



فودكو القابضة ش.م.م.  
Foodco Holding P.J.S.C.

شركة مساهمة عامة أسست بموجب القانون رقم "3" سنة 1979، التجارة العامة، الاستثمار في المشروعات التجارية والعقارية  
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# FOODCO Holding Company (P.J.S.C)

## Governance Report of 2019



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## **Introduction:**

FOODCO Holding PJSC hereinafter referred to as Foodco and / or the Company effectively applies the principles of corporate governance due to the keenness of the Board of Directors to protect and maximize the shareholders' equity; the Company is committed to apply the principles of Corporate Governance in accordance with the Securities and Commodities Authority (SCA) Resolution No. (7/RM of 2016 and its amendments) concerning the regulations of Corporate Governance and standards of institutional discipline

The Board of Directors adopted a Corporate Governance guide which includes a set of rules and policies, and by which the commercial, financial and administrative operations of the company are managed and monitored to achieve its goals and plans in order to ensure compliance with the best corporate governance practices and standards of institutional discipline. This helps the Board of Directors to exercise the responsibilities entrusted to it by the Company its shareholders. The Board of Directors may modify some of these regulations or dispense some of them as they deem appropriate in accordance with their accumulated experiences or as required by the applicable laws and regulations.

Regulation also stipulates that these rules, regulations and policies are binding on all members of the Board of Directors, Executive Management, Managers and Employees, and may be amended only by a decision of the Board.

## **1. The company's commitment to implement corporate governance:**

In FY2019, the Company implemented following to comply with the Commodities Authority (SCA) Resolution No. (7/RM of 2016 and its amendments) concerning the regulations of Corporate Governance and standards of institutional discipline

- 1- The Board of Directors held five meetings as well as one General Assembly has been held.
- 2- The Company used to disclose its quarterly financial results annual financial statements duly audited its external auditors within the allowed deadline. Also, the company disclosed the most important decisions taken by the Board of Directors and sent copies of those decisions to the Securities and Commodities Authority (SCA).
- 3- Four Audit Committee and one Nomination and Remuneration Committee meeting(s) were held. Written reports were submitted to the Board of Directors with the recommendations, and implementation for follow-up.
- 4- The independent members of the Board of Directors signed the independence form prepared by the Securities and Commodities Authority (SCA) and the Nomination and Remuneration Committee periodically made sure of their independence and that there was no change in their situation.
- 5- The company has disclosed the changes in the executive senior management as soon as they happened.
- 6- Investor Relations page on the Company's website was updated periodically with the disclosures and information.



## 1. Board of Directors trading in the company shares

FOODCO Holding PJSC has adopted a policy approved by the Board of Directors considering the corporate governance guidelines. This policy defines the rules with respect to trading of the Board members in company shares. Further, the policy aims are maintenance the good reputation of the Company board of directors and management also enhance the confidence of the investors in the company that the board members and employees do not exploit insider information for their own benefit

FOODCO Holding PJSC applies all regulations issued by the Board of Directors of the Securities and Commodities Authority, as a part of the policy pursued by the government to monitor the Securities and commodity market and to prevent manipulation and to maintain the principle of transparency of information

The most important policies are temporarily restricting the dealings of board members, senior executives and the related person:

These individuals are prohibited from dealing in any security of the Company during the following periods:

- 1- 10 working days before the announcement of any material information that would affect the share price.
- 2- 15 days before the end of the quarterly and annual financial period until the disclosure of financial statements.

FOODCO Insiders may trade in the shares of the company from time to time, by complying with the following:

- A. investor strategy, so that his/her trade does not take the form of speculation. In general, Insiders may not change the direction of investment at any week of the sale to purchase or vice versa.

### Disclosure:

The Board of Directors of FOODCO Holding PJSC are committed to disclosure of their transactions in the company's securities in accordance with the mechanisms described above as follows:

- a) Member of The Board of Directors, senior executives, Company secretary and their relatives, should submit a report that shows his/her direct and indirect interests of in the company shares or should submit a declaration denying the same.
- b) A summary of the labor contract with Members of the Board of Directors and Chief Executive Officer if any should be provided with details of all contracts that the CEO or CFO or members of the Board of Directors and their relatives may have substantial interest should be submitted, or denial of the same.

