



Union Insurance Company
Public Joint Stock Company

Corporate Governance Report
For the Financial Year Ended on 31/12/2025

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Company Overview

Union Insurance Company is one of the leading national insurance providers in the United Arab Emirates, operating under the supervision of the UAE Central Bank and listed on the Abu Dhabi Securities Exchange. Established in 1998. The paid-up capital for the company is AED 230 million. The company offering a comprehensive range of innovative insurance products tailored to meet the needs of individuals and businesses across various sectors.

With a specialized team of insurance experts, the company provides flexible and reliable insurance solutions, including standard and customized policies. These solutions cater to individuals, small and medium-sized enterprises (SMEs), large corporations, and government entities, ensuring high-quality coverage. Additionally, Union Insurance offers advanced advisory services, such as risk assessment and insurance gap analysis, under the guidance of highly experienced professionals.

Union Insurance's offerings encompass a wide array of insurance solutions, including but not limited to, health insurance, motor insurance, life insurance, property insurance, engineering insurance, liability insurance, and marine insurance. These products enable clients to focus on their core operations while benefiting from effective and comprehensive insurance policies to manage various risks.

Recognizing the evolving nature of business risks, the company also employs a team of professionals who hold the Associate of the Chartered Insurance Institute (ACII) certification from London. These experts possess the expertise to

design sophisticated insurance solutions that align with market demands. Through this professional approach, Union Insurance ensures accurate pricing and high levels of reliability for its clients.

Moreover, the company benefits from strategic partnerships with leading global and regional reinsurance firms, including Swiss Reinsurance Company, SCOR Reinsurance, Hannover Reinsurance Company, Lloyd's, Generali, and QBE Europe.

Union Insurance follows a customer-centric approach, fostering a corporate culture built on teamwork and innovation. Supported by a workforce of approximately 189 professionals, the company is committed to delivering exceptional service that meets client expectations. Understanding that filing an insurance claim often results from an unforeseen incident or financial loss, Union Insurance strives to provide fast and personalized support, alleviating client concerns during critical times.

To align with this commitment, the company has enhanced its claims processing and operational procedures to ensure smooth and efficient experience. Its approach is centered on transparency, efficiency, and prompt responsiveness, reinforcing client trust and providing them with peace of mind in managing future risks.

1- Statement on Corporate Governance Implementation in 2025 and Its Application

In line with the principles of good governance, Union Insurance Company places significant emphasis on adhering to the highest corporate governance standards by fully complying with the laws, regulations, and resolutions in force in the United Arab Emirates. This includes compliance with the Corporate Governance Guide for Public Joint Stock Companies, issued under Decision No. (3/R.M) of 2020 by the Chairman of the Securities and Commodities Authority (SCA)..This guide defines corporate governance as:

"A set of controls and rules that ensure institutional discipline in relationships and management within the company, in accordance with global standards and practices, by defining the responsibilities and duties of board members and senior executive management while ensuring the protection of shareholder and stakeholder rights."

Accordingly, the Board of Directors is committed to adopting and continuously updating a comprehensive governance framework that aligns with best global practices, thereby supporting the company's growth and strategic objectives. The key governance standards applied by the company include:

1- Transparency and Disclosure:

The company adheres to the highest standards of disclosure and transparency, in accordance with the Securities and Commodities Authority's directives. This includes periodic financial reports (quarterly and annual), board meeting schedules, board resolutions, and all required data and statistics as mandated by regulatory authorities and financial markets.

2- Effective Board Management:

The Board of Directors actively oversees the formulation and execution of the company's strategic objectives in collaboration with senior executive management. It also supervises the board committees to ensure compliance with best governance practices.

3- Formation of Permanent Committees:

The Board has established permanent committees in accordance with regulatory provisions, defining their roles, tenure, and assigned authorities. The performance of these committees is continuously monitored to ensure efficient and effective achievement of their objectives.

4- Enhancing Internal Control and Risk Management Systems:

The Board, in coordination with the Audit Committee and Risk Management Committee, periodically reviews and updates the internal control system to ensure its effectiveness and continuity, ensuring compliance with regulatory requirements.

5- Regulating Insider Transactions:

The company updates and adopts the regulatory framework governing insider transactions, as approved by the Board. A dedicated register is maintained to document all relevant information, and a specialized committee is formed to oversee and manage these transactions, providing periodic reports to the SCA and the Abu Dhabi Securities Exchange.

6-Investor Relations Management:

Committed to transparency and effective communication, the company has appointed Ms. Riham Osama as the Investor Relations Manager. It has also established a dedicated section on its official website, providing all necessary data, including financial reports and disclosures issued to regulatory and supervisory authorities.

7- Preparation and Publication of the Annual Governance Report:

In compliance with regulatory requirements, the company prepares and submits an annual governance report, publishing it on the SCA's website. This report includes all financial and non-financial data and actions taken throughout the year, ensuring clear and accurate information for shareholders.

8- Appointment of an External Auditor:

The external auditor is appointed, and their fees determined by a resolution of the General Assembly, in accordance with applicable laws and regulations, ensuring the independence and objectivity of the company's financial audits.

2- Ownership and Transactions of Board Members and their Spouses, and Children in the Company's Securities During 2025:

The company adheres to the provisions of SCA Board Decision No. (2) of 2001 concerning the trading, clearing, settlement, transfer, and custody of securities. Article 14 of this decision states:

*"The chairman, board members, Chief Executive Officer, or any employee with access to material information about a listed company shall not engage in transactions for themselves or on behalf of others in the securities of the company, its parent company, subsidiaries, sister companies, or affiliates, if any of these companies are listed in the market, during the following periods:

- Within ten (10) working days before the announcement of any material information that may impact the share price, either upward or downward, unless the information results from an unforeseen and sudden event.
- Within fifteen (15) days before the end of the quarterly, semi-annual, or annual financial period, until the financial statements are disclosed."

The company also complies with SCA Board Decision No. (3) of 2000 concerning disclosure and transparency regulations, as well as the regulations and directives issued by the Abu Dhabi Securities Exchange.

The securities owned by board members and their first-degree relatives are as follows:

no	Name	Position/Relationship	Shares Owned as of 31/12/2025	Total Sales Transactions	Total Purchase Transactions
1	Al Salem Limited Company	Board Member	46,362,914		
2	Salem Abdullah Al Hosani	First-degree relative of Board Member Mohammed Salem, Representative of M/S Al Salem Limited Company, and Chairman of Al Salem (Corporate Board Member)	53,246,458		
3	Sheikh/ Nasser bin Rashid Al Moalla (Family Transfer)	Chairman of the Board	7,200,000		

3- Board of Directors:

The Board of Directors consists of seven members, each serving a three-year term. Members whose terms have expired may be re-elected multiple times. They are elected by the General Assembly through cumulative secret voting in accordance with the Articles of Association of Union Insurance Company. The Board has full authority to exercise all necessary powers to achieve the company's objectives, except for matters reserved by law or the Articles of Association for the General Assembly. The Board is committed to fulfilling its responsibilities to ensure proper guidance and direction for the company and its management, positively impacting overall performance and shareholders' rights.

