

Extraordinary
General Assembly
Meeting
(First Meeting)

30 June 2022

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General Assembly Agenda

- **Resolution (1):** To vote on the Board of Directors Report for the fiscal year ended 31/12/2021G.
- **Resolution (2):** To vote on the Auditors' Report for the fiscal year ended 31/12/2021G.
- **Resolution (3):** To vote on the Annual Financial Statements for the fiscal year ended 31/12/2021G.
- **Resolution (4):** To vote on the recommendation of the Board of Directors to distribute cash dividends for the fiscal year 2021G, (4.50) Saudi Riyal per share in a total amount of (540,000,000) Saudi Riyal, or 45% of the nominal share value, provided that the shareholders owning the shares are eligible at the end of the trading day of the General Assembly meeting and those registered in the company's shareholders' register with the Securities Depository Center Company (Edaa Center) at the end of the second trading day following the approval date, the Dividend distribution date will be announced later.
- **Resolution (5):** To approve the purchase of the Long-Term Incentive Plan ("LTIP") shares to a maximum value of SR17,551,122 to a maximum number of shares of 175,000, the purchase will be financed through company's fund for its entitled LTIP employees. Further, to authorize the Board of Directors to complete the purchase of the shares within (12 months) from the date of the Extraordinary General Assembly Meeting's Approval. The purchased shares will be kept no longer than (10 years) from the date of approval until its allocated for the entitled employees. Noting that this program is a continuation of the current program, the conditions of which were previously determined by the Board of Directors, and the approval of the Extraordinary General Assembly was obtained on 12/08/1438 AH corresponding to 08/05/2017G.
- **Resolution (6):** To vote on the Board member's remuneration at SR (4,108,000) for the year ended 31/12/2021G.
- **Resolution (7):** To vote on the absolving of the Board of Directors for the year ended 31/12/2021G.
- **Resolution (8):** 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 (9):** To approve the appointment of the members of the Board of Directors for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G, on a cumulative voting basis. Attached the profiles of the nominees being presented.
- **Resolution (10):** To vote on the formation of the Audit Committee, determining its tasks, its work rules, and the remuneration of its members for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G. Attached the profiles of the nominees being presented, and they are as follows:
 1. Mr. Zaid Abdulrahman Algwaiz.
 2. Dr. Abdulla Elyas.
 3. Ms. Zain Al Emam.
 4. Mr. Ibrahim Al Husseni.
- **Resolution (11):** To vote on delegating the Board of Directors the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article 71 of the Companies Law, for a period

of one year from the date of the approval of the General Assembly or until the end of the session of the authorized Board of Directors, whichever is earlier, in accordance with the conditions mentioned Regarding the regulatory controls and procedures issued in implementation of the Companies Law of Listed Joint Stock Companies.

- **Resolution (12):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Insurance Limited, for contracts linked to the Bupa Global Market Unit, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 59,358 thousand Saudi Riyals. (Attached)
- **Resolution (13):** To vote on the ratification of the business and contracts, for the year 2021G, with My Clinic International Medical Company Limited, for providing on-site clinic services for Bupa Arabia employees on the Bupa Arabia premises, noting that Mr. Loay Nazer and Mr. Tal Nazer have/had/will have an interest as owners of My Clinic International Medical Company Limited. Noting that the value of this contract in 2021 was 131 thousand Saudi Riyals. (Attached)
- **Resolution (14):** To vote on the ratification of the business and contracts, for the year 2021G, with the Nazer Medical Clinics, for expenses charged/re-charged, without any preferential treatment, noting an interest in Eng. Loay Nazer and Mr. Tal Nazer, as owners of Nazer companies. Noting that the value in 2021 was 528 thousand Saudi Riyals. (Attached)
- **Resolution (15):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Investments Overseas Limited, in relation to the Tax Equalization adjustment, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 14,241 thousand Saudi Riyals. (Attached)
- **Resolution (16):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Investments Overseas Limited, in relation to the written premium, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 2,000 thousand Saudi Riyals. (Attached)
- **Resolution (17):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Investments Overseas Limited, in relation to Board and Board Committee member remunerations, being the value of the Board and Board Committee Member Remuneration amounts for its Bupa Arabia Board and Board Committee member representatives' services during 2021, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 833 thousand Saudi Riyals. (Attached)
- **Resolution (18):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton

and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 59,358 thousand Saudi Riyals. (Attached)

- **Resolution (19):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Middle East Holdings Two W.L.L., relating to brand fees, without any preferential treatment, noting that Eng. Loay Nazer, Mr. Tal Nazer, Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2021 was 26,611 thousand Saudi Riyals. (Attached)
- **Resolution (20):** To vote on the ratification of the business and contracts, for the year 2021G, with Bupa Arabia for Cooperative Insurance Company, being the cost of providing health insurance to its employees, without any preferential treatment, noting that board member Mr. Tal Nazer has an interest as the CEO of Bupa Arabia for Cooperative Insurance and board member Nader Ashoor has an interest as the CFO of Bupa Arabia for Cooperative Insurance. Noting that the value in 2021 was 21,058 thousand Saudi Riyals. (Attached)
- **Resolution (21):** To vote on the ratification of the business and contracts, for the year 2021G, 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. Noting that the value in 2021 was 908 thousand Saudi Riyals. (Attached)
- **Resolution (22):** To vote on the ratification of the business and contracts, for the year 2021G, with Nazer Medical Clinics Company and Nazer Pharmacies businesses, 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. Noting that the value in 2021 was 6,046 thousand Saudi Riyals. (Attached)
- **Resolution (23):** To vote on the ratification of the business and contracts, for the year 2021G, 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. Noting that the value in 2021 was 6,519 thousand Saudi Riyals. (Attached)
- **Resolution (24):** To vote on the ratification of the business and contracts, for the year 2021G, with Nazer for Dialysis and Advanced Health Services Limited, being the cost of claims paid to Medical Provider, 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. Noting that the value in 2021 was 179,055 thousand Saudi Riyals. (Attached)
- **Resolution (25):** To vote on the ratification of the business and contracts, for the year 2021G, 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. Noting that the value in 2021 was 199 thousand Saudi Riyals. (Attached)

- **Resolution (26):** To vote on the ratification of the business and contracts, for the year 2021G, with the Nazer Medical Clinics Company 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, noting that Eng. Loay Nazer and Mr. Tal Nazer as owners have/will have an interest. Noting that the value in 2021 was 7,427 thousand Saudi Riyals. (Attached)
- **Resolution (27):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with the Saudi National Bank (SNB), 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. Noting that the value in 2021 was 173,433 thousand Saudi Riyals. (Attached)
- **Resolution (28):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with Gulf International Bank (GIB), 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. Noting that the value of the transactions in 2021 was 9,776 thousand Saudi Riyal. (Attached)
- **Resolution (29):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with Etihad Etisalat Company (Mobily), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first degree relative to a member of the Board of Directors. Noting that the value of the transactions until 31 March 2021 was 48,778 thousand Saudi Riyal. (Attached)
- **Resolution (30):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with Riyadh Cables Group Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2021 was 7,389 thousand Saudi Riyal. (Attached)
- **Resolution (31):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with Careem, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Abdullah Elyas as a CEO and member of the Board of Directors. Noting that the value in 2021 was 694 thousand Saudi Riyals. (Attached)
- **Resolution (32):** To vote on the ratification of the medical insurance contracts, for the year 2021G, with Ahmed Mohammed Baeshen Co (AMB), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Ali Sheneamer as a member of the Board of Directors. Noting that the value of the transactions in 2021 was 2,848 thousand Saudi Riyal. (Attached)

Audit Committee (AC) Report for the Year 2021

Audit Committee Report 2021

The Audit Committee is governed by its Charter, which was most recently approved by the public shareholders in the 2019 fourth quarter General Assembly meeting. The Committee held eight (8) meetings during the fiscal year 2021.

During 2021, the AC held eight (8) meetings. The following table details AC meetings held and the respected attendance.

Meetings during 2021

Committee Member Name	Role	26 Jan	04 Mar	02 Apr	10 Aug	01 Nov	02 Nov	03 Nov	22 Nov	%
Mr. David Hunt (Independent)	Chairman	Y	Y	Y	Y	Y	Y	Y	Y	100
Mr. Zaid Algwaiz (Independent)	Member	Y	Y	Y	Y	Y	Y	Y	Y	100
Mr. Sulaiman Alhatlan (Independent)	Member	Y	Y	Y	Y	Y	Y	Y	N	90
Mr. Walid Shukri (Independent)	Member	Y	Y	Y	Y	Y	Y	Y	Y	100
Overall % AC Member Attendance		100%	100%	100%	100%	100%	100%	100%	75%	97%

The Committee meetings are designed to facilitate and encourage communication among the Committee, the Company's management, the Company's risk functions, the Company's control functions (Compliance and Internal Audit) and the Company's independent external auditors. The Committee has discussed and confirmed with the Company's control functions and the independent external auditors the overall scope and plans for their respective reviews.

The Audit Committee recognizes the importance of maintaining the independence of the Company's external auditors, both in fact as well as in appearance. Each year the Committee evaluates the qualifications, performance and independence of the external auditors and determines whether to re-engage them. In doing so, the Audit Committee considers the quality and efficiency of the services provided by the external auditors, their capabilities, their technical expertise, and knowledge of the Company's operations along with that of the insurance industry. Based on this evaluation, the Audit Committee made a recommendation to the Board of Directors to refer to the General Assembly for the

selection of Ernst & Young. and Price Waterhouse Coopers as external auditors to audit the Company's quarterly financial statements for the first, second, and third quarters, the annual financial statements for the fiscal year 2021 and first quarter for the fiscal year 2022.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board thereafter has approved, that the audited annual financial statements and related schedules, and management's assessment of the effectiveness of the Company's internal control over financial reporting be included in the 2021 Annual Report.

The Audit Committee confirms that it has, during 2021, completed its tasks and activities, in accordance with the powers afforded to it, as per the regulations and as reflected within its latest Audit Committee Charter. In fulfilling these tasks and activities, the Committee is able to express an opinion on the Company's internal control framework; As required in terms of the CMA disclosure requirement, the Audit Committee noticed management's continuous efforts and focus on improving design and effectiveness of Bupa Arabia's internal control environment. Based on the results of the internal audit reviews and the planned activities to enhance the internal control environment and following discussion with the external auditor and management on the preliminary and annual financial statements for the year ended 31 December 2021, nothing has been brought to the attention of the Committee that would indicate any significant deficiencies.

Mr. David Hunt

Chairman

Mr. Sulaiman Alhatlan

Member

Mr. Zaid AlGwaiz

Member

Mr. Walid Shukri

Member

Resolution (4)

Voting on the Board of Directors'
recommendation to distribute cash
dividends for the fiscal year 2021

Resolution	Description
Total Amount Distributed	540,000,000 Saudi Riyal
The Number of Eligible Shares	120,000,000 Million Shares
Amount per share	4.50 Saudi Riyal / Share
Distribution ratio of the nominal value of the share	45%
Eligibility of dividends	Eligibility for shareholders owners of the shares by the end of trading on the day of the General Assembly and enrolled in the company's shareholders registered with the Securities Depository Center (EDAA Center) at the end of the second trading day following the approval date.
Distribution Date	Distribution date will be announced later
Note	Cash dividends to non-resident foreign shareholders that are transferred through the resident financial intermediary are subject, upon transfer or when recorded in the account, with a 5% withholding tax in accordance with the provisions of Article (68) of the tax system and Article (63) of its implementing regulations.

Resolution (5)

To approve the purchase of the Long-Term Incentive Plan (“LTIP”) shares to a maximum value of SR17,551,122 to a maximum number of shares of 175,000, the purchase will be financed through company’s fund for its entitled LTIP employees

Resolution (9)

To approve the appointment of the members of the Board of Directors for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G

Eng. Loay Nazer

Eng. Loay H. Nazer (Non-Executive Member)

المهندس / لؤي هشام ناظر (عضو غير تنفيذي)



Eng. Loay Hisham Nazer
Non-Executive Chairman

Chairman and Board Member of Bupa Arabia since its inception in 2008. Founder and Chairman of the Nazer Group Ltd. and a Board Member of various Nazer companies. Former Chairman of Al-Ittihad Football Club, former Vice-Chairman of the Saudi Olympic Committee, former Chairman of the Saudi Arabian Judo Federation, and former CHI Board member.

