

دليل وقواعد الحوكمة

GOVERNANCE GUIDE AND RULES



Governance Guide and Rules

Definition of Corporate Governance:

Corporate governance encompasses the set of relationships between a company's senior management, its shareholders, and other stakeholders with interests in the institution. It outlines the framework that defines the organization's objectives, the means to achieve those objectives, and the mechanisms for monitoring progress. Effective corporate governance provides the board of directors with the necessary foundation to reach the company's goals, ensures effective monitoring processes, and aids in the efficient utilization of resources.

Corporate governance is the system by which companies are directed and controlled. It establishes the principles and foundations for the distribution of rights and responsibilities among different stakeholders in the company, including board members, managers, shareholders, and other stakeholders. Additionally, it clarifies the rules and procedures for taking decisions regarding the company's affairs.

Governance Approach:

The board of directors recognizes that implementing proper corporate governance practices is essential to maintaining shareholder trust, which is a fundamental factor in business growth, sustainability, and profitability. Therefore, the board is committed to adhering to relevant corporate governance systems and essential applied practices. It must ensure the company's compliance with corporate governance principles in its day-to-day operations and remain informed of all updates as per the requirements of regulatory bodies such as Qatar Central Bank.

Investment House Company developed a corporate governance guide in 2021, updating it twice since then, with the latest update in 2022 following Qatar Central Bank's circular no. 25 for 2022. This manual includes best practices and sound rules for company management, such as standards and policies for disclosure and transparency, conflict of interest policies, reward policies, whistleblower policies, information confidentiality and non-trading, shareholder and stakeholder rights, defining board responsibilities, board working regulations, executive management functions, and delineation of authorities across all levels within Investment House Company. It also includes activities and policies and procedures of internal control, internal audit management, and risk management. The governance rules also cover the charters and mandates of the company's committees, including:

1. The Executive Committee
2. The Audit and Risk Committee
3. The Compensation, Nominations, and Governance Committee

4. The Investment Committee
5. The Supervision and Oversight Committee for Al Bait Al Mali Fund
6. The Development, Policies, and Procedures Committee

Furthermore, the governance rules include the company's Articles of Association and the Code of Professional Conduct and Business Ethics.

Introduction, Purpose, and Significance

1.1 Introduction:

In line with Investment House Company's policy and direction to ensure robust internal control, compliance with laws and regulations, provide stakeholders with transparent and credible information, strengthen relationships with these entities, enhance company performance, and ensure sound decision-making processes; the board of directors has adopted these rules as a corporate governance charter. This charter will be subject to amendments whenever necessary.

1-2 Objectives of Governance Rules:

These rules outline the set of controls, principles, standards, and policies adopted by Investment House Company to manage and oversee its investment, commercial, financial, and administrative operations in order to achieve its goals and plans. These rules also ensure the

company's adherence to best governance practices, enabling the board to fulfill its responsibilities towards the company, achieving the best results for shareholders, and protecting the rights of both shareholders and stakeholders.

1.3 Importance of Governance for Investment House Company:

Governance focuses on how the board of directors and executive management manages the company's affairs and business. Its importance is reflected in achieving the following objectives:

- Enhancing mechanisms that aid in setting the company's goals and strategies and monitoring their implementation through clear performance indicators.
- Establishing effective mechanisms for managing Investment House Company's affairs, activating decision-making processes, and regulatory procedures (such as the role of the board of directors and its committees and defining the level of authority within Investment House Company).
- Protecting the interests and rights of shareholders.
- Ensuring the management's accountability to shareholders and all stakeholders and treating them fairly.
- Enhancing compliance with applicable laws, regulations, and policies.

Promoting disclosure and transparency mechanisms

Investment House believes that effective governance rules require an active board of directors and executive team who believe in and understand the importance of these rules. This correspondingly includes having an effective and clear organizational structure in terms of roles, specializations, and responsibilities. It also necessitates a sound internal control system through the application of various functions such as (proper planning and clarity of vision, effective management of the investment portfolio, policies and procedures, external auditing, internal auditing, risk management, governance, and compliance). This is in addition to fostering a supportive and responsive corporate culture and work environment.

In this context, effective governance is a major focus for Investment House, as illustrated in the accompanying diagram. The company employs three lines of defense or control: the "first line of defense" is represented by the control management, the "second line of defense" includes risk oversight and compliance functions established by management, and the "third line of defense" is independent oversight (internal audit activities). These lines of defense play a crucial role in achieving effective governance within Investment House Company. The board of directors and executive management are the primary stakeholders and beneficiaries of these defenses and control mechanisms. They are the best entity to ensure that these three lines of defense are effectively implemented in the company's risk management, internal control, compliance, and audit procedures.

Shareholder Rights and Facilitation of Their Exercise

Investment House Company ensures that all rights associated with the shares are upheld for its shareholders, as stipulated by the company's Articles of Association, the Companies Law, and the regulations issued by Qatar Central Bank. These rights include, but are not limited to, the right to receive a portion of the profits distributed according to the dividend policy approved by the General Assembly, the right to receive a share of the company's assets upon liquidation, the right to attend general or special shareholder assemblies, participate in deliberations, vote on decisions, dispose of owned shares in a manner that does not conflict with the applicable regulations, monitor the company's performance and the Board of Directors' activities, hold board members accountable, and file liability lawsuits against them. Shareholders also have the right to participate, inquire, and request information as long as it does not harm the company's interests or contradict the Companies Law and/or the Financial Market Law and their executive regulations.

The company is committed to holding General Assemblies (ordinary and extraordinary) in compliance with statutory requirements and the specific competencies outlined in the company's Articles of Association, the Companies Law, and relevant Central Bank regulations.

The company's Articles of Association and internal regulations must include the necessary procedures and guarantees for all shareholders to exercise their rights, particularly the right to dispose of shares, receive the allocated portion of dividends, attend and participate in the General Assembly's deliberations, and vote on its resolutions, and access and request information without harming the company's interests.

Rights Associated with Shares

Shareholders are entitled to all rights associated with their shares, including but not limited to the following:

1. Receiving their share of the net profits distributed in cash or by issuing shares.
2. Attending general or special shareholder meetings, participating in deliberations, and voting on decisions.
3. Disposing of their shares per the Companies Law and the Financial Market Law and their executive regulations.
4. Requesting access to the company's books and documents, including data and information on the company's activities and operational and investment strategies, without harming the company's interests or conflicting with the Companies Law and the Financial Market Law and their executive regulations.
5. Monitoring the company's performance and the activities of the Board of Directors.
6. Priority in subscribing to new shares issued for cash contributions, unless the extraordinary General Assembly suspends the preemptive right – if this is stipulated in the company's bylaws.
7. Registering their shares in the company's shareholder registry.
8. Requesting a copy of the company's Articles of Association and its bylaws unless the company publishes them on its website.
9. Nominating and electing members of the Board of Directors.

Reviewing the Shareholder Register

The company must request an updated copy of the shareholder register from the depository on a monthly basis and keep it on record.

Shareholder Rights Related to the General Assembly:

The company's Articles of Association must organize shareholder rights related to General Assembly meetings, including:

1. The right of a shareholder or shareholders owning at least 10% of the company's capital, to request the convening of the General Assembly for serious reasons, according to the procedures defined by law and regulations.
2. The right to request the inclusion of specific issues in the General Assembly's agenda and discuss them in the meeting if the Board does not include them and the Assembly decides to do so.
3. The right to attend General Assembly meetings, participate effectively, and discuss agenda items, facilitating awareness of the meeting's date, location, and agenda, and the rules governing discussions and questioning.
4. The right to appoint another shareholder, who is not a board member, to attend the General Assembly on their behalf through a written proxy, provided the proxy does not hold more than 5% of the company's capital.
5. The right to ask questions to board members, who must answer without compromising the company's interests, and to appeal to the General Assembly if the shareholder finds the answers insufficient.
6. The right to vote on General Assembly decisions, ensuring awareness of the rules and procedures governing the voting process.
7. The right to object to any decision the shareholder believes is issued for the benefit of a specific group of shareholders, harms them, or brings special benefits to board members or others without considering the company's interest, and to have this

objection recorded in the meeting minutes. The shareholder also has the right to annul the decisions objected to, according to the provisions of the law in this regard.

Facilitating Effective Participation in the General Assembly

The company selects suitable venues and times for General Assembly meetings and employs modern technology to communicate with shareholders, facilitating greater participation in the meetings. This ensures shareholders are informed about the agenda items and any new topics with sufficient information to make informed decisions. They are also allowed to review the minutes of the General Assembly meeting, and the company must disclose the results immediately after the meeting.

Shareholder Voting Rights

Voting is a shareholder right exercised personally or through a legal representative and cannot be waived or revoked. The company must not impose any restrictions or procedures that might impede the shareholder's right to vote, ensuring the facilitation of the voting process, possibly using modern technology.

Shareholder Rights Related to Electing Board Members

The company must comply with disclosure requirements regarding board member candidates, providing shareholders with all necessary information about each candidate's academic and professional qualifications based on their CVs, well before the General Assembly meeting date.

