

Annual Corporate Governance Report

2022



كيو إل إم لتأمينات الحياة والتأمين الصحي ش.م.ع.ق
QLM Life & Medical Insurance Company a.p.s.c.

Introduction

QLM Life and Medical Insurance Company Q.P.S.C. ("QLM" or the "Company") was incorporated as a limited liability company on 30 April 2018. The Company is licensed by the Central Bank of Qatar to carry out life and medical insurance activities.

Following its incorporation in 2018, the Company acquired the insurance business portfolio of Q Life and Medical Insurance Company LLC, an insurance company registered and licensed by the Qatar Financial Centre since June 2011. By virtue of extraordinary general assembly resolution dated 22 November 2020, the Founders, being the shareholders of the Company prior its conversion, resolved to convert the Company from a limited liability company to a public shareholding company listed on the Qatar Stock Exchange ("QSE"), regulated by the Qatar Financial Market Authority ("QFMA").

Prior the conversion to a public shareholding company, the Company was owned by the Founders, with Qatar Insurance Company Q.S.P.C holding 85% of its shares.

The Company's vision is to attain and retain customers with high-valued life and medical insurance products and services, by giving them the most satisfying ownership experience wherever they may be.

The Company's focus for the coming years, is on growing Life and Medical business with customer centric innovative products and services. The Company is working on achieving new milestones in growth while enhancing the current customer ecstasy levels.

The Company's governance and internal control system, which comprises the constitutional documents, policies, organizational structure and any subsequent amendments demonstrate that the Company has adopted the requirements and principles of good governance thereby achieving the objectives of the QFMA Governance Code; "Governance Code" and the international governance best practices.

The Company's adherence to the Governance Code is outlined ahead.

2	STATEMENT OF COMMITMENT	4
3	GOVERNANCE STRUCTURE	5
4	BOARD OF DIRECTORS	6
	4.1 BOARD CHARTER	6
	4.2 BOARD COMPOSITION	6-7
	4.3 BOARD'S FUNCTIONS AND RESPONSIBILITIES	8
	4.4 DUTY OF TRUST OF THE MEMBERS OF THE BOARD OF DIRECTORS	8
	4.5 DUTIES OF THE CHAIRMAN OF THE BOARD	8
	4.6 DUTIES OF THE MANAGING DIRECTOR	8
	4.7 OTHER DUTIES OF THE BOARD OF DIRECTORS	9
	4.8 BOARD MEETINGS	9
	4.9 THE SECRETARY OF THE BOARD	10
	4.10 COMMITTEES OF THE BOARD	10
	4.10.1 INVESTMENT COMMITTEE	11
	4.10.2 AUDIT COMMITTEE	12
	4.10.3 NOMINATION AND REMUNERATION COMMITTEE ("NRC")	13
	4.10.4 RISK MANAGEMENT AND COMPLIANCE COMMITTEE ("RMCC")	14
	4.11 PERFORMANCE ASSESSMENT OF THE BOARD, ITS COMMITTEES & EXECUTIVE MANAGEMENT	15
5	REMUNERATION OF THE BOARD AND EXECUTIVE MANAGEMENT	15
6	RELATED PARTIES	15
7	RISK MANAGEMENT FRAMEWORK	16
	7.1 RISK GOVERNANCE AND RESPONSIBILITIES	17
	7.2 CAPITAL MANAGEMENT	17
	7.3 REGULATORY COMPLIANCE	17
	7.4 RISK MANAGEMENT FUNCTION	18
8	GOVERNANCE AND INTERNAL CONTROLS	18
9	COMPANY EXECUTIVE MANAGEMENT	19
10	MANAGEMENT COMMITTEES	20
	10.1 RISK COMMITTEE	20
	10.2 PROVIDER RELATIONS COMMITTEE	20
11	INTERNAL CONTROL FUNCTIONS	20
	11.1 RISK MANAGEMENT	20
	11.2 COMPANY COMPLIANCE	20
	11.3 COMPANY ACTUARIAL	21
	11.4 COMPANY INTERNAL AUDIT	21
12	EXTERNAL AUDITOR	21
13	CAPITAL STOCK	21
14	RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS (NON-SHAREHOLDERS)	22
15	DISCLOSURE	23
16	DISPUTES	23
17	CORPORATE SOCIAL RESPONSIBILITY	23
18	CONCLUSION	24



Statement of Commitment



The Board of Directors ensure that the governance structure actively identifies, responds to and communicates those material issues that have an impact on the Company's ability to create value. The Board acknowledges its responsibility to ensure the integrity of the annual governance reporting process and believes that this report addresses all material issues appropriately and fairly.

The Board is committed to the highest standards of business integrity, ethical values and governance. It recognizes the Company's responsibility to conduct its affairs with prudence, transparency, accountability, fairness and social responsibility, thereby ensuring its sustainability while safeguarding the interests of all its stakeholders.

The Board also acknowledges the relationship between good governance, on the one hand and risk management practices for the achievement of the Company's strategic objectives and performance, on the other. The Company subscribes to a governance system where, in particular, ethics and integrity set the standards for compliance. It continuously reviews and modifies its structures and processes to facilitate effective leadership, sustainability and corporate citizenship in order to support the Company's strategy and reflect national and international corporate governance standards, developments and best practices.

The Board promotes and supports high standards of corporate governance and endorses the principles of the Governance Code. QLM also complies with the requirements for good corporate governance as prescribed by its regulator, Qatar Central Bank (QCB), as well as the provisions of Law No 11 of 2015, the Commercial Company law, in the State of Qatar, other applicable regulations and in accordance with the QFMA CG Code, Article No.3.

With regard to the year under review, the Board believes that the principles of the Governance Code are embedded in the corporate culture, internal controls, policies and procedures governing corporate conduct within the Company. The Board's commitment will continue to strengthen the principles and spirit envisioned in the Governance Code in the operations of the company. The company will also continue working on enhancing internal control systems to achieve excellent outcomes in line with the QFMA Governance Code.



Governance Structure



QLM has implemented an internal governance structure with defined roles and responsibilities for every constituent of the system. The Company's shareholders appoint the Board of Directors, who in turn govern the Company. The Board has established committees to discharge its responsibilities in an effective manner.

Chairman provides overall directions and guidance to the Board. In 2022, the Board was assisted by various Board Committees, namely the:

- o Audit Committee
- o Risk Management and Compliance Committee
- o Nomination and Remuneration Committee
- o Investment Committee

Apart from the Board Committees, the Company also has several management committees each responsible for a critical function. The internal control functions consist of Compliance, Risk Management, Actuarial, and Internal Audit. These functions are an important part of the overall governance structure.

The role and responsibilities of the Board, its committees, the management committees and each of the internal control functions are set out subsequently in this report.

