

INDUSTRIES QATAR



Corporate Governance Framework

Board of Directors and Managing Director's Terms of Reference

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IQ Board of Directors and Managing Director's Terms of Reference

INTRODUCTION

The Board of Directors of Industries Qatar (hereinafter referred to as 'IQ') is responsible for stewardship of the Company and its related entities and providing effective leadership in achieving IQ's strategic goals and objectives to grow value in a profitable and sustainable manner. These Terms of Reference principally apply to the Board of Directors, Chairman of the Board and Managing Director of IQ. Subsidiaries' or Joint Ventures' Boards may adopt terms of reference similar to those adopted by IQ.

IQ's Board of Directors and Managing Director's Terms of Reference are developed in accordance with the Corporate Governance best practices, Qatar Commercial Companies Law, Qatar Financial Markets Authority Corporate Governance Code for Listed Companies and IQ's Articles of Association. In the event of conflict between these Terms of Reference and the Articles of Association then the latter shall prevail.

General Corporate Governance Philosophy Statement:

The philosophy of IQ shall be to adhere to regulatory requirements. Any non-adherence shall be duly explained in the Annual Corporate Governance Report.

As per QFMA requirements, this charter will be published on IQ's website.

Amendments:

These Terms of Reference may be amended by a majority vote cast by the directors of the Board present at any meeting, on condition that the proposed amendment or amendments should not be in conflict with the Company's Articles of Association and the applicable laws and regulations referred to above.

Abbreviations used in this document:

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| BOD | Board of Directors | QCCL | Qatar Commercial Companies Law |
| QSE | Qatar Stock Exchange | QFMA | Qatar Financial Markets Authority |
| AOA | Articles of Association | | |

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD MEETINGS | |
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| VENUE | <ul style="list-style-type: none"> ▪ All Board meetings shall be held in Doha, Qatar unless all Directors (or their alternates) have otherwise agreed in writing for it to be held elsewhere. Virtual Board meetings can be held through teleconferences/videoconferences. |
| FREQUENCY | <ul style="list-style-type: none"> ▪ The Board shall meet at least six (6) times during the Company's fiscal year, and a three (3)-month period may not lapse without a meeting of Board. A provisional date for the next meeting will be agreed upon at the end of each regular meeting. ▪ The written approval of all Board of Directors on resolutions by circulation shall constitute a meeting. |
| BOARD SECRETARY | <ul style="list-style-type: none"> ▪ The Board or the Special Shareholder, as per Article 44 of AOA, appoints the Board Secretary. The Board determines the Secretary's scope of work and remuneration. ▪ In accordance with QFMA requirements, the Board Secretary shall have a legal/ accounting background and will have a minimum of 3 years' experience in handling the affairs of a publicly listed company. ▪ Subject to the Chairman approval, the Board Secretary may delegate any of his duties, authorities and discretions (without power to sub-delegate) to a delegate (whether a member of the Company's executive management or a member of the Service Provider) as he thinks fit. ▪ The Secretary is responsible for arranging logistics for the meetings, maintaining and safekeeping Board documentation including register to record Board decisions, and distributing of Board meeting agendas, invitations, other required documentation, information, meeting minutes and resolutions covering members discussions and objections, if any and recording members attendance. The Secretary is also responsible for providing orientation material and scheduling orientation sessions for the new Board directors. ▪ The Secretary is responsible for preparing the minutes of meetings within 10 calendar days from the meeting date in line with the generally recognized best practices, including but not limited to the following: <ul style="list-style-type: none"> - Standardize the minutes language except for the technical terms where required, - Set a reference numbering for the minutes pages (ex. page number / total number of pages), - Sign/ stamp all pages of the meeting minutes in addition to the agenda's related attachments, which were presented at the board meeting, - Write the resolutions in full in a clear and explicit language, indicating whether the resolutions are approved unanimously or by majority |