Eng. Loay is not a Board Member in other Saudi PLCs. He is currently serving his fifth term at Bupa Arabia, representing Nazer Group Ltd.

Current Positions

Chairman

- Nazer Group Holding Company Ltd.
- Nazer Bupa for Medical Equipment Company (NBME)

Other Positions

- International Medical Clinics Company (Partner)
- Nazer Dialysis and Advanced Healthcare Services Co. Ltd (Partner)
- Diaverum Arabia Company (Board Member)
- Bupa Middle East Holdings Two W.L.L. (Board Member)
- UCLA Anderson School of Management Board of Advisors (Board Member)

Previous Positions

- Makkah Cluster Advisory Board – Ministry of Health (Chairman)
- Al-Ittihad Football Club (Chairman)
- National Unified Procurement Co. for Medical Supplies (NUPCO)
- Saudi Olympic Committee (Vice-Chairman)
- Saudi Arabian Judo Federation (Chairman)
- CHI (Board Member)

المهندس لؤي هشام ناظر رئيس مجلس إدارة (غير تنفيذي)

رئيس وعضو مجلس إدارة شركة بوبا العربية منذ إنشائها عام 2008. ومؤسس مجموعة ناظر ورئيس مجلس إدارتها، وهو عضو مجلس إدارة في مختلف الشركات التابعة للمجموعة. شغل سابقاً منصب رئيس مجلس إدارة نادي الإتحاد السعودي لكرة القدم ومنصب نائب رئيس مجلس إدارة اللجنة الأولمبية العربية السعودية، والرئيس السابق للاتحاد السعودي للجودو، كما عين سابقاً عضواً في مجلس الضمان الصحي.

لا يشغل المهندس لؤي عضوية مجلس إدارة في أي شركة مساهمة مدرجة أخرى، حيث يقضي حالياً الدورة الخامسة له في مجلس إدارة بوبا العربية، ممثلاً عن مجموعة ناظر.

المناصب الحالية

رئيس مجلس إدارة

- شركة مجموعة ناظر القابضة المحدودة.
- شركة ناظر بوبا للأجهزة الطبية

مناصب أخرى

- شركة العيادات الطبية الدولية (شريك)
- شركة ناظر لغسيل الكلى والخدمات الصحية المتقدمة المحدودة (شريك)
- شركة ديافيرم العربية المحدودة (عضو مجلس إدارة)
- شركة بوبا الشرق الأوسط القابضة ذ.م.م. (عضو مجلس إدارة)
- عضو المجلس الاستشاري لكلية أندرسون لإدارة الأعمال بجامعة كاليفورنيا في لوس أنجلوس (عضو مجلس إدارة)

المناصب السابقة

- المجلس الاستشاري للتجمع الصحي بمكة المكرمة رئيس مجلس الإدارة
- رئيس سابق لمجلس إدارة نادي الإتحاد السعودي لكرة القدم
- الشركة الوطنية للشراء الموحد للأدوية والأجهزة والمستلزمات الطبية.
- نائب رئيس اللجنة الأولمبية العربية السعودية.
- رئيس الإتحاد السعودي للجودو.
- عضو مجلس إدارة بمجلس الضمان الصحي

Qualifications	المؤهلات
<ul style="list-style-type: none"> ○ MBA, Anderson Graduate School of Management, UCLA, USA (1989) ○ BSc Mechanical Engineering, UCLA, USA (1987) 	<ul style="list-style-type: none"> ○ حصل على درجة الماجستير في إدارة الأعمال من كلية أندرسون للأعمال جامعة كاليفورنيا في لوس أنجلوس عام 1989 م. ○ حاصل على درجة البكالوريوس في الهندسة الميكانيكية من جامعة كاليفورنيا في لوس أنجلوس عام 1987 م.

Form (1) Resume

1) Personal Information of the Nominated Member									
Full Name	Loay Hisham Mohiddin Nazer								
Nationality	Saudi Arabian	Date of Birth	4/1/1965						
2) Academic Qualifications of the Nominated Member									
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity					
1	Master (MBA)	Business Administration	1989	University of California, Los Angeles, United States of America					
2	Bachelor of Science	Mechanical Engineering	1987	University of California, Los Angeles, United States of America					
3) Experiences of the Nominated Member									
Period		Experience							
2018 – 2019		Chairman – Al-Ittihad Football Club							
2016 – 2019		Chairman – Makkah Cluster Advisory Board (previously, the Advisory Council of the King Abdulla Medical City in Makkah)							
2016 – 2018		Board Member - National Unified Procurement Co. for Medical Supplies (NUPCO)							
2016 – 2017		Chairman – Saudi Arabian Judo Federation							
2016 – 2017		Vice-Chairman – Saudi Olympic Committee							
2013 – 2021		Partner – My Clinic International Medical Company Limited							
2018 – 2021		Board Member - Diaverum Arabia Company							
2010 – 2018		Chairman – Diaverum Arabia Company							
2007 – 2013		Board Member – Council of Cooperative Health Insurance (CCHI)							
2005 – 2019		Chairman and Board Member - The Arab Conferences Company							
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:									
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company			
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member and Chairman (Non-Executive)	Representative of a Legal Person	Chairman of the Executive Committee	Public Joint Stock Company			
2	Nazer Group Holding Company Ltd.	General Contracting, Wholesale and Retail Trade of Medical Equipment	Chairman	Personal Capacity	–	Limited Liability Company			

3	Arabian Medical Marketing (Nawah Healthcare) Company Ltd.	Wholesale and Retail Trade in Medical Equipment	Chairman	Personal Capacity	–	Limited Liability Company
4	ASAS Healthcare Company	Wholesale and Retail Trade in Medical and Surgical Instruments	Chairman	Personal Capacity	–	Limited Liability Company
5	Modern Computer Programs Company Ltd.	Wholesale and Retail Trade in Computer Hardware, Software, and Spare Parts	Chairman	Personal Capacity	–	Limited Liability Company
6	Nazer Dialysis and Advanced Healthcare Services Co. Ltd.	Wholesale Trade in Medical and Surgical Instruments and Dialysis Devices	Partner	Personal Capacity	–	Limited Liability Company
7	Nazer Bupa for Medical Equipment Company (NBME)	Medical Equipment Rental	Chairman	Personal Capacity	–	Limited Liability Company
8	Loay Hisham Nazer Company Ltd.	Wholesale and Retail trade in Medical and Surgical Instruments	Chairman	Personal Capacity	–	Limited Liability Company
9	Bupa Middle East Holdings Two W.L.L.	Health Insurance	Board Member	Personal Capacity	–	Limited Liability Company

Mr. David Fletcher

David Fletcher (Non-Executive Member)

ديفيد فليتشر (عضو غير تنفيذي)



Mr. David Fletcher
Non-Executive Vice-Chairman

Representing the foreign shareholder: Bupa Investments Overseas Limited (BIOL)

Bupa Arabia Board member and Vice-Chairman, since 2014. Currently, Bupa Group Chief Risk Officer, and member of its Chief Executive Committee. He is also a Non-Executive Director of Niva Bupa (previously known as Max Bupa), Bupa's associate health insurance business in India. Mr. Fletcher has extensive international experience in insurance and banking, having held various senior positions at Standard Chartered and Citibank, including the roles, Head of Audit and Country CEO.

Mr. Fletcher is currently serving his third term at Bupa Arabia, representing BIOL.

Current Positions

- Bupa (Chief Risk Officer)
- Bupa (Chief Executive Committee Member)
- Bupa Middle East Holdings Two W.L.L. (Non-executive Director)
- Niva Bupa Health Insurance Company Ltd. (Non-executive Director)

Previous Positions

- BUPA International Development Markets (CEO)
- Bupa (Chief Internal Auditor)
- Ex-President Director/CEO, Bank Permata Indonesia

Qualifications

- BA Honors in Modern History, Durham University, UK (1985)

الأستاذ ديفيد فليتشر

نائب رئيس مجلس الإدارة (غير تنفيذي)

والذي يمثل الشريك الأجنبي (شركة بوبا إنفستمنتس أوفرسيز ليميتد)

عضو مجلس إدارة ونائب رئيس مجلس الإدارة في بوبا العربية منذ عام 2014 م. ويشغل حالياً منصب الرئيس التنفيذي للمخاطر في بوبا وعضو في اللجنة التنفيذية. كما أنه يشغل منصب عضو غير تنفيذي في بوبا نيفا (المعروفة سابقاً ببوبا ماكس) مجموعة التأمين الصحي التابعة لبوبا في الهند. يمتلك الأستاذ فليتشر خبرة دولية واسعة في قطاع التأمين والقطاع المصرفي، وقد تقلد عدة مناصب رفيعة في بنك ستاندرد تشارترد وسي تي بانك، حيث شغل منصب رئيس المراجعة الداخلية ومنصب الرئيس التنفيذي الإقليمي.

يقضي الأستاذ فليتشر حالياً دورته الثالثة في مجلس إدارة بوبا العربية، ممثلاً عن بوبا إنفستمنتس أوفرسيز ليميتد.

المناصب الحالية

- بوبا (الرئيس التنفيذي للمخاطر)
- بوبا (عضو في اللجنة التنفيذية)
- شركة بوبا الشرق الأوسط القابضة اثنان ذ.م.م (عضو مجلس غير تنفيذي)
- نيفا بوبا للتأمين الصحي المحدودة (عضو مجلس غير تنفيذي)

المناصب السابقة

- بوبا العالمية للأسواق النامية (الرئيس التنفيذي)
- بوبا (الرئيس التنفيذي للمراجعة الداخلية)
- رئيس مجلس إدارة/الرئيس التنفيذي في بنك بيرماتا في إندونيسيا.

المؤهلات

- حاصل على درجة البكالوريوس مع مرتبة الشرف في دراسة التاريخ الحديث من جامعة دورهام في المملكة المتحدة عام 1985 م.

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		David Martin Fletcher				
Nationality		British		Date of Birth	18/01/1963	
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of Awarding Entity		
1	Bachelor of Arts	Modern History	1985	Durham University, United Kingdom		
3) Experiences of the Nominated Member						
Period		Experience				
2015 – 2020		Board Member – Bupa International Markets Limited				
2015 – 2016		Board Member - Bupa Middle East Holdings WLL				
9 Months		Board Member – Bupa International Limited				
9 Months		Chairman of the Board – Bupa (Asia) Limited				
2014 – 2016		Chief Executive Officer – Bupa International Development Markets				
6 Months		Chief Internal Auditor - Bupa				
2009 – 2014		President Director/Chief Executive Officer – Bank Permata, Indonesia				
2007 – 2009		Board Member – Standard Chartered				
2004 – 2009		Group Head Internal Audit – Standard Chartered				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Vice-Chairman (Non-Executive)	Representative of a Legal Person	Member of Executive Committee	Public Joint Stock Company
2	Bupa Middle East Holding Two W.L.L.	Health Insurance	Board Member (Non-Executive)	Representative of a Legal Person	–	Limited Liability Company
3	Max Bupa Health Insurance Company Limited	Health Insurance	Board Member (Non-Executive)	Representative of a Legal Person	–	Limited Company

Mr. Tal Nazer

Tal Nazer (Executive Member)

السيد / طل هشام ناظر عضو مجلس الإدارة (تنفيذي)



Mr. Tal Hisham Nazer
Executive Member – Chief Executive Officer

Bupa Arabia CEO/Board Member since its inception in 2008.

Mr. Tal is not a Board Member in other Saudi PLCs. He is currently serving his fifth term at Bupa Arabia.

