

## **Business Statement and contracts with related parties (Resolution 5)**

**Resolution (5): To vote on the Ratification of the Business and Contracts for the year 2016G and where a Board member has an interest for the following year, and that they contain no preferential treatment, as listed below:**

1. To vote on the business and contracts with Bupa Global, relating to reinsurance premiums, without any preferential treatment, noting that Martin Potkins and David Martin Fletcher have an interest as members of the Board of Directors, as well as the reinsurance contracts for the coming year. Noting that the value in 2016 was 18,813 thousand Saudi Riyals.
2. To vote on the business and contracts with Bupa Investments Overseas Limited, of the tax recovered from the shareholders abroad, without any preferential treatment, noting that Martin Potkins and David Martin Fletcher have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 31,304 thousand Saudi Riyals.
3. To vote on the business and contracts with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Martin Potkins and David Martin Fletcher have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 7,134 thousand Saudi Riyals.
4. To vote on the business and contracts with Bupa Middle East Holdings W.L.L., relating to brand fees, without any preferential treatment, noting that Loay Nazer, Tal Nazer, Martin Potkins and David Martin Fletcher have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 19,331 thousand Saudi Riyals.
5. To vote on the business and contracts with Nazer Clinics, which recharge mainly the recovery of the expenses of Bupa Arabia employees recharged to Nazer Clinics, without any preferential treatment, noting that Loay Nazer and Tal Nazer have an interest as owners, as well as for the coming year. Noting that the net value in 2015 was 5,519 thousand Saudi Riyals.
6. To vote on the business and contracts with Nazer Clinics, which recharge mainly the recharge of building reinforcement costs from Nazer Clinics to Bupa Arabia, without any preferential treatment, noting that Loay Nazer and Tal Nazer have an interest as owners, as well as for the coming year. Noting that the net value in 2016 was 1,397 thousand Saudi Riyals.
7. To vote on the business and contracts with Nazer for Dialysis and Advanced Health Services Limited, being the medical costs of providing medical services, without any preferential treatment, noting that Loay Nazer and Tal Nazer have an interest as owners, as well as for the coming year. Noting that the value in 2016 was 779 thousand Saudi Riyals.
8. To vote on the business and contracts with Bupa Arabia for Cooperative Insurance Company, being the cost of providing health insurance to its employees, without any preferential treatment, noting that

Tal Nazer has an interest as the CEO of Bupa Arabia for Cooperative Insurance, as well as for the coming year. Noting that the value in 2016 was 14,353 thousand Saudi Riyals.

9. To vote on the business and contracts with Nazer Group Holdings Co., being the cost of medical insurance for its employees, without any preferential treatment, noting that Loay Nazer has an interest as the Chairman of Nazer Group Holdings Co., as well as for the coming year. Noting that the value in 2016 was 734 thousand Saudi Riyals.

10. To vote on the business and contracts with Nazer Clinics, being the cost of medical insurance for its employees, without any preferential treatment, noting that Loay Nazer and Tal Nazer have an interest as owners, as well as for the coming year. Noting that the value in 2016 was 300 thousand Saudi Riyals.

11. To vote on the business and contracts with Nazer for Dialysis and Advanced Health Services Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Loay Nazer as an owner and Chairman of Nazer for Dialysis and Advanced Health Services Limited, and Tal Nazer who has an interest as an owner, as well as for the coming year. Noting that the value in 2016 was 4,115 thousand Saudi Riyals.

12. To vote on the business and contracts with Nawah Health Care Company, being the cost of medical insurance for its employees, without any preferential treatment, noting that Loay Nazer has an interest as an owner and chairman of Nawah Health Care Company, and Tal Nazer has an interest as an owner, as well as for the coming year. Noting that the value in 2016 was 2,468 thousand Saudi Riyals.

13. To vote on the business and contracts with the Nazer Clinics and the Nazer Pharmacies businesses in order to provide some medical and professional services, noting that prices will be comparable with the prices prevailing with other service providers and so without any preferential treatment, as well as for the coming year, noting that there is an interest for Loay Nazer and Tal Nazer as owners. Also noting that these will be the first contractual arrangements relating to medical and professional services.

14. To vote on the medical insurance contracts with the Xenel Holding Group, being the cost of medical insurance for its employees, without any preferential treatment, noting the interest of Aamer Abdullah Ali Reza as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 58,382 thousand Saudi Riyals.

15. To vote on the medical insurance contracts with Mr. Abdulhadi Ali Shayif, being the cost of medical insurance for family members and employees, without any preferential treatment, noting an interest for Abdulhadi Ali Shayif as a member of the Board of Directors of Bupa Arabia, as well as for the coming year. Noting that the value in 2016 was 61 thousand Saudi Riyals.

16. To vote on the medical insurance contracts with Water Bottling Co. Ltd., being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Mr. Abdulhadi Ali Shayif as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 3,868 thousand Saudi Riyals.

17. To vote on the medical insurance contracts with Zaid Al Gwaiz, being the cost of family medical insurance, without any preferential treatment, noting an interest for Zaid Al Gwaiz as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 26 thousand Saudi Riyals.

18. To vote on the medical insurance contracts with Al Yusr Leasing and Financing, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Al Gwaiz as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2016 was 22,226 thousand Saudi Riyals.

19. To vote on the business and contracts with the Shariah Review Bureau, to provide Shariah consulting and review services, without any preferential treatment, noting an interest for Abdulhadi Ali Shayif as an owner in the Shariah Review Bureau, as well as for the coming year. Noting that the value in 2016 was 150 thousand Saudi Riyals.



**Power of Attorney Form**

Date:

Corresponding to:

Date: Corresponding to: I ..... with national ID number..... issued from ..... in my [personal] capacity or [an authorised signatory/ chairman/manger .....[name of authorising company] and the owner of ..... shares of Bupa Arabia for Corporative Insurance with commercial registration number 4030178881 and pursuant to article 28 of the company's bylaws herby authorise ..... to attend the Extraordinary General Assembly to be held on Monday 12th Shaban 1438H, corresponding to 8th May 2017G, at 6:30 pm at Bupa Arabia's Jeddah Head Office, Prince Saud Al-Faisal Street., Al-Khaledeiyah District, Jeddah to vote and sign on my behalf on the agenda of the General Assembly Meeting. This authorisation is valid for this meeting and any subsequent adjourned meeting

**Full name of the person signing the POA:**

**Capacity the person signing the POA:**

**National ID number of the person signing the proxy or Iqama ID (for non-Saudis) or its equivalent:**

**Signature (if a legal entity):**