IQ Board of Directors and Managing Director's Terms of Reference

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| BOARD SECRETARY | <ul style="list-style-type: none"> ▪ Act as a coordinator between Chairman, Members, Shareholders / Stakeholders, Related Parties, Board, Management, Employees. ▪ Retain the Board Chairman and members' annual acknowledgments of not combining the prohibited positions. |
| INVITATION AND AGENDA | <ul style="list-style-type: none"> ▪ All meetings of the Board (including those for which a provisional date may have been agreed) shall be conveyed by a notice from the Chairman or, in his absence, the Deputy Chairman (if any), or any two Directors or such other Director as is duly authorized by the Chairman. ▪ The Chairman shall further convene a meeting by notice upon request by any two or more Directors. ▪ Any notice shall be given by fax, first class post or e-mail (subject to evidence of receipt satisfactory to the Board), to every Director at his relevant address for service in the Company records, not less than seven (7) days or as required by the rules of the QFMA, if applicable prior to the proposed date of such meeting, stating the date, time and place of the meeting. ▪ A meeting of the Board shall, notwithstanding that it has been convened without notice or by less than seven (7) days' notice or as required by the rules of the QFMA, if applicable, be deemed to have been convened if each Director who or whose alternate, has attended such meeting or agreed in writing to the convening of such meeting without such notice or by such shorter notice. ▪ The notice shall include: <ul style="list-style-type: none"> - A list of the agenda items to be addressed at the meeting; - In respect of each agenda item, an indication of whether a resolution is to be proposed for adoption or other voting action is to be taken; - A summary of each matter and; - Where practicable, any papers relevant to particular matters to be considered at such meeting shall be circulated prior to the meeting, to the Directors. |

IQ Board of Directors and Managing Director's Terms of Reference

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| <p>QUORUM AND REPRESENTATION</p> | <ul style="list-style-type: none"> ▪ Board meeting shall not be valid unless attended by the majority of Directors thereof, provided that the Chairman or the Vice Chairman is amongst them. ▪ Proxy voting is permissible as long as there is written evidence of the delegation to another member of that member's power to vote in his absence. A member can represent only one other member in the meeting. ▪ For teleconferences/videoconferences, at least 2 Board Directors should physically be present at the meeting and they will initiate and facilitate the video/teleconference with other Board directors. |
| <p>RESOLUTIONS</p> | <ul style="list-style-type: none"> ▪ BOD resolutions are adopted by a simple majority of those Directors who are present and entitled to vote at the relevant meeting of the board, each member present shall have one vote. ▪ BOD resolutions may be passed: <ul style="list-style-type: none"> ○ During actual Board meetings (teleconference/videoconference inclusive) and approved upon the signing of such resolution by the Board Chairman and Board Secretary. Such resolution shall record the details of how Board directors who were present had voted on the resolution. ○ The Board of Directors may, in case of necessity and on urgency grounds, issue resolutions in writing by circulation subject to written approval on such resolutions by all Directors. The resolution shall be deemed in force and effective for all purposes as if it was adopted at a duly called meeting of the Board. In all cases, the written resolution shall be submitted at the next meeting of the Board, to be included in the minutes of the meeting. ▪ In case of a tie in the number of votes, the Chairman or his representative who is acting in the Chairman's capacity shall have a casting vote. Objections of members should be recorded in the minutes of the meeting. |
| <p>MINUTES OF THE MEETING / BOARD DECISIONS</p> | <ul style="list-style-type: none"> ▪ Board meetings are recorded by the Board Secretary in a special register and should be signed at least by the Chairman and Managing Director (if any) and Board Secretary. ▪ Directors dissenting from resolutions decided by the Board shall, upon their written request, have their disagreements recorded in the minutes of the relevant meeting. |

