



**SIIL
CORPORATE
GOVERNANCE
FRAMEWORK**

SALAM CORPORATE GOVERNANCE FRAMEWORK

August 2023

Salam International Investment Limited



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Preparer	Approval	Approval

Salam International Investment Limited



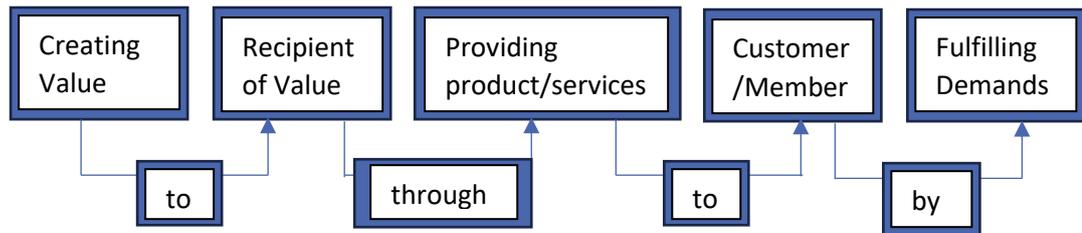
Salam Vision and Mission Statement

Version Date: _____

I. Vision Statement:

I. What a company vision is

A Vision is an aspirational statement of an organizations purpose, core values and sometimes specific ultimate goals.



- **Most visions distinguish for areas:**

- Strategic Intent:

Expresses the company's long-term aspiration and ultimate goal.

- Mission:

Defines the company's fundamental role and raison d'être vis-à-vis its stakeholder.

- Sources of Advantage:

Identifies the competitive strengths and corporate values that will help achieve the vision.

- Business Definition:

Determines the businesses that the company is in, today and tomorrow.

- **Characteristics of an effective vision:**

Imaginable: Conveys a picture of what the future will look like

Desirable: Appeals to the long-term interests of employees, customers, stockholders.

Feasible: Comprises realistic, attainable goals

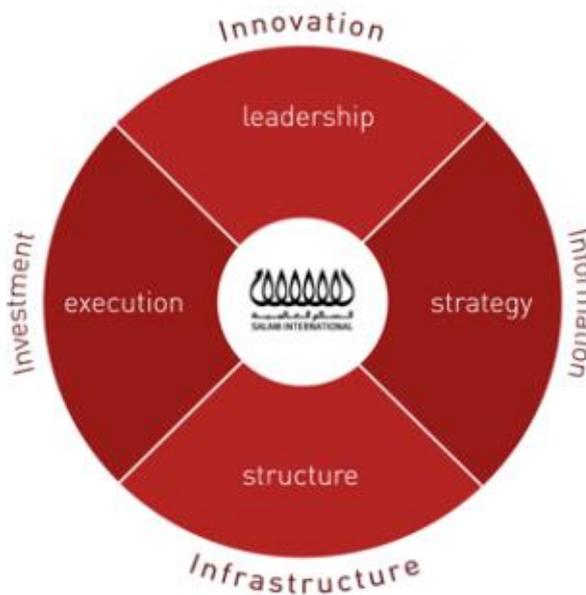
Focused: Is clear enough to provide guidance in decision making

Flexible: Is general enough to allow individual initiative and alternative responses considering changing conditions

Communicable: is easy to communicate; can be successfully explained within five minutes

II. SIIL Vision Statement:

1. To consistently create shareholder value by growing a number of business areas, direct and indirect investments, while pursuing opportunities through operational efficiencies and excellence that reinforce our business. We will meet and exceed the needs of our customers, suppliers, employees, shareholders, and the local communities in which we operate.
2. To fulfil our potential and continually evolve by creating value, growing our businesses through excellence.



III. SILL's Mission Statement:

1. SILL aims to consistently promote growth and continued profitability through the effective deployment of capital resources and to develop corporate strategies that prioritise shareholder value. The Company strive to conduct their business activities in an ethical manner, to meet and exceed the needs of their customers, and to become a regional partner of choice for suppliers. We remain committed to developing their people and serving the communities in which they operate.
2. Salam will measure its success and way forward utilizing the best practices and focusing on the below 4 pillars:



IV. Mission Statement:

The Mission statement may describe:

- The business (business definition) that captures the essence of the business strategy that provides clarity to employees, customers, and other stakeholders.
- To the organization and external market, the business services provided, and the value propositioned to the partners, customers.
- The following key areas: Who the customer is, what the ultimate outcomes are, what products, services, or relationships the organization provides, and how members of the organization work toward achieving the desired results.

V. SIL's Core Values:

1. Quality and Excellence
2. Agile and Adaptiveness
3. Integrity and Transparency
4. Customer Experience

Salam International Investment Limited



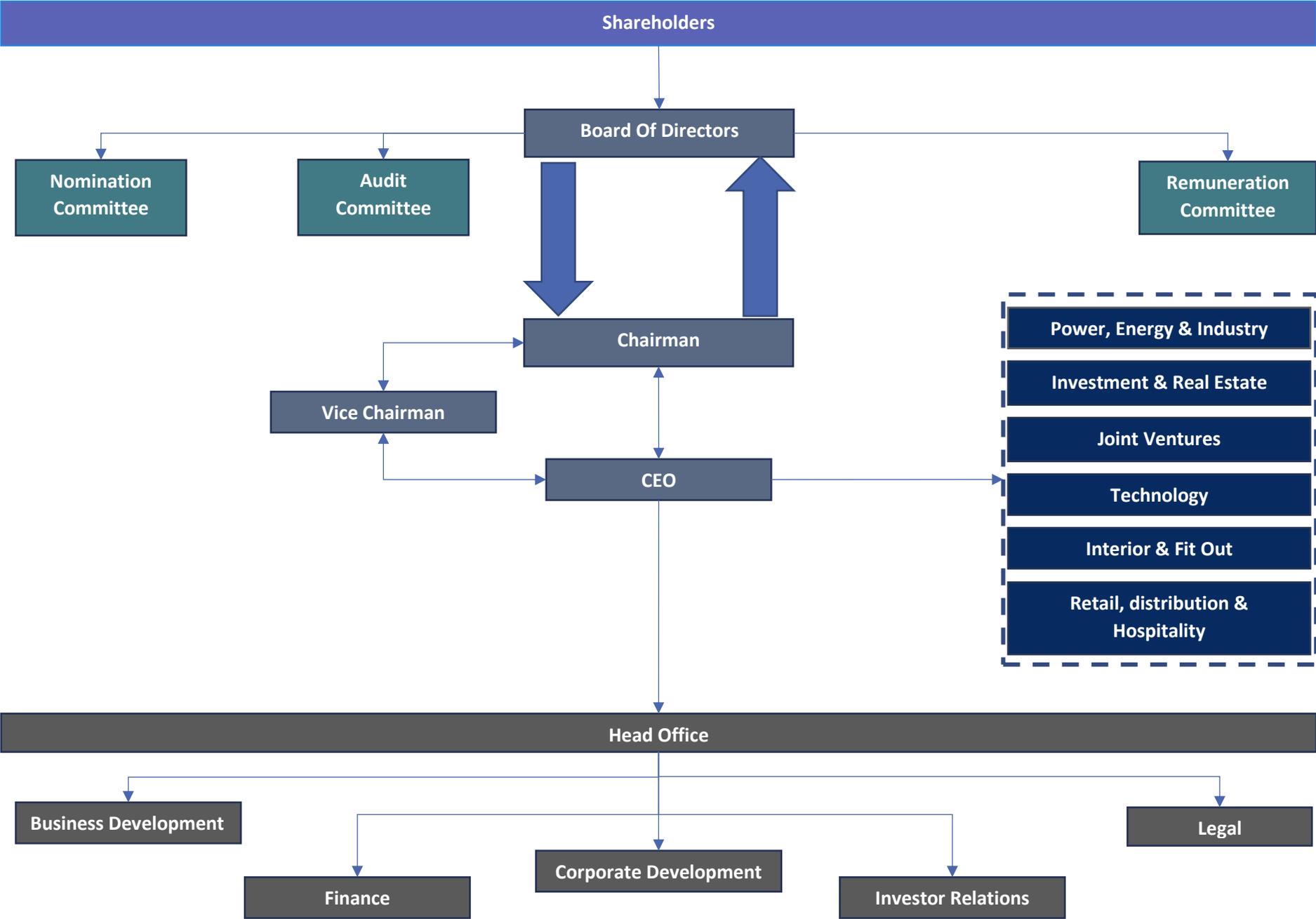
Introduction to the Salam Corporate Governance Policy

1. Introduction & Purpose of the manual

- 1.1. The Board of Directors (hereinafter "Board") is accountable to the Shareholders and other stakeholders to ensure that the Company is managed in a safe and sound manner. The Senior Management team is accountable to the Board to manage the Company in accordance with the policies and principles established by the Board and applicable legal requirements.
- 1.2. The purpose of the Policy is to outline the corporate governance structure and supporting framework for Salam International Investment Limited ("SIIL" or the "Company"). This Policy, together with the Memorandum and Articles of Association details the authority and governance practices for SIIL.
- 1.3. This Policy should be read in conjunction with the Company's Articles of Association, Qatar Financial Market Authority Governance code for companies & and other governance documents.

2. The Corporate Governance Structure

- 2.1. Corporate governance is the system by which companies are directed and managed. It influences how the objectives of the Company are set and achieved, how risk is monitored and assessed, and how performance is optimised.
- 2.2. Shareholders elect a supervisory body (Board of Directors) to represent their interests. This body essentially provides strategic direction to, and control over the Company's managers. Managers are accountable to this supervisory body, which in turn is accountable to shareholders through the Annual General Meeting.



3. Shareholders Oversight & Responsibilities

3.1 A shareholder is any individual, group, or organization that owns one or more shares in the Company, and in whose name the share certificate is issued. It is the right of every shareholder to participate and vote in the General Meeting and the Company should avoid any procedure that would hinder the shareholders voting right. On the contrary, the Company should facilitate the shareholders' rights to vote.

3.2 The Company should make available all information which enables the shareholders to perfectly exercise their rights. This information should be sufficient and accurate and should be updated regularly and presented in a regular manner to the shareholders. Additionally, the Company should implement an effective method to communicate with its shareholders and there should be no preference between a shareholder and another in giving this information.

4. Board Of Directors:

4.1 The Board is accountable to the Company's shareholder to ensure that the Company is managed in a safe and sound manner. To fulfil their fiduciary duties, the Board Members must be independent of the management of the Company; familiar with the Company's business and general financial and accounting principles; and actively engaged in directing and overseeing management.

4.2 The members of the Board of Directors shall be appointed by the Company's General Assembly and the Board of Directors is formed in accordance with the provisions of the Qatar law, the Governance Code and AOA of the Company.

5. Board Committees:

5.1 The Board may set up sub-committees and delegate their duties without abdicating their responsibilities. These sub-committees will have a formal 'Terms of Reference' documenting the Committee's roles and responsibilities, delegated authority, and reporting requirements.

6. Board Decisions:

6.1 Decisions of the Board and sub-committees shall be based on simple majority of votes and in case of a tie, the Chairman shall have the casting vote.

6.2 Decisions may also be made via circular resolutions.

6.3 Decisions by simple majority.

6.4 Decisions to be ratified at the next BOD meeting.

7. Directors and Officers Remuneration Policy:

7.1 The Board of Directors has adopted the Directors and Officers Remuneration policy to remunerate its Directors and Officers fairly and responsibly including key management personnel.

7.2 Remuneration of the key managerial personnel should be structured so that significant portion of the total is linked to the Company and individual performance and aligned with the long-term interests of the shareholders.

8. Board Of Directors Charter:

8.1 The Board has adopted a formal charter that details the functions and responsibilities of the Board.

8.2 The Board Charter outlines the principal role of the Board of Directors, the demarcation of the roles, functions, responsibilities and powers of the Board, various Board committees of the Company and matters reserved for final decision-making or pre-approval by the Board and the policies and practices of the Board in respect of matters such as conflicts of interest and convening of Board meetings.

9. Board Audit and Risk Committee

9.1 The Board Audit and Risk Committee assists the Board of Directors independently ensuring and maintaining oversight of SILL and fulfilling its responsibility towards assisting the Board to discharge their duties regarding reported financial information, internal controls, corporate code of conduct, overall well-being of the Company and maintain oversight audit functions, legal and regulatory requirements.

9.2 Board Audit and Risk Committee Charter sets out the responsibilities, principles and operation of the Committee and identifies the interaction with the Board of Directors, Management and the Internal and External Auditors.

10. Board of Directors/Committees Performance Assessment Framework:

- 10.1 While the Board remains accountable for the performance and affairs of the Company, it delegates to Board Sub-Committees and the Management, certain functions to assist it to properly discharge its duties. Appropriate structures for those delegations are in place, accompanied by monitoring and reporting systems in the form of Charters / Terms of Reference for the Committees.
- 10.2 The Board has established a mechanism for the annual review of its own performance as well as performance of its committees.

11. Board Secretary:

- 11.1 The Board Secretary is appointed by the Board of Directors and is responsible for maintaining and safekeeping Board documentations and is responsible for the distribution of Board meeting agendas, invitations, and setting out names of the attending and absent members, and other required documentation, and the distribution of Board meeting minutes and resolutions. The Secretary is also responsible for providing orientation material and scheduling orientation sessions for the new Board members.

12. Risk Management:

- 12.1 SIIL is exposed to a variety of risks including:
- Operational Risk
 - Financial risks
 - Honestly and integrity risks
 - Information technology risks
 - Environmental risks
 - Crisis management
- 12.2 The Board must ensure a sound system of risk management framework and internal control mechanism is in place, including identification, analysis, evaluation, treatment, and monitoring of risks.

13. Governance Compliance

- 13.1 Governance compliance is represented in the work steps developed and followed by the Company's CEO to comply with rules and regulations and governance best practices.
- 13.2 The policy applies to SILL and maybe applied to the subsidiaries based on SILL's discretion.

14. Governance Reporting

- 14.1 Governance reporting is represented in the work steps developed and followed by the Company's CEO in providing shareholders with governance updates regarding its policies and procedures.
- 14.2 This policy applies to SILL.

15. Related Party

- 15.1 The general purpose of this policy is to provide CEO with a systematic approach to discern related parties/ affiliates, for approved types of related party/ affiliate transactions, and for proper documentation of such transactions.
- 15.2 It is within the duties of the Board to formulate and monitor the policy in providing a statement regarding the identification of related parties/ affiliates, recognition of common related party/ affiliate transactions, and proper handling and documentation of acceptable related party/ affiliate activities.

16. Internal Audit Function:

- 16.1 The role of the Internal Audit Function is to assist the Board and Management in achieving effective Corporate Governance, Business Risk Management, and Internal Control through providing objective, independent, professional and risk- based assurance and consulting services in line with the Company's values and audit profession ethics and standards. Further, there is no in house Internal Audit function. All the responsibility and functions are conducted by the outsourced internal auditor.

17. Confidentiality

17.1 The purpose of this policy is to define the principles and guidelines required to maintain confidentiality of SILL's information and that of its relationships.

17.2 This policy applies to all employees of SILL and its subsidiaries.

18. Management Oversight and Responsibility:

18.1 The Board will oversee the development of an organizational structure that details how SILL is organized along with the reporting lines. The Board shall also ensure the establishment of a performance measurement framework for Senior Management.

18.2 The Senior Executive Management shall periodically acquaint the Board members with the activities of the subsidiaries, their business units, their work plans and achieved results. It is the responsibility of the Senior Management to operate the Company in an effective and ethical manner including:

- Operating the business in a manner which reasonably calculates to maximise the long-term value for the Company.
- Setting a strong ethical tone for the Company and establishing and implementing a code of conduct which is reasonably calculated to discourage and detect misconduct.
- Establishing internal controls and a financial reporting system which are reasonably calculated to produce financial reports that accurately and fairly present the Company's financial condition.

19. Promoting Ethical Conduct:

19.1 SILL Board aims to ensure that all Board Members and the Management personnel should act with the utmost integrity and objectivity, always striving to enhance the reputation and performance of the Company.

19.2 Code of conduct to guide the Directors and the Management personnel to the practice necessary to maintain confidence in the Company's integrity, the responsibility and accountability of individuals for reporting and investigating reports of unethical practice is outlined in the Director's letter of appointment and / or other policies.

20. Safeguarding Integrity in the Financial Reporting:

- 20.1 The Management is responsible to ensure that financial reports present a true and fair view of the Company's financial position and that the operational results are in accordance with relevant accounting standards.
- 20.2 The Board will ensure that a structure to independently verify and safeguard the integrity of the Company's financial reporting is in place.

21. Delegation of Authority Limits:

- 21.1 Approving limits for the Board and Board Committees are incorporated into the Delegation of Authority Limits (DAL) in line with the scope of duties and established Charters and Terms of References. Further, the DAL has the following categories of approving authorities amongst the Company's management team:
- Chief Executive Officer
 - Chief Financial Officer
 - Other Heads of functions / departments

22. Code of Conduct:

- 22.1 The Code of Business Conduct and Ethics (the "Code"), contains the policies that relate to the legal and ethical standards of conduct that Board members, committee members, the executive management, managers, and employees (together, the "Concerned Persons") are expected to comply with while carrying out their fiduciary duties to SILL and its subsidiaries.
- 22.2 The Directors Code of Conduct has been developed to ensure all directors adhere to standards of loyalty, good faith, and the avoidance of conflict of interest.

23. Conflict of Interest:

- 23.1 All Concerned Persons should avoid conflicts of interest between themselves and the Company. A "conflict of interest" can occur when the private interest of any of the Concerned Persons interferes in any way — or even appears to interfere — with the interests of the Company as a whole.
- 23.2 A conflict situation can arise when any of the Concerned Persons takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when any of the Concerned Persons, or a

member of their immediate family, receives improper personal benefits because of his or her position in the Company.

24. Whistle-Blowing Policy:

- 24.1 The Whistle-Blowing program and policy encourages employees of SILL to raise genuine concerns about possible improprieties in matters of financial reporting and other malpractices at the earliest Opportunity, and in an appropriate way.
- 24.2 Its sets out the principles, reporting channels, investigation procedures and provides protection to all Directors, Officers, Managers and Employees who report, in good faith, suspected violations by other Board or staff members.

