

CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUES OF SECURITIES TO THE PUBLIC

TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

Kenya Reinsurance Corporation Limited

Reviewer's Name:

Stock Code-KE0000000604

Sector: Insurance

Year - 2019

Date of Financial Year End : 2019

Chairman Signature

CEO Signature

Company Secretary Signature

Company market to book ratio at end of financial year

No of outstanding shares at end of financial year

Closing price of stock at end of financial year

Net sales as per Income Statement at end of financial year

Net profit as per Income Statement at end of financial year

Total debt (short and long term) as per Balance Sheet at end of financial year

Total equity as per Balance Sheet at end of financial year

Total no. of Board members at end of financial year

No. of independent directors at end of financial year

No. of non-executive directors at end of financial year

Company Details to be Provided:

0.8

2,799,796,272

3.03

Kes 15.530 Billion

Kes 3.966 Billion

Nil

Kes 31.951 Billion

11

7

10

Consecutive No.	Mandatory or 'apply or explain'	Part No.	Question	Kenya Code Reference	Application - FA, PA or NA - See Notes 1, 2, 3&4	Application or Explanation - Note 3 & 4	Source of Information
		A	INTRODUCTION				
1	M	A.1	Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control?	1.1.2, 2.6.2, 6.3.2	FA	The company has an updated board charter which defines the responsibilities of the Board and Incorporating internal controls. The Board Charter is reviewed as need arises or every two years. It is available on the corporation's website at www.kenyare.co.ke	Board Charter (clauses 3.8 and 14)
2	M	A.2	Do the Board Charter or company documents distinguish the responsibilities of the board from management in line with Code requirements?	1.1.2, 2.3.1, 2.3.2, 2.6.2	FA	The board charter sets out the roles of the board and of the managing director.	Board Charter (clauses 3.8 and 11)
3	A or E	A.3	Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	1.1.6	FA	The boards' responsibility is set out in the board charter	Board Charter (clause 3.8) ; Annual Audited financial statements
4	M	A.4	How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	1.1.6	FA	Directors are trained regularly on Corporate governance. The code has been availed to all and new directors are sensitised on its content during induction. Management has been sensitised on key requirements in the Code.	Corporate Governance Audit review reports
5	M	A.5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview, 2.3	FA	Yes. The role of the board is set out in the board charter and Board Reserved Matters Policy.	Corporate Strategic Plan; the Mwongozo Code;IRA Prudential Guidelines, Board Charter (clause 3.8) , Board Reserved Matters Policy (clause 3.1)
6	A or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6	FA	Yes. The Corporation has a 5 year strategy projecting growth and set out strategies of achieving it. A sustainability report is contained in the Corporation's Annual Report 2019 setting out the Corporation's strategic objectives in terms of sustainability	Corporate Strategy 2017-2021; Annual Report 2019
7	M	A.7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2	FA	Yes. Each board committee has a charter and terms of reference	Board & Board Committees Charters
		B	BOARD OPERATIONS and CONTROL				
8	M	B.1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2	FA	Yes. The Board Human Resource Committee doubles up as the Nomination Committee the majority of whose membership comprises of independent non-executive directors.	Board Human Resources and Nomination Committee Charter
9	M	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	Yes. The Chairperson of the Human Resources and Nominations Committee is an independent and Non-executive director.	Board Human Resources and Nomination Committee Charter
10	M	B.3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7	FA	Yes. The procedures for nomination and appointment of new board members have been adopted, published and are incorporated in the charter of the Human Resources and Nomination committee	Board Human Resources and Nomination Committee Charter
11	M	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	Yes. The board has 11 members who comprise of 10 non executive directors, 8 Independent directors and one executive director.	Board Charter; IRA Prudential Guidelines; Mwongozo Code. The Annual Report 2019

