



20 Annual
25 Report
Walaa Insurance

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ



“My first goal is for our country to be a successful and leading model in the world at all levels, and I will work with you to achieve that.”

The Custodian of the Two Holy Mosques

King Salman Bin Abdulaziz Al Saud

May Allah protect him



“Our ambition is to build a more prosperous homeland in which every citizen finds what he desires; for the future of our homeland that we build together, we will not accept except to place it at the forefront of the countries of the world.”

His Royal Highness
Crown Prince and Prime Minister

Mohammad Bin Salman Al Saud

May Allah protect him

Chairman's Statement



Abdulatif K. Almulhem
Chairman of the Board of Directors

“Reinforcing the fundamentals to enable sustainable growth in a maturing insurance landscape.”

In FY2025, Walaa operated in a Saudi insurance market that is changing fast through stronger supervision, higher technical expectations and a clear national ambition to deepen insurance penetration and strengthen sector resilience. This direction is now set out through the Insurance Authority's National Insurance Sector Strategy, aligned with Vision 2030 and focused on protection, sustainability and national-risk coverage. This evolving environment continues to drive higher standards of discipline, governance and capital strength across the sector.

This transformation is also taking place against a backdrop of evolving regional and global dynamics. Developments in the Middle East during the year have introduced additional uncertainty across economic and financial markets. While these factors remain fluid, they reinforce the importance of resilience, discipline and strong governance within the insurance sector.

Within this context, 2025 represented a year of deliberate and necessary repositioning for Walaa. The financial outcome reflects both prevailing market conditions and the actions taken to strengthen the Company's underlying fundamentals. The Board is clear that these actions were essential to improve underwriting quality, enhance risk selection and establish a more resilient platform for sustainable performance.

Throughout the year, the Board maintained a strong focus on governance, oversight and accountability. This included reinforcing underwriting discipline, strengthening oversight of claims performance and ensuring closer alignment between risk appetite, pricing adequacy and capital deployment. The Board has overseen a series of decisive actions to improve the overall quality of the portfolio and strengthen consistency in execution across the business.

A key priority has been to respond proactively to the increasing technical rigor within the market.

The Company has enhanced its approach to risk assessment, strengthened internal controls and reinforced data-driven decision-making. These measures support more accurate pricing, improved portfolio management and greater consistency across underwriting and claims activities.

Strategically, Walaa has sharpened its focus on underwriting quality, operational efficiency and disciplined growth. The Company has actively repositioned its portfolio, reducing exposure to underperforming segments and strengthening its presence in areas capable of delivering sustainable returns. Pricing discipline has been reinforced across key lines of business, supporting improved alignment between growth and profitability.

In parallel, Walaa continues to advance its broader transformation agenda. This includes strengthening operational efficiency, enhancing digital capabilities and improving customer experience. These initiatives are supporting the development of a more agile and effective operating model, better aligned with market expectations and regulatory requirements.

The Board fully supports management's focus on strengthening underwriting performance, enhancing operational efficiency and improving the quality and consistency of earnings as the immediate priorities for the business. These actions are critical to restoring performance and positioning the Company for sustainable growth.

From a capital perspective, Walaa remains well positioned. The Company continues to maintain a solid capital base, providing resilience and flexibility as it executes its strategy. This strength underpins the Company's ability to navigate market cycles, absorb volatility and pursue growth in a disciplined manner.

The Saudi insurance sector is entering a new phase characterized by increased discipline, consolidation and a stronger focus on profitability. Regulatory developments are accelerating this shift, encouraging scale, technical capability and capital strength. Walaa is aligned with this direction and is taking the necessary steps to strengthen its position as a disciplined and competitive insurer within this evolving landscape.

The Company also remains committed to supporting the broader objectives of Vision 2030. The insurance sector plays a critical role in enabling economic development, supporting infrastructure and enhancing financial resilience across the Kingdom. Walaa is well positioned to contribute to these objectives through responsible underwriting and continued investment in capability.

Looking ahead, the Board's priorities remain clear. We will continue to reinforce governance, support disciplined execution and ensure alignment with the Kingdom's long-term ambitions. The actions taken during 2025 mark an important inflection point, establishing a stronger foundation for improved performance over time.

The Board remains confident in the strategic direction of the Company and in management's ability to deliver a disciplined recovery in performance. As the Saudi insurance market continues to mature, Walaa is well positioned to benefit from a more structured, transparent and performance-oriented environment.

We approach the future with confidence, underpinned by stronger governance, a clear strategic focus and alignment with the Kingdom's long-term ambitions.

Chief Executive Officer's Statement



Johnson Varughese

Chief Executive Officer

“Enhancing earnings quality through disciplined underwriting and consistent execution.”

The performance of Walaa in 2025 reflects a year of decisive action to strengthen the fundamentals of the business and reposition the Company for sustainable, long-term performance. This has been undertaken in the context of a Saudi insurance market that is becoming more disciplined, technically rigorous and increasingly aligned with the strategic direction set by the Insurance Authority and Vision 2030.

This evolving landscape has also been shaped by broader global and regional dynamics. Developments in the Middle East during the year have introduced an additional layer of uncertainty, with potential implications for economic activity, inflationary pressures and claims environments. While these factors remain dynamic, we continue to monitor their impact closely and ensure that our strategy remains responsive and resilient.

Against this backdrop, Walaa reported a net loss after zakat of ﷲ 175.8 million. This is not where we intend to

be. However, it reflects a period of active correction and repositioning, supported by the Board, to strengthen underwriting discipline, enhance risk governance and drive more consistent execution across the business.

Our primary focus during the year has been to improve the quality, sustainability and predictability of earnings. We have taken decisive actions to strengthen pricing adequacy, tighten underwriting standards and rebalance the portfolio towards segments that offer more stable and sustainable returns. This includes reducing exposure to underperforming business and reinforcing discipline across all core lines.

In parallel, we have strengthened governance across underwriting and claims functions, ensuring greater accountability, improved oversight and enhanced consistency in execution. These measures are critical to embedding a more disciplined operating model and ensuring alignment between risk appetite, pricing and capital deployment.

Operational efficiency remains a central priority. We have initiated a range of measures to streamline processes, improve productivity and strengthen cost discipline across the organization. At the same time, we continue to invest in digital transformation and data capabilities to support better decision-making and enhance customer experience.

The Board's first priority remains safeguarding policyholders and protecting the resilience of the Company. Walaa continues to operate with a solid capital base, maintaining shareholders' equity of ﷲ 1.679 billion at year-end. This provides a strong foundation to support our strategic objectives and navigate the evolving market landscape.

External stakeholders continue to recognize this underlying strength. S&P Global Ratings affirmed Walaa's Financial Strength Rating at A-, while revising the outlook to negative, reflecting current performance challenges alongside very strong capital adequacy.

2025 was also an important year in terms of regulatory alignment. Walaa received approval from the Insurance Authority to renew its insurance and reinsurance license for a further three years across its core lines of business. This reinforces our license to operate and provides confidence as we execute the next phase of our transformation.

While our long-term strategic ambition remains unchanged, we have defined a set of clear near-term priorities to accelerate performance recovery and strengthen execution:

- **Strengthen Property & Casualty Leadership**

We will continue to strengthen our leadership position in Property & Casualty lines through both direct and reinsurance channels, with a focus on disciplined and profitable growth.

- **Improve Motor Portfolio Performance**

We are prioritizing the turnaround of the motor line of business through tighter underwriting discipline, improved pricing adequacy and diversification of the portfolio, with a clear objective of delivering a positive insurance service result.

- **Expand Protection and Savings**

We are enhancing our Protection & Savings business through the development of new distribution channels, supporting diversification and long-term value creation.

- **Transform Medical Claims Management**

We are internalizing in-house medical claims management capabilities by mid-year and maturing operational efficiencies over the next 12 months. This will strengthen control, improve outcomes and support scalable growth from 2027 onwards.

- **Advance Digital Transformation and AI Enablement**

We are delivering the final phase of our digital transformation program and accelerating the adoption of AI and automation to enhance efficiency, improve decision-making and support customer experience.

- **Optimize Cost and Efficiency**

We are embedding a stronger cost discipline framework, focused on optimizing the expense base while improving operational effectiveness across the organization.

Beyond these priorities, we remain focused on strengthening our role within the Kingdom's broader economic agenda. As part of Vision 2030, the insurance sector is expected to play a critical role in supporting economic diversification and enhancing financial resilience. Walaa is committed to contributing to these objectives through responsible underwriting, customer-focused solutions and continued investment in capability.

Looking ahead, our direction is clear. We are building a more disciplined, more efficient and more resilient organization. The actions taken during 2025 provide a strong foundation for improvement, and the priorities we have set will drive execution in the near term while supporting our long-term strategic objectives.

We approach the next phase with clarity, discipline and confidence.

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01

2025 Overview

2025 Brief Overview

2025 Key Achievements



0.293 Million

Number of Calls
Received at the end
of 2025



82%

Saudization Rate at
the end of 2025



587

Number of
Employees at the
end of 2025



37.65%

Women
Empowerment



15+

Number of
Branches at the end
of 2025



2,968 Million

Total Insurance
Premiums Written at
the end of 2025



1,276 Million

Capital at the end of
2025



18

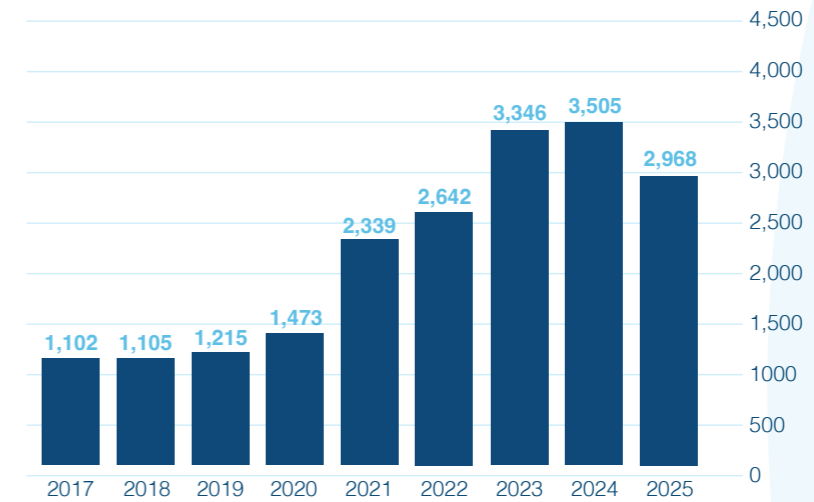
Years of
Experience



1,679 Million

Shareholders'
Equity

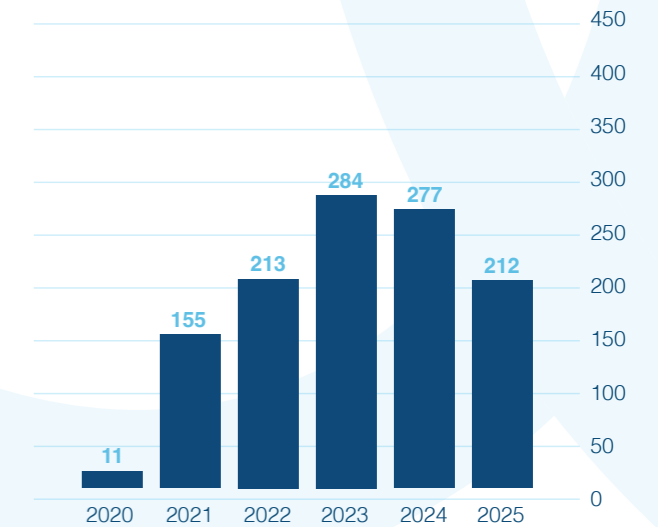
Insurance Premiums Written (ﷲ Million)



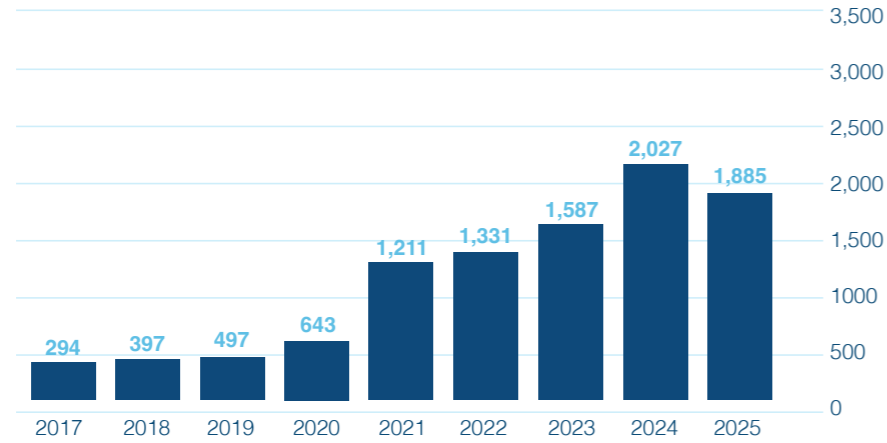
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	1,102	1,105	1,215	1,473	2,339	2,642	3,346	3,505	2,968

Insurance Premiums Written by Operating Segments (ﷲ Million) Protection and Savings

Year	Value
2020	11
2021	155
2022	213
2023	284
2024	277
2025	212

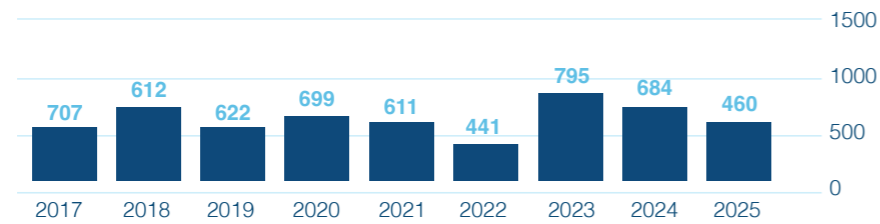


Property and Casualty



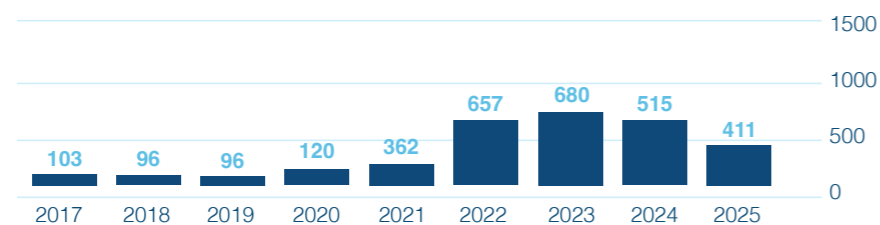
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	292	397	497	643	1,211	1,331	1,587	2,027	1,885

Motor



Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	707	612	622	699	611	441	795	684	460

Medical



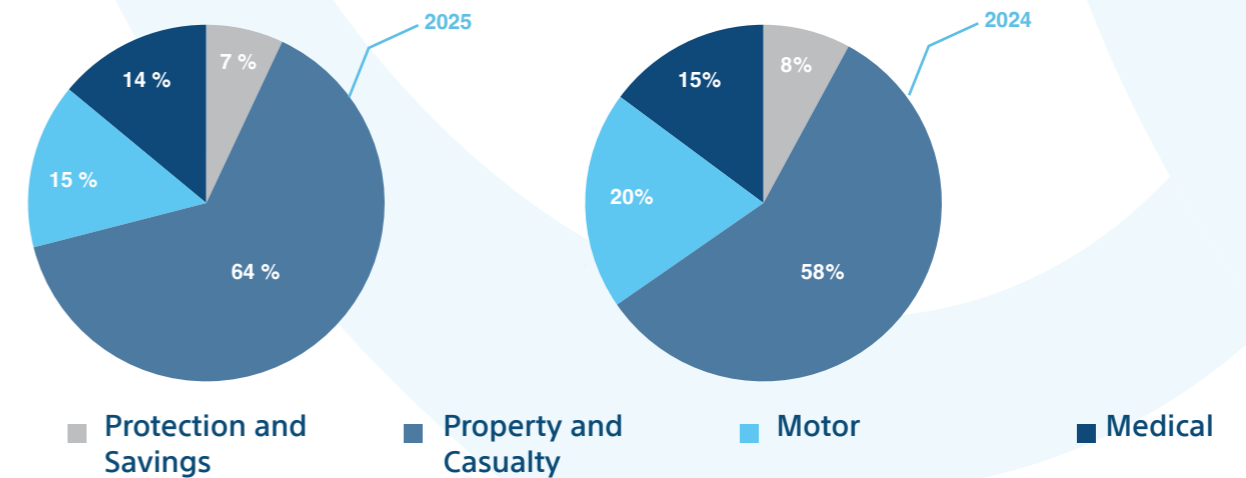
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	103	96	96	120	362	657	680	515	411

Comparison of Total Insurance Premiums Written and Net Income / (Loss)

Million	2025	2024	Change %
Total Insurance Premiums Written - Medical	410.67	515.36	- 20.12 %
Total Insurance Premiums Written - Motor	460.02	684.42	- 32.78 %
Total Insurance Premiums Written - Property and Casualty	1,885.24	2,027.45	- 7.02 %
Total Insurance Premiums Written - Protection and Savings	211.75	277.29	- 23.64 %
Insurance Service Result	(160.37)	(36.08)	344.64 %
Net Income / (Loss) for the period attributable to shareholders after Zakat and Income Tax	(175.08)	64.3	- 372.5 %

In 2025, the company recorded a net loss from insurance operations amounting to ₪ 160 million and a net loss for shareholders amounting to ₪ 175 million, compared to a net loss from insurance operations of ₪ 36 million and the net profit for shareholders of ₪ 64 million in the year 2024. This loss for the year resulted from the motor, medical, and life insurance portfolios, which the company is working to correct during the next year by taking strict corrective measures. On the other hand, the general insurance portfolio continues its growth and contributed positively to the net profit of insurance operations. Furthermore, the company continues to exploit current interest rates in investment market conditions and benefit from the funds available to it to achieve investment returns..

Percentage of Insurance Premiums Written by Operating Segments



Segment	2025	2024
Medical	14 %	15 %
Motor	15 %	20 %
Property and Casualty	64 %	58 %
Protection and Savings	7 %	8 %
Total	100 %	100 %

The motor insurance and medical insurance businesses in Walaa Company were affected by pricing pressures at the market level and increased claims activity, which led to an increase in net losses in these two sectors. The motor insurance portfolio continued to reflect the effects of pricing disruptions that began in the year 2022, as the monetary impact of these challenges became more evident in 2024.

To address these pressures, Walaa continues to remain in the market while continuing the implementation of its corrective measures, such as price adjustments, improving risk selection standards, and expanding into small and medium enterprises, in addition to comprehensive products that are expected to contribute to increasing profitability in the medium to long term.

In 2025, these sectors recorded a net loss of ﷲ 230 million, compared to ﷲ 109.61 million in the previous year, reflecting the short-term effects of the proactive reorganization of the portfolio. Despite this negative financial impact, Walaa continues to focus on implementing its strategic initiatives designed to restore profitability and enhance its position in the market.

Awards and Achievements

- We are proud to have received the 2024 Labor Award in January 2025 for the second consecutive year, ranking among 15 winners in the Saudization track out of more than 190,000 participating companies. We are further honored to be the first company in the insurance sector to receive this distinction. Previously, in 2023, we were awarded the Labor Award in the Training category for the Best On-the-Job Training Program.
- Walaa was recognized as one of 14 private-sector companies that participated in the Waad Initiative, surpassing its training targets. We remain committed to continuing this journey through participation in Waad 2.
- Walaa Academy received a new accreditation from the Continuing Professional Development Standards Office in the United Kingdom.
- Walaa proudly secured the MHRSD Corporate Social Responsibility Silver Category award for the second consecutive year in October 2025.
- Walaa has successfully attained an Achilles Sustainability Score (overall: 58; ESG: 60) following a comprehensive online assessment.





02

Company Overview

About the Company

Walaa Cooperative Insurance Company is one of the leading insurance and reinsurance companies in the Kingdom of Saudi Arabia. Established in 2007, the company is headquartered in Al Khobar, Eastern Province—the vital hub of the Kingdom’s oil industry.

The company’s fully paid-up capital stands at SAR 1,275,583,250, reflecting its robust financial position and its ability to support expansion plans and achieve sustainable growth.

Walaa serves its clients across various regions of the Kingdom through a network of more than 15 branches, including regional offices and points of sale, ensuring easy access to its services and providing an integrated, high-quality customer experience.

Since its inception, Walaa has been committed to providing innovative and comprehensive insurance solutions that meet the needs of both individuals and corporations, covering various aspects of life, protection, and risk management. This continuous expansion has solidified the company’s position as a trusted partner in the Saudi market.

The Company has obtained credit ratings that reflect its financial strength and the robustness of its performance. It has been rated by S&P Global Ratings with a financial strength rating of (A-) and a (gcAAA) rating on the GCC scale, with a negative outlook. It also received a rating of (A3) from Moody’s Investors Service with a stable outlook, in addition to a (ksaAAA) rating on the national scale. Furthermore, Fitch Ratings assigned the Company an Insurer Financial Strength rating of (A-) with a stable outlook, as well as a national rating of (AA+(sau)) with a stable outlook. Walaa is also dedicated to its social role by implementing various corporate social responsibility initiatives, enhancing its standing as a leading and responsible company that contributes to community support and sustainable development.



Vision

To be one of the leading insurance and reinsurance companies in the Saudi market, and to provide all Sharia-compliant insurance products across all sectors and segments of society.



Mission

To provide integrated, Sharia-compliant insurance solutions centered on innovation, service quality, and efficient risk management, delivering sustainable value to our customers, shareholders, and partners.

Objectives



Viewing our customers as partners in success, rather than mere service beneficiaries.



Consistently delivering the highest standards of service to our customers and partners.



Adhering to the highest standards of professional integrity, transparency, and corporate governance.



Developing a business and service environment that aligns with the highest international standards.



Ensuring sustainable profitability in core insurance operations.



Providing and maintaining the highest standards of quality.



Providing comprehensive and integrated risk management solutions.

Quality Policy

At Walaa Cooperative Insurance Company, we aim to become one of the leading insurance providers for all insurance products that cater to all the needs of society.

This is driven by our continuous commitment to delivering high-quality services and competitive insurance products through qualified, professional, and dedicated employees. We strive to meet the expectations of our policyholders and stakeholders by embedding our core values into our business and daily operations.

We strive to achieve our objectives through:



Instilling core values in our employees and service providers.



Creating a teamwork culture that encourages employees to work together for the company’s benefit and provide value-added services to customers.



Working together for the benefit of the company and providing value-added services to our customers.



Identifying continuous learning and development areas for our employees to enhance their skills and competencies.



Ensuring performance by continuously aligning our objectives with business needs.



Ensuring that the interests of business stakeholders are met as a matter of priority.



Adherence to the applicable regulations and systems issued by regulatory and governing authorities, and continuous improvement of the effectiveness of the Quality Management System.

Historical Milestones

2007

Established as Saudi joint stock company – with a capital of ﷲ 200 million.

2015

The company's paid-up capital increased to ﷲ 400 million through a rights issue offering.

2016

Walaa entered the Billion Riyal insurance company category in the Saudi insurance market.