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD COMPOSITION | |
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| NUMBER OF MEMBERS | <ul style="list-style-type: none"> ▪ The Board shall consist of eight (8) Directors, seven (7) of whom are appointed by the Special Shareholder, provided that the Chairman and the Vice Chairman are amongst them. One (1) Director shall be appointed by the General Retirement and Social Insurance Authority (GRSIA). ▪ In the event that the total ownership percentage of the Civil Pension Fund and Military Pension Fund (of the GRSIA) in the Company's share capital falls below 15% (without prior approval of the Special Shareholder), the seat of the GRSIA on the Board and the right to appoint a Director to occupy such a seat shall be vested to the Special Shareholder. |
| MIX | <ul style="list-style-type: none"> ▪ Special Shareholder shall appoint a Chairman of the Board ("Chairman") and a deputy Chairman of the Board ("Deputy Chairman") from among the Directors. ▪ The Directors may elect by secret ballot one or more Directors to serve as Managing Director of the Company ("Managing Director"). ▪ Directors are classified as: <ul style="list-style-type: none"> - <u>Executive Directors</u>: directors who perform executive management duties for the Company and/or are full-time employees of the Company. - <u>Non-Executive Directors</u>: directors who are not employees or hold any executive responsibilities in the Company, as such, not involved in the operations of the Company are non-executive members. |

IQ Board of Directors and Managing Director's Terms of Reference

DIRECTOR'S RIGHTS

- The BOD shall enjoy the widest powers necessary to carry out the acts required by the objectives of the Company, and may within its powers delegate to one or more of its members (e.g. Chairman) to do a specific act or acts or to supervise Company activities.
- Board Members shall have full and immediate access to information, documents, and records of the Company.
- The BOD may delegate some of its functions and constitute special committees, for the purpose of undertaking specific operations on its behalf.
- The BOD may consult at the Company's expense any independent expert or consultant. Consultation requires the approval of the Chairman. However, a majority of the Non-Executive Board directors may request the opinion of an independent consultant, in relation to any of the Company's affairs, at the Company's expense.
- The BOD shall also enjoy all other rights vested in it by QCCL, Articles of Association and QFMA Corporate Governance Code not mentioned in this document.

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD ROLES AND RESPONSIBILITIES | |
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| JOB DESCRIPTIONS | <p>The Board Chairman, Vice-Chairman, Managing Director, Board Members (executive and non -executive) Board Audit Committee Members and Board Secretary roles and responsibilities are provided in detail in a separate document "IQ Board of Directors Job Descriptions" which forms and is an integral part of this terms of reference.</p> |
| DELEGATIONS AND AUTHORITIES | <p>The Board is entrusted with widest authority to manage the Company. Following are the key operational responsibilities of the Board:</p> <ul style="list-style-type: none"> ▪ Appoint Managing Director (Managing Director's role can be combined with other roles or delegated as appropriate). ▪ Appoint the Senior Executive Management of the Company and approve their succession planning. ▪ Define the roles, responsibilities and duties of the Managing Director and the reports to be issued by the Managing Director to the Chairman and the Board. ▪ Appoint advisors to the Board and setting their roles, responsibilities, duties and remuneration. ▪ Review and approve IQ's organization structure and reporting lines. ▪ Set the financial authorities of Management and delegate authorities to certain board members. ▪ Approve financial commitments in excess of delegated authorities. ▪ Make enquiries about potential problems that come to the Board's attention and follow up until the Board is satisfied that Management is addressing the issues appropriately. ▪ Conduct self-assessment and set the remuneration (as well as attendance fees) of the Chairman, Vice-Chairman, other Board members and Managing Director based on the Company's related policies. ▪ Create Board committees and set their authorities and duties / responsibilities (terms of reference) and the remuneration of their members. Periodically review and approve the work of Board committees provided that the legal quorum is achieved. |

IQ Board of Directors and Managing Director's Terms of Reference

BOARD ROLES AND RESPONSIBILITIES

STRATEGY AND PLANNING

- Provide the strategic direction to IQ by reviewing the Company's vision and mission periodically which may be modified by the BOD due to change or shift in the Company's strategy.
- Approve and lead the development of the strategic plan and business objectives.
- Determine the most appropriate capital structure of the Company.
- Approve strategic initiatives including new business initiatives and key industrial investments and divestitures, review and recommend improvements periodically.
- Set and periodically review the Company's policies and procedures manual to implement the strategy and objectives of the Company.
- Provide guidance to Board Representatives in subsidiaries/ affiliates of IQ.
- Review and approve, transactions relating to material strategic investments and major capital expenditures, (including acquisition or disposal of assets) in addition to initiatives of establishment of new companies, irrespective of the share capital submitted through the Officer Incharge from Service Provider (QatarEnergy) by the Chairman of the Board, if any/applicable, of a group subsidiary/affiliate.
- Monitor operations and assess IQ's performance and management of risks via periodic updates provided by the Officer Incharge from Service Provider (QatarEnergy).

