

**ESG EMIRATES STALLIONS GROUP PJSC**  
**CORPORATE GOVERNANCE REPORT**

**2024**



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**INTRODUCTION**

ESG Emirates Stallions Group was established as a Limited Liability Company in 2008. Pursuant to a special resolution of the shareholders passed on 8th April 2021, Emirates Stallions Group was converted into a Private Joint Stock Company (hereafter referred as "ESG Emirates Stallions Group PJSC" or the "Company" or the "Group"). ESG Emirates Stallions Group PJSC was listed in Abu Dhabi Securities Exchange (ADX) Second Market on 31<sup>st</sup> May 2021.

ESG comprises of more than thirty seven subsidiary companies spanning various industries, delivering products and services across more than 20 countries in the Middle East, Africa, Asia, Europe, and the Americas.

The main activities of the Group are represented in investing in commercial, real estate, industrial and agricultural projects, and the activities of the Group companies vary between purchasing and selling land and real estate, real estate development construction, real estate management and leasing, management services for companies and private institutions, general contracting, building maintenance, afforestation contracting, irrigation networks, landscaping and gardening services, plants and trees saplings trading, agricultural pest control services, disinfection and sterilization services and street cleaning. It also includes design services and architectural engineering consultancy, feasibility studies, interior design, architectural production and drawing technical consultancy, marketing operations management, management and operation of public utilities, upon request employees provision services and all related services, human resources and logistics consultancy, and also includes the interior design implementation works (Décor) and the sale of decoration materials, home furniture and office furniture manufacturing, sale, import and export trade, and onshore and offshore oil and gas field and facilities services.

Strong and effective Corporate Governance helps to cultivate a Group culture of integrity, leading to positive performance and a sustainable business overall. Governance of an enterprise encompasses several aspects such as the composition & role of the Board of Directors, decision making process, oversight of management, compliance, and compensation practices. At ESG Emirates Stallion Group, it's our strong belief that a stronger corporate governance foundation and good business ethics is a key factor in achieving effective leadership, sustainable corporate behavior ensuring Groups' ability to compete effectively & realize our full value potential.

This corporate governance report gives an overview of ESG's corporate governance systems & procedures as of December 31, 2024 & has been submitted to Ministry of Economy and posted on the ADX website and the Group's website.

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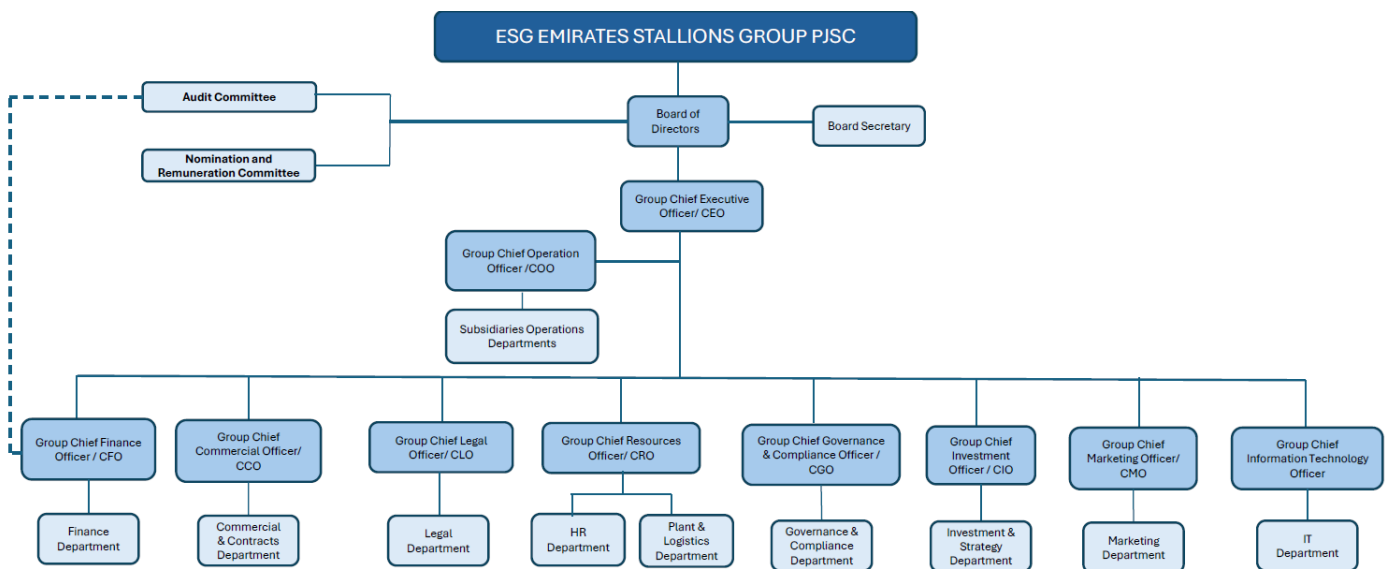
**GROUP GOVERNANCE STRUCTURE**



ESG believes that maintenance of an efficient organizational structure, systems for internal control and risk management & transparent internal and external reporting ensures that all operations create long-term value for shareholders and other stakeholders.

The Board of the Group has established a governance structure to direct and control the business in an efficient manner. The structure specifies the distribution of rights and responsibilities among various stakeholders within the Company and establishes the policies and procedures for making business decisions.

**ESG’s Structure is as below:**





### 3-1

#### IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES

The shareholders are the ultimate decision-makers in respect of the direction of the Group as they are responsible for appointing the Board of Directors. The General Assembly Meeting is the highest decision-making body in the Group and is the forum in which shareholders express themselves and exercise their right to decide on the Group's direction.

The Group is committed to implementing best governance standards as the following:

- The effectiveness of the board of directors' performance of its functions in addition to its full knowledge of the Group's affairs.
- Clarity of the role & responsibilities of the board, its members, its committees, and senior executives.
- Effective communication with shareholders through general assemblies and periodic reports.
- Permanent compliance with the disclosure instructions issued by the Securities and Commodities Authority and the ADX.
- Monitoring the Group's performance through an internal control system.
- Adoption of high standards and ethical practices by the Group and its employees.

Procedures taken to ensure effective governance:

- Appointing an external auditor.
- Implementing strong internal control & risk management system.

### 3-1-1

#### ROLE OF BOARD AND EFFECTIVE DELEGATIONS

The Group is managed by the Board of Directors composed of five members elected by the ordinary general assembly through a cumulative secret ballot for a period of three years. The Board of Directors then elect the Chairman and the Vice Chairman from among its members. The position of the Board's Chairman and the position of CEO are separate.