A- Current Board Composition:

The company is managed by a Board of Directors consisting of seven members. Below is a statement detailing the current Board composition and the duration each member has served since their first election:

Name	Category	Membership Duration Since First Election	Experience & Qualifications	Membership in Other Public Joint-Stock Companies	Regulatory, Governmental, or Commercial Positions
Sheikh/ Nasser bin Rashid bin Abdulaziz Al Moalla (Chairman)	Independent	2021	<ul style="list-style-type: none"> - Bachelor's degree from Tulane University, New Orleans, Louisiana, U S - Businessman. - Vice Chairman of the Board and Chairman of the Executive Committee at National Bank of Umm Al Quwain since 1982. - Vice Chairman of the Board of Umm Al Quwain Cement Company 	Vice Chairman of the Board of National Bank of Umm Al Quwain , Chairman of the Executive Committee, and member of the Nominations and	None

			<p>from 1981 to 2017.</p> <ul style="list-style-type: none"> - Vice Chairman of the Board of Sharjah Insurance from 2000 to April 2021. - Recipient of the Best CEO Award for Emiratization in the UAE banking sector. 	Remuneration Committee.	
Dr. Ali Rashid Sultan Al Alkaitoob Al Nuaimi (Vice Chairman)	- Non-Independent	- 2021	<ul style="list-style-type: none"> - Ph.D. in International Law – Johnson & Wales University, USA. - Certified Public Accountant (CPA) – United Kingdom. - Bachelor's Degree in Business Administration & Marketing – American College in London, UK. - Bachelor's Degree in Economics and Law – Al Jazeera University. - Diploma in Business Administration (EH/3676/MIC) – London Institute of Commerce, UK. - Senior Manager – National Bank of Dubai (2001–2007). - Board Member – National Islamic Bank (2005–2007). - Chief Executive Officer (CEO) – Emirates NBD Properties (2007–2017). - Registered Banking and Accounting Expert, Financial Restructuring & Bankruptcy Expert – Dubai Courts. 	- Board Member and Chairman of Nominations and Remuneration Committee and member of the Audit and Risk committee at National Bank of Umm Al Quwain	None

- Mr. Abdullah Mohammed Hassan Al Hosani	Independent	2021	- Bachelor's in Accounting and Economics - UAE University. - Over 30 years of experience in banking.	-Board Member at Ajman Bank. -Vice Chairman of Amanat Holdings.	None
Mr. Ahmed Saeed Al Alami	Independent	2021	- Master of Business Administration (MBA) - - ESADE Business School. - Bachelor's in Mechanical Engineering. - Engineer at Crescent Petroleum (March 2008 – August 2009, and December 2005 – December 2006). - Project Engineer at Petrofac International Ltd. (January 2007 – February 2008)	-Partner at Al Manara Investment & Development. Board Member at Emirates Metal Industries. –Board Member at Pinnacle Restaurant & Catering Management.	None
Ms. Iman Al-Midfa	Independent	2022	Bachelor's in Business Administration - American University of Sharjah. - Held several positions at Emirates Airline, most recently as Senior Revenue Optimization Manager.	None	None
Dr. Basel Al Hindawi	Independent	2023	- - PhD in Information Management and International Business - George Washington University. - Over 25 years of leadership experience, including roles as CEO and Board Chairman/Member in both private and public sectors, as well as in regulatory bodies and international organizations.	None	None

Al Salem Limited Company, represented by Mr. Mohammed Salem Abdullah Salem Al Hosani	Non-Executive	2010	Master's in Financial Management - April 2011. Bachelor's in E-Commerce - Higher Colleges of Technology, June 2005.	Managing Director of Umm Al Quwain General Investments Company since 2017. Director Member at Gulf Medical Projects Company since 2005.	None
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B - Female Representation Rate for 2025:

The female representation rate on the company's Board of Directors for the year 2025 reached 14%. In accordance with the company's Articles of Association, the Board of Directors remains committed to promoting gender equality in leadership positions. In line with its forward vision and in accordance with applicable regulatory requirements, this position is currently occupied by Ms. Iman Al-Midfa

C - Reasons for the Absence of Female Candidates for Board Membership:

Not applicable.

D - Board Members' Remuneration and Attendance Fees:

The company's Articles of Association specify the method for determining the remuneration of Board members in accordance with Article (171) of Commercial Companies Law No. (32) of 2021. The remuneration of the Chairman and Board members consists of a percentage of the net profit, which shall not exceed (10%) of the net profit for the fiscal year after deducting all depreciations and reserves.

1- Total Board Members' Remuneration for 2024-2025:

-The total Board members' remuneration for the year 2024 amounted to AED1,900,000

-The proposed total Board members' remuneration for the year 2025 is AED 2,300,000

2- Details of Attendance Fees for Committee Meetings Received by Current Board Members for the Fiscal Year 2025:

Please note that the Board Committees were reconstructed on 26 February 2025, in accordance with the applicable regulatory requirements

3 - Details of Allowances for Attending Meetings:

Member	Allowances for attending meetings of committees emanating from the current council			
	Committee Name	Value of the exchange	Number of meetings	Total value of allowances
Sheikh/Nasser bin Rashid bin Abdulaziz Al Moalla	Chairman of the Investment Committee	5,000	1	5,000
Dr. Ali Rashid Al Kaitoob	Member of the Audit Committee	5,000	5	25,000
Dr. Ali Rashid Al Kaitoob	Member of the Risk Management Committee	5,000	7	35,000
Mr. Abdullah Mohammed Al Hosani	Chairman of the Nominations Committee	5,000	3	15,000
Mr. Abdullah Mohammed Al Hosani	Member of the Risk Management Committee	5,000	7	35,000
Mr. Mohammed Salem Al Hosani	Member of the Investment Committee	5,000	1	5,000
Mr. Ahmed Al Alami	Member of the Nominations Committee	5,000	3	15,000
Mr. Ahmed Al Alami	Chairman of the Audit Committee	5,000	5	25,000
Dr. Baseel Al Hindawi	Chairman of the Risk Management Committee	5,000	7	35,000
Dr. Baseel Al Hindawi	Member of the Nominations Committee	5,000	3	15,000
Mrs. Iman Al Midfa	Member of the Audit Committee	5,000	4	20,000
Mrs. Iman Al Midfa	Member of the Investment Committee	5,000	1	5,000

4- Details of Allowances, Salaries, or Additional Remuneration Received by a Board Member Other Than Committee Attendance Allowances and Their Reasons:

Not applicable.

E. Board of Directors Meetings During the Fiscal Year 2025:

The Board of Directors held (6) meetings during the year 2025, as outlined below:

Current Board of Directors Meetings:

Member	February 26, 2023	March 19, 2025	May 13, 2025	August 12, 2025	November 13, 2025	December 16, 2025	Number of attendances	Number of proxy attendees
Sheikh/ Nasser bin Rashid Al Moalla	√	√	√	√	√	√	6	
Dr. Ali Rashid Al Kaitoob	√	√	√	√	√	√	6	
Mr. Abdullah Al Hosani	√	√	√	√	√	√	6	
Mrs. Iman Al Midfa	√	√	√	√	√	√	6	

Mr. Mohammed Salem Al Hosani	x	√	√	x	√	√	4	
Mr. Ahmed Al Alami	√	√	√	√	√	√	6	
Dr. Baseel Al Hindawi	√	√	√	√	√	√	6	

√ Attendance X Absence

H. Board of Directors' Decisions Issued by Circulation During the Fiscal Year 2025:

No decisions were issued by circulation for the year 2025.

4. Board Committees:

1. Audit Committee:

A. Approval of the Committee Chairman:

The Chairman of the Audit Committee, Mr. Ahmed Al-Alami, acknowledges his responsibility for the committee's framework within the company and confirms that he has reviewed its working mechanisms and ensured their effectiveness.

B. Members of the Audit Committee and Statement of Its Competencies and Assigned Tasks:

- Members of the Audit Committee after amending the committee structure by the Board of Directors after 26/02/2025:

Name	Position
Mr. Ahmed Al-Alami	Chairman of the Committee
Dr. Ali Rashid Al-Kaitoob	Member
Mrs. Iman Al-Midfa	Member

Competencies and Responsibilities of the Audit Committee:

1. Reviewing the company's financial and accounting policies and procedures.
2. Monitoring the integrity of the company's financial data and reports (annual, semi-annual, and quarterly) and its control systems, reviewing them as part of its regular work during the year, with a particular focus on the following:
 - a. Any changes in accounting policies and practices.
 - b. Highlighting areas subject to management judgment.
 - c. Significant adjustments resulting from auditing.
 - d. The assumption of the company's going concern.
 - e. Compliance with accounting standards issued by the Securities and Commodities Authority.
 - f. Compliance with listing rules, disclosure requirements, and other legal obligations related to financial reporting.
3. Coordinating with the company's Board of Directors, executive management, and the Chief Financial Officer (or equivalent) to perform its duties. The committee must meet with the company's auditors at least once a year.

