

عقيدة
الحوكمة

**GOVERNANCE
CREED**

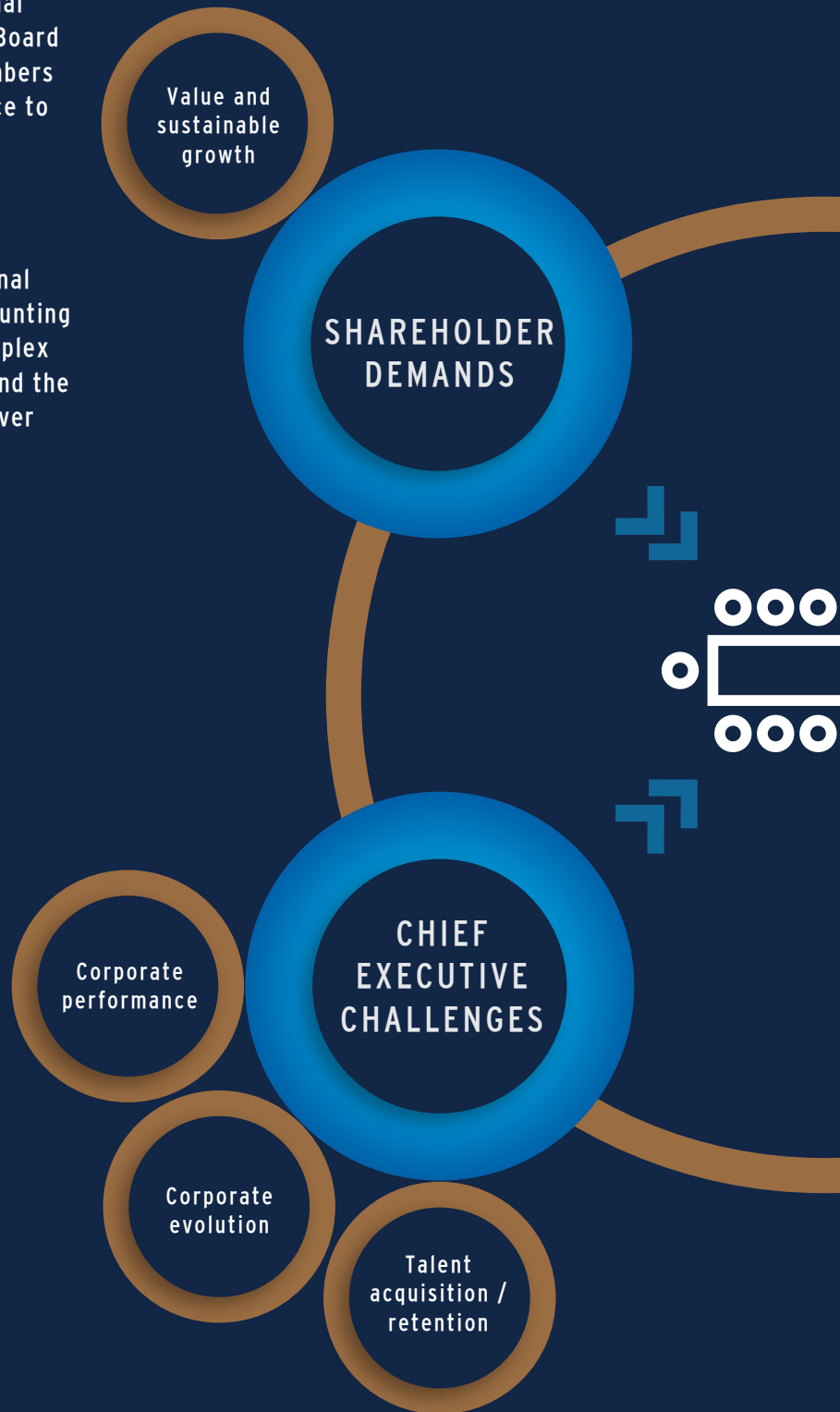
**GOOD GOVERNANCE LEADS
TO GREAT COMPANIES**

INDEPENDENCE - DISCRETION - EXPERIENCE

GOVERNANCE AND BOARDROOM CHALLENGES

The role of the boards across the Middle East is becoming much more complex. Being a board director is now about active leadership, personal accountability and senior executive coaching. Board directors are dynamic and dedicated team members that must now make a strong positive difference to their companies.