Members of the Board of Directors and senior executives of the company have submitted the Insiders declarations according to the internal regulations in this regard.

### **The statement of the board members and their first-degree relatives trading in the securities of the company during the year 2018.**

Name	Position/ relationship	Shares held as of 31/12/2018	Total Sale Transactions	Total Purchase Transactions
Ahmed Ali Khalfan Al Dhaheri	Chairman	1,517,581	-	-
Rashed Darwish Al Ketbi	Vice Chairman	1,800	-	-
Dr. Mohamed Ali Al Hosani	Board Member	25,596	-	-
Mohamed Saeed Al Qubaisi	Board Member	145,305	-	-
Mohamed Ali KhalfanAl Dhaheri	Board Member	3,600	-	-



## **2. The Board of Directors**

The members of the Board of Directors of the Company are keen to run the business with values and ethics that leads to good decision making. The Board consist of members with variety of specialties include Accounting, strategic planning, Legal, Marketing, human resources, Governance, risk management, mergers and acquisitions and other expertise that ensure transparency and accountability.

The current board consists of five members. The majority are non-executive directors and two-thirds are independent members. The independent members have signed the declaration of independence form prepared by the Securities and Commodities Authority.

### **Members of the Board of Directors:**

<b>Ahmed Bin Ali Khalfan Al Dhaheri (The Chairman)</b>	<b>Non-executive</b>	<b>The term of membership since the first election: 17 years.</b>
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Mr. Al Dhaheri is a holder of a BS in Accounting from the College of Administration and Economics from the American University of Seattle, a Chartered Public Accountant Certificate from California, Higher Diploma in Business Administration - Accounting Specialization - with honors from the Higher Colleges of Technology in Abu Dhabi.

He began his career as a sales manager at Ali and Sons Co, and served as Vice Chairman of the Board and Executive Director of the Group of Companies Ali & Sons since 1998 AD and since July 2014 he has become the Chairman of the Board of Directors of the Group of Companies Ali & Sons, in addition to his duties as a member of the boards of directors of several other companies. He has worked as a Board member of Al Qudra Holding Company, also he has worked for more than five years as a member of the Board of Directors of the Chamber of Commerce and Industry of Abu Dhabi. CEO of Injaz Mena Investment Company and the General Manager and Executive Managing Director of the Abu Dhabi National Foodstuff Company.

<b>Rashed Darwish Ahmed Saif Al Ketbi (Vice Chairman)</b>	<b>Non-executive</b>	<b>The term of membership since the first election: 5 years</b>
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Mr. Al Ketbi is a Bachelor of Science in Commerce from the University of Indiana (USA 1984) and an MBA from St. Louis University (USA 1986). He is currently President and CEO of RDK Group of Companies, Chairman of Gulf Concrete Molding Company and Shanghai Arab Electromechanical Company, Vice Chairman and Managing Director of Al Wathba National Insurance Company, Vice Chairman of Darwish Bin Ahmed & Sons. He is also a member of the Board of Directors of Waha Capital PJSC and United Arab Bank PJSC.

He worked as CFO and CEO for Darwish Bin Ahmed & Sons Co. (1995-2012), Assistant Undersecretary for Financial Affairs and Administration, Ministry of Health (1991-1995), and Financial and Administrative Director of Saif Bin Darwish (1986-1991).

<b>Dr. Mohamed Ali Khamis Mohamed Al Hosani</b>	<b>Independent</b>	<b>The term of membership since the first election:25 years.</b>
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Dr. Hossani is a holder PhD in Business Management from Berkeley University (USA), Diploma & master's degree of Management in Investment and Finance, University of Hull (UK), Bachelor of Computer Science, Mathematics and Statistics, Institute of Information Management (UK), Certified Management Accountant (CMA), Fellow of the Information Systems Management Association, Fellow of the British Management Association.

