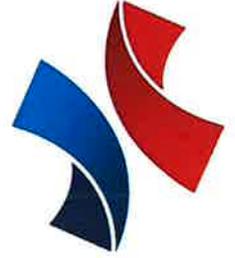


شركة الفنادق الوطنية (ش.ب.م)  
NATIONAL HOTELS COMPANY (B.S.C)



## Corporate Governance Report

For the year 2025

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## **1- Actions taken to complete the Corporate Governance Code**

The Corporate Governance Code issued by the Ministry of Industry & Commerce forms the cornerstone that the National Hotels Company BSC (the “Company”) adopts in conducting its daily commercial transactions, while adhering to the laws of the Kingdom of Bahrain

The Corporate Governance Code governs the relationship between the Company and its shareholders, Board of Directors, Executive Management, Employees and other parties (such as customers, legal bodies, suppliers and all individuals or corporates with whom the company transacts).

Implementing astute corporate governance is an important component of the company’s construct and hence the Company ensures that all the transactions with all involved parties are conducted in a responsible and safe manner at all times.

In addition, and in an effort to make the Company’s shares an attractive investment option for the existing shareholders and new investors alike, the Company adopts a clear and transparent communication with all of its shareholders at all times.

In doing so, the Company’s management periodically announces the results of its operations transparently and accurately in line with the requirement of the Corporate Governance Code and International Accounting Standards, in addition to the prevailing laws of the Kingdom of Bahrain.

Further to the above, the Company complies with the requirement of the Corporate Governance Code and ensures compliance with best international practices.

This report reflects in a clear and transparent manner the Company’s compliance with and implementation of the Corporate Governance Code content for the financial year 2025.

## **2- Dealings of the Directors and their relatives in the Company’s Shares**

In September 2025, Mr. Meshari Z. Al Khaled an independent board member of the Company, has acquired 1,962,840 shares of the Company. The transaction was duly notified to the involved regulatory authorities at the time, and subsequent disclosures have been made. No other dealings have occurred during the year.

### 3- Composition of the Board

#### A. Current Board of Directors Composition:

No.	Name	Type (executive, non-executive and independent)	Experience and Qualifications	The duration of his term as a director of the company starting from the date of his first election or appointment		Directorships and positions in any other companies	Positions in any other key regulatory, government or commercial entities.
				From	To		
1	<b>Faisal Ahmed Al Zayani</b>	Independent / non-executive	<ul style="list-style-type: none"> <li>Businessman with experience of more than 50 years.</li> <li>PhD in Administration &amp; Organization.</li> <li>Chairman - National Hotels Company B.S.C.</li> <li>Chairman &amp; Managing Director - Gulf Plastic Industries W.L.L.</li> <li>Chairman &amp; Managing Director - Zayani Computer Systems.</li> </ul>	30/4/1983	26/3/2026	NIL	NIL
2	<b>Adel Nuhaba Hamada</b>	Non-executive	<ul style="list-style-type: none"> <li>Has extensive experience in Business Management.</li> <li>Held several positions in the Presidential Positions including General Manager of Yousif Mohammed Al Shaya Group, Director of Financial Affairs, Director of Purchasing and Warehousing Department, Director of Internal Audit Department, General Revenue Controller and Head of Cost and Budget Accounts at various periods in Kuwait Public Transport Company.</li> <li>Held the position of Senior Accountant at Kuwait Real Estate Investment Group.</li> <li>Holds a Bachelor of Commerce degree from the University of Kuwait and a Master's degree in management and management accounting from Kems College of Business, London.</li> </ul>	28/3/2018	26/3/2026	NIL	NIL
3	<b>AbdulAziz Abdullah Alisa</b>	Non-executive	<ul style="list-style-type: none"> <li>Currently serving as the Executive Director of Legal Affairs and Secretary of the Board of Directors of the Social Insurance Authority.</li> <li>Holds a Basic Supervision Diploma from the University of Bahrain and a Bachelor of Law from the University of Beirut.</li> </ul>	29/3/2013	26/3/2026	NIL	NIL

