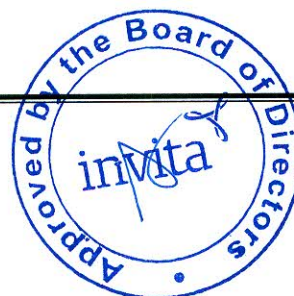


**COMPLIANCE POLICY**  
**Corporate Governance**

Company Confidential

<p><b>CORPORATE GOVERNANCE FRAMEWORK</b></p>	<p align="right"><b>Page No :</b> <b>1 of 5</b></p> <p><b>Board No. 141/1/2018</b> <b>dated 13/February/2018</b> <b>Next Review April 2021</b></p>
<p><b>1.0 CORPORATE GOVERNANCE IN INVITA:</b></p> <p>Corporate governance is the framework by which business corporations are directed and controlled. It describes a set of relationships between a company’s management, its board, its shareholders and other stakeholders that provides the structure through which the objectives of the companies are set, and the means of attaining those objectives and monitoring performance are determined. The corporate governance structure specifies the distribution of rights and responsibilities among different participants such as the Board, Management, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs. It influences how the objectives of the Company are set and achieved, how risk is monitored and assessed, and how performance is optimized. The corporate governance structure of Invita is designed to enshrine the concepts of good governance as required by the Ministry of Industry and Commerce (MoIC) in their Corporate Governance Code, Bahrain Commercial Company Law, the Corporate Governance Framework of parent company and other supporting references.</p> <p>The guidelines provided herein are to support the principles stated in any other of the Company’s prevailing governance documents and related policies.</p> <p><b>2.0 INVITA’S CORPORATE GOVERNANCE PHILOSOPHY:</b></p> <p>High standards in corporate governance are fundamental in maintaining Invita’s leading position within the local and regional Outsourcing sector and the community. Continuous review and adherence to strong corporate governance practices help enhance compliance levels according to international standards and best practice.</p> <p>Invita shall continue its endeavor to enhance shareholders value, protect their interests and defend their rights by practicing pursuit of excellence in corporate life. The Company shall not only comply with all statutory requirements but also formulate and adhere to strong Corporate Governance practices. Invita shall continuously strive to best serve the interests of its stakeholders including shareholders, customers, staff and public at large.</p> <p>The adoption and implementation of Corporate Governance would be the direct responsibility of the Board of Directors, in line with the regulatory and statutory requirements in the Kingdom of Bahrain and other countries where Invita may have it’s operations.</p>	



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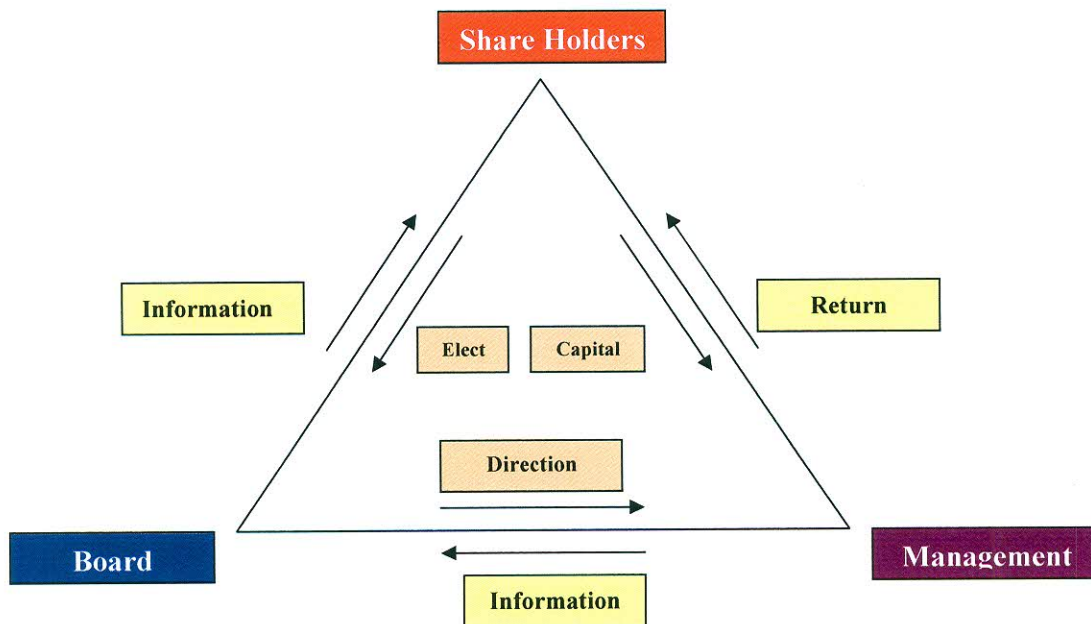
**CORPORATE GOVERNANCE  
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**3.0 CORPORATE GOVERNANCE MODEL:**

The standard Corporate Governance model interconnects the dynamic relation between the three main stakeholders namely Shareholders, the Board and the Management. The roles of shareholders, the Board and the Management are distinctly different but complimentary to the core objectives and functioning of the institution. Such model can be drawn as under.



Invita's Corporate Governance practices ensure a healthy relationship with all the stake holders while achieving core objectives of the institution.

**3.1 Board of Directors:**

The Company's Board of Directors is accountable to the Company's shareholders and other stakeholders, to ensure that the Company is managed in a safe and sound manner. To fulfill their fiduciary duties, the Directors must be independent of the Management of the Company; familiar with the Company's business and general financial and accounting principles; and actively engaged in directing and overseeing Management.

