

Corporate Governance Report

1st January – 31st December, 2018





MANNAI CORPORATION QPSC CORPORATE GOVERNANCE REPORT

1st January – 31st December, 2018

With reference to:

- The Governance Code for Companies & Legal Entities Listed on the Main Market, issued on 10 November, 2016 (hereinafter referred to as the “**Code**”) by Qatar Financial Markets Authority (hereinafter referred to as the “**Authority**”); and
- Provisions of Article (2) of the Code which provides for the application of the provisions of the Code to all companies and legal entities listed on the main market unless there is a special provision on this regard stipulated in any of Authority’s Legislations; and
- Provisions of Article (4) of the Code, which requires preparation of a Corporate Governance report to be signed by the Chairman of the Board of Directors, that includes Company’s disclosure on its compliance with implementation of the provisions of the Code and all the information regarding the implementation of its principles and provisions referred to in the said Article, THEREFORE

The Board of Directors of Mannai Corporation (hereinafter referred to as the “**Board of Directors**”) has prepared this Corporate Governance Report of Mannai Corporation QPSC (hereinafter referred to as the “**Company**”) for the period from 1st January to 31st December, 2018, guided by the provisions of the Code, the related laws and regulations, circulars issued by the Authority, Company’s Articles of Association, sound Corporate Governance practices, the Management’s sound applications, and Corporate Governance standards. Through this Corporate Governance Report, the Company will keep the shareholders, other stakeholders and the public at large-1 abreast of all its policies and practices in order to enable them to assess abidance of the Company by the Code and Corporate Governance principles in general.

1. **PREAMBLE:**

The Board of Directors has complete and absolute belief that the sound application of Corporate Governance rules and procedures leads to achievement of high and continuous growth, quality and excellence in performance, and also results in increased trust in the Company and aims to protect the interests of minorities and small shareholders, in addition to generating profits and providing job opportunities, reducing risk, and increasing performance competency and accountability.

Hence, the Board of Directors, following listing of the Company in Qatar Stock Exchange in 2007, appreciated the importance of the principles of Corporate Governance and recognized the importance of their application - even before issuance of the first Corporate Governance Code in the State of Qatar- as it was mentioned in the Report of the Board of Directors for the year 2007, under the title- Summary of 2007, and the way ahead: “... expansion of the Board of Directors and strengthening Corporate Governance in the Company.”



The Board of Directors called for initiating the structuring of its corporate governance procedures in line with the principles of the Code. Believing in the importance of corporate governance, the Board of Directors formed an ad hoc committee assigned with overseeing matters related to Corporate Governance. On December 3, 2009, the Board of Directors assigned the Corporate Governance Committee with enabling the Board of Directors, through good Corporate Governance, to add value to the Company and its reputation among its shareholders, related parties and stakeholders, and to always keep Directors abreast with the latest Corporate Governance developments and best practices to ensure the Directors' understanding of their roles in Corporate Governance process and to ensure that the Board of Directors complies with relevant laws, regulations and codes of practice. The Committee consults legal advisors of the Company from time to time regarding provisions of the Code.

In order to ensure Company's full commitment to performing its responsibility of ensuring its implementation of the letter and spirit of the Code, the Board of Directors will call upon the Extraordinary General Assembly of the Company to meet on 27th March, 2019 to finalize the amendment of the Articles of Association of the Company started in the Extraordinary General Assembly meeting held on 3rd December, 2017 to fall in line with the Code, whereby the Assembly approved all proposals of the Board of Directors in this respect.

2. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance means the following to the Board of Directors:

- 1) Method by which the Company practices its power to manage all its assets, and human and physical resources,
- 2) Management's appreciation of the shareholders' rights in their capacity as the owners of the Company,
- 3) Compliance with the rules, procedures, values, and moral and professional behaviours in practice of management and business, and taking sound decisions regarding the affairs of the Company,
- 4) Distribution of the rights and responsibilities between the different stakeholders and related parties in the Company.

In light of the above, the Board of Directors believes in the sound application of Corporate Governance and continuous development of Corporate Governance practices to suit the changing requirements and commitment to review the Corporate Governance practices in a constant manner. The Board of Directors strongly believes in following the fundamental values of Corporate Governance in managing the Company, which are discipline, transparency, disclosure, independency, accountability, responsibility, fairness, social responsibility and accuracy in financial statements. The Board of Directors also tries to concentrate on the pillars of Corporate Governance, which are moral behaviour, strengthening roles of stakeholders and related parties and risk management.

