing effective risk management solutions and guidance through complex risk landscapes.

**Mr. Ali S. Al Shamrani****Qualifications:**

- * Bachelor of science in Information Technology -Saudi Electronic University
- * Associated Degree in Information Technology -Jubail Industrial College
- * Certified in Cybersecurity cc from ISC2
- * Certified ISO27001 information security lead auditor
- * Certified NSE1 network security
- * Certified NSE2 network security

Current Positions:

- * Cyber Security Manager

Previous Positions:

- * Senior Cybersecurity Analyst- Gulf international Bank.
- * Security Operation Center Analyst – Sasref.
- * IT administrator –Sasref.
- * IT data center tech -National Guard health affaires.
- * IT support coordinator -Almajdouie holding group.

Experience:

- * More than (9) years of experience in Cyber Security, and in the financial field.

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 Co.	Inside Kingdom	Listed	Alawwal Bank	Inside Kingdom	Listed
	Chemical Development Company	Inside Kingdom	Not Listed	Saudi Electricity Company	Inside Kingdom	Listed
				Saudi Aramco.	Inside Kingdom	Listed
Khalifa A. Al Mulhim	Advanced Petrochemical Co	Inside Kingdom	Listed	Saudi Industrial Development Fund	Inside Kingdom	Not Listed
	KAMCO Limited Co.	Inside Kingdom	Not Listed	Saudi British Bank (SABB)	Inside Kingdom	Listed
	KAMCO Holding Co.	Inside Kingdom	Not Listed	Saudi Spanish Bank	Outside Kingdom	Listed
	Canadian Medical Center Co.	Inside Kingdom	Listed	United Gulf Investment Corporation	Outside Kingdom	Listed
	Advanced Polyolefins Company (APOC)	Inside Kingdom	Not Listed	General Organization For Social Insurance (GOSI)	Inside Kingdom	Not Listed
	ALPHA Capital	Inside Kingdom	Not Listed	NAMA Chemicals Group	Inside Kingdom	Listed
				Al Jazira Bank	Inside Kingdom	Listed
				The National Shipping Carrier Of Saudi Arabia Co. (Bahri)	Inside Kingdom	Listed
				White Cement Company	Inside Kingdom	Not Listed
				Al Jazira Support Services Company (MEHAN)	Inside Kingdom	Not Listed
				Al Ittifaq Steel Company	Inside Kingdom	Not Listed
				International General Insurance Co. Ltd. (Amman)	Outside Kingdom	Not Listed

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
Wasef S. Al Jabsheh	International General Insurance Holdings Co. Ltd “IGIC”.	Outside Kingdom	Listed	Abu Dhabi National Insurance Company.	Outside Kingdom	Not Listed
	W. Jabsheh Investment Company Ltd.	Outside Kingdom	Not Listed			
	Al Bawaba Middle East Ltd	Outside Kingdom	Not Listed			
	International General Insurance Company (UK) Limited	Outside Kingdom	Not Listed			
	International General Insurance Company (Dubai) Ltd	Outside Kingdom	Not Listed			
	North Star Underwriting Limited	Outside Kingdom	Not Listed			
	I.G.I Underwriting/Jordan “Exempted	Outside Kingdom	Not Listed			
	Specialty Malls Investment Company.	Outside Kingdom	Not Listed			
	IGI Services Limited	Outside Kingdom	Not Listed			
	Eastern Insurance Brokers	Outside Kingdom	Not Listed			
	International General Insurance Holdings Limited “IGI DIFC”	Outside Kingdom	Not Listed			
Solaiman A. Al Twaijri	The National Agricultural Development Company (NADEC)	Inside Kingdom	Listed	Takween Advanced Industrial Company	Inside Kingdom	Listed
	FAB Capital	Outside Kingdom	Not Listed	Al Othman Agriculture Production Co. (NADA)	Inside Kingdom	Listed
	Saudi Arabian Amiantit co.	Inside Kingdom	Listed	Alawwal Bank.	Inside Kingdom	Listed
	Prince Mohmmad Bin Salman Reserve	Inside Kingdom	Not Listed	Riyad Bank	Inside Kingdom	Listed
	Makkah Region Development Authority	Inside Kingdom	Not Listed	Saudi Organization For Certified Public Accountants (SOCPA)	Inside Kingdom	Not Listed
	National Development Fund (NDF)	Inside Kingdom	Not Listed	Chemical Development Co	Inside Kingdom	Not Listed

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
	Saudi Fisheries Company	Inside Kingdom	Listed	Saudi Electricity Co.	Inside Kingdom	Listed
	Association Support Fund	Inside Kingdom	Not Listed	National Electricity Transmission Company	Inside Kingdom	Not Listed
				Institute Of Management Accountants, USA.	Outside Kingdom	Not Listed
				Mulkiah Investment Co.	Inside Kingdom	Listed
				Al Khozama Management Co.	Inside Kingdom	Not Listed
				Zajoul For Advanced Communications Technology Co.	Inside Kingdom	Not Listed
				GIB Capital - Bahrain	Outside Kingdom	Not Listed
				Higher Education Fund	Inside Kingdom	Not Listed
Waleed M. Al Jaafari	Advanced Petrochemical Co	Inside Kingdom	Listed	Industrialization And Energy Services Co. (Taqa)	Inside Kingdom	Not Listed
	Eastern Cement Co.	Inside Kingdom	Listed	Gulf Stevedoring Contracting Company	Inside Kingdom	Not Listed
	Gulf Real Estate Co.	Inside Kingdom	Not Listed	Star of Kingdom Contracting Limited	Inside Kingdom	Not Listed
	Siyaha International Co.	Inside Kingdom	Not Listed			
	Al Dawaa Medical Services Co.	Inside Kingdom	Listed			
	Meshraf Real Estate Co.	Inside Kingdom	Not Listed			
	Classic Travel and Tourism Agency	Inside Kingdom	Not Listed			
	Prainsa Saudi Arabia for Precast Concrete Co.	Inside Kingdom	Not Listed			

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
Hatem F. Balghoneim	Acceleration Company	Inside Kingdom	Not Listed	Alahsa Development Company	Inside Kingdom	Listed
	Drilling And Production Petrochemical Co (Petrochem)	Inside Kingdom	Not Listed	C & J Saudi Arabia	Inside Kingdom	Not Listed
	Dynamic Oil Tools Manufacturing Co.	Inside Kingdom	Not Listed	Fahad Sulaiman Balghoneim Sons Co	Inside Kingdom	Not Listed
				Dynamic Energy	Inside Kingdom	Not Listed
				Technology Precision And Quality Saudi Contracting Company (QTECH).	Inside Kingdom	Not Listed
				Neft Energies Training Center	Inside Kingdom	Not Listed
Jameel A. Al Molhem	Sinad Holding Co.	Inside Kingdom	Listed	Shaker Group	Inside Kingdom	Listed
	Saudi Telecom Company (STC).	Inside Kingdom	Listed	Takween Advanced Industrial Company	Inside Kingdom	Listed
	Saudi Post (SPL)	Inside Kingdom	Not Listed	InfoNas Company	Outside Kingdom	Not Listed
	Halwani Brothers Company	Inside Kingdom	Listed	Energy Services LTD Co.	Outside Kingdom	Not Listed
	Amlak International Financing Company	Inside Kingdom	Listed	SALECO Company	Inside Kingdom	Not Listed
	Electrical Industries Co.	Inside Kingdom	Listed	Contact Center Company	Inside Kingdom	Not Listed
	Alessa Industries Co.	Inside Kingdom	Not Listed	New Vision Company	Outside Kingdom	Not Listed
	SPL for Post and Logistics services Company	Inside Kingdom	Not Listed	Viva Kuwait	Outside Kingdom	Listed
	Human Resources and Development Fund (HRDF)	Inside Kingdom	Not Listed	Viva Bahrain	Outside Kingdom	Not Listed
				Cell-C Company	Outside Kingdom	Not Listed
				Turk Telekom Company	Outside Kingdom	Not Listed
				Integral Company	Outside Kingdom	Not Listed
				AVEA Communication Company	Outside Kingdom	Not Listed
				Saudi British Bank (SABB)	Inside Kingdom	Listed
				New Marina Plastics Co.	Outside Kingdom	Not Listed

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
Hesham A. Al Jaber	Arab National Bank	Inside Kingdom	Listed	United Gas Transmission Company Limited	Outside Kingdom	Not Listed
	Al Jabr Holding Company	Inside Kingdom	Not Listed	Khaleeji Commercial Bank	Outside Kingdom	Not Listed
	Haier and Aljabr Saudi Electronics Trading Company	Inside Kingdom	Not Listed			
	Gulf Carton Factory Company	Inside Kingdom	Not Listed			
	Future Development Company (NAMA)	Inside Kingdom	Not Listed			
	Canned Soft Drinks Factory Co.	Inside Kingdom	Not Listed			
	Einas Trading Company	Inside Kingdom	Not Listed			
	Khuta Alkhair Company	Inside Kingdom	Not Listed			
	Ball United Arab Can Manufacturing Co.	Inside Kingdom	Not Listed			
Osama M. Alkonaizi	Dar And Emaar Investment And Real Estate Development Company.	Inside Kingdom	Not Listed			
Abdulatif K. Almulhem	National Industrialization Company (Tasnea)	Inside Kingdom	Listed	Khalifah Abdullatif Al-Mulhem Limited Co.	Inside Kingdom	Not Listed
	Aljazeera Bank	Inside Kingdom	Listed			
	Khalifah Abdullatif Al-Mulhem Holding co.	Inside Kingdom	Not Listed			
	Canadian Medical Center.	Inside Kingdom	Listed			
Ahmed A. Al Quraishi	Ali Zaid Al-Quraishi & Brothers Company.	Inside Kingdom	Not Listed	Ali Zaid Al-Quraishi & partners for electrical services Company.	Inside Kingdom	Not Listed
	Sons of Ali Zaid Al-Quraishi Company	Inside Kingdom	Not Listed	Wahah Electric Supply Company of Saudi Arabia.	Inside Kingdom	Not Listed
	Arsan Arabia for Trading.	Inside Kingdom	Not Listed			
	AJDA Industrial Services Co.	Inside Kingdom	Not Listed			
	Evostel Energy	Inside Kingdom	Not Listed			
	Ashraq Development Company	Inside Kingdom	Not Listed			
	United Motors Group.	Inside Kingdom	Not Listed			

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
	Automotive Distribution & Marketing Company Limited.	Inside Kingdom	Not Listed			
	Tawkelat Financing Company.	Inside Kingdom	Not Listed			
	Assayle Arabia Real Estate Company Limited.	Inside Kingdom	Not Listed			
	Starlinks for Support Services Company	Inside Kingdom	Not Listed			
	Middle East Electric Motors Company Limited (MEEM).	Inside Kingdom	Not Listed			

Composition of the Board and classification of its members:

As per article (16) of the company’s Bylaws, the Company is managed by a Board of Directors consisting of (11) member, elected by the General Assembly for three years’ duration. The Board composition shall reflect the suitable representation of Non-executive and Independent Members. In all cases, the independent members of the Board may not be less than two members or one-third of the members of the Board, whichever is greater. In 2022, the current Board members were elected for the Board of Directors 6th term, which started on 26/05/2022. The following table shows a list of the names of the members of the Board of Directors for the 6th term and details of their membership:

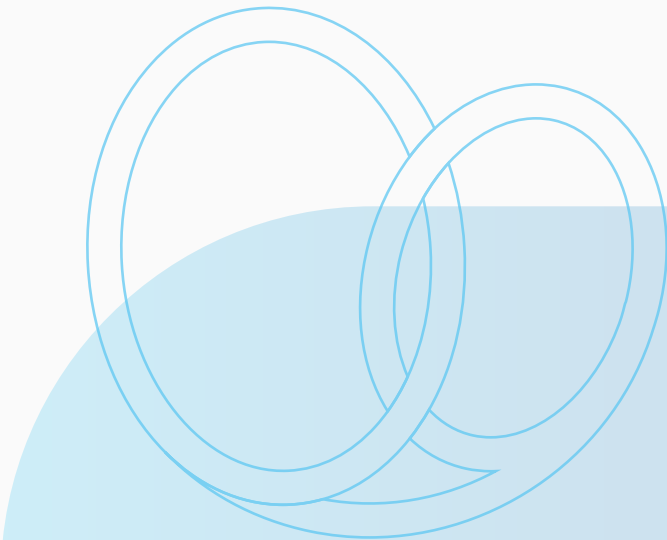
Board Member Name	Type of Membership	Classification of Membership
Sulaiman A. Al Kadi	Chairman	Non-Executive
Khalifah A. Al Mulhim	Vice-Chairman	Non-Executive
Wasef S. Al Jabsheh	Member	Non-Executive
Solaiman A. Al Twaijri	Member	Non-Executive
Waleed M. Al Jaafari	Member	Non-Executive
Hatem F. Balghoneim	Member	Independent
Jameel A. Al Molhem	Member	Independent
Hesham A. Al Jaber	Member	Non-Executive
Osama M. Al-Khunaizi	Member	Independent
Abdulatif K. Mulhim	Member	Non-Executive
Ahmed A. AlQuraishi	Member	Independent

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 regard to shareholders inquires will be taken.