4 Board of Directors

4.1 Board Charter

The Board Charter embraces the Governance Code, which contains corporate governance principles and recommendations. The existing Board Charter was developed to ensure that it is modelled and aligned with principles of sound corporate governance, as recommended by the QFMA Governance Code. The powers of the Board include determining QLM's overall objectives, developing strategies to meet those objectives in conjunction with management, formulating a clear and concise governance policy to which QLM shall adhere, delegation and segregation of the Board's responsibilities and accountability, and evaluating the performance of the Board, its committees and individual Directors. The Board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period.

Committees' Terms of Reference

The Board Committee Charters, which describe the terms of reference of the committees were approved by the Board and incorporate the principles and the recommendations of the Governance Code.



4.2 Board Composition

Members of the Board of Directors are elected in the General Assembly of Shareholders in accordance with the rules and conditions set forth in the Commercial Companies Law and the Articles of Association of the Company. A Board Member is mandated to hold a minimum of 200,000 (two hundred thousand) shares in the Company.

Article 97 of the Commercial Companies Law and Article 6 of the Governance Code states that one-third of the Members of the Board of Directors shall be Independent Members with the necessary expertise and are exempted from the condition of owning shares.

The current Board of Directors were elected for a period of 5 years from 2020 to 2025 in the Constitutive General Assembly (CGA) of the Company held on 30 December 2020. The Company's Board Members, who are all Qataris, have several years of varied experience in financial and macro-economic segments of the economy. Particulars of the Board members, including their capacities, are on the following page:

4.2 Board Composition

No.	Name of Board Member	Representing	No. of Shares Owned	% of Capital	Profile & Membership on other Boards	Category
01	Sheikh Saoud Bin Khalid Bin Hamad Al Thani Chairman	Representing Qatar Insurance Company QSPC ("QIC")	87,500,000	25%	Businessman and former Minister; board member of Qatar Electricity & Water Company, and Woqod Company. He is the founding chairman of S.B.K. Company, Baynunah Laboratories, Kaefer LLC, Dutch Foundation, Mastro Qatar and Al-Khebra Driving School.	Non-Independent Non-Executive
02	Mr. Salem Khalaf Al Mannai Vice Chairman & Managing Director				CEO of QIC Group and former Deputy CEO of QLM. He is a postgraduate from the University of South Wales in Wales. On the basis of his wealth of knowledge and experience, he has been instrumental in bringing innovative solutions as a pioneer in the insurance industry arena, both in the regional and across international markets.	Non-Independent Executive
03	Mr. Hamad Nasser Abdullah Mohamed Al Khalifa Member	Self	-----	---	Chief of Health Facilities Development for Hamad Medical Corporation, former Executive Director of Material Management and Head of Purchasing in Hamad Medical Corporation. He has over thirty years of business experience and holds a bachelor's degree in Health Services Administration from Eastern Washington University in the United States Medical Corporation.	Independent Non-Executive
04	Mr. Ahmed Mohamed Ahmed Ramel Al Mannai Member	Representing Al Mirqab Capital WLL	17,500,000	5%	A former politician, has decades of experience and has served in numerous strategic positions in diplomatic posts, including: the Ministry of Foreign Affairs, the General Consulate of the State of Qatar in Karachi, The Embassy of Qatar in the Philippines, and the offices of His Excellency the Prime Minister and the Minister of Foreign Affairs.	Non-Independent Non-Executive
05	Mr. Jassim Mohamed Ali Abu Jassim Al Kaabi Member	Representing Al Broog Trading Company WLL	17,500,000	5%	Director of National Security for the Supreme Committee for Delivery & Legacy. Mr. Jassim comes from a military background and has served as a pilot in the Armed Forces of the State of Qatar.	Non-Independent Non-Executive
06	Mr. Eisa Mohammed Al Mohannadi Member	Self	-----	---	Senior Director – Finance in Ooredoo QPSC, and a Board Member in Leshia Bank, bachelor's Degree in Business Administration from Marymount University in the United States and a master's degree in Digital Transformation from HEC Paris. He was in charge of multiple senior positions in the field of banking services, risk management, revenue assurance and financial systems.	Independent Non-Executive
07	Mrs. Fatma Hassan Kafood Member	Represents the General Retirement & Social Insurance Authority ("GRSIA")	37,249,411	10.64%	Senior Investment Specialist and Risk Management of the Operations section in the GRSIA. Bachelor's Degree in Accounting & a Minor in Finance, and has over twelve years of experience in GRSIA's Investment department having previously worked as a compliance officer and in the treasury department for a period of 4 years.	Non-Independent Non-Executive
08	Mr. Hussain Akbar AL Baker Member	Self	-----	---	Executive Director – Commercial and Director of Property Management & Operations for United Development Company QPSC, the leading construction firm in the State of Qatar. Bachelor's Degree in International Business Administration from American Intercontinental University. held other managerial positions with United Development Company QPSC and with the Bin Youssef Group.	Independent Non-Executive

* Number of shares owned and percentage of capital as at 31/12/2022.

** QIC owns 87,500,000 shares 25% of capital

** Mirqab Capital WLL owns 17,500,000 shares 5% of capital

** Broog Trading Company WLL owns 17,500,000 shares, 5% of capital

** GRSIA owns 37,249,411 shares, 10.64% of capital

4.3 ○ Board's functions and responsibilities

The Board of Directors are responsible for the management of the Company. This includes setting goals and strategies necessary to operate the Company and monitoring their implementation by the Executive Management.

These responsibilities of the Board are outlined in the Charter of the Board of Directors.

The Board has delegated certain responsibilities to its committees that operate within the mandate as entrusted by the Board of Directors as detailed later in this report.

4.4 ○ Duty of trust of the members of the Board of Directors

Each member of the Board of Directors owes a duty of due diligence, care and trust to the Company and adherence to responsibilities as defined in the Charter of the Board of Directors. This also includes the principles of clear information, transparency, good faith, care, trust and efficiency, needed to achieve the Company's interest and that of the Shareholders.

4.5 ○ Duties of the Chairman of the Board

The Chairman of the Board is responsible for the proper functioning of the Board. He ensures that discussion on all key issues is efficient and timely, as well as fulfilling his responsibilities and powers set forth in the Commercial Companies Law and as per Governance Code. The Chairman of the Board does not participate in the membership of any of the committees.

The Chairmanship of the Board and the Chief Executive Officer of the Company are separate functions held by different individuals.

4.6 ○ Duties of the Managing Director

- To act as a link between the Board of Directors and Executive Management to implement the objectives set by the Board of Directors and to ensure that they are efficiently achieved.
- To discuss and review the strategies and the long-term plans of the Company presented by the Executive Management and give guidance that enables the Company to meet the challenges of the market.
- To ensure that the overall business strategies are aligned with the Company objectives and targets as set by the Board of Directors.
- To approve/make recommendations to the Board of Directors for investments, restructuring, refinancing and other strategic initiatives.
- To consider the recommendations of the various Committees established by the Company.

