

Approved
By Board of Directors
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Wafra International Inv. Co.



Wafra International Investment Company

Protection of Shareholders and Stakeholders Policy

June 2024

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I. Document Control

Version	Date
2.0	

Approved by	
Board of Directors	
Controller	
VP – Compliance & AML	
Custodian	
VP – Business Excellence Department	

II. Definitions

#	Term	Definition
1.	WIIC	Wafra International Investment Company K.S.C.C.
2.	Shareholder	The owner of one or more shares in WIIC. A shareholder should have his/her name registered with WIIC and may hold a share certificate which has been assigned over to him/her.
3.	Stakeholder	Any person or entity that has a relation with WIIC is its stakeholder. Stakeholders of the WIIC include WIIC's customers, shareholders, creditors, suppliers, employees, the society and the environment, and other related parties.

1. Introduction

1.1 Purpose and Scope

- 1.1.1 The purpose of this document is to outline the controls and basis for protecting shareholders' and stakeholders' rights. This aims at safeguarding Wafra International Investment Company's ("WIIC" or the "Company") financial position and triggering their roles in serving community and economic development process. WIIC's final success is the outcome of the joint efforts of many parties including customers, regulators, staff, investors and other parties having business relationships with WIIC.
- 1.1.2 The Board of Directors is committed to the highest ethical standards, as WIIC desires its shareholders and stakeholders to have strong faith and commitment towards it.
- 1.1.3 This Policy should be read in line with the Code of Conduct of Ethics, Conflict of Interest, Whistle-blower Policy and Related Party Transactions Policy.

1.1 Physical Ownership and Distribution

- 1.1.1 The VP – Compliance & AML Department will be the controller of this Policy. All inquiries and requests for revision related to the Policy shall be addressed to him/her.
- 1.1.2 The VP – BED will be the custodian of this document and will have physical custody of the master copy in printed form and soft copy file. For all official purposes, the master copy held by the controller will be considered as the definitive document.
- 1.1.3 The contents of this Policy are confidential and are intended for internal use by WIIC only. This Policy shall be the property of WIIC.
- 1.1.4 All inquiries regarding the policy must be directed towards the VP – Compliance & AML Department, who shall be responsible for ensuring appropriate dissemination of these policies to employees. In case of any questions or concerns regarding the policy, the employee has a responsibility to raise these matters to the VP – Compliance & AML Department.
- 1.1.5 WIIC shall grant "Read Only" access right privileges to designated employees for this Policy through the Intranet. The VP – Compliance & AML Department is responsible for ensuring that all stakeholders understand their roles and responsibilities in adhering to this Policy.

1.2 Revision

- 1.2.1 The Policy must be reviewed whenever required by the VP – Compliance & AML Department to ensure that it is up to date, reflecting the current practices in place as well as any changes in laws and regulations set by the regulatory bodies.
- 1.2.2 The Policy must be submitted to the BoD for approval based on the recommendation of the BEC.

- 1.2.3 When changes are made, the set of policies that require modification shall be highlighted and the amended version shall be distributed to designated employees.

2. Shareholders' Rights

2.1 Protection of Shareholders' Rights

- 2.1.1 WIIC is committed to create a sustainable shareholder value and aims to provide prolific financial returns and act in the best interests of its shareholders.
- 2.1.2 The rights of shareholders shall depend on a set of basic issues and tasks, such as electing the Members of a Board of Directors, forming a Board of Directors, amending WIIC's articles of association, approving unusual transactions, in addition to other basic tasks as specified by the Companies Law, and its Executive Bylaws, and by the articles of association of WIIC.
- 2.1.3 WIIC's Memorandum of Association shall include procedures and conditions necessary to ensure having access by all shareholders to the rights thereof, in a manner that achieve fairness and equality without contradiction with the applicable laws, regulations, resolutions and instructions issued in this regard.
- 2.1.4 WIIC shall deal with all shareholders owning the same type of shares equally and without any discrimination.

2.2 Shareholders' Data and Information

- 2.2.1 WIIC is committed to creating sustainable shareholder value and aims to provide prolific financial returns and act in the best interests of its shareholders.
- 2.2.2 Create and keep a special record at the Clearing Agency, in which names, nationality, domicile and number of Shares owned by each holder shall be recorded. Such a register of shareholders shall record any changes to the registered data according to the data received by the Clearing Agency. Any party with a relevant interest may request the Clearing Agency to provide them with data from the register.
- 2.2.3 Create and keep a special register at the Clearing Agency, in which names, nationality, domicile of Bond or Sukuk and number, value and type of Bonds or Sukuk owned by each Bond or Sukuk holder shall be recorded. Such records shall record any changes to the registered data according to the data received by such company or the Clearing Agency. Any party with a relevant interest may request such company or the Clearing Agency to be provided with data from such a record.
- 2.2.4 Allow WIIC shareholders to review shareholders register and verify that data is maintained according to the highest degrees of protection and confidentiality, without contradiction with the Law, CMA's Bylaws and the regulations and regulatory controls issued by the CMA.