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

“We invite Walaa’s investors to be part of the investors Survey 2024 where we explore Walaa’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:





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:

- 01** Set the performance goals and monitor implementation and overall performance at the Company.
- 02** Supervise the senior management and monitor the performance of the Company compared to the performance goals determined by the Board.
- 03** Upgrade the level and standards of corporate governance, ensuring compliance with relevant laws and regulations at all times.
- 04** Approve, review, and regularly update the key policies and procedures.
- 05** Ensure the validity of financial and accounting systems, including relevant financial reporting systems.
- 06** 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.
- 07** To supervise the management of the Company's financial affairs, cash flows, and financial relations with third parties.

The Board of Directors held (5) meetings during the year, and the below table shows the attendance of each Board member:

Board Member	Total Number of Meetings: (5)					Total
	1st Meeting 08/02/2024	2nd Meeting 25/03/2024	3rd Meeting 09/06/2024	4th Meeting 19/09/2024	5th Meeting 15/12/2024	
Sulaiman A. Al Kadi (Chairman)	✓	✓	✓	✓	✓	5/5
Khalifa A. Al Mulhim (Vice- Chairman)	✓	✓	✓	✓	✓	5/5
Wasef S. Al Jabsheh	✓	✓	✓	✓	✓	5/5
Waleed M. Al Jafaari	✓	✓	✓	✓	✓	5/5
Solaiman A. Al Twajiri	✓	✓	✓	✓	✓	5/5
Hatem F. Balghoneim	✓	✓	✓	✓	✓	5/5
Jameel A. Al Molhem	✓	✓	✓	✓	✓	5/5
Hesham A. Al Jaber	✓	✓	✓	✓	✓	5/5
Osama M. Al-Khunaizi	✓	✓	✓	✓	✓	5/5
Abdulatif K. Al Mulhim	✓	✓	✓	✓	✓	5/5
Abdulaziz S. AlShabeebi ¹	✓	✓	✓	-	-	3/5
Ahmed A. Alquraishi ²	-	-	-	✓	✓	2/5
Attendance	%100	%100	%100	%100	%100	-

^{*(1)} Resigned as of June 9th, 2024.

^{*(2)} Appointed based on IA approval on July 25th, 2024.

^{*}Secretary of the Board of Directors\ Rogayah AlThawadi.

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

01 Executive and Strategy Committee (EXC)

The Executive and Strategy Committee shall make recommendations to the Board on important topics such as strategic plans and business plans, and the Board shall delegate to the Executive Committee to carry out its functions in some cases. The Executive and Strategy Committee held (6) meetings during the year, and the below table shows the attendance of each Committee member:

Board Member	Total Number of Meetings: (6)						Total
	1st Meeting 22/01/2024	2nd Meeting 25/03/2024	3rd Meeting 09/06/2024	4th Meeting 19/09/2024	5th Meeting 08/12/2024	6th Meeting 15/12/2024	
Solaiman A. Al Twajri (Chairman)	✓	✓	✓	✓	✓	✓	6/6
Jameel A. Al Molhem	✓	✓	✓	✓	✓	✓	6/6
Hatem F. Balghoneim	✓	✓	✓	✓	✓	✓	6/6
Abdulatif K. Al Mulhim	✓	✓	✓	✓	✓	✓	6/6
Attendance	%100	%100	%100	%100	%100	%100	-

02 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 and evaluation and monitoring of the internal audit and compliance. The Audit Committee held (6) meeting during the year including the annual meeting with the Board of Directors to present the Committee progress during the year dated on 15/12/2024. The below table shows the attendance of each Committee member:

Board Member	Total Number of Meetings: (6)						Total
	1st Meeting 28/01/2024	2nd Meeting 11/03/2024	3rd Meeting 08/05/2024	4th Meeting 01/08/2024	5th Meeting 30/10/2024	6th Meeting* 15/12/2024	
Jameel A. Al Molhem (Chairman)	✓	✓	✓	✓	✓	✓	6/6
Sulaiman A. Al Sakran	✓	✓	✓	✓	✓	✓	6/6
Adeeb S. Al Fuhaid	✓	✓	✓	✓	✓	✓	6/6
Attendance	%100	%100	%100	%100	%100	%100	-

* AC Annual Meeting with the Board of Directors.

03 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. The Investment Committee held (2) meetings during the year, and the below table shows the attendance of each Committee member:

Board Member	Total Number of Meetings: (2)		Total
	1st Meeting 11/06/2024	2nd Meeting 05/11/2024	
Khalifa A. Al Mulhim (Chairman)	✓	✓	2/2
Waleed M. Al Jafaari	✓	✓	2/2
Sulaiman A. Al Kadi	✓	✓	2/2
Wasef S. Al Jabsheh	✓	✓	2/2
Abdulaziz S. AlShabeebi ¹	-	-	0/2
Ahmed A. Alquraishi ²	-	✓	1/2
Johnson Varughese	✓	✓	2/2
Attendance	%100	%100	-

¹(1) Resigned as of June 9th,2024.

²(2) Appointed based on IA approval on July 25th,2024.

04 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. The Nomination and remuneration Committee held (3) meetings during the year, and the below table shows the attendance of each Committee member:

Board Member	Total Number of Meetings: (3)			Total
	1st Meeting 21/02/2024	2nd Meeting 15/09/2024	3rd Meeting 27/11/2024	
Hatem F. Balghoneim (Chairman)	✓	✓	✓	3/3
Sulaiman A. Al Kadi	✓	✓	✓	3/3
Osama M. Al-Khunaizi	✓	✓	✓	3/3
Abdulatif K. Al Mulhim	✓	✓	✓	3/3
Attendance	%100	%100	%100	-

05 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 held (3) meetings during the year, and the below table shows the attendance of each Committee member:

Board Member	Total Number of Meetings: (3)			Total
	1st Meeting 03/04/2024	2nd Meeting 28/07/2024	3rd Meeting 30/10/2024	
Solaiman A. Al Twaijri (Chairman)	✓	✓	✓	3/3
Hesham A. Al Jaber	✓	✗	✓	3/2
Osama M. Al-Khunaizi	✓	✓	✓	3/3
Attendance	%100	%67	%100	-

Board and Board Committee Evaluation:

As per article 39 of the Corporate Governance Regulations issued by the Capital Market Authority, the Board shall carry out the necessary arrangements to obtain an assessment of its performance from a competent third party every three years. Therefore, the Board engaged an external consultant to carry out the evaluation process. The external consultant conducted an interview and questionnaire-based Board and Sub-Committee evaluations and prepared a report highlighting areas in which the Board could improve.

However, in FY 2022 and FY 2023, the Nomination and Remuneration Committee (NRC) carried out the evaluation of the Board as an entity and the Board Sub-Committees using formal, transparent, and objective criteria, as follow:

- 01 Attendance;
- 02 Member's readiness and preparedness prior to the Board and sub-committee meetings;
- 03 Demonstration of knowledge, understanding, and technical experience during Board and sub-committee meetings;
- 04 Member's awareness of the Company's goals and business activity;
- 05 Member's productive and active engagement in discussions and communications;
- 06 Member's awareness and utilization of modern technology.

Further, evaluation resulted 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 and worked with good faith and due diligence according to the related Laws and regulations which benefit the company and stakeholders. Evaluation summary was presented to the Board.

Compensation Paid to Directors and Executive Management:

The Company confirms that all of the remuneration of the Board of Directors, Board Sub-Committee members, and Directors of the Company were disclosed in the Remuneration Policy approved by the General Assembly on 26/11/2024. The Company further ensures that there is not any significant deviation between the remuneration stated in the policy.

1. 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									
Hatem F. Balghoneim	0.180	0.025	0.162	-	0.367	-	-	0.367	-
Osama M. Alkhonaizi	0.180	0.025	0.155	-	0.360	-	-	0.360	-
Abdulaziz S. Alshabeebi ¹	0.108	0.015	-	-	0.123	-	-	0.123	-
Jameel A. Al Molhem	0.180	0.025	0.200	-	0.405	0.100	-	0.505	-
Ahmed A. Alquraishi ²	0.072	0.010	0.025	-	0.107	-	-	0.107	-
(2) Non-Executive Members									
Sulaiman A. Al Kadi	0.250	0.025	0.152	-	0.427	-	-	0.427	-
Khalifa A. Al Mulhim	0.180	0.025	0.075	-	0.280	-	-	0.280	-
Wasef S. Al Jebshah	0.180	0.025	0.075	-	0.280	-	-	0.280	-
Waleed M. Al Jafaari	0.180	0.025	0.075	-	0.280	-	-	0.280	-
Solaiman A. Al Twaijri	0.180	0.025	0.162	-	0.367	-	-	0.367	-
Hesham A. Al Jaber	0.180	0.025	0.051	-	0.256	-	-	0.256	-
Abdulatif K. Almulhim	0.180	0.025	0.162	-	0.367	-	-	0.367	-
(3) Executive Members									
None									

^{*(1)} Resigned as of June 9th, 2024.

^{*(2)} Appointed based on IA approval on July 25th, 2024.

* 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 Mr. Jameel A. Al Molhem received 100K Bonus for his excellent efforts and contribution to overseeing the New ERP's implementations as the Audit Committees Chairman.

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.

2. 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 Nomination and Remuneration Committee, determine the remuneration of Senior Executives in which includes the following:

01

Fixed amount paid as salary and allowances. The allowances include housing, transportation, annual tickets for expats, and any other allowances proposed by the Nomination and Remuneration Committee and approved by the Board of Directors.

02

An annual bonus linked to performance indicators in accordance with the annual assessment completed for this regard.

03

Plans, policies, and types of bonuses for employees and Senior Executives are approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.