Moreover, the Board of Directors fully realizes that implementation of Corporate Governance in the Company in a correct way does not mean mere respect of a set of rules and provisions, but it is also a culture and method in controlling the relationship between the shareholders, Board of Directors, Senior Executive Management, employees, and everyone dealing with the Company, so that the



shareholders ensure that the Management makes right use of their property to optimize profitability and achieve effective control. All this is reflected in what is called "The Mannai Way."

Towards promotion of the highest Corporate Governance standards and consolidation of principles of the Code, the Board of Directors, during 2018, passed a number of resolutions represented in various regulations, charters, procedures, controls, policies, mechanisms and rules as follows:

1. Corporate Governance Code.
2. Board Charter.
3. Stakeholders' rights Policy.
4. Procedures Manual for Implementing Strategy and Objectives.
5. Disclosure System
6. Policies & Procedures of the Company's Compliance with the Laws and Regulations & the Company's Obligation to Disclose Information.
7. Procedures for Availing Financial Services, Financial Analysis, Credit Rating etc.
8. Procedures for Nominating & Engaging External Auditors.
9. Procedures for Orienting New Board Members.
10. Self-control and Risk Management Programs.
11. Foundations and Standards for Evaluating the Performance of the Board and Senior Executive Management.

In this respect, the Board of Directors confirms that the Company, going forward, will not spare an effort towards implementing the letter and spirit of the Code provisions, guided by corporate governance culture and international standards.

3. BOARD CHARTER

As required in the provisions of Article (8) of the Code, the Board of Directors has adopted a "Board Charter" which sets out the functions of the Board of Directors and the rights, duties and responsibilities of the Chairman and members of the Board of Directors in accordance with provisions of the Law and the Code.

4. BOARD OF DIRECTORS:

The Board Charter has provided for functions and responsibilities of the Board of Directors as it is responsible for managing the company, setting its goals and strategies, and monitoring their implementation by the Senior Executive Management in accordance with the aforesaid functions, responsibilities, powers and duties of the Board of Directors, and each of the Chairman and members in the provisions of the Code, Board Charter and Articles of Association of the Company. The Board of Directors is assisted by a number of committees formed by resolutions passed by the Board of Directors in accordance with provisions of the Code, which resolutions have outlined terms of reference, duties, and work procedures of such committees. These committees are represented in the Corporate Governance Committee, Audit Committee, Remuneration Committee and the Nomination Committee.

(1) MISSION AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

In compliance with the provisions of Article (9) of the Code, the provisions of Articles 30 and 31 of the Company's Articles of Association provide that the Board of Directors is assigned with the responsibility of managing and supervising the Company. It has the broadest scope of authorities for the same and shall be entitled to assume all activities required for such management in accordance with the law, the Company's Articles of



Association, and resolutions of the General Assembly, in addition to appointing the senior executive management. Moreover, the Board of Directors may sometimes delegate some of its functions to undertake specific operations and constitute ad hoc committees, and in this event, the Board of Directors remains liable for the functions it has delegated. According to the Terms of Reference of the Nomination Committee, the Nomination Committee is also authorized to review management development programmes and the succession planning process for the executive management group and other senior management prepared by the Group CEO & Director.

(2) DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS:

The Chairman of the Board of Directors is the head of the Company and shall represent it before third parties, and his signature shall be held as signature of the Board of Directors in the Company's relations with third parties, and he shall execute resolutions of the Board of Directors as provided for in Article 28 of the Company's Articles of Association. In light of Article III of the Board Charter, the Chairman is responsible for ensuring the proper functioning of the Board of Directors, and has the right to call for Board meetings in accordance with provisions of Article 32 of the Company's Articles of Association ensuring the discussion of all important points, approving the agenda of every meeting of the Board of Directors, promoting constructive relations between all the Board members, encouraging Board members to effectively participate in dealing with the affairs of the Board of Directors, and facilitating timely receipt of complete and accurate information by Board members.

(3) BOARD OF DIRECTORS' OBLIGATIONS:

In compliance with the provisions of Article (12) of the Code, each Board Member shall observe all provisions of the said article. The Board of Directors constantly invite, in accordance with provisions of Article 36 of the Company's Articles of Association, some of the Company's senior executive managers, employees or other experts to attend the Board meetings in order to provide some information or explanations to enable the Board of Directors to act effectively to fulfill their responsibilities towards the Company on the basis of clear and sufficient information, in good faith, with due diligence and care, and in the best interests of the Company and all shareholders. In accordance with provisions of Article 12/8 of the Code, the Board of Directors has appointed Mr. Ewan Cameron as an official spokesperson of the Company.