Current Positions

Board Member

- Nazer Group Holding Company Ltd.
- Modern Computer Program Co. Ltd. (MCPC)
- Arabian Medical Marketing Company (NAWAH)
- Quick Solutions for Trading Company (Under Liquidation)
- ASAS Health Care Co. Ltd.
- Bupa Middle East Holdings Two WLL (Bahrain)
- Financial Academy
- Endeavor Saudi Arabia

Other Positions

- Najm for Insurance Services Company (Board Chairman)
- Cool Inc. Co. (Board Chairman)
- Chief Executive Committee of Bupa Group (Advisor)
- CHI's Private Health Insurance Strategic Committee (Member)
- SAMA Insurance Executive Committee (Member)
- Tal Hisham Nazer Company Limited (General Manager)
- Liyana Holding Company (General Manager)
- Young President Organization (Member)
- Young Global Leaders (Member)

الأستاذ طل هشام ناظر الرئيس التنفيذي (عضو تنفيذي)

يشغل الأستاذ طل منصب الرئيس التنفيذي لشركة بوبا العربية وهو عضو بمجلس إدارتها منذ إنشائها عام 2008 م.

لا يشغل الأستاذ طل عضوية مجلس إدارة في أي شركة مساهمة مدرجة أخرى، حيث يقضي حالياً الدورة الخامسة له في مجلس إدارة بوبا العربية.

المناصب الحالية

عضو مجلس الإدارة

- شركة مجموعة ناظر القابضة المحدودة
- شركة حلول البرامج الحديثة لخدمات الحاسب الآلي المحدودة
- الشركة العربية للتسويق الطبي
- الحلول السريعة للتجارة (قيد التصفية)
- شركة أساس للرعاية الصحية المحدودة
- شركة بوبا الشرق الأوسط القابضة اثنان ذ.م.م (البحرين)
- الأكاديمية المالية
- شركة إنديفور السعودية

مناصب أخرى

- شركة نجم لخدمات التأمين (رئيس مجلس الإدارة)
- شركة كول إنك (رئيس مجلس الإدارة)
- اللجنة التنفيذية في مجموعة بوبا (مستشار)
- عضو في اللجنة الاستراتيجية للتأمين الصحي الخاص في مجلس الضمان الصحي.
- عضو في اللجنة العامة لشركات التأمين التابعة للبنك المركزي السعودي
- شركة طل هشام ناظر المحدودة (مدير عام)
- شركة ليانا القابضة (مدير عام)
- منظمة الرؤساء الشباب "ينغ برزنت أورجنايزيشن" (عضو)
- ملتقى القادة العالميين الشباب "ينغ غلوبال ليدرز" (عضو)

<p>Previous Positions</p> <p>Board Member</p> <ul style="list-style-type: none"> ○ SAMA Insurance Companies General Committee ○ Human Resources Development Fund (HRDF) ○ Choate Rosemary Hall, New York, USA ○ Nazer Dialysis and Advanced Healthcare Services Co. Ltd. ○ Arab Conference Organizing Co. (ARC) ○ Nazer Bupa for Medical Equipment Company (NBME) <p>Qualifications</p> <ul style="list-style-type: none"> ○ MBA Finance and Buyouts, Wharton, USA (2001) ○ Bachelor of Economics, UCLA, USA (1996) 	<p>المناصب السابقة</p> <p>عضو مجلس الإدارة</p> <ul style="list-style-type: none"> ○ اللجنة العامة لشركات التأمين التابعة للبنك المركزي السعودي ○ صندوق تنمية الموارد البشرية ○ عضو مجلس إدارة لدى تشواني روزماري هول، نيويورك، الولايات المتحدة ○ شركة ناظر لغسيل الكلى والخدمات الصحية المتقدمة المحدودة ○ الشركة العربية لتنظيم المؤتمرات ○ شركة ناظر بوبا للأجهزة الطبية <p>المؤهلات</p> <ul style="list-style-type: none"> ○ حاصل على درجة الماجستير في إدارة الأعمال من كلية وارتون بولاية بنسلفانيا الأمريكية متخصصاً في مجال التمويل والشراء عام 2001 م ○ حاصل على درجة البكالوريوس في الاقتصاد من جامعة كاليفورنيا في لوس أنجلوس، الولايات المتحدة الأمريكية عام 1996 م
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Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name	Tal Hisham Mohyddin Nazer					
Nationality	Saudi Arabian	Date of Birth	27/07/1974			
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master	Business Administration	2001	Wharton School: University of Pennsylvania, United States of America		
2	Bachelor of Arts	Economics	1996	University of California, Los Angeles, United States of America		
3) Experiences of the Nominated Member						
Period		Experience				
From Inception to Present		CEO and Managing Director - Bupa Arabia for Cooperative Insurance				
1 Year		Operations Manager - Bupa Middle East Medical Insurance Company				
3 Years		Financial Director - Bupa Middle East Medical Insurance Company				
2016 – 2019		Risk Management Committee Member – Bupa Arabia for Cooperative Insurance				
2015 – 2019		Board Member – Nazer Bupa for Medical Equipment Company (NBME)				
2014 – 2019		Board Member – Choate Rosemary Hall, New York, United States of America				
2014 – 2017		Board Member – Nazer Dialysis and Advanced Healthcare Services Co. Ltd.				
2013 – 2016		Board Member - Human Resources Development Fund (HRDF)				
2005 – 2018		Board Member - Arab Conference Organizing Co. (ARC)				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Executive)	Personal Capacity	Member of the Executive Committee	Public Joint Stock Company
2	Nazer Group Holding Company Ltd.	General Contracting and Trade in Medical and Surgical Machines and Devices	Board Member	Personal Capacity	–	Limited Liability Company
3	ASAS Health	Wholesale and Retail	Board Member	Personal Capacity	–	Limited Liability

	Care Co. Ltd	Trade in Medical and Surgical Machines and Devices				Company
4	Arabian Medical Marketing Company (NAWAH)	Wholesale and Retail Trade in Medical Machinery	Board Member	Personal Capacity	–	Limited Liability Company
5	Tal Hisham Nazer Co. Ltd.	Wholesale and Retail Trade in Medical Machinery	General Manager	Personal Capacity	–	Limited Liability Company
6	Bupa Middle East Holding Company	Medical Insurance	Board Member	Personal Capacity	–	Limited Liability Company
7	Modern Computer Program Co. Ltd. (MCPC)	Wholesale and Retail Trade in Medical Machines	Board Member	Personal Capacity	–	Limited Liability Company
8	Quick Solutions Trading Company	Commercial Services	Shareholder	Personal Capacity	–	Limited Liability Company
9	Saudi Central Bank	Oversight of the Financial Sector	Committee Member	Personal Capacity	Member of the General Committee	Government Entity
10	Liyana Holding Company	Investing in and Managing the Subsidiaries of Holding Companies	General Manager	Personal Capacity	–	Holding Company
11	Cool Inc. Co.	Hospitality and Entertainment	Board Chairman	Personal Capacity	–	Privately Held Company
12	Ebda Co.	Health and Fitness Services	Board Member	Personal Capacity	–	Partnership

Mr. Martin Houston

Mr. Martin Houston (Non-Executive Member)

مارتن هيوستن (عضو غير تنفيذي)



Mr. Martin Houston
Non-Executive Member

Representing the foreign Shareholder: Bupa Investments Overseas Limited (BIOL)

Bupa Arabia Board Member since 1 October 2018 and served as a Non-Executive Director on the main Board of Bupa, from January 2014 until 31 December 2019.

Mr. Houston was appointed as Chairman of the Board of the EnQuest PLC, effective 1 October 2019. He is also the Vice-Chairman of Tellurian Incorporated, and the Advisory Chairman of Moelis and the Company's Global Energy Group. He is also a Non-Executive Director of CC Energy, a private exploration and production company. Mr. Houston was previously employed by BG Group PLC, and its predecessor companies, retiring after 32 years in February 2014 as Chief Operating Officer and as a member of the Board.

Mr. Houston is currently serving his second term at Bupa Arabia, representing BIOL.

Current Positions

- Tellurian Incorporated (Vice-Chairman)
- Moelis and Company (Global Energy Group Chairman -advisory role)
- CC Energy Limited (Board Member)
- EnQuest PLC (Chairman)

Other Positions

- Fellow of the Geological Society of London
- Radia Inc (Advisory Board Member)

Qualifications

- Bachelor of Geology, Newcastle University, UK (1979)
- Master of Science, Petroleum Geology, Imperial College, London, UK (1983)

الأستاذ مارتن هيوستن عضو غير تنفيذي

والذي يمثل الشريك الأجنبي (شركة بوبا إنفستمنتس أوفرسيز ليميتد)

عضو مجلس إدارة بوبا العربية منذ 1 أكتوبر 2018 م وشغل منصب عضو غير تنفيذي في مجلس الإدارة الرئيسي لشركة بوبا، من يناير 2014 م حتى 31 ديسمبر 2019 م.

تم تعيين الأستاذ مارتن هيوستن رئيساً لمجلس إدارة مجموعة "إن كويست" (شركة غير مدرجة) في 1 أكتوبر 2019 م. ويشغل أيضاً منصب نائب رئيس شركة "تلورين انكوربورييتد"، والرئيس الاستشاري لمجموعة الطاقة الدولية في شركة "موليس أند كومباني". وهو أيضاً عضو غير تنفيذي في شركة "سي سي" للطاقة، وهي شركة خاصة تعمل في مجال الاستكشاف والإنتاج. عمل الأستاذ مارتن لدى "مجموعة بي جي" وشركاتها السابقة، وتقاعد بعد 32 عاماً في فبراير 2014 م، وكان وقتها يشغل منصب رئيس العمليات التنفيذية وعضو مجلس الإدارة.

يشغل الأستاذ مارتن هيوستن فترة الثانية في بوبا العربية، ممثلاً بوبا إنفستمنتس أوفرسيز ليميتد.

المناصب الحالية

- شركة "تلورين انكوربورييتد" (نائب رئيس مجلس الإدارة)
- شركة "موليس أند كومباني" (رئيس مجلس إدارة مجموعة الطاقة الدولية -منصب استشاري)
- شركة "سي سي": للطاقة المحدودة (عضو مجلس الإدارة)
- مجموعة "إن كويست" (رئيس مجلس إدارة)

مناصب أخرى

- زميل الجمعية الجيولوجية في لندن
- شركة "راديا انك" (عضو استشاري في المجلس)

المؤهلات

- حاصل على شهادة البكالوريوس في الجيولوجيا، جامعة نيوكاسل، المملكة المتحدة (1979)
- حاصل على ماجستير في جيولوجيا البترول، إمبريال كوليدج، لندن، المملكة المتحدة (1983)

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Martin Joseph Houston				
Nationality		British		Date of Birth		25/11/1957
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master of Science	Petroleum Geology	1983	University of London, Imperial College, United Kingdom		
2	Bachelor of Science	Geology	1979	University of Newcastle Upon Tyne, United Kingdom		
3) Experiences of the Nominated Member						
Period		Experience				
2017 – 2020		Vice-Chairman, North America – Hakluyt North America				
2014 – 2019		Non-Executive Board Member, Remuneration Committee Chairman, Nomination and Governance Committee Member – British United Provident Association (Bupa) Limited				
2009 – 2014		Executive Director and Board Member – BG Group PLC				
2008 – 2014		Vice President and Board Member – International Group of Liquefied Natural Gas Importers				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Non-Executive)	Representative of a Legal Person	Member of the Nomination and Remuneration Committee	Public Joint Stock Company
2	Moelis and Company	Energy	Chairman of Global Energy Group (Non-Executive)	Personal Capacity	–	Closed Joint Stock Company
3	Tellurian Inc.	Energy	Vice-Chairman (Non-Executive)	Personal Capacity	–	Closed Joint Stock Company
4	CC Energy	Energy	Board Member (Non-Executive)	Personal Capacity	–	Closed Joint Stock Company
5	EnQuest PLC	Oil and Gas	Chairman	Personal Capacity	–	Public Joint Stock Company
6	Radia Inc.	Energy	Advisory Board Member	Personal Capacity	–	Privately Held Company

Mr. Nader Ashoor

Mr. Nader Ashoor Board Member (Executive)

السيد / نادر عاشور عضو مجلس الإدارة (تنفيذي)



Mr. Nader Ashoor
Executive Member – Chief Financial Officer

Bupa Arabia CFO since November 2016. He served previously on numerous Board and committees memberships including the Board of Directors and Audit Committee of Saudi Steel Pipes, the Board of Diaverum Saudi Arabia, and the Investment Committee of the Saudi Aramco Entrepreneurship Ventures Company. Mr. Nader has over 14 years' experience with Saudi Aramco on various professional, supervisory and leadership roles, including the role of Director, IPO Design and Readiness.