No.	Name	Type (executive, non-executive and independent)	Experience and Qualifications	The duration of his term as a director of the company starting from the date of his first election or appointment		Directorships and positions in any other companies	Positions in any other key regulatory, government or commercial entities.
				From	To		
4	<b>Abdulrahman Ali Marshad</b>	Independent / non-executive	<p>● Holds a Bachelors degree from Damascus University - Faculty of Arts (English).</p> <p>● Joined several specialized courses for business administration in the Kingdom of Bahrain and the United Kingdom.</p> <p>● One of the first Bahrainis to join the Hotel Business since 1979</p> <p>● Joined National Hotels Company - The Diplomat Hotel in 1979 and become its CEO for more than 10 years.</p> <p>● Elected to be a head of the first executive committee for a grouping of 5-Star Hotels in the Kingdom of Bahrain and served for 16 years.</p> <p>● Appointed as a member of the Board of Trustees of the school of catering and hotel management.</p> <p>● Appointed as a board member of the first qualitative training council in the catering and hotel sector, then as the chairman of the board for more than 15 years.</p> <p>● Appointed as a member of a national committee assigned by the economic development board in the Kingdom of Bahrain to develop the national strategic plan for the development of the tourism sector in the Kingdom of Bahrain.</p>	28/3/2019	26/3/2026	NIL	NIL
5	<b>Meshari Zaid Al Khalid</b>	Independent / non-executive	<p>● Currently serving General Manager of Al-Khalid International Group, Kuwait.</p> <p>● Has extensive experience in the Business Management.</p> <p>● Held several key positions, including; a General Manager of the Kuwait Real Estate Investment Group, Chairman and Managing Director of Safat Real Estate Company, Executive Committee member of the Egyptian Gulf Bank and the Kuwait-Egypt Investment Company.</p> <p>● Holds a Bachelor's Degree in Commerce from the college of Business Administration, Cairo University.</p>	27/3/2002	26/3/2026	NIL	NIL

No.	Name	Type (executive, non-executive and independent)	Experience and Qualifications	The duration of his term as a director of the company starting from the date of his first election or appointment		Directorships and positions in any other companies	Positions in any other key regulatory, government or commercial entities.
				From	To		
6	<b>Shehab Ahmed Haji</b>	Non-executive	<ul style="list-style-type: none"> <li>Currently works as an investment manager in the General Reserve Sector at the Kuwait Investment Authority.</li> <li>Held several positions in various banking fields, most notably the position of Relationship Officer at Gulf Bank in Kuwait.</li> <li>Holds a Bachelor's Degree in financing and management of financial institutions - the College of Administrative Sciences from the University of Kuwait.</li> </ul>	28/3/2018	26/3/2026	NIL	NIL
7	<b>Abdulla Sulaiman Alnaserallah</b>	Non-executive	<ul style="list-style-type: none"> <li>Currently serving as Head of Local GCC Funds (Equities) of Asset Management at the Kuwait Investment Company.</li> <li>Held the position Manager of Asset Management at Gulf Invest International Company.</li> <li>Holds a Bachelor's Degree of Science in Business Administration- Finance - University of Kuwait.</li> </ul>	28/3/2024	26/3/2026	NIL	NIL
8	<b>Abdulla Jasim Al ahmed</b>	Non-executive	<ul style="list-style-type: none"> <li>Currently serving as an Associate Director within the Investment Department at Osool Asset Management.</li> <li>Holds a MBA degree with a specialization in finance (with honors) from AMA International University-Bahrain.</li> <li>Holds a Bachelor's Degree in Business Informatics (with honors) from AMA International University-Bahrain.</li> </ul>	28/3/2024	26/3/2026	NIL	NIL
9	<b>Ghazi Qais Al Nisf</b>	Non-executive	<ul style="list-style-type: none"> <li>currently serving as Vice President of the Local and Arab Portfolios Department at the Kuwait Investment Company.</li> <li>He held several positions and progressed in his career at Kuwait Investment company from 2008 - 2023</li> <li>Board Director in the economic policy committee of the Union of Investment Companies.</li> <li>Holds a Bachelor of business and administration (Finance) from Kuwait University.</li> </ul>	27/3/2025	26/3/2026	NIL	NIL

**B.** The board comprises of 9 members, all of whom are male. Female representation on the Board is 0% as of year-end.

**C. Description of the following:**

1. The directors' remuneration for the past year (2024) was BD 262,125.
2. The total directors' remuneration proposed for the current year (2025) is BD 269,500, which will be presented at the Annual General Meeting for approval.
3. The following is a list of the committee attendance fees of the respective directors for the financial year 2025:

**Executive Committee:**

No.	Name	Committee Attendance Fees	
		(in BD)	Number of meetings
1	Abdulaziz Abdullah Alisa Director	750 /-	5
2	Adel Nuhaba Hamada	750 /-	5
3	Shehab Ahmed Haji	750 /-	5
4	Abdullah Jasim Alahmed	750 /-	5
5	Emad Ahmed Tifouni*	750 /-	1
6	Ghazi Qais Al Nisf*	750 /-	4

\* Committee member replaced by newly appointed director at the AGM held on 27<sup>th</sup> March 2025.