The General Assembly elects board members through secret ballot and cumulative voting.

Shareholder Rights Related to Dividend Distribution

The company's Articles of Association must define the minimum percentage of net profits to be distributed to shareholders, without compromising the company's ability to meet its obligations towards others. The Board sets a clear dividend distribution policy that serves the interests of both the company and shareholders, which must be disclosed at the General Assembly meeting and stated in the Board's report.

The entitlement to dividends approved for distribution by the General Assembly, whether in cash or free shares, belongs to the shareholders registered in the shareholders' registry on the General Assembly meeting date.

Right to Obtain Information

1. The company is committed to providing complete, clear, and accurate information without harming its interests.
2. Providing a means for shareholders to receive relevant information that meets their needs without conflicting with the company's interests.
3. The company employs effective means to communicate with shareholders.

Communication with Shareholders

1. The Board of Directors ensures communication between the company and shareholders is based on a mutual understanding of the company's strategic objectives and interests.
2. The Chairman and CEO keep other Board members informed of shareholders' opinions and discuss them.
3. No shareholder may interfere in the work of the Board of Directors or executive management of the company unless they are a Board member or part of the executive management team or through the ordinary General Assembly within its jurisdiction or within the limits and conditions allowed by the Board of Directors as per relevant regulations.

1) Rules, Procedures, and Policies of the Board of Directors:

A) Objective:

The rules and procedures of the Board of Directors define how the board is formed, outline its responsibilities, and establish the principles and foundations governing its work, as well as the methods of communication with shareholders and the executive management of Investment House Company.

B) Structure and Composition of the Board of Directors:

Investment House Company adheres to the following regarding the composition of the Board of Directors:

- The company is managed by a Board of Directors consisting of five (5) members elected by the General Assembly of shareholders using cumulative voting every three calendar years.
- The majority of the board members should be non-executive members.
- The number of independent board members should not be less than one-third of the board members (i.e., 2 out of 5 members should be independent).
- The Chairman of the Board of Directors of Investment House should not hold any other executive position within the company, such as the position of CEO.
- The CEO cannot be appointed as the Chairman of the Board of Directors during the first year after the end of his/her service.
- The company's bylaws should detail the methods for terminating board membership. The General Assembly can dismiss any or all board members at any time, even if the company's bylaws state otherwise, without prejudice to the right of the dismissed member to compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time.
- The General Assembly, upon the recommendation of the Board of Directors, may terminate the membership of any member who misses three consecutive board meetings without a legitimate excuse.
- Upon the termination of a board member's membership for any reason, the Qatar Central Bank and the Ministry of Commerce and Industry must be informed, with the reasons for the termination stated.
- If a board member resigns and has comments on the company's performance, they should provide a written statement of these comments to the Chairman of the Board, which must be presented to the board members.

- None of the board members should hold a membership in the Board of Directors of more than five private or publicly listed joint-stock companies simultaneously.

C) Responsibilities and Tasks of the Board, Including the Role of Independent Members:

Basic functions and general tasks of the Board of Directors

The Board of Directors of Investment House performs the following basic functions:

- Approving the company's strategic plans, policies, and main objectives, overseeing their implementation, reviewing them periodically, and ensuring the availability of the necessary human and financial resources to achieve them, including:
- Developing, reviewing, and directing the company's comprehensive strategy, major action plans, and risk management policies and procedures.
- Determining the company's optimal capital structure, its strategies and financial objectives, and approving all types of estimated budgets.
- Overseeing the company's major capital expenditures, asset ownership, and disposals.
- Setting performance indicators, monitoring execution, and overall performance of the company.
- Periodically auditing the company's organizational and functional structures and human resources and approving them regularly.

- Establishing internal control systems and general oversight, including a written policy to manage actual and potential conflicts of interest affecting the performance of board members, executive management, or other employees, and addressing any potential conflicts of interest.
- Developing governance rules specific to the company, consistent with the governance regulations issued by the Qatar Central Bank, overseeing their general implementation, monitoring their effectiveness, and amending them as necessary.
- Establishing clear, defined policies, standards, and procedures for board membership and implementing them after approval by the General Assembly.
- Formulating a written policy to govern relations with stakeholders to protect their rights and ensure their preservation, covering the requirements outlined in the corporate governance regulations issued by Qatar Central Bank.
- Developing policies and procedures to ensure the company's compliance with regulations and the disclosure of material information to shareholders, investors, and other stakeholders, ensuring the executive management adheres to these.
- Overseeing the company's financial management, cash flows, and financial and credit relationships with others.
- Proposing recommendations to the General Assembly (both ordinary and extraordinary) as deemed appropriate under the company's bylaws and related laws and regulations.
- Establishing procedures to familiarize new board members with the company's operations and activities, particularly the financial and legal aspects, and providing training as necessary.

- Ensuring Investment House Company provides comprehensive information about its affairs to all board members, especially non-executive members, enabling them to perform their duties and responsibilities efficiently.
- Preparing and approving the company's interim and annual financial statements before publication.
- Ensuring the accuracy and integrity of the data and information disclosed, in accordance with the company's disclosure and transparency policies and systems.
- Creating effective communication channels that allow shareholders to continuously and regularly be informed about the company's various activities and any material developments.
- Forming specialized committees, detailing their duration, powers, and responsibilities, and how the board will supervise them. The formation decision should include the naming of members, defining their tasks, rights, and duties, and evaluating the performance and work of these committees and their members.
- Determining the types of rewards granted to the company's employees, such as fixed rewards and performance-linked rewards, in accordance with applicable regulatory controls and procedures.
- Establishing values and standards that govern the company's work.

D) Board's Responsibilities Towards Shareholders:

- Inviting shareholders to attend the ordinary and extraordinary General Assembly meetings.

- Ensuring that the annual report and financial statements published and sent to shareholders reflect the true performance of the company. The board must ensure that the company's management provides current and potential shareholders, as well as the investment community, with all information on performance results and major developments within the company, in line with the company's disclosure and transparency policy.
- Promoting transparency and disclosure as a clear and consistent policy of the board.
- Recommending the dividend distribution policy for approval by the General Assembly.
- Recommending the increase or decrease of the company's capital.
- Approving the recommendations of the audit committee regarding the selection and nomination of the external auditor, determining their fees, and recommending the acceptance of the nominated auditor to the General Assembly.
- Reviewing, evaluating, and approving major transactions, including capital allocation, expenditures, and capital investments.
- Overseeing any acquisitions or mergers the company undertakes and delegating authority concerning these actions.

E) Board's Responsibilities Towards Non-Executive Members:

Informing board members, especially non-executive members, of shareholder proposals and comments on the company and its performance through the following procedures:

- Presenting shareholders' proposals and comments (if any) to board members at the earliest board meeting or through any other effective communication method on a continuous basis.

- Organizing continuous meetings with investors (IR Programs) and informing the board of significant proposals made by them.
- Implementing any other procedures or arrangements deemed appropriate by the board to achieve this purpose without conflicting with regulations.
- Publishing these procedures in the annual board report.
- Ensuring board members, including non-executive members, attend General Assembly meetings where shareholders present their proposals and views to the board.

F) Responsibilities of the Board towards the Company:

- Setting general strategies and investment plans, guidelines, and general standards for investments in consultation with the investment committee.
- Reviewing activities related to preparation, planning, and organization, including approving design rules and organizational structures in line with the company's policy.
- Determining the general perception of risks facing the company.
- Setting and monitoring performance indicators (for financial and non-financial goals).
- Supervising the company's executive management, organizing its work, monitoring it, and verifying its performance and assigned tasks. To this end:
 - **Setting the necessary administrative and financial policies.**

- Ensuring the executive management operates according to the policies approved by the board.
- Selecting and appointing the company's CEO and supervising their work.
- Appointing and dismissing the internal audit manager or internal auditor and determining their remuneration (if any).
- Holding regular meetings with the executive management to discuss work progress and challenges, and reviewing and discussing important information regarding the company's activities.
- Setting performance standards for the executive management that align with the company's objectives and strategy.
- Reviewing and evaluating the performance of the executive management.
- Establishing a succession mechanism for the company's management.
- Maintaining the confidentiality of information related to the company and its activities and not disclosing it to others.

G) Responsibilities of the Board towards Subsidiaries (IH-Management) and Al Bait Al Mali Fund:

- Ensuring that the strategy of the subsidiary and Al Bait Al Mali Fund, and financial reporting policies align with those followed by Investment House Company.
- Establishing and monitoring financial and non-financial performance indicators.

- Monitoring approved performance indicators for each subsidiary and submitting periodic reports to the company's board of directors.
- Approving major investments according to the predetermined and agreed-upon level of authority (LoA).
- Reviewing the activities of the subsidiary and Al Bait Al Mali Fund, with the board of Investment House retaining all key decisions that have legal or financial implications on the parent company.
- Ensuring that the governance regulations of the company align with the company's own governance regulations.
- Establishing internal policies and standards (decision matrix) to regulate the relationship between Investment House Company and its subsidiaries and developing them periodically as needed.

