

**Mannai Corporation QPSC Board of Directors' Resolution on  
Responsibilities, Duties and Work Provisions and Procedures of the  
Remuneration 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 Remuneration Committee (the "Committee").
2. **CANCELLATION:** This Resolution cancels and supersedes the previous "Terms of Reference of the Remuneration 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 Suhaim Bin Abdullah Bin Khalifa Al Thani, Chairman
  2. Mr. Mohammed Ali Mohammed Khamees Al Kubaisi, Member
  3. Mr. Keith John Higley, Member
5. **TERM OF THE COMMITTEE:** The Chairman and Members of the Committee shall be appointed for the term of the BoardBoard 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. The Committee shall present the Remuneration Policy to the shareholders in the Annual General Assembly to be approved and made public.
  2. Remuneration shall take into account the responsibilities and scope of the functions of the Board Members and members of Senior Executive Management as well as the performance of the company.
  3. No Member of the Committee shall decide his own remuneration.
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 will meet whenever required throughout the year to review Remuneration Policy and the fixed and performance related

remuneration of Board Members and Senior Executive Management. The Committee 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) **ANNUAL GENERAL MEETING:** The Chairman of the Committee will attend the Annual General Meeting 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 including its works and recommendations.

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

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**Hamad Abdulla Khalifa Al Thani**  
**Chairman**