

**CORPORATE GOVERNANCE REPORT FOR
THE YEAR 2019
RAK PROPERTIES P.J.S.C.**

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

First, Measures taken to complete the corporate governance system during 2019 and how to implement them:

RAK Properties has been implementing and adopting corporate governance laws and regulations since 2009. The Corporate Governance Report for the year 2009 was issued in June 2010 and published on the Securities and Commodities Authority website. The Corporate Governance Report for the year 2010 was published in February 2011. 2011 report was issued in March 2012 and published on the Securities and Commodities Authority website and the Company's website. Governance reports for the years 2012, 2013, 2014, 2015, 2016, 2017, 2018 were issued and published on the Securities and Commodities Authority website and the Company's website. This report, the eleventh report, is for the year 2019.

RAK Properties believes in the necessity and importance of practical application of the principles and laws of governance and standards of institutional discipline in a precise manner and in line with the interests of the Company and its shareholders because these laws and controls have positive effects that benefit all parties. RAK Properties believes that adherence to the principles and rules of governance will preserve its funds and those of shareholders due to the transparency standards and efficiency guaranteed by such principles that defend the Company's reputation and secure the shareholders' trust in its Board of Directors leading to production boosting.

Therefore, RAK Properties abides, in all its activities and transactions, by compliance standards by implementing the resolutions, statutes, rules and regulations related to the organization and management of public joint stock companies and mostly based on the Federal Law No. (2) of 2015 on Commercial Companies and its subsequent decisions, interpretations or directives that have been further issued in all its activities and transactions to date by the Securities and Commodities Authority and competent official authorities in the UAE.

RAK Properties is pleased to confirm its commitment to the implementation of the provisions contained in the law No. 7 of 2016 as the latest legislation in this regard. The most important measure taken by the Company in implementation of this regulation is the periodic disclosure of the Board's meeting dates more than two working days in advance, and the disclosure of the results of the meeting immediately thereafter.

RAK Properties has also committed to the disclosure standards of financial statements relating to the Company for every quarter during 2019 which was performed on time and under the supervision of the Stock Market and the Commodities and Services Authority. Moreover, pursuant to law provisions, Board Members have not received any representation or attendance allowances for attending the Board meetings. However, some of them have received attendance allowances for attending the meetings of the Board committees, as hereinafter detailed, as an effort added to the normal assignment of a Board member.

The current session started with the election of nine Board Members on March 17, 2018 at the ordinary general assembly meeting of the Company. The current session of the Board expires on March 16, 2021.

Second, Transactions performed by the Board Members, their spouses or sons regarding the securities of the Company during the year 2019:

The Board of Directors and its Executive Management abide by the rules and procedures governing the transactions performed by the Board members and Company's employees who have information by virtue of their positions in order to improve the level of transparency and disclosure and allow the shareholders to be equal in their transaction regarding the shares of the Company.

The Company has provided the stock market with a list of names of the Company Chairman and Board Members as well as an updated list of the insiders from the executive management and heads of departments in order for these insiders to comply with the procedures established by the market and the Authority through receiving the approval of the director of the stock market on any transactions conducted regarding the Company's security (The Company share) whether by selling or buying and through the trading floor or family transfers in the management of the clearing.

Furthermore, the Stock Market Department automatically suspends, through its electronic system, all those listed in the insiders list from trading, through buying or selling, in the Company's shares fifteen days in advance until the disclosure of the required financial results for each period. This procedure is automatically performed by the market system and the Securities and Commodities Authority.

If any insider wishes to buy or sell the Company shares during the grace period (outside the suspension periods), he/she must submit an application in accordance with the forms approved by the Abu Dhabi Securities Exchange and its financial intermediary.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

It is worth noting that RAK Properties has obligated all its employees to follow the procedures of the stock market in this regard, emphasizing, from time to time, the importance of applying and abiding by these laws as well as any new laws, resolutions and circulars issued by the Market and the Authority governing these transactions.

The measures are aimed at maintaining the Company reputation and enhancing the confidence of shareholders and investors so that the Company Board of Directors and employees do not exploit the information that may be available for them before the others to achieve material gains at the expense of the others. Therefore, the Company applies all the regulations issued or to be issued in the future by the Securities and Commodities Authority and Abu Dhabi Securities Exchange.

During 2019, the following Board Members or their relatives up to the first degree traded in the shares during the grace periods according to the following table:

No.	Name	Position / relationship	Shares held as of 31/12/2019	Total sales during 2019	Total purchase during 2019
1	Mohammad Hassan Abdullah Omran Al Shamsi	Chairman	3,058,678	-	-
2	Abdulaziz Abdullah Salem Al Zaabi	Vice-Chairman	1,000,000	-	-
3	Mohammad Sultan Mohammad Al Qadi Al Shehhi	Managing Director	1,000,000	-	-
4	Sheikh Tariq Ahmed Humaid Mohammed Al Qassimi	Independent Board Member	6,001,000	-	-
5	Sheikh Ahmed Omar Abdullah Al Qassimi	Independent Board Member	200,000	-	-
6	Dr. Mohammed Abdullah Mohammed Al Hammoudi Al Meherzi	Independent Board Member	2,136,376	-	-
7	Mohamed Ahmed Ali Hassan Ruqait Al-Ali	Independent Board Member	129,000,000	-	9,000,000
8	Nawwaf Ghubash Ahmed Ghubash Al Marri	Independent Board Member	273,347	-	-
9	Samih Onsi Naguib Sawiris	Resigned Member	-	-	-

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

Third, Formation of the Board of Directors:

A. Composition of the Board of Directors and its Chairman and Members' details, experience and qualifications:

Pursuant to Article 19 of the Company's Articles of Association, the Board of Directors of the Company shall be composed of nine (9) Board Members elected by the Ordinary General Assembly of the Company by secret vote. The term of the Board shall be three years. Therefore, Board of Directors of the Company was elected for the fifth session during the Company's Annual Meeting on Saturday, 17 March 2018 and thus the Board has spent about a year until the preparation of this report.

The elected Board consists of nine Board Members, 8 Emiratis and one Egyptian, i.e. Mr. Samih Onsi Naguib Sawiris where he resigned in 12/5/2019 and his resignation has been approved by the board on 14/5/2019. The Board Members are well known for their long and varied experience and high efficiency. The Board still exercises its powers to date as the term of the current Board ends on 16 March 2021. The following is the Board's composition according to the categories of its members and their details, experiences and qualifications:

No	Position	Name	Category	Experiences	Qualifications	The duration of his/her tenure as a Company Board Member	Their membership and positions at any other joint stock companies	Their other important regulatory, governmental or commercial positions
1	Chairman	Mr. Mohammad Hassan Omran	Independent	He has very extensive and rich experience in communications. He has served as Chairman of the Board of Directors of Emirates Telecommunications Corporation (Etisalat) from 2005 to 2012, which is considered one of the largest companies in the world, ranked among the top 500 companies on the Financial Times list. He was named as one of the 100 most powerful Arab people in the world by the Arabian Business magazine in the year 2010, and he is the only Arab person to maintain his presence on the list of 2010. The Telecommunications Regulatory Authority. He has very extensive and rich experience in communications. He has served as Chairman of the Board of Directors of Emirates Telecommunications Corporation (Etisalat) from 2005 to 2012, which is considered one of the largest companies in the world, ranked among the top 500 companies on the Financial Times list. He was named as one of the 100 most powerful Arab people in the world by the Arabian Business magazine in the year 2010, and he is the only Arab person to maintain his presence on the list of 2010. The Telecommunications Regulatory Authority awarded him the Chief International Officer prize for the year 2011, acknowledging him as the best international leader in the telecommunications sector. He joined Etisalat in the year 1977, one year after it was established. In 1982, he served as the Director of Ras Al-Khaimah region, and in 1984, he was appointed the Deputy General Manager of Etisalat. In the year 2004, he was appointed the Company's Chief Executive Officer. From 1977 and until 2012, he also served as the Chairman of the Board of Directors of Thuraya, a leading company in mobile satellite services covering around two thirds of the globe. His Highness Sheikh Khalifa bin Zayed Al Nahyan, President of the UAE, issued a decree appointing Mohammad Omran Al Shamsi as the Chancellor of Higher Colleges of Technology with rank of minister. He held this post until 2018.	Holds a BA in electronic engineering from Cairo University, Egypt, 1977.	15 years	Chairman at National Bank of Ras Al Khaimah	Chairman of RAK Properties