Salam International Investment Limited



Salam Corporate Governance Framework

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1. Board Supervision

1.1 Purpose:

This policy elaborates the Board's responsibility regarding supervision. Supervisory responsibilities are to provide reasonable assurance that operations are directed towards achieving SILL's strategy, goals, and objectives.

1.2 Scope:

The Board Supervision policy and related guidelines have been established to formalize the Board's duties in having the ultimate supervision authority over SILL's direction and operations.

1.3 General Policy Statements

The following statements represent the guiding policy, in implementing the Board Supervision policy:

- a) The Board may delegate the responsibility of day-to-day operations to the CEO, but the Board remains accountable for making sure that operations are carried out in an effective, safe and sound manner, and in compliance with applicable laws and regulations.
- b) The Board must supervise SILL's operations to reflect sound planning, enable effective governance of the business through comprehensive policies and procedures, and effective administration of operations by the CEO.
- c) The Board must determine if the CEO can meet the new challenges of growth and increased complexity. Board members also must determine the effectiveness of current methods and take steps to change and improve systems when necessary.
- d) The Board will monitor the development of SILL's Vision, Mission, Strategy Plan, Policies & Procedures, Code of Ethics, Internal Control Structure, Manual of Authorities, and Organizational Structure, and will review and approve the same.
- e) The Board, in conducting its activities, will delegate some of its authority to Board Committees.
- f) The Board must demand continual and accurate information from the CEO, and Company sources to properly monitor operations.

1.4 Organizational Structure Development

- a) The Board will oversee the development of an organizational structure that details how SILL is organized. Once developed, the Board will approve the organizational structure.
- Lines of Authority will run from the shareholders through the Board, headed by the Chairman (or Vice-Chairman as needed) to the CEO.
 - Lines of Authority also flow from the Board to the Board Committee of related entities which then flow to the CEO and each employee/ service providers or any authorized personnel/staff.
 - Assignments not related to normal duties will be arranged in a manner such that the employee and/or service providers are aware of the immediate supervisor to which he/she should report.
- b) Each position will be designed to give the employee and/or service providers enough authority to fulfil the assigned responsibilities.
- Each employee/service provider's span of control will be based on the position held, level of training and experience, and the risk exposure related to the responsibilities.
 - SILL will emphasize manual delegation of authority in conjunction with proper training and effective communication.

2. Management Supervision

2.1 Purpose:

The following guidelines provide the framework for a solid and supportive working relationship between the Board and Management. The guidelines also address communication between the Board and Management and outline a specific management supervision program.

2.2 Scope:

Management is responsible for the daily operations of SILL. It is the Board's responsibility to establish policies and procedures that provide Management with direction in carrying out its managerial responsibilities.

2.3 General Policy Statements

The following statements represent the guiding policy, as set by the Board, in implementing the Management Supervision:

- a) The Board will develop a policy statement that identifies its role and purpose and the role of SILL's CEO.
- b) This policy statement should identify the Board's role as one of providing advice and direction to SILL's Management and of evaluating Management's performance in achieving established goals and objectives.
- c) The Board will not interfere with or obstruct the daily management process. The CEO is responsible for the daily management of SILL's operations.
- d) The Board will establish criteria for Management supervision through policy statements addressing both the major business activities of SILL and the performance of the executive management.

2.4 Board Reporting

- a) The Board will review and pre-approve established goals, objectives, budgets, and strategic plans.

- b) The CEO will receive monthly reports comparing SILL's actual performance to the established goals, objectives, budgets, strategic guidelines and three (3) year business guidelines. However, the CEO shall have the authority to suspend the strategic plan as based on socio-economic factors with due notification to the Board.
- Any variances between established goals and actual performance will be explained in detail and in writing to the Board during the designated Board meeting.
- c) The CEO will report regarding the performance on a quarterly basis to the Board of Directors.

3. Shareholders Oversight and Responsibilities

3.1 Register of Shareholders:

- a) According to the applicable laws, the Company's shares are traded on the Qatar Stock exchange. Accordingly, the Company's shareholder register at the stock exchange is like the Company's shareholder register. The Company may list its shares for trading on stock exchanges or other financial markets. In accordance with the applicable laws and regulations in this regard.
- b) The Company's share shall be disposed of in accordance with the regulations and the stock exchange or financial market in which the Company's shares are traded. Provided that the Company requests a copy of the register and places it at disposal of the shareholders in accordance with the special system approved by the Board of Directors Administrations. Any interested party has the right to request the correction of the data contained in the register, especially if a person is registered in it or removed from it without justification.

3.2 Shareholders Obligations:

- a) According to Article 12 of Company's Article of Association, the shareholder is only liable for the value of each share he owns, and the shareholders obligation may not be increased except in accordance with the provisions of the regulations and Commercial Companies Law in force.

3.3 Ownership of shares

- a) Ownership of the shares of the Company de jure entails acceptance of the Company's Article of Association and all the decisions of its general assemblies in force, and no shareholder may object to any of these decision in any way of objection.

3.4 Indivisibility of shares

- a) A share is indivisible in a confrontation, except that it is permissible for two or more persons to participate in one share or in a number of shares, provided that they are represented before the Company by one person. The partners in the shares are considered jointly liable for the obligations arising from this ownership.

3.5 Seizure of shares

- a) It is not permissible to seize the Company's funds in order to satisfy debts owed by a shareholder, but it is permissible to seize the shares of the debtor and the profits of these shares. An indication of attachment shall be indicated in the data for the registration of shares in the shareholders register, and the shares of the debtor in the financial market, in which the Company's shares are traded. Nor shall any of them have any of the rights of shareholders in the General Assembly of the Company, or to interfere in any way whatsoever in the management of the Company.
- b) All decisions taken by the General Assemble shall apply to the confiscator and the mortgage as they apply to the shareholder whose shares are seized or the mortgagor. However, the mortgagee creditor may not attend the General Assembly or participate in its deliberations, ratify its decisions, or object to it, nor shall he have any of the rights of membership in the Company.

3.6 Equal ownership of shares

- a) Each shares entitles its owners to a share equivalent to the share of other shares, without discrimination, in the ownership of the Company's assets and profits divided in a manner set forth in this system and the commercial companies' law in force.

3.7 Shareholder's rights

- a) The Shareholders of the Company enjoy all the rights guaranteed to them under the Commercial Companies Law in force, and the Company's system governance and Article of Association of the Company.
- b) These rights, in general terms, are:
 - The right to participate in decision-making process by attending the General Assemblies, the right to discuss the topics proposed to the Assembly, right to vote on the General Assembly decisions, vote and impeach members of the Board, right to reserve and object to the decisions of the General Assembly and right to approve or abstain from giving the approval for Board Members' remunerations.

- The right to control the management of the Company , as manifested in the right to discuss the topics listed on the agenda, address questions to the Board members and auditor, discuss matters that are not listed on the agenda but relate to serious facts revealed during the meeting, right to list specific matters on the agenda by a number of shareholders, right to resort to the General Assembly if the shareholder considers the reply as inadequate, right of the shareholder to be informed of all the amounts received by the Chairman and every member of the Board, whether as remuneration, charges, salaries, in-kind benefits, and the amounts allocated to each member of the Board as pension or end of service gratuity, as well as the operations which may cause a potential conflict of interests.
- The right to information:
 - a. View the shareholder register at the Qatar Stock Exchange and/ or the Qatar Central Securities Depository Company in accordance with the applicable law approved by the Authority.
 - b. View the Article of Incorporation and Article of Association of the Company, the minutes of General Assembly meetings, which are published on the website of SILL.
- Shareholders may invite the Ordinary and Extraordinary General Assembly to convene. They may also vote by proxy and request the inclusion of new items on the agenda of the General Assembly, in accordance with the provisions of this by law. Each shareholder shall have the same rights as other shares of the same class.
- The right to attend General Assemblies, the right to discuss issues presented to the association, the right to vote on the decisions of the General Assembly, the election and dismissal of the members of the Boards of Directors, the right to reserve and object to the decisions of the General Assembly, and the right to approve or withhold approval of the remuneration of the members of the board in accordance with the provisions of this system.

- The right to the shareholder to view all the sums obtained by the Chairman of the Board of Directors and each member of the Board, whether they are wages, fees, salaries, in-kind benefits, and the sum allocated to each a reserve pension or compensation for termination of service and the operations in which it is possible conflict of interest.
- The right of shareholders who own 10% of the Company's capital to request inspection of the Company, regarding gross violations attributed to the members of the Board of Directors and auditors in the performance of their duties determined by the law or the Article of Association of the Company, where there are reasons that suggest the existence of these violations.
- The shareholder has the right to file a lawsuit on his own in the event that the Company does not file to the extent of the special damage he suffered as a shareholder in accordance with the provisions of the Commercial Companies Law in force. The General Assembly has the right to sue anyone who harms the interests of the Company or causes damage to the right of shareholders, and to request compensation for liability for illegal actions. This is according to what is stipulated in the law. The right to opt out of simultaneous exit at the same terms and prices, and proportionally. This is in the event of a change in the ownership of the Company's exceeding 25 percent.
- Every shareholder shall have the same right as all other shares of the same category.

4. Board Of Directors

4.1 Board Composition

- a) The Company is managed by a Board of Directors, consisting of (11) eleven members, each of them, provided that one of them is an independent member.
- b) The term of membership of the Board is three years.
- c) The Board member may combine membership of the Board with working for the Company for a fee, provided that contracts are concluded regulating the relationship between them and the Company and the Ordinary General Assembly for the Company takes roles of this procedure, provided that the period of these does not exceed (3) three years, except to renewal.
- d) If the position of one of the members of the council
- e) Number of Members:
 - The member of the Board of Directors is elected by the Company's General Assembly and is formed in accordance with the provisions of the law, the governance code and AOA. At least, one third of the members of the Board shall be independent Board Members and the majority of the Board Members shall be Non-Executive Board Members. One or more seats may be allocated to represent the minorities and another to represent the employees of the Company.
 - In all cases, the formation of the Board must ensure that no one or more members shall be in charge to control the decision-making process.
- f) Mix:
 - Executive Member: A member of the Board of Directors, performs executive management duties for the Company, and/or is the full employee of the Company.
 - Non-Executive Members: A member of the Board of Directors, who is not under the influence of any factor that may limit his ability to consider and discuss the Company's affairs, and to make a decision in this regard impartially and objectively, based on facts only.

g) Power of Director:

The Board of directors has the widest powers and powers to manage the Company and to understand all the work required by this department, according to its purpose. These powers are not restricted except by what is stipulated in the law, the Company's Article of Association, or the resolution of the General Assembly. The Board may not sell or mortgage the real estate of the Company or contract loans except with the permission of the General Assembly, unless this dispositions that are inherently within the purpose of the Company or have been acquired for investment purposes.

In addition to the authority and authorities granted to the Board of Directors of the Company and stipulated in this system and / or in the Companies Law.

In force, the Board of Directors shall do the following:

- Preparing for the meetings of the Company's General Assemblies and preparing their agendas in accordance with what is stipulated in this by law and in Commercial Companies Law in effect.
- Preparing and publishing the balance sheets, profit and loss account of the Company, and reports of its activities in preparation for presenting them to the assembly and public.
- Preparing and presenting semi-annual financial reporting reviewed by the author and non-audited quarterly reports.
- Calling for meetings of the Company's General Assemblies, and notifying them to the shareholders and the competent department, at the Ministry of Economy and Commerce, along with all the required documents, in accordance with what is stipulated in the system and the Companies Law

In effect, prepare the detailed statement stipulated in Article 122 of the Commercial Companies Law No. 11, to place it at the disposal of the shareholders for their private review of it before the convening of the General Assembly that is called to consider the Company's budget and the reports of the Board of Directors, at least three (3) days prior. This statement must be signed by the Chairman of the Board of Directors and one of the members of the Board, the Chairman and member of the Board shall be responsible for the implementation of the provisions of this Article, and for the correctness of the data contained, in all the papers stipulated for its preparation.

The Board of Directors annually puts at the disposal of the shareholders, to inform them at least one week before the meeting of the General Assembly that is called to consider the Company's budget and the report of the Board of Directors, a detailed statement that includes the following data:

- All sum received by the Chairman of the Board of Directors of the Company and each member of this Board in the fiscal year, in return for attending the meetings of the Board of Directors, an allowance for expenses and any other amounts on any capacity.
- The in-kind and cash benefits enjoyed by the Chairman of the Board of Directors and each member of the Board in the fiscal year.
- The remuneration proposed by the Board to be distributed to the members of the Board.
- The amounts allocated to each of the current members of the Board of Directors.
- Transactions and deals in which any of the Chairman and members of the Board of Directors and members of the Senior Executive Management have an interest that conflicts with the interest of the Company and requires disclosure or prior approval in accordance with the provisions of Article (109) of the Law, in addition to details of those dealings or deals.
- Amounts actually spent for advertising in any form, with details of each amount.

- Donations with a statement of the donor, justifications, and details of the donation.
- Allowances paid to the members of the Senior Executive Management in the Company.

The aforementioned detailed statement must be signed by the Chairman of the Board of Directors and one of the members, and the Chairman and members of the Board of Directors shall be responsible for the implementation of the provisions of Company's Article of Association, and for the validity of the data contained in all the papers that stipulate its preparation.

4.2 Board Meetings

a) Venue:

- All Board meetings shall be held in Doha, Qatar. Virtual meetings can be held through teleconferences/ videoconferences, or any other secured means of modern technology known which is audible and active participation of the members can be done.

b) Frequency:

- The Board shall convene at least six meetings during the Company's fiscal year and three months must not elapse without convening a meeting. The meeting of the Board shall not be valid unless attended by at least half of the members.

c) Board Secretary:

- Board appoints a Board Secretary and determines the Secretary's scope of work and remuneration. The Secretary is responsible for maintaining and safekeeping Board documentation and is responsible for the distribution of Board meeting agendas, invitations, and setting out names of the attending and absent members, and other required documentation, and the distribution of Board meeting minutes and resolutions. The Secretary is also responsible for providing orientation material and scheduling orientation sessions for the new Board members.

- In accordance with Qatar Financial Markets Authority (QFMA) requirements (Article 16), the Board Secretary shall have a law/ accounting background from a recognised university and will have a minimum of 3 years' experience in handling the affairs of a listed Company.

d) Invitation & Agenda:

- The Board shall meet upon an invitation by the Chairman, and pursuant to what is stipulated in the Company's Articles of Association (AOA).
- The Chairman may call the Board for the meeting upon a request of at least two of its members. The invitations should be accompanied with the agenda, shall be sent to each member at least one week prior to the meeting date; further, a member may request to add an item or more in the agenda. (Note: Refer Appendix B for Sample Board Meeting's Agenda)

e) Quorum & Representation:

- The Board meeting shall be deemed valid if attended by the majority of the members provided that either the Chairman or the Vice-Chairman attends the meeting.
- The absent member may delegate a member of the Board to represent him in attendance and voting. However, a member may not represent more than one member at a time.
- If a member of the Board fails to attend three consecutive meetings or four non-consecutive meetings without an excuse acceptable to the Board, the Board member shall be deemed as resigned.
- Participation in the Board meetings is allowed by any means of secure modern technology, which enables the participants to listen and participate actively in the Board discussions and the issuance of decisions.

f) Minutes of the meeting/ Board Decisions:

- Board meetings decisions, resolutions, records, and minutes of the meeting are recorded by the Board Secretary in a special register, by the date of issue and should be signed at least by the Chairman, Managing Director, and Board Secretary.

4.3 Board Roles & Responsibilities

a) Delegation and Authorities:

- The Board shall prepare a Charter called “Board Charter” detailing the Board’s functions, rights, duties and responsibilities of the Chairman, members according to the provision of the Law and QFMA code.

b) Strategy and Planning:

- Setting comprehensive strategy and key business plan for the Company and approving the strategic plan.
- Determining the most appropriate capital structure of the Company.
- Supervising the main capital expense.
- Setting the performance objective and monitoring the implementation thereof.
- Reviewing and approving the organizational structure of the Company on periodic basis.
- Approving the procedure manual needed to implement the strategy and objective of the Company.
- Approving the annual plan of training and education.

c) Internal Control:

- Developing a written policy that would regulate conflict of interest and remedy any possible cases of conflict.
- Developing full disclosure system as to achieve justice and transparency and to prevent conflict of interest and exploiting the insider information.
- Ensuring integrity of the financial and accounting rules, including rules related to the preparation of financial reports.
- Ensuring the implementation of control system appropriate for risk management.
- Reviewing annually the effectiveness of the Company’s Internal Control Procedure.

d) Governance Code:

- Drafting a Governance Code for the Company that does not contradict the provisions of the QFMA code, supervising and monitoring, in general, the effectiveness of QFMA code and amending it whenever necessary.

e) Policies, Standards and Procedures:

- Setting forth specific and explicit policies, standards and procedures for the Board Membership and implementing them after approval by the General Assembly.
- Setting policies and procedures to ensure the Company's compliance with the laws and regulations and the Company's obligation to disclose material information to shareholders, creditors, and other stakeholders.
- Setting a clear and written policy that defines the basis and method of granting remuneration for the Board members, in addition to incentives and rewards of Senior Executive Management and the Company's employees in accordance with the principles of this code without any discrimination based on race, gender or religion. Such policy shall be submitted yearly to the General Assembly for approval.
- Developing a clear policy for contracting with the Related Parties and presenting it to the General Assembly for approval.
- Setting foundations and standards for evaluating the performance of the Board and the Senior Executive Management.

f) Responsibilities towards Stakeholders:

- Developing a written policy that regulates the relationship among the stakeholders in order to protect them and their respective rights; in particular, such policy must cover the following:
 - Indemnifying mechanism of the Stakeholders in case of contravening their rights pursuant to the Law and their respective contracts
 - Mechanisms of complaints or disputes that might arise between the Company and the stakeholders.