5. BOARD COMPOSITION:

In the presence of representatives of Ministry of Commerce & Industry, the Board of Directors is elected by the General Assembly of shareholders in accordance with the requirements and rules set forth in the Commercial Companies Law and provisions of the Company's Articles of Association, in particular provisions of Article (26) thereof. The current term of the Board of Directors expires by holding the Annual General Assembly meeting on 27th March, 2019, when new board members are to be elected, including independent directors representing at least one third of the Board as per requirement of Article (6) of the Code, to be exempted from the condition of holding directorship shares of not less than 20,000 shares in accordance with provisions of the Articles of Association. The company has obtained an extension of the grace period for compliance by the Code until such date from the Authority, and has prepared a detailed Plan of Action on its compliance by requirements of the Code and submitted the same to the Authority.



The Board Members have adequate expertise and knowledge to effectively perform their functions. The current Board of Directors composition includes executive and non-executive directors and the majority is non-executive, in addition to one independent director. The Chairman considers that the Board of Directors has a good balance of skills and experience in its membership.

Below are names, capacities and titles of the Chairman and members of the Board of Directors:

S#	Name	Entity Represented	Title	Category
1	HE Sheikh Hamad Bin Abdulla Bin Khalifa Al Thani	Qatar International Real Estate Investment Co. WLL	Chairman	Non-executive
2	HE Sheikh Suhaim Bin Abdulla Bin Khalifa Al Thani	Qatar Investment and Projects Development Holding Company (QIPCO) WLL	Vice Chairman	Executive
3	HE Sheikh Khalifa Bin Abdulla Bin Khalifa Al Thani	Qatar Investment and Projects Development Holding Company (QIPCO) WLL	Director	Non-executive
4	Mr Mohammed Ali Al Kubaisi	Specialized Projects Co.	Director	Non-executive
5	Mr. Ali Yousuf Hussein Ali Kamal	Al Sakhama Trading & Contracting Co. WLL	Director	Non-executive
6	Mr Khalid Sultan Al Rabban	Qatar Investment Authority	Director	Non-executive
7	Mr. Mohammed Yousuf Hussein Ali Kamal	Al Hirmas Investment Co. WLL	Director	Non-executive
8	Mr. Abdulla Mohammed Ali Mohammed Al Kubaisi	Grand Business Services Co. WLL		Non-executive
9	Mr. Keith John Higley	Qatar Investment and Projects Development Holding Company (QIPCO) WLL	Director	Non-executive
10	Mr. Alekh Singh Grewal	Qatar Investment and Projects Development Holding Company (QIPCO) WLL	Group CEO and Director	Executive

The present Board composition, however, ensures non-control by one or more Board members in issuing decisions, in accordance with Article (6) of the Code.

The Directors are qualified in various specializations. The Board efficiently shoulders its responsibilities and follows up the laws and regulations passed from time to time by the official regulatory and supervisory authorities to ensure Company's compliance with such laws and regulations.

According to the provisions of Article 32(1) of the Company's Articles of Association, the number of Board meetings shall not be less than six meetings in a fiscal year in compliance with the provisions of Article (14) of the Code. The Board of Directors held six meetings during 2018 on the following dates: 28th February, 2018, 29th April, 2018, 6th June, 2018, 2nd August, 2018, 30th October, 2018, and 17th December, 2018.

In accordance with the provisions of Article 32 of the Company's Articles of Association, and in compliance with provisions of Article (13) of the Code, the Board meets upon invitation by its Chairman or at least two Board Members. The invitation



for the Board meeting and agenda are communicated to each Board Member at least a week ahead, noting that any Board Member may add any item to the agenda.

In compliance with the provisions of Article (17) of the Code and according to the provisions of Article 32(5) of Company's Articles of Association, a Secretary meeting all mandatory regulatory requirements for the position has been appointed for the Board of Directors, whose functions include recording and safekeeping the minutes of all the Board meetings, and ensuring that the Board members have access to all the meeting minutes, information, documents and records of the Company. The Secretary of the Board carries out all the tasks mentioned in the said Article.

