

ANNUAL CORPORATE GOVERNANCE DISCLOSURE 2023

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1. Actions taken to complete the Corporate Governance Code during the year 2023

- I. Good Corporate Governance practices are significant in creating and sustaining shareholder value and ensuring appropriate disclosures and transparency. Bahrain Duty Free Shop Complex B.S.C.'s CR No. 23509, ('DUTYF) Corporate Governance Policy provides the framework for the principles of effective Corporate Governance standards across the Company.
- II. The Board of Directors (the Board) is committed to implementing robust Corporate Governance practices and continuous review and adherence to strong corporate governance practices to help enhance compliance levels according to international standards and best practice.
- III. Bahrain Duty Free Shop Complex B.S.C. shall continue its endeavor to enhance shareholders value, protect their interests and defend their rights by practicing the pursuit of excellence in corporate life. The Company shall continuously strive to best serve the interests of its stakeholders including shareholders, customers, employees, and the public at large. The management is committed to implement procedures and processes to reflect and support the Board approved Corporate Governance framework to ensure the highest standards of Corporate Governance throughout the Company.
- IV. The Board and the Company's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Company has established the Code which provides an ethical and legal framework for all employees in the conduct of its business. The Code also defines how the Company relates to its employees, shareholders and the community in which the Company operates.
- V. The Board of Directors has adopted the Code and a Whistleblower Policy to monitor compliance with the ethical requirements of the Code. The Code provides clear directions on conducting business internationally, interacting with the Government entities, communities, business partners and general

workplace behavior having regard to the best practice of corporate governance models and ethics. The Code also sets out a behavioral framework for all employees in the context of a wide range of ethical and legal issues.

- VI. No conflict of interest was noted during the year ended 2023. Where a conflict of interest noted as a result of any business transaction or any type of resolution to be taken, the concerned Board member shall refrain from participating at the discussion of such transaction or for resolution to be approved. Board members who are party to any of the business transactions or the Board's Committees are required to inform the Board of a potential conflict of interest prior to the discussion of any transaction or resolution and concerned member(s) should refrain from voting on these transactions or resolution where a conflict of interest arose.
- VII. Means of Communication with Shareholders and Investors were the Company is committed to provide relevant and timely information to its shareholders, investors and regulators in accordance with its continuous disclosure obligations defined in the Code. Information is communicated to shareholders and regulators through the distribution of the Company's Annual Report and other information releases about the significant matters through the Company's website in a timely manner. The Board Secretary/Corporate Governance Officer is responsible for communications with the shareholders and regulators ensuring that the Company meets its continuous disclosure obligations as defined in the Code. Notice of the Annual General Meeting (AGM) is provided on the Company Website under the heading "Investor Relations".
- VIII. Evaluation of the Board Performance, the shareholders evaluate the performance of the Board of Directors and absolve them from liability in the Annual General Meeting. The Board of Directors evaluates the performance of the Chairman and General Manager in the Board of Director meetings. The performance of the Board of Directors and Board Committees was evaluated in the NRCG meeting held in March 2023.

IX. Induction and Training of Directors, the Company has a formal induction program in place, which is designed for each new Director. The induction program includes i) an introductory pack containing, amongst other things, the Company Overview, Organization Chart, Terms of Reference of the Board and Board Committees and key policies; ii) presentations on significant financial, strategic and risk issues; and iii) orientation meetings with key management as may be required. All continuing directors, hence there was one training workshop conducted Tuesday 06th December, 2022 on Corporate Governance Code.

2. Director's Trading of Shares during the year

During the year, the following Transactions of Board Directors, their spouses, and sons sold/purchased shares in the Company according to the following table:

#	Name	Position/kinship	Shares held as at 31/12/2023	Total sale	Total purchase
				transaction	transaction
1	United Insurance Company B.S.C	Jehad Yousuf Abdulla Amin	228,596	-	228,596
2	Fortuna Co, W.L.L.	Abdul Rahman Jamsheer	-	67,246	-
3	Hala Farooq Yousif Almoayed	Farouk Yousif Khalil Al Moayyed	308,000	449,000	-
4	Almoayyed Air Conditioning W.L.L	Farouk Yousif Khalil Al Moayyed	449,000	-	449,000
5	Global Express Company W.L.L.	Investment Company	12,000,000	-	485,587

3. Composition of the Board Director profiles

Appointment & Termination / Resignation of Directors, in 14 March 2022 the shareholders have elected the current Board of Directors for 3-year term and the current term is 2022– 2025. Also, there is no representation for Women in Bahrain Duty Free Board, and there is no maximum age limit at which a director must retire from the Board. Each Director’s term of appointment expires, pursuant to the terms of his Letter of Appointment and/or the provisions of the law. On its Annual General Meeting held in Tuesday 14th March 2023, The General Assembly of Bahrain Duty Free Shop Complex have approve the Board of Directors request to appoint Mr. Ghassan Ebrahim AL Sabbagh as an independent director and non-executive for a term of 3 Years, as to fulfil the requirements in the Company Board and Audit Committee and meet the minimum compliance requirements of corporate governance for a term of 2023-2024-2025.

