

## INVITATION TO THE EXTRAORDINARY AND ORDINARY GENERAL ASSEMBLIES OF MANNAI CORPORATION QPSC

Dear Shareholder,

The Board of Directors of Mannai Corporation QPSC (the “**Corporation**”) have the pleasure to invite the shareholders of the Corporation (the “**Shareholders**”) to attend the Extraordinary General Assembly to be held virtually using Zoom application platform on Tuesday, 26 April 2022 at 09.00 p.m. Doha time, and also to attend the Ordinary General Assembly meeting to be held immediately following the Extraordinary General Assembly meeting, after the registration is completed, to consider, discuss and approve the items on the agenda. If the quorum is not met, the meeting will be postponed and a second meeting will be held by the same electronic means on Tuesday, 10 May 2022 at 09.00 p.m. Doha time.

### First: Agenda of the Extraordinary General Assembly

- Hearing the message of His Excellency the Chairman.
- To consider, discuss and approve the recommendation of the Board of Directors for the disposal of all of the shares held by the Corporation in Inetum S. A., a subsidiary company of the Corporation, to a group of investors led by Bain Capital Private Equity, which includes NB Renaissance and the management team of Inetum S.A. (“**Sale Transaction**”) and to authorize the Board of Directors to do and perform all such acts and deeds, as may be necessary for the completion of the Sale Transaction, including finalizing and agreeing on the terms and conditions and sale price.
- To authorize the Board of Directors or the Chairman or any persons so authorized by the Board of Directors (each an “**Authorised Person**”), to:
  - adopt any resolution or take any action as may be necessary to implement any and all of the above resolutions including, without limitation to give effect and to sign any documents and agreements in relation to the Sale Transaction;
  - finalise and agree the terms and conditions of the Sale Transaction (including the sale price);
  - take any action in connection with the negotiation, execution, delivery, performance and the ratification of the applicable Sale Transaction documents as the Authorised Person shall deem necessary or appropriate as well as any related documents;
  - give, make, agree the form of, sign, initial, execute (under hand or seal or as a deed) dispatch and ratify the relevant Sale Transaction documents and any related documents including, but not limited to letters, notices, certificates, acknowledgements, receipts, authorisations, transfer forms, instructions, releases, waivers, proxies, appointment of agents for service of process and other documents (whether of a like nature or not) as may in the sole opinion and absolute discretion of the Authorised Person be considered necessary or desirable for the purpose of giving effect to, consummating or completing or procuring the performance and completion of the Sale Transaction; and
  - finalise, approve, execute and do or procure to be executed and done on behalf of the Corporation all such other documents (including any press announcements or disclosures to the Qatar Financial Markets Authority or the Qatar Stock Exchange), acts and things as it may be necessary, required or desirable in the absolute sole discretion of the Authorised Person to carry out and give effect to the Sale Transaction.
- To approve the amendment of the Corporation’s Articles of Association as published on the website of the Corporation with the aim of updating the Articles of Association in accordance with Law No. (8) of 2021 on Amendment of Some Provisions of the Commercial Companies Law Issued by Law No (11) of 2015 (the “**Commercial Companies Law**”) and in accordance with the Board of Directors’ proposal and subject to approval of the Ministry of Commerce and Industry.
- To authorize the delegation by the Board of Directors to Mr. Khalid Ahmed Al Mannai with all the powers necessary for carrying out the necessary amendments to the Articles of Association of the Corporation (including the authority to sign the final version of the amended Articles of Association) in coordination with the Ministry of Commerce and Industry and to complete the required formalities and procedures before all official authorities in Qatar including but not limited to the Ministry of Justice.

