

Notes to the Consolidated Financial Statements

At 31 December 2016

35 CORPORATE GOVERNANCE DISCLOSURES

(i) Board, Board Members and Management Board and Directors' Responsibilities

The Board of Directors is accountable to shareholders for the proper and prudent investment and preservation of shareholder interests. The Board's role and responsibilities include but are not limited to:

- Monitoring the overall business performance;
- Monitoring management performance and succession plan for Senior Management;
- Monitoring conflicts of interest and preventing abusive related party transactions;
- Accurate preparation of the year-end financial statements;
- Convening and preparing for the shareholders meetings;
- Recommend dividends to shareholders and ensure its execution;
- Adapt, implement and monitor compliance with Trafco Code of Business Conduct;
- Review the Company's objectives and policies relating to social responsibilities; and
- Select, interview and appoint General Manager and other selected members of the Senior Management.

The Directors remain individually and collectively responsible for performing all of the Board of Directors' responsibilities.

Material transactions requiring board approval

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

- The Company strategy;
- The Annual Budget;
- Major resource allocations and capital investments; and
- Management responsibilities and training, development and succession plan for Senior Management.

Procedures for election or removal of Directors

Election/re-election of the Directors take place every three years at the General Meeting of the shareholders. The last election of the directors was held on 27 March 2016.

Removal of Directors mandate usually occurs by dismissal at the General Meeting of the shareholders or by the Director's resignation from the Board.

Code of conduct and procedures adopted by the Board for monitoring compliance

The Board of Directors and the Group's employees are expected to maintain the highest level of corporate ethics and personal behavior. The Group has established a Trafco Code of Business Conduct ('the Code') which provides an ethical and legal framework for all employees in the conduct of its business. The Code defines how the Group relates to its employees, shareholders and the community in which the Group operates.

The Board of Directors has adopted the Code and a Whistleblower Policy to monitor compliance with the ethical requirements of the Code. The Code provides clear directions on conducting business internationally, interacting with the governments entities, communities, business partners and general workplace behaviour having regard to the best practice of corporate governance models and ethics. The Code also sets out a behavioural framework for all employees in the context of a wide range of ethical and legal issues.

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(i) Board, Board Members and Management (continued)**Management**

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

	Name of members of senior management	Designation / Business title	Experience in years	Qualification
1	Mr S Sridhar	Group Chief Executive Officer	31	Fellow Member - Institute of Chartered Accountants of India
2	Mr Sameer Abdulla Alkhan	Assistant Group Chief Executive Officer	34	Diploma in Human Resources
3	Mr T Soma Rajan	Group Financial Controller	45	Master's Degree in Business Administration
4	Mr Azzam M A Moutragi	Sales Manager	31	Master's Degree in Business Administration
5	Mr Ali Ramadan Shamlooh	Stores Manager	38	-
6	Mr P Palanisamy	Finance Manager	12	Associate Member - Institute of Chartered Accountants of India
7	Mr Sequeira Francisco	Maintenance Manager	32	Diploma in Mechanical Engineering and Post Graduate Diploma in Production & Maintenance Management
8	Mrs Layla Darwish	Acting Human Resource Manager	26	Education Diploma in Secretarial Studies

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

	2016 BD	2015 BD
Salaries	251,724	251,765
Employees' end of service benefits	8,430	11,555
Bonuses	11,816	12,252
	<u>271,970</u>	<u>275,572</u>

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

Board of Directors and Board Members

The Board of Directors consists of 10 members as of 31 December 2016 and 31 December 2015.

The members of the Board of Directors were elected on 27 March 2016 for a period of 3 years.