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 Remunerations				Variable – Periodic Remuneration	End of Service Benefits	Aggregate Amount*
	Salaries	Allowances	In-Kind Benefits	Total			
Five Senior Executives who have received the highest remuneration from the Company, including Chief Executive Officer and Chief Financial Officer.	5,746,887	2,011,433	169,895	7,928,215	1,885,502	1,059,943	10,873,660

3. Members of Committees' Remunerations and Fees:

Member's Name	Fixed Remuneration (Excluding Meeting Allowances)	Meeting Attendance Allowances	Total In SAR m
Executive and Strategy Committee			
Solaiman A. Al Twaijri (Chairman)	0.070	0.015	0.085
Hatem F. Balghoneim	0.070	0.015	0.085
Jameel A. Al Molhem	0.070	0.015	0.085
Abdulatif K. Almulhim	0.070	0.015	0.085
Audit Committee			
Jameel A. Al Molhem (Chairman)	0.100	0.015	0.115
Sulaiman A. Al Sakran	0.100	0.015	0.115
Adeeb S. Al Fuhaid	0.100	0.015	0.115
Investment Committee			
Khalifa A. Al Mulhim (Chairman)	0.070	0.005	0.075
Waleed M. Al Jafaari	0.070	0.005	0.075
Sulaiman A. Al Kadi	0.070	0.005	0.075
Wasef S. Al Jebshah	0.070	0.005	0.075
Abdulaziz S. AlShabeebi ¹	-	-	-
Ahmed A. Al Quraishi ²	0.023	0.002	0.025
Johnson Varughese	-	-	-
Nomination & Remuneration Committee			
Hatem F. Balghoneim (Chairman)	0.070	0.007	0.077
Sulaiman A. Al Kadi	0.070	0.007	0.077
Osama M. Alkhonaizi	0.070	0.007	0.077
Abdulatif K. Almulhim	0.070	0.007	0.077
Risk Management Committee			
Solaiman A. Al Twaijri (Chairman)	0.070	0.007	0.077
Hesham A. Al Jabr	0.046	0.005	0.051
Osama M. Alkhonaizi	0.070	0.007	0.077

*(1) Resigned as of June 9th, 2024.

*(2) Appointed based on IA approval on July 25th, 2024.



Preventive Restriction / Penalty

Based on the company's By-Law and article 14 of the Cooperative Insurance Companies Control Law, the Company has placed a statutory deposit of 10% of its capital to the order of the Insurance Authority.

Insurance Authority Violations:

The subject of violations	Previous year 2023		Current year 2024	
	Number of executive decisions	Total fines amount in Saudi riyals	Number of executive decisions	Total fines amount in Saudi riyals
Violating Insurance Authority supervisory regulation	2	60,000	2	546,000
Violating Insurance Authority Customer Care regulation	-	-	-	-
Violating Insurance Authority AML regulation	-	-	-	-

Corporate Governance

The company approved internal Corporate Governance policy to insure adherence with Corporate Governance Regulations issued by Capital Market Authority and Saudi Central Bank\ Insurance Authority.

The Company's Corporate Governance responsibilities fall under the Legal and Corporate Governance Manager and 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" \ Insurance Authority 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 (82) 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 not binding.
Article (82) Paragraph (3)	Establishing social organizations for the benefit of the Company's employees.	Guiding Article not binding.
Article (92)	Formation of a Corporate Governance Committee.	Guiding Article not binding. 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.
Article (90) Paragraph (4/B)	Five Senior Executives who have received the highest remuneration from the Company, provided that the Chief Executive Officer and Chief Financial Officer are among them.	Mandatory. The Company committed to disclose the total remuneration of the Senior Executive Management (Top Five). In order to protect the interests of the Company, its shareholders, and its employees and to avoid any damage that may result from the disclosure in details as per job titles and positions, hence description of remuneration is not presented pursuant to Appendix (1) Remuneration Schedule of Corporate Governance Rules related to Senior Executives and that is based on paragraph (B) article (60) of Rules on The offer of Securities and Continuing Obligations.

Internal Control

The Committee has been formed by the general assembly decision. Committee comprises three members, all are independent. The chairman is an independent Board member of the Company. The Audit Committee held six meetings in the year 2024 including the annual meeting with the Board of Directors in Dec.15, 2024. The purposes of these meetings included, among others, the following:

- 01 Review and recommend the interim and annual financial results of the Company for the Board of Directors' approval.
- 02 Evaluate the adequacy and effectiveness of the internal and external auditors.
- 03 Evaluate the adequacy and effectiveness of the Compliance and AML departments.
- 04 Review the Appointed Actuary Reserves reports and make recommendations thereon to the Board of Directors.
- 05 Review and approve Internal Audit, and Compliance Annual plans.
- 06 Review and study regulatory observations and recommend them for the Board review.
- 07 Ensure soundness of the internal control system of Walaa.
- 08 Review and monitor related party transactions and ensure declaration of those transactions in the board reports and financial statements.
- 09 Review outstanding legal cases by or against the company.

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

- 01 All significant business processes are periodically risk-assessed and classified as high, medium, and low-risk types of business processes.
- 02 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.
- 03 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.
- 04 The results of the conducted Audit reviews are submitted to the Audit Committee.
- 05 Identified risks during the Audit reviews are monitored for corrective actions implementation.

Based on the work performed by the Internal Audit department, and the results and coverage of the Audit Universe, the Audit Committee was able to conclude that the internal control system in the company is effective.

Moreover, the Compliance and AML 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 Insurance Authority, CMA, CHI, and other statutory authorities. The compliance function's key responsibilities include the following:

- 01 Developing, implementing, documenting and updating as needed compliance monitoring and risk management strategies, systems, procedures, processes and controls to meet Insurance Authority's regulatory requirements, directives and Anti-Money Laundering regulations.
- 02 Ensuring Compliance with CMA rules and regulations, including listing requirements, regulatory compliance, and corporate governance.
- 03 Monitoring changes in legislation for insurance and ensure that the company acts in accordance with the revised/changed requirements.
- 04 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.
- 05 Ensuring that the company fulfills all the conditions required by Insurance Authority and develops and maintains a professional relationship with Insurance Authority and other statutory bodies.
- 06 Working with departmental heads to direct compliance issues to appropriate channels for investigation and resolution.

02

Company's Social Contributions



Company's Social Contributions

Corporate social responsibility initiatives in Walaa focus on developing education and skills, as well as community development. All of the prominent initiatives executed by Walaa in 2024 reflect the company's role in charitable work and its commitment to actively contributing to social responsibility. This is done through participation in national initiatives and projects that support the charitable sector in the Kingdom, aiming to achieve the comprehensive goals of Vision 2030. Below are some of the key initiatives that Walaa implemented in 2024:

- **Benaa Association** A donation of half a Riyal for each insurance policy was made to the Benaa Association for the care of orphans. This initiative strengthens social responsibility towards orphans and contributes to improving their lives by providing financial support and educational opportunities. It also helps spread the culture of giving among employees and clients.
- **Efaa Association** A donation of half a Riyal for each insurance policy was made to the Prince Sultan Rehabilitation Complex "Efaa". This initiative supports people with disabilities by providing rehabilitation and care opportunities, helping them better integrate into society, and promoting the culture of inclusivity and equality.
- **Walaa Clothing Campaign** in Collaboration with Saudi Clothing Company Donations of clothes for those in need through this campaign, which aims to provide new clothing families in need. This campaign promotes the values of compassion and assistance to the less fortunate, improving the living standards of low-income families and enhancing social solidarity within the community.
- **Breast Cancer Awareness Day** at the company in collaboration with King Fahad University Hospital, raising awareness about the importance of early breast cancer detection through this educational event. This initiative enhances health awareness among employees and encourages early detection of cancer, reducing health risks and promoting a culture of prevention.
- **Men's Health Day** in Collaboration with King Fahd University Hospital organizing an event to raise awareness about the importance of men's overall health and providing them with health tips. This initiative helps increase awareness of men's health and motivates them to adopt healthy lifestyles, improving their general health and reducing the risks associated with chronic diseases.
- **Participation in International Children's Day** in collaboration with Benaa Association, organizing activities and initiatives to support orphaned children on this special day. This initiative contributes to improving the lives of orphaned children by offering emotional and financial support, enhancing their sense of belonging and hope for the future, and encouraging positive community participation.
- **Walaa Academy's Free Training Courses** with accredited certificates in collaboration with the General Organization for Social Insurance in the Eastern Province – Dammam, as part of the national campaign initiative "Waad," Walaa provided free training courses with accredited certificates for social security beneficiaries across all regions of the Kingdom, as well as for Walaa employees and their families.
- **Collaboration with Ayni Recycling** Association Walaa collaborated with Ayni Recycling Association in an effort to support sustainability and environmental protection, the company handed over several electronic devices to the association, as part of its sustainable initiatives to contribute to the safe and effective recycling of electronic devices. This collaboration reflects Walaa's commitment to social responsibility and its role in encouraging the sustainable use of environmental resources, which helps reduce electronic waste and protect our planet for future generations.
- **Walaa launched a blood donation campaign** in collaboration with King Fahd Hospital, as part of its social responsibility and commitment to supporting the local community. The campaign aims to raise awareness about the importance of blood donation and ensure that sufficient blood supplies are available for those in need at the hospital.

Through these initiatives, Walaa continues its efforts to actively contribute to improving the lives of individuals and supporting the local community in line with Saudi Arabia's Vision 2030.

List of the dates of the General Assembly meetings held during the fiscal year 2024 and the names of the Board members who attended these meetings:

As per the Company's Bylaws article (29), 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 matters through ordinary general assembly or extraordinary general assembly meeting.

Board Member	Ordinary General Assembly Meeting 25/06/2024	Extraordinary General Assembly Meeting 26/11/2024
	Attendance	Attendance
Sulaiman A. Al Kadi	✓	✓
Khalifa A. Al Mulheim	✓	✓
Wasef S. Al Jabsheh	✓	✓
Solaiman A. Al Twaijri	✓	✓
Waleed M. Al Jafaari	✓	✓
Hatem F. Balghoneim	✓	✓
Jameel A. Al Molhem	✓	✓
Hesham A. Al Jaber	✓	✓
Osama M. Al-Khunaizi	✓	✓
Abdulatif K. Al Mulheim	✓	✓
Abdulaziz S. AlShabeebi ¹	-	-
Ahmed A. Al-Quraish ²	-	✓

*⁽¹⁾ Resigned as of June 9th,2024.

*⁽²⁾ Appointed based on IA approval on July 25th,2024.

Principal Activities

The Company is involved in cooperative insurance and reinsurance in the Motor, 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.