- Suitable mechanisms for maintaining relationships with customers and suppliers and protecting the confidentiality of information related to them.
- Put a code of conduct for the Company's executives and employees compatible with the proper professional and ethical standards and regulate their relationship with the stakeholders and mechanisms for supervising the code and ensuring compliance therewith.

g) Invitation to Shareholders:

In accordance with Article 121 of Commercial Companies Law No. (11) / 2015 as amended by Law No. (8) / 2021:

- The board of directors shall invite by electronic means all shareholders to attend the general assembly meeting, on the website of the Financial Market and the company's website, if any; and by making an announcement in a daily local newspaper issued in the Arabic language, or by any other mean of communication.
- The announcement shall be made at least twenty-one (21) days prior to the date specified for the general assembly meeting. The announcement must include the provisions of Article (128) of this Law, and an adequate summary of the agenda of the assembly and all data and documents referred to in the previous Article, in addition to the auditors' report.
- A copy of the announcement shall be sent to the Department at the same time that it is sent to the newspaper.

h) Succession Planning:

- Approving the nominations for appointment in functions of Senior Executive Management (General Manager & above), and the succession planning concerning the management.

i) Mechanism for Financial Market:

- Developing a mechanism for dealing and cooperation with providers of financial services, financial analysis, credit rating and other service providers as well as the entities that identify standards and indices of financial markets to provide their services for all shareholders in a quick manner with integrity and transparency.

j) Awareness Programs:

- Developing awareness programs necessary for spreading the culture of self-control and risk management of the Company.

4.4 Task Delegation:

- a) The Board of Directors shall elect a Chairman and Vice-Chairman for a period not exceeding three years. The Board may appoint one or more Managing Directors.
- b) Chairman/ Vice-Chairman may delegate some of his/her powers to another member of the Board of Directors or a member of the Senior Executive Management, and the authorization must be for a specific period and subject.
- c) Chairman and each member of the Board of Directors and member of the Senior Executive Management must disclose to the General Assembly the positions they occupy and the positions they assume in a personal capacity or as a representative of a legal person, on a regular basis.
- d) It is prohibited to combine the presidency of the board with any executive position of the Company. The Chairman of companies listed in the financial market may not be a member of any of the board committees stipulated in the governance system issued by the Authority.

4.5 Qualification for Membership of the Board:

- a) Financial Solvency: The nomination committee does not consider any person to be financially insolvent in the following cases:
 - In the case of a natural person: If the person is insolvent or bankrupt, and he has not been rehabilitated, or if he is facing bankruptcy procedures or is bankrupt, he will be rehabilitated within the past three years.
 - In case of legal person (Company or institution):

- If he is subject to judicial receivership, failure to dispose of money, liquidation, or any other similar procedure.
 - If he is unable to pay any debt owed to him
 - If he fails to meet any capital requirements
 - If he fails to fulfil any regulatory financial requirements that apply to him
- b) Properness: Suitability is assessed based on the person's academic and professional qualifications and appropriate experience, and the person must have the skill, knowledge, and experience necessary to perform his duties. The level of knowledge required varies with the level of responsibility and, in general, the person is expected to have the ability to understand the following:
- The regulatory framework that applies to the Company's activity.
 - Legislations, laws, principles, and regulatory rules of financial market.
 - The obligations that the Company owed the customers, suppliers, and general obligations.
 - Products and services that the Company deals with.
 - A person must be in his ability to carry out the activity entrusted to him with competence, integrity and in a good manner, and in accordance with all laws.
 - The nomination committee considers an unsuitable person in the following cases:
 - In case of a natural person:
 - If he is not of sound mind
 - If he proves his incompetence, negligence, or mismanagement. This is proven if the person is subject to accounting procedures by a professional, commercial, or supervisory body, or if he is dismissed from work or asked to resign from his position or job, due to his negligence, unworthiness or bad behaviour or management.
 - In case of a legal person:

- If some members of the board of directors, senior employees, major shareholders, or auditors do not meet the requirements of suitability.
- If he does not prove his ability to effectively perform the activities subject to supervision.
- The place does not have basic management, internal control systems to effectively manage risks, avoid conflicts of interest and ensure appropriate auditing.

4.6 Board Membership

a) Vacancy of a member's position:

- If the seat of a member of the Board of Directors becomes vacant, Article 22 of Company's Article of Association shall be referred and further the provisions of the Commercial Companies Law shall be referred. If the number of vacant seats reaches a quarter of the number of the Council's seats, or if the number of remaining members is less than five, the Board of Directors must call the Ordinary General Assembly to convene within the period of (2) two months to elect a person to occupy the vacant seats.

b) General:

- The Board member must be qualified with sufficient knowledge of administrative matters and relevant experience to perform its duties effectively and must devote enough time to do its job with integrity and transparency to achieve the Company's interest, goals, and objectives.
- The following conditions are required for the candidate to be eligible for membership of the Board of Directors:
 - Age of the candidate should be twenty-one (21) years or above and has not been convicted of a crime in breach of honesty or trust, or any crime referred to in the Law.
 - Must hold an accredited university degree, or at least an equivalent, or to have at least 5 years of experience in corporate management, either private or public sector.

- The candidate/member should possess the knowledge and skills required to provide leadership by setting the vision, principles, values, and strategic plan, and to supervise management to ensure maximization of shareholder wealth.
- Shall not be sentenced to a criminal penalty, an offense against honour or trust, or as crime stipulated in Article (334) and (335) of the Law or have been declared bankrupt, unless rehabilitated.
- To be the owner of one million shares (1,000,000) of the Company's shares. Depositing those shares he owns for membership of the Boards in one of the approved banks. This should be done within 60 days from the date on which the membership is validated, or affected by the Qatar Stock Exchange as management shares, in order to guarantee the rights of the Company, shareholders, creditors, and others from the responsibility of the members of the Board of Directors, so that these shares continue to be created with their non-negotiability, mortgage or attachment, until such time as the terms of membership expires, and the budget for the last fiscal year in which the member carried out his work is approved.
- Each member of the Council, immediately after the election should sign the declaration document which states that not to disclose secrets, or any other information and to abide by the provisions of the contract and the system, Company's Article of Association and any other laws or regulations of joint-stock companies and members of their Board of Directors.
- Signing an acknowledgement that the conditions for the membership of the Board of Directors are met, in accordance with the provisions of the Law, the Governance System and the Article of Association.
- Submitting a written declaration in which he acknowledges that he has not assumed any position that is prohibited by law to be combined with membership of the council.

4.7 Election of the Board of Directors

- a) The General Assembly elects the members of the Board of Directors for the period of three years. As an exception, the first Board member may be appointed by the Founders. When voting to elect the members of the Board of Directors, one share shall have one vote given by the shareholders to whomsoever he chooses from the among candidates, and the shareholder may distribute the votes of his shares among more than from a candidate, one share may vote from more than one candidate. Voting is for the election of the members of the Board of the companies listed in the financial markets according to the governance system set by the Authority.

4.8 Loss of membership

- a) If he breaches or loses any of the conditions mentioned in Article 27 of Company's Article of Association.
- b) If he is absent from attending (3) three consecutive meeting of the Board, or (4) four non-consecutive meetings, without an acceptable excuse.
- c) Resignation from his position by virtue of a written letter approved by the Board and in accordance with the provisions of the Commercial Companies law in force.
- d) Violating the provision of Article 97 of the Commercial Companies Law No. (11) / 2015 AH, the General Assembly may dismiss the Chairman of the Board, or one of the members of the Board. This is based on the proposal issued by the Board by an absolute majority, or upon a request signed by a number of shareholders representing not less than a quarter of the subscribed capital. In the latter case, the Chairman of the Council must call the General Assembly to convene, within ten days from the date of the request of dismissal, otherwise the management will send the invitation at the expense of the Company.
- e) A member of the Board who has lost his membership in the Board, in accordance with the provisions of Company's Article of Association (Article 27/2), is not entitled to claim from the Company any rights or compensation from the Company as a result.

4.9 Chairman of the Board of Directors:

- a) The Chairman is the head of the Company and may be deputed by the Vice-Chairman (as needed), and he must save the decisions of the board, abide by its recommendations.
- b) Further, he shall represent it before others and before the judiciary and is primarily responsible for ensuring the proper management of the Company in an effective and productive manner and working to achieve the interest of the Company, partners, shareholders, and stakeholders. The Charter of the Board of Directors shall include the duties and responsibilities of the Chairman, including at least the following:
 - Ensuring that the Board of Directors efficiently tackle all essential issues in timely manner.
 - Approving the Board meeting agenda, considering any matter raised by any member of the Board.
 - Encouraging the members of the Board to participate collectively and effectively in the conduct of the affairs of the Board, in order to ensure that they fulfil its responsibilities in the interest of the Company.
 - To make available all data, information, documents and records of the Company, the Board, and its committees to the Board members.
 - To find channels of effective communication with shareholders and to communicate their views to the Board.
 - To allow Non-Executive Members of the Board to participate actively and to encourage constructive relations between Executive and Non-Executive Board members.
 - To ensure that members are continuously informed of the implementation of the provisions of this Code. The Chairman may delegate the Audit Committee or others in this matter. The Vice-Chairman shall replace the Chairman in his absence. The Chairman may delegate to other members of the Board some of his powers.
 - Ensure conducting an annual assessment of the Board's performance.

4.10 Board Decisions:

- a) The Vice-Chairman shall replace the Chairman during his absence, and the Chairman may authorize another of the Board members in some of his/her powers.
- b) The Board shall pass its decisions by majority votes of attendants and representatives. In case of a tie votes, the Chairman shall cast the deciding vote. A minute shall be prepared for each meeting, including names of the attending and absent members, as well as the meeting discussions.
- c) The Chairman and Secretary shall sign on the minute and if there is any member, who does not agree on any decision taken by the Board, may prove his objection in the meeting minute. The Board, if necessary or urgent, may issue some decisions by passing subject to written approval of all its members to those decisions, and to be presented at the next Board meeting to include them in its minutes.

4.11 Appointment of an Official Spokesperson

- a) The Board will appoint an official spokesperson – one or more – who is authorized to give statements and press releases about the Company.
- b) The official spokesperson shall report to the CEO.
- c) The official spokesperson – mentioned in the above paragraph – will reply to all inquiries.
- d) No one, except the official spokesperson, has the right to give any statement, information, or data without a written approval from the CEO or who is authorized by the CEO.

5 Board Committees

5.1 General

- a) Board Committees are formed to assist the Board by providing organized and focused means to achieve Company's goals and to properly address issues.
- b) An overview of this committee is provided here, whereas it abides by its own detailed Terms of Reference.
- c) The Board, immediately after election and at its first meeting, shall constitute at least three committees as follows:
 - **Nomination Committee:** It is chaired by one of the Board members and a membership of at least two. When selecting the Committee members, the Board shall consider the experience necessary for exercising the committee's functions, which are – at least - the following:
 - Developing general principles and criteria used by the General Assembly members to elect the fittest among the candidates for Board membership.
 - Nominating whom it deems fit for the Board membership when any seat is vacant.
 - Developing draft of succession plan for managing the Company to ensure the speed of a suitable alternative to fill the vacant jobs in the Company.
 - Nominating whom it deems fit to fill any job of the Senior Executive Management.
 - Receiving candidacy requests for the Board membership.
 - Submitting the list of Board membership candidates to the Board, including its recommendations in this regard, and sending a copy to the Authority.
 - Submitting an annual report to the Board including a comprehensive analysis of the Board performance to identify the strengths, weaknesses, and proposals in this regard.

- **Remuneration Committee**: It is chaired by one of the Board members and a membership of at least two. When selecting the Committee members, the Board shall consider the experience necessary for exercising the Committee's duties, which are – at least - the following:
 - Setting the Company's remuneration policy yearly including the way of identifying remuneration of the Chairman and all Board Members. The Board members' yearly remuneration shall not exceed 5% of the Company's net profit after deduction of reserves, legal deductions, and distribution of the dividends (in cash and in kind) to shareholders.
 - Setting the foundations of granting allowances and incentives in the Company, including issuance of incentive shares for its employees.
- **Audit Committee**: It is chaired by an Independent Board Member and a membership of at least two. When selecting the Committee members, the Board shall consider that the majority of them shall be Independent Board Members; any person who has previously conducted audit for the Company within the previous two (2) years shall not be a candidate, directly or indirectly, for the Committee membership; and they shall have the experience necessary for exercising the committee's duties, which are – at least - the following:
 - Preparing and presenting to the Board a proposed Internal Control system for the Company upon constitution and conducting periodic audits whenever necessary.
 - Setting the procedures of contracting with and nominating External Auditors and ensuring their independence while performing their work.

- Overseeing the Company's Internal Controls, following the External Auditor's work, making coordination between them, ensuring their compliance with the implementation of the best International Standards on Auditing and preparing the financial reports in accordance with International Financial Reporting Standards (IFRS / IAS) and (ISA) and their requirements; verifying that the External Auditor's report include an explicit mention if it had obtained all the necessary Information and the Company's compliance with international standards (IFRS / IAS), or whether the audit was conducted based on International Standards on Auditing (ISA) or not.
- Overseeing and reviewing the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports.
- Considering, reviewing, and following up with the External Auditor's reports and notes on the Company financial statements.
- Ensuring the accuracy about and reviewing the disclosed numbers, data, and financial statements and whatever submitted to the General Assembly.
- Making coordination among the Board, Senior Executive Management, and the Internal Controls of the Company.
- Reviewing the systems of financial and Internal Control and risk management.
- Conducting investigations in financial control matters requested by the Board.
- Making coordination between the Internal Audit Unit in the Company and the External Auditor.
- Reviewing the financial and accounting policies and procedures of the Company and expressing an opinion and recommendation to the Board on this regard.
- Reviewing the Company's dealings with the Related Parties and making sure whether such dealings are subject to and comply with the relevant controls.

- Developing and regularly reviewing the Company's policies on risk management, taking into account the Company's business, market changes, investment trends and expansion plans of the Company.
- Supervising the training programs on risk management prepared by the Company, and their nominations.
- Preparing and submitting periodic reports about risks and their management in the Company to the Board - at a time determined by the Board - including its recommendations and preparing reports of certain risks at the behest of the Board or the Chairman.
- Implementing the assignments of the Board regarding the Company's Internal Controls.
- Conducting a discussion with the External Auditor and Senior Executive Management about risk audits especially the appropriateness of the accounting decisions and estimates and submitting them to the Board to be included in the annual report.

5.2 Committees Work:

- a) The Board shall issue a decision to nominate the Chairman and members of each committee, identifying its responsibilities, duties and work provisions and procedures. Audit Committee shall meet at least six meetings a year.
- b) It is prohibited to chair more than one committee composed by the Board, and it is not permissible to combine the chair of the Audit Committee and the membership of any committee. The Nomination Committee and Remuneration Committee may be combined in one committee called “Nomination and Remuneration Committee.”
- c) The committee’s meeting shall be deemed valid if attended by its Chairman and most of the members. A minute shall be prepared for each meeting including the meeting discussions signed by the Committee’s Chairman.
- d) Each committee shall submit an annual report to the Board including its work and recommendations.
- e) The Board shall review and evaluate the committees’ achievements and include it in the Governance Report.
- f) The Committee must submit meeting minutes of meeting and recommendations report (in case no recommendation, specifically mention no recommendation issued) after each meeting to the Board, which should be discussed in the Board meeting and documented in the meeting minutes.

6 Board Remuneration

- a) The Ordinary General Assembly shall determine the remuneration of the Board members. The total of such remuneration must not exceed 5% of the net profits, after deducting the depreciation, reserves and distributing dividends of no less than 5% of the capital to the shareholders. In all cases, the remuneration may not exceed the maximum limit allowed by law or specified in a Ministerial decree in this regard.
- b) No Board member shall be entitled to a remuneration on attending the Board meetings. However, he shall be entitled to an annual remuneration related to his performance pending the approval of the General Assembly. The bonus is calculated as a percentage of the net profits pursuant to Article 119 of the Commercial Companies Law No. (11) /2015, and in accordance with the remuneration policy.
- c) As per Article 119 Commercial Company Law No. (11) / 2015 and Law No. (8) / 2021, it is permitted that Board members get a lump sum amount as remuneration in the years where the Company fails to realize profits. In this case, the approval of the general assembly is required, and the Ministry may set a ceiling amount.

7 Board of Directors/Committee's Performance Assessment Framework

7.1 Introduction

Annually, Board members should complete self-assessment questionnaire that may be used to prepare a report on the Board's performance to the Shareholders.

All Board Members shall have access to the advice and services of the Board Secretary, who shall be responsible to the Board for ensuring that Board procedures are followed and that applicable internal rules and regulations relating to the operations of the Board are met.

7.2 Methodology

The Board may choose to carry out the assessment internally or may direct the Board Secretary to appoint an external consultant to evaluate its effectiveness.

The Chairman of the Board or an external facilitator, should after, collating the responses, lead a discussion on the key points arising from the questionnaire and feedback any matters of interest, focusing on those areas which clearly need improvement or where there is great variation in answers.

The Chairman should also independently meet (in person, by phone or any other suitable communication channel) each Board members separately to discuss the results of their individual self-assessment and performance considering their contribution and attendance at Board and Committee meetings.

The result of the assessment and any action plans arising should be reported to the Board for further discussion.

7.3 Ranks for Board Effectiveness

Rating methodology to be applied for the assessment process.

- a) Very satisfied: All major elements of the Board's work are at least good and significant elements are exemplary.
- b) Fairly satisfied: There is generally strong performance across all aspects of the Board's work and its capacity to improve further is strong.
- c) Neutral: The Board performance does not require any improvement

- d) Fairly Dissatisfied: In major areas, the Board's performance is adequate and may be good in some respects, however, in certain other minor areas, the performance is inadequate.
- e) Very dissatisfied: The Board will be likely to be judged inadequately if its impact and its priorities are judged to be disagree. At its worst, the Board does not add value to the Company and does not fulfil its statutory remit. The Board lacks the capacity to improve without help.

7.4 Report

The final report shall be compiled and presented to the Board and Chairman, who shall after discussion, direct the implantation and improvements where deficiencies are found. The Board shall report on the results of the Board evaluation to the Shareholders.

Note: Refer Appendix C for Board Self-Assessment Form

8 Board Secretary

The Secretary of the Board of Directors shall, in general, organize and plan all the meetings and activities of the Board of Directors, its committees and the General Assembly of the Company. He also monitors the implementation of the decisions of the Board of Directors and the directives of the Chairman. The Secretary of the Board shall be appointed by a decision of the Board of Directors for the term of the Board and shall be reappointed with the of each new Board.