6. OTHER BOARD FUNCTIONS & DUTIES:

In compliance with provisions of Article (9) of the Code, we would like to point out to the following:

- a. The Board must carry out its duties in a responsible manner, in good faith and with due diligence towards realizing Company interests.
- b. Directors have absolute access to all necessary information and documents relating to the Company.
- c. Members of the various committees, the Internal Auditor, and External Auditor always attend General Assembly meetings.
- d. The Board decisions are based on sufficient Information from the executive management.
- e. A Board member represents all shareholders.
- f. The Board has set out procedures for orienting the new Board members of the Company's business.
- g. The Board of Directors from time to time provides training courses for Directors in order to enhance their skills and professional knowledge. The Company not only provides such courses to Directors, but also to members of the Senior Executive Management team.
- h. The Corporate Governance Committee at all times keeps Directors updated about the latest developments in the area of Corporate Governance. The Terms of Reference of the Corporate Governance Committee, which has been approved by the Board of Directors, provides *"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"*.
- i. In accordance with provisions of Article (14) of the Code, Article (33) of the Articles of Association of the Company contains rules governing Directors' unauthorized absence from Board meetings.

7. GROUP CEO FUNCTIONS:

Mr. Alekh Grewal, Group CEO, represents the link between the Board of Directors and the Executive Management and he is tasked, among other tasks, with the following:

1. Ensuring that the resolutions of the Board of Directors are properly implemented.



2. Reviewing and discussing company strategies and plans submitted by the Executive Management.
3. Ensuring that work directives in general are in conformity with the goals set out by the Board of Directors.
4. Providing the Board of Directors with periodical reports on performance of the company.

8. CONFLICT OF INTERESTS AND INSIDER TRADING

- a. The Board of Directors has adopted and announced the rules relating to the Company's entering into any commercial transaction with a related party, to ensure that all transactions that involve potential related parties or conflicts of interest are determined on a fair, reasonable and consistent basis. According to the provisions of Article 35(5) of the Company's Articles of Association, the Board of Directors shall provide to the shareholders, before holding the General Assembly, the operations in which the Chairman or a Board member or a manager may have interests in conflict with Company interests.

During the period from 1st January to end of December, 2018, Company sales to Related Parties amounted to QR86,362,000, while Company purchases from Related Parties amounted to QR2,341,000.

- b. The Company has adopted and announced the rules relating to transactions of insiders and to prevent leak of any internal information which were not published to all shareholders, and these rules cover Board of Directors, Senior Executive Management, managers and all employees of the Company, and the families of those persons. The purpose of this is to:
 1. Maintain equality between all shareholders in receipt of internal information of the Company.
 2. Raise the transparency and disclosure level and increase the shareholders' trust in the Company.
 3. Avoid any suspicion on insiders benefiting personal gains from use of internal information.

A summary of the related party transactions and insider trading policies have been published on the Company's website.

9. METHOD OF SETTING REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR EXECUTIVE MANAGEMENT:

The remuneration of the members of the Board of Directors shall be set by the shareholders in the Ordinary General Assembly of the Company according to the provisions of Article (119) of the Commercial Companies Law No. 11 of 2015 and according to the provisions of Article 37 of the Company's Articles of Association. The total of Board of Directors remuneration shall not be estimated at more than 5% of the net profit after deduction of depreciation, reserves and for allotment of proceeds of not less than 5% of the share capital among shareholders.

The policy of determining remuneration of the Board of Directors and the senior executive management takes 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. Compensation may include fixed and performance related components and such performance related components may also be related to the long term performance of the Company. The Company's Remuneration Policy was approved and adopted at the Ordinary General Assembly held on February 17, 2010.

In addition, the provisions of Article 35(1) of the Company's Articles of Association require the Board of Directors to provide to shareholders before holding the General Assembly all the amounts received by the Chairman and members of the Board of Directors of the Company during the fiscal year, including wages, charges, salaries, and consideration of attending Board meetings, and sundry expenses, in addition to amounts received by each of them as a technical or administrative employee or in consideration of any technical or administrative or consultative work performed to the Company.

We would like to confirm here that the method of the Company in determining the remuneration of the Chairman and members of the Board of Directors is in harmony and compliance with the Commercial Companies Law and the Articles of Association of the Company. As earlier cited in this Report, the company has obtained an extension of the grace period for compliance by the Code until the date of holding the Annual General Assembly in March, 2019 with a detailed Plan of Action to be submitted to the Authority.

