

INVESTOR RELATIONS POLICY

Burjeel Holdings PLC



1. Purpose

- 1.1. The purpose of this Investor Relations Policy (the "Policy") of Burjeel Holdings PLC including its affiliates and subsidiaries ("Burjeel") is to guide the Investor Relations Function ("IR") to ensure that shareholders, potential investors, and other stakeholders gain simultaneous access to accurate, clear, relevant, comprehensive, and up-to-date information about Burjeel, and that Burjeel is perceived as an accessible, reliable, and professional company by the capital markets. Open, honest, and timely dialogue with shareholders, potential investors, analysts, and other participants of the capital markets, shall build trust and contribute to fair pricing of Burjeel's securities.
- 1.2. Burjeel aims to help various stakeholders of the capital markets to be able to form a true and fair picture of Burjeel's financial situation and prospects, and to support correct valuation of Burjeel's shares.
- 1.3. Ensure compliance with applicable rules and regulations and set the required procedures to ensure receipt of all the data and information required by the IR to discharge its responsibilities in accordance with regulatory requirements.

2. Disclosure principles and practices

2.1. As required by the SCA Governance Guide and applicable laws, the IR shall ensure that accurate and timely disclosures are made on information and data requiring disclosure including all Board and General Assembly related information and all material information related to Burjeel, including its financial affairs, performance, ownership of its shares and governance in an accessible manner by all concerned parties. (Refer to the ADX Disclosure Guidelines attached to this Policy and/or available on the below link)

<u>Disclosure-Guidelines-for-Public-and-Private-Joint-Stock-Companies[EN].pdf</u> (adx.ae)

- 2.2. The IR shall adhere to all regulatory requirements set for listed companies in the relevant stock exchanges, namely Abu Dhabi Securities Exchange ("ADX") and the Securities and Commodities Authority ("SCA") Corporate Governance ("CG") Regulations. Burjeel is also committed to proactively provide its stakeholders with sufficient, accurate and consistent information in a timely manner. The commitment is evenly fulfilled irrespective of whether the information is positive or negative for Burjeel. All material information is disclosed to recipients equally in terms of content and timing.
- 2.3. The IR or Company Secretary shall disclose all decisions and circumstances that may have a material impact on the value of Burjeel shares.
- 2.4. The information will be made public in a manner that most effectively guarantees that it will be available for all stakeholders of the capital markets simultaneously.
- 2.5. All price sensitive information that has been published and all press releases related to the Board and the General Assembly and Burjeel's statutory reports shall be made immediately available on Burjeel's website by IR. Official press releases shall include all information that is needed to be able to assess the impact of the event on Burjeel's financial position and operations.



- 2.6. In case material price sensitive information is accidentally disclosed at a non-public occasion, e.g., a one-to-one meeting with an investor or an analyst, a stock exchange release on the issue will be published without delay.
- 2.7. IR may give non-material historical information to investors and analysts. However, all stakeholders in the financial community will have equal access to this information. The investor information section on Burjeel's website is the main channel to introduce this type of information.

3. Financial information

- 3.1. All financial information, annual and interim reports as well as financial content of releases is prepared with an intention to improve transparency of Burjeel's financial development.
- 3.2. Burjeel shall issue a public annual report, including the Board of Director's report, audited financial statements that is reflective of the financial position of Burjeel and auditor's report, within 90 days of the end of the calendar year.
- 3.3. During the year, Burjeel shall publish financial results on a quarterly basis. Quarterly reports that include Burjeel's audited financial statements shall be published within 45 days after the end of the quarter in line with Regulatory requirements (Refer Annexure 1, and 2 for the disclosure requirements provided under the Abu Dhabi Securities Exchange Operational Rules Booklet, and under Part 4 of the SCA Disclosure and Transparency Regulations). The reporting dates shall be updated by IR in the financial calendar on the IR Section of Burjeel's corporate website.
- 3.4. IR will be responsible for obtaining the quarterly financial information from CFO or the Deputy CFO after approval by the Board and communicating the results announcement including the financial statements to the ADX, SCA and any competent regulatory on the same day or before next trading session.
- 3.5. IR will be responsible for uploading Board meeting results and relevant reports and information on the ADX portal and will be responsible for emailing the same to SCA.
- 3.6. Annual and quarterly financial statements shall be published by IR in Arabic and English and shall be made available on the IR Section of Burjeel's website immediately when released to ADX.
- 3.7. IR will be responsible for dissemination of the results announcement and financial statements to the media.
- 3.8. Individual subsidiaries or business domains do not publish their own annual reports or interim reports.