2.3 Shareholders' Rights

2.3.1 WIIC shall not under any circumstances withhold any of the rights mentioned below, from any group of shareholders or develop standards to that may discriminate groups of shareholders:

- The right of register, move, transfer or dispose of the ownership of shares.
- The right to receive the share determined in the dividends.
- The right to obtain a share in WIIC's assets in case of liquidation.
- The right to have accurate, comprehensive, detailed, sufficient, and timely essential information including WIIC's operational and investment strategies in order to evaluate the WIIC's financial statements and performance.
- The right to participate in the meetings of the General Assembly, comment, give recommendations and vote on the matters discussed during the meeting.
- The right to question the Board of Directors as well as the external auditor on the items listed on the agenda of the General Assembly Meetings.
- The right to participate in the decisions related to amending WIIC's Article and Memorandum of Association, as well as the decisions related to non-ordinary transactions which might affect WIIC's future or activity, like mergers, sale of a substantial portion of its assets, or winding up of subsidiaries.
- The right to contribute to the decision-making of any significant changes being made in WIIC.
- The right to express their opinion on the appointment of members of the Board of Directors and to elect them.
- The right to control and monitor the performance of WIIC, in general, and the Board of directors, in particular.
- The right to hold the members of the Board or Executive Management responsible and to claim their responsibility in case of their failure to fulfil the duties assigned to them.
- The right for shareholders owning the same type of shares to treat equal treatment without any discrimination.
- The right to view the register of the disclosures of the members of the Board and Executive Management at no cost.
- The right to call for a General Meeting provided this meeting has been requested by shareholders owning at least 10% of WIIC's capital and upon request, the meeting will be arranged within 15 days as of the date of such request.
- The right to give a written proxy to another shareholder – other than Board members and company's staff – to attend the general assembly meeting.

- The right to have sufficient time prior to holding the general assembly to have access to all information and data related to the agenda, and in particular the reports of the Board and the Auditor and financial statements.
- The right to participate effectively in the general assembly, discuss issues listed in the agenda and the inquiries related thereto concerning various activity aspects, ask questions concerning such issues to be answered by the Members of the Board and the External Auditor, provided that the Board and the External Auditor shall answer such inquiries in a manner that does not harm the interests of such company.
- The right to have an explanatory memo detailing the reason in case of a modification to the agenda of the General Assembly.
- The right to have a detailed statement of Shareholders' Equity as an attachment to the agenda of the ordinary and extra ordinary General assembly Meetings.
- The right to receive an agenda for the General assembly Meetings which should include the following as a minimum:
 - Reading the governance report and the Audit Committee report.
 - The Board report of the company activity, financial position, and outcomes of work thereof.
 - Discussion of the report of the external Auditor about the results of the company financial data, approving the same, and the approval of the dividable net profit.
 - Dealing with Parties of Relevance.
 - Any breaches monitored by the regulatory body(s) and any penalties issued due to such breaches and led to (financial / non-financial) penalties against the company, in a manner not contradicting with the applicable Laws and control conditions issued by the concerned regulatory body(s) in this regard and discussing notes of the representative of such controlling authority if such representative attends.
 - Providing a request for the Shareholders for the approval for the purchase and sale transactions or disposal in any way of the company's assets, if the transactions or actions are 50% or more of the total amount of the company's assets.
- The right to have access to all information and data related to the agenda of the General Assembly, and in particular, the reports of the Board of directors and the Auditor and financial statements.
- The shareholders' right holding 5% and above of the capital of WIIC to add items to the agenda of the General Assembly Meeting.
- The right to review all data set out in the disclosure record of the Board Member and Executive Management members.
- The right to vote during General Assembly Meetings ensuring the following:

- All categories of shareholders enjoy the voting rights and receive the same dealing by the company.
- The shareholders can vote either personally or by proxy. The same rights shall be granted to the shareholders whether on behalf of themselves or by proxy.
- To inform the shareholders of all rules that govern the voting measures.
- To provide all information about the voting rights of the current shareholders and potential investors. Such information shall be provided on a continuous basis and to all categories of the shareholders.
- To provide all categories of the shareholders with the right to vote over any changes related to the shareholders' equity, through calling for the meeting of the general assembly of the shareholders.
- The voting for the election of the members of the Board in the general assembly meetings shall be made in accordance with mechanisms stipulated for under the Memorandum and Articles of Association, and within the framework of the stipulations of the Companies law and its Executive by-laws.
- All categories of the shareholders shall have the opportunity to hold the board of directors accountable for the duties assigned to them.
- Not to impose any fees against any category of the shareholders for attending the general assembly meetings or grant any preferential advantage to any category compared to other categories of the shareholders.