Managing Director links the Board of Directors and the Executive Management to communicate the targets set and ensure their proper implementation.

4.7 ○ Other Duties of the Board of Directors

- The Board of Directors shall ensure access to information, documents and records relating to the Company and shall ensure that the Executive Management provides the Board and its Committees with all the required documents and information.
- The Board of Directors shall ensure that the Board invites members of its various committees, internal auditors, and representatives of the external auditors to attend meetings of the General Assembly of the Company.
- The Board of Directors shall ensure that procedures are laid down to orient newly appointed Board members to ensure that they have a proper understanding of the functioning of the Company, its operations, and its financial and legal aspects.
- Members of the Board of Directors are responsible for having a good understanding of their role and duties and to educate themselves in matters concerning the Company.
- The Board of Directors shall ensure that it always keeps its members up to date on developments in the field of corporate governance and best practices.
- The Board of Directors shall ensure that the members are aware of the statutes of the Company and develop clear procedures for the dismissal of members of the Board in case of frequent absence from the Board meetings.

4.8 ○ Board Meetings

In terms of applicable provisions of Commercial Companies Law and the Governance Code, the Board shall meet at least six times in a year. During 2022, the Board held six (6) meetings as enumerated below. The Board meeting shall be deemed valid if attended by the majority of the members provided that either the Chairman or the Vice Chairman attends the meeting.

According to the Commercial Companies Law and the Articles of Association (AOA) of the Company, if a Member of the Board fails to attend three consecutive meetings or four non-consecutive meetings without an acceptable reason, he is considered to have resigned.

Article 43 of the AOA of the Company states that the Board of Directors will meet at the invitation of its Chairman and the Chairman shall convene a meeting of the Board at the request of two of its members.

All meetings for the current year were at the invitation of the Chairman of the Board. A letter of invitation, along with the agenda of the meeting, was sent to all Board members in advance. This allows any member of the Board to add any other items on the agenda.

Meetings held during the year:

Meeting	Date	Members in attendance - personally or by proxy
01	10 February 2022	08
02	25 April 2022	08
03	19 June 2022	08
04	04 August 2022	08
05	30 October 2022	08
06	25 December 2022	08

4.9 ○ The Secretary of the Board

The Secretary of the Board is Mr. Tamer Khafagy, a graduate in Law (2005) from the University of Al Monfia, Egypt. He was appointed as QLM Board Secretary in 2020. Prior to joining QLM, he worked for Qatar Insurance Company since October 2009. He also worked as a lawyer under the Egyptian Bar Association. Tamer is a registered lawyer with the Egyptian Court of since 2008.

The Secretary of the Board maintains all documents of Board meetings and the reports submitted and presented to the Board. The Secretary ensures the delivery and distribution of information relating to the Company as requested by members of the Board.

The Secretary arranges to provide clarifications to all queries raised by the members and provides advice to them as required. He coordinates between the Board and other stakeholders, including the company shareholders, management and staff.

4.10 ○ Committees of the Board

The Board has established permanent standing committees with specific responsibilities, which are defined in their respective Terms of Reference, to assist the Board in discharging its duties and responsibilities. The ultimate responsibility resides at all times with the Board and as such, it does not abdicate this responsibility to the committees.

There is full disclosure, transparency and reporting from these committees to the Board. The chairpersons of the committees attend the AGM and are available to respond to any shareholder questions. The respective committee members are all satisfied that they have fulfilled their responsibilities as set out in their respective Terms of Reference.

In addition to the standing committees, the Board of Directors may form any other committees as and when required to carry out specific tasks or functions.

The board committees are as follows:



**Investment
Committee
(IC)**



**Audit
Committee
(IAC)**



**Nomination &
Remuneration
Committee
(NRC)**



**Risk
Management
& Compliance
Committee
(RMCC)**

4.10.1 Investment Committee (IC):

Committee Members

Mr. Hamad Nasser Abdullah Mohamed Al Khalifa	Chairman
Mr. Ahmed Mohamed Ahmed Ramel Al Mannai	Member
Mr. Jassim Mohamed Ali Abu Jassim Al Kaabi	Member
Mr. Hussain Akbar Al Baker	Member

Attendees by invitation

- o Chief Executive Officer ("CEO")
- o Deputy CEO
- o Chief Financial Officer ("CFO")
- o Representative of Investment Manager

Meetings held during the year

Meeting	Date	Members in attendance
01	07 February 2022	3
02	22 December 2022	4

The Investment Committee of the Board performs the following functions:

1. Frames the Investment Policy of the Company in accordance with its mandate from the Board to develop an investment strategy for its dealings in the financial markets.
2. Sets limits to the powers of management in respect of investment activities and takes the necessary decisions if these limits are exceeded.
3. Monitors the management of portfolio securities of the Company in order to achieve the best possible returns.
4. Discusses potential investment initiatives in respect of surplus funds and makes recommendations to the Board on the potential opportunities for investment partnerships.
5. Reports to the Board about the activities of the Committee and makes recommendations on issues that need the approval of the Board.

Activities during the year:

The committee was held for two times during 2022 in which the following took place:



Presented the Investment Portfolio Allocations along with investment portfolio performance for the Year 2021 and as of 30 November 2022.



Confirmed that the Investment Portfolio performance was in line with the budget for Fiscal Year 2022.



Discussed the portfolio allocations and portfolio compliance matrix.



Consider and approve the investment committee report for the year 2021.



Committee Self-Assessment for the year 2022 was undertaken and completed by the Committee.

4.10.2 Audit Committee (IAC):

Committee Members

Mr. Eisa Mohammed Al-Mohannadi	Chairman
Mr. Hamad Nasser Al Khalifa	Member
Mr. Hussain Akbar Al-Baker	Member

Attendees by invitation

Senior Audit Manager – Committee Secretary

Meetings held during the year

Meeting	Date	Members in attendance
01	10 February 2022	3
02	27 June 2022	3
03	11 August 2022	2
04	20 October 2022	3
05	05 December 2022	3
06	28 December 2022	3

The Audit Committee is committed to undertake the following major tasks:

1. Appointment/removal of internal auditor, review and approve internal audit charter, internal audit plan, review and discuss internal audit reports including quarterly internal control reports and follow up action and provide necessary guidance and direction.
2. Review the effectiveness of the Internal Audit function, including compliance with best practices and international audit standards; making coordination among the Board, Management, and Internal Audit Function, as necessitated.
3. Make necessary recommendations to the Board on the appointment/removal of external auditors, ensuring their independence, overseeing External Auditor's work, ensuring its compliance with international standards on auditing and preparation of financial reports as per international financial reporting standards.
4. Oversee and review the accuracy and validity of the financial statements & discussing with the External Auditor on the appropriateness of the accounting decisions and estimates prior to presentation of annual financial statements to the Board and General Assembly.
5. Consider and review External Auditor's reports & notes on the financial statements and ensure follow up action on the recommendations; making coordination between the Internal Audit Function and External Auditor, as necessitated.
6. Reviewing the financial and accounting policies and procedures of the Company and expressing an opinion and make recommendation to the Board, as necessary.
7. Review dealings with Related Parties in line with regulatory requirements and relevant controls.
8. Manage and oversee special investigations and other assignments, as determined by the Board; Report to the Board on the Committee findings, recommendations, and any other matters the Committee deems appropriate or the Board requests.