4. Outlook

- 4.1. Burjeel gives guidance in the form of an official outlook statement on profit development published in connection of releasing quarterly financials. In addition to the profit development, Burjeel's policy is to discuss the overall market development, the planned key actions contributing to financial development and their impact on Burjeel's performance.
- 4.2. Besides the official outlook, no other forward-looking statements or answers to questions concerning future growth and profit are given.



- 4.3. Any proactive communications in respect of Market Announcements/ Press Releases, which is initiated and monitored by IR to ensure that:
 - i. Claims are truthful;
 - ii. No material, non-public information is included; and
 - Forward-looking statements are identified as such and monitored to make certain they are accompanied with meaningful and cautionary language and publicly updated should circumstances change materially.
- 4.4. The disclosure of forward-looking information shall include meaningful cautionary language which warns the investment community that risks, uncertainties and other factors could cause actual results to differ materially from the expectations expressed in the forward-looking statement or refer the audience to a readily available written document (i.e., news release, Annual Integrated Report/Corporate Governance Report, financial results or other publicly available regulatory filing) for the cautionary language.
- 4.5. General market developments and Burjeel's view of the market can be discussed, but when it comes to Burjeel-specific performance, a reference to the official outlook must be made.
- 4.6. If Burjeel assesses that the market situation, Burjeel's financial development or outlook significantly deviates from that previously communicated, the official outlook will be re-phrased and profit warning will be published without undue delay.
- 4.7. If Burjeel is aware of analyst estimates, deviating from the consensus, grounds for the deviating view may be discussed with the analyst.

5. Closed period

- 5.1. Burjeel will observe a closed period of at least 15 days prior to:
 - i. the issue of any earnings release for the quarter by Burjeel. This is because the quarterly earnings are in practice known by Burjeel's officers at that time; and
 - date of a public disclosure of Material Price Sensitive Information which the Insiders are in possession of and is not yet disclosed to the public.
- 5.2. During the closed period, the IR Spokespersons (as defined in para 7 below) will not meet with analyst or any investors to discuss Burjeel financial and/or operational results and outlook. This includes, but is not limited to, attendance at investor conferences, group meetings, one-on-one meetings and all types of media interviews and briefings. During this period, Burjeel will typically not take part in analyst, shareholder or investor phone conversations or meetings, even if the objective of these is not to discuss current operations or results. The purpose is to preclude the perception of selective disclosures prior to an earnings publication date.
- 5.3. General investor interaction from the day after the end of a reporting period until the release of such report will be limited to discussions on strategy and/or historic, publicly available information.

6. Price sensitive information (i.e., Inside Information)

6.1. Burjeel is committed to treating all shareholders fairly and equitably and keep all its shareholders and other stakeholders informed of its corporate activities, including changes



in Burjeel or its business which would be likely to materially affect the price or value of its shares, on a timely basis. Such information shall be classified as "Material Information". (Refer Annexure 3 for the definition of "Material Information".)