2019

Capital reached ﷲ 528 million.

2020

Acquisition of MetLife AIG ANB cooperative insurance company and capital increase to ﷲ 646.4 million.

2021

Walaa entered the two billion Riyal insurance company category.

2022

Acquisition of "SABB Takaful" and the capital increased to ﷲ 850.6 million.

2023

Walaa entered the scope of the "Three Billion Riyal insurance company" and obtained approval to increase the capital to ﷲ 1.276 Billion.

2024

Increase the capital from ﷲ 850.6 million to ﷲ 1.276 Billion through a rights issue offering

2025

Acquisition of 88 % of Aspire Underwriting Agency for 18 million Dollars.

2025

Walaa Insurance Solutions



Accident & Liability Insurance

- Comprehensive General Liability
- Directors and Officers Liability
- Professional Indemnity for Financial Institutions
- Professional Indemnity – Architects and Engineers
- Professional Indemnity – Miscellaneous
- Professional Indemnity – Single Project
- PI for Auditors of the Entities Supervised the CMA
- Medical Malpractice Insurance
- Pollution Legal Liability
- Privacy and Security Protection Policy
- Workmen’s Compensation Insurance
- Event Cancellation and Liability Insurance
- Travel Insurance (Rahal)
- Craftsman liability Insurance
- Fidelity Guarantee Insurance
- Group Personal Accident Insurance
- D3 Crime Insurance
- Fine Arts Insurance
- Money Insurance



Aviation Insurance

- Aviation Liability Insurance
- Aviation Hull Insurance



Engineering Insurance

- Contractors’ All Risks
- Erection All Risks
- Machinery Breakdown
- Electronic Equipment Insurance
- Contractors’ Plant and Machinery
- Deterioration of Stock following Machinery Breakdown (DoS)
- Construction Warranty Insurance (CWI)



Marine Insurance

- Cargo Insurance
- Marine Pleasure Craft Insurance
- Freight Forwarders/ Services Liability



Property Insurance

- Property All Risks
- Home Insurance
- Property Terrorism Insurance
- Construction Warranty Insurance
- Fire And Allied Perils Insurance
- Loss of Profit Insurance
- SME Retail Insurance (Dukkan)
- Heritage Property Insurance



Specialized Insurance

- Energy Insurance
- Extended Warranty for Consumer Appliances
- Extended Warranty for Motor
- Privacy and Security Protection Insurance
- Motion Picture and Television Insurance
- Surety Bonds Insurance
- Professional Athletes Injury Insurance



Health Insurance

- Health Insurance
- Health Insurance for Domestic Workers
- Visit Visa Insurance



Protection and Savings Insurance

- Savings Takaful Plan
- Education Takaful Plan
- Retirement Takaful Plan
- Investment Takaful Plan
- Simple Saving Takaful Plan
- Care Plan
- Credit Life Insurance
- Group Life Insurance



Motor Insurance

- Unified Compulsory Motor Insurance Policy for Government Vehicles
- Comprehensive Motor Insurance for Individuals and Corporates
- Comprehensive Motor Insurance for Autonomous Vehicles – Corporate
- Third Party Liability Motor Insurance for Autonomous Vehicles
- Thiqa Motor Insurance
- Third Party Liability Insurance for Individuals and Corporates
- Third Party Liability Plus Insurance
- Thiqa Motor Insurance (SME)
- Comprehensive Motor Insurance (SME)
- Third Party Liability Insurance (SME)

Our Commitment to Our People

Women's Representation:

The Company places great importance on fostering diversity and inclusion within the workplace. Women's representation has reached 37.65 %, reflecting the Company's commitment to women's empowerment and compliance with relevant approved requirements and programs.

Employee Benefits:

As part of its commitment to providing an attractive and sustainable work environment, the Company offers an integrated employee benefits package including life insurance, and death or accident coverage with amounts ranging from ₪ 500,000 to ₪ 3 million. This is in addition to travel benefits such as the annual air ticket for eligible employees.

The Company also supports learning and development through training programs, professional certifications, sponsorship of conferences and workshops, and contribution to postgraduate degree program fees. Regarding health and lifestyle, the Company provides employee assistance programs and counseling, wellness initiatives, team-building activities, and employee recognition programs. Other benefits include the savings plan, financial loans, housing advances, flexible work and remote work options, as well as banking benefits and various discounts, education allowance for the children of eligible employees in accordance with the Company's policy, and access to the Walaa Plus platform, which enables employees to benefit from services and discounts at restaurants, hotels, and more.

A blue-tinted photograph of a business meeting. Several people in business attire are seated around a table, with their hands and arms visible. One person is holding a pen. A laptop is open on the table. A large, semi-transparent circular graphic is overlaid on the right side of the image.

03

**Strategic and
Operational Review**

Diversification of Insurance Product Portfolio

In the past, Walaa relied heavily on the motor insurance sector. However, since 2022, the company has strategically diversified its portfolio across different lines of business to create a balanced and resilient mix, mitigating risks associated with market fluctuations and enhancing long-term sustainability.

Throughout 2025, Walaa continued to optimize its insurance portfolio, which reinforced its leading position in the property and casualty insurance sector, which grew to 64 % of total written premiums, up from 58 % in 2024. This shift reflects Walaa's commitment to strengthening its presence in a high-margin and growth-oriented sector. At the same time, the medical insurance sector accounted for 14 % of total written premiums in 2025, a decrease from 15 % in 2024, as Walaa pursued strategic portfolio optimization, focusing on profitable sectors and adapting to changing market challenges and its evolving conditions. This reorganization process is part of Walaa's broader strategy to build a sustainable and strong position in the health insurance sector.

Similarly, the motor insurance sector represented 15 % of written premiums in 2025, a decrease from 20 % in 2024, as Walaa remained committed to ensuring discipline and risk selection, ensuring sustainable growth amidst regulatory changes and market-driven price adjustments. On the other hand, protection and savings insurance products remained relatively stable, representing 7 % of total written premiums, down from 8 % in 2024. After its merger with SABB Takaful, Walaa continues to enhance its presence in the individual life insurance market, with a long-term focus on developing product offerings for customers and expanding its market share in this sector.

Renowned for its expertise in the field of general insurance (property and casualty), Walaa maintained the third highest market share in the third quarter of 2025, capturing 15 % of the total general insurance business in the Kingdom of Saudi Arabia, compared to 17 % in the same period of 2024, while also recording a decrease of 7 % in total written premiums. On the other hand, the protection and savings insurance portfolio ranks third, holding a market share of 3 % of the total protection and savings business, which strengthens the company's position in this sector. In the medical business, Walaa now ranks ninth among the largest medical insurance companies with a market share of 1 %, reflecting the evolving market landscape and competitiveness within the health insurance sector. In terms of motor insurance, Walaa ranked eleventh with a market share of 3 %.

Actions Taken During the Year 2025

The company took corrective measures toward other lines of business that were in place over the past two years, and remained a focus in 2025.

1. Focusing on small and medium enterprises and individual customers, by diversifying our offerings in retail products other than motor insurance, such as home insurance, tourism and travel visas, domestic labor, and medical malpractice insurance.
2. Strengthening our comprehensive motor insurance portfolio and improving our services and capabilities while increasing our market share.
3. Strengthening our medical portfolio, building our in-house claims management, and increasing our market share with steady growth.
4. Increasing the retention ratio for property and casualty business.
5. Having a broader presence in the Western and Central regions.
6. Growth in local reinsurance business.
7. Growth in inward reinsurance business in the Gulf Cooperation Council (GCC) countries.
8. Growth of protection and savings business, without relying on banking partners to distribute our products.
9. Improving the overall efficiency of the company through the adoption and introduction of service digitalization and cost optimization initiatives.

The following sections of the report summarize the performance and other aspects of the company's operations for the twelve-month period ended 31 December 2025.

Financial Performance

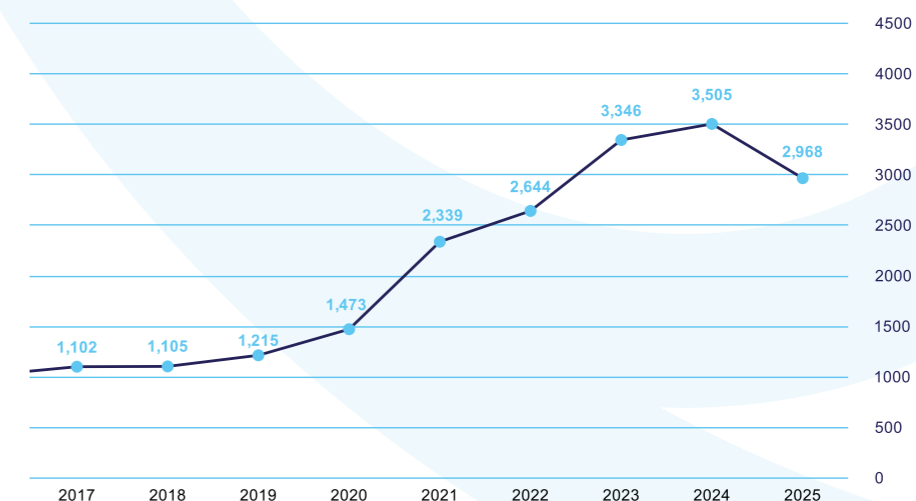
Total Written Premiums (GWP) are the key performance indicator for insurance companies and serve as the basis for overall business growth. In 2025, the company reported total written premiums of SAR 2.9 billion, reflecting a decrease of 15 % compared to total written premiums of SAR 3.5 billion in 2024. This decrease reflects the decline recorded in key sectors. Motor insurance premiums decreased by 33 % as a result of intense price competition in the market, in addition to the corrective measures taken by the company to increase rates for motor third-party liability insurance. Medical insurance premiums also decreased by 20 % as a result of corrective measures related to corporate accounts, including the non-renewal of certain loss-making accounts in addition, to the restrictions imposed on visit visa in order to streamline travel to the kingdom.

Similarly, the property and casualty insurance sector decreased by 7 % as a result of the loss of some large accounts. The protection and savings sector also decreased by 24 % as a result of the decrease in the inward reinsurance share from the credit life insurance program of some accounts, in addition to the loss of some inward reinsurance accounts for credit life insurance.

In addition, to the restrictions imposed on visit visa in order to streamline travel to the kingdom.

Gross Written Premiums

SAR Million

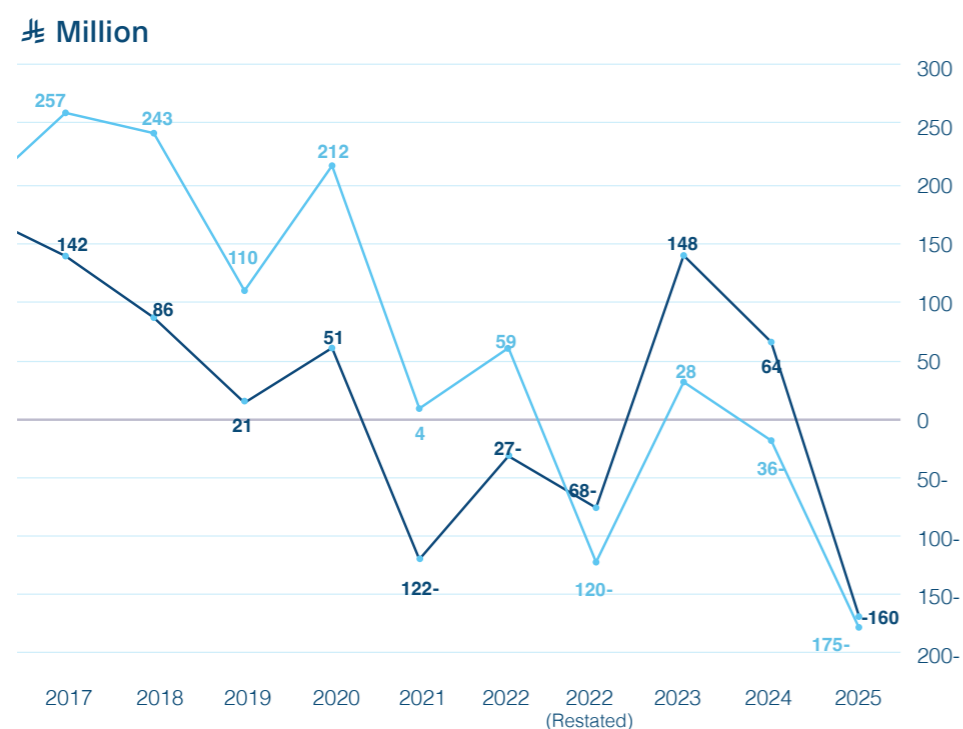


Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	1,102	1,105	1,215	1,473	2,339	2,644	3,346	3,505	2,968

The company recorded a loss attributable to shareholders in the year 2025 amounting to ﷲ 175 million, compared to a profit of ﷲ 64 million in 2024. This decrease in profitability is mainly attributed to recording a loss in the insurance service result amounting to ﷲ 160 million, compared to a loss of ﷲ 36 million in 2024.

Additionally, investment income decreased by 66 % to reach ﷲ 48 million, compared to ﷲ 140 million in the previous year, affected by stock market conditions.

The following charts summarize Walaa Company's performance within different operational criteria.



Net Income for the Period ■

Net Insurance Service Result ■

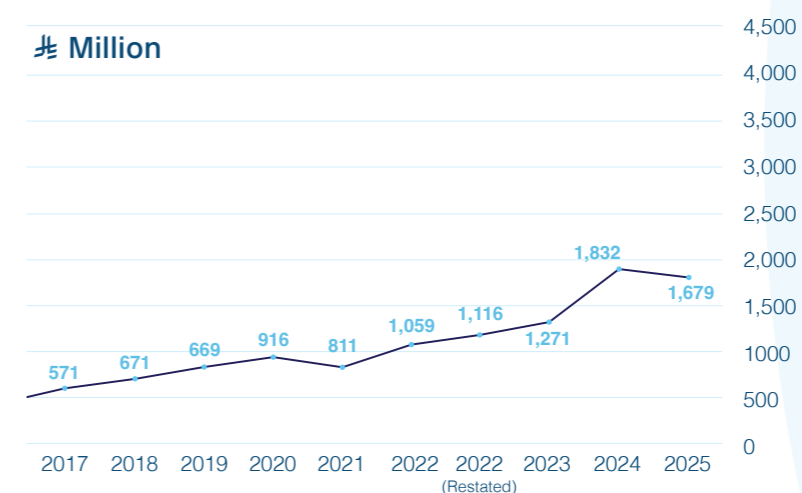
Year	Net Income for the Period	Net Insurance Service Result
2017	142	257
2018	86	243
2019	21	110
2020	51	212
2021	(122)	4
2022	(27)	59

Year	Net Income for the Period	Net Insurance Service Result
2022 (Restated)	(68)	(120)
2023	148	28
2024	64	(36)
2025	(175)	(160)

Shareholders' Equity:

Walaa Company announced a net loss of ﷲ 175 million in 2025, and also recorded accumulated losses amounting to ﷲ 58 million, compared to a net profit of ﷲ 64 million and retained earnings reaching ﷲ 117 million in the previous year.

As of December 2025, the total shareholders' equity in Walaa Company reached ﷲ 1,679 million, compared to ﷲ 1,832 million in 2024, reflecting a decrease during the period.



Year	2017	2018	2019	2020	2021	2022	2022 (Restated)	2023	2024	2025
Shareholders' Equity	571	671	669	916	811	1,059	1,116	1,271	1,832	1,679

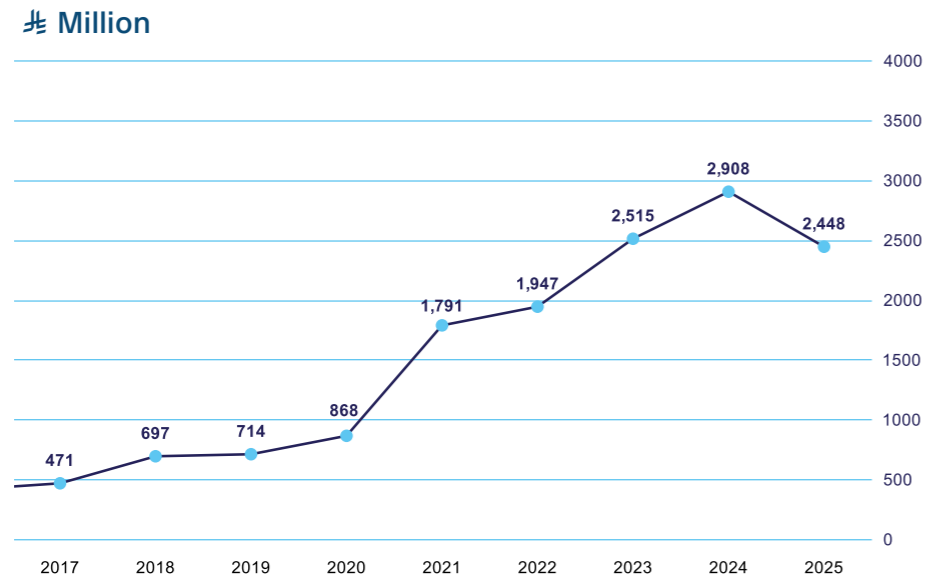
The company's capital as of 31 December 2025 reached ﷲ 1,276 million, reflecting the strong financial position of Walaa Company and its commitment to long-term growth.

As the Chairman of the Board of Directors stated in his report, the Saudi insurance industry is poised for significant growth, and your Company is well-positioned to capitalize on emerging opportunities and drive sustainable expansion. The successful capital increase enables the Company to:

1. Expand our health insurance portfolio to enhance market presence and operational capabilities by building in-house capacities.
2. Increase retention levels in our Property and Casualty business, leading to improved underwriting profitability.
3. Accelerate growth in the Protection and Savings business, with a particular focus on individual life insurance.
4. Expand our inward reinsurance portfolio, leveraging Walaa's reinsurance capabilities to diversify the portfolio.
5. Maintain a strong capital adequacy position to sustain the "A" credit rating and support future business expansion.

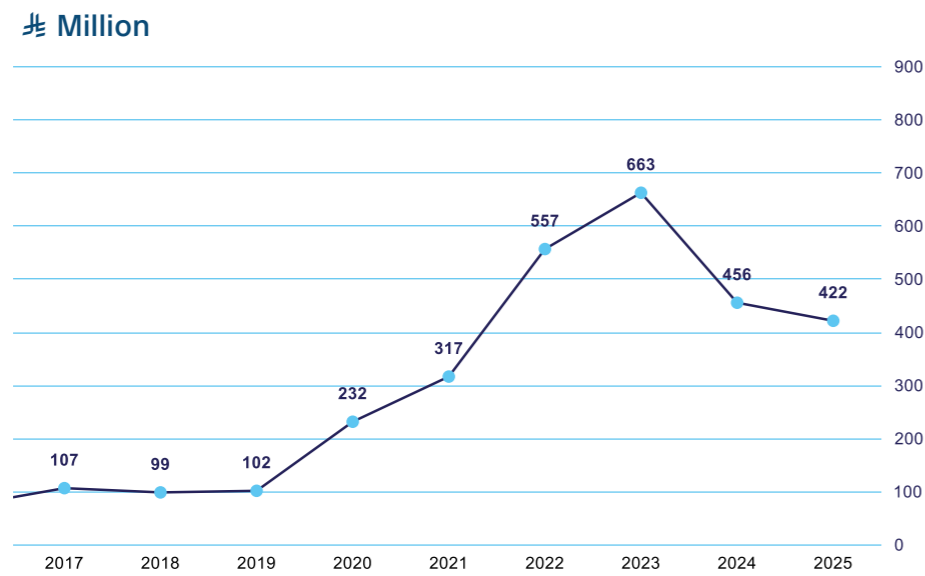
With the implementation of these strategic initiatives, Walaa remains committed to enhancing its market position, delivering value to shareholders, and driving sustainable business growth in the coming years. The following charts illustrate the steady growth in Gross Written Premiums across the regions and sources in which we have operated since inception:

Gross Written Premiums in the Eastern Region



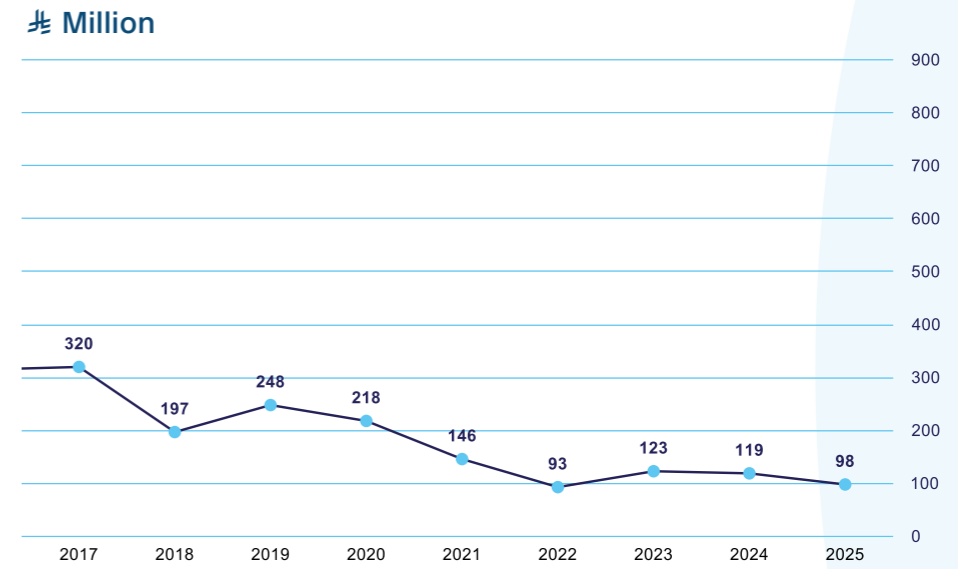
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	471	697	714	868	1,791	1,947	2,515	2,908	2,448

Gross Written Premiums in the Central Region



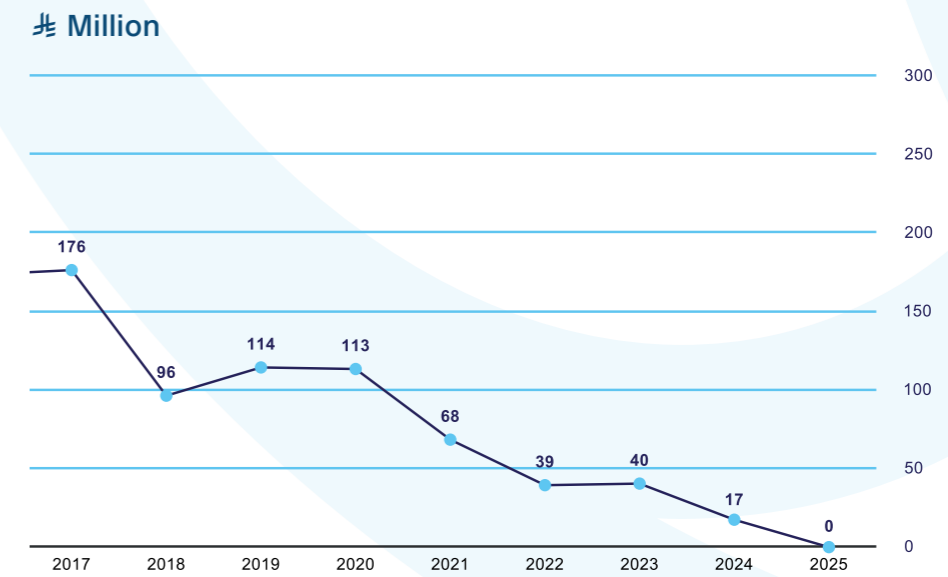
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	107	99	102	232	317	557	663	456	422

Gross Written Premiums in the Western Region



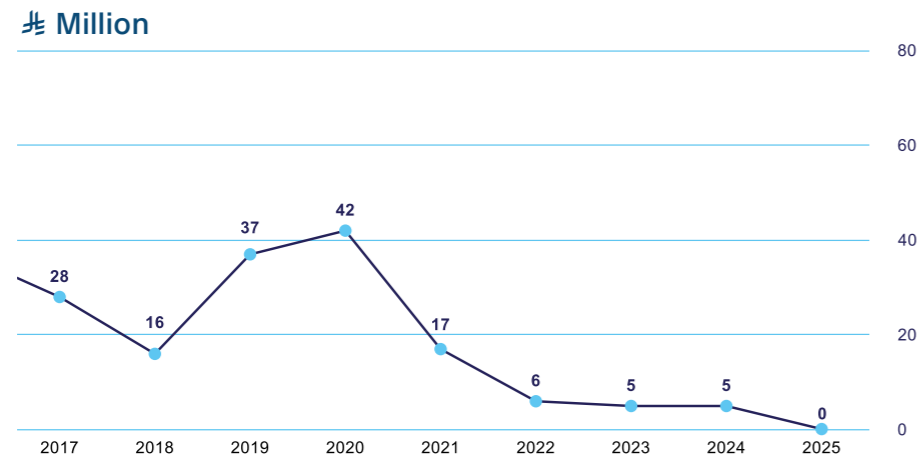
Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	320	197	248	218	146	93	123	119	98

Gross Written Premiums in the Northern Region



Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	176	96	114	113	68	39	40	17	0

Gross Written Premiums in the Southern Region



Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Value	28	16	37	42	17	6	5	5	0

Financial Strength Rating

Walaa Company obtained its credit ratings of A- (negative outlook) from S&P Global Ratings, A3 (stable outlook) from Moody's, and A- (stable outlook) from Fitch Ratings. These ratings reflect the strength of the company's capital and its market position, while noting some disparity in financial performance and returns during previous periods.