Mr. Nader holds CMA and CIA certifications and has successfully completed rigorous CPA examination requirements. He received multiple coveted awards, including the Prince Mohammad bin Fahd Academic Excellence Award, the IMA's Distinguished Performance Award, and the IIA's William S. Smith Certificate of Honour Award.

Mr. Nader currently serving his first term at Bupa Arabia.

Current Positions

- Saudi Ground Services (Board Member)
- Jeddah Airports Co. (Audit & Risk Committee Member)
- Saudi Industrial Services Co. (Audit Committee Member)

Previous Positions

- Saudi Steel Pipe (Board Member)
- Saudi Steel Pipe (Audit Committee)
- Diaverum, Saudi Arabia (Board Member)
- Saudi Steel Pipe (Strategy Committee Member)
- Saudi Aramco Entrepreneurship Ventures Company (IC Member)
- Saudi Aramco (various roles, the final was Director of Finance Readiness-IPO)

الاستاذ نادر عاشور عضو تنفيذي - الرئيس التنفيذي المالي

انضم إلى شركة بوبا العربية كرئيس تنفيذي مالي منذ نوفمبر 2016 م. وكان عضواً في العديد من المجالس واللجان بما فيها مجلس الإدارة ولجنة المراجعة في الشركة السعودية لأنابيب الصلب، وشركة ديافرم السعودية، ولجنة الاستثمار في مركز أرامكو لريادة الأعمال. يتمتع الأستاذ نادر بخبرة تفوق الأربعة عشر عاماً مع أرامكو السعودية حيث شغل خلالها عدة مهام مهنية وإشرافية وقيادية، بما فيها توليه منصب مدير فريق جاهزية الشركة للاكتتاب العام.

يحمل الأستاذ نادر شهادة المحاسب الإداري المعتمد (CMA) وشهادة المدقق الداخلي المعتمد (CIA)، واجتاز بنجاح امتحانات زمالة المحاسبين القانونيين الأمريكية (CPA). وحصل على العديد من الجوائز المرموقة بما فيها جائزة الأمير محمد بن فهد للتفوق العلمي، وجائزة الأداء المتميز من معهد المحاسبين الإداريين (IMA)، وجائزة وليام سميث من معهد المراجعين الداخليين (IIA).

يشغل الأستاذ نادر حالياً فترته الأولى في بوبا العربية

المناصب الحالية

- الشركة السعودية للخدمات الأرضية (عضو مجلس إدارة)
- شركة مطارات جدة (عضو لجنة المخاطر والمراجعة)
- الشركة السعودية للخدمات الصناعية (عضو لجنة المراجعة)

المناصب السابقة

- الشركة السعودية لأنابيب الصلب (عضو مجلس إدارة)
- الشركة السعودية لأنابيب الصلب (لجنة المراجعة)
- شركة ديافرم، السعودية (عضو مجلس إدارة)
- الشركة السعودية لأنابيب الصلب (عضو في اللجنة الاستراتيجية)
- مركز أرامكو لريادة الأعمال (عضو في لجنة الاستثمار)
- أرامكو السعودية (مناصب عدة، آخرها مدير فريق جاهزية الشركة للاكتتاب العام)

Qualifications	المؤهلات
<ul style="list-style-type: none"> ○ Bachelor's Degree in Accounting, KFUPM ○ MBA, IMD International, Lausanne, Switzerland 	<ul style="list-style-type: none"> ○ يحمل شهادة بكالوريوس في المحاسبة من جامعة الملك فهد للبترول والمعادن. ○ حاصل على درجة الماجستير في إدارة الأعمال من المعهد الدولي للتطوير الإداري بمدينة لوزان السويسرية.

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Nader Mohammad Saleh Jameel Ashoor				
Nationality		Saudi Arabian		Date of Birth	22/9/1979	
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master (MBA)	Business Administration	2009	International Institute for Management Development (IMD), Switzerland		
2	Bachelor of Science	Accounting	2004	King Fahd University of Petroleum and Minerals, Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period		Experience				
2019 – 2020		Audit Committee Member – Saudi Steel Pipe				
2019 – 2020		Board Member – Saudi Steel Pipe				
2018 – 2020		Board Member – Diaverum, Saudi Arabia				
5 Months		Strategy Committee Member – Saudi Steel Pipe				
2015 - 2016		Investment Committee Member – Saudi Aramco Entrepreneurship Ventures Company				
2003 – 2016		Various Positions (Final Role as Director – Finance Readiness – IPO) – Saudi Aramco				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Executive)	Personal Capacity	–	Public Joint Stock Company
2	Saudi Ground Services	Ground and Handling Services	Board Member (Independent)	Personal Capacity	Member of the Audit Committee and Risk Committee	Public Joint Stock Company
3	Saudi Industrial Services Co. (SISCO Group)	Industrial Services and Investment	Member of the Audit Committee	Personal Capacity	Member of the Audit Committee	Public Joint Stock Company

Ms. Huda Ghoson

HUDA M. AL-GHOSON (Independent Member)

هدى الغصن (عضو مستقل)



Ms. Huda Bin Ghoson
Independent Member

Bupa Arabia Independent Board Member since July 2019. Ms. Huda was the Executive Director of Human Resources at Saudi Aramco. She is currently a member of the Saudi Telecommunications Company (STC) Nomination and Remuneration Committee.

Ms. Huda is currently serving her first term at Bupa Arabia.

Current Positions

- Saudi Telecom Company (STC) (NRC Member)

Previous Positions

- General Organization for Social Insurance (GOSI) (Board Member)
- Saudi Aramco (Executive Director)
- Yanbu Aramco Sinopec Refining Company (YASREF) (Board Member)
- Johns Hopkins Aramco Healthcare Company (JHAH) (Board Member)
- Saudi Aramco Asia Company (SAAC) (Board Member)
- Board of Trustees of the Arabian Society of Human Resources Management (ASHRM) (Chairwoman)
- Saudi Aramco Development Company (SADCO) (Board Member)
- Saudi Aramco Investment Management Company (SAIMCO) (Board Member)
- Credit Suisse Saudi Arabia Bank (Board Member)
- Institute of Public Administration (Board Member)

Qualifications

- MBA from the American University of Washington, D.C., USA
- BA in English Literature from the King Saud University in Riyadh

الأستاذة هدى بن غصن عضو مستقل

عضو مجلس إدارة مستقل في بوبا العربية منذ يوليو 2019 م. شغلت الأستاذة هدى منصب المديرية التنفيذية للموارد البشرية في أرامكو السعودية. وهي عضو في لجنة الترشيحات والمكافآت في شركة الاتصالات السعودية.

تشغل الأستاذة هدى حاليًا فترتها الأولى في بوبا العربية.

المناصب الحالية

- شركة الاتصالات السعودية (عضو في لجنة الترشيحات والمكافآت)

المناصب السابقة

- المؤسسة العامة للتأمينات الاجتماعية (عضو مجلس إدارة)
- أرامكو السعودية (مدير تنفيذي)
- شركة ينبع أرامكو سينوبك للتكرير "ياسريف" (عضو مجلس إدارة)
- مركز جونز هوبكنز أرامكو للرعاية الصحية (عضو مجلس إدارة)
- أرامكو السعودية آسيا (عضو مجلس إدارة)
- مجلس أمناء الجمعية العربية لإدارة الموارد البشرية (رئيس)
- شركة أرامكو السعودية للتطوير (عضو مجلس إدارة)
- شركة أرامكو السعودية لإدارة الاستثمار (عضو مجلس إدارة)
- بنك كريديت سويس العربية السعودية (عضو مجلس إدارة)
- معهد الإدارة العامة (عضو مجلس إدارة)

المؤهلات

- تحمل درجة الماجستير في إدارة الأعمال من الجامعة الأمريكية في واشنطن العاصمة، الولايات المتحدة.
- تحمل شهادة البكالوريوس في الأدب الإنجليزي من جامعة الملك سعود في الرياض.

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name	Huda Mohammed Nasser Bin Ghoson					
Nationality	Saudi Arabian	Date of Birth	22/01/1958			
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master of Business Administration (MBA)	Business Administration	1986	The American University of Washington, United States of America		
2	Bachelor of Arts	English Literature	1980	King Saud University (formerly known as Riyadh University), Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period	Experience					
2017 – 2020	Board Member - Credit Suisse Saudi Arabia Bank					
2014 – 2020	Board Member - General Organization for Social Insurance (GOSI)					
2014 – 2019	Chairwoman - Board of Trustees of the Arabian Society of Human Resources Management (ASHRM)					
2013 – 2017	Board Member - Johns Hopkins Aramco Healthcare Company (JHAH)					
2012 – 2017	Board Member - Saudi Aramco Investment Management Company (SAIMCO)					
2012 – 2017	Board Member - Saudi Aramco Development Company (SADCO)					
2012 – 2017	Executive Director of Human Resources - Saudi Aramco					
2012 – 2017	Board Member - Yanbu Aramco Sinopec Refining Company (YASREF)					
2010 – 2016	Board Member - Saudi Aramco Asia Company (SAAC)					
2009 – 2012	General Manager of Training and Development - Saudi Aramco					
2006 – 2009	Director of Human Resources Systems and Planning - Saudi Aramco					
1992 – 2006	Consultant - Human Resources Systems and Planning Specialist - Saudi Aramco					
1988 – 1992	Business Administration Planning and Analysis - Saudi Aramco					
1981 – 1988	Medical Management Planning and Analysis - Saudi Aramco					
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Independent)	Personal Capacity	Chairwoman of the Nominations and Remunerations Committee	Public Joint Stock Company
2	Institute of Public Administration	Management	Board Member (Independent)	Personal Capacity	–	Government Entity

3	Saudi Telecom Company (STC)	Telecommunication	Committee Member (Independent)	Personal Capacity	Member of the Nominations and Remunerations Committee	Public Joint Stock Company
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Mr. Nigel Sullivan

Nigel Sullivan (Non-Executive Member)

نايجل سوليفان (عضو غير تنفيذي)



Mr. Nigel Sullivan
Non-Executive Member

Representing the foreign shareholder: Bupa Investments Overseas Limited (BIOL)

Bupa Arabia Board member since 2021. Currently Bupa Group Chief Sustainability and People Officer. He is a member of Bupa's Chief Executive Committee.

Mr. Sullivan has extensive international experience in Human Resources having started his career at the Rover Group and has held senior HR positions at Nortel Networks, Marconi and Wincanton PLC where he was Group HRD.

Current Positions

- Bupa (Chief Sustainability and People Officer)
- Bupa (Executive Team Member)
- Bupa Investments Overseas Limited (BIOL) (Non-Executive Director)

Previous Positions

- Noble Foods Ltd. (Non-Executive Director)
- Talk Talk Telecommunications Group PLC (Group Human Resources Director)
- Royal United Hospitals NHS Foundation Trust Bath (Non-Executive Director)
- Wincanton plc (Group Human Resources Director and Board Member)
- Marconi Corporation PLC (Divisional Human Resources Director)
- Nortel Networks (Divisional Human Resources Director)

Qualifications

- Post-Graduate Diploma in Personnel Mgt. (CIPD) (1990-1991)
- BSc Environmental Science (2i) (1985-1989)

الأستاذ نايجل سوليفان عضو غير تنفيذي

يمثل الشريك الأجنبي (شركة بوبا إنفستمنتس أوفرسيز ليميتد)

عضو مجلس إدارة بوبا العربية منذ عام 2021 م. ويشغل حاليًا منصب الرئيس التنفيذي للاستدامة والموظفين بمجموعة بوبا. وهو عضو في اللجنة التنفيذية لبوبا.

يتمتع الأستاذ سوليفان بخبرة دولية واسعة في مجال الموارد البشرية بعد أن بدأ مسيرته المهنية في "مجموعة روفر" وتقلد مناصب عليا في الموارد البشرية في كلٍّ من "نورتل نتوركس"، و"ماركوني ووينكانتون" حيث شغل فيها منصب مدير الموارد البشرية للمجموعة.