- 6.2. In this regard, it shall be noted that Burjeel has entered into a Transitional Services Agreement (TSA) with its Sister Company, wherein Material Information may be shared with the Sister Company prior to disclosure to the market.
- 6.3. The TSA consists of certain support services that have historically been provided by the Sister Company to Burjeel in the ordinary course, specifically:
 - i. strategic advice and guidance to enhance shareholder value;
 - ii. support the Board and assist in key stakeholder relationships;
 - assist in the development of the strategic agenda for inorganic growth / corporate development;
 - iv. treasury;
 - v. legal and compliance; and
 - vi. internal audit.
- 6.4. While the intention of Burjeel is to disclose Material Information fairly and equitably, these services required by Burjeel will be beneficial to all shareholders whilst ensuring continuity of Burjeel's restaurants business.
- 6.5. In accordance with the provisions of SCA CG Regulations as well as the ADX Operational Rules, all material price sensitive information shall be promptly disclosed to the stock exchange without undue delay right after the decision has been made or the event has come to Burjeel's notice.
- 6.6. Where the Regulators and the Stock Exchange approval have been obtained, in following exceptional circumstances, as provided for in the SCA and the ADX rules, a delay in the disclosure of insider information shall be permissible:
 - Where certain information is at the negotiating stage and Burjeel's senior management
 has reasonable grounds to believe that a disclosure would seriously damage Burjeel's
 interests; and
 - No transactions in the securities issued by Burjeel shall be made by the Insiders based on such information not publicly released.
- 6.7. With the exception of a disclosure of Material Information to a Sister Company of Burjeel as provided in para 6.2 above, unpublished Material Information shall not be selectively disclosed. On the rare occasion when such information is inadvertently disclosed to analysts, investment professionals, or any shareholder who may trade on the information, members of the Audit Committee must be notified immediately for necessary actions thereon, by the person who made such disclosure or any person who has become aware of such inadvertent disclosure.
- 6.8. If the businesses have a need to inform their employees on financial performance, it should not include inside or price sensitive information and shall be done restrictively in smaller groups on a 'need' basis. All employees of Burjeel are required to report to the Board Secretary any information in relation to their respective areas that may be or may become, with the passage of time or upon becoming definite, Material Information. On becoming aware of Material Information that cannot be kept confidential, the Audit Committee will recommend to the IR, subject to SCA and ADX.



- 6.9. Burjeel personnel should not disclose internal information about Burjeel with anyone outside Burjeel, except as required in the performance of regular duties for Burjeel. When in doubt, one should assume that the information is material and non-public. If employees have any questions as to whether information should be considered "material" or "non-public", they should consult the IR, who will in turn, consult with members of the STCC with respect to further action.
- 6.10. The STCC is responsible for managing insider registers, which provides a complete list of all Insiders, including persons who may be considered as temporary insiders who have the right to access Burjeel internal information prior to publication. (Refer Insider Trading Policy for the definition of "Insiders", "Insider information" and details on the "Insider Trading Register" to be maintained.)
- 6.11. Burjeel announcements shall be made to ADX in line with the listing requirements provided by the ADX and the Regulators. Furthermore, it will be the IR's responsibility to ensure that all announcements are made available on the IR Section of Burjeel's corporate website promptly after being released to the ADX.
- 6.12. All ADX announcements concerning Material Information shall be uploaded on the ADX by IR. Timing of such upload should be simultaneously coordinated with the Corporate Communications or relevant function for sharing the Press Releases with the media.
- 6.13. DX announcements concerning Material Information shall be transmitted to ADX during non-trading hours and then subsequently uploaded to IR section of Burjeel's website.
- 6.14. IR shall also be responsible for initiating all other communications with the Regulators in respect of matters other than earnings releases and ADX announcements.

7. Investor relations spokespersons

- 7.1. The official IR spokespersons of Burjeel is the Chief Executive Officer and the Investor Relations Officer...
- 7.2. No other employee is entitled to speak with investors or analysts, unless specifically so requested by one of the official spokespersons.
- 7.3. In case employees are spontaneously contacted by an investor or an analyst, they are obligated to forward the request to one of the official IR spokespersons.
- 7.4. However, in connection with news releases the IR spokesperson(s) most familiar with the issue will be the official contact persons and shall be entitled to discuss that specific issue also with analysts and investors.

8. Investor relations activities

- 8.1. In addition to other responsibilities mentioned in this Policy or in applicable laws and regulations, Investor relations activities would include:
 - Burjeel shall appoint a Head of IR or IR Director (to undertake all investor relation duties and such employee must:
 - a. be fluent in Arabic and English;
 - b. hold a university degree and have practical experience in the field of business, accounting, or public relations;
 - c. be familiar with the relevant regulations; be well versed with Burjeel activities;