The Board is and shall remain responsible for the overall governance of the Group and for those matters that are reserved for the Board. The Board's role and responsibilities are set out in the Board Charter, which include:

1. Taking the necessary procedures to ensure compliance with applicable laws, regulations, and resolutions, as well as the requirements of the supervisory authorities,
2. Establishing and amending ESG's Corporate governance structure and framework,
3. Developing and regularly reviewing the Company's comprehensive strategy and major business plans:
  - Setting the Company comprehensive strategy and main work plans and reviewing thereof constantly.
  - Setting risk management strategy and reviewing thereof constantly.
  - Specifying the best capital structure, strategies, and financial objectives of the Company, and approving the annual budgets.
  - Supervising the Company main capital expenses and ownership and disposal of assets.
4. Taking the necessary procedures to ensure efficient internal auditing of the workflow in the Company, including:
  - Establishing a clear policy approved by the Board for internal audit, ensuring departmental compliance with adopted systems and regulations.
  - Setting written and detailed regulations and procedures for internal auditing, which determines the duties and responsibilities in compliance with the policy approved by the Board and the general requirements and objectives stipulated in the applicable legislations.
5. Establishing an internal auditing function to follow up compliance with the applicable laws, regulations, resolutions, and requirements of the supervisory bodies, the internal policy, regulations, and procedures set by the Board.
6. Setting written procedures to manage and address conflict of interests and deal with potential cases of such conflict for Board members, the Senior Executive Management, and shareholders, and setting the procedures to be taken in cases of misuse of the Company assets and facilities or misconduct resulting from transactions with related parties.
7. Ensuring the soundness of administrative, financial, and accounting systems, including the systems related to preparation of financial reports.
8. Setting clear and precise standards and procedures for Board membership and putting them in force subsequent to approval by the general assembly.

9. Setting a clear delegation policy in the Company to determine delegated persons and the powers assigned thereto.
10. Setting a policy regulating the relationship with stakeholders in a manner ensuring the Company fulfilment of its obligations towards them, preserving their rights, providing them with required information, and establishing sound relations with them.
11. Setting a code of conduct for the Board members, the staff, auditor, and persons to whom some of the Company works are assigned.
12. Setting procedures to apply governance rules in the Company, review of such procedures, and assessment of compliance thereto on annual basis.
13. Establishing appropriate development programs for all Board members to develop and update their knowledge and skills, ensure effective involvement in the Board and ensure implementing any training or qualification programs as determined by the authorities.
14. Familiarizing a newly appointed Board member with all the Company departments and sections and providing him/her with all the information required to ensure correct understanding of the Company activities and works and full realization of his/ her responsibilities, all that enables him/her to perform their duties duly in accordance with the applicable legislations, all other regulatory requirements, and the Company policies in its field of business.
15. Setting procedures to prevent the insiders in the Company from using the confidential internal information to make tangible or intangible gains.
16. Setting a mechanism for receiving shareholders' complaints and proposals, including their proposals to add particular issues in the general assembly agenda in a manner that ensures studying such proposals and making the right decisions about them.
17. Adopting principles for granting incentives, remuneration, and benefits for members of the Board of Directors and the Senior Executive Management to align with the company's long-term interests and goals.
18. Setting the Company disclosure and transparency policy and following up its implementation in accordance with the requirements of the supervisory authorities and applicable legislations.
19. Setting a clear policy for distribution of the Company profits in a manner that serves the interests of both the shareholders and the Company; such policy shall be displayed to shareholders in the general assembly meeting and mentioned in the Board report.
20. Ensuring the availability of resources required to achieve the Company objectives.
21. Ensuring the protection of shareholders' interests and the Company assets.
22. Ensuring the establishment of a compliance function to follow the compliance with applicable laws, regulations and decisions as well as regulatory requirements, internal policy, regulations and procedures established by the Board.
23. Determining the extent of the company-wide risk appetite, including specific targets, maximum limits or indicators of risk appetite.
24. Ensuring the accuracy and validity of the disclosed data, statements and information according to the applicable policies and regulations in relation to disclosure and transparency.
25. Evaluating the overall performance and effectiveness of the Board, its committees and members and taking corrective actions as appropriate.
26. Ensuring that the Board communicates with stakeholders through the investor relations function.
27. Forming specialized committees from the Board according to the resolutions that determine the duration of these committees and their powers, functions and responsibilities, as well as the method used by the Board for monitoring these committees. Such resolutions shall determine names, duties, rights and obligations of the members.
28. Monitor the application of corporate governance rules and continually update them.
29. Evaluate and monitor the performance of the Senior Executive Management against objectives and budget.
30. Appointment and termination of the Senior Executive Management.
31. Review and approve related party transactions.
32. Evaluate and approve major projects and investments within the authorized limit set by the Board.
33. Review the Company's operations and assess its activities and the performance of committees derived from the Board, taking appropriate actions if performance does not align with plans.
34. Adoption of internal procedures, policies, and guidelines for managing corporate affairs, specifying the authorities of the Senior Executive Management.

The Board has established Two (2) Committees namely Audit Committee, Nomination and Remuneration Committee, which review and monitor key areas on behalf of the Board and make recommendations for its approval. Each Board Committee operates under written terms of reference which are currently reviewed and shall be approved by the Board. The Chair of each Committee reports to the Board on their activities and minutes are circulated to all Board members once they have been approved by the Committee. Information on the activities and composition of each Committee is set out in Para 7-1

### 3-1-2

#### DELEGATION OF AUTHORITY TO THE BOARD MEMBERS AND EXECUTIVE MANAGEMENT

The Board of Directors of ESG Emirates Stallions Group PJSC has authorized the Chairman of the Board, through an official Power of Attorney, with the powers of representation, attendance, transaction, and broad signing authority (with extensive powers) on behalf of the Group and its subsidiaries in all matters and transactions. The effectiveness of this Power of Attorney is valid until May 2027, as signed and attested by the Notary Public.

The Board of Directors of ESAG Stallions Group PJSC has delegated authority to the Chief Executive Officer through an official Power of Attorney, with the authority and powers to manage the business affairs of the Group and all its subsidiaries. The effectiveness of this Power of Attorney extends until May 2027, as signed and attested by the Notary Public.

### 3-1-3

#### CORPORATE GOVERNANCE POLICIES AND PROCEDURES

Below is a summary of ESG's key policies and procedures to promote and enhance higher corporate governance standards:

- Corporate Governance Manual covering the roles and responsibilities of all stakeholders involved in governance processes including the General Assembly of Shareholders, the Board of Directors including the Chairman of the Board and Board Committees, CEO, Senior Management, Internal Audit / Internal Control, External Audit, Board & Committees Secretary & other stakeholders.
- Delegation of authority for ESG, Subsidiaries & Affiliates of ESG to ensure efficient and effective decision-making which balances empowerment against controls.
- Code of Conduct and Business Ethics to guide the conduct of Directors and Employees
- Board of Directors Charter for effective functioning of the Board.
- Charters for effective functioning of the Board Committees namely Audit Committee and Nomination and Remuneration Committee.
- Conflict of Interest Policy sets forth requirements for the avoidance and management of potential and actual conflicts of interests.
- Disclosure and Transparency Policy provides guidelines to ensure that ESG makes timely and accurate disclosure on all material matters, including the financial situation, performance, governance, rules pertaining to disclosure of information, methods of classification of information, and the frequency of disclosure.
- Internal Controls Framework provides guidelines to Management to design and implement internal control processes.

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## SUBSIDIARIES GOVERNANCE



ESG takes an enterprise-wide approach to subsidiary governance. The Group maintains high level of transparency and accountability which includes implementation of strong corporate governance for its subsidiaries. ESG Management holds performance meetings with subsidiaries' management to oversee the business, progress and risks involved. Further, the Delegation of Authority Policy framework lists out the matters reserved for ESG Shareholders, ESG Board, ESG CEO and ESG Subsidiaries.

