

Mannai Corporation QPSC Board of Directors' Resolution on
Responsibilities, Duties and Work Provisions and Procedures of the
Audit Committee

In accordance with Article (19) of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Corporate Governance Code), the Board of Directors of Mannai Corporation QPSC (the "Board") has resolved the following:

1. **NAME OF THE RESOLUTION:** This resolution shall be named Mannai Corporation QPSC Board of Directors' Resolution on Responsibilities, Duties and Work Provisions and Procedures of the Audit Committee (the "Committee").
2. **CANCELLATION:** This Resolution cancels and supersedes the previous "Terms of Reference of the Audit Committee".
3. **SCOPE OF RESOLUTION:** This resolution identifies responsibilities, duties and work provisions and procedures of the Committee.
4. **FORMATION OF THE COMMITTEE:** The Committee shall be formed of the following:
 1. HE Sheikh Khalifa Bin Abdulla Al Thani, Chairman
 2. Mr. Abdulla Mohamed Ali Al-Kubaisi, Member
 3. Mr. Mohamed Yousef Kamal, Member
5. **TERM OF THE COMMITTEE:** The Chairman and Members of the Committee shall be appointed for the term of the Board i.e. for a period of three years until the Annual General Assembly to be held in 2022.
6. **RESPONSIBILITIES AND DUTIES OF THE COMMITTEE:**
 1. Preparing and presenting to the Board a proposed Internal Control system for the Company upon constitution, and conducting periodic audits whenever necessary.
 2. Setting the procedures of contracting with and nominating External Auditors, and ensuring their independence while performing their work.
 3. 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.
 4. Overseeing and reviewing the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports.
 5. Considering, reviewing and following up the External Auditor's reports and notes on the Company's financial statements.

6. Ensuring the accuracy about the disclosed numbers, data and financial statements and whatever submitted to the General Assembly.
 7. Coordinating among the Board, Senior Executive Management, and the Internal Controls of the Company.
 8. Reviewing the systems of financial and Internal Control and risk management;
 9. Conducting investigations in financial control matters requested by the Board.
 10. Coordinating between the Internal Audit Unit in the Company and the External Auditor.
 11. Reviewing the financial and accounting policies and procedures of the Company and expressing an opinion and recommendation to the Board in this regard.
 12. Reviewing the Company's dealings with the Related Parties, and making sure whether such dealings are subject to and comply with the relevant controls.
 13. Developing and reviewing regularly the Company's policies on risk management, taking into account the Company's business, market changes, investment trends and expansion plans of the Company.
 14. Supervising the training programs on risk management prepared by the Company, and their nominations.
 15. 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.
 16. Implementing the assignments of the Board regarding the Company's Internal Controls.
 17. 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.
 18. Reviewing, approving and overseeing the Compliance Framework, Plans, activities and structure¹.
 19. Reviewing controls to manage the risk of violating laws / regulations / directives / guidelines / recommendations.
 20. Reviewing the findings of regulatory authorities and follow-up for corrective action and measures to prevent recurrence.
 21. Reviewing the implementation of code of conduct and compliance thereof.
 22. Reviewing the results of the compliance reviews.
 23. Any other responsibilities provided for in the law and/or the Corporate Governance Code.
- 7. COMMITTEE'S WORK PROCEDURES:**
- (a) **QUORUM:** The committee's meeting shall only be deemed valid if attended by its Chairman and the majority of its Members.

¹ Responsibilities 18 - 22 were added in the Board meeting held on 22nd April, 2020.

- (b) **COMMITTEE MEETINGS:** The number of Committee meetings shall not be less than 6 meetings per annum, and shall whenever the Committee considers it is necessary hold an additional meeting. The Committee shall keep minutes of its meetings.
- (c) **INTERNAL AUDIT REPORT:** The Committee will receive quarterly a report from the Internal Auditor who reports to the Board through the Committee, and the report shall at least include the following:
1. Procedures of control and supervision in respect of financial affairs, investments, and risk management.
 2. Review of risk factors in the Company and the appropriateness and effectiveness of the systems in the Company to face the drastic or unexpected changes in the Market.
 3. Comprehensive assessment of the Company's performance regarding its implementation of the Internal Control system in compliance with provisions of this Code.
 4. The Company's compliance with applicable market listing and disclosure rules and requirements.
 5. The Company's compliance with Internal Control systems when determining and managing risks.
 6. The risks faced the Company, their types, causes and the actions taken in this regard.
 7. The suggestions for addressing the violations and mitigating the risks.
- (d) **NOTICE OF MEETINGS:** The Committee Chairman or a delegated member of the Committee may give notice of a meeting together with an agenda at three working days' notice.
- (e) The Committee may invite whomever it deems necessary and appropriate to attend part or all Committee meetings howsoever and whenever appropriate.
- (f) The Committee may, at the Company's expense, consult any independent consultant expert.
- (g) **GENERAL MEETINGS:** The Chairman or any member of the Committee, or all of them, will attend the General Meetings prepared to answer any shareholder questions on the Committee's activities.
- (h) **REPORTING:** The Committee Chairman reports formally to the Board on its proceedings. The Committee shall submit an Annual Report to the Board including its works and recommendations.

I hereunto set my hand this 22nd April, 2020.

For/ Hamad Abdulla Khalifa Al Thani
Chairman