An amount of QR.19,290,000 has been allocated as Directors' remuneration subject to approval by the Ordinary General Assembly, while an amount of QR.14,331,000 has been allocated as Executive Committee remuneration during 2018. The Articles of Association will be amended in an Extraordinary General Assembly meeting to be held on 27th March, 2019, with respect to remuneration of Board of Directors to be in line with provisions of the Code.

10. COMMITTEES OF THE BOARD OF DIRECTORS:

While most of the important affairs are discussed in the Board of Directors, the Board of Directors, in accordance with the provisions of Article (8) of the Code, has formed a number of committees that are assigned with some responsibilities and support the Board of Directors in performing its functions in the best way.

These committees are as follows:

a. CORPORATE GOVERNANCE COMMITTEE:

This committee is comprised of the following Board members:

1. Mr. Keith Higley, Chairman
2. Mr. Abdulla Mohamed Al Kubaisi, Member

This committee was referred to in the beginning of this Report in the Preamble. We add here that the committee, periodically and from time to time, performs review of the Company's Corporate Governance system, updates the Board on the developments in this regard and presents recommendations to the Board of Directors.

b. REMUNERATION COMMITTEE:

The Remuneration Committee is formed in accordance with the provisions of Article 18 (Second) of the Code. It consists of the following non-executive Board members:

1. HE Sheikh Suhaim Bin Abdullah Bin Khalifa Al Thani, Chairman



2. HE Sheikh Khalifa Bin Abdullah Bin Khalifa Al Thani, Chairman
3. Mr. Mohammed Ali Mohammed Khamees Al Kubaisi, Member
4. Mr. Keith John Higley, Member

The Board of Directors has passed a resolution forming the committee in accordance with Provisions of the Code and outlining its responsibilities, duties and work provisions and procedures. This committee shall oversee the Remuneration principles and policies of the Company, including remuneration of the Board of Directors and Senior Executive Management, and keep the Board advised accordingly.

The remuneration policies and principles were presented before the shareholders in the General Assembly held on February 17, 2010, and were approved and published in the Company's Annual Report.

c. NOMINATION COMMITTEE:

The Nomination Committee is formed in accordance with the provisions of Article 18 (First) of the Code. It consists of the following Board members:

1. HE Sheikh Khalifa Bin Abdullah Bin Khalifa Al Thani, Chairman
2. Mr. Mohammed Ali Mohammed Khamees Al Kubaisi, Member
3. Mr. Ali Yousuf Kamal, Member

The Board of Directors adopted and published the Terms of Reference of the Committee. 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, and to conduct self-assessment of the Board's performance from time to time.

The committee also sets principles for selection and nominations to the Board of Directors in compliance with the provisions of Article 18(First) of the Code.

d. AUDIT COMMITTEE:

The Audit Committee is formed in accordance with the provisions of Article 18(Third) of the Code. It consists of the following Board members:

1. Mr. Mohammed Ali Mohammed Khamees Al Kubaisi, Chairman
2. Mr. Ali Yousuf Kamal, Member
3. Mr. Keith Higley , Member
4. Mr. Alekh Grewal, Member

This committee does not include any person who is or has been employed by the Company's external auditors as per the provisions of the said Article of the Code. The Board of Directors adopted and published the Terms of Reference of the Committee. The Terms of Reference of the Committee explain its main roles and basic responsibilities in its Audit Committee Charter. The Committee meets at least every three months and keeps minutes of its meetings. The Audit Committee held six meetings during 2018 on the following dates: 28th February, 2018, 29th April, 2018, 6th June, 2018, 2nd August, 2018, 30th October, 2018, and 17th December, 2018. It is to be noted that the previous code required holding at least 4 meetings annually.



Although members of the Committee are non-independent, the majority are non-executive. Member No. (4) of the Committee is a qualified chartered accountant (CA). The Chairman considers these members provide the best balance of experience required for the role.

11. INTERNAL CONTROL AND RISK MANAGEMENT

The Company has long established internal control procedures and processes for Risk Management. These processes are reviewed regularly and modified to meet the growing challenges in a dynamic business environment.

