



- **Resolution (1):** To vote on the Board of Directors Report for the year ended 31/12/2017G.
- **Resolution (2):** To vote on the Auditors' Report for the year ended 31/12/2017G.
- **Resolution (3):** To vote on the Annual Financial Statements for the year ended 31/12/2017G.
- **Resolution (4):** To vote on the selection of the external auditors from the nominees based on the Audit Committee recommendation, so that the said external auditors are assigned to review the annual financial statements for the fiscal year 2018, and the 2018 first, second, third and fourth quarters' quarterly reports, and the 2019 first quarter quarterly report, and to determine their fees.
- **Resolution (5):** To vote on the dividend distribution of SR2.00 per share, totaling Saudi Riyals one hundred and sixty million (SR160,000,000), representing 20% of the paid up capital, to the shareholders owning shares as per the securities depository centre shareholder registry two days after the date of the Extraordinary General Assembly Meeting, and to be distributed within 15 days of the due date as per this General Assembly Meeting approval.
- **Resolution (6):** To vote on the Board member's remuneration at SR2,900K for the year ended 31/12/2017G, in accordance with Article 19 of the Company By-Laws.
- **Resolution (7):** To vote on the absolving of the Board of Directors of their responsibility for managing the company for the year ended 31/12/2017G.
- **Resolution (8):** To vote on the purchase of the LTIP shares, by the Company, in order to fulfil the current LTIP Cycle's required shares purchase, being an approval of the purchase of LTIP shares, by the Company, to a maximum value of SR11,494,500, to a maximum number of shares of 153,000, for its LTIP scheme, for its entitled LTIP employees. The allocation will be done within a maximum period of 12 (twelve) months from the date of the Extraordinary General Assembly meeting which approves the LTIP shares purchase and the purchase will be financed through company's fund. To authorise the Board to finalise the share buy-back transaction(s), in one or several phases, and to authorise the execution of the LTIP shares transactions, and/or the delegation of the authority to authorise the execution of the LTIP shares transactions.
- **Resolution (9):** To vote on the appointment of Mr. Simeon Preston (Non-Executive), as Board member representing the foreign shareholder, Bupa Investments Overseas Limited, to complete the current Board term, as a replacement of the resigned Board member, Mr. Martin Potkins.
- **Resolution (10):** To vote on the delegation of the authority to the Board to approve an interim dividend to the shareholders, on a semi-annual or quarterly basis, if required and approved by the Company, and provided approved by the relevant regulator(s).
- **Resolution (11):** To vote on the ratification of the business and contracts, for the year 2017G, with Bupa Global, relating to reinsurance premiums, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will 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 2017 was 9,252 thousand Saudi Riyals.

- **Resolution (12):** To vote on the ratification of the business and contracts, for the year 2017G, with Bupa Investments Overseas Limited, of the tax recovered from the shareholders abroad, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was nil thousand Saudi Riyals.
- **Resolution (13):** To vote on the ratification of the business and contracts, for the year 2017G, with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 4,185 thousand Saudi Riyals.
- **Resolution (14):** To vote on the ratification of the business and contracts, for the year 2017G, with Bupa Middle East Holdings W.L.L., relating to brand fees, without any preferential treatment, noting that Eng. Loay Nazer, Mr. Tal Nazer, Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 19,321 thousand Saudi Riyals.
- **Resolution (15):** To vote on the ratification of the business and contracts, for the year 2017G, with Nazer for Dialysis and Advanced Health Services Limited, being the medical costs of providing medical services, without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer have/will have an interest as owners, and Mr. Aamer Alireza, as the representative of the Nazer Group in the Bupa Arabia Board of Directors has had/will have an interest, as well as for the coming year. Noting that the value in 2017 was 1,237 thousand Saudi Riyals.
- **Resolution (16):** To vote on the ratification of the business and contracts, for the year 2017G, with Bupa Arabia for Cooperative Insurance Company, being the cost of providing health insurance to its employees, without any preferential treatment, noting that Mr. 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 2017 was 16,303 thousand Saudi Riyals.
- **Resolution (17):** To vote on the ratification of the business and contracts, for the year 2017G, with Nazer Group Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer has/will have an interest as an owner and as the Chairman of the Nazer Group Limited, and Mr. Tal Nazer has/will have an interest as an owner, and that Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 559 thousand Saudi Riyals.
- **Resolution (18):** To vote on the ratification of the business and contracts, for the year 2017G, with Nazer Clinics, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer have/will have an interest as owners, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 896 thousand Saudi Riyals.



