

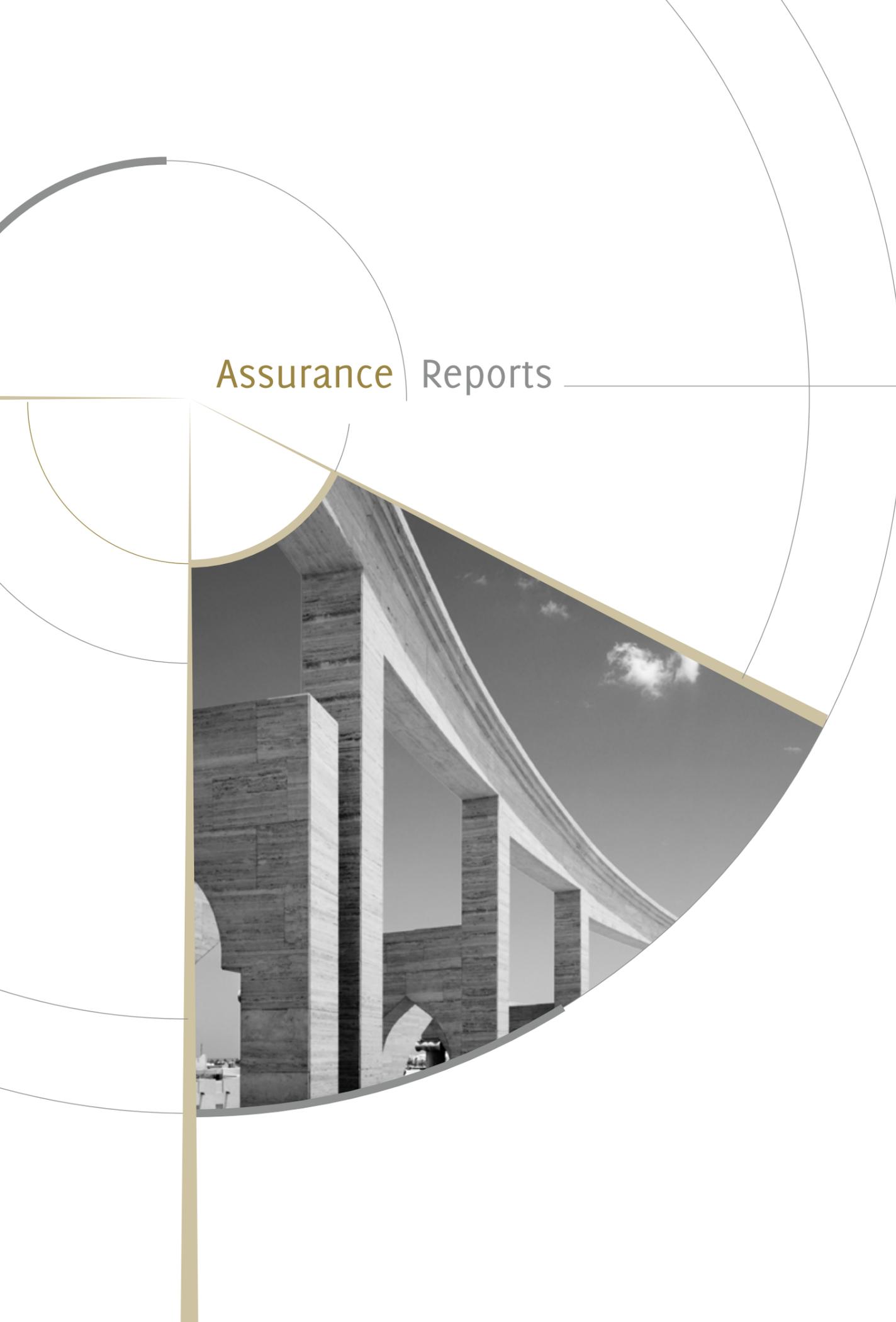


Committed
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Assurance and
Corporate
Governance
Reports 2020