The Board of Directors is responsible for the Company's internal control, the overall aim of which is to safeguard the Company's assets and thereby its shareholders' investment. Board of Directors and its Audit Committee oversee the actions of management and monitor the effectiveness of the internal control systems that have been put in place. In this regard, we can mention the following:

- (1) The Company's compliance with all the provisions of the Code, relevant laws and regulations, and the Company's Articles of Association, as Article 30 of the Company's Articles of Association provides that the Board of Directors' authority to manage the Company is not restricted except by provisions of the law or the Company's Articles of Association or resolutions of the General Assembly.
- (2) The Executive Committee regularly reviews and updates the professional conduct rules setting forth the Company's corporate values and other internal policies and procedures that should be complied with. These rules include Employee Manual, Audit Committee Charter, Company Regulations, Related Party Transactions Policy, Insider Trading Policy, and other circulars issued by the Senior Executive Management from time to time.
- (3) The Company adopted internal control systems to assess the methods and processes relating to risk management. The Company's framework for internal control is made up of five components: control environment, risk assessment, control activities, information and communication, and monitoring.
- (4) The Company integrates the principles of problem identification and continuous improvement into its business operation process and makes continuous efforts to train employees who will put these principles into practice.
- (5) The Internal Control systems are set under clear lines of responsibility, accountability, and audit throughout the Company's departments and divisions.
- (6) The Board of Directors continuously evaluates the information provided by the Executive Management and the Audit Committee. The Audit Committee's task of monitoring the efficiency of internal control systems by the management team is of particular interest to the Board. This work includes checking that steps are taken with respect to any problems detected and suggestions made by auditors to rectify them.
- (7) Internal control has been developed under following policies:
 - a) Systems to ensure that the Management executes their responsibilities in compliance with relevant laws and regulations and the Company's Articles of Association;



- b) Rules and systems related to the management of risk of loss;
 - c) Systems to ensure that employees conduct business in compliance with relevant laws and regulations (including Corporate Governance Code) and articles of association;
 - d) Systems to ensure appropriateness of business operations;
 - e) Systems to ensure that all transactions that involve potential related parties or conflicts of interest are determined on a fair, reasonable and consistent basis. The Company has established a number of control processes relating to conflict of interest between the Company and related parties.
- (8) The Senior Executive Management continuously evaluates the adequacy of its systems, processes and controls to ensure that the deviations and risk are minimized.
- (9) Internal auditor submits to the Audit Committee a quarterly internal audit report which includes a review and assessment of the internal control systems of the Company.

In respect of the current period, the Board considered the internal control systems effective and adequate. No significant areas of concern which might affect shareholders were identified. During the period, minor control deviations have been adequately dealt with through appropriate corrective actions. There have been no significant internal control failures affecting the financial performance of the Company.

The Company monitors and manages the risk relating to operations through risk reports devised by the management. These reports are discussed in the monthly business review meetings.

The financial risk management aspects are disclosed in the annual audited report of the Company.

- (10) The general risk policy and the basic principles underpinning it are implemented by means of a comprehensive risk control and management system based upon a proper definition and allocation of functions and responsibilities at the operating level and upon supporting procedures, methodologies and tools, suitable for the various stages and activities within the system. The risk factors to which the Company is subject are set forth generally below:

- a) **CORPORATE GOVERNANCE RISKS:** regarding verification that compliance with the good corporate governance rules established by the Company through its monitoring of the Corporate Governance Process is crucial to adequately safeguarding the interests of the Company and those of all its shareholders.
- b) **MARKET RISKS:** exposure of the Group's results of operations to fluctuations in prices and market variable prices of financial assets, among others.
- c) **CREDIT RISKS:** possibility that a counter party fails to perform its contractual obligations, thus causing an economic or financial loss to the Group.
- d) **BUSINESS RISKS:** uncertainty as to the behavior of key variables inherent in the business.