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## THE BOARD OF DIRECTORS TRANSACTIONS IN GROUP'S SECURITIES

5-1-1

### TRANSACTIONS REPORT OF THE MEMBERS OF THE BOARD OF DIRECTORS, THEIR SPOUSES, AND THEIR CHILDREN IN THE COMPANY'S SECURITIES DURING THE YEAR 2024

NO	Name	Position / Kinship	Total sale	Total purchase	Owned shares as on 31/12/2024
1	Matar Suhail Ali Al Yabhouni Aldhaheri	Board Chairman	43,050	-	12,456,050
2	Ali Saeed Abdulla Sulayem Alfalasi	Board Vice Chairman	-	-	-
3	Abdulla Rashed Mohammad Rashed Al Rashdi	Board Member	-	-	-
4	Ahmed Ateeq Sultan Zayed Al Falahi	Board Member	-	-	-
5	Seifallah Mohamed Amin Mahmoud Fikry	Board Member	-	-	-



5-1-2

**THE EXTENT TO WHICH THE BOARD MEMBERS ARE COMMITTED TO COMPLY WITH DISCLOSURE REQUIREMENTS PRESCRIBED BY THE PROVISIONS OF THE LAW AND THE REGULATIONS AND DECISIONS ISSUED PURSUANT THERETO IN RESPECT OF THEIR TRANSACTIONS IN SECURITIES.**

Members of the Board of Directors have complied with the disclosure requirements prescribed by the provisions of the law, regulations and decisions issued pursuant there to in respect of their transactions in securities issued by the Company.

6-1

**ESG BOARD OF DIRECTORS**

The Board is structured to ensure that it has an effective composition, size, commitment and an appropriate collective mix of skills, experience, and expertise to discharge its responsibilities and duties. The present Board of Directors was elected at the General Assembly Meeting held on 6th May 2024 for a term of three years. The Board currently has Five (5) members and all of them are Independent, Non - Executive Board Members.

Board of Directors	Role	Category	Member Since
<b>Matar Suhail Ali Al Yabhouni Aldhaheri</b>	Chairman of the Board	Independent, Non-Executive	May 2021
<b>Ali Saeed Abdulla Sulayem Alfalasi</b>	Vice - Chairman Chairman - Audit Committee Member - Nomination and Remuneration Committee	Independent, Non-Executive	May 2021
<b>Abdullah Rashed Mohammad Rashed Alrashdi</b>	Board Member Chairman - Nomination and Remuneration Committee Member - Audit Committee	Independent, Non-Executive	May 2021
<b>Seifallah Mohamed AminFikry</b>	Board Member Member - Audit Committee	Independent, Non-Executive	May 2021
<b>Ahmed Ateeq Sultan Zayed Al Falahi</b>	Board Member Member - Nomination and Remuneration Committee	Independent, Non-Executive	May 2024

6-1-1

## PROFILE OF BOARD MEMBERS

The below shows the names, roles, experience, and capacities of the current Board of Directors.

### HIS EXCELLENCY/ MATAR SUHAIL ALI ALYABHOUNI ALDHAHERI

Positions and Committee Memberships  
**CHAIRMAN, INDEPENDENT/ NON-EXECUTIVE**



### Skills, Experience and External Appointments

His Excellency Matar Suhail Ali Al Yabhouni Al Dhaheri, distinguished as a retired Brigadier General, currently serves as the Chairman in an Independent and Non-Executive role. His extensive professional journey spans over 25 years in the UAE armed forces, public, and private sectors. His Excellency's notable leadership roles include serving as the Managing Director of Gulf Dunes Landscaping & Agricultural Services LLC in the UAE, and as a board member of the UAE Federal National Council.

As an astute investor and trader, His Excellency has a strong portfolio in real estate, stocks, and companies both within the UAE and internationally. His high-profile business network and roles as a shareholder and director in various companies demonstrate his deep engagement across multiple industries.

In the realm of sports and community involvement, he is the President of the UAE Team Emirates for Cycling, a Member of the Emirates Horse Racing Authority (ERA), and Chairman of the UAE President's Cup World Series for Purebred Arabian Horses. He also contributes to various UAE sports organizations, including the Ghantoot Polo Club; Al Ain Equestrian, Shooting and Golf Club and the UAE's Equestrian and Racing Federation. His Excellency is a former board member of Abu Dhabi Sports Council.

Academically, His Excellency holds a Bachelor's and Master's degree in Air Force and a certificate in Strategic Management Issues in Military Organizations from the Naval Postgraduate School, along with a CFA designation, highlighting his financial and strategic acumen.

**MR. ALI SAEED ABDULLA SULAYEM ALFALASI**

Positions and Committee Memberships  
**VICE CHAIRMAN, INDEPENDENT/ NON-EXECUTIVE  
CHAIRMAN, AUDIT COMMITTEE  
MEMBER, NOMINATION & REMUNERATION COMMITTEE**



**Skills, Experience and External Appointments**

Mr. Ali Saeed Abdulla Sulayem Al Falasi has been leading Hydra Properties as CEO since 2009 and has played a pivotal role in elevating the Group's stature in the real estate sector. His leadership extends beyond Hydra Properties, as he also contributes his expertise as a board member at Aldar Properties, one of the region's most prominent real estate companies.

Mr. Ali Previously held the position of the Head of the Group Internal Audit Department at Royal Group Companies Management and held key roles at the Abu Dhabi Department of Finance and the Private Department of H.H. Sheikh Zayed Bin Sultan Al Nahyan, where he served as Deputy Director and then Director of the Internal Audit Department. His experience in these positions has significantly influenced his business leadership style.

Academically, Mr. Ali holds a BA in Accounting from the United Arab Emirates University and a BS in Production & Operation Management from California State University. He also holds an MBA from the University of Sharjah.

**MR. ABDULLA RASHED MOHAMMAD RASHED  
ALRASHDI**



**Positions and Committee Memberships**

**BOARD MEMBER, INDEPENDENT/ NON-EXECUTIVE  
CHAIRMAN, NOMINATION & REMUNERATION COMMITTEE  
MEMBER, AUDIT COMMITTEE**

**Skills, Experience and External Appointments**

Mr. Abdulla Rashed Mohammad Rashed Alrashdi holds the position of CEO at Tamouh Healthcare, where he has been instrumental in steering the Group through the challenges of the pandemic with effective leadership and management strategies. In addition to his role at Tamouh Healthcare, he serves as the Chairman of Adcan Pharma, guiding the Group in its pursuit of innovation and excellence in the pharmaceutical industry. His commitment to intellectual and community enrichment is further exemplified in his role as Vice Chairman of Al Ain Chess Club, where he promotes strategic thinking and mental agility. Mr. Abdulla also holds the position of the Chairman of Reach Employment Services.

Before joining Tamouh Healthcare in 2019, Mr. Abdulla accumulated extensive experience at the Abu Dhabi Police General Headquarters, Abu Dhabi Authority of Culture and Heritage, and within the Federal Government.

Academically, Mr. Abdulla holds an MBA in Finance and Administration from Abu Dhabi University.

**MR. SEIFALLAH MOHAMED AMIN FIKRY**

Positions and Committee Memberships

**BOARD MEMBER, INDEPENDENT/ NON-EXECUTIVE  
MEMBER, AUDIT COMMITTEE**



**Skills, Experience and External Appointments**

Seifallah Mohamed Amin Fikry is a Managing Partner at Lunate and brings over 27 years of experience to the firm. In his position he oversees Lunate's public markets business and the firm's backbone.

