### تقرير الحوكمة لسنة 2024م

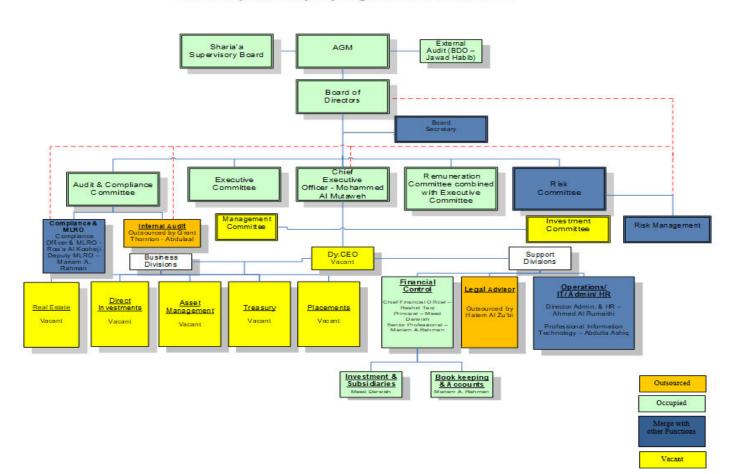
حرص مجلس إدارة شركة الدار كابيتال منذ تأسيس الشركة على بناء نظام رقابي داخلي يمكنه من ضبط عمليات الشركة حسب الأطر التي أقرها المجلس من خلال مجموعة من السياسات والإجراءات والتي صيغت من أجل هذا النظام، وبما يتوافق مع أفضل الأطر التي أوصت بها لجنة بازل وتوجيهات الجهات الرقابية المختصة في مملكة البحرين.

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 المجلس ولجانه مع إدارات واقسام الشركة.

#### Appendix A

#### Al Dar Capital Company Organization Chart 2024



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 2024م:

اللجنة	نسبة الحضور
7120	0/05 02
مجلس الإدارة	%95.83
اللجنة التنفيذية	%91.67
لجنة التدقيق	%100

وقد قام مجلس الإدارة بتقييم أداء المجلس وأداء أعضائه خلال السنة المالية المنتهية في 31 ديسمبر 2024م وكانت نتيجة النقييم 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.

# التعاملات مع الأطراف ذات العلاقة

لم تقم الشركة في سنة 2024م بالتعامل مع أي طرف من الأطراف ذات العلاقة، حيث ينبغي الإفصاح عن ايه تعاملات حسب قوانين مصرف البحرين المركزي وقانون الشركات البحريني.

# Appendix B

# **Board Performance Evaluation for the Year Ended 31st December 2024**

1	Composition of	the Board					
	1.1	The Board has the	right number	of directors			
	Scale	Strongly Agree	Agree	Should be reviewed	Disagree		
		1	2	3	4		
	Members	6					
		100.0	0.0	0.0	0.0	Total	100
	1.2	The composition of directors, is approp		cluding the mix o	f independer	nt and non-indep	pendent
		1	2	3	4		
	Members	6					
		100.0	0.0	0.0	0.0	Total	100
	1.3	The process for sele	ecting new dir	ectors is effective	2		
		1	2	3	4		
	Members	5	1				
		83.3	16.7	0.0	0.0	Total	100
2	Board Roles and Responsibilities	d					
	2.1	The Board has full a	and common i	understanding of	their roles ar	nd responsibilitie	es
		1	2	3	4		
	Members	5	1				
		83.3	16.7	0.0	0.0	Total	100

The Board is effective in reviewing, approving and monitoring operating, financial and other corporate plans, strategies and objectives.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100
2.3	The Board is effect executives.	ctive in evaluatin	g the performa	nce of the C	ompany's senio	r
	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0		Total	100
2.4	The Board is effective encourages the B	-		overnance s	structure that a	llows and
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
2.5	The Board is effective discountry with applicable la	ctive in establishi losure, fiscal acc	ing a corporate ountability, higl	environmen	it that promote:	s timely
2.5	The Board is effective disc	ctive in establishi losure, fiscal acc	ing a corporate ountability, higl	environmen	it that promote:	s timely
2.5 Members	The Board is effective disconditions with applicable la	ctive in establishi losure, fiscal acc ws and regulatio	ng a corporate ountability, high	environmen n ethical sta	it that promote:	s timely
	The Board is effective disconditions with applicable la	ctive in establishi losure, fiscal acc ws and regulatio 2	ng a corporate ountability, high	environmen n ethical sta	it that promote:	s timely
	The Board is effective disconnections with applicable last	ctive in establishi losure, fiscal acc ws and regulatio 2 1 16.7	ing a corporate ountability, highens.  3	environmen n ethical sta 4 0.0	nt that promotes ndards and com	s timely apliance
Members	The Board is effective disconnective disconn	ctive in establishi losure, fiscal acco ws and regulatio 2 1 16.7 ctive in questioning executives.	ing a corporate ountability, high ons.  3  0.0  ng and providing	environmen n ethical sta 4 0.0 ng advice an	nt that promotes ndards and com	s timely apliance
Members 2.6	The Board is effective disconnective disconn	ctive in establishi losure, fiscal acco ws and regulatio 2 1 16.7 ctive in questioning executives.	ing a corporate ountability, high ons.  3  0.0  ng and providing	environmen n ethical sta 4 0.0 ng advice an	nt that promotes ndards and com	s timely apliance