H) Responsibilities of the Board towards the Chairman, CEO, and Board Members:

Mechanism for Selecting the Chairman and Vice Chairman:

- The board elects a chairman and a vice-chairman from among its non-executive members, with the authority to dismiss or re-elect them at any time.
- Reviewing and approving performance evaluation mechanisms for the chairman and board members as proposed by the Nomination and Remuneration Committee.
- Based on the recommendation of the Nomination and Remuneration Committee, developing nomination and evaluation procedures for executive positions and succession plans, including the position of the CEO.

- Monitoring the activities and performance of the CEO in light of the recommendations of the Nomination and Remuneration Committee.
- Approving the CEO's remuneration based on the proposal of the Nomination and Remuneration Committee.

I) Duties of the Chairman of the Board:

The chairman is responsible for ensuring effective communication channels with shareholders and conveying their opinions to the board. They are accountable for the optimal management of the board's activities, including the following tasks and responsibilities:

I-1) Duties of the Chairman regarding Board Effectiveness:

- Ensuring the board has adequate resources to support its work and that the board is provided with requested information.
- Managing discussions and deliberations during board meetings and ensuring that decisions are clear, understood by all board members, and recorded in the meeting minutes.
- Ensuring mechanisms are in place to evaluate the performance of the board, board members, committees, and executive management.

- Fostering a culture of openness and constructive discussion by promoting relationships among members and encouraging active participation between board members and executive management, as well as facilitating effective exchange among non-executive and independent members.

I-2) Duties of the Chairman regarding Board Management:

- Preparing the agenda for board meetings at the beginning of the financial year, considering any issues raised by a board member or the auditor, and consulting with board members and the CEO when preparing the board's agenda.
- Enabling all board members to actively participate in board meetings.
- Ensuring controls are in place to ensure the board performs its duties effectively and efficiently.
- Holding periodic meetings with non-executive board members.
- Ensuring that delegated responsibilities to committees or company managers are executed according to the board's delegation and that the results are reported to the board.
- Ensuring the board receives adequate support.
- Approving board decisions and extracting resolutions from them.
- Overseeing the formation of all board committees and making recommendations to the board for approving nominees for committee membership in consultation with the Nomination and Remuneration Committee.
- Continuously working on board development by selecting the best candidates for board membership.
- Calling for and presiding over board meetings.

3) Duties of the Chairman towards Shareholders:

Presiding over the company's general assembly meetings.

Informing the general assembly upon its convening about any business and contracts in which a board member has a direct or indirect interest. This report should include all the information provided by the member to the board and be accompanied by a special report from the company's external auditor.

Ensuring effective communication with shareholders.

I-4-2) Any Other Responsibilities Specified in the Company's Articles of Association:

I-4-2) Duties of an Independent Board Member:

An independent board member must actively participate in the following tasks:

- a) Providing an independent opinion on strategic matters, company policies, performance, and decisions regarding the appointment of executive members.
- b) Ensuring that the interests of the company and its shareholders are prioritized in case of any conflicts of interest.
- c) Supervising the development of the company's governance rules and monitoring the executive management's application of these rules.

2) Policies, Standards, and Procedures for Board Membership:

The board must develop clear and specific policies, standards, and procedures for board membership based on the recommendation of the Nomination and Remuneration Committee and in accordance with the governance regulations issued by Qatar Central Bank. These policies should be implemented after approval by the general assembly.

3) Policy on Remuneration for the Board, its Committees, and Executive Management:

The board must establish a clear policy for the remuneration of board members, committees, and executive management. This policy must be approved by the general assembly and should follow performance-based standards, be disclosed, and ensure its implementation.

4) Impediments to Independence:

- a) An independent board member must be able to perform their duties, express opinions, and vote on decisions objectively and impartially, aiding the board in making sound decisions that contribute to the company's interests.
- b) The board must conduct an annual assessment of the member's independence and ensure no relationships or circumstances affect or could affect their independence.
- c) Factors that may compromise the independence of an independent board member include, but are not limited to:
 - Owning 5% or more of the company's shares or being related to someone who owns this percentage.
 - Representing a legal entity that owns 5% or more of the company's shares.

- Being related to any of the company's board members.
 - Being related to any of the company's senior executives.
 - Serving as a board member in another company affiliated with the company for which they are nominated as a board member.
 - Being employed or having been employed by the company within the past two years, including as an auditor or major supplier.
 - Having a direct or indirect interest in the company's business and contracts.
 - Receiving financial compensation from the company besides the board membership remuneration or any of its committees.
 - Engaging in activities that compete with the company or offering similar products and services.
 - Having served on the company's board for more than nine consecutive or non-consecutive years.
- d) The following are not considered conflicts of interest that negate a board member's independence and do not require a license from the ordinary general assembly: business and contracts conducted with a board member to meet their personal needs if these transactions are carried out under the same conditions as those applied by the company to all contractors and customers and fall within the company's regular activities, unless otherwise determined by the Nomination Committee.

5) Board Meetings:

5-1) Number of Meetings:

The Board of Directors shall meet at least six times a year, with no less than one meeting every three months.

5-2) Procedures for Holding Meetings:

The Board of Directors shall convene based on an invitation from its Chairman or a written request from at least two of its members. The invitation to the meeting must be sent to each board member at least ten days before the meeting date, accompanied by the agenda and followed by the necessary documents and information in a timely manner before the meeting, unless circumstances require an urgent meeting.

In such cases, the invitation to an exceptional or urgent meeting, along with the agenda and necessary documents and information, can be sent within a period shorter than specified for the regular scheduled meeting.

If any member inquires or objects to any item on the agenda, it must be recorded in the minutes of the board meeting.

5-3) Quorum for Meetings:

The meeting shall not be valid unless at least half of the board members are present. Board members may also attend via phone or modern communication technologies (conference call), as permitted by the company's articles of association.

5-4) Voting:

Each board member shall have an equal vote, and board decisions shall be made by a majority vote. In the event of a tie, the Chairman's vote shall be decisive.

5-5) Passing Decisions by Circulation:

The Board of Directors has the right to issue decisions on urgent matters by presenting them to its members individually, unless one of the members requests in writing a board meeting for deliberation. These decisions shall be presented to the board at its next meeting and documented in the meeting minutes.

5-6) Preparations by Board Members:

Preparation for attending board meetings includes reading and analyzing the information file and documents sent to members ten days before the meeting date. The file should include the agenda and supporting documents, such as:

1. A report from the CEO providing an overview of the company's operations and major developments since the last meeting.
2. A financial performance report focusing on key performance indicators and the company's strategic performance.
3. Minutes of the previous meeting.
4. A list of decisions made in previous sessions, their progress, and the status of their implementation.
5. Information and documents related to specific topics to be discussed and decided upon.

5-7) Meeting Minutes and Proceedings:

- The Board of Directors must document its meetings and prepare minutes of the discussions and deliberations, including the voting processes, and organize and store them for easy reference when needed. Board members must be provided with a draft of the minutes within ten (10) days from the meeting date to provide comments. If no comments are received from the esteemed members within seven (7) days from receipt, this shall be considered implicit approval of the draft minutes until they are approved by the board and signed by all present members at the next meeting or by circulation if necessary.
- If any board member has remarks regarding the company's performance or any of the topics presented and not resolved in the board meeting, it must be documented, along with the actions the board decides to take or plans to take in the board meeting minutes. If a board member expresses a dissenting opinion from the board's decision, it must be detailed in the minutes of that session.
- The absence of a member from the meeting during which a decision is made does not exempt them from responsibility unless it is proven that the absent member was unaware of the decision or was unable to object to it after becoming aware of it.

6) Delegation of Authorities Matrix:

- The responsibilities and authorities of the Chairman of the Board, his deputy, the Board of Directors, and the executive management, including the CEO or the managing director, are clearly defined and documented in this manual or in the

company's articles of association. In all cases, no individual shall have absolute authority to make decisions within the company. The Board of Directors shall ensure the following:

- Approval and development of internal policies related to the company's operations, including the specification of tasks, responsibilities, and authorities assigned to different organizational levels, while identifying the issues that remain under the Board's jurisdiction.
- Adoption of a detailed written policy defining the authorities delegated to the executive management, along with a table illustrating these authorities, the method of implementation, and the duration of the delegation. The Board of Directors may require the executive management to submit periodic reports on their exercise of delegated authorities.
- Establishment of a clear delegation of authority matrix or table to regulate the relationship between the parent company and its subsidiaries, with periodic updates as needed.

8) Separation of Positions:

- The Board of Directors of the Investment House Company shall appoint from among its members a Chairman and a Vice Chairman. It may also appoint a managing director from among its members.
- The roles of Chairman of the Board and Vice Chairman shall not be combined with any executive position within the company, including that of the CEO.
- The company's articles of association define the responsibilities and authorities of the Chairman, the Vice Chairman, and the managing director (if any).

- In all cases, no individual shall have absolute authority to make decisions within the company. Decisions must be made institutionally.