International Organization for Standardization (ISO Certifications) and Other Accreditations

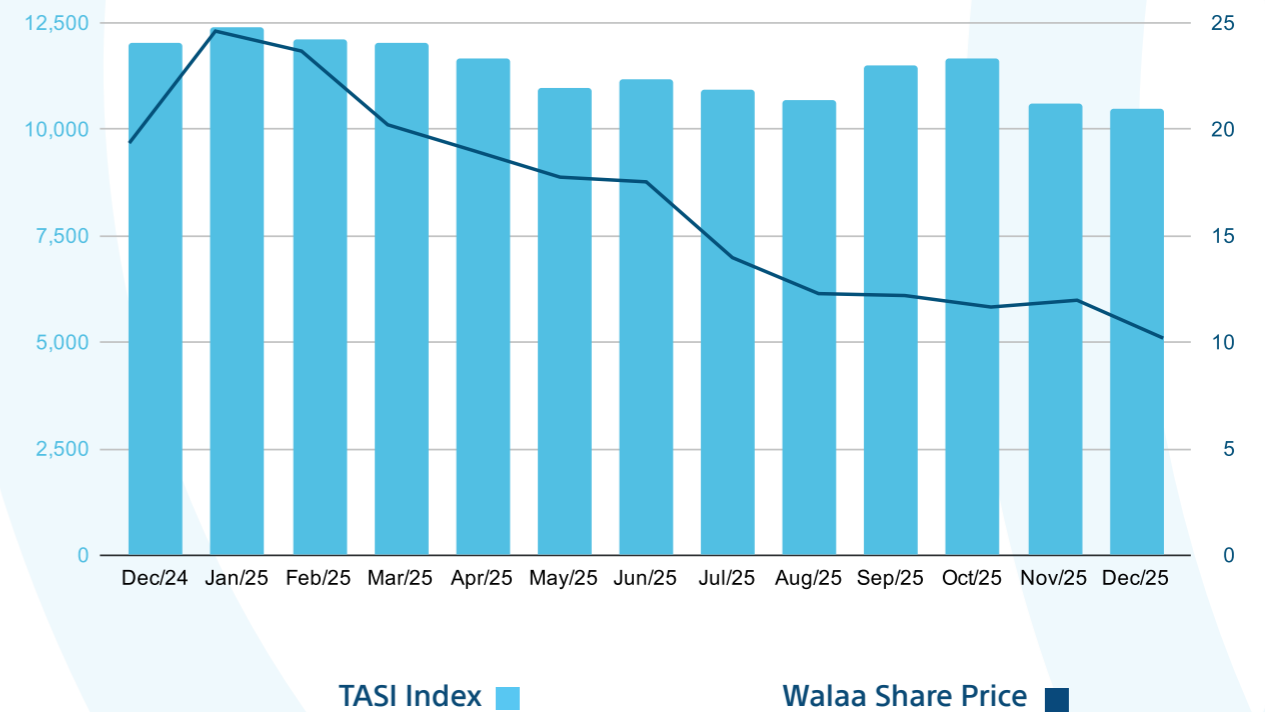
Walaa strives to be recognized as one of the best-governed companies in the region. We take pride in adhering to international standards and best practices that support our customer-first philosophy, enabling us to consistently exceed policyholders' expectations. We continue to uphold best practices through adherence to the following ISO standards:

9001:2015 Quality Management System	45001:2018 Occupational Health and Safety Management System	14001:2015 Environmental Management System
27001:2022 Information Security Management System	22301:2019 Business Continuity Management System	26000:2010 Social Responsibility Guidelines
31000:2018 Enterprise Risk Management System		

We are currently advancing our adherence to ISO 10002:2018 for Customer Satisfaction & Complaints Handling, as well as ISO 37001:2021 for Corporate Governance.

Company Share Price Movement during 2025

Walaa Share Price vs. TASI Index



Company Growth, Capital Increase, and Mergers Strategy

The 2030 Vision strategy and the medium-term business strategy of the Company serve as the foundation for its long-term growth and transformation. These strategies define the strategic direction for the next five years, ensuring alignment with market trends and national economic goals.

The Company has developed a comprehensive business strategy centered around the following pillars:

Business Strategy Pillars



Information Technology and Digital Transformation Strategy

Walaa has embarked on an ambitious action plan to become one of the preferred insurance companies in the Kingdom. Since 2020, the Company has been implementing a major transformation program aimed at modernizing its core applications for the technological landscape and enhancing the IT infrastructure to improve efficiency and customer experience.

We would like to emphasize that the plan's execution is progressing as scheduled, with ongoing governance and oversight by the Board of Directors. Key milestones and performance checkpoints ensure that the transformation remains aligned with Walaa's strategic objectives and achieves the desired outcomes in this journey. This aligns with the aspirations for operational efficiency, excellence, and customer experience, alongside business growth and the Company's strategic expectations. We look forward to optimizing Walaa's human resources, procedures, and technical capabilities.

Human Resources and Saudization

Over the years, Walaa has focused on developing and building a robust and capable workforce, which serves as the primary engine behind its success. Walaa believes in investing in human capital, a principle that remains at the core of its long-term strategy. As part of its plan to develop national talent, Walaa launched the "Walaa Academy" program in 2021.

The Walaa Academy is an integrated initiative central to the Company's long-term HR strategy, designed to invest in developing Saudi talent across various insurance operation disciplines. This investment is crucial as Walaa enters an exciting new phase of growth. The vision behind the academy is to prepare a pool of talented young Saudi men and women capable of leading the Company's growth plan in this new era of technology and rapidly changing business environments.

As of the end of December 2025, Walaa has more than 587 employees, with the Saudization level reaching 82%. The Company remains committed to fostering a diverse and inclusive workplace, with female employees representing 37.65% of its workforce, reinforcing Walaa's commitment to gender diversity and talent development in line with national workforce initiatives.

Corporate Governance and Risk Management

Walaa continues to refine its corporate governance framework to ensure it covers all operational areas and remains aligned with regional best practices. The Company's risk appetite framework is clearly defined, documented, and communicated in a manner that employees can appreciate and understand. The risk management framework has been further strengthened based on industry experience, the risk-based supervisory framework issued by the Insurance Authority, and ISO certification requirements. Walaa's governance documents are regularly reviewed and updated to comply with regulations and instructions issued by regulatory bodies.

The Company emphasizes the importance of aligning its Environmental, Social, and Governance (ESG) framework with global best practices and Walaa began to publish sustainability reports since 2020.

Board of Directors Structure

The Company has always had the honor of having a group of proactive and prominent Board members from the business community in the Kingdom, and it looks forward to close cooperation with them and benefiting from their experiences and expertise. The nine-member Board of Directors carries a wide range of knowledge and experience, which is shared with the management team during their regular interactions. The last Board cycle ended in May 2025, and a new Board of Directors was appointed, and the current cycle continues until the date of May 25, 2028.

04

Company Plans, Decisions, and Future Business Outlook



Company Decisions, Plans, and Future Outlook

The insurance sector in the Kingdom of Saudi Arabia continues its growth and is moving towards further growth during the next five years in line with Vision 2030. The establishment of the Insurance Authority is a decision to focus on the insurance sector and enable the regulatory power of the Authority to become a factor for developing the insurance sector, and it is expected that this step will continue to accelerate the sector's growth. Property and casualty insurance, which is the most profitable insurance sector, still represents the core strength of our company. Approximately 64 % of our business comes from this sector; however, the retention ratio in this sector, given the nature of the large risks, remains low for the market, and Walaa is no exception. Walaa has taken a step to increase its capital to retain more risks while maintaining financial solvency and the "A" credit rating. Our goal is to steadily increase our retention ratio in the property and casualty sector while growing in the other three key sectors in the market, which are health, protection and savings, and motor. To support our growth plans,

We will continue to utilize a renewable five-year business plan to achieve our long-term objectives.

Future Outlook

As outlined in our medium-term business plan, Walaa remains committed to comprehensive and sustainable growth, leveraging its strong market position, expanding its product portfolio, and focusing on digital transformation. With the additional capital secured through the rights issue, the Company continues to advance its strategic growth agenda, solidifying its position as a key player in the Kingdom's evolving insurance landscape.

Walaa is committed to being a "Key Partner in Progress" within the ambitious Saudi Vision 2030—a large-scale initiative and plan envisioned by the Kingdom's wise leadership, poised to drive the Kingdom toward robust inclusive growth, sustainability, and development across all sectors, leading the Kingdom as a global model of harmony and achievement. Walaa firmly believes in full transparency and fair, honest dealings with its valued customers by providing excellent services and high-quality risk coverage to its diverse customer base. Simultaneously, it aims to provide a sense of pride and satisfaction to its clients and business partners for being part of its success story. In the coming years, Walaa will explore all opportunities to participate in projects and programs aimed at benefiting society, recognizing its social responsibility.

Insurance companies are built over decades, and Walaa is here to grow and endure—a fact proven over the past 17 years. The Company is now among the top six insurance companies, holding a market share of 3.7 %. Looking ahead, Walaa aspires to become the preferred insurer and position itself as one of the top three insurance companies in Saudi Arabia. As a licensed insurer for both insurance and reinsurance, Walaa will continue to expand its portfolio across Life and Non-Life segments, offering a comprehensive suite of solutions to meet the diverse needs of its clients, reinforcing its position as an integrated insurance provider in the Kingdom.

Motor Insurance

Walaa continues to consolidate its position as a key member in this segment despite the challenges faced regarding market price competition and high claims.

Walaa has had a tough 2025 due to the price competition in retail TPL segment. However 2026 looks promising since the retail TPL market prices are improving and at Walaa is venturing into retail leasing space in 2026 and focusing on increasing production in retail comprehensive which will reduce its dependency on price competitive TPL market. We expect a significant growth in production in 2026 which will ensure a reduction in expense ratio compared to 2025 adding to its favorable bottomline.

Medical Insurance

The medical insurance market is characterized by a duopoly controlling approximately 79% of total market premiums, with the remaining 21% concentrated among Tier 2 insurers — of which six including Walaa lead this segment — each writing around ₪ 500 million in medical premiums annually. The sector's growth trajectory is compelling: the Insurance Authority's National Insurance Strategy 2030 projects the market to reach 23 million beneficiaries and ₪ 83 billion in premiums by 2030, representing a near doubling of current market size.

Walaa is strategically positioned to capture a profitable and growing share of this expanding market. A detailed growth strategy has been developed around three core pillars: the insourcing of medical claims management from external Third Party Administrators, delivering stronger claims cost control and superior member experience; the deployment of a state-of-the-art digital health insurance management platform; and sustained long-term investment in building deep institutional expertise across pricing, underwriting, medical cost management and customer-centric services. These investments establish the foundation for disciplined, scalable, and profitable growth in health insurance.

Property and Casualty (P&C) Sector

Walaa has been able, thanks to its “A” credit rating, to continue expanding its market share in this sector, providing its services to high-profile reputable clients who appreciate risk and value the financial strength and stability of the insurance company they work with.

Over the years, its products in this sector have diversified (with more than 60 different products), and it has gained experience and knowledge, establishing its position as one of the largest general insurance companies in the Kingdom of Saudi Arabia during the past three years, as the total written premiums exceeded ₪ 2 billion in the year 2025.

While the property and casualty insurance sector currently constitutes 16 % of the insurance market, it is expected to witness growth simultaneous with the Kingdom’s comprehensive economic expansion and many upcoming mega projects. Walaa aims to benefit from these opportunities through its own reinsurance and its “A” financial strength rating, to take advantage of the upcoming large business opportunities in the property and casualty insurance sector related to Vision 2030 projects, Riyadh Expo 2030, and the FIFA World Cup 2034. In the coming years, more focus will be placed on the engineering business field given the boom in construction activities in the Kingdom. Alongside this, a strategy will be pursued to benefit from the retail market through home insurance, Medical Malpractice, professional indemnity, and travel. Casualty insurance products such as Directors and Officers (D&O) insurance, cyber risk insurance, etc., will remain our focus area in the coming years. Walaa has also begun to expand its scope by writing inward reinsurance business from the region by relying on a Managing General Agent (MGA) located in the Dubai International Financial Centre (DIFC), which will allow for greater scope for regional expansion during the coming years and risk diversification in the future.

Protection and Savings (Life Insurance)

Following its mergers with MetLife and SABB Takaful, Walaa secured a life insurance license, experienced personnel, an individual life insurance system, and an investment portfolio that positioned it fourth among life insurance companies in Saudi Arabia. Although the life insurance business currently represents a small segment valued at ₪ 3 billion (equivalent to 4 % of the insurance market), the majority of this business is bancassurance-led, while individual life insurance represents a very small fraction.

During the year 2025, life insurance business showed great potential, as the market size reached approximately ₪ 6 billion, representing nearly 9 % of the total insurance market. Protection and savings business is considered among the profitable activities with high potential for growth.

Walaa is actively advancing a portfolio of digital and product initiatives designed to accelerate growth in individual protection and savings. A dedicated direct sales force rollout is underway to capture the significant opportunity in the individual savings segment, which is strongly supported by the Insurance Authority’s National Insurance Strategy 2030. These targeted initiatives position Walaa to benefit meaningfully from the structural growth expected in this segment during the coming period.

Digital Initiatives

Walaa began an ambitious transformation journey in the year 2021, focused on enabling smart and agile operations through a solid technical and environmental platform. The company realized the need for scalable and future-ready systems to support its goals and enhance operational efficiency. A significant part of this transformation included modernizing core applications and systems, IT infrastructure, and customer experiences.

Throughout this transformative journey, Walaa’s focus on operational efficiency, excellence, and customer experience has been aligned with its business growth and strategic objectives. The company remains committed to improving processes and technical capabilities across all company departments to support its vision for growth

and enhance overall performance.

To achieve these goals, Walaa successfully implemented in 2022 the Oracle E-Business Suite to cover financial accounting, human resources, and procurement operations. Additionally, to meet the stringent requirements of International Financial Reporting Standard 17 “IFRS 17”, our internal team built an actuarial system that has been rigorously tested and reviewed by an independent party. Walaa has also continuously enhanced its technical practices to align with the cybersecurity guidelines from SAMA, ensuring the highest levels of data protection. A hybrid technical architecture model was also established, combining on-premise and cloud environments, to ensure future scalability and compliance with privacy and protection regulations.

- In 2022, Walaa made significant progress in implementing scalable systems. The Company began deploying the eBaoTech General System Suite, which supports the full operational cycle of insurance products. In the same year, to improve customer service, the Company started implementing Microsoft Dynamics 365 as a Customer Relationship Management (CRM) software. It also developed digital platforms through the Mindex program.
- In 2023, Walaa continued to strengthen its digital initiatives by moving forward with the phases of the eBaoTech General System Suite and the year-end schedule. All general and group insurance products were migrated to this new system. Additionally, Walaa began implementing the Covergo system for medical insurance. For the individual life insurance sector, Walaa continued to optimize the system acquired through the merger with SABB Takaful (ISF). The implementation and launch of Microsoft Dynamics were finalized to enhance customer service, and the Oracle E-Business Suite was upgraded and integrated with the newly implemented systems.
- In 2024, Walaa successfully launched all motor insurance products through the eBaoTech General System, managed across various distribution channels. The Covergo project remains under implementation, with the project being executed in phases to ensure seamless integration and minimal impact on customer service. This approach allows for close monitoring and adjustment during system development, with completion expected by the end of 2025. Additionally, Walaa is currently developing new digital platforms, including online portals and mobile applications. These initiatives will provide customers with a more intuitive experience and expanded self-service options.
- In 2025, Walaa continued to accelerate its digital transformation agenda through a number of important initiatives aimed at enhancing operational efficiency, service quality, and scalability. A key milestone during the year was the launch of the first phase of the medical claims internalization project through the CoverGo platform, marking important progress in strengthening control over claims processes, improving oversight, and enhancing customer experience, while the broader project remains ongoing and will continue to progress in phases. The Company also continued developing its digital customer platforms, including online portals and mobile applications, to offer more intuitive journeys and expanded self-service options. In parallel, Walaa launched Robotic Process Automation (RPA) initiatives across selected areas to improve process efficiency, reduce manual dependency, and reinforce execution discipline. Together, these efforts support Walaa’s ambition to build a more agile, digitally enabled, and customer-centric operating model.

As Walaa continues its digital transformation, the Company focuses on delivering added value through innovation and strategic investment in technology that improves customer experience and operational efficiencies. The continuous modernization of systems and platforms will bolster our competitive strength, ensuring that Walaa remains a competitive and resilient company in the evolving insurance environment.

Shari'ah Compliance

Walaa Cooperative Insurance Company operates in the Kingdom of Saudi Arabia and is committed to the principles of Islamic Shari'ah, which is of paramount importance to both the Board of Directors and Management. Since its inception, the Company has appointed Shariyah Review Bureau as its Shari'ah audit committee and continues to work with them annually. The committee's duties include reviewing Walaa's financial activities, such as the separation of accounts for shareholders and policyholders, investments, insurance programs, and products and services from a Shari'ah perspective to ensure compliance with Shari'ah principles.

In 2026, the Shari'ah audit for 2024 was completed. The Company's income from non-Shari'ah-compliant investments amounted to ﷲ 5.114 million for 2024, originating from certain investment categories that do not currently meet Shari'ah criteria; these will consequently be purified. As the Company does not perform purification on behalf of shareholders, it wishes to notify shareholders of their responsibility to purify this portion of non-compliant income, which amounts to ﷲ 0.040 per share. The Shari'ah Supervisory Board consists of prominent scholars nominated by the Bureau from time to time.



05

Governance

Implementation of Corporate Governance Regulations

The company approved internal Corporate Governance policy to ensure adherence with Corporate Governance Regulations issued by Capital Market Authority and Insurance Authority.

The Company's Corporate Governance responsibilities fall under the Legal and Corporate Governance Manager and Board Secretary to foster the implementation of the governance rules. The Board Secretary carries out all tasks related to Shareholders, the Board of Directors, and other stakeholders, as well as updating the internal corporate governance framework and the corporate policies.

The Company ensures its compliance with the Insurance Companies Corporate Governance Regulations issued by Saudi Central Bank "SAMA" \ Insurance Authority and Corporate Governance Regulations issued by Capital Market Authority "CMA", except for the below articles mentioned in Corporate Governance Regulation of CMA:

Article / Paragraph Number	Article / Paragraph Text	Reasons for non-application
Article (82) Paragraph (2)	Establishing a scheme for granting Company shares or a percentage of the Company profits and pension programs for employees and setting up an independent fund for such program.	Guiding Article not binding.
Article (82) Paragraph (3)	Establishing social organizations for the benefit of the Company's employees.	Guiding Article not binding.
Article (92)	Formation of a Corporate Governance Committee.	Guiding Article not binding. The Nomination and Remuneration Committee (NRC), in line with its terms of reference, is entrusted with the periodical revisions to ensure consistency of the applications and structures of governance adopted by the Company and to present their recommendations to the Board on such matters.
Article (90) Paragraph (4/b)	Five Senior Executives who have received the highest remuneration from the Company, provided that the Chief Executive Officer and Chief Financial Officer are among them.	Mandatory. The Company committed to disclose the total remuneration of the Senior Executive Management (Top Five). In order to protect the interests of the Company, its shareholders, and its employees and to avoid any damage that may result from the disclosure in details as per job titles and positions, hence description of remuneration is not presented pursuant to Appendix (1) Remuneration Schedule of Corporate Governance Rules related to Senior Executives and that is based on paragraph (B) article (60) of Rules on The offer of Securities and Continuing Obligations.

Board of Directors

Composition of the Board of Directors, its Membership, and Representation

As per article (16) of the company's Bylaws, the Company is managed by a Board of Directors consisting of nine members, elected by the General Assembly for a period not exceeding four years. In 2025, the current Board members were elected for the Board of Directors 7th term, which started on 26/05/2025 for three years' duration.

The following table shows a list of the names of the Board of Directors members for the seventh cycle and details about their memberships:

Member Name	Position	Membership Status
Abdulatif K. Almulhem	Chairman of the Board for the current session	Non-Executive
Ahmed A. AlQuraishi	Vice Chairman of the Board for the current session	Independent
Hesham A. Al Jaber	Member	Independent
Ayham M. Al Yousef	Member	Independent
Adel S. Dehlawi	Member	Independent
Bashar A. Abalkhail	Member	Independent
Faisal A. Al Qahtani	Member	Independent
Ghassan A. AlThukair	Member	Independent
Mohammed Refaat Ahmed	Member	Independent

The Board of Directors undertakes the tasks of managing the Company and operating its business effectively. The responsibilities assigned to the Board of Directors include, but are not limited to, the following:

- Setting performance goals and monitoring the implementation and overall performance of the Company.
- Supervising senior management and monitoring the Company's performance compared to the performance goals set by the Board.
- Raising the level and standards of governance in the Company and ensuring compliance with relevant rules and regulations at all times.
- Approving key policies and procedures and reviewing and updating them on a regular basis.
- Ensuring the integrity of financial and accounting systems, including systems related to financial reporting.
- Establishing policies and procedures that ensure the Company's compliance with rules and regulations and its commitment to disclosing material information to shareholders, creditors, and other stakeholders.
- Supervising the Company's financial management, its cash flows, and its financial relations with others.