and

- appropriately communicate and deliver technical and financial information to relevant persons.
- Development and regular update of a dedicated investor relations webpage on Burjeel's
 website to include relevant contact information, all reports pertaining to financial
 results, annual financial statements, general assembly meeting minutes and any other
 important information;
- iii. Publication of information on Burjeel website detailing the following:
 - a. News, events, developments, and material information of Burjeel;
 - b. Annual and interim financial statements, Board reports and governance reports;
 - c. Shareholding structure and ownership details;
 - d. Regularly updated information pertaining to Burjeel's activities, business strategies, vision, and future plans;
 - e. Share price details including the closing price, opening price, highest and lowest prices throughout the year, different values of the share, and other relevant financial indicators:
 - f. Shareholders' pending dividends and dividend distribution methods; and
 - g. Contact information of the investor relations function and instructions to submit opinions, comments, and inquiries.
- iv. Annual presentation of Burjeel's financial status, strategies, and future expectations, updated after the disclosure of quarterly and bi-annual financial results;
- v. Media and press releases by IR to ensure coordinated dissemination of material price sensitive information to the investment community across all channels;
- vi. Press conferences, which may be convened by the IR Spokesperson(s) on a need basis. To facilitate consistency in messages that are conveyed across channels, Corporate Communications will endeavor to provide IR Spokespersons with pre-agreed responses and key messages in line with strategy/media-kit. Corporate Communications shall share these with the IR for comments prior to circulation;
- vii. Relationship building should be the focus of any media strategy. A positive relationship will ensure smooth lines of communication between Burjeel and the media and should go a long way in ensuring that Burjeel has its fair share of voice in the media. Corporate Communications shall be responsible for handling media relationships and shall endeavor to monitor financial press coverage in relation to Burjeel;
- viii. Burjeel shall also arrange for a capital markets day, usually once a year, to go deeper into selected strategic and financial issues;
- ix. Investor Presentations should include as a minimum, information in respect of Burjeel's operations, the management team, financial information of the previous quarter and the market drivers for the business. These are the areas that will give the investment community an insight into Burjeel's corporate strategy and business plans. Such presentations shall be required to be updated for the quarterly/annual results after each disclosure of the financial results;
- x. Presentations used in meetings with individual investors/analysts or conferences shall not be different from those available on Burjeel's website. If any other presentations are used for investor/analyst meetings, these will also be made available on Burjeel website;
- xi. Burjeel actively participates in one-to-one and group meetings with investors and analysts as well as investor conferences. Meetings are attended by one or two of the



official IR Spokespersons;

- xii. Selected business executives can meet investors and analysts occasionally, usually accompanied by an IR spokesperson with full knowledge of Burjeel's disclosure record. These meetings must always be agreed with IR. Meetings with prospective investors will also be hosted on a 'need' basis. At such meetings, Burjeel's general condition will be discussed, but no material non-public information shall be disclosed during such conversations with the investment community;
- xiii.Burjeel does not comment on share price, analyst recommendations nor opinions. Burjeel can review analyst reports, but only factual errors can be commented on; and
- xiv. Burjeel may discuss the level of consensus estimates with investors or analysts. However, no information on how Burjeel sees these estimates can be expressed.

9. Rumors and leakages

- 9.1. In case of a leakage of material price sensitive information, Burjeel is obligated to publish a stock exchange release without undue delay. If the financial community circulates rumors that are incorrect or misleading and that originate from Burjeel, Burjeel is likewise obligated to publish a release.
- 9.2. In other circumstances, it is under Burjeel's own consideration whether to confirm or deny rumors. In most situations, Burjeel prefers not to comment on market rumors regardless of whether the rumor is correct or not.
- 9.3. If there is a need to give additional information to the markets and if that information is very likely going to have a material effect on the share price, information concerning the rumor will be disclosed in a stock exchange release or Burjeel will request a stop in the trading of its securities on the stock exchanges. This is to prevent investors from making investment decisions based on incorrect or incomplete information.

10. Crisis management

- 10.1. Crisis is an unstable condition involving an impending sudden or significant change that requires urgent attention and action to protect life, assets, property, or the environment. In crisis situations, effective, timely and accurate communications have a vital role in keeping stakeholders up to date on the developments and outcomes of a crisis and maintaining their trust.
- 10.2. In this regard, a Crisis Management Committee ("CMC") shall be constituted by IR and approved by the Board of Burjeel and may comprise of various members of the Executive Management. Such committee shall design a plan for communication with investors and the media with regards to the practical steps taken by Burjeel to face the crisis and shall designate the IR spokesperson to undertake the said communication process in the name of Burjeel 1. CMC will be an event-driven emergency working group, established on a need basis as emergency events are identified and declared.
- 10.3. The failure of crisis communications may enable the crisis to escalate. Burjeel's general disclosure principles apply also to crisis situations –Burjeel is committed to communicating promptly, openly and honestly in all situations.