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

2	Vice-Chairman	Abdulaziz Abdullah Al Zaabi	Independent	He has very rich experience in the field of business Administration in Real estate and banking sector and real estate and banking investments. He also has considerable experience in Federal National Council (FNC) affairs.	Holds a BA in International Business Administration from San Jose State University, USA, 1987.	10 years	Chairman of Al Khaleej Investment Board Member of Julphar pharmaceutical company	Second Vice President of the Federal National Council (FNC), Chairman of Ras Al Khaimah Charity Association, Vice-Chairman of RAK Properties
3	Managing Director	Mr. Mohammad Sultan Al Qadi	Non-executive Board Member	<p>He has 35 years of extensive managerial experience during which he hold different positions. He spent most of his experience years in Emirates Telecommunications Corporation (Etisalat), 26 years, where he held several leadership positions, including General Manager at Etisalat Ras Al Khaimah, chairman of Etisalat Zanzibar "Zantel".</p> <p>He led a work team that managed to win license for Etisalat to operate in Sudan (Sudatel). He was a board member at the Arab Satellite Communications Organization (Arabsat) for 15 years and the UAE representative at Arab ICT Permanent Committee, Arab League and other important roles.</p> <p>Mr. Mohammad Sultan Al Qadi was awarded an advanced rank among top 100 CEOs for the year 2017 in the GCC region. The awards was organized by TRENDS magazine, KSA, and evaluated by INSEAD business school.</p> <p>He also was named Top CEO for 2018 in the GCC during the of Top CEO of GCC Conference and Award, which was evaluate by the INSEAD business school and organized by TRENDS Magazine in Saudi Arabia.</p>	Graduated from the British Royal University, mail & Communication college	15 years	<p>Vice-Chairman of Ras Al Khaimah Co. for White Cement & Construction Materials.</p> <p>Chairman of Commercial Bank International (CBI)</p> <p>Chairman of Emirates post group</p>	Managing Director of RAK Properties
4	Board Member	Sheikh Tariq Ahmed Bin Humaid Al Gassimi	Independent	He has vast experience in the banking, bank management and business administration.	Holds a BA in Business Administration from San Francisco University, USA and he holds master's degree in financial science from Zayed University in Abu Dhabi	8 years	None	Board Member, RAK Properties
5	Director	Sheikh Ahmed Bin Omar Al Gassimi	Independent	Has more than eight years of experience in management and business administration.	Holds a Master's degree in Business Administration from the Canadian University Dubai	5 years	None	Director, RAK Properties
6	Board Member	Dr. Mohammed Abdullah Al Meherzi	Independent	Has extensive experience in the field of customs and ports in Ras Al Khaimah. He also has considerable experience in managing, organizing and supervising the Customs and Ports.	Holds a PhD in Governmental Administration (Added Tax) from the University of Canberra, Australia, and a master's degree in literature from the University of Westminster, UK.	5 years	None	Director General of RAK Customs Department, Board Member, RAK Properties

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

7	Board Member	Mohamed Ahmed Ruqait	Independent	He has extensive experience in the field of real estate, construction, development and investment, and has held several positions, most notably being a Federal National Council (FNC) member.	Graduated from the Royal Navy College	15 years	None	Chairman of Al Ali Construction & Development Company, Owner of Mohamed Ruqait Properties, Board Member of RAK Properties
8	Board Member	Nawwaf Ghubash Al Marri	Independent	Has more than 20 years of experience in managing and developing real estate and shopping malls, investment, insurance, health, retail and new business establishment, as well as strong experience in corporate and institutional administration.	Bachelor of Business Administration from the United Arab Emirates University, 1998, and he took courses from the international institute of management and development IMD in lozan, Switzerland and incide in France	9 years From 2005 to 2012 And from 2018 to present	Chairman of United Insurance Company	Vice-Chairman of Ghubash Trading and Investment Company Ltd since 1999. Board Member and member of the Executive Committee of the Sahara Centre in Sharjah since 2000. Board Member of Emtak company Previously he was board member in julphar industries-Bangladesh and the vice chairman of chamber of commerce of RAK Board member of Adax Bank Bahrain ,board member of emirates association of insurance, board member of Anwar holding in Oman
9	Board Member	Samih Onsi Sawiris	Independent	Extensive experience in managing companies of various fields	BA in Economic Engineering from the Technical University of Berlin, 1980	1 year	None	Founder and Chairman of Orascom Development Holding, Egypt Founder and Member of Sawiris Foundation for Social Development, established in April 2001.

B - Women's representation in the Board of Directors for the year 2018:

Under Article 19 of the Company's Articles of Association, the Board of Directors shall consist of nine (9) members elected by the Ordinary General Assembly by secret vote. The number and percentage of male and female members was as follows:

Women are not represented according to the following table:

Gender	Number	Percentage
Male Board Members	9	100%
Female Board Members	0	0%

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

C) Reasons why no woman run for Board Membership election.

RAK Properties believes in the importance of women's participation in the development process and the need for their participation in companies' boards of directors. During the previous Boards terms, candidacy for the Board of Directors membership was made available for both sexes without any discrimination. However, no woman runs for Board membership election for the Board' previous sessions.

D) Board Members Remuneration and attendance allowance for attending the meetings of the Board and its committees:

1. Total of Board Members' remuneration paid for the year 2018:

The remuneration paid to the Chairman and Board Members for the year 2018 amounted to AED 4 Million Dirhams which was presented to the shareholders' General Assembly held on March 24, 2019 and received its approval.

2. Total of Board Members' remuneration proposed for the year 2019, which will be presented at the Annual Meeting for approval:

Pursuant to the federal laws and governance rules, Board remuneration shall not exceed 10% of the net profit, provided not exceeding 10% of such profits for the financial year. The Company may also pay the expenses, fees, bonus or a monthly salary as determined by the Board of Directors for any of its members if such member is working for any committee, makes special efforts or performs additional work to serve the Company above his normal duties as a Company Board Member in accordance with the Board of Directors' decision No. 7 of 2016 on the standards of institutional discipline and governance of public joint stock companies.

Board Members propose to the General Assembly a bonus of 3.6 million Dirhams (AED 400,000 for every member and AED 800,000 for the chairman to be distributed among them for the year 2019 and the board members propose to distribute 3% cash dividends for the year 2019.

