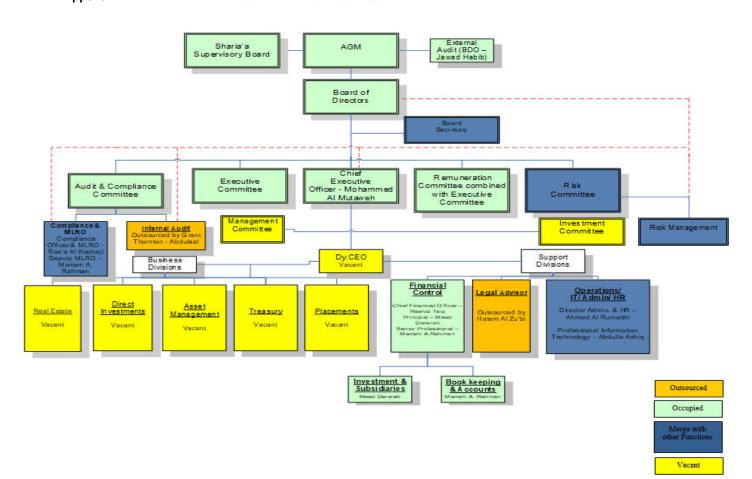
تقربر الحوكمة لسنة 2022م

حرص مجلس إدارة شركة الدار كابيتال منذ تأسيس الشركة على بناء نظام رقابي داخلي يمكنه من ضبط عمليات الشركة حسب الأطر التي أقرها المجلس من خلال مجموعة من السياسات والإجراءات والتي صيغت من أجل هذا النظام، وبما يتوافق مع أفضل الأطر التي أوصت بها لجنة بازل وتوجيهات الجهات الرقابية المختصة في مملكة البحرين.

وقد شكل مجلس الإدارة لجنة التدقيق والالتزام والتي تتولى الإشراف على الأطر المتعلقة بالرقابة الداخلية وإدارة المخاطر والالتزام لتعزيز ممارسات التدقيق الداخلي والخارجي والإشراف على عملية اختيار مدققي الحسابات الخارجيين والموافقة على تعيينهم خلال اجتماع المساهمين، بجانب مراجعة سلامة التقارير المالية للشركة ومراجعة أنشطة وأداء قسم التدقيق الداخلي ومراجعة التزام الشركة بالقوانين والأنظمة وميثاق ممارسة المهنة. وقد تم الاستعانة بالسادة Grant Thornton للقيام بأعمال التدقيق الداخلي للشركة وتم إصدار عدة تقارير تم عرضها ومراجعتها من قبل لجنة التدقيق والالتزام، كما تم تعيين "مسئول الالتزام" لشركة الدار كابيتال للإشراف على التزام الشركة بقوانين مصرف البحرين المركزي والقوانين الاخرى المتعلقة والصادرة عن الجهات الرسمية في مملكة البحرين.

كما شكل المجلس اللجنة التنفيذية والتي من أهم مسؤولياتها وضع الخريطة الاستثمارية للشركة ومتابعة عمليات الشركة الاستثمارية، ودراسة جدوى المشاريع بصورة مستفيضة قبل رفعها للمجلس. وكذلك تم تشكيل لجنة الترشحات التي تتولى مسئولية ترشيح أعضاء مجلس الإدارة المستقلين والغير تنفيذيين بالإضافة إلى تقييم أداء واختيار الإدارة التنفيذية بالشركة. ونستعرض لحضراتكم الهيكل الإداري للشركة والذي يبين العلاقة بين المجلس ولجانه مع إدارات واقسام الشركة.