**Audit & Corporate Governance Committee:**

No.	Name	Committee Attendance Fees	
		(in BD)	Number of meetings
1	Abdulrahman Ali Marshad	750 /-	5
2	Meshari Zaid Al Khalid	750 /-	5
3	Abdullah Sulaiman Alnaserallah	750 /-	5

**Nomination & Remuneration Committee:**

No.	Name	Committee Attendance Fees	
		(in BD)	Number of meetings
1	Faisal Ahmed Al Zayani	750 /-	2
2	Adel Nuhaba Hamada	750 /-	2
3	Meshari Zaid Al Khalid	750 /-	2

**D. Meetings of the Board of Directors:**

In accordance with the Company's Articles of Association, the Company is required to hold at least four Board meetings annually. During the year ended 31 December 2025, the Board of Directors of the Company held five meetings to follow up on its activities and to direct the Executive Management. The following table summarizes the information about the dates and member attendance of those meetings.

**Board of Directors Meeting Schedule:**

<b>Meeting Number</b>	<b>Date of Invitation</b>	<b>Date of the meeting</b>	<b>Attendance</b>	<b>Number of Absence</b>
1	30/1/2025	20/2/2025	9	-
2	6/4/2025	24/4/2025	9	-
3	10/7/2025	31/7/2025	8	1
4	9/10/2025	30/10/2025	9	-
5	30/11/2025	11/12/2025	9	-

**E. Duties or competences carried out on its behalf by the Executive Management:**

There were no Board of Directors specific tasks or assignments that have been carried out by the Executive Management, based on the basis of a mandate from the Board.

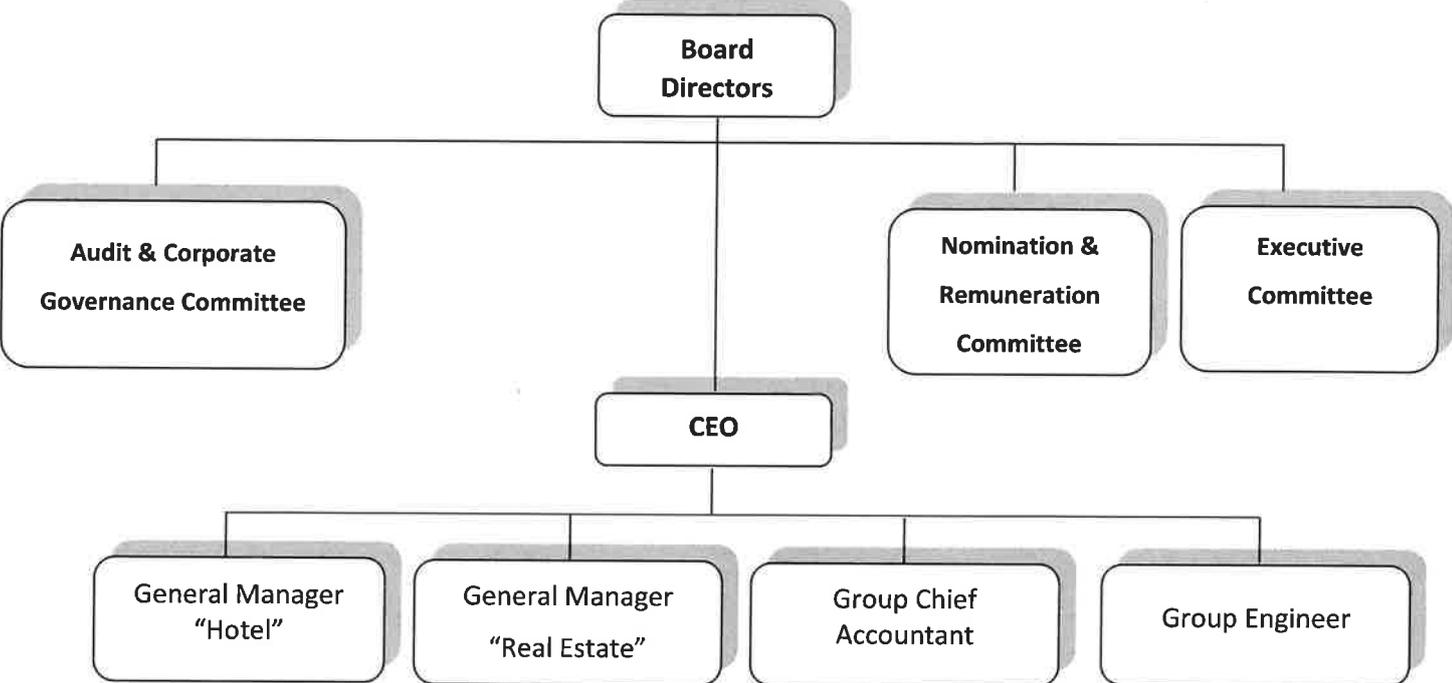
**F. Details of transactions with related parties (stakeholders), indicating the nature of relationship and type of transaction**