10) Evaluation and Training:

A) Performance Evaluation:

The Board of Directors, based on a recommendation from the Compensation and Nominations Committee, shall establish the necessary mechanisms for an annual evaluation.

The performance evaluation procedures must be written, clear, and disclosed to the Board members and the individuals concerned with the evaluation. This is to ensure the effectiveness of the Board's work, its members, the committees, and the executive management.

Performance evaluation shall be based on, but not limited to, key performance indicators related to the company's strategic objectives, quality of risk management, efficiency of internal control systems, and related activities. The evaluation should also identify strengths and weaknesses and ways to address the weaknesses.

In the individual evaluation of Board members, the member's active participation, commitment to their duties and responsibilities, and overall contribution to the Investment House Company, including attendance at Board and committee meetings and the time dedicated to them, shall be considered.

The Board of Directors shall obtain an evaluation of its performance from an independent external party once every three years, and this evaluation shall be disclosed in the Board's report, along with any relationship to the company (if any).

Non-executive Board members shall periodically evaluate the performance of the Chairman of the Board, considering the views of the executive members, without the Chairman being present during the discussion dedicated to this purpose.

The annual report of the Board of Directors shall include the results of the performance evaluation of the Board, its members, committees, and executive management.

B) Training:

Investment House Company must give sufficient attention to the training and qualification of Board members and the executive management team, and establish the necessary programs for this, taking into consideration the following:

- Preparing programs for newly appointed Board members and executive management to familiarize them with the company's operations and activities, especially the following:
 - The company's strategy and objectives.
 - Financial and operational aspects of the company's activities.
 - The commitments, tasks, responsibilities, and rights of Board members.
 - The tasks and responsibilities of the company's committees.
- Establishing mechanisms for providing ongoing training programs and courses for both Board members and executive management to develop their skills and knowledge in areas related to the company's activities.

In light of this, the orientation program for new members includes:

- Preparing a file containing necessary documents to be reviewed, such as the company's articles of association, the annual reports for the past two years, internal regulations like the governance charter that includes the duties, commitments, and responsibilities of Board members and committees, and similar documents.
- Providing a comprehensive presentation by the executive management to the new member about Investment House Company's plans, strategy, objectives, financial and operational aspects of its activities, its history, subsidiaries, and all related activities (Roadshow Presentation).
- Coordinating a visit to Investment House Company to get acquainted with its operations and activities firsthand.

11) Communication between Board Members and Executive Management:

To enhance communication between the Board of Investment House Company and its committees, the following guidelines are adhered to:

- Meeting invitations are issued by the Chairman of the Board or the respective committee.
- Scheduled meetings should not be canceled or postponed except after consultation with the Chairman of the Board or the Chairman of the respective committee.
- The Chairman has the right to call for an unscheduled extraordinary meeting if deemed necessary or upon the request of two members.
- Coordination between the Chairman, the Secretary, the members, and the CEO is required when setting the agenda for the meeting.

- Coordination between the Chairman and the committees is necessary before holding any meetings and when sending any information.
- The Secretary of the Board of Directors serves as the communication point with Board members on matters related to the Board's affairs. In the absence of the Secretary or in case of an emergency, a member of the executive management team with relevant experience in Board affairs, as directed by the CEO, will take over the task until the Secretary returns.
- Board members and committee members may communicate with the CEO, CFO, or any executive team members as needed.

12) Supplying Information and Communication with Board Members:

- The executive management of the company must provide Board members, particularly non-executive members and company committees, with all necessary information, data, documents, and records. These should be complete, clear, accurate, non-misleading, and provided in a timely manner to enable them to perform their duties and responsibilities.
- To deepen communication between Investment House Company and Board members, Investment House Company should establish a dedicated site for its Board members (Intranet/Portal). Each member should be provided with a username and password to access this site, which will contain the minutes of the Board of Directors' meetings and all its sub-committees, the articles of association, the company's governance charter,

monthly, quarterly, and annual financial reports, the Board's report, and documents related to Board and committee meetings provided well in advance of each meeting.

- The site also offers an excellent opportunity for members to communicate with each other, share their views, and discuss any matters related to the company. Additionally, the site features a meeting organizer specialist service to assist members who wish to utilize the site's services. The site also includes the contact details of Board members and the executive management team. The site is regularly updated by the Board Secretary, who can be consulted if any difficulty arises in logging in or browsing the site. The Secretary is responsible for resolving any issues members face while using the site and notifying the company's management of any site problems. The Secretary can resolve issues via phone, by visiting the member's office, or by sending an IT specialist to resolve technical problems.

Confidentiality: All members are committed to maintaining the confidentiality of the information provided on this site and taking necessary measures to ensure its security.

13) Resources and Authorities:

To fulfill its oversight role, the Board has the authority to investigate any matter brought before it and has the right to full access to all books, records, documents, facilities, and staff affairs of Investment House Company. The Board also has the right to engage external entities, auditors, consultants, or incur other expenses for this purpose, with the company covering

all such expenses. The Board may request meetings with any employee of Investment House Company, any external legal advisor, external auditors, or any committee of the Board.

14) Responsibilities and Duties of the Executive Management (including the CEO of Investment House Company):

The responsibilities and duties of the executive management include:

- Implementing the company's main plans, policies, strategies, and objectives.
- Proposing a comprehensive strategy for the company and translating the strategic plan into operations, as well as suggesting main and interim work plans, investment policies and mechanisms, risk management plans, and emergency management plans, and implementing them.
- Presenting periodic financial and non-financial reports to the board regarding the progress of the company's activities in light of the company's strategic plans and objectives.
- Submitting proposals related to the capital structure and organizational and functional structures of the company to the board for discussion and approval.
- Managing human, material, and financial resources optimally in accordance with the company's objectives and strategies.
- Managing the company's daily operations and activities, as well as managing its resources optimally and in alignment with the company's objectives and strategies, and in accordance with relevant regulations and laws.

- Developing and implementing internal control systems and risk management, verifying the effectiveness and adequacy of these systems, and ensuring adherence to the risk levels approved by the board.
- Developing, implementing, and updating the company's internal policies and systems as approved by the board.
- Monitoring indicators related to the company's business environment and relevant sectors.
- Implementing the policy set by the board and shareholders' assemblies, making decisions necessary for the company's interest, and achieving its objectives.

Recommending to the board on the following:

- The general strategy of Investment House Company and the investment plan.
- Setting investment and financial objectives for Investment House Company.
- Proposing the company's main capital expenditures and acquiring or disposing of assets.
- Implementing internal control systems and overseeing them, including:
- Implementing the conflict of interest policy.
- Properly applying financial and accounting procedures, including those related to financial reporting.
- Implementing appropriate control systems to measure and manage risks by providing an overall view of the risks facing the company and creating a risk-aware environment at the company level, and transparently presenting these risks to the board and other stakeholders.
- Investing in or divesting from new activities outside the main activities (Al Bait Al Mali Fund).

- **Implementing and ensuring the company's compliance with the governance standards outlined in this document and established by the company's board.**
- **Implementing policies and procedures to ensure the company's compliance with regulations and its commitment to disclosing essential information to shareholders and stakeholders.**
- **Providing the board with the necessary information to exercise its duties and making recommendations regarding:**
 - **Increasing or decreasing the company's capital.**
 - **Dissolving the company before the term specified in its bylaws or deciding its continuation.**
 - **Creating additional reserves for the company.**
 - **The method of distributing the company's net profits.**
 - **Proposing employee bonuses.**
 - **Developing a clear policy for delegating tasks to the executive management and how to implement it.**
 - **Monitoring the financial performance of the Al Bait Al Mali Fund in light of the directives and governance model applied in the company.**
 - **Evaluating risks related to subsidiary parties and other various investments and recommending to the board the optimal management of these risks.**
 - **Developing a culture that reflects the values and ethics of Investment House Company.**

- Representing the company with official authorities and coordinating with them to contribute to developing the necessary legislation and laws to remove obstacles that may face the company and support its ability to achieve its objectives.
- Maintaining the confidentiality of information related to the company and its activities and not disclosing it to others.
- Establishing a set of necessary procedures to regulate communication with various media to ensure the company's disclosures are in compliance with regulations and laws.

15) Secretary of the Board of Directors:

1) Duties and Responsibilities of the Secretary of the Board of Directors:

- Documenting board meetings, preparing their agendas and minutes, including the discussions and deliberations, indicating the meeting's location, date, start and end time, and documenting board decisions and voting results. These records should be kept in an organized, special register, noting the names of attending members and any reservations they expressed (if any), and ensuring these minutes are signed by all present members.
- Keeping the reports submitted to the board and the reports prepared by the board.
- Providing board members with the meeting agenda, working papers, related documents and information, and any additional documents or information requested by any board member concerning the topics included in the meeting agenda.