#	Names	Executive Classification	Independent Classification	Title	Experience	Qualification	Period Term as a Director of the Company	Directorships and Positions in other Companies	Positions in any other key regulatory, government or commercial entities
1	Farouk Yousif Almoayyed	Non-executive	Non-independent	Chairman	Businessperson who has been at the head of 14 different companies and received an undergraduate degree from Loughborough University (Mechanical), he is one of the pioneers in modernizing the businesses in the Kingdom of Bahrain	Undergraduate degree from Loughborough University (Mechanical)	Since Inception 1990	Bahrain Duty Free Shop Complex BSC, Bahrain National Holding Co. BSC, National Bank of Bahrain, National Finance House, Gulf Hotels Group BSC, Y.K. Almoayyed & Sons, Almoayyed Contracting Group, Almoayyed International Group (a subsidiary of Almoayyed Contracting Group) Y.K. Almoayyed & Sons Properties Co. WLL, ASHRAFS, Ahlia University, Ibn Khuldoon National School	Economic Development Board

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#	Names	Executive Classification	Independent Classification	Title	Experience	Qualification	Period Term as a Director of the Company	Directorships and Positions in other Companies	Positions in any other key regulatory, government or commercial entities
2	Abdulla Hassan Buhindi	Non-executive	Non-independent	Vice Chairman	Businessperson holding Bachelor degree of Commercial Banking from Kuwait University with more than 40 years' experience. He has amassed a considerable amount of experience in starting up new businesses.	Holding Bachelor degree of Commercial Banking from Kuwait University	Since Inception 1990	National Investment Co. WLL, Buhindi Group, Aer Rianta International M.E. WLL, Banz Group, Bahrain Maritime and Mercantile International, United Paper Industries (Bahrain Pack) Bahrain & Jordan, Banader Hotels Co. - Downtown Rotana Hotel. BEMCO	Appointed Honorary Consul - Irish Consulate in Bahrain (July 2009 – present)
3	Sh. Mohamed Bin Ali Al Khalifa	Non-executive	Independent	Director	Businessperson holding Business Administration Marketing from Richmond University United Kingdom with more than 30 years of experience in Business Management and holds a vast amount of experience in the investment field.	Holding Business Administration Marketing from Richmond University United Kingdom.	Since Inception 1990	Matal Holdings Co. WLL Telecommunications Technology WLL Food For All	
4	Jalal Mohammed Jalal	Non-executive	Non-independent	Director	Businessperson with more than 40 years of experience in Business Management and investment, graduated in Business Administration from the United Kingdom	Graduated in Business Administration from the United Kingdom	Since Inception 1990	Bahrain Business Machines. Mohmmed Jalal & Sons Group of Companies, Awal Printing Press. Awal Readymix Concrete Co., Bahrain International Airport Development Company WLL, Gulf Business Machines, Bahrain Cinema Company.	

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#	Names	Executive Classification	Independent Classification	Title	Experience	Qualification	Period Term as a Director of the Company	Directorships and Positions in other Companies	Positions in any other key regulatory, government or commercial entities
5	Jehad Yusuf Amin	Non-executive	Non-independent	Director	Experienced Investor and Senior Executive with a demonstrated history in Bahrain Stock Exchange since 1998. With more than 20 years of experience in the investment field, holding executive management position and board seats in nine companies.		Board Member since 2016	Banader Hotels - represent BMMI Bahrain National Holding, Bahrain National Insurance, TRAFICO, Bahrain Livestock, Bahrain Cinema, BMMI, United Insurance.	
6	Abdulrahman M. S. Jamsheer	Non-executive	Non-independent	Director	Member of the Shoura Council holding a Bachelor of American University-Beirut and have attended numerous of courses in project evaluation, statistics, foods, and economics. He also an active member of Bahraini's private sector and actively involved with philanthropic committees and associations, as well as his role in Bahraini's legislative branch.	Holding a Bachelor of American University-Beirut	Board Member since 2016	Delmon Poultry, Fortuna Co. WLL Esterad Investment Company, Lona Real Estate National Cold Storage & Warehousing Co(BANZ)	Member of Bahrain Welfare Society, Vice Chairman of Bahrain Shura Council, Member of preparation of the Bahrain National Charter & General Secretary, Member of The Arab League Parliament in Cairo, and President of Mithaq Society.