He is currently the Managing Director and Chief Executive Officer of Amwal Holding and a Board member of Sense Gourmet Food Co. (PSC) & Al Salam Bank- Sudan.



He worked as Chief Executive Officer of Al-oula Investment Company, General Manager of Saadiyat Free Zone Authority, Deputy Director of Treasury Department, Abu Dhabi Investment Authority, Assistant General Manager of Abu Dhabi Investment Company and CEO of Abu Dhabi National Foodstuff Company, Member of the Board of Directors of the Lebanese Bank of Commerce (France) From 1996 to 1999 he was President of the UAE Financial Markets Association (France). He was one of the founders of the Abu Dhabi Securities Market and the Dubai Financial Market in 1999 and 2000 and was the Chief of Technical Analysts in UAE and UK.

<b>Mohamed Saeed Abdullallah Mosalam Al Qubaisi</b>	<b>Independent</b>	<b>The term of membership since the first election: 11 years.</b>
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Mr. Al Qubaisi has distinctive business and investment experience in many areas as oil fields, insurance, banking, education and others. He Owns and manages several private institutions (Mohammed Al Qubaisi Projects, Al Najma Services, Al Najma Security Services, Tawam Agriculture). He worked as chairman and member of many boards of directors of local and foreign companies and institutions. He was a member of the Board of Directors of the Abu Dhabi Chamber of Commerce and Industry from 1982 to 1991 and was re-elected to the membership again for the period 2006-2009

<b>Mohamed Ali khalfan Al Mutawa Al Dhaheri</b>	<b>Non-Executive</b>	<b>The term of membership since the first election: 11 years.</b>
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Mr. Mohamed Al Dhaheri is bachelor's in finance from the New York Institute of Abu Dhabi and a Higher Diploma in Finance from the Higher Technical College of Abu Dhabi. He started his career as Customer Relations Manager at Ali & Sons Automotive Company and Director of ABT (Sports Cars). He is currently Assistant Vice Chairman of Ali & Sons Group of Companies, Al Ain Branch & General Manager of Skoda.

#### A) Statement of the members of the Board of Directors' in other companies"

<b>Member's Name</b>	<b>Membership in other Companies (regulatory, governmental, commercial)</b>	<b>Position</b>
Ahmed Bin Ali Al Dhaheri (The Chairman)	Abu Dhabi Aviation Company Al Wathba National Insurance Co. Foodco National Foodstuff Co. PSC Waha Capital Company. Al Ramz Corporation	Board Member Board Member Chairman Vice Chairman Board Member
Rashed Darwish Al Ketbi Vice Chairman	Al Wathba National Insurance Co. Waha Capital Company. United Arab Bank	Managing Director & Vice Chairman Board Member Board Member
Mohamed Ali Al Hossani	Amwal Holding Company. Insurance & Reinsurance Company (AMAN) Foodco National Foodstuff Co. PSC Al Salam Bank – Sudan	Managing Director and CEO Board Member Board Member Board Member
Mohamed Saeed Al Qubaisi	Al Wathba National Insurance Co.	Board Member
Mohamed Ali Al Dhaheri	Foodco National Foodstuff Co. PSC	Vice Chairman

B) There is no female Representation in the Board of Directors

C) No females were nominated for the membership of the Board of Directors.

#### D) Directors' Remunerations:

1. The total remuneration paid for the year 2018 is an amount of AED 3.35 million.
2. No remunerations proposed to be paid to the members of the Board of Directors for the year 2019, as the company hasn't achieved profit for the year 2019, according to article no 169 of the commercial law no 2 of 2015.
3. Details of allowances for attending the sessions of the committees derived from the Board of Directors, which were paid to the BOD member for the fiscal year 2019:

Name	Allowances for attending the BOD Committees		
	Name of Committee	allowances amount	Number of Meetings
Mohamed Ali Al Hosni	Audit Comt + Nom & Rem Comt	25,000	4+1
Mohamed Saeed Al Qubaisi	Audit Comt + Nom & Rem Comt	15,000	0+3
Mohamed Ali Al Dhaheri	Audit Comt + Nom & Rem Comt	25,000	1+4

4. The Board of Directors has approved an additional fees and monthly salary of AED 50,000/- to the Chairman of the Board of Directors for his extra efforts and additional work to serve the company above his regular duties as Company's Chairman of the Board of Directors.