The Board of Directors holds its meetings periodically and whenever the need arises, provided that the number of annual Board meetings is not less than (4) meetings, so that there is at least one meeting every three months. The Board of Directors held (7) meetings during the year 2025, and the table below shows the number of members and their attendance at the Board meetings:

Number of Board Meetings: (7)								
Member Name	First Meeting 19/01/2025	Second Meeting 25/03/2025	Third Meeting 02/06/2025	Fourth Meeting 22/06/2025	Fifth Meeting 14/09/2025	Sixth Meeting 13-14/11/2025	Seventh Meeting 14/12/2025	Total
Sulaiman A. Al Kadi (Chairman) ¹	✓	✓	-	-	-	-	-	2/7
Khalifa A. Al Mulhem (Vice Chairman) ¹	✓	✓	-	-	-	-	-	2/7
Wasef S. Al Jebshah ¹	✓	✓	-	-	-	-	-	2/7
Waleed M. Al Jafaari ¹	✓	✓	-	-	-	-	-	2/7
Dr. Soliman A. Al Twaijri ¹	✓	✓	-	-	-	-	-	2/7
Hatem F. Balghoneim ¹	✓	✓	-	-	-	-	-	2/7
Jameel A. Al Molhem ¹	✓	✓	-	-	-	-	-	2/7
Osama M. Al Khonaizi ¹	✓	✓	-	-	-	-	-	2/7
Hesham A. Al Jaber	✓	✓	✓	✓	✓	✓	✓	7/7
Abdulatif K. Almulhem (Member / Chairman)	✓	✓	✓	✓	✓	✓	✓	7/7

Number of Board Meetings: (7)								
Member Name	First Meeting 19/01/2025	Second Meeting 25/03/2025	Third Meeting 02/06/2025	Fourth Meeting 22/06/2025	Fifth Meeting 14/09/2025	Sixth Meeting 13-14/11/2025	Seventh Meeting 14/12/2025	Total
Ahmed A. AlQuraishi (Member / Vice Chairman)	✓	✓	✓	✓	✓	✓	✓	7/7
Ayham M. Al Yousef ²	-	-	✓	✓	✓	✓	✓	5/7
Adel S. Dehlawi ²	-	-	✓	✓	✓	✓	✓	5/7
Bashar A. Abalkhail ²	-	-	✓	✓	✓	✓	✓	5/7
Faisal A. Al Qahtani ²	-	-	✓	✓	✓	✓	✓	5/7
Ghassan A. AlThukair ²	-	-	✓	✓	✓	✓	✓	5/7
Mohammed Refaat Ahmed ²	-	-	✓	✓	✓	✓	✓	5/7
Attendance Percentage	100%	100%	100%	100%	100%	100%	100%	-

* (1) End of membership by the end of the sixth Board session on 25/05/2025.

* (2) Appointment of the member in the seventh Board session on 26/05/2025.

* Board Secretary/ Rogayah Al Thawadi

Names of Board members, committees, and executive management, their current and previous positions, qualifications, and experiences.

In application of the provisions of the laws and regulations, Board members are selected based on qualifications, experiences, and knowledge in various fields of the Company's business, and the following table shows the qualifications of the Board members.

1. Board of Directors



Abdulatif K. Almulhem
Chairman of the Board of Directors – Non-Executive

Qualifications:

- Micro Master degree in Business Administration - Queen's University, Canada
- Bachelor's Degree in Civil Engineering - Concordia University, Montreal
- Chartered Financial Analyst level 1-CFA institute.

Current Positions:

- Chairman of Board, Member of Executive and Strategy Committee and Investment Committee - Walaa Cooperative Insurance
- Managing Director - Khalifah Abdullatif Al-Mulhem Holding Co (KAMCO Holding).
- Board Member, Member of Executive

- Committee and Nominations and Remuneration Committee - Candian Medical Center
- Member of the board and Member of Audit Committee and Nomination and Remuneration Committee – Advanced Petrochemical Co.

Previous Positions:

- Member of Board and Nominations and Remuneration Committee - Walaa Cooperative Insurance
- Board, Risk Committee and Nominations and Remuneration Committee Member – Aljazira Bank
- Member of Board and Executive Committee – National Industrialization Company (Tasnea)
- Chief Investment officer (CIO) - Khalifah Abdullatif Al-Mulhem Holding co.
- Vice Chairman - Khalifah Abdullatif Al-Mulhem Limited Co.
- Senior Credit Analyst - Saudi Industrial Development Fund (SIDF)
- Filed Engineer- Fluor

Experience:

- Mr. Almulhem is senior executive with expertise in investment, governance, and strategic leadership, worked in major financial and industrial institutions, driving growth and strong governance.



Ahmed A. Al Quraishi
Vice Chairman of the Board of Directors - Independent

Qualifications:

- Bachelor of Science in Finance - King Fahad University of Petroleum & Minerals
- Corporate Finance Program - London Business School.

Current Positions:

- Vice chairman of Board and Chairman of Investment Committee - Walaa Cooperative Insurance
- Deputy CEO - Ali Zaid Al-Quraishi & Brothers Company.
- Member of the Board and audit committee - Arsan Arabia for Trading.
- Chairman - AJDA Industrial Services Co.
- Chairman - Evostel Energy.
- Board Member and Member of the audit committee - Ashraq Development Company
- Board Member - United Motors Group.
- Board Member and Chairman of the Credit and Risk Committee - Automotive Distribution & Marketing Company Limited.
- Board Member, Member of the Credit and Risk Committee and Remuneration and Nominations Committee - Tawkelat Financing Company.

- Board Member - Assayle Arabia Real Estate Company Limited.
- Board Member - Starlinks for Support Services Company
- Board Member - Middle East Electric Motors Company Limited (MEEM).

Previous Positions:

- Finance Manager, Risk and Compliance Committee Chairman - Ali Zaid Al-Quraishi & Brothers Company.
- General Manager- Ali Zaid Al-Quraishi & partners for electrical services Company.
- Treasury Manager and Internal Auditor - Wahah Electric Supply Company of Saudi Arabia.

Experience:

- Mr. AlQuraishi has over 19 years of practical experience in various technical and managerial positions.



Hesham A. Al Jaber

Board Member – Independent

Qualifications:

- Secondary & Advanced courses in marketing and administrative sciences humanist.

Current Positions:

- Board member and Chairman of Risk Management Committee– Walaa Cooperative Insurance Co.
- VP – Al Jabr Holding Company.
- Executive Director – Canned Soft Drinks Factory.
- Chairman - Khuta - Alkhair Company.
- Chairman – National Suppliers Medical Company (NSMC).
- Member of Board, Executive Committee and Strategic Committee– Arab National Bank “ANB”.
- Board Member- Haier & Al Jabr Saudi Electronics Trading Co.
- Board Member- Einas Trading Company
- Board Member- Gulf Carton Factory Company.

- Board Member- Future Development Company (NAMA).
- Board member - Ball United Arab Can Manufacturing Co.

Previous Positions:

- Board Member- United Gas Transmission Company Limited
- Board Member- Khaleeji Commercial Bank.
- General Manager- Haier and Al Jabr Saudi Electronics Trading Co.

Experience:

- Has over 24 years of experience in different sectors.



Ayham M. Al Yousef

Board Member – Independent

Qualifications:

- Bachelor of Industrial Management – King Fahd University of Petroleum & Mineral (KFUPM), Saudi.

Current Positions:

- Board Member, Chairman of Nomination and remuneration Committee and member of Executive and Strategy Committee - Walaa Cooperative Insurance.
- Board and Executive Committee member - Saudi Home Loans.
- Board Member and Nomination and remuneration Committee member- Saudi Marketing (Farm).
- Board Member and Investment Committee member - AYYAN Investments.

Previous Positions:

- Vice Chairman and CEO/Advisor - Ministry of Housing.
- CEO– Al Bilad Capital.
- CEO - Roya Capital (Al Rajhi Investment Group, UAE).
- Investment Director- HSBC, UAE.
- Senior Manager – Corporate Finance- Price Waterhouse Coopers, UAE.

- Member of Board and Investment Committee Gulf Union Cooperative Insurance.
- Member of Investment Committee - Riyadh Valley (King Saud University’s Foundation).
- Member of Investment Committee - Al Rajhi Humanitarian.
- Member of Investment Committee - National TriGeneration CHP Co.
- Board Member, Chairman of Merger Committee, and Member of Audit & NRC Committees Emirate Global Islamic Bank.
- Board Member and Member of Executive Committee - Core Construction Co.
- Vice Chairman of the board and CEO - Real Estate Development Fund.
- NRC member- AYYAN Investments.

Experience:

- Has extensive leadership and advisory expertise across investment, corporate finance, and governance within the MENA region.



Adel S. Dehlawi

Board Member – Independent

Qualifications:

- Bachelor's degree in Biomedical Instrumentation - King Saud University.
- CME-1 Certificate - Capital Market Authority, KSA.
- Chief Strategy Officer Program – INSEAD.
- Agile Strategy Execution Program - INSEAD.
- M&A Success Strategies Program - INSEAD.
- Board Development Program - INSEAD.
- The Sustainable Family Business Program - London Business School.
- Private Equity Master Class - London Business School.
- Design Thinking - IDEO.
- Introduction to FinTech - The University of Hong Kong.

Current Positions:

- Board Member and Chairman of Executive and Strategy Committee, member of Risk management committee - Walaa Cooperative Insurance Company.
- Founder and CEO – Mauthouq Consulting.

Previous Positions:

- Board Member and Chairman of Risk and Audit Committee and member of Executive Committee– Bank Al Jazira.
- Board Member and Chairman of Investment Committee - Al Buhaira Investment Company.

- Chairman of Board of Directors, New Restaurants of Spain.
- Board Member- Dallah Healthcare Holding Company.
- Board Member and Member of Remuneration and Executive Committee – Tajeer Group Holding Company.
- Board Member and Member of Risk Committee - Albaraka Islamic Bank.
- Board Member - Al-Khozama Management Company.
- Board Member - AIMoltaqa Alarabi Investment Company.
- Member of Management Committee - Dallah Al Baraka Holding.
- Managing Director – Dallah Investment Holding.
- Chief Investment Officer – Dallah Al Baraka Holding.
- CEO & Managing Director - Itqan Capital.

Experience:

- Has extensive board-level and leadership experience across banking, investment, and consulting sectors.



Bashar A. Abalkhail

Board Member – Independent

Qualifications:

- Bachelor's in Finance - King Saud University, Saudi Arabia.
- Master of Business Administration- Cass Business School, City University, London, UK.
- Consultants Program- Government Actuaries Dep, London.
- Leadership- Darden School of Business, University of Virginia.

Current Positions:

- Board member, Chairman of Audit Committee and member of Executive and Strategy Committee - Walaa Cooperative Insurance Co.
- Co-Founder and Chairman - Yasmina Technologies.
- Vice Chairman and Audit Committee member- Saudi Paper Manufacturing Company.
- Board member and Member of Nomination and Remuneration Committee - Almoosa Health Company.

Previous Positions:

- Chief Strategy & Business Development - Alsagr Insurance Co.
- Director of Insurance Inspection Department - SAMA.
- Bank Examiner - Banking Control Department – SAMA.
- Board Member - Development Works Co.
- Board Member, chairman of NRC and member of Audit Committee– National Medical Care Company.

Experience:

- Experienced leader in technology, healthcare, manufacturing, and insurance with strong governance and strategic expertise, including senior roles in private and general sectors.



Faisal A. Al Qahtani
Board Member – Independent

Qualifications:

- Bachelor's in law– King Saud University
- Management skills -Edmonds Community College Seattle, USA

Current Positions:

- Board member and member of Nomination and Remuneration Committee -Walaa Cooperative Insurance Company
- Chairman of the Board and Investment Committee, member of NRC and Strategic Committee - Ayyan Development Co.
- Board Member - Twareat Medical Care Co

Previous Positions:

- Board Member - Wafrah for industry & Development CO.
- Board Member - Al Salam Hospital CO.
- Regional Manager Eastern Region - Arab National Bank
- Private Banking Regional Manager - Central & Eastern - Arab National Bank.
- Branches Manager - Eastern & Northern - Bank Al-Bilad.
- Area Manager (Eastern and Central Region) - Arab National Bank.

Experience:

- Has extensive leadership experience, previously managing regional banking operations and private banking at major Saudi banks.



Ghassan A. AlThukair
Board Member – Independent

Qualifications:

- Bachelor of Management Information Systems– KFUPM.

Current Positions:

- Board member, member of Executive and Strategy Committee and Investment Committee-Walaa Cooperative Insurance Co.
- Founder, CEO and Managing Director– Miyar Capital.
- Chairman of the Board - Miyar Saudi Equity Fund.
- Chairman of the Board - Miyar Murabaha Fund.
- Board Member - Miyar Jeddah Real Estate Fund.
- Chairman of the Board - Miyar Kalma Real Estate Fund.
- Chairman of the Board - Miyar Ajam Fund.
- Board Member - Miyar Logistic Park Fund.
- Board Member - Miyar Jeddah Logistic Park Real Estate Fund.

Previous Positions:

- Chief Executive Officer - Darfin Capital (Currently Marifa Capital).
- Head of portfolio management department – Alinma Investment.
- VP Equity Funds – AlRajhi Capital.
- Funds Manager – Alinma Investment.

Experience:

- Has experience in asset management and investments, held leadership positions at several leading financial companies, contributing significantly to their growth and development.



Mohammed Refaat Ahmed
Board Member – Independent

Qualifications:

- Bachelor of Accounting – Cairo University, Egypt.

Current Positions:

- Board member, member of the Risk management committee and Nomination and Remuneration Committee-Walaa Cooperative Insurance Company.
- Vice President - Khalifah Abdullatif Al-Mulhem Holding Co.
- Board Member -Advance Piping solutions Co.

Previous Positions:

- Member of Audit Committee - Canadian Medical Center.
- Member of Audit Committee -Academy of Learning Co.
- Financial Manager - Khalifah Abdullatif Al-Mulhem Holding Co.
- Financial Manager - Khalifah Abdullatif Al-Mulhem Limited Co.
- Financial Manager – AlAmoudi Co.

Experience:

- A finance professional with solid experience in corporate finance, audit, and investment across healthcare, education, and industrial sectors.

External committee members from outside the board



Khalid M. Al Eid
Member of Audit Committee

Qualifications:

- Bachelor's degree in accounting- King Faisal University
- Master of Business Administration- University of Manchester, UK.
- Fellow and Member of the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Current Positions:

- Member of Audit Committee- Walaa Cooperative Insurance Co.
- Member of the Audit and Compliance Committee – Alljbr Financing Company.
- Member of the Audit Committee – Advance Petrochemical Company.
- Member of the Audit Committee – Gulf Training and Education Company.
- Member of the Audit Committee – Saudi Networks Company.
- Member of the Audit Committee – Bena Steel Industries Company.
- Chief Audit Executive– General Authority of King Fahd Causeway.

Previous Positions:

- Member of the Education and Training Committee – Saudi Organization for Chartered and Professional Accountants.
- Member of Audit Committee – Imam Abdulrahman Bin Faisal University.
- Member of the Audit Committee – East Gas Company.
- Risk Consulting Director – KPMG Al-Fozan & Partners.
- Audit Assistant Manager– EY.

Experience:

- An expert in audit, accounting, and risk professional. Held leadership roles in internal audit and risk consulting, serves on multiple audit and compliance committees across insurance, finance, industrial, and education sectors, providing strong governance oversight.



Yasser S. Al Shaalan
Member of Audit Committee

Qualifications:

- Bachelor's degree in applied Sciences - King Saud University
- Leadership Development Program - INSEAD
- Fitt Executive Career Development- partnered with University of Cambridge psychometrics Centre.
- Certified Data Privacy Solutions Engineer- CDPSE.
- Certified Information Security Manager- CISM.
- Certified Information Systems Auditor- CISA.
- ISO 27001 ISMS Lead Auditor and Lead Implementor.

Current Positions:

- Member of Audit Committee- Walaa Cooperative Insurance Co.
- Vice President, Internal Audit– ALAT Technologies, a PIF Subsidiary.

Previous Positions:

- Chief Internal Auditor - AlJazira Capital.
- Vice President, Head of Shared Services Audit Division– AlJazira Bank.

- Assistant Vice President- Internal Audit Unit Head– Riyadh Bank.
- Senior Internal Auditor- SAB.
- Internal Audit Manager- Alinma Bank.

Experience:

- A senior internal audit professional with over 18 years of experience in internal audit, assurance activities, internal controls, and audit leadership. He holds multiple internationally recognized certifications and has a proven track record in leading internal audit functions and enhancing compliance frameworks. He has held senior audit leadership roles across major Saudi financial institutions, including banks and investment firms, supporting organizational resilience and regulatory alignment.



Basma K. Alsweilem

Member of Nomination and Remuneration Committee

Qualifications:

- Bachelor's degree in international relations- Boston University, USA.
- Master of Science Major Program Management- University of Oxford.
- Certificate of Higher Education: Leadership- Georgetown University, USA.
- Elevate: Leadership Development Program- Instead.
- Organizational Culture Fellowship - Collideoscope.
- Leading with Agility & Innovation in Financial Services- Thunderbird School Of Global Management, USA.

Current Positions:

- Member of Nominations and Remuneration Committee- Walaa Cooperative Insurance Co.
- Board Member-Saudi Olympic Committee
- Member of Nominations and Remuneration Committee- Red Sea International Film Festival.
- Advisory Board Member- HSC Insurance Group.
- VP Human Capital, Business Partnership, Organizational Culture & Employee Experience – Aljazira Bank

Previous Positions:

- HR Director – Saudi Tourism Authority.
- Senior Manager Organizational Excellence- Saudi Entertainment Ventures.
- Senior HR Business Partner- SAB.
- Performance Management & Organizational Development Manager- SAB.

Experience:

- An accomplished HR leader focused on aligning capabilities development with organizational objectives. Has an expertise in crafting culture-driven talent solutions and creating positive work environments.



Abdulaziz S. Al Zammam

Member of Risk Management Committee

Qualifications:

- Bachelor's degree in Computer Science- King Saud University.
- Masters in Information Security- University of London, UK.

Current Positions:

- Member of Risk Management Committee- Walaa Cooperative Insurance Co.
- Member of GRC Committee- Saudi Ports Authority.
- Member of Audit Committee- Tourism Development Fund.
- Member of Audit Committee- Aljazira Capital.
- Member of Audit Committee- SELA.
- Member of Audit Committee- Tamweel Aloula.
- Member of Audit Committee- GCC Lab
- Chief Audit Executive / Executive Vice President -ALAT (PIF COMPANY).

Previous Positions:

- Member of Risk Committee – Medgulf Insurance Co.
- SVP/Chief Audit Executive- BANK ALJAZIRA.
- VP, Head of Audit Section- RIYADH BANK.
- Banking Examiner- Saudi Central Bank - SAMA.

Experience:

- A senior audit and risk executive with extensive experience across banking, insurance, and government-related entities, serves on multiple audit and risk committees, bringing deep oversight experience across financial and diversified sectors.

Executive Management



Johnson Varughese
Chief Executive Officer (CEO)

Qualifications:

- Bachelor's in Business and Commerce – University of Kerala, India.
- Chartered Accountant (FCA) – Institute of Chartered Accountants of India.

Current Positions:

- Chief Executive Officer.
- Chairman of the Insurance Finance Sub-Committee.
- Member of the Insurance Executive Committee (IEC).
- Member of Walaa's Investment Committee.
- Shareholder representative in Saudi Nextcare Co.

Previous Positions:

- Chief Financial Officer– Walaa Cooperative Insurance Co.
- Regional Financial Controller – Future Pipe Group.
- Audit Committee member–Najm.

Experience:

- More than 32 years of experience in executive positions, and in the financial field.



Saif S. Abbasi
Chief Financial Officer (CFO)

Qualifications:

- Bachelor's degree in accounting – University of Jordan.
- Certified Management Accountant (CMA).
- ARA Certificate Holder.
- FLMI Certificate Holder.

Current Positions:

- Chief Financial Officer (CFO).

Previous Positions:

- AVP finance - Walaa Cooperative Insurance Co. KSA.
- CFO MetLife AIG ANB – KSA.
- CFO MetLife – Jordan.

Experience:

- 25 years of professional experience in the insurance industry, including over 11 years holding Chief Financial Officer positions with insurance companies across KSA and the Middle East before joining Walaa in 2020.



Wasif Minhas
Chief General and Motor
Insurance Officer

Qualifications:

- Master of Management – Sydney University, Australia.
- MBA in Marketing – National College of Business Administration and Economics.
- Bachelor's in commerce – Punjab College of Commerce, University of Punjab.
- ACII – Chartered Insurance Institute.
- Associate Risk Management (ARM) – The Institutes, USA.

Current Positions:

- Chief General and Motor Insurance Officer.

Previous Positions:

- VP Technical – Walaa Cooperative Insurance Co.
- General Manager Global Accounts and Consultancy – AON Insurance Brokerage.

- Joint Senior Vice President - New Jubilee Insurance Company in Pakistan.
- Assistant Director – Securities and Exchange Commission of Pakistan.

Experience:

- An Insurance Professional with over than 27 years of experience, working with Insurance companies, brokers and regulators.



Turki A. Al Buraik
Chief Operating Officer

Qualifications:

- Bachelor's Administration level 6 – King Saud University, KSA.
- Diploma in International Leadership for Human Resources Managers – Artec Poland University.
- Certified Executive leadership strategies – Euro Training- Sharm El Sheikh.

Current Positions:

- Chief Operation Officer.

Previous Positions:

- VP of HR, Admin, Public and Government Relations since 2012 – Walaa Cooperative Insurance Co.
- Regional Manager for Administrative Affairs & Human Resources – Al Nuaimi Group.
- Regional Manager Advisor , Human Resources and Public Relations – National Petroleum Services Co.

- Assistant Manager , Public Relations , Personnel Affairs and Government Relations – BJ Service Arabia LTD. Co.

Experience:

- Over 24 years of experience in leadership, human resources, administration and Government and Public Relations fields.



Wail A. Alahmed
Chief Commercial Officer

Qualifications:

- Bachelor of Business Administration, Finance with Minor in Economics–Southern Methodist University, Dallas, TX, USA.

Current Positions:

- Chief Commercial Officer.

Previous Positions:

- Chief General Insurance Officer - Alrajhi Takaful.
- Insurance Management Director - Saudi Telecom Company (STC).
- Insurance and Risk Manager – AcwaPower.
- Head of SABIC’s Insurance Captive “SABCAP” - SABIC.
- Global Insurance Manager – SABIC.
- Insurance Specialist – SABIC.

Experience:

- Has over 17 years professional expertise in insurance.