Prior to co-founding Lunate, Seif served as the Chief Executive Officer and a Board Member of Chimera Capital, an Abu Dhabi-based investment manager. During his tenure with Chimera Capital, Seif was responsible for managing over US\$16 billion of assets across multiple strategies and the launch of a suite of ETFs listed on local stock exchanges. He also spearheaded the launch of the first SCA Umbrella Fund and SCA ETF in 2020.

He has also both founded and helped manage multiple financial services companies, including EFG Hermes and Afkar Capital, the first FSRA regulated entity in ADGM.

In addition to his role as Managing Partner at Lunate, Seif is a Board Member of Emirates Stallions Group and EFG Hermes IFA, Chairman of Alpheya and a Member of the Practitioner Committee of Nasdaq Dubai.

Academically, Mr. Seif is a graduate of the American University of Cairo.



**MR AHMED ATEEQ SULTAN ZAYED AL FALAH**

Positions and Committee Memberships

**BOARD MEMBER, INDEPENDENT/ NON-EXECUTIVE  
MEMBER, NOMINATION & REMUNERATION COMMITTEE**



**Skills, Experience and External Appointments**

Mr. Ahmed Ateeq Sultan Zayed Al Falah is the Vice President of Special Projects - Chairman's Office at the Abu Dhabi Airports Company (ADA) and is currently seconded as the Manager of the Chairman's Office at the Department of Municipalities and Transport - Abu Dhabi (DMT). He oversees the productivity and effectiveness of all activities related to the Chairman's office, utilising key specialisations in team leadership and communications facilitation to foster cohesion across the Department and its affiliates.

As Vice President of Special Projects in the Chairman's Office at ADA, Mr. Ahmed has demonstrated robust leadership abilities in executing high-impact projects. His tenure has seen him successfully managing a number of high-profile projects, including devising and delivering a range of strategic initiatives for the award-winning airport company. Prior to this role, Mr. Ahmed served as Head of Terminal Operations at the Midfield Terminal Complex (MTC) at the Zayed International Airport (formerly Abu Dhabi International Airport). He also held additional roles during his career, notably a variety of managerial positions at Abu Dhabi National Oil Company (ADNOC), leading finance, audit, and accounting teams within the group.

Academically, Mr. Ahmed holds a Higher Diploma in Business Administration - Financial Services from the Higher Colleges of Technology - UAE.

## 6-1-2

### THE BOARD SECRETARY

Board Secretary is the point of communication with the Board of Directors and Senior Management and plays a key role in the administration of important corporate governance matters.

Mrs. Amal Mohammad, ESG's Investor Relation Officer, was given additional responsibilities and appointed as Board Secretary on 23 August 2021. Amal reports to the Board in relation to secretarial responsibilities.

The Board Secretary has the following key responsibilities:

- a. Work closely with the Board of Directors and Executives in the planning of Board of Directors' meetings as well as the mechanism of meetings (attendance, conference calls, virtual etc.)
- b. The creation and timely distribution of agenda for Board, Board Committee meetings as well as General Assembly meetings.
- c. Recording and distribution of the minutes of Board of Directors and Board Committee meetings.
- d. Maintain a full contact list of board members including board members' appointment dates, term of appointments and board member bios.
- e. Updating, maintaining and safe storage of the minutes and other legal/related documents.
- f. Knowledge of the meeting procedures, decision-making rules, governance policies.
- g. Informing the Company executive management about resolutions of the Board and its Committees and reporting on their implementation and application
- h. Keep record of all the documents related to Board including a minute book and a register of all resolutions of the Board
- i. Coordinating between Board members and executive management.
- j. Making sure that Board members comply with actions approved by the Board.

## 6-1-3

### DIVERSITY - WOMEN'S REPRESENTATION IN THE BOARD OF DIRECTORS IN 2024

ESG supports the inclusion and participation of women in business and believes diversity contributes to the quality and effectiveness of governance. For the last election of the Board, the Group invited nominations from both male and female candidates; however, no nominations of female representatives were received. Hence, we do not have any female representation in our current Board.

## 6-1-4

### KEY FOCUS AREAS FOR THE BOARD DURING 2024

During 2024, the Board of Directors focused and made decisions on various areas as below.

- Appointment of the Chairman and Vice Chairman of the Board of Directors elected on May 6, 2024.
- Appointment of the Chairpersons and members of the Board committees.
- Approval of acquisitions of various strategic investments.
- Review and approval of quarterly and annual financial statements.
- Approval of the annual budget.
- Review of corporate governance policies.
- Review of management updates on the Group's performance.

**6-1-5****METHOD OF DETERMINING THE REMUNERATIONS OF BOARD OF DIRECTORS**

The Board of Directors' remuneration shall be determined in accordance with the Article of Association of the Group, subject to the provisions of Federal Law No. (32)/2021 regarding commercial companies. The remuneration of the members of the Board of Directors shall consist of a percentage of the net profit.

A maximum percentage of (10%) ten percent of the remaining net profits of the ending financial year, after deducting all amortizations and reserves, is allocated as remuneration to the Board Members, and the General Assembly shall decide the value of such remuneration on annual basis. Any penalties imposed by the Ministry or Competent Authority on the Group due to acts undertaken by the Board in violation of the Companies Law or these Articles during the ending financial year, shall be deducted from the said remuneration. The General Assembly Meeting may decide not to deduct all or part of such penalties if it finds out that they are not attributable to the negligence or mistake by the Board.

By way of an exception to provision (b) of Article (171) of Companies Commercial Law No. (32/2021), & subject to the regulations issued by the Ministry in this regard, a member of the Board may be paid a lump sum fee not exceeding two hundred thousand (200,000) dirhams at the end of the fiscal year, and after the approval of the General Assembly on payment of these fees, in the following cases:

- a. If the Company is not making a profit.
- b. If the Company achieves profits and the Board's amount of those profits is less than two hundred thousand (200,000) dirhams. In this case, it is not permissible to combine the remuneration and the fees.

**6-1-6****TOTAL REMUNERATIONS PAID TO THE MEMBERS OF BOARD OF DIRECTORS 2024**

A remuneration of AED 3,396,447 is proposed to be paid to the Board of Directors for the financial year ended 31 December 2024, this proposal will be voted on at the Annual General Assembly scheduled for 5<sup>th</sup> March 2025.

**6-1-7****DETAILS OF THE ALLOWANCES FOR ATTENDING SESSIONS OF THE COMMITTEES EMANATING FROM THE BOARD, WHICH WERE RECEIVED BY THE BOARD MEMBERS FOR THE YEAR 2024.**

No Allowances allocated or received for attending the sessions of the Board of Directors and the committees emanating from the Board for the year 2024.

**6-1-8****DETAILS OF THE ADDITIONAL ALLOWANCES, SALARIES OR FEES RECEIVED BY A BOARD MEMBER, DURING THE YEAR 2024, OTHER THAN THE ALLOWANCES FOR ATTENDING THE COMMITTEES AND THEIR REASONS.**

No allowances, salaries, or additional fees were allocated or disbursed during the year 2024.

