

AGREED-UPON PROCEDURES REPORT ON COMPLIANCE OF CODE OF CORPORATE GOVERNANCE BY MAJAN COLLEGE SAOG (MAJAN UNIVERSITY COLLEGE)

To the Shareholders of Majan College SAOG (Majan University College)

Purpose of this Agreed-Upon Procedures Report

Our report is solely for the purpose of assisting Majan College SAOG (Majan University College) (the “College”) in determining whether ‘Report on Corporate Governance’ prepared by the Board of Directors for the year ended 31 August 2023 is compliant with the Code of Corporate Governance for Public Listed Companies (the “Code”) issued by the Capital Market Authority (“CMA”) vide Circular No. E/4/2015 dated 22 July 2015 as amended vide Circular No. E/10/2016 dated 01 December 2016 (the “subject matter”) and may not be suitable for another purpose.

Responsibilities of the College

The College has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The College is responsible for the subject matter on which the agreed-upon procedures are performed.

Practitioner’s Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the College, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Management

We have complied with the ethical requirements of the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) and the independence requirements in Part 4A of the IESBA Code.

Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

We have performed the procedures described below on the subject matter, which were agreed upon with the College in the terms of the Letter of Engagement dated 01 February 2023:

	Procedures	Findings
1	Obtain the report on corporate governance (the “report”) issued by the Board of Directors and ascertain that it includes, as a minimum, all items and requirements suggested by CMA to be covered by the report, as detailed in Annexure 3 of the Code, by comparing the report with such suggested content in that Annexure.	We obtained the report and compared it with the suggested content in Annexure 3 of the Code. We ascertained that the report includes, as a minimum, all items and requirements suggested by CMA to be covered by the report.
2	Obtain the details regarding areas of non-compliance with the Code identified by the College’s Board of Directors for the year ended 31 August 2023.	We observed that the College’s Board of Directors has not identified any areas of non-compliance with the Code. However, we observe below non-compliances: The related party transactions represented by the College’s investments or reinvestments amounting to RO 7,370,730 (net) stated in note 9 on page 23 and Investments at fair value through profit or loss amounting to RO 1,248,794 stated in note 10 on page 24, of the financial statements were not approved in the annual general meeting.

CROWE MAK GHAZALI LLC



Jim Joseph Itty
Engagement Partner

Muscat, Sultanate of Oman
30 October 2023



REPORT ON CORPORATE GOVERNANCE

1. Introduction

Majan College SAOG (Majan University College) (formerly College of Administrative Sciences) was founded in September 1995 as the first private College of Higher Education in Oman. Majan was nicknamed "The Businessmen College". It is always the objective of Majan to provide the business community with the best human resources and sharpen the skills of the staff of the companies. As such, Majan achieves its aim in contributing to the development of the business community.

Majan is centrally located near the business district of Muscat (MBD). It is well equipped and its infrastructure provides the latest and best available resources in technology, communication and professional expertise. The computer labs are increasing in number and utilization. More computer-based education is becoming prevalent at Majan.

The main objective of Majan is to provide high quality education to its students. In doing so, Majan hopes to be able to meet the students' interests and help them to gain qualifications which will equip them for the requirements of work. This includes developing the students concern in ethics, self-actualization and academic success.

2. Majan's Philosophy

Majan College SAOG (Majan University College) is listed in Muscat Stock Exchange. Majan has been set with the aim of serving the society by promoting it culturally by contributing to intellectual advancement, scientific progress, human values development and by providing the country with specialists, professionals and experts. This is further reflected in Majan's new vision and mission statement approved by the Board of Directors:

Vision statement

"Recognising potential, engaging minds, transforming futures"

Mission statement

to provide an innovative learning environment that supports students in reaching their full potential in a changing world. The key strategic themes underlying the mission statement are to enhance the student experience; build teaching excellence and research; develop operational excellence; develop productive partnerships; invest in people; and promote financial and environmental sustainability

Majan is managed by 5 board members who have successfully steered Majan to a successful organization; and to a potentially bright future.

The need to having robust internal controls has been met by forming the Internal Audit Committee and appointing the Internal Auditor. The Internal Auditor's observations have been extremely helpful in putting in place actions for rectifying any issues identified.

The Board Members are aware of good governance requirements as stipulated in the Corporate Governance Code issued by Capital Market Authority and are committed to the requirements laid out therein.

3. Objectives

Majan aims at maximising the value of shareholders in the long run by offering quality services to students and the society. In order to ethically realize this objective, work procedures have been directed so as to make sure that Majan will carry the work according to the best practices and comply with the "Code of Corporate Governance for Muscat Stock Exchange listed companies" issued by the Capital Market Authority.