Appendix A Al Dar Capital Company Organization Chart 2022



هذا وينعقد مجلس الإدارة بصورة منتظمة كما تقتضيه الأصول المرعية بحيث يتمكن من متابعة المسائل الإستراتيجية والمالية والعمليات الاستثمارية وإجراءات الرقابة الداخلية ومسائل الالتزام ورسم سياسة الشركة من خلال المشاركة في صياغة ووضع الاستراتيجيات والأهداف وتحديد وترسيخ قيم التنظيم والإدارة والسياسات العامة للشركة، والوقوف على أداء إدارة الشركة التنفيذية لضمان سير الأعمال حسب الأطر والخطط المتفق عليها، كما ويسعى مجلس الإدارة أيضاً إلى خلق التوازن المناسب بين تحقيق النمو المالي والأهداف المرجوة. الجدول أدناه يبين نسبة حضور اجتماعات مجلس الإدارة واللجان التابعة خلال سنة 2020م:

جنة نس	نسبة الحضور
جلس الإدارة	%92.86
جنة التنفيذية	%100
بنة التدقيق	%83.33

وقد قام مجلس الإدارة بتقييم أداء المجلس وأداء أعضائه خلال السنة المالية المنتهية في 31 ديسمبر 2022م وكانت نتيجة التقييم حسب المجدول المرفق (Appendix B & C) كما أنه وبحسب آخر إفصاح من قبل أعضاء المجلس، لا يوجد أي علاقة أسرية تربط أي من الأعضاء مع أحد موظفي الإدارة التنفيذية.

Appendix B

Board Performance Evaluation for the Year Ended 31st December 2022

1 Composition of	the Board					
1.1	The Board has the					
Scale	Strongly Agree	Agree	Should be reviewed	Disagree		
	1	2	3	4		
Members	7					
	100.0	0.0			Total	100
1.2	The composition of directors, is approp		cluding the mix o	f independe	nt and non-inc	dependent
Members	4	3	-			
	57.1	42.9			Total	100
1.3	The process for sel	ecting new di	rectors is effective	2		
	1	2	3	4		
Members	5	2				
	74.4	20.6			Total	100

2	Board Roles and Responsibilities					
	2.1	The Board has ful	l and common un	derstanding of	their roles and responsi	bilities
		1	2	3	4	
	Members	5	2			
		71.4	28.6		Total	100
	2.2	The Board is effect other corporate p			monitoring operating, f	inancial and
		1	2	3	4	
	Members	4	3			
		57.1	42.9		Total	100
	2.3	The Board is effect executives.	ctive in evaluating	g the performan	ice of the Company's ser	nior
		1	2	3	4	
	Members	4	3			
	2.4	57.1 The Board is effect encourages the B	-		Total overnance structure tha	100 t allows and
		1	2	3	4	
	Members	5	2			
		71.4	28.6		Total	100
	2.5		losure, fiscal acco	ountability, high	environment that promo ethical standards and c	
		1	2	3	4	
	Members	7				

100.0	0.0		Total	100
	· ·	ng and providi	ng advice and assistance	to the
1	2	3	4	
6	1			
85.7	14.3		Total	100
		-	onnel policies of the Con	npany that
1	2	3	4	
4	3			
57.1		0.0	Total	57.14
financial objective	es and plans of the egments and the	ne Company, th	about the principal ope e financial results of the lems that affect the Com	Company
financial objective and its business se	es and plans of the egments and the	ne Company, th	e financial results of the	Company
financial objective and its business so business and pros	es and plans of the gments and the spects.	ne Company, th risks and prob	e financial results of the lems that affect the Com	Company
financial objective and its business so business and pros	es and plans of the gments and the spects.	ne Company, th risks and prob	e financial results of the lems that affect the Com	Company
financial objective and its business so business and pros 1 7 100.0	es and plans of the egments and the spects. 2	ne Company, the risks and prob 3 0.0	e financial results of the lems that affect the Com 4 Total al trends, competitive th	Company npany's 100.0
financial objective and its business so business and prosection of the first process of the f	es and plans of the egments and the spects. 2	ne Company, the risks and prob 3 0.0	e financial results of the lems that affect the Com 4 Total al trends, competitive th	Company npany's 100.0
financial objective and its business so business and pros 1 7 100.0 The Board has suf opportunities critical	es and plans of the egments and the spects. 2 Fficient understartical to the Compa	and prob 3 0.0 Inding in external any's future per	e financial results of the lems that affect the Com 4 Total al trends, competitive th rformance.	Company npany's 100.0
financial objective and its business so business and prosection of the second prosection of the Board has suffor opportunities critical control of the second opportunities critical control of the second opportunities critical control opportunities	es and plans of the egments and the spects. 2 Fficient understarical to the Compa	and prob 3 0.0 Inding in external any's future per	e financial results of the lems that affect the Com 4 Total al trends, competitive th rformance.	Company npany's 100.0
financial objective and its business so business and prosection of the second prosection of the Board has sufficient opportunities critical second opportuni	es and plans of the egments and the epects. 2 fficient understar ical to the Comparison 14.3	ne Company, the risks and prob 3 0.0 Inding in externation any's future periods.	e financial results of the lems that affect the Com 4 Total al trends, competitive the rformance. 4 Total	100.0
	The Board is effect Company's senior 1 6 85.7 Reviewing and apphave been review 1 4	The Board is effective in questioni Company's senior executives. 1 2 6 1 85.7 14.3 Reviewing and approving all comphave been reviewed by a qualified 1 2 4 3	The Board is effective in questioning and providi Company's senior executives. 1 2 3 6 1 85.7 14.3 Reviewing and approving all comprehensive pershave been reviewed by a qualified professional. 1 2 3 4 3	The Board is effective in questioning and providing advice and assistance Company's senior executives. 1 2 3 4 6 1 85.7 14.3 Total Reviewing and approving all comprehensive personnel policies of the Cornave been reviewed by a qualified professional. 1 2 3 4 4 3