The following table summarises the information about the profession, business title, experience in years and start date of the current Board members:

Board members	Profession	Business title	Executive/non executive independent/ non independent	Experience in years	Start date
1 Mr Ebrahim Mohamed Ali Zainal	Businessman	Chairman	Non-Executive / Independent	52	1978
2 Mr Yusuf Saleh Abdulla Alsaleh	Businessman	Vice Chairman	Non-Executive / Non-independent	53	1978
3 Dr Esam Abdulla Yousif Fakhro	Businessman	Director and Executive Committee member	Non-Executive / Independent	49	1995
4 Mr Khalid A.Rahman Khalil Almoayed	Businessman	Director and Executive Committee member	Non-Executive / Independent	50	1978
5 Mr A. Redha Mohamed Redha Aldailami	Businessman	Director	Non-Executive / Independent	60	1981
6 Mr Fuad Ebrahim Khalil Kanoo	Businessman	Director	Non-Executive / Non-independent	54	1994
7 Mr Ali Yusuf A.Rahman A. Rahim	Businessman	Director	Non-Executive / Independent	51	1994
8 Mr Sami Mohammed Jalal	Businessman	Director	Non-Executive / Non-independent	43	1995
9 Mr Ebrahim Salahuddin Ahmed Ebrahim	Businessman	Director	Non-Executive / Independent	47	1995
10 Mr Jehad Yusuf Abdulla Amin	Businessman	Director	Non-Executive / Non-independent	38	1998

The following members of the Board of Directors are also the member of the other listed companies in the Kingdom of Bahrain:

Members	Number of directorships in other listed companies	
	2016	2015
Mr Ebrahim Mohamed Ali Zainal	1	1
Mr Yusuf Saleh Abdulla Alsaleh	1	1
Dr Esam Abdulla Yousif Fakhro	3	2
Mr A. Redha Mohamed Redha Aldailami	1	1
Mr Sami Mohamed Yusuf Jalal	1	1
Mr Jehad Yusuf Abdulla Amin	5	4

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(i) Board, Board Members and Management (continued)**Board of Directors and Board Members** (continued)

The Group should hold a minimum of four Board meetings during each year. During the year, six meetings (2015: six meetings) of the Board of Directors were held. The following table summarises the information about the members attendance in the Board of Directors meetings:

Meetings of Board of Directors held in 2016

Members	Business title	2016						Attended	%
		6 Jan	20 Feb	6 April	7 May	6 Aug	7 Nov		
Mr Ebrahim Mohamed Ali Zainal	Chairman	✓	✓	✓	✓	✓	✓	100%	
Mr Yusuf Saleh Abdulla Alsaleh	Vice Chairman	✓	✓	✓	✓	✓	✓	100%	
Mr Khalid A. Rahman Khalil Almoayed	Director and Executive Committee member	✓	✓	✓	✓	x	✓	83%	
Dr Esam Abdulla Yousif Fakhro	Director and Executive Committee member	✓	✓	✓	x	✓	✓	83%	
Mr Ebrahim Salahuddin Ahmed Ebrahim	Director	✓	✓	✓	✓	✓	✓	100%	
Mr Sami Mohamed Yusuf Jalal	Director	✓	✓	✓	✓	✓	✓	100%	
Mr Jehad Yusuf Abdulla Amin	Director	✓	✓	✓	✓	✓	✓	100%	
Mr A. Redha Mohamed Redha Aldailami	Director	✓	✓	✓	✓	✓	✓	100%	
Mr Ali Yusuf A. Rahman A. Rahim	Director	✓	✓	✓	✓	✓	x	83%	
Mr Fuad Ebrahim Khalil Kanoo	Director	✓	x	✓	✓	✓	x	67%	

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(i) Board, Board Members and Management (continued)

Board of Directors and Board Members (continued)

