

**Mannai Corporation QPSC Board of Directors’ Resolution on  
Responsibilities, Duties and Work Provisions and Procedures of the  
Nomination 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 Nomination Committee (the “Committee”).
2. **CANCELLATION:** This Resolution cancels and supersedes the previous “Terms of Reference of the Nomination 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 Board members:
  1. Mr. Mohammed Ali Mohammed Khamees Al Kubaisi, Chairman
  2. Mr. Ali Yousuf Kamal, Member
  3. Mr. Alekh Grewal, 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. Developing general principles and criteria used by the General Assembly to elect the fittest among the candidates for Board membership.
  2. Nominating whom it deems fit for the Board membership when any seat is vacant.
  3. 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.
  4. Nominating whom it deems fit to fill any job of the Senior Executive Management.
  5. Receiving candidacy requests for the Board membership.
  6. Submitting the list of Board membership candidates to the Board, including its recommendations in this regard, and sending a copy to Qatar Financial Markets Authority.
  7. 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

In addition, the Board requires that the Nomination Committee keep 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 programme and the succession planning process for the executive management group and other senior management prepared by the CEO

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.
- (b) **COMMITTEE MEETINGS:** The Committee shall meet whenever required throughout the year and shall keep minutes of its meetings.
- (c) **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.
- (d) The Committee may invite whomever it deems appropriate and necessary to attend part or all Committee meeting howsoever and whenever appropriate.
- (e) The Committee may, at the Company's expense, consult any independent consultant expert.
- (f) **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.
- (g) **REPORTING:** The Committee Chairman reports formally to the Board on its proceedings. The Committee shall submit an Annual Report to the Board on works conducted and recommendations reached.

I hereunto set my hand this 29<sup>th</sup> April, 2019.

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**For/ Hamad Abdulla Khalifa Al Thani**  
**Chairman**