3. Attendance allowance received by the Board Members for attending the meetings of the Board committees for the fiscal year 2019 are as detailed in following table:

No	Name	Position	Attendance allowance for attending the meetings of the Board's committees				
			Executive and Investment Committee	Nominations and Remunerations Committee (NRC)	Audit committee	Total of allowance value	Number of meetings
1	Mr. Mohammad Hassan Omran	Chairman	-	-	-	-	-
2	Mr. Abdulaziz Abdullah Al Zaabi	Vice-Chairman and Chairman of Executive and Investment Committee	3 meetings (10,000) per meeting	-	-	30,000	3
3	Mr. Mohammad Sultan Al Qadi	Managing Director, Chairman of Nominations and Remunerations Committee	-	1 Meeting (10,000) per meeting	-	10,000	1
4	Sheikh Tariq Ahmed Humaid Al Qassimi	Board Member and member of Executive and Investment Committee	3 Meetings (5,000) per meeting	-	-	15,000	3

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

5	Sheikh Ahmed Omar Al Qassimi	Board Member, member of Nominations and Remunerations Committee and member of Executive and Investment Committee	3 meetings (5,000) per meeting	1 Meeting (5,000) per meeting	-	20,000	4
6	Dr. Mohammed Abdullah Al Meherzi	Board Member, Chairman of Audit committee	-	-	2 Meetings (10,000) per meeting	20,000	2
7	Mr. Mohamed Ahmed Ruqait	Director, member of Nomination and Remuneration Committee and member of Executive Committee and Investment	2 Meetings (5,000) per meeting	-	-	10,000	2
8	Mr. Nawwaf Ghubash Al Marri	Board Member, member of both Executive and Investment Committee and Audit committee	3 Meetings (5,000) per meeting	-	4 Meetings (5,000) per meeting	45,000	7
9	Mr. Samih Onsi Sawiris	Board Member	1 Meeting (5,000) per meeting	-	-	5,000	1
10	Mr. Andrew Robinson	Independent member of Audit committee	-	-	4 Meetings (5,000) per meeting	20,000	4

4. Details of the allowances, salaries, or additional fees that a member of the Board of Directors received other than the fees for attending the committees and their reasons:

Note 1: The Managing Director, Mr. Mohammad Sultan Al Qadi, receives an additional effort allowance of AED 100,000 per month for performing the duties and responsibilities of the Managing Director as an additional effort above Board Member normal duties.

Note 2: Mr. Andrew Robinson, an independent member of the Audit committee, receives a monthly bonus of AED 1,667 in addition to AED 5,000 per meeting as attendance allowance.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

E. Number of Board meetings during 2019:

During the fiscal year 2019 ended 31 December 2019, the Board held 8 meetings as follows:

No.	Meeting date	Personal Attendance	Attendance by Proxy	Names of Absent Members/ sent their apologies
1	Meeting no. 1/2019 on 19/1/2019	7	1	- Mr. Samih Sawirs did not attend - Shiekh Tariq Al Qassemi authorized Mr. Mohamed Hasan Omran to vote on his behalf
2	Meeting no 2/2019 on 14/2/2019	8	-	- Mr. Samih Sawirs did not attend
3	Meeting no 3/2019 on 4/5/2019	8	-	-Mr. Mohamed Al Meherzi did not attend
4	Meeting no 4/2019 on 11/5/2019	8	-	- Mr. Samih Sawirs did not attend and he resigned on 11/5/2019
5	Meeting no 5/2019 on 1/6/2018	6	1	Mr. Mohamed Ahmed Ruqait did not attend and Mr. Abdul Aziz Al Zaabi did not attend
6	Meeting no 6/2019 on 29/6/2019	5	-	Mr. Nawwaf Ghabash, Mr. Mohamed Al Meherzi and Sheikh Tariq Al Qassemi did not attend
7	Meeting no 7/2019 on 26/10/2018	8	-	-
8	Meeting no. 8/2019 on 7/12/2019	8	-	-

Chairman and Board Members Personal attendance was as follows:

Name	Attendance
Mr. Mohammad Hassan Omran	8
Abdulaziz Abdullah Al Zaabi	7
Mr. Mohammad Sultan Al Qadi	8
Sheikh Tariq Ahmed Al Qassimi	6
Sheikh Ahmed Bin Omar Al Qassimi	8
Dr. Mohammed Abdullah Al Meherzi	6
Mr. Mohamed Ahmed Ruqait	7
Mr. Nawwaf Ghubash Al Marri	7
Mr. Samih Onsi Sawiris (resigned member)	1

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

F. Number of Board Resolutions issued by circulation during the year 2019, indicating their dates:

The company's articles of association stipulated in Article 29 of the resolutions by circulation that the board of directors may issue some of its decisions by circulation in emergency cases, and these decisions are considered valid and effective as if they were taken in a meeting called and held duly taking into consideration that the cases of circulating the resolutions not exceeding 4 times annually And with the approval of the majority of the members of the Board of Directors on the resolution, accordingly, during the year 2019, the circulated resolutions were issued as follows:

1. Board Resolution by circulation No. 1/2019 on 27/2/2019, approving the award of the main contract for the construction of the Marbella Villas project to Al-Ali Contracting Company with a total value of 214 million dirhams, including all elements and authorizing the managing director to complete the contracting procedures.
2. Board Resolution by circulation No. 2/2019 on 14/5/2019, approving the resignation of Mr. Samih Onsi Sawiris from his position as a member of the Board of Directors of RAK Properties
3. Board Resolution by circulation No. 3/2019 of 7/22/2019, approving the financial statements for the second quarter of 2019 and disclosing them as assets to the financial market.

G. Functions and powers assigned by the Board of Directors to the Executive Management:

General authorization issued by the RAK Properties' Board of Directors based on the articles of association of RAK Properties "Company" and the Board of Directors' tenth resolution issued on 17/5/2016 at its second meeting held on 30/4/2016, the item on reviewing the authorization form of the Managing Director / CEO. The Board unanimously approved the appointment of Managing Director of RAK Properties, Mr. Mohammad Sultan Al Qadi, to represent the Company before all departments; authorities; private, official or nonofficial entities; companies; establishments and private sector establishments. They also appointed him to sign all transactions and papers necessary for the completion of the Company's business in all governmental, non-governmental and private entities, banks and financial institutions. His powers include also representing the Company and signing on its behalf in all financial, administrative, legal and judicial matters. In addition, he is authorized to purchase shares and stocks in existing or under establishment companies, participate in their management, take decisions regarding them, manage all their financial, administrative, legal and judicial affairs.

The Board of Directors also decided to authorize Mr. Mohammad Sultan Al Qadi (Managing Director) to sign contracts containing the arbitration clause and conclude and sign the arbitration agreements with any party in the name of the Company and on its behalf. He is authorized to take all the necessary procedures in this regard including appointing and challenging arbitrators and experts, do reconciliation and waiver and take all other procedures related to arbitration which require special authorization under the law pursuant to provisions of Article 25 of the Company's Articles of Association. He has been vested with the power to authorize and ratify all arbitration agreements and contracts that include the arbitration clause that was previously concluded by Mr. Mohammad Sultan Al Qadi (Managing Director) in the name of the Company and on its behalf with any party, and all the measures taken in this regard in light of the Company's Articles of Association provisions. The Board of Directors' resolution No. 3/3/2018 renewed the authorization of powers granted to the Managing Director at the meeting held on 17/3/2018. The mandate is due to end when the current Board of Directors' term ends on March 16, 2021.