4. Reviewing any significant and unusual items included or required to be included in the reports, accounts, and off-balance-sheet items, and giving due attention to any matters raised by the company's CFO (or equivalent), compliance officer, or auditors.
5. Recommending to the Board of Directors the appointment, resignation, or dismissal of the external auditor. If the Board does not accept the Audit Committee's recommendation, the Board must include in the governance report a statement explaining the committee's recommendations and the reasons for not adopting them.
6. Developing and implementing a policy for contracting with external auditors and submitting a report to the Board of Directors outlining matters requiring action and providing recommendations on necessary steps.
7. Ensuring that the external auditor meets the conditions stipulated in applicable laws, regulations, decisions, and the company's articles of association, and monitoring their independence.
8. Meeting with the company's external auditor without the presence of senior executive management or their representatives to discuss the nature and scope of the audit process and its effectiveness in accordance with approved auditing standards.
9. Approving any additional services performed by the external auditor for the company and the fees charged for such services.
10. Reviewing all matters related to the external auditor's work, including their work plan, correspondence with the company, observations, recommendations, reservations, and any significant inquiries raised by the auditor to senior executive management regarding accounting records, financial statements, or control systems, and monitoring the company management's response and provision of necessary facilities.
11. Ensuring that the Board of Directors and executive management respond in a timely manner to clarifications and significant matters raised in the external auditor's management letter.
12. Reviewing and evaluating the company's internal audit and risk management systems.
13. Discussing the internal audit system with the Board of Directors and ensuring its duty to establish an effective internal control system.
14. Reviewing the results of major investigations into internal audit matters commissioned by the Board of Directors or initiated by the committee with the Board's approval.
15. Reviewing the auditor's evaluation of internal audit procedures and ensuring coordination between the internal auditor and the external auditor.
16. Ensuring the availability of necessary resources for the internal audit function and monitoring its effectiveness.
17. Studying internal audit reports and following up on the implementation of corrective actions for noted observations.
18. Establishing controls and systems that enable company employees and stakeholders to confidentially report potential violations in financial reporting, internal auditing, or other matters, and ensuring independent and fair investigations of such violations, with measures to protect whistleblowers and ensure precise follow-up.
19. Monitoring the company's compliance with professional conduct rules.
20. Reviewing related-party transactions and ensuring no conflicts of interest exist, providing recommendations to the Board of Directors before their execution.
21. Ensuring the application of work rules related to its duties and the powers granted by the Board of Directors.
22. Submitting reports and recommendations to the Board of Directors on the matters mentioned above and outlined in this section.

23. Reviewing any other matters determined by the Board of Directors.

C. Number of Meetings Held by the Audit Committee During the Year, Their Dates, and Attendance Records of Members:

The Audit Committee held 5 meetings during the year 2025. Below is a record of the meetings and the attendance of members:

Meetings of the Audit Committee:
Meeting date: March 18, 2025
Meeting date: May 15, 2025
Meeting date: August 11, 2025
Meeting date: November 11, 2025
Meeting date: November 19, 2025

A. Number of Personal Attendances by Members of the Audit

Member	Mr. Ahmed Al-Alami	Dr. Ali Rashid Al-Alkaitoob	Mrs. Iman Al-Midfa
Meeting date			
Meeting date: March 18, 2025	√	√	√
Meeting date: May 15, 2025	√	√	√
Meeting date: August 11, 2025	√	√	x
Meeting date: November 11, 2025	√	√	√
Meeting date: November 19, 2025	√	√	√
<u>Number of attendees</u>	<u>5</u>	<u>5</u>	<u>4</u>

√ Attendance X Absence

S. Annual Audit Committee Report:

<u>S. Annual Audit Committee Report:</u>	
<u>Description</u>	<u>Explanation</u>
	The Audit Committee has reviewed the Company's financial statements for the year. The Committee oversees the performance of the management and the external auditor to ensure that all relevant matters were appropriately addressed

<p>1. Significant Matters Reviewed by the Committee Regarding the Financial Statements and How These Matters Were Addressed.</p>	<p>and evaluated, including internal controls, risks, applicable accounting standards in accordance with International Financial Reporting Standards (IFRS), and other regulatory requirements, to ensure a fair presentation of the Company's financial position.</p>
<p>2. Explanation of How the Independence and Effectiveness of the External Audit Process Were Evaluated, the Approach Followed in Appointing or Reappointing the External Auditor, and Information on the Tenure of the Current Audit Firm.</p>	<p>The independence and effectiveness of the external audit were evaluated through the Audit Committee's oversight of the external auditor, verification of compliance with applicable regulatory requirements, consideration of relevant industry experience, and review of the audit results.</p> <p>Based on the Audit Committee's evaluation and its recommendations to the Board of Directors, a decision is made regarding the appointment or reappointment of the external auditors at the Annual General Meeting. The required notifications are subsequently submitted to the Securities and Commodities Authority (SCA), the Central Bank (CBUAE), and other relevant regulatory authorities, as applicable, to complete the procedures for obtaining a No Objection Certificate (NOC).</p>
<p>3. A Statement Outlining the Committee's Recommendation Regarding the Appointment, Reappointment, or Dismissal of the External Auditor, and the Reasons for the Board of Directors' Non-Acceptance of Such Recommendation.</p>	<p>The Audit Committee has recommended to the Board of Directors the reappointment of Grant Thornton for the year, based on the auditor's demonstrated expertise, compliance with independence requirements, and the quality of services provided during the previous audit cycle</p>
<p>4. Explanation of How the Independence of the External Auditor Is Ensured When Providing Services Other Than the Company's Audit Process.</p>	<p>The Audit Committee monitors such services to ensure that their performance does not impair the external auditor's objectivity and independence. In addition, UIC maintains a strict policy prohibiting the engagement of external auditors to provide any services that could compromise their independence.</p> <p>Furthermore, external auditors are subject to rigorous internal controls and approval procedures before undertaking any non-audit services.</p>
<p>5. Measures Taken or to Be Taken by the Committee to Address Any Deficiencies or Weaknesses in the Event of Failures in Internal Controls or Risk Management.</p>	<p>The Audit Committee reviews any weaknesses identified in the Company's internal controls or risk management processes and ensures that appropriate corrective actions are implemented in a timely manner. The Committee monitors the effectiveness of these actions, provides guidance to management on necessary improvements, and ensures that adequate controls are maintained to mitigate risks and prevent recurrence.</p>

<p>6. A Statement Confirming That the Committee Has Reviewed All Reports with Medium and High Risks Issued by Internal Audit to Determine Whether They Arise from Significant Failures or Weaknesses in Internal Controls.</p>	<p>The Audit Committee reviewed all medium- and high-risk reports issued by the internal audit during the year to determine whether they resulted from significant failures or weaknesses in the Company's internal controls.</p>
<p>7. Comprehensive Information on the Corrective Action Plan in the Event of Material Deficiencies in Risk Management and Internal Control Systems.</p>	<p>The Audit Committee maintains close oversight of all controls related to findings and corrective actions. Comprehensive periodic reports are submitted to the Committee regarding internal control issues identified during the review of operational processes, including the status of their implementation as agreed with the relevant departments. The implementation status is monitored through the audit management system, with follow-up and escalation to ensure timely completion</p>
<p>8. A Statement Confirming That the Committee Has Reviewed All Transactions Conducted with Related Parties, Along with Any Observations or Findings Resulting Therefrom, and the Extent of Compliance with Applicable Laws in This Regard.</p>	<p>The audit committee has reviewed the related parties transaction and has recommended enhancement to strengthen oversight and governance</p>

2. Nominations and Remuneration Committee:

A. Approval of the Committee Chairman:

The Chairman of the Nominations and Remuneration Committee, Mr. Abdullah Al-Hosani, acknowledges his responsibility for the committee's framework within the company and confirms that he has reviewed its working mechanisms and ensured their effectiveness.

