



Governance

UNBOXING THE FUTURE

Contents

1.	Governance Practices	72
2.	Dealings of Board Members and their First-Degree Relatives in Securities of the Company	72
3.	Formation of the Board of Directors	74
4.	External Auditor	92
5.	Audit Committee	94
6.	Nomination and Remuneration Committee	96
7.	Insider Trading Management Committee	97
8.	Any Other Committee(s) Formed by the Board of Directors: Strategy Committee	98
9.	Internal Control System	100
10.	Irregularities of the Financial Year	100
11.	Company Contribution to Community Development and Environment Preservation During the Year 2022	100
12.	General Information	101



1. Governance Practices

Aramex’s Board of Directors and Management strive to strengthen the Company’s position as a leader in corporate governance by adopting and upholding best practices across the group. As a listed company in the Dubai Financial Market, Aramex’s corporate governance practices are guided by the “The Chairman of Authority’s Board of Directors’ Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide” and its amendments (“SCA Governance Guide”).

Efforts and attention are placed on continuously reviewing and improving the Company’s governance framework by effectively enhancing its practices, policies and procedures.

The Board of Directors continued with its ongoing initiatives to enhance Aramex’s governance framework and systems in 2022, including revising its governance policies and procedures in order to ensure the Company’s practices are up-to-date with international best practices and legal and regulatory requirements. The Board has updated its charter and its committees’ charters and has revised the Company’s delegation of authority matrix to correspond to the Company’s business objectives, current organization structure, and long-term strategy. The Directors attended a workshop provided by Hawkamah to address the outcomes of the 2021 Board evaluation exercise.

In April 2022, the General Assembly approved the amendment of the Articles of Association of the Company to bring them in line with the Federal Decree Law No. (32) of 2021 on Commercial Companies, and with the Cabinet Resolution No. (55) of 2021 Regarding Determining the List of Activities With Strategic Impact. Subsequently, in May of 2022, Aramex was the first UAE listed company to remove the existing restrictions on foreign ownership and increase the limit from 49% to 100% to allow for full ownership of its free-floating shares by foreign investors. An indicator of good governance, this step was taken to strengthen and further diversify the Company’s shareholder profile, offering investors from all around the world an equitable opportunity to invest in Aramex’s journey towards sustainable growth as it embarks on the next stage of growth and expansion.

2. Dealings of Board Members and their First-Degree Relatives in Securities of the Company

The Board follows the “Insider Trading Policy”. This policy applies to all transactions in Aramex securities by Board Members, employees, and any other insiders identified by the Policy. This Policy also applies to transactions in the securities of Aramex’s subsidiaries and associate companies.

The Board of Directors, employees, and other insiders are authorized to carry out the purchase and sale of Aramex securities in line with the provisions of this Policy. Any transactions not effected pursuant to this Policy will be deemed null and void.

The Directors of the Board are aware of their obligation to disclose their transactions in the securities of Aramex, and they are committed to complying with all the requirements of the Securities and Commodities Authority and the Dubai Financial Market.

Based on the annual declaration of interest forms signed by the Directors of the Board, the following table demonstrates the dealings of the Board Members and their first-degree relatives in the securities of Aramex during 2022:



Board Members as of 31 December 2022								
Name	Position	Dealings of Board Members			Dealings of Board Members’ Relatives			
		Total Sold Shares	Total Purchased Shares	Number of Shares as at December 31, 2022	Relation	Total Sold Shares	Total Purchased Shares	Number of Shares as at December 31, 2022
Mr. Mohamed Alshamsi	Chairman	-	-	-	-	-	-	-
Mr. Benjamin Démogé	Vice Chairman	-	-	-	-	-	-	-
Mr. Arif Albastaki	Director	-	-	-	-	-	-	-
Mr. David Haglund	Director	-	-	6,655	-	-	-	-
Ms. Fatma Hussain	Director	-	-	-	-	-	-	-
Mr. Fahad Al Qassim	Director	-	-	10,000	-	-	-	-
Mr. Murtaza Hussain	Director	-	-	-	-	-	-	-
Mr. Omar Alhashmi	Director	-	-	-	-	-	-	-
Mr. Yves Delmas	Director	-	-	-	-	-	-	-
Board Members that have resigned during 2022								
Mr. Ramez Shehadi	Director	-	-	-	-	-	-	-
Mr. Sunil Bhiotra	Director	-	-	-	-	-	-	-



3. Formation of the Board of Directors

a. Aramex’s Board of Directors comprises of 9 non-executive independent members elected by the General Assembly.

The Board of Directors shall have all the powers necessary for the carrying of the Company’s business, and authority to perform all deeds and acts on behalf of the Company as stipulated in its Articles of Association.

The following table demonstrates the formation of Aramex’s current Board, including its members’ status, their directorships in any other joint stock companies and any other substantial regulatory, governmental or commercial positions, in addition to the time served on Aramex’s Board since their first election:

Board Members as of 31 December 2022:					
Name	Position	Status		Other Directorships and Substantial Positions in the UAE	Date of Accession to the Board
Mr. Mohamed Alshamsi	Chairman	Independent	Non-Executive	<ul style="list-style-type: none">- Group CEO of Abu Dhabi Ports Co PJSC- Chairman of ADNEC- Chairman of Arab Sea Ports Federation	22-June-2020
Mr. Benjamin Démogé	Vice Chairman	Independent	Non-Executive		9-February-2022
Mr. Arif Albastaki	Member	Independent	Non-Executive	<ul style="list-style-type: none">- CEO of Amlak Finance PJSC- Member of the Advisory Panel at Emaar Hospitality Group- Board Member at National Health Insurance Company – Daman- Board Member at Americana Restaurants PLC	10-May-2019
Mr. David Haglund	Director	Independent	Non-Executive		22-June-2020



Name	Position	Status		Other Directorships and Substantial Positions in the UAE	Date of Accession to the Board
Ms. Fatma Hussain	Director	Independent	Non-Executive	<ul style="list-style-type: none">- Board and NRC Member at EII Capital PSC- Board and NRC Member at Memaar Building Systems LLC- Board and NRC Member at TECOM Group PJSC	22-June-2020
Mr. Fahad Al Qassim	Director	Independent	Non-Executive	<ul style="list-style-type: none">- Executive Director of Healthcare, Pharma and Financial Services at ADQ- Board Member of SEHA - Abu Dhabi Health Services Company PJSC- Board Member at Daman Healthcare Insurance PJSC	22-June-2020
Mr. Murtaza Hussain	Director	Independent	Non-Executive	<ul style="list-style-type: none">- Chief Investment Officer at Abu Dhabi Developmental Holding Company (ADQ)	22-June-2020
Mr. Omar Alhashmi	Director	Independent	Non-Executive	<ul style="list-style-type: none">- Chairman of Arabian United Power Company- Chairman of Al Ruwais Power Holding Company- Board member of Gulf Power Company- Board member of Al Taweelah United Power Company <i>Note: All of aforementioned companies are public joint companies but not listed in the stock market.</i>	22-June-2020
Mr. Yves Delmas	Director	Independent	Non-Executive		9-February-2022
Board Members that have resigned during 2022:					
Mr. Ramez Shehadi	Director	Independent	Non-Executive	-	31-January-2022
Mr. Sunil Bhilotra	Director	Independent	Non-Executive	-	31-January-2022



Board Members’ Positions and Qualifications



Positions and Qualifications

Mr. Mohamed Alshamsi



MBA from the University of Tasmania, Australia
Advanced Diploma of Applied Science (Shipmaster) from the Australian Maritime College

Captain Mohamed Juma Alshamsi has focused his successful professional career on promoting and growing the UAE’s economic development. He has held key leadership roles across a number of sectors, including Ports, Industrial Zones, and Logistics which he has helped transform into key pillars of sustainable economic development in Abu Dhabi.

Captain Alshamsi is a strong supporter of digital transformation and of adopting digital solutions to enhance trade and promote efficiency across supply chains. He was instrumental in the launch of Maqta Gateway, the developer and operator of the first port community system in the UAE, which facilitates the exchange of goods and the movement of people.

Building on his long-standing experience in the maritime industry, Captain Alshamsi has contributed to promoting the UAE’s economic diversity through several vital projects. The list includes the launch of Khalifa Port, the establishment of Abu Dhabi Marine Services (SAFEEN), the opening of the Abu Dhabi Cruise Terminal, and the unveiling of Sir Bani Yas Cruise Beach.

He has also pushed for greater economic diversity within the industrial sector by supervising a wide portfolio of specialised industrial, economic, and free zones in the emirate, which provides end-to-end services that increase the attractiveness of Abu Dhabi for Foreign Direct Investment (FDI).