12	A or F	B.5	Has the board adopted a policy to ensure the achievement of diversity including age, race and gender) in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1	FA	Yes. The board has persons with diverse academic qualifications, regional balance, gender origin and technical expertise among others.	Gender Mainstreaming Policy. The Annual Report 2019
13	M	B.6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties?	2.2.1	FA	Yes. Board members have diverse skills, experience, knowledge and actual skill sets, these are set out in the 2019 Annual Report.	Mwongozo Code. The Annual Report 2019
14	M	B.7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6	FA	Yes. The Board Charter limits the number of directorships one can hold.	Board Charter (clause 5); Human Resource and Nominating Committee terms of reference
15	M	B.8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	2.1.6, 2.1.7	FA.	The Cabinet Secretary, National Treasury appointed an alternate director to represent him.	National Treasury Appointment letter from the Cabinet Secretary,
16	M	B.9	Are independent directors at least one-third of the total number of Board members?	1.1.2, 2.1.3, 2.4.1	FA	Independent directors comprise two thirds of the board members	Board Charter; Mwongozo Code; The Annual Report 2019
17	A or F	B.10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1	FA	The Corporation has a checklist to evaluate the independence of independent board members which is developed from the Corporate Governance Code and the IFA guidelines for instance the MD, any director who represents the National Treasury and any director who has served for 9 years or more are deemed to be non-independent as provided for in the Code. The Board does annual evaluation.	Board Charter; Annual Report 2019; Internal checklist
18	M	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	Yes. Any director who serves more than 9 years is deemed to be non-independent.	Annual Report 2019
19	M	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3	FA	Yes. Only the MD is executive. All other board members are non executive	Annual Report 2019
20	M	B.13	How does the Board ensure a smooth transition of Board members?	2.1.8	FA	Staggered retirement by having a rotation of 1/3 of members every year.	Articles of Association (article 111)
21	M	B.14	Has the Board established an effective Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7	FA	Yes. The corporation has established an Audit Committee that undertakes all the requirements of the code and oversees the internal control environment as outlined in the Board Audit Committee Charter	Board Audit Committee Charter
22	M	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	Yes. There is a distinct separation of powers between the Chairman of the Board, Mr. Chiboli Shakaba and the Chief Executive Officer in the person of Mr. Jadhav Mwarahlah	Board Charter (Clauses 3.9 & 3.11); Letter of Appointment
23	M	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	Yes. The Chairman of the Board, Mr Chiboli Shakaba is a non executive director	Articles of Association; Annual Report 2019
24	A or F	B.17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5	FA	Yes. This is provided for in the Board Charter. Documents for board meetings are provided in advance on e-Board. On need basis professional advice is sought to assist the board understand any technical aspects of the information	Board Charter (clause 11) and e-Board System
25	M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	Yes. A conflict of interest policy is in place and any conflict of interest is recorded in a register at the beginning of every meeting.	Conflict of Interest Policy, register of interests
26	M	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7	FA	Transfer Pricing Policy was developed to govern the relationship between the Corporation and its subsidiaries. The policy was adopted by the boards of the subsidiaries as well.	Transfer Pricing Policy
27	M	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9	FA	Yes. The corporation has a qualified company secretary in the person of Mr Charles Karuki who is competent with a good standing with ICPSK	The Annual Report 2019
28	A or F	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6	FA	Yes. The Company is transitioning towards sustainability reporting.	Corporate Strategy 2017-2021, CSR Policy, Annual Report 2019
29	A or F	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	Yes. The board has a work plan for every year that is adopted by the board in the last regular meeting of the preceding year.	Approved 2019 Board Work Plan and board minutes
30	M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the company secretary?	2.6.4, 2.8	FA	Yes. The board evaluates itself using the tools provided by State Corporations Advisory Committee	Evaluation Records
31	A or F	B.24	Has the Board established and applied a formal induction program for in-coming members?	2.7.1	FA	Yes. New directors are taken through a comprehensive induction process. The induction entails briefing by Management on all areas of the corporation's business, tour of the Corporation's properties and how to use the e-board and other tools available to directors.	Board Charter, Board Induction Records