Dr. Sukumara Prakash
Chief Health and Life Insurance Officer

Qualifications:

- Bachelors in Medicine and Surgery - Utkal University, India.
- Master’s in business administration - University of Strathclyde Business School, UK.

Current Positions:

- Chief Health and Life Insurance Officer.

Previous Positions:

- CEO- MedNet Group of Companies -A Munich Re Group company.
- Chief Commercial Officer- MedNet Group of Companies.
- General Manager- MedNet UAE and MedNet Oman.
- Senior Consultant- MedNet Holding GmbH.
- Deputy General Manager- MedNet Saudi Arabia.

Experience:

- An insurance professional who brings over two decades of Middle East experience to the role, having previously served in senior leadership positions at Munich Re and MedNet Group for 23 years. His technical expertise spans the health insurance value chain, integrating technology and disciplined operating models to optimize costs and enhance member care.



Syed Raza Haider
Appointed Actuary

Qualifications:

- Fellow of Institute and Faculty of Actuaries- (UK).

Current Positions:

- Appointed Actuary.

Previous Positions:

- Appointed Actuary – Alinma Tokio Marine Company.
- Chief Actuary and CRO – Alinma Tokio Marine Company.
- Head of Actuarial and Strategy – Alinma Tokio Marine Company.
- Head of Actuarial Department – SABB Takaful Company.

Experience:

- Qualified actuary with 28 years of experience in the actuarial field.



Khalid A. Omran
Compliance Manager

Qualifications:

- Bachelor’s in Business Administration – Kalamazoo College, USA.
- Certified Compliance Officer – Financial Academy.
- Diploma in Banking Operations – Institute of Public Administration.

Current Positions:

- Compliance Manager.

Previous Positions:

- Compliance Manager – Buruj Cooperative Insurance Co.
- Compliance Officer – Walaa Cooperative Insurance Co.
- Data Analyst – L3 Communication.

Experience:

- Has over 15 years of experience in Insurance Sector and Compliance.



Khulood S. Al Shreif
AVP Customer Service.

Qualifications:

- Bachelor's in Arts (English Literature) – University of Dammam, KSA.
- Data Analysis Using Power BI – Certified by The Association of Financial Professional.
- Design Thinking Deep Dive Program from Design Thinkers Academy – Amsterdam.
- Transformational Leadership for Effective Performance from Walaa & TQU.
- Lean Six Sigma Black Belt Leadership.
- Lean Six Sigma Green Belt Leadership.
- Lean Six Sigma Master Black Belt Leadership.
- Certified KPI Professional - The KPI Institute, Australia.
- Certified Balanced Scorecard Management System Pro- The KPI Institute, Australia.
- Certified Strategy and Business Planning Pro- The KPI Institute, Australia.
- Certified Manager of Quality and Organizational Excellence- American Society of Quality, USA.
- CII Certified- Chartered Insurance Institute, United Kingdom.
- Designation of Health Customer Service Associate: Health Insurance - American's Health Insurance Plans, USA.

- Designation of Healthcare Anti-Fraud Associate: Health Insurance- American's Health Insurance Plans, USA.
- Designation of Health Insurance Plans Associate: Health Insurance - American's Health Insurance Plans, USA.

Current Positions:

- AVP Customer Service.

Previous Positions:

- Customer Care Manager- Walaa Cooperative Insurance Co.
- Operations Manager – Walaa Cooperative Insurance Co.
- Medical Department Assistant Manager – Walaa Cooperative Insurance Co.
- Medical Customer Service Executive– Tawuniya.

Experience:

- Has over than 21 years of Operational & Customer Care experience in Insurance Sector.



Rogayah M. Al Thawadi
Legal and Corporate Governance Manager

Qualifications:

- Master's degree in legal studies- Southern Illinois University - Carbondale, USA.
- Bachelor's degree in Islamic Studies- University of Dammam, KSA.

Current Positions:

- Legal and Corporate Governance Manager.
- Secretary of the Board of Directors.
- Secretary of Executive and Strategy.

Previous Positions:

- Legal Supervisor - Walaa Cooperative Insurance Company.
- Senior Legal Specialist - Ebrahim Mohammed Al Mana and Brothers Co. (Almana General Hospitals).
- Legal Specialist - Ebrahim Mohammed AlMana and Brothers Co. (Almana General Hospitals).

Experience:

- More than 11 years of legal experience specialized in corporate governance and Legal affairs.



Lama A. Al Bassam
Acting Internal Audit Manager.

Qualifications:

- Bachelor's in Accounting - University of Dammam, KSA.

Current Positions:

- Acting Internal Audit Manager.
- Audit Committee Secretary.

Previous Positions:

- Senior Internal Auditor– Walaa Cooperative Insurance Co.
- Internal Auditor – Walaa Cooperative Insurance Co.
- External Audit Associate, PKF AlBassam KSA.

Experience:

- Audit professional with nearly six years of experience, including four years in the insurance sector. Strong background in risk-based auditing, internal controls evaluation, governance enhancement, and audit committee support. Skilled in leading audits, improving processes, and communicating effectively with stakeholders.



Ahmed R. Al Husaini
Senior Risk Manager

Qualifications:

- Bachelor's in accounting - University of Bahrain.
- International Compliance Association certificate for High-risk Roles – ICA.
- Chartered Insurance Institute certificate in General Insurance – CII.
- Certified Chief Risk Officer – LSBF.

Current Positions:

- Senior Risk Manager.
- Risk Management Committee Secretary.
- Business Continuity Management Lead.

Previous Positions:

- Assistant Vice President – Operational Risk Management - Bahrain Commercial Facilities Company.
- Manager, RBWM Business Risks and Controls -HSBC, Bahrain.
- Regional Vendor Risk Manager- HSBC, UAE – Regional Office.
- Operational Risk and Internal Control Officer- HSBC, Bahrain.
- Retails Banking & Wealth Management- HSBC, Bahrain.

- Personal Financial Consultant- Standard Chartered Bank, Bahrain.
- Customer Relationship Associate- Citibank, Bahrain.

Experience:

- A Risk management professional with over 20 years of experience, including 15 years specializing in risk management. Deep understanding of risk management principles and practices. Proficient in providing effective risk management solutions and guidance through complex risk landscapes.



Ali S. Al Shamrani
Head of Cybersecurity and DMO.

Qualifications:

- Bachelor of science in Information Technology -Saudi Electronic University.
- Associated Degree in Information Technology -Jubail Industrial College.
- Certified lead auditor ISO27001 ISMS.
- Certified in Cybersecurity cc from ISC2.
- Certified ISO27001 information security lead auditor.
- Certified NSE1 network security.
- Certified NSE2 network security.

Current Positions:

- Head of Cybersecurity and DMO.

Previous Positions:

- Cyber Security Manager- Walaa Cooperative Insurance Co. KSA.
- Senior Cybersecurity Analyst- Gulf international Bank.
- Security Operation Center Analyst - Sasref.

- IT administrator -Sasref.
- IT data center tech -National Guard health affairs.
- IT support coordinator -Almajdouie holding group.

Experience:

- More than (10) years of experience in Cyber Security, IT, DMO and in the financial field.

Names of companies inside or outside the Kingdom in which a Board Member is a member of their current or previous Board of Directors or one of their managers:

The following statement includes the names of companies, regardless of their legal form, whether inside or outside the Kingdom, in which the Board Member is a member of their current or previous Board of Directors or one of their managers:

Member Name	Company Name (Current Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Abdulatif K. Almulhem	Khalifa A. Al-Mulhem Co. holding .	Inside the Kingdom	Unlisted
	Canadian Medical Center (CMC)	Inside the Kingdom	Listed
	Advanced Petrochemical Company	Inside the Kingdom	Listed
Ahmed A. AlQuraishi	Ali Zaid Al-Quraishi & Brothers Company.	Inside the Kingdom	Unlisted
	Arsan Arabia for Trading.	Inside the Kingdom	Unlisted
	AJDA Industrial Services Co.	Inside the Kingdom	Unlisted
	Evostel Energy	Inside the Kingdom	Unlisted
	Ashraq Development Company	Inside the Kingdom	Unlisted
	United Motors Group.	Inside the Kingdom	Unlisted
	Automotive Distribution & Marketing Company Limited.	Inside the Kingdom	Unlisted
	Tawkelat Financing Company.	Inside the Kingdom	Unlisted
	Assayle Arabia Real Estate Company Limited.	Inside the Kingdom	Unlisted
	Starlinks for Support Services Company	Inside the Kingdom	Unlisted
	Middle East Electric Motors Company Limited (MEEM).	Inside the Kingdom	Unlisted

Company Name (Previous Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Bank AlJazira	Inside the Kingdom	Listed
National Industrialization Company (Tasnee)	Inside the Kingdom	Listed
Khalifa A. Al-Mulhem Co. Limited .	Inside the Kingdom	Unlisted
Ali Zaid Al-Quraishi & partners for electrical services Company.	Inside the Kingdom	Unlisted
Wahah Electric Supply Company of Saudi Arabia.	Inside the Kingdom	Unlisted

Member Name	Company Name (Current Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Hesham A. Al Jaber	Arab National Bank (ANB)	Inside the Kingdom	Listed
	Al Jabr Holding Company	Inside the Kingdom	Unlisted
	Haier & Al-Jabr Saudi Electronics Trading Company	Inside the Kingdom	Unlisted
	Gulf Carton Factory Company	Inside the Kingdom	Unlisted
	Future Development Company (NAMA)	Inside the Kingdom	Unlisted
	Canned soft drinks factory co.	Inside the Kingdom	Unlisted
	Einas Trading Company	Inside the Kingdom	Unlisted
	Khuta Al Khair Company	Inside the Kingdom	Unlisted
	National Company for Medical Suppliers (NSMC)	Inside the Kingdom	Unlisted
	Ball United Arab Can Manufacturing CO	Inside the Kingdom	Unlisted
Ayham M. Al Yousef	SHL Finance Company	Inside the Kingdom	Listed
	Saudi Marketing Company (Farm Superstores)	Inside the Kingdom	Listed
	Ayyan Investment Company	Inside the Kingdom	Listed

Company Name (Previous Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
United Gas Transmission Company Limited	Outside the Kingdom	Unlisted
Khaleeji Commercial Bank	Outside the Kingdom	Unlisted
Ministry of Municipalities and Housing	Inside the Kingdom	Unlisted
Albilad Capital	Inside the Kingdom	Listed
Ruya Capital (Al Rajhi Investments, UAE)	Outside the Kingdom	Unlisted
HSBC, UAE	Outside the Kingdom	Unlisted
PricewaterhouseCoopers (PwC), UAE	Outside the Kingdom	Unlisted
Gulf Union Cooperative Insurance.	Inside the Kingdom	Listed
Riyadh Valley Company (King Saud University)	Inside the Kingdom	Unlisted
Al Rajhi Humanitarian Foundation	Inside the Kingdom	Unlisted
National Trigenation CHP Company	Inside the Kingdom	Unlisted
Emirates Islamic Bank	Outside the Kingdom	Unlisted
Core Construction Company	Outside the Kingdom	Unlisted

Member Name	Company Name (Current Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Adel S. Dehlawi	Mawthooq Financial Consulting Company	Inside the Kingdom	Unlisted
Bashar A. Abalkhail	Yasmina Information Technology Company	Inside the Kingdom	Unlisted
	Saudi Paper Manufacturing Company	Inside the Kingdom	Listed
	Almoosa Health Company	Inside the Kingdom	Listed
Faisal A. Al Qahtani	Ayyan Investment Company	Inside the Kingdom	Listed
	Tawareayat Medical Care Company	Inside the Kingdom	Unlisted

Company Name (Previous Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Al Buhaira Investment Company	Outside the Kingdom	Unlisted
Bank AlJazira	Inside the Kingdom	Listed
New Restaurants of Spain Chain	Outside the Kingdom	Unlisted
Dallah Healthcare Company	Inside the Kingdom	Listed
Taajeer Holding Group	Inside the Kingdom	Unlisted
Itqan Capital	Inside the Kingdom	Unlisted
Al Baraka Islamic Bank	Outside the Kingdom	Unlisted
Al Khozama Management Company	Inside the Kingdom	Unlisted
Arab Moltaqa Investments	Outside the Kingdom	Unlisted
Dallah Albaraka Holding	Inside the Kingdom	Unlisted
Al Sagr Cooperative Insurance Company	Inside the Kingdom	Listed
Saudi Central Bank (SAMA)	Inside the Kingdom	Unlisted
Development Works Food Co.	Inside the Kingdom	Listed
National Medical Care Company	Inside the Kingdom	Listed
Wafrah for Industry and Development Company	Inside the Kingdom	Listed
Al Salam Hospital	Inside the Kingdom	Unlisted
Arab National Bank (ANB)	Inside the Kingdom	Listed
Bank Albilad	Inside the Kingdom	Listed

Member Name	Company Name (Current Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Ghassan A. AlThukair	Maayar Financial Company	Inside the Kingdom	Unlisted
Mohammed Refaat Ahmed	Khalifa A. Al-Mulhem Holding Company	Inside the Kingdom	Unlisted
	Advanced Piping Solutions Company	Inside the Kingdom	Unlisted

Procedures taken by the Board of Directors to inform its members – especially non-executives – of shareholders’ proposals and their remarks regarding the company and its performance

The company has a specialized unit for Investor Relations management concerned with answering all inquiries, complaints, or opinions and proposals of shareholders by communicating via telephone or through correspondence via email. The Board of Directors members are informed periodically of shareholders’ communications and their remarks through the submission of brief quarterly reports that include information concerning shareholders’ affairs, the inquiries that were raised, and the procedures that were taken to respond to their questions in a satisfactory and appropriate manner. All Board members are informed of shareholders’ proposals and their remarks regarding the company and its performance. The company invites esteemed investors and shareholders to participate in answering a survey containing a group of questions about topics concerning shareholders and investors from individuals and companies, in addition to other questions about their views and aspirations for the insurance market in general during the next two years. The Investor Relations department works on submitting reports on a quarterly basis to the Board of Directors including investors’ feedback and their views.

Company Name (Previous Board Membership or Management)	Inside / Outside the Kingdom	Legal Entity
Darveen Capital (Currently Maarifah Financial)	Inside the Kingdom	Unlisted
Alinma Investment	Inside the Kingdom	Listed
Al Rajhi Capital	Inside the Kingdom	Listed
Canadian Medical Center Co. (CMC)	Inside the Kingdom	Listed
Academy of Learning Company (AOL)	Inside the Kingdom	Unlisted
Khalifa A. Al-Mulhem Company Limited	Inside the Kingdom	Unlisted
Al Amoudi Group	Inside the Kingdom	Unlisted

Shareholders Communication Mechanism

Email: investors@wala.com

Telephone Number: 013-8299405

Fax Number: 013-8652255

Website: <https://www.wala.com/investor-relation>

The company invites esteemed investors and shareholders to participate in answering a survey containing a group of questions about topics concerning shareholders and investors from individuals and companies, in addition to other questions about their views and aspirations for the insurance market in general during the next two years. The Investor Relations department works on submitting reports on a quarterly basis to the Board of Directors including investors’ feedback and their views. <http://survey.wala.com/s/investors-feedback/tt-ef0886>

Committees Emerging from the Board of Directors

The company's Board of Directors has approved several committees to assist it in performing its duties and responsibilities, and to raise the level of supervision, control, and decision-making constraints within the corporate governance framework. These committees include members from within the Board and independent members from outside, as follows:

1. Executive and Strategic Committee

The Executive and Strategic Committee assumes the tasks of reviewing the company's strategic directions and its operational objectives, and reviewing the company's estimated budget periodically before submitting it to the Board. The Board of Directors delegates the Executive and Strategic Committee to perform its tasks in certain cases. The Executive and Strategic Committee holds its meetings periodically and whenever the need arises.

Formation of the Executive and Strategic Committee:

Member	Position	Inside the Board / Outside the Board
Adel S. Dehlawi ¹	(Chairman of the Committee)	Inside the Board
Abdulatif K. Almulhem	Member	Inside the Board
Ayham M. Al Yousef ¹	Member	Inside the Board
Bashar A. Abalkhail ¹	Member	Inside the Board
Ghassan A. AlThukair ¹	Member	Inside the Board

(1) Appointment of the member in the seventh Board session on 26/05/2025.

The Executive and Strategic Committee held (6) meetings during the year 2025, and the table below shows the number of members and their attendance for the committee meetings:

Member Name	Number of committee meetings: (6)						Total
	First Meeting 26/08/2025	Second Meeting 25/09/2025	Third Meeting 26/10/2025	Fourth Meeting 14/11/2025	Fifth Meeting 14/12/2025	Seventh Meeting 31/12/2025	
Adel S. Dehlawi ¹	✓	✓	✓	✓	✓	✓	6/6
Abdulatif K. Almulhem	✓	✓	✓	✓	✓	✓	6/6
Ayham M. Al Yousef ¹	✓	✓	✓	✓	✓	✓	6/6
Bashar A. Abalkhail ¹	✓	✓	✓	✓	✓	✓	6/6
Ghassan A. AlThukair ¹	✓	✓	✓	✓	✓	✓	6/6
Attendance Percentage	100%	100%	100%	100%	100%	100%	-

* (1) Appointment of the member in the seventh Board session on 26/05/2025.

2. Audit Committee

The Audit Committee performs the tasks of activating the Board of Directors' recommendations regarding supervision of the company's financial reports and verifying the safety and integrity of the financial reports, statements, and internal control systems therein, and evaluating the adequacy of internal and external audit processes, and evaluating and monitoring the processes of the internal audit and compliance management.

Member	Position	Inside the Board / Outside the Board
Jameel A. Al Molhem ¹	(Chairman of the Committee)	Inside the Board
Sulaiman A. Al Sakran ¹	Member	Outside the Board
Adeeb S. Al Fuhaid ¹	Member	Outside the Board
Bashar A. Abalkhail ²	(Chairman of the Committee)	Inside the Board
Yasser S. Al Shaalan ²	Member	Outside the Board
Khalid M. Al Eid ²	Member	Outside the Board

* (1) End of membership by the end of the sixth Board session on 25/05/2025.

* (2) Beginning of membership in the seventh Board session on 26/05/2025.

The Audit Committee held (6) meetings during the year 2025, including the annual meeting with the Board of Directors which was held on 14/12/2025 to briefly present the committee's annual works, and the table below shows the number of members and their attendance for the committee meetings:

Member Name	Number of Audit Committee meetings: (6)						Total
	First Meeting 26/01/2025	Second Meeting 09/03/2025	Third Meeting 08/05/2025	Fourth Meeting 03/08/2025	Fifth Meeting 29/10/2025	Sixth Meeting* 14/12/2025	
Jameel A. Al Molhem ¹	✓	✓	✓	-	-	-	3/6
Sulaiman A. Al Sakran ¹	✓	✓	✓	-	-	-	3/6
Adeeb S. Al Fuhaid ¹	✓	✓	✓	-	-	-	3/6
Bashar A. Abalkhail ²	-	-	-	✓	✓	✓	3/6
Yasser S. Al Shaalan ²	-	-	-	✓	✓	✓	3/6
Khalid M. Al Eid ²	-	-	-	✓	✓	✓	3/6
Attendance Percentage	100%	100%	100%	100%	100%	100%	-

* (1) End of membership by the end of the sixth Board session on 25/05/2025.

* (2) Beginning of membership in the seventh Board session on 26/05/2025.

* Annual Audit Committee meeting with the Board of Directors.

3. Investment Committee

The Investment Committee is responsible for monitoring and reviewing the investment policy, overseeing its implementation, approving investment activities, monitoring the performance of investment portfolios, and ensuring that such investments comply with the rules, systems, and regulations applicable in the Kingdom of Saudi Arabia.

Investment Committee Formation

Member	Position	Inside the Board / Outside the Board
Ahmed A. AlQuraishi	(Committee Chairman)	Inside the Board
Abdulatif K. Almulhem	Member	Inside the Board
Ghassan A. AlThukair ¹	Member	Inside the Board
Johnson Varughese	Executive Member	Outside the Board

(1) Appointment of the member in the seventh Board session on 26/05/2025.

The Investment Committee held (2) meetings during the year 2025, and the table below shows the number of members and their attendance for the committee meetings:

Number of Investment Committee meetings: (2)			
Member Name	First Meeting 23/07/2025	Second Meeting 05/08/2025	Total
Ahmed A. AlQuraishi	✓	✓	2/2
Abdulatif K. Almulhem	✓	✓	2/2
Ghassan A. AlThukair ¹	✓	✓	2/2
Johnson Varughese	✓	✓	2/2
Attendance Percentage	100%	100%	-

(1) Appointment of the member in the seventh Board session on 26/05/2025.

4. Nominations and Remunerations

The Nominations and Remunerations Committee is responsible for recommending nominations for Board membership, as it is concerned with ensuring that the Board is composed of individuals who possess the best capabilities in performing the responsibilities of Board members and in appointing qualified senior executives. The committee also reviews the structure of the Board of Directors and submits recommendations regarding changes that can be made if necessary, as well as studying the company's structure and supervising recruitment for executive positions.

Nominations and Remunerations Committee Formation

Member	Position	Inside the Board / Outside the Board
Hatem F. Balghoneim ¹	(Committee Chairman)	Inside the Board
Sulaiman A. Al Kadi ¹	Member	Inside the Board
Osama M. Al Khonaizi ¹	Member	Inside the Board
Abdulatif K. Almulhem ¹	Member	Inside the Board
Ayham M. Al Yousef ²	(Committee Chairman)	Inside the Board
Faisal A. Al Qahtani ²	Member	Inside the Board
Mohammed Refaat Ahmed ²	Member	Inside the Board
Basma K. Alsweilem ²	Member	Outside the Board

(1) End of membership by the end of the sixth Board session on 25/05/2025.

(2) Beginning of membership in the seventh Board session on 26/05/2025.

The Nominations and Remunerations Committee held (2) meetings during the year 2025, and the table below shows the number of members and their attendance for the committee meetings:

Number of Nominations and Remunerations Committee meetings: (2)			
Member Name	First Meeting 15/01/2025	Second Meeting 15/09/2025	Total
Hatem F. Balghoneim ¹	✓	-	1/2
Sulaiman A. Al Kadi ¹	✓	-	1/2
Osama M. Al Khonaizi ¹	✓	-	1/2
Abdulatif K. Almulhem ¹	✓	-	1/2
Ayham M. Al Yousef ²	-	✓	1/2
Faisal A. Al Qahtani ²	-	✓	1/2
Mohammed Refaat Ahmed ²	-	✓	1/2
Basma K. Alsweilem (External Member) ²	-	✓	1/2
Attendance Percentage	100%	100%	-

(1) End of membership by the end of the sixth Board session on 25/05/2025.

(2) Beginning of membership in the seventh Board session on 26/05/2025.

5. Risk Management Committee

The Risk Management Committee is responsible for identifying the risks the company may be exposed to and maintaining acceptable levels of risk across all company activities. Risks are managed in each area by relevant line managers and heads of departments, as the committee has established the Risk Management Committee system and the risk management policies and strategies that have been approved by the Board of Directors.