Simultaneously, boards are facing increasing pressures in their quest to lead companies to sustainable and successful futures. From regional macro-economic and geo-political issues to mounting international competition and increasingly complex regulatory standards, chairmen, their boards and the boards' committees are tasked to perform at ever increasing levels.

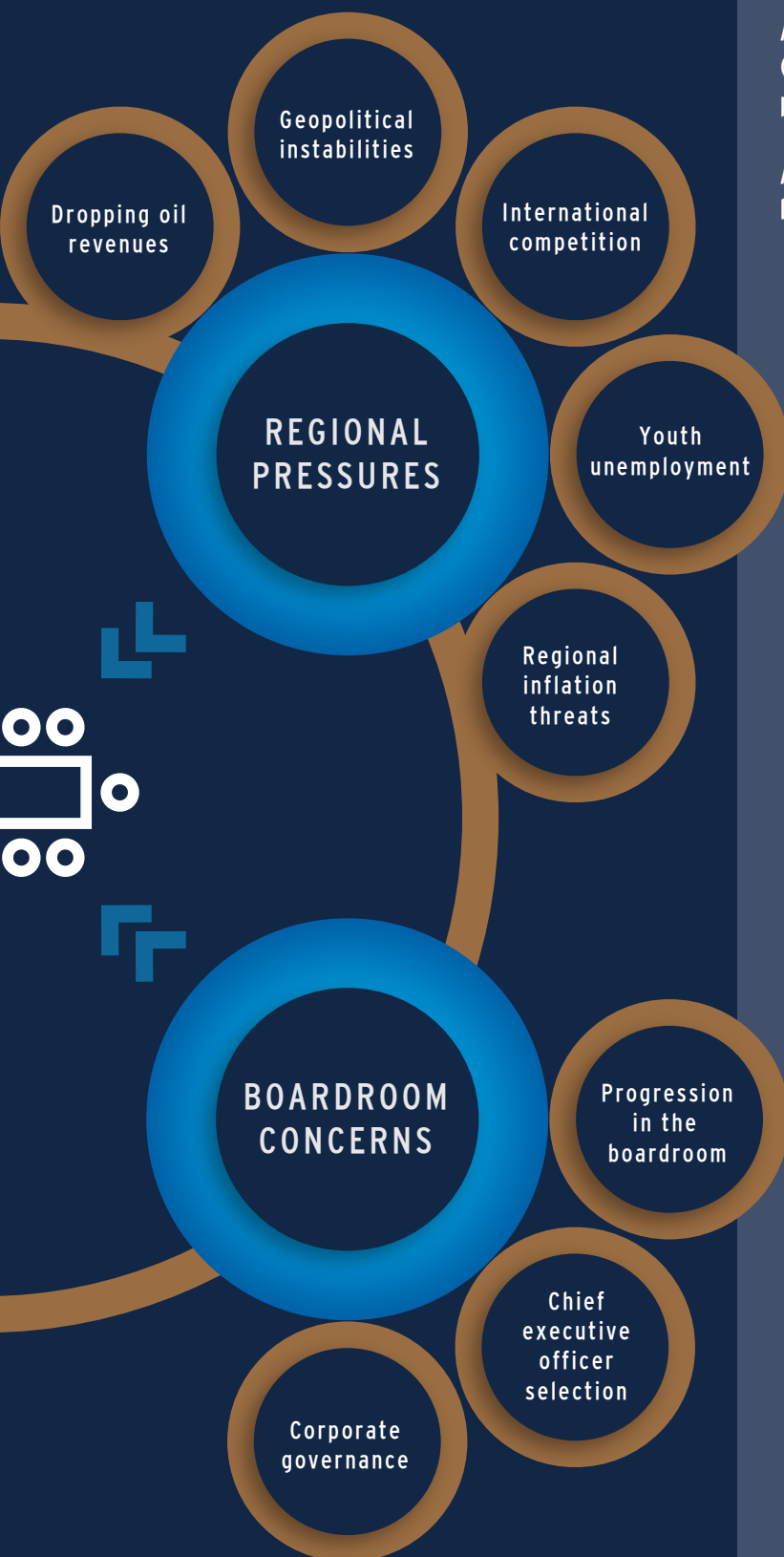


GOVERNANCE BEST PRACTICE BENEFITS

According to the International Finance Corporation (IFC) and World Bank, well Governed companies perform better and drive higher shareholder value.