32	A or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3	FA	Yes. Directors attend three trainings per year for 5 days each one of which is on corporate governance.	Schedule of trainings attended
33	A or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	2.9.2	FA	The Human Resources and Nomination Committee looks into remuneration and makes recommendations to the Board. However, the final decision lies with the National Treasury.	Human Resources and Nominations Committee Charter
34	M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	2.9.1	FA	This is guided by requisite government circulars/guidelines. The board can only make recommendations to the Parent Ministry/ National Treasury	Government circulars/guidelines (November 2004) and other subsequent revised guidelines
35	M	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies?	2.10, 2.10.1, 2.10.2	FA	The board has put in place a Risk and Compliance Department that continuously assesses compliance with the laws, regulations and internal policies. The department works with other departments to ensure they are focused on compliance.	Minutes of the Board Risk and Compliance Committee, Internal Compliance checklists
36	M	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	2.10.3	FA	Internal compliance audit is done half yearly by the Risk and Compliance Department. External independent legal audit is undertaken periodically.	Internal Compliance checklists, External Legal Audit reports
37	A or E	B.30	Has the Board subjected the company to an annual governance audit?	2.11.1	FA	Yes. Governance audit conducted annually. The governance auditor rated the corporation's governance as good. The governance structures and processes are mostly acceptable to enable achievement of strategic and operational objectives. However, a number of mainly moderate issues were identified which included the need for continued training in corporate governance of management and board, improved coordination of activities between internal audit and other assurance providers and the improvement of a stake holder engagement framework	Evaluation Records
C RIGHTS of SHAREHOLDERS							
38	M	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.2.1	FA	Yes. All shareholders have equal rights and are able to access company information through the website, newspaper and financial accounts. All shareholders have a right to vote for directors, access their dividends and receive all notifications and other corporate information.	Audit Report
39	M	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.1.1	FA	The board facilitates effective exercise of shareholder rights through: 1. Investor Briefing, 2. Day to day engagement through Share Registrar, 3. Company's Performance (half and full yearly basis) is distributed widely through newspaper and website, 4. The AGM Notice which is available in the website and newspapers 21 days before the meeting, 5. Transfer and registration of shares undertaken by the appointed corporation's registrars, 6. Dividend which are entitled to all shareholders when declared	Investor Briefing, Day to day engagement through Share Registrar
40	M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.1.1	FA	Open question and answer forum during the annual AGM meetings. Prior to the AGM date financials are circulated to the shareholders to give an opportunity to conceive and ask questions and/or seek clarifications	AGM Minutes
41	A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1	FA	Yes. All shareholders have similar rights and this is contained in the Memorandum and Articles of Association	Memorandum and Articles of Association article 52
42	A or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1	FA	Yes. Information is disseminated through the media, Annual Reports and on the website.	Investor Briefing, AGM, Press releases and website www.kenyare.co.ke
D STAKEHOLDER RELATIONS							
43	A or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders?	4.1.1	FA	The board has adopted the provisions of the Mwongozo Code in relation to the stakeholder concerns as well as a communication policy	Mwongozo code page 16,31-32 & Communication Policy
44	A or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.1.2, 4.1.3, 4.1.5, 4.2.1	FA	The corporation has policies, strategies and procedures of dealing with its stakeholders being shareholders, suppliers, ceding insurance companies, brokers, tenants and so on.	Mwongozo page 16,31-32, Communication policy, underwriting, procurement, property and other functional procedures
45	A or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4	FA	The board commissions market survey to determine stakeholder issues and takes into account issues raised by shareholders in AGM and Investor briefing meetings. Stakeholders interest are taken care of in the company's strategic plan which forms the basis of all key decisions of the board	Market survey, AGM, Investor briefing, Strategic Plan
46	M	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1	FA	The board engages stakeholders through AGMs and Investor briefings and providing information through the Corporation's Website and the media. Management engages other stakeholders through market visits, one on one meetings and market surveys.	Website; Engagement with Corporate Affairs department; Newsletters; Investor briefings; market visits, Annual Report etc

47	M	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	Yes, internal disputes are managed through the Human Resources Operations Operational Manual and policies and various contracts and agreements.	FA	
ETHICS AND SOCIAL RESPONSIBILITY							
48	A or E	E.1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1	Yes. The board decisions are founded on the Core values underpinning governance. The board takes full responsibility of its decisions.	FA	
49	M	E.2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4	Yes. All staff and the board have been sensitised on the contents of the code of conduct and ethics.	FA	
50	A or E	E.3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	The board ensures compliance with code of conduct and ethics through regular staff sensitisations on the code and monitoring of implementation.	FA	Code of Conduct and Ethics Policy
51	A or E	E.4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1	Yes. The board incorporates ethical and sustainability risks and opportunities in the risk management process. All decisions are taken in a risk based approach. Sensitisation of staff to improve on risk culture has been done. The Corporation's Strategic Plan is risk based, there is a Board Risk Committee and a management risk committee.	FA	Minutes, Audit Reports, Enterprise Risk Management framework
52	A or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5	Through the corruption preventive committee, complete with minutes which are also shared with EACC	FA	Corruption Prevention Committee Minutes
53	A or E	E.6	Has the company established and implemented a whistle blowing policy?	5.2.5	Yes. The Corporation has a Whistle blowing policy in place. The policy is on the Corporation's website www.kenyare.co.ke	FA	Whistle Blowing Policy
54	A or E	E.7	Has the Board/ or management developed policies on corporate citizenship and sustainability and strategies for company use?	5.3.1, 5.4	The Corporation has CSR policy which is published on the Corporation's website www.kenyare.co.ke. The Corporation runs a comprehensive CSR program called Niko Fit!	FA	CSR Policy
55	M	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3.2, 5.3.3	Yes. The corporation considers that impact of its operations on society and the environment. The same is published in the annual report.	FA	Annual Report 2019
56	A or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1	Yes. This is reported to the board and included in the annual report	FA	Annual Report 2019
ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL							
57	M	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	Yes. The Audit Committee and the Board consider and review the financial statements	FA	BAC Minutes, IAD Reports, Terms of reference of the Board Audit Committee
58	M	F.2	Does the Annual Report contain a statement from the board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2	Yes. This is clearly set out in the annual report.	FA	Annual Report 2019
59	A or E	F.3	Does the board or audit committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b	Yes. The Audit Committee assesses annually the qualification, expertise and resources, and independence of the external auditors and the effectiveness of the audit process, taking due consideration IFRS guidance for Audit Committees on the evaluation of external auditor	FA	IRA Guidelines, Approval by Auditor General, Annual Report 2019
60	M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3	Section 14 of the State Corporations Act and Section 23 of the Public Audit Act provide that the Auditor of the Corporation is the Auditor General	FA	Public Audit Act, State Corporations Act
61	A or E	F.5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards?	6.1.5	Corporation has already incorporated some aspects of sustainability reporting in its annual report and is working towards full integrated reporting.	FA	Annual Report 2019
62	A or E	F.6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues?	6.2.1	Yes. The Board has established an effective risk management framework. The board has put in place a Risk and Compliance Department whose main responsibility is to identify, report and work with divisions and departments in addressing risks. The risk reports are thereafter presented to the management risk committee and quarterly to the Board Risk Committee	FA	Board Risk Committee Charter, Enterprise Risk Management Framework
63	M	F.7	Has the Board established and reviewed on a regular basis the adequacy, integrity and compliance with all applicable laws, regulations, rules and guidelines?	6.3.1, 6.3.2, 6.3.3	Yes. The has established and regularly reviews internal controls and information systems. Further, the Board Audit Committee to gives an assurance of the effectiveness of the internal control system on a periodical basis	FA	Annual Internal Control Reports