Members	4	3			
	57.1	42.9	0.0	Total	100
Conduct of Boar	rd Meetings				
3.1	Board meetings a meaningful partic			encourages open communic f issues.	ation,
	1	2	3	4	
Members	6	1			
	85.7	14.3		Total	100
3.2	The Board strikes	s the right balance	e in discussing	operational and strategic iss	ues.
Members	3	4	3	7	
Wichibers	42.9	57.1		Total	100
3.3	The Board is proving might present a continuous of the second of the sec			and time to address issues	that
3.3 Members	might present a c	conflict of interes	t.		that
	might present a c	conflict of interes 2	t.		that
	might present a continue of the continue of th	2 4 57.1 me is appropriates	t. 3 ely allocated be ne length of eac	4 Total tween Board discussion and th meeting is generally adeq	100
Members	1 3 42.9 Board meeting timanagement pre	2 4 57.1 me is appropriates	t. 3 ely allocated be ne length of eac	4 Total tween Board discussion and th meeting is generally adeq	100
Members	1 3 42.9 Board meeting times an agement pretthe Board to effect	2 4 57.1 me is appropriate esentations and the ectively cover app	ely allocated be ne length of ear	Total tween Board discussion and the meeting is generally adequess.	100
Members 3.4	1 3 42.9 Board meeting times an agement pretthe Board to effect	2 4 57.1 me is appropriate esentations and the ectively cover app	ely allocated be ne length of ear	Total tween Board discussion and the meeting is generally adequess.	100
Members 3.4	might present a control of the Board meeting time anagement present the Board to effect the Board to effec	2 4 57.1 me is appropriate esentations and the ectively cover app 2 3 42.9	ely allocated be ne length of ear ropriate busine	Total tween Board discussion and th meeting is generally adequess.	100 I quate for
Members 3.4 Members	might present a control of the Board meeting time anagement present the Board to effect the Board to effec	2 4 57.1 me is appropriate esentations and the ectively cover app 2 3 42.9	ely allocated be ne length of ear ropriate busine	Total tween Board discussion and the meeting is generally adequess. 4 Total	100 I quate for

Members	5	2				
	71.4	28.6		0.0	Total	100
2.6	The attendance	of each Board me	mbers and its co	ommittees i	s suffecient eac	h year to
3.6		discharge its respo				·
	4	2	2	4		
Members	1	2 4	3	4		
viembers	0.0	57.1	42.9		Total	100
	0.0	57.1	42.9		TOTAL	100
Board Commi	ttees					
4.1	Responsibilities o	of the committee	s of the Board a	re well defir	ned	
	1	2	3	4		
Members	6	1				
	85.7	14.3			Total	100
4.2	The following co	mmittags are offs	ectivo in norform	aing thair ra	cnoncibilities	
4.2	The following co	illillittees are ene	ctive in periorii	iiig tileli re	sponsibilities	
(i)	Audit Committee	2				
	1	2	3	4		
Members	5	2				
	71.4	28.6			Total	100
(ii)	Executive Comm	ittee				
	1					
Members		2	3	4		
	7	2	3	4		
	7 100.0	0.0	3	4	Total	100
(iii)	100.0				Total	100
	100.0	0.0			Total	100
(iii)	100.0 Corporate Gover	0.0 nance and Nomir	nation Committe	ee	Total	100
(iii)	100.0 Corporate Gover	0.0 nance and Nomir 2	nation Committe	ee	Total	
(iii)	100.0 Corporate Gover 1 2	0.0 nance and Nomir 2 3	nation Committe 3 2	ee	Total	
	100.0 Corporate Gover 1 2	0.0 mance and Nomin 2 3 42.9	nation Committe 3 2 28.6	ee 4		100
(iii) Members	100.0 Corporate Gover 1 2 28.6	0.0 mance and Nomin 2 3 42.9	nation Committe 3 2 28.6	ee 4		100