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

LOB (SAR' millions)	2024					2023					2022				
	Motor	Health	P&C	P&S	Total	Motor	Health	P&C	P&S	Total	Motor	Health	P&C	P&S	Total
Insurance revenue	766	617	1,748	214	3,345	513	668	1,480	227	2,888	533	558	1,287	194	2,572
Insurance service expense	(800)	(684)	(320)	(185)	(1,989)	(527)	(726)	(259)	(167)	(1,679)	(659)	(616)	(211)	(184)	(1,670)
Net expense from reinsurance contracts held	(3)	1	(1,365)	(25)	(1,392)	6	1	(1,154)	(33)	(1,180)	(3)	(6)	(1,005)	(9)	(1,023)
insurance service result	(38)	(67)	66	3	(36)	(9)	(58)	69	26	28	(129)	(64)	73	0	(120)

03

Financial Performance

Income Statement Based on (IFRS 17) for the Year Ended 2024 Compared to Year Ended 2023:

SAR' millions	FY 2024	FY 2023
Insurance operations:		
Insurance revenue	3,345	2,888
Insurance service expense	(1,989)	(1,679)
Insurance service result before reinsurance contracts held	1,356	1,208
Allocation of reinsurance premiums	(1,574)	(1,322)
Amounts recoverable from reinsurers for incurred claims	182	141
Net expense from reinsurance contracts held	(1,392)	(1,180)
Insurance service result	(36)	28
Commission income on investments and deposits	51	40
Un-realized gain / (loss) on investments measured at FVTPL	-	-
Net credit impairment losses on financials assets	(0)	(0)
Net investment income	51	40
Finance expenses from insurance contracts issued	(22)	(6)
Finance income from reinsurance contracts held	13	2
Net insurance finance income / (expenses)	(9)	(4)
Net insurance and investment result	7	64
Other income	3	7
Other operating expenses	(20)	(14)
Total Income/Loss for the period for insurance operations	(11)	57
Surplus transferred to shareholder's	11	(57)
Other Comprehensive Income for Insurance Operations		
Actuarial gains/(losses) on defined benefit obligation	(4)	(3)
Total comprehensive income/(loss) for Insurance Operations	(4)	(3)
Shareholder's operations:		
Commission income on investments and deposits	23	18
Dividends on investments	17	17

SAR' millions	FY 2024	FY 2023
Realized gain / (loss) on investments measured at FVTPL	44	9
Un-realized gain / (loss) on investments measured at FVTPL	5	81
Net credit impairment losses on financials assets	0	(0)
Bargain purchase gain	-	-
Net investment income	88	125
Net insurance and investment result	88	125
Other income	20	4
Other operating expenses	(15)	(23)
Net income / loss for the period,before zakat &tax,attributable to the shareholders	94	106
PH Surplus transferred to shareholder's	(11)	57
Provision for zakat	(16)	(12)
Provision for tax	(2)	(3)
Net income / loss for the period,after zakat &tax,attributable to the shareholders	64	148
Other Comprehensive Income		
Re-measurement loss on End of Service Benefits (EOSB)	(4)	(3)
Net changes in fair value of investment measured at FVOCI -equity instruments	35	8
Total comprehensive income	95	152
Basic and diluted earnings /(loss) per share (Restated)	0.62	1.45
Weighted average number of ordinary outstanding shares (Restated)	103	102

Balance Sheet (Assets) Based on (IFRS 17) As of Year Ended 2024 Compared to Year Ended 2023:

SAR' millions	FY 2024	FY 2023
Insurance Operation's Assets:		
Cash and cash equivalents	653	504
Short Term deposits	247	372
Prepaid expenses and other assets	80	53
Insurance contract assets	-	-
Reinsurance contract assets for non unit-linked business	741	790
Reinsurance contract assets for unit-linked business	0	0
Financial assets for unit linked contracts	536	543
Due from shareholders' operations	2	30
Investments	142	141
Long Term deposits	410	262
Property and equipment, net	15	15
Right of use assets, net	23	4
Intangible assets	39	38
Insurance Operation's Assets:	2,889	2,753
Shareholder Operation's Assets:		
Cash and cash equivalents	309	9
Short Term deposits	50	62
Prepaid expenses and other assets	6	-
Statutory deposit	128	85
Accrued income on statutory deposit	0	4
Investments	1,247	975
Long Term deposits	-	96
Property and equipment, net	35	16
Intangible assets	77	83
Goodwill	24	24
Shareholder Operation's Assets:	1,877	1,355
Total Assets	4,766	4,107

Balance Sheet (Liabilities and Equities) Based on (IFRS 17) As of Year Ended 2024 Compared to Year Ended 2023:

SAR' millions	FY 2024	FY 2023
Insurance Operation's Liabilities:		
Insurance contract liabilities for non unit-linked business	2,130	2,002
Insurance contract liabilities for unit-linked business	544	552
Reinsurance contract liabilities for non unit-linked business	3	-
Accrued expenses and other liabilities	160	166
Lease Liabilities	22	3
Provision for end-of-service benefits (EOSB)	38	33
Insurance Operation's Liabilities:	2,896	2,756
Shareholder Operation's Liabilities:		
Accrued expenses and other liabilities	0.2	2
Accrued income on statutory deposit payable to Insurance Authority	0	4
Due to Insurance operations	2	30
Provision for zakat and income tax	43	46
Provision for end-of-service benefits (EOSB)	1	1
Shareholder Operation's Liabilities:	46	83
Total Liabilities	2,942	2,839
Shareholder Operation's Equity:		
Share capital	1,276	851
Share Premium	228	193
Statutory reserve	93	80
Retained earnings	118	66
Fair value reserve for investments measured at fair value	117	82
Total Shareholder Operation's Equity:	1,832	1,272
Re-measurement EOSB obligations	(8)	(3)
Total Liabilities and Equity	4,766	4,107

Balance Sheet (Assets) Based on (IFRS 4) For the Years (2017-2022):

SAR' millions	FY 2022	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Insurance Operation's Assets:						
Cash and cash equivalents	424	323	253	361	223	290
Short term deposits	250	202	485	330	431	400
Long term deposits	50	100	-	-	-	-
Premium and RI receivables, net	728	582	333	150	202	127
RI share of unearned premium	617	539	364	274	196	130
RI share of outstanding claims	292	339	163	98	125	111
RI share on claims I BNR	181	150	58	44	42	42
RI share of mathematical reserves	89	124	139	-	-	-
Deferred policy acquisition cost	51	36	25	17	24	37
Investments	211	63	-	-	-	-
Due from shareholder's operations	11	-	-	-	-	-
Prepaid expenses and other assets	311	97	90	49	34	28
Property and equipment	32	31	14	17	9	9
Intangible assets	5	5	2	1	1	1
Unit-linked investments	484	-	-	-	-	-
Accrued commission income	9	2	-	0.2	2	3
Total insurance operation's assets	3,746	2,592	1,925	1,342	1,288	1,178
Shareholders Operation's Assets:						
Cash and cash equivalents	110	2	-	-	21	20
Short term deposits	105	-	167	211	448	425
Long term deposits	-	-	50	-	-	-
Investments / other financial assets	699	710	516	404	163	97
Due to shareholders operations	-	4	86	12	27	15
Prepaid expenses and other assets	1	0.2	0	-	-	-
Intangible assets	88	33	32	-	-	-
Goodwill	24	24	26	-	-	-
Statutory deposits	85	65	65	53	44	40
Accrued income on statutory deposits	17	11	10	6	4	3
Accrued commission income	8	5	4	5	3	2
Total Shareholders operation's assets	1,137	855	956	691	709	602
Total Assets	4,882	3,447	2,880	2,033	1,997	1,780

Balance Sheet (Liabilities and Equities) Based on (IFRS 4) for the Years (2017-2022):

SAR' millions	FY 2022	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Insurance Operation's Liabilities:						
Policyholders' claims payable	271	48	35	21	17	14
Accrued and other liabilities	306	189	152	97	115	72
Reinsurance balance payable	453	335	233	173	141	62
Unearned premium	1,182	1,074	790	638	537	539
Unearned reinsurance commission	46	31	21	14	12	10
Outstanding claims	546	481	234	140	152	161
Claims incurred but not reported	318	266	171	193	198	256
Gross mathematical reserves	90	124	139	-	-	-
Additional premium reserves	8	9	26	5	9	3
Other technical reserves	7	8	9	30	26	5
Unit-linked reserves	484	-	-	-	-	-
End of service indemnities	26	22	22	18	15	13
Due to insurance/shareholders' operations	-	4	86	12	27	15
Insurance operations surplus	9	2	10	4	14	31
Total insurance operation's liabilities	3,745	2,593	1,926	1,345	1,291	1,180
Shareholder Operation's Liabilities:						
Accrued and other liabilities	4	2	0	0	5	2
Zakat and income tax	45	31	29	16	29	26
Accrued income payable to SAMA	17	11	10	6	4	3
Due to insurance/shareholders' operations	11	-	-	-	-	-
Employee terminal benefits	1	-	-	-	-	-
Total shareholder operation's liabilities	78	44	39	22	38	31
Shareholders' Equity						
Share Capital	851	646	646	528	440	400
Share premium	193	103	103	30	30	30
Statutory reserve	63	63	63	53	49	32
Retained earnings	(68)	(41)	81	40	155	127
Fair value reserve	20	39	22	18	(3)	(17)
Total Shareholders Equity	1,059	811	916	669	671	571
Remeasurement of benefits obligations	0.10	(0.15)	(1.00)	(3.00)	(2.00)	(2.00)
Total Equity	1,137	855	915	667	669	569
Total Liabilities and Equity	4,882	3,447	2,880	2,033	1,997	1,780

Income Statement Based on (IFRS 4) for the Years (2017-2022):

SAR' millions	FY 2022	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Insurance operations:						
Gross written premium	2,642	2,339	1,473	1,215	1,105	1,102
Net Earned Premium	1,303	1,042	797	713	798	792
Reinsurance Commission	79	76	41	24	29	17
Other Underwriting Income	42	4	11	2	4	6
Total Revenue	1,424	1,121	849	739	831	815
Net Incurred Claims	(1,162)	(969)	(557)	(561)	(480)	(484)
Policy acquisition cost	(87)	(60)	(48)	(46)	(72)	(73)
Other Underwriting Expenses	(132)	(106)	(32)	(23)	(10)	(3)
Additional Premium Reserves	1	17	21	(4)	(5)	(2)
Change in mathematical reserves, net	(1)	-	-	-	-	-
Changes in unit-linked reserves	15	-	-	-	-	-
Other Technical Reserve	1	1	(22)	3	(21)	5
Total Underwriting Expenses	(1,365)	(1,117)	(637)	(629)	(588)	(558)
Net Underwriting Income	59	4	212	110	243	257
Operating Expenses/Income	(152)	(146)	(136)	(97)	(130)	(92)
Income / (Loss) from insurance Operations	(106)	(142)	76	13	113	165
Insurance Operation's Net Income	-	-	8	1	11	17
Shareholder's Operations:						
Income / (Loss) Transferred to Shareholders	(105)	(142)	69	12	102	149
Commission Income from Deposits	11	13	12	15	11	4
Dividend Income on Investments	12	3	3	1	1	1
Realized Gain / (Impairments) on Investments	38	23	1	-	(8)	(5)
Unrealized Gain on HFT Investment	(3)	2	-	-	-	-
General & Administrative Expenses	(18)	(12)	(11)	(5)	(6)	(6)
Bargain Purchase Gain/Loss	50	-	-	-	-	-
Zakat and Income Tax	(12)	(9)	(22)	(2)	-	-
Net Income / (Loss) for the Period	(27)	(122)	51	21	100	142
Unrealized Gain/Loss from Investments	58 (18)	17	4	21	14	7
Other Comprehensive Income / (Loss)	(45)	(105)	55	42	114	149
Earnings / (loss) Per Share (EPS)	(0.40)	(1.89)	0.82	0.40	1.62	3.22



04

**Significant plans,
decisions, and
future prospects**



Significant plans, decisions, and future prospects

Insurance Industry in Saudi Arabia continues to grow and is poised for further growth over the coming 5 years in line with the vision 2030. The establishment of the Insurance Authority is a decision to put focus on the insurance industry, and to empower the regulator to become an enabler to the development of the insurance sector. This move is expected to continue to accelerate growth. Property and Causality (P&C), the most profitable insurance segment, continues to remain the core strength of our Company. Almost 60% of our business comes from this segment. However, the retention ratio for this segment, due to the nature of the large risks, remains low for the market and Walaa is not an exception. Thus, Walaa took the step to raise its capital to retain more risk while maintaining solvency and “A” credit rating. Our objective is to steadily increase our retention ratio in the P&C segment while growing in the other three major segments of the market, namely Health, Protection & Savings, and Motor. To support our growth plans, we have completed a rights issue to increase our share capital by issuing 42.5 million shares at an offering price of SAR 11 per share with a nominal value of SAR 10 per share.

- Increase retention ratio in the P&C business.
- Growing the inward reinsurance business.
- Maintain solvency margin above 200%.
- Maintain Financial Strength Rating of “A”.
- Revamp/build the digital infrastructure to give best in class customer experience.
- Invest and build a robust health insurance ecosystem by in-housing the claims management system and process.
- Diversify the motor insurance portfolio, particularly comprehensive insurance.
- Increase investment returns and invest the capital proceeds in opportunities related to the insurance supply chain “backward integration”.