QATARI INVESTORS GROUP
مجموعة المستثمرين القطريين



Assurance Reports

Independent Assurance Report to the Shareholders of Qatari Investors Group Q.P.S.C in connection with compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 as of 31 December 2020

To the
Shareholders of Qatari Investors Group Q.P.S.C
Doha – State of Qatar

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over Board of Directors' assessment of compliance of Qatari Investors Group Q.P.S.C referred as the "Company" with the QFMA's law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market (the "Code") as of 31 December 2020 as noted in the Board of Director's Corporate Governance Report (Corporate Governance Report), excluding provisions listed under Other information section of this report

Responsibilities of the directors and those charged with governance

The Board of Directors of the Company are responsible for preparing the accompanying Corporate Governance Report that covers at a minimum the requirements of Article 4 of the Code.

The Board of Directors are also responsible for ensuring the Company's compliance with the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 and preparing the, 'Report on compliance with the QFMA's law and relevant legislations, including the Code', as set out in sections 1 to 11 and 13 of the Corporate Governance Report.

Responsibilities of the Assurance Practitioner

Our responsibilities are to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the "Board of Directors' Governance Report on compliance with the QFMA's law and relevant legislations, including the Code" presented in sections 1 to 11 and 13 do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code, based on our limited assurance procedures.

Reporting on compliance with QFMA's law and relevant legislations, including the Code

We conducted our engagement in accordance with International Standard on Assurance Engagements

3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, taken as a whole, is not prepared in all material respects, in accordance with the QFMA's law and relevant legislations, including the Code.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

A limited assurance engagement involves assessing the risks of material misstatement of the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, whether due to fraud or error and responding to the assessed risks as necessary in the circumstances. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

Accordingly, we do not express a reasonable assurance opinion about whether the Board of Directors' statement of compliance with the QFMA's law and relevant legislations, including the Code, taken as a whole has been prepared, in all material respects, in accordance with the 's law and relevant legislations, including the Code.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies of the Company, and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- made inquiries of management to obtain an understanding of the processes followed to identify the requirements of the QFMA law and relevant legislations, including the Code (the 'Requirements'); the procedures adopted by management to comply with these Requirements and the methodology adopted by management to assess compliance with these Requirements. This included analysing the key processes and controls for reporting compliance with the Requirements;
- considered the disclosures by comparing the contents of the Corporate Governance Report against the requirements of Article 4 of the Code;
- agreed the relevant contents of the Corporate Governance Report to the underlying records maintained by the legal and compliance department of the Company;
- performed limited substantive testing on a selective basis, when deemed necessary, to assess compliance with the Requirements, and observed evidences gathered by the Company's management and assessed whether violations of the Requirements, if any, have been disclosed by the Board of Directors, in all material respects.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with the Requirements. Therefore, we do not provide any assurance as to whether the procedures adopted by management were functioning effectively to achieve the objectives of the QFMA's law and relevant legislations, including the Code.

Our independence and quality control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the (IESBA) Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Inherent limitations

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another and from one country to another, which do not form a clear set of criteria to compare with.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the Governance Report and the methods used for determining such information.

Other information

The Board of Directors are responsible for the other information. The other information comprises the Corporate Governance Report (but does not include the Directors' Report on compliance with QFMA's law and relevant legislations including the Code' presented in Sections 1 to 11 and 13 (the "Directors' Statement") which we obtained prior to the date of this assurance report.

Our conclusion on the Board of Director's Corporate Governance Report on compliance with applicable QFMA laws and relevant legislations including the Code does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

In connection with our assurance engagement on the applicable sections of the Corporate Governance Report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Corporate Governance report or our knowledge obtained in the engagement, or otherwise appears to be materially misstated. If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the QFMA.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the complete Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the QFMA.

Conclusion

Based on our limited assurance procedures described in this report, nothing has come to our attention that causes us to believe that the Board of Directors' report on compliance with QFMA's law and relevant legislations, including the Code, as presented in Board of Director's Corporate Governance Report, do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code as at 31 December 2020.

Emphasis of matter

We draw attention to the fact that this assurance report relates to parent company Qatari Investors Group Q.P.S.C on stand-alone basis only and not the Group as a whole. Our conclusion is not modified in this respect.