Majan considers the observation of the highest standards of organization and management as a deeply rooted belief and not as mere adherence to set of rules and regulations. Such a belief is an inseparable component of the basic values of Majan.

4. Governance Fundamental Requirements

- Disclosure, responsibility and clarity regarding the appropriate control systems adopted by Majan to enable the Board of Directors to perform its duties and responsibilities efficiently and effectively.
- Identification and management of major possible risks.

5. Process of nominating Board members

Majan's Board is governed by **5** members. Members are elected from amongst the shareholders and from outside. Membership term of the Board is for 3 years. The Chairman and the Deputy Chairman of the Board of Directors are elected by the Members of the Board. The Chairman represents Majan Board in legal and other issues. The Deputy Chairman stands in for the Chairman during his absence. It is not allowed for a Board Member of Majan to have membership of more than 4 companies on the Board of public shareholding company whose head office is located in Oman. The Board has to meet at least 4 times during the year with the maximum gap of 120 days between them.

6. Board of Directors

The Board of Directors have full authority to perform all acts required for the management of Majan in the course of achieving its objectives in line with the Law, articles of association and the resolutions of its Annual General Meeting.

The Board of Directors adopts resolutions by the absolute majority of its members. However, the Board of Directors shall not perform certain acts unless authorized to do so by a resolution of the general meeting as stated in the Articles of Association. The members of the Board of Directors shall be liable to Majan, the shareholders and third parties for any damages resulting from their performing acts beyond the scope of their powers.

The resolutions of the Board of Directors are implemented as per internal regulations under the supervision of the chairman and the control of the Board. The Chairman and the Board members take part in the directorship of other companies.

6.1 Functions of the Board of Directors

- a) Approves the financial and commercial policies aimed at achieving College's objectives and increasing shareholders equity.
- b) Sets, reviews and updates the plans necessary for the implementation of Majan's strategy.
- c) Approves the internal regulations and systems adopted by Majan in the course of its action and determines the authorities and powers of the executive management.
- d) Approves Majan's Disclosure Policy and follows its execution according to the requirements of controlling authorities.
- e) Approves the policy for the delegation and implementation of duties entrusted to the executive management. Such policies are clear regarding tenders (open, limited or individual), limits of cash spending and discretion as not to accept the lowest tender provided that reasons are included in the commissioning decision.
- f) Monitors the work of the executive management to ensure that the work is progressing in pursuit of College objectives without violating applicable laws and regulations.
- g) Review the related parties transactions which are outside the normal work scope before being presented to the general meeting.
- h) Approves and presents information to shareholders accurately and timely according to the disclosure instructions issued by the Authority.
- i) Review the performance of Majan and assesses its activities and management.
- j) Forms committees required for carrying out the work. The forming decisions include names of members, determines their responsibilities, duties and rights.
- k) Appoint the Dean and senior staff and determines their responsibilities and rights.
- l) Appraises the performance and work of committees formed by the Board of Directors and senior staff.
- m) Approves the quarterly and annual financial statements.
- n) The Board of Directors include in the annual report presented to the general meeting a statement confirming the ability of Majan to pursue its activities as defined in the Articles of Association. The statement is supported with the necessary assumptions and documents.

6.2 The Board of Directors Secretariat and Minutes

- a) Immediately following the election of the Board of Directors in the general meeting, the Board appoints a secretary to the Board.
- b) The secretary of the Board writes the proceedings of all the Board meetings in the form of minutes expressing all the subjects and important details being discussed and the resolutions adopted. The minutes include the names of those present and their votes for or against any resolution. The Minutes are dated and serially numbered.
- c) Mr. Amr Ebeid is presently the secretary to the Board. He takes notes of the minutes of the Board meetings and proceedings in the form of minutes and clarifies in it all the issues and important details which have been discussed and all the decisions which have been taken in Board meetings. Also in co-ordination with the Dean he is responsible to disclose all the important decisions from the Board according to the regulations relating to the disclosure.