Captain Alshamsi has played a key role in establishing Abu Dhabi as a leading trade and logistics hub, which he achieved through strategic partnerships with major global firms including COSCO SHIPPING Ports, Mediterranean Shipping Company, Autoterminal Barcelona, and CMA CGM Group.

Captain Alshamsi’s experience includes operation management, restructuring, asset management, planning and launching new operations, and developing and directing strategies. As a result of his combined experience, Captain Alshamsi has become a major economic and influential figure in the UAE and the wider region and has successfully led assets under his purview to win prestigious local and international awards.

His current leadership positions include Group CEO of Abu Dhabi Ports, Chairman of Abu Dhabi National Exhibition Company (ADNEC), he is also a Board Member of MAKE A WISH Foundation UAE. He is currently the Chairman of KIZAD Board of Directors, and has served as a Board Member of Etihad Airways. He has been recently appointed as the Chairman of Arab Sea Port Federation.

Throughout his long-standing career, Captain Alshamsi has been awarded several personal accolades, which include Young Personality of the Year 2012 from Seatrade Maritime Awards Middle East, Indian Subcontinent. He is also the recipient of the Sheikh Rashid Award for Academic Excellence and was ranked first place in the Logistics News Top CEO in the Logistics Sector in the Middle East for the years 2018, 2020 and 2021.

Positions and Qualifications

Mr. Benjamin Démogé



Master’s Degree in Industrial Engineering from École des Ponts ParisTech – Paris, France
Master of Business Administration (MBA) in Corporate Finance from École des Ponts ParisTech – Paris, France

Mr. Démogé is the Executive Vice President International, CEO Africa, Middle East, Asia at Geopost.

He is also Chairman of the Board of Directors of Lenton Group, a Hong-Kong based global logistics and transportation company, Biocair, a global specialty courier in the pharmaceutical, biotechnology and life science sectors, and DPD Laser, one of South Africa’s leading express courier companies.

Prior to his current positions, Mr. Démogé served as Chief Operating Officer at La Poste Group, where he was Member of the Executive Committee of the Post and Parcel division of La Poste Group. He also served as the Executive Chairman of Viapost, a logistics and transport subsidiary, and as Urban logistics Director at GeoPost, the international parcel-express division of La Poste Group.

Mr. Démogé holds several Board positions at global companies, namely DTDC Express Limited in India, Yurtiçi Kargo Servisi A.Ş. in Turkey or Sodexi the JV between Geopost and Air France Cargo. He held several other senior management positions at La Poste group, as well as a number of previous leadership roles in global organizations, including L’Oréal and Michelin.

Mr. Démogé was a member of the Cabinet Office and an advisor to Christine Lagarde, France’s Minister of Economy, Industry and Finance. He holds a Master’s degree in Industrial Engineering, a Master of Business Administration (MBA) in Corporate Finance from École des Ponts ParisTech, a Corporate Director certificate from IFA Sciences Po Paris, and a program certificate in Audit Committees from Harvard Business School, USA.

Positions and Qualifications

Mr. Arif Albastaki



High Diploma in Banking & Finance from the Dubai Men’s College, Higher Colleges of Technology
Master’s of International Business from the University of Wollongong – Dubai, United Arab Emirates

Albastaki is the Chief Executive Officer of Amlak Finance PJSC. His leadership and expertise of more than 25 years within the banking and financial sector have played a vital role in strengthening and accelerating growth across several global organizations that he worked with in the region.

He is the driving force that has spearheaded the transformation in Amlak and championed its financial restructuring, which was successfully completed in November 2014. In addition to his role at Amlak, Albastaki plays an integral part in leading positions across global institutions. Currently, he is the Chairman of the Board at Amlak Finance (Egypt), Board Member at Emaar the Economic City (Kingdom of Saudi Arabia), Aramex, National Health Insurance Company – Daman, and Al Salam Bank (Algeria) and Americana Restaurants PLC. In addition, he is a member of the Advisory Panel at Emaar Hospitality Group.

Over the last two decades, Albastaki has worked closely with top companies, CEOs, and Boards across diverse sectors in the MENA region. He has held key leadership roles across Private and Public sectors in various industries like Technology, Logistics, Banking & Finance, Private Equity, and Real Estate. He was the Vice-Chairman of the Board at TECOM Group, Board Member of AWQAF & Minors affair Foundation, Amlak International for Finance & Real Estate Development, Saudi Arabia, and EFS Financial Services in Dubai, UAE.

Before joining Amlak, Albastaki was at the helm of banking and finance for over 15 years, leading several senior managerial positions at renowned financial institutions, including HSBC Bank ME, Dubai Islamic Bank, ABN AMRO Bank, and National Bank of Fujairah. He holds a Bachelor’s degree in Banking and Finance and a Master’s Degree in International Business from the University of Wollongong, Dubai.

His leadership has been celebrated at several notable awards. He won the CSR Label for four consecutive years from the Dubai Chamber of Commerce and Industry. He has been awarded the Global Islamic Business Award from the Global Islamic Business Excellence Center in 2018. He also won the Top 100 CEO Awards by Trends/INSEAD in 2016.

Positions and Qualifications

Mr. David Haglund



**M.S. in Business Administration & Economics from Lund University in Sweden
Completed Studies at the National University in Singapore**

David Haglund is a senior investment professional and non-executive director with over two decades of experience in asset management, investment banking and private equity in Emerging and Frontier Markets.

Mr. Haglund has strong financial, accounting and strategy proficiency and has long experience of in-depth analysis, valuation and corporate strategy across industries and geographies.

Mr. Haglund serves as a non-executive director in Aramex, one of the largest logistics public companies in the MENA region, where he focuses on strategy, risk, ESG and corporate governance and is a member of the audit and strategy committees.

Mr. Haglund is also a senior executive director and fund manager at Franklin Templeton Investments, one of the largest institutional investors globally. He is one of the frontier markets pioneers, having established one of the first ever, and largest, Frontier Funds, thus contributing towards the creation of the asset class itself. Since joining Franklin Templeton, Mr. Haglund has been responsible for managing a number of institutional mandates for regional and international Sovereign Wealth Funds.

Mr. Haglund is passionate about corporate governance and holds a certificate in Corporate Governance from INSEAD and is a certified director at Hawkamah Institute for Corporate Governance.

Positions and Qualifications

Ms. Fatma Hussain



MBA from the University of Dubai

Ms. Fatma Hussain is an Emirati HR business leader and culture transformer, with more than 20 years of experience and achievements in Human Resources. Fatma has worked across multiple industries in leading private and semi-government companies in UAE.

As the Chief Human Capital Officer at Dubai Holding Asset Management (DHAM), Fatma transformed the positioning of Human Capital from being a business support function to a trusted strategic business partner that is focused on attracting, developing, and rewarding the company’s key asset “Its people”. This transformation enabled continuous organizational growth whilst maintaining a competitive talent pool across the group. Fatma is currently the Chief People Officer at Dubai Holding, a position she has held since September 2022.

Fatma has worked with several renowned private and semi- government organizations across various strategic HR disciplines that include performance management, total rewards, talent acquisition & development, Emiratisation, and talent redeployment. She has partnered with senior leadership and C-Level executives to lead various critical projects related to quality management and business process improvement to realize organizational effectiveness and achieve set business objectives.

Fatma has received multiple awards that recognize her value adding expertise and contribution in the human resources field. She was the recipient of the World’s Greatest CHCO Award from the Business & Social Forum. In addition, Fatma has been recognized by the World HRD Congress with two prestigious awards: Business Leader of the Year – HR Leadership Award, and Femina Women Super Achiever Award for Excellence in HR. She has completed several executive and board level programs that include a leadership programme from the Wharton Business School in USA. She has also completed executive & board level programs that feature key topics that include directors’ evaluation and succession planning, assessment of board procedures, C- Suite selection, and board evaluations.

Positions and Qualifications

Mr. Fahad Al Qassim



**MBA in Finance from Monash University in Melbourne, Australia,
BSc (Hons) Degree in Applied Computing from Leeds Metropolitan University in the UK
Higher Diploma in Electronics Engineering from Higher Colleges of Technologies in the UAE**

Mr. Al Qassim is the Executive Director of Healthcare, Pharma and Financial Services at ADQ. He is also the Chairman of Pharmax and Amoun and is currently a Board Member of Daman Healthcare Insurance PJSC, SEHA, and Aramex PJSC.

Mr. Al Qassim has more than 20 years of experience in the investment banking, government and commercial sectors.

Prior to joining ADQ, Mr. Al Qassim served as CEO of Emirates NBD Capital where he was responsible for investment banking activities across the region.