8.1 Duties of the Board Secretary:

The Secretary shall assist the Chairman and all members of the Board in the tasks they perform. The Secretary of the Board is committed to manage all the works of the Board, including:

- a) To record the Board's minutes of meeting, specifying the names of the members present and absent, indicating what took place at the meeting and confirming the members' objections to any decision issued by the Board.
- b) Record the decisions of the Board in the register set for this purpose, by date of issue.
- c) Schedule and arrange the meetings held by the Board in the register set for this purpose according to the date of the meeting, indicating: the members present and absent, the decisions taken by the Board at the meeting and the objections, if any.
- d) Keep track of the Board's minutes of meeting, its resolutions, reports and all records and correspondence in paper and electronic formats.
- e) Send the meeting invitation to the members of the Board, and the participants, if any, with the agenda at least two weeks prior to the date of the meeting and receive requests from members to add one or more items to the agenda and confirm the date on which such a request was received.
- f) Full coordination between the Chairman and the members of the Board and among the members themselves, as well as between the Board, concerned parties and stakeholders, including shareholders, Management, and employees.
- g) Enable the Chairman and Members to have prompt access to all Company documents, as well as its information and data.

- h) Maintain records of the declarations of the members of the Board of not combining positions which are prohibited of being combined by the law and the provisions of this Code.
- i) Circulate the relevant resolutions of the General Assembly and the Board of Directors to subsidiaries and respective departments.
- j) Ensure the proper delivery and distribution of information and coordination among Board members and other stakeholders, including shareholders, Management, and employees, and ensure full and prompt access to all minutes of Board meetings, information, documents, and records relating to the Company.
- k) Sign the Company's correspondences regarding the execution of the tasks entrusted to him, whether mentioned above or any additional tasks that may be assigned to him.
- l) Coordinate among the committees of the Board in general.
- m) Enable all members of the Board to benefit from the services of the Secretary and advice within the scope of his duties.
- n) Any other tasks commissioned by the Board of Directors or by the Chairman.

9 Succession Planning Policy

9.1 Purpose

Salam International Investment Limited (SIIL) should have the setup of a succession plan to provide continuity in leadership and avoid extended and costly vacancies in key positions. SIIL's succession plan will be designed to identify and prepare candidates for high-level management positions that become vacant due to retirement, resignation, death, or new business opportunities.

9.2 Policy

The policy of SIIL will be to assess the leadership needs of the Company to ensure the selection of qualified leaders that are diverse and a good fit for the organization's mission and goals and have the necessary skills for the organization.

9.3 Procedures

- a) The CEO shall be responsible for SIIL's succession plan. The CEO, through the Budget & Planning Committee, which includes the Executive Director – Corporate Development, Human Resources and CFO, will address the issues related to the succession planning.
- b) The Committee shall identify key positions and incumbents targeted for succession planning. This should include an analysis of planned retirements, potential turnover, etc., and identify individuals who show the potential needed for progression into the targeted positions and leadership within the Company.
- c) The Committee shall establish a succession plan that identifies critical executive and management positions, forecasts future vacancies in those positions and identifies potential managers who would fill vacancies. Vacancies will be filled from within or, in the event no viable candidate is available, on an "acting" basis while an external recruitment effort is conducted.

10 Risk Management

The Risk Management Policy aims at identifying the weaknesses, potential risks, precautionary and remedial measures to prevent, limit and contain those risks when they arise. The Risks Management Policy includes the following risks:

- a) Operational risks: These include, among other things: defects in products and services, interruption of work, performance gap, efficiency and productivity, customer satisfaction, health and safety, unexpected changes in the market and the periodic nature of the business.
- b) Financial risks: These include pricing, liquidity, credits, and debt risk.
- c) Honestly and integrity risks: These include forgery, illegal practices, unauthorized use, and reputation.
- d) Information technology risks.
- e) Environmental risks.
- f) Crisis management.

The Risk Management process includes the following steps:

- a) Raise Potential Risks: The Company shall identify the new and emerging risks that may have potential impact on the achievement of the Company's strategic business objectives. To do so, Company will gather the necessary information, to identify the potential risks, categorize the identified risks, and involve the risk-related parties. This process will be done through conducting internal and external research, contacting an expert, getting feedback from employees and stakeholder.
- b) Risk Analysis: After the assessment of the potential risks, the Company shall identify possible impacts and likelihood of each risk, find the probable causes, and also identify the interdependence to other risks.
- c) Risk Evaluation: When the risks analysis is finalized, the probability of the risks and the possible loss are determined. After these steps come the calculation of the risk's expectation, and the determination of the risk level.
- d) Risk treatment: Upon completion of the risk evaluation, and determination of risk levels, follow-up actions are to be defined, taking into consideration the following:
 - Acceptance of the risk

- Shift of risk
- Controlling of risk
- Insurance of risk
- Lowering of risk
- Mitigation of risk

When the above is complete, it is followed by further steps, including:

- Defining risk monitoring measurements,
- Defining disaster management procedures, and
- Defining & Communicating responsibilities

11 Governance Compliance

11.1 General Policy Statements

- a) The Board of SILL supports a strong commitment to maintaining governance compliance with all applicable regulations including QFMA requirements for listed companies. The Board will strive to ensure that a governance structure is implemented which is in accordance to leading practices.
- b) Governance compliance reviews will be performed to enable the review of governance issues as they emerge.
- c) The adoption of a proactive governance compliance environment is a requirement to ensure that:
 - Management acts in an ethical manner.
 - Shareholders are informed of relevant corporate matters.
 - A strong control environment is in place.
 - Transparency is maintained by the Company.
 - Interests of stakeholders are maintained.
 - The integrity and reputation of SILL is upheld.
- d) The Board Audit Committee will support the Board in maintaining its responsibilities with regards to governance compliance.

11.2 Guidelines for Subsidiaries

- a) All appointments to Subsidiary Boards shall be appointed by the Chairman of the Board. He has the authority of appointment or replacement of the Company's representatives in group companies' Board of Directors, and he does not have the right to grant any of the Members this authority. The Chairman will consider the following when nominating members:
 - Qualifications of candidates.
 - Relevant experience.
 - Ability to monitor management and ensure adequate controls are in place.
 - Rules and regulations.

- b) Any minority shareholder interest shall be taken into consideration when setting the governance structure.
- c) Where the subsidiary is large enough, a Board shall be established. Each subsidiary's Board shall coordinate with the SIIIL Board through SIIIL Representatives to provide updates on the subsidiary's activities.
- d) Each appointed Board Member to the subsidiary will abide by a set of guidelines or terms of reference developed and approved by the Board of SIIIL which explains his roles and duties. Guidelines/terms of reference in terms of SIIIL requirements will be provided to each Board Member – these will include governance reporting and control requirements that the subsidiary must comply with.

11.3 Guidelines for Associates/ Affiliates/ Investments

This policy applies to associates/ affiliates/ investments where SIIIL has an appointed Board Member.

- a) Each appointed Board Member will be provided a set of guidelines/terms of reference developed and approved by the SIIIL Board. The guidelines/terms of references will explain his roles and duties to subsidiary and SIIIL.
- b) The appointed board member should update the SIIIL Board on the governance structure of the entity and any governance concerns as and where applicable.
- c) Board Members are encouraged to promulgate SIIIL governance standards to associates/ affiliates/ investments, though compliance with SIIIL standards is not required.

12 Governance Reporting

12.1 Governance Reporting

- a) On an annual basis in accordance with QFMA Governance Legislation, the Board in coordination with management shall prepare a Governance Report to be included as part of the annual reporting to shareholders.
- b) The Annual Corporate Governance Report including the following:
 - Procedure followed by the Company regarding QFMA governance.
 - Governance violations committed, remedial and precautionary actions taken.
 - BOD members details including their education, experience, membership in other boards and designation on the Board (e.g., non-executive).
 - The remuneration structure and promotion policy of BOD and Managing Director.
 - Internal Control procedures including Investments, Financial Affairs and Risk Management.
 - Compliance with applicable market listing and disclosure rules and requirements.
 - Compliance with Internal Control systems to manage risks.
 - Performance assessment of BOD with regards to Internal Controls implementation and resolution of control issues.
 - Internal Control failures or weaknesses that affected the financial performance and the procedures followed by the Company in addressing the same.
 - Procedures in place for management of significant risks and systems in place to face major changes in the macro-economic conditions.
 - All relevant information on Company Risk Management and Internal Control procedures.

- c) In preparing the report, the Risk and Compliance Officer/Service Provider will liaise with various group functions for support on obtaining details on violations and non-compliance. The report shall be reviewed by the Board prior to submission to QFMA and subsequently released too public.
- d) The annual Corporate Governance report shall be made available to anyone as applicable.

13 Related Party/ Affiliate Transactions:

13.1 Definition and Nature

- a) As per QFMA, a person/ entity is considered to be a related party to SIIL if he/she:
- Is a member of the Board of Directors of SIIL or an Affiliate Company
 - Is a member of the Executive Management of SIIL or an Affiliate Company.
 - Owns 5% or more of the voting shares in SIIL or its affiliated companies.
 - Is a relative or partner to any person of the above mentioned three points.
 - Is a Company that is controlled by the Board Members, Senior Management, and their relatives.
 - Is an affiliated Company or joint venture Company of SIIL.
- b) For accounting purposes, International Accounting Standard (IAS) 24 Related Party Disclosures, defines related party as:
- Directly, or indirectly through one or more intermediaries, the party
 - Controls is controlled by, or is under common control with, the entity (this includes parents, subsidiaries, and fellow subsidiaries).
 - Has an interest in the entity that gives it noteworthy influence over the entity; or
 - Has joint control over the entity.
 - The party is an associate (as defined in IAS 28 Investments in Associates) of the entity.
 - The party is a joint venture in which the entity is a venture (as defined in IAS 31 Interests in Joint Ventures).
 - The party is a member of the key Management personnel of the entity or its parent.
 - The party is a close member of the family of any individual (refer point (a) bullet point 1-4).

- The party is an entity that is controlled, jointly controlled, or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual (refer point (a) bullet points 4 & 5).
 - The party is a post-employment benefit plan for the benefit of employees and/or service providers or of any entity that is a related party of the entity.
- c) IAS 24 Related Party Disclosures further defines "close members of the family of an individual" as those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity. They may include:
- The individual's spouse/s and children.
 - Children of the individual's spouse/s.
 - Dependants of the individual or the individual's spouse/s.
- d) Related party/ affiliate transactions may be recurring or infrequent in nature.
- e) Examples of recurring related party/ affiliate transactions might be the sale or purchase of assets/ products from a related party/ affiliate, leasing of property from or to a related party/ affiliate and charges for consulting or administrative services.
- f) Infrequent transactions may include sales or purchases of non-current assets or transactions resulting in abnormal profits or losses.

13.2 General and Specific Goals

The following summarizes the general and specific goals that pertain to related party transactions:

- a) General Goals:
- To ensure that all transactions with, or for the benefit of, any related party are on terms and conditions that are acceptable and within safe and sound practices as set by the Board.
 - To ensure a transparent process, when applicable, is in place with adequate disclosure of related party transactions to shareholders.
 - To approve guidelines used in defining types of related party transactions, adequacy of documentation, and to decide on appropriate levels of approval authority.

b) Specific Goals:

The specific goals of this policy are to ensure that all related party transactions are:

- Priced at an appropriate basis, being arms-length for materials / goods and, as a minimum, full cost recovery for services
- Adequately documented, and such documentation may take the form of, for example, a services agreement, sale and purchase agreement, loan agreement etc., as appropriate, and that the terms and conditions contained therein are consistent with market practices.
- Authorised by the correct authorising body.
- Reported to the Board Audit Committee and Board of Directors to ensure compliance to this policy.

13.3 Pricing

- a) Transactions of materials or goods should be priced on terms consistent with established market practice between non-related entities or, in the case of transactions with no publicly available reference price, an appropriate basis that ensures full cost recovery plus a suitable mark-up.
- b) Services, including transactions with a significant service element component, should be priced at such a basis that ensures, as a minimum, full cost recovery to the service provider over the shorter of the period of the service or one calendar year.
- c) For the avoidance of doubt, full cost recovery includes the recouping of all quantifiable direct and indirect costs, with an additional overhead charge permitted for non-quantifiable but directly attributable costs.
- d) Exceptions to the above require approval by the Board of Directors

13.4 Documentation

All related party transactions shall be governed by a signed agreement that provides, as a minimum, details of the pricing arrangement and payment terms. For cost of transactions up to QR 50,000, the transactions shall be governed by a quotation and an invoice that provides, as a minimum, details of the pricing arrangement and payment terms together with signed agreement (if available).

13.5 Authority

All related party transactions require approval in accordance with the related companies' manuals of authority, with the exception that transactions not complying with point 13.5 – (a), (b) and (c) require approval by the Board of Directors.

13.6 Risk Management and Compliance

- a) CEO, in working with the Board and Risk Management Department/service providers in addressing related party transactions activities, must have an awareness of various or different types of risks.
- b) Failure to adequately plan and manage related transactions may result in problematic situations with regulatory bodies including tax authorities, and therefore, will impact the organization's ability to grow or compete both in the short-term and long-term.
- c) Identified risks related to related party/ affiliate transactions are associated, but not limited to, compliance risk and reputation risk.

13.7 Materiality & Types of Transactions

- a) This policy shall only apply to related party transactions where the actual or deemed / expected cost of the transaction, exceeds QR 10,000 for transactions involving at least one individual, or exceeds QR 1,000,000 for transactions involving companies.
- b) Examples of non-recurring transactions include:
 - Sale of equipment between related parties/ affiliates.
 - Loan participations.
 - Purchase/ Lease of equipment or real estate between related parties/ affiliates.
 - Execution of contracted services over a period of time to related parties/ affiliates.
 - Provision of services by one related party/ affiliate to another, without contract.
- c) Recurring transaction examples include contracts or leases between related parties/ affiliates for goods and services such as:

- Selling / purchasing products / services between related parties / affiliates.
- Provision of fund transfers.
- Data processing services.
- Accounting services.
- Supplies, e.g., office or maintenance supplies.
- Audit services.
- Management services.

13.8 Reporting of Related Party Transactions

- a) All related party transactions shall be reported according to standards set in this policy for verification and compliance purposes on an annual basis, and the details of such annual submission shall include:
 - Details of the transaction, including the pricing arrangement and payment terms.
 - Clarification on whether the transaction is governed by a signed agreement/quotation and invoice and
 - Supporting evidence to support the arm's length nature of the proposed transaction.
- b) A summary of such annual report, including any observations of non-compliance and recommendations, shall be forwarded to the Board Audit Committee and, subject to endorsement, to the Board of Directors.
- c) All disclosures in the financial statements and notes to financial statements shall comply with IAS 24 - Related Party Disclosures.

13.9 Board Member Related Party Transactions

- a) In accordance with Article 108 of Commercial Companies Law No (11) / 2015 as amended by Law No (8) / 2021, the Chairman and Members of the Board of Directors and Members of the Senior Executive Management shall not engage in any business that shall compete with the company or trade for himself or for their own account or for the account of a third party in one of the divisions of the activities performed by the company; unless upon approval obtained from the General Assembly; otherwise the company may request compensation or consider the transactions having been made for the company's account.
- b) Public contracting works and tenders in which all the competitors are allowed to participate equally are exempted from the above prohibition subject to the relationship or transactions being approved by the Board.
 - The approval needs to be renewed if the relationships are of a recurring nature.
 - In all cases, the individual who has interest thereof should not participate in the meetings or deliberations of the Board where the referred matter is discussed.

13.10 Accounting Implications

- a) The existence of related party transactions may have a significant effect on SILL's financial statements. Transactions between or among related parties differ from transactions between unrelated parties in that they are, by definition, not at arm's length.
- b) Not dealing at arm's length may significantly influence the price and terms of transactions and make it difficult to distinguish between the form and the substance of the transaction.
- c) Except for recurring transactions, the assumption is that it is difficult to substantiate that a related party transaction is at arm's length as it is generally not possible to determine whether such a transaction would have taken place or what the terms and manner of settlement would have been had the parties not been related.

- d) It is required that SILL discloses significant related party relationships and transactions in the Company's financial statements. This disclosure is considered significant because it provides the user of the financial statements with relevant information to interpret SILL's operating results.

13.11 Management Fees

- a) Management fees paid between subsidiaries/affiliates for services performed generally include management advice, personnel services, data processing, marketing, supply administration, strategic assistance, manufacturing consulting, accounting and financial services, and audit services. If fees are to be assessed, an affiliate must provide a specific, identifiable service.
- b) A management fee is intended to offset the actual or proportionate expense incurred by the affiliate performing, or paying for, the service. Fees charged should be reasonable and justifiable and should be based on the fair market value of services provided. Where there is no market established for a particular service, management fees are based on the actual cost plus a reasonable profit.
- c) Fees for services should be billed and paid as they are received, just as they would be with an unaffiliated service provider. Prepayments should not be made significantly in advance of services rendered. In general, payments are made when the service is rendered by the affiliate.
- d) Where an affiliate (such as the parent Company) is providing specific services to another affiliate on an ongoing basis, an agreement between the entities should be entered detailing the services provided, fees charged and how they were calculated, and the timing of payments. Management of each entity is responsible for ensuring that basic business principles common to an arm's length transaction are applied and that the actual practice between affiliates and the management fee agreement are consistent.
- e) A management fee agreement should be signed by an authorized representative of each participating affiliate and, at a minimum, should include:
- A description of the specific services to be performed.
 - The method of calculating the management fee for each service.

- The method and timing of payment for the services performed.
- Provisions for any instances of reimbursement between affiliates.

13.12 Special Cost Allocation Considerations

- a) In certain instances, costs or expenses for a series of transactions are not readily identifiable for each participating affiliate.
- b) Accordingly, methods for allocating costs should be developed to provide reasonable compensation for respective transactions.
- c) Allocation methods are based on a best estimate of cost per transaction, or on volume or asset size etc., which represents a reasonable allocation of expense. Costs cannot be assessed on an unreasonable assignment such as the ability to pay.