المناصب الحالية

- بوبا (الرئيس التنفيذي للاستدامة والموظفين)
- بوبا (عضو الفريق التنفيذي)
- "بوبا إنفستمنتس أوفرسيز ليميتد" (عضو غير تنفيذي)

المناصب السابقة

- "نوبل فودز ليميتد" (عضو غير تنفيذي)
- مجموعة توك توك تيليكونيكشن (مدير الموارد البشرية للمجموعة)
- صندوق أمناء مستشفيات "رويال يوناييتد" التابعة لهيئة خدمات الصحة الوطنية في باث (مدير غير تنفيذي)
- شركة "وينكانتون" (مدير الموارد البشرية للمجموعة وعضو مجلس الإدارة)
- شركة "ماركوني" (مدير الموارد البشرية)
- "نورتل نتوركس" (مدير الموارد البشرية)

المؤهلات

- دبلوم الدراسات العليا في إدارة شؤون الموظفين (معهد تشارترد للأفراد والتنمية) (من 1990 إلى 1991)
- بكالوريوس العلوم البيئية (مرتبة الشرف الثانية) (من 1985 إلى 1989)

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Nigel Sullivan				
Nationality		British		Date of Birth		22/08/1966
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Post Graduate Diploma	Personnel Management	1993	Leeds Metropolitan University, United Kingdom		
2	Graduate of Institute	Personnel Management	1993	Institute of Personnel Management, United Kingdom		
3	Post Graduate Diploma	Personnel Management	1991	Chartered Institute of Personnel and Development, United Kingdom		
4	Bachelor of Science	Environmental Science	1989	University of Bradford, United Kingdom		
3) Experiences of the Nominated Member						
Period		Experience				
2017 - 2018		Non-Executive Director - Noble Foods Ltd.				
2012 – 2019		Non-Executive Director - Royal United Hospitals NHS Foundation Trust Bath				
2010 - 2017		Group Human Resources Director – TalkTalk Telecommunications Group PLC				
2002 – 2010		Group Human Resources Director and Board Member - Wincaton PLC				
2000 – 2002		Divisional Human Resources Director - Marconi Corporation PLC				
1999 – 2000		Divisional Human Resources Director - Nortel Networks				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Non-Executive)	Representative of a Legal Person	Member of the Executive Committee	Public Joint Stock Company
2	Bupa Investments Overseas Limited (BIOL)	Investment Company	Board Member (Non-Executive)	Representative of a Legal Person	–	Limited Liability Company

Mr. Abdulla Elyas

Dr. Abdullah Elyas (Independent Member)

الدكتور/عبدالله إلياس (عضو مستقل)



Dr. Abdulla Elyas
Independent Member

Independent Board Member at Bupa Arabia and Risk Management Committee Member since July 2019.

Dr. Abdulla Elyas is a co-founder of Careem, the ride hailing company and Super App acquired by Uber in 2019. He's currently Chairman of its business in KSA. Prior to that, he co-founded Enwani, a cloud-based addressing and home delivery start-up that was acquired by Careem in 2014. He serves as a Board Member at the Saudi Arabian SME Authority, at Endeavor KSA, and at the EduTech start-up Noon. He's also an advisory board member of the VC firm Raed Ventures. Abdulla chairs the governmental initiative to enable five Saudi unicorns by 2025 and is a regional angel investor. Previously, he led management consulting engagements in Europe, the US, South East Asia, and the Middle East.

Dr. Abdulla is not a Board Member in other Saudi PLCs. He is currently serving his first term in Bupa Arabia.

Current Positions

- Careem Inc. (Co-founder and KSA-Chairman)
- Small and Medium Enterprise Authority KSA (Board of Directors)
- Endeavor KSA (Board of Directors)
- Raed Venture Capital (Board of Advisors)
- Noon Academy Inc. (Board of Directors)

Previous Positions

- PIF (Investment Committee)
- Rocket Internet SE (Agent KSA)
- Enwani (Co-founder and Managing Director)
- Scheer Management Consulting (Senior Management Consultant)

د. عبد الله إلياس عضو مستقل

عضو مستقل في مجلس إدارة بوبا العربية وعضو في لجنة إدارة المخاطر منذ يوليو 2019 م.

الدكتور عبد الله إلياس هو أحد مؤسسي شركة كريم، تطبيق النقل والتوصيل الذي استحوذت عليه شركة أوبر في عام 2019 م. وهو يشغل حاليًا منصب رئيس أعمالها في المملكة العربية السعودية. وقد شارك قبل ذلك في تأسيس "عنواني"، وهي شركة ناشئة تعتمد على التقنيات السحابية تعمل في مجال التوصيل إلى المنازل استحوذت عليها كريم في عام 2014 م. يشغل عضوية مجالس إدارة في كل من هيئة الشركات الصغيرة والمتوسطة في المملكة العربية السعودية، وشركة إنديفور السعودية، وإديو تيك الناشئة ونون. كما أنه أيضًا عضو مجلس استشاري في شركة رائد فينتشرز لرأس المال الاستثماري. يرأس عبدالله المبادرة الحكومية لتمكين خمس شركات سعودية ناشئة "يوني كورنرز" بحلول عام 2025 م وهو مستثمر إقليمي. قاد سابقًا عمليات استشارات إدارية في أوروبا والولايات المتحدة وجنوب شرق آسيا والشرق الأوسط.

لا يشغل الدكتور عبد الله عضوية مجلس إدارة في أي شركة مساهمة مدرجة أخرى، حيث يقضي حاليًا الدورة الأولى له في مجلس إدارة بوبا العربية.

المناصب الحالية

- شركة كريم (شريك مؤسس ورئيسها في السعودية)
- هيئة المنشآت الصغيرة والمتوسطة السعودية (مجلس الإدارة)
- إنديفور السعودية (عضو مجلس إدارة)
- رائد فنتشرز كابيتال (مجلس المستشارين)
- نون أكاديمي (مجلس الإدارة)

المناصب السابقة

- صندوق الاستثمارات العامة (لجنة الاستثمار)
- "روكيت إنترنت اس إي" (وكيل في المملكة العربية السعودية)
- عنواني (شريك مؤسس والعضو المنتدب)
- شير للاستشارات الإدارية (كبير الاستشاريين الإداريين)

Qualifications	المؤهلات
<ul style="list-style-type: none"> ○ PhD in Business Administration from RWTH Aachen, Germany ○ MSc in Computer Science, from RWTH Aachen, Germany 	<ul style="list-style-type: none"> ○ يحمل شهادة دكتوراه مع مرتبة الشرف في إدارة الأعمال من الجامعة الراينية الفستفالية العليا في آخن، ألمانيا. ○ يحمل ماجستير في علوم الحاسب الآلي من الجامعة الراينية الفستفالية العليا في آخن، ألمانيا.

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Abdulla Nadeem M Elyas				
Nationality		Saudi Arabian		Date of Birth		1/10/1974
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	PhD	Business Administration	2009	RWTH Aachen University, Germany		
2	Master of Science	Computer Science	2003	RWTH Aachen University, Germany		
3) Experiences of the Nominated Member						
Period		Experience				
2020 – 2021		Board Member – SME Bank KSA				
2017 – 2018		Investment Committee Steering Member – Saudi Arabian Public Investment Fund				
2012 – 2016		Agent for Saudi Arabia – Rocket Internet SE				
2012 – 2014		Co-Founder and Managing Director - Enwani				
2008 – 2011		Senior Management Consultant - IDS Scheer Consulting				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Independent)	Personal Capacity	Member of Risk Management Committee	Public Joint Stock Company
2	Careem Inc.	Ground Transportation Technology Company	Co-Founder, KSA Chairman, and Chief People Officer	Personal Capacity	–	Closed joined stock Company
3	Saudi Arabian Small and Medium Enterprise Authority	Small and Medium Business Development	Board Member	Personal Capacity	–	Government Entity
4	Raed Venture Capital	Venture Capital and Private Equity Principles	Advisory Board Member	Personal Capacity	–	Privately Held Company
5	Noon Academy Inc.	E-Learning	Board Member	Personal Capacity	–	Privately Held Company

Mr. Osamah Shaker

Osamah Shaker (Independent Member)

أسامة شاكر (عضو مستقل)



Mr. Osamah Shaker
Independent Member

An Independent Investment Committee Chairman since July 2019.

Mr. Osamah Shaker is CEO of GIB Capital, a Company wholly owned by GIP bank and based in Riyadh. Prior to joining GIB Capital, Mr. Shaker led the charge of banking control at the Saudi Central Bank (SAMA), overseeing and regulating all the commercial banks operating within Saudi Arabia. What's more, he possesses an excess of 16 years of banking and investment related experience in the Kingdom, having held multiple leadership positions at both the Saudi British Bank and HSBC Saudi Arabia.

Additionally, Mr. Shaker has roughly 7 years working experience with the Institute of Public Administration (IPA) where he served as both an educator and statistical consultant. During his time at IPA, he also held the position of Head of the Department of Statistics.

Mr. Shaker is currently serving his first term at Bupa Arabia as an independent Investment Committee Chairman.

Current Positions

- GIB Capital (CEO and Board Member)
- Bupa Arabia (Investment Committee Chairman)

Previous Positions

- Saudi Central Bank (Director General of Banking Control and Senior Advisor)
- HSBC Saudi Arabia (Managing Director – Head of Financial Markets, Managing Director – Head of Investments, and Head of Asset Management)

الأستاذ/ أسامة شاكر عضو مستقل

رئيس لجنة الاستثمار (عضو مستقل) منذ يوليو 2019 م.

يشغل الأستاذ أسامة حالياً منصب الرئيس التنفيذي لـ "جي آي بي كابيتال"، وهي شركة مملوكة بالكامل لبنك الخليج الدولي ومقرها الرياض. قبل انضمامه إلى "جي آي بي كابيتال"، قاد السيد شاكر مسئولية الرقابة المصرفية في البنك المركزي السعودي (ساما)، حيث كان يشرف على جميع البنوك التجارية العاملة في المملكة العربية السعودية. علاوة على ذلك، فإن الأستاذ/ أسامة يمتلك ما يزيد عن 16 عامًا من الخبرة المصرفية والاستثمارية ذات الصلة في المملكة، حيث شغل العديد من المناصب القيادية في كل من البنك السعودي البريطاني وبنك "اتش اس بي سي" المملكة العربية السعودية.

بالإضافة إلى ذلك، يتمتع الأستاذ/أسامة بخبرة عملية تقارب 7 سنوات مع معهد الإدارة العامة، حيث عمل كمعلم ومستشار إحصائي. خلال الفترة التي قضاه في معهد الإدارة العامة شغل أيضاً منصب رئيس قسم الإحصاء.

يشغل السيد شاكر حالياً فترة عضويته الأولى في بوبا العربية كرئيس مستقل للجنة الاستثمار.