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#	Names	Executive Classification	Independent Classification	Title	Experience	Qualification	Period Term as a Director of the Company	Directorships and Positions in other Companies	Positions in any other key regulatory, government or commercial entities
7	Mohammed A.Rahman Al Khan	Non-executive	Non-independent	Director	Executive Management holding BS. In Accounting-Faculty of Commerce from Cairo University, was the Director of Admin & Finance in Bahrain Civil Aviation and have more than 30 years experience in Business Management	Holding BS. In Accounting-Faculty of Commerce from Cairo University.	Since Inception 1990	Chairman, Information Village	
8	Jawad Yousuf Al Hawaj	Non-executive	Non-independent	Director	A prominent Businessman, studied economics and political science at the Lebanese University in Lebanon, with diverse business interests in various fields like perfumes, cosmetics, jewellery, Watches, Fashion, Restaurants, Home Appliances, and Consumer Electronics	Studied economics and political science at the Lebanese University in Lebanon's	Since Inception 1990	Yousuf A. Wahab Al Hawaj & Sons Co. WLL, Techno Blue Trading Co. WLL, Master Technology, S.P.C., Beauty Care, S.P.C., and Azadea (Zahnoor, Zali, Zadina, Batco), Gulf & the World for Investment and Trading (Khair) Holding Co. (B.S.C)	Chairman of Bosnia and Herzegovina Friendship and Business Society-Bahrain, President of Chinese Friendship Society- Bahrain, and Board Member of Dar AL Bilad for Journalism, Publishing & Distribution BSC
9	Jassim Mohammed Al Shaikh	Non-executive	Independent	Director	Businessperson with more than 30 years of experience in Business Management, he has acquired a wealth of knowledge and experience in the areas of Investment		Since Inception 1990	Chairman, Confab WLL and AL Shaikh Properties	

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#	Names	Executive Classification	Independent Classification	Title	Experience	Qualification	Period Term as a Director of the Company	Directorships and Positions in other Companies	Positions in any other key regulatory, government or commercial entities
10	Mohammed Nabeel Abdulla Al Zain	Non-executive	Independent	Director	Bahraini professional and entrepreneur with experience in the fields of investments, wholesale, retail, and manufacturing. He has had a leading role at AL Zain for the past 15 years and he has earned a bachelor's degree from AIU Los Angeles, California. He also graduates Gemologist (G.G.) degree from the Gemological Institute of America (GIA)	Earned a bachelor's degree from AIU Los Angeles, California. He also graduates Gemologist (G.G.) degree from the Gemological Institute of America (GIA)	Board Member effective March 2023	Al Zain Trading Company WLL, and AL Zain B.S.C (Closed)	
11	Ghassan Ebrahim Al Sabbagh	Non-executive	Independent	Director	Businessperson with more than 30 years of experience in Business Management, he has acquired a wealth of knowledge and experience in the areas of Investment		Appointed By the Board as an independent Director from 2023-2025		

I. Total remunerations paid to the directors for the (last) year 2023

Article 188 of the Commercial Companies Law No.21 of 2001 explains the method of payment of remuneration to the directors. The remuneration policy is based on attendance fees and basic fees paid to the members of the Board of Directors. Total remunerations paid to the directors for the (last) year 2022 amounted to BD 65,000. Total sitting fees of BD 142,000 was paid to the members of the Board in 2023. Remuneration of the Board of Directors and Executive Management. The table below shows the remuneration of members of the Board of Directors and the Executive Management for the fiscal year ended 31 December 2023.

