

Terms of Reference - Nomination Committee

MEMBERSHIP

Members of the Committee are appointed by the Board.

In accordance with the QFMA, Corporate Governance Code the Committee shall be comprised of Independent Board Members and Chaired by an Independent Board Member.

The Board has decided to appoint three Independent Board Members to the Committee including an Independent Chairman.

Only members of the Committee have the right to attend meetings. However, other individuals such as Chairman of the Board, CEO, Head of HR, external advisers and other Board Members may be invited to attend for all or part of any meeting as and when appropriate.

The Nomination Committee may consult at the Company's expense an independent expert or consultant.

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

QUORUM

The quorum necessary for the transaction of business is two, both of whom must be Independent Non Executive Directors.

FREQUENCY OF MEETINGS

The Committee will meet whenever required throughout the year and annually to conduct an annual self assessment of the Board's performance.

NOTICE OF MEETINGS

The Committee Chairman or delegated member of the Committee may give notice of a meeting together with an agenda at three working days notice.

ANNUAL GENERAL MEETING

The Chairman of the Committee will attend the Annual General Meeting prepared to answer any shareholder questions on the Committees activities.

DUTIES

In accordance with the QFMA Corporate Governance Code the main role of the Nominations Committee is to ensure that nominations and appointments of Board Members shall be made according to formal, rigorous and transparent procedures including :

- The recommendation of Board Member appointments and re-nomination for election by the General Assembly (nomination by the Committee does not deprive any shareholder of his rights to nominate or be nominated).
- Nominations shall take into account *inter alia* the candidates' sufficient availability to perform their duties as Board Members, in addition to their skills, knowledge and experience as well as professional, technical, academic qualifications and personality and should be based on the 'Fit and Proper Guidelines for Nomination of Board Members' annexed to the Code as amended by the Authorities from time to time;
- The Nomination Committee's role shall also include conducting an annual self-assessment of the Board's performance.
- The QFMA requires that a Company must also comply with any conditions or requirements relating to the nomination, election or appointment of Board members issued by any relevant authority in Qatar.

[In addition the Board requires that the Nomination Committee keeps under review the leadership needs of the Company, both executive and non-executive and senior management, with a view to ensuring the continued ability of the organization to compete effectively in the market place.

Accordingly, it will review management development programmes and the succession planning process for the executive management group and other senior management prepared by the CEO].

REPORTING

The Committee Chairman reports formally to the Board on its proceedings.