B. Members of the Nominations and Remuneration Committee and Statement of Its Competencies and Assigned Tasks:

Name	Position
Mr. Abdullah Al Hosani	Chairman of the Committee
Dr. Baseel Al Hindawi	Member
Mr. Ahmed Al Alami	Member

Competencies and Responsibilities of the Nominations and Remuneration Committee:

1. Regulating and monitoring the procedures for nominating members to the Board of Directors in accordance with applicable laws, regulations, and the provisions of Decision No. 3/R.M of 2020.

2. Ensuring the ongoing independence of independent members. If the committee determines that a member no longer meets the conditions for independence, it must present the matter to the company's Board of Directors. The Board shall notify the member in writing, sent to their registered address with the company, of the reasons for the loss of independence. The member must respond to the Board within fifteen (15) days of being notified. The Board shall issue a decision regarding the member's status as independent or non-independent in the first meeting following the member's response or the lapse of the aforementioned period without a response.

If the loss of independence does not affect the minimum number of independent members required on the Board, this must be considered in the formation of committees.

Without prejudice to Article 145 of the Commercial Companies Law No. 2 of 2015, if the Board's decision regarding the loss of independence affects the minimum required proportion of independent members, the Board shall appoint an independent member to replace the affected member. The appointment must be presented to the company's general assembly for approval.

3. The committee is responsible for developing the policy for granting remuneration, benefits, incentives, and salaries to the company's Board members and employees. When formulating these policies, performance-related criteria must be used, aligning with the company's long-term performance.

4. Ensuring that rewards and bonuses, including options, deferred bonuses, and other benefits offered to senior executive management, are linked to the company's medium- and long-term performance.

5. The committee is responsible for developing the company's human resources and training policy, monitoring its implementation, and determining the company's need for high-caliber competencies at the senior executive and leadership levels. This includes periodically reviewing selection criteria, salaries, and other benefits in line with market standards to ensure competitiveness in attracting qualified individuals.

6. Promoting gender diversity in the Board's composition to encourage women to nominate themselves for Board membership and developing a specific policy for this purpose.

7. Ensuring the existence of an appropriate and updated succession plan for senior executives and committee chairpersons.

8. Any other matters determined by the Board of Directors.

C. Statement on the Number of Meetings Held by the Committee During the Financial Year, their Dates, and Attendance Records:

The Nominations and Remuneration Committee held 4 meetings during the year 2025. Below is a record of the meetings and attendance:

Nominations and Remuneration Committee Meetings
Meeting on January 29, 2025
Meeting on February 25, 2025
Meeting on October 20, 2025

Number of Personal Attendances by Members of the Nominations and Remuneration Committee:

Member	Mr. Abdullah Al Hosani	Dr. Baseel Al Hindawi	Mr. Ahmed Al Alami
Meeting date			
Meeting on January 29, 2025	√	√	√
Meeting on February 25, 2025	√	√	√
Meeting on October 20, 2025	√	√	√
<u>Number of attendees</u>	<u>3</u>	<u>3</u>	<u>3</u>

√ Attendance X Absence

3. Risk Management Committee:

A. Approval of the Committee Chairman:

The Chairman of the Risk Management Committee, Dr. Baseel Al-Hindawi, acknowledges his responsibility for the committee's framework within the company and confirms that he has reviewed its working mechanisms and ensured their effectiveness.

B. Members of the Risk Management Committee and Statement of Its Competencies and Assigned Tasks:

Name	Position
Dr. Basel Al-Hindawi	Chairman of the Committee
Dr. Ali Al-Kaitoob	Member
Mr. Abdullah Al-Hosani	Member

Responsibilities and Duties of the Risk Management Committee:

1. Adopting a comprehensive risk management strategy and policies that align with the nature and scale of the company's activities. This includes monitoring their implementation, reviewing them, and updating them in response to internal and external changes.
2. Defining and maintaining an acceptable level of risk exposure that the company may face, ensuring that this level is not exceeded.
3. Overseeing the company's risk management framework and evaluating the effectiveness of mechanisms for identifying and monitoring risks that may threaten the company to identify any inadequacies or inefficiencies.

4. Providing guidance to management, when needed, to help enhance its risk management practices and/or mitigate specific risks. This includes ensuring that qualified personnel at the management level are effectively implementing risk management systems.
5. Obtaining assurance from executive management and internal audit that risk management processes and systems operate effectively, with appropriate controls in place and adherence to approved policies.
6. Preparing detailed reports on risk exposure levels and recommended actions for managing these risks and submitting them to the Board of Directors.
7. Providing recommendations to the Board of Directors on matters related to risk management.
8. Ensuring the availability of adequate resources and systems for risk management.
9. Submitting periodic reports to the Board of Directors on the company's risk exposure and immediately notifying the Board of any material changes in risk levels.
10. Ensuring the independence of risk management personnel from activities that may expose the company to risks.
11. Reviewing any matters referred by the Audit Committee that may affect the company's risk management framework.
12. Reviewing the appointment, performance, and replacement of the Risk Manager and overseeing the overall effectiveness of the risk management unit.

(C) Number of Meetings Held by the Risk Management Committee During the Year, their Dates, and Members' Attendance Records

The Risk Management Committee held 7 meetings during the year 2025. Below is a summary of the meetings and the number of times members attended in person:

Meetings of the Risk Management Committee
Meeting Date: February 19, 2025
Meeting Date: March 13, 2025
Meeting Date: April 23, 2025
Meeting Date: June 06, 2025
Meeting Date: September 25, 2025
Meeting Date: November 06, 2025
Meeting Date: December 15, 2025

Personal Attendance Records of the Risk Management Committee Members

Member	Dr. Basel Al-Hindawi	Dr. Ali Rahid Al-Kaitoob	Mr. Abdullah Al-Hosani
Meeting Date			
Meeting Date: February 19, 2025	√	√	√
Meeting Date: March 13, 2025	√	√	√
Meeting Date: April 23, 2025	√	√	√
Meeting Date: June 06, 2025	√	√	√
Meeting Date: September 25, 2025	√	√	√
Meeting Date: November 06, 2025	√	√	√
Meeting Date: December 15, 2025	√	√	√
Number of Attendances	7	7	7

(√ attendance, X absence.)

4-Investment Committee:

a- Committee Chairman's Report:

The Chairman of the Investment Committee, Sheikh/ Nasser bin Rashid Al Moalla, reports on the committee's governance system within the company, reviews its operational mechanism, and ensures its proper implementation.

B. Names of the Investment Committee Members, Their Responsibilities, and Assigned Duties:

Name	Position
Sheikh/ Nasser bin Rashid Al Moalla	Chairman of the Board
Ms. Iman Al-Midfa	Member
Mr. Mohammed Salem Al-Hosani	Member

Investment Committee Mandate and Responsibilities:

1. Developing and overseeing the investment strategy and policy.
2. Preparing investment plans, discussing and reviewing the principles related to the nature of investment activities, and formulating an action plan accordingly, with necessary recommendations submitted to the Board of Directors.
3. Reviewing financial performance results of investments and making the necessary recommendations.
4. Managing the company's investments in alignment with the company's interests and the directives of the Board of Directors.

(C) Number of Meetings Held by the Investment Committee During the Year and Attendance Records of Members

The Investment Committee held one meeting in 2025. Below is a summary of the meetings, their dates, and the personal attendance records of the members.

