



الوحدة الاستثمارية
مؤسسة الضمان الاجتماعي
The Investment Unit
Social Security Corporation

**The (Specific) Executive Instructions for the Representatives
of the Boards of Directors of Wholly Owned Companies,
Subsidiaries and Companies Under Establishment.**

Issued in pursuant to the provisions of clause (f) of Article (12) of the Social Security Corporation Law No. (19) of 2001, under Board of Directors decision No. (133/2009) on 31 / 5 / 2009 and 76/2010 dated 28/2/2010.

Article (1): These instructions are called "The Specific Executive Instructions for the representatives of SSC in owned companies, subsidiaries and companies under establishment" and shall be effected starting from the date of being approved by SSC Board

Article (2): The following words and phrases, wherever mentioned in these instructions, have the following meanings unless the context indicates otherwise:

SSC:	Social Security Corporation (SSC).
Board:	Social Security Corporation (SSC)'s Board of Directors
Company's Board of Directors:	Company's Board of Directors or Commission of Directors, or founding committee as the case.
Unit:	Social Security Investment Unit (SSIU).
Commission:	Social Security Investment Commission (SSIC).
Chairman:	Chairman of Social Security SSC Board of Directors .
Commission Chairman:	Chairman of the Social Security Investment Unit (SSIC Chairman).
Director General:	Social Security Corporation Director General (SSC Director General)
Company/Companies:	Companies wholly owned (shareholder) by SSC. Companies which SSC owns 50% or more of their capital. Companies under establishment, regardless of their capital, or the proportion of the contribution of SSC to these companies.
Representative:	(SSC) representative in the company's Board of Directors.
Fund:	The monthly remunerations and allowances fund for (SSC) representatives in companies' Boards of Directors.
Competent	SSIU Portfolio Support Department.

Department:

General Instructions: Executive instructions for the (SSC) representatives.

Staff: Employees of SSIU and SSC who are eligible for representation in accordance with the general instructions.

Article (3): Despite what is stated in the general instructions, the following provisions apply to the formation of the company/companies Boards of Directors: -

- a. The Company's Board of Directors consists of members of SSC's Board of Directors and / or , the Commission and/ or the staff.
- b. SSIU makes a list of the names of the persons nominated to represent SSC in the companies which these instructions address, including SSC board members, SSIC members and staff.
- c. SSC board members and SSIC members are considered candidates and qualified by law.
- d. Names are to be nominated to SSIU for the purposes of making the list referred to in paragraph (b) of this Article as follows:
 - By the Director General with regard to the staff of SSC.
 - By the Commission Chairman with regard to the staff of SSIU.
- e. The procedures for nominating SSC representatives in the companies' boards of directors are identified as follows:
 1. In case of a vacancy in a Board of Directors of one of the companies, the Commission Chairman nominates one of the names included in the list referred to in paragraph (b) of this article to the Commission.
 2. The Commission decides to approve the nomination of a candidate by the Commission Chairman, in the case of a decline or refusal, the Commission Chairman is asked to propose an alternative name.
 3. The Commission's decision is submitted to the board for approval.

f. In case SSC attained a seat in a company's board of directors, or there is any vacant seat in the companies' boards, the Commission Chairman has the right to assign one of the employees he deems appropriate to represent the SSC pending the appointment of a permanent representative of the competent authority within a period of two months from the date of the vacancy of the seat.

g. The Commission Chairman has the right to nominate any of the members of SSC or SSIC, or any of the employees to represent SSC in the committee of the founders of any company that SSC contributes to. The membership of SSC representative continues until the company's first/General assembly meeting is convened and a Board of Directors is elected.

h. Despite what is stated in paragraph (a) of this article: --

1 –SSC can benefit from external expertise provided that the number of appointed external members, in accordance with this paragraph, does not exceed (40%), and they are nominated in accordance with the provisions of the general executive instructions.

2 - In special cases approved by SSIC the company's board may consist of members of the SSIC or SSC board of directors only.

Article (4): The Commission has the right to determine the number of the members of the Board of Directors of wholly-owned companies according to the nature of the company's business.

Article (5): a - The maximum representation, in accordance with these instructions, is one company only.

b - No representative may combine representation according to these instructions with representation according to the general instructions.

c - The following are excluded from the provisions of paragraphs (a + b) of this article: -

1 – Commission Chairman and SSC Director General, provided that the number of companies in which they are board members in their personal capacity or as representatives of SSC should not exceed five companies for each of them, and in all cases, that should be subject to SSIC approval.

2 – The staff, in the case of representation in non performing companies in accordance with the provisions of the general instructions.

Article (6): Provisions of the general executive instructions apply to all matters not provided for in these instructions.