Activities during the year:



Draft audited financial statements & external auditors report for the year 2021 was reviewed and recommended by the Committee to the Board for final approval.



Audit Committee Activity report to the Board containing its work and recommendation for the year 2021 was reviewed and submitted to the Board.



Internal Control Function report of the Internal Audit Department for the year 2021 was reviewed and accepted by the Committee.



Internal Audit Department activity report for the year 2021 was considered and accepted by the Committee.



The Committee considered and approved the internal audit reports and the observations presented by the Internal Audit Department.



The Committee reviewed periodical follow up update by the Internal Audit Department on the status of agreed management action plan to the Internal Audit Report findings.



The Internal Audit Plan for the year 2023 was considered and approved by the Committee.



Quarterly Internal Control Reports on the assessment of Internal Controls as presented by the Internal Audit department during the year 2022 were considered and accepted by the Committee.



Appointment of 'Ernst and Young' as external auditors for the year 2023 was considered by the Committee and agreed for recommending to the Board for final approval.



Audit Committee Self-Assessment for the year 2022 was undertaken and completed by the Committee.



Internal Audit Department manpower requirement and Internal Audit Department Organisation Chart was reviewed and approved by the Committee.



Internal Audit Department Budget for the year 2022 & 2023 were reviewed and approved by the Committee.

4.10.3 Nomination and Remuneration Committee (NRC):

Committee Members

Mr. Ahmed Mohamed Ahmed Ramel Al Mannai	Chairman
Mr. Salem Khalaf Al Mannai	Member
Mrs. Fatma Hassan Kafood	Member

Attendees by Invitation

- o CEO
- o Deputy CEO

Meetings held during the year

Meeting	Date	Members in attendance
01	07 February 2022	3
02	22 December 2022	3

The Committee undertakes the following tasks:

1. Identification and nomination of new Board member candidates that demonstrate the ability and oversight to make sound decisions on behalf of the Company and its shareholders and submit the list of Board membership candidates to the Board, including its recommendations.
2. Facilitation of the evaluation of the performance of the Board members and development of a succession plan for managing the Company to ensure that suitable alternatives are available on a timely basis.
3. Approval of the organizational structure of the Company, any changes to it, and all matters related to the changes in compensation of management and employees.
4. Approval of the policy for granting bonuses and incentives to Executive Management and employees in line with the performance assessments and results, as deemed appropriate by the Board.
5. Development of rules for bonus and allowances of the members of the Board, as well as recommendations for the board membership at the end of the term, in line with the provisions of the Commercial Companies Law (Article 119), the articles of association (Article 60) and Qatar Central Bank regulations.
6. Reporting to the Board on its activities, observations, and recommendations.

Activities during the year:



Approved and recommended for Board approval the Remuneration policy for 2023.



Conducted the annual performance assessment of the Board and its committees.



Committee Self-Assessment for the year 2022 was undertaken and completed by the Committee.



4.10.4 Risk Management and Compliance Committee: (RMCC)

Committee Members

Mr. Salem Khalaf Al Mannai	Chairman
Mrs. Fatma Hassan Kafood	Member
Mr. Hussien Akbar AL Baker	Member

Attendees by invitation

- o Compliance Manager and MLRO
- o Risk Manager
- o Principal Actuary

Meetings held during the year

Meeting	Date	Members in attendance
01	07 February 2022	03
02	12 September 2022	03

The Risk Management and Compliance Committee is committed to undertake the following tasks:

1. Approve the risk management framework and discuss periodic risk reports in accordance with the established framework.
2. Review and approve risk policies, risk appetite and tolerance limits in line with the business profile.
3. Ensure that a structure is in place for the identification, assessment, evaluation, monitoring and reporting of various risks and monitors controls to effectively manage such risks.
4. Review the Regulatory Compliance and Financial Crime Compliance policies to ensure that there is an effective mechanism for monitoring, reporting, and adhering to the regulatory requirements. Review the related monitoring reports detailing non-compliances and remedial action put in place.
5. Submit its report to the Board on the committee's activities conducted during the year.
6. Review the significant changes in actuarial projections and actuarial opinion.
7. Review the Annual Financial Condition Report.

Activities during the year:



Reviewed and recommended for Board approval the Corporate Governance Report for 2021.



Reviewed and recommended for Board approval revised Charter of the Risk Management and Compliance Committee.



Reviewed and approved the Risk Management Strategy, Risk Management Policy and Own Risk & Solvency Assessment (ORSA) Policy.



Reviewed the Annual Reports; Money Laundry Reporting Officer ("MLRO") Report, Internal Control Functions Reports (Actuary, Risk and Compliance) and the Business Risk Assessment Report.



Approved the appointment of the Principal Actuary and Deputy MLRO and recommended for Board and QCB approval.



Reviewed the Risk, Actuarial, Compliance, AML and Regulatory updates, including the activities undertaken during the year.



Reviewed and approved the Compliance AML and Sanction policies.



Risk Management and Compliance Committee Self-Assessment for the year 2022 was undertaken and completed by the Committee.

4.11 ○ Performance assessment of the Board, its Committees & Executive Management

The assessment for the performance of the Board and its committees is conducted by the Nomination and Remuneration Committee using a self-assessment process that takes into consideration, amongst other things, the attendance and participation levels of a director in the Board and committees' meetings. The Chairman of the Board also meets separately with each director to discuss the performance of the Board and its committees. Performance of executive management is assessed against the achievement of the Company's objectives.

The assessments performed in December 2022, demonstrated that the Board, its committees, and executive management are effective in achieving its objectives.

5 Remuneration of The Board and Executive Management

The remuneration policy of the Company is an integral part of the governance and incentive structure overseen by the Board. The aim is to enhance performance, encourage acceptable risk-taking behaviour and reinforce the Company's risk culture.

The Board, through delegation to the Nomination and Remuneration Committee, is responsible for the oversight of management's implementation of the remuneration system. The NRC reviews and assesses whether the Company's approach to remuneration is in accordance with established processes for risk, capital, and liquidity management. The Board reviews the remuneration plans, processes, and outcomes on an annual basis.

The Company's Remuneration Policy is reviewed annually in line with the applicable regulations.