6-1-9

## THE BOARD MEETINGS

The Board of Directors had convened four (5) meetings during 2024 as follows:

No	Meeting Date	Attendance	Proxy	Absent	Names of Absent Members
1	09/02/2024	5 (3 via con-call)	-	-	-
2.	29/04/2024	4 (3 via con-call)	-	1	Salam Ali Mohammed Al Rawashdeh - term ended
3.	07/05/2024	5( 3 via con-call)	1	-	
4.	25/07/2024	5 (3 via con-call)	-	-	
5.	28/10/2024	5 (4 via con-call)	1	-	

Below details of Board meetings attendance during the year 2024 as follows:

Board of Directors	No. of Absence/ No. of Meetings	First Meeting 09/02/2024	Second Meeting 29/24/2024	Third Meeting 07/05/2024	Fourth Meeting 25/07/2024	Fifth Meeting 28/10/2024
Matar Suhail Ali Al Yabhouni Aldhaheri	0/5	✓	✓	✓	✓	✓
Ali Saeed Abdulla Sulayem Alfalasi	0/5	✓	✓	✓	✓	✓
Abdulla Rashed Mohammad Rashed Alrashdi	0/5	✓	✓	✓	✓	✓
Salam Ali Mohammed Al Rawashdeh	1/2	✓	✓	Term ended	Term ended	Term ended
Seifallah Mohamed Amin Mahmoud Fikry	0/5	✓	✓	✓	✓	✓
Ahmed Ateeq Sultan Zayed Al Falahi	0/3	NA	NA	✓	✓	✓

6-1-10

**SUMMARY OF BOARD RESOLUTIONS PASSED DURING 2024**

**Resolutions Passed at the Board Meetings**

Sr No	Board Meeting Date	Resolutions Passed
1	09/02/2024	<ul style="list-style-type: none"> <li>- To Approve the financial statements for the year ended 31 December 2023</li> <li>- To ratify the Board of Directors Resolution that were issued by circulation during the period ended on 31 December 2023</li> <li>- To Call for AGM</li> </ul>
2	29/03/2024 resolution by circulation	<ul style="list-style-type: none"> <li>- To call for General Assembly meeting to elect Board Members.</li> </ul>
3	29/04/2024	<ul style="list-style-type: none"> <li>- To approve the interim financial statements for the period ended 31st March 2024.</li> <li>- To ratify the Board of Directors Resolution that were issued by circulation during the period ended on 31 March 2024.</li> <li>- To Approve proceeding with the necessary studies and proposals to merge United International Group into Sawaeed.</li> </ul>
4	07/05/2024	<ul style="list-style-type: none"> <li>- To Elect the Chairman &amp; Vice Chairman of the Board.</li> <li>- To form Board Committees.</li> </ul>
5	25/07/2024	<ul style="list-style-type: none"> <li>- To approve the interim financial statements for the period ended 30th June 2024.</li> <li>- To approve version 2 of the Corporate Governance Policies.</li> <li>- To approve proceeding with the transfer of United International Group to Sawaeed Holding.</li> <li>- To approve proceeding with the transfer of Progressive Real Estate to Sawaeed Holding.</li> </ul>
6	28/10/2024	<ul style="list-style-type: none"> <li>- To approve the interim financial statements for the period ended 30th September 2024.</li> <li>- To approve budget for 2025.</li> <li>- To initially approve purchasing a wood factory in the Kingdom of Saudi Arabia.</li> </ul>



## 7-1

### BOARD OF DIRECTORS' COMMITTEES

#### 7-1-1

#### AUDIT COMMITTEE

The Audit Committee was formed pursuant to a resolution by the Board of Directors. It is the responsibility of the Committee to provide the board with independent, objective advice on the adequacy of management's arrangements with respect to the following key aspects of the management of the organization as outlined in 7-1-4

#### 7-1-2

#### AUDIT COMMITTEE ACKNOWLEDGMENT

The Audit Committee members, acknowledge responsibility for discharging the Audit Committee's mandate including review of its work mechanism and ensuring its effectiveness.

#### 7-1-3

#### MEMBERS OF AUDIT COMMITTEE AS OF 31 DECEMBER 2024

S. No	Name	Title	Category
1	Mr. Ali Saeed Abdulla Sulayem Alfalasi	Chairman	Independent, Non-Executive
2	Mr. Seif Allah Mohammed Amin Fikry	Member	Independent, Non-Executive
3	Mr. Abdulla Rashed Mohammad Rashed Alrashdi	Member	Independent, Non-Executive

#### 7-1-4

#### AUDIT COMMITTEE FUNCTIONS

The Audit Committee is responsible for the following:

##### A. Financial Reporting:

1. Review with the management and the External Auditors all significant matters on the quarterly, half-yearly (as applicable) and year-end financial statements including audit opinions and recommend its adoption by the Board. This shall be done in compliance with International Financial Reporting Standards (IFRS).
2. Monitor compliance with financial reporting standards and regulatory requirements.
3. Review significant accounting and reporting issues, including:
  - a. Changes in accounting policies and practices
  - b. Significant adjustments resulting from the audit
  - c. Complex or unusual transactions or highly judgmental areas.
  - d. Matters raised by Group CFO or the External Auditor
  - e. Going concerns issues
  - f. Compliance with accounting standards determined by the applicable laws & regulations.
  - g. Highlight areas subject to management's discretion.
4. Review any management letter from the External Auditors and ensure corrective action by executive management.
5. Discuss with the External Auditors any significant issues as well difficulties encountered during the interim or final audits.
6. Ensure that the Company annually updates its policies, procedures and Control Systems.
7. Review the Company's financial and accounting policies and procedures

B. Corporate Governance:

1. Oversee and monitor the implementation of the corporate Governance framework within ESG and ensure compliance to the regulatory requirements.
2. Monitor the implementation of corporate Governance framework in line with the regulatory requirements.
3. Regularly review management's compliance with the adopted corporate Governance framework.
4. Review and recommend to the Board the annual Governance report to be submitted to the regulatory authorities.

C. Internal Control and Risk Management:

1. Review the Company's financial Control, internal Control, and Risk Management systems.
2. Discuss the internal Control System with the management and ensuring that it fulfils its duty to establish an effective internal Control System.
3. Ensure an annual review of internal Control System is performed to determine the overall adequacy and effectiveness of ESG internal Control System.

D. External Audit:

1. The Audit Committee shall meet the statutory auditor at least once a year, without senior management being present, to discuss the auditor's remit and any issues arising from the audit including:
  - a. any restrictions on the scope of their activities.
  - b. any restrictions on the access to requested materials.
  - c. any significant disagreements with management.
  - d. any significant unadjusted audit differences in the ESG's financial statements.
2. Review the findings of the audit with the statutory auditor. This shall include but not limited to:
  - a. A discussion on any major issues which arose during the audit.
  - b. Any accounting and audit judgments.
  - c. Any material errors identified during the audit, and
  - d. The effectiveness of the audit.
3. Review any representation letter(s) requested by the statutory auditor and signed by senior management.
4. Review senior management's response to the auditor's findings and recommendations.
5. Ensure that senior management is taking necessary corrective actions to address the findings and recommendations of statutory auditors in a timely manner.
6. Address control weaknesses, non-compliance with policies, laws and regulations and other problems identified by statutory auditors.
7. Discuss with ESG's external auditor any audit problems or difficulties encountered during the audit and assess managements response relating to:
  - a. Restrictions on the scope of the external auditor activities.
  - b. Restrictions on the external auditor's access to requested materials.
  - c. Significant disagreements with management.
  - d. Material audit differences that the external auditor noted or proposed but for which the Company's financial statements were not adjusted.

E. Internal Audit:

The following authorities are delegated by the Board to the Audit committee during their term:

1. Review all reports submitted to the Audit Committee by the internal auditors (appointed by the shareholder) and monitor management response and action to the findings and recommendations. Ensure that control weaknesses, non-compliance with policies, laws and regulations and other problems identified by internal auditors are adequately and timely addressed by executive management.