13.13 Documentation

- a) All related party/ affiliate-covered transactions should be documented to provide at least the following:
 - Date of transaction.
 - Description of transaction.
 - Detail of method(s) used to calculate value of transaction.
 - Frequency of charges if recurring.
 - Date of approvals.
 - Information regarding cost justifications, appraisals etc., used in arriving at the value of the transaction.
- b) All documentation will be maintained by both participants in the transaction.

13.14 Compliance

- a) SILL employees or outsourced service should disclose any possible related party transactions as soon as they are made aware of the same. (Refer to CG-18; 18.2 Conflict of Interest Policy)
- b) Non-compliance to related party requirements of the QFMA will be disclosed in the Company's Governance Report. Decision for non-compliance vests with the full Board of SILL.

14 Audit Committee

14.1 Structure and Composition of the Committee and its scope of work:

- a) According to requirements of the Governance code issued by QFMA, the Committee shall comprise of at least three members, the majority of whom should be independent members. The committee must include at least one member with financial and audit experience. If the number of independent members available was not sufficient to complete the Audit Committee, it is permitted to appoint non-independent members provided that the Chairman of the Committee is independent. The Head of Internal Audit participates in the work of this Committee ex officio.
- b) It is not permitted that any person who is currently employed or has been employed by the Company's external auditors within the last 2 years, to be a member of the Audit Committee by any means.
- c) The Committee shall meet at least six times a year (every two months) or whenever needed, either upon the invitation of its Chairman or upon the request of two of its members. Members of the Committee shall be informed of the date of the meeting, either in writing or via e-mail, five working days prior to the date of the meeting.
- d) The members of the Committee shall, at their first meeting, set out and approve and adopt the Committee work plan in a manner compatible with its role and basic responsibilities, in addition to appointing a Committee secretary.
- e) The Committee shall publish its Committee Charter after it is approved by the Board of Directors.
- f) The minutes of meeting and Committee decisions must be recorded in a register. The minutes and decisions should then be signed by all present Committee members, and a copy should be sent to the Secretary of the Board of Directors.
- g) The Committee should establish a Charter, which ensures the speedy completion of its agendas and the issuance of its decisions, as well as the supervision of the implementation of such decisions.

- h) The quorum of the Committee is complete upon the attendance of no less than two-thirds of its members. The committee's meeting shall be deemed valid if attended by its Chairman and most of the members.
- i) Decisions of the Committee shall be taken via consensus of the members. If this is not possible, the positions of its members will be documented, and the decisions will be issued based on a two-thirds majority of its members.
- j) In the event of any disagreement between the Audit Committee's recommendations and the Board of Directors decisions, including where the Board refuses to follow the Committee's recommendations concerning the External Auditor, the Board shall include in the Company's Governance Report, a statement detailing such recommendations and the reasons behind the Board of Directors' decision not to follow those recommendations.
- k) The Secretary of the Committee shall coordinate and document the Committee's work and maintain and keep the minutes of meeting, in addition to ensuring that the information, documents, minutes of meetings are promptly and fully accessible to all members of the Committee.
- l) The Committee may hold its meetings remotely, by means of video calls, conference calls or through electronic mail exchange. Such meetings shall be documented and recorded, and the minutes of meetings duly signed by participating Committee members, otherwise it will be deemed void. It is permitted to delegate in attending Committee meeting provided that each member does not represent more than one member at a time and that the number of members present is not less than most of the members of the Committee.
- m) The committee is formed by the decision of the Board of Directors. The Committee shall be reconstituted with each re-election of the Board and may be reconstituted before the expiration of the term of the existing Board, if necessary.
- n) The committee shall submit an annual report to the Board including its work and recommendations.

14.2 The Audit Committee's Charter and Authorities:

In general, the Committee should undertake all matters relating to the verification of the integrity of financial and control policies and procedures and risk management. In particular, the Committee undertakes the following tasks:

- a) Preparing and presenting to the Board a proposed Internal Control system for the Company upon constitution and conducting periodic audits whenever necessary.
- b) Setting the procedures of contracting with and nominating External Auditors and ensuring their independence while performing their work.
- c) Overseeing the Company's Internal Controls, following the External Auditor's work, making coordination between them, ensuring their compliance with the implementation of the best International Standards on Auditing and preparing the financial reports in accordance with International Financial Reporting Standards (IFRS/IAS) and (ISA) and their requirements; verifying that the External Auditor's report include an explicit mention if it had obtained all the necessary Information and the Company's compliance with international standards (IFRS/ IAS), or whether the audit was conducted based on International Standards on Auditing (ISA) or not.
- d) Oversee the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports, and to review such statements and reports. In this regard particularly focus on:
 - Any changes to the accounting policies, applications, and practices
 - Matters subject to the discretion of Senior Executive Management
 - The major amendments resulting from the audit.
 - Continuity of the Company and successful operations.
 - Compliance with the accredited accounting standards.
 - Compliance with disclosure rules and any other requirements relating to the preparation of financial reports.
 - Compliance with the applicable market listing rules
- e) Considering, reviewing, and following up the External Auditor's reports and notes on the Company financial statements.

- f) Ensuring the accuracy about and reviewing the disclosed numbers, data, and financial statements and whatever submitted to the General Assembly.
- g) Making coordination among the Board, Senior Executive Management, and the Internal Controls of the Company.
- h) Reviewing financial and internal control and risk management systems.
- i) Conducting investigations in financial control matters requested by the Board.
- j) Making coordination between the Internal Audit Unit in the Company and the External Auditor.
- k) Reviewing the financial and accounting policies and procedures of the Company and expressing an opinion and recommendation to the Board on this regard.
- l) Reviewing the Company's dealings with the Related Parties and making sure whether such dealings are subject to and comply with the relevant controls.
- m) Developing and regularly reviewing the Company's policies on risk management, considering the Company's business, market changes, investment trends and expansion plans of the Company.
- n) Supervising the training programs on Risk Management prepared by the Company, and their nominations.
- o) Preparing and submitting periodic reports about risks and their management in the Company to the Board - at a time determined by the Board - including its recommendations and preparing reports of certain risks at the request of the Board or the Chairman.
- p) Implementing the assignments of the Board regarding the Company's Internal Controls.
- q) Conducting a discussion with the External Auditor and Senior Executive Management about risk audits, especially the appropriateness of the accounting decisions and estimates and, submitting them to the Board to be included in the annual report.

15 External Audit

15.1 Policy:

The policy of the Company with respect to contracting with external auditors is based on Section 4 of the Commercial Companies Law No. 11/ 2015 and the provisions of Article 23 of the Governance Code regarding the companies listed on the Main Market issued by the Qatar Financial Markets Authority (QFMA) and on the systems governing the external auditors and financial estimators for listed parties as issued by the Authority. The policy comprises the following principles:

- a) The Company shall have an auditor (External Auditor) appointed by the General Assembly for one year. The General Assembly shall approve its remunerations, based on recommendation from the Board of Directors.
- b) It is permitted that the General Assembly reappoints the auditor for consecutive years.
- c) In the event of re-appointing an auditor, the maximum appointment shall not exceed five consecutive years. It is not permitted to re-appoint the auditor unless after the elapse of two consecutive years.
- d) It is required that the auditor be from an international or regional accounting firm.
- e) It is required that the auditor be duly registered at the Auditors Registry of the Ministry of Commerce and Industry, listed in the tables of approved external auditors at the QFMA or any relevant specialized party, in accordance with the laws and regulations in effect at the State of Qatar.
- f) The auditor shall meet the obligations as stated in Article 9 of the Regulations for External Auditors and financial estimators for the listed companies as issued by the Authority.
- g) To inform both the Ministry and the Authority with the name of the auditor nominated by the Board.
- h) The auditor shall perform the following:
 - Monitor and audit Company accounts, in accordance with the approved auditing practices, Authority requirements and the technical and professional basis of the profession.

- Check the Balance Sheet and the Profit/Loss statements.
 - Monitor the implementation of the Law and the Company's Article of Association.
 - Inspect the Company's financial and administrative systems, its internal financial control systems and ascertain their suitability for the progress of the Company's business and preservation of its assets.
 - Verify the Company's assets and their ownership, confirm the legality of the liabilities and their authenticity.
 - Review Board resolutions and instructions issued by the Company.
 - Any other duties that an auditor is required to perform in accordance with the law governing the auditors practice and other relevant regulations and norms of the auditing business.
 - Submit a written report to the General Assembly about its function and assign or delegate someone to read the report before the General Assembly. A copy of the report shall be sent from Auditor to the concerned authority.
- i) The report by the auditor shall include the following:
- He has obtained the information, data, and clarifications that he considers to be important to perform his job.
 - That the Company keeps regular book, records, and documents in accordance with the internationally recognized accounting principles which show the financial position of the Company and the results of its operations in a fair manner, and that the Balance Sheet and the Profit/Loss statements are in accordance with the books and records.
 - That the auditing procedures he conducted for the Company accounts are in his opinion sufficient to construct a reasonable basis to provide his opinion regarding the Company's financial position, results of operations and Company cash flows, in accordance with internationally recognized auditing rules.
 - That the statements provided in the Board's report to the General Assembly are in accordance with Company records and books.

- That the inventory was conducted in accordance with the established principles.
- The violations to the Law or Company's Articles of Association that occurred during the subject audit year which have fundamental results on the Company's operations and financial position, and whether the said violations are still standing, within the limit of the information that was available to him.

15.2 Internal Control and External Audit:

The Board of Directors is responsible for establishing and maintaining Internal Control on Financial Reports (ICOFR) in line with what is required by the Qatar Financial Markets Authority (QFMA). This is to provide reasonable assurance regarding the reliability of financial reports and the preparation of consolidated financial statements for the purpose of preparing external reports in accordance with International Financial Reporting Standards (IFRS). The ICOFR also includes disclosure controls and procedures designed to prevent misleading information.

The Company's Internal Control aims to verify compliance with the approved regulations and procedures, the policies, plans, regulations, and laws in force, in addition to protecting the assets and efficient use of resources.

a) Actions related to Internal Control:

The Company commissioned an independent consultant to undertake the following tasks:

- Prepare the Internal Audit Charter to identify authorities and responsibilities.
- Risk assessment of the Company's activities and accounting operations.
- Identification of the major business risks in terms of importance and probability of occurrence.
- Prepare Internal audit plan for risk assessment and assistance in achieving strategic objectives.
- Prepare Internal audit policies and procedures to ensure the integrity of internal control.

- Internal controls and/or business operations review, to determine the accuracy and efficiency of internal controls in addressing identified risks.
- Comprehensive financial audit to ensure that the financial statements are free from material misstatement.
- Auditing the operations and compliance with regulations, procedures, and legal requirements.
- Review the Company organizational structure and Governance.
- Review Company performance.
- To review the general controls of information technology and its systems.

15.3 Risk In Financial Reporting

- a) The main risks in financial reporting are that either the consolidated financial statements are not presented fairly due to inadvertent or intentional errors, or the publication of consolidated financial statements is not done on a timely basis. A lack of fair presentation arises when one or more financial statement accounts or disclosures contain misstatements or omissions that are material.
- b) Misstatements are deemed material if they could, individually or collectively, influence economic decisions that users make based on the consolidated financial statements.

15.4 Organization of the Internal Control System

Controls within the system of ICOFR are performed by all business and support functions with an involvement in reviewing the reliability of the books and records that underlie the consolidated financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization.

15.5 Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the consolidated financial statements. Such controls are integrated into the operating process and include those which:

- a) are ongoing or permanent in nature, such as supervision within written policies and procedures or segregation of duties.
- b) operate on a periodic basis, such as those which are performed as part of the annual consolidated financial statement preparation process.
- c) are preventative or detective in nature.
- d) have a direct or indirect impact on the consolidated financial statements themselves. Controls which have an indirect effect on the consolidated financial statements include entity level controls and Information Technology general controls, such as system access and deployment controls, whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item.

- e) feature automated and/or manual components. Automated controls are control functions embedded within system processes, such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals, such as authorization of transactions.

16 Internal Audit:

16.1 Purpose:

This policy defines the process whereby effective internal audit is provided to SILL's Board that the Internal Controls and Risk Management processes are operating effectively, in accordance with governance requirements.

16.2 Scope:

This policy applies to all activities undertaken within Internal Audits overview. This policy also applies to SILL's Board and Board Audit Committee involved in appointing and coordinating with Internal Auditors. This policy should be read in conjunction with the Board Audit Committee's 'Terms of Reference.' Furthermore, SILL is utilizing Internal Audit Function/service provider in performing internal audits.

16.3 General Policy Statements

- a) Internal Audit is considered one of the four pillars of corporate governance, the other pillars being the Board of Directors, Executive Management and External Auditors.
- b) Regulatory requirements, such as those imposed locally by the QFMA and internationally by the Sarbanes Oxley Act in the United States have made an Internal Audit Department necessary.
- c) Internal Audit's role within SILL is to assist the Board and CEO meet goals and objectives by providing reliable and independent opinions on the adequacy and effectiveness of the risk management and internal control processes in operation across SILL.
 - Internal Audit/service provider will have the right to audit any SILL subsidiary. In any case, where a subsidiary has its own internal audit function, Internal Audit/service provider will coordinate with subsidiary's audit to report subsidiary progress, internal audit plans and provide reports to the Board Audit Committee.

- d) The Board should examine Company practices relating to the internal audit. Among key issues, the Board should ensure that:
- SILL will ensure it has an effective Internal Audit Department at the group level and at subsidiaries. These internal audit functions may be performed by Company internal auditors and/or an outside audit firm (co-sourcing).
 - The Board Audit Committee understands and has approved the Annual Internal Audit Plan.
 - The Board Audit Committee is receiving the requisite information from internal auditors such as key risks facing the Company and its subsidiaries.
 - The Internal Audit Department/service provider is structured to promote operational independence.
 - The Head of Internal Audit/service provider has a direct line of communication with the Board Audit Committee.
 - Appropriate lines of communication exist between the internal auditors and Management.

16.4 Roles in Governance

- a) “International Standards for the Professional Practice of Internal Auditing” as issued by the Institute of Internal Auditors (hereinafter ‘IIA’) address internal audit responsibilities in the corporate governance arena. Internal Audit should make appropriate recommendations for improving the governance process in its pursuit of the following objectives:
- Promoting appropriate ethics and values within SILL and subsidiaries.
 - Ensuring effective organizational performance management and accountability
 - Effectively communicating risk and control information to appropriate areas of the organization
 - Effectively communicating the activities of and communicating information among the Board, external and internal auditors, and Management.

b) The QFMA Corporate Governance Code further requires the internal audit function to:

- Audit the internal control system and ensure its effective implementation.
- Perform both operational and financial audits.
- Oversee the accuracy and validity of the financial statements with a focus on:
 - Changes to accounting policies and practices.
 - Management estimates.
 - Major amendments resulting from the internal audit.
 - Continuation of the Company as a going concern.
 - Compliance with IFRS.
 - Compliance with listing rules.
 - Financial disclosures.

16.5 Communication with the Board Audit Committee

a) The Board Audit Committee requires information from the Internal Audit Department/service provider to gain an overview of the strategic, operational, and financial risks facing SILL and the assessment of the system of internal controls in place to manage these risks.

- The Head of Internal Audit/service provider should report to the Board Audit Committee on high risk related internal control matters on a quarterly basis.
- Internal Audit Department/service provider will coordinate with operational subsidiary audit functions to update SILL Board Audit Committee of subsidiary audit scope and activities.

b) The Head of Internal Audit / service provider will raise issues of concern, including any issues involving the internal control environment and the performance of External Auditors at the Board Audit Committee.

16.6 Independence and Objectivity

- a) Internal Audit is a function, independent of line Management. Independence is established by organizational status, through reporting lines and by members of Internal Audit carrying out their duties freely and objectively.
- b) Members of Internal Audit are required to be objective and constructive in discharging their responsibilities. They will always:
 - Ensure compliance with the Standards for the Professional Practice of Internal Auditing and The Code of Ethics of The Institute of Internal Auditors (IIA).
 - Observe the following IIA Attribute Standards:
 - Integrity
 - Honesty
 - Objectivity
 - Professional care.
 - Demonstrate SIIL values.
- c) The Board Audit Committee should review and approve the Internal Audit Department / service provider's Charter and ensure unrestricted access by internal auditors to records, personnel, and physical properties relevant to the performance of the engagements.
- d) In ensuring the independent and effective functioning of the Internal Audit Department / service provider, the Board Audit Committee should:
 - Ensure that the Internal Audit Department / service provider is structured in a manner that achieves organizational independence and permits full and unrestricted access to top Management.
 - Review and approve the annual internal audit budget and assess the appropriateness of the resources allocated to internal auditing.
 - Through the Board Audit Committee Chairman, perform an evaluation of the services provided by Internal Audit Department / service provider to SIIL.

- Consider developing a rotation policy for internal audit staff to promote independence.

16.7 Rights of Access

- a) The Internal Audit Department, for the purpose of performing its duties, has the right of access to:
- All information, accounting and transaction records in whatever media and wherever maintained or stored.
 - All assets, including property held in custody and supporting records.
 - All contracts and agreements in effect or expired.
 - All premises and property owned, loaned, or rented.
 - All systems, procedures, and practices.
 - All contracted third parties.
 - Minutes of all Board / Board Audit Committee meetings throughout SILL.
 - All third-party reports relating to the affairs of SILL and its subsidiaries including regulatory reports.
 - The right to be informed, on a timely basis, of any significant control failures identified by the CEO or the External Auditors.
 - The right of access to all correspondence with regulators of SILL and applicable subsidiaries.
 - The right of attendance at all Board Audit Committees across SILL subsidiaries.

16.8 Reporting

- a) The Head of Internal Audit/service provider is responsible for reporting any material assurance issues to CEO, the Board Audit Committee, and the Board, and for providing an update on previously reported issues.
- b) Material issues arising in subsidiaries should be reported by the CEO and Internal Audit / service provider to SILL in accordance with the established issue escalation and reporting procedures.