#### E) Board of Directors Meetings held during the financial year ended December 31, 2018:

SN	Date of Meeting	Number of Attendees	Number of Attendance by Proxy	Names of Absent members
1	March 24	3	1	Mohamed Al Qubaisi/ Mohamed Al Dhaheri
2	May 13	5	-	-
3	July 09	3	-	Mohamed Al Qubaisi/ Mohamed Al Hossani
4	August 05	5	-	-
5	November 12	5	-	-

- F) No Board Approval By Circulation is issued during the year 2019
- G) No Board of Directors' tasks or functions were performed by the Executive Management pursuant to an authorization by the Board of Director to the Management during 2019.

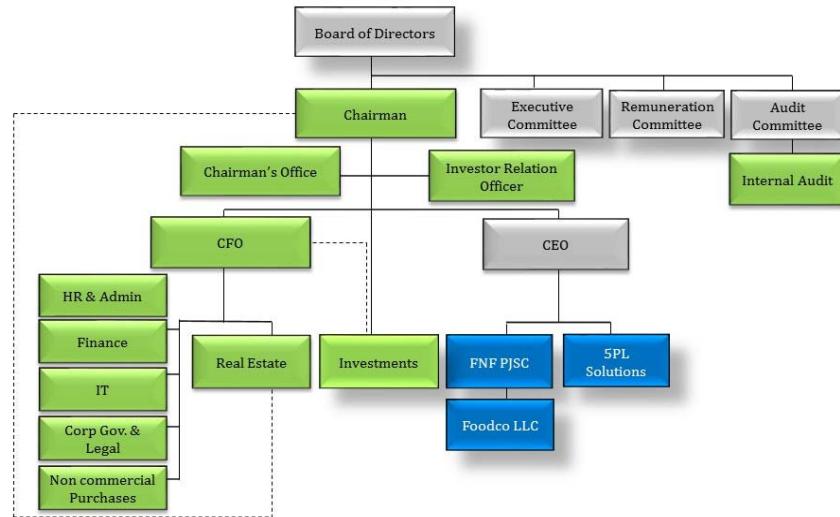
#### H) Statement of details of transactions made with related parties (stakeholders) during 2019:

Related Party	Sales	Purchase	Description
Board Members	960,702		Foodstuff
Major Shareholders	461,546	(25,926,107)	Foodstuff/Insurance/constructions/Spare parts



## I) Organization Structure

### FOODCO HOLDING PJSC



## J) A detailed statement of senior executive staff( 1<sup>st</sup> & 2<sup>nd</sup> row of Organization Structure):

SL	Position	Date of Appointment	Total Salaries and Allowances paid in 2019 (AED)	Total Bonuses paid in 2019 (AED)	Any other cash/in-kind benefits for 2019 paid
1	CHIEF EXECUTIVE OFFICER	08/01/2018	1,001,277.00	116,727.00	-
2	CHIEF FINANCIAL OFFICER	01/10/2018	715,263.00	90,000.00	-
3	REAL ESTATE & FACILITY MANAGER	01/12/2010	296,822.71	57,500.00	-
4	FINANCE Controller	01/07/2009	332,316.50	39,812.50	-
5	INVESTMENT DIRECTOR	13/03/2014	311,166.00	41,445.00	-
6	INFORMATION TECHNOLOGY DIRECTOR	12/02/2002	237,482.00	34,250.00	-
7	HUMAN RESOURCE DIRECTOR	08/03/2017	296,579.00	32,500.00	-
8	FNFS GENERAL MANAGER	01/12/2019	45,000.00	-	-
9	5PL SOLUTIONS GENERAL MANAGER	16/09/2018	385,745.00	-	-

\*This report will be updated as soon as any decisions on cash/in-kind benefits for the year 2018 are due in the future





#### **4. The External Auditor:**

Ernest & Young audits the company's accounts; the following is a brief information:

Ernest & Young (EY) is a global leader in assurance, tax, transaction and advisory services.