2. Consider the results of the investigations into internal control matters assigned to them by the Board or are inherited by the Audit Committee and approved by the Board.
3. Report to the Board all material matters presented to the Audit Committee by virtue of the delegation.

F. Compliance Monitoring:

1. Monitor:
  - a. The status of ESG compliance with applicable laws, regulations and agreements.
  - b. Major legislative and regulatory developments which could materially impact ESG.
  - c. Management's efforts to monitor compliance with ESG's Code of Conduct and Business Ethics.
2. Review and investigate any matters pertaining to the integrity of management including Conflict of Interest or adherence to the Code of Conduct and Business Ethics as required by ESG policy.
3. Review the related parties' transactions with the Company and ensuring that there is no Conflict of Interest and recommending them to the Board of Directors before their conclusion.

G. Other Duties and Responsibilities

1. Establish Controls that enable Company employees to report any potential irregularities in financial reports, internal Controls or other matters in secret, and steps to ensure independent and fair investigations of such violations.
2. Coordinating with the Company's Board, senior executive management, financial manager or the director in charge of the same duties in the Company in order to perform its functions.
3. Perform such other functions as assigned by regulatory authorities or the Board and monitor compliance with regulatory requirements.
4. Considering any other issues determined by the Board.

7-1-5

**AUDIT COMMITTEE MEETINGS DURING THE YEAR 2024**

Board of Directors	No. of Absences/No. of Meetings	First Meeting 09/02/2024	Second Meeting 29/04/2024	Third Meeting 25/07/2024	Fourth Meeting 28/10/2024
Mr. Ali Saeed Abdulla Sulayem Alfalasi	0/4	✓	✓	✓	✓
Mr. Abdulla Rashed Mohammad Rashed Alrashdi	1/4	✓	✓	X	✓
Mr. Seifallah Mohamed Amin Mahmoud Fikry	0/4	✓	✓	✓	✓

## 7-2-1

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was formed pursuant to a resolution by the Board of Directors. It is the responsibility of the Committee to provide the board with independent, objective advice on the adequacy of management's arrangements with respect to the following key aspects of the management of the Organization.

## 7-2-2

### NOMINATION AND REMUNERATION COMMITTEE ACKNOWLEDGMENT

The Nomination & Remuneration Committee members, acknowledge responsibility for discharging the Nomination and Remuneration Committee's mandate across the Group, review of its work mechanism and ensuring its effectiveness in line with the approved charter of the Nomination and Remuneration Committee.

## 7-2-3

### MEMBERS OF NOMINATION AND REMUNERATION AS OF 31 DECEMBER 2024

No	Name	Title	Category
1	Mr. Abdulla Rashed Mohammad Rashed Alrashdi	Chairman	Independent, Non-Executive
2	Mr. Ali Saeed Abdulla Sulayem Alfalasi	Member	Independent, Non-Executive
3	Mr. Ahmed Ateeq Sultan Zayed Al Falahi	Member	Independent, Non-Executive

## 7-2-4

### COMMITTEE FUNCTIONS

The Nomination and Remuneration Committee is responsible for the following tasks:

- Propose clear policies and criteria for membership in the Board and Senior Executive Management. The policy shall consider gender diversity encouraging active participation of women through incentives and training programs and benefits and to disclose in the annual corporate governance report.
- Annually review the required needs of the suitable skills for Board membership and prepare a description of the abilities and qualifications required for Board membership, including determining the time that the member should set for the Board work.
- Organize and follow up the procedures for applying for membership of the Board in accordance with the applicable laws and regulations.
- Identify individuals qualified to be nominated as Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders.
- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes.
- Continuously ensure that independent members remain independent throughout the term of their office.
- If the Committee finds that a member lacks the conditions of independence, it shall submit the matter to the Board to notify the member by a registered letter to his address known to the Company of the grounds of lacking independence. The member shall reply to the Board within fifteen days from the notice date. The

Board shall issue a decision that the member is independent or not independent at the first meeting following the member reply or expiration of the period referred to in the preceding paragraph without reply. Upon the decision of the Board that the member is not independent, it is incumbent upon the Board to present the matter to the general assembly, unless the member resigns, or the independent members, excluding the said member, constitute one third of the Board. Conduct an annual evaluation of Board performance and the performance of Board members and committees to determine ways to strengthen its effectiveness.

- h. Identify the competencies required for Senior Executive Management and the basis of selecting them.
- i. Give full consideration to succession planning for members and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore needed on the Board in the future.
- j. Formulate and carry out an annual review of policies on granting remunerations, benefits, incentives and salaries to employees of the Group. Ensure linking the remunerations and bonuses, including the other deferred options and remunerations and benefits offered to Senior Executive Management with the performance of the Company.
- k. Annually review executive compensation trends and policies at peer groups of companies and make relevant modifications to its own policies and practices to consider market practice.
- l. Develop, recommend and review annually the Group's human resources and training policies and monitor the implementation of the same.
- m. The Committee shall consider such other matters as may be requested by the Board of Directors.
- n. The Committee shall make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate; and
- o. The Committee shall prepare such reports as may be required by any law, rule or regulation to which the Company is subject.



8-1

## EXECUTIVE MANAGEMENT

### MR. KAYED ALI KHORMA

Group CEO



Mr. Kayed Khorma, CEO of ESG Emirates Stallions Group PJSC, has led the Group's transition from a Limited Liability Company to a Private Joint Stock Company listed on Abu Dhabi Stock Exchange Market (ADX:ESG) in 2021.

Starting as COO at the med-size Engineering & Construction firm "Abu Dhabi Land", Mr. Khorma propelled the business to a sizable group of companies "Abu Dhabi Land Group" which in turn developed into the present large conglomerate dominating several viable industries in the Emirate of Abu Dhabi and UAE with a wider spread across several countries and regions.

Graduated from University of Colorado in 1983 with BSc in Civil & Environmental Engineering, Mr. Khorma commenced his early engineering career in Jordan, soon after starting his journey in the UAE in 1989, Mr. Khorma undertook key management positions where he excelled for being able to turnaround several companies in his capacity as General Manager.

In his present executive role at ESG, Mr. Khorma harnessed over 40 years' experience in companies' management to serve for establishing Group's long-term operational and investment strategies focusing on sustainable growth while directing Group-level operations and development, as well as M & A in organic growth plans to boost shareholders' values.

The following table lists out senior executives in the Group, their designations, appointment dates and total salaries, allowances & bonuses paid to them during the year 2024:

Position	Appointment Date	Total salaries and allowances paid during the year 2024 - in dirham	Total bonuses paid during the year 2024 -in dirham
Group Chief Executive Officer	27-May-2006	1,530,000	-

**9-1****RELATED PARTIES TRANSACTIONS**

The Group has entered into transactions with companies and entities that fall within the definition of a related party under the Corporate Governance Code or the International Accounting Standards 24: Related Party Disclosures. The nature of such transactions relate to the Group's normal course of business and details of such transactions are disclosed in the Group's 2024 audited financial statements

The Group did not conduct transactions with any related parties amounting to 5% or more of Group's capital for the year 2024.

**10-1****RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM**

The Board of Directors acknowledges its responsibility for the Company's risk management and internal control system and its review and effectiveness.