المناصب الحالية

- "جي آي بي كابيتال" (الرئيس التنفيذي وعضو مجلس الإدارة)
- بوبا العربية للتأمين التعاوني (رئيس لجنة الاستثمار)

المناصب السابقة

- البنك المركزي السعودي (ساما) (مدير عام الرقابة المصرفية ومستشار أول)
- "اتش اس بي سي" المملكة العربية السعودية (مدير عام - الأسواق المالية، مدير عام - الاستثمارات، ورئيس إدارة الأصول)
- البنك السعودي البريطاني (رئيس إدارة المحافظ التقديرية، ومدير الخدمات الاستشارية - قسم تمويل الشركات، ومدير أبحاث الأسهم - المجموعة المصرفية الاستثمارية)

<ul style="list-style-type: none"> ○ The Saudi British Bank (Head of Discretionary Portfolio Management, Manager of Advisory Services – Corporate Finance Department, and Manager of Equity Research – Investment Banking Group) ○ Institute of Public Administration (Head of the Department of Statistics, Lecturer, and Assistant Teacher) 	<ul style="list-style-type: none"> ○ معهد الإدارة العامة (رئيس قسم الإحصاء، محاضر، وأستاذ مساعد)
<p>Qualifications</p> <ul style="list-style-type: none"> ○ Master of Sciences in Statistics from Colorado State University, Fort Collins, Colorado, USA (1994) ○ Bachelor of Administrative Sciences in Quantitative Methods from King Saud University, Riyadh, KSA (1987) 	<p>المؤهلات</p> <ul style="list-style-type: none"> ○ ماجستير العلوم في الإحصاء من جامعة ولاية كولورادو، الولايات المتحدة الأمريكية (1994) ○ بكالوريوس العلوم الإدارية في الأساليب الكمية من جامعة الملك سعود، الرياض، المملكة العربية السعودية (1987)

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Osamah Mohammed Amin Shaker				
Nationality		Saudi Arabian		Date of Birth		28/12/1965
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master of Science	Statistics	1993	Colorado State University, United States of America		
2	Bachelor of Administrative Sciences	Quantitative Methods	1987	King Saud University, Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period		Experience				
2018 – 2021		Board Member – Gulf International Bank (UK) Limited				
2018 – 2019		Board Member – Welayah Investment Company				
2015 – 2017		Member of the Executive Committee and Member of the Investment Committee - Public Pension Agency				
2014 – 2016		Director General of Banking Control and Senior Advisor – Saudi Central Bank (SAMA)				
2005 – 2014		Managing Director – Head of Financial Markets, Managing Director – Head of Investments, and Head of Asset Management - HSBC Saudi Arabia				
1998 – 2005		Head of Discretionary Portfolio Management, Manager of Advisory Services - Corporate Finance Department, and Manager of Equity Research - Investment Banking Group - The Saudi British Bank				
1987 – 1998		Head of the Department of Statistics, Lecturer, and Assistant Teacher - Institute of Public Administration				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Chairman of the Investment Committee (Independent)	Personal Capacity	Chairman of the Investment Committee	Public Joint Stock Company
2	GIB Capital	Investment Banking	Board Member (Executive) and Chief Executive Officer	Personal Capacity	–	Limited Liability Company
3	Alargan Projects Company	Real Estate Development	Board Member	Personal Capacity	–	Privately Held Company

Ms. Zain Alemam

Zain Al-Emam (Independent Member)

زين الإمام (عضو مستقل)



Ms. Zain Al-Emam
Independent Member

Miss Zain Al-Emam is a seasoned Saudi Banker with over 15 years of experience in the banking industry beginning with the Saudi National Commercial Bank (Now SNB), through Saudi Fransi Banque and ending in the Islamic Development Bank (IsDB) with a focus on investment banking.

Over the years, Miss Zain Al-Emam has undertaken several committee/forum organization representation roles in regional and global arenas such as AMF and G20-GPFI.

Additionally, Miss Zain Al-Emam has extensive board/Committee experiences, having served as Board Member and Chair of the Audit Committee at Caspian Intl Investments Company and GIB Capital among others.

Current Positions

- Islamic Development Bank Group (Senior Investments Officer)
- Caspian Intl Investments Company (Board Member and Chair of the Audit Committee)
- GIB Capital (Board Member & Chair of the Audit Committee)
- Saudi Coffee Company (Audit Committee member)

Previous Positions

- Allied Cooperative Insurance (ACIG) (Board Member)
- Islamic Development Bank Group (Investments Specialist and Financial Analyst)
- Banque Saudi Fransi – Credit Agricole (Treasury-Fx Dealer)
- Saudi National Bank (Credit Administration and Control and Retail Banking)

Qualifications

- Master of Sciences in Finance and Management from University of Exeter, Exeter, UK (2008)
- Bachelor's Degree in Economics, Money, and Financial Institute from King Abdul Aziz University, Jeddah, KSA (2003)

الأستاذة/ زين الامام عضو مستقل

تعتبر الأستاذة/ زين الإمام مصرفية سعودية متمرسة مع أكثر من 15 عامًا من الخبرة في القطاع المصرفي، حيث بدأت في البنك الأهلي السعودي (البنك الأهلي التجاري سابقاً)، ومن ثم البنك السعودي الفرنسي وانتهاءً في البنك الإسلامي للتنمية مع التركيز على الخدمات الاستثمارية.

قامت الآنسة زين خلال سنوات عملها بتمثيل عدد من اللجان / المؤتمرات في الساحات الإقليمية والعالمية مثل صندوق النقد العربي "أي أم إف" ومجموعة الشراكة العالمية للشمول المالي في مجموعة العشرين.

بالإضافة إلى ذلك، تتمتع الآنسة زين الإمام بخبرات واسعة في العمل في مجالس الإدارة واللجان، حيث عملت كعضو مجلس إدارة ورئيس لجنة التدقيق في شركة "كاسبن انترناشيونال انفيستمنت" وحي أي بي كابيتال" من بين آخرين.

المناصب الحالية

- البنك الإسلامي للتنمية (مسؤول استثمارات أول)
- شركة "كاسبن انترناشيونال انفيستمنت" (عضو مجلس الإدارة ورئيس لجنة المراجعة)
- "جي أي بي كابيتال" (عضو مجلس الإدارة ورئيس لجنة المراجعة)
- شركة القهوة السعودية (عضو لجنة المراجعة).

المناصب السابقة

- المجموعة المتحدة للتأمين التعاوني (أسيج) (عضو مجلس الإدارة)
- البنك الإسلامي للتنمية (أخصائي استثمارات ومحلل مالي)
- البنك السعودي الفرنسي - بنك كريدي أجريكول (خزينة العملات الأجنبية)
- البنك الأهلي السعودي (إدارة ومراقبة الائتمان والخدمات المصرفية للأفراد)

المؤهلات

- ماجستير في العلوم المالية والإدارة من جامعة إكستر، المملكة المتحدة (2008)
- بكالوريوس في الاقتصاد والمال والمعهد المالي من جامعة الملك عبد العزيز، جدة، المملكة العربية السعودية (2003)

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Zain Iyad Mohmdshafique Al-Emam				
Nationality		Saudi Arabian		Date of Birth		29/4/1981
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master of Science	Finance and Management	2008	Exeter University, United Kingdom		
2	Bachelor of Arts	Economics, Money, and Financial Institute	2003	King Abdul Aziz University, Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period		Experience				
2018 – 2019		Board Member – Allied Cooperative Insurance Group (ACIG)				
2011 – 2016		Senior Investments Specialist and Financial Analyst – Islamic Development Bank Group				
2009 – 2011		FX Dealer, Hedging and Investment - Banque Saudi Fransi - Credit Agricole				
2003 – 2006		Credit Administration and Control Officer, Corporate and Retail Banking - National Commerce Bank				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Caspian Intl Investments Company	Investments	Board Member	Personal Capacity	Chair of the Audit Committee	Privately Held Company
2	GIB Capital	Investment Banking	Board Member	Personal Capacity	Chair of the Audit Committee	Wholly Owned Subsidiary
3	Saudi Coffee Company	Food and Beverage Services	Member of the Audit Committee	Personal Capacity	Member of the Audit Committee	Public Company

Resolution (10)

To vote on the formation of the Audit Committee, determining its tasks, its work rules, and the remuneration of its members for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G

Mr. Zaid AlGwaiz

Zaid Algwaiz (Independent Member)

زيد القوي (عضو مستقل)



Zaid Algwaiz
Independent Member

Bupa Arabia Audit Committee member since July 2019.

During the previous years in Bupa Arabia, he joined the various committees' membership; the Nomination and Remuneration Committee (NRC) as a member and Chairman, Investment Committee (IC) as a Chairman, and previously joined the Investment Committee (IC) as a member.

Mr. Zaid is a Board Member in Saudi National Bank (SNB) (Saudi PLC).

Current Positions

- Saudi National Bank (Board and Executive Committee Member, Risk Committee Chairman)
- Mohammed Ibrahim AlSubaie & Sons Investment Company (MASIC) (Risk and Assets & Liability Committee Chairman)
- Jeddah Central Development (Member of the Audit Committee)
- Saudi Properties General Authority (Member of the Investment Committee)

Previous Positions

- Mohammed Abdulaziz Al-Rajhi and Sons Investment Company (Board Member, AC Chairman)
- Wilaya Investment Company (Board Member, AC Chairman)
- Al-Rajhi Steel Industries (Board and AC Member).
- Saudi British Bank (SABB) (NRC Member)
- Noon Investment Company (AC Chairman)
- Thakher Real Estate Development Company (AC Member).
- Al-Yusr Leasing and Finance (Board Member)
- Al-Awwal Capital (Board Member, AC Chairman)
- Middle East Specialized Cables Company (Board Member)
- HSBC Saudi Arabia Mutual Funds Board (Board Member)
- Gulf Finance Company (Board Member)

الأستاذ زيد القوي عضو مستقل

أصبح عضواً في لجنة المراجعة منذ يوليو 2019م.

خلال سنوات عضويته في مجلس إدارة بوبا العربية، كان عضواً في عدة لجان: لجنة الترشيحات والمكافآت حيث كان عضواً ورئيس اللجنة، ولجنة الاستثمار كرئيس وقبلها بصفته عضواً.

يشغل الأستاذ زيد حالياً عضو في مجلس إدارة البنك الأهلي السعودي (شركة سعودية مدرجة).

المناصب الحالية

- البنك الأهلي السعودي (عضو مجلس إدارة وعضو اللجنة التنفيذية، ورئيس لجنة المخاطر)
- محمد إبراهيم السبيعي وأولاده للاستثمار (رئيس لجنة المخاطر والأصول والالتزامات)
- وسط جدة للتطوير (عضو لجنة المراجعة)
- الهيئة العامة لعقارات الدولة (عضو لجنة الاستثمار)

المناصب السابقة

- شركة محمد عبد العزيز الراجحي وأولاده للاستثمار (عضو مجلس إدارة ورئيس لجنة المراجعة)
- شركة ولاية للاستثمار (عضو مجلس إدارة ورئيس لجنة المراجعة)
- شركة الراجحي للصناعات الحديدية (عضو مجلس إدارة وعضو لجنة المراجعة)
- البنك السعودي البريطاني (عضو في لجنة الترشيحات والمكافآت)
- شركة نون للاستثمار (رئيس لجنة المراجعة)
- شركة ذاخر للتطوير العقاري (عضو في لجنة المراجعة)
- البسر للإجارة والتمويل (عضو مجلس إدارة)
- الأول كابيتال (عضو مجلس إدارة، رئيس لجنة المراجعة)
- شركة الشرق الأوسط للكابلات المتخصصة (عضو مجلس إدارة)
- مجلس صناديق الاستثمار المشتركة في إتش إس بي سي العربية السعودية (عضو مجلس إدارة)

<p>Qualifications</p> <ul style="list-style-type: none"> Bachelor in Accounting, King Saud University, KSA (1987) 	<ul style="list-style-type: none"> شركة الخليج للتمويل (عضو مجلس إدارة) <p>المؤهلات</p> <ul style="list-style-type: none"> يحمل شهادة بكالوريوس في المحاسبة من جامعة الملك سعود، المملكة العربية السعودية عام 1987م.
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Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Zaid Abdulrahman Algwaiz				
Nationality		Saudi Arabian		Date of Birth		18/11/1963
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Bachelor's Degree	Accounting	1987	King Saud University, Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period		Experience				
2016 – 2019		Audit Committee Member - Thakher Real Estate Development Company				
2016 – 2018		Nomination and Remuneration Committee Member – Saudi British Bank				
2015 – 2017		Board Member - Al-Yusr Leasing and Financing Co.				
2014 – 2018		Board Member – Al-Rajhi Steel				
2012 – 2015		Board Member and Chairman of the Audit Committee – Gulf Finance Company				
2010 – 2016		Board Member and Chairman of the Audit Committee – AlAwwal Capital (Saudi Hollandi Capital)				
2009 – 2015		Board Member – Middle East Specialized Cables Company				
2008 – 2015		Board Member – HSBC				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance Company	Health Insurance	Board Member (Independent)	Personal Capacity	Member of the Board and the Audit Committee	Public Joint Stock Company
2	Saudi National Bank (SNB)	Financial Services	Board Member (Independent)	Personal Capacity	Chairman of the Risk and Governance Committee and Member of the Executive Committee	Public Joint Stock Company
3	Mohammed Ibrahim AlSubaie and Sons Investment Company	Investment	Board Member (Independent)	Personal Capacity	Chairman, Asset-Liability Committee and Risk Committee	Closed Joint Stock Company

Mr. Abdulla Elyas

Dr. Abdullah Elyas (Independent Member)

الدكتور/عبدالله إلياس (عضو مستقل)



Dr. Abdulla Elyas
Independent Member

Independent Board Member at Bupa Arabia and Risk Management Committee Member since July 2019.

