

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

In accordance with Article (10) 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 Corporate Governance Committee (the "Committee").
2. **CANCELLATION:** This Resolution cancels and supersedes the previous "Terms of Reference of the Corporate Governance 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. Mr. Keith Higley, Chairman
  2. Mr. Abdulla Al Kubaisi, Member.
  3. Mr. Khalid Sultan Al Rabban, 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. Through good Corporate Governance enable the Board to add value to the company and its reputation among its shareholders and stakeholders.
  2. Keep the Board of Directors updated at all times about the latest developments in the area of Corporate Governance and best practices related thereto.
  3. In conjunction with the Reporting Officers of the Company to the Qatar Stock Exchange (QSE) and Qatar Financial Markets Authority (QFMA) (presently the CFO and Legal Advisor) and the Company's Legal Department, ensure the Board complies with relevant laws, regulations and codes of practice.
  4. When necessary consult the QSE, QFMA and Company lawyers as appropriate for expert guidance on areas of compliance.
  5. Constantly and regularly review and update corporate governance applications.
  6. Assist the Board in establishing "The Board Charter" required in the Corporate Governance Code, and prepare Corporate Governance Code of the Company together



with the policies, rules, procedures and mechanisms required under the Corporate Governance Code.

7. The Committee will be responsible in conjunction with the Group CEO and CFO for preparation of the Annual Corporate Governance Report.

7. **COMMITTEE'S WORK PROCEDURES:**

- (a) **QUORUM:** The committee's meeting shall only be deemed valid if attended by its Chairman and a member.
- (b) **COMMITTEE MEETINGS:** The Committee shall meet whenever required throughout the year and shall keep the Board informed and updated on Governance issues.
- (c) **NOTICE OF MEETINGS:** The Committee Chairman or the person acting on his behalf 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.

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



For/ Hamad Abdulla Khalifa Al Thani  
Chairman

