



Mannai Corporation QPSC

POLICIES & PROCEDURES OF THE COMPANY'S COMPLIANCE WITH THE LAWS AND REGULATIONS **& THE COMPANY'S OBLIGATION TO DISCLOSE INFORMATION**

1. The Company shall comply with the laws, regulations, company's Articles of Association, and the Governance Code for Companies & Legal Entities Listed on the Main Market.
2. The Legal Department of the company shall keep the Board of Directors constantly updated on the laws and regulations issued by the various bodies from time to time.
3. The Board of Directors shall from time to time carry out amendments to the Articles of Association necessitated by laws and regulations issued by concerned authorities and internal regulations of the company.
4. The auditors shall explain in their annual report extent of company's compliance with laws and internal regulations.
5. The resolutions passed by the Board of Directors shall be in accordance with provisions of applicable laws, the Articles of Association and internal regulations of the company.
6. The Board of Directors shall disclose material information to shareholders, creditors and other Stakeholders. The Company's Articles of Associations shall include procedures of shareholder's access to material information that enable the shareholder to exercise full rights without prejudice to other shareholders' rights or harm to the Company's interest. The Company shall check and update the information regularly, and to provide the shareholders with all information they deem important and enable them to exercise their rights fully, using new and modern technologies.
7. The Board of Directors shall ensure that all disclosures made by the company provide material and necessary information to shareholders, creditors and other stakeholders.
8. The Annual Financial Report shall be published in two local daily newspapers, one of them in English, and on the company's website, and shall be distributed to shareholders present at the annual general assembly meeting in accordance with the provisions of the law and the Articles of Association of the company.
9. The Board of Directors shall ensure accuracy of the information submitted to Qatar Stock Exchange and Qatar Financial Markets Authority, in particular:
 - (i) The annual, biannual and quarterly reports.
 - (ii) Information required by Qatar Stock Exchange and Qatar Financial Markets Authority.
 - (iii) Announcements of Board and General Assembly meetings.
 - (iv) Press releases issued by the company from time to time.



10. The Board of Directors shall name a spokesperson of the company.
11. The Company shall name a contact person to liaise with the regulatory authorities.
12. An independent and qualified (external) auditor, appointed upon recommendation by the Audit Committee submitted to the Board of Directors and upon a resolution by General Assembly of the company, shall conduct an annual independent external audit and a bi-annual review of the statements. The object of such audit shall be to provide the Board of Directors and the shareholders with an objective confirmation that the financial statements are prepared in accordance with the applicable laws, regulations and international standards governing preparation of financial information, and that they exactly represent the financial position and performance of the company in all materials aspects.

External auditors shall adhere to the best professional standards and the company shall not conclude any contracts with them to provide any consultancy or service other than the financial audit of the company. The external auditors shall be fully independent from the company and its board of directors and shall not have any conflict of interest in their relations with the company.

The external auditors of the company shall attend the ordinary general assembly of the company whereby they shall submit their annual report and respond to enquiries.

The external auditors shall be liable towards shareholders and owe the company they duty of exercising the necessary professional care upon conducting the audit. They shall notify the Qatar Financial Markets and any other regulatory body in case the Board of Directors fails to take appropriate measures in respect of suspicious matters raised or spotted by auditors.

The company shall change external auditors every five years at the most.

Hamad Bin Abdulla Bin Khalifa Al Thani
Chairman