IQ Board of Directors and Managing Director's Terms of Reference

BOARD ROLES AND RESPONSIBILITIES

FINANCE AND AUDIT

- Approve the Company's annual budget.
- Monitor the financial performance of the Company.
- Review periodically in conjunction with the Audit Committee the arrangements with the External Auditors, in order to ensure their continuity in accordance with the size and nature of IQ.
- Nominate the External Auditor to the General Assembly and receive Audit Reports from the External Auditor. Review reports and direct the management to improve related aspects accordingly.
- Discuss with the Audit Committee matters related to internal audit and compliance including compliance to QSE and QFMA requirements.
- Recommend to the General Assembly proposed dividends and the dividend policy.
- Review and approve direct investments.
- Review and approve IQ's Five (5) Year Business Plan.
- Review and assess IQ's Financial Statements and disclosures, where applicable, prior to announcement to shareholders.
- Develop a mechanism for dealing and cooperation with providers of financial service, financial analysis and credit ratings and other service providers.

IQ Board of Directors and Managing Director's Terms of Reference

BOARD ROLES AND RESPONSIBILITIES

GOVERNANCE AND COMPLIANCE

- Oversee the overall corporate governance of IQ.
- Review and approve Corporate Governance Policies, (including policies on conflict of interest, related party transactions and insider trading) and principles recommended by the Audit Committee, Executive Management and External Consultants. Supervise and monitor the effectiveness of the policies and amendments thereto whenever necessary.
- Review and approve policies / procedures related to financial reports ensuring integrity of the financial and accounting record.
- Review Company's policies periodically to ensure they are adequate, suitable and in line with the applicable laws and regulations, internal business changes and the external macro-economic factors.
- Supervise and ensure proper internal control systems for risk management are implemented and Company's internal control procedures are reviewed annually, mainly through the Audit Committee.
- Develop awareness programs to improve the culture of risk management and self-control in the Company.
- Setting up policies and procedures to ensure that IQ is in compliance with its Articles of Association and applicable international and local laws and regulations including QFMA regulations.
- Receive and review any legal cases brought against the Company periodically.
- Approve annual plan of training and education that includes introduction to the Company, its activities and governance according to QFMA Code.

IQ Board of Directors and Managing Director's Terms of Reference

RESPONSIBILITY TO STAKEHOLDERS

- Provide shareholders with timely information to be able to take decisions in the General Assembly.
- Ensure the fair treatment of all shareholders within the same class in accordance with the law.
- Ensure that a transparent process of stakeholder relations is in place including procedures for disclosures and communication.
- Ensure all relevant Investor Relations activities and responsibilities are fully discharged.
- Ensure the required reporting to shareholders in accordance with appropriate regulatory requirements as set by government or regulatory bodies in Qatar (e.g. QFMA and QSE) is made.
- Respond to questions raised by the shareholders to the extent that this does not endanger the interest of the Company.

IQ Board of Directors and Managing Director's Terms of Reference

BOARD ROLES AND RESPONSIBILITIES

GENERAL ASSEMBLY & EXTRA ORDINARY GENERAL ASSEMBLY

- Conduct and attend the Annual General Assembly at least once every year (at a date and venue determined by the Board and notified to the Ministry), within four (4) months of the end of the Financial Year ("Annual General Assembly").
- Ensure that the members of Board committees, the Internal Auditor and representatives of the External Auditors attend the General Assembly.
- It is prohibited for a Director / Board Member to act as a proxy of any Shareholder.
- As per AOA, a General Assembly shall be convened by a notice from (and shall be chaired by) the Chairman or, in his absence, the Deputy Chairman (if any) or such other Director as may have been authorized to do so by the Chairman.
- Notice for General Assembly shall be published in two daily Qatari newspapers (at least) one of which shall be in Arabic daily newspaper and uploaded at QSE and Company website, not less than twenty one (21) days prior to the proposed date of the General Assembly.