The General Assembly determines the Directors' remuneration based on the recommendations of the Board. The remuneration is determined in light of the results of the activity of the Company and the limits stipulated by the Commercial Companies Law (Article 119), the articles of association of the Company (Article 60) and the Governance Code.

The total Board Remuneration for the year 2022 amounted to QAR2.73 million including the sitting fees paid to the members for the Board and Committee meetings held during the year 2022.

The remuneration for executive management has been disclosed under "Related Party Disclosures" in the Company's audited consolidated financial statements which forms part of the annual report for the year 2022.

6 Related Parties

For all dealings with related parties, the Company applies its policy on 'Related Party Transactions', established in accordance with the provisions of applicable legislation, Commercial Companies Law and Corporate Governance, to ensure maximum transparency, fairness and disclosure. For information on the related party transactions, please refer to "Related Party Disclosures" in the Company's audited consolidated financial statements which forms part of the annual report for the year 2022.

7

Risk Management Framework

The risk management framework is designed to assess, control, and monitor risks from all sources, with the aim of increasing short and long-term value to the stakeholders. The risk management framework involves determining, evaluating, and managing the risks faced by the Company as below:

Insurance Risk

The Company manages its insurance risk through the careful formulation and implementation of its underwriting strategy and guidelines, together with ensuring that adequate reinsurance arrangements are in place and that claims handling is proactively carried out. The concentration of the Company's insurance risk exposure is mitigated by the Company's underwriting strategy, which attempts to ensure that the risks underwritten are diversified across a large portfolio in terms of type, level of insured benefits, amount of risk, and industry. Underwriting limits are in place to ensure this diversification.

The Company, in the normal course of business and to minimise its financial exposure arising from large claims, enters into reinsurance contracts. The reinsurance arrangements provide for greater diversification of business, allow management to mitigate exposure to potential losses arising from large risks, and provide additional capacity for growth. Reinsurance recoveries are estimated in a manner consistent with the outstanding claims provision and are in accordance with the terms of the reinsurance contracts.

Operation Risk

When operational controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications, or can lead to financial loss. The Company does not expect to eliminate all operational risks, but by implementing a rigorous control framework and by monitoring and responding to potential risks, the Company seeks to manage its operational risk.

The Company has policies, systems and procedures designed to achieve effective segregation of duties, mechanism for access controls, and authorisation and reconciliation procedures, staff training and assessment. These procedures are backed up by a compliance and internal audit framework.

Credit Risk

The Company has established a range of credit risk limits to manage its exposure within the defined credit risk appetite and periodically monitors these limits.

The Company's exposure to credit risk principally arises from its insurance and reinsurance receivables, its cash and cash equivalents held in bank accounts, its reinsurance contract assets, and its portfolio of available for sale fixed income securities.

Investment Risk

The Company manages investment risk by quantifying the risks associated with each investment and only investing in accordance with the Company's investment strategy and risk appetite. Any proposed investment outside the established appetite must be approved by the Board Investment Committee.

The Company seeks to limit investment risk by maintaining a diversified portfolio of investments and by continuously monitoring developments in local equity and bond markets. In addition, the Company actively monitors the key factors that affect stock and bond market movements, including the operational and financial performance of its investee companies.

7.1 ○ Risk Governance and Responsibilities

The primary objective of the Company's risk management framework is to protect its shareholders from events that could cause the Company to fail in achieving its objectives. The Board or its committees approve and monitor the implementation of the risk management strategy and is primarily responsible for the oversight of risk management in the Company. The CEO and the Executive Management, acting through the Risk Committee are responsible for implementing the approved risk management strategy across the Company. Through the Risk Committee, the Company aims to:

- Align the company's risk management activities with its overall corporate objectives and policies.
- Obtain view of company-wide risks to ensure consistent and acceptable management of risks across the company.
- Ensure that risks are taken within prudent limits.
- Ensure that a consistent approach is taken across the company for identifying, categorising, assessing, mitigating, monitoring and reporting on risks.

The risk manager is in charge of managing the risk profile, monitoring the progression of risk management and the implementation of risk mitigation strategies.

Internal Audit periodically assesses the adequacy and effectiveness of the risk management system and the processes in place for controlling and managing risks across the Company.

7.2 ○ Capital Management

The Company's risk management framework identifies the risks to which Company is exposed and quantifies the impact of these risks on the Company's economic capital. Based on several financial and non-financial stress tests applied to the capital position of the Company, the risk management framework estimates how much capital is needed to mitigate the risk of insolvency to a selected remote level of risk.

The Company periodically monitors and reports its capital adequacy position, in accordance with the prescribed regulatory risk-based model, to ensure that it is compliant with the minimum threshold set as per the regulatory requirements.

7.3 ○ Regulatory Compliance

The operations of the Company are subject to regulatory requirements which aim to ensure that the rights of the policyholders are fully protected. These regulations not only prescribe approval and monitoring of activities but also impose certain restrictive provisions, such as, maintenance of a required level of capital adequacy to ensure that the Company is able to meet its liabilities as they arise or develop from economic shocks or natural disasters.

Compliance and Money-laundering Reporting Officer also identifies and assesses compliance and money-laundering risks across the businesses, monitor the implementation of risk management strategies and ensure timely reporting of breaches, corrective action taken and all suspicious transactions.

The Company also has systems and processes in place to ensure that all the regulatory compliance and statutory requirements of the Qatar Stock Exchange of other regulators are complied with.

7.4 ○ Risk Management Function

The Company's risk management function covers the risk and capital management. The Company has adopted a three lines of defence risk management model which comprises:

1. **First line** - Operational management which is responsible for managing risk through deployment and execution of controls and management oversight.
2. **Second line** - Compliance, risk and actuarial functions, which report on the first line of defence activities from an independent perspective and challenge them; and
3. **Third line** - Internal and external audit, which provide independent assurance.

In addition, the Company has an executive Risk Committee in place which, reports to the Risk Management and Compliance Committee of the Board through the risk manager.

The Company's risk management cycle comprises of:

- Risk identification and categorisation. Each risk identified must have an owner responsible for ensuring that the risk is effectively monitored and managed.
- Risk assessment. The inter-relationship and correlation of risks is also assessed at a Company level through stress and scenario testing.
- Risk management, through institution of risk indicators, appropriate limits key controls and contingency planning.
- Risk monitoring, and reporting, ensure that business issues are identified and addressed as appropriate by management.

8

Governance and Internal Controls

Governance

The Board recognises the importance of the functions and approved the Governance framework based on the Governance Charter with clear objectives aligned with those of the board of directors, its committees and the associated executive management committees. A strong system of governance throughout the Company is essential to ensure the business runs smoothly, to aid effective decision making and to support the achievement of the objectives.