7. The Board Members

Name	Nature of membership	Profile	Membership start date	Membership expiry date
Continuing members				
Dr. Salam Salim Al Mur Al Kindi (Chairman of the Board and Nomination and Remuneration Committee)	Independent/ Non-executive	Fellow of the Royal College of Internal Medicine and the number of years of experience is 30 years in academic and health institutions	30/11/2021	29/11/2024
Dr. Sarah Aly Darwish Hagi Aly Al – Shamali (Vice Chairman and Member of the Nomination and Remuneration Committees)	Non-Independent/ Non-Executive	Professor in Business and holds multiple position as Board member and CEO in Kuwaiti organizations	30/11/2021	29/11/2024
Mr. Emad A-Deen Fahmi Nemer Assaf (Member of the Audit Committee)	Independent/ Non-Executive	Master in Business Administration and 18 years of experience in the telecommunications, industries and investment sectors	30/11/2021	29/11/2024
Dr. Ahmed Aly Darwish Hagi Aly Al – Shamali (Member of the Audit and Nomination and Remuneration Committees)	Non-Independent/ Non-Executive	PhD in Business Administration and 8 years of experience in the academic field, investment and securities sector	20/2/2022	29/11/2024
Ex - members				
Dr. Aly Darwish Hagi Aly Al – Shamali (Chairman of the Audit Committee)	Independent/ Non-executive	PhD in marketing management and the number of years of experience 33 years in academic and investment institutions	30/11/2021	26/10/2022
New members				
Dr.Mansour Farag Khamis Al Saeed (Chairman of the Audit Committee)	Independent/ Non-Executive	PhD in commercial law and foreign investment and the number of years of experience is 35 years in the academic and legal field	29/11/2022	29/11/2024

8. Meetings of the Board of Directors during the Financial Year 2022/23

Name	Designation	Nationality	Meetings attended
Dr. Salam Salim Al Mur Al Kindi	Chairman of the board	Omani	5
Dr. Sarah Aly Darwish Hagi Aly Al - Shamali	Vice Chairman	Kuwaiti	4
Dr. Mansour Farag Khamis Al Saeed	Board Member	Kuwaiti	4
Dr. Ahmed Aly Darwish Hagi Aly Al Shamali	Board Member	Kuwaiti	5
Mr. Emad A-Deen Fahmi Nemer Assaf	Board Member	Jordanian	5
Dr. Aly Darwish Hagi Aly Al - Shamali	Ex-Board Member	Kuwaiti	-

Total number of meetings held – 5

9. Minimum information to be placed before the Board

In order to facilitate proper governance, amongst others, the minimum information to be placed before the Board as per the Code, is provided to the Board.

10. Meetings and dates of Board and Committees

Sl. No.	Board Meetings	Audit Committee	Nomination and Remuneration Committee
1.	27/10/2022	27/10/2022	27/10/2022
2.	29/11/2022	-	24/11/2022
3.	29/12/2022	29/12/2022	29/12/2022
4.	29/03/2023	29/03/2023	-
5.	20/06/2023	20/06/2023	20/06/2023

11. Audit Committee functions and authority:

As per the corporate governance regulation the Audit Committee carries out the following functions:

- Investigates and studies issues related to the appointment of an External auditor including remuneration, terms of reference, and the extent to which additional services may affect the independence and neutrality of the auditor.
- Reviews the Audit work plan, the auditing results and reassures the right of the auditors to inspect all necessary documents.
- Inspects the cases of financial fraud and forgery done by producing misrepresented figures in the financial statements and sets strict control procedures that will ensure the application of proper accounting policies and practices and reflects the actual financial position of Majan.
- Supervises the internal auditing activities by reviewing the scope of the work plan set for the internal auditor, studying the internal auditor reports covering the most important issues and ensuring the internal auditor inspection of all relevant documents.
- The Internal Audit Committee also periodically reviews and investigates the efficiency and effectiveness of the internal auditing process.
- Reassures the suitability and efficiency of the internal controls adopted by Majan by relying on either the periodical reports of the internal auditor or the external auditor or by relying on other experts.
- Supervises aspects related to the preparation of financial statements including review of the quarterly and annual financial results before being published, reviewing the external auditors' qualifications on financial results if any, studies and discusses accounting policies and principles in general, ensuring compliance with the international Financial Reporting Standards Majan's adherence to the disclosure requirements issued by the Capital Market Authority.
- Acts as a communication channel between the Board of Directors and both the internal auditor and the external auditors.
- Reviews Majan policy for 'risk management' and investigates the reasons for Majan's failure to implement, if any.
- Review any proposed dealings and transactions with the related parties, submits recommendations to the Board of Directors and seeks to set the necessary regulations to enable Majan to enter into low value transactions with these parties without requiring the advance approval of the audit committee and Board of Directors.

11.1 Audit committee work procedures

- The committee meets on periodical basis, at least 4 times during the year with the maximum gap of 120 days between them.
 - The committee's meeting is valid and legal when attended by a majority of its members.
 - The committee is fully authorized to perform its functions.
 - The committee shall take note of the External auditors opinion before referring the annual accounts to the Board of Directors for decision.
 - The term of office for both the Committee and the Board shall end at the same time (simultaneously). The new Board of Directors shall reconstitute the Committee according to the same procedures.