IQ Board of Directors and Managing Director's Terms of Reference

GENERAL ASSEMBLY & EXTRAORDINARY GENERAL ASSEMBLY

- Prepare the agenda for the General Assembly, in coordination with the Chairman, to be published in two daily Qatari newspapers (at least) one of which shall be in Arabic daily newspaper and uploaded at QSE and Company website, no less than twenty one (21) days prior to the proposed date of the General Assembly. The Agenda, should include the following items:
 - Approval of the Board of Directors report on IQ's operations and financial performance for the financial year.
 - Approval of the external auditors' Report on IQ's consolidated financial statements for the financial year.
 - Approval of IQ's financial statements for the financial year.
 - Approval of IQ's annual Corporate Governance Report
 - Approval of the Board's recommendation for the dividend.
 - Absolve the Board of Directors from responsibility for the financial year and approve their remuneration.
 - Appointment of the external auditors for the next financial year and setting their fees.
- Directors must include additional agenda item if it is requested by shareholders representing at least (5%) of the company's share capital.
- Ensure all resolutions passed at the General Assembly are executed.
- Ensure Extraordinary General Assembly is conducted, when required, for below matters:
 - Amending the Memorandum of Association or the Articles of Association of the Company;
 - Increasing or decreasing the Share capital of the Company;
 - Selling all the projects for which the Company was established or disposing it off in any other way
 - Extending the term of the Company; and
 - Any dissolution, liquidation, transfer, reconstruction or merger of the Company.

IQ Board of Directors and Managing Director's Terms of Reference

CHAIRMAN OF THE BOARD'S ROLES AND RESPONSIBILITIES

CHAIRMAN OF THE BOARD'S ROLES AND RESPONSIBILITIES

- Ensure all the core issues relevant to the Company are discussed during the Board meetings in an efficient and timely manner.
- Ensure all data, information, documents and records of the Company are available and accessible to interested parties / stakeholders as provided under the law and AoA of the Company.
- Approve agenda of the Board meeting.
- Create an environment of responsibility and accountability by encouraging all Board members to collectively and effectively participate in dealing with the Board affairs.
- Create effective communication channels with shareholders making their opinions heard to the Board.
- Promote the culture of having constructive relations among the Board members.
- Ensure implementation of the provisions of QFMA Code of Governance and keep the Board members informed of the progress through various Board Committees.
- Serve as a primary spokesperson for the company to maintain positive and productive relationships with media, government ministries, regulators and other organizations.
- Sign Annual Report including Governance Report of the Company.
- Vice Chairman of the Board shall assume responsibilities in the absence of the Board's Chairman.

IQ Board of Directors and Managing Director's Terms of Reference

MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Managing Director may delegate any of his powers, authorities and discretions (without power to sub-delegate) to a delegate (whether a member of the Company's executive management or a member of the Service Provider) as he thinks fit.
- Coordinate the implementation of actions required by Company's Board, taking into account the policies and directions, established by the BOD from time to time according to Company's AOA and to any relevant BOD decisions. There is no limit to this authority except whatever is stipulated by law, the Company's AOA, or the General Assembly resolutions.
- Propose company objectives, policies, plans, and strategies, according to the directions of the BOD, and then submitting them to the BOD to take a decision thereon.
- Prepare and propose the management and operating structure of the company for Board approval.
- Perform duties/tasks which are listed below as delegated by the Board in line with the approved Manual of Authorities (within and outside Qatar, non-exhaustive list);
 1. Approve credit facilities;
 2. Approve investments and expenditures (e.g. employee related, normal operating);
 3. Authorize payments;
 4. Sign financial statements;
 5. Sign contracts on behalf of IQ;
 6. Sign letters, reports...etc. on behalf of IQ addressed to other governmental authorities;
 7. Act on behalf of IQ in relation to communication with media such as press releases and conferences;
 8. Be responsible for budgetary controls and budget revisions;
 9. Be responsible for leading correspondence with external parties; and
 10. Others (e.g. providing approvals for the changes in IQ's website)