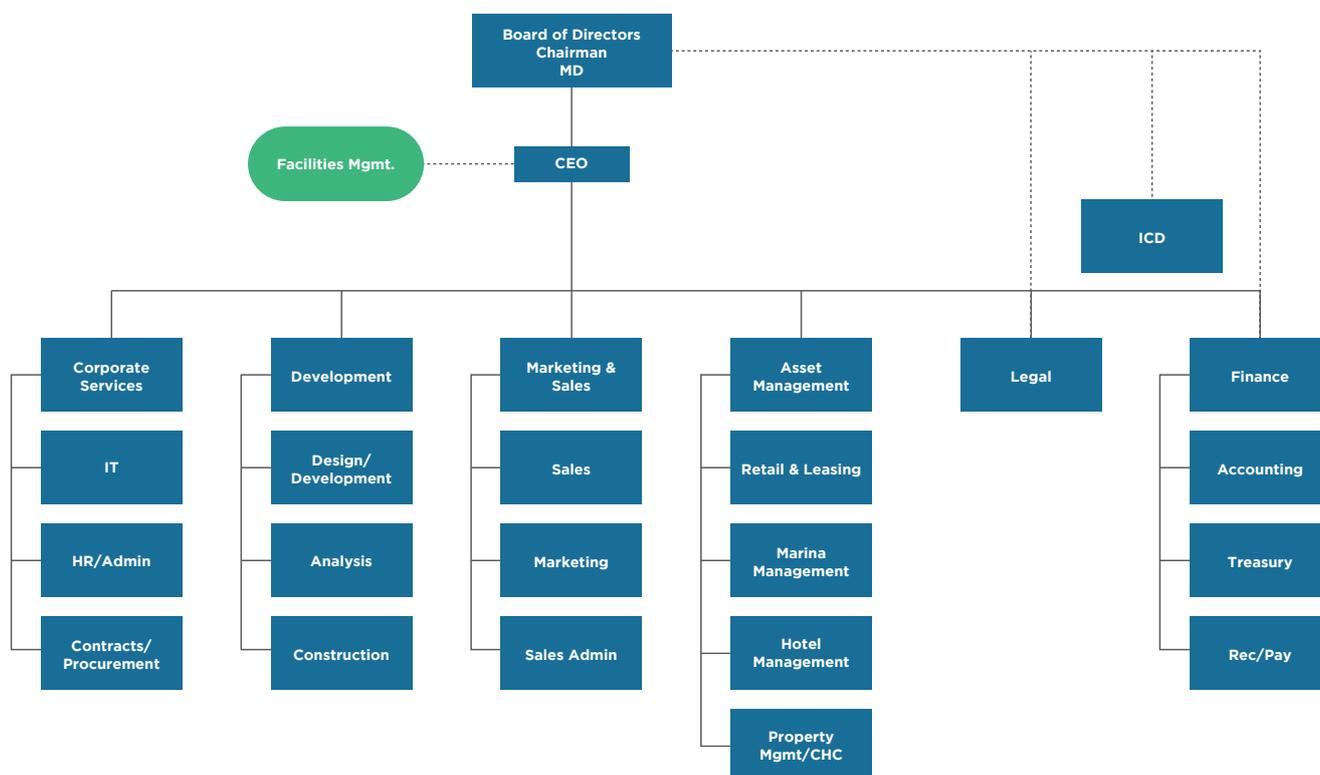
On 14/5/2019, the Board of Directors issued a resolution by circulation approving the termination of the services of the CEO, Mr. Samuel Dean Sidiqi, where the managing director, Mr. Mohamed Sultana Al-Qadi, assumed the duties of the CEO in a temporary manner and was assigned to conduct the company's business until the appointment of a new CEO, according to Board of Directors Decision No. 5 - 5/2019 dated 1/6/2019. Later and specifically on 7/12/2019 that Mr. Mohammed Abdul Razzaq Al-Tair was appointed as the Acting CEO of RAK Properties with his full delegation of legal powers determined by the authority matrix in the company under the Board Resolution No. 1 - 8/2019.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

H. Related Party Transactions (Stakeholders)

Statement of the related Party	Clarification of the Nature of the Transactions	Type of transaction	Value of Transaction
<p>1) Mr. Mohamed Ahmed Ruqait Al-Ali is a member of the Board of Directors of RAK Properties and he is major shareholder RAK Properties PJSC, holding 6.45%.</p> <p>2) He is also a partner in Al-Ali Construction and Development Company which is owned by the following: - Muhammad Ahmad Raqait Al-Ali, as a partner, with a percentage of 1%. Mohamed Ruqait Holding LLC as a 99% partner.</p>	<p>Among the projects of RAK Properties is the project of Marbella Villas, whose number is 206 villas, with a value of 214 million dirhams. The Al-Ali Company is considered one of the qualified companies out of the six companies that have been qualified, as Al-Ali submitted the lowest offers, and the tender went through a number of followed steps as a regular tender that is confidential and transparent and ended with the approval of the Board of Directors to award the project to Al-Ali Company, RAK Properties seeks to Comply with corporate governance in presenting the matter to the general assembly for this year 2020, with a statement of the most important details that the company has taken to ensure the transparency of the contract and protect the rights of its shareholders.</p>	<p>Building Contracting and Construction of 206 villas for 214 Million Dirhams</p>	<p>AED 214 Million Dirhams</p>

I. Company's Organizational Structure:



CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

J. Details of the Company's senior executives

Name	Position	Date of appointment	Total salaries and remunerations paid for the year 2019 in Dirhams	Total bonuses paid for the year 2019 in Dirham	Any other cash / in-kind bonuses for 2019 or due in the future
Mr. Samuel Dean Sidiqi (Terminated)	Ex-CEO	6/5/2018	1,798,127	It will be presented to the Nomination and Remuneration Committee	-
Mr. Mohammed Al Tair	Acting CEO & Chief Operating Officer	17/2/2008	1,006,451	It will be presented to the Nomination and Remuneration Committee	-
Mr. Maroky Joseph	Chief Financial Officer	5/12/2005	807,817	It will be presented to the Nomination and Remuneration Committee	-
Mr. Giles Alexander Hannah (Resigned)	Ex-Chief Commercial Officer	24/6/2018	323,894	It will be presented to the Nomination and Remuneration Committee	-
Mr. Omar Al Ali	Manager of Corporate Services Department	20/8/2017	626,856	It will be presented to the Nomination and Remuneration Committee	-
Dr. Ahmad Husam Al Sagheer (Resigned)	Ex-Legal advisor and Secretary of the Board of Directors	1/2/2017	363,444	It will be presented to the Nomination and Remuneration Committee	-
Mr. Maen Abdol-Kareem	Legal advisor and Secretary of the Board of Directors	1/10/2019	129,220	It will be presented to the Nomination and Remuneration Committee	-
Mr. Ali Hamdoon	Director of Sales and Marketing	1/9/2019	275,389	It will be presented to the Nomination and Remuneration Committee	-
Mr. Mladen Marendic	Director of Development	4/6/2017	828,043	It will be presented to the Nomination and Remuneration Committee	-

Fourth: External Auditor:

a. About the Company's auditor and details of audit and other services' fees and costs:

KPMG is one of the most experienced external auditing firms accredited by the Ministry of Economy. KPMG was appointed the Company's External Auditor by the approval of the General Assembly in its meeting dated 24/3/2019 and their auditing fees are AED 300,000 + AED 15,000 VAT shall be on the expense of RAK Properties. It is independent of the Company and the Board of Directors. It is not a partner or agent of any of the Company's founders, Board Members or any of their relatives to the fourth degree. All the work performed by the external auditor is free from any conflict of interest. The Company complies with all terms and conditions related to the External auditor pursuant to the provisions of the law No. 7 of 2016 on the rules of governance and standards of institutional discipline.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

b. Fees and costs for auditing and services performed by the External Auditor:

Name of Auditing Office and the auditors partner	Auditing Office: KPMG Lower Gulf Limited Auditors Partner: Freddie Edward Cloete
Number of years spent as an external auditor of the Company	1 year
Total audit fees in AED for 2019 financial statements	AED 300,000 + AED 15,000 VAT
Fees and costs for special services other than 2019 financial statements auditing	None
Details and nature of other services provided	Quarterly and annual financial reports review
Details of other services performed and submitted by an external auditor other than the Company's auditor during 2019.	There is no another external auditor

No other special or additional services were provided by KPMG the Company's external auditor except for auditing the financial statements for 2019.