**10-1-1****RISK MANAGEMENT**

Risk Management is the responsibility of the Board & is integral to the achievement of strategic objectives. The Board is responsible for establishing the system of risk management, setting the risk appetite & for maintaining a sound internal control system. The Audit Committee oversees the risk management process and assesses the effectiveness of risk management within the Group.

Risk Management within ESG starts with management's forward-thinking approach, and cascades to the subsidiaries identifying, monitoring, and mitigating risks in their own sphere of work on a continuous basis. For every investment and project, assessment of risks and opportunities starts at the initial phase & is continuously monitored and managed during execution. Any risk taken is considered within the Company's risk appetite and tolerance levels, which are reviewed annually by the Board.

**10-1-2****INTERNAL CONTROLS**

The Company's internal control system is established to ensure that the Board and Management are able to achieve their business objectives in a prudent manner, safe guarding interests of the Company's shareholders and other stakeholders, whilst at the same time minimizing key risks such as fraud, unauthorized business activity, misleading financial statements, un-informed risk-taking, or breach of legal or contractual obligations, & also ensuring highest quality achieved in a safe & sustainable environment.

The Board is responsible for establishing and maintaining an effective system of internal control and has established a control framework within which the Company operates. The objective of the Company's internal control framework is to ensure that internal controls are formally established as necessary. The appropriate policies and procedures are then properly documented, maintained, and adhered to, and are incorporated by the Company within its normal management and governance process. This system of internal control is embedded in all key operations and is designed to provide reasonable assurance that the Company's business objectives will be achieved.

The Audit Committee reviews the effectiveness of the system of internal controls in accordance with its remit.

**10-1-3****THE BOARD OF DIRECTORS' ACKNOWLEDGEMENT OF ITS RESPONSIBILITY FOR THE INTERNAL CONTROL SYSTEM AND ITS REVIEW AND EFFECTIVENESS**

The Board of Directors acknowledges its responsibility for the Company's internal control system and its review and effectiveness.

**10-1-4****INTERNAL AUDIT FUNCTION- PROFILE AND WORKING MECHANISM**

The Company's internal audit activities for the year 2024 have been performed by global consulting firm Protiviti as part of the Group Audit plan of International Holding Company, Ultimate Parent Company of ESG.

Protiviti ([www.protiviti.com](http://www.protiviti.com)) is a global consulting firm that delivers deep expertise, objective insights, a tailored approach & unparalleled collaboration to help leaders confidently face the future. Protiviti and our independent and locally owned Member Firms provide clients with consulting and managed solutions in finance, technology, operations, data, analytics, governance, risk and internal audit through our network of more than 85 offices in over 25 countries.

Named to the 2021 Fortune 100 Best Companies to Work For® list, Protiviti has served more than 60 percent of Fortune 1000 and 35 percent of Fortune Global 500 companies. The firm also works with smaller, growing companies, including those looking to go public, as well as with government agencies. Protiviti is a wholly owned subsidiary of Robert Half (NYSE: RHI). Founded in 1948, Robert Half is a member of the S&P 500 index.

The outsourced internal audit function governs itself by adherence to the institute of internal auditors' mandatory guidance including the definition of internal auditing, the code of ethics, and the international standards for the professional practice of internal auditing (Standards).

**10-1-5****NUMBER OF REPORTS ISSUED BY INTERNAL AUDIT**

During the year 2024 two (2) reports were issued by Protiviti within the Group. During the year, no significant operational internal control failures were identified. However, process level improvements were identified & accepted by management for implementation towards the continuous improvement of internal controls of the Group.

**11-1****EXTERNAL AUDITOR****11-1-1****BRIEF ABOUT THE COMPANY'S EXTERNAL AUDITOR**

Ernst & Young (EY) was appointed as the company's external auditor for the fiscal year 2024. Ernst & Young (EY) has people & operations in more than 150 countries, which are organized into three areas - Americas, Asia-Pacific and EMEA - and further divided into regions. It has been in the MENA region for more than 90 years, and in UAE since 1966. All their people work in one of their service lines - Assurance, Advisory, Tax, Transaction Advisory Services (TAS) - or in Core Business Services (CBS) which provides internal operational support such as HR and EY Technology.

Ernst & Young has been appointed since 2019 & Mr. Ahmed Al Dali is the Engagement Partner

**The scope of the audit for the financial year 2024 is as follows:**

- Provide an audit opinion on the annual consolidated financial statements in accordance with International Financial Reporting Standards.
- Provide an audit opinion on the annual financial statements of all subsidiaries of the company in accordance with International Financial Reporting Standards; and
- Provide a review of quarterly interim condensed consolidated financial statements in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting".

**11-1-2****EXTERNAL AUDIT FEES, SERVICES & COSTS**

The external audit services of Ernst & Young for 2024 amounted to AED 1,031,900. These fees are for the annual audit and the interim review of the financial statements of ESG Emirates Stallions Group PJSC and its subsidiaries.

### 11-1-3

#### EXTERNAL AUDITOR'S OPINION ON THE FINANCIAL STATEMENTS

The Company's external auditor did not have any reservations to any item of the interim and annual financial statements during 2024.

### 11-1-4

#### VIOLATIONS COMMITTED BY THE GROUP DURING THE YEAR 2024

During the year 2024, the Group was not subject to any material fines or penalties imposed by SCA or any statutory authority on any matter related to capital markets. Additionally, there have been no cases of material non-compliance with any applicable rules and regulations

### 12-1

#### SHARE HOLDING AND SHARE PRICE INFORMATION

#### 12-1-1

##### SHARE PRICE

The following table presents the company's highest and lowest share price at the end of each month during the year 2024 and share performance against market index and sector index as of 31st December 2024:

Month	Share Price (AED)			Share Performance				
	High (AED)	Low (AED)	Closing price (AED)	Market Index	Industrial Index	Absolute	Vs Market Index	Vs Sector Index
January	8.7	8.0	8.1	9,508.3	3,174.1	-9.6%	-8.8%	-6.6%
February	14.8	8.1	14.6	9,254.8	2,967.6	81.4%	84.0%	87.9%
March	13.5	11.1	12.0	9,228.1	2,911.7	-17.9%	-17.7%	-16.1%
April	13.0	11.3	12.2	9,067.4	2,773.8	1.5%	3.2%	6.2%
May	11.5	10.0	10.0	8,862.6	2,382.4	-17.6%	-15.3%	-3.5%
June	10.8	9.5	10.0	9,060.7	2,475.2	-0.2%	-2.4%	-4.1%
July	10.2	9.5	9.8	9,339.0	2,599.6	-2.5%	-5.6%	-7.5%
August	9.7	8.5	8.7	9,284.9	2,624.6	-10.9%	-10.3%	-11.8%
September	8.6	7.9	7.9	9,425.5	2,648.3	-9.7%	-11.2%	-10.6%
October	8.0	7.3	7.3	9,327.9	2,683.2	-7.3%	-6.2%	-8.6%
November	10.4	6.9	10.4	9,234.8	2,701.4	43.4%	44.4%	42.7%
December	10.5	8.7	9.7	9,419.0	2,718.6	-7.0%	-9.0%	-7.6%
Overall Performance During 2024	14.8	6.9	9.7	9,419.0	2,718.6	9.1%	10.8%	26.0%