IQ Board of Directors and Managing Director's Terms of Reference

MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Coordinate with the interrelated companies for issuance of an annual timetable and coordinate for closure of the financial accounts.
- Oversee the preparation and reporting of the Consolidated Financial Statements of IQ and Subsidiaries and the related explanatory reports to the associated parties in a timely manner.
- Study and analyze the company's financial and operational performance periodically, as well as convey the appropriate recommendations on these performances along with any related financial policies such as profit distribution, financing, and expenditure policies.
- Convey reports to the Company's BOD regularly for the sake of their knowledge of the company's management and business conditions.
- Oversee the Group's and subsidiaries' commitment and adherence to Group policies and procedures, general framework of applicable laws along with the regulations in effect in the State and within the company, in particular QSE rules and QFMA Code.
- Oversee the preparation of the Company's Budget and five-year business plan and then submitting both for approval by the Board.
- Oversee the implementation of the decisions of both the Company's BOD and General Assembly.
- Determine the potential material impact on IQ's interests and flag the issues highlighted by the IQ Board representatives pertaining to subsidiary level policy matters relating to Investment Policies, Risk Management Policies, and Corporate Governance Policies...etc.

IQ Board of Directors and Managing Director's Terms of Reference

MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Coordinate with the Company's secretary on the preparation of the draft agenda and the proposed dates for holding the meetings of both the Company's BOD and the General Assembly. Comply with the provisions of the Companies Law and regulations in effect since the Company is a joint stock company listed in the state of Qatar.
- Coordinate the assembly of press conferences and press releases among the Company's investors and report all permitted matters on behalf of the company.
- Oversee the preparation of periodic consolidation of financial statements of the group.
- Convene conferences to discuss the financial performance of the company, in line with the applicable regulations.
- Ensure the Company's fulfilment of all disclosure requirements such as updating the Company's website, printing the annual report...etc.
- Supervise the arrangements for convening the Company General Assembly meeting and ensuring all preparatory, technical, and administrative requirements are met.
- Conclude contracts and agreements, which help the carrying out of the Company's functions, such as printing contracts, profit distribution contract, auditing contracts...etc.
- Coordinate with QFMA and QSE as the official Company representative.
- Exercise the powers and authorities delegated by the BOD and submit regular reports on the assigned responsibilities as and when needed.
- Represent the Board for the decisions to be taken in relation to the subsidiaries. Obtain the approval of the Company BOD in writing on those matters.

IQ Board of Directors and Managing Director's Terms of Reference

BOARD COMMITTEES

GENERAL

- As per AOA, The Board may delegate any of its powers, authorities, and discretions (with power to sub-delegate) to a committee consisting of one or more persons (whether a member or members of the Board or not) as it thinks fit.
- A committee may exercise its power to sub-delegate by sub-delegating to any person or persons (whether or not a member or members of the Board or of the committee).
- The Board may retain or exclude its right to exercise the delegated powers, authorities, or discretions collaterally with the committee. The Board may at any time revoke the delegation or alter any terms and conditions or discharge the committee in whole or in part.
- Board Committees are formed in order to assist the Board by providing organized and focused means to achieve Company's goals and to properly address issues.
- The Board shall constitute two committees (Audit and Remuneration Committees) in accordance with QFMA code in this regard. The Board shall issue a decision to nominate the Chairman and members of each committee, identifying their responsibilities and duties. Each committee shall abide by its own detailed Terms of Reference.
- The Board Chairman shall not be a member of any of the Board committees set out in this Charter.
- It is prohibited to chair more than one committee composed by the Board, and it is not permissible to combine the chair of the Audit Committee and the membership of any committee.
- The committee's meeting shall be deemed valid if attended by its Chairman and the majority of the members. Minutes shall be prepared for each meeting including the meeting discussions signed by the committee's chairman.
- Each committee shall submit an annual report to the Board including its work and recommendations.
- The Board shall review and evaluate the committees' achievements and include it in the Governance Report.