- **Resolution (19):** To vote on the ratification of the business and contracts, for the year 2017G, with Nazer for Dialysis and Advanced Health Services Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nazer for Dialysis and Advanced Health Services Limited, and Mr. Tal Nazer as owner, have/will have an interest, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors as well as for the coming year. Noting that the value in 2017 was 5,268 thousand Saudi Riyals.
- **Resolution (20):** To vote on the ratification of the business and contracts, for the year 2017G, with Nawah Healthcare Company, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nawah Healthcare Company, and Mr. Tal Nazer as owner, have/will have an interest, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 1,803 thousand Saudi Riyals.
- **Resolution (21):** To vote on the ratification of the business and contracts, for the year 2017G, 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/there will be an interest for Eng. Loay Nazer and Mr. Tal Nazer as owners and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors. Noting that the value in 2017 was 6,149 thousand Saudi Riyals.
- **Resolution (22):** To vote on the ratification of the medical insurance contracts, for the year 2017G, with the Xenel Holding Group, being the cost of medical insurance for its employees, without any preferential treatment, noting the interest of Mr. Aamer Alireza as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 53,094 thousand Saudi Riyals.
- **Resolution (23):** To vote on the ratification of the medical insurance contracts, for the year 2017G, with Dr. Adnan Soufi, being the cost of medical insurance for family members, without any preferential treatment, noting an interest for Dr. Adnan Soufi as a member of the Board of Directors of Bupa Arabia, as well as for the coming year. Noting that the value in 2017 was 15 thousand Saudi Riyals.
- **Resolution (24):** To vote on the ratification of the medical insurance contracts, for the year 2017G, with Mr. Abdulhadi Ali Shayif, being the cost of medical insurance for family members and employees, without any preferential treatment, noting an interest for Mr. 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 2017 was 67 thousand Saudi Riyals.
- **Resolution (25):** To vote on the ratification of the medical insurance contracts, for the year 2017G, 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 2017 was 3,611 thousand Saudi Riyals.
- **Resolution (26):** To vote on the ratification of the medical insurance contracts, for the year 2017G, with Zaid Algwaiz, being the cost of family medical insurance, without any preferential treatment,



noting an interest for Zaid Algwaiz as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 28 thousand Saudi Riyals.

- **Resolution (27):** To vote on the ratification of the medical insurance contracts, for the year 2017G, with AlRajhi Steel Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 6,604 thousand Saudi Riyals.
- **Resolution (28):** To vote on the ratification of the business and contracts, for the year 2017G, 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 2017, to the point Mr. Abdulhadi Ali Shayif was no longer an owner in the Shariah Review Bureau, was 119 thousand Saudi Riyals.
- **Resolution (29):** To vote on the ratification of the business and contracts, for the year 2017G, with the Nazer Medical Clinics, for expenses charged/re-charged, without any preferential treatment, noting an interest for Eng. Loay Nazer and Mr. Tal Nazer, as owners of Nazer companies, and that Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was a net 284 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 Thursday 16th Ramadan 1439H, corresponding to 31st May 2018G, at 6:30 pm at Bupa Arabia's Jeddah Head Office, Prince Saud Al-Faisal Street., Al-Khaledeyah 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):	

2)Opinion regarding the appropriateness of the Company's internal control system and the Audit Committee's tasks/activities:

The Audit Committee confirms that it has, during 2017, completed its tasks and activities, in accordance with the extent of the powers afforded to it, as per the regulations and as reflected within the Audit Committee Charter approved during the 30th November 2017G General Assembly meeting, and that in fulfilling these tasks/activities is able to express an opinion on the Company's internal control system during 2017 as follows:

"the Company's system of internal control is sound and acceptable in design and effectiveness."