Ernst & Young "is a world leader in insurance services, tax advice, commercial transactions and advisory services. It is a global organization and employs a vast number of professionals across the world. EY operates as one firm, in four global regions and 33 sub-areas. EY audit methodology is consistent throughout the world as its employees communicate through a technical infrastructure that supports its global execution.

The EY practice offers its clients value-added services in Assurance & Business Advisory Services, Business, Transaction Support Services, Community Training, Business Risk Services (Internal Audit), Technology & Security Risk Services, international Tax Services and lead Advisory Services.

Ernst & Young has been operating in the MENA region since 1923, and according to Forbes Global 2000, Ernst & Young leads the MENA market share auditing 45% of the audited companies in this region.

<b>Auditing Firm Name</b>	<b>Ernest &amp; Young</b>	
<b>Auditor Partner Name</b>	Ahmed Al Dali	
<b>The number of years served as an auditor for the company</b>	One year.	
<b>Total fees for auditing the financial statement of 2019 (AED)</b>	245,000	
<b>The fees and costs of the special services other than auditing of the financial statements in 2019 (AED)</b>	15,000	Report based on agreed procedures (un-received dividends) as per the request of SCA
	12,500	Review of 3 <sup>rd</sup> Quarter of 2019 for Foodco National Foodstuff Co PJSC
<b>The details and nature of other services provided</b>	None	
<b>Other services performed by an external auditor other than the Companies Auditors in 2019</b>	None	

5. The were no qualified opinions made by the company's external auditor in the interim and annual financial statements for 2019.



## 5. The Audit Committee

- a. "I, Dr. Mohamed Al Hosani – Chairman of the Audit Committee, acknowledge my responsibility for the committee's system in the company and for my review of its mechanism and effectiveness"
- b. **Members:**
- |                               |                        |
|-------------------------------|------------------------|
| Mr. Mohamed Al Hosni.         | Chairman (Independent) |
| Mr. Mohamed Saeed Al Qubaisi. | Member (Independent)   |
| Mr. Mohamed Ali Al Dhaheri.   | Member (Non-executive) |
- c. **Duties:**
- Develop and apply the policy of appointing the external auditors and report to the Board of Directors identifying important issues that might need actions and recommending the steps to be taken.
  - To monitor and monitor the independence and objectivity of the external auditor and discuss the nature and scope of the audit and its effectiveness in accordance with the approved auditing standards.
  - Monitor the integrity of the company's financial statements and reports (annual, semi-annual and quarterly) and review them as part of their normal work during the year and after closing accounts in any quarter, with special emphasis on the following:
    - Any changes in accounting policies and practices.
    - Highlight the areas of the Board of Directors' discretion.
    - Substantial adjustments resulting from audit.
    - Assuming continuity of business.
    - Compliance with the accounting standards determined by the Authority.
    - Compliance with the rules of incorporation, disclosure and other legal requirements related to the preparation of financial reports.
  - Coordinating with the Board of Directors of the Company, the Executive Management and the Financial Manager or the concerned Manager, in order to perform its duties. The Committee shall meet with the auditors of the Company at least once a year.
  - Consider any important and unusual items that are or should be included in such reports and accounts and shall give due attention to any matters raised by the Company's CFO, the concerned Manager or the Auditors.
  - Reviewing the financial control, internal control and risk management systems of the company.
  - Discuss the internal control system with management and ensure that it fulfills its duty to establish an effective internal control system.
  - Consider the results of the main investigations in the internal control matters assigned to it by the Board of Directors or are initiated by the Committee and the approval of the Management.
  - Ensure the existence of coordination between the internal auditors of the company and the external auditor and ensure the availability of resources necessary for the internal audit and review and control the effectiveness of that device.
  - Review the financial and accounting policies and procedures of the company.
  - Reviewing the External Auditor's letter of work and its plan and any material queries raised by the auditors on the executive management regarding accounting records, financial accounts or control systems and their response and approval.
  - Ensure that the Board of Directors responds in a timely manner to the clarifications and material issues raised in the external auditor's letter.
  - Establish controls that enable the Company's staff to report any potential irregularities in financial reports, internal controls or other matters confidentially and steps to ensure independent and fair investigations of such violations.
  - Monitor the company's compliance with the Code of Professional Conduct.
  - Ensure the application of the rules of work for the functions and powers assigned to it by the Board of Directors.
  - Report to the Board of Directors on matters listed in this item.
  - Consideration of any other matters determined by the Board of Directors.