Mr. Al Qassim was also previously Managing Director and Head of Principal Investments at Waha Capital, managing more than AED 6 billion of proprietary investments and overseeing private equity investments across several sectors. Prior to that, he served at the Executive Council of the Government of Dubai, Dubai Islamic Bank and Dubai Aluminum Company.

He is a graduate of the Mohammed Bin Rashid Leadership Program.

Positions and Qualifications

Mr. Murtaza Hussain



Bachelor’s Degree in Commerce, with a Major in Finance and Concentration in Accounting from McGill University, Canada

Mr. Hussain is a senior investment professional with over 17 years of private equity, corporate finance and restructuring experience and has held several senior management and board positions in organizations locally and internationally.

He is currently the Chief Investment Officer at Abu Dhabi Developmental Holding Company (ADQ), overseeing the company’s Mergers & Acquisitions and Alternative Investments team which support the inorganic growth plans and divestment / monetization objectives of ADQ and its portfolio companies. Furthermore, he is also responsible for leading the direct investment arm of ADQ with the objective of investing across various sectors and assets classes in line with ADQ’s strategy of delivering long-term financial and socio-economic growth.

During his time at ADQ, he has led several transactions including the publicly announced landmark transaction involving the merger of ADPC’s Power and Water assets with Taqa, amongst others.

Prior to joining ADQ, Mr. Hussain was a senior member of a global emerging markets private equity firm. During this time, he was also responsible for leading a turnaround of one of the largest power utilities in South Asia. Mr. Hussain started his career in the investment banking division of BMO Capital Markets in Toronto.

Positions and Qualifications

Mr. Omar Alhashmi



Bachelor’s Degree in Mechanical Engineering from Oklahoma State University
Master’s Degree in Mechanical Engineering from George Washington University
MBA from London Business School

Mr. Alhashmi serves as the Executive Director of Transmission & Distribution business at Abu Dhabi National Energy Company (TAQA), a position he has held since July 2020. In this role, he oversees the company’s diverse portfolio of transmission and distribution assets.

Prior to his role at TAQA, Mr. Alhashmi was the Executive Director of Asset Management at Abu Dhabi Power Corporation (AD Power), where he supported the development of the company’s transformation plan, structure, and governance. He previously served as the Head of Strategy Development in Etihad Airways and Vice President in the Industry platform at Mubadala Investment Company (Mubadala).

Positions and Qualifications

Mr. Yves Delmas



Master of Business Administration (MBA) from the Institute of Political Studies (IEP Paris) - Paris, France
Master’s Degree in Public Law from Paris X Nanterre – Paris, France
Degree from Ecole Nationale Supérieure des PTT, Paris, France
Degree in History from Université Paris-Sorbonne – Paris, France

Mr. Delmas serves as the Chief Executive Officer of GeoPost SA.

Prior to his current position, Mr. Delmas was the Managing Director Europe of GeoPost/DPDgroup, the parcel-express division of the La Poste Group.

A seasoned industry executive with over 30 years of professional experience, Mr. Delmas started his professional career as Head of the “Europe – Asia” office, in the International Affairs Department of La Poste, PTT (Postes, Télégraphes et Téléphones) in France. He later became Director of Operations of Chronopost France, and then he was appointed Deputy Chief Executive Officer of TNT, with La Poste holding a minority stake in the company’s capital. After that, Mr. Delmas successively took over the management of Jet Worldwide France, a subsidiary of Chronopost France, then Chronopost Spain.

Between 2002 and 2004, he was Vice President Marketing and Sales of GeoPost SA. Mr. Delmas served Chief Executive Officer of SEUR and successively became Vice-President and then President of the SEUR Group, which he developed as a leader in the Spanish express market. Mr. Delmas was President of the Spain Section of the Foreign Trade Advisors of France from 2010 to 2015 and is a Knight of the National Order of Merit.

He is a graduate of the Institute of Political Studies (IEP Paris) and Ecole Nationale Supérieure des PTT (1988) and holds a Master’s in Public Law from Paris X Nanterre and a degree in History from La Sorbonne.



- b. The Board of Directors supports diversity, equity, and inclusion, and embraces these values as part of Aramex’s culture to thrive. In June 2020, Ms. Fatma Hussain was elected as a member of Aramex’s Board of Directors, bringing the female representation percentage in the current Board to 11% (one out of 9 Board Members).
- c. Board of Directors’ Remuneration:
- 1. Total remuneration paid to the Board Members for the year 2021 was AED 4,240,000 plus VAT.
 - 2. Total proposed Board of Directors’ remuneration for 2022 is AED 2,986,667 (representing AED 2,566,667 in Board fees and AED 420,000 in Committees’ attendance fees, as per the below table) to be presented for approval at the Annual General Meeting.
 - 3. Board Members do not receive additional allowances.
 - 4. The abovementioned remuneration is inclusive of the Board Committees’ attendance allowances for Committee Members, amounting to AED 10,000 per Committee meeting. Following are the details of the allowances:

Name	Allowance (AED)	Number of Meetings Attended			Total Remuneration (AED)
		Audit Committee	Nomination and Remuneration Committee	Strategy Committee	
Mr. Arif Albastaki	10,000	-	5	7	120,000
Mr. Benjamin Démogé*	-	7	-	6	-
Mr. David Haglund*	-	9	-	7	-
Ms. Fatma Hussain	10,000	-	5	-	50,000
Mr. Fahad Al Qassim	10,000	9	-	-	90,000
Mr. Murtaza Hussain	10,000	-	-	5	50,000
Mr. Omar Alhashmi	10,000	-	5	6	110,000
Mr. Yves Delmas*	-	-	-	-	-
Mr. Sunil Bhiltora	10,000	-	-	-	-
Mr. Ramez Shehadi	10,000	-	-	-	-
Total					420,000

* Waived compensation.

[illegible]



- e. The Board of Directors did not issue any resolutions in writing (by passing/circulation) during the financial year 2022.
- f. Aramex has updated its Delegation of Authority Matrix to correspond to the Company’s business objectives, current organization structure, and long-term strategy while ensuring proper governance and internal control over authorization and execution of business transactions, monitoring complex capital expenditure projects, and facilitating/expediting business decision-making processes remain in place. The new Delegation of Authority Matrix applies best practices, promotes agility and business efficiency, and was developed in a fashion that reflects the philosophy requiring that decision-making authority be pushed down to the lowest practical organizational level thereby enabling employees at all organizational levels to have the decision-making authority needed to accomplish their assigned responsibilities.

The new Delegation of Authority Matrix was reviewed by the Board of Aramex PJSC and approved on 14 December 2022. It has been in effect as of the said date and is applicable to all Aramex employees. The new Matrix covers the delegation of authority for the “recommendation”, “review” and “approval” of transactions related to Aramex’s business and activities at both corporate/global and country/station levels. The main objective of the revised Matrix is to empower management, key function heads and country managers to act effectively and make key operational decisions while also ensuring proper limits and controls are in place. The revised Matrix consists of seven (7) categories: Corporate, Commercial, Finance, Procurement, Legal, HR and External Communications.

In order to ensure that the overall objectives of the delegations of authority process are achieved, certain restrictions on the amount of capital and operating authority that can be delegated are established as per the table below:

Actions	Approval Limits
Corporate (including acquisition and capital increases)	Up to USD 5 million: Joint approval by Group CEO and CFO Above USD 5 million: Board approval Approval process includes review and endorsement by relevant functions such as (depending on the type of transaction) Legal, Compliance, and ExCom.
Procurement	Up to USD 10 million for competitive bids and up to USD 5 million for single source: Group CEO (as final approver after going through the full review and sequential approval cycle as per the Procurement Policy)
Finance and Treasury	Up to USD 5 million: Joint approval by Group CEO and CFO Above USD 5 million: Board approval
Intercompany transactions including intercompany loans	No limits: Joint approval by Group CEO and CFO