11. Policy Approval

This Policy shall be reviewed and approved by Burjeel's Board. This Policy shall be effective from the date of approval by the Board. All amendments to this Policy will be done in compliance with applicable laws and will require approval by the Board. The Head of Investor Relations is the custodian of this Policy.

12. Documentation and Regular Review

Organization Scope	Burjeel
Parent Process	Compliance Program
Document owner	Head of Investor Relations
Approved by	Burjeel Board of Directors
Initial date published	February 10, 2023
Document effective date	February 10, 2023
Document updated as per	-
Contact person	Head of Investor Relations
Version	1.0

Burjeel's Head of Investor Relations shall periodically evaluate the effectiveness of this Policy, and review and revise it as necessary, including to reflect any changes required by applicable laws. You can direct any suggestions for improvements to this Policy to Burjeel's Head of Investor Relations at Chetan.sehgal@burjeelholdings.com.



Annexure 1: Article 9 – Ongoing Obligations of the Listed Local Burjeel Article of Abu Dhabi Securities Exchange Operational Rules Booklet – Relevant Extracts

The listed Local Burjeel shall disclose the following details, information and reports to ADX:

- 1. Information, reports and decisions issued by Burjeel that may effect the price of its securities, for example: Disasters, fires, mergers, issuance of new securities or suspension of one of the production lines, as soon as Burjeel becomes aware of this information or as soon as the relevant reports and decisions are issued;
- 2. The annual report of Burjeel, which includes its Board report, audited financial statements and the auditor's report, within (90) days of the end of its fiscal year;
- 3. A comparative quarterly report with the same period of the previous fiscal year that includes Burjeel's financial statements audited by its auditor within (45) days of the end date of the relevant quarter;
- 4. Summary of final accounts (preliminary unaudited or reviewed financial statements) within (45) days of the end of the fiscal year;
- 5. Any disclosure reports that Burjeel is obliged to prepare in accordance with the applicable legislation, including the governance report and the sustainability report; and
- 6. Any other information or data required and deemed necessary by ADX during the period specified in the Application.

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Annexure 2: Part 4 - Post-Listing Disclosure Decision No. (3) of 2000 Concerning the Regulations as to Disclosure and Transparency – Relevant Extracts

Article (32)

Burjeel which listed securities have been traded shall not change the ownership of such securities in Burjeel's register of shareholders unless the Market management has approved the transaction, or it has been conducted in accordance with the provisions of the Law, by-laws and regulations issued in implementation thereof.

Article (33)

Burjeel or the party, whose securities have been listed on the Market, shall notify the Authority and the Market management of any material information. The Market's board of directors shall have the right to publish any statement in respect of such material information in the local newspapers and other media as it deems appropriate.

Article (34)

Burjeel or the party, whose securities have been listed on the Market, shall, when so requested, publish any explanatory information relating to its circumstances and activities so as to secure the integrity of transactions and the confidence of investors. If any change occurs in material information that have previously been published in a newspaper announcement, that party or Burjeel shall issue a newspaper announcement reflecting the actual situation after that change. Such subsequent newspaper announcement shall be issued in the same newspaper or newspapers that published the previous announcement.

Article (35)

The party or Burjeel may not issue a newspaper announcement regarding specific data or matters which are under negotiation, if its senior management has reasonable grounds to believe that disclosing such information will seriously damage its interests and there has not been, and there will not be, any dealing in its shares by members of its board of directors and executive managers and their relatives to the first degree on the basis of such information not disclosed to the public, provided that Burjeel provides the director of the Market with such information and data specifying the persons aware of such information, and requesting him to treat such information as confidential until the grounds which gave rise to non-publication in accordance with this Article no longer exist. The director of that Market may, in coordination with the Authority, comply with such request or compel Burjeel to announce the information and data if the Market and the Authority consider that the publication of such information will not affect the interests of that Burjeel or have reasons to believe that there is a release of the information and data which was deemed confidential by Burjeel.

Article (36)

- 1. Parties and companies which securities are listed on the Market shall notify the Authority and the Market of and provide them with the following:
- 2. All data and statistics as requested by the Authority or the Market.
- 3. Transactions in such securities outside the Market, prior to recording them in the register of shares.
- 4. The number of shares owned by members of the company's board of directors, Within fifteen (15) days from the date Of their appointment and also at the end Of each financial year, and all trades carried out by members of the company's Board of directors and its executive management.
- 5. Details of the sale or purchase of major assets which affect the position of the company.