### Meetings of the Auditing Committee

Meetings	Meeting Date	Attendance*			Remarks
		Mohamed Al Hosani	Mohamed AlQubaisi	Mohamed AlDhaheri	
1st Meeting	20 March	*	-	*	In presence of the External Auditor
2nd Meeting	13 May	*	*	*	In presence of the External Auditor
3rd Meeting	14 August	*	*	*	In presence of the External Auditor
4th Meeting	12 November	*	*	*	In presence of the External Auditor

### 6. The Nomination & Remunerations Committee

a. "I, Mohamed Al Qubaisi - Chairman of the Nomination & Remuneration Committee, acknowledge my responsibility for the committee's system in the company and for my review of its mechanism and effectiveness"

**b. Members:**

Mr. Mohamed Saeed Al Qubaisi,	Chairman (independent)
Mr. Mohamed Ali Al Hosani,	Member (independent)
Mr. Mohamed Ali Al Dhaheri.	Member (Non-executive)

**c. Duties:**

12. Prepare the human resources and training policy and monitor its implementation. This policy shall be reviewed annually.
13. Preparation of the policy of granting bonuses and benefits, incentives and salaries and review the same annually.
14. Define the company's needs in competencies at the level of senior executive management and employees and the bases of their selection.
15. Ensure independence of the independent of members.
16. Prepare a policy for the nomination to the membership of the Board of Directors and Executive Management, which aims at taking into consideration gender diversity within the formation and encouraging women through incentives, programs and training.
17. Organizing and following up the procedures for nomination to the Board of Directors in accordance with applicable laws and regulations.
18. Review the structure of the Board of Directors and make recommendations regarding possible changes.
19. Any other matters determined by the Board of Directors

### The Meetings of the Nomination & Remunerations Committee

The Meetings	Meeting Date	Attendance*		
		Mohamed Al Qubaisi	Mohamed Al Hosni	Mohamed Al Dhaheri
1st Meeting	20 March	-	*	*



## **7. Insiders' Trading Follow-up & Supervision Committee**

- a. "I, Dr. Mohamed Al Hosani – Chairman of the Insiders' Trading follow-up & Supervision Committee, acknowledge my responsibility for the committee's system in the company and for my review of its mechanism and effectiveness"
- b. **Members**
  - Mr. Mohamed Ali AL Hosani, Chairman
  - Mr. Mohamed Hafez , Member
  - Ms. Taysir Mokashfi , Member
- c. **Functions & Duties:**
  - Manage, follow up and supervise the Insiders' trading and their ownership of the company shares, keep their records and submit the periodic reports and reports to the market.
- d. **Summary of the Committee activities in 2019:**
  - Maintain and review the Insiders' List periodically and ensure that it is updated immediately on the ADX website.
  - Ensure that all insiders has signed and confirmed their commitment to maintain the confidentiality of information and data relating to the company and its customers and bear all legal effects in the event of leakage of this information or data, and notify the company of any transactions they make on the securities of the parent company or subsidiary before and after the conduct of such trades.
  - Request a periodic report from the Abu Dhabi Securities Exchange for insider trading and ensure its conformity with the company's record and disclosures of those insiders of their trades, so that the report of the insiders committee will be submitted accordingly to the Board of Directors.