### Second: Agenda of the Ordinary General Assembly

- Discussing and approving the Board of Directors Report on the Corporation activities, future plan, and financial position for the year ended 31 December 2021.
- Discussing and approving External Auditor’s Report on the Financial Statements for the year ended 31 December 2021.
- Discussing and approving the Corporation’s annual balance sheet and profit and loss account for the year ended 31 December 2021.
- Reviewing and approving the Board of Directors’ proposal for a cash dividend payment of QR 0.30 per share, being 30% of the nominal share value.
- Discussing and approving the Corporate Governance Report of the Corporation for the year 2021.
- Absolving the Chairman and members of the Board of Directors for the year ended 31 December 2021 and approving their remuneration.
- Election of Members of the Board of Directors for a 3-year term commencing on 26 April 2022 and expiring on holding the Annual General Assembly meeting of the Corporation in 2025.
- Appointing the External Auditor for the year 2022 and fixing their remuneration.
- Authorizing Mr. Khalid Ahmed Al Mannai with all the powers to take the procedures necessary for execution of Assembly resolutions before all the official authorities and entities in Qatar.

A copy of the Corporation’s Financial Statements for 2021, Board of Directors’ Report, and External Auditor’s Report for the same year are published on the Corporation’s website [www.mannai.com](http://www.mannai.com) for your ready reference.

### Documents and Information Required for Registration

#### **For Natural Persons:**

- Copy of valid Identification document (ID or passport).
- Proxy form signed by the Shareholder in case he/she is willing to deputize another Shareholder to attend the meeting (please refer to Corporation’s website for a copy of the proxy form template).
- Mobile number.
- NIN number.
- Any other supporting documents that the Shareholder deems necessary to be presented, if applicable (Inheritance certificate, power of attorney etc.).

#### **For Legal Persons:**

- Authorization letter or proxy form signed by an authorized signatory of the company/legal person and stamped by the company/legal person’s official stamp (please refer to Corporation’s website for a copy of the proxy form template).
- Copy of valid Commercial Registration and Computer Card of the company/legal person.
- Copy of valid identification document (ID or passport) of the representative.
- Mobile number of the representative.
- NIN number.
- Any other supporting documents that the Shareholder deems necessary to be presented, if applicable (Inheritance certificate, power of attorney etc.).

#### **Registration Process**

- The registration and voting processes will start at 8.00 p.m. Doha time, while the meeting will begin at 9.00 p.m. Doha time on the date of the meeting i.e. 26 April 2022.
- Shareholders who intend to participate in the meetings or their duly authorised representative, may visit the head office of the Corporation in person at the following address:  
Building No 72, East Industrial St. No 100, Zone No. 57  
from 08.00 p.m. Doha time on 26 April 2022 with all the required information and documentation stated above to register for the meeting and receive link which will direct them to the virtual meeting room based in Zoom application platform;
- Shareholders who do not register will not be given the link for the meetings.
- Upon registration, the shareholders or their duly authorized representatives will be given voting cards and after exercising the voting right, the shareholders are free to attend the meetings virtually via the Zoom application platform.
- The vote counting process will take place during the OGA meeting in accordance with the meeting agenda. The Auditors, Ministry representatives and the company in charge of the registration process will count the votes and declare the results.

#### **NOTES:**

- This invitation shall be deemed as a legal announcement to all shareholders without the need to send a special invitation by post in accordance with Qatar’s Commercial Companies Law No. (11) of 2015 (as amended).
- Only Shareholders listed on the Qatar Exchange/Qatar Central Securities Depository’s shares register issued upon the close of trading on the date of the General Assembly shall have the right to attend and vote.
- It is not permitted to grant proxy to a non-Shareholder of the Corporation or to a member of the Board of Directors. The number of shares held by a proxy holder must not exceed 5% of total share capital of the Corporation. Persons lacking capacity (including minors and persons placed under guardianship) shall be represented by their legal representative.
- In the event of a failure to attain a quorum for the EGA, the proxies issued to attend the first meeting shall be considered valid and effective for any following meeting, unless they are expressly cancelled by the concerned Shareholder via a notice issued to the Company Secretary of the Corporation at least two days prior to the date of the meeting.
- Every individual Shareholder may authorize another Shareholder to participate in the meeting, provided that such an authorization is in writing and given specifically for the purpose of participation in the meeting. A Director may not be authorized for this purpose and the number of shares held by a proxy in this capacity shall not exceed 5% of the share capital of the Corporation.