

PROPOSED AMENDMENTS TO BE MADE TO  
AMENDED ARTICLES OF ASSOCIATION LEGALIZED UNDER NO. 26290/2016,  
DATED 17/5/2016  
OF MANNAI CORPORATION  
QATARI PUBLIC SHAREHOLDING COMPANY (the "Amended Articles of Association")  
TO BE IN LINE WITH  
THE GOVERNANCE CODE OF COMPANIES AND LEGAL ENTITIES LISTED ON THE MAIN MARKET  
SUBMITTED FOR APPROVAL AT THE EXTRAORDINARY GENERAL ASSEMBLY MEETING SCHEDULED FOR  
3<sup>RD</sup> DECEMBER, 2017

1. Inclusion of the following clause at the end of Article (20) of the Amended Articles of Association:

*"The Company shall disclose its capital structure, any agreement concluded thereto, and the shareholders who own, directly or indirectly, (5%) or more of the shares."*

2. Inclusion of the following clauses at the end of Article (32) of the Amended Articles of Association:

*"32.9 The Board shall comply with the disclosure of dealings and transactions which the company enters into with any "Related Party" and in which such related party has an interest that may conflict with the company's interest.*

*32.10 The Board may enter into loans that span more than three years and may sell or mortgage real estate of the Company within the normal course of Companies business. "*

3. Inclusion of the following clauses at the end of Article (36) of the Amended Articles of Association:

*"The Board shall:*

- a. Carry out its duties in a responsible manner, in good faith and with due diligence.*
- b. Ensure that sufficient Information about the Company is made available to all Board members to enable them to discharge their duties.*
- c. Draft a policy for contracting with the related parties and submit such policy to the General Assembly for approval.*
- d. Prepare a charter called "Board Charter" determining Board functions and responsibilities and duties of the Chairman and Board members, which Charter shall be published on the company's website."*

4. Inclusion of the following clause at the end of Article 39 of the Amended Articles of Association:

*"The shareholder(s) who owns at least (10%) of the Company's capital shall, for serious grounds, be entitled to request an invitation to convene General Assembly."*

5. Inclusion of the following clause at the end of Article (46) of the Amended Articles of Association:

*“The shareholders in general and Minorities in particular shall, in the event that the Company conducted Major Transactions that might harm their interests or prejudice the ownership of the Company's share capital, have the right to object such transactions and enter such objection in the minutes of the meeting, and to invalidate the transactions to which they objected in accordance with provisions of the law in this regard”*

6. Inclusion of the following clause at the end of Article (47) of the Amended Articles of Association:

*“The shareholder shall be entitled to object to any decision deemed for the interest or harm of a certain group of shareholders; or bring special benefit for Board Members or others without regard to the Company's interest and be entitled to demonstrate this in the meeting minutes and to invalidate the decisions to which such shareholder objected in accordance with provisions of the law in this regard.”*

7. Inclusion of the following clause at the end of Article (59) of the Amended Articles of Association:

*“The Company shall play its role in the corporate social responsibility activities.”*