- Ensuring that board members adhere to the procedures approved by the board.
- Preparing the annual meeting schedule for the board and its committees in accordance with the governance rules and regulations approved by the general assembly or the board, and notifying board members of the meeting dates well in advance.
- Presenting draft minutes to board members for their feedback before signing them.
- Ensuring that board members receive a complete and prompt copy of the board meeting minutes and related company information and documents.
- Coordinating among board members.
- Organizing the disclosure register of board members and executive management in coordination with the compliance and governance officer as stipulated in Article (129) of the Commercial Companies Law No. 11 of 2015.
- Providing assistance and advice to board members.
- Coordinating with the governance and compliance officer regarding governance requirements related to the board and its committees (where applicable), their composition, responsibilities, and operating rules.

2) Qualifications of the Secretary of the Board of Directors:

- Must hold a university degree in law, administration, finance, or accounting, with relevant work experience of not less than three years. Alternatively, must have at least five years of relevant work experience if not holding a university degree in any of the aforementioned fields.

- Must have good communication skills and presence.
- Should be familiar with the Commercial Companies Law and Qatar Central Bank regulations.
- Must be knowledgeable about the company's activities and field of work.
- Should be detail-oriented, flexible, and creative.
- Must possess good writing skills in both Arabic and English.

3) Independence of the Secretary of the Board of Directors:

The board appoints a secretary from among its members or company employees to perform the duties stipulated in this guide. The secretary can only be dismissed by a decision of the company's board of directors, and the board determines the secretary's entitlements and rewards.

General Guidelines for Committee Work:

Investment House Company has four committees to oversee its activities:

Executive Committee

Audit and Risk Committee

Compensation and Nominations Committee

Investment Committee

The board may form additional committees if a majority of board members vote in favor, whether these are advisory committees mentioned in the corporate governance regulations issued by Qatar Central Bank or as required in the future.

A) Purpose of the Committees

These committees serve as auxiliary arms to the Board of Directors in administrative oversight and detailed examination of issues related to their respective fields of work, making recommendations to the Board to assist in making sound decisions.

B) General Guidelines

- Committees are formed according to general procedures set by the Board of Directors. The committee must transparently report its findings or decisions to the Board. The Board must regularly monitor the work of these committees to ensure they are performing the tasks assigned to them. This does not absolve the Board of any responsibilities delegated to these committees.
- The Board determines the tasks and responsibilities of each committee, as well as the methods for holding meetings, their working procedures, and how to compensate their members within the committee's operating regulations.
- The charter of the Audit and Risk Committee and the Compensation and Nominations Committee must be approved by the General Assembly of shareholders.
- Each committee has the right to propose amendments to its operating charter to the Board of Directors for approval.
- The company must notify the Central Bank of the details of the Board's committees, including the names of the committee members and their membership status, within five working days of their appointment or in the event of any subsequent changes.

- All committees have the authority to investigate any matter referred to them and have full access to the company's books, records, and personnel. They also have the authority to appoint external lawyers, consultants, or auditors for the same purpose, with the company bearing all necessary expenses as part of the oversight role exercised by the committees.

C) Committee Membership

- Committee members are appointed by the Board of Directors of the Investment House Company based on the recommendation of the Compensation and Nominations Committee for a term of three years, starting with the term of the Board and ending with the Board's term. Each committee must have no fewer than three and no more than five members. Committee members must have relevant experience and qualifications related to the nature of the committee's work, tasks, and responsibilities. The Board may dismiss all or some of the committee's members at any time as it deems necessary to achieve the committee's objectives and tasks.
- A sufficient number of non-executive board members must be appointed to committees dealing with tasks that may involve conflicts of interest.
- Each committee has the right to form a working group from its members for any purpose it deems appropriate and consistent with its objectives. The committee may delegate some of its powers and authorities to the working group, provided that the group consists of at least two members.

- The Board of Directors appoints a chairperson for each committee. If the Board does not do so, the committee members elect a chairperson by majority vote.
- Each committee member has the right to resign, provided the resignation is submitted at an appropriate time with notice to the Board of Directors.
- If a vacancy occurs in any of the company's committees, the Board, based on the recommendation of the Compensation and Nominations Committee, appoints a member to the vacant seat to complete the term of their predecessor until the end of the cycle. For the Audit Committee, the Board's appointment decision must be presented to the nearest General Assembly of shareholders for approval.

D) Committee Meetings:

Each committee meets six to eight times per year according to a pre-scheduled plan, and exceptional meetings can be held as needed.

E) Committee Secretary:

Each committee has the right to choose a secretary from among its members or from the company's employees, provided that the secretary does not have voting rights on its decisions (if they are not a committee member). The secretary is responsible for preparing for committee meetings and activities, documenting and maintaining minutes, following up on the implementation of recommendations, directives, and decisions, facilitating communication among members, and handling

other administrative and logistical procedures. Each committee determines the secretary's compensation and the method of payment in accordance with the Investment House Company's policies.

The Board Secretary can also serve as the committee secretary.

F) Reports:

The chairperson of each committee must submit periodic reports to the Board of Directors on the committee's performance and major achievements. Each committee must also prepare and publish an annual report as required by the applicable laws and regulations. Committees must regularly inform the Board about their activities, major decisions, and recommendations. The report to the Board can be written or presented orally by the chairperson or any member authorized by the committee.

G) Committee Performance Evaluation:

1. Each committee must evaluate its performance according to its charter under the supervision of the Compensation and Nominations Committee. The evaluation should consider whether the committee addressed all relevant issues within its scope or should fall within its scope of work, focusing on:
 - The quality and comprehensiveness of the information received.
 - The reports and recommendations provided to the Board.
 - The manner of discussing information, and whether the number and duration of meetings were sufficient to complete the required tasks thoroughly.
 - Attendance and absence of members.

2. Each committee must submit a report to the Board with the evaluation results and any proposed amendments.

H) Committee Charters:

Each committee has a separate charter or bylaws that outline its tasks, responsibilities, follow-up mechanisms, and member compensation methods, which cannot be amended without the Board's approval.

I) Role of the CEO in Implementing Governance Rules and Instructions:

The executive management's duties and responsibilities.

With considering the responsibilities assigned to the Board under the provisions of Companies Law and its executive regulations, the executive management is responsible for implementing the company's main plans, policies, strategies, and objectives to achieve its purposes and goals. The executive management's duties and responsibilities include the following:

1. Implementing internal policies and systems approved by the Board.
2. Proposing and implementing the company's comprehensive strategy, main and interim action plans, investment policies and mechanisms, financing, risk management, and plans for managing emergency administrative conditions.
3. Proposing the optimal capital structure for the company and its financial strategies and objectives.
4. Proposing major capital expenditures and asset acquisition and disposition.
5. Proposing organizational and functional structures for the company and submitting them to the Board for approval.
6. Implementing internal control systems and supervising them, including:
 - a) Implementing a conflict of interest policy.

- b) Properly applying financial and accounting systems, including those related to financial reporting.
 - c) Applying appropriate risk measurement and management systems, creating a comprehensive understanding of potential company risks, fostering a risk-reduction culture, and transparently presenting these risks to the Board and other stakeholders.
- 7. Effectively implementing the company's governance regulations and proposing amendments as needed.
- 8. Implementing policies and procedures ensuring the company's compliance with laws and regulations and its commitment to disclosing essential information to shareholders and stakeholders.
- 9. Providing the Board with the necessary information to perform its duties and making recommendations on:
 - a) Increasing or decreasing the company's capital.
 - b) Creating additional financial reserves or provisions.
 - c) Methods of distributing the company's net profits.
- 10. Proposing employee reward policies, including fixed and performance-related rewards.
- 11. Preparing periodic financial and non-financial reports on the company's progress towards its strategic plans and objectives and presenting these reports to the Board.
- 12. Managing daily operations and activities, optimizing the use of company resources, maximizing profits, and minimizing expenses, in line with the company's objectives and strategy.
- 13. Actively participating in building and fostering a culture of ethical values within the company.

14. Implementing internal control and risk management systems, verifying their effectiveness and adequacy, and ensuring adherence to the risk levels approved by the Board.
15. Proposing and developing internal policies related to the company's operations, including defining tasks, responsibilities, and delegating authority to various organizational levels.
16. Proposing a clear policy for delegating tasks and the method of implementation.
17. Proposing powers to be delegated, decision-making procedures, and the duration of the delegation, and submitting periodic reports to the Board on the exercise of these powers.

Conflict of Interest and Transactions with Related Parties

As part of the Board's responsibilities, it must establish a clear and written policy to address actual or potential conflicts of interest that may affect the performance of Board members, executive management, or other employees when dealing with the company or other stakeholders. This policy must include the requirements stipulated in the Corporate Governance Code issued by the Central Bank and the Qatari Commercial Companies Law. Accordingly, the Board has developed the following policy:

Conflict of Interest Policy and Handling Potential Conflicts:

1) Policy Objective:

The purpose of this policy is to outline the procedures and regulations that govern conflicts of interest for the company's shareholders, Board of Directors, company committees, senior executives, employees, auditors, consultants, and other

stakeholders as needed (referred to collectively in this policy as "concerned persons"). This policy also aims to help "concerned persons" manage conflicts in accordance with legal requirements and the company's accountability and transparency objectives.