Internal Controls over Financial Reporting (ICOFR)

The Company's ICOFR process is designed to provide reasonable assurance regarding the reliability of financial reporting. The system of ICOFR consists of a number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements.

The Company has undertaken a formal evaluation of the adequacy of the design and operating effectiveness of the system of ICOFR during the year 2022. This evaluation incorporates an assessment of the design and operating effectiveness of the control environment as well as individual controls which make up the system of ICOFR. As a result of the evaluation, management has concluded that ICOFR is appropriately designed and operating effectively as of 31 December 2022.

Ernst & Young (EY), external auditor, was appointed to review the Company's Internal Controls over Financial Reporting (ICOFR) for the year 2022. The external auditor's (EY) report on the ICOFR for the year 2022 is uploaded on the Company's website and is available for all the shareholders and stakeholders for their reference.

Internal Controls

Internal control refers to Company's policies, procedures and practices that ensure the Company achieves the targets set in the strategy, use resources economically and bases management decisions on reliable information. Internal control also ensures that risk mitigation and protection of property are adequately addressed. Conformance to regulations and approved ethical principles are also ensured through internal control. The Board is responsible for organising and maintaining adequate and effective internal controls, ensuring that the Company has an adequate set of guidelines and supervises internal control effectiveness and sufficiency. The Board-approved Internal Control framework, based on the 'three lines of defence' model, which is supplemented with a clear organisational structure, documented delegated authorities, responsibilities and a system of policies and procedure manuals. The framework requires management to report significant internal control and risk-related issues to the Risk Management & Compliance Committee of the Board on a regular and continuing basis to ensure that the Committee and the Board have a clear view of material issues facing the Company and have the necessary information and tools to appropriately analyse and manage these risks.

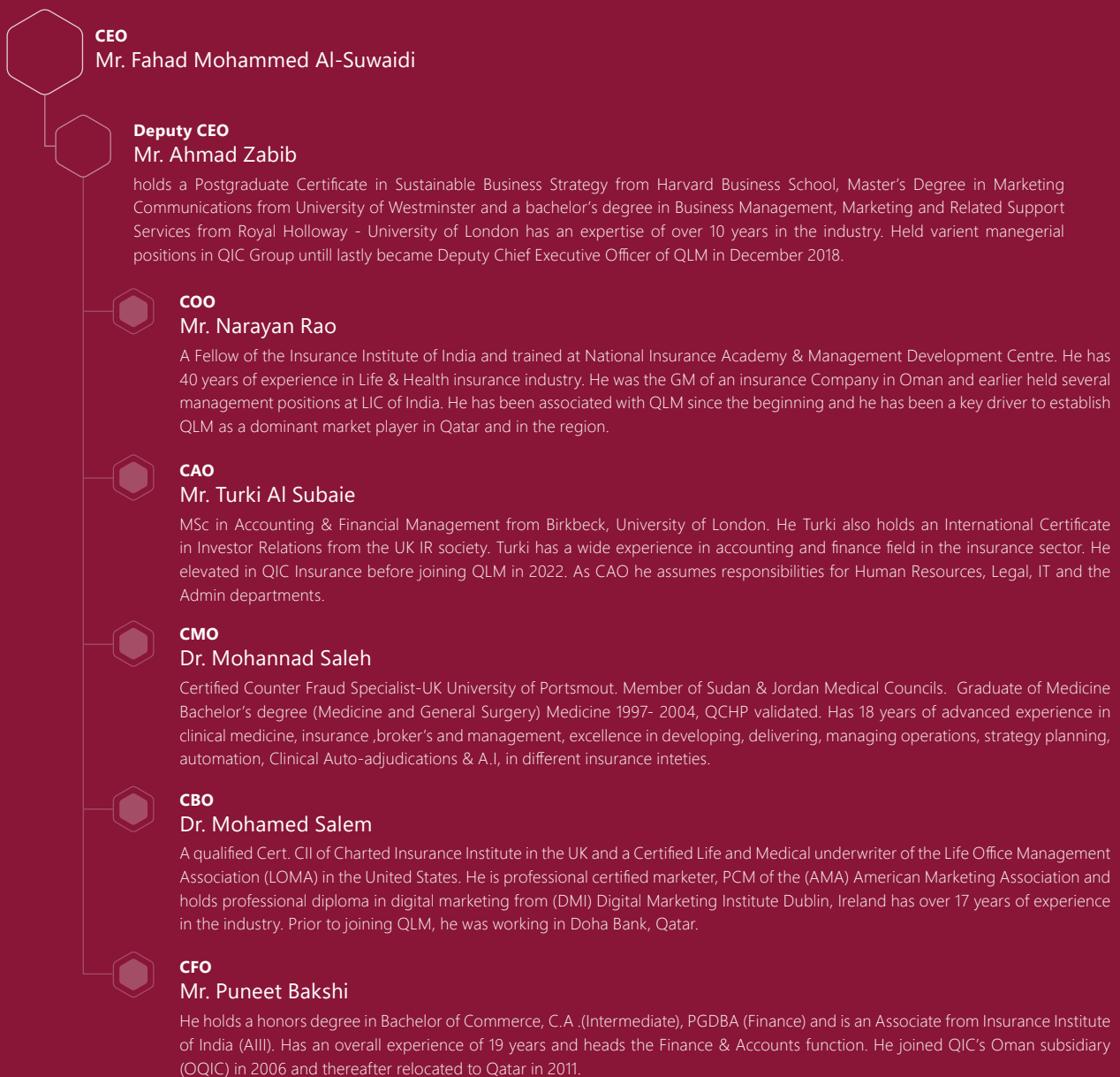
The framework has been developed utilizing the best practice guidelines and criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to comply with the Corporate Governance code issued by the Qatar Financial Markets Authority.

Company Executive Management

The Company CEO is Mr. Fahad Al Suwaidi. He has a Bachelor of International Business Management from Saint Leo University in the USA. He started his career in the motor insurance department of Qatar Insurance Company (QIC) in 2015. He progressed in his career in the motor department from Assistant Manager, 2015 to Senior Manager in 2017 until he was appointed as the QIC Deputy CEO in 2019. As an experienced Senior Manager with a demonstrated history of working in the insurance industry, Fahad was assigned the position of CEO of QLM in 2020.

The Company Executive Management supporting the CEO comprises the following positions:

- **Deputy CEO**
- **Chief Operating Officer (“COO”)**
- **Chief Administration Office (“CAO”)**
- **Chief Medical Officer (“CMO”)**
- **Chief Business Officer (“CBO”)**
- **Chief Financial Officer (“CFO”)**



10 Management Committees

The Executive Management has organized itself into standing management committees with an aim of effectively and efficiently handling the delegated responsibilities and running the day to day activities of the Company.