C. Qualified opinions made by the Company's auditor in the annual interim financial statements for the year 2019:

No Qualified opinions made by the Company's auditor for the year 2019

Fifth: Audit Committee

a. The Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

Dr. Mohammed Abdulla Al Meherzi Chairman of Audit Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

b. Audit Committee's members' names, terms of reference and tasks:

This committee was formed in accordance with the corporate governance rules and regulations. It consists of four members, three of whom are Board members and the fourth is an independent member from outside the Board of Directors appointed by the Board of Directors:

The Audit Committee was restructured during the current Board of Directors' session on 17 March 2018 to date. The Committee included the following:

- Dr. Mohammed Abdullah Al Meherzi, Committee's Chairman (Non-Executive & Independent Board Member)
- Mr. Nawwaf Ghubash Al Marri, committee member (Non-Executive & Independent Board Member)

Pursuant to the Board of Directors' Decision No. 7/4/2018, issued by the meeting held on April 19, 2018. Mr. Andrew Robinson was elected as an Audit Committee member from outside the Board of Directors. He is qualified and has more than 20 years of experience and practice. He is a certified accountant in England and he worked for KPMG office in Dubai and Oman. Mr. Andrew is a Fellow of ICAEW and the Company considers his appointment to be a very valuable addition to the work of the both the Committee and the Company because of his long experience in this field.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

Audit Committee's other functions are:

- To develop and implement the policy of contracting with the external auditor and submit the report to the Board of Directors to determine the issues that they consider important to take action about and make recommendations on the steps to be taken.

- To monitor and observe the external auditor's independence and objectivity and to have discussion with them on the nature and scope the audit process and its effectiveness in accordance with the approved auditing standards.

- To monitor the integrity of the Company's financial statements, annual, semi-annual and quarterly reports and review them as part of their normal work during the year and after closing the accounts in any quarter. It shall have particular emphasis on:

- 1 - Any changes in accounting policies and practices

- 2 - Highlighting the areas subject to the management report

- 3 - Significant changes resulting from the audit

- 4 - Supposing that the Company is a going concern

- 5 - Complying with the accounting standards determined by the Securities and Commodities Authority and Abu Dhabi Securities Exchange.

- 6 - Adhering to the rules of listing, disclosure and other legal requirements related to the preparation of financial reports.

- Coordinating with the Board of Directors, Executive Management and the Chief Financial Officer in order to perform its tasks. The Committee shall meet with the external auditors at least once a year.

- Considering any important and unusual items that are or should be included in such reports and accounts and giving due consideration to any matters raised by the Company's Chief Financial Officer, compliance officer or the Company's external auditors.

- Reviewing the Company's financial control, internal control and risk management systems.

- Discussing the internal control system with the management and ensuring that it fulfills its duty to establish an effective internal control system.

- Considering the results of the main investigations in the internal control matters assigned to it by the Board of Directors or on its initiative with the approval of the management.

- Ensuring that there is coordination between the Company's internal auditor and external auditor and that the necessary resources for the internal control system are available in addition to reviewing and controlling the effectiveness of the system.

- Reviewing the Company's financial and accounting policies and procedures.

- Reviewing, replying to and approving the external auditor's letter and work plan and any material inquiries presented by the auditor to the executive management regarding accounting records, financial accounts or control systems.

- Ensuring that the Board of Directors responds in a timely manner to the inquiries and material issues raised in the external auditor's letter.

- Developing controls that enable the Company's employees to report any potential violations in financial reports, internal control or other matters in a confidential manner and the procedures necessary to ensure independent and fair investigations of such violations.

- Monitoring the Company's compliance with professional codes of conduct.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

- Ensuring the application of work rules related to its tasks and the powers assigned to it by the Board of Directors.
- Discussing, approving and ratifying the Company's quarterly financial reports and submitting them to the stock market and the Securities and Commodities Authority in the event that the Board of Directors cannot meet in a timely manner.
- Ensuring the application of corporate governance controls as set forth in the Securities Authority's decision No. 7 of 2016.
- Reviewing and evaluating the Company's investments, and adopting appropriate solutions regarding them such as selecting exit mechanisms or adopting the most suitable investment opportunities in amounts not exceeding 50 million Dirhams.
- Reviewing the Company's financial balance sheet, cash flows and investment portfolios on a periodic basis and submitting them to the Board of Directors.
- Ensuring that there is an appropriate system for classification and archiving (e.g. meeting minutes, committee decisions, etc.)
- The Committee shall submit all its reports to the Board of Directors for approval and ratification at the first meeting of the Board following the last meeting of the Committee.
- The Committee shall hold its meeting at least once every three months or whenever necessary and the minutes of its meetings shall be kept by the Rapporteur.
- The Company is committed to providing all the resources necessary for the Committee to perform its tasks, including authorizing it to use experts whenever necessary.
- The Committee may seek the assistance of any specialized staff members or members of the Executive Board at any time to explain the issues relevant to the work of the Committee.
- The Board of Directors shall have the right to request a meeting with the Committee whenever it deems appropriate.
- Any other matters assigned to it by the Chairman or the Board of Directors or matters necessary for the business in conformity with the Committee's functions and nature of work.
- Considering any other matters determined by the Board of Directors.

c. Number and dates of meetings held by the Committee and number of members attended in person:

During the fiscal year ended 31 December 2019, the Committee held the following meetings:

- 1 - Meeting no. 1/2019 on 13/2/2019
- 2 - Meeting no. 2/2019 on 2/5/2019
- 3 - Meeting no. 3/2019 on 28/7/2019
- 4 - Meeting no. 4/2019 on 22/10/2019

Name	Attendance
Mr. Mohammed Abdullah Al Meherzi	2
Mr. Nawwaf Ghubash Al Marri	4
Mr. Andrew Robinson	4

Sixth: Nominations and Remunerations Committee:

a. The Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

Mr. Mohamed Sultan Al Qadi Chairman of Nomination and Remuneration Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

b. Nominations and Remunerations Committee's members names, terms of reference and tasks:

The Nominations and Remunerations Committee was formed in accordance with the Corporate Governance Regulations and Rules. It consists of three Board members as follows:

Members of the Nominations and Remunerations Committee during Board of Directors' current session on March 17, 2018. They are as follows:

- Mr. Mohammad Sultan Al Qadi, Committee Chairman
(Managing Director)
- Sheikh Ahmed Bin Omar Al Qassimi, Committee member
(Non-Executive & Independent Board Member)
- Mr. Mohamed Ahmed Ruqait, Committee member
(Non-Executive & Independent Board Member)

For the purpose of achieving its objectives, the Nominations and Remuneration Committee have the following responsibilities:

- Constantly ensuring the independence of independent members
- Identifying the Company's needs of competent individuals at senior executive management level and employees and the bases of their selection.
- Selecting candidates and reviewing all nomination processes for the appointment or reappointment of the following:
 - 1 - Board of Directors members for the purpose of being approved by the shareholders
 - 2 - Managing Director
 - 3 - Members of the various Board's committees for the purpose of being approved by the Board
- Arranging and following up the procedures related to proposals of membership in the Board of Directors in accordance with the provisions of the applicable laws and regulations and the regulations of the Securities and Commodities Authority.
- Organizing and following up the procedures for nomination to the Board of Directors in accordance with the applicable laws and regulations and the Securities and Commodities Authority's provisions.
- Searching for qualified individuals to nominate as Board Members, recommending them to the Board of Directors and conducting a study on the potential candidates' background and qualifications for submission to the Board of Directors.
- Submitting an annual list to the Board of Directors containing the individuals recommended for nomination during the shareholders' annual general meeting.
- Submitting annual reports to the Board of Directors accompanied by an assessment of the Board's performance. The Committee shall discuss the report with the Board after the end of each financial year.
- Reviewing the formation of the Board and the committees on an annual basis and submitting recommendations to the Board of Directors when necessary regarding the membership of the committees.
- Generally supervising the evaluation of the performance of the Board and its members and their areas of responsibility, at least annually, and proposing objective performance criteria.
- Developing, monitoring the application of and annually reviewing the Company's HR and training policy.
- Reviewing the plans of professional development and succession within the institution and discussing the same with the Board and senior management.
- Reviewing and submitting to the Board the recommendations regarding labor contracts, dismissal and retirement arrangements and any privileges of key members of senior management.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