11.2 Internal Control

The Audit Committee has reviewed, on behalf of the Board, the internal control findings by meeting the internal auditor, reviewing the internal audit reports and recommendations and meeting the external auditor, reviewing the audit findings report and the management letter.

The internal audit function started in February 2004 and is on-going, where issues are identified and action plans are put in place to operationalise them. The Board also reviews the quarterly operational reports generated by the Management of Majan, which compares the budget and the actual.

11.3 Meetings of the Audit Committee during the financial year 2022/23

No	Name	Designation	Meetings attended
1.	Dr. Aly Darwish Hagi Aly Al Shamali	Ex-Chairman of Audit Committee	1
2.	Dr. Mansour Farag Khamis Al Saeed	Chairman of Audit Committee	3
3.	Dr. Ahmed Aly Darwish Hagi Aly Al Shamali	Member of Audit Committee	4
4.	Mr. Emad A-Deen Fahmi Nemer Assaf	Member of Audit Committee	4

- Total number of meetings held – 4

12. NOMINATION AND REMUNERATION COMMITTEE

- As per the corporate governance regulation, the committee have the following responsibilities:
 - a) Provide succession planning for the executive management.
 - b) Develop a succession policy or plan for the board or at least the chairperson.
 - c) Prepare detailed job descriptions of the role and responsibilities for directors including the chairperson. This will facilitate orientate directors towards their tasks and roles, and appraise their performance.
 - d) Look for and nominate qualified persons to act as interim directors on the board in the event of a seat becomes vacant.
 - e) Notwithstanding the articles of association of the company, look for and nominate qualified persons to assume senior executive positions, as required or directed by the board.
 - f) Prepare a bonus, allowances and incentive policy for the executive management.
 - g) Review such policies periodically, considering market conditions and company performance.
 - h) Taking into consideration avoiding conflict of interests, the committee may, upon obtaining the approval of the board, seek the assistance and advice of any other party in order to better deliver its tasks.

12.1 Meetings of the Nomination and Remuneration Committee during the financial year 2022/23

N o.	Name	Designation	Meetings attended
1	Dr. Salam Salim Al Mur Al Kindi	Chairman of Nomination and Remuneration Committee	4
2	Dr. Ahmed Aly Darwish Hagi Aly Al Shamali	Member of Nomination and Remuneration Committee	4
3	Dr. Sarah Aly Darwish Hagi Aly Al - Shamali	Member of Nomination and Remuneration Committee	4

- Total number of meetings held – 4

13. Means of Communication with Shareholders and Investors

Majan discloses its quarterly financial statements by publishing in the newspapers and uploading copies in the MSX website www.msx.om (for easy public access). The annual report along with the audited financial statements is sent to the shareholders with the Notice of the AGM.

14. Related party transactions

a) A total of RO 23,750 was paid as sitting fees and expenses of the Board of Directors and the committees during 2022-2023 and detailed as follows:

Name	Sitting Fees for Board meeting (RO)	Sitting fees for Audit committee meeting (RO)	Sitting fees for Nomination and Remuneration committee meeting (RO)	Sitting fees for Board of Trustee meetings
Dr. Salam Salim Al Mur Al Kindi	2,750	-	2,000	600
Dr. Mansour Farag Khamis Al Saeed	2,000	1,500	-	
Dr. Ahmed Aly Darwish Hagi Aly Al Shamali	2,500	1,800	1,800	
Dr. Aly Darwish Hagi Aly Al - Shamali	-	500	-	200
Dr. Sarah Aly Darwish Hagi Aly Al - Shamali	2,000	-	1,800	
Mr. Emad A-Deen Fahmi Nemer Assaf	2,500	1,800	-	

b) Directors remuneration is NIL

c) Majan has accounted for RO 295,457 as salaries and other related cost paid and payable to the top five senior management personnel of Majan. The five senior management consists of:

Name	Designation	Profile
Dr. Maha Kobeil	Dean & CEO	Joined in 2000 Has over 35 years of academic experience.
Ms. Nabila Al Macki	Deputy Dean for Academic affairs	Joined in 2002 and has 32 years of experience.
Dr. Ammar Al Balushi	Head of Faculty Business Management	Joined in 2019 and has 18 years of experience.
Dr. Susan Roper	Associate Dean - Planning & Risk Management	Joined in 2021 and has 43 years of experience.
Dr. Brian Poole	Associate Dean for Teaching & Partnerships	Joined in 2022 and has 44 years of experience