Rödl & Partner – Qatar Branch Certified Public Accountants

Doha – Qatar
February 1, 2021

Magdy Aboelkhier
Member of Qatar Association of
Certified Public Accountant
License No. 321
QFMA Auditor License No. 120151

Independent Assurance Report to the Shareholders of Qatari Investors Group Q.P.S.C on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of 31 December 2020 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016

To the
Shareholders of Qatari Investors Group Q.P.S.C.
Doha – State of Qatar

Report on the Directors' assessment of the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of 31 December 2020 of Qatari Investors Group Q.P.S.C hereinafter referred to as the "Company" and its subsidiaries together referred as the "Group" in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016.

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over the Management's Internal Control Statement on assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting (Management Internal Control Statement) as of 31 December 2020, based on the framework issued by the Committee of Sponsoring Organisations of the Treadway Commission "COSO framework".

Responsibilities of the directors and those charged with governance

The Board of Directors are responsible for implementing and maintaining effective internal control over financial reporting. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate policies, and making accounting estimates and judgements that are reasonable in the circumstances.

The Group's assessment of its internal control system is presented by the Management to the Board of Directors in the form of the Management's Internal Control Statement contained in Section 1 of the Corporate Governance Report, which includes:

- the management's assessment of the suitability of design, implementation and operating effectiveness of internal control framework over financial reporting;
- the description of the process and internal controls over financial reporting for the Significant Process of (general IT and application controls, entity level controls, revenues, receivables, inventory management, fixed assets, treasury and cash management, investment management, payroll, financial reporting and periodic closing of the financial records);
- the control objectives; including identifying the risks that threaten the achievement of the control objectives;
- designing and implementing controls to achieve the stated control objectives; and
- identification of control gaps and failures; how they are remediated; and procedures set to prevent such failures or to close control gaps.

The Group has assessed the design, implementation and operating effectiveness of its internal control system as at December 31, 2020, based on the criteria established in the Internal Control- Integrated Framework 2013 issued by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO framework"). These responsibilities include the design adequate internal financial controls that would ensure the orderly and efficient conduct of its business, including:

- adherence to the Group's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and
- compliance with applicable laws and regulations, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016.

Responsibilities of the Assurance Practitioner

Express a reasonable assurance opinion on the fairness of the presentation of Management's Internal Control Statement, based on the criteria established in COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of the Group's internal controls over financial reporting of "Significant Processes" presented in Section 1 of the Corporate Governance Report to achieve the related control objectives stated in that description based on our assurance procedures.

Reporting on internal controls over financial reporting
We conducted our engagement in accordance with International Standard on Assurance Engagements

3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance on the Management's Internal Control Statement over assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting of significant processes of (general IT and application controls, entity level controls, revenues, receivables, inventory management, fixed assets, treasury and cash management, investment management, payroll, financial reporting and periodic closing of the financial records) in all material respects, to achieve the related control objectives stated in the description of the relevant processes by management, based on the COSO framework.

A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to impact the decisions of the users of financial statements. For the purpose of this engagement, the processes that were determined as significant are: (revenues, receivables, inventory management, fixed assets, treasury and cash management, investment management, payroll, financial reporting and periodic closing of the financial records).

An assurance engagement of this type also includes evaluating Board of Directors' assessment of the suitability of the design, implementation and operating effectiveness of the controls in an organization involves performing procedures to obtain evidence about the suitability of design and operating effectiveness of the controls. Our procedures on internal controls over financial reporting included:

- obtaining an understanding of internal controls over financial reporting for significant processes;
- assessing the risk that a material weakness exists; and
- testing and evaluating the design, implementation and operating effectiveness of internal control based on the assessed risk.

In carrying out our engagement, we obtained understanding of the following components of the control system:

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design and operating effectiveness, whether due to fraud or error. Our procedures also included assessing the risks that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the Corporate Governance Report. Our procedures included testing the operating effectiveness of those controls that we consider necessary to provide reasonable assurance that the related control objectives stated in Section 1 of the Corporate Governance Report were achieved.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the Management's Internal Control Statement over their assessment of the suitability of design and operating effectiveness of the Group's internal controls over financial reporting.