- Developing and annually reviewing the policy of granting bonuses, benefits, incentives and salaries to Board of Directors members and its employees. The Committee should verify that the bonuses and benefits granted to the senior executive management of the Company are reasonable and commensurate with Company performance.
- Identifying the Company's needs of competent individuals at senior executive management level and employees and the bases of their selection.
- Considering and approving the end of service gratuities, bonuses, dismissal payments and similar payments the Board of Directors members, managing directors and executive management.
- Reviewing and evaluating the efficiency of the Committee's charter on an annual basis and requesting the Board of Directors' approval on the proposed changes.

c. Number and dates of meetings held by the Committee and number of members attended in person:

During 2019, the Committee held one meeting on 11/2/2019 chaired by of Mr. Mohamed Sultan Al Qadi, the Managing Director and Chairman of the Nomination and Remuneration Committee and the meeting was attended by Sheikh Ahmed Bin Omar Al Qassemi, Board Member and Member of the Nomination and Remuneration Committee.

Seventh: Follow-up and Supervision of Insiders' Trading Committee (FSIT Committee)

a. The Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

Mr. Maen Abdol Kareem Chairman of Follow-up and Supervision of Insiders' Trading Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

b. Names of the members of the committee to follow up and supervise the transactions of the aspired persons, and indicate its competence and the tasks entrusted to it:

The Follow-up and Supervision Committee for Insiders' Transactions was formed as follows:

- 1- Legal Advisor: Chairman of the Committee
- 2- Chief Financial Officer - member
- 3- Investor Relations Manager - Member

The Follow-up and Supervision Committee has the following responsibilities for the purpose of achieving its objectives:

1. Prepare a private and integrated record that includes the names and data of the insiders, including people who can be considered temporary insiders, and who have the right or access to the company's internal information before publishing it.
2. Monitor and supervise insiders' dealings and properties, and keep their record.
3. Conducting a periodic review of the insiders' records and statements, to ensure that they are constantly updated, and consulting with the executive management of the company regarding any updates that are required to be made on these records and statements at the time of occurrence in accordance with the requirements and requirements of the company's business progress.
4. Submitting the statements and periodic reports of the insiders to the Abu Dhabi Stock Exchange and / or the Securities and Commodities Authority.
5. Ensure that the list of company insiders is constantly updated on the Abu Dhabi Securities Exchange website, and that any update on this list is made as soon as it occurs.
6. Continuous communication with the insiders and spreading awareness of their trading in the company's shares and the securities issued by the company, including sensitizing them and constantly reminding them of the periods of prohibiting trading in the company's shares and the securities issued by the company in accordance with the regulations and rules in force with both the Securities and Abu Dhabi Securities Market Finance, to ensure compliance with it, and to avoid any wrongdoing.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

7. Generally, it is responsible for all matters specified in the guidelines of the Securities and Commodities Authority, as it is the responsibility of the Follow-up and Supervision Committee of the Insiders' Transactions of the Company.

8. Ensure that the company complies with all disclosure and transparency rules.

9. Prepare and adopt a model and criteria for identifying the insiders from the employees and external parties.

10. Determine the essential and sensitive information that can be viewed and affect the company's share price.

11. Prepare and review trading policies periodically and submit recommendations to the Board of Directors for approval to make any amendment to them.

12. Insiders familiar with the employees and members of the Board of Directors should disclose any deliberations of the committee.

c. Report summary of the Committee's work during 2019:

The Committee has updated the lists of insiders at the stock market to include the Board of Directors members and Company's senior employees of first and second grade, as well as some insiders from relevant department. It also advised the employees and the members of the Board of Directors of the necessity to adhere to the laws and regulations of trading and not to sell and / or buy in periods of banning trading.

Eighth: Any committee(s) approved by the Board of Directors (Executive and Investment Committee)

a. The Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

Mr. Abdol Aziz Al Zaabi Chairman of Executive and Investment Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

b. Executive and Investment Committee's members' names, terms of reference and tasks:

The Executive and Investment Committee is entrusted with some of the Board of Directors' duties and responsibilities in order to increase Board effectiveness by employing the skills of some of the Committee members in supervising some important issues such as supporting the Company's Executive Management. The Committee is formed by a Board of Directors decision for a period not exceeding 3 years and consists of a number of members not less than 4 members.

The Executive Committee and the Investment was formed in accordance with the Board of Directors Decision No. 4/3/2018. It consisted of 5 members before adding Mr. Samih Onsi Sawiris as a sixth member of the Committee by the Board of Directors Decision No. 1/4/2018. However, Mr. Samih Sawiris resigned from the Board and the Executive and Investment Committee on 11/5/2019 and his request was approved on 14/5/2019. So the members of the Executive and Investment Committee during the Board's current on 17 March 2018 and their names are as follows:

1- Mr. Abdulaziz Abdullah Al Zaabi, Committee Chairman
(Board's Vice-Chairman)

2- Sheikh Tariq Ahmed Bin Humaid Al Qassimi, Committee member
(Non-Executive & Independent Board Member)

3- Sheikh Ahmed Bin Omar Al Qassimi, Committee member
(Non-Executive & Independent Board Member)

4- Mr. Samih Onsi Sawiris, Committee member
(Resigned Member)

5- Nawwaf Ghubash Al Marri, Committee member
(Non-Executive & Independent Board Member)

6- Mr. Mohamed Ahmed Ruqait, Committee member
(Non-Executive & Independent Board Member)

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

For the purpose of achieving its objectives, the Executive Committee and the Investment have the following responsibilities:

- Support and help the Managing Director, CEO and Executive Management Team.
- Periodically review the Company's projects work progress in addition to its works in general.
- Review and approve the policies and procedures followed in the Company and the powers of accreditation and signature from time to time.
- Make suggestions and express opinion in timely manner to the Board and its Chairman regarding issues related to the performance of the Company and its main issues, if any.
- Develop and adopt the Company's organizational structure
- Develop and adopt the Company's organizational structure
- Propose major projects and strategic investments for the Company and propose the contribution to public offerings in companies' shares and submit them to the Board of Directors for approval.
- Discuss and adopt financial reports and commodities in the event that the Board of Directors cannot meet on time.
- Ensure the application of corporate governance controls.
Review and evaluate the Company's investments, and adopt appropriate solutions regarding them such as selecting exit mechanisms or adopting the most suitable investment opportunities in amounts not exceeding 50 million Dirhams.
Review the Company's financial balance sheet, cash flows and investment portfolios on a periodic basis and submit them to the Board of Directors. Ensure that there is an appropriate system for classification and archiving (e.g. meeting minutes, committee decisions, etc.)
- The Committee may adopt urgent decisions by passing them in the event that the meeting cannot be held as quickly as possible.
- The duration of the Committee's work is the same as that of the Board unless a decision is issued by the Board of Directors to the contrary.
- Any other matters assigned to it by the Chairman or the Board of Directors or matters necessary for the business in conformity with the Committee's functions and nature of work.
Consider any other matters determined by the Board of Directors.
- The Committee may seek the assistance of any specialized staff members or members of the Executive Board at any time to explain the issues relevant to the work of the Committee
- The Board of Directors shall have the right to request a meeting with the Committee whenever it deems appropriate.
- The Committee shall submit all its reports to the Board of Directors for approval and ratification at the first meeting of the Board following the last meeting of the Committee.
- Hold meetings, periodically or at the request of the Committee's Chairman or the majority of its members whenever necessary.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

c. Number and dates of meetings held by the Committee and number of members attended in person:

During the fiscal year ended 31 December 2019, the Committee held the following meetings:

- 1 - Meeting no. 1/2019 on 20/4/2019
- 2 - Meeting no. 2/2019 on 2/8/2019
- 3 - Meeting no. 3/2019 on 19/10/2019

Name	Attendance
Mr. Abdulaziz Abdullah Al Zaabi	3
Sheikh Tariq Ahmed Bin Humaid Al Qassimi	3
Sheikh Ahmed Bin Omar Al Qassimi	3
Mr. Nawwaf Ghubash Al Marri	3
Mr. Mohamed Ahmed Ruqait	2
Mr. Samih Onsi Sawiris (Resigned Member)	1

Ninth: Internal Control System:

a. Confirmation by the Board of its responsibility for the Company's internal control system, reviewing its working mechanism and ensuring its effectiveness:

The Board of Directors confirms its responsibility for the Company's internal control system. It reviews its working mechanism and ensures its effectiveness. The Board adopted in its meeting No. (2) for the year 2007 held on 19/04/2007 the establishment of a department in the Company called "The Internal Audit Department". The department name changed later by a Board of Directors decision to be "The Internal Control Department" to match the names of the committees in the corporate governance requirements, subject of this report.

b. Department Director's Name, qualifications and date of appointment:

Mr. Usman Zishan, Manager of Internal Control Department, holds a Bachelor of Commerce, 2002. He has 12 years' experience in internal audit and he is reporting to the audit committee of the board. The Board of Directors continuously reviews the internal control system to ensure its effectiveness and realization of its objectives.

Internal Control Department's functions:

Internal control is an independent oversight and advisory activity aimed at improving performance and maximizing the value of the Company in order to assist the management in accomplishing its objectives by implementing a coherent and continuous system to evaluate and improve the effectiveness of the risk management performance and the internal regulatory and control system at the Company. The internal control also ensures that the Company's information is comprehensive and credible, policies and procedures are complied with, property are protected, resources are economically and efficiently used and the organizational and operational objectives of the Company are implemented.

1. Values:

Internal control department's manager and Staff shall:

- (A) Demonstrate the highest levels of profession, honesty and ethics.
- (B) Establish strong and effective relations through mutual respect and joint work.
- (C) Coordinate with all Company's employees during the audit process and advisory services.
- (D) Recruit and train individuals with relevant expertise.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

2. Scope of Work:

The Internal Control Department participate with the management, Company's internal society and different parties in achieving of the Company's objectives and supporting the Company in adhering to policies, rules and procedures. The Internal Control Department functions include paying attention to areas of risk that have a significant impact on the Company. The Internal Control Department should have sufficient flexibility to interact with changing circumstances. Specifically, the Internal Control Department assesses the extent to which the Company's internal regulatory and control and risk management system is coherent to ensure that:

- (A) Risks are identified and managed appropriately.
- (B) Important administrative, financial and operational information are accurate, reliable, sound and on time.
- (C) Policies, laws and instructions are complied with by the employees.
- (D) Materials are economically kept, efficiently used and sufficiently protected.
- (E) Programs, plans and objectives are achieved with the required efficiency.
- (F) Company's control process is of high quality and continuously developed.
- (G) Significant legislative and regulatory requirements affecting the Company are properly managed.

3. Accountability:

Internal control department's manager shall be responsible for performing his duties before the Company's Board of Directors through the Audit Committee and shall be responsible for submitting audit reports to the Managing Director. Such responsibility includes the following:

- (A) Regularly verify the accuracy and efficiency of the Company's internal regulation and control in activities that fall within the audit process' scope and functions.
- (B) Submit reports on important issues, provide information on the appropriate decision to address such issues and make recommendations about improving the operation in the activities related to these issues.
- (C) Provide information on a regular basis on the annual audit plan' status and results and on the adequacy of the internal control management tools.
- (D) Coordinate with other internal and external supervision and control tasks, including all areas such as risk management, compliance control, security, laws, ethics, and environmental and external auditing.

4. Powers:

Internal control department's manager and staff shall have the following powers:

- (A) Have unrestricted access to all positions, records, property and employees.
- (B) Allocate the Internal Control Department's resources, select the tasks, determine the internal control's scope of work and apply the necessary techniques to achieve the audit objectives.
- (C) Obtain the necessary assistance from the Company's different departments employees when conducting the audit in addition to other specialized services from inside or outside the Company.

Internal control department's manager and staff shall NOT have the following powers:

- (A) Perform any operational tasks for the Company or its subsidiaries.
- (B) Conduct or approve any accounting transaction outside of the Internal Control Department.
- (C) Take any decisions that fall within the responsibilities of the Department.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

5. Independence

There is no interference in the Internal Control work in terms of determining the scope of internal control, work performance and reporting results. In order to achieve the independence of the Internal Control Department, the Department's officers shall be accountable to the Internal control department's manager who shall be directly accountable to the Board's Audit Committee and shall have independent powers to deal with any individual within the company to perform his duties.

6. Information and confidentiality:

The information obtained by auditors by virtue of their audit provides a reliable basis for auditing, reporting and recommendations. The audit work documents that contain such information are the property of the Company and they remain under the supervision of the Internal Control Department and can only be accessed by authorized individuals.

The Internal Auditor shall also:

- Be careful with the use of and protect the information obtained during the task.
- Not use the information for any personal purpose or to achieve personal interests in any illegal, illicit or immoral way.
- Disclose all facts known to him, i.e. information whose non-disclosure will cause the audit report to be incomplete.

7. Responsibilities:

Internal control department's manager and staff shall be responsible for:

(A) Develop the policies related to the Internal Control activity and the Manager shall be responsible for the technical or administrative application of such policies.

(B) Develop the annual audit plan using an approach based on identifying the risks associated with the activities and submit the plan to the Audit Committee and the MD for review and approval.

(C) Implement the annual audit plan, as approved by the committee, and introduce any special tasks or duties required by the management and the committee.

(D) Develop and implement comprehensive programs of work to cover all the audit areas mentioned in the annual plan and evaluate and develop the Internal Regulation and Control system and Company's organizational activities.

(E) Re-evaluate the audit plan continuously based on changing circumstances and make adjustments as necessary.

(F) Issue audit reports containing audit activities results to the Managing Director, MD and other managers.

(G) Informing the Managing Director, and the Audit Committee of current trends and successful practices in the Company's internal control.

(H) Submit a report to the Audit Committee on the Internal Control activities and serious issues in periodic meetings.

(I) Follow up on observations sent to the Management and evaluate the plans or corrective actions taken.

(J) Undertake accurate follow-up works to ensure that the corrective actions taken are implemented and acted upon.

(K) Take into account the scope of work of external auditors and external bodies as necessary for a comprehensive audit of the Company.

(L) Assist with investigating the acts related to breach of trust within the Company, notify the MD, Audit Committee and other Directors of the results and assist official authorities with different claims (if necessary).

(M) Perform any advisory services to assist the management with achieving its objectives and addressing various matters. This may include designing systems, training and new initiatives.

(N) Participate in different committees, compliance control duties and system development tasks in order to provide the Company with the guidance necessary for addressing potential issues and areas of weakness or inefficiency of internal control.