- d) All the employees have employment contracts in accordance with the Omani Labour Laws with regard to service, notice period and end of service benefits
- e) A total of RO 1,342,446 was the movement in Musharak investments & Investment income & Investments at FVTPL during 2022-2023 and detailed as follows:

Income of investment at amortised cost	RO 419,674
Net Addition & Maturity of Musharaka deposits	RO 952,087
FairValue changes of investment through FVTPL	-RO 29,315

15. Analysis according to the number of shareholders number of shares and ratios as on 31.8.2023:

Percentage of shareholding

	No. of shares	%
More than 10%	78,264,230	87
From 1 to 10%	4,287,942	4.8
From 150,000 shares to less than 900,000 shares	4,430,299	4.9
Less than 150,000 shares	3,017,529	3.3
Total	90,000,000	100%

Distribution of shareholding

	No. of shareholders	No. of shares
More than 10%	2	78,264,230
From 1 to 10%	1	4,287,942
From 150,000 shares to less than 900,000 shares	11	4,430,299
Less than 150,000 shares	233	2,529,029
Total	247	90,000,000

16. Analysis according to the monthly lowest and highest price for Majan shares:

	Month	Lowest Price (R.O.)	Highest Price in (R.O.)	Closing Price in (R.O.)
1	September 2022	0.144	0.145	0.145
2	October 2022	0.145	0.146	0.145
3	November 2022	0.150	0.150	0.150
4	December 2022	0.150	0.150	0.150
5	January 2023	0.150	0.150	0.150
6	February 2023	0.150	0.155	0.150
7	March 2023	0.135	0.140	0.135
8	April 2023	0.131	0.132	0.131
9	May 2023	0.126	0.127	0.126
10	June 2023	0.115	0.125	0.115
11	July 2023	0.115	0.125	0.115
12	August 2023	0.105	0.107	0.105

17. Independent consultant for the Board appraisal

The appraisal of the Board was conducted for the year ended 31.8.2019 by Keynote Services LLC, independent consultants, appointed at the AGM held on 26/11/2018. The next appraisal will be done before the expiry of the membership of the current Members for the Board as a whole as well as each individual Member of the Board. The criteria for appraisal of the current Board for the year ended 31.8.2019 was pre-approved by the Board and AGM. The report of the consultant for year ended 31.8.2019 was received by the Board and necessary action, if any, to improve the performance of the Board has been taken.

18. Statutory Auditors

CROWE (Oman) are the external auditors and they are a member of CROWE International, one of the world's leading organizations providing accounting, taxation and business advisory services, via firms in 130 countries

Details on Audit and other fees paid and payable	RO
Current year audit services	6,500

19. The Internal Auditor

Majan appointed Mr.Karim Essam as fulltime internal audit manager. He is a member of ACCA with EX Big four firms experience.

20. The Legal Advisor

Majan appointed as legal advisors – Mr.Ibrahim Al Muselhi – Advocates and Legal Consultants.

21. General Meetings

AGM: This was held on 29/11/2022 under the Chairmanship of Chairman Dr. Salam Salim Al Mur Al Kindi to discuss the financial statements and to appoint the external auditor for 2022/2023 and to elect a new Member of the Board of Directors. There was 76.44% attendance. Mr. Emad A-Deen Fahmi Nemer Assaf, attended the meeting from the Board of Directors.

22. Acknowledgment by the Board of Directors as at 31st August 2023

The Directors are required by the Commercial Companies Law 2019, as amended, to prepare financial statements for each financial year in accordance with the International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS") to fairly reflect the financial position of Majan and its performance during the relevant financial period.

In preparing the financial statements, the Directors have:

- selected suitable accounting policies and applied them consistently;
- made judgments and estimates that are reasonable and prudent
- ensured that all applicable accounting standards have been followed; and
- prepared financial statements on the going concern basis as the Directors have a reasonable expectation, having made enquiries, that Majan have adequate resources to continue in operational existence for the foreseeable future.

The Directors have the responsibility of ensuring that Majan maintains accounting records that disclose with reasonable accuracy the financial position of the Company and enables them to ensure that the financial statements comply with Commercial Companies Law 2019, as amended.

The Board affirms its overall responsibility for Majan's systems of internal controls and risk management and for reviewing the adequacy and integrity of those systems. It should be noted, however, that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. In addition, it should be noted that any system can provide only reasonable, and not absolute, assurance against material misstatement or loss

23. Details of non-compliance by Majan

Majan has complied with all regulatory requirements issued by Capital Market Authority, Muscat Stock Exchange, Ministry of Higher Education, research and innovation and other regulatory bodies. Majan was not exposed to any non-compliance penalties.



Dr. Salam Salim Al Mur Al Kindi
Chairman