Members	6	1			
	85.7	14.3		Total	100
4.4	Members receive	e sufficient backgı	ound informat	ion prior to meetings	
			_		
Members	1 7	2	3	4	
Members	100.0	0.0		Total	100
4.5	Meetings are cor			ages open communicatic	
	1	2	3	4	
Members	4	3			
	57.1	42.9		Total	100
4.6	Meeting time is a management pro		cated between	Committee discussion ar	nd
Members	5	2	-		
Wiembers	71.4	28.6		Total	100
4.7		and size of the Co	ommittees are		100
Members	6	1	J		
MICHIDEIS	85.7	14.3		Total	100

Appendix C

Evaluation of an Individual Board Member for the Year Ended 31st December 2022

1. I understand and support the mission of the organization.

Scale	Yes	No	Not Sure	
Members	7			
	100.0	0.0	Total	100

2.	I understand t		of the board a	nd my legal and ethical responsibi	lities
Scale	Yes	No	Not Sure		
Members	7	140	Not Suit		
Wichibers	100.0	0.0		Total	100
3.				pments in the Company's fields of	
Scale	Yes	No	Note Sure		
Members	7		Juic		
	100.0	0.0		Total	100
4. Scale	I further the n	nission w No	ith my time, s	kills and experience.	
Members	7				
Wichibers	100.0	0.0		Total	100
5. Scale	I have attende requiring boar	_	•	al board meetings and other even	ts
Members	7		Sure		
Members	100.0	0.0		Total	100
6.	I try to be an o individuals, th	-		er, considering the impact of issue community.	es on
Scale	Yes	No	Sure		
Members	7				
	100.0	0.0	0.0	Total	100
7.	Have a good v	vorking r	elationship w	ith other board members and with	n the
Scale	Yes	No	Not Sure		
Members	7				
	100.0	0.0		Total	100
8.	perceived as o	onflict of	f interest.	which are self-serving or may be	
Scale	Yes	No	Not Sure		

Members	7				
	100.0	0.0		Total	100
9.	I read and un	derstand	the Company	r's financial sta	atements.
Scale	Yes	No	Not Sure		
Members	7				
	100.0	0.0		Total	100
10.	I prepare for	and partio	cipate in boar	d meetings ar	nd committee meetings.
Scale	Yes	No	Not Sure		
Members	7				
	100.0		0.0	Total	100
11.		to do an	•	•	wing that my committee essary to fulfill
Scale	Yes	No	Not Sure		
Members	7				
	100.0		0.0	Total	100.0
12.	I understand own as a mer			n the staff's re	esponsibilities and my
Scale	Yes	No	Not Sure		
Members	7				
	100.0	0.0		Total	100
13.	Making recon	nmendati	ons about ho	w the	
	Company's o				
Scale	Company's or				
		perating a	nd financial p	oolicies.	
Scale	Yes	perating a	nd financial p		100
Scale	Yes 7	No 0.0 qualified	Not Sure 0.0 individuals w	Total ith relevant	100
Scale Members	Yes 7 100.0 Recommend skills and exp	No 0.0 qualified	Not Sure 0.0 individuals w	Total ith relevant	100
Scale Members	Yes 7 100.0 Recommend skills and exp the board.	No 0.0 qualified erience as	Not Sure 0.0 individuals was possible not	Total ith relevant	100