- e) **REGULATORY RISKS:** resulting from regulatory changes made by the various regulators.
 - f) **OPERATIONAL RISKS:** direct or indirect financial losses caused by inadequate internal processes, technological failures, human error, or as a consequence of external events.
 - g) **REPUTATIONAL RISKS:** potential negative impact on the Company's value resulting from business performance not living up to the expectations created among various stakeholders.
- (11) In compliance with Article (22) of the Code, the Internal Auditor periodically submits a report to the Audit Committee, which includes a review and assessment of the internal control system of the Company. The Report covers all what is provided for in the Article (22) of the Code. It is noteworthy that the Internal Auditor has access to all documents to review all aspects and activities of internal control, and to carry out comprehensive audits of practices, procedures and internal controls of all business and support units and subsidiaries on regular basis.
- (12) The Audit Committee and the Senior Executive Committee study all important and extraordinary items contained in the reports prepared by the internal and external auditors by taking appropriate decisions and conducting continuous assessment of the information submitted by the Audit Committee or the External Auditor, so that the internal control systems are implemented effectively and correctly.
- (13) The key practical measures and precautions taken by the Company in face of risks and material mistakes are represented in the following:
- a. Approval authority matrix for all business related transactions is issued which is approved by the Board of Directors. Authority matrix clearly defines limits of authority within the organization and covers all functions like recruitment, procurement, contracts etc.
 - b. Comprehensive Accounting Manual is available which lays down policies and rules applicable for all financial and accounting matters relating to the Company.
 - c. Board approves and passes resolutions for establishing relationship with banks and authorizes two signatories to jointly execute all documents required for availing any facility with the banks,
 - d. Sole signing authority is not given to anyone and at all times dual signing by any two authorized signatories is required to execute any agreement with the banks or commit the Company to any financial indebtedness or operate the bank accounts.
 - e. The Company has an independent Internal Audit department headed by General Manager – Audit, which is under the direct supervision of the Internal Audit committee constituting three board members including the Group CEO and Director.
 - f. Succession planning for all key positions is in place and is closely reviewed/monitored by the Remuneration Committee regularly.
 - g. Adequate insurance cover is in place and is managed by dedicated insurance team for the entire group. Annual review of all insurance policies, insured values etc is made in consultation with business units and Group Finance.



- h. Monthly meetings are held with all business unit heads to review the operations, financial performance of the businesses and address any issues immediately. Performance review pack is circulated in advance which is discussed in detail at the review meetings attended by the Group CEO and Finance.
- i. Financial statements prepared and published in accordance with IFRS and in compliance with QE and QFMA regulations.
- j. All related party transactions are carried out on arms-length basis and related party transactions are reported in published financial statements as required by IFRS.

12. EXTERNAL AUDITOR

The External Auditor is appointed by the General Assembly upon recommendation of the Board of Directors. During the General Assembly meeting held in March, 2018, the shareholders appointed M/s. KPMG as the external auditor for the financial year of 2018. M/s. KPMG are qualified and independent of the Company and the Board of Directors.

The External Auditor also carries out independent annual audit and semi-annual review aimed at ensuring that the financial statements are prepared in accordance with the international standards. The half-annual financial statements for the year 2018 were issued on August 02, 2018 and the annual financial statements will be presented to the Board on 26 February, 2019. All the financial reports are published in Arabic and English newspapers. The shareholders and public may also log on the Company's website for the financial results and other related information. The External Auditor attends the Company's annual ordinary General Assembly and answers any queries raised by the shareholders.

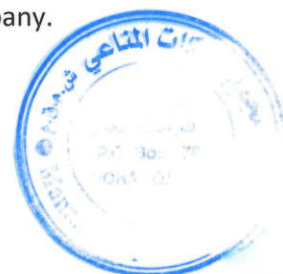
13. TRANSPARENCY AND DISCLOSURE

As we have mentioned before, Transparency and Disclosure are fundamental values in Corporate Governance, and they are two sides to a coin: if one is not available, the other becomes absent, as they are considered powerful tools in having effect on the behavior of the Company, and to protect the shareholders and investors and support them in evaluating the competence of the management, and taking appropriate decisions that are based on sufficient information regarding evaluation of the Company.

Based on the provisions of Chapter V of the Code on Disclosure and Transparency, the Company has complied with all the disclosure requirements mentioned in the Chapter, in addition to market listing and disclosure rules. A Company website was developed that contains all the important and basic information of the Company, including but not limited to the financial reports, the various Committees formed by the Board of Directors and their Terms of References, and the résumés of each member of the Board of Directors.

The Company carries out timely and accurate disclosure of the financial statements and other important information. The Board of Directors ensures that all disclosure made by the Company provides accurate and true information which is non-misleading.

Also, according to the provisions of Article 3(g) of the Audit Committee Charter, the committee is assigned with the supervision of compliance with disclosure rules and any other requirements. The Board of Directors has named Mr. Ewan Cameron as an official Spokesperson of the Company to give necessary statements on behalf of the Company.