We continue to use a five-year roll-over business plan to meet our long-term objectives.

Motor

Walaa's continues to take its position as a major player in this segment despite the challenges that are encountered in the market price competition and raising claims trends.

Medical

Walaa is focusing on building its market share in the medical business, the medical insurance market is restrained with a duopoly that is holding around 57% of the market share, while Walaa and the remaining tier-2 companies having + 500 million GWP (Six companies including Walaa) are holding around 89% of the market share. The medical business is expected to further grow within the kingdom due to the ongoing country wide initiatives, and Walaa is planning to seize this opportunity by taking a share in this expected growth. To achieve this planned expansion in medical segment, a detailed growth strategy has been set and management continues to work on this long term plan. Walaa is working to build an in-house claim management setup that will give full control on medical claims as compared to current setup of working with claims third party administrators (TPAs). In addition to building human capital and know-how, we are investing in best-in-class system capabilities.





P&C

With an “A” credit rating, Walaa was able to continue to expand its market share in this segment, serving large reputable risk averse clients who values the financial strength and stability of their insurer. Over the years Walaa diversified its products in this segment (having more than 60 different products), built experience and know how, and secured its position of the second-largest general insurer in KSA for the past 3 year, writing over SAR 2 billion in Gross Written premium in 2024.

While the P&C business currently constitutes 17% of the insurance market, its growth is anticipated, aligning with the Kingdom’s overall economic expansion and numerous upcoming Giga projects. Walaa aims to leverage its reinsurance license, improved solvency and the financial strength Rating of “A”, to capitalize on the upcoming large P&C business opportunities related to Vision 2030 projects, Riyadh Expo 2030, and the Football World Cup 2034. In the coming years, more focus will be on Engineering lines of business due to boom in construction activities in the kingdom. Along with this, a strategy of tapping the retail market with home, shop, medical malpractice, Professional Indemnity, and travel will be pursued. Causality products such as D&O, Cyber etc, will also continue to be our focus area in coming years. Walaa also started to expand its reach by writing inward reinsurance business from the region by relying on an managing general agent (MGA) located in the Dubai International Financial Centre (DIFC) which will give more room for regional expansion over the coming years and future diversification of risks.

P&S

Post merger with MetLife and SABB Takaful, Walaa managed to get the life insurance license, experienced professionals, individual life system, and a portfolio that positioned the company as the 4th largest life insurance company. Although historically the life insurance business is small in Saudi with a value of SAR 3 billion, representing 4% of the insurance market, the majority of this business is bank credit life, and the individual life is very minimal. During 2024, P&S business shown massive potential where the market grows to SAR 5 billion reporting 9% of the insurance market. P&S has been consistently a profitable business that has proven to have huge potential. Vision 2030 has a specific focus on individualized savings and also the dynamics of the population are changing, all these factors will help P&S business to grow.





Digital Initiatives

Walaa embarked on an ambitious transformation journey that started in 2021, focusing on enabling agile and lean operations through a robust technology platform and environment. The company recognized the need for scalable, future-proof systems to support its business objectives and enhance operational efficiency. A significant part of this transformation included modernizing core applications, IT infrastructure, and customer experiences.

Throughout this transformation journey, Walaa's focus on operational efficiency, excellence, and customer experience has been aligned with its business growth and strategic objectives. The company remains committed to improving people, processes, and technological capabilities across the organization to support its vision for growth and enhance overall performance.

To achieve these goals, Walaa successfully implemented Oracle E-Business Suite (EBS) in 2022 to streamline operations in Finance, HR, and procurement. In addition, to meet the rigorous requirements of the International Financial Reporting Standard 17 (IFRS 17), the company's in-house team developed an actuarial solution, which was thoroughly tested and vetted by an independent party. Walaa also continuously enhanced its security practices to align with Insurance Authority cybersecurity guidelines and ISO standards, ensuring the highest levels of data protection. A hybrid infrastructure model, combining on-premise and cloud environments, was established to ensure future scalability while complying with privacy and protection regulations.

In 2022, Walaa made significant progress in rolling out scalable systems. The company began the phased rollout of the eBaoTech General System Suite, supporting the full lifecycle of P&C, motor, group, and credit life insurance products. Simultaneously, customer experience improvements were pursued through the implementation of Microsoft Dynamics 365 for customer relationship management (CRM) and the development of digital platforms through Mindex software.

In 2023, Walaa advanced its digital initiatives further by continuing the phased implementation of the eBaoTech General System Suite. By the end of 2023, all general insurance products and group life were successfully live on the new platform. Additionally, Walaa started implementing the Covergo Insurance Platform for Health insurance. For individual life, Walaa continued to enhance the systems acquired through its merger with SABB Takaful (ISF). To improve customer service, the company completed its implementation of Microsoft Dynamics 365 as customer relationship management software, and further enhanced its enterprise solution, Oracle E-Business Suite, integrating it with the newly implemented systems.

In 2024, Walaa successfully launched all motor retail products across various distribution channels using the eBaoTech system. The Covergo project is still in progress, with its implementation taking place in stages to ensure smooth integration and minimal disruption to customer service. This phased approach allows for careful monitoring and adjustment as the system is rolled out expecting to be completed by end of 2025. Furthermore, the development of new digital platforms, including portals, website services, and mobile applications, is actively ongoing. These initiatives will provide customers with a more user-friendly experience and expanded self-service options.

As Walaa continues its digital transformation, the company remains focused on delivering value through innovation and strategic technology investments that enhance customer offerings and operational efficiencies. The ongoing modernization of systems and platforms will provide a solid foundation for future growth, ensuring Walaa stays competitive and resilient in the evolving insurance landscape.



Financial Strength Rating

The financial stability is what sets Walaa apart from its competitors and is driving the company towards successful growth. Since 2021, Walaa has been assigned an “A3” Insurance Financial Strength Rating (IFSR) by Moody’s Investors Service. Additionally, Walaa has a Financial Credit Rating of “A-” from S&P. The Company has also secured a “gc AAA” long-term Gulf Cooperation Council Regional-scale and a national scale rating of “ksaAAA” financial strength credit rating from S&P. These ratings of Walaa reflect its strong brand and market position, strong asset quality, good capital adequacy, and strong reserve adequacy, indicating that Walaa’s financial strength to honor our obligations to the policyholders.

IFRS 17 Insurance Contracts & IFRS 9 Financial Instruments journey:

IFRS 17 “Insurance Contracts” which replaced IFRS 4 was published on May 18, 2017, and applies to insurance contracts, reinsurance contracts, and investment contracts with discretionary participation features. The company implemented IFRS 17 and IFRS 9 on January 1, 2023, applied retrospectively, and restated the comparative periods in 2023. During 2024, the Company applied these standards effectively and smoothly without any restatements or adjustments required to be made in financial statements under these two standards. Implementing IFRS 17 led to changes in the accounting policies for insurance contracts, along with amendments to presentation and disclosures as of the publication date of these financial statements. The Company continues to make improvements to its IT systems and data points to further enhance its systems and infrastructure.

A new ERP financial system (Oracle EBS) was implemented to meet the data requirements of the new standards, along with an in-house developed actuarial solution, which has been independently tested and vetted by external consultants, to support the IFRS 17 reporting requirements for the Premium Allocation Approach (PAA) and General Measurement Model (GMM). Since the Company operates in the Protection and Savings segment, it is required to apply the Variable Fee Approach (VFA) measurement model for this line of business. For this VFA application, the Company continues to use the IRIS tool acquired through the merger with SABB Takaful.

The Company plans to enhance its in-house developed actuarial solution to cover additional requirements of the standard such VFA measurement models, and to provide more detailed insights and analysis to support portfolio management and decision-making processes.

ISO Certifications

Walaa aims to be known as one of the one of the best-governed company in the region. We are proud to be following international standards and best practices that help to progress well with our customer-first approach and always be able to serve policyholders beyond their expectations. We have continued to hold the below ISO certifications, where few are presently under re-certifications:

- ISO 9001:2015 Quality Management System
- ISO 27001:2022 Information Security Management System
- ISO 22301:2019 Business Continuity Management System
- ISO 45001:2018 Occupational Health & Safety Management System
- ISO 14001:2015 Environmental Management System
- ISO 26000:2010 Social Responsibility Guidelines
- ISO 31000:2018 Enterprise Risk Management Guidelines

In 2024, Walaa continued to be certified for the Cybersecurity Compliance Certification (CCC) program, which was established to ensure all Saudi Aramco third parties follow the cybersecurity requirements in the Third-Party Cybersecurity Standard (SACS-002). Walaa has also continued to achieve 100% MHRSD Compliance Certified for 2024.

Shariah Compliance:

Operating under the Cooperative Insurance module and servicing clients within the kingdom of Saudi Arabia, being a Shariah Compliant company is important to the management and the board of directors. Walaa has appointed Shariah Review Bureau Co. as a Shariah Review Committee, since inception and continue to work with them on an annual basis. Part of the committee duties is to annually review the company's financial activates, separation of accounts for both Shareholder & Policyholder pools, investments, insurance programs, products and services from a Shariah point of view, to conform their compliance with the Shariah principles. In 2024 the Shariah review for the year of 2023 was concluded, and the company had a non-Shariah compliant investments income of SAR 0.098 million for the year of 2023, that from some of investment classes that do not currently comply with Sharia standards and hence shall be purified. As the company didn't perform the purification on behalf of the shareholders, in this regard, the company would like to notify the shareholders of their responsibility to purify this percentage of incompatible income which amounts 0.0012 Saudi Riyal per share. The Shariah Board consists of eminent scholars as nominated by them from time-to-time.





05

Risks faced by the Company

In an insurance environment filled with both challenges and opportunities, effective risk management is essential for sustainable success. In Walaa, we have adopted a comprehensive and proactive Enterprise Risk Management (ERM) framework that aligns with our business objectives and strategic initiatives.

Cultural Commitment to Risk Management

At Walaa, risk management transcends compliance; it is a core cultural value. By integrating risk awareness into our decision-making processes, we ensure operational strength and stakeholder confidence. This holistic approach positions Walaa to excel in a constantly evolving environment.

ERM Framework and Process

Our ERM framework adheres to rigorous industry standards, including ISO 31000, ISO 27001, and ISO 22301, while complying with the Insurance Authority's regulatory requirements. These standards not only ensure the strength of our risk management practices but also provide a globally recognized benchmark for performance and compliance. Central to our framework is a robust risk assessment process that identifies potential threats across the organization, including business processes, projects, outsourced activities, and external factors.

Continuous monitoring of our adherence to established risk appetites and limits is vital. We utilize key risk indicators (KRIs) to track performance and identify potential breaches early, enabling timely corrective actions.

Three Lines of Defense Model

Walaa's ERM framework is anchored in the globally recognized Three Lines of Defense model, ensuring a structured approach to risk management that provides clarity and accountability at every level of the organization:

1. **First Line of Defense:**
Operational management is responsible for identifying, assessing, and managing risks in their areas, implementing necessary controls to mitigate operational risks.
2. **Second Line of Defense:**
Risk Management, Compliance, Legal, Cybersecurity, and Data Management functions provide oversight, risk expertise, and support, ensuring alignment with organizational objectives and regulatory standards.
3. **Third Line of Defense:**
The Internal Audit function offers independent assurance regarding the effectiveness of governance and internal controls.

Key Risks and Mitigation Strategies

Walaa identifies several key risk areas, each with specific management strategies:



Underwriting Risk

As an insurance organization, Walaa's core operations revolve around underwriting activities, which inherently involve various risks. Underwriting risk includes challenges such as inadequate pricing, adverse selection, and inaccuracies in evaluating and assuming insurance policies. This risk can be exacerbated by concentration on specific portfolio elements, such as a heavy focus on a few large clients, particular industries, limited risk factors, geographic regions, or specific insurance products. Such concentration can create single points of failure and expose Walaa to potential catastrophic losses.