- c) Copies of all subsidiary Board Audit Committee papers and minutes will be forwarded to SIIL Internal Audit function (where applicable) in a timely manner to facilitate Company-wide Board Audit Committee reporting.
- d) Regular internal audit reports will be prepared quarterly.

(Note: Further refer to Internal Audit Manual for details)

17 Confidentiality

17.1 General Policy Statement

- a) SILL prohibits the public disclosure of confidential organization information. This policy applies to SILL and its subsidiaries without any exception.
- b) This policy prohibits confidential information from being accessed, disclosed, or released in any format to or by any person/ business that does not have a "need to know" without the proper consent of the individual/ stakeholder involved and/or SILL. As the range of services and products SILL offers continues to expand, it is essential to keep business partners,' customers,' and vendors' need for privacy and confidentiality as SILL's foremost priority.

17.2 Overview

- a) SILL's confidential and proprietary information is one of the key assets and includes but is not limited to techniques, names and lists of business partners, customers, strategic and marketing plans, source codes, employee information and financial information.
 - The above information is SILL's property and is protected by copyright and trade-secret laws and sometimes by patents. Every SILL employee and/or subsidiaries has the responsibility to safeguard it, and to never disclose it intentionally or inadvertently.
- b) Confidential information could include any of the following:
 - Expected financial results / forecasts and projections.
 - Technical data not published previously.
 - New announcements of significant investments, projects, divestures, restructuring, etc.
 - Marketing strategies / campaigns.
 - New or extensions to key contracts.
 - Personnel information / salaries.
 - Changes in dividend policy.
 - Significant litigation exposure.
 - New equity or debt offerings.

- Material pricing changes.
- c) On the other extreme, information which is regarded as non-confidential is that which is – and accepted to be – openly discussed with outsiders within the context of “publicly disclosed” material and information. Accordingly, information not falling under any of the classification of confidential information as defined hereafter will be covered in this category.

17.3 Classification of Confidential Information

To guide employees / service provider in the handling of confidential information, including that contained in e-mails, SIIIL has established the following classifications:

- a) “SIIIL Confidential: Internal Use Only”
- Information with this classification is not highly sensitive and can be distributed within SIIIL without restrictions. Examples of information included in this category are internal telephone listings, e-mail address listings, and policy.
- b) “SIIIL Confidential: Need-to-Know”
- This information is more sensitive and valuable than “Internal Use Only” documents. Its dissemination is limited to employee and / or service providers who need the information to do their jobs. Information in this category might include new project details and personnel information.
- c) “SIIIL Confidential: Registered”
- This is the most sensitive type of information. Registered documents must be numbered, and each copy assigned to a specific recipient. These documents must be always kept in a secure place and should not be duplicated, except by their originator. Information in this category may include financial information, financial forecasts, expansion plans, acquisitions, mergers, and other contracts.

17.4 Conduct of Personnel

a) All SILL employees and / or subsidiaries are expected to act in a professional manner and always maintain confidentiality, whether dealing with actual records, projects, or conversations, and abide by the obligations of contractual confidentiality agreements. The violations of this policy include, but are not limited to the following situations:

- Allowing unauthorized access on SILL's computers to confidential SILL information, customer information, financial data, contract details, confidential research data, or employee personal information
- Sharing information acquired by persons in the course of their work with others who do not have a need to have the information.
- Accessing information that the individual does not have the authority to access in the course of his / her work or does not have a need to know to conduct his / her job duties.
- Sharing of information related to confidential Human Resource matters.
- Breach of confidentiality obligations regarding the disclosure of confidential information that is subject to a duly signed confidentiality agreement / statement; and
- Discarding confidential documents in an unsecure manner.

b) All SILL employees and / or subsidiaries should protect and maintain business partner, customer and vendor privacy and confidentiality and as such should adhere to the following:

- All information related to SILL's business should be kept in the strictest confidence.
- All written information, whether in the form of records or to be used for publicity, must protect the anonymity of individuals and groups.
- Customer / vendor / business partner information (including the name and address of their business) should never be sold or made available to any other firm.

- Customers / vendors / business partner have the right to exercise control over how SILL uses the information obtained pertaining to customer / vendor business.
- Employee and / or service providers must always respect customer / vendor/ business partner privacy when marketing SILL's products and services.

17.5 Requests for Confidential Information

- a) Written Requests: All written requests for additional information concerning details of litigation progress, expansion projects, investments, and acquisitions, etc., shall be handled by the CEO. He will then decide whether such information should be disclosed to the requesting party.
- b) Verbal Requests: All verbal requests are received by the CEO. If the CEO is not present, such requests will be forwarded for follow-up on a later date.
 - If the CEO is unavailable, the requester should be asked to provide their name, Company, telephone number and address, if possible.
 - Additionally, the requester should be asked the reason for the request and a brief description of the information desired.

17.6 Electronic Mail (E-mail)

- a) As a policy, employee and / or service providers should be discouraged to forward or send e-mails containing confidential information outside of SILL's network.
- b) If there is a business need to communicate any sensitive information with someone outside SILL, employee and / or service providers should confirm with their immediate supervisor that an appropriate non-disclosure agreement has been signed prior to e-mailing information outside the network.

17.7 Communication with Vendors and Customers

- a) Employee and/or service providers must also use caution and discretion when communicating with vendors and clients. Before disclosing information, employee and/or service providers should consider the following:
 - Check to ensure that appropriate non-disclosure agreements are in place, whenever applicable.

- Disclose only the information necessary to complete the project or the contract.
- Remind the vendor / customer of the importance of keeping SIII's information confidential.
- Consult with the immediate supervisor before providing access to information to any non- SIII individuals.

18 Code of Conduct and Conflict of Interest Management Policy

18.1 Code of Conduct:

a) Objective:

- To ensure the compliance of SILL, and its subsidiaries
- To elaborate the disseminated Code of Conduct and Corporate Compliance Policies, be it included within the Company Corporate Governance Reports or those of Board of Directors related committees among which is the Audit Committee.
- Create foundation for reaching the implementation of the mandatory requirements.
- To Enactment of a Rules of Conduct in respect of any prospective Conflict of Interest that might arise between the private interests of those duties of employees.

b) Application:

- Board Members follow SILL's values and act honestly and with integrity in all their dealings.
- Code of Conduct should be applicable to all the Company employees, consultants, and associates.

c) Local and foreign laws:

- Employees shall avoid breaking or seek to evade, directly or indirectly, the laws or regulations of any country in, or which SILL seeks to do business.

d) Avoidance of Conflict of Interest:

- Employees shall avoid Conflicts of Interest and disclose to the Company and the Audit Committee that handles the Conflict-of-Interest issues whenever they may arise.
- Employees shall avoid any relationship or activity that might impair, or appear to impair, the ability to render objective and appropriate business decisions in the performance of Company's job.

e) Dealing with Former Employees

- Employees who have in the course of their employment official dealings with former employees of the Company, who are governed by the post-employment measures set out in the Company's employment contract or any ancillary documents, must report this fact to their manager(s) who has the duty to elevate the same to the higher line of management in a manner that ensures transparency and reporting to the Audit Committee as needed.

18.2 Conflict of Interest:

- a) Each of the Chairman and members of the Board and Senior Executive Management must disclose to the Board any interest, direct or indirect, that he may have in the dealings and deal that take place on behalf of the Company, beneficiaries thereof.
- b) If the total value of the transactions and deals stipulated in the Clause B of Article of Association is equal to or more than 10% of the Company's market value or the value of the Company's net assets according to the last announced financial statement, whichever is less, unless the Articles of Association stipulates a lower percentage, prior approval must be obtained from the General Assembly after those dealings and deals have been evaluated by the auditor, and the auditor's report is submitted to the General Assembly, provided that it includes the type and details of those dealings and deals. Also, its value, the nature and extent of the interest and the stakeholder, and an indication of whether it is in accordance with market prices and on purely commercial basis, and this approval is renewed annually if such transactions and deals are of periodic nature.
- c) Any of the stakeholders stipulated in Clause (1) of Company's Article of Association shall refrain from attending the meetings of the General Assembly or the sessions of the Board of Directors in which the issue related to him is discussed or voted on.

- d) In the event that any of the person stipulated in Clause (1) of Company's Article of Association violated the provisions contained therein, he shall be dismissed from his position or job in the Company and shall not be entitled to run for membership of the Board of Directors of any other Company or assume any position or job in its Senior Executive Management, for a period of one year from the date of issuance of the dismissal decision.
- e) Without prejudice to the rights of bona fide third parties, violation of the provisions of this Article also entails the permissibility of claiming by the shareholders before the competent court for the invalidity of deals or transactions and obliging the violator to pay compensation determined by the court in the event of non-disclosure. Regardless, the deals or transactions are invalid if the terms of the deals or transactions are unfair or harm the interest of the shareholders. In all cases, the violator is obliged to pay any profit or benefit achieved to him from that to the Company.
- f) Shareholders who own at least 5% of the Company's capital may view the papers and documents related to the deals or transactions to which the provisions of this Article apply and obtain copies or extracts from them, and the Board of Directors shall enable them to view these papers and documents or obtaining copies and extracts from them, as the case maybe.
- g) The Company shall disclose to the Authority the dealings and deals referred to in Clause (2) of Company's Article of Association, and the details, nature and extent of interest pertaining to the persons mentioned in Clause (1) of the Company's Article of Association, in accordance with the procedures followed by the Authority.

- h) It is not permissible to conduct any transaction(s) or several related transaction(s), within a year from the date of the first transaction or transactions, aimed at selling the Company's assets or making any other disposal on those assets, or the assets that the Company will acquire if the total value of the transaction is or dealings, deals or related transactions equal in total to 51% or more of the Company's market value or the value of its net assets according to the last announced financial statements, whichever is less, except with the approval of the Extraordinary General Assembly, and the Company's assets include the assets of any subsidiary Company.

The invitation papers for the Extraordinary General Assembly meeting must include a sufficient number of deals on the disposal and its conditions and provisions.

18.3 Management Conflict of Interest Policy:

- a) Without prejudice to the provisions of the Law in this regard, the Board shall comply with the principles of this Code and with the disclosure for dealings and transactions, which the Company enters with any "Related Party" and in which such Related Party has an interest that may conflict with the Company's interest. Prior at least a week from the date of holding the General Assembly called for considering the Company's budget and the Board's report, the Board must disclose in detail for the shareholders about the mentioned dealings and transactions and must disclose them in the Company's annual report.
- b) In all cases, the Company must not carry out any dealing or enter any transaction with any "Related Party" only after the approval of the General Assembly of the Company and must be included in the agenda of the next General Assembly to complete the procedures.
- c) By the virtue of the Commercial Companies Law No. 11 of 2015, the "Act", particularly Article 122 thereof, the Corporate Governance Code and the Corporate Governance Reports issued by the Company, the Conflict-of-Interest Policy comprises of the following principles:
- The Company permits the convergence of interests on a fair competitive basis and prohibits conflicts of interest. The Company's policy of non-conflict of interests is based on the principles of transparency, disclosure,

and equality of opportunities, to ensure fairness and integrity in dealings, and no exploitation of a position or function to favour the parties concerned.

- Prohibiting the Company's Chairman, members of its Board of Directors, its Executive Directors and all its employees from taking advantage of any information they may have come to know, because of dealing in shares of the Company, for their own interest or the interest of their immediate relatives.
- The members of the Board of Directors and the Executive Directors owe their loyalty to the Company and its shareholders. This trust-based duty requires the members of the Board to give priority to the interests of the Company and its shareholders over their own personal interests and interests of the related parties. They must always work in good faith and total transparency.
- Board members and Executive Managers shall refrain from:
 - Performing activities competing with the Company, or trade for their own account or for the accounts of others within a branch of activity that is practiced by the Company. Otherwise, the Company shall request compensation or considers that the transactions were conducted for its account. Such limitation shall not apply where competition is public, in accordance with the prevailing norms and with the provisions of the Law and applicable regulations.
 - Taking over the opportunities offered to the Company. Such limitation shall not apply where the opportunity was offered to the Company, and it rejects it.

- Explicit, potential, and actual conflicts of interest. In the case of the conflicts of interest, the member of the Board shall totally disclose the conflict.
- In the case that an issue involving conflict of interests, or any business dealing between the Company and any Board Member, or party that is related to a member, then the subject Member is not permitted at all to vote regarding such transaction. And in any case, such transaction shall be performed according to market prices and on purely business basis and shall not include clauses that are opposing to Company interests.
- With the exception of contracting and public tenders, the Chairman, Board members or any Director may not have a direct interest in the contracts, projects and commitments made for the account of the Company, unless there was approval by the Assembly thereon. Provided that such deals and contracts meet the condition of being fair to the Company. In the event where such contracts and commitments are of a periodic and renewable nature, the approval of the General Assembly shall be annually renewed. In all cases, any of the aforementioned parties having an interest shall refrain from attending any General Assembly or Board sessions in which the subject relevant to the matter is discussed.
- Employees or their families:
 - Shall not have a direct or indirect Interest in any entity having current or prospective business relations with the Company, irrespective of the activity of the entity, be it a contractor, supplier, customer, landlord, sponsor, or otherwise. For purposes of these regulations, family is defined as the employee's spouse, children, parents, brothers, and sisters.
 - All employees are prohibited to perform or engage in any transaction or business venture or deliberately expose themselves to any situation where Conflict of Interest exists or may exist.

18.4 Bribery and Prohibited Benefits:

- a) Employees shall not offer, promise, give, pay, solicit, and accept any bribe in the form of either money or anything else of value for the purpose of improperly obtaining or receiving favourable treatment. This includes, but is not necessarily limited to entertainment, hospitality, facilitation of treatment, meals, refreshments, gratitude, gifts, or payment of expenses whenever these could materially affect the outcome of business transactions.
- b) Employees shall not accept a gift, entertainment or anything else of value from a contractor, supplier, customer, landlord, sponsor or any Entity with whom the Company has commercial dealings without the written consent of the Company, except where, in the case of gift or entertainment, the value is within the limits of any accumulative amount of QAR 150, or as might be prescribed by the Company from time to time, or is of a promotional nature and within commonly accepted industry practice and guidelines established by the Company.
- c) Employees shall not accept loans from Entities or individuals doing business with the Company, except for normal personal loans from banks and recognised financial institutions.
- d) Employees shall not offer or accept a kick back of any portion of the contract payment to employee of other parties to a contract or use other vehicles such as subcontracts, purchase order or consulting agreements to channel payments to government officials, political candidates, employees of other parties to a contract, their relatives or business associates.
- e) Employees shall immediately notify their line managers of the same in writing for such manager's written advice or approval. Audit Committee handling Conflict of Interest issues shall keep a record of all Prohibited Benefits and Conflicts of Interest situations when and as they occur.
- f) Political Contribution:
 - Employees shall not make a political contribution to obtain an unlawful business advantage.

g) Extortion

- Employees shall reject any direct or indirect request by a public official, political party, party official, or private sector employee for undue pecuniary or other advantage, to act or refrain from acting in relation to his or her duties.

h) Reporting to Line Management:

- If an Employee has any doubts about a Prohibited Benefit or Conflict of Interest situation, he must consult his line manager. This shall protect his interest if he is later accused of acting improperly.
- Any Prohibited Benefits given or offered that exceed the guidelines set forth in these Regulations, must be recorded in an Annual Conflict of Interest Declaration form to be created and handled by the Audit Committee.

18.5 Conflict of Interest Declaration

a) Employees (General Manager & above) shall complete the appropriate Conflict of Interest Declaration Forms (Refer Appendix D) and return them to the Audit Committee as per the deadline and by January of each successive year.

b) Employees shall record on the form such information as may be prescribed by the Company from time to time, including without limitation:

- Any prohibited benefits that were offered or accepted by him during the previous calendar year, and the action taken, any business activity outside the Company and family members working for the Company.
- Employees shall also include a list of shareholdings and interests in Affiliates, contractors, suppliers, landlords or sponsor by the Company held by themselves (excluding any shareholding in a Company listed on the Doha Stock Exchange), and to the extent within their knowledge, after reasonable enquiry, their families.

c) Prior Declaration of Conflict of Interest

- Employees shall declare any Conflict of Interest regarding their family and their family's interests in Entities to their line manager, before commencing work on any business dealings, tenders or contracts for the Company involving such entities. Their line managers will then relieve them of that work.
- Employees shall also declare and be relieved from work on business dealings, tenders and contract for the Company involving business enterprises in which they have a direct or indirect interest that may cause a Conflict-of-Interest situation.

d) Communications and Trainings

- Company would:
 - Seek and maintain anticorruption trainings for all principles and all key employees involved in sales, marketing, and procurement.
 - Distribute anti-bribery policy to its employees.
 - Requires its subsidiaries, affiliates, joint venture partners, suppliers, subcontractors, and other third party to comply with Code of Conduct and Compliance policy.
 - Company should have written Compliance policy.
 - Company should conduct periodic assessments of compliance and anti-bribery risks in the form of Questionnaire.

e) List of exposed Employees

- The Audit Committee Handling Conflict of Interest issues shall prepare list of employees involved in contracting, sales, or lease, of services, materials, procurement, tendering, requests for quotation, property, or products, and forward them a Conflict-of-Interest form.
- This information in the forms shall be treated by the committee as confidential and shall be released to employee's line-managers only on a "need to know" basis. The Company shall prepare a summarized report to the Board by end of each year, with recommendations and actions taken.

f) Reporting to the Chairman of the Board

- The Audit Committee Handling Conflict of Interest issues shall collate all the forms submitted by Employees and prepare the necessary reports to the Chairman within the agreed timescales to exercise the authorities and procedures detailed herein.
- g) Disciplinary Accountability
- In addition to any statutory provisions that may hold the employee who is found in default of integrity, loyalty, transparency, fidelity, every employee who violates the provision of these regulations shall be legally and/or disciplinary accountable.
- h) Authority of Committee
- The Audit Committee Handling Conflict of interest issues, its delegates and subordinates shall investigate any violation case of these Regulations related to Conflict of Interest and decide on appropriate actions.
- i) Submissions to the Committee
- All Directorates/Departments shall submit all documents and statements required by the Audit Committee handling Conflict of Interest issues, which in the opinion of the Committee, will help during Investigation. This involvement of Internal Control, Risk Management and/or Compliance functions to be created would be decided in due course who might also investigate any suspected case of violation of the Regulations referred to it by the Committee and shall submit its reports to the Audit Committee.
- j) Appearance before Committee
- The Audit Committee shall have the right to call any person to appear before the Committee as and when the Committee considers that to be useful for investigating a certain case.

k) Disciplinary Action

- The Audit Committee shall review reports on violation of these regulations. The Committee shall decide on the appropriate disciplinary action in accordance with the Company established disciplinary procedures in line with the applicable laws. However, a decision of the Committee shall not be considered final until it is approved by the Chairman of the Company.

l) Authorized Exceptions

- The Audit Committee (or any other representative(s) of the Company duly authorized for this purpose) may on a case-by-case basis, permit in writing exceptions to these regulations. Any such exemptions shall be at the Conflict-of-Interest Committee's sole discretion, on such terms, as it considers appropriate (if any) and subject to the approval of the Chairman.