Name	Fixed Remuneration					Variable Remuneration					Other		
	Board Remuneration	Sitting Fees for attending Board and Committee Meetings	Salaries	Other	Total	Remuneration Chairman and BOD	Bonus	Incentive Plans	Other	Total	End of Service Awards	Other	Expense Allowance
Independent Directors / Non-Executive													
Ghassan Ebrahim Al Sabbagh	5,000	11,600	-		16,600							-	-
Shaikh Mohammed Bin Ali Bin Mohammed Al Khalifa	5,000	10,000	-		15,000							-	-



شركة مجمع البحرين للأسواق الحرة
Bahrain Duty Free Shop Complex

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Jassim Mohammed Al Shaikh	5,000	10,000	-	15,000								-	-
Mohamed Nabeel Abdulla Hasan Alzain	5,000	11,600		16,600								-	-
Non-Executive Directors													
Farouk Yousuf Almoayyed	10,000	22,000	-	32,000								-	-
Abdulla Hassan Buhindi	10,000	22,000	-	32,000								-	-
Mohammed A. Rahman Al Khan	5,000	11,600	-	16,600								-	-
Jehad Yousif Amin	5,000	11,600	-	16,600								-	-
Abdul Rahman Mohammed Saif Jamsheer	5,000	11,600	-	16,600								-	-
Jalal Mohammed Jalal	5,000	10,000	-	15,000								-	-
Jawad Yousif Al Hawaj	5,000	10,000	-	15,000								-	-
Total	65,000	142,000		207,000	-	-	-	-	-	-	-	-	-
Notes:													

1. All amounts in Bahraini Dinar.
 2. Board Remuneration represents the proposed payments for approval at this years Annual General Meeting to be held on March 20 2024.

Executive Management	Total paid salaries and allowances	Total paid remuneration Bonus	Any Other cash/in kind remuneration	Total
Remuneration for executives including General Manager	105,572	24,400	-	129,972

Notes: 1. All amounts are expressed in Bahraini Dinar.
 2. Senior Executive Management is less than 6 persons.

The following table summarizes information about the profession, designation/business title, and experience in years and qualifications of Senior Management:

List of Senior Management:

Name of members of senior management	Designation	Period	Experience in years	Qualification
Dominic Carroll	General Manager	01 st March,2021 till date	40	Member of Certified Public Accountants in Ireland.

II. **The proposed total remunerations to be paid to the directors for the year 2023**

The proposed total remunerations to be paid to the Board of Directors for the year 2023 is BD 65,000 in which will be presented at the annual general meeting for approval.

III. Sitting fees paid to the directors for attendance of the Board's committees for the financial year 2023

The sitting fees paid to the directors for attendance of the Board's committees for the financial year 2023 according to the following table:

#	Name	Sitting fees paid for attendance of the Board's committees		
		Name of committee	Sitting fees amount	No. of meetings
		Audit Committee	BD 4,800	4
		Investment Committee	BD 6,400	4
		Nomination, Remuneration and Governance Committee	BD 1,200	1

4. Number and dates of the Board's meetings held during the financial year 2023

The Company should hold a minimum of four Board meetings during each year. Total sitting fees paid to the members of the Board Meetings in 2023 was BD 130,000. The following table summarizes the information about member's attendance in the Board of Directors Meetings held in 2023:

Board Member	Business Title	14-Feb	10-May	07-Aug	09-Nov	% Attend
Farouk Yousuf Almoayyed	Chairman	IP	IP	VC	IP	100%
Abdulla Hassan Buhindi	Vice Chairman	IP	IP	VC	IP	100%
Mohammed Nabeel AL Zain	Director	IP	VC	VC	IP	100%
Jawad Yousif Al Hawaj	Director	IP	IP	VC	IP	100%
Mohammed A.Rahman Al Khan	Director	IP	IP	VC	IP	100%
Ghassan Ebrahim Al Sabbagh	Director	IP	IP	VC	IP	100%
Jalal Mohammed Jalal	Director	IP	IP	VC	IP	100%
Sh. Mohammed Bin Ali Bin Mohammed Al Khalifa	Director	VC	IP	VC	IP	100%
Jassim Mohammed Al Shaikh	Director	IP	VC	VC	IP	100%
Jehad Yousuf Amin	Director	IP	IP	VC	IP	100%
Abdul Rahman Mohammed Saif Jamsheer	Director	IP	IP	VC	IP	100%

***IP: Meeting attended by Director in person. VC: Meeting attended by Director By video visual communication.**

5. Description of the Board's duties and competences

I. Board Procedure

The Board procedure is defined in the Charter of the Board. The Company has a practice of circulation of agenda and other supporting documents well in advance to enable the directors to deliberate and decide on all matters listed in the agenda to constantly enhance the performance of the Company.