Investment Committee Meetings
Meeting Date: December 08, 2025

Personal Attendance Records of Investment Committee

Member	Sheikh Nasser bin Rafeh Al-Amala	Mr. Mohammed Al-Hosani	Ms. Iman Al-Midfa
Meeting Date			
Meeting Date: December 08, 2025	√	√	√
Number of Attendances	1	1	1

(√ attendance, X absence.)

5-Committee for Monitoring and Regulating of Insider Transactions

A. Committee Chairman’s Declaration:

Dr. Ayman Abdelrazek, Chairman of the Committee for Monitoring and Oversight of Insider Transactions, affirms his responsibility for the committee’s governance system within the company, as well as his review of its operational mechanism to ensure its effectiveness.

B. Committee Members:

1. Dr. Ayman Abdelrazek – Head of the Legal Department – Committee Chairman
2. Mr. Amit Kataria – Head of Internal Audit Department –Member
3. Mr. Murugesh Palani–Vice President – Financial Controller– Member

Committee Responsibilities and Duties:

- The committee is responsible for managing, monitoring, and overseeing insider transactions and holdings, maintaining the insider register, and submitting regular disclosures and reports to the market.
- Maintaining a comprehensive register of all insiders, including their details and periodic disclosures submitted by Board members.
- Notifying regulatory authorities of any changes to the insider register.
- Informing any individual of their insider status as soon as they qualify as an insider and obtaining their signature on the designated forms.
- Notifying insiders of trading blackout periods as determined by the market upon receipt, in addition to any other restrictions imposed by applicable regulations and circulars. The committee is also responsible for clarifying permanent and temporary blackout periods.
- Reviewing and monitoring insider trading policies, including periodic updates, and receiving and reviewing reports on insider trading transactions.
- Informing the Board of Directors of any insider trading violations and reporting the actions taken and/or required in accordance with applicable laws, regulations, and circulars.

- Ensuring the confidentiality of information and data provided by the Board of Directors.

C. Summary of the committee's activities during the year 2025:

The committee held one meeting on 19-12-2025 with the attendance of all its members. During the meeting, the committee reviewed shares pledged to banks by insiders' reports received from the market, reviewing the insiders' register, monitoring the trading blackout periods defined by the market, and ensuring that insiders were notified accordingly.

6- Credit Control Committee

- A. Committee Chairman's Report:

The Chairman of the Credit Control Committee, Dr. Basel Al-Hindawi, reports on the committee's governance system within the company, reviews its operational mechanism, and ensures its proper implementation.

B. Names of the Credit Control Committee Members, Their Responsibilities, and Assigned Duties:

Name	Position
Dr. Basel Al-Hindawi	Chairman of the Committee
Dr. Ali Al-Kaitoob	Member
Mr. Abdullah Al-Hosani	Member

Credit Control Committee Mandate and Responsibilities:

1. Review and approve the Credit control policy as per the Regulatory requirements
2. Review and approve the credit terms exceeding defined thresholds
3. Supervises credit portfolio trends, risk concentrations and ECL provisioning
4. Provide ratification approval on Premium cases exceeding 5% of UIC paid-up capital
5. Review the implementation of Credit control policy.
6. Any other areas related to UIC Credit risk exposure

(C) Number of Meetings Held by the Credit Control Committee During the Year and Attendance Records of Members

The Credit Control Committee held two meetings in 2025. Below is a summary of the meetings, their dates, and the personal attendance records of the members.

Credit Control Committee Meetings
Meeting Date: September 25, 2025
Meeting Date: December 15, 2025

(D) Personal Attendance Records of Credit Control Committee

Member	Dr. Basel Al-Hindawi	Dr. Ali Al-Kaitoob	Mr. Abdullah Al-Hosani
Meeting Date			
Meeting Date: September 25, 2025	√	√	√
Meeting Date: December 15, 2025	√	√	√
Number of Attendances	2	2	2

(√ attendance, X absence.)

F-Board of Directors' Delegated Duties and Authorities to Executive Management

Mr. Ramez Abu Zaid has been delegated with authority in his capacity as Chief Executive Officer of the company.

s	Authorized Person	Scope of Authorization	Duration of Authorization
1	Mr. Ramez Abu Zaid	Special legal power with limited authority	Indefinite

In accordance with Federal Law No. 32 of 2021 on Commercial Companies, the Chief Executive Officer (CEO), based on a special authorization granted by the current Board of Directors, exercises the necessary powers to manage the company's operations, which include:

1. Representing the company before all natural and legal persons, ministries, authorities, committees, councils, official entities, government and civil departments, chambers of commerce and industry, the Ministry of Economy, the Ministry of Human Resources and Emiratization, economic development departments, municipalities, the General Directorate of Residency and Foreigners Affairs, internal security and border control authorities, ports, customs, traffic departments, federal and local public prosecution offices, notaries, insurance companies, and telecommunications entities.
2. Signing all contracts, transactions, correspondences, and documents related to the company's business and submitting and following up on any necessary or required applications with any competent authority, whether federal, municipal, or governmental within the United Arab Emirates or abroad.
3. Managing the company's legal disputes by issuing instructions to the company's attorney regarding the submission of statements of claim and written pleadings before courts in the United Arab Emirates and other countries, regardless of their types, levels, execution departments, investigation departments, notary public offices, and judicial committees specialized in resolving rental disputes in any emirate within the United Arab Emirates. This includes taking all necessary actions and procedures required for filing and following up on lawsuits, whether initiated by or against the company, as well as undertaking precautionary measures, notifications, presenting evidence, submitting memoranda, petitions, objections, notices, warnings, counterclaims, allegations of forgery, appointing experts, requesting the release of seizures, intervening as a third party, adding additional defendants, acknowledging claims, waiving rights, settling disputes, accepting or administering oaths, rejecting oaths, withdrawing from litigation, waiving judgments in whole or in part, appealing decisions, lifting precautionary measures while maintaining the debt, alleging forgery, requesting the recusal of a judge, arbitrator, or expert, and

either accepting or rejecting offers. Additionally, the CEO has the right to receive all official notifications and communications related to the company from any governmental, non-governmental, judicial, or non-judicial entity and to serve notices to third parties. The CEO is further empowered to file complaints on behalf of the company before the police, public prosecution, and courts and to withdraw such complaints after ensuring the company's rights are secured—whether within the United Arab Emirates or abroad. The CEO is also authorized to delegate or assign these powers to any company employee as deemed necessary.

Furthermore, the CEO has the authority to buy, sell, register, and renew company-owned vehicles with the relevant authorities within the UAE and abroad and to delegate this responsibility to any company employee.

4. Selling, purchasing, registering, and renewing the vehicles owned by the company with the relevant authorities within the country and abroad, as well as delegating any of the company's employees for this purpose

G- Details of Transactions with Related Parties During the Financial Year 2025

The details of transactions with related parties pertain to associate insurance companies in Union Insurance and cover the scope of insurance operations, public liabilities, vehicles, and other related applications, as follows:

Transactions with Related Parties	AED/Dirhams
Accounts Receivable – New Board of Directors	291,849/-
account payable – New Board of Directors	0
Retained Ownership Shares	0
Total Outstanding Settlement Claims	17,021/-
Net Transaction Amounts / Al Sahel Financial Securities	6,182,779/-
Paid Claims	143,158/-
Rental Payments	550,125/-

5. Evaluation of the Board of Directors, its Committees, and the Executive Management:

During the year, an annual assessment of the performance of the Board of Directors and its committees was conducted under the supervision of the Nomination and Remuneration Committee, with the support of Talal Abu-Ghazaleh as an independent external consultant to ensure objectivity and alignment with governance best practices.