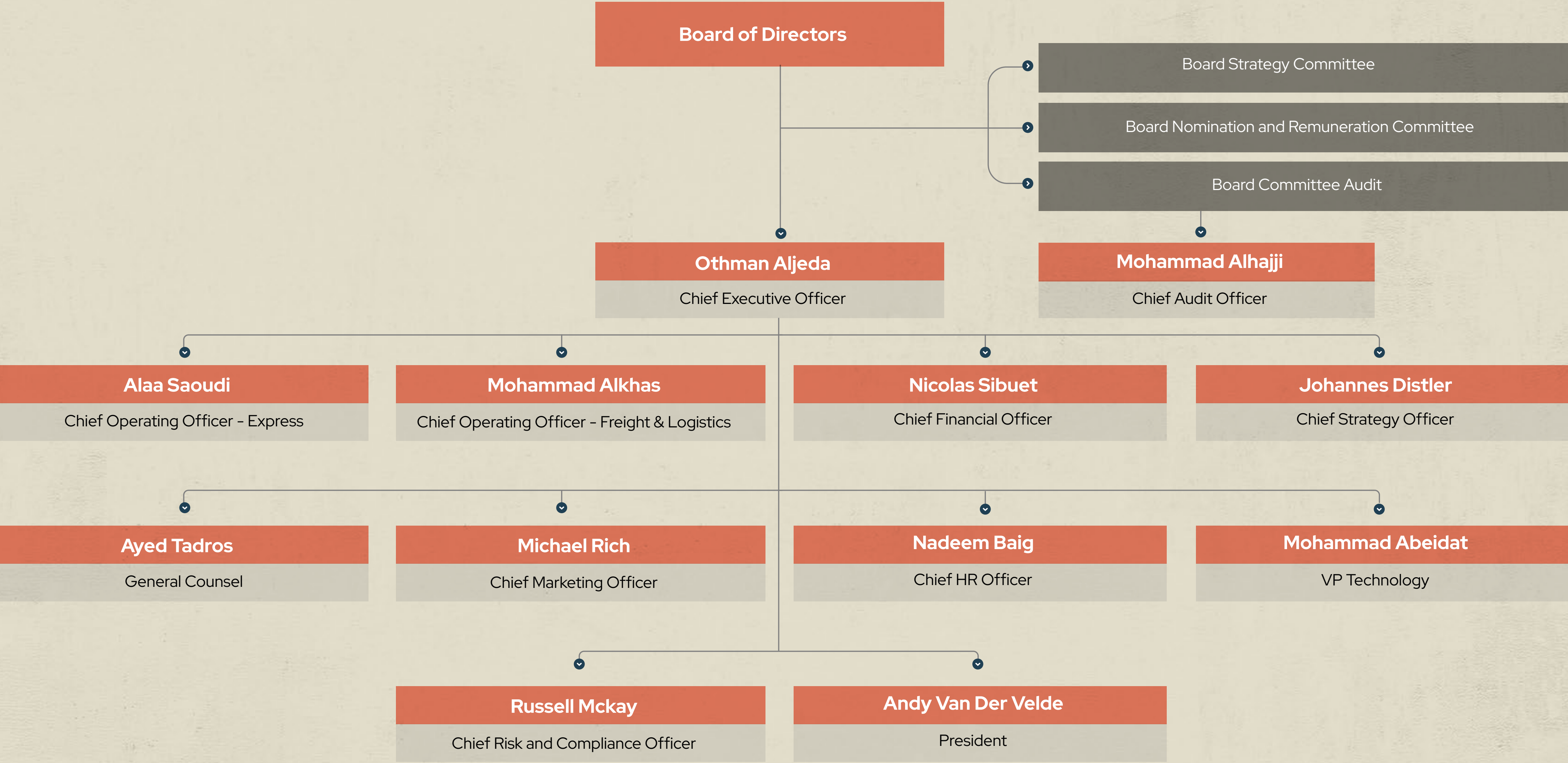


g. Following are the details of related-party transactions:

Transaction Type	Associates	JVs - Parent is a Venture	Companies Controlled by Current Shareholders	Total (AED)
Sales to Related Parties	2,151,077	98,052,147	146,433,789	246,637,012
Cost from Related Parties	1,791,000	505,380	-	2,296,380
Amounts Owed by Related Parties	22,759	9,865,012	32,498,325	42,386,096
Amounts Owed to Related Parties	1,275,723	12,884,752	872,916	15,033,391



h. Company Organizational Chart:





i. Following is a statement of the names, positions and joining dates of the Company’s Senior Executives along with their total salaries, allowances and bonuses, paid during the year 2022:

Position	Date of Joining	Total Salaries and Allowances (AED)	2021 Bonus Paid in 2022 (AED)	Total (AED)	Other Bonuses/ Payments (AED)
Chief Executive Officer	19-Mar-94	2,507,687	817,942	3,325,629.0	-
Chief Financial Officer	6-Jan-22	1,530,000	-	1,530,000.0	-
Chief Operating Officer – Freight and Logistics	22-Aug-21	1,440,000	100,000	1,540,000.0	-
Chief Operating Officer – Express	1-Jul-98	1,350,000	136,415	1,486,415.0	-
President	1-Feb-04	1,529,170	277,308	1,806,477.5	-
Chief Strategy Officer	15-Aug-21	1,440,000	115,000	1,555,000.0	-



4. External Auditor

- a. PricewaterhouseCoopers (PwC) is a network of firms with more than 328,000 people operating from 152 countries across the globe, committed to creating values by delivering quality services in Assurance, Tax and Advisory (which includes Consulting, Deals and Strategy and Practices). In doing so, PWC helps build trust in society, enabling their clients to make the most of opportunities and solve important business problems. PwC firms provided services to 84% of the Global Fortune 500 companies during FY22, and works with an extremely diverse range of clients, from private individuals and family-owned businesses to government organizations. In the Middle East, a strategic alliance with the UK has had a transformational impact on PwC’s position in the local market, creating a market leading business within a period of just a few years. PwC has operated in the Middle East region for more than 40 years. Collectively, its Middle East network employs over 8,000 people and has 24 offices across 12 countries: Bahrain, Egypt, Iraq, Jordan, Kuwait, Lebanon, Libya, Oman, Qatar, Saudi Arabia, the Palestinian Territories and the United Arab Emirates.
- b. No reservations were made by the external auditors on the annual financial statements for the year ended 31 December 2022.
- c. Following is a statement of the audit fees and expenses related to services provided by the company’s external auditor, in addition to any other services provided by audit firms other than the Company’s external auditor during the year 2022.

Name of Audit Firm and Partner Auditor	PricewaterhouseCoopers, Ara Fermanian
Number of Years Spent as the Auditor of the Company	4 years
Total Audit Fees for the Year 2022 (AED) - Group	6,146,647
Audit Fees related to the Acquisition of MyUS	550,890
Overruns for Audit	547,217
Total Audit Fee	7,244,754



d. Fees and costs of services provided to the Company by its external auditors, PwC, other than for the audit of the financial statements of the Company for the year 2022 (in AED):

Audit Firm	Service Type	Fees and Expense (AED)
PwC	Corporate Tax and VAT Consultancy	175,292
PwC	Tax Assessment Consultancy	152,345
PwC	InfoFort Sale Consultancy	191,159
Total		518,796

e. Services provided to the Company by external audit firms (other than the Company’s appointed external auditors) in the year 2022:

Audit Firm	Service Type
KPMG	VAT, Tax and Transfer Pricing Consulting Services
KPMG	Bird Financial Module Project
KPMG	MyUs Integration Work
KPMG	Due Diligence
KPMG	Climate Risk Assessment
Deloitte	Corporate Tax and Transfer Pricing Consultancy
Local Advisors	VAT, Tax and and Transfer Pricing Consulting Services
Local Advisors	Tax Assessment Consultancy
EY	Sustainability Report Review Services
EY	VAT, Tax and and Transfer Pricing Consulting Services
EY	Due Diligence
EY	Forensic Services
EY	Tax Assessment Consultancy



5. Audit Committee

- a. The Chairman of the Audit Committee, Mr. Fahad Al Qassim, acknowledges his responsibility for the Committee’s steering system, reviewing the Committee’s functions and ensuring its effectiveness.
- b. Following are the members of the Audit Committee:

Name	Position
Mr. Fahad Al Qassim	Chairman
Mr. David Haglund	Member
Mr. Benjamin Démogé*	Member
Mr. Sunil Bhilotra**	Member

* Appointed as a Member of the Audit Committee on 9 February 2022
** Resigned from Board and Committee Membership on 31 January 2022

- c. The Audit Committee is composed of three non-executive independent Board Members. The Committee meets whenever necessary, but not less than once every three months. The Committee assists the Board in fulfilling its oversight responsibilities in areas of integrity of the financial statements, appointment of external auditors and ensuring its independence, performance of the Company’s Internal Audit function, and ensuring the robustness of the internal controls and risk management procedures. The Committee has a charter defining its purpose, duties and responsibilities, membership, meetings administration, and reporting.



d. The Audit Committee held 9 meetings during the year 2022. The details of attendance are as follows:

	Mr. Fahad Al Qassim	Mr. David Haglund	Mr. Benjamin Démogé*	Mr. Sunil Bhillotra**
7 February 2022	✓	✓	-	-
15 February 2022	✓	✓	✓	-
10 March 2022	✓	✓	✓	-
9 May 2022	✓	✓	✓	-
17 May 2022	✓	✓	✓	-
8 August 2022	✓	✓	-	-
29 August 2022	✓	✓	✓	-
7 November 2022	✓	✓	✓	-
25 November 2022	✓	✓	✓	-
Total Attendance	9	9	7	-