Adopting corporate governance best practices:

- Improves access to external financing
- Lowers the cost of capital
- Improves operational performance
- Increases firm valuation
- Improves share performance
- Reduces the risk of corporate crises



GOVERNANCE CREED YOUR GOVERNANCE PARTNER

Governance Creed is a dedicated governance firm that specialize in strengthening boardroom and corporate governance across the Middle East.

120 YEARS

*Collective Experience
in the Middle East*

The firm works with shareholders, boards and senior executives of family businesses, state owned enterprises, publicly listed entities, private equity firms and private companies to improve board performance and organisational governance to drive shareholder value.

Governance Creed has a unique set of skills, expertise and qualifications to ensure your success:

- All our partners are Institute of Directors (IoD) Certified
- Our leaders are accredited by the IFC / World Bank in Corporate Governance Board Leadership
- Our partners regularly sit as practicing board members of regulated and non-regulated corporations
- Our partners live in the Middle East and collectively have over 120 years of Middle East experience

MANAGING PARTNER

Jan Bladen founded Governance Creed in response to increasing demand from the region's companies for definitive guidance on boardroom performance and for improving operational governance practices.

Jan was the founding chief operating officer of the Dubai Financial Services Authority (DFSA) for just under 10 years and a key figure in the establishment of the Dubai International Financial Centre (DIFC). Jan subsequently headed-up Abu

Dhabi's international financial centre, Abu Dhabi Global Market (ADGM). He qualified as the 1st accredited board director of the IoD in Dubai and was the chairman of the IoD Accreditation Committee for numerous years.

Jan now sits as an active member on numerous regulated and non-regulated boards, both in the Middle East and Europe. Married to an Arab, he has lived with his family in the Middle East for over 25 years.

GOVERNANCE AND BOARDROOM SUCCESS

Good Governance can be felt across the entire organization. It improves strategic clarity and focus, enhances operational and financial results, and increases talent retention and succession. There are 10 Key attributes of highly successful boards, each supported by the Governance Creed Framework. These include:

10

KEY CHARACTERISTICS OF A HIGH PERFORMANCE BOARD

- Are comprised of the right people with the right skills and experience.
- Get the right information, in the right place, at the right time.
- Make the best use of their time and focus on the most important issues.
- Have effective board committees that support the board in meeting its role.
- Have effective leadership that ensures that the board achieves its role as a board of directors
- Work well together as a board team.
- Work and engage constructively with the CEO.
- Are accountable, particularly to those that provide the company's capital.
- Ensure compliance with significant legal, ethical, and regulatory requirements.
- Have effective processes, especially with respect to strategy, risk, succession planning and board evaluations.

TAILORED SOLUTIONS

Governance Creed provide internationally proven frameworks, practical guidance and active participation to help companies bring together the critical components to drive your boardroom governance and performance.

GOVERNANCE PROCEDURES

Guidance on the format / contents of a company's annual report

Director selection processes and procedures

Letters of appointment for board directors

Board meeting processes and procedures

Designing yearly board room calendars

Defining strategy processes for boards

Definition of the board's risk appetite

Schedule of boards reserved powers

Yearly committee agendas

Board rotation processes

IPO preparation services

GOVERNANCE POLICY

Tailored terms of reference for the board and committees

Tailored policies regarding independent external auditors

Tailored policies for subsidiary governance frameworks

Tailored delegations of authority | authority matrix

Tailored policies on related party transactions

Tailored policies on information disclosure

Tailored shareholder agreement

GOVERNANCE STRUCTURE

Designing and implementing subsidiary governance frameworks

Structuring family business holding and subsidiary boards

Subsidiary business planning and budgeting processes

Corporate secretary's role and terms of reference

Definition of board committee roles

Definition of board member roles

New board development

Our Governance Framework is based on recognised international standards and is provided exclusively by IOD Certified Partners with years of personal boardroom experience.

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