10.1 Risk Management:

- o **CEO**
- o **Deputy CEO**
- o **COO**
- o **CMO**
- o **CFO**
- o **Risk Manager**

This Committees core function are:

- To encourage & facilitate embedding an effective risk culture within the Company.
- To ensure that a structure is in place for the identification, assessment, evaluation, monitoring and reporting of various risks.
- To ensure implementation of the Board approved risk strategy, and adherence to the risk appetite and tolerance limits.

10.2 Provider Relations Committee:

- o **Deputy CEO**
- o **COO**
- o **CMO**
- o **CFO**
- o **Network Manager**

The committee is responsible for the oversight of the provider network both local and international including tie ups with the Third Party Administrators (TPA's). The Committee is entrusted with taking decisions on the empanelment of providers, approving provider-wise pricing of services, fixation and approval of discount structures etc. after careful review of the likely financial impact. It is also responsible to address any provider concerns and managing network expansion to ensure that the company has a global outreach.

11 Internal Control Functions

The requisite Control functions have full access to the Risk Management and Compliance Committee of the Board and include the below functions. The Internal Audit Department reports directly to the Board of Directors, through the Audit Committee of the Board.

11.1 Risk Management

The Company's Risk Management Function in liaison with the different business areas is responsible for risk management for the Company. The function performs a qualitative and quantitative assessment against the defined risk appetites and tolerances limits and reports to the executive Risk Committee and the Risk Management and Compliance Committee of the Board.

Additionally, stress and scenario testing is utilised in business planning process to quantify the implications of possible events and future changes in economic conditions that could have unfavourable effects on the business plan and financial standing of the Company. The analysis is used to support the development of risk management and mitigation strategies. The Risk Management function also assists other departments in emerging risk assessment, capital management, etc.

11.2 Company Compliance

The Company considers compliance with applicable laws, industry regulations, codes and its own ethical standards and internal policies to be an integral part of doing business. The Compliance team facilitates the management of compliance through the analysis of statutory and regulatory requirements, and the monitoring the implementation and execution thereof.

The monitoring of regulatory requirements includes due diligence procedures and the reporting to relevant agencies and individuals with an aim to combat money laundering and the financing of terrorism. In addition, the Compliance function ensures screening checks against applicable sanctions watch lists.

11.3 ◦ **Company Actuarial**

The Actuarial Function supports the Company across all areas where actuarial support is typically sought in line with applicable laws and regulations and coordinating the development of best practices. The areas requiring actuarial support consist of two main functions: reserving, which ensures the Company is adequately reserved to meet its liabilities to policyholder; product and pricing support, which helps assessing the product design and profitability of the products in a strategic manner. Actuarial Functions is also responsible for preparing the annual Financial Condition Report for the Company.

11.4 ◦ **Company Internal Audit**

The Internal Audit function is part of QLM's internal control framework that is designed to improve the quality of financial reporting through business ethics, effective internal control and corporate governance in line with the regulatory requirement. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of Risk Management, Control, and Governance process. This function performs an independent review of the internal control and governance systems within the Company. It reports on the existence, effectiveness and/or weaknesses of such systems. It acts as an internal control tool of Management by providing assurance to the Board of the existence of sound internal control systems in the Company commensurate with size and nature of its business.

12 External Auditor

The shareholders at the General Assembly of the Company held on 14 March 2022 approved the appointment of Ernst & Young as the external auditors for the year 2022, on the recommendation of the Board of Directors.

13 Capital Stock

The Company's authorized and issued capital is QAR 350,000,000 divided into 350,000,000 shares of QAR 1 each fully paid. No shareholder other than the Government of Qatar or government entities is allowed to hold shares in excess of 5% of the equity share capital of the company. The total number of shareholders of the Company as of 31 December 2022 was 5,440 shareholders comprising government entities, banks, companies and individuals of different nationalities and there were 16 major shareholders with a shareholding above three million five hundred thousand shares in the Company. A list of the major shareholders including shares held by executive management and directors in their personal capacity is attached at the end of this report.

RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS (non-shareholders)

- The Company keeps the channel of communication open and transparent with shareholders who have all the rights to be informed by virtue of relevant laws and regulations in line with the Corporate Governance requirements.
- The Company publishes financial information and data which is available to investors and other stakeholders on a regular basis through the Company's website and various media in addition to communication through Qatar Exchange.
- The Company maintains a record of shareholders which is updated monthly to comply with the register of shareholders of the Company filed with the Qatar Central Securities Depository. The Qatar Exchange maintains all information relating to trading of the shares of listed companies on the stock market.
- The shareholders are entitled to obtain a copy of the Company's statute and all other relevant documents for a fee as determined by the QFMA.
- The shares of the Company accord equal right to the shareholders without any discrimination. In case if any share amounts are owed to the Company, restrictions are imposed on such shares in the register of shareholders to their share in the profit or assets of the Company.
- A shareholder whose name appears on the Company's shareholder register has the right to collect any amounts due for the share whether being dividends or a share in the Company's assets.
- Each shareholder has the right to attend the General Assembly in person or by way of proxy as per the law in force and each shareholder shall have voting rights equivalent to the number of shares held by him.
- The Board ensures that as required in the relevant legislation and in accordance with the Company's corporate governance requirements, all employees are treated at par as per the principles of natural justice and equity without any discrimination. They are empowered to whistle blow on any suspicious matters relating to financial reporting, internal control while providing protection to them of any retaliation, negative action or damage.
- The Annual General Assembly of the shareholders is held within four (4) months following the end of the fiscal year. The advertisement of the meeting is published along with all the data, information, reports, and statements required for the meeting in accordance with the Commercial Companies Law, the QFMA, the rules of Qatar Exchange, and the Company's articles of association. The Company also provides a copy of these documents to all shareholders requiring such information to facilitate their discussion on the Company's performance.
- The Annual Report includes the report of the Board of Directors to the shareholders and dividend recommendation for distribution of profits. The dividend is disbursed upon adoption of the proposed distribution of profits by the General Assembly.
- Each Stakeholder in the Company may request the Information related to his interest, and the company shall provide the requested information in a timely manner and in a way that does not threaten the others' interests or prejudice the Company's interests.
- The Company has established different policies to ensure that the rights of stakeholders are preserved and respected in accordance with the Corporate Governance Code.

Annual General Meeting

At the Ordinary General Meeting held on 14 March 2022, the General Assembly heard and approved the following:

1. The Directors Report on the activities of the Company, its financial position for the year ended 31st December 2021, and the future plan.
2. The External Auditor's report for the financial statements 2021.
3. The Company's balance sheet and its profit and loss statement for the financial year 2021.
4. The recommended profits distribution, being cash dividend, (22%) of the share par value, i.e., 22 dirham for each share and determine the date of payment.
5. To discharge the members of the Board of Directors and approve their remuneration for the Year 2021.
6. The Company's Corporate Governance Report for the year 2021.
7. The Related Party Transaction policy and the Remuneration policy for 2022.
8. Appointing the External Auditors for the Financial Year 2022 and determine their fees.