* Appointed as a Member of the Audit Committee on 9 February 2022
** Resigned from Board and Committee Membership on 31 January 2022



6. Nomination and Remuneration Committee

- a. The Chairman of the Nomination and Remuneration Committee, Mr. Omar Alhashmi, acknowledges his responsibility for the Committee’s steering system, reviewing the Committee’s functions and ensuring its effectiveness.
- b. Following are the Members of the Company’s Nomination and Remuneration Committee:

Name	Position
Mr. Omar Alhashmi	Chairman
Mr. Arif Albastaki	Member
Ms. Fatma Hussain	Member

- c. The Nomination and Remuneration Committee is composed of three non-executive independent Board Members. The Committee meets whenever necessary, but not less than once a year. The mandate of the Committee is to assist the Board of Directors in areas of: Board of Directors and Board Committees’ composition, nomination, appointment, evaluation, remuneration, induction, and continued development. It reviews matters related to the governance framework and policies and offers guidance on Executive Management’s succession planning and compensation and Aramex’s Human Resources strategy, policies, and processes. The Committee has a charter defining its purpose, duties and responsibilities, membership, meetings administration, and reporting.
- d. The Nomination and Remuneration Committee held 5 meetings during the year 2022. The details of attendance are as follows:

	Mr. Omar Alhashmi	Mr. Arif Albastaki	Ms. Fatma Hussain
31 January 2022	✓	✓	✓
3 March 2022	✓	✓	✓
27 June 2022	✓	✓	✓
26 September 2022	✓	✓	✓
7 December 2022	✓	✓	✓
Total Attendance	5	5	5



7. Insider Trading Management Committee

An Insider Trading Management Committee was established by the Board of Directors of the Company.

- a. The Chairman of the Insider Trading Management Committee, Mr. Othman Al-Jeda, acknowledges his responsibility for the Committee’s steering system, reviewing the Committee’s functions and ensuring its effectiveness.
- b. Following are the members of the Insider Trading Management Committee:

Members	Position
Chief Executive Officer	Chairman
Chief Financial Officer	Member
Chief Risk and Compliance Officer	Member
Chief Human Resources Officer	Member
General Counsel	Member
Board Secretary and Senior Governance Officer	Member

- c. The Committee is comprised of 5 Executive Management members and the Board Secretary and Senior Governance Officer. The mandate of the Insider Trading Management Committee is to review the Insiders Trading Policy on an annual basis, subject to Board approval, as well as reviewing the effectiveness of the insider management controls at the Company, as well as maintaining the Insiders Register. The Committee is also mandated to ensure compliance with the regulations and disclosure requirements as they pertain to insiders, and to manage and supervise the trading by insiders of the Company’s shares. The Committee shall meet at least once annually and shall report to the Board on its work on an annual basis or more frequently as necessary. The Committee has a charter defining its purpose, duties and responsibilities, membership, meetings administration, and reporting.
- d. The Committee held 1 meeting during the year 2022.



8. Any Other Committee(s) Formed by the Board of Directors: Strategy Committee

- a. The Chairman of the Strategy Committee was Mr. Arif Albastaki until he stepped down on 9 February 2022 and Mr. Benjamin Démogé was appointed in his stead on the same date. The Chairman of the Strategy Committee acknowledges his responsibility for the Committee’s steering system, reviewing the Committee’s functions and ensuring its effectiveness.
- b. Following are the members of the Company’s Strategy Committee:

Name	Position
Mr. Benjamin Démogé*	Chairman
Mr. Arif Albastaki**	Chairman/Member
Mr. David Haglund	Member
Mr. Murtaza Hussain	Member
Mr. Omar Alhashmi	Member
Mr. Ramez Shehadi***	Member

* Appointed to the Board of Directors and as Strategy Committee Chairman on 9 February 2022 to replace Mr. Arif Albastaki.
** Stepped down from his position as Strategy Committee Chairman on 9 February 2022 but remained a member of the Strategy Committee.
*** Resigned from Board and Committee Membership on 31 January 2022.

- c. The Strategy Committee is composed of 5 non-executive independent Board Members. The Strategy Committee meets whenever necessary, but not less than 4 times a year. The mandate of the Committee is to assist the Board of Directors, CEO and Management in relation to the affairs of the Company in areas of the Company’s corporate and M&A strategy, operational and financial performance monitoring, and budgeting. In addition to looking into acquisitions, mergers, and divestments, the Committee offers guidance on international strategic initiatives, and on trends disrupting the business. The Committee has a charter defining its purpose, duties and responsibilities, membership, meetings administration, and reporting.



d. The Strategy Committee held 7 meetings during the year 2022. The details of attendance are as follows:

	Mr. Benjamin Démogé	Mr. Arif Albastaki	Mr. Murtaza Hussain	Mr. David Haglund	Mr. Omar Alhashmi	Mr. Ramez Shehadi*
4 February 2022	✓	✓	✓	✓	✓	-
22 March 2022	✓	✓	✓	✓	-	-
25 May 2022	✓	✓	✓	✓	✓	-
20 June 2022	✓	✓	✓	✓	✓	-
28 July 2022	✓	✓	-	✓	-	-
23 September 2022	✓	✓	✓	✓	✓	-
21 November 2022	✓	✓	-	✓	✓	-
Total Attendance	7	7	5	7	5	-

* Resigned from Board and Committee Membership on 31 January 2022



9. Internal Control System

- a. Pursuant to this report, the Board of Directors acknowledges its responsibility for the Company’s internal control system review and effectiveness. The Internal Control department (Risk and Compliance department) is responsible for overseeing risk management and compliance related activities (specifically trade and corporate compliance requirements). The Risk Management section is responsible for ensuring that key risks are appropriately identified and managed in collaboration with senior management. The Risk Management section also now oversees Business Continuity Management. The Compliance section includes Trade, Customs and Corporate Compliance. Trade Compliance focuses on ensuring compliance with all local and international regulations including import requirements, export controls and sanctions. Customs compliance area focuses on providing due diligence guidance on third party customs agents and additional support on customs related matters. Corporate Compliance focuses on the implementation and adherence to various corporate policies including the code of conduct, anti-bribery and corruption, conflict of interest, gifts and entertainment and whistleblowing. In addition, the Internal Control department (Risk and Compliance department) also includes additional risk assurance areas including corporate insurance and health, safety and security.
- b. The Internal Control department (Risk and Compliance department) during 2022 was managed by Mr. Russell McKay. Mr. McKay was appointed on 7 April 2019. He has over 20 years of experience working in Risk Management, Compliance, Internal Audit, Insurance and Risk Consulting both within the UAE and the UK. In the UK, he worked for a large multinational insurance broker (Willis Limited) providing Risk Management and Liability Assessments to a range of multinational companies before moving into strategic risk management consultancy with Ernst & Young in 2005 before moving to the UAE in 2010. Before joining Aramex, Mr. McKay worked for Ernst & Young, providing Risk Management consultancy services and then joined Etisalat, in 2011, where he helped establish Enterprise Risk Management (ERM) capabilities within the Etisalat Group and Operating Companies. He also had oversight over Corporate Compliance and left Etisalat as a Senior Director for Internal Control, which was the Department responsible for Risk Management and Compliance. Mr. McKay holds a Bachelor of Arts (BA Hons) in Risk Management, from Glasgow Caledonian University, UK, and a Master’s of Business Administration (MBA), Glasgow Caledonian University, UK.
- c. The number of reports issued by the Risk & Compliance (Internal Control) Department to the Board of Directors: 8 Reports.

10. Irregularities of the Financial Year

No irregularities were identified during the 2022 financial year.

11. Company Contribution to Community Development and Environment Preservation During the Year 2022

Since publishing its first sustainability report in 2006, the Company has maintained a consistent framework of planning, implementation, monitoring and publication, and continued to improve its efforts and practices towards sustainability. This framework is the platform that helped Aramex to maintain its consistent communication across a wide range of issues. Aramex’s sustainability pillars include Youth Education and Empowerment, Entrepreneurship, Community Development, Disaster Relief, Sports, and Environment.

During 2022, the Company has participated in community development and environment preservation in the amount of AED 2,901,361 (Partnership: AED 2,220,937 – Sponsorship: AED 519,871 – Others: AED 160,553) representing 1.6% of profits before tax from continuing operations.



