



**MANNAI**  
CORPORATION

**Mannai Corporation QPSC**

**Policy, Rules, Controls and Procedures Regulating  
Insiders' Trading of Company Securities**

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20 June, 2024



## **Mannai Corporation QPSC**

### **Policy, Rules, Controls and Procedures Regulating Insiders' Trading of Company Securities**

Pursuant to Clause "Second" of the Resolution of the Board of Directors of Qatar Financial Markets Authority No (2) of 2024 on issuing Insiders' Trading Controls, the Board of Directors of Mannai Corporation QPSC, in its session of 20<sup>th</sup> June, 2024, issued the "**Policy, Rules, Controls and Procedures Regulating Insiders' Trading of Company Securities**" as hereunder:

#### **Preamble:**

By issuing this Policy in implementation of Qatar Financial Markets, Qatar Stock Exchange and Qatar Central Securities Depository legislations, including laws, regulations and resolutions concerning controlling trading and dealing of company securities by insiders, the Board of Directors of Mannai Corporation QPSC seeks to:

- a. Maintain confidence in the company's system of trading and dealing in securities.
- b. Provide a fair dealing arena and access to material data and information concerning company securities to all related parties.
- c. Enhance the principles of transparency and disclosure to ensure safety and accuracy of dealing in company securities and disseminate all available material data and information.
- d. Make all Insiders fully aware and informed of all legal and administrative requirements of their ownership, trading and dealing in company securities.
- e. Prevent exploitation of undeclared or undisclosed material data and information, which is not available to the public, by Insiders who had access to it by virtue of their positions, relations or connections, to achieve own or personal gains.
- f. Specify and explain time periods in which insiders are restricted from trading or dealing in company securities by selling, buying or otherwise, whether to their own account or to the account of others, whether directly or indirectly.

## **Article I**

### **Definitions**

In implementation of the provisions of this Policy, the following words and expressions shall have the meaning set against each unless the context requires otherwise:

<b>The Authority</b>	Qatar Financial Markets Authority
<b>The Market</b>	The Main Market in Qatar Stock Exchange
<b>The Depository</b>	Qatar Central Securities Depository
<b>The Company</b>	Mannai Corporation QPSC
<b>The Board of Directors</b>	The Board of Directors of Mannai Corporation QPSC
<b>Insider</b>	Any person who, by virtue of his position, has access to material data and information about the



	Company or its clients that are not available to the public, including but not limited to members of the board of directors, members of the committees of the board of directors, members of the senior management, employees of the company or any of its group companies and their spouses and minor children, and other persons who have access to such information by reason of contractual, professional, or other relations, or any person who has access to such information by any means whatsoever before availing them to the public.
<b>Material Data and Information</b>	Any data and information that may affect the price of the security issued by the company or its trading volume or attracting or repelling traders in the securities if availed.
<b>Relatives</b>	Husband, wife and minor children of an Insider.
<b>The Policy</b>	Policy, Rules, Controls and Procedures of Insiders' Trading of Company Securities
<b>Company Securities</b>	Shares, bonds and financials instruments issued by the Company.
<b>Dealing or trading in Company Securities</b>	Concluding or offering to conclude with any persons, or urging or attempting to urge any person to enter or offer to enter into any agreement for the purpose of or with the aim of acquiring, disposing of or subscribing to Company Securities.

#### **Article II**

This Policy shall be named **“Policy, Rules, Controls and Procedures of Insiders’ Trading of Company Securities”**

#### **Article III**

This Policy shall cancel and supersede **“Rules & Procedures Regulating Insiders’ Trading of Company Securities”** issued by the Board of Directors on 26 October, 2020.

#### **Article IV**

This Policy shall come into force upon approval by the Board of Directors and publication on the Company’s website.

#### **Article V**

All departments and employees addressed by the provisions of this Policy shall implement its provisions each in their respective area of competence.



#### **Article VI**

Pursuant to “Insider” definition in Article I, the List of Insiders include:

- a. Chairman, Vice Chairman and Members of the Board of Directors.
- b. Members of Committees of the Board of Directors.
- c. Members of the Senior Management of the Company including Chief Executive Officer and other executives directly reporting to him and the Internal Audit Unit.
- d. Employees of the Company or any of its group companies who have access to Material Data and Information by reason of contractual, professional, or other relations.
- e. Any person who has access to Material Data and Information of the Company by any means whatsoever before availing them to the public, such as:
  1. Spouses and minor children of Insiders.
  2. Persons who are expected to have potential access to Material Data and Information of the Company.
  3. Any person who temporarily possesses Material Data and Information of the Company before being published to the public.
  4. Recipients of Material Data and Information of the Company.
  5. Any person who receives from any Insider Material Data and Information of the Company which is not available to the public.
  6. Any employee who may become an Insider from time to time and who is, then, subject to this Policy.