To effectively manage underwriting risks, Walaa has established a robust control framework that ensures each policy aligns with our business objectives and risk tolerance. This framework includes regular assessments, particularly quarterly evaluations focused on underwriting activities; to meticulously analyze potential exposures and ensure they remain within defined risk appetite parameters.

We prioritize transparency and proactive risk mitigation through thorough pricing audits and ongoing quality checks. Each underwriter operates within specified authority levels and is supported by advanced modeling tools and regular monitoring to ensure adherence to risk appetite and underwriting guidelines. These tools enable us to anticipate potential deviations and take corrective actions before they affect our financial stability or stakeholder interests.

To safeguard stakeholder interests, we secure appropriate reinsurance and maintain meticulous contract documentation. Our commitment to responsible underwriting is underpinned by vigilance, adaptability, and a focus on continuous improvement, ensuring a secure and sustainable future for Walaa.



Reinsurance Risk

Reinsurance risk pertains to the possibility that purchasing reinsurance may not effectively mitigate the underlying insurance risks faced by Walaa. Even with reinsurance in place, there is a chance it may not fully protect us from claims or other adverse events.

Principal Sources of Reinsurance Risk:

■ Inadequate Coverage:

Insufficient reinsurance may arise from limitations in the contract, exclusions, or underestimating potential claims. To mitigate this risk, Walaa adheres to comprehensive reinsurance guidelines, ensuring adequate coverage for all insurable risks.

■ Reinsurer Insolvency:

While unlikely, there is a risk that a reinsurer may become insolvent, exposing Walaa to uninsured portions of risk. We evaluate the financial stability of reinsurers to minimize exposure to such losses.

■ Claim Disputes:

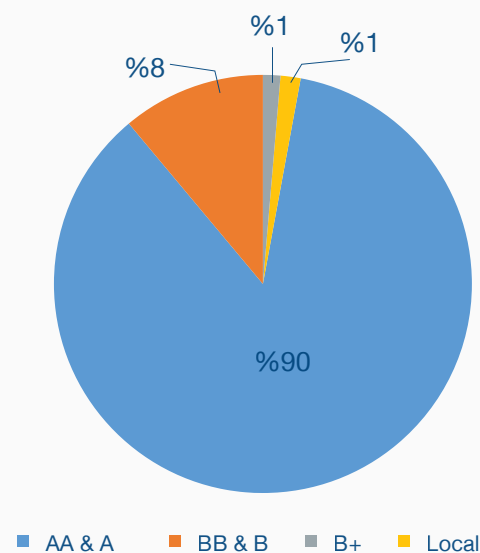
Conflicts regarding claim settlements or interpretations of reinsurance contracts can delay payouts and complicate loss recovery. We have measures in place to address and resolve potential conflicts.

■ Reinsurance Concentration:

Heavy reliance on a limited number of reinsurers or specific programs creates additional risk.

Walaa employs a comprehensive risk management framework that emphasizes the careful selection of reinsurers, partnering with financially stable and reputable entities. While regulatory requirements dictate a minimum acceptable credit rating of B+ or equivalent, 90% of Walaa's reinsurers hold ratings of AA or A, reflecting strong financial standing.

Reinsurance Companies Credit Rating



Additional selection criteria include evaluating the reputations of reinsurers in the international market, considering past relationships, diversifying the reinsurance panel, and conducting thorough reviews of contract terms. Regular monitoring by the Risk Management function further enhances this selection process, ensuring adherence to established criteria and proactive identification of potential issues.



Counterparty Default Risk

Walaa operates in a complex financial landscape, engaging with diverse counterparties exposes Walaa to the risk of default of a counterparty or obligor under various legal agreements with the Organization, encompassing payment agreements, reimbursement agreements, guarantees, and other financial obligations, including financial instruments and reinsurance. Additionally, it incorporates the risk of a downgrade in the credit rating of the counterparty or obligor, which may impact the insured's payment and other financial obligations to the Organization, as well as lead to a reduction in the asset market value of a security. This can encompass:

■ Payment defaults:

Failure to fulfill payment obligations under agreements like insurance contracts.

■ Reimbursement defaults:

Inability to reimburse amounts owed under agreements like reinsurance treaties.

■ Credit rating downgrades:

A significant drop in the counterparty's creditworthiness, potentially impacting their ability to meet future obligations or reducing the value of financial instruments held by Walaa.

Counterparty default risk can be amplified by concentration, where our exposure to specific groups of counterparties becomes disproportionately high relative to our overall credit portfolio. This can occur due to shared economic or industry factors impacting their financial stability simultaneously.



To mitigate counterparty default risk and reduce concentration, Walaa implements a proactive and comprehensive risk management strategy:

- **Diversification:**
We actively maintain a broad and diversified portfolio of financial instruments and counterparties. This minimizes our reliance on any single entity and spreads risk across different sectors and geographic regions.
- **Credit-worthy Counterparties:**
We prioritize transactions with counterparties who possess strong credit ratings and demonstrate sound financial standing. This reduces the likelihood of default and protects the value of our investments.
- **Continuous Monitoring:**
Our risk management team continuously monitors the creditworthiness of existing counterparties and market conditions to identify and address potential risks promptly.

By diligently implementing these strategies, Walaa effectively minimizes counterparty default risk and safeguards our financial stability. Our commitment to diversification and robust counterparty selection practices ensures long-term sustainability and protects the interests of our stakeholders.



Operational Risk

This involves the potential risk of compromising a portion of shareholder value due to failed internal processes, personnel, systems, or external events. This encompasses both manual and computerized internal processes, including IT, communications and legal. Stringent systems and processes are in place to ensure that operational risks are maintained within defined appetite limits.

Walaa is vigilant in safeguarding its operations and stakeholders against a diverse range of risks, both internal and external. Key categories include but are not limited to the following:

- **Financial Integrity:**
This encompasses internal fraud (misappropriation, misreporting, bribery) and external fraud like hacking and financial crime.
- **People and Work Environment:**
Risks associated with employee practices, including discrimination, workplace safety, and training.
- **Client and Business Conduct:**
Potential market manipulation, antitrust violations, product liability, and unfair practices.
- **Physical Assets and Disruption:**
Threats from natural disasters, vandalism, and damage to facilities, as well as business disruptions caused by utility outages and system failures.
- **Operational Efficiency:**
Ensuring accuracy and adherence to processes, addressing data entry errors, accounting mistakes, and potential negligence in managing client assets.

The internal control functions play a crucial role. They ensure compliance with policies and procedures, equip our staff with comprehensive training, and foster open communication around operational risk management. Specifically, Walaa's risk management team works in close collaboration with each business unit to unearth and address all potential operational risks. This collaborative approach encompasses:

■ **Continuous Monitoring:**

Processes and controls within each unit are constantly assessed for effectiveness and efficiency, ensuring operational excellence.

■ **Dynamic Risk Profiling:**

The risk profile and potential exposure to losses are continuously monitored and evaluated, informing strategic risk mitigation efforts.

■ **Stress Testing Resilience:**

Stress events specific to each unit are identified and analyzed in collaboration, assessing their likelihood, impact, and potential cascading effects.

■ **Proactive Preparedness:**

Business continuity plans are regularly reviewed and enhanced to proactively accommodate potential losses and adapt to evolving business and market conditions.

By integrating risk management into the very fabric of our operations, Walaa navigates the ever-evolving landscape of operational risks with confidence, safeguarding our present and securing our future.



Market Risk

As an insurance organization with substantial cash flow, actively invests in the market. Recognizing the volatility inherent in this, we prioritize effective market risk management for both stability and stakeholder value.

Market risk pertains to the potential for the fair value or future cash flows of a financial instrument (like stocks, bonds, or currency) to change significantly due to fluctuations in market prices. This encompasses three main categories:

■ **Foreign Exchange Rates (currency risk):**

Changes in the relative value of currencies can impact the value of investments made in other countries.

■ **Market Interest Rates (interest-rate risk):**

Fluctuations in prevailing interest rates can affect the value of fixed-income investments, like bonds.

■ **Market Prices (price risk):**

Changes in the market price of specific assets, like stocks or real estate, can lead to gains or losses.

Our robust market risk policy clearly outlines what constitutes such risks, guiding ongoing monitoring and compliance. Exposures and breaches are promptly reported to the Organization risk committee and investment committee, and the policy itself undergoes regular reviews for relevance and adjustments to the evolving risk environment.

Walaa actively analyzes operational and financial performance factors influencing stock and Sukuk market movements. This meticulous approach, combined with a diversified portfolio and security selection based on rigorous vetting, empowers us to make informed investment decisions in the dynamic landscape of the financial markets.

By prioritizing sound market risk management, Walaa safeguards its financial stability and navigates the uncertainties of the market with confidence, ultimately fulfilling its commitment to stakeholder value and long-term success.



Cyber Security Risk

Walaa recognizes the ever-present threat of cyber-attacks. In today's digital landscape, a single security breach can trigger ripple effects, jeopardizing not only earnings and capital but also our brand value, and potentially impacting individuals, other organizations, and even national security.

This risk arises from the potential for unauthorized access, manipulation, or destruction of our information assets, both digital and physical. We understand the consequences of data breaches, reputation damage, and system disruptions, and have therefore implemented a robust and proactive cyber security risk management framework.

Cyber security risk management goes beyond firewalls and antivirus software. It encompasses the governance and security of all information exchanges within our broader information systems, ensuring the resilience and integrity of our online and offline operations. It's a continuous process of identifying vulnerabilities, implementing effective controls, and adapting to the ever-evolving threat landscape. We embrace a multi-layered approach.

By taking proactive steps to mitigate cyber security risks, Walaa safeguards its operations, data, and reputation. We remain committed to building trust with our stakeholders and ensuring the long-term success of our business in the ever-evolving digital age.



Regulatory and AML Risk

Walaa operates within a complex landscape of regulations and Anti-Money Laundering (AML) guidelines. Recognizing the potential risks associated with non-compliance, we prioritize effective regulatory and AML risk management.

Regulatory risks arise from misinterpretation, ambiguity, or misapplication of laws and regulations governing our activities. These potential pitfalls encompass our relationships, processes, products, and services. Therefore, ensuring continuous compliance is paramount for protecting our reputation, safeguarding stakeholders, and avoiding financial penalties.

The Board of Directors takes a proactive role in overseeing compliance with regulatory requirements, emphasizing a balance between timeliness and effectiveness. The Board maintains a zero-tolerance stance for breaching Insurance Authority requirements, reinforcing the commitment to upholding regulatory standards.

Walaa recognizes the potential exposure to Anti-Money Laundering (AML) risk presented by criminals seeking to exploit insurance products for unlawful purposes. This includes methods like premium laundering, fraudulent claims, and investment-based concealment.

Proactive mitigation measures are in place, including robust KYC/AML procedures, comprehensive transaction monitoring, and enhanced due diligence for high-risk individuals and corporate and products. We also prioritize identifying and reporting suspicious activity through dedicated systems and collaboration with industry peers, regulators, and law enforcement. Continuous staff training and technology utilization further strengthen our efforts, ensuring a secure and trustworthy environment for all stakeholders.



Liquidity Risk

This involves the risk of inability to promptly convert assets into cash to meet financial obligations without incurring significant losses. It arises from mismatches between readily available resources and upcoming liabilities, impacting the organization's solvency and operational stability.