IQ Board of Directors and Managing Director's Terms of Reference

BOARD MEMBERSHIP

QUALIFICATIONS & CONDITIONS

The director shall meet the following conditions:

- Age of the candidate should not be less than twenty-one (21) years and has not been convicted of a crime in breach of honesty or trust, or any crime referred to in the Law.
- Without prejudice to the IQ's AoA provisions, as per QCCL, it is prohibited for any one, whether in person or in capacity, neither to be a Board Chairman or a vice-chairman for more than two Companies with their headquarters located in the State, nor to be a Board director for more than three shareholding companies with their headquarters located in the State, nor to be a Managing Director in more than one Company with its headquarters located in the State, nor to combine two memberships of two Companies exercising a homogenous activity.

The qualifications below should also be considered:

- The director should possess the knowledge and skills required to provide leadership by setting the vision, principles, values and strategic plan, and to supervise management to ensure maximization of shareholder wealth.
- Expertise in international markets and managing complex businesses are considered complementary qualifications.
- The directors should be able to commit time and exert effort necessary to fulfill all Board responsibilities, including review of required reports, assessment of relevant performance, and attendance of meetings.
- Personal characteristics such as integrity, enthusiasm, strong leadership traits, ability to work as a team member, and also eagerness and commitment to work for the benefit of the Company, in line with IQ's overall vision, and the Board's Code of Conduct.

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD MEMBERSHIP | |
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| NOMINATION AND TERM | <ul style="list-style-type: none"> ▪ Directors shall be appointed for three (3) yearly renewable periods or such shorter periods (being no less than one (1) year) as may be resolved by the Special Shareholder from time to time. ▪ Unless determined otherwise by the General Assembly, the term of office of the Directors shall end on the date of the Annual General Assembly held on the final year of their term of office. |
| MEMBER REPLACEMENT | <ul style="list-style-type: none"> ▪ In the case of a vacancy relating to a Director appointed by the Special Shareholder, the Special Shareholder shall have the right to appoint a replacement Director (for the remainder term), to take effect upon notice of replacement being given to the Company. |
| RESIGNATION | <ul style="list-style-type: none"> ▪ The Board director can withdraw himself from the Board on condition that appropriate notice period is provided. ▪ If a director is absent for three consecutive Board meetings of the BOD or four non-consecutive meetings without an excuse acceptable to the Board, he will be considered to have resigned from the position, unless acceptable documented reasons are provided to the Board through the Chairman and to be recorded and filed with the Board Secretary. |
| REMUNERATION | <ul style="list-style-type: none"> ▪ The Board shall be paid such remuneration as may be determined by a resolution of the General Assembly. |

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD CODE OF CONDUCT | |
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| ACCOUNTABILITY | <ul style="list-style-type: none"> ▪ The Board represents the interests of shareholders by overseeing management performance on behalf of shareholders. The Board's responsibility of this oversight function includes both duty of care and duty of loyalty. The Board will be held accountable for the Company's performance and its activities as per the applicable laws and regulations. ▪ Board Members acting outside the scope of their authority (e.g. disclosing Company specific confidential information) shall be liable for Company losses suffered as a result of such unauthorized actions. |
| TRANSPARENCY | <ul style="list-style-type: none"> ▪ Board Members follow IQ's values and act honestly and with integrity in all their dealings. ▪ The Board Members act in good faith and in the shareholders' best interest, not in the personal interest of the Board Members, interest of family member or an organization with which the member is affiliated. The Board Members do not use their position for personal gain and should be free from any influence of conflict of interest when they participate in Board's deliberations and voting. ▪ The Board promotes ethical behavior and encourages an open environment where Board Members and employees are encouraged to report any unethical behavior observed and not permit retaliation for reports of misconduct made in good faith. ▪ Board Members should speak out their views independently. |

IQ Board of Directors and Managing Director's Terms of Reference

BOARD CODE OF CONDUCT

TRANSPARENCY

- In addition to complying with the procedures and guidelines concerning Related Party Transactions, to fully discharge their duty of loyalty, all Board Members should refrain from:
 - Directly or indirectly entering into transactions with the Company. This also applies to company/ies where the Board Member or a member of his family, or a business associate or any other party closely affiliated with the Board Member, has a financial interest in such company/ies;
 - Carrying out activities which compete with the financial interests of the Company, including engaging in a competing business (provided engaging in a competing business is approved by the General Assembly).
 - Usurpation of an opportunity which rightfully belongs to the Company unless the opportunity is first offered to, and rejected by the Company;
 - Apparent, likely, and actual conflict of interests. In the instance of such a conflict of interests involving a Board Member, the concerned Board Member must fully disclose the conflict, and refrain from voting on, or being present, when any matters related to the conflict are brought to a Board vote;
 - Any action which leads to granting a preferential personal loan when similar loans and loan terms are not offered generally or to its employees; and
 - Any action which constitutes an insider trading or otherwise improperly disclosing confidential Company information.
 - Any action or transaction that is not compliant with relevant laws and regulations.