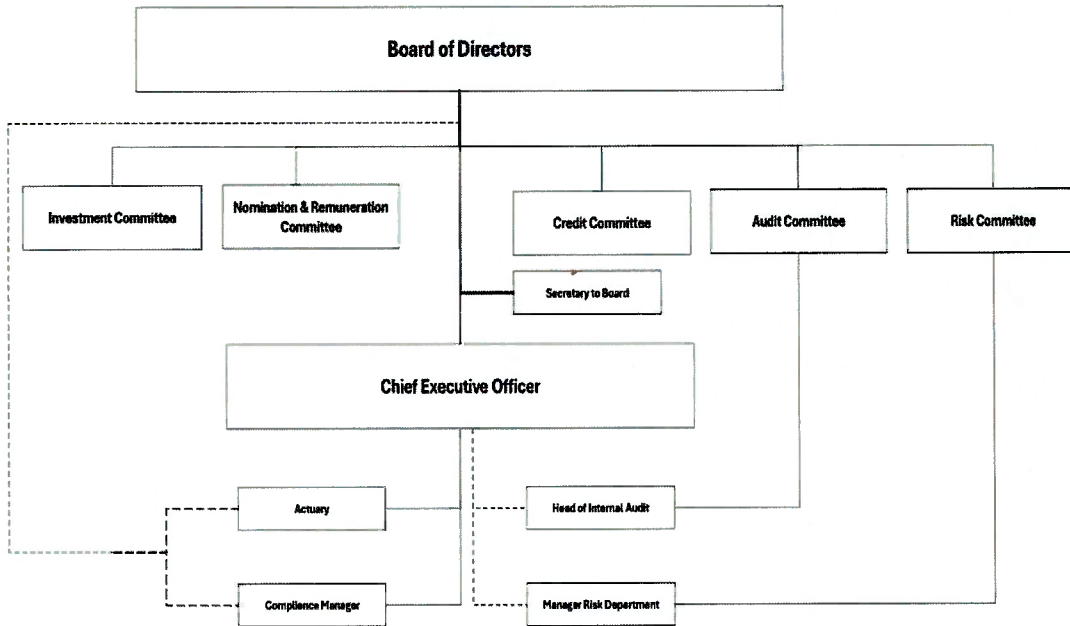
The results of the assessment indicated that the Board achieved a high level of performance, demonstrating adherence to established governance standards, regulatory principles, and applicable frameworks, with no instances of non-compliance identified during the evaluation period.

The assessment also highlighted certain areas for further enhancement as part of the Company's commitment to continuous improvement. The overall Board performance evaluation score reached 95.7%.

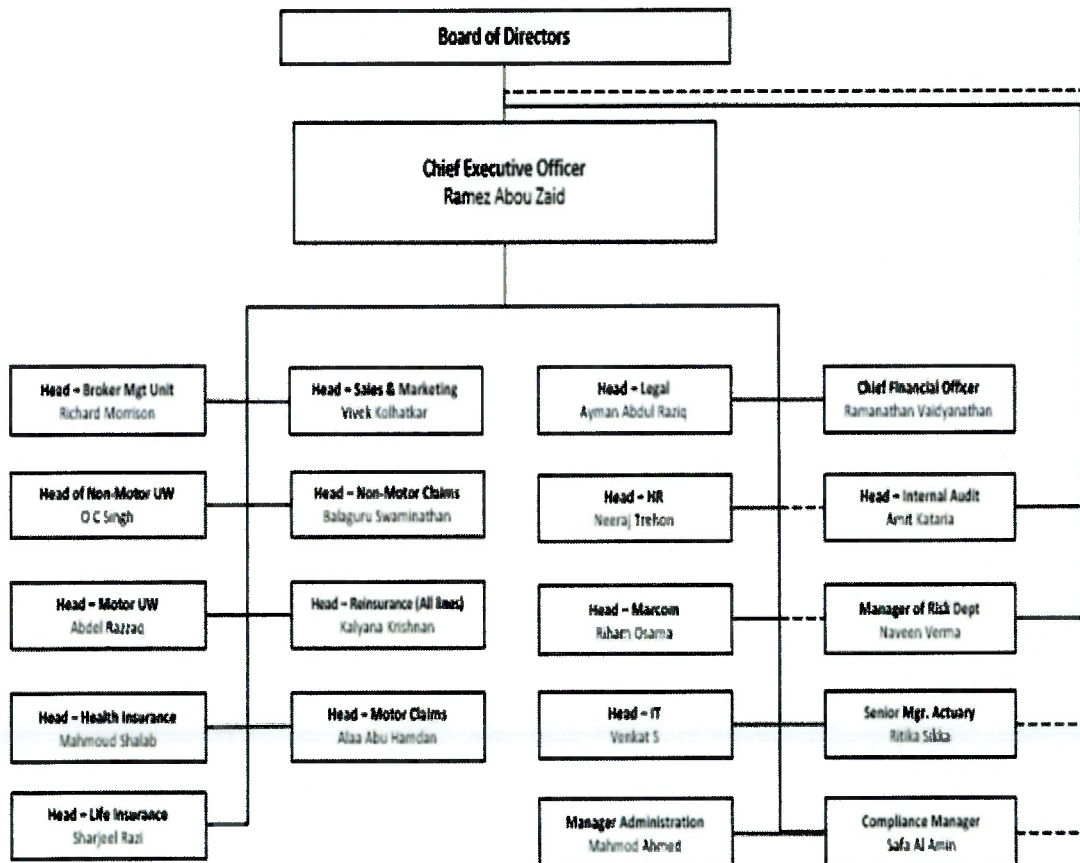
6. Organizational Structure and Executive Management:

a. Complete Organizational Structure of the Company:

Hierarchy



B. Detailed Statement of Senior Executive Employees for 2025



1-Statement of Senior Executive Management for the Year 2025:

Name	Position	Date of Appointment	Qualifications
Ramez Abu Zaid	Chief Executive Officer	01/12/2023	<ul style="list-style-type: none"> • Bachelor of Law from Ain Shams University, Arab Republic of Egypt • Former General Manager of Dubai National Insurance Company until 2021 • Recipient of the Top 10 CEOs Award in the GCC and MENA region for the years 2018 and 2019 • Member of the Supreme Technical Committee of the Emirates Insurance Association from 2015 to 2021 • Board Member of the Emirates Insurance Association in 2020 and 2021 • Chairman of the Motor and Legal Committees at the Emirates Insurance Association from 2015 to 2018 • Member of the Legal Committee of Dubai Chamber of Commerce and Industry for drafting new legislation in 2014 • Awarded by the Insurance Authority for personal achievements in the development of the insurance sector in 2020 • Certified Arbitrator at the Sharjah International Commercial Arbitration Center from 2012 to 2021

2-Statement of Salaries, Allowances, and Bonuses Paid or Accrued for Executive Management for the Year 2025:

Position	Date of Appointment	Total Salaries and Allowances for 2025 (AED)	Total Bonuses for 2025 (AED) Paid or Allocated
Chief Executive Officer	01/12/2023	Fixed Salary: 1,440,000 Variable Salary: 240,000	1,083,634
President – General Insurance- Resigned – 29/04/2025	16/10/2011	337,167	250,000**
Chief Financial Officer	01/08/2019	774,900	18,000
Head of Health Insurance	01/08/2012	754,380	51,741
Head of Information Technology	01/04/2013	524,592	34,506
Head of Human Resources	01/05/2019	570,000	40,500
Head of Legal Affairs	01/05/2013	774,900	18,000
Director of Internal Audit	10/11/2013	479,720	31,500
Head of Risk Management- (Effective 01/09/2025)	27/11/2023	96,000	18000

*** Please be informed:** The compensation policy approved by the Board of Directors in December 2024 will be applied to the disbursement of bonuses for senior management and risk takers in line with governance. Accordingly, only 70% of the bonus amount will be paid in 2025, while the remaining 30% will be deferred and paid in equal installments over the next three years

*The amount related to the bonus of the President – General Insurance represents the Production Bonus for the year 2023.