Related parties represent the associated company, major shareholders, directors and key management personnel of the Company, the operator of the hotel and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Company's Board of Directors. The following table shows the transactions made with related parties during the year, indicating the nature of the relationship and the type of deal.

Transactions with related parties included in the statement of profit or loss are as follows:

<b>Related Parties</b>	<b>Rental Revenue and Other Income</b>	<b>Fees for Management services</b>	<b>Purchases</b>	<b>Other Expenses</b>
Shareholder	600,276	15,191	-	-
Associate Company	4,724	-	111,988	-
Hotel Management (Radisson Hotels Group)	-	135,051	-	79,613
Directors	2,894	-	-	388,166
<b>Total</b>	<b>607,894</b>	<b>150,242</b>	<b>111,988</b>	<b>467,779</b>

**G. Organizational structure highlighting the Company’s first and second tier of the executive management**



**H.** Total remunerations paid to the executive management during the financial year (2025) amounted to BD 335,177/-.

**4- External Auditor**

Upon a recommendation from the Board of Directors, the Ordinary General Assembly at its meeting held on 27/3/2025 appointed Ms. "Ernst & Young" as the external auditor of the Company for the financial year ended 31/12/2025, at an agreed fee of BD 16,000, which includes the review of quarterly data for the period.

Ms. "Ernst & Young" have been the external auditor of the company since 2025. The external auditor has submitted an unqualified opinion for the year 2025 to the Board of Directors, which will be presented at the Ordinary General Assembly to be held on 26/3/2026.

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS), the Commercial Companies Law of the Kingdom of Bahrain and the directives and regulations issued by the Central Bank of Bahrain.

The table below highlights the External Auditor's details:

<b>Name of Audit firm</b>	Ernst & Young
<b>Years of service as the company's external auditor</b>	1 year
<b>The partner in charge of the company's audit</b>	Mr. Kazim Merchant
<b>Total audit fees for the financial statements for the year 2025</b>	BD 16,000/-
<b>Other special fees and charges for non-audit services other than auditing the financial statements for the year 2025.</b>	BD 3,000/-

### **5- Audit & Corporate Governance Committee**

The role of the Audit & Corporate Governance Committee is to advise on the establishment and maintenance of a framework of internal controls and appropriate ethical standards for the management of the Company. The Audit & Corporate Governance Committee has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the ability to retain, at the Company's expense, such legal, accounting or other advisers, consultants or experts, as it considers necessary from time to time in the performance of its duties. The Committee held five meetings during the year, and the following table highlights the details and the attendance of the committee members for these meetings.

No.	Name	Position	Number of meetings attended	Dates of meetings held				
				19/2/2025	23/4/2025	30/7/2025	29/10/2025	10/12/2025
1	Abdulrahman Ali Marshad	Chairman	5	✓	✓	✓	✓	✓
2	Meshari Zaid Al Khalid	Member	5	✓	✓	✓	✓	✓
3	Abdullah Sulaiman Alnaserallah	Member	5	✓	✓	✓	✓	✓

## **6- Nomination & Remuneration Committee (NRC)**

No.	Name	Position	Number of meetings attended	Dates of meetings held	
				20/2/2025	11/12/2025
1	Faisal Ahmed Al Zayani	Chairman	2	✓	✓
2	Adel Nuhaba Hamada	Member	2	✓	✓
3	Meshari Zaid Al Khalid	Member	2	✓	✓

## **7- Corporate Governance Officer**

The Board of Directors has assigned the role of Corporate Governance Officer to the Chief Executive Officer since joining the Company in 2019. The following is the resume of the Corporate Governance Officer:

Mr. Zaher Mohammed Al-Ajjawi has held many key positions during his professional career mainly in the field of accounting, finance and banking. Through his work in international organizations in the United States, the United Kingdom and the UAE, he has acquired many executive and operational skills in banking, investment and real estate sectors. In addition, he has represented a number of companies on the boards and committees of several companies, banks and funds, which gained him considerable experience in the field of corporate governance. Mr. Zaher has participated in many investment conferences and international trade forums, and has attended several training and professional courses, including a project management plan course (PMP) and financial analysis.