12. General Information

a. Following is a statement of the Company’s stock market price (highest and lowest prices) at the end of each month during the year 2022 (the below information was obtained from Dubai Financial Market):

Month	Month – High (AED)	Month – Low (AED)	Closing Price (AED)
January	4.21	3.95	4.09
February	4.20	3.95	4.00
March	4.08	3.65	3.75
April	4.23	3.72	4.08
May	4.45	3.57	3.87
June	4.45	3.72	3.80
July	4.20	3.57	3.78
August	4.20	3.67	3.90
September	3.99	3.75	3.82
October	3.86	3.54	3.63
November	3.78	3.51	3.62
December	3.67	3.52	3.52



b. Following is a statement of the Company’s stock price comparative performance with the general market index and the sector index during the year 2022 (the below information was obtained from Dubai Financial Market):

Month	ARMX	DFMGI	TRANSPORTATION
January	4.09	3,203.08	2,099.17
February	4.00	3,354.64	2,147.25
March	3.75	3,526.6	2,179.61
April	4.08	3,719.63	2,481.33
May	3.87	3,347.24	2,304.69
June	3.80	3,223.29	2,284.19
July	3.78	3,337.96	2,385.93
August	3.90	3,443.11	2,471.77
September	3.82	3,339.15	2,356.22
October	3.63	3,331.76	2,272.10
November	3.62	3,323.96	2,343.23
December	3.52	3,336.07	2,366.56



c. Following is the shareholders distribution as of December 31, 2022 (Individual, Company and Government) categorized into UAE, GCC, Arab and Foreign:

Category	Individuals		Companies		Governments		Total	
	Number of Shares	Percentage of Shares*	Number of Shares	Percentage of Shares*	Number of Shares	Percentage of Shares*	Number of Shares	Percentage of Shares*
UAE	204,770,755.00	13.99	516,058,086.00	35.25	2,000.00	0.00	720,830,841.00	49.23
GCC	26,346,821.00	1.80	78,354,326.00	5.35	0.00	0.00	104,701,147.00	7.15
Arab	20,820,944.00	1.42	4,936,685.00	0.34	0.00	0.00	25,757,629.00	1.76
Foreign	12,783,022.00	0.87	596,631,590.00	40.75	3,395,771.00	0.23	612,810,383.00	41.86
Total	264,721,542.00	18.08	1,195,980,687.00	81.69	3,397,771.00	0.23	1,464,100,000.00	100.00%

* Percentages were rounded to 2 decimal places

d. Following is a statement of shareholders who own 5% or more of the Company’s capital as of December 31, 2022:

Shareholder	Number of Shares	Percentage of Shares
GeoPost SA	409,948,000	28.0000%
Abu Dhabi Ports Company	326,823,723	22.3225%

e. Following is a statement of shareholders distribution by shares ownership as of December 31, 2022:

Shares Ownership	Number of Shareholders	Number of Shares	Percentage of Shares*
Less than 50,000	19,168	76,072,669	5.20
From 50,000 to less than 500,000	551	84,214,224	5.75
From 500,000 to less than 5,000,000	138	225,597,243	15.41
More than 5,000,000	27	1,078,215,864	73.64
Total	19,884	1,464,100,000	100.00%

* Percentages were rounded to 2 decimal places

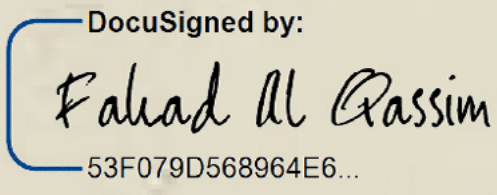
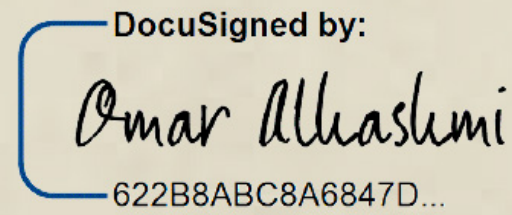
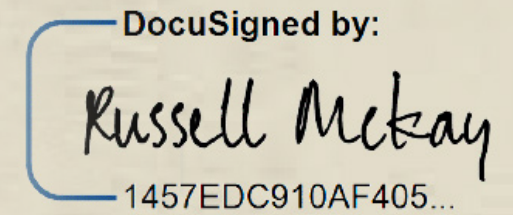


- f. Our Investor Relations page is published on the Company’s website, in compliance with the SCA Governance Guide. The Investor Relations Division is supported by a team with bilingual capabilities and a long track record of experience in IR, led by Ms. Anca Cighi, Investor Relations Officer, and can be contacted on the below contact details:

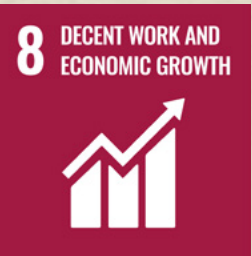
Name: Ms. Anca Cighi
Email: anca@aramex.com
Telephone: +971 600 544 000
Mobile: + 971 55 989 3309
Fax: + 971 4 286 5050

Following is the link to the Investor Relations page on the Company’s website: Overview (aramex.com)

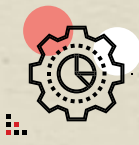
- h. The Annual General Meeting was held on Wednesday 21 April 2022. The only special resolution was presented to the shareholders for approval was the amendment of the Articles of Association of the Company to bring them in line with the Federal Decree Law No. (32) of 2021 on Commercial Companies, and with the Cabinet Resolution No. (55) of 2021 Regarding Determining the List of Activities with Strategic Impact.
- g. Ms. Zeina Sammakieh served as the Company’s Board Secretary until 12 August 2022. Ms. Sammakieh has over 15 years of experience in the field of Board Secretariat and Corporate Governance and has an MBA in Finance Emphasis from the American University of Beirut and is a Harvard Business School Alumni. Subsequently, following Ms. Sammakieh’s departure, Ms. Amanda Dahdah served as the Acting Board Secretary. Ms. Dahdah earned her Bachelor’s degree in Law in 2004 from the University of Jordan and has worked with the Company’s Legal Team until 2021. The Board Secretary is responsible for supporting the Board of Directors and Committees with their mandates, managing their meetings, documentation, and disclosures, and effectively coordinating between the Board Members and the Executive Management team, as well as contributes to the development and implementation of the Directors’ induction, training, and Board assessments, and advises the members of the Board of Directors on matters related to Governance.
- i. Following are the Company’s material events during the year 2022:
1. Appointment of Chief Financial Officer, Mr. Nicolas Sibuet [January 6, 2022]
 2. Transfer of ownership of “Alpha Oryx Limited” in Aramex PJSC’s shares amounting to 22.3225% to “Abu Dhabi Ports Company PJSC”. [January 19, 2022]
 3. Resignation of Mr. Sunil Bhilotra from the membership of Aramex’s Board of Directors [January 31, 2022]
 4. Resignation of Mr. Ramez Shehadi from the membership of Aramex’s Board of Directors [January 31, 2022]
 5. Appointment of Mr. Benjamin Démogé as a member and Vice Chairman of Aramex’s Board of Directors [February 9, 2022]
 6. Appointment of Mr. Yves Delmas as a member of Aramex’s Board of Directors [February 9, 2022]
 7. Amendment of Aramex PJSC’s Articles of Association [April 21, 2022]
 8. Removal of foreign ownership limit restrictions on Aramex PJSC shares and increase foreign ownership limit to 100% [May 30, 2022]
 9. Acquisition of Access USA Shipping LLC (“MyUS”) [SPA signed on June 1, 2022, and closing took place on October 19, 2022]
 10. Acquisition of GeoPost S.A. of Aramex PJSC shares to reach 28% [June 13, 2022]
- j. The percentage of UAE Nationals in the company is as follows: 0.34% on December 31, 2020, 0.30% on December 31, 2021, and 0.64% on December 31, 2022.
- k. The company is developing the following innovative projects and initiatives:
1. Enterprise Systems Transformations:
 - Launched SAP Ariba to transform the procurement process across the network and enhance management of costs and vendors.
 - Migrated our ERP (SAP) to the cloud for better cost of ownership and accelerated future innovation.
 2. Core Technology:
 - Disaster Recovery: Established a disaster recovery site for Aramex core operational systems on cloud. This enables the Company to protect its services availability and provide a faster turnaround in case of infrastructure failure.
 - Cybersecurity: Focused on revamping Armaex’s cybersecurity capabilities by working with top tier providers, increasing scam awareness, working on a security operations center, and renewing certification for PCI DSS and ISO 27001.
 - System Modernization: Completed the development of core modernization of API and integration systems along with core shipment components. This allows Aramex to continue to scale the technology capability forward to handled increased growth in volume
 3. Data Science:
 - Focused on optimizing address geocoding to help with delivery precision and route optimization.
 4. Customer Journey Transformation:
 - Launched paperless and chat-based consumer-initiated returns as a value add to e-tailers

Chairman of the Board of Directors	Chairman of the Audit Committee	Chairman of the Nomination and Remuneration Committee	Head of the Internal Controls Department and Risk and Compliance Department
			
Mohamed Alshamsi	Fahad Al Qassim	Omar Alhashmi	Russell McKay
Date: 3/17/2023	Date: 3/17/2023	Date: 3/17/2023	Date: 3/17/2023





Financial



Manufactured



Intellectual



Human



Social and
Relationship



Natural

Risk and Compliance

Risk management and compliance are core to our sustainability and responsible business practices. By ensuring that we proactively manage and evaluate different types of risks and setting and adhering to the best practices and policies across our operations, we can create and preserve value and mitigate any value erosion or negative impacts from our operations.