Risk Management Committee Formation

Member	Position	Inside the Board / Outside the Board
Dr. Soliman A. Al Twaijri ¹	(Committee Chairman)	Inside the Board
Osama M. Al Khonaizi ¹	Member	Inside the Board
Hesham A. Al Jaber	Committee member for the previous session / Committee Chairman for the current session	Inside the Board
Adel S. Dehlawi ²	Member	Inside the Board
Mohammed Refaat Ahmed ²	Member	Inside the Board
Abdulaziz S. Al Zammam ²	Member	Outside the Board

(1) End of membership by the end of the sixth Board session on 25/05/2025.

(2) Beginning of membership in the seventh Board session on 26/05/2025.

The Risk Management Committee held (4) meetings during the year 2025, and the table below shows the number of members and their attendance for the committee meetings:

Number of Risk Management Committee meetings: (4)					
Member Name	First Meeting 22/01/2025	Second Meeting 23/04/2025	Third Meeting 14/09/2025	Fourth Meeting 11/12/2025	Total
Dr. Soliman A. Al Twaijri ¹	✓	✓	-	-	2/4
Osama M. Al Khonaizi ¹	✓	✓	-	-	2/4
Hesham A. Al Jaber	✓	X	✓	✓	3/4
Adel S. Dehlawi ²	-	-	✓	✓	2/4
Mohammed Refaat Ahmed ²	-	-	✓	✓	2/4
Abdulaziz S. Al Zammam ²	-	-	✓	✓	2/4
Attendance Percentage	100%	67%	100%	100%	-

(1) End of membership by the end of the sixth Board session on 25/05/2025.

(2) Beginning of membership in the seventh Board session on 26/05/2025.»

The means relied upon by the Board of Directors to evaluate its performance and the performance of its committees and members, and the external party that conducted the evaluation and its relationship to the company, if any.

With reference to Article No. (39) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority (CMA), which requires that Board evaluation procedures be conducted annually, the Company's Board of Directors appointed an external party to evaluate its performance and the performance of its sub-committees in 2024. Accordingly, the Nominations and Remunerations Committee undertook the task of conducting the evaluation of the Board members, the Board as an entity, and the Board's sub-committees for the year 2025, using formal, objective, and transparent criteria as follows:



The Nominations and Remunerations Committee has affirmed that the Board of Directors and its sub-committees are kept constantly informed of business developments and that they have acted in good faith and diligence, while exercising the necessary professional care and adhering to the relevant rules and regulations in a manner that benefits the Company and other stakeholders. The results of the evaluation have been presented to the Board.

Details of Remuneration Paid to Board Members and Senior Executives

The Company wishes to emphasize that the remuneration for members of the Board of Directors, its committees, and the Company's senior executives, as well as the methodology for determining such remuneration, has been disclosed in the Company's Remuneration Policy. This policy was adopted by the Board of Directors and approved by the General Assembly on 26/11/2024. The Company also confirms that there are no material deviations between the internal Remuneration Policy and the amounts mentioned below.

1. Board of Directors' Remuneration

The table below illustrates the details of remuneration and allowances paid to members of the Board of Directors and its sub-committees for the year 2025.

(٠ Million)

Member Name	Fixed Remuneration				Total	Variable Remuneration	End of Service Benefit	Grand Total*	Expenses**
	Fixed Amount	Board Meetings Attendance Allowance	Total Committee Meetings Attendance Allowance	Statement of amounts received by board members for technical, administrative, or advisory works					
First: Independent Members									
Hatem F. Balghoneim	0.051	0.010	0.037	-	0.098	-	-	0.098	-
Osama M. Al Khonaizi	0.051	0.010	0.089	-	0.150	-	-	0.150	-
Jameel A. Al Molhem	0.051	0.010	0.057	-	0.118	-	-	0.118	-
Ahmed A. AlQuraishi	0.180	0.035	0.075	-	0.290	-	-	0.290	-
Hesham A. Al Jaber	0.180	0.035	0.077	-	0.292	-	-	0.292	-
Ayham M. Al Yousef	0.128	0.025	0.122	-	0.276	-	-	0.276	-
Adel S. Dehlawi	0.128	0.025	0.136	-	0.290	-	-	0.290	-
Bashar A. Abalkhail	0.128	0.025	0.142	-	0.296	-	-	0.296	-
Faisal A. Al Qahtani	0.128	0.025	0.037	-	0.191	-	-	0.191	-
Ghassan A. AlThukair	0.128	0.025	0.160	-	0.313	-	-	0.313	-
Mohammed Refaat Ahmed	0.128	0.025	0.089	-	0.242	-	-	0.242	-
Second: Non-Executive Members									
Sulaiman A. Al Kadi	0.071	0.010	0.037	-	0.118	-	-	0.118	-
Khalifa A. Al Mulhem	0.051	0.010	-	-	0.061	-	-	0.061	-
Wasef S. Al Jebshah	0.051	0.010	-	-	0.061	-	-	0.061	-
Waleed M. Al Jafaari	0.051	0.010	-	-	0.061	-	-	0.061	-
Dr. Soliman A. Al Twaijri	0.051	0.010	0.051	-	0.113	-	-	0.113	-
Abdulatif K. Almulhem	0.230	0.035	0.197	-	0.462	-	-	0.462	-
Third: Executive Members									
None									

- In all cases: The total amount of bonuses and financial or in-kind benefits received by a member of the Board of Directors shall not exceed five hundred thousand annually (including attendance fees for Board meetings and its sub-committees, and travel expenses allowance).
- The members of the Audit Committee are excluded from this, as stipulated in the Company's Articles of Association.
- Expense allowance consists of local transportation costs and airfare tickets (round trip) for a Board member or a Committee member who is not resident in the venue of the Board meetings or its sub-committees, which are held at the Company's head office in Al-Khobar, Kingdom of Saudi Arabia.

We would like to note that, other than the amounts mentioned above, no in-kind benefits, expense allowances, or fees were granted to any Board members as employees or executives. No special remuneration was granted to the Chairman of the Board or the Secretary. Additionally, none of the members received any granted shares, periodic bonuses, or short or long-term incentive plans. The Company has not provided any cash loan of any kind to the members of its Board of Directors, nor has it guaranteed any loan contracted by one of them with others (a third party).

2. Senior Executives Remuneration

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, determines the remuneration of senior executives, which includes the following:

A fixed amount, paid in the form of salary and allowances, where allowances include housing allowance, transportation allowance, annual tickets for non-citizens, and any other allowances proposed by the Nomination and Remuneration Committee and approved by the Board of Directors.

An annual bonus linked to performance indicators, according to the annual evaluation of senior executives.

The remuneration plans and policies for the company's employees and senior executives are approved by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.

The following is a statement of the remunerations and compensations received by five senior executives who received the highest remunerations from the Company, including the Chief Executive Officer and the Chief Financial Officer, as follows:

Senior Executives	Fixed Remuneration				Grand Total	End of Service Indemnity	Periodic Remuneration (Variable)
	Total fixed remuneration	In-kind benefits	Allowances	Salaries			
Five senior executives who received the highest remunerations from the Company, including the Chief Executive Officer and the Chief Financial Officer	6,530,943	2,285,831	292,918,20	9,109,692.20	-	1,274,854	10,384,546.20

2. Remuneration of Board Committees' Members

(ﷲ Million)

Member Name	Grand Total	Attendance Fees	Fixed Remunerations (Excluding Attendance Fees)
Members of the Executive and Strategy Committee			
Dr. Soliman A. Al Twajiri (Former Committee Chairman) ¹	-	-	-
Hatem F. Balghoneim (Member) ¹	-	-	-
Jameel A. Al Molhem (Member) ¹	-	-	-
Abdulatif K. Almulhem (Member)	0.070	0.015	0.085
Adel S. Dehlawi (Current Committee Chairman) ²	0.070	0.015	0.085
Ayham M. Al Yousef (Member) ²	0.070	0.015	0.085
Bashar A. Abalkhail (Member) ²	0.070	0.015	0.085
Ghassan A. AlThukair (Member) ²	0.070	0.015	0.085
Audit Committee Members			
Jameel A. Al Molhem (Former Committee Chairman) ¹	0.050	0.007	0.057
Dr. Sulaiman A. Al Sakran (External Member) ¹	0.050	0.007	0.057
Adeeb S. Al Fuhaid (External Member) ¹	0.050	0.007	0.057
Bashar A. Abalkhail (Current Committee Chairman) ²	0.050	0.007	0.057
Yasser S. Al Shaalan (External Member) ²	0.050	0.007	0.057
Khalid M. Al Eid (External Member) ²	0.050	0.007	0.057
Investment Committee Members			
Khalifa A. Al Mulhem (Former Committee Chairman) ¹	-	-	-
Waleed M. Al Jafaari (Member) ¹	-	-	-
Sulaiman A. Al Kadi (Member) ¹	-	-	-
Wasef S. Al Jebshah (Member) ¹	-	-	-
Ahmed A. AlQuraishi (Former Committee Chairman)	0.070	0.005	0.075
Johnson Varughese (Executive Member)	-	-	-
Abdulatif K. Almulhem (Member) ²	0.070	0.005	0.075
Ghassan A. AlThukair (Member) ²	0.070	0.005	0.075

(ﷲ Million)

Member Name	Grand Total	Attendance Fees	Fixed Remunerations (Excluding Attendance Fees)
Nomination and Remuneration Committee Members			
Hatem F. Balghoneim (Former Committee Chairman) ¹	0.035	0.002	0.037
Sulaiman A. Al Kadi (Member) ¹	0.035	0.002	0.037
Osama M. Al Khonaizi (Member) ¹	0.035	0.002	0.037
Abdulatif K. Almulhem (Member) ¹	0.035	0.002	0.037
Ayham M. Al Yousef (Current Committee Chairman) ²	0.035	0.002	0.037
Faisal A. Al Qahtani (Member) ²	0.035	0.002	0.037
Mohammed Refaat Ahmed (Member) ²	0.035	0.002	0.037
Basma K. Alsweilem (External Member) ²	0.035	0.002	0.037
Risk Management Committee Members			
Dr. Soliman A. Al Twajiri (Former Committee Chairman) ¹	0.046	0.005	0.051
Osama M. Al Khonaizi (Member) ¹	0.046	0.005	0.051
Hesham A. Al Jaber (Current Committee Chairman)	0.070	0.007	0.077
Adel S. Dehlawi (Member) ²	0.046	0.005	0.051
Mohammed Refaat Ahmed (Member) ²	0.046	0.005	0.051
Abdulaziz S. Al Zammam (External Member) ²	0.046	0.005	0.051

(1) End of membership due to the conclusion of the sixth Board term on 25/05/2025.

(2) Appointment of the member in the new term on 26/05/2025.

Internal Controls

The Committee has been formed by the general assembly decision based on an article (101) of companies' law. The Committee comprises three members, all are independent. The chairman is an independent Board member of the Company. The Audit Committee held six meetings in the year 2025 including the annual meeting with the Board of Directors on 14/12/2025. The purposes of these meetings included, among others, the following:

Review and recommend the interim and annual financial results of the Company for the Board of Directors' approval.

Evaluate the adequacy and effectiveness of the internal and external auditors.

Evaluate the adequacy and effectiveness of the Compliance and AML departments.

Review the Appointed Actuary Reserves reports and make recommendations thereon to the Board of Directors.

Review and approve Internal Audit, and Compliance Annual plans.

Review and study regulatory observations and recommend them for the Board review.

Ensure soundness of the internal control system of Walaa.

Review and monitor related party transactions and ensure declaration of those transactions in the board reports and financial statements.

Review outstanding legal cases by or against the company.

The Internal Audit department and Compliance department maintains its organization's independence by functionally reporting to the Audit Committee as required by the regulations in Saudi Arabia and the best practices. As instructed by the Audit Committee and the requirement of policies and procedures of the company as well as best practices, the procedure followed by the Internal Audit department in discharging its responsibilities is as follows:

1. All significant business processes are periodically risk-assessed and classified as high, medium, and low-risk types of business processes.
2. An audit plan is then prepared and submitted to the Audit Committee for approval on an annual basis. The audit plan is risk-focused, i.e., the high-risk business processes are subject to more frequent audits.
3. As a result of evolving circumstances, the audit plan may require revisions. Any revisions to the audit plan are also approved by the Audit Committee.

4. The results of the conducted Audit reviews are submitted to the Audit Committee.
5. Identified risks during the Audit reviews are monitored for corrective actions implementation.

Based on the risk assessments, audit plan, and the internal audit review reports submitted by the Internal Audit department and performed by the external auditors, the Audit Committee was able to conclude that the internal control system in the company is effective.

Moreover, the Compliance and AML function of the company assists the Audit Committee in ensuring compliance by the company's Management, the Board of Directors, and approved persons with all relevant regulatory requirements, guidelines, and directives issued by Insurance Authority, CMA, CHI, and other statutory authorities. The compliance function's key responsibilities include the following:

1. Developing, implementing, documenting and updating as needed compliance monitoring and risk management strategies, systems, procedures, processes and controls to meet Insurance Authority's regulatory requirements, directives and Anti-Money Laundering regulations
2. Ensuring Compliance with CMA rules and regulations, including listing requirements, regulatory compliance, and corporate governance.
3. Monitoring changes in legislation for insurance and ensure that the company acts in accordance with the revised/changed requirements.
4. Undertaking ongoing monitoring and ad hoc audits and checks to assess the validity and application of internal procedures and processes and their compliance with regulations and/or directives
5. Ensuring that the company fulfills all the conditions required by Insurance Authority and develops and maintains a professional relationship with Insurance Authority and other statutory bodies.
6. Working with departmental heads to direct compliance issues to appropriate channels for investigation and resolution.

Statement of the dates of the General Assemblies of shareholders held during the fiscal year and the names of the Board of Directors' members who attended these assemblies

Pursuant to Article (29) of the Company's Bylaws, the Board of Directors invites the shareholders annually to hold the General Assembly, where the date, time, and venue of the General Assembly are determined. This is to discuss and approve the items presented related to matters concerning the shareholders, the members of the Board of Directors, and all other material matters, through holding an Ordinary or Extraordinary General Assembly.

The table below shows the attendance record of the Board of Directors' members for the General Assembly meetings during the year 2025:

Member Name	Extraordinary General Assembly Meeting 20/05/2025
	Attendance Record
Sulaiman A. Al Kadi ¹	✓
Khalifa A. Al Mulhem ¹	X
Wasef S. Al Jebshah ¹	✓
Dr. Soliman A. Al Twajiri ¹	✓
Waleed M. Al Jafaari ¹	✓
Hatem F. Balghoneim ¹	✓
Jameel A. Al Molhem ¹	✓
Osama M. Al Khonaizi ¹	✓
Hesham A. Al Jaber	✓
Abdulatif K. Almulhem	X
Ahmed A. AlQuraishi	✓
Ayham M. Al Yousef ²	-
Adel S. Dehlawi ²	-
Bashar A. Abalkhail ²	-
Faisal A. Al Qahtani ²	-
Ghassan A. AlThukair ²	-
Mohammed Refaat Ahmed ²	-

***(1)** End of membership due to the conclusion of the sixth Board term on 25/05/2025.

***(2)** Commencement of membership in the seventh Board term on 26/05/2025, after the date of the General Assembly.

Details of Shares and Debt Instruments issued by each Subsidiary

Not Applicable

Dividends policy

The Company adopts the requirements to distribute dividends as and when declared, as per its Bylaws article (45), each shareholder is entitled to his share of the profit according to the General Assembly resolution.

The Dividends resolution shall state the due and distribution dates. Moreover, the shareholders who are registered in the shareholders' book / record by end of dividends' cum-date are eligible for the dividends on the distribution date. The Company shall notify CMA without delay regards the Dividends resolutions or recommendations.

Dividends are payable on the place and time determined by the Board and in accordance with the instructions issued by the regulators, subject to a written approval from Insurance Authority.

Due to the Company's operations growth, and its need to maintain an adequate capital to meet the growth in its operations while maintaining a strong solvency ratio, The Board of Directors did not recommend distributing any dividends for the years 2024 & 2025.

Description of any interest in the class of voting shares belonging to persons (other than Board members, Senior Executives, and their relatives) who informed the Company of those rights and any changes to those rights during the year

There is no interest in the class of voting shares belonging to persons (other than Board members, Senior Executives, and their relatives) who have informed the Company of those rights under Article (68) of the Rules on the Offer of Securities and Continuing Obligations, or any changes to those rights during the year 2025.

Description of any interest, contractual securities, and subscription rights belonging to the issuer's Board members, Senior Executives, and their spouses and minor children in the shares or debt instruments of the Company or any of its subsidiaries, and any change in that interest or those rights during the year

The table below illustrates the details of the number of shares owned by the Board members, Senior Executives, and their relatives in the Company:

Name of the person to whom the interest or subscription rights belong	Beginning of Year 2025		End of Year 2025		Net Change	Change Percentage
	Number of Shares	Debt Instruments	Number of Shares	Debt Instruments		
Abdulatif K. Almulhem	1,658,543	-	1,674,965	-	16,422	0.99 %
Ahmed A. AlQuraishi	-	-	25,000	-	25,000	100 %
Hesham A. Al Jaber	-	-	-	-	-	-
Ayham M. Al Yousef	-	-	-	-	-	-
Adel S. Dehlawi	10	-	10	-	0	0 %
Bashar A. Abalkhail	-	-	17,500	-	17,500	100 %
Faisal A. Al Qahtani	-	-	-	-	-	-
Ghassan A. AlThukair	1,499	-	1,499	-	0	0 %
Mohammed Refaat Ahmed	-	-	-	-	-	-
Johnson Varughese	134,969	-	185,000	-	50,031	37.07 %

There is no interest, option rights, or subscription rights belonging to the Senior Executives and their spouses and minor children in the shares or debt instruments of the Company or any of its subsidiaries during the year 2025.

Loans or Issuances / Redemptions of Securities

The Company has not borrowed any funds, nor has it issued or redeemed any listed securities during the year 2025. Furthermore, the Company does not own any convertible or redeemable debt instruments, option rights, subscription right warrants, or any other similar rights.

Description of the classes and numbers of any convertible debt instruments, contractual securities, subscription right warrants, or similar rights issued or granted by the Company during the fiscal year, along with an explanation of any consideration received by the Company in exchange

The Company has not granted or issued any convertible debt instruments, contractual securities, subscription right warrants, or similar rights during the year 2025, and the Company did not receive any consideration in exchange.

Description of any conversion or subscription rights under convertible debt instruments, contractual securities, subscription right warrants, or similar rights issued or granted by the Company

There are no conversion or subscription rights under convertible debt instruments, contractual securities, subscription right warrants, or similar rights issued or granted by the Company during the year 2025.

Description of any redemption, purchase, or cancellation by the Company of any redeemable debt instruments, and the value of the remaining securities, with a distinction between the listed securities purchased by the Company and those purchased by its subsidiaries

There were no redemptions, purchases, or cancellations by the Company or its subsidiaries of any redeemable debt instruments during the year 2025.

Number of the Company's requests for the shareholders' register, the dates of those requests, and their reasons

The Company requested the shareholders' register (14) times during the year 2025. The table below illustrates the dates and reasons for requesting the shareholders' register:

Request Date	Reason for Request
29/12/2025	Company Procedures
30/11/2025	Company Procedures
02/11/2025	Others
19/10/2025	Others
29/09/2025	Others
31/08/2025	Others
16/07/2025	Company Procedures
14/05/2025	Company Procedures
12/05/2025	Company Procedures
08/05/2025	Company Procedures
01/05/2025	Company Procedures
16/04/2025	Company Procedures
09/03/2025	Others
02/02/2025	Others

Related Party Transactions

Related parties represent major shareholders, Board of Directors, key Management personnel of the Company, and entities controlled, jointly controlled, or significantly influenced by such parties. All transactions with such related parties are conducted on normal terms and conditions, which are approved by the annually General Assembly.

The table below illustrates the details of related parties' transactions during the year ended 31st December 2025:

(S Million)

Name of Related Party	Name of the Representative Board Member	Nature of Account	Nature of Transaction/Deal	Account Type	Contract Duration	Contract Value
Khalifa Abdul Latif Al Mulhim Co.	Abdulatif Almulhem	Vice Chairman	Various Insurance	Insurance Operations	12-months	0.205
Khalifa A. AL-Mulhem Company LTD. (KAMCO)						
Khalifa A Almulhem Company Limited (KAMCO)						
Khalifa Abdul Latif Al Melhem Company Limited						
Advanced Petrochemical Company						
Saudi Paper Manufacturing Company	Bashar A. Abalkhail	Member	Various Insurance	Insurance Operations	12-months	0.073
Yasmina For Information Technology						
Al-Mousa Specialist Hospital Company						
Saudi Paper Manufacturing Company						

(S Million)

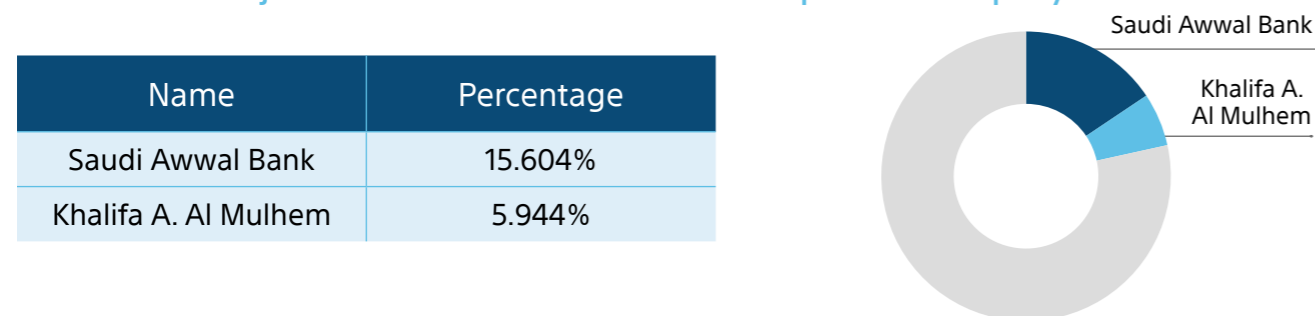
Name of Related Party	Name of the Representative Board Member	Nature of Account	Nature of Transaction/Deal	Account Type	Contract Duration	Contract Value
Arab National Bank	Hesham Al Jabr	Member	Various Insurance	Insurance Operations	12-months	0.838
Ball United Arab Can Manufacturing Company						
Haier & Aljabr Saudi Electronics Trading Company						
Gulf Carton Factory Company						
Canned soft drink factory						
Aljabr Holding Company	Mohammad R. Shafiq	Member	Various Insurance	Insurance Operations	12-months	0.220
Aljabr Company For Home Appliances						
Advanced Piping Solutions	Ahmed Al Quraishi	Member	Various Insurance	Insurance Operations	12-months	-
Total						1.336

Major Shareholders

(S Million)

Related Party Name	Relationship Nature	Nature Of Transactions	Nature as Per Account Register	Contract Duration	Transaction Amount
Saudi Awwal Bank	Share Holder	Group Insurance	Insurance Operations	12 Months	0.354
Olayan Group Of Companies	Share Holder	Various Insurance	Insurance Operations	12 Months	1.927
"Khalifa Al Mulhim"	Share Holder	Motor Insurance	Insurance Operations	12 Months	0.022

Names of all major shareholders and their ownership in the Company



Businesses and contracts in which the Company is a party, or in which a member of the Board of Directors, Senior Executives, or any person related to any of them has an interest.