IQ Board of Directors and Managing Director's Terms of Reference

BOARD CODE OF CONDUCT

FAIRNESS

- Board Members always strive to deal fairly with IQ's management, shareholders, suppliers, competitors, customers, employees, and other business partners. Board directors avoid taking unfair advantage of anyone through manipulation, or concealment of privileged information, misrepresentation of material facts, or any other unfair dealing practice.
- The Board Members do not use IQ's assets, labor and information for personal use unless approved as part of the compensation or reimbursement of expenses.
- Business entertainment and gifts are offered only in a commercial setting to create goodwill and sound working relationships and not to gain unfair advantage. Directors of the Board should follow the nominal amount mentioned in the IQ Employee's Code of Ethics. It should be noted that directors may not accept gifts from individuals or other entities, where such are offered, in order to influence the Board of directors actions related to IQ's business activities.
- Board Members also should not offer any gift, gratuity or entertainment to any vendor, supplier, agent, partner, customer or other intended party (if not of nominal value) which could reasonably be perceived as intended to influence any business decision.

SUSTAINABILITY

- Board Directors always use their professional experience and skills and commit adequate time and effort in order to serve IQ and secure sustainable returns to its shareholders and enhance industrial investments.
- Board Directors actively promote the continuous improvement of the Company procedures and practices while adhering to its policies and standards. They also encourage achievement of knowledge at all levels to help personal and organizational success.
- Board Directors protect IQ's assets, ensure their efficient use and make sure the assets are used for legitimate business purposes.

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD CODE OF CONDUCT | |
|------------------------------|---|
| CONFIDENTIALITY | <ul style="list-style-type: none"> ▪ The Board directors maintain the confidentiality of all proprietary, sensitive, or important information of IQ entrusted to them, except when disclosure is authorized or legally mandated. ▪ All non-public information of IQ is considered confidential information. Board directors who have access to confidential information will not share this information for any purpose. |
| DISCLOSURE | <ul style="list-style-type: none"> ▪ In accordance with the QFMA requirements, Chairman and Board members are responsible to ensure accuracy of all disclosures made by the Company and its compliance with all disclosure rules. ▪ Disclosure requirements include: <ul style="list-style-type: none"> ○ Financial Reports of the company. ○ Number of shares owned by Chairman, Board Members, Senior Executive Management and major or controlling shareholders. ○ CVs of Chairman / Board Members and Board Committee Members. ○ Disclosure of any key position held by above in any other Company. ▪ Additionally, all Board members shall submit an annual declaration disclosing all interests including financial and trade relations, and litigants including the judicial as required under IQ's Conflict of Interest policy. |

IQ Board of Directors and Managing Director's Terms of Reference

| BOARD PROFESSIONAL DEVELOPMENT & PERFORMANCE EVALUATION | |
|--|--|
| PROFESSIONAL DEVELOPMENT | <ul style="list-style-type: none"> ▪ A formal procedure is in place for orientation of a new Board member. ▪ All new Board members shall receive a full, formal and tailored induction upon joining the Board. ▪ Orientation plan is made available to new Board members in shape of relevant company documents. ▪ Company tours and introductory engagements with management team shall be arranged for new Board members. ▪ Existing Board members may point out training/ development needs in support of personal development that serves to improve the skills set of the Board. |
| PERFORMANCE EVALUATION | <ul style="list-style-type: none"> ▪ Board shall set foundations and standards for evaluating their performance. ▪ Board shall assess its performance by conducting annual self-assessment. ▪ Process of performance evaluation shall be disclosed in the annual Governance Report. |