This section includes the activities and processes related to our risk management, compliance (trade and corporate), health, safety, and security as well as our corporate insurance divisions.

As the world moves into its third year battling COVID-19 and other health risks, Aramex remains focused on protecting employees, supporting customers, and contributing to societies by keeping goods flowing. The rapidly changing business environment presents massive structural shifts to Aramex risk profiles, which is expected to accelerate in a nonlinear pattern.

Beyond the profound health and economic uncertainty of the current moment, catastrophic events are expected to occur more frequently in the future. The digital revolution, climate change, stakeholder expectations, and geopolitical uncertainty are also playing a major role in informing the risk profile of Aramex.



Enterprise Risk Management

Aramex risk management process is focused on supporting the strategic objectives in the medium term and ensure longevity in the long term. Aramex Enterprise Risk Management framework enables a consistent approach to the identification, management, and oversight of key risks, allowing a holistic and meaningful comparison of the risks faced and how they are managed across the company's footprint. Aramex proactively and diligently manages its **strategic, operational, compliance, financial, and sustainability risks** which are identified, assessed, and managed through a defined process across the corporate, country, and project levels. As a result, business decisions are made with consideration of associated risks and rewards, and Aramex continuously monitors its changing risk exposure.

The Aramex Risk Management division is tasked with developing and maintaining our Risk Management Framework and Methodology. The framework allows our executive management team to manage business risks and threats proactively and effectively while maintaining alignment with our strategic goals, visions, and mission.

Risk Management Governance and Process

Aramex continues to have various governance and reporting structures in place to enhance risk management and reporting. Some of these include the following:

- **Risk Capability Network:** Risk champions are identified across various corporate functions and locations to support the implementation of proactive Risk Management. The Corporate Risk Management team ensures that these Risk Champions have the appropriate support and guidance to enable them to continuously assess, manage and monitor risks.
- **Risk Governance:** At the Corporate Level, Aramex has established a dedicated Management 'Risk Committee' that is chaired by the Group CEO and which meets each quarter to discuss and review key risks and challenges facing the business. The Risk Committee is formed of all members of the Executive Leadership team many of whom are appointed risk owners of identified corporate-level risks.
- **Risk Review and Monitoring:** The Risk Committee meets quarterly to review, discuss and challenge important risk-related information for many of the identified Corporate level risks. Discussions include updates on any new risk drivers or issues, the status and trending of Key Risk Indicators (KRIs) for various 'top risks', and the review and tracking of the status of planned Risk Actions.
- **Risk Reporting:** Detailed risk reports are provided to the Audit Committee quarterly for their consideration, review, and discussion during the dedicated Board meetings on Risk Management & Internal Audit matters. This allows the Audit Committee to review, monitor, and ensure the operational effectiveness of the Risk Management program and processes. Aramex's Risk management program involves the identification, assessment, and management of potential risks that could affect our organization. There are various programs and initiatives that we implement to improve our risk management processes. Some examples include:
 - **Establishing a Risk Management Framework:** This involves defining the processes, policies, and procedures for identifying, assessing, and managing risks. The framework is aligned with the organization's overall strategy and objectives.
 - **Conducting Risk Assessments:** This involves identifying potential risks that could affect the organization and assessing their likelihood and potential impact. The results of the risk assessment can be used to prioritize risks and develop appropriate risk management strategies.

Our risk management framework enables a consistent and holistic approach to identifying, managing, and the oversight of risks. This consistency allows us to meaningfully compare both the risks we face and how we manage them.

The environmental risks have long been a focus and driver of our sustainability efforts over the years. To ensure a proactive risk approach, in 2022 we initiated a comprehensive climate risk assessment conducted by a third party and established a steering committee to manage climate risk.

For more information, please see our Climate Risk assessment spotlight in the environment section on page 34.

• **Implementing Risk Control Measures:** This involves implementing measures to prevent or mitigate identified risks. This could include implementing policies and procedures to reduce the likelihood of risks occurring or implementing contingency plans to minimize the impact of risks if they do occur.

• **Regularly Monitoring and Reviewing Risks:** This involves regularly reviewing the organization's risks and risk management strategies to ensure they are still effective and relevant. This could involve conducting periodic risk assessments or implementing a system for tracking and reporting risks.

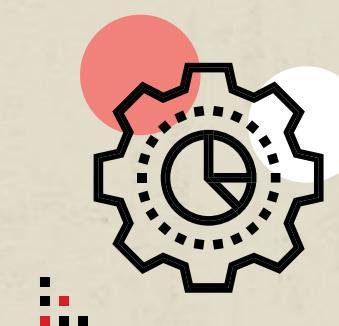
We also face several uncertainties where an emerging risk may potentially impact us in the longer term. In some cases, there may be insufficient information to understand the likely scale, impact, or velocity of the risk. We also might not be able to fully define a mitigation plan until we have a better understanding of the threat.

Overall, Aramex risk management programs and initiatives help identify and manage potential risks, which can help protect Aramex's assets, reputation, and overall performance.

We at Aramex recognize that climate change poses a number of physical risks (i.e. caused by the increased frequency and severity of extreme weather events) and transition-related risks (i.e. economic, technology, or regulatory challenges related to moving to a greener economy) for our business. As a result of the growing understanding of the impacts of climate change on our business, we have added 'Environmental Sustainability' risks to our corporate risk profile.

Furthermore, as part of our sustainable business strategy, we monitor climate-related metrics and develop plans to address climate-related risks and opportunities. The Chief Sustainability Officer heads the sustainability agenda as part of our purpose-led strategy and has overall accountability for managing our efforts to mitigate climate change risks and impacts.

Each key corporate risk, including 'the Environmental Sustainability' risk is assigned an executive owner who is responsible for managing the risk. The executive owner is responsible for confirming adequate controls are in place and that the necessary action plans are implemented. To provide adequate oversight, we report throughout the year on key and emerging risks and hold in-depth reviews of all the key risks at the Management Risk Committee and the Board Audit Committee.



Corporate Compliance

The corporate compliance function is responsible for ensuring that all our internal stakeholders are aware of and are implementing processes that minimize and mitigate statutory, regulatory, and reputational damage. Through this function, we ensure that we provide stakeholders with ample guidance necessary for upholding ethical and compliant business operations.

Compliance within Aramex has adopted a precautionary and proactive approach. Our compliance programs are designed to prevent issues arising from non-compliance. Our programs are consistently driving change and improvement in ethical behavior. Our main precautionary measures are our training programs, our trade compliance, customs, and corporate compliance policies and procedures. These policies and procedures are also increasingly assimilated within the different Aramex functions via controls and process change to manage and reduce risk.

We have several programs and training initiatives that are designed to reduce the risks of non-compliance and unethical behavior. Our annual objectives are the following:

- Companywide Code of Conduct training
- Focused training for targeted internal stakeholders in areas such as customs and trade compliance.
- Conflict of Interest annual declaration by employees

Additionally, we have launched better and improved third-party due diligence for vendors in general, and more specific approaches for customs agents, franchisees, and other targeted groups of third parties.

Our compliance with laws and regulations is mainly driven by existing policies, group governance, continuous monitoring, and assessment of both current and anticipated future risks. We diligently work to keep up with updates and changes related to both country-level and international policies, laws, or best practices and make necessary amendments to ensure compliance.

Compliance Training

As part of our compliance strategy, we continue to provide risk and compliance awareness sessions. We have automated the risk and compliance induction training through our learning management system and is mandatory for all new employees and continue to offer classroom induction training for non-system users.

Our annual employee training program is ongoing to raise awareness of and adherence to our code of conduct and related compliance policies. The training take place both online and/or in person and include compliance knowledge assessments as part of our annual compliance strategy.

Compliance Training at Aramex

Compliance Training (Total including couriers)	2021	2022
% Completed	2021	2022
Headcount	14,749	15,609



Extending Responsible Business Practices across our Value Chain

Our suppliers undergo an evaluation process to assess their compliance with our business practices, including human and labor rights, anti-corruption, and anti-bribery, on our Code of Conduct and social and environmental criteria. In 2022, we have launched our improved third-party due diligence process which includes a general vendor due diligence and registration process that streamlines the vendor review process that is evaluated from multiple departments thus facilitating better control to ensure the accuracy of data and avoid any violations. We also use a different approach for customs express and freight agents, franchisees, and other targeted groups of third parties adopting a thorough registration process for enhanced due diligence through several investigation processes to avoid any potential risks.

