

Terms of Reference - Corporate Governance Committee

MEMBERSHIP

Members of the Committee are appointed by the Board.

The QFMA Corporate Governance Code requires that the Board of Directors shall at all times keep its Members updated about the latest developments in the area of Corporate Governance and best practices related thereto. The Board may delegate the same to a Corporate Governance Committee or any other body as it deems appropriate.

Accordingly, the Board has decided to establish a Corporate Governance Committee comprised of two Board Members to keep the Board updated in its Corporate Governance responsibilities and best practice.

Any Board Members and company executives and managers may be invited to attend the Committee meetings. In particular the committee will liaise closely with the Company's Reporting officers to the Qatar Exchange and QFMA (presently the CEO and CFO) and with the Company's Legal Department.

The Corporate Governance Committee may at the company's expense consult any lawyer, independent expert or consultant in its work.

Appointments to the Committee are for a period of three years which may be extended by the Board.

QUORUM

The quorum is two although any member may keep the Board briefed and updated as necessary.

FREQUENCY OF MEETINGS

The Committee should meet at least three times a year and more regularly in the first twelve months of the introduction of the QFMA Corporate Governance Code requirements. The Committee's briefings and advice to the Board will be minuted in the main Board minutes.

DUTIES

BACKGROUND

The QFMA Corporate Governance Code states "Each Director is responsible for having an appropriate understanding of their role and duties and for educating themselves in financial, business and industry practices as well as the Company's operations and functioning". "The Board of Directors shall at all times keep its Members updated about latest developments in the area of corporate governance and best practices related thereto".

Accordingly the main role of the Corporate Governance Committee is as follows :

- Through good Corporate Governance enable the Board to add value to the company and its reputation among its shareholders and stakeholders.
- Keep the Board of Directors updated at all times about the latest developments in the area of Corporate Governance and best practices related thereto.
- In conjunction with the Reporting Officers of the Company to the Qatar Exchange and the QFMA (presently the CEO and CFO) and the Company's Legal Department ensure the Board complies with relevant laws, regulations and codes of practice.
- When necessary meet with the QE, QFMA and Company lawyers as appropriate for expert guidance on areas of compliance.
- Assist the Board in establishing "The Board Charter" required in the Corporate Governance Code, detailing the Board's functions and responsibilities as well as Board Members duties based on Annex 2 of the QFMA Corporate Governance Code.
- The Corporate Governance Code is based on the principle of "Comply or Explain" the reasons of non-compliance. Where a company does not comply with any provision of the Code it must explain the reasons in an Annual Corporate Governance Report to be signed by the Chairman, sent to the QFMA and reported to the General Assembly. The Committee will be responsible in conjunction with the CEO and CFO for preparation of the Annual Corporate Governance Report.

Some elements of the code may require an amendment to the Company's Articles of Association. It should be noted that the Board has stated that any proposals to amend the Company's Articles of Association should only be brought forward for consideration after the transition period and finalization of the Code and following formal consultation with the Company's legal advisers.

REPORTING

The Committee will report regularly to the Board and keep the Board updated at all times about latest developments in the area of Corporate Governance affecting the Company.