Note: Refer Appendix D for Conflict-of-Interest Form

19 Disclosure and Communication Policy

19.1 Purpose:

Salam International is committed to best disclosure and communication practices to meet the principles and rules of the Governance, integrity, and transparency. The Board of Directors adopted a clear policy for disclosure and communication outlining a transparent and honest relationship among current and potential shareholders, by means of periodically acquainting them with the Company's developments, with the aim of encouraging the investment in the Company's shares and giving them the feeling of security for their investment in the Company.

19.2 Commitments of the Company under the Framework of Disclosure and Communication Policy:

- a) The Company is to comply with the rules and regulations governing the disclosure and listing in Qatar Stock Exchange (QSE), in addition to the compliance with all the disclosure requirements, including the disclosure of the information related to the number of shares owned by the members of the Board of Directors, Executive Directors, and major or controlling shareholders.
- b) The Company will commit to disclose any material information related to the current Company's projects, or the projects that the Company is intending to be engaged in, or any projects/information that may affect the share's price.
- c) The Company should issue press releases and disclosure of information whenever it is necessary to do so, provided it is a disclosure of important and material information, including the disclosure of the financial results, new projects and strategic partnerships, disclosure of information related to law cases and their relative decisions.
- d) The Company will publish the financial reports in accordance with the international accounting and auditing standards IFRS, IAS, ISA in local newspapers, and on the website of Qatar Stock Exchange and the Company's website.
- e) The Company will disclose information related to the names of the members of the committees of the Board of Directors, and their charter and scope of work.

- f) The Company should disclose information related to the Incentives and Remuneration Policy, the External Auditors Selection Policy, the Risk Management Policy, and the Board Performance Evaluation System
- g) The Company should continue publishing all information, disclosures, and data once available and/or periodically during the period it is listed in the Stock Exchange.
- h) The Company will every year, publish the financial statements, the Profit & Loss Statement, the Report of the Board of Directors, and the full text of the Auditors' report, including the notes and the relevant Company's disclosures, in two local newspapers, and on the websites of the Company and Qatar Stock Exchange.
- i) The Company will publish the Governance Report on its website every year and will disseminate a copy of it during the General Assembly meeting.

20 Whistle-Blowing Policy

20.1 The Purpose:

- a) Salam International Investment Limited believes in its values and principles of integrity, teamwork, and responsibility. The policy of reporting violations comes to promote and protect those values, and at the same time protect the amount from the damage that may be caused to it, and to avoid it affecting his personal interest.
- b) Salam International requests from whistle blowing policy that violations be reported at an early date for any serious violation, danger, or potential misconduct that the Company or shareholders may be exposed to and that this be dealt appropriately.
- c) This policy aims to provide any information that would guide the SILL Department to carry out its duties, by reporting violation or irregularities, erroneous behaviour, illegal actions, immoral behaviour, or those that violate SILL policies, procedures, and instructions.

20.2 Range:

- a) This policy applies to all SILL's employees, whether executive officers, employees, or consultants, regardless of their position, without exception. Any stakeholder can also report any risks or irregularities.

20.3 Whistleblowing:

- a) The Company welcomes any communication that would guide it to correct the error or procedure or disclose violations, or promoting and protecting its values, by receiving reports of malpractices such as criminal or financial violations or breaches or any legal or statutory obligations, internal regulatory requirements, or those that pose a risk to health, safety, or environment, including but not limited to the following:
 - Financial and administrative corruption (theft, embezzlement, money laundering, securities manipulation, insider trading, Conflict of Interests, abuse of financial markets, bribery, abuse of influence, forgery, fraud and manipulation of accounts and data to obtain material or moral advantage)

- Illegal behaviour and inappropriate behaviour or contrary to public order and morals
 - Misuse of Company's property or assets, and criminal offenses, being committed, or likely to be committed whatever kind.
 - Non-Compliance with policies or failure to apply them properly.
 - Disclosure of confidential information illegally
 - Determine employee health and safety.
- a) Every whistle-blower is committed to the following:
- Obligation to be objective in reporting and avoiding personal disputes, slander, retaliation, entrapment of bona fide others, defamation of their reputation, exploitation, or use of reporting for personal gain, or to undermine confidence in the Company or its employees.
 - Accuracy in conveying goodness, clarity in the language of reporting, avoiding incomprehensible symbols or signs, or incomplete or fragmented information, and clarifying all details related to the notification, which would guide the case, description, and place of the violations, and attach what would give details and evidence of the violation. If possible, and in accordance with the nature of violation, reporting of the violation should be done as soon as possible.
 - Incurred the amount because of false, incorrect, or malicious allegations, or made a false or incorrect report that unduly defamed the Company or one of its members or led to any form of abuse or harassment. The Company has the right to take disciplinary action against whistle-blower if he is one of its employees, or to sue him before the Company Judicial authorities to compensate them for the damage caused to them.

- The whistle-blower commitment to complete confidentiality of the communication in order to achieve the public interest of global peace, and to give the Company an opportunity to exercise its duties towards the communication and to conduct the necessary research and investigation according to its established procedures. Preserving the global reputation of Salam from allegations that are not based on sufficient evidence, or relying on rumours, suspicions, and personal fears, or concerns that is not based on facts, and which, if it is not serious or turns out to be false or untrue, would establish a right for the Company in prosecuting him.

20.4 Salam International Commitments (Protection of whistle-blower)

a) Salam International is committed to the following:

- Refund Protection: Taking all measures that would protect the amount, and not harm it, the Company shall bear any expenses or fees that would preserve the information reported, or its amount, such as bearing travel expenses, corresponding to the amount, the communication and the incurred communications and correspondence. The Company also guarantees not to show the author of the reason for reporting violations in accordance with the provision of whistle-blowing policy.
- Confidentiality: By not disclosing the identity of the whistle-blower (whether his name is disclosed or not, preserving his safety, and not subjecting him to accountability, except in cases where the law obliges the Company to disclose the identity of the whistle-blower in order to conduct the investigation by the control, investigation and judicial authorities according to the nature of the violation, with Company's commitment in preserving the non-dissemination of the issue or its details to the parties not concerned with the subject matter).

- Conduct the necessary research and Investigation: Dealing with any notification of the violations with the necessary seriousness, regardless of the nature of the communication, its language, or the adequacy of its information, and conducting research and then investigation that would reveal the details of the communications, and verify its connection to reality, and the extent of the evidence in this regard, and whether it requires further research and investigation or the use of special goods or other parties or persons related to the report.
- Corrective Actions: Taking corrective measures for the violation in the event that investigations prove the reported violation, with real reasons calling for taking corrective measures without delay that would exacerbate the violation or forfeit the right of the Company to take appropriate action in the right time.
- Appropriate means of reporting: Providing means of reporting the violation in a way that achieves speed and ease of reporting and is committed to publishing contact data in a prominent place, other than the Company's website, and the Company inspects all communication on a regular basis, including dealing with the communication as soon as possible.

20.5 Communication Handling:

- a) The Internal Control Unit receives all the reports of violations received by it through the relevant means of communications, and it also receives those reports from the Company's department and its officials. It submits a comprehensive report every 3 months to the Audit Committee to present it to the Board, explaining the nature of the reports submitted, the investigation that have been carried out and the actions taken.

- b) If reports are related directly or indirectly to the person in charge of managing the Internal control unit, the report is referred to the Chairman of the Board of Directors to investigate the violation attributed to him and issue the appropriate recommendation. Advise the amount, or to whom the violation is attributed provided that the penalty resulting from the violation is in accordance with the provisions of the list of penalties approved in the Salam agreement based on the provision of the Qatari Labour Law in force.
- c) In general, if it is found that the communication is unjustified, and if it is found that the communication is based on the reasonable and justified data, the investigation is carried out in the communication if there is evidence supporting it, and the communication is kept, and no additional investigation will be conducted. This decision shall be final and irrevocable consideration unless additional evidence is provided regarding the communication.

Note: Refer Appendix E for Whistle-Blowing Form

21 Insiders Trading Policy

21.1 Purpose:

The Board of Directors adopted the below-mentioned rules that govern how the Board members and the Company's officers trade in the financial securities that are issued by the Company, the Mother Company, the subsidiaries, and the sister companies, to ensure the highest level of integrity, transparency, and disclosure. These rules are binding to the Board members and the Company's employees.

21.2 The Insider:

The insider is anyone who, due to his position within the Company, has access to information that is not available to the public, and this information may have effect on the traders either to attract them to or turn them away from investing in the Company's securities, or those of other companies that SILL or its shareholders might have interest in. This information may have impact on the Company's ability in terms of fulfilling its obligation, including the Board members, the Senior Executive Management, the employees in the Company or any of the Group's companies or others, who might have access to such information under contractual or professional relationships or others.

21.3 The Company's Obligations:

- a) The Company's Board of Directors, Senior Executive Management, major shareholders or controlling shareholders, are committed to disclose the information related to the number of shares they own within 15 days from the date of being elected to the Board membership and at the end of each fiscal year, in addition to the information related to all the trading transactions carried out by the members of the Company's Board of Directors and its Executive Management in accordance with the respective laws, regulations and directives.
- b) The Chairman and the Board members of the Company that is listed on the Market, its General Manager, and its employees who had access to material information on the Company are banned to trade – either by himself or by a third party on his behalf or for others –in the securities of the Company itself or the Mother Company or subsidiary, should any of these companies be listed on the Market, during the ban periods stated in the laws and regulations in force.

- c) The Company will commit to disclose the information related to the trading of the insiders and their relatives in the securities issued by the Company, the Mother Company, subsidiaries, or sister companies including the Board members in accordance with the respective rules, regulations, and directives. This is achieved by means of maintaining a special and integral register encompassing all the insiders and those who might be deemed as temporary insiders and have the right or access to the Company's inside information before being published. This register includes the insiders' related disclosures, for the past and for the future.
- d) The Board members or any of the insiders should not utilize the confidential information that may affect the securities' price for the purpose of making personal gains, and any such act or transaction is deemed null and void.

21.4 The Insiders' Obligations:

- a) Any person (he and his minors) or any legal entity are committed to inform the Stock Exchange, in the case that their shares added to it the ownership of the respective group reached 5% or above of the Company's shares or any of its Groups.
- b) Also, they are committed to disclose the information on every 1% change above the limits of the aforementioned disclosure.
- c) No one in the Company can disclose any of the Company's inside information to other parties except for the competent or juridical authorities.
- d) It is prohibited to trade in the securities issued by the Company or influencing others to do so based on inside information or to take advantage of an inside or confidential information to make financial or in-kind gains.
- e) All insiders should sign an official declaration by which they acknowledge that they possess inside information and data pertaining to the Company and its clients. All the insiders trading transactions are registered in the Insiders Trading Register.
- f) The Insider is committed to inform the Company of any trading he carries out in the securities of the Mother Company's or subsidiary, before and after those trading.

22 Corporate Social Responsibility (CSR) and Community Rights Strategy

The CSR strategy is based on the Qatar National Vision 2030, and on its Economic Pillar in particular. It is also based on the Company's vision that aims to make Salam International Investment Limited one of the most successful public shareholding companies in the Middle East and a leading example for family businesses. In line with that strategy and the Company's mission, SIIL aims to develop the human resources and the communities in which it operates. Therefore, the CSR Program at Salam International Investment Limited includes the following:

- a) Commitment to total quality: the contribution of SIIL through its activities to ensure the needs of the national economy and society of goods and services are met, in addition to the efficient use of production factors within the community.
- b) Contribute to the development of human resources: for the employees of the Company, and for members of community through securing mechanisms to learn skills, scholarships, fresh graduates' training, and the promotion of the knowledge economy.
- c) Environmental Protection: Considering environmental considerations when implementing projects, so that the environment is not only protected, but also improved and to give to our grandchildren in a better condition than how we got from our ancestors.

23 Stakeholder's Rights:

23.1 Preamble:

SILL sets out clear policies and procedures that organize its relationship with Stakeholders including employees, shareholders, suppliers, and customers to protect the rights of the Company and Stakeholders. The relevant laws, regulations, and contracts constitute the basis upon which the rights and obligations of Stakeholders are determined. The Company aims at clarifying such rights and obligations of Stakeholders and any consequences of any shortcomings in their performance. The Company also sets out the methods of resolving the disputes that may arise between the Company and Stakeholders to protect their rights.

23.2 Definitions:

The words and phrases in the Policies shall have the meanings given to each of them unless the context otherwise requires:

The Company: Salam International Investment Limited

Policies: Stakeholder's Policies

Stakeholders: Any person with an interest with the Company, which may include employees, creditors, customers, suppliers, and the society.

23.3 First: Policy for Compensating Stakeholders when their rights are infringed.

a) Objective:

Identifying the procedures and conditions that must be followed and taken into consideration to compensate Stakeholders when their contractual rights with the Company are infringed.

b) Our responsibility:

- Setting out procedures and instructions for regulating the Company's relationship with Stakeholders to protect all parties' rights.
- Exercising efforts to reduce the impact of any damages to any related party.
- Providing suitable insurance coverage for possible damages.

c) General Provisions:

The compensation of Stakeholders shall be subject to the following:

- Violation must be due to Company failure in satisfying its obligations as stipulated for in the relevant contracts and related regulations, failure to exercise enough care or failure to follow approved standards and industrial practices.
- The Company's act has been the direct reason behind the damage caused to the Stakeholder.
- Violation must be proven by Company statement, or by final award of settlement from the relevant authorities.
- Negotiating with the affected parties to discuss the possibility of reaching the mechanism and amount of compensation to protect the Company's rights and interests.

23.4 Second: Policy for resolving complaints or disputes that may arise between the Company and the Stakeholders.

a) Objective:

Identifying the steps and procedures of resolving complaints or disputes that may arise between the Company and Stakeholders.

b) Our responsibility:

- Executing contracts and agreements when undertaking deals and transactions with others, whereby such agreements clearly set out the relationship between the parties.
- Setting out the dispute resolution mechanism in all contracts and agreements with others.
- Seeking amicable settlement whenever possible to protect the Company's interest.
- Facilitating the process of reporting and resolving promptly any complaints raised by the stakeholders.
- Providing the necessary technical support to customers in order to resolve any issues arising from using the Company's products.

23.5 Third: Policy for building good relationships with customers and suppliers and maintaining the confidentiality of their information.

a) Objective:

Setting out methods and procedures that enable the Company to build strong relationship with Stakeholders, including customers and suppliers, and protecting their confidential information.

b) Our responsibility:

- Comply with applicable laws, Company standards, corporate policies & procedures and SIIIL Code of Ethics.
- Maintain confidentiality, segregation of duties, in compliance with the Code of Ethics and the SIIIL Internal Control Manual.
- Ensure proper legal involvement to validate the authorities of signatories of third parties.
- Provide on-time payments to suppliers for received materials and services in accordance with the relevant agreed payment terms.
- Respect and protect the intellectual property of others.
- Respect the privacy of Stakeholders by maintaining their personal data and protecting its confidentiality.

23.6 Fourth: Policy for enabling Stakeholders for obtaining of information.

a) Objective:

Enabling Stakeholders to obtain information related to their transactions and activities with the Company to perform their obligations.

b) Our responsibility:

- Providing a number of electronic channels and means of communication to enable Stakeholders for obtaining accurate and complete information relevant to their activities, so they can use such information to accurately perform their obligations.
- Regularly updating all information related to Stakeholders.
- Identifying focal points of different areas under the Company to answer enquiries from users.

23.7 Fifth: Minority Shareholder Policy Statement:

a) Purpose:

The purpose of a minority shareholder policy is to protect the rights and interests of minority shareholders in SILL.

b) Scope:

This Policy applies to the Company and the Board to ensure the protection of the Minority Shareholders rights. This Policy shall also apply to everyone who has a role in protecting the Minority Shareholders rights according to the Company's Article of Association.

In the event that any of the provisions of this Policy is in conflict with any of the laws, regulations, or guidelines issued by any of the regulatory bodies, these laws, regulations, or guidelines shall prevail.

c) Responsibility for Policy Implementation:

The Board shall be responsible for the application hereof to ensure the protection of the Minority Shareholders rights. Such responsibility shall also extend to the executive management and staff – each as per the position and duties thereof.

d) General Responsibility:

The oversight and supervisory role of the Board is one of the most important pillars of the effective governance framework; therefore, the Board assumes the main responsibility for the protection of the minority shareholders rights. The following are the main responsibilities of the Board of Directors in relation to protecting the minority shareholders rights:

- **Adoption of Effective Policies:** The Board shall provide a clear framework for the Company's executive management, which shall be achieved through supervising the implementation of the main policies adopted by the Company in relation to all operations of the Company.
- **Appointment of Specialized Executive Management:** The Executive Management, headed by the CEO, shall be responsible for the day-to-day management of the Company's operations as well as the implementation of the Company's strategy.