All our high-risk third parties must undergo a dual due diligence process, through our code of conduct questionnaires along with an external evaluation through a reputable independent provider. As a result, all new vendors in 2022 were screened according to our due diligence process.

To mitigate risks of corruption within our operations, we have three policies that all employees are trained on and have access to: [Gifts, Entertainment and Hospitality Policy](#), [Conflict of Interest Policy](#), as well as the [Anti-Corruption Policy](#). For more on our supply chain, please refer to page 66.

Trade Compliance

Our trade and customs compliance program allows for better customs oversight and support to address business needs according to existing customs clearance practices within the network. Our trade compliance efforts have continued to add value to the organization to encompass better compliance support for the network. We have created a methodology to review and assess country-level risks as needed.

This complements our existing denied party screening coverage, as well as our existing sanctions program management. We will continue to drive our efforts and methodology via a strong risk-based approach to reduce risks posed in the ever-increasing trade risk environment.

Policies at Aramex

In addition to our training and due diligence process, we are committed to adhering to all applicable international and local laws and regulations. Aramex has a vast list of policies within all domains that drive the governance aspect of compliance, we also ensure that we consistently review and revise these policies as needed and in keeping with the changing regulatory environments, market needs, and best practices.

ARAMEX CODE OF CONDUCT

Accountable, transparent, respectful, fair, and professional business practices

Safe, equitable, secure, fair, and healthy working conditions

Incorporation of compliance into day-to-day operations in every aspect of the business

Healthy and sustainable growth of business

Reliability and integrity of financial and operational information

Compliance with laws, regulations, policies, procedures, and contracts

Safeguarding of assets, whether physical or intellectual

In line with these principles, we have several compliance and other policies set in place that correspond to different important aspects of our business and operations elaborated on page 116.

Our Code of Conduct is aligned with international and national regulations and standards, which include (but are not limited to):

- The World Economic Forum’s Partnering Against Corruption Initiative (PACI)
- UK Bribery Act
- U.S Foreign Corruption Practice Act (FCPA)
- Accountability principles standards AA1000
- International Labor Organization (ILO)
- UN Declaration on Human Rights
- Environmental standards (ISO 14001, LEED, local and international laws, and regulations, UNGC)
- Other applicable international and local laws

If in any case, our policies, procedures, and internal controls do not offer clear guidance for a particular course of action, we make sure that our employees and leaders are encouraged and expected to honor the spirit of the code or seek advice.

Whistleblowing Policy

The Aramex whistleblowing policy provides management, employees, customers, and stakeholders with guidelines on how to report any cases of possible fraud, irregularities, and grievances related to our Code of Conduct and the social and environmental performance at Aramex. We encourage our employees and stakeholders to use the whistle-blowing system by ensuring that they are aware of and able to access the system. For external and internal concerns and complaints, we have a dedicated email channel utilizing Microsoft Fresh Services tool in which Whistleblowers can report their complaints.

Additionally, we will be introducing more options to anonymously report potential violations via a Case Management System and a Toll-Free Hotline available 24/7 during 2023.

In any case, all received reports will be treated with the highest level of confidentiality. The Risk and Compliance function ensures that cases reported on the Aramex whistleblowing system are handled promptly. An investigation is conducted into each case. A summary report of the quarterly whistleblowing cases received and investigated is reported to the Audit Committee as part of the risk report. Ad hoc investigations are also undertaken by the Risk & Compliance team where possible cases of corruption, fraud, or noncompliance are identified and reported outside of the Whistleblowing system.



It is important to act on any violations we find while evaluating our supply chain for labor rights. In 2022, our screening did not raise any red flags related to labor practice violations. Additionally, we did not have any cases of violation of indigenous people's rights .

Aramex has a strict policy against receiving or giving any financial government assistance. It is important for our stakeholders that we ensure that our company is not affiliated with any political or governmental system .

We have a companywide human rights policy that pertains to the salient human rights concerns, including, fair labor practices, anti-forced and child labor, anti-modern slavery, ensuring gender equality and anti-discrimination practices. These policies are available on our internal and external platforms and we regularly conduct human rights training with our people to ensure they are aware and actively ensuring the application of our policies.

100% of full-time security personnel trained in human rights policies or procedures

We are committed to conducting a human rights assessment on our operations every 3-4 years, our previous assessment was conducted in 2019, and our plans for the 2021 assessment were curtailed due to COVID-19 and adjusted to be conducted next year to be done in 2023.

Internal Audit

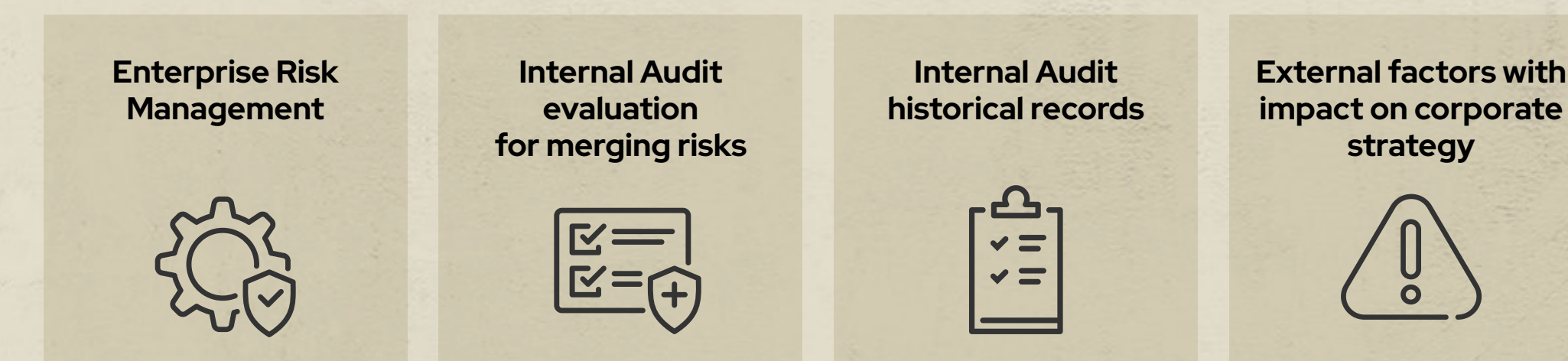
The internal audit function is responsible for monitoring and evaluating risk & control across the Aramex network.

The internal audit management plans their engagement in alignment with the Audit Committee and regularly presents the audit reports to the Audit Committee and Executive Management.

Aramex's Internal Audit Function maintains an independence actively through a dual reporting mechanism, with "Functional reporting to the Audit Committee "BAC" and administrative reporting to Aramex CEO.

Hybrid Planning

The Internal Audit plan is built & designed to ensure utmost mobility & coverage for the Aramex network, by creating an internal risk assessment considering below elements & verticals:



Strategy

Our internal audit management strategy ensures alignment of assurance audit reviews with the business needs. As we aim to utilize and leverage enhanced analytics for real-time risk identification and timely updates of audit plans and scope. To that end, we continually enhance our data collection, monitoring, analysis, and documentation procedures as well as our technological innovation and know-how to maximize our audit coverage.

Objective & Mission

Our internal audit function provides an independent, objective assurance and consulting services designed to add value and improve Aramex's operations.

Our internal audit mission is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insights.

Core Assurance

Our internal audit conducts engagements for all operating/non-operating offices and support functions, as well as company-wide processes and in thematic areas. Department leaders, process owners, and other managers develop action plans to address observations and areas of concern. Internal audit will work with relevant stakeholders and departments to follow up on action plans and ensure all findings are appropriately addressed.

Quality Assurance Improvement Program

Our internal audit designed an ongoing Internal Quality Assurance Improvement Program “QAIP”, to enable an evaluation of the internal audit activity’s conformance with the Definition of Internal Auditing and the International Standards for the Professional Practice of Internal Auditing (Standards). The program also assesses the efficiency and effectiveness of the internal audit activity and identifies opportunities for improvement.

Achievements

In 2022, we developed and completed our dynamic risk-based audit plan adapted to Aramex’s business needs and transformation to perform more efficient and effective audits.

We conducted the necessarily follow-up of prior findings and achieved KPIs for completely implemented findings. Additionally, we were able to advance effective assurance reviews and recommendations related to cost-saving opportunities and internal controls.

Associations and Certifications

The below table summarizes our 2022 ISO certifications for each standard:

ISO Certificate	Countries Certified	Sites certified
ISO 9001	19	35
ISO 14001	22	38
ISO 45001	23	39