Our independence and quality control:

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the (IESBA) Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Meaning of internal controls over financial reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. An entity's internal control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the International Financial Reporting Standards, and that receipts and expenditures of the entity are being made only in accordance with authorizations of the management of the entity; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements

Inherent limitations

Because of the inherent limitations of internal financial controls over financial reporting and compliance with relevant laws and regulations, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Therefore, internal controls over financial reporting may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Furthermore, the controls activities designed, implemented and operated as of 31 December 2020 covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over the financial reporting and compliance with applicable laws and regulations prior to the date those controls were placed in operation.

Other information

The Board of Directors are responsible for the other information. The other information comprises the Corporate Governance Report but, does not include Management's Internal Control Statement.

Our conclusion on the Management's Internal Control Statement does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the complete Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the QFMA.

Emphasis of matter

The effectiveness testing of internal control framework over financial reporting was performed by the resource of the finance departments of the Group and hence we were not satisfied with its independence.

Opinion

In our opinion the Management's Internal Control Statement, is fairly stated, in all material respects except for the matters discussed under emphasis of matter paragraph above, based on the criteria established in the COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of the Group's Internal Controls Over Financial Reporting as at 31 December 2020.

Rödl & Partner – Qatar Branch
Certified Public Accountants

Doha – Qatar
February 1, 2021

Magdy Aboelkhier
Member of Qatar Association of
Certified Public Accountant
License No. 321
QFMA Auditor License No. 120151

Corporate Governance Report

Qatari Investors Group's Corporate Governance Report sets out the company's commitment to good corporate governance and describes what has been achieved during the year.

In accordance with the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the Qatar Financial Markets Authority ("QFMA") Board, and pursuant to its Decision No. (5) Of 2016 (the "Code"), the Board of Directors of Qatari Investors Group Q.P.S.C (the "Company" or "QIG") prepared the following Corporate Governance Report for 2020.

1. MANAGEMENT REPORT ON COMPLIANCE WITH QFMA LAW AND RELEVANT LEGISLATIONS INCLUDING THE CODE.

This report is the outcome of QIG's continuous commitment towards the implementation of sound governance through best practices. The measures described below, we believe, not only fulfil QIG's compliance with the Code but also reflect QIG's responsibilities towards its shareholders and stakeholders.

Responsibilities of the Board

The Board of Directors is committed to implementing governance principles set out in the Code, including but not limited to Justice and equality among Shareholders and Stakeholders without discrimination regardless of their race, gender and religion. Transparent information and required disclosures are provided to the QFMA, Shareholders and Stakeholders within the required timeframe and in accordance with the relevant laws and regulations. The principles also include upholding the values of corporate social responsibility and prevailing the public interest of the Company, Shareholders and Stakeholders over any personal interest. The Company is guided by the aforementioned principles, as it endeavors to exercise its duties diligently and with integrity. In parallel, the Company also strives to project these values in its dealings with Shareholders, Stakeholders and society.

Management's assessment on compliance with QFMA's relevant regulations including the Corporate Governance Code as at December 31, 2020.

In accordance with Article 2 of the Code, we have undertaken an assessment on compliance with the QFMA's relevant regulations applicable to the Company.

Conclusion

As a result of the assessment, management concluded that processes are in place to comply with the QFMA's requirements as of December 31, 2020.

External auditors

Rödl and Partner – Qatar Branch, the external audit firm of the Company, will issue a limited assurance report on the management's assessment of compliance with the QFMA's relevant regulations including the Code as of December 31, 2020.

2. MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with the Code, the Board of Directors of Qatari Investors Group Q.P.S.C. is responsible for establishing and maintaining adequate internal control over financial reporting ("ICOFR").