Yours Sincerely,

Dr. Adnan Abdulfattah Soufi
Chairman of the Audit Committee

٢) رأي اللجنة فيما يتعلق بأدائها لمهامها وأنشطتها ومدى كفاية نظام الرقابة الداخلية بالشركة:

وتؤكد لجنة المراجعة أنها قامت خلال عام 2017م، بإنجاز مهامها وأنشطتها وفقاً للاختصاصات المحددة لها، والواردة في اللوائح والتعليمات ولائحة لجنة المراجعة في الشركة المعتمدة خلال اجتماع الجمعية العامة المؤرخ 30 نوفمبر 2017م، ومن خلال أداء هذه المهام والأنشطة فإنه يمكن للجنة إبداء الرأي حول نظام الرقابة الداخلية للشركة خلال عام 2017م،

"وقد كان نظام الرقابة الداخلية للشركة سليم وكافي وتم تنفيذها بفعالية".

وتفضلو بقبول فائق الاحترام و التقدير،



الدكتور/ عدنان عبدالفتاح صوفي
رئيس لجنة المراجعة



Distribution of Dividends Statement

The Board of Directors of Bupa Arabia for Cooperative Insurance Company (Bupa Arabia or the Company) hereby cordially invites the shareholders to attend the Extraordinary General Assembly Meeting, to be held on Thursday 16th Ramadan 1439H, corresponding to 31st May 2018G, at 10:30 pm at Bupa Arabia's Jeddah Head Office, Prince Saud Al-Faisal Street, Al-Khaleidiyah District, Jeddah, to consider and vote on the resolutions per the attached agenda in the Tadawul announcement.

As per resolution number 24 in the agenda – The Company is proposing the voting by the shareholders on the distribution of dividends to the shareholders of two (2,00) Saudi Riyals per share, and the total amount that will be distributed is SR160,000,000 (One Hundred and Sixty Million) Saudi Riyals and the proposed amount represents 20% of the paid up capital. The eligible shareholders are those owning shares as per the securities depository centre shareholder registry two days after the date of the Extraordinary General Assembly Meeting, and to be distributed within 15 days of the due date as per this General Assembly Meeting approval.

As per the Capital Market Authority Board resolution number (6-46-2017) dated (22/7/1438H) corresponding (19/4/2017G) in regard to the updated instructions of the listed companies announcements.



Dear Shareholders,

In my capacity as Chairman of Bupa Arabia for Cooperative Insurance, I would like to inform you that we intend to enter into contracts and work with Related Parties in order to engage and receive some medical and other professional services. As these contracts involve transactions with Related Parties, we need to obtain your consent before we enter into such transactions, taking into account the absence of any preferential treatments in these contracts and that costs and prices will be compatible with those in the market. Therefore we ask you to vote on the contracts for last year and the contracts for the next year.

Eng. Loay Hisham Nazer
Chairman of Bupa Arabia for Cooperative Insurance

Bupa Arabia for Cooperative Insurance

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Paid up Capital: SR 800,000,000

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6th May 2018

Subject: Chairman Declaration of transactions and contracts in which Board members of Bupa Arabia for Cooperative Insurance Company have a personal interest for the year ended 31 December 2017.

1 Related party transactions:

The Company has related party transactions, due mainly to the ownership in a few of the companies Bupa Arabia deals with, by Bupa and Nazer, and a summary of which is reflected in the table immediately below, with further details associated with these transactions covered in sections 2, 3 and 4 below.