7-External Auditor

A. Overview of the External Auditor:

Grant Thornton was appointed as the external auditor for Union Insurance Company pursuant to a resolution issued by the General Assembly on 19-04- 2023. Grant Thornton has been operating in the United Arab Emirates for over 55 years and has three offices in the country. The company employs 450 professionals locally and has a global presence with 750 offices worldwide and approximately 62,000 employees. It provides services to various economic sectors. It is worth noting that this is the first appointment of Grant Thornton as the external auditor for Union Insurance Company.

B. Statement of Fees and Costs Related to the External Auditor:

The Annual General Assembly, in its meeting held on 21-04- 2025, approved the appointment of Grant Thornton as the external auditor of the company for the fiscal year 2025. The audit fees were set at AED 585,000 covering all professional services related to the review of interim and annual financial reports.

Grant Thornton	Audit Firm Name
Mr. Mohammed Ali	Audit Partner
4 years	The number of years served as the company's external auditor.
AED 585,000	Total audit fees for the financial statements of the year 2025
Issuance of ICV Certificate for a Fee of AED 13,000 Receivables AUP review for a Fee of AED 65,000 plus vat	Fees and expenses for other non-audit services related to the financial statements of 2025
Review of the quarterly reports and validation of the quarterly and annual electronic forms submitted to the UAE Central Bank, validation of the supervision fees for the Authority, and validation of the forms for the Department of Health – Abu Dhabi. Review and validation of quarterly investment reports, Anti-Money	Description and Nature of Services Provided

<p>Laundering (AML) reports as mandated by the UAE Central Bank for the preparation of the annual final reports. Additionally, the review of insurance contracts in accordance with IFRS 17 standards.</p>	
	<p>Other services provided by another external auditor During 2025</p>

C. The reservations included by the external auditor in the interim and annual financial statements for the year 2025:

No reservations provided by the external auditor.

8- Internal Control System

A. Acknowledgment by the Board of Its Responsibility for the Internal Control System and Its Review of Its Effectiveness:

The Board of Directors unequivocally acknowledges their full liability for the internal control system within the company and asserts that they have reviewed and assessed the system's effectiveness in strict adherence to all relevant applicable laws, systems, and the resolutions issued by the Securities and Commodities Authority.

B. Director of the Department and His Qualifications:

A dedicated internal audit department has been established, managed by Mr. Amit Kataria , who was appointed on 10-11-2013. Mr. Kataria holds a bachelor's degree in commerce from the University of Mumbai (College of Commerce and Economics), is a Chartered Accountant (ICAI) from the Institute of Chartered Accountants of India and holds the AICPA certification from the American Institute of Certified Public Accountants in Colorado. He has 23 years of experience in auditing, compliance, and risk management for Insurance Companies, and he has worked with various insurance companies such as TATA AIG and Universal Sampo Japan.

C. Compliance Officer Name, Qualifications, and Appointment Date:

Ms Safa Al Amin serves as the Compliance Officer of the company. She had joined the company on 13th July 2016 and earlier part of the Internal Audit department. She holds Masters of Commerce in Banking and Insurance Management, Bachelors of Commerce in Accounting and Finance, Banking Diploma from Emirates Institute of Finance, Certified Financial Service Auditor from the Institute of Internal Audit, International Compliance Association (ICA) Certificate in Financial Crime Compliance for the Insurance Sector in the UAE from International Compliance Association and Certified Risk Management Specialist in Targeted Financial Sanctions (UAE) She has 17 years of Experience in Internal Audit and Compliance within insurance sector in UAE

D. How the Internal Audit Department Deals with Major Issues within the Company:

The Internal Audit Department formulates an annual plan that identifies potential risks from UIC operational processes and evaluates their level of severity, covering audits across the company's various departments, divisions, and branches. Periodic reports detailing completed tasks are submitted to the Audit Committee, which subsequently

presents them to the Board of Directors, accompanied by a plan aimed at addressing or minimizing any violations, should they arise. It is noteworthy that the Internal Audit Department has not encountered any significant issues within the company during the year 2025, however actions are taken to further strengthen the internal and system controls and remedial actions implemented during the year 2025.

F. Number of Reports Issued by the Internal Audit Department:

The Internal Audit Department has issued a total of (11) reports during the year 2025.

H. Report on the Risk Management Framework and Internal Controls

A. Applicable Governance Rules

A detailed report on governance requirements was presented to the Board of Directors, including the Audit Committee and the Risk Management Committee. The extent of implementation of these requirements were discussed and completed during 2025, and any identified gaps—if any—were highlighted for the purpose of addressing them.

B. Self-Assessment Approach of the Board's Performance

The self-assessment process for the performance of the Board of Directors and its committees was prepared and conducted by an independent external consultant for the financial year ended 31 December 2025.

C. Internal Audit Procedures and Their Scope as Applied by the Board

During 2025, internal audits of operational procedures were conducted in accordance with the annual audit plan approved by the Audit Committee. A total of 11 internal audit reports related to operational insurance activities were issued, presented to the Audit Committee, and discussed during its meetings. These reports also included observations related to risks associated with the reported findings.

The number of audit observations and recommendations related to operational controls and risk management amounted to 224, of which 204 were classified as high or medium risk. As part of senior management's commitment to enhancing the risk management and internal control framework, 147 of these recommendations have been implemented, while implementation plans for the remaining observations are currently underway.

Additionally, gaps in the internal control system over financial reporting were presented through a report submitted to both the Audit Committee and the Risk Management Committee of the Board. As part of the corrective action plan to improve the internal control and risk management framework, 253 audit recommendations were implemented during 2025.

9- Details of Violations Committed During the Financial Year, Their Causes, and How They Were Addressed to Prevent Recurrence in the Future:

There were no violations committed during the year 2025

10- Statement of Financial and In-Kind Contributions Made by the Company During 2025 to the Development of the Local Community and Environmental Sustainability:

Local Community

Our customers continue to benefit from our online Balsam platform. It is our value-added service which offers our clients several carefully designed programs that provide relief to certain areas that aren't covered under traditional health insurance policies.

Under the DHA program Basma, we continuously raise awareness of the importance of screening for Breast Cancer, Cervical cancer, Colorectal cancer, Hepatitis -B and Hepatitis-C through a number of channels.

We also provide complimentary health insurance coverage for families who cannot afford to pay the premium. In total, we donated policies worth AED8331.75.

Environmental Sustainability

Paper

We continue to implement initiatives aimed at reducing our environmental footprint across all local offices.

As part of our ongoing digital transformation, we have significantly reduced paper usage by enabling customers to purchase policies online and submit claims digitally. This has reduced the need for in-person visits to our offices, contributing to lower paper consumption and reduced air pollution from customer travel.

In 2025, we recycled a total of only 266 kg of paper, reinforcing our commitment to resource efficiency and reflecting the continued reduction in paper dependency.

Ink cartridges

Our ink cartridges recycling program now includes all types of cartridges. Since the program inception in 2015 we have recycled 3012 cartridges till December 31, 2025.

In some select departments, black and white printers have replaced color printing for a more environmental-friendly printing as it reduces consumption of ink.

Water Bottles

Since the introduction of plastic water bottle recycling across our offices in 2022, we have continued to expand participation and raise employee awareness. Employees are encouraged to use reusable bottles to help reduce single-use plastic consumption.

In 2025, a total of 70 kg of plastic water bottles were recycled across our offices, contributing to reduced carbon emissions and the conservation of energy and water resources.

