

Resolution (6): The Ratification of Business and Contracts where a Board member has a direct or an indirect interest during the year 2013 and 2014, as follows:

a) Al Majd Al Rraqi Company for Medical Care and Health Services Limited (providing services associated with Diaverum), is owned ninety-eight percent by the Nazer Group Limited and two percent by Eng. Loay Nazer. Al Majd Al Rraqi Company for Medical Care and Health Services Limited provided services at a cost estimated at SR415k for the full 2013 period, and as at 31/12/2013G SR237k was estimated as payable, as well as continued services, and associated fees, until the end of 2014.

b) Mr. Abdulhadi Shayif owns a 1% shareholding in the Shariah Review Bureau (SRB), a company providing Shariah Consulting Services to Bupa Arabia and to which payment of SR 150k was made during the 2013 year, as well as continued services, and associated fees, until the end of 2014.

c) Trans Arabian Creative Communications (TRACCS) is 45% owned by Nazer Group Holding, and those whom have a direct interest are; Eng. Loay Nazer, Chairman and Mr. Tal Nazer, Chief Executive Officer, where these are fees for handling the Public Relation matters related to the company with a sum of SR211k in 2013, as well as continued services, and associated fees, until the end of 2014.

d) Bupa Arabia received SAMA's approval to finalise the transfer of the insurance portfolio, from Bupa Middle East Limited E.C., through SAMA's letter no IS928 dated 07/07/1430H, 30/06/2009G and the insurance portfolio transfer agreement and formalities were completed during 2009. The insurance portfolio purchase/sale agreement provided for the payment of fees relating to the outstanding Goodwill consideration amounts and SR3,355k, in accordance with this, were included in the 2011 results. The SR3,355k fees were settled to the seller in 2013 after SAMA's approval was received via SAMA letter number 341000017461.

e) In accordance with the approval of the Ordinary General Assembly Meeting held on 19/09/1430H, corresponding to 9/09/2009G, which authorised the Company to enter into a Brand Licence Agreement with Bupa or its relevant subsidiary, and authorised the Board to approve the terms and conditions of such agreement, including the financial consideration payable to the licensing company, during 2010 the Company entered into an agreement with the related party, Bupa Middle East Holdings Two W.L.L., a joint venture company

owned fifty per cent by each of Nazer Group Limited and Bupa Investments Overseas Limited, for obtaining a license to use the trade marks (the word Bupa with or without logo) of the related party. As per the terms of the agreement the related party receives an amount equal to a fixed percentage of gross premiums earned, subject to a maximum of 5% of the Company's profits in any financial year, as trade mark fee. During 2013 the trade mark fee payable amounted to SR9,714k, as well as continued services, and associated fees, until the end of 2014.

f) The Company on 28/2/1435H, corresponding to 31/12/2013G, entered into a reinsurance contractual agreement with Bupa Insurance Limited, a related party, to reinsure part of the written premium related to its customers, and their dependents, outside the Kingdom. Bupa Insurance limited is a subsidiary of the Bupa Group and which is represented on the Bupa Arabia Board of Directors by Mr. Ignacio Peralta Gracia, Ms. Elizabeth Alison Platt and Mr. James Gordon Wheaton. During 2013 the ceded premium amounted to SR76,661k, which represents approximately 3% of the 2012 annual written premium, as well as continued services with this reinsurance contractual agreement, and associated fees, until the end of 2014.

entered into health insurance contracts g) During 2013 the Company has with companies in which certain of the Bupa Arabia Board members have an interest or an association and can confirm that these contracts have been priced on an arms-length basis and in line with the Company's agreed targeted pricing and loss ratio requirements. The Company further confirms that these contracts carry no special arrangements with regard to any additional special benefits and nor are they entitled to, nor receive, any services or support different to that which is provided to any of the Company's other customers, as well as continued services under these contracts, if applicable, or upon renewal, during 2014.

h) During 2014 certain employees of the Company will work on a project owned by the Nazer Group Limited, a related party, as one of the shareholders of the Company. As a result the related costs of these employees, for the period they work on the related party project, will be recharged to the related party. The recharged expense, for the three month period ended 31/03/2014, was SR536k, as well as the continued recharge of such services, where applicable, during 2014.

Resolution (8): Approve the recommendation of the Board of Directors to set the specific and explicit policies, standards and procedures as required by Article 10 e listed in the Corporate Governance regulations as issued by the Capital Market Authority (CMA) and other policies as required by other regulatory authorities as applicable as per the below:

- 1- Fit & Proper Persons Policy
- 2- Corp Social Responsibility (CSR) & Sustainability Policy
- 3- Corp Governance Framework
- 4- Employee Code Of Conduct Policy
- 5- Information Governance Framework
- 6- Information Governance & Confidentiality Policy
- 7- Outsourcing Policy & Procedures
- 8- Complaint Management System
- 9- IT Security Policy