Legal Entity	Related parties	Description	Period	2016 SRk	2017 SRk	2017SRk Change
Bupa Global Market Unit	Bupa	Reinsurance premiums ceded	Annual - full year	3,105	9,252	6,147
Bupa Investments Overseas Limited (BIOL)	Bupa	Tax Equalization	Annual - full year	31,304	-	(31,304)
Bupa Middle East Holdings Two W.L.L.	Bupa and Nazer	Trade mark fee	Annual - full year	19,331	19,321	(10)
Nazer Medical Clinics Company	Nazer	2016 payable to Nazer Medical Clinics is due mainly to building reinforcement costs recharged by Nazer Medical Clinics to Bupa Arabia.	Annual - full year	1,397		(1,397)
Nazer Medical Clinics Company	Nazer	2017 receivable from Nazer Medical Clinics to Bupa Arabia is Microsoft Dynamics licence recharged by Bupa Arabia	Annual - full year	-	284	284

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Nazer for Dialysis and Healthcare Services Co. Ltd (Diaverum)	Nazer	Claims paid to medical provider	Annual - full year	779	1,237	458
Shariah Review Bureau (SRB)	Mr. Abdulhadi Shayif	Shariyah consulting	Annual – 2016 full year, 2017 to 14/10/17	150	119	(31)
Total				56,066	30,213	25,853

2 Insurance contracts with companies related to Board members:

The Company has entered into health insurance contracts with companies in which certain of the Bupa Arabia Board members have an interest or an association. Bupa Arabia can confirm that these contracts have been priced on an arm's 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 for new services under new contracts, if required and applicable, or upon renewal, during 2017 as follows, and also going forward for during 2018 if required:

- Bupa Arabia for Cooperative Insurance Company's own health insurance costs for its providing health insurance to its own employees – SR16,303K , claims paid SR 10,116K
- Board members Eng. Loay Hisham Nazer (Chairman), Mr. Tal Hisham Nazer, Chief Executive Officer (CEO), and Mr. Aamer Alireza, Nazer Board member representative, through their relation to the below Nazer companies:
 - Nazer Group Limited, SR559K , claims paid SR976K
 - Nazer Medical Clinics Company and Nazer Pharmacies businesses, SR896K , claims paid SR555K
 - Nazer Dialysis & Advanced Health Services Co. Limited, SR5,268K, claims paid SR2,169K
 - Nawah Healthcare, SR1,803K , claims paid SR 1,263K
- Mr. David Fletcher, Mr. Martin Potkins, and Mr. Simeon Preston, all representing the foreign shareholder, whether in 2017 or 2018, Bupa Investments Overseas Limited (BIOL), as nonexecutive Board Members, as employees of the Bupa Group and its companies, relating to its partnering with Bupa Arabia on contracts with the Bupa Group, SR4,185K over 28 contracts (2016: SR5,274K over 36 contracts) and which details will be shared at the General Assembly Meeting,
- Mr. Aamer Ali-Reza, Non-Executive Board member:
 - As a Board member of the Xenel Group of Companies, SR53,094K
- The below Insurance contracts through which the Independent Board members are associated through their membership of the Boards, or having their own personal insurance, as detailed below:
 - Dr. Adnan Soufi Independent Board member, Non-Executive

- Personal family insurance, and settled to Bupa Arabia by the Company which contracts with Bupa Arabia for its health insurance and amongst which Dr. Adnan and his family are provided health insurance by that Company, SR15K
- Mr. Abdulhadi Shayif, Independent Board member, Non-Executive
 - Personal family and personal employees' health insurance cover, and settled personally, SR67K
 - As a Board member of Health Water Bottling Company, SR3,611K
- Mr. Zaid Algwaiz, Independent Board member, Non-Executive:
 - Personal family insurance, and settled personally, SR28k
 - As a Board member of Rahji Steel Company, SR6,604K

3 Other contracts with companies related to Board members:

Since the second quarter of 2012 the Company has contracted with a Dammam based provider of dialysis services, Nazer Dialysis & Advanced Health Services Co. Limited (a company providing services associated with Diaverum), and which is owned ninety-eight percent by the Nazer Group Limited and two percent by Eng. Loay Nazer. The related party relationship therefore exists due to the ownership/Board memberships of Eng. Loay Nazer and Mr. Tal Nazer (Chairman and Executive Board member/CEO of Bupa Arabia respectively), and with Mr. Aamer Alireza as Nazer Bupa Arabia Board member representative. The contract is a provider relations contract for the duration of twelve months for every year, and is expected to continue each year, subject to the approval of the shareholders in the General Assembly meeting each year. Nazer Dialysis & Advanced Health Services Co. Limited provided dialysis services to Bupa Arabia patients at a cost to the Company estimated at SR1,237k for full year 2017 (versus SR779k estimated for the full year 2016). At 31/12/2017 SR138k was estimated as payable to Nazer Dialysis & Advanced Health Services Co. Limited (SR779k estimated as payable for 2016 as at 31/12/2016).