II. Board and Directors' Responsibilities

The specific responsibilities of the Board include:

- Monitoring the overall business performance;
- Monitoring the performance of executive management to ensure that executives are compensated fairly;
- Monitoring performance and succession plan for Management;
- Accurate preparation of the quarterly and annual consolidated financial statements and ensure that financial statements are free from errors and fraud;
- Monitoring conflicts of interest and preventing abusive related party transactions;
- Convening and preparing for the shareholders meetings;
- Recommending dividends to shareholders and ensure its execution;
- Adapting, implementing and monitoring compliance with the Company's Code of Business Conduct;
- Disclosure of financial information to the Government Authorities and the public within the stipulated time;
- Reviewing the Company's objectives and policies relating to social responsibilities; and
- Overseeing the direction and management of the company in accordance with Commercial Companies Law and other Rules and Regulations issued by the Government of Bahrain.

- Drawing, overseeing and periodically reviewing the company's plans, policies, strategies and key objectives.
- Setting and generally supervising the regulations and systems of the company's internal control.
- Setting standards and values governing the company's business.
- Setting internal regulations which determine the Board's duties and responsibilities, including the obligations and responsibilities of the directors, which the Board shall not be exempt therefrom even if it forms committees or delegates certain duties to other bodies or individuals. The Board of Directors' shall avoid issuance of general authorizations or authorizations with an unlimited duration.

III. Material Transactions that require Board approval

The following material items require review of the Board of Directors, evaluation, and approval:

- The Company strategy;
- The annual budget, capital expenditure budget, major contracts, diversification plans/divestment;
- The financial statements;
- Major resource allocations and capital investments; and
- Training, development and succession plan for Management.

6. Details of transactions with related parties (stakeholders)

All related party transactions are carried out at arm's length basis and approved by the management of the Company. No employee or director or member of executive management can trade in the shares with the material information which is not made public. Details of transactions with related parties (stakeholders), indicating the nature of relationship and type of transaction is as follows: all figures are BD and expressed in thousands.

Companies which Shareholders / Directors have an interest	Assets	Liabilities	Income		Expenses
	Receivable	Other payable	Share of Profit	Other income	Other expenses
INFORMATION VILLAGE	-	-	-	-	9,595
Total Shareholder/Directors interest	-	-	-	-	9,595
BIADCO (Equity Accounting Investee)	-	155,745	20,265	-	-
BDFC (Equity Accounting Investee)	-	-	3,478,703	112,273	79,022
Total Other	-	155,745	3,498,968	112,273	79,022
Total related party balances	-	155,745	3,498,968	112,273	88,617

7. The Company's organizational structure



8. Total remunerations paid to the key executive officers

The remuneration paid to Senior Management during the year was as follows:

Name of members of senior management	Amount (BD)
Salaries	BD 129,972.00
Employees' end of service benefits	BD 12,481.00

I. Code of Conduct/ Code of Ethics

- The Company has the Code of Conduct/Code of Ethics policy describing the standards expected from each employee of the Company.
- Each employee should protect the assets of the Company.
- The Company has to act on the customers' complaints promptly and courteously.
- No employee should take a bribe from any person on behalf of the Company.
- The Company will not disclose information about the customers/business associates to any other person /entities.
- Employees are not to disclose information about the Company either during or after the service to any outside person/entities.
- A well-organized system and clear mechanism shall be established to prevent directors and employees from using their positions to exploit the information they have accessed to for their personal interests, and to prohibit the disclosure of information and data concerning the Company.

- Procedures shall be established to govern the relationship with the stakeholders to ensure that the Company's obligations towards them are fulfilled, their rights are preserved.
- The director shall disclose to the Board any direct or indirect common interests with the Company.
- A system of recruitment practices shall be established, especially the employment of relatives.

9. External Auditors

I. Auditor's profile and overview of its professional performance.

Upon a recommendation from the Audit Committee and the Board of Directors, the ordinary General Assembly at its meeting held on 14-03-2023 in which have reviewed and approved to appoint KPMG as an external auditor of the Bahrain Duty Free Shop Complex for the financial year ended 31-12-2023, with an agreed fee of BD 12,500 in which includes the review of the quarterly data for the period. KPMG have been the external auditor of the company since inception. The external auditor has submitted an unqualified opinion for the year of 2023 to the Board of Directors. Which will be presented at the Ordinary General Assembly to be held on 20-03-2023.

The Board of the Audit Committee recommends to appoint KPMG, as an external auditor as they are already the current external auditor of the company and have the knowledge about the nature of the business portfolio and industry related to the company in which provide them an edge over other firms in terms of conducting an efficient and quality audit. KPMG have attended all our meetings of audit committee's and

share comprehensive analysis and trends related to the business. The Board of the Audit Committee also satisfied with KPMG independence and objectivity including their audit fee quote which is highly competitive. This is for examining, reviewing and auditing the preliminary financial statements for the quarters and the annual financial statements of the fiscal year 2024, and the first quarter of 2025. This recommendation shall be submitted to the Board of Directors and the General Assembly for approval.