- 6. The documents relating to amendments of the company's articles of association, as soon as approved.
- 7. Any change relating to the company's management structure at the level of the Board of directors and the executive management.

8.

- i. Parties and companies which securities are listed on the Market shall notify and provide both the Authority and the Market with a summary of final accounts (preliminary financial statements which are unaudited and un-reviewed) within fortyfive days from the end of the financial year, signed by the Board of directors or the person authorized to sign on its behalf.
- ii. Parties and companies which securities are listed on the Market shall notify the Authority and the Market of and provide them with the following:
 - a. Interim financial reports (quarterly and semi-annual) reviewed by the external auditor of the company, within 45 days from the end of the specified time period, signed by the Board of directors or the person authorized to sign on its behalf.
 - b. Annual financial reports audited by the external auditor of the company, within 90 days from the end of the financial year, signed by the Board of directors or the person authorized to sign on its behalf.
 - c. The reports above should be prepared in accordance with international accounting standards, which are issued by The International Accounting Standards Board (IASB), in both Arabic and English languages. Such reports should include the Board of directors' and the auditor's reports, a balance sheet, an income statement, a cash flow statement a change in equity statement and clarifications relating to the financial statements. parties or companies are required to disclose such financial reports before or after trading hours.
- 9. Copies Of all publications issued to the company's shareholders, as soon as they are issued.
- 10. The company's Board of directors' decision regarding the distribution of profits to shareholders or the announcement of profits and losses, in order to obtain the approval of the Market for the publication thereof.
- 11. The names of those Who own, or Whose holdings together with their minor children is (5%) or more of the company's shares, this obligation must also be complied with upon each occasion when such holding changes by (1%) of the company's share capital over and above the (5%) threshold.
- 12. The dates and times of meetings of the Board of directors of the company in which matters that affect the price and movement of shares in the Market will be discussed, such as cash distributions, bonus shares, an increase or decrease of the company capital, subdividing the nominal value of the share, purchase by the company of its own shares and interim and annual financial statements, at least two days before the date of the meeting. The company shall provide the Authority and the Market immediately upon the end of the board meeting with the decisions and financial statements approved by the Board of directors in that meeting regardless Of Whether the day following the meeting is a working day or an Official holiday. If the meeting is held during trading hours, trading in the shares ot the company shall be suspended. In all cases, trading in the shares shall be suspended until the Authority and the Market have been provided with the decisions and financial statements produced at the meeting. Those companies that need the approval Of the UAE Central Bank, or the regulatory body under which foreign companies are regulated, shall be



- exempted from the obligation to immediately provide the Authority and the Market With financial statements. However, these companies shall disclose the statements upon receiving the relevant approval*
- 13. The dates and agenda of the general assembly meeting before announcing the invitation to hold such meeting; and the company shall provide the Authority and the Market immediately upon the end of the general assembly meeting With the resolutions passed by that general assembly.



Annexure 3: Material Information Definition as per SCA Regulations.

Material Information: Any information, event, decision, or fact that may directly or indirectly affect a company security price or trading volume or has an impact on an investor decision, including for example but not limited to information or decisions related to the following:

- 1. Distribution of profits;
- 2. Increase or decrease of the company capital;
- 3. Change in member of the Company Board or its senior executive management;
- 4. Change of the Company activity or objective;
- 5. The Company acquisitions or mergers;
- 6. Restructuring, optional liquidation or bankruptcy of a Company or Parent, Subsidiary, Sister or Affiliate Company;
- 7. Credit rating report and any updates thereto;
- 8. Significant changes in the Company assets if it reaches 5% or more of its capital;
- 9. Financial contracts and obligations concluded or terminated by the Company once it reaches 5% or more of its capital;
- 10. Company Issuance of bonds or sukuk and any change thereto.;
- 11. Company Transactions and dealings with the related parties;
- 12. The activity suspension of the Company, any of its branches or the Parent, Subsidiary, Sister or Affiliate Company;
- 13. Any judicial lawsuit in which the Company or any of its Board members or senior executive management members is a party ex officio;
- 14. Accumulated losses exceeding (20%) of capital; and

The Board may determine any other information, decisions, events or facts that are material.