Our ICOFR is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

In order to ensure the reliability of the Internal Control Over Financial Reporting at all times, management is required to evaluate the effectiveness of those controls on a periodic basis and to include a report of such evaluation in the annual report, attested by the company's external auditors. If, in the course of the evaluation, management discovers any deficiency in the design or operation of Internal Control Over Financial Reporting that could adversely affect a company's ability to record, process, summarize and report financial data consistent with the assertions of management in the company's financial statements, then management must disclose this material weakness in its report.

To determine whether a material weakness in ICOFR exist as at 31 December 2020, we conducted an evaluation of the design, implementation and operating effectiveness of ICOFR, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

We covered all the material business and operating companies in our assessment of ICOFR as of December 31, 2020.

Risks in Financial Reporting

The main risks in financial reporting are that financial statements do not present a true and fair view due to inadvertent inaccuracies, intentional errors (fraud), or, the delayed publication of financial statements. These risks may reduce investor confidence or cause reputational damage and may have adverse consequences. A lack of fair presentation arises when one or more amounts in financial statement or disclosures contain misstatements or omissions that are material. Misstatements are deemed material if they could, individually or collectively, influence economic decisions that user's make on the basis of the financial statements.

To confine those risks of financial reporting, the Company has established ICOFR based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate the adequacy of a control system.

The COSO Framework includes 17 basic principles, and 5 components:

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring

Controls covering each of the 17 principles and 5 components have been identified and documented across QIG

In establishing ICOFR, management has adopted the following financial statement objectives:

- Existence/Occurrence – assets and liabilities exist and transactions have occurred.
- Completeness - all transactions are recorded; account balances are included in the financial statements.
- Valuation / Measurement - assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts.
- Rights and Obligations and ownership - rights and obligations are appropriately recorded as assets and liabilities.
- Presentation and disclosures - classification, disclosure and presentation of financial reporting is appropriate.

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. Therefore, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud.

Furthermore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs and weighing down organisational efficiency and performance.

Organization of the Internal Control System

Functions Involved in the System of Internal Control over Financial Reporting

Controls within the system of ICOFR are performed across business functions, including an involvement in reviewing the reliability of records that underpin financial statements. As a result, the operation of ICOFR involves staff in various functions across organizations.

The processes that were deemed significant are: IT, revenue controls, entity level controls, receivables and inventory management, tracking of fixed assets, treasury and cash management, investment management, payroll, financial reporting and the periodic closing of financial records.

In determining the above processes, management exercised professional judgement and considered the materiality of balances and number of transactions, that, if materially misstated, would influence economic decisions users might make based on financial statements.

Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements. Such controls are integrated into operating processes and include those which:

- Are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,
- Operate on a periodic basis, such as those performed as part of the annual financial statement preparation process,
- Are preventative or detective in nature,
- Have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on financial statements include entity level controls and IT general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item,
- Feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application-enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

Measuring Design and Operating Effectiveness of Internal Control

The Group has undertaken a formal evaluation of the adequacy of the design of the system of ICOFR. This evaluation incorporates an assessment of the design of the control environment as well as individual controls, which make up the system of ICOFR taking into account:

- The risk of misstatement of financial statement line items, considering such factors as materiality and the susceptibility of the particular financial statement item to misstatement.
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, and risk of management override, competence of personnel and the level of judgment required.

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the design of the system of ICOFR is effective. The evidence itself is generated from procedures integrated within the daily responsibilities of staff or from procedures

Raja Assili
Chief Executive Officer

Hany Moqbel
Legal Counsel

Alex Aclimandos
Chief Financial Officer

Abdulla Bin Nasser Al Misnad
H.E Chairman of the Board

3. EXECUTIVE SUMMARY

QIG Corporate Governance covers all the topics, which are necessary to ensure that the divisions of roles between the Board and the Company's administration are regulated in a way that strengthens confidence among shareholders, employees, capital markets and any other related parties in order to achieve control and compliance, safeguarding shareholders' rights and sustainable value creation over time.