11- General Information:

A- A statement of the company's share price in the market (closing price, highest price, lowest price) at the end of each month during the fiscal year 2025:

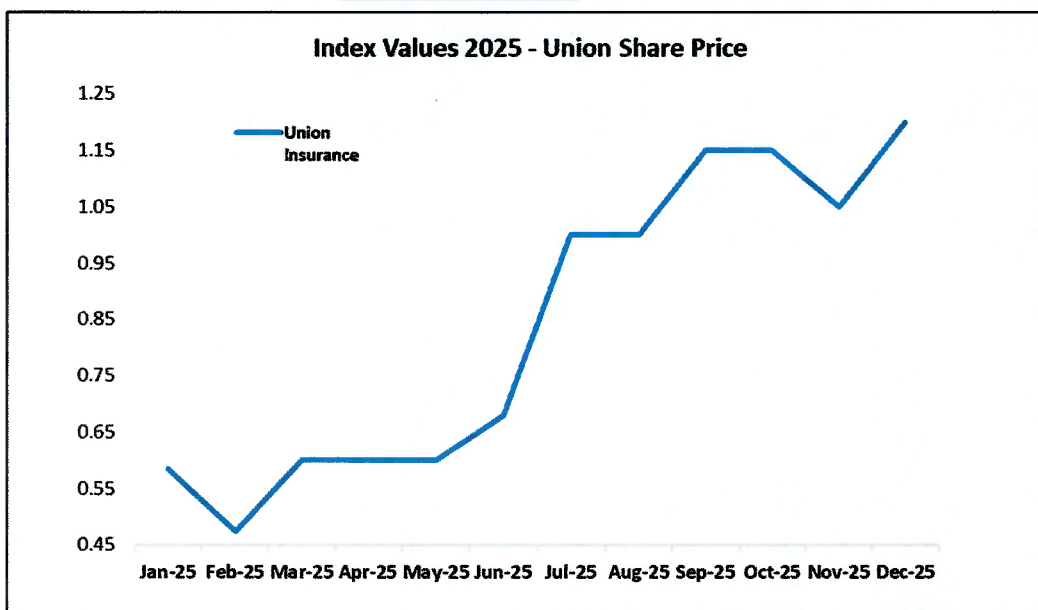
Month	High	Low	Last Close
Jan-25	0.650	0.585	0.585
Feb-25	0.585	0.475	0.475
Mar-25	0.601	0.546	0.601
Apr-25	0.601	0.601	0.601
May-25	0.601	0.600	0.600

Jun-25	0.680	0.600	0.680
Jul-25	1.010	0.881	1.000
Aug-25	1.050	1.000	1.000
Sep-25	1.150	1.150	1.150
Oct-25	1.150	1.150	1.150
Nov-25	1.050	0.936	1.050
Dec-25	1.200	1.200	1.200

B- A statement of the company's stock performance during the year 2025.

Month	Union Insurance
Jan-25	0.59
Feb-25	0.48
Mar-25	0.60
Apr-25	0.60
May-25	0.60
Jun-25	0.68
Jul-25	1.00
Aug-25	1.00
Sep-25	1.15
Oct-25	1.15
Nov-25	1.05
Dec-25	1.20

Source: ADX Website



C- A statement of shareholder ownership distribution as of 31/12/2025 (individuals, companies, governments) classified as follows: local, Gulf, Arab, foreign:

S.N	Shareholder Classification	Shareholding			
		Individuals	Companies	Government	Individuals
1	Local	83,576,832	1	Local	83,576,832
2	GCC	119,620	2	GCC	119,620
3	Arab	5,837	3	Arab	5,837
4	Foreign	551	4	Foreign	551
	Total	83,702,840		Total	83,702,840

D- Statement of Shareholders Holding 5% or More of the Company's Capital as of 31/12/2025:

S.N	Shareholder Name	No of Shares	Shareholding %
1	Salem Abdullah Salem Al Hosan	53,246,458	23.15%
2	AL SALEM CO. LTD	46,362,914	20.16%
3	UMM AL QAIWAIN GENERAL INVESTMENTS P.S.C	45,299,360	19.70%
4	GULF GENERAL INVESTMENTS COMPANY P.S.C	15,945,307	6.93%
5	SUQR AL KHALEEJ COMPANY GENERAL TRADING LLC	13,938,073	6.06%

E- Statement on the Distribution of Shareholders by Ownership Size as of 31/12/2025:

S.N	Shareholding (share)	No. of Shares	No. of Shares Owned by	Shareholding
1	Less than 50,000	9,119,158	1,989	4.0%
2	From 50,000 up to less than 500,000	4,175,191	36	1.8%
3	From 500,000 up to less than 5,000,000	17,873,642	11	7.8%
4	Over 5,000,000	198,832,009	9	86.4%
	TOTAL	230,000,000	2,045	100.0%

F- Actions Taken Regarding Investor Relations Controls:

Ms. Riham Osama has been appointed as the Investor Relations Manager. She holds a bachelor's degree in commerce with a major in Accounting from Ain Shams University and a master's degree in Global Marketing from the University of Liverpool. She can be contacted via the details published on the company's website:

Riham Osama – riham.o@unioninsurance.ae – Phone: +971 4 378 7609

Additionally, an online link has been created on the company's website:

(https://www.unioninsurance.ae/en/about_us/#/InvestorRelations)

Through this website, stakeholders can access all financial reports, company news, developments, and material events related to the company.

G- Special Resolutions Presented to the General Assembly in 2025 and Actions Taken:

- On 21/04/2025, an Ordinary General Assembly was convened, during which approval was granted to reduce the share capital from AED 330,939,180 to AED 230,000,000, by offsetting the accumulated losses amounting to AED 142,745,000, in accordance with the following mechanism:

A. Utilizing an amount of AED 41,807,000 from reserves to offset the accumulated losses, as follows:

1. Using AED 21,851,000 from the statutory (special) reserve.
2. Using AED 19,954,820 from the legal reserve.

B. Offsetting the remaining accumulated losses amounting to AED 100,939,180 through a reduction of the share capital by cancelling a number of the Company's shares.

Accordingly, this will result in the cancellation of 30.50%, equivalent to 100,939,180 shares, out of the Company's total 330,939,180 shares, such that the Company's new share capital after completion of the cancellation process will be 230,000,000 shares.

- On 21/04/2025, an Ordinary General Assembly was also convened, during which approval was granted for the special resolutions related to amending the Company's Articles of Association, namely Articles (6), (63), and (64).

H- Board Meeting Secretary and Appointment Date:

Ms. Raneem Fajr Mahmoud serves as the Secretary of the Company's Board of Directors. She was appointed by the Board on 29/09/2021

K- Material Events Encountered by the Company During 2025:

- Fitch Ratings has upgraded Union Insurance Company's Insurer Financial Strength (IFS) Rating to 'BBB+' from 'BBB' with stable outlook.
- Joined Esaad, Dubai Police's platform, offering cardholders an exclusive discount of 20% on motor insurance policies.

P- Emiratization Rate as of Year-End 2023-2025:

The company's Emiratization rate for 2023 was 15.3%.





The company's Emiratization rate for 2024 was 20.8%.

The company's Emiratization rate for 2025 was 27.5%.

Q- Innovative Projects and Initiatives Undertaken or Under Development in 2025:

- Launched a new online healthcare portal, offering individuals the ability to browse, compare, and purchase health insurance policies at their convenience.
- Launched employee recognition program to acknowledge and reward outstanding performance and contributions.
- Expanded current health insurance plans with six additional plans for SMEs and 10 additional plans for individuals
- Hosted Employee family iftar for the first time to strengthen team bonds and celebrate cultural values
- Utilised AI tools in various Health Insurance operations.
- Launched new travel insurance portal for our direct customers providing essential coverage for medical emergencies, trip cancellations, lost luggage, and travel delays
- Launched B2B portal for our business partners to provide Pleasure craft insurance which provides comprehensive coverage for yachts, boats, and jet skis, protecting against hull damage, theft, fire, and third-party liabilities

The signatories of the report are responsible for the accuracy of the information stated above

Position	Signature	Date
Chairman of the Board		
Chairman of Audit Committee		28/02/2026
Chairman of Nomination & Remuneration Committee		27.2.2026
Director of the Internal Control Department		26/02/2026