

# Corporate Governance

## Overview

At InvestGB, we are deeply committed to upholding the highest standards of corporate governance, which forms the foundation of our business integrity and success. Our governance framework ensures transparency, accountability, and fairness in every aspect of our operations, fully aligning with Capital Markets Authority (CMA) regulations and ethical best practices.

With a diverse and experienced Board of Directors providing strategic direction, we prioritize sustainable growth and value creation for our stakeholders. To further strengthen our governance, we've established key committees, including Audit, Risk, and Nomination & Remuneration Committees, to support the board in fulfilling its duties effectively.

By adhering to CMA regulations, promoting a culture of ethical conduct, and maintaining open dialogue with stakeholders, we build trust and ensure that our business decisions are always aligned with our core values and long-term objectives.

## InvestGB Board of Directors

Our Board of Directors plays a crucial role in steering the company's strategic direction and maintaining the highest standards of corporate governance. With a team of seasoned professionals from various backgrounds, the board is committed to overseeing the company's management and operations, protecting shareholder interests, and promoting sustainable growth.

### Key Responsibilities:

- **Strategic Oversight** The board establishes the company's overarching goals and strategic direction, ensuring alignment with our mission and core values.
- **Management Supervision** The board appoints and assesses the performance of senior management, including the CEO, to ensure strong and effective leadership.
- **Financial Accountability** The board monitors and reviews the company's financial health, ensuring responsible use and management of resources.

- **Compliance and Ethics** The board ensures that the company meets all legal and regulatory requirements while maintaining the highest ethical standards.
- **Stakeholder Engagement** The board acts as a representative for shareholders and other stakeholders, fostering clear and transparent communication.

## Board of Directors

- Waleed Mandani *Chairman*
- Hani AlAwadhi *Vice-Chairman*
- Dari AlBader *Board Member*
- Abdulrahman AlSaddah *Board Member*
- Anoud AlHathran *Independent Board Member*

# Board Committees

## Overview

At InvestGB, our Board of Directors is supported by several specialized committees that enhance its effectiveness by concentrating on specific areas of governance and oversight. Each committee is composed of board members with relevant expertise, ensuring informed decisions and strong governance practices.

To ensure focused oversight and compliance with Capital Markets Authority (CMA) regulations on corporate governance, our board has established the following committees: the Board Audit Committee, the Board Risk Committee, and the Board Nomination & Remuneration Committee. These committees are essential for maintaining effective governance and helping the board fulfill its fiduciary duties.

### Board Audit Committee (BAC)

BAC is responsible for overseeing the integrity of our financial statements, compliance with legal and regulatory requirements, and the performance of our internal audit function. This committee ensures that our financial reporting is accurate and transparent, fostering trust among our stakeholders.

### BAC Members

- Anoud AlHathran *Chairman*
- Dari AlBader *Vice-Chairman*
- Abdulrahman AlSaddah *Member*

### Board Nomination & Remuneration Committee (BNRC)

BNRC is responsible for submitting recommendations concerning the nomination and re-nomination of board of directors' members and the Executive management. The Committee is also responsible for documenting a clear policy that governs the mechanism of assessing the remuneration of the members of the Board and of the

Executive Management, as well as overseeing the training and development process of the Board and Executive Management, the committee is also responsible for evaluating the compensation and remuneration of the members of the Board and Executive Management with regard to the long-term objectives of the Company.

### BNRC Members

- Waleed Mandani *Chairman*
- Hani AlAwadhi *Vice-Chairman*
- Anoud AlHathran *Member*

### Board Risk Committee (BRC)

The purpose of the BRC is to advise the Board of Directors on matters of risk management. The BRC is responsible for defining the Company's risk appetite as well as promoting a risk-based approach to the management and internal controls of the Company, as well as reviewing the Company's major risk exposures and changes to its risk profile.

### BRC Members

- Abdulrahman AlSaddah *Chairman*
- Hani AlAwadhi *Vice-Chairman*
- Dari AlBader *Member*

# Control Functions

## Overview

At InvestGB, our control functions are integral to maintaining robust governance, risk management, and compliance across all our operations. These functions ensure that we operate efficiently, ethically, and in alignment with the Capital Markets Authority (CMA) regulations and our strategic objectives.

**Internal Audit** The Internal Audit function provides independent and objective assurance on the effectiveness of our internal controls, risk management, and governance processes. By conducting regular audits, we identify areas for improvement and ensure compliance with Capital Markets Authority (CMA) requirements.

**Risk Management** Our Risk Management function is dedicated to identifying, assessing, and mitigating risks that could impact our business. This proactive approach helps us to safeguard our assets, reputation, and ensure business continuity.

**Compliance** The Compliance function ensures that our company adheres to all applicable laws, regulations, and internal policies. This includes monitoring regulatory changes, providing training, and conducting compliance audits to prevent and detect any violations.

**Financial Control** The Financial Control function oversees the accuracy and integrity of our financial reporting. This includes managing financial risks, ensuring proper accounting practices, and maintaining internal controls to prevent fraud and errors.

**Information Security** Our Information Security function is responsible for protecting our digital assets and sensitive information from cyber threats. This includes implementing security measures, conducting regular assessments, and ensuring compliance with data protection regulations.