During the year, QIG strengthened its corporate governance framework in compliance with the requirements of governance rules set by QFMA through:

1. Updating and development of governance policies and procedures guides.
2. Assessment and strengthening of the Board's committees.
3. Implementation of best practices
4. Enhancement of internal control frame work over financial reporting

It is worth mentioning that when it comes to imposing high corporate governance standards, the Company always aims at more heightened than the minimum requirements set by the authorities. Accordingly,

implemented specifically for purposes of the ICOFR evaluation. Information from other sources also form an important component of the evaluation since such evidence either may bring additional control issues to the attention of management or may corroborate findings.

Conclusion

Management is of the opinion that as a result of the Design, Implementation and Operating Effectiveness testing performed and remedial actions taken, that there are no significant deficiencies in ICOFR that could have resulted in material weaknesses in ICOFR and that ICOFR is appropriately designed, implemented and operating effectively as of December 31, 2020.

External Auditors

Rodl & Partner – Qatar branch external auditors of the Group, will issue a reasonable assurance report on management's assessment of the design of internal controls over financial reporting as of 31 December 2020 in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB').

the Company understands that such standards shall be implemented to build up confidence among its shareholders and stakeholders. Therefore, in order to continue being fully abode by the local authorities' requirements, the Company implemented a procedure whereby Executive Management and Board Members had to disclose whether or not they or their respective family members (as defined by the QFMA's code and Company's policies) held any shares in the Company during the year 2020. They also had to sign an undertaking form declaring that if they had access to any unpublished and sensitive information that may affect or alter the value of the Company's share, they should immediately inform the Company's Corporate Governance Committee and the Company's secretary. They had to declare that they had not contravened any provision of QFMA's Corporate Governance Code or the Company's internal policies, including but not limited to the Company's Insider Trading Policy. Otherwise, in the event of a violation of any provision or any related law, regulations, or decisions issued by the concerned authorities, they will be subject to the relevant sanctions imposed by QFMA, and they will have to indemnify and keep the Company indemnified against all and any penalties/fines that may be charged by the concerned Qatari public authorities.

4. THE BOARD OF DIRECTORS

4.1 Role and Responsibilities of the Board

The primary role of the Board of Directors is to provide leadership to the Company, within a framework of prudent and effective controls, enabling risk to be assessed and managed. This role is guided by the Articles of Association of the Company and its relevant by-laws, the Commercial Companies Law No. (11) For 2015 and QFMA Corporate Governance Code for Companies in particular articles (8) and (9).

The responsibilities of the Board include, but are not limited to the following:

- Approving the Company's strategic plan and its main objectives;
 - setting the Company's comprehensive strategy, key business plans and risk management policy;
 - determining the Company's most appropriate capital structure, its strategies and financial objectives and approving its annual budgets;
 - supervising the Company's main capital expenses, acquisition and assets disposal;
 - setting the Company performance objectives and monitoring their implementation;
 - reviewing and approving the Company's organizational structures on periodic basis;
 - approving the procedure manuals needed to implement the Company strategy and objectives;
 - approving the Company's annual training plan programs;
- setting the Company's rules and procedures related to internal controls which include as follows:
 - developing a policy to regulate conflict of interest and remedy any possible cases of conflict by the Board Members, the Executive Management Stakeholders and Shareholders;
 - developing a full disclosure system in order to achieve transparency and to prevent conflict of interest and using Insider Information;
 - overseeing the Company's financial and accounting integrity;
 - monitoring the implementation of the Company's control systems appropriate for risk management;
 - annual review of the Company's internal control system effectiveness;

- drafting the Company governance code which sets the general governance principles followed by the Company;
- setting forth specific and explicit standards and procedures related to the board membership;
- developing a Stakeholders policy;
- setting policies and procedures to ensure the Company's compliance with the laws and regulations and especially the required disclosure to the Shareholders and Stakeholders;
- inviting all Shareholders to attend the general assembly meeting;
- approving the nominations or appointment of the Executive Management;
- adopting a succession planning policy concerning Executive Management;
- setting a remuneration policy that defines the basis and methodology for granting remuneration to the Board Members, the Executive Management and the Company's Member;
- developing a Related Parties policy and presenting it to the general assembly in order to obtain the Shareholders' approval; and,
- setting criteria and standards in order to evaluate the Board Members and Executive Management performance;

For more information, please refer to the QIG's Board Charter, published on the Company's website.