During 2017 Bupa Arabia included the Nazer Medical Clinics Company and the Nazer Pharmacies businesses in Bupa Arabia's network of hospital and clinic providers and a related party relationship therefore exists due to the ownership of Eng. Loay Nazer and Mr. Tal Nazer in the Nazer Group of companies and for Mr. Aamer Alireza as representative of the Nazer Group on the Bupa Arabia Board. These two Nazer companies provide clinical and medical services to Bupa Arabia's clients and the total expense transactions for 2017 were estimated at SR6,149k of which as at 31 December 2017 it was estimated that circa SR922k was payable (as at 31/12/2016 nil).

Bupa Arabia confirms that the above contracts were priced on an arm's length basis and in line with the same procedures as the Company's other hospital providers and clinics. 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 hospital providers and clinics. (as reflected within the related parties note 12 in the 2017 annual financial statements).

Mr. Abdulhadi Shayif, Independent Board member, previously owned a one percent stake holding in the Shariah Review Bureau (SRB), the Shariah review company contracted to by Bupa Arabia and which represented an operating expense to Bupa Arabia in 2017 of SR150k (2016 year was SR150k), and of which of the SR150k for the 2017 year an amount of SR119k was relevant to the period in which Mr. Abdulhadi Shayif was a stakeholder in the SRB. Effective from 15 October 2017, Mr. Abdulhadi Shayif is no longer a stakeholder in the Shariyah Review Bureau. The contract is an annual contract for the provision to Bupa Arabia of Shariah review services and is expected to

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continue each year but is no longer a related party transaction of Mr. Abdulhadi Shayif or Bupa Arabia (as reflected within the related parties note 12 in the 2017 annual financial statements).

In accordance with the approval of the Ordinary General Assembly Meeting held on 19/09/1430H, 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. The trade mark fee is payable at different rates linked to the results of the Company. Consequent to the slight decrease in premium a slightly lower rate of trade mark fees is payable versus the prior year. Accordingly, during 2017 the trade mark fee amounted to SR 19,321k, compared to 2016 of SR19,331k (as reflected within the related parties note 12 and Trade Mark Fee note 17 in the 2017 annual financial statements).

The above contractual arrangements were approved by the Board between the years 2012 and 2017 (the related party Board members did not vote on these matters) and will also be presented to the 2017 General Assembly meeting, which will take place during 2018, for approval.

The Company signed a reinsurance agreement, on 28/2/1435H, 31/12/2013G, with Bupa Insurance Limited (a Related Party) to reinsure part of the written premium related to its customers outside the Kingdom, and their dependents. Bupa Insurance limited is a subsidiary of the Bupa Group which is represented on the Company's Board through Bupa Investments Overseas Limited by Mr. David Fletcher, Mr. Martin Potkins and Mr. Simeon Preston. The premium ceded at 31/12/2017 was SR 9,252k (at 31/12/2016 was SR 18,813k), which represents less than 0.12% of the 2017 annual gross written premiums (it was less than 0.24% of the 2016 annual gross written premium). Bupa Arabia will seek the shareholders' approval at the 2017 General Assembly meeting, which will take place during 2018.

Where any Board member had a conflict of interest, the approval voting of the Board excluded the Board member with the conflict of interest.

The Company confirms that other than the above, and below (in section 4), specific contracts there are no other contracts to which the Company is a party and in which a Board member, the CEO, the CFO or any associate is or was materially interested.

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4 Other related party transactions:

During 2017 the net amount reflected as charged from/to Nazer Medical Clinics and Bupa Arabia is SR284K for some shared building reinforcement costs and other Microsoft licence fees.

These transactions were reflected in the related party note (12) in the 2017 annual financial statements.