II. Fees and charges for the audit or services provided by the external auditor during the year 2023

Name of the Audit Firm	KPMG
Years of service as the Company's external auditor	34 Years
Name of the partner in charge of the Company's audit	Gopinath, Harish
The partner's years of service as the partner in charge of the Company's audit	1 Year
Total audit fees for the financial statements for the year 2023 (BD)	BD 12,500
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2023 (BD) if any. In the absence of such fees, this shall be expressly stated	BD 1,250

10. Committees

The Committees are constituted by the Board for good corporate governance. Scope of roles and responsibilities are clearly defined in the Charters of each respective Committee. The Committees put forward suggestions and recommendation to the Board as and when deemed necessary. The Board constantly evaluates the composition of the committees to comply with the requirements of Law and for the successful functioning of the Company. The following table summarizes the information about the Board Committees, their members and objectives:

Board's Committee	Objective	Members	Position	Independent/ Non-independent
Audit Committee	To assist the Board in ensuring and maintaining an oversight of the financial reporting system, Internal Controls and Regulatory Requirements.	Mohammed Al Khan Ghassan Al Sabbagh Abdul Rahman Jamsheer	Chairman Member Member	Non-Independent Independent Non-independent
NRG Committee	To assist the Board in independently overseeing the affairs of the Company	Farouk Yousuf Almoayyed Abdulla Buhindi Sh. Mohammed Bin Ali Bin Mohammed Al Khalifa	Chairman Member Member	Non-Independent Non-Independent Independent

Investment Committee	To assist the Board in overseeing and managing the Company's Investment Activities.	Farouk Yousuf Almoayyed Abdulla Buhindi Jehad Yousuf Amin Mohammed Nabeel Al Zain	Chairman Member Member Member	Non-Independent Non-Independent Non-Independent Independent
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11. Audit Committee

Mohammed Al Khan is the Chairman of the Audit Committee, and Ghassan AL Sabbagh and Abdulrahman Jamsheer are members. The Audit Committee comprises of three directors. The Charter of the Audit Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Audit Committee Members:

- 1- Review the company's accounting and financial practices.
- 2- Review the credibility of the company's financial control, internal control and financial statements.
- 3- Review and approve the company's financial statements before presenting the same to the Board.
- 4- Discuss the significant accounting and financial policies and reporting issues for the financial year.
- 5- Review the company's compliance with legal requirements.
- 6- Consider and recommend to the Board, the appointment, resignation or dismissal of an external auditor, determine the audit fees and compensations and oversee the auditor's work.
- 7- Discuss the significant observations of external and internal Auditors and the response from the management.

- 8- Review the company's risk management and internal audit functions.
- 9- Ensure existence of appropriate policies, procedures, systems, internal controls and guidelines in the Company.
- 10- Deal with any concerns arising from the 'whistleblower' program adopted by the Board to allow for concerns to be raised confidentially.

The Company should hold a minimum of four meetings during each year. Total sitting fees paid to the members of the Audit Committee in 2023 was BD 4,800. The following table summarizes the information about the member's attendance in the Audit Committee meetings:

Board Member	Business Title	07-Feb	07-May	01-Aug	05-Nov	% Attend
Mohammed A.Rahman Al Khan	Chairman	VC	VC	VC	VC	100%
Abdul Rahman Mohammed Saif Jamsheer	Member	VC	VC	VC	VC	100%
Ghassan Ebrahim Al Sabbagh	Member	VC	VC	VC	VC	100%

***IP: Meeting attended by Director in person. VC: Meeting attended by Director By video visual communication.**

12. Nomination, Remuneration, Corporate Governance Committee (NRCGC)

Farouk Yousuf Almoayyed is the Chairman of the Nomination, Remuneration and Governance Committee, and Abdulla Buhindi and Sh. Mohammed Bin Ali Bin Mohammed Al Khalifa are members in the committee. The Nomination, Remuneration and Governance Committee comprises of three directors. The Charter of the Nomination, Remuneration and Governance Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Nomination, Remuneration and Governance Committee Members:

- 1- Review the structure of the Board, periodically evaluate the directors' performance and make recommendations to the Board on the necessary changes that should be made to address weaknesses to achieve the company's interests.
- 2- Ensure that adequate policies and procedures are in place for the evaluation of the performance of executive management.
- 3- Review the remuneration & sitting fees of the directors and making recommendations to the Board about their decisions.
- 4- Approve of succession plans of senior management before the plans are presented to the Board for approval.
- 5- Assist the board in developing the Company's Corporate Governance policy framework and recommending changes from time to time to the framework developed.
- 6- Ensure the Company's practices conform to its corporate governance policy and is aligned to good governance practices.