Walaa's principal sources of Liquidity Risk are but not limited to the following:

- Amounts due to the Organization not being collected in a timely manner;
- Failure to anticipate significant claim payments resulting in disruptions to cash flow;
- Inability to return collateral to clients;
- Illiquidity of investments.
- Failure of policyholders or reinsurer to settle dues on a timely basis
- Failure of an intermediary to settle dues on a timely basis
- Failure to accurately manage cash flow
- Impaired cash flow due to regulatory or legal action, or exchange rate control
- Failure to manage the impact of catastrophe losses
- Adverse market event leading to a reduction in the value or liquidity of assets

Walaa actively manages liquidity risk through a multi-approach which involves closely monitoring key ratios, analyzing cash flow maturity to predict potential mismatches, and conducting stress tests to prepare for extreme scenarios. Walaa is committed to a strong liquidity and solvency buffer exceeding regulatory requirements. Additionally, seamlessly balancing strategic growth with risk mitigation through operational excellence and technology advancements, safeguarding financial stability and stakeholder confidence.



Strategic Risk

This pertains to the risk of experiencing a loss in earnings, capital, or franchise value due to decisions linked to the business plan and strategic objectives. This encompasses the process of defining strategic and business plan objectives, specifying how to achieve them, and implementing those plans, with a focus on effectively responding to changing conditions. This encompasses three main categories:

Regulatory shifts:

Changes in regulations, legal landscapes, or customer behavior can impact sales volume, profitability, and business practices.

Competitive landscape:

A dynamic competitor landscape, including their pricing strategies or product offerings, requires constant vigilance and adjustments to maintain our edge.

Distribution risk:

Underperforming distribution channels can impact shareholder value through new sales, renewals, and existing business profitability.

Concentration risk:

Overreliance on specific industries or regions can pose major threats.

The Board of Directors prioritizes continuous adaptation to regulatory and technological changes, aiming to safeguard and enhance the organization's reputation, brand, and trust. This is achieved through a robust strategic risk management system that proactively identifies and mitigates strategic threats, ranging from shifting regulations to evolving competition. The organization's post-pandemic resilience serves as a testament to the effectiveness of this proactive approach, while its commitment to diversification and adaptation ensures sustainable value for stakeholders.



Conduct of Business Risk

Operating in the service-oriented industry, building trust, and maintaining a positive reputation are essential for success. However, inherent to our interactions with customers, agents, and the public lies Conduct of Business Risk. This risk encompasses inappropriate behavior by Walaa or its employees that could lead to financial losses, damage our reputation, or incur regulatory sanctions.

Conduct of Business Risk doesn't simply refer to legal breaches or contractual violations. It extends to a broader spectrum of actions and behaviors that, even while technically legal, can still inflict significant damage. This includes:

- **Unsuitable Behavior:**
Employee or representative conduct that is unprofessional, discriminatory, or harassing can erode trust and damage client relationships.
- **Product Misalignment:**
Offering products that don't match customer needs, due to inadequate understanding or targeting errors, leads to dissatisfaction, complaints, and potential regulatory intervention.
- **Transparency Gaps:**
Inaccurate or incomplete information shared with customers or the public, including unclear communication, lack of transparency, or deliberate misrepresentation, erodes trust and damages reputation.
- **Inefficient Claims Management:**
Lack of control over claims handling can result in errors, delays, and customer dissatisfaction, leading to financial losses and reputational damage through legal disputes or negative online reviews.
- **Post Sale Servicing:**
In a competitive market with high expectations, inadequate after-sales support, unresponsive personnel, or unresolved complaints can create long-term loyalty issues.
- **Mis-selling:**
Intentionally misrepresenting products to boost sales, regardless of customer needs, is unethical and carries severe consequences, including regulatory sanctions, financial penalties, and reputational damage.

The Board actively fosters a culture of ethical conduct through a shared vision aligning values with actions, a robust framework for identifying and addressing concerns, performance monitoring for continuous improvement, and incentivizing ethical behavior. Clear consequences for misconduct reinforce the importance of upholding ethical standards, safeguarding our reputation and building trust with stakeholders.



Actuarial Risk

Encompassing potential inaccuracies in models and calculations used for various insurance functions. These include determining premiums, setting reserves, implementing reinsurance strategies, and managing assets and liabilities. Inaccuracies in these critical areas could impact our financial stability, create misleading information for stakeholders, and undermine trust in our operations. Actuarial Risk arises from several factors, including:

- **Data limitations:**
Insufficient or inaccurate data used in calculations can lead to misinterpretations and biased results.
- **Assumption uncertainties:**
Utilizing unrealistic or outdated assumptions can distort risk assessments and financial projections.
- **Methodological shortcomings:**
Employing antiquated or inappropriate methods can generate flawed calculations and inaccurate conclusions.
- **Systemic weaknesses:**
Insufficient data management systems and analytical tools can increase the risk of human error and inconsistencies.

Walaa prioritizes mitigating Actuarial Risk through a comprehensive approach. We prioritize robust data governance, ensuring accurate and diverse sources for calculations. Our models and assumptions undergo continuous review and updates, adapting to market shifts and emerging risks. We leverage actuarial expertise for assessments and maintain a comprehensive risk management framework to identify, analyze, and mitigate actuarial risks across all business aspects.

Through the rigorous implementation of our ERM framework and adherence to international best practices, Walaa is well-equipped to navigate an increasingly complex risk landscape. Our commitment to ongoing monitoring and proactive risk mitigation ensures resilience and adaptability, reinforcing our position as a trusted leader in the insurance industry. This comprehensive approach not only protects stakeholder interests but also enhances our ability to deliver consistent value to our clients.

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:



The subject of violations	Geographical Spread of Gross Written Premium, SAR'm					
	Eastern	Central	Western	North	South	Total
2024	2,908	456	119	17	5	3,505
2023	2,515	663	123	40	5	3,346
2022	1,947	557	93	39	6	2,642
2021	1,791	317	146	68	17	2,339
2020	868	232	218	113	42	1,473
2019	714	102	248	114	37	1,215
2018	697	99	197	96	16	1,105

Material Variations from previous year

Please find below the table to report the operational results for the year 2024 as compared to previous year, along with the explanation for variance: Figures in SAR Millions.

Reported Line Item (SAR' millions)	Year		Change in		Explanation for Change
	2024	2023	Amount	%	
Insurance revenue	3,345	2,888	457	16%	Increase is mainly due to growth in premiums earned for Motor, Property, and Engineering lines.
Insurance service expense	(1,989)	(1,679)	(310)	18%	Increase is mainly due to growth in gross claims incurred and other attributable expenses for Property, Motor and Protection and Savings lines.
Net expense from reinsurance contracts held	(1,392)	(1,180)	(212)	18%	Increase is mainly due to increase in reinsurance premiums ceded during the year for Property and Engineering lines.
Insurance service result	(36)	28	(64)	-230%	Due to the reasons stated above.
Commission income on investments and deposits	74	58	16	28%	Increase is mainly attributable to increase in investments in Long Term Deposit by SAR 51 million and in Sukuk by SAR 165 million during the year.
Dividends on investments	17	17	-	0%	The dividend yield in current year is consistent with the yield in 2023.
Realized gain / (loss) on investments measured at FVTPL	44	9	35	388%	Increase in realized gain is due to selling shares allotted from IPO as well as selling investments in shares and funds held for investments.
Un-realized gain / (loss) on investments measured at FVTPL	5	81.0	(76)	-94%	Decrease is mainly due to the performance of equity market during the year and due to realizing gains by selling shares.
Bargain purchase gain	-	-	-	NA	NA
Net finance income / (expenses) from insurance contracts issued	(9)	(4)	(5)	125%	The increase is mainly due to the discount rates used for calculating the LIC/AIC.
Other income	23	11	12	106%	The increase is mainly due to gains recognized from disposal of land in 2024.
Other operating expenses	(35)	(37)	2	-5%	The decrease is mainly due to increase in the amounts allocated to insurance acquisition costs reported under insurance service expenses.
Provision for zakat & tax	(19)	(15)	(4)	25%	Provision for zakat has increased due to the new zakat regulations and attributed to the company growth.
Net income / loss for the period, after zakat & tax, attributable to the shareholders	64	148	(84)	-57%	Due to reasons stated above.
Actuarial gains/(losses) on defined benefit obligation	(4)	(3)	(1)	33%	Due to changes in discount rates as well as due to increase in the number of employees.
Net changes in fair value of investments measured at FVOCI-equity instruments	35	8	27	338%	increase in strategic investment valuation (Najm).
Total comprehensive income/(loss) for the period	95	152	(57)	-38%	Due to reasons stated above.



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 Chartered and Professional Accountants (“SOCPA”).

“Since 2023, the company’s financial statements have been issued in accordance with the International Financial Reporting Standard (IFRS) 17 “Insurance Contracts” and IFRS 9 “Financial Instruments,” as endorsed in the Kingdom of Saudi Arabia. On July 23, 2019, the Insurance Authority (Saudi Arabian Monetary Authority previously) issued instructions to insurance companies in the Kingdom of Saudi Arabia to account for zakat and income tax in the income statement, in alignment with the International Financial Reporting Standards and their interpretations issued by the International Accounting Standards Board and endorsed in the Kingdom of Saudi Arabia.

IFRS 17 enables 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.

The Company’s management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company’s ability.

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.

Details of shares and debt instruments issued for each affiliate company

The Company does not have any affiliate company.

Dividend Policy

The Company adopts the requirements to distribute dividends as and when declared, as per its Bylaws article (45), 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 shareholders’ book/record by end of dividends’ cum-date are eligible for the dividends on the distribution date. The Company shall notify CMA without delay regards the Dividends resolutions or recommendations. Dividends are payable on the place and time determined by the Board and in accordance with the instructions issued by the regulators, subject to a written approval from Insurance Authority.

As the operational growth accelerated and the Company is looking to increase its capital to meet the growth in its operations while maintaining a strong solvency ratio, The Board of Directors did not recommend distributing any dividends for the years 2023 & 2024.

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 2024, 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.

Interest, Options and Subscription rights

During the year 2024, details of interests, options, and subscription rights of the issuer’s Board of Directors, Senior Executives, their spouses, and minor children in the shares of the Company or debt instruments are as follows:

Name of Person of Interest	Beginning of 2024		End of 2024		Total Change	Percentage of change
	No. of Shares	Debt Instruments	No. of Shares	Debt Instruments		
Sulaiman A. Al Kadi	2,719	-	2,719	-	-	-
Khalifa A. Al Mulhim	1,381,729	-	2,910,618	-	1,528,889	110%
Wasef S. Al Jebsheh	-	-	-	-	-	-
Solaiman A. Al Twajiri	-	-	-	-	-	-
Waleed M. Al Jafaari	233,600	-	299,931	-	66,331	28%
Hatem F. Balghoneim	4,224	-	4,224	-	-	-
Jameel A. Al Molhem	1,200	-	1,799	-	599	50%
Hesham A. Al Jaber	-	-	-	-	-	-
Osama M. Al-Khunaizi	1,000	-	1,000	-	-	-
Abdulatif K. Al Mulhim	1,010,949	-	1,658,543	-	647,594	64%
Abdulaziz S. Al-Shabeebi ¹	-	-	-	-	-	-
Ahmed A. Al-Quraish ²	-	-	-	-	-	-
Johnson Varughese	62,500	-	134,969	-	72,469	116%
Mohannad M. Aldesouki	16,025	-	24,032	-	8,007	50%

*(1) Resigned as of June 9th,2024.
*(2) Appointed based on IA approval on July 25th,2024.

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

Borrowings, Issue /Redemption of Securities

The company has neither borrowed any funds nor issued or redeemed any securities during the year 2024 and does not have any outstanding convertible and/or redeemable debt instruments, options, warrants or similar rights.

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 2024, there were no convertible debt instruments, contractual securities, preemptive rights, or similar rights issued or granted by the Company.