Meetings of Board of Directors held in 2015

Members	Business title	2015					%
		11 Jan	21 Feb	9 May	8 Aug	7 Nov	
Mr Ebrahim Mohamed Ali Zainal	Chairman	✓	✓	✓	✓	✓	100%
Mr Yusuf Saleh Abdulla Alsaleh	Vice Chairman	✓	✓	✓	✓	✓	100%
Mr Khalid A.Rahman Khalil Almoayed	Director and Executive Committee member	✓	✓	✓	x	✓	80%
Dr Esam Abdulla Yousif Fakhro	Director and Executive Committee member	✓	✓	x	✓	✓	80%
Mr Ebrahim Salahuddin Ahmed Ebrahim	Director	✓	✓	✓	✓	✓	100%
Mr Sami Mohamed Yusuf Jalal	Director	✓	✓	✓	✓	✓	100%
Mr Jehad Yusuf Abdulla Amin	Director	✓	✓	✓	✓	✓	100%
Mr A. Redha Mohamed Redha Aldailami	Director	✓	✓	✓	✓	✓	100%
Mr Ali Yusuf A.Rahman A. Rahim	Director	✓	✓	✓	x	✓	80%
Mr Fuad Ebrahim Khalil Kanoo	Director	✓	✓	✓	✓	✓	100%

Remuneration policy

The remuneration policy is based on attendance fees and basic fees paid to the members of the Board of Directors.

During the year, directors' remuneration and directors' fees paid to the members of the Board of Directors amounted to BD 107,625 (2015: BD 100,000) and BD 42,750 (2015: BD 39,150), respectively.

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(ii) Board Committees

The following table summarises the information about Board Committees, their members and objectives:

Board's committee	Objective	Members	Executive/ non-executive independent/ non-independent
Executive (Investment & Finance) Committee	The executive committee is formed to discuss matters with the company's management regarding senior staffing, financial performance, operational performance, strategies and all other issues as directed by the Board.	<ol style="list-style-type: none"> Mr Ebrahim Mohamed Ali Zainal (Chairman) Mr Yusuf Saleh Abdulla Alsaleh Dr Esam Abdulla Yousif Fakhro Mr Khalid A. Rahman Khalil Almoayed 	Non-executive/ Independent Non-executive / Non-independent Non-executive/ Independent Non-executive/ Independent
Remuneration Committee	Review and advise the Board of Directors on the Board's Composition, new directors nominations, in addition to Board and Senior Management remuneration.	<ol style="list-style-type: none"> Mr Ebrahim Mohamed Ali Zainal (Chairman) Mr Yusuf Saleh Abdulla Alsaleh Dr Esam Abdulla Yousif Fakhro Mr Khalid A. Rahman Khalil Almoayed 	Non-executive/ Independent Non-executive / Non-independent Non-executive/ Independent Non-executive/ Independent
Audit Committee	<p>The audit committee is responsible for:</p> <ol style="list-style-type: none"> Monitoring the integrity of the financial reporting process, Trafco systems of Internal Control, review of the consolidated financial statements and reports, compliance of the board with legal and regulatory requirements and the performance of the Company's Internal Audit function. To recommend the appointment of external auditors, agreeing their compensation, overseeing their independence and preparing reports required to be prepared by the Committee pursuant to Central Bank of Bahrain, Bahrain Bourse, Bahrain Commercial Companies Law and other regulatory authorities in the Kingdom of Bahrain. 	<ol style="list-style-type: none"> Mr Ebrahim Salahuddin Ahmed Ebrahim (Chairman) Mr Jehad Yusuf Abdulla Amin Mr A. Redha Mohamed Redha Aldailami Mr Ali Yusuf A. Rahman A. Rahim 	Non-executive/ Independent Non-executive / Non-independent Non-executive/ Independent Non-executive/ Independent
Corporate Governance Committee	To review and ensure compliance with Corporate Governance Code framework and guidelines.	<ol style="list-style-type: none"> Mr Ebrahim Salahuddin Ahmed Ebrahim (Chairman) Mr Jehad Yusuf Abdulla Amin Mr A. Redha Mohamed Redha Aldailami Mr Ali Yusuf A. Rahman A. Rahim 	Non-executive/ Independent Non-executive / Non-independent Non-executive/ Independent Non-executive/ Independent

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(ii) Board Committees (continued)