2) Overview:

Conflicts of interest in companies arise when the personal interests of individuals interfere in any way with the general interests of the company. Investment House Company acknowledges and respects that "concerned persons" have personal interests and the right to engage in various activities, provided that these do not conflict with the company's general interests.

Examples of Conflict of Interest Situations:

- A "concerned person" using their position in Investment House Company, or information or business opportunities obtained during their tenure, for personal gain or to benefit a third party.
- A "concerned person" establishing a company with activities similar to those of the company.
- A "concerned person," such as a Board member, making decisions or entering transactions or purchases in favor of a company in which they have an interest.
- An employee or one of their relatives engaging in activities with suppliers, subcontractors, or competitors.
- A "concerned person" undertaking activities or holding interests that could impair their ability to perform their duties objectively and effectively.

- A "concerned person" or their family member receiving undue personal benefits due to their position in Investment House Company.
- A "concerned person," such as a Board member, receiving compensation for providing consultancy services to a competing company, especially if the nature of its business is similar to one of the primary activities of Investment House Company (e.g., maritime investment funds, real estate agencies, etc.) in the same country where the company has investments.
- Investment House Company and stakeholders must prioritize the company's interest in conflict of interest situations, adhering to the best available conditions. "Concerned persons" must refrain from influencing the company's decisions in any matter that could result in a potential conflict of interest, including abstaining from voting on any decision or matter subject to a potential conflict of interest. They must disclose any conflict of interest arising from their relationship with the company according to the disclosure methods and procedures specified by this policy and relevant regulations.
- Mediating and assisting in the employment of relatives and friends within Investment House Company or recommending them is prohibited. If a relative applies for a job, "concerned persons" must not intervene, allowing the recruitment process to proceed according to the company's procedures and policies without any direct or indirect influence.

3) Application of the Policy:

This policy applies to the following stakeholders:

1. Major shareholders who own 5% or more of the company's capital.
2. Members of the company's Board of Directors and company committees.
3. Senior executives and company employees.
4. Company auditors and consultants.
5. Other stakeholders as necessary.

4) Conflict of Interest Situations:

The stakeholders mentioned above must refrain from engaging in any activities with the company that could potentially result in a conflict of interest, except under the rules outlined in this policy and the applicable laws and regulations in the State of Qatar.

The conflict of interest is as follows:

5) Conflict of Interest Related to Major Shareholders:

All transactions and contracts with major shareholders and their relatives who own 5% or more of the company's shares, either directly or indirectly, are subject to the same conditions as transactions conducted with third parties.

Disclosure of all transactions with major shareholders and their relatives who own 5% or more of the company's shares, either directly or indirectly, must be made in accordance with applicable laws and regulations.

6) Conflict of Interest Related to the Board of Directors:

- A member of the company's Board of Directors may not, without authorization from the General Assembly per the regulations set by the competent authority, have any direct or indirect interest in transactions and contracts made on behalf of the company.
- A Board member must inform the Board of any personal interest they have in transactions and contracts made on behalf of the company, and this notification must be recorded in the meeting minutes. The interested member may not participate in the voting on the decision related to this matter.
- The Chairman of the Board must inform the General Assembly, at its next meeting, of any transactions and contracts in which any Board member has a personal interest, after the Board has verified the member's competition with the company's business or any of its branches. This verification should be conducted annually and be accompanied by a special report from the external auditor.
- A Board member may not, without authorization from the General Assembly under the regulations set by the competent authority, participate in any activity that competes with the company or engage in any business that competes with any of the company's branches of activity.
- Refusal to renew the authorization: If the General Assembly refuses to grant the authorization, the Board member must resign within a specified period set by the General Assembly. Otherwise, their membership in the Board will be

considered terminated unless they withdraw from the contract or activity, or reconcile their situation according to the company regulations and executive bylaws before the end of the specified period.

- The Board must consider the requirements for independence and conflict of interest situations as stipulated in the regulations issued by Qatar Central Bank when appointing financial and legal advisors and auditors.
- Participation in any activity that competes with the company includes:
 - Establishing or owning a significant share of a company or establishment that engages in the same business as the company.
 - Accepting membership in the board of directors of a competing company.
 - Acquiring a commercial agency, whether apparent or hidden, for a company or establishment that competes with the company.

7) Conflict of Interest Related to Executive Management and Company Employees:

Any external business activities undertaken by any executive management member must be reported to the Board of Directors, and approval must be obtained from the Board. Disclosure must be made in accordance with the relevant laws and regulations.

If an executive or employee wishes to engage in such activities, they must present the matter to the CEO for evaluation and recommendation to the Board of Directors for an appropriate decision.

8) Conflict of Interest Related to External and Internal Auditors and Consultants:

External auditors of the company must maintain independence.

The independence of the internal auditor should be preserved, and sufficient support must be provided to perform internal audit tasks. The internal auditor should functionally report to the Audit Committee and administratively to the company's management.

When appointing any financial or legal advisor or external auditor, conflict of interest situations and the regulations issued by the supervisory and regulatory authorities must be considered.

9) Conflict of Interest Related to Other Stakeholders:

All transactions and contracts with suppliers and other clients of the company or any of its subsidiaries are subject to the same conditions as those conducted with third parties in terms of evaluation, fair execution, disclosure, or reporting.

10) Additional Provisions:

In addition to the above, the following conflict of interest situations for Board members, company committees, and employees must be considered and managed accordingly:

- Board members, committees, and employees are prohibited from exploiting or benefiting from any of the company's assets, information, or investment opportunities presented to them or the company, for personal interests or any purposes outside the activities of the company. This includes investment opportunities within the company's activities or those the company intends to pursue. The prohibition also applies to a Board member who resigns to exploit

investment opportunities—directly or indirectly—that the company intends to pursue and which they became aware of during their membership on the Board.

- A Board member is prohibited from voting on Board or General Assembly decisions regarding transactions and contracts conducted on behalf of the company if they have a direct or indirect interest in them.
- Board members and senior executives are prohibited from accepting gifts from any person conducting business with the company if such gifts could lead to a conflict of interest. Symbolic gifts not exceeding a value of approximately one thousand Qatari Riyals are permissible as per the company's Code of Conduct policy.
- The company must disclose any contracts or transactions with related parties, including notifying the Central Bank and the public without delay if such contracts or transactions equal or exceed 1% of the company's total revenues according to the latest audited annual financial statements, except in cases where a Board member has an interest, which requires Board and General Assembly approval as per the regulations.
- When a Board member notifies the Board of a potential conflict of interest, they must:
 - Refrain from participating in discussions or listening to Board or committee discussions on the matter in which they have an interest, except for answering questions or disclosing essential facts.
 - Abstain from voting on decisions after notifying the Board. In all cases, when the Board votes on a matter in which a Board member has an interest, the voting process must be conducted secretly.

11) Confidentiality:

Board members must maintain the confidentiality of information related to the company and its activities and not disclose it to any person or third party.

Board members must not disclose company secrets outside General Assembly meetings, and they must not exploit their knowledge gained from their membership for personal benefit or for the benefit of relatives or others; otherwise, they should be removed and held liable for compensation.

12) Disclosure of Conflict of Interest Situations:

All Board members and company employees are required to disclose and report their personal interests immediately:

Any interest in investments or ownership in a business or establishment that benefits from, provides services to, or receives benefits from the company.

Any business or establishment seeking to provide a specific service to the company, such as banks, media entities, or others.

Any interest with a client, customer, or any other entity that receives services or benefits from the company.

Any business, client, or other entity in a position to benefit from actions taken by the Board member or employee.

Direct and indirect interests of Board members, senior executives, the Board Secretary, and their relatives with the company, or provide a declaration negating such interests.

A summary of current or proposed employment contracts for Board members, the CEO, and senior executives with the company.

Full details of any contract or arrangement where the CEO, CFO, Board member, or their relatives has a substantial interest and that is significant to the company's operations, or provide a declaration negating such interests.

Any individual wishing to nominate themselves for Board membership must disclose to the Board and the General Assembly any conflict of interest situations as stipulated by the Central Bank's procedures, including: Having a direct or indirect interest in transactions and contracts conducted on behalf of the company they wish to join. Engaging in activities that compete with the company, or competing in any of the company's lines of business.

13) Supervision of Policy Implementation and Violations:

The Audit Committee is responsible for overseeing the implementation of this policy by reviewing cases, transactions, and contracts involving stakeholders that may potentially involve conflicts of interest, and providing any appropriate recommendations to the Board of Directors. Additionally, any violations of this policy should be reported according to the procedures outlined in the Whistle Blowing Policy, Stakeholder Relationship Policy, and Grievance Policy.

14) Policy Review and Amendment:

This policy becomes effective upon its approval by the Board of Directors. The Board will periodically review the policy as necessary. Amendments to this policy require the Board's approval.

15) Publication:

This policy will be published on the company's website to enable stakeholders to access it, or through any other means of publication deemed appropriate by the Board of Directors.