(S Million)

Senior Executive Name	Position	Nature of Transaction	Nature as per Account Register	Contract Duration	Transaction Amount
Johnson Varughese	Chief Executive Officer	Motor Insurance	Insurance Operations	12 Months	1.4
Sukumara Prakash	Chief Health and Life Insurance Officer	Motor Insurance	Insurance Operations	12 Months	2.6
Turki Abdulaziz Al Barik	Chief Operating Officer	Motor Insurance	Insurance Operations	12 Months	2.8
Wail Abdulaziz Alahmed	Chief Commercial Officer	Motor Insurance	Insurance Operations	12 Months	2.8
Wasif Farooq Muhammad	Chief Technical Officer General & Motor	Motor Insurance	Insurance Operations	12 Months	2.8
Turki K. Al Mullhem	Chief Motor Insurance Officer	Motor Insurance	Insurance Operations	12 Months	3
Total					12.4

A statement of any arrangements or agreement under which a member of the Board of Directors or a Senior Executive has waived any remuneration or compensation.

The CEO, appointed as an executive member of the Investment Committee, waived the compensation designated for committee members, as per the following table:

(S Million)

Member Name	Fixed Remuneration (excluding meeting attendance fees)	Meeting Attendance Fees	Grand Total
Investment Committee Members			
Johnson Varughese (Executive Member)	(0.070)	(0.005)	(0.075)

A statement of any arrangements or agreement under which a shareholder of the Company has waived any rights to dividends.

There were no arrangements or agreements under which any shareholder of the Company waived any rights to dividends during the year 2025.

Statement of the Value of Any Investments or Reserves Established for the Benefit of the Company's Employees

As part of its commitment to supporting employees and enhancing their well-being, the Company provides a range of benefits designed to support employees and their families. All employees are provided with Life Insurance coverage, which includes protection in cases of accidental death and disability. The Company also offers employees and their families a special discount on Motor Insurance. In recognition of the importance of education, the Company provides an education allowance for employees' children based on the employee's job grade. Additionally, nursery support is provided for all female employees across all grades to assist them in balancing their professional and family responsibilities. These initiatives reflect the Company's commitment to fostering a supportive work environment and improving the quality of life for its employees and their families.

External auditor's report reservations on the annual financial statements

The external auditors' report did not negatively qualify any matter on the annual consolidated financial statements of Walaa Cooperative Insurance Company (Walaa) for the year ended 31 December 2025, nor did it contain any reservations.

External Auditors

The Ordinary General Assembly meeting was held on 20 May 2025, whereby the assembly approved the appointment of external auditors as recommended by the Audit Committee at predetermined fees in order to audit annual consolidated financial statements for the year ended 31 December 2025 and to review interim condensed consolidated financial statements for 2nd and 3rd quarters of 2025 and 1st quarter of 2026, and the fees were approved.

Board of Directors' recommendation to replace the auditor before the end of the term for which they were appointed and the reasons thereof

The Board of Directors did not recommend the replacement of the appointed auditor before the end of the term for which they were appointed.

Audit Committee recommendations that conflict with Board of Directors' decisions or which the Board refused to adopt regarding the auditors

There are no recommendations from the Audit Committee that conflict with the Board of Directors' decisions, nor are there any recommendations that the Board refused to adopt regarding the auditors.

Company Declarations

The Board of Directors of Walaa Cooperative Insurance Company declares the following:

That accounting records have been correctly prepared.

That the system of internal control has been prepared on sound foundations and effectively implemented.

That there is no significant doubt concerning the Company's ability to continue as a going concern.

That there is no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors.

06

Social

Responsibility



Social Responsibility

Social responsibility initiatives at Walaa are considered one of the pillars of the vision for developing education and skills, in addition to community development. All prominent initiatives implemented during the year 2025 reflect Walaa's role in charitable work and its keenness on active responsibility in the community through its participation in national initiatives and projects that support the charitable work sector in the Kingdom, with the aim of achieving the comprehensive goals of Vision 2030. Below are some of the most prominent key initiatives implemented at Walaa in 2025.



Safe Driving, as a strategic partner to Imam Abdulrahman bin Faisal University

A community initiative to spread awareness and motivate safe driving and traffic safety, in cooperation with Imam Abdulrahman bin Faisal University and the Saudi Society for Traffic Safety, Walaa launched the Safe Driving Competition, which lasted for two months through the (Walaa Drive) application supported by artificial intelligence. Also, the honoring ceremony and the announcement of the winning students were inaugurated at the university.



A Nation's Portrait

In an effort to leave a mark with a positive and humanitarian impact and to enhance social responsibility, on September 17, 2025, Walaa and its employees, in cooperation with the Ministry of Human Resources and Social Development, contributed to an initiative that promotes the spirit of volunteering and belonging to the nation through a human artistic portrait drawn by a stand of pride from Saudi youth, in which their unity and loyalty to their nation were embodied.



Founding Day

Celebrating an ancient history, and inspiring a better future.. To honor and commemorate the founding of the Kingdom of Saudi Arabia and its history, Walaa celebrated Founding Day in all its regional offices in Khobar, Jeddah, and Riyadh.



Saudi National Day

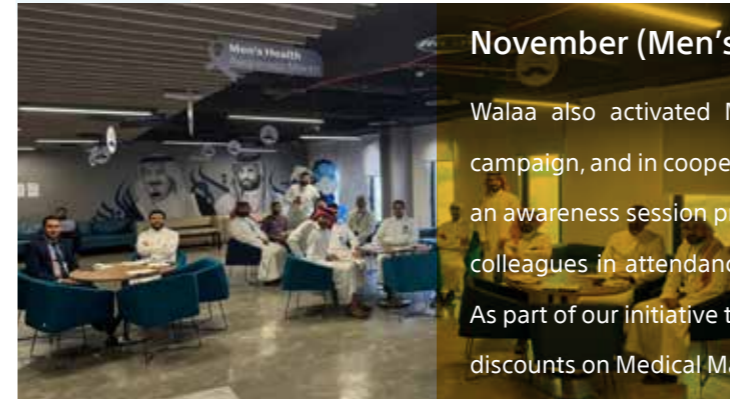
Walaa expresses its loyalty to the nation through activating the 95th Saudi National Day, as it offered congratulations to its employees and symbolic gifts as an affirmation of the company's pride in its belonging to this giving nation, and as a renewal of the pledge and continuation of the journey of giving. Under the slogan "Pride is Our Nature," Walaa launched a special campaign in celebration of the 95th Saudi National Day, where exclusive offers on insurance products were provided to its dear customers.



Pink October (Breast Cancer Awareness Month)

In cooperation with King Fahad Specialist Hospital, Walaa activated Breast Cancer Awareness Month through the Pink October campaign, where an enriching panel discussion about breast cancer was presented with the gracious attendance of our female colleagues.

As part of our initiative to support a healthier environment, Walaa offered exclusive discounts on Medical Malpractice Insurance and Rahal Travel Insurance by 15 %.



November (Men's Health Awareness Month)

Walaa also activated Men's Health Awareness Month through the November campaign, and in cooperation with King Fahad University Hospital, Walaa organized an awareness session presented by Dr. Abdullah Al Zahrani, who enriched our male colleagues in attendance with valuable information about men's health.

As part of our initiative to support a healthier environment, Walaa offered exclusive discounts on Medical Malpractice Insurance and Rahal Travel Insurance by 15 %.



Binaa Association for Orphan Care

Within the framework of Walaa's commitment to social responsibility, ﷲ 0.5 was donated for every issued insurance policy to the Binaa Association for Orphan Care.



Prince Sultan Foundation for Rehabilitation of the Disabled (EFA)

Within Walaa's ongoing efforts to support community development, ﷲ 0.5 was donated for every issued insurance policy to the Prince Sultan Foundation for Rehabilitation of the Disabled (EFA).

Through these initiatives, Walaa continues its efforts in effectively contributing to improving the lives of individuals and supporting the local community in line with the Kingdom's Vision 2030.



07

Risks Facing
the Company

1. Overview of the Risk Environment

The insurance sector in the Kingdom of Saudi Arabia continues to operate within a dynamic and evolving environment. During 2025, the industry experienced increased competitive pressure, heightened regulatory supervision, accelerated digital transformation initiatives, and continued market consolidation through mergers and acquisitions. These developments, combined with global economic uncertainty and market volatility, have contributed to a more complex risk landscape.

Within this environment, Walaa Cooperative Insurance Company remains exposed to a range of strategic, financial, operational, regulatory, and emerging risks that may impact its performance and ability to achieve strategic objectives. Accordingly, the identification, assessment, and management of risks remain a core component of the Company's governance and decision-making processes.

2. Enterprise Risk Management Framework

Walaa Cooperative Insurance Company has established an Enterprise Risk Management framework designed to support consistent and structured risk management across the organization. The framework aligns with recognized international standards, including:

ISO 22301

Standard For Business Continuity

ISO 27001

Standard For Information Security

ISO 31000

Standard For Risk Management

As well as the regulatory requirements issued by the Insurance Authority.

The Enterprise Risk Management framework facilitates the identification, assessment, mitigation, monitoring, and reporting of risks arising from business activities, strategic initiatives, digital transformation programs, outsourcing arrangements, and external market developments. Risk assessments are conducted periodically and updated to reflect changes in the internal and external operating environment, ensuring continued alignment with the Company's objectives and risk appetite.

3. Risk Governance and Oversight

Risk governance at Walaa Cooperative Insurance Company is structured in accordance with the internationally recognized Three Lines of Defense model, which provides clarity of responsibilities, accountability, and effective oversight across the organization:

First Line of Defense

Consists of business units and operational functions that are directly responsible for day-to-day activities. These functions own the risks arising from their operations and are accountable for identifying, assessing, and managing those risks within approved policies, procedures, and delegated authorities. Management within the First Line is responsible for implementing internal controls, monitoring operational performance, ensuring compliance with regulatory and internal requirements, and escalating significant issues in a timely manner.

Second Line of Defense

Risk Management, Compliance, Legal, and Cyber Security, and DMO that provide oversight and specialist guidance. This line is responsible for establishing the risk management framework, developing policies and standards, and ensuring that risk management practices are applied consistently across the organization.

The Second Line does not directly manage or operate controls; instead, it provides independent monitoring, review, and challenge to ensure that the First Line is effectively managing the risks for which they are responsible. This includes assessing adherence to regulatory and internal requirements, monitoring risk exposures against the approved risk appetite, advising management on emerging risks, and escalating material issues to senior leadership or relevant committees.

Third Line of Defense

Provided by the Internal Audit function, which delivers independent and objective assurance over the effectiveness of governance, risk management, and internal control processes. Internal Audit evaluates whether the First and Second Lines are operating as intended and reports its findings directly to the Audit Committee, thereby supporting the Board in fulfilling its oversight responsibilities.

Through the coordinated operation of the Three Lines of Defense, supported by active Board and Senior Management oversight, Walaa Cooperative Insurance Company maintains a strong governance structure that promotes effective risk management, regulatory compliance, and sustainable business performance.

4. Key Risks Faced by the Organization

The following represent the principal risks identified by the Company during 2025. These risks are managed through a robust risk management framework supported by established governance structures, policies, and control mechanisms, and are subject to ongoing monitoring to ensure continued alignment with the Company's approved risk appetite and strategic objectives.

A. Underwriting and Pricing Risk

Underwriting and pricing risk arises from the possibility that premiums charged may be insufficient to cover claims, operating expenses, and capital requirements. This risk is influenced by claims volatility, portfolio composition, pricing assumptions, and competitive market dynamics.

During 2025, the Saudi insurance market experienced intensified competition, particularly within mandatory lines of business such as Motor and Medical insurance. Competitive pricing pressure, market-driven rate reductions, and increased broker influence have continued to constrain pricing flexibility across the sector. Such conditions may challenge the ability to fully reflect underlying risk characteristics within premium pricing, particularly in high-volume portfolios and short renewal cycles.

Walaa Cooperative Insurance Company manages underwriting and pricing risk through clearly defined underwriting guidelines, delegated authority limits, structured pricing reviews, portfolio performance monitoring, and periodic underwriting risk assessments. Reinsurance arrangements are utilized to mitigate exposure to large or catastrophic losses and support portfolio stability.

B. Reinsurance Risks

Reinsurance Risk refers to the potential that the Company's reinsurance arrangements may not provide the intended level of protection against underwriting exposures, large losses, or catastrophic events. This risk may arise where reinsurance coverage is insufficient, counterparties fail to meet their obligations, contractual terms are subject to differing interpretation, or excessive reliance is placed on a limited number of reinsurers. Effective reinsurance management is therefore critical to maintaining capital adequacy, earnings stability, and resilience against adverse loss experience.

The principal sources of Reinsurance Risk include the following:

 <p>Inadequate Coverage Reinsurance protection may be insufficient due to contractual limitations, exclusions, attachment points, or underestimation of potential claim severity or accumulation exposure. To mitigate this risk, Walaa Cooperative Insurance Company adheres to comprehensive reinsurance guidelines designed to ensure that coverage structures remain appropriate for the Company's risk profile and underwriting portfolio.</p>	 <p>Reinsurer Insolvency Risk Although considered remote, there remains a risk that a reinsurer may become insolvent or experience financial deterioration, which could expose the Company to uninsured losses. Walaa Cooperative Insurance Company mitigates this risk through rigorous financial assessment of reinsurers and ongoing monitoring of their creditworthiness.</p>	 <p>Claims Settlement and Contract Interpretation Risk Differences in interpretation of reinsurance contract terms or disputes related to claims settlements may delay recoveries and increase operational complexity. To address this risk, Walaa Cooperative Insurance Company maintains structured contract review processes, clear documentation standards, and defined escalation mechanisms to support timely and effective recovery.</p>	 <p>Reinsurance Concentration Risk Excessive reliance on a limited number of reinsurers or specific reinsurance programs may increase exposure to counterparty risk. Walaa Cooperative Insurance Company manages this risk through diversification of its reinsurance panel and the use of multiple reinsurance structures where appropriate.</p>
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In accordance with regulatory requirements, the minimum acceptable credit rating for reinsurers is B+ or its equivalent. However, Walaa Cooperative Insurance Company applies more conservative internal standards in reinsurer selection. As at 2025, approximately 92% of the Company's reinsurance counterparties maintain strong credit ratings of AA or A, reflecting high financial strength and market standing.

The Reinsurance Program is subject to ongoing oversight and periodic review to ensure continued alignment with the Company's underwriting strategy, capital position, and approved risk appetite.

C. Counterparty Default Risk

Counterparty default risk represents potential losses arising from the failure of counterparties including reinsurers, intermediaries, and financial institutions, and insured clients to meet contractual obligations. It also includes the impact of credit rating downgrades on recoverability and asset values.

This risk is managed through prudent diversification, defined exposure limits, credit assessments, and ongoing monitoring of counterparty financial strength. Counterparty concentration risk is monitored continuously and managed in line with approved risk appetite thresholds.

D. Operational Risk

Operational risk arises from inadequate or failed internal processes, people, systems, or external events. This includes risks related to human error, fraud, system outages, third-party dependency, legal matters, and business disruption.

During 2025, operational risk exposure has been influenced by the Company's ongoing digital transformation initiatives. While these initiatives support long-term efficiency and service improvement, they introduce transitional risks such as system integration challenges, data migration risks, process redesign dependencies, and change management complexity.

Operational risk is managed through internal controls, documented procedures, training, incident reporting, third-party oversight, and business continuity planning. However, increased reliance on technology and vendors continues to elevate operational complexity and requires ongoing enhancement of controls.

E. Market Risk

Market risk refers to potential adverse movements in interest rates, equity prices, credit spreads, and foreign exchange rates that may impact on the value of the Company's investment portfolio.

Market conditions during 2025 remained subject to volatility driven by global economic developments and monetary policy changes. Walaa Cooperative Insurance Company manages market risk through approved investment policies, asset allocation limits, portfolio diversification, and oversight by relevant governance committees.

F. Cyber Security Risk

Cyber security risk arises from the potential for unauthorized access, data breaches, cyber-attacks, or system disruptions that could compromise information assets and business operations. The ongoing expansion of digital platforms and system interconnectivity has led to an increase in attempts on the insurance sector within KSA, highlighting the importance of vigilant risk management.

In response to these challenges, Walaa Cooperative Insurance Company has established a comprehensive cyber security governance framework designed to safeguard the confidentiality, integrity, and availability of its information assets. The framework incorporates a layered control environment, including advanced threat detection and monitoring capabilities to support timely identification and response to potential cyber threats.

Protective measures such as data encryption are applied to sensitive information both in transit and at rest, while access to systems is governed through defined user roles, privileged access controls, and multi-factor authentication (MFA). These controls operate within a broader governance structure supported by policies, procedures, and continuous oversight, reflecting Walaa's commitment to maintaining a resilient and secure digital environment.

Regular security audits and vulnerability assessments are conducted to proactively identify and remediate potential threats. Clear incident response plans have been developed to manage security breaches swiftly and minimize their impact. Ongoing employee training programs enhance awareness of cyber threats and promote best practices for data security.

Walaa's alignment with regulatory and international standards ensures adherence to industry best practices. Through these advanced cyber controls, Walaa Cooperative Insurance Company reinforces its defenses against increasingly sophisticated and frequent cyber threats.

The highest priority is placed on the protection of customer data, driving continuous efforts to enhance cyber security measures, safeguard information assets, and ensure the reliable operation of the business.

G. Regulatory and Anti-Money Laundering (AML) Risk

Walaa Cooperative Insurance Company operates within a highly regulated and evolving regulatory environment and maintains a strong commitment to full regulatory compliance and governance. During 2025, regulatory oversight across the insurance sector continued to intensify, with increased supervisory engagement, data requests, thematic reviews, and heightened expectations relating to governance, risk management, and compliance practices. In particular, regulatory requirements relating to anti-money laundering and counter-terrorist financing have continued to expand, reflecting greater regulatory focus across the sector.

Regulatory and AML risks may arise from changes in laws, regulations, and supervisory expectations, as well as from the need to ensure timely and effective implementation of new and evolving requirements.

The Company manages regulatory and AML risks through a comprehensive and well-established compliance framework, which includes ongoing compliance monitoring, robust know-your-customer (KYC) procedures, transaction monitoring, regulatory reporting, regular staff training, and independent oversight. In response to the expanding scope and pace of regulatory and AML requirements, Walaa Cooperative Insurance Company continues to enhance its policies, systems, and internal control frameworks to ensure sustained compliance and alignment with regulatory expectations and industry best practices.

H. Liquidity Risk

Liquidity risk refers to the potential inability to meet financial obligations as they fall due without incurring material losses. This may result from cash flow mismatches, delayed collections, large claims payments, or investment illiquidity.

To effectively manage liquidity risk, Walaa Cooperative Insurance Company adheres to well-defined asset allocation and investment policies that prioritize liquidity requirements, ensuring the availability of sufficient liquid assets to meet both expected and stress-induced obligations. The monitoring of liquidity risk is conducted through established Key Risk Indicators (KRIs), facilitating the early identification of potential pressures and the implementation of timely management actions. This monitoring is complemented by regular reporting to senior management and relevant governance committees, ensuring consistent alignment with the Company's risk appetite.

In line with our commitment to sound financial practices, Walaa Cooperative Insurance Company continues its preparations for the implementation of Risk-Based Capital (RBC) as an integral part of our risk management framework. RBC is a regulatory measure mandating that Walaa Cooperative Insurance Company maintain capital reserves corresponding to the risk profile of its assets and liabilities, thereby enhancing overall financial stability. The objectives of RBC include aligning capital levels with actual risk exposure and promoting effective risk management strategies. Walaa Cooperative Insurance Company actively establishes policies regarding asset allocation and liquidity requirements, promoting a balanced approach to risk management. Continuous monitoring and oversight are conducted to maintain alignment with regulatory standards and the Company's risk appetite. Through proactive measures stemming from the RBC implementation, Walaa Cooperative Insurance Company reinforces its capability to address liquidity risk and enhance its financial resilience, thereby supporting sustained growth and stability in the evolving market landscape.

I. Strategic Risk

Strategic risk arises from adverse business decisions, ineffective execution, or the failure to anticipate and respond effectively to changes in the operating environment. The Board and Senior Management recognize strategic risk management as a critical enabler of long-term value creation and sustainable growth.

During 2025, the Saudi insurance market continued to experience consolidation through mergers and acquisitions, resulting in larger and more diversified market participants with enhanced capital strength, broader distribution capabilities, and increased market presence. These developments have reshaped the competitive landscape, intensifying competitive dynamics and influencing pricing behavior, distribution access, and overall market positioning.

Walaa Cooperative Insurance Company addresses strategic risk through strong Board oversight, disciplined strategic planning, and proactive execution of clearly defined strategic initiatives. Market developments are assessed on an ongoing basis, with their potential impact incorporated into strategic reviews, capital planning, and business prioritization. The Company actively strengthens its competitive positioning through targeted initiatives focused on operational excellence, selective growth, and enhanced distribution capabilities. While market consolidation presents both challenges and opportunities, Walaa's strategic agility and governance framework enable timely adaptation and informed decision-making in a rapidly evolving market environment.

J. Conduct of Business Risk

Conduct of Business risk relates to the potential for unfair customer outcomes, mis-selling, inadequate disclosures, claims handling deficiencies, or inappropriate employee or intermediary behavior. At Walaa Cooperative Insurance Company, the priority is placed on customers, and a commitment is made to ensuring that all interactions are fair and transparent.

To uphold this commitment, Walaa Cooperative Insurance Company promotes ethical conduct through comprehensive policies, targeted training programs, robust complaint management processes, and diligent governance oversight. Walaa Cooperative Insurance Company maintains a strong stance against conduct issues, operating with a zero-tolerance policy to protect our customers and the integrity of our services.

Consistently delivering positive customer outcomes across multiple distribution channels is an ongoing focus, especially in today's competitive market environment. By actively monitoring and mitigating conduct risks, Walaa Cooperative Insurance Company reinforces its commitment to ethical standards and fosters trust with our customers.

K. Actuarial Risk

Actuarial risk arises from potential inaccuracies in assumptions, methodologies, data quality, or models used in pricing, reserving, reinsurance structuring, and capital assessments.

Walaa Cooperative Insurance Company mitigates actuarial risk through governance over actuarial models, periodic assumption reviews, data validation, and independent oversight. Actuarial methodologies are applied consistently and supported by reliable data and experienced actuarial expertise, enhancing the accuracy of reserving, pricing, and capital assessment

Conclusion

Walaa Cooperative Insurance Company continues to operate within an increasingly complex risk environment shaped by competitive market dynamics, regulatory developments, digital transformation, and industry consolidation.

Through the ongoing application of its Enterprise Risk Management framework, supported by strong governance, disciplined oversight, and continuous monitoring, Walaa Cooperative Insurance Company remains well positioned to manage uncertainty and maintain financial and operational resilience in support of long-term sustainability.