Dr. Abdulla Elyas is a co-founder of Careem, the ride hailing company and Super App acquired by Uber in 2019. He's currently Chairman of its business in KSA. Prior to that, he co-founded Enwani, a cloud-based addressing and home delivery start-up that was acquired by Careem in 2014. He serves as a Board Member at the Saudi Arabian SME Authority, at Endeavor KSA, and at the EduTech start-up Noon. He's also an advisory board member of the VC firm Raed Ventures. Abdulla chairs the governmental initiative to enable five Saudi unicorns by 2025 and is a regional angel investor. Previously, he led management consulting engagements in Europe, the US, South East Asia, and the Middle East.

Dr. Abdulla is not a Board Member in other Saudi PLCs. He is currently serving his first term in Bupa Arabia.

Current Positions

- Careem Inc. (Co-founder and KSA-Chairman)
- Small and Medium Enterprise Authority KSA (Board of Directors)
- Endeavor KSA (Board of Directors)
- Raed Venture Capital (Board of Advisors)
- Noon Academy Inc. (Board of Directors)

Previous Positions

- PIF (Investment Committee)
- Rocket Internet SE (Agent KSA)
- Enwani (Co-founder and Managing Director)
- Scheer Management Consulting (Senior Management Consultant)

د. عبد الله إلياس عضو مستقل

عضو مستقل في مجلس إدارة بوبا العربية وعضو في لجنة إدارة المخاطر منذ يوليو 2019 م.

الدكتور عبد الله إلياس هو أحد مؤسسي شركة كريم، تطبيق النقل والتوصيل الذي استحوذت عليه شركة أوبر في عام 2019 م. وهو يشغل حاليًا منصب رئيس أعمالها في المملكة العربية السعودية. وقد شارك قبل ذلك في تأسيس "عنواني"، وهي شركة ناشئة تعتمد على التقنيات السحابية تعمل في مجال التوصيل إلى المنازل استحوذت عليها كريم في عام 2014 م. يشغل عضوية مجالس إدارة في كل من هيئة الشركات الصغيرة والمتوسطة في المملكة العربية السعودية، وشركة إنديفور السعودية، وإديو تيك الناشئة ونون. كما أنه أيضًا عضو مجلس استشاري في شركة رائد فينتشرز لرأس المال الاستثماري. يرأس عبدالله المبادرة الحكومية لتمكين خمس شركات سعودية ناشئة "يوني كورنرز" بحلول عام 2025 م وهو مستثمر إقليمي. قاد سابقًا عمليات استشارات إدارية في أوروبا والولايات المتحدة وجنوب شرق آسيا والشرق الأوسط.

لا يشغل الدكتور عبد الله عضوية مجلس إدارة في أي شركة مساهمة مدرجة أخرى، حيث يقضي حاليًا الدورة الأولى له في مجلس إدارة بوبا العربية.

المناصب الحالية

- شركة كريم (شريك مؤسس ورئيسها في السعودية)
- هيئة المنشآت الصغيرة والمتوسطة السعودية (مجلس الإدارة)
- إنديفور السعودية (عضو مجلس إدارة)
- رائد فنتشرز كابيتال (مجلس المستشارين)
- نون أكاديمي (مجلس الإدارة)

المناصب السابقة

- صندوق الاستثمارات العامة (لجنة الاستثمار)
- "روكيت إنترنت اس إي" (وكيل في المملكة العربية السعودية)
- عنواني (شريك مؤسس والعضو المنتدب)
- شير للاستشارات الإدارية (كبير الاستشاريين الإداريين)

Qualifications	المؤهلات
<ul style="list-style-type: none"> ○ PhD in Business Administration from RWTH Aachen, Germany ○ MSc in Computer Science, from RWTH Aachen, Germany 	<ul style="list-style-type: none"> ○ يحمل شهادة دكتوراه مع مرتبة الشرف في إدارة الأعمال من الجامعة الراينية الفستفالية العليا في آخن، ألمانيا. ○ يحمل ماجستير في علوم الحاسب الآلي من الجامعة الراينية الفستفالية العليا في آخن، ألمانيا.

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Abdulla Nadeem M Elyas				
Nationality		Saudi Arabian		Date of Birth		1/10/1974
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	PhD	Business Administration	2009	RWTH Aachen University, Germany		
2	Master of Science	Computer Science	2003	RWTH Aachen University, Germany		
3) Experiences of the Nominated Member						
Period		Experience				
2020 – 2021		Board Member – SME Bank KSA				
2017 – 2018		Investment Committee Steering Member – Saudi Arabian Public Investment Fund				
2012 – 2016		Agent for Saudi Arabia – Rocket Internet SE				
2012 – 2014		Co-Founder and Managing Director - Enwani				
2008 – 2011		Senior Management Consultant - IDS Scheer Consulting				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Bupa Arabia for Cooperative Insurance	Health Insurance	Board Member (Independent)	Personal Capacity	Member of Risk Management Committee	Public Joint Stock Company
2	Careem Inc.	Ground Transportation Technology Company	Co-Founder, KSA Chairman, and Chief People Officer	Personal Capacity	–	
3	Saudi Arabian Small and Medium Enterprise Authority	Small and Medium Business Development	Board Member	Personal Capacity	–	Government Entity
4	Raed Venture Capital	Venture Capital and Private Equity Principles	Advisory Board Member	Personal Capacity	–	Privately Held Company
5	Noon Academy Inc.	E-Learning	Board Member	Personal Capacity	–	Privately Held Company

Ms. Zain Alemam

Zain Al-Emam (Independent Member)

زين الإمام (عضو مستقل)



Ms. Zain Al-Emam
Independent Member

Miss Zain Al-Emam is a seasoned Saudi Banker with over 15 years of experience in the banking industry beginning with the Saudi National Commercial Bank (Now SNB), through Saudi Fransi Banque and ending in the Islamic Development Bank (IsDB) with a focus on investment banking.

Over the years, Miss Zain Al-Emam has undertaken several committee/forum organization representation roles in regional and global arenas such as AMF and G20-GPFI.

Additionally, Miss Zain Al-Emam has extensive board/Committee experiences, having served as Board Member and Chair of the Audit Committee at Caspian Intl Investments Company and GIB Capital among others.

Current Positions

- Islamic Development Bank Group (Senior Investments Officer)
- Caspian Intl Investments Company (Board Member and Chair of the Audit Committee)
- GIB Capital (Board Member & Chair of the Audit Committee)
- Saudi Coffee Company (Audit Committee member)

Previous Positions

- Allied Cooperative Insurance (ACIG) (Board Member)
- Islamic Development Bank Group (Investments Specialist and Financial Analyst)
- Banque Saudi Fransi – Credit Agricole (Treasury-Fx Dealer)
- Saudi National Bank (Credit Administration and Control and Retail Banking)

Qualifications

- Master of Sciences in Finance and Management from University of Exeter, Exeter, UK (2008)
- Bachelor's Degree in Economics, Money, and Financial Institute from King Abdul Aziz University, Jeddah, KSA (2003)

الأستاذة/ زين الامام عضو مستقل

تعتبر الأستاذة/ زين الإمام مصرفية سعودية متمرسة مع أكثر من 15 عامًا من الخبرة في القطاع المصرفي، حيث بدأت في البنك الأهلي السعودي (البنك الأهلي التجاري سابقاً)، ومن ثم البنك السعودي الفرنسي وانتهاءً في البنك الإسلامي للتنمية مع التركيز على الخدمات الاستثمارية.

قامت الآنسة زين خلال سنوات عملها بتمثيل عدد من اللجان / المؤتمرات في الساحات الإقليمية والعالمية مثل صندوق النقد العربي "أي أم إف" ومجموعة الشراكة العالمية للشمول المالي في مجموعة العشرين.

بالإضافة إلى ذلك، تتمتع الآنسة زين الإمام بخبرات واسعة في العمل في مجالس الإدارة واللجان، حيث عملت كعضو مجلس إدارة ورئيس لجنة التدقيق في شركة "كاسبن انترناشيونال انفيستمنت" وحي أي بي كابيتال" من بين آخرين.

المناصب الحالية

- البنك الإسلامي للتنمية (مسؤول استثمارات أول)
- شركة "كاسبن انترناشيونال انفيستمنت" (عضو مجلس الإدارة ورئيس لجنة المراجعة)
- "جي أي بي كابيتال" (عضو مجلس الإدارة ورئيس لجنة المراجعة)
- شركة القهوة السعودية (عضو لجنة المراجعة).

المناصب السابقة

- المجموعة المتحدة للتأمين التعاوني (أسيج) (عضو مجلس الإدارة)
- البنك الإسلامي للتنمية (أخصائي استثمارات ومحلل مالي)
- البنك السعودي الفرنسي - بنك كريددي أجريكول (خزينة العملات الأجنبية)
- البنك الأهلي السعودي (إدارة ومراقبة الائتمان والخدمات المصرفية للأفراد)

المؤهلات

- ماجستير في العلوم المالية والإدارة من جامعة إكستر ، المملكة المتحدة (2008)
- بكالوريوس في الاقتصاد والمال والمعهد المالي من جامعة الملك عبد العزيز ، جدة ، المملكة العربية السعودية (2003)

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Zain Iyad Mohmdshafique Al-Emam				
Nationality		Saudi Arabian		Date of Birth		29/4/1981
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Master of Science	Finance and Management	2008	Exeter University, United Kingdom		
2	Bachelor of Arts	Economics, Money, and Financial Institute	2003	King Abdul Aziz University, Kingdom of Saudi Arabia		
3) Experiences of the Nominated Member						
Period		Experience				
2018 – 2019		Board Member – Allied Cooperative Insurance Group (ACIG)				
2011 – 2016		Senior Investments Specialist and Financial Analyst – Islamic Development Bank Group				
2009 – 2011		FX Dealer, Hedging and Investment - Banque Saudi Fransi - Credit Agricole				
2003 – 2006		Credit Administration and Control Officer, Corporate and Retail Banking - National Commerce Bank				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	Caspian Intl Investments Company	Investments	Board Member	Personal Capacity	Chair of the Audit Committee	Privately Held Company
2	GIB Capital	Investment Banking	Board Member	Personal Capacity	Chair of the Audit Committee	Wholly Owned Subsidiary
3	Saudi Coffee Company	Food and Beverage Services	Member of the Audit Committee	Personal Capacity	Member of the Audit Committee	Public Company

Mr. Ibrahim Alhusayni

Ibrahim Alhusayni (Independent Member)

الاستاذ/ ابراهيم الحسيني (عضو مستقل)



Mr. Ibrahim Alhusayni
Independent Member

ابراهيم الحسيني
عضو مستقل

Ibrahim Alhusayni is specialized in Governance, Risk Management, and Compliance (GRC). Currently, he is the Chief Internal Audit Officer at Mohamed Al Habib Holding Company. Also, he is a member of the Audit and Risk Committee at GIB Capital since April 2021 until now. He was the Head of Governance Finance at BAE Systems and was a member of several committees such as the Risk & Opportunity and the Business Continuity from 2013- 2022. He also served as an Engagement Auditor at Ernst & Young (EY) from 2008 to 2013.

Ibrahim holds a bachelor's degree in Accounting in 2008 from King Fahd University of Petroleum and Minerals and he is Certified Fraud Examiner (CFE) from Association of Certified Fraud Examiners

Current Positions

- Mohamed Al Habib Holding Company (Chief Internal Audit Officer)
- GIB Capital (Member - Audit and Risk Committee)

Previous Positions

- BAE Systems (Head of Governance, Finance)
- Ernst & Young (EY)- Engagement Auditor

Qualifications

- Bachelor's Degree in Accounting from King Fahd University of Petroleum and Minerals
- Certified Fraud Examiner (CFE) from Association of Certified Fraud Examiners

ابراهيم الحسيني متخصص في الحوكمة، إدارة المخاطر، الامتثال وحاليا هو الرئيس التنفيذي للمراجعة الداخلية في شركة محمد الحبيب القابضة وكذلك عضو في لجنة المراجعة والمخاطر لشركة جي آي بي كابيتال منذ ابريل 2021 حتى الان. كما شغل منصب مدير عام إدارة الحوكمة المالية في شركة بي اي ايه سيستمز (BAE Systems) وكان عضواً في عدة لجان كالجنة المخاطر والفرص ولجنة استمرارية الأعمال من 2013- الى 2022. كما شغل منصب مراجع حسابات في شركة إيرنست ويونغ (EY) من 2008 الى 2013.