A blue ink signature of Eng. Loay Hisham Nazer, consisting of a long horizontal stroke followed by a loop and a vertical line.

Eng. Loay Hisham Nazer
Chairman of the Board of
Directors

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Authorised Capital: SR 800,000,000
Paid up Capital: SR 800,000,000

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License No. 46/11/323 issued 11/3/1992

INDEPENDENT LIMITED ASSURANCE REPORT

To the Shareholders of Bupa Arabia for Cooperative Insurance Company (A Saudi Joint Stock Company) Jeddah, Kingdom of Saudi Arabia

Upon request of the management of **Bupa Arabia for Cooperative Insurance Company** (the "Company"), we have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been prepared, in all material respects, in accordance with the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Chairman's declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Regulations for Companies and presented by the Chairman of **Bupa Arabia for Cooperative Insurance Company** (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2017 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 71 of the Saudi Arabian Regulations for Companies issued by MOCI (1437H -2015).

Management Responsibility

The Management and the Chairman of the Company are responsible for the preparation and appropriate presentation of the Subject Matter in accordance with the Applicable Criteria. Further, the Company's management is responsible for establishing and maintaining internal controls relevant to the preparation and presentation of the Subject Matter that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate criteria; maintaining adequate records and making estimates that are reasonable in the circumstances.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Subject Matter based on our limited assurance engagement conducted in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management.

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on the assurance practitioner's judgment including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.

Independence and quality controls

We are independent of the Company in accordance with professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our assurance engagement and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of Procedures

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject matter, nor of the underlying records or other sources from which the Subject matter was extracted. Accordingly, we do not express such an opinion

Our procedures included, but are not limited to:

- Obtaining the BOD chairman's list that includes all kind of business and contracts performed by any of the BOD members of the Company either directly or indirectly in the favor of the Company during the year; (Appendix 1);
- Reviewing of the BOD's minutes of meetings that indicate member notification to the BOD on the business and contracts performed by the BOD member; and further that the concerned Board Member did not vote on the resolution issued in this regard at the meetings of the BOD and shareholders assembly;
- Obtaining the required approvals on the transactions included in the Chairman's declaration (Appendix 1);
- Obtaining confirmation from the concerned BOD member on the business and contracts performed by the member during the year; and
- Ensuring the total transaction amounts included in the list prepared by the BOD chairman agrees to the total transaction amounts included in the note 12 to the audited financial statements.

Limited Assurance Conclusion

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter has not been prepared in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of Our Report

Our report is prepared upon the request of the Company's management to be presented to the shareholders in their ordinary General Assembly Meeting in accordance with the requirements of Article (71) of the Saudi Arabian Regulations for Companies and should not be used for any other purpose.

For KPMG Al Fozan & Partners
Certified Public Accountants

Ebrahim Oboud Baeshen
License No. 382



Shaban 20, 1439H
Corresponding to May 6, 2018

Form No (1) Curriculum Vitae



1. Personal Data						
Name	Mr. Simeon Preston					
Nationality	British	Date of Birth	15/04/1970			
2. Qualifications						
No	Degree	Major	Year	Insituate		
1	Master Degree	MBA	1999	INSEAD Business School		
2	Master Degree	Science in Transportation Policy and Planning	1993	University of Newcastle-Upon-Tyne		
3	Master Degree	Science in Geographical Information Systems	1992	University of Leicester		
4	Bachelor Degree	Geography	1991	London School of Economics		
3. Past Experiences						
Period	Field of Experience					
2010-2017	Chief Executive Officer and Chief Operating Officer, American International Assurance 'AIA'					
2008-2010	Partner in the financial services sector at Bain & Company in Asia					
1999-2008	Partner and responsible for Marakon's office in Singapore.					
1993-1998	Collaborator and representative of Halcrow's Group in Malaysia.					
4. The current membership in the board of directors of other joint stock companies (listed or listed) or any other company, whatever its legal form or committees emanating from it:						
no	Company name	Main activity	Membership Status (Executive, Non-Executive, Independent)	Membership status (in his or her personal capacity, representative of legal (person	Membership of committees	The legal form of the company
1						
2						
3						
4						