## **8. Internal Control System**

- a. The Board of Directors declares its responsibility for the structure of the internal control system of the Company, which it deems necessary to preserve the Company's assets, protect its assets and ensure the preparation of financial statements free of material misstatement, whether due to fraud or error, and is responsible for verifying its effectiveness.  
Internal control includes the organizational plan, all consistent methods and standards adopted by the company to protect its assets, control accuracy and confidence in its accounting statements, improve production efficiency, and encourage adherence to pre-set administrative policies.
- b. The Board of Directors of the Company has decided to establish the Internal Control Department and has been entrusted with the following basic tasks:
  1. Review the financial control and internal control systems and risk management.
  2. Discuss the internal control system with the Management and ensure that it fulfills its duty to establish an effective internal control system.
  3. Consideration of the results of the main investigations in the internal control matters assigned to it by the Board of Directors or at the initiative of the Committee and the approval of the Management Internal Control Department Manual, which states its functions and powers, have been approved by the Board.
- c. Mr. Mohamed Abbas is Internal Control In-Charge, and Compliance Officer as well.  
He is a Certified Accountant, holds a Bachelor of Accounting, and an International Financial Reporting Standards (IFRS) with 12 years of experience in accounting, auditing, financial analysis, and financial reporting.  
He joined the company on 19 November 2018.
- d. The company did not face any major problems during 2019 and in case of any, it shall be dealt in accordance with the requirements of the matters.
- e. The Internal Control Department issued two reports to the Board of Directors during the year 2019.



## 9. Violations committed during 2019

No violations are committed by the company during 2019.

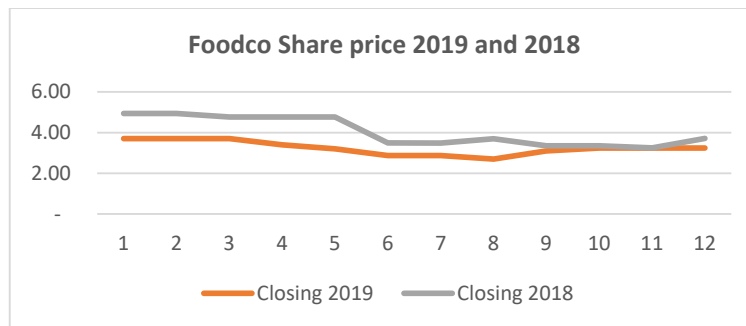
## 10. The Company's Contribution During 2019 towards the of Local Community Development and Environmental conservation

Contribution value	Type of contribution	Beneficiary
100,000/-	In-kind materials	Emirates Red Crescent
10,000/-	Cash	International Therapeutic Diet Initiation for Volunteer
10,000/-	Cash	Rashid Center for People of Determination
<b>120,000/-</b>	<b>Total</b>	

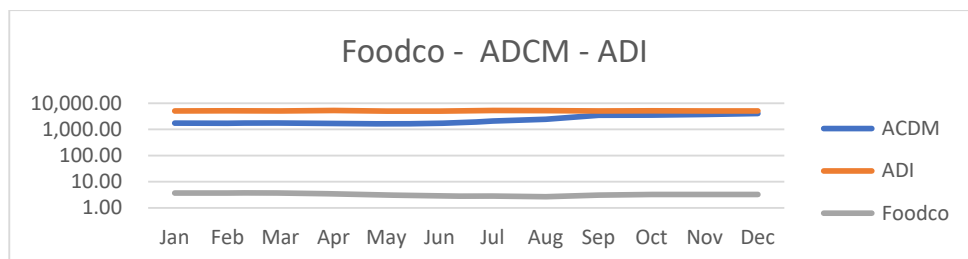
## 11. General Information

### a. Share price during the year 2019(highest & lowest)

Month	OPEN (AED)	HIGH (AED)	LOW (AED)	CLOSE (AED)
1	3.71	3.71	3.71	3.71
2	3.71	3.71	3.71	3.71
3	3.71	3.71	3.71	3.71
4	3.40	3.40	3.40	3.40
5	3.19	3.20	3.19	3.20
6	2.88	2.88	2.88	2.88
7	2.88	2.88	2.88	2.88
8	2.60	2.70	2.60	2.70
9	3.10	3.10	3.10	3.10
10	3.25	3.25	3.25	3.25
11	3.25	3.25	3.25	3.25
12	3.25	3.25	3.25	3.25