It is important to mention here that the Company provides all the necessary information to the External auditors so as to enable them to prepare the Company's financial reports in accordance and compliance with the IFRS and ISA standards and requirements. It is clearly stated in the external auditor's report that the Company conforms to IFRS and that the audit has been conducted in accordance with ISA. The Company audited financial reports are published in newspapers, announced on the website, and copies are distributed to shareholders in the General Assembly.

14. SHAREHOLDERS RIGHTS

The Board of Directors and the Senior Executive Management recognize their responsibilities to represent the interest of all shareholders and to maximize shareholder value. The Board of Directors ensures respect of the shareholders rights in a way that achieves fairness and equality.

The Company's Articles of Association includes provisions that ensure non-discrimination between shareholders. For instance, Article 18 of it states that "Each share shall entitle its holder to a portion equal to that of others without any discrimination...", Article 16 states that "Any shareholder can own any number of shares in the Company...", and last but not least, Article 40 states that "Each shareholder shall be entitled to a number of votes equal to the number of his shares...."

Moreover, according to the provisions of the Code and the Company's Articles of Association, the shareholders have:

1. The right to attend the General Assembly Meetings.
2. Vote personally or by proxy in the General Assembly Meetings.
3. Looking into and approval of the Board of Directors' proposals for distribution of dividends. On February 17, 2010, the General Assembly approved the policy of distribution of dividends based on the recommendation of the Board of Directors including background and rationale of such policy in terms of the best interest of the Company and the shareholders simultaneously. As per extract from the dividend policy: *"The Company believes that the payment of dividends is an important element in creating shareholder value for its investors and subject to the above, it is the policy of the company at this time, which may be subject to changes in the future, to propose to the shareholders cash dividends generally in line with the market."*
4. Invitation to General Assembly meeting and the right to place items on the agenda, discuss matters listed on the agenda and address questions and receive answers thereupon.
5. Elect members of the Board of Directors. The Board members were unanimously elected in the General Assembly held on March 23, 2016. It is noteworthy that due to the election of the Board of Directors unanimously and due to absence of other applicants, cumulative voting, as outlined in Article (35) of the Code, was not necessary.

15. Ownership Records:

As the Company is listed on Qatar Stock Exchange, the record that contains the names of the shareholders shall be with Qatar Central Securities Depository in its capacity as in-charge of follow up of shareholders' affairs, and it is considered authorized by the Company to keep and regulate this record. The Company requests Qatar Central



Securities Depository on monthly basis to provide updated shareholder records to be kept at the Company in accordance with article (30) of the Code.

16. STAKEHOLDERS' RIGHTS (Non-shareholders):

In accordance with the provisions of Article (38) of the Code, the Board of Directors ensures that the rights of stakeholders and related parties such as employees, creditors, clients, customers, suppliers, investors etc. are all protected and respected, and they have complete freedom in obtaining correct and sufficient information. The Company's Management maintains open and transparent communication channels with stakeholders, and also the information is published through the Company's website and the daily newspapers.

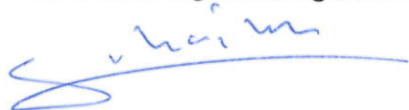
The Company's Management follows a principle of fairness and equality among the employees and workers, and there is no discrimination based on race, gender or religion. It is mentioned in the Employee Manual that *"The Company policy is not to discriminate in its activities or with respect to employment terms and conditions on the basis of age, gender, race, colour, national origin or religion. Such a policy ensures that only relevant factors are considered, and that equitable and consistent standards of conduct and performance are applied."*

The Management also provides incentives and remuneration according to specific policies and principles. On February 17, 2010, the General Assembly, upon recommendation of the Board of Directors, approved the Remuneration policy which aims at remunerating fairly and responsibly in light of performance related components and scope of the functions at all levels, and to link rewards to corporate and individual performance and shareholders' interests.

On the other hand, the Board of Directors has adopted a Whistle Blowing Policy providing protection and confidentiality when any suspicious behavior is reported to the Management, where such behavior is unethical, illegal, or detrimental to the Company's and shareholders' interests, and ensure protection of the reporter from any harm or negative reaction by others. The Management is committed to taking cognizance of and investigating all cases of reported misconduct or wrongdoing and reporting the outcome of such investigations to the Board.

17. SUITS & DISPUTES IN WHICH THE COMPANY IS A PARTY:

No suits were registered against Mannai Corporation QPSC during 2018.



**PP. HAMAD BIN ABDULLAH BIN KHALIFA AL THANI
CHAIRMAN OF THE BOARD OF DIRECTORS.**