12-1-2

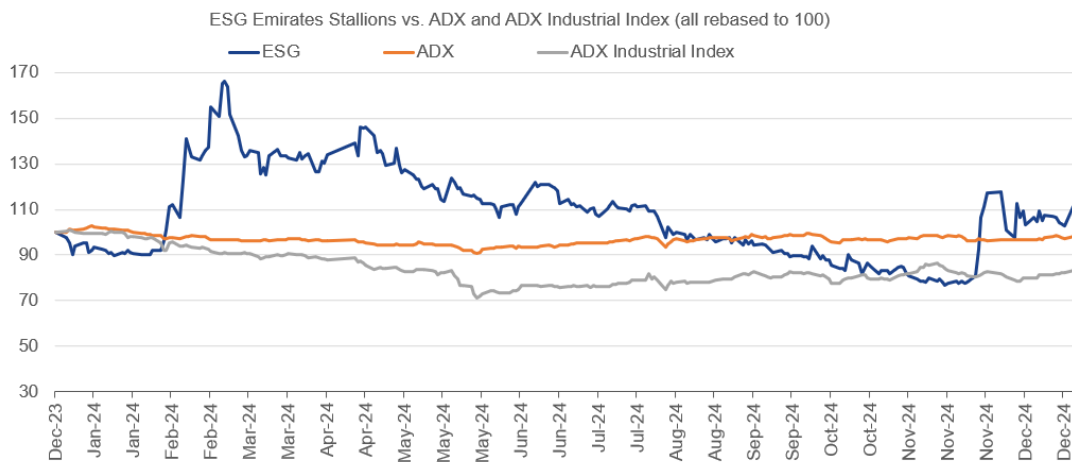
COMPANY'S SHARE PRICE PERFORMANCE DURING THE YEAR 2024



12-1-3

PERFORMANCE OF THE COMPANY'S SHARES, COMPARED WITH THE ADX INDEX AND ADX REAL ESTATE INDEX DURING THE YEAR 2024

ESG Share Price Performance vs. ADX and ADX Real Estate Index (all rebased to 100)



12-1-4

**DISTRIBUTION OF SHAREHOLDERS' OWNERSHIP**

Description	Individuals	Companies	Government	Total
UAE	22,215,703	212,823,410	-	231,751,735
Arab Countries	8,542,290	12,260	-	9,815,219
GCC	5,296	400	-	1,121
Foreign	5,162,498	1,238,143	-	8,431,925
<b>Total</b>	<b>35,925,787</b>	<b>214,074,213</b>	<b>-</b>	<b>250,000,000</b>
<b>percentage</b>	<b>14.37%</b>	<b>85.63%</b>	<b>-</b>	<b>100%</b>

12-1-4

**STATEMENT OF SHAREHOLDERS OWNERSHIP 5% OR MORE**

Name of Shareholders	Shareholders Share %
IHC Real Estate Holding LLC	85%
<b>Total</b>	<b>85%</b>

**13-1****INVESTOR RELATIONS AFFAIRS**

The company has established a department specialized in managing the affairs of the shareholders. The Investor Relations Officer has been appointed and holds the following qualifications:

- Holds a degree suitable for work.
- Has experience in managing the affairs of shareholders.
- Aware of the relevant legal and legislative requirements.
- Has full knowledge of the company's activities and opportunities.
- Has the ability to use different channels of communication and has the skills to communicate with investors in securities.

A special investor relations page has been created on the Company's website to be constantly updated and maintained in line with international standards, including Investor Relations Department data and contact information such as, a dedicated phone number & e-mail, providing all reports on financial results whether recorded or published, Financial year data, including the dates of publication of financial results data, minutes of meetings of the General Assemblies, & any other important events.

**Contact details for Investor Relations Officer**

**MRS. AMAL MOHAMMAD AL SATL**  
ESG'S INVESTOR RELATION OFFICER

**BOARD SECRETARY**

Address:

5th Floor | The Royal Group Building  
PO Box **63811** | Abu Dhabi, United Arab Emirates

T: +971 2 811 1550

E : [Amal.Mohammad@esguae.com](mailto:Amal.Mohammad@esguae.com) | [www.esguae.com](http://www.esguae.com)



14-1

**SPECIAL RESOLUTIONS PRESENTED TO THE GENERAL ASSEMBLY HELD DURING 2024**

SrNo	Meeting Date	Items / Special Resolutions	Action Taken
		NA	

15-1

**EMIRATIZATION PERCENTAGE IN THE COMPANY AS OF 2024**

Year	Emiratis Citizens	Non-Emiratis Citizen	Total
2024	8.1%	91.9%	100%
2023	6.09%	93.91%	100%
2022	5.6%	94.4%	100%

16-1

**SIGNIFICANT EVENTS DURING 2024**

**March 2024**

- Acquisition of an additional 40% stake in two leading UAE interior design firms, Vision Factory and Decovision.

**April 2024**

- Acquiring, through one of the Groups' subsidiaries 83.89% of Sawaeed Holding's capital to complete full acquisition of the company by 100%.

**May 2024**

- Board Election

**August 2024**

- Sawaeed Holding, one of the Groups' subsidiaries acquires UIG & Progressive to become ESG's flagship platform for Manpower & Accommodation Services.

17-1

**INITIATIVES AND INNOVATIONS DURING 2024**

**Sponsoring First Star Sports Academy football team for the season 2024 -2025**

For the second consecutive year, ESG Emirates Stallions Group sponsor the under 14 children's football team at **The First Star Sports Academy** for the season 2024 -2025.



With this sponsorship, ESG aims to inspire, nurture & promote the spirit of sportsmanship and competitiveness within the younger generation.



### Celebrating Emirati Women's Day

ESG Emirates Stallions Group hosted a special event to honor the remarkable achievements and contributions of Emirati women within our community.



The occasion was a meaningful opportunity to recognize the diverse roles they play in shaping and enriching our society.

## Mangrove Tree Planting Initiative

ESG Emirates Stallions Group has launched a three-phase mangrove tree planting initiative as part of its commitment to environmental sustainability.

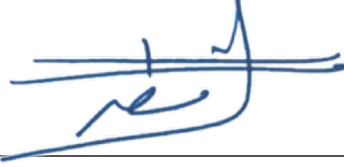


This ambitious initiative aims to restore and protect vital ecosystems while contributing to a greener future. We are proud to announce the successful completion of the third phase for 2024, which focused on planting mangrove trees and revitalizing the ecosystem on Umm Yefina Island, reaffirming our commitment to leaving a sustainable legacy for future generations.

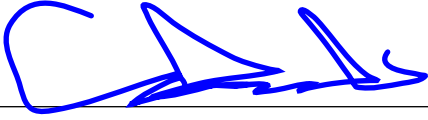
## AI Workshop

ESG Emirates Stallions Group has launched a monthly AI workshop to foster innovation and collaboration across the Group. This platform provides an opportunity for representatives from various departments and subsidiaries to exchange ideas, explore developments in the field of artificial intelligence, and enhance efficiency. The initiative supports knowledge sharing, strengthens our capabilities, and aligns with our goals in the areas of environment, society, and governance, reflecting our commitment to staying at the forefront of technology.

The Report was approved by the Board of Directors on 12 February 2025



H.E. Matar Suhail Ali Al Yabhouni Aldhaferi  
Chairman, Board of Directors



Mr. Ali Saeed Abdulla Sulayem Alfalasi  
Chairman - Audit Committee



Mr. Abdulla Rashed MohammadRashed Al Rashdi  
Chairman - Nomination & Remuneration  
Committee