### c. share performance Comparison 2019





d. Shareholding Distribution as of 31/12/2019:

Shareholder Category	Percentage of Shares Held			
	Individual	Companies	Government	Total%
Local	63.689	35.843	-	99.532
Arab	0.183	0.005	-	0.189
Foreign	0.279	-	-	0.279
Total	64.152	35.848	-	100%

e. Statement of shareholders holding 5% or more of the capital as of 31/12/2019

Name	No of Shares held	%
Al Wathba Insurance Company PJSC	27,377,341	22.81
Ali Bin Khalfan Al Mutawa Al Dhaheri	27,373,988	22.81
Mariyam Ahmed Abdullah Abdol Al Khumairi	15,560,432	12.97
Ali & Sons Company L.L.C	11,748,388	9.79
Mohamed Bin Ahmed Bin Saeed Al Qassimi	9,575,848	7.98

f. Shareholding Distribution to the size of equity as at 31/12/2019.

SL	Share(s) Owned	No of Shareholders	No of Shares held	Percentage to Capital
1	Less than 50,000	283	3,259,987	2.72
2	50,000 -500,000	74	14,468,536	12.06
3	500,000-5,000,000	9	10,635,480	8.86
4	More than 5,000,000	5	91,635,997	76.36

g. Procedures taken with respect of the controls of investors' relation.

- Investor Relation Officer details:  
Ms. Taysir Mokashfi  
Tel : +971 2 6731000 - ext 1001  
E-mail : [tayseer@foodcoue.com](mailto:tayseer@foodcoue.com)
- The link of Investor Relation webpage on the website of the company:  
<http://www.foodco-uae.com/Menu/index.aspx?PriMenuID=21&mnu=Pri>

h. Special resolutions presented to the General Assembly held in 2018.

	The special resolution	Procedures taken with respect thereto
1.	The AGM approved the proposal of the Board of Directors to provide social contributions and authorize the Board of Directors to determine beneficiaries, such contribution shall not exceed (2%) of the company's average net profits during the two prior fiscal years (2017/2019) pursuant to the Federal Law No. 2 of 2015 concerning the commercial Companies.	The maximum amount of contributions has been adhered to in as stated in the resolution





i. \* **Name of the Rapporteur Board meetings : Taysir Mokashfi**

- **Date of Appointment : Jan 2017**
- **Qualifications:**

She holds a bachelor's degree in Economics, Faculty of Economics and Social Studies, University of Khartoum. 20 years' experience (accounting, board secretary, investor relations), courses and workshops on governance and sustainability

• **Tasks during the Year 2019:**

- Editing the minutes of the meetings of the Board of Directors and its committees, including details of the issues considered and decisions taken, taking into consideration the necessary controls for those minutes (date and method of the invitation, venue, timing, end of time, proof of attendance and representation).
- Keeping the minutes of the meetings of the Board of Directors and its committees.

j. **Significant event took place in the company in 2019.**

None

k. **Emiratization percentage in the company.**

Year	Percentage
2017	3.08
2018	3.05
2019	8.50

l. **Innovative projects and initiatives implemented by the company or which were under development during 2019**

None.

Ahmed Ali Al Dhaheri  
Chairman of the  
Board of Directors

25/03/2020

Dr. Mohamed AlHossani  
Chairman  
of the Audit Committee

25/03/2020

Mohamed AlQubaissi  
Chairman of the  
Nomination &  
Remuneration  
Committee

25/03/2020

Mohamed Abbas  
Internal Control  
In-Charge

25/03/2020