Internal Control Activities

1) Internal Control System:

The company's Board of Directors must adopt an internal control system to evaluate the policies and procedures related to risk management, enforce the governance rules adopted by the company, and comply with relevant laws and regulations. This system must ensure clear standards of accountability at all executive levels within the company and that related party transactions are conducted according to specific provisions and controls.

2) Activities of the Internal Audit, Governance and Compliance, and Risk Management Departments:

2-1) The company – in order to implement the internal control system – establishes units or departments for risk assessment and management, internal audit, governance, and compliance.

2-2) The company may use external entities to perform the functions and duties of the units or departments for risk assessment and management, internal audit, governance, and compliance. This does not relieve the company of its responsibility for those functions and duties.

2-3) There shall be a separation between the tasks of the risk management department and the internal audit department to ensure the independence of each.

A) Internal Audit Department

A-1) Internal Audit Department Tasks

The Internal Audit Department is responsible for evaluating the internal control system and supervising its implementation, ensuring that the company and its employees comply with applicable regulations, laws, and the company's policies and procedures. The Internal Audit Department consists of at least one internal auditor recommended by the Audit Committee and is accountable to it. The compensation of the head of the Internal Audit Unit or Department is determined based on the Audit Committee's proposal according to the company's policies.

The composition and functioning of the Internal Audit Department must ensure the following:

- The staff should possess the necessary competence, independence, and appropriate training, and should not be assigned tasks other than internal auditing and internal control system duties.
- The unit or department should submit its reports to the Audit Committee and be accountable to it.
- The unit or department should have unrestricted access to information, documents, and records.

A-2) Internal Audit Plan

The Internal Audit Department operates according to a comprehensive audit plan approved by the Audit Committee, which is updated annually. Major activities and processes, including risk management and compliance activities, must be reviewed at least annually.

A-3) Internal Audit Report

- The Internal Audit Department prepares a written report of its activities and submits it to the Board of Directors and the Audit Committee at least quarterly. This report should include an assessment of the company's internal control system,

the findings and recommendations of the department, and the actions taken by each department regarding previous audit results and recommendations, particularly in cases where timely action has not been taken, along with the reasons for this.

- The Internal Audit Department prepares a general written report and submits it to the Board of Directors and the Audit Committee regarding the audit operations conducted during the fiscal year, comparing them to the approved plan. It should explain any deviations from the plan, if any, in the quarter following the end of the specified fiscal year.
- The Board of Directors defines the scope of the Internal Audit Department's report based on the recommendations of the Audit Committee and the Internal Audit Department. The report should specifically include:
 - Control and oversight procedures for financial affairs, investments, and risk management.
 - An assessment of the development of risk factors in the company and the existing systems to address drastic or unexpected changes in the financial market.
 - An evaluation of the performance of the Board of Directors and senior management in implementing the internal control system, including the number of times the Board has been notified of control issues (including risk management) and how these issues were addressed.
 - Instances of internal control failures or weaknesses, or emergencies that have impacted or may impact the company's financial performance, and the actions taken by the company to address these failures (especially issues disclosed in the company's annual reports and financial statements).

- The company's adherence to internal control systems in identifying and managing risks.
- Information describing the company's risk management processes.

A-4) Retention of Internal Audit Reports

The company must retain audit reports and work documents clearly outlining the tasks completed, the results and recommendations reached, and the actions taken regarding them.

B) Compliance Department and Its Role in Implementing Governance Principles

The Compliance Department aims to effectively implement the company's governance rules and reports directly to the CEO or managing director. It also submits its performance reports to the Governance and Nominations Committee. The key responsibilities of the Compliance Department include:

- Ensuring the company's compliance with governance requirements by adhering to the regulations, laws, and instructions issued by the Qatar Central Bank and other relevant regulatory authorities, as well as the company's articles of association.
- Developing internal regulations, rules, and policies related to governance and compliance without conflicting with regulations issued by legislative authorities. It also ensures the company's adherence to these regulations, proposes amendments, and updates them according to regulatory requirements and best practices as needed.
- Implementing preventive measures to ensure the company achieves compliance and avoids violations, continuously evaluating their adequacy.

- Providing necessary consultations to the Board of Directors, its committees, and executive management on governance and its applications.
- Keeping the Board of Directors and its committees informed about developments in governance and best practices.
- Preparing necessary responses to inquiries from regulatory bodies related to governance and compliance.
- Coordinating with local and international agencies and organizations interested in evaluating the company's efforts in governance and awarding recognitions, thereby enhancing the company's reputation in corporate governance and transparency.
- Developing and continuously updating a register of transactions with related parties for board members, senior executives, their relatives, and major shareholders in cooperation with the company's management and relevant individuals.
- Preparing the annual governance and compliance report and other related periodic reports, ensuring they meet regulatory standards and requirements.
- Organizing and coordinating ordinary and extraordinary general assembly meetings in accordance with the provisions of the second chapter related to shareholder assemblies from the governance regulations issued by Qatar Central Bank and the company's articles of association.

- Reviewing the minutes and decisions of the Board of Directors and committees to provide any observations (if any) in light of governance requirements, related regulations, and the authority matrix approved by the board to ensure compliance and alignment.
- The company may occasionally engage a specialized external entity to assist in developing governance systems and regulations in line with leading international practices in governance and compliance.

C) Risk Management:

C-1) Risk Management Policies and Procedures:

The purpose of this policy is to achieve effective risk management within the Investment House Company. The Board of Directors, along with various company committees including the Risk Committee, Audit Committee, Investment Committee, and the Compensation and Nominations Committee, as well as the executive management, supervise the activities and operations of risk management (each within its area of expertise). The Board of Directors is responsible for ensuring that the necessary procedures and measures for risk management are implemented effectively and efficiently, thereby achieving the company's strategic, operational, and commercial objectives. The Board may take appropriate measures and mechanisms to achieve this goal, including forming a special risk management unit within the company.

Investment House Company, like any financial entity, is exposed to certain risks due to the nature of its business activities as an investment company in portfolios, investment funds, and other investments. The primary risks the company might face include geopolitical risks from its overseas operations, risks related to competition and the geographic spread of the company's

operations in high-risk areas, foreign exchange rate fluctuations against the Qatari Riyal or local currencies of the countries it operates in, inflation in some economies, risks related to entering new investments, and risks arising from the economic and political situations in the various countries it operates in, especially in countries experiencing disturbances and events that might affect the company's operations there. Additionally, other risks are imposed by the nature of the company's diverse business activities and investments.

As part of the company's risk management policy, mechanisms and procedures are established to closely monitor the risks the company faces through its Board of Directors, existing committees, executive management, and work teams in the company's departments and Risk Management Committee. The company continuously develops and updates its existing risk management systems. It also annually discloses its general perception of potential risks through its Board of Directors' annual report.

The types of risks the company faces and manages through the mechanisms mentioned in this policy include credit risk (counterparty risk), currency risk, fair value and cash flow interest rate risk, liquidity risk, price risk, human resources, compliance with laws and regulations, and investments, among others.

As part of the risk management mechanisms and procedures, the company develops and implements an integrated Enterprise Risk Management (ERM) program, enhancing the active participation of the Board of Directors and the executive management team in the risk management process to ensure a unified vision of the risks the company faces.

C-2) Risk Management:

The Risk Management Department reports to the Board of Directors or the Risk Committee affiliated with the Board and submits its performance reports to them. It also reports to the Risk Committee. The department is completely independent from the Internal Audit Department. Continuous reports from the executive management to the Board on the activities of the Risk Management Department are provided in light of its risk management responsibilities as outlined in this guide.

Key Responsibilities of Risk Management:

- Developing effective strategies, plans, policies, procedures, and measures for Risk Management Systems at Investment House Company to identify and evaluate risks, and address deficiencies.
- Implementing Risk Management Plans and Strategies.
- Monitoring potential risks Investment House Company may face, and the extent of its tolerance for those risks and conducting continuous evaluations in this regard.
- Establishing a crisis and emergency plan.
- Coordinating with Investment House Company's executive management and Subsidiaries (Al Bait Al Mali Fund) to ensure the effectiveness and efficiency of the risk management system and its implementation.
- Preparing reports on risk exposure and proposed steps for managing these risks and submitting them to the Board of Directors.

- Reviewing issues raised by the Audit Committee that may affect risk management in the company, and submitting them to the Board of Directors.
- Any additional tasks assigned to it in light of the nature of work and tasks of the risk management unit to enhance its efficiency and effectiveness.
- The company may, from time to time, seek assistance from an external specialized entity to help develop and effectively implement risk management systems and plans.

Professional and Ethical Standards

1. Policy on Professional Conduct and Work Ethics and Culture (Attached)

The Board of Directors adopts a policy for professional conduct and ethical values within the company, particularly considering the requirements of the Corporate Governance Regulations issued by Qatar Central Bank.

2. Social Responsibility and Community Initiatives:

Investment House Company must contribute to social responsibility and the development of the community in which it operates by establishing programs and determining the necessary means to launch the company's initiatives in the field of social responsibility. To ensure participation in social responsibility programs, the following must be done:

- Establishing measurement indicators that link the company's performance with the initiatives it provides in social work.