4.2 Board Members Composition

Based on the Company's Board Charter and in compliance with the Company's Articles of Association, at least one third among all Board Members shall be independent and majority of the Board Members shall be non-executive. During the year ended 31 December 2020, the Board comprised of 5 members, of which, 2 members are independent and majority of the Board Members are non-executive.

The Board members are appointed for a renewable term of three years.

The table below shows the current composition of the QIG Board of Directors as of 31 December 2019:

Director Name	Position	% of Direct Ownership	Date of Election/ Appointment	% of Indirect Ownership	Re-presenting	Member Classification	Board Term	Board Expiry Term	Other Board Membership Held in Listed Companies	No. of shares held (directly & indirectly)
H.E. Mr. Abdulla Nasser Al Misnad	Chairman	0.08%	26/02/2020	3.8%	in his personal capacity	Executive	3 years	2022	Vodafone Qatar Al-Khaliji bank	48,200,000
H.E. Sheikh Hamad Bin Faisal Al Thani	Vice-Chairman	0%	26/02/2020	0.70%	Qatari Trading Agencies Company	Non-Executive	3 years	2022	Vodafone Qatar Al-Khaliji bank Qatar Insurance Company	8,578,630
Mr. Rashid Fahad Al Noaimi	Member	0%	26/07/2020	0%	N/A	Independent	3 years	2022	Vodafone Qatar Mazaya Qatar	None
Mr. Dany Mikhael Chrabieh	Member	0%	26/07/2020	0%	N/A	Independent	3 years	2022	None	None
Mr. Omar Saleh Al Hassan	Member	0%	26/07/2020	0%	N/A	Representative of the company's employees	3 years	2022	None	None

Other Board Memberships Held in Listed Companies

Director Name	Company	Date of Election Appointment	Position	Member Classification	Number of Shares Held Directly or Indirectly	Party represented
H.E. Mr. Abdulla Nasser Al Misnad	Vodafone Qatar P.Q.S.C	Joined Vodafone Qatar Board in 2016 and re-elected on 4 March 2019	Chairman	Non-Executive, Independent	None	All Shareholders
	Al Khaliji bank	Joined Al Khaliji Board in 2007 and re-elected on 27 February 2018	Member	Non-Executive, Non-Independent	1,056,400	Own Companies or Family Members
H.E. Sheikh Hamad Bin Faisal Al Thani	Al Khaliji bank	Joined Al Khaliji Board in 2009 and re-appointed on 27 February 2018	Chairman and Managing Director	Executive	108,800	QIA/QATAR Holding LLC
	Vodafone Qatar P.Q.S.C	Joined Vodafone Qatar Board since 2018 and re-elected on 4 March 2019	Member	Non-Executive, independent	None	All Shareholders
	Qatar Insurance Company	Joined QIG Board in 2009 and re-elected on 25 February 2020	Member	Independent	21,445,370	In his personal capacity
Mr. Rashid Fahad Al Noaimi	Mazaya Qatar	Joined Mazaya Qatar Board in 2008 and was re-appointed 27 January 2020	Chairman	Non-Independent, Non-Executive Chairman	None	Qatar Investment Authority
	Vodafone Qatar P.Q.S.C.	Joined Vodafone Qatar Board in 2008 and re-elected on 4 March 2019	Member (Managing Director)	Executive, Non-Independent	120,000	Vodafone Qatar/ Qatar Foundation LLC
Mr. Dany Mikhael Chrabieh	None	N/A	N/A	N/A	N/A	N/A
Mr. Omar Saeed Saleh Al Hassan	None	N/A	N/A	N/A	N/A	N/A

4.3 Meetings of the Board of Directors

In accordance with Article 14 of the QFMA Code, within the year 2020, the Company held the required number of meetings.

The Board meetings are structured in a way that allows open discussions and facilitates the participation of all members.

All decisions are taken by the majority the attendees or their representatives, when applicable.

Any member who is unable to attend a particular meeting will be provided with the same information as those present at the meeting in order to implement fair decision making