08

Financial
Performance

The following is a statement of the company's income and financial results for the last three years based on International Financial Reporting Standard No. 17 (IFRS 17):

₹ Million	2025	2024	2023
Insurance Operations' Statement of Income			
Insurance Revenue	3,104	3,345	2,888
Insurance Service Expenses	(2,713)	(1,989)	(1,679)
Insurance Service Result Before Reinsurance Contracts Held	391	1,356	1,208
Allocation of Reinsurance Premiums	(1,702)	(1,574)	(1,322)
Amounts Recoverable from Reinsurers for Incurred Claims	1,150	182	141
Net Expenses from Reinsurance Contracts Held	(552)	(1,392)	(1,180)
Insurance Service Result	(160)	(36)	28
Commission Income on Investments and Deposits	44	51	40
Unrealized Gains / (Losses) on Investments Measured at Fair Value Through Income Statement	-	-	-
Expected Credit Losses and Impairment on Financial Assets	0	0	0
Net Investment Income	44	51	40
Insurance Finance Expenses from Insurance Contracts	(22)	(22)	(6)
Reinsurance Finance Income from Reinsurance Contracts	13	13	2
Net Insurance Finance Income / (Expenses)	(9)	(9)	(4)
Net Insurance and Investment Results	(125)	7	64
Other Income	3	3	7
Other Operating Expenses	(27)	(20)	(14)
Total Income / (Loss) for the Year Attributable to Insurance Operations	(150)	(11)	57
Deficit / (Surplus) Attributable to Shareholders	150	11	(57)

₹ Million	2025	2024	2023
Other Comprehensive Income for Insurance Operations			
Actuarial Gains / (Losses) on Employee End of Service Benefits	(2)	(4)	(3)
Total Comprehensive Income / (Loss) for the Year for Insurance Operations	(2)	(4)	(3)
Shareholders' Operations' Statement of Income			
Commission Income on Investments and Deposits	44	23	18
Dividend Income on Investments	14	17	17
Realized Gains / (Losses) on Investments Measured at Fair Value Through Income Statement	5	44	9
Unrealized Gains / (Losses) on Investments Measured at Fair Value Through Income Statement	(59)	5	81
Expected Credit Losses and Impairment on Financial Assets	0	0	0
Gain on Bargain Purchase	-	-	-
Net Investment Income	4	88	125
Net Insurance and Investment Results	4	88	125
Other Income	14	20	4
Other Operating Expenses	(23)	(15)	(23)
Net Income / (Loss) for the year Before Zakat and Tax Attributable to Shareholders	(5)	94	106
Surplus Transferred to Shareholders	(150)	(11)	57
Zakat Provision	(20)	(16)	(12)
Tax Provision	-	(2)	(3)
Profit attributable to minority interest	1	-	-
Net Income / (Loss) for the year After Zakat and Tax Attributable to Shareholders	(176)	64	148
Other Comprehensive Income for Shareholders' Operations			
Net Changes in Fair Value of Investments Measured at Fair Value Through Other Comprehensive Income (FVOCI) - Equity Instruments	23	35	8
Total comprehensive income / (loss) for the year for Shareholders' operations	(152)	100	156
Total Comprehensive Income	(154)	95	152
Basic and Diluted Earnings / (Loss) Per Share	(1.38)	0.62	1.45
Weighted Average Number of Ordinary Shares Outstanding	128	103	102

Statement of Financial Position (Assets) for the last three years based on International Financial Reporting Standard No. 17 (IFRS 17):

₹ Million	2025	2024	2023
Insurance Operations' Assets			
Cash and Cash Equivalents	354	653	504
Short-term Deposits	230	247	372
Prepaid Expenses and Other Assets	79	82	53
Insurance Contract Assets	-	-	-
Reinsurance contract assets for non-unit-linked business	1,922	741	790
Reinsurance contract assets for unit-linked business	0	0	0
Financial Assets for Investment Linked Insurance Contracts	517	536	543
Due from Shareholders' Operations	0	-	30
Investments	132	142	141
Long-term Deposits	360	410	262
Property and Equipment	21	15	15
Right-of-Use Assets, Net	15	23	4
Intangible Assets	37	39	38
Total Insurance Operations' Assets	3,666	2,889	2,753
Shareholders' Operations' Assets			
Cash and Cash Equivalents	53	309	9
Short-term Deposits	4	50	62
Prepaid Expenses and Other Assets	8	6	-
Statutory Deposit	128	128	85
Accrued Income on Statutory Deposit	7	0	4
Investments	1,358	1,247	975
Long-term Deposits	50	-	96
Property and Equipment	35	35	16
Right of use assets, Net	1	-	-
Intangible Assets	71	77	83
Goodwill	77	24	24
Total Shareholders' Operations' Assets	1,791	1,877	1,355
Total Assets	5,457	4,766	4,107

Statement of Financial Position (Liabilities and Equity) for the last three years based on International Financial Reporting Standard No. 17 (IFRS 17):

₹ Million	2025	2024	2023
Insurance Operations' Liabilities			
Insurance contract liabilities for non-unit-linked business	3,016	2,130	2,002
Insurance contract liabilities for unit-linked business	526	544	552
Reinsurance contract liabilities for non-unit-linked business	3	3	-
Accrued Expenses and Other Liabilities	83	160	166
Lease Liabilities	15	22	3
Provision for Employee End of Service Benefits	42	38	33
Due to Shareholders Operations	(10)	0	0
Total Insurance Operations' Liabilities	3,675	2,896	2,756
Shareholders' Operations' Liabilities			
Accrued Expenses and Other Liabilities	30	2	2
Accrued Income Payable to the Insurance Authority	7	0	4
Due to Insurance Operations	10	0	30
Provision for Zakat and Income Tax	60	43	46
Provision for Employee End of Service Benefits	1	1	1
Total Shareholders' Operations' Liabilities	109	46	83
Total Liabilities	3,784	2,942	2,839
Shareholders' Equity			
Share Capital	1,276	1,276	851
Share Premium	228	228	193
Statutory Reserve	93	93	80
Accumulated Losses / Retained Earnings	(58)	118	66
Fair Value Reserve on Available-for-Sale Investments	140	117	82
Total Shareholders' Equity	1,679	1,832	1,272
Remeasurement Reserve of Defined Benefit Obligation - Insurance Operations	(9)	(8)	(3)
Minority Interest	3	-	-
Total Liabilities and Equity	5,457	4,766	4,107

Statement of Income based on International Financial Reporting Standard No. 4 (IFRS 4) for the years (2017 - 2022):

₪ Million	2017	2018	2019	2020	2021	2022
Insurance Operations' Statement of Income						
Gross Written Premiums	1,102	1,105	1,215	1,473	2,339	2,642
Net Earned Premiums	792	798	713	797	1,042	1,303
Reinsurance Commissions	17	29	24	41	76	79
Other Underwriting Revenues	6	4	2	11	4	42
Total Revenues	815	831	739	849	1,121	1,424
Net Claims and Other Benefits Incurred	(484)	(480)	(561)	(557)	(969)	(1,162)
Policy Acquisition Costs	(73)	(72)	(46)	(48)	(60)	(87)
Other Underwriting Expenses	(3)	(10)	(23)	(32)	(106)	(132)
Net Changes in Mathematical Reserves	-	-	-	-	-	(1)
Changes in Unit-linked Liabilities Reserve	-	-	-	-	-	15
Additional Premium Reserves	(2)	(5)	(4)	21	17	1
Other Technical Reserves	5	(21)	3	(22)	1	1
Total Underwriting Costs and Expenses	(558)	(588)	(629)	(637)	(1,117)	(1,365)
Net Underwriting Income	257	243	110	212	4	59
Other Operating Expenses	(92)	(130)	(97)	(136)	(146)	(164)
Income / (Loss) from Insurance Operations	165	113	13	76	(142)	(105)
Income Attributable to Insurance Operations	17	11	1	8	-	-
Shareholders' Operations' Statement of Income						
Surplus Transferred to Shareholders	149	102	12	69	(142)	(105)
Commission Income	4	11	15	12	13	11
Dividend Income Realized from Investments	1	1	1	3	10	12
Realized Gains / (Impairment) on Investments	(5)	(8)	-	1	16	38
Unrealized Gains on Investments Held for Trading	-	-	-	-	2	(3)
General and Administrative Expenses	(6)	(6)	(5)	(11)	(12)	(18)
Gains / Losses from Bargain Purchase	-	-	-	-	-	50
Zakat and Income Tax	-	-	(2)	(22)	(9)	(12)
Net (Loss) / Income Attributable to Shareholders	142	100	21	51	(122)	(27)
Unrealized Gains on Available-for-Sale Investments	7	14	21	4	17	(18)
Total Comprehensive (Loss) / Income for the Year	149	114	42	55	(106)	(45)
Earnings / (Loss) Per Share (₪ per share)	3.22	1.62	0.40	0.82	(1.89)	(0.40)

Statement of Financial Position (Assets) based on International Financial Reporting Standard No. 4 (IFRS 4) for the years (2017 - 2022):

₪ Million	2017	2018	2019	2020	2021	2022
Insurance Operations' Assets						
Cash and Cash Equivalents	290	223	361	687	323	424
Short-term Deposits	400	431	330	50	202	250
Long-term Deposits	-	-	-	-	100	50
Premiums and Reinsurers' Balances Receivable, Net	127	202	150	333	582	728
Reinsurers' Share of Unearned Premiums	130	196	274	364	539	617
Reinsurers' Share of Outstanding Claims	111	125	98	163	339	292
Reinsurers' Share of Incurred But Not Reported (IBNR) Claims	42	42	44	58	150	181
Reinsurers' Share of Mathematical Reserves	-	-	-	139	124	89
Deferred Policy Acquisition Costs	37	24	17	25	36	51
Investments	-	-	-	-	63	211
Due from Shareholders' Operations	-	-	-	-	-	10
Prepaid Expenses and Other Assets	28	34	49	90	97	311
Property and Equipment	9	9	17	14	31	32
Intangible Assets	1	1	1	2	5	5
Unit-linked Investments	-	-	-	-	-	484
Accrued Commission Income	3	2	0	-	2	9
Total Insurance Operations' Assets	1,178	1,288	1,342	1,925	2,592	3,745
Shareholders' Assets						
Cash and Cash Equivalents	20	21	-	-	2	110
Short-term Deposits	425	448	211	167	-	105
Long-term Deposits	-	-	-	50	-	-
Investments	97	163	404	516	710	699
Due from Insurance Operations	15	27	12	86	4	-
Prepaid Expenses and Other Assets	-	-	-	-	0	1
Intangible Assets	-	-	-	32	33	88

ﷲ Million	2017	2018	2019	2020	2021	2022
Shareholders' Assets						
Goodwill	-	-	-	26	24	24
Statutory Deposit	40	44	53	65	65	85
Accrued Income on Statutory Deposit	3	4	6	10	11	17
Accrued Commission Income	2	3	5	4	5	8
Total Shareholders' Operations' Assets	602	709	691	956	855	1,137
Total Assets	1,780	1,997	2,033	2,880	3,447	4,882

Statement of Financial Position (Liabilities and Equity) based on International Financial Reporting Standard No. 4 (IFRS 4) for the years (2017 - 2022):

ﷲ Million	2017	2018	2019	2020	2021	2022
Insurance Operations' Liabilities						
Claims Payable to Policyholders	14	17	21	35	48	271
Accrued Expenses and Other Liabilities	72	115	97	152	189	306
Reinsurers' Balances Payable	62	141	173	233	335	453
Unearned Premiums	539	537	638	790	1,074	1,182
Unearned Reinsurance Commissions	10	12	14	21	31	46
Outstanding Claims	161	182	140	234	481	546
Incurred But Not Reported (IBNR) Claims	256	198	193	171	266	318
Total Mathematical Reserves	-	-	-	139	124	90
Additional Premium Reserves	3	9	5	26	9	8
Other Reserves	5	26	30	9	8	7
Unit-linked Liabilities Reserve	-	-	-	-	-	484
End of Service Benefits	13	15	18	22	22	26
Due to Shareholders' Operations	15	27	12	86	4	-
Accumulated Surplus Payable	31	14	4	10	2	9
Total Insurance Operations' Liabilities	1,180	1,291	1,345	1,936	2,592	3,745

ﷲ Million	2017	2018	2019	2020	2021	2022
Shareholder's Operations' Liabilities and Equity						
Accrued Expenses and Other Liabilities	2	5	-	-	2	4
Zakat and Income Tax	26	29	16	29	31	45
Accrued Commission Income Payable to SAMA	3	4	6	10	11	17
Due to Insurance Operations	-	-	-	-	-	11
End of Service Benefits	-	-	-	-	-	1
Total Shareholders' Operations' Liabilities	31	38	22	39	44	78
Share Capital	400	440	528	646	646	851
Share Premium	30	30	30	103	103	193
Statutory Reserve	32	49	53	63	63	63
Accumulated Losses / Retained Earnings	127	155	40	81	(41)	(68)
Fair Value Reserve on Available-for-Sale Investments	(17)	(3)	18	22	39	20
Total Shareholders' Equity	571	671	669	916	810	1,059
Remeasurement Reserve of Defined Benefit Obligation - Insurance Operations	(2)	(2)	(3)	(1)	0	0
Total Equity	569	669	667	915	810	1,059
Total Liabilities and Equity	1,780	1,997	2,033	2,880	3,447	4,882

Geographical Analysis of Revenues

The company has subsidiaries outside the Kingdom. The table below includes the geographical details for the distribution of Gross Written Premiums across five main geographical regions for several years:

Year	Geographical Analysis of the Company's Revenues					
	Eastern Region	Central Region	Western Region	Northern Region	Southern Region	Total
2025	2,448	422	98	0	0	2,968
2024	2,908	456	119	17	5	3,505
2023	2,515	663	123	40	5	3,346
2022	1,947	557	93	39	6	2,642
2021	1,791	317	146	68	17	2,339
2020	868	232	218	113	42	1,473
2019	714	102	248	114	37	1,215
2018	697	99	197	96	16	1,105

Significant Differences in Operational Results

The following table illustrates the significant differences in operational results for the fiscal year 2025 compared to the results of the previous year 2024, in addition to an explanation of the reasons for these differences.

(ﷲ Million)

Analysis of the Income Statement	Year		Change		Explanation
	2025	2024	Increase / Decrease	Percentage %	
Insurance Revenue	3,104	3,345	(240)	-7%	Decrease in insurance revenue is mainly due to corrective actions to control losses and challenging market conditions impacting Medical, Motor, and P&S portfolios, partially offset by growth in P&C insurance.

Analysis of the Income Statement	Year		Change		Explanation
	2025	2024	Increase / Decrease	Percentage %	
Insurance Service Expenses	(2,713)	(1,989)	(724)	36%	Increase in insurance service expenses is mainly driven by higher P&C and Motor costs, including a large reinsured P&C claim and deterioration in Motor TPL performance due to pricing pressure, partially offset by lower Medical expenses following corrective actions and reduced revenues
Net Expenses from Reinsurance Contracts Held	(552)	(1,392)	840	-60%	Decrease is mainly due to a significant increase in reinsurance claims recoveries on a large claim
Insurance Service Result	(160)	(36)	(124)	344%	mainly due to deterioration in Motor performance, reflected in a higher combined ratio driven by inadequate pricing amid intensified competition.
Commission Income on Investments and Deposits	87	74	13	18%	Increase is mainly driven by higher placements in deposits and sukuk during the year.
Dividend Income on Investments	14	17	(3)	-17%	Decrease is due to lower dividend distributions compared to the prior year.
Realized Gains (Losses) on Investments Measured at Fair Value Through Profit or Loss (FVTPL)	5	44	(39)	-89%	Decrease is mainly driven by performance in equity and equity funds, impacted by market conditions compared to the prior year.
Un-realized gain on investments measured at FVTPL	(59)	5	(63)	NA	Decrease is mainly driven by unfavorable market conditions, along with a non-recoverable impairment on real estate investments.
Net Insurance Finance Income(Expenses)	(9)	(9)	(0)	0%	Remained stable compared to the prior year.
Other Income	17	23	(6)	-29%	Decrease is mainly due to one-off land sale income in 2024, partially offset by income from Aspire in 2025.

Analysis of the Income Statement	Year		Change		Explanation
	2025	2024	Increase / Decrease	Percentage %	
Other Operating Expenses	(50)	(35)	(15)	42%	Increase is mainly driven by expenses related to the newly acquired company, Aspire.
Provision for Zakat and Income Tax	(20)	(19)	(1)	7%	Increase is driven by a higher zakat base and updated regulatory requirements.
Profit attributable to Minority Interest	1	-	1	NA	Newly acquired company, Aspire.
Net Income / (Loss) for the Year Attributable to Shareholders after Zakat and Income Tax	(176)	64	(239)	NA	Decline is mainly driven by the deterioration in insurance service result and lower investment performance.
Actuarial Gains / (Losses) on Defined Benefit Obligations	(2)	(4)	3	-61%	Movement is mainly due to changes in actuarial assumptions, including discount rates and employee-related factors.
"Net Changes in Fair Value of Investments Measured at Fair Value Through Other Comprehensive Income (FVOCI) – Equity Instruments"	23	35	(12)	-34%	Decrease is mainly due to negative revaluation of equity investments during the year.
Total Comprehensive Income / (Loss) for the Year	(154)	95	(249)	NA	Decline is mainly driven by the decrease in net income for the period along with unfavorable movements in other comprehensive income.

Name of each subsidiary, its capital, the company's ownership percentage in it, its activity, the country of the main location of its operations, and the country of its incorporation.

Company name	Share capital	Ownership percentage	Company's activity	Main location of its operations	Country of its incorporation
Aspire Underwriting Agency Limited	500,000 Dollar	88%	Underwriting Agency	Dubai, United Arab Emirates	Dubai, United Arab Emirates

Paid and Due Statutory Payments

During the year 2025, the Company paid statutory payments relating to Zakat and Tax, in addition to supervisory and regulatory costs to several regulatory authorities. The Company does not have any outstanding statutory payments due as of the end of December 31, 2025, except for the following entities:

(# Million)

Statutory payments	2025		Brief Description	Statement of Reasons
	Amount Paid	Amount Due		
Zakat, Tax and Customs Authority	391	20	This includes payments made against statutory filings of VAT, WHT, and Zakat during the year 2025	Payments against statutory filings
Insurance Authority	-	10	Commission on Statutory Deposit, IA Fees	Paid in January 2026
General Organization for Social Insurance	14	1	GOSI payment	Paid in January 2026
Council of Health Insurance	-	1	CCHI Supervision fees	Paid in January 2026
Ministry of Interior, Chambers of Commerce, Labor Office, and General Investment Authority	1	-	Various Government fees	
Saudi Tadawul Group Holding Company	1	-	Registry services, Listing, Tradable Rights Fees	
Total	407	32		

Penalties and Precautionary Restrictions

Executive Insurance Authority Decisions

Subject of Violations	Previous Fiscal Year 2024		Current Fiscal Year 2025	
	Number of Executive Decisions	Total Amount of Financial Penalties in Thousands ₪	Number of Executive Decisions	Total Amount of Financial Penalties in Thousands ₪
Violation of the Insurance Authority's supervisory and regulatory instructions	3	546	3	402
Violation of the Insurance Authority's instructions regarding customer protection	-	-	1	248
Violation of the Insurance Authority's instructions regarding due diligence in anti-money laundering and combating the financing of terrorism	-	-	-	-

Brief description of the main activity types of the Company and its subsidiaries

The Company carries out cooperative insurance and reinsurance operations in the fields of general, health, and protection and savings insurance. The Company's various activities in general, health, and protection and savings insurance affect the Company's financial results as shown in the following table:

(₪ Million)

Statement	2025					2024				
	Motor Insurance	Medical Insurance	Property and Casualty Insurance	Protection and Savings Insurance	Total	Motor Insurance	Medical Insurance	Property and Casualty Insurance	Protection and Savings Insurance	Total
Insurance Revenue	666	390	1,892	157	3,104	766	617	1,748	214	3,345
Insurance Service Expenses	(826)	(458)	(1,304)	(125)	(2,713)	(800)	(684)	(320)	(185)	(1,989)
Net Expenses from Reinsurance Contracts Held	0	2	(525)	(29)	(552)	(3)	1	(1,365)	(25)	(1,392)
Insurance Service Result	(159)	(66)	63	2	(160)	(38)	(67)	66	4	(36)

Accounting Standards

The Company complies with the International Financial Reporting Standards (IFRS) as endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Since 2023, the issuance of the Company's financial statements has been approved applying IFRS 17 "Insurance Contracts" and IFRS 9 "Financial Instruments" endorsed in the Kingdom of Saudi Arabia on June 23, 2019, where the Saudi Central Bank (SAMA) issued instructions for insurance companies in the Kingdom of Saudi Arabia to calculate Zakat and income tax in the income statement in line with International Financial Reporting Standards and their interpretations issued by the International Accounting Standards Board (IASB) as endorsed in the Kingdom of Saudi Arabia.

IFRS 17 enables investors, analysts, and other stakeholders to make better-informed investment decisions by providing transparent and timely information about the risks related to liabilities arising from insurance contracts and their development. The standard requires companies to recognize profits based on the provision of insurance services and necessitates providing accurate information about the expected cash flows from insurance contracts to be recognized in the future. Through this information, additional metrics are provided that can be used to assess the performance of insurance companies and how this performance changes over time.

The Company's management has assessed its ability to continue as a going concern and is satisfied that it has the necessary resources to continue operations in the future. Furthermore, management confirms that it is not aware of any material uncertainties that may cast doubt upon the Company's ability to continue its activity as a going concern. Accordingly, the financial statements are prepared on a going concern basis.

Conclusion

In conclusion of the Board of Directors' report for the fiscal year 2025, we are pleased to extend our highest expressions of thanks and gratitude to our valued customers for their precious trust and continuous loyalty, which represents the cornerstone of our journey of success and development. The Board of Directors also expresses its deep appreciation and gratitude to the shareholders for their ongoing support and strategic vision, which had a prominent impact on enhancing the Company's position and consolidating its leadership in the insurance sector in the Kingdom of Saudi Arabia.

We also do not fail to extend our sincere thanks and appreciation to the esteemed Board members, the executive management, and all the Company's employees for their dedication and high professional commitment throughout the year 2025 specifically and all previous years, which contributed to achieving distinguished results reflecting performance efficiency and the robustness of strategic planning.

We are fully confident that this fruitful cooperation and collective work will continue to lead the Company toward broader horizons of growth and excellence in the coming years, God willing.

Board of Directors

Walaa'a Cooperative Insurance Company

This Annual Report 2025 includes forward-looking statements that reflect the Company's objectives, projections, estimates, and expectations. These statements are generally identified by terms such as 'may', 'believe', 'outlook', 'plan', 'anticipate', 'continue', 'estimate', 'expect', 'aim', 'ambition', 'intends', 'will', 'would', 'undertakes', 'contemplates', 'seeks to', 'objective', 'goal', 'projects', 'should' and similar expressions. Such statements are necessarily dependent on projections and trends and constitute our current expectations based on reasonable assumptions and current business trends. However, the actual results might differ from those expressed or implied in such forward-looking statements, due to risks and uncertainties, and other external factors.



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