2.7 Reviewing and approving all comprehensive personnel policies of the Company that have been reviewed by a qualified professional.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

The Board is provided with sufficient information about the principal operational and financial objectives and plans of the Company, the financial results of the Company and its business segments and the risks and problems that affect the Company's business and prospects.

	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100.0

The Board has sufficient understanding in external trends, competitive threats and opportunities critical to the Company's future performance.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

2.10 The Board has adequate risk management procedures in place

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

# 3 Conduct of Board Meetings

Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.

	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100

3.2 The Board strikes the right balance in discussing operational and strategic issues.

	1	2	3	4		
Members	6	1				
	100.0	16.7	0.0	0.0	Total	116.6666667

The Board is provided with sufficient information and time to address issues that might present a conflict of interest.

	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100

Board meeting time is appropriately allocated between Board discussion and management presentations and the length of each meeting is generally adequate for the Board to effectively cover appropriate business.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

3.5 The number of meetings during the year is sufficient for the Board to be effective.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

The attendance of each Board members and its committees is suffecient each year to enable them to discharge its responsibilities effectively.

	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100

# 4 Board Committees

Members

4.1 Responsibilities of the committees of the Board are well defined

	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100

4.2 The following committees are effective in performing their responsibilities

2

4

(i)	Audit Committee					
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
(ii)	Executive Commi	ittee				
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
(iii)	Corporate Gover	nance and Nomir	nation Committe	ee		
	1	2	3	4		

	66.7	33.3	0.0	0.0	Total	100
4.3	The Committees	addressing effect	ively the matte	rs delegated	to it in its char	ter
0	THE COMMITTEE CO		interly time intacte	.s acregated	to it iii its ciiai	
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
4.4	N. 4 a ma h a ma ma a a is sa	oufficient beales				
4.4	Members receive	е ѕитпстепт раску	round informati	ion prior to n	neetings	
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
4.5	Meetings are con participation and			ages open co	mmunication,	meaningful
	participation and	timely resolution	101133463			
	1	2	3	4		
Members	5	1				
	83.3	16.7	0.0	0.0	Total	100
4.6	Meeting time is a	ppropriately allo	cated between	Committee o	discussion and	
4.6	management pre					
	1	2	3	4		
Members	6					
	100.0	0.0	0.0	0.0	Total	100
					. 0 341	
4.7	The composition	and size of the Co	ommittees are a	appropriate		
,						
	1	2	3	4		
Members	6					

100.0 0.0 0.0 Total 100

#### Appendix C

#### Evaluation of an Individual Board Member for the Year Ended 31st December 2024

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

Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100

2. I understand the role of the board and my legal and ethical responsibilities as a board member.

Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100

Follow trends and important developments in the Company's fields of interest.

Scale	Yes	No	Note Sure		
Members	6				
	100.0	0.0	0.0	Total	100

4. I further the mission with my time, skills and experience.

Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100

5. I have attended all regular and special board meetings and other events requiring board participation.

Scale	Yes	No	Note Sure		
Members	6				
	100.0	0.0	0.0	Total	100

6. I try to be an objective decision maker, considering the impact of issues on individuals, the organization and the community.

			Note
Scale	Yes	No	Sure
Members	6		

	100.0	0.0	0.0	Total	100
7.	Have a good staff.	working re	elationship w	ith other board members and with	the
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
8.	perceived as	-		which are self-serving or may be	
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
9.	I read and un	derstand	the Company	's financial statements.	
Scale	Yes	No	Not Sure	s illialiciai statements.	
Members	6	INO	NOT Suite		
WEITIDE13	100.0	0.0	0.0	Total	100
10.	I prepare for	and partic	ipate in boar	d meetings and committee meetir	ngs.
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
11.		to do an	-	sibility for knowing that my commi meetings necessary to fulfill	ittee
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100.0
12.	own as a mer	nber of th	e board.	n the staff's responsibilities and m	у
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
13.	I understand Rulebook and	•		ne Central Bank of Bahrain (CBB) panies Law;	

Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
1.4	Making recon	nmendatio	ons about ho	w the	
14.	Company's o	perating a	nd financial p	policies.	
Scale	Yes	No	Not Sure		
Members	6				
	100.0	0.0	0.0	Total	100
	Recommend	qualified i	ndividuals w	ith relevant	
15.	skills and exp	erience as	possible nor	minees for	
	the board.				
Scale	Yes	No	Not sure		
Members	6				
	100.0	0.0	0.0	Total	100