64	M	F.8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1	FA	Yes. The corporation reviews the effectiveness of the corporation's risk management practices and internal controls systems and reports this to the shareholders.	Annual Risk Management Reports, Annual Report 2019
65	M	F.9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	Yes. The Board has established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee. The function has a manager, an assistant manager, an IS auditor and two financial auditors.	BAC Charter; Board Charter
66	A or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.2	FA	Yes. The constitution of the committee and its functions are highlighted in the Annual Reports	Audited Financial Statements
	G	TRANSPARENCY and DISCLOSURE					
67	M	G.1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code.	7.0 Overview, 7.1.1	FA	Yes. The corporation has policies and procedures to ensure timely and balanced disclosure of material information in compliance with all relevant laws.	Finance Division Procedure Manuals; Audited & Unaudited Financial Statements
68	A or E	G.2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1	FA	Yes. This information is contained in the Annual Reports on the Corporate Governance Statement.	2019 Annual Report
69	A or E	G.3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1	FA	Yes. The mission, vision and values are contained in the Annual reports	2019 Annual Report
70	A or E	G.4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing?	7.1.1	FA	Yes. The 2019 Annual Report contains a report on Directors remuneration and whistle blowing policy. The whistle blowing policy is also published on the Corporation's website.	2019 Annual Report
71	A or E	G.5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1	FA	Yes. Board Charter, Whistle blowing policy, Code of Conduct and Ethics are on the Corporation's website www.kenyare.co.ke. No director has resigned from the Corporation's board.	Website www.kenyare.co.ke
72	A or E	G.6	Does the Board disclose the management discussion and analysis as required in 7.1.1?	7.1.1	FA	Yes. The relevant disclosures are made	2019 Annual Report
73	A or E	G.7	Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.1.1	FA	Yes. This is contained in the Annual Reports	2019 Annual Report
74	A or E	G.8	Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings?	7.1.1	FA	Yes. This is contained in the annual report	2019 Annual Report
75	A or E	G.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1?	7.1.1	FA	The corporation made disclosures of its risk management policy and information technology. On Procurement, the Corporation is guided by the Public Procurement and Asset Disposal Act, 2015	2019 Annual Report
76	M	G.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability?	7.1.1	FA	Yes. Shareholding information on directors and stakeholders has been included in the 2019 Annual Reports	2019 Annual Report
77	M	G.11	Has the Board disclosed all related-party transactions?	7.1.1t	FA	Yes. This is contained in the Annual Reports	2019 Annual Report
78	M	G.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	1.1.3, 7.1.1r	FA	Yes. This is contained in the Annual Reports	2019 Annual Report

Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfill the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.

Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, 'PA' - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.

Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G' must be completed.

Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:

- a: reasons for non-application
- b: time frame required to meet each application requirement
- c: the strategies to be put in place to progress to full application.