Mr. Al Ajjawi holds a Certificate in Corporate Governance from The Wharton School, University of Pennsylvania. He also holds a Master's degree in Finance (with Honors) from DePaul University in the USA and a Bachelors of science in Accounting (with Honors) from the University of Bahrain. He is also a Certified Public Accountant (CPA) from the State of Illinois, USA.

Mr. Zaher can be contacted on the following numbers: 17530838 / 17530839 or e-mail: [zalajjawi@nhcbahrain.com](mailto:zalajjawi@nhcbahrain.com).

## **8- Irregularities committed during the Financial Year**

No irregularities have been committed during the financial year 2025.

## **9- Cash and in-kind contributions to Charities & National Establishments**

The Company provides many contributions to different authorised charities and national establishments. Total contribution provided during 2025 amounted to BD 60,000. The Company maintains the details of these donations and details of the receiving parties within its records. In addition, and as part of its commitment to the society, the Company offers several in-kind contributions (such as Complementary Vouchers, Discounted Venue Rates, etc) to local charities and national establishments as part of its business operations.

## 10- Shareholders Information

A. The following table presents the Company's shareholder distribution by type of shareholder as of 31 December 2025:

No.	Shareholder classification	Shareholding %			
		Individuals	Corporate	Government or Organisations	Total
1	Local	9.51%	2.67%	32.15%	44.33%
2	Arab	0.21%	1.67%	53.78%	55.66%
3	Foreign	0.01%	-	-	0.01%
<b>Total</b>		<b>9.73%</b>	<b>4.34%</b>	<b>85.93%</b>	<b>100%</b>

B. The following table highlights the shareholders with a holding of 5% or more in the Company's share capital, with the name of the natural person / owner of the stock / final beneficiary, as of 31 December 2025:

No.	Name	No. of shares held	Shareholding %	Name of the natural person, the final beneficiary
1	Kuwait Investment Authority	39,827,884	32.84%	Government of Kuwait
2	Social Insurance Organisation	38,989,471	32.15 %	Government of the Kingdom of Bahrain
3	Kuwait Investment Company	25,399,330	20.94 %	Government of Kuwait

C. The following table highlights the shareholder distribution by size of ownership as of 31 December 2025:

No.	Distribution of ownership Stock	Number of shareholders	Number of shares owned	Percentage of shares owned by the capital
1	<50,000	3,699	3,058,117	2.53%
2	50,000 to 500,000	24	4,149,147	3.42%
3	500,000 to 5,000,000	9	9,851,051	8.12%
4	>5,000,000	3	104,216,685	85.93%
<b>Total</b>		<b>3,735</b>	<b>121,275,000</b>	<b>100.00%</b>

D. Significant events that occurred during the year 2025:  
Nil.

## **11- Compliance with the provisions of Corporate Governance Code**

<b>Principle</b>	<b>Non-compliant</b>	<b>Partially Compliant</b>	<b>Fully compliant</b>	<b>Explanation in case of non-compliance</b>
Principle 1: The Company shall be headed by an effective, qualified and expert board.			✓	
Principle 2: The directors and executive management shall have full loyalty to the Company.			✓	
Principle 3: The Board shall have rigorous controls for financial audit and financial reporting, Internal control and compliance with law.			✓	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors		✓		No formal Board of Director training had been conducted during the year. Nevertheless, several workshops and discussions of timely Sector and Corporate Governance / ESG topics were convened during the respective committee and board meetings.
Principle 5: The Company remunerate directors and senior officers fairly and responsibly.			✓	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			✓	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			✓	
Principle 8: The Company shall disclose its corporate governance.			✓	
Principle 9: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			✓	
Principle 10: The Company shall seek, through social responsibility, to exercise its role as a good citizen.			✓	

**12- Any other disclosures required by the regulatory authorities**

There were no other disclosures required by the regulatory authorities worth highlighting for the year.



**Chairman Signature**  
**Date: 12/02/2026**



**Official Seal of the Company**