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 2024, there were no conversion or subscription rights under any convertible debt instruments, contractual based securities, warrants or similar rights issued or granted by the Company.

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 2024, there was no redemption, purchase, or cancellation by the Company of any redeemable debt instruments.

Shareholders Records

The shareholders’ registers were requested by the company (21) times during the year 2024, as shown in the below table:

Request Date	Reason to Request
31/12/2024	Company’s Procedure
25/12/2024	Company’s Procedure
12/12/2024	Company’s Procedure
28/11/2024	AGM
26/11/2024	AGM
24/11/2024	Company’s Procedure - Detailed report
26/09/2024	Company’s Procedure
08/08/2024	Company’s Procedure
06/08/2024	Company’s Procedure
31/07/2024	Company’s Procedure
30/06/2024	Company’s Procedure
25/06/2024	AGM
14/05/2024	Company’s Procedure
13/05/2024	Others
12/05/2024	Others
09/05/2024	Others
01/05/2024	Company’s Procedure
24/03/2024	Others
13/03/2024	Others
07/03/2024	Company’s Procedure
07/02/2024	Company’s Procedure

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 2024:

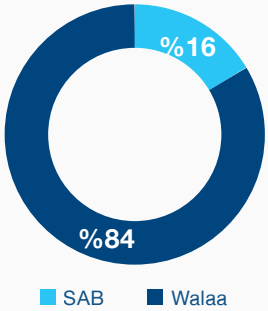
Related Party Name	Board Member (Representative for the Related Party)	Relationship Nature	Nature of Transactions	Nature as per Account Register	Contract Duration	Transaction Amount
Sulaiman A. Al Kadi	Sulaiman A. Al Kadi	Chairman	Motor Insurance	Insurance Operations	12-months	0.022
Khalifa A. Al Mulhiem	Khalifa A. Al Mulhiem	Vice Chairman	Various Insurance	Insurance Operations	12-months	0.229
Khalifa A Almulhem Company Limited (Kamco)						
Advanced Petrochemical Company						
Hatim Fahad Balghonaim	Hatem F. Balghoniem	Member	Various Insurance	Insurance Operations	12-months	0.356
Acceleration Company Ltd						
Hesham Abdullatif Al Jabr	Hesham Abdullatif Al Jabr	Member	Various Insurance	Insurance Operations	12-months	7.792
Haier & Aljabr Saudi Electronics Trading Company						
Gulf Carton Factory Company						
Aljabr Holding Company						
Canned Soft Drink Factory						
Arab National Bank	Waleed M. Al Jafaari	Member	Various Insurance	Insurance Operations	12-months	8.436
Waleed M. Aljaafari						
Al Dawaa Medical Service Co.						
Mishraf Construction Development						
Eastern Province Cement Company	Wasef S. Al Jesbshah	Member	-	-	-	-
Wasef S. Al Jesbshah						
Jameel Abdullah A Al Molhem	Jameel A. Al Molhem	Member	Various Insurance	Insurance Operations	12-months	24.216
Saudi Telecom Company						
Electrical Industries Company						

Related Party Name	Board Member (Representative for the Related Party)	Relationship Nature	Nature of Transactions	Nature as per Account Register	Contract Duration	Transaction Amount
Halwani Brothors Co.	Jameel A. Al Molhem	Vice Chairman	Various Insurance	Insurance Operations	12-months	0.041
Amlak International Finance Co						
Osama M. Alkonaizi	Osama M. Alkonaizi	Member	Various Insurance	Insurance Operations	12-months	0.356
Dar wa Emaar Real Estate Investment and Development Co						
Solaiman A. AlTwaijri	Solaiman A. AlTwaijri	Member	Various Insurance	Insurance Operations	12-months	0.045
Factory Of Amiiantit Rubber Industries Ltd						
Saudi Amicon Company Limited						
Bondstrand Limited Company						
Amintit Fiberglass Industries Company Ltd						
FAB Capital	Abdulatif K. AlMulhim	Member	Various Insurance	Insurance Operations	12-months	0.341
Abdulatif K. AlMulhim						
Bank Aljazira						
Tasnee (National Industrialization Company)	Abdilaziz S. Al Shobibi ¹	Member	Various Insurance	Insurance Operations	12-months	0.255
Alittafaq Steel Company						
Tawkelat Financing Company Leasing	Ahmed A. Al Quraishi ²	Member	Various Insurance	Insurance Operations	12-months	-
Total - (SAR in Million)						41.733

*(1) Resigned as of June 9th,2024.
*(2) Appointed based on IA approval on July 25th,2024.

Names of all Significant Shareholders and their ownership in the Company

Walaa has one Major Shareholder, Alawwal Bank, which owns 16% of the company’s shares.



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

Senior Executive Name	Position	Nature of Transaction	Nature as per Account Register	Contract Duration	Transaction Amount*
Johnson Varughese	Chief Executive Officer	Motor Insurance	Insurance Operations	12-months	2.5
Mohannad M. Al Desouki	Chief Financial Officer	Motor Insurance	Insurance Operations	12-months	3.4
Wasif F. Minhas	Chief General Insurance Officer	Motor Insurance	Insurance Operations	12-months	2.4
Turki A. Al Buraik	Chief Operation Officer	Motor Insurance	Insurance Operations	12-months	8.7
Sukumara Prakash	Chief Health and Life Insurance Officer	Motor Insurance	Insurance Operations	12-months	2.9
Turki K. Almolhem	Chief Motor Insurance Officer	Motor Insurance	Insurance Operations	12-months	3.0
Total					23.0

*Please note that figures are in Thousands.

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

The Chief Executive officer in his capacity as Investment Committee executive member has waived the remuneration assigned to the committee members as follow:

Member's Name	Fixed Remuneration (Excluding Meeting Allowances)	Meeting Attendance Allowances	Total In SAR m
Investment Committee			
Johnson Varughese (Executive member)	(0.070)	(0.005)	(0.075)

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 for the year 2024.

Statutory dues and payments

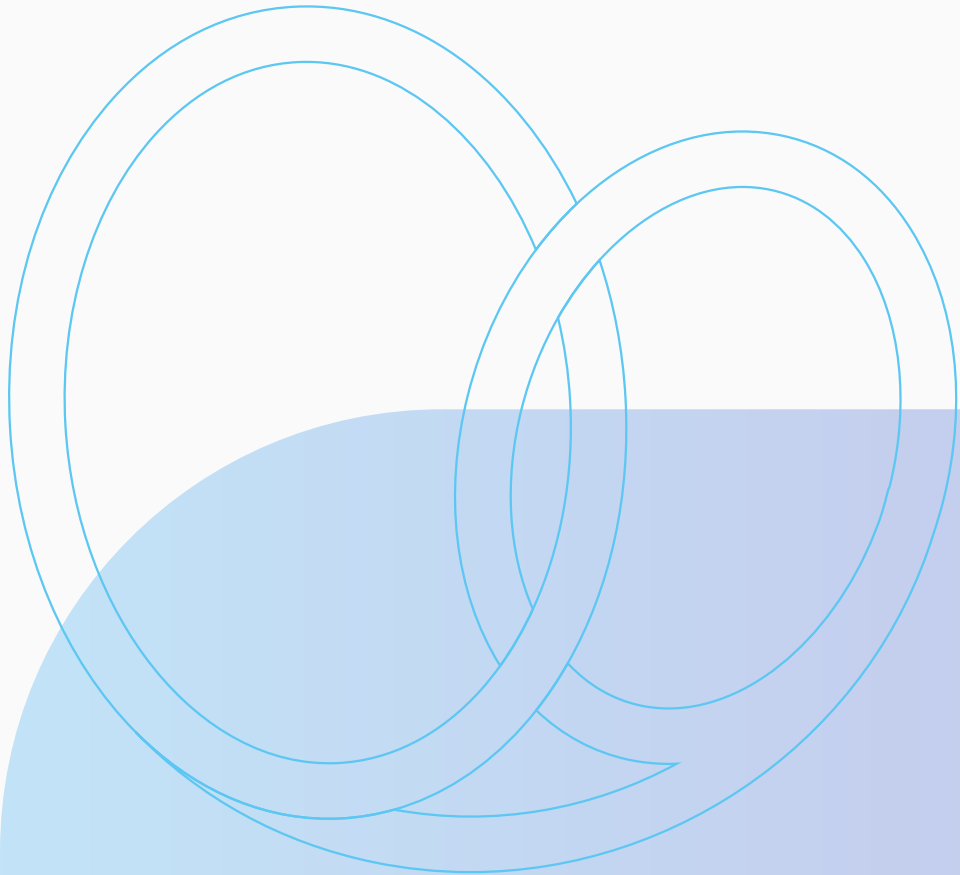
During the year 2024, the Company has made the following statutory payments on account of zakat, taxes, and other fees. The company does not have any outstanding statutory dues as on 31 December 2024, except for the following:

All Figures in SAR Millions

Statutory Expenditure Type	2024		Brief Description	Due Reasons
	Paid Amount	Due Amount		
Zakat, Tax and Customs Authority (ZATKA)	51.7	9.0	Annual Zakat and Tax in conformity with the regulations of ZATCA.	Includes outstanding Zakat and tax for the previous year in accordance with ZATCA regulations SAR 7.58 million, along with withholding tax for December 2024 amounting to SAR 1.39 million. Notably, the company has allocated a provision of SAR 18.75 million in 2024 to cover its Zakat and tax obligations for the year.
“Insurance Authority”	-	-	Inspection and Supervision Fees.	«Company is exempted from SAMA fees for 5 years starting Q4 2020, as an incentive to the merger.»
General Organization for Social Insurance (GOSI)”	12.7	0.9	Social insurance contributions for company employees.	“Due for December 2024 and paid in January 2025”.
“Council of Cooperative Health Insurance (CCHI)”	-	-	Inspection and Supervision Fees.	Company is exempted from fees due to merger of SABB Takaful.
“Ministry of Interior, Chamber, Labor Office, SAGIA”	0.20	-	Fees for issuance of visas, passports, and other government fees for company and its employees.	Paid on time (no dues).
“Saudi Stock Exchange (Tadawul)	0.50	-	Listing fees.	Paid on time (no dues).
Total	65.1	9.9		

Employees’ Benefits

In our commitment to supporting our employees, the Company offers a range of benefits designed to enhance their well-being and that of their families. We provide for all employees, group life insurance that includes personal accident coverage, safeguarding employees against accidental death or disability. To further support our employees, a special motor insurance discount is available for both employees and their families. Recognizing the importance of education, the Company allocates an education allowance for employees’ children, determined by their job grade. Additionally, we provide a nursery allowance to support all female employees, helping them balance their professional and personal responsibilities. These benefits reflect our dedication to fostering a supportive work environment and enhancing the quality of life for our employees and their families.



External auditor's report reservations on the annual financial statements

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.

External Auditors

Ordinary General Assembly meeting was held on 25 June 2024, whereby the assembly approved the appointment of external auditors as recommended by the Audit Committee at predetermined fees in order to audit annual financial statements for the year ended 31 December 2024 and to review interim financial statements for 2nd and 3rd quarters of 2024 and 1st quarter of 2025, and the fees have been determined.

The appointed auditors are El Sayed El Ayouty & Co. An independent member company of Moore International Limited, and Crowe Solutions for Professional Consulting , a member of Crowe International.

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.

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 made by the Audit Committee, which are inconsistent with the decision of the Board, or which the Board has refused to consider regarding the external auditor.

Statements of Affirmation

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

01

Proper books of account have been maintained;

02

The system of internal control is sound in design and has been effectively implemented;

03

There are no significant doubts concerning the Company's ability to continue its activities;

04

There is no conflict between the recommendations of the Audit Committee and the resolutions of the Board of Directors.



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**