Executive Committee

The Group should hold a minimum of four Executive Committee meetings during each year. During the year, four meetings (2015: six meetings) of the Executive Committee were held. The following table summarises the information about the members attendance in the Executive Committee meetings:

	2016				%
	6 Jan	28 April	28 July	4 Jan 2017	
Members					Attended
Mr Ebrahim Mohamed Ali Zainal	✓	✓	✓	✓	100%
Mr Yusuf Saleh Abdulla Alsaleh	✓	✓	✓	✓	100%
Mr Khalid A.Rahman Khalil Almoayed	✓	x	x	✓	50%
Dr Esam Abdulla Yousif Fakhro	✓	✓	✓	✓	100%

	2015						%
	7 Jan	19 Feb	10 March	5 July	1 Nov	27 Dec	
Members							Attended
Mr Ebrahim Mohamed Ali Zainal	✓	✓	✓	✓	✓	✓	100%
Mr Yusuf Saleh Abdulla Alsaleh	✓	✓	✓	✓	✓	✓	100%
Mr Khalid A.Rahman Khalil Almoayed	✓	✓	✓	✓	✓	✓	100%
Dr Esam Abdulla Yousif Fakhro	✓	✓	✓	✓	✓	✓	100%

During the year, fees paid to the members of the Executive Committee was BD 6,300 (2015: BD 10,800).

Remuneration Committee

The Group should hold a minimum of two Remuneration Committee meetings during each year. During the year, one meeting (2015: one meeting) of the Remuneration Committee was held. The following table summarises the information about the members attendance in the Remuneration Committee meeting:

	2016		2015	
	4 Jan 2017	% Attended	27 Dec	% Attended
Members				
Mr Ebrahim Mohamed Ali Zainal	✓	100%	✓	100%
Mr Yusuf Saleh Abdulla Alsaleh	✓	100%	✓	100%
Mr Khalid A.Rahman Khalil Almoayed	✓	100%	✓	100%
Dr Esam Abdulla Yousif Fakhro	✓	100%	✓	100%

During the year, no fee was paid to the members of the Remuneration Committee (2015: nil)

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(ii) Board Committees (continued)

Audit Committee

The Group should hold a minimum of four Audit Committee meetings during each year. During the year, four meetings (2015: six meetings) of the Audit Committee were held. The following table summarises the information about the members attendance in the Audit Committee meetings:

	2016				% Attended
	11 April	14 July	31 Oct	29 Dec	
Members					
Mr Ebrahim Salahuddin Ahmed Ebrahim	✓	✓	✓	✓	100%
Mr Jihad Yusuf Abdulla Amin	✓	✓	✓	✓	100%
Mr A. Redha Mohamed Redha Aldailami	✓	✓	✓	✓	100%
Mr Ali Yusuf A. Rahman A. Rahim	✓	x	x	✓	50%

	2015						% Attended
	1 Feb	15 Feb	18 May	14 July	11 Oct	30 Dec	
Members							
Mr Ebrahim Salahuddin Ahmed Ebrahim	✓	✓	✓	✓	✓	✓	100%
Mr Jihad Yusuf Abdulla Amin	✓	✓	✓	✓	✓	✓	100%
Mr A. Redha Mohamed Redha Aldailami	✓	✓	✓	✓	✓	✓	100%
Mr Ali Yusuf A. Rahman A. Rahim	x	x	✓	✓	✓	✓	67%

During the year, total fees paid to the members of the Audit Committee was BD 6,300 (2015: BD 9,900).

Corporate Governance Committee

The Group should hold a minimum of two Corporate Governance Committee meetings during each year. During the year, one meetings (2015: two meetings) of the Corporate Governance Committee were held. The following table summarises the information about the members attendance in the Audit Committee meetings:

	2016		2015		% Attended
	29 December	Attended	11 October	30 December	
Members					
Mr Ebrahim Salahuddin Ahmed Ebrahim	✓	100%	✓	✓	100%
Mr Jihad Yusuf Abdulla Amin	✓	100%	✓	✓	100%
Mr A. Redha Mohamed Redha Aldailami	✓	100%	✓	✓	100%
Mr Ali Yusuf A. Rahman A. Rahim	✓	100%	✓	✓	100%

During the year, total fees paid to the members of the Corporate Governance Committee was BD 1,800 (2015: BD 3,600).

(iii) Corporate governance*Corporate governance code*

The Board and the Group's employees are expected to maintain the highest level of corporate ethics and personal behaviour. The Group has established the Code which provides an ethical and legal framework for all employees in the conduct of its business. The Code also defines how the Group relates to its employees, shareholders and the community in which the Group operates.

The Board of Directors has adopted the Code and a Whistleblower Policy to monitor compliance with the ethical requirements of the Code. The Code provides clear directions on conducting business internationally, interacting with the Government entities, communities, business partners and general workplace behaviour having regard to the best practice of corporate governance models and ethics. The Code also sets out a behavioural framework for all employees in the context of a wide range of ethical and legal issues.

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35 CORPORATE GOVERNANCE DISCLOSURES (continued)

(iii) Corporate governance (continued)

Corporate governance code (continued)

Changes to the Group's corporate governance guidelines

Board of Directors revisit the corporate governance framework and guidelines and the Code to ensure compliance with the Corporate Governance Code enacted in 2010 annually and makes appropriate changes when required.

Compliance with the corporate governance code

Management and Board of Directors ensure compliance with corporate governance framework and guidelines to ensure compliance with the Corporate Governance Code enacted in 2010 and did not note any non-compliance during the years ended 31 December 2016 and 31 December 2015.

Directors trading of the Company's shares

During the year, the following Board Members purchased additional shares in Trafco Group B.S.C.:

Name	Relationship	Month of Purchase	Number of shares held			Additional shares purchased	
			2016	2015	2014	2016	2015
(i) Mr Khalid A. Rahman Khalil Almoayed	Director and Executive Committee member	Nov 2015	591,545	591,545	491,545	-	100,000
(ii) Mr. Fuad Ebrahim Kanoo	Director	Jan 2015	174,757	174,757	149,660	-	25,097
(iii) Mr A. Redha Mohamed Redha Aldailami	Director	Aug 2015	270,184	270,184	250,184	-	20,000
(iv) Mr Ebrahim Salahuddin Ahmed Ebrahim	Director	July 2015	311,115	311,115	295,809	-	15,306
(v) Mr Ali Yusuf A. Rahman A. Rahim	Director	Nov 2016	376,069	211,075	211,075	164,994	-

Conflict of interest:

No conflicts of interest arose during the years ended 31 December 2016 and 31 December 2015. In the instance of a conflict of interest arising as a result of any business transaction or any type of resolution to be taken, the concerned Board member shall refrain from participating at the discussion of such transaction or resolution to be taken. Trafco's Members of the Board of Directors or its Committees usually inform the Board of a potential conflict of interest prior to the discussion of any transaction or resolution and concerned member(s) refrain from voting on these transactions or resolution where a conflict of interest arise.

Evaluation of Board performance

The shareholders evaluate the performance of the Board of Directors and absolve them from liability in the Annual General Meeting.

Performance of the Chairman and General Manager

The Board of Directors evaluates the performance of the Chairman and General Manager in the Board of Directors meeting.

Means of communication with shareholders and investors

The Company is committed to providing relevant and timely information to its shareholders, investors and regulators in accordance with its continuous disclosure obligations defined in the Code.

Information is communicated to shareholders and regulators through the distribution of the Group's Annual Report and other information releases about the significant matters through the Group's website in a timely manner.

The Board Secretary is responsible for communications with the shareholders and regulators ensuring that the Company meets its continuous disclosures obligations as defined in the Code.

Management of principal risks and uncertainties faced by the Group

The management of principal risks and uncertainties faced by the Group is managed by the Board of Directors, Executive Committee and the Audit Committee.