#### **Article VII**

- (1) Pursuant to “Material Data and Information” definition in Article I, such Material Data and Information include but are not limited to:
  1. Quarterly financial statements of the Company.
  2. Dividend declaration.
  3. Any major plans for expansion or implementation of new projects.
  4. Amalgamations, mergers or acquisitions.
  5. Divesting all or material part of the Company.
  6. Positive or negative data.
  7. Future profit or loss forecasts.
  8. Major changes in the Management of the Company.
  9. Assets write-off.
  10. Major changes in company operations, business future and reserves estimations.
  11. Changes in credit rating of the Company.
- (2) Material Data and Information of the Company not available to the public shall be treated as property of the Company and its unauthorized disclosure shall be prohibited.
- (3) It is the policy of the Company to prohibit any unauthorized disclosure of Material Data and Information not available to the public obtained at the place of work, and misuse of such Material Data and Information with the aim of trading and dealing in Company Securities, whereby such act is considered to be leakage of Material Data and Information



and involves delivery by an Insider or Material Data and Information – whether directly or indirectly – to other person(s) at a time such Insider is aware or is reasonably supposed to be aware that the other person may use such Material Data and Information to deal or urge a third party to deal in Company Securities.

#### **Article VIII**

The Legal Department of the Company shall:

- a. Determine the procedures for preparing a List of Insiders and the companies owned by them who have investor numbers (NIN), update such list periodically at the beginning of each fiscal year and whenever any amendments are made thereto during the fiscal year, and provide the Authority, the Market, and the Depository with a copy thereof immediately after it is approved or updated.
- b. Ensure that Insiders are informed that they are Insiders with access to Material Data and Information of the Company and the parties dealing with it, and that their names are included in the List of Insiders, and that they shall sign official declarations confirming their knowledge that they are Insiders, and that they shall bear all legal consequences in the event that they leak such Material Data and Information or use it for their own or personal interests, pursuant to Annexure (1) attached hereto (Insider Acknowledgment).
- c. Coordinating with the Company's Finance Department to prepare a record of Insider Transactions in the Company and continue to update it.
- d. Follow up on the necessary procedures to ensure that Insiders in the Company disclose any transactions by them in the securities issued by the Company, the parent company, or the subsidiaries of the Company, within a maximum of three working days, starting from the date of conducting such transactions, pursuant to Annexure (2) attached hereto (Trading Notice and Disclosure Form).
- e. Set an organized mechanism to notify Insiders of their rights and duties and the legal liability arising therefrom before the Authority, the Company and third parties, and to receive their acknowledgements and disclosures of any dealing in securities issued by the Company, its parent company, or its subsidiaries.
- f. Provide the Authority, the Market and the Depository with the following:
  1. The date of inviting the Board of Directors to meet to discuss the quarterly, semi-annual and annual financial statements.
  2. The date of the meeting of the Board of Directors and passing a resolution approving the financial statements and annual and interim dividend distribution proposals (if any).
  3. The names of the Chairman, Vice-Chairman and members of the Board of Directors and the senior executive management, and any amendments thereto.
  4. Any information or documents they request from time to time.
- g. Inform Insiders of any update or change to the restriction periods from time to time by the various regulatory authorities.



- h. Inform the Board of Directors of any amendments, replacement or cancellation of any legislation and recommend amending the provisions of this Policy in compliance, accordance and agreement with the legislations in force.
- i. Maintain all Insiders' data and the disclosures and notifications made by them to the Company, and the record of their dealings in the Company.

#### **Article IX**

An Insider shall not:

- a. Have a direct or indirect interest in any entity that carries out operations intended to cause an impact on the prices of the securities issued by the Company. Such prohibition shall remain in force for period of three years after the end of the Insider's membership in the Board of Directors or end of his service in the Company.
- b. Trade or deal in Company Securities while in possession of Material Data and Information relating to such securities and not available to the public and obtained by virtue of work, job, position or through professional or personal relations.
- c. Trade or deal in Company Securities while in possession of Material Data and Information of the Company or its subsidiary or associate companies or companies engaged in contractual relations with the Company or negotiating transactions or deals with it.
- d. Convey or reveal any Material Data and Information or give consultancy or advice to any other person including relatives, friends, and others, whether directly or indirectly.
- e. Comment on the share price movement or the rumors spread about Company operations that may be of importance to the investors unless it is within the duties of the position of such Insider to make such comment (such as the official spokesperson of the Company).
- f. Trade or deal in Company Securities during the following restriction periods:
  - 1. Annual Financial Statements: The restriction period shall be five working days before the date of the meeting of the Board of Directors to discuss such financials and until convening of the Board of Directors and approval and disclosure of such financials to the public. Insiders are prohibited from obtaining such financial statements before three days from the date of convening the Board of Directors.
  - 2. Quarterly and semi-annual Financial Statements: The restriction period shall be three working days before the date set for disclosure of such statements until the full declaration thereof to the public.