(O) Evaluate the Company's important functions in addition to the changes and developments in the Company's operation system, services, key systems and control systems while working on increasing the level of assistance with implementing these changes.

(P) Perform all the requirements related to Internal Control matters that are assigned by the Board of Directors.

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

Standards for Practicing Internal Control:

At the Company's Internal Control Department, the professional practice of Internal Control is in accordance with the Standards for the Professional Practice of Internal Auditing (SPPIA) issued by the Institute of Internal Auditors (IIA). These standards represent the minimum professional practice at the Company's Internal Control Department.

Accordingly, the Company Board of Directors acknowledges its responsibility for the implementation of the Company's Internal Control System, its periodic review and its effectiveness through the Board's Audit Committee.

(C) Compliance Officer's Name, qualifications and date of appointment:

It was decided that Mr. Usman Zishan, Manager of Internal Control Department, to be appointed compliance officer for the financial year 2019. Mr. Usman Zishan has a Bachelor of Commerce from Karnatak University, India, 2002. He has 14 years of experience and held many positions including Corporate Accountant and Internal Auditor of Al Bayan Real Estate Establishment, Dubai. He was appointed Internal Auditor of RAK Properties as of March 27, 2008 to date. Currently, he is the Company's Compliance Officer.

(D) How the Internal Control Department deals with any significant problems in the Company or those disclosed in annual reports and accounts:

The Company did not face any problems.

(E) Number of reports issued from Internal Control Department

The Internal Control Department has issued 9 reports during the year 2019

Tenth: Details of violations committed during the fiscal year

No violation was committed during the fiscal year 2019

Eleventh: In kind and cash contributions made by the Company in local community and environment preservation.

During 2019, RAK Properties made the following contributions:

- Sponsorship of Walk unified (coordination with Protocol department)
- Sponsorship of UAE National sports day of Taxis coordination with RAK Transport Authority
- Sponsorship of Carnival of tolerance (RAKFM)
- Sponsorship of Oral Health Day (Emirates dental society)
- Sponsorship of Ramadan tent & iftar for labors
- Sponsorship of RAK Club (sponsored rak sports & cultural club)
- Sponsorship of Taawoon Club - the 8th football league championship under the patronage of H.H Shaikh Saqer Bin Saud Al Qassimi
- Sponsorship of civil defense celebration 2019)
- Sponsorship of bait al khair in Ramadan
- Support of Rashid center for people determination
- Sponsorship of Al Ihsan charity association
- Sponsorship of Awafi heritage village
- Sponsorship of RAK FM
- Sponsorship of RAK Food Carnival (Protocol Department)

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

Twelfth: General information:

a. The Company's share market price (closing , high and low price) at the end of each month during the financial year 2019

Month	Date	High	Low	Closing	Volume	Value	Trading No.
Dec	31/12/2019	0.44	0.43	0.44	2,759,061	1,188,529.26	13
Nov	28/11/2019	0.42	0.41	0.42	811,018	339,121.48	15
Oct	31/10/2019	0.46	0.46	0.46	117,004	53,587.83	3
Sep	30/9/2019	0.45	0.44	0.45	897,903	402,801.68	15
Aug	29/8/2019	0.45	0.44	0.44	143,053	63,738.74	4
Jun	31/7/2019	0.48	0.48	0.48	3,226,529	1,539,738.03	31
Jul	30/6/2019	0.43	0.43	0.43	645,000	277,179.10	8
May	30/5/2019	0.43	0.43	0.43	718,572	308,069.76	10
Apr	30/4/2019	0.48	0.46	0.48	1,457,745	675,437.97	28
Mar	31/3/2019	0.43	0.42	0.42	1,009,717	427,030.08	14
Feb	28/2/2019	0.46	0.45	0.46	3,753,233	1,716,134.85	42
Jan	31/1/2019	0.47	0.46	0.47	783,494	361,864.74	20

b. Comparison between the company's share performance and the general market index and the index of the sector to which the company belongs during 2019:

1. Comparing the Company's share performance with the general market index:



CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

2. Comparing the Company's index to the sector index



3. Shareholders' equity as of 31/12/2019 classified as follows (National / GCC/ Arab / Foreign):

Symbol	Company Name	Nationals		GCC		Arabs		Others		Total Foreign	Outstanding
		Allowed	Actual	Allowed	Actual	Allowed	Actual	Allowed	Actual	Ownership%	Shares
RAKPROP	RAK Properties	100%	73.27%	49%	10.826%	49%	5.711	49%	10.193	26.73	2,000,000,000

(C) Shareholders' equity as of 31/12/2019 classified as follows (Individuals / Companies/ Governments): National / GCC/ Arab / Foreign:

Individuals				
Nationality Types	Volume	Net Value (AED)	%age	Number of Shareholders
ARB	109,695,466	48,266,005	5.486	16,163
GCC	116,418,262	51,224,035	5.822	10,471
OTH	74,868,126	32,941,975	3.744	7,995
UAE	1,126,038,442	495,456,914	56.314	34,948
Companies				
Nationality Types	Volume	Net Value (AED)	Percentage	Number of Shareholders
ARB	4,490,692	1,975,904	0.225	35
GCC	100,050,385	44,022,169	5.004	132
OTH	128,957,384	56,741,249	6.449	219
UAE	265,909,130	117,000,017	13.298	643
Government				
Nationality Types	Volume	Net Value (AED)	%age	Number of Shareholders
UAE	73,150,294	32,186,129	3.658	16

CORPORATE GOVERNANCE REPORT ISSUED BY RAK PROPERTIES P.J.S.C. FOR THE YEAR 2019

(D) Shareholders who own (5%) and above of the Company's capital as at 31/12/2019

No.	Name	Number of owned shares	Shareholding percentage against the share capital
1	Mr. Mohamed Ahmed Ruqait (Board Member)	129,000,000	6.45%

(E) Shareholders who own (5%) and above of the Company's capital as at 31/12/2019

No.	Shareholding	Number of Shareholders	Number of shares	Shareholding percentage against the share capital
1	Less than 50,000	12289	120,433,143	6.02
2	From 50,000 to less than 500,000	1462	230,753,879	11.54
3	From 500,000 less than 5,000,000	458	656,978,675	32.85
4	More Than 5,000,000	71	956,857,033	47.84
5	Equal to 5,000,000	7	35,000,000	1.75

(F) Measures taken regarding investor relations controls in addition to the following:

- Name and contact information of the Investor Relations Officer:

Mr. Ghaith Zghaibi was appointed Manager of Investor Relations. He can be contacted via e-mail ir@rakproperties.ae, Mr. Ghaith Zghaibi joined RAK Properties as of March 1, 2011 and is one of the Company's competent individuals.

- Link of investor relations web page on the Company's website:

The Company's website contains an a web page for the investor relations which can be reached through the following <http://www.rakproperties.net/investor-relation/>

(G) Special resolutions presented in the general assembly held during 2019 and the actions taken thereon.

No special resolutions

(H) Board Rapporteur's name and date of his/ her appointment:

Board Rapporteur is Mr. Maen Abdol-Kareem and he is the legal advisor and Board secretary and he was appointed on 1/10/2019.

(I) Substantial events that occurred during the year 2019:

There have been no unusual or substantial events faced by the Company in 2019.

(J) Percentage of Emiratization in the Company by the end of 2019:

Number Board's national members are 8, and they include the Board's Chairman and Vice-Chairman and percentage of employees' Emiratization is as follows:

2017	2018	2019
8.3	8.1	8.5

(K) Projects and innovative initiatives undertaken by the Company or initiatives under development in 2019.

The Company established a specialized committee for innovation that encourages innovation initiatives. The committee organized activities to showcase the latest technology in the field of robotics and some other innovations in Mina Al Arab complex.