The Company should hold minimum of one Nomination, Remuneration and Governance Committee meeting during each year. During the year, one meeting of the Nomination, Remuneration and Governance Committee was held. Total sitting fees paid to the NRCG committee in 2023 was BD 1,200. The following table summarizes the information about the member's attendance in the Nomination, Remuneration and Governance Committee meeting:

Board Member	Business Title	14-March	% Attend
Farouk Yousuf Almoayyed	Chairman	IP	100%
Abdulla Hassan Buhindi	Member	IP	100%
Sh. Mohammed Bin Ali Bin Mohammed Al Khalifa	Member	IP	100%

*IP: Meeting attended by Director in person.

13. Investment Committee

Farouk Yusuf Almoayyed is the Chairman of the Investment Committee, and Abdulla Buhindi, Jehad Amin, and Mohammed ALZain are Members. The Investment Committee comprises of four directors. The Charter of the Investment Committee specifies the roles and responsibilities assigned to the Committee.

Competences of the Investment Committee Members:

- 1- Review and monitor the investment activities on a quarterly basis.
- 2- Oversee and administer the roles and responsibilities of the investment team.
- 3- Recommend new investment proposals and investment opportunities to the Board for approval.
- 4- Review and monitor the investment performance.
- 5- Approval of selected fund managers, mutual funds, investments/funds, brokers and custodian firms.
- 6- Approval of specific investment guidelines within the policy framework.
- 7- Approval for managing time deposits with eligible banks.
- 8- Make recommendations to the Board for adoption of, or amendments to, the Investment Policy Statement.

- 9- Authorised to approve new investments as per the delegated authority limits (DAL). Any proposed investment exceeding this limit must be recommended to the Board for approval.
- 10- Identify investment opportunities that would yield sufficient returns to maximize shareholder wealth at an appropriate level of risk.
- 11- Review performance of the BDFS investment portfolio at the end of each quarter and report to Board of any exceptions, like impairments.
- 12- Review all expenses related in maintaining the investment portfolio, and report to the Board, as appropriate.
- 13- Engage suitably qualified members from the Management to monitor the investment portfolio.
- 14- Review provisions/impairment loss/write-offs/bad debts on investments and funding provided to investee companies.
- 15- Review and ensure investment policy, objective and guidelines is regularly updated every three years.
- 16- Review investment fees and expenses associated with the program on an annual basis to ensure they are reasonable and competitive.

The Company should hold minimum of three Investment Committee meetings during each year. During the year, four meetings of the Investment Committee were held. Total sitting fees paid to the members of the Investment Committee in 2023 was BD 6,400. The following table summarizes the information about the member's attendance in the Investment Committee meetings:

Board Member	Business Title	14-Feb	10-May	07-Aug	09-Nov	% Attend
Farouk Yousuf Almoayyed	Chairman	IP	IP	VC	IP	100%
Abdulla Hassan Buhindi	Member	IP	IP	VC	IP	100%
Mohammed Nabeel Abdulla Al Zain	Member	IP	VC	VC	IP	100%

Jehad Yousuf Amin	Member	IP	IP	VC	IP	100%
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*IP: Meeting attended by Director in person. VC: Meeting attended by Director By video visual communication.

14. Corporate Governance Officer's

S.No.	Name	Qualification	Date of Appointment	Contact Details
1	Sadeq Ismaeel Abdulaziz	2012-2015 Executive Master Business Administration, The University of Hull, United Kingdom	January 31 2019	17337137

15. Details of any irregularities committed during the financial year

During the year 2023, no financial or other types of Irregularities occurred.

16. Contributions made by the Company during the year 2023 for the purpose of community development and environment contributions.

During 2023, the company made charitable contributions totaling BD 40,551 This is mainly to the community support for sport and Youth event.

Bahrain Duty Free Shop Maintains the details of these donations and details of the receiving parties withing its records.