3. Stakeholders' Rights

3.1 Protection of Stakeholders' Rights

- 3.1.1 WIIC is committed to ensuring delivery of the appropriate stakeholder rights and interests and aims to provide protection for its stakeholders.
- 3.1.2 Respecting and protecting the rights of Stakeholders shall be in accordance with related laws applicable in the State of Kuwait, such as the Labor Law and the Companies Law and their respective Executive Bylaws in addition to the agreements concluded between parties and any additional undertakings made by the company towards Stakeholders; as protecting the rights of Stakeholders pursuant to laws entitle them to receive actual compensations if the rights thereof are breached.

3.2 Stakeholders' Rights

3.2.1 Below are the basic rights of WIIC's Stakeholders:

- The right to be treated on a just and equitable basis.
- The right to be compensated in the case of any violations of their rights.
- The right to open and clear disclosures of the relevant information.
- The right to enjoy the same rights and privileges in dealings with WIIC as enjoyed by the Board of Directors and related parties. This also includes WIIC's adherence to the Procurement Policy amongst other policies and practices.
- The right to have the following included in each contract between the stakeholders and WIIC:
 - Measures and mechanisms to be followed in case of any party violating its obligations.
 - Measures for paying compensation in case of violations.
- WIIC and all its employees are required to maintain confidentiality of information and an agreement shall be entered into between the parties in this regard.
- The right of access to relevant Company information which would be essential to the stakeholders. The level of access will be limited to the arrangement between WIIC and the stakeholder on a case-by-case basis and this shall be documented in the contract between WIIC and the stakeholder.
- Stakeholders should be informed about WIIC's Whistleblowing Program and should be offered adequate protection as entailed in the Whistleblowers Policy.
- Stakeholders should be provided with an appropriate mechanism (through the Whistleblowing Program) in case they would like to inform the Board of Directors of any practices that are inappropriate by WIIC.

- Stakeholders shall be given an opportunity to provide feedback on the business decisions and on their experiences with WIIC.
- WIIC commits to promoting contracts and deals of various types, through bids or various purchase orders and to disclose it fully.
- WIIC will not give any privilege for any deals or contracts to one stakeholder group that are a part of the normal activity of WIIC.
- WIIC shall attract, develop, and retain competent people by providing a fair working environment and involving them in prominent decision-making process.
- WIIC shall maintain and promote fair dealing with its stakeholders and contracts or projects shall be entered only after obtaining competitive quotes from various parties. The policies with respect to entering into contracts shall be followed by WIIC in all the cases.
- Verify the dealing with the Members of a Board of Directors and Stakeholders is conducted in accordance with the same conditions applied by the company with various parties of Stakeholders, without any discrimination of preferential conditions.
- Verify the procedures to be followed in case any party breaches the obligations thereof, in addition to those applied for paying compensation. In addition to ensuring that the agreements concluded between Stakeholders and the company include and indicate such procedures in detail.
- WIIC must commit to the mechanisms of compensating Stakeholders in case of violation of their rights to be protected by regulations and agreements.
- WIIC should establish good relationships with the Clients and suppliers and keep confidentiality of the related information.
- WIIC shall develop mechanisms and frameworks that ensure maximum benefit from contributions of Stakeholders and encourage them to keep track of the company activities, in a manner that is consistent with achieving the benefits thereof, as the company shall as minimum:
 - Allow Stakeholders to have access to information and data related to the activities thereof, in a timely and regular manner.
 - Develop a mechanism that allows Stakeholders to report to the Board of Directors of any unfair practices committed by the company against them and provide a proper protection for whistle-blowers.

3.3 Policies Towards Stakeholder Groups

3.3.1 Shareholders

WIIC is committed to creating sustainable shareholders value and aims to provide prolific financial returns and act in the best interests of its shareholders.

3.3.2 Suppliers and Service Providers

The Company is committed to dealing with suppliers in a straightforward and honest manner. WIIC seeks to build and maintain good relations with suppliers & Service Providers and shall ensure the confidentiality of information related to them is protected.

3.3.3 Employees

The Company is committed to treating people with dignity and providing equal employment opportunities for all employees in its employment practices, including recruiting, compensation, professional development, and promotion. The Board of Directors believes in providing safe and healthy working conditions, respecting human rights and respecting employees' rights.

3.3.4 Community

The Company is committed to contributing to the overall quality of life wherever it operates and to using resources responsibly to preserve the environment. The Board of Directors wants communities to count on the company's help in civic, charitable, and other community activities by fulfilling its social responsibilities.