- Disclosing the social responsibility goals that the company will adopt for its employees, educating and informing them about these goals.
- Disclosing the plans to achieve social responsibility in periodic reports related to the company's activities.
- Developing social responsibility strategy and striving to achieve sustainable social impact.
- Overseeing all social responsibility activities and issues within the company, including health and safety, environmental issues, and employee rights.
- Supervising vital programs and activities aimed at enhancing Investment House Company's community relations and developing awareness programs for the community to introduce the company's social responsibility.
- Reviewing and approving charitable donations related to social responsibility activities.
- Providing the board with appropriate recommendations regarding the formation of a committee to oversee social responsibility.
- Supervising the preparation and reviewing of social responsibility performance and activities reports.
- Performing any additional responsibilities and tasks assigned by the board within the scope and objectives of the committee's work.

Disclosure and Transparency:

Policy on Disclosure and Transparency:

1) Objective:

The objective of the disclosure and transparency policy is to ensure that Investment House Company guarantees the disclosure of all essential matters accurately and in a timely manner, including the company's financial status, performance, and governance. This also includes reporting rules related to information disclosure, methods of classifying information, and the timing of their disclosure.

2) Disclosure of Essential Information:

- Essential information is defined as any information related to the company's conditions, activities, and performance level that is expected to directly impact events leading to significant changes in the market or stock market conditions. Therefore, all similar essential information must be widely and promptly disseminated as per regulations and laws.
- Investment House Company has established a set of procedures to be followed concerning all company communications, consisting of:
 1. Preparing and drafting regulatory announcements and press releases following Qatar Central Bank requirements.
 2. Presenting draft announcements and news to the CEO and other senior executives and authorized employees, and sometimes circulating the draft to board members for their feedback if deemed necessary by the CEO.

- Requests for unpublished essential information must be rejected.

3) Disclosure of Financial Information:

The Board of Directors must approve the preliminary and annual financial statements of Investment House Company and have them signed by an authorized board member, the CEO, and the CFO before their publication and distribution to shareholders and others. The preliminary and annual financial statements and the Board of Directors' report must be submitted to Qatar Central Bank immediately after their approval by the board. All mandatory announcements must comply with Qatar Central Bank requirements.

4) Disclosure in the Board of Directors' Report:

The company's Board of Directors issues its annual report within the specified period according to regulations, sends it to the Qatar Central Bank, and announces it to shareholders. The Board of Directors' report must provide a comprehensive overview of the company's operations during the concluded financial year and all factors influencing the company's business.

5) Disclosure through the Website, Media, and Social Media:

Investment House Company must give particular importance to its website, continuously updating it as it is one of the most crucial communication channels with shareholders, investors, and the general public. The website's development and updates should be supervised continuously, and the information should be verified and reviewed by the Compliance and Risk Management Department before publication to ensure that the information and its contents comply with regulatory

disclosure requirements. Thereby avoiding any violations that might result from publishing information that should not be disclosed according to the Central Bank's regulations and rules.

The Compliance Department reviews all disclosures, press releases, and announcements before publication, including periodicals, newsletters, and media materials issued by the company and those published in newspapers and on social media, to ensure compliance with the state's regulations and laws to avoid any violations that may result from such publications.

6) Disclosures Related to Governance:

Investment House Company discloses governance policies, procedures, and related documents by publishing them on the company's website or through other means according to the company's policy, including:

- The company's articles of association.
- The governance manual and other related documents.
- The governance report.
- Any other reports or documents the company deems to enhance disclosure and transparency without conflicting with regulations and laws.

7) Disclosure Related to Social Responsibility Policies:

Investment House Company must disclose its contributions and policies in the field of Corporate Social Responsibility (CSR) and the procedures related to employees, the community, and the environment at least once a year in the Board of Directors' annual report.

8) Disclosures by the Board of Directors:

The Board of Directors must organize the disclosure processes for each of its members and executive management members, considering the following:

1. Establishing a special register for the disclosures of Board members and executive management, updating it regularly.
2. Enabling the company's shareholders to access this register.

9) Disclosure to Regulatory Authorities:

The Board of Directors must inform the Central Bank of all regulatory requirements specified in the regulations and laws, such as:

- Any changes in the structure of the Board of Directors (resignation, appointment, or classification).
- Any changes in the structure of the company's committees.
- Any changes in the executive management, including the CEO and CFO.
- Investment House Company is committed to disclosing all information required by the Corporate Governance Regulations issued by the Central Bank, the Companies Law, and other regulations.

10) Disclosure Limits:

Board members are prohibited from disclosing any of the company's secrets outside of the general assembly meetings. They are also forbidden from using any information they obtain by virtue of their membership to achieve personal gain for themselves, their relatives, or others. Failure to comply will result in their dismissal and a demand for compensation.

11) Additional Initiatives to Support the Principle of Disclosure and Transparency:

1. Striving to implement international best practices in the field of disclosure and transparency, such as the Standards and Poor's Global Guidelines for Disclosure and Transparency (S&P) and the Organization for Economic Co-operation and Development (OECD) Principles of Corporate Governance, and reflecting this in the annual report of the Board of Directors, the company's website, and any other reports or publications by Investment House Company.

12) Official Spokesperson for Investment House Company:

1. The CEO or Managing Director is the official spokesperson for the company in all media interactions, with the public, and investor community. From time to time, they may appoint other individuals within the company to speak on behalf of Investment House Company or respond to specific inquiries as necessary.
2. No other person besides the CEO, Managing Director, or their appointees may make public statements regarding:
 - The strategies and plans of Investment House Company.
 - The operations and activities of Investment House Company.

- Financial performance (current and future) and investment opportunities in general.
 - Production capacities.
 - Litigation and legal claims.
 - Decisions regarding acquisitions, mergers, restructuring, sales, and exits from certain investments, and other significant strategic initiatives undertaken by Investment House Company.
3. Board members and all employees of Investment House Company who are not authorized to speak on behalf of the company must refer all inquiries from financial institutions, shareholders, and various media outlets to the authorized spokesperson.

13) Review of the Disclosure and Transparency Policy:

The Board of Directors reviews the Disclosure and Transparency Policy periodically and as necessary to ensure its alignment with the rules and regulations and that it meets the requirements of various stakeholders.

Document Retention:

Investment House Company must retain all minutes, documents, reports, and other records that are required to be kept under the Corporate Governance Regulations issued by Qatar Central Bank at the company's headquarters or by utilizing logistical storage service providers for a period of no less than ten years. In the event of any legal proceedings (including any ongoing or potential lawsuits), claims, or any ongoing investigation procedures related to those minutes, documents, reports, or records,

Investment House Company must retain them until the conclusion of such legal proceedings, claims, or investigation procedures.

Final Provisions (Publication and Enforcement):

This manual shall be implemented and adhered to by Investment House Company from the date of its approval by the Board of Directors and shall be published on the company's website.

Appendix: Table No. (1) Definitions

S.N.	Term	Definition
1	Governance	<p>A comprehensive set of systems that define the relationships between the Board of Directors, the executive management of the company, shareholders, and other stakeholders. Governance involves the system through which the Board directs the company and monitors its activities, influencing:</p> <ul style="list-style-type: none"> ▪ Defining the company's strategy ▪ Managing the company's risk system ▪ The company's operations and activities ▪ Balancing between the responsibility to shareholders, protecting investors' interests, and considering other stakeholders' interests ▪ Ensuring the company's compliance with applicable laws, regulations, and standards ▪ Disclosure and transparency practices
2	Executive management	Senior employees, as stipulated by Qatar Central Bank Law No. (13) of 2012 regulating financial institutions and in accordance with Qatar Central Bank's instructions and the company's organizational structure.
3	Stakeholders	Any interested party in the company, for example, shareholders, employees, creditors, customers, regulatory authorities, and government bodies.
4	Related Person	All individuals listed below:

		<p>The authorized director or their assistant after leaving employment for two years</p> <p>The external auditor during their service period and for two years after their contract ends</p> <p>Any natural or legal person contracted with the company during the contract term</p>
5	Associated Group	A group of individuals or companies linked by kinship or significant economic interests.
6	Independent Member	A Board member who is fully independent from management and the company. Independence means the ability to judge matters impartially, considering all relevant information without influence from management or external parties.
7	Executive Member	A Board member who is part of the company's executive management, participates in its administration, and receives a monthly salary for their role.
8	Non-executive Member	A Board member who is linked to, for instance but not limited to, providing expert opinion and advice without participating in any form of the company's management or daily operations, and does not receive a monthly salary.
9	Cumulative Voting	A voting method for selecting Board members during the general assembly meeting. Each shareholder has a number of votes equal to the number of shares they own, which they can cast all for a single candidate or distribute among multiple candidates without repeating votes. The primary aim of this method is to enhance the chances of minority shareholders gaining representation on the Board through cumulative votes, as well as to limit the control of a single shareholder over the Board seats.