- **Supervising the Company's Affairs and Business:** The Board shall be responsible for supervising the Company's affairs and the performance of the executive management. The Board shall run the supervisory duties thereof either directly or through the Board or the chairman thereof, or indirectly through the committees thereof.
 - **Maintaining Adequate Capital for the Company:** Adequacy of the capital is one of the main indicators of the financial position of the Company. Therefore, the Board shall be responsible for ensuring the adequacy of the Company's capital and approving the capital adequacy reports and policy. The Board shall ensure the implementation thereof by the executive management and the risk management department, considering the relevant requirements of the regulatory bodies and strategic objectives of the Company.
 - **Compliance with Relevant Laws, Executive Regulations, and Guidelines:** It is the responsibility of the Board to ensure the compliance of the Company with such laws, regulations, and guidelines.
- e) **Minority Shareholders Rights:**
- The Company and the Board guarantee the protection of the rights of the shareholders in general and of the minority shareholders in particular. Accordingly, the Company's shareholders shall have all the rights guaranteed thereto by virtue of the Commercial Companies Law as amended, the Governance codes and guidelines issued by Qatar Financial Markets Authority, the Company's Articles of Association, and any amendments thereof. Such rights include:
- Participating in decision-making, to vote on resolutions of the General Assembly, and to object and record reservation to any such resolutions.
 - Supervising the management of the company.
 - Each Shareholder shall have the right to access to information related to the SIII, including the Memorandum of Association, the Articles of Association, and the Shareholders Register.
 - Any number of shareholders representing at least (5%) of the Company's capital shall have the right to request the inclusion of certain issues in the agenda of the General Assembly meeting. In such case, the same must be included by the

Board of Directors; otherwise, the General Assembly shall be entitled to decide to discuss such issues at the meeting.

- In accordance with Article 124 of Commercial Companies Law No. 11 / 2015 as amended by Law No. 8 / 2021, the board of directors shall also invite the general assembly to convene whenever requested by a shareholder or shareholders holding at least (10%) of the capital, within fifteen (15) days from the date of receipt of the request. Otherwise, the Department shall approve the request of directing such invitation at the expense of the company within fifteen (15) days from receiving the request. The agenda in these two cases shall be limited to the subject of the request.
 - Each shareholder shall have the right to deal in Shares, obtain dividends thereon, and attend and vote on the resolutions made at the General Assembly meetings.
 - Each shareholder shall have the right to inquire about any of the agenda items of the General Assembly meeting.
 - Each shareholder shall have the right to vote at the elections of the Board members in accordance with the rules set forth in both the Governance Codes and guidelines and the Commercial Companies Law.
 - Each shareholder shall have the right to supervise transactions concluded with related parties.
 - Each shareholder shall have access to the balance sheet, profit and loss account, and the Board report.
 - Each shareholder shall have the right to request to inspect the Company.
 - Each shareholder shall have the right to request to file a liability claim against the Board members, provided that such request shall be subject to the approval of the General Assembly.
- f) Mechanisms for Handling Complaints and Disputes:
- Pursuant to the "Governance Code" issued by QFMA, any complaint, grievance, and report that may be submitted to the Company shall be received, investigated, resolved, settled in an optimal manner by the Company in accordance with the highest standards of transparency, based on principles of fairness, non-

discrimination, and without prejudice to the rights of the Company. The Company also considers proposals submitted thereto by any of the minority shareholders and is committed in this regard to maintain confidentiality of both the content of the complaint, proposal, or report, and of the identity of the person submitting the same. The Company shall achieve this as follows:

- All shareholders' complaints shall be recorded in a special register according to the laws and regulations issued by the relevant regulatory bodies.
- The Compliance Manager and/or the Board Secretary shall keep a record of such cases.
- The Company guarantee the protection of the Minority Shareholders rights during investigating any submitted complaint, through certain procedures that include maintaining the confidentiality of the identity of complaining people, in addition to other measures guaranteeing the minority shareholders rights.
- According to the type of the complaint and its seriousness, the investigation thereof may be assigned to the legal department, Internal Auditors, or External Consultants. A report showing the findings of the investigation shall be submitted directly to the Board of Directors. In the event that the report involves suspicions of administrative, moral, or financial corruption, a specialized committee may be formed to investigate such report without prejudice to the rights and procedures set forth in the relevant laws, regulations, and guidelines.

24 Corporate Governance Disclosure Checklist

Below is the template for the Corporate Governance Disclosure Checklist. This checklist shall be used to review The Compliance to Corporate Governance framework at end of third quarter.

Corporate Governance : Checklist					
Article	Paragraph	Complian	Non-Compli	NA	Comments
Article 3: Compliance with Governance Principles	The Board shall commit to implement Governance principles set out in this Code, which are: Justice, Equality among Stakeholders without discrimination among them on basis of race, gender, and religion; and transparency, disclosure and providing Information to the Authority and Stakeholders at the right time and in the manner that enables them to make decisions and undertake their duties properly. The principles also include upholding the values of corporate social responsibility and providing the public interest of the Company and Stakeholders over the personal interest as well as performing duties, tasks and functions in good faith, integrity, honor and sincerity and taking the responsibility arising therefrom to the Stakeholders and society.				
	The Board shall constantly and regularly review and update Governance applications, and apply the highest principles of Governance when listing or trading any securities in the Foreign Market, and uphold fair-trading principle among shareholders. The Board shall also update professional conduct rules setting forth the Company's values and shall constantly and regularly review its policies charters, and internal procedures of which shall be binding upon the Company's Board members, Senior Executive Management, advisors, and employees. These professional conduct rules may include the Board Charters and committees, the policy of its dealings with related parties, and the Insiders' trading rules.				
Article 4: Governance Report	The Governance Report is an integral part of the Company's annual report and shall be attached with it and signed by the Chairman. Without prejudice to the provision of Article (2) of this Code, the Governance Report must include Company's disclosure on its compliance with the provisions of this Code. It must also include all the information regarding the implementation of its principles and provisions, which include, but not limited to:				
	1. The procedures followed by the Company in implementing the provisions of this Code.				
	2. The disclosure of any violations committed during the Year including violation and sanctions imposed because of non-compliance with implementation of any of principles or provisions of this Code, their reasons, the remedial measures taken and measures to avoid the same in the future;				
	3. The disclosure of the information relating to Board members and its Committees, Senior Executive Management in the Company, their responsibilities, powers and activities during the Year, as well as their remunerations;				
	4. The disclosure of the procedures of risk management and Internal Control of the Company including the supervision of the financial affairs, investments, and any relevant information				
	5. The committees' works, including number of meetings and their recommendations.				
	6. Disclosure of the procedures followed by the Company in determining, evaluating and managing risks, a comparative analysis of the Company's risk factors and discussion of the systems in place to confront drastic or unexpected market changes;				
7. Disclosure of the performance assessment of the Board, compliance of its members in achieving the Company's interest, doing the committees' work, and their attendance of the Board and Committees. Disclosure of the performance assessment of the Senior Executive					

Detailed version of this template has been attached separately for your reference.

25 Appendix:

25.1 Appendix A: Board of Director's Letter of Appointment (Sample)

This form needs to be given by the Board Secretary to all the members of Board and once filled, needs to be submitted along with updated CV detailing your experience, qualifications, and education and non-objection certificate from CID.

Board of Director's Letter of Appointment

[] 20XX

[Name of Director]

[Address]

[Address]

Dear [Name of Director],

Appointment to SILL's Board of Directors

SILL is proud to have appointed you as part of its Board of Directors in the Annual General Assembly Meeting, in the position of _____ as of __/__/20XX.

This letter sets out the key terms of your appointment.

Term of appointment

Your initial appointment to the Board is for a renewable period of 3 years. Once your term as a Board member of SILL is concluded, re-election will have to be approved through the Annual General Assembly Meeting.

Board Composition

Under SILL's Articles of Association, the Board shall consist of seven (7) members, three (3) of whom shall be appointed by the Special Shareholder. Four (4) Directors shall be elected as per their eligibility in satisfaction of Article (27) by secret ballot of the General Assembly. The Special Shareholder shall not participate in the voting process.

The Board will have not less than four (4) scheduled meetings a year. The Board occasionally has additional meetings, usually to deal with a particular issue, which requires immediate Board attention. Meetings will be held in Doha or an alternative location in Qatar provided all Board members are present / represented at the meeting. The Board will meet in private sessions.

The total time commitment for the SILL Board member for the Board and Board related matters is estimated to be approximately ___ days per year though this can vary according to the needs of the Company.

Board Role and Responsibility

The roles and responsibilities of the Board are set out in SILL's Board 'Terms of Reference.' The Terms of Reference are attached for your review and signature, indicating that you have understood the roles and responsibilities and the ethical conduct requirements that should be abided by.

Expectations of Board Members

Board members are expected to exercise their duties and responsibilities with:

- Reasonable care and diligence.
- Act in good faith in the best interests of SILL
- Apply independent judgment in the exercise of their powers and avoid conflicts between their duties to SILL and their personal interests; and
- Observe standards of good corporate governance. It is also expected that Board members will prepare for and attend all meetings, except in exceptional circumstances and with the approval of the Chairman.

Board Committees

Currently, there is three standing Board Committee, i.e., the Board Audit Committee, Board Nomination Committee and Board Remuneration Committee.

The Board Committee will meet according to the frequency set out in the Board Committee Terms of Reference. You will be appointed as a member of the _____ Committee/s upon your commencement as a Director as of __/__/20XX. The composition of the Board Committee is reviewed on a regular basis.

Remuneration

Directors shall be paid such remuneration as may be determined by a resolution of the General Assembly. Board member levels of remuneration will be based on the following:

Remuneration will reflect the time commitment and responsibilities of the role; remuneration is based on actual attendance to Board meetings.

Board Member remuneration per Board meeting: QAR XXX per meeting

Additional fees for acting as Chairman & Managing Director of the Board: QAR XXX, to be ratified by the Board annually.

Additional fees for acting as Vice Chairman of the Board: QAR XXX to be ratified by the Policy, Development and Board annually.

Board Audit Committee Membership: QAR XXX per meeting

The Chairperson of the Board Audit Committee receive an additional fee of QAR XXX

Additional remuneration can be paid based on incentive / bonuses schemes recommended by the Board and approved by the General Assembly.

Expenses

Board members are entitled to reimbursement for all reasonable out of pocket expenses incurred in carrying out their duties as a Director of SILL.

Disclosure of Interests

Please complete the following sections and return within five (5) working days:

Family Members (first degree):

Name	Relationship

Note: A first-degree relative is a family member who shares about 50 percent of their genes with a particular individual in a family. First degree relatives include parents, offspring, and siblings.

Ownership/ Control Details in SIIL:

Ownership Type	Name of the Entity/Person	Number of Shares

Other Non-SIIL Commitments:

Please disclose details of employment positions held, ownership in other companies, and board membership in other companies held both in the state of Qatar and Outside Qatar:

Outside Employment:

Employer	Title	Date of Joining	Brief about the roles of the Job

Ownership Details in Other Companies: (Companies where a 5% or more ownership of capital exists)

Company Name	Number Of Shares	Percentage Owned/ Controlled

Positions on Other Boards:

Company Name	Position on Board	Date of Appointment on Board

Do any of your relatives to the fourth degree (cousins) have a significant relationship with SIIL? If yes, please explain the relationship of the relative with SIIL.

Yes

No

Do any of your companies or companies you are employed with have a significant relationship with SIIL? If yes, please explain the relationship of the Company with SIIL.

Yes

No

Do you have any other interest disclosures that would be of importance to SIIL? If so, please describe your other interests.

Yes

No

Access to Information and Advice

The Board members have unrestricted access (subject to conflicts of interest) to Company records and information and receive regular detailed financial and operational reports from the CEO. Independent professional advice is available to the Board members at SILL's cost to help them carry out their responsibilities. While the Chairman's prior approval is needed, it may not be unreasonably withheld and in the Chairman's absence, Board approval may be sought.

Review of Board Performance

The Board undertakes ongoing self-assessment and an annual review of the Board as a whole, Board Audit Committee and individual Board members. An independent person facilitates the annual performance review process.

Board Member Liability Insurance

Directors' and Officers' liability insurance coverage of QAR XXX is in place, for each Board member.

Induction Training and Continuing Education

New members will receive induction upon joining the Board, to ensure you and other Board members are updated with adequate skills and knowledge necessary to efficiently and effectively oversee SILL.

I very much look forward to welcoming you to SILL's Board.

Yours sincerely,

Chairman

25.2 Appendix B: Sample Board's Meeting Agenda

Sample Board's Meeting Agenda

Board Meeting

SIIL (Date)

- a) Call to Order 1.1
 - Attendance
 - Review/Approval of Minutes of Last Meeting; Corrections Noted
 - Additions/Deletions to Today's Agenda
- b) Executive Management Summary
 - Key Performance and Activity Summary
- c) Strategy & Expansion Plan
 - Strategic Initiatives
 - Balance Score Card Update
 - Progress Reports
- d) Investments and Projects
 - Investment Reports/ Issues
 - Project Status Report
- e) Operations
 - Subsidiary Operation Reports
- f) Financial
 - Financial reports
 - Budgets
- g) Business Support
 - Human Capital issues
 - Media and Public Relations Update
 - IT system implementations

- h) Committee Reports
 - Board Audit Committee Reports
- i) Periodic / Interim Reports
- j) Special Reports
 - Litigation Update (Legal Officer)
- k) Chairperson's Conclusion
 - Call for Open Discussion
 - Agenda for Next Meeting
- l) Additions to the Board Meeting Agenda (Additional Items to be incorporated accordingly) Please note the following additional items on our agenda:
 - Quarterly
 - Calendar of Board Reporting Requirements and Activities
 - Annually
 - Declaration of Distribution of Profits
 - Strategic Plan, Budget
 - External Audit
 - Internal Audit Plan
 - Regulatory Examination
 - Insurance Coverage
 - Review of Existing Policies / Applicability / Compliance
 - Disaster Recovery and Contingency Plan

(Note: Sample of meeting minutes followed in SIIL has been attached below for reference)



**SIIL - Board
Meeting Agenda.pd**

25.3 Appendix C: Board/ Committee Members Self-Evaluation

Self-Evaluation form to be filled by each of the Board Members as per the score methodology given below. This form shall be discussed with the Board Chairman by before submitting it to the Board Secretary. Further, Nomination Committee will compile the results of the self-evaluation and include the same in its annual report which will be presented to the Board of Directors in the Board Meeting.

Score Methodology

The table below defines the rating methodology adopted.

a) Scoring individual questions:

Score	Very Satisfied	Fairly Satisfied	Neutral	Fairly Dissatisfied	Very Dissatisfied
	5	4	3	2	1

b) Scorecard per topic:

No.	Board Committee Evaluation	Maximum Score
1	Board/ Committee Structure	20
2	Board/ Committee operations and interaction	40
3	Board/ Committee roles and responsibilities	10
Total		70

No.	Individual Director Self Evaluation	Maximum Score
1	Contribution and Interaction	35
2	Quality of Output	30
3	Understanding of role	30
4	Chairman's Role	15
Total		110

c) Overall Rating

Overall Rating	Rating
Satisfactory	126 - 180
Partially Satisfactory	71 - 125
Need Significant Improvement	0 - 70

Self-Evaluation Form:

S. No.	Individual Directors Self-Evaluation	Very Satisfied	Satisfied	Neutral	Dissatisfied	Very Dissatisfied
I	Contribution & Interaction					
1	Are you satisfied with the information and insight you have shared with the Board?					
2	Do you participate actively in the Board and committee activities and work constructively with the peers?					
3	Do you take strong constructive stand at Board and Committee meetings whenever necessary?					
4	Have you encouraged receiving feedback from the Board on your performance as a member?					
5	Do you encourage Board members at the Board meetings to focus on the agenda?					
6	When conflicts arise, have you confronted conflicts and participated in finding a resolution?					
7	Are you satisfied with the extent of your attendance in the Board and the Committee meetings?					
II	Quality of Output					
8	Have you provided logical and honest opinions on issues presented to the Board?					
9	Have you prioritized context of issues to be in line with objectives?					
10	Do you always motivate others to get things done, in a decisive and action-oriented?					
11	Have you provided realism and practical advice to the Board deliberations?					
12	Do you apply analytical and conceptual skills to the decision-making process?					

S. No.	Individual Directors Self-Evaluation	Very Satisfied	Satisfied	Neutral	Dissatisfied	Very Dissatisfied
13	Have you always communicated persuasively in a clear and non-confrontational manner?					
III	Understanding of the role					
14	Are you satisfied with the value you add in the Board and the Committee meetings?					
15	Do you take initiatives to request for more information whenever required?					
16	Do you ensure that individual contribution is relevant and up to date with development?					
17	Do you always focus on accomplishing objectives?					
18	Are you satisfied with your assessment and of the link of short-term issues to long-term strategy?					
19	Do you always ensure performance of financial and human capital, keeping in mind the strategic plan when making investment decisions?					
IV	Chairman's Role					
20	Are you satisfied with the Chairman's ability to lead the Board/ Committee effectively - encouraging contribution from all members?					
21	Evaluate the Chairman and the Management's working relationship					
22	Are you satisfied with how the Chairman and the Management understand their respective roles?					

Please provide any suggestions that the Board could do better or differently.

Completed By: _____

Date: _____

Discussed and agreed with the Board Chairman on: _____

25.4 Appendix D: Sample Conflict of Interest Disclosure Form

Conflict of Interest Disclosure

The following form should be completed by all employees (General Manager and above)/ service providers, in any instances of Conflicts / Potential Conflicts of Interest with person(s) or organization doing or seeking to do business with SIII as detailed in CG-18 Conflicts of Interests. This form should be provided to the Human Resources function/service provider.

Employee/Service Provider's Name:

Group/ Department and Location:

Person or Organization: _____

SIII Relationship with the Entity:

Personal Business Conducted/ Conflict of Interest/ Solicitation Provided:

Date: _____

Signature _____

25.5 Appendix E: Whistle-Blowing Form.

Whistle-Blowing Form.

The following form should be completed by employees / service providers, and submit it to _____ by the following means:

E-mail: reportconcerns@salaminternational.com

Mailbox: _____

SILL employees and/or Outsourced Service Providers are encouraged to contact Human Resources function / service provider on the following number _____. While SILL encourages employees / service providers to disclose their identity when raising whistle-blowing allegations, anonymous allegations will nevertheless be considered. Employees / service providers are encouraged to read our Whistle blowing (CG-20 Whistle-Blowing)

Employee / Service Provider's Name (Optional):

Group/ Department and Location:

Whistle-Blowing Concern:

Date: _____

Signature (Optional) _____