17. Shareholder Information

The existing share structure of the Company consists of ordinary shares only and there are no different classes of ordinary shares. As at 31st December 2023, the Company had issued 142,271,938 ordinary shares, each with a nominal value of 100 fils per share. All shares are fully paid.

Shareholders are invited by the Chairman to attend the AGM. The Chairman and other Directors will attend the AGM and are available to answer any questions. The Annual General Ordinary Meeting were held on 14th March 2023. This year's Annual General Meeting will be held on 20th March 2024.

I. Statement of shareholders' equity as of 31/12/2023

S.No.	Shareholder Classification	Shareholding %			
		Individuals	Corporate	Government or Organizations	Total
1	Local	47,461,122	83,332,264	33,509	130,826,895
2	Arab	8,327,213	2,444,432	0	10,771,645
3	Foreign	673,398	0	0	673,398
4	Total	56,461,733	85,776,696	33,509	142,271,938

II. Shareholders hold 5% or more of the Company's share capital as at 31/12/2023

Description of the shareholders who hold 5% or more of the Company's share capital as at 31/12/2023 as follows:

#	Name	Number of shares held	Shareholding %	Name of the natural person, the final beneficiary
1	Global Express	12,000,000	8.43%	H.H Sheikha Zain Bint Khalid Bin Abdulla AL Khalifa H.H Sheikh Khalifa Bin Ali Bin Khalifa Bin Salman AL Khalifa H.H Sheikh Isa Bin Ali Bin Khalifa Bin Salman AL Khalifa H.H Sheikha Manwa Bint Ali Bint Khalifa AL Khalifa H.H Sheikh Khalid Bin Ali Bin Khalifa Bin Salman AL Khalifa
2	Rouben's Stores W.L.L.	9,264,510	6.51%	Amal Sayed Moustafa Mehles Dawood Farid Dawood Rouben Yousif Farid Dawood Rouben Nadya Farid Dawood Rouben Yasmeen Fareed Dawood Rouben Sarah Farid Dawood Rouben Rachel Dawood Meer Rouben Rebecca Yadid Sameera Dawood Meer Rouben
3	Esterad Investment Company B.S.C	7,577,280	5.33%	Public Listed Company

III. How shareholders are distributed according to their respective shareholding as at 31/12/2023

Description of how shareholders are distributed according to their respective shareholding as at 31/12/2023 as follows:

#	Shareholding (share)	No of shareholders	Number of shares held	Shareholding %
1	<50,000	459	5,004,432	3.52%
2	50,000 to 500,000	84	12,121,960	8.52%
3	500,000 to 5,000,000	53	89,575,230	62.96%
4	>5,000,000	4	35,570,316	25.0%
	Totals	600	142,271,938	100.0%

IV. Names and nationalities of the major equity holders and the number of equity shares held as at 31/12/2023

#	Name	Nationality	Number of shares '000	Shareholding %
1	Global Express	Bahraini	12,000,000	8.43%
2	Rouben's Stores W.L.L.	Bahraini	9,264,510	6.51%
3	Esterad Investment Company B.S.C	Bahraini	7,577,280	5.33%
4	Farooq Yusuf Khalil Almoayyed	Bahraini	6,728,526	4.73%
5	Bahrain Maritime & Mercantile Intl. Co.	Bahraini	4,298,545	3.02%

18. Description of the significant events that occurred during the year 2023

There are no significant events that occurred during the year 2023

19. Compliance with the provisions of the Corporate Governance Code

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified and expert board. See Note below		√		
Principle 2: The directors and executive management shall have full loyalty to the company.			√	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law. See Note below			√	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors.			√	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly. See Note below.			√	

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, authority, roles and responsibilities.			√	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			√	
Principle 8: The Company shall disclose its corporate governance.			√	
Principle 9: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			√	
Principle 10: The Company shall seek through social responsibility to exercise its role as a good citizen.			√	



شركة مجمع البحرين للأسواق الحرة
Bahrain Duty Free Shop Complex

Commercial Registration No.23509 Annual Corporate Governance Disclosure 2023

Note: Corporate Governance principles no. 1 is being adhered to and performed in line with the respective charters as approved by the Board of Directors. The Director's independence criteria is not being adhered to as per the Corporate Governance Code, however, the years of work experience qualifies the Board members to carry out their responsibilities effectively as Chairman of the Board and the various other committee roles carried out by other board members.

20. Any disclosures required by the regulatory authorities.
There is no disclosures required by the regulatory authorities.


Sadeq Ismaeel Abdulaziz
Board Secretary/CG Officer




Farouk Yousof AL Moayyed
Chairman