حاصل على بكالوريوس في المحاسبة عام 2008 من جامعة الملك فهد للبترول والمعادن وشهادة محقق احتيال معتمد (CFE) من جمعية محققي الاحتيال المعتمدين الدولية

المناصب الحالية

- شركة محمد الحبيب القابضة (الرئيس التنفيذي للمراجعة الداخلية)
- شركة جي آي بي كابيتال (عضو لجنة المراجعة والمخاطر)

المناصب السابقة

- شركة بي اي ايه سيستمز - مدير عام ادارة الحوكمة المالية
- شركة إيرنست ويونغ (EY) - مراجع حسابات

المؤهلات

- شهادة البكالوريوس في المحاسبة من جامعة الملك فهد للبترول والمعادن
- شهادة محقق احتيال معتمد من جمعية محققي الاحتيال المعتمدين الدولية

Form (1) Resume

1) Personal Information of the Nominated Member						
Full Name		Ibrahim Mohammed Ibrahim Alhusayni				
Nationality		Saudi		Date of Birth		04/12/1984
2) Academic Qualifications of the Nominated Member						
No.	Qualification	Specialization	Date of the Awarded Degree	The Name of the Awarding Entity		
1	Bachelor Degree	Accounting	2008	King Fahd University of Petroleum and Minerals		
2	Certified Fraud Examiner	Anti-Fraud	2013	Association of Certified Fraud Examiners		
3) Experiences of the Nominated Member						
Period		Experience				
2022-Now		Chief Internal Audit Officer at Mohammed Alhabib Holding				
2021-Now		Audit & Risk Committee Member at GIB Capital				
2013-2022		Head of Governance, Finance at BAE Systems				
2008-2013		Engagement Auditor at Ernst & Young				
4) Current membership in the board of directors of other joint stock companies (listed or un-listed) or in any other company of any legal form or its committees:						
No.	Company Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Nature of the Membership (In Personal Capacity, Representative of a Legal Person)	Membership of Committees	Legal Form of the Company
1	GIB Capital	Investment Services	Independent	Personal Capacity	Audit & Risk Committee	Closed Joint Stock Company

Resolution 12 to 32

Related Parties' Transactions

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Bupa Arabia for Cooperative Insurance Company - a Saudi Joint Stock company (the "Company") to perform a limited assurance engagement, as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the "engagement", to report on the declaration as attached in (Appendix 1), which was prepared by the Chairman of the Board of Directors (the "BOD") of the Company to be submitted to the Ordinary General Assembly Meeting, in respect of the transactions and contracts in which any of the members of the BOD of the Company has a direct or indirect personal interest, occurred during the year ended 31 December 2021 ("Subject Matter"), in order to comply with the requirements of Article (71) of the Companies' Law issued by Ministry of Commerce ("MOC") (1437H -2015).

Applicable Criteria:

In preparing the Subject Matter, the Company applied the following criteria ("Criteria"). Such Criteria were specifically designed in order to comply with the requirements of Article (71) of the Companies' Law; As a result, the subject matter information may not be suitable for another purpose.

1. Article (71) of the Companies' Law issued by Ministry of Commerce ("MOC") (1437H - 2015).
2. Declaration submitted by the Chairman of the BOD to the Ordinary General Assembly Meeting (Appendix 1).
3. The declarations submitted by the members of the Company's BOD in respect to the transactions and contracts in which any of the members of the Company's BOD has a direct or indirect personal interest.
4. The Company's accounting records for the year ended 31 December 2021.

Management Responsibility:

The management of the Company is responsible for selecting the Criteria, and for presenting the Subject Matter above in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the subject matter, such that it is free from material misstatement, whether due to fraud or error.

**LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Our responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000 (Revised)') endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 14 March 2022. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Our Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the professional code of conduct and ethics that are endorsed on Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, 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.

Description of procedures performed

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. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

**LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of procedures performed (continued)

Although 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. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the subject matter and related information, and applying analytical and other appropriate procedures.

As per the engagement letter, our procedures included, but were not limited to:

- Obtaining the BOD Chairman's declaration that includes the financial information about the transactions and contracts in which any of the members of the Company's BOD has a direct or indirect personal interest, occurred during the year ended 31 December 2021, according to the requirements of Article (71) of the Companies Law (Appendix 1).
- Reviewing the BOD resolution that indicate the BOD member's notification to the BOD on the transactions and contracts for the year ended 31 December 2021.
- Obtaining the declarations submitted by the Company's BOD in respect to the transactions and contracts in which any of the members of the Company's BOD has a direct or indirect personal interest.
- Comparing the financial information in Appendix 1 to the Company's accounting records for the year ended 31 December 2021.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matters:

The attached (Appendix 1) has been stamped by us for identification purposes only.

**LIMITED ASSURANCE REPORT
TO THE SHAREHOLDERS OF BUPA ARABIA FOR COOPERATIVE INSURANCE COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the subject matter as of 31 December 2021 and for the year ended 31 December 2021, in order for it to be in accordance with the Criteria.

for Ernst & Young Professional Services



Hussain Saleh Asiri
Certified Public Accountant
License No. (414)

Jeddah: 18 Shawwal 1443H
19 May 2022G





Bupa Arabia
For Cooperative Insurance
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19 April 2022

Subject: Chairman Declaration of transactions and contracts in which Board members of Bupa Arabia for Cooperative Insurance Company have a personal interest.

In accordance with Article 71 of the Companies' Law, which states that the Chairman of the Board must disclose and inform the general assembly of all the transactions and contracts in which Board members have a personal interest.

Therefore, according to the Board of Directors' disclosures I would like to inform the general assembly about the details of the transactions and contracts in which Board members have a personal interest as reflected below:

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	2021 Period	2020SRk	2021SRk	2021SRk Change
Bupa Global Market Unit	Bupa UK	Reinsurance premiums ceded	Annual - full year	41,431	59,358	17,927
My Clinic International Medical Company	Nazer Group	Nurse Service Fees	Annual - full year	131	131	—
Various	Various	Other expenses - net	Annual - full year	307	528	221
Bupa Investments Overseas Limited (BIOL)	Bupa UK	Tax Equalization	Annual - full year	(1,873)	14,241	16,114
Bupa Investments Overseas Limited (BIOL)	Bupa UK	Board and Committee member remuneration	Annual - full year	915	833	(82)
Bupa Middle East Holdings Two W.L.L.	Bupa Middle East and	Trademark fee	Annual - full year	26,896	26,611	(285)

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	Nazer					
Nazer for Dialysis and Healthcare Services Co. Ltd (Diaverum)	Nazer	Claims paid to medical provider	Annual - full year	140,333	179,055	38,722
Total				208,140	280,757	72,617

2 Insurance contracts with companies related to Bupa Arabia Board members:

The Company has entered 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 2021, and also going forward during 2022, if required, as per the below detailed:

- Bupa Arabia for Cooperative Insurance Company's own health insurance costs for its providing health insurance to its own employees – written premium SR21,058K
- Board members Eng. Loay Hisham Nazer (Chairman) and Mr. Tal Hisham Nazer, Chief Executive Officer (CEO) through their relation to the below Nazer companies, written premiums as stated:
 - Nazer Group Limited, SR908K
 - Nazer Medical Clinics Company and Nazer Pharmacies businesses, SR6,046K
 - Nazer Dialysis & Advanced Health Services Co. Limited, SR6,519K
 - Nawah Healthcare, SR199K
- Mr. David Fletcher, Mr. Martin Houston, Mr. Nigel Sullivan and Mrs. Joy Linton, all representing the foreign shareholder, Bupa Investments Overseas Limited (BIOL), whether in 2021 or 2022, as Bupa Arabia Non-Executive Board Members, and as employees of the Bupa Group and its companies, relating to its partnering with Bupa Arabia on contracts with the Bupa Group, written premium SR2K from 1 contract (2020 SR1,032K from 3 contracts).
- The following Bupa Arabia Health Insurance contracts, and associated written premium as stated, through which the Independent Board members are associated through their membership of the Boards, or having their own personal insurance, as detailed below:
- Mr. Zaid Algwaiz, Independent Board member, for the full year, and Audit Committee member:
 - As Board member of Saudi National Bank (SNB), SR173,433K,
 - Gulf International Bank (GIB) (until 30 June 2021), SR9,776K, Mr. Algwaiz an Independent Board member, and Audit Committee member, of GIB Capital,
 - Bupa Arabia Health Insurance contracts related to Mr. Algwaiz through first degree relative, the below figures reflecting the written premiums for the respective companies' health insurance contract costs for their own employees:
 - Etihad Etisalat Company (Mobily) (until 31 Mar 2021), SR48,778K,
 - Riyadh Cables Group Company, SR7,389K



- Dr. Abdulla Elyas, Independent Board member:
 - As CEO and Board member of Careem, for its Health Insurance contract for its own employees, and which including Dr. Abdulla Elyas and his dependents, written premium SR694K.

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 Diaverm), 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). 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 SR179,055K for the full 2021 year (versus SR140,333K estimated for the full 2020 year). At 31/12/2021 SR19,696K was estimated as payable to Nazer Dialysis & Advanced Health Services Co. Limited (versus SR15,303K estimated as payable for 2020 as at 31/12/2020).

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. These two Nazer companies provide clinical and medical services to Bupa Arabia's clients and the total expense transactions for 2021 were estimated at SR7,427K, of which as at 31/12/21 it was estimated that circa SR733K was payable to these companies (versus the estimated payable as at 31/12/20 of SR353K).

During 2018, Bupa Arabia entered into an agreement with Nazer Medical Clinics to provide clinic services for Bupa Arabia employees at its Jeddah headquarters. The service includes testing, routine health consultations for employees and developing food and health plans. The total value of these transactions during 2021 was SR131K, for 12 months, versus SR131K in 2020, for 12 months.

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 24 in the 2021 annual financial statements).

In accordance with the approval of the Ordinary General Assembly Meeting held on 09/09/2009G, 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 a related party, Bupa Middle East Holdings Two W.L.L., a company owned by the Nazer Group Limited, and BIOL, 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

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premiums earned, subject to a maximum of 5% of the Company's profits in any financial year, as trademark fee. The trademark fee is payable at different rates linked to the results of the Company. Consequent to the increase in the results a higher rate of trademark fees is payable. Accordingly, during 2021 the trademark fee amounted to SR26,611K, compared to 2020 at SR26,896K (as reflected within the Related Party Transactions note 24, and the Trademark Fee note 19 in the 2021 annual financial statements).

The above contractual arrangements have been approved by the Board between the years 2012 and 2021 (the related party Board members did not vote on these matters) and will also be presented to the 2021 General Assembly meeting, which will take place during 2022, for approval.

The Company signed a reinsurance agreement on 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 Bupa Arabia Board through BIOL by Mr. David Fletcher, Mr. Martin Houston, Mr. Nigel Sullivan, and Mrs. Joy Linton. The premium ceded during 2021 was SR59,358K (versus during 2020 at SR41,431K), which represents less than 0.55% of the 2021 annual gross written premiums (it was less than 0.40% of the 2020 annual gross written premium). Bupa Arabia will seek the shareholders' approval at the 2021 General Assembly meeting, which will take place during 2022.

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 already stated within this letter, 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.

4 Other related party transactions:

Ahmed Mohamed Baeshen Company (AMB), Bupa Arabia health insurance contract written premium of SR2,848K, Mr. Ali Sheneamer, Bupa Arabia Chief Business Development Officer, is an independent Board member of AMB.


Eng. Loay Hisham Nazer
Chairman of the Board of
Directors



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