#### **Article X**

In case of receipt by any Insider, officer or employee of the Company of any inquiry from outside the Company relating to Material Data and Information not available to the public, such inquiry shall be referred to the Legal Department of the Company.

#### **Article XI**

An Insider shall comply with the following:

- a. Maintain confidentiality of the Material Data and Information to which he had access by virtue of his work, job, position or through professional or personal relations.



- b. Disclose to the Company, in accordance with the Form provided for in Annexure (2) hereof referred to in Article VIII.d, any dealing he made on securities of the Company or the Parent Company within three working days commencing from the date of dealing or trading.

#### **Article XII**

Any Insider shall be individually responsible for compliance with this Policy.

#### **Article XIII**

The procedure to be taken in case of violation of this Policy are represented in the following:

1. Pursuant to the laws in force in the State of Qatar, Insiders may be subject to applicable procedures in case of engaging in dealings in Company Securities at a time they are aware of Material Data and Information of the Company which is not available to the public.
2. Insiders may be answerable for inappropriate transactions made by any person to whom they have revealed Material Data and Information of the company which is not available to the public or to whom they gave advice or recommendation or expressed any opinion based on such Material Data and Information concerning Company Securities.
3. He who violates the Provisions of this Policy of the Company employees shall also be subject to disciplinary measures by the Company including termination of service.

Chairman of the Board of Directors  
20 June, 2024



**Annexure (1)**  
**Insider Acknowledgment**

I, the undersigned, having been named an “Insider” with access to Material Data and Information of the Company, pursuant to the “Policy, Rules, Controls and Procedures Regulating Insiders’ Trading of Company Securities” issued by the Board of Directors of the Company on 12 June, 2024, hereby unconditionally and irrevocably acknowledge the following:

**First:** My full knowledge and awareness that I am an Insider of the Company.

**Second:** My full compliance with the laws, regulations and policies concerning rules, controls and procedures of trading in Company securities including but not limited to:

1. Not to trade or deal in Company Securities while I am in possession of Material Data and Information relating to such securities and not available to the public and obtained by virtue of my work, job, position or through professional or personal relations.
2. Not to trade or deal in Company Securities while I am in possession of Material Data and Information of the Company or its subsidiary or associate companies or companies engaged in contractual relations with the Company or negotiating transactions or deals with it.
3. Not to convey or reveal any Material Data and Information or give consultancy or advice to any other person including relatives, friends, and others, whether directly or indirectly.
4. Not to comment on the share price movement or the rumors spread about Company operations that may be of importance to the investors unless it is within the duties of my position to make such comment.
5. Not to trade or deal in Company Securities during the restriction periods provided for in the Policy, Rules, Controls and Procedures Regulating Insiders’ Trading of Company Securities:

**Third:** I shall bear all legal consequences in case I violate this Acknowledgement and the undertakings included herein.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_





**Annexure (2)**  
**Trading Notification and Disclosure Form**

To: The Legal Department,  
Mannai Corporation QPSC (the "Company")

Pursuant to the Policy, Rules, Controls and Procedures Regulating Insiders' Trading of Company Securities, I, the undersigned, hereby disclose to the Company the dealing I made in the securities of the Company/Parent Company/Subsidiary as follows:

1. Insider's Name: \_\_\_\_\_
2. Address: \_\_\_\_\_
3. E-mail address: \_\_\_\_\_
4. Position held in the Company: \_\_\_\_\_
5. Who intends to trade:
  - Insider by own self
  - Insider relatives under Insider's patronage
  - Insider in the capacity as agent or trustee
  - A legal person in which the Insider or Insider relatives have shareholding
6. Name of the Security:  
Shares  
Bonds  
Others
7. Number of securities traded: \_\_\_\_\_
8. Nature of Transaction:
  - Sell
  - Buy
  - Pledge
  - Other
9. Transaction Date: \_\_\_\_\_
10. NIN \_\_\_\_\_
11. Price in QR \_\_\_\_\_
12. Additional information (if any) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I hereby acknowledge that I have made the full notification and disclosure in this respect and I am solely responsible for any violation of the laws, regulations and policies governing the trading and dealing in the securities of the Company, and the Company shall not bear any liability whatsoever as a result of this trading or dealing in its securities.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_