15 Disclosure

The Company is fully committed to all disclosure requirements including market listing as required under existing legislations and regulations of various regulatory authorities and has fully complied with the requirements set forth in this regard in the Corporate Governance rules. The most important requirements in this regard relate to the publication of information on shares of the Company uniformly to all shareholders, investors and dealers to enable them to access all information that affects stock prices providing equal opportunities to them for their investment decision.

The Board of Directors, through the Compliance and Legal departments, ensures that all the disclosures that the Company makes are accurate and the financial reports of the Company conform to applicable accounting standards and guidelines.

During the year, the Company disclosed all decisions taken by the Board of Directors that were of interest to shareholders and the investing public and brokers. All such decisions were immediately notified to Qatar Exchange and the QFMA, in addition to publication in the local newspaper and on the website of the Company. Pursuant to the provisions of the Commercial Companies Law and the requirements of QFMA, Qatar Exchange and the Law of the Qatar Central Bank and the regulation of financial institutions, the Company also published audited financial reports in newspapers and on the website of the Company.

Open lines of communication are maintained to ensure transparency and optimal disclosure, and stakeholders are encouraged to make their views known to the Company. Communication with institutional shareholders and investment community is conducted by QLM's designated Investment Relation personnel. For General public communication, the Chief Administration Officer is the appointed spokesperson for the Company to ensure appropriate communication channels are maintained. Also, the company is currently developing a Public Relations and Communication policy that includes how to deal with rumours in denial and proof.

The Company has an approved policy for Insider Trading which regulates the rules for insiders trading, including board members, their spouses and minor children, on the company's shares.

During 2022, the Company was not subject to any regulatory penalties for non-compliances with the provisions of the Code.

16 Disputes

The Company operates in the insurance industry and is subject to litigations in the normal course of its business. While it is not practicable to forecast or determine the final results of all initiated legal proceedings the Board does not believe that such proceedings including litigations will have a material effect on its operations.

17 Corporate Social Responsibility

The Board is committed to the highest standards of business integrity, ethical values and governance. It recognises QLM's responsibility to conduct its affairs with prudence, transparency, accountability, fairness and social responsibility, thereby ensuring its sustainability while safeguarding the interests of all its stakeholders

QLM's social responsibility efforts include the provision of support to communities in the fields of culture, sports, education and health. It also allocates 2.5% of the local profits to sports and social activities support fund. For the second consecutive year, QLM was the official Insurer sponsor of the Generation Amazing Festival 2022, under the agenda of the Supreme Committee of Delivery and Legacy. The program which reached 1 million young people across the world, providing opportunities for youth to embrace sport, physical activity to live healthy and interact with each other.

During 2022, QLM held a blood donation campaign organized in collaboration with Hamad Medical Corporation (HMC) which demonstrated the Company and its employees' unwavering commitment towards the community and the State of Qatar.

In line with QLM commitment to advocate for science and education within society, QLM participated with Sidra Medicine in the Annual Flagship Research Conference titled 'Precision Medicine & Functional Genomics 2022' (PMFG 2022).

Taking the initiative in safeguarding the environment and preventing pollution, QLM supported its employees in participating in Doha Environmental Action Project ("DEAP")'s beach clean-up event. QLM employees were assisting and contributing during a beach clean-up event.

QLM supported employees engaged in Volunteer activities for the biggest worldwide sports event took place in Qatar in 2022, FIFA Football World Cup Qatar 2022.

Since its inception, the Company is fully committed to the requirements and principles of Corporate Governance as laid down in the rules and regulations. The Company will always strive to achieve and implement the best possible level of Corporate Governance culture in line with best practices.

For QLM Life & Medical Insurance Company Q.P.S.C

Sheikh Saoud Bin Khalid Bin Hamad Al Thani
Chairman

Mr. Salem Khalaf Al Mannai
Vice Chairman and Managing Director

ANNEX 1

List of shareholders as of 31/12/2022, including Senior Executives/Board members:

No.	Shareholder No.	Name of Shareholder	No. of Shares Held	Shareholding Percentage
1	1297	شركه قطر للتأمين	87,500,000.00	25%
2	57737	صندوق المعاشات الهيئـة العامة للتقاعد والتأمينات الاجتماعية	19,749,411.00	5.6%
3	60187	شركة المرقاب كابيتال	17,500,000.00	5%
4	453647	صندوق المعاشات العسكري الهيئـة العامة للتقاعد	17,500,000.00	5%
5	63475	شركة بروق التجارية	17,500,000.00	5%
6	18790	NORGES BANK	16,098,969.00	4.6%
7	3982843	الشركة القطرية لادارة المواني مواني قطر	8,750,000.00	2.5%
8	294011	INTROSPECT VALUE FUND	7,352,706.00	2.1%
9	60219	مجموعة الدوحة للتأمين	7,000,000.00	2%
10	421717	Magna Umbrella Fund PLC	6,621,290.00	1.89%
11	46412	GENERAL PENSION AND SOCIAL SECURITY AUTHORITY	5,700,937.00	1.6%
12	256403	صندوق وادي السيل ٨	4,373,348.00	1.25%
13	256484	AL DHABI INVESTMENT PJSC	4,277,763.00	1.2%
14	982	محمد عبدالعزيز سعد ال سعد الكواري	4,172,988.00	1.19%
15	200479	شركة الصخامة للتجارة والمقاولات	3,948,508.00	1.12%
16	397502	AMWAL CAPITAL PARTNERS MENA FUND L.P.	3,627,108.00	1%
17	164	عبدالله خليفه عبدالله العطيه	3,500,000.00	1%
18	5925	جاسم محمد جوده	3,500,000.00	1%
19	49587	سعود خالد حمد عبدالله ال ثاني	3,500,000.00	1%
20	645	حسين ابراهيم الفردان	3,500,000.00	1%
21	554	خالد محمد علي عبدالله ال ثاني	3,500,000.00	1%
22	393882	احمد محمد امين زبيـب	31,800.00	0.009%
23	72453	تركي عبدالعزيز عبدالله تركي السبيعي	10,000.00	0.003%
24	91918	فهد محمد خميس السويدي	3,500.00	0.001%



التأمين الصحي ش.م.ع.ق
QLM Life & Medical Ins

LLM

كيو إل إم لتأمينات الحياة و
Insurance Company Q.P.S.C.



كيو إل إم لتأمينات الحياة والتأمين الصحي ش.م.ع.ق
QLM Life & Medical Insurance Company Q.P.S.C.



QLM Building, Tamin Street, West Bay,
PO Box: 12713, Doha, Qatar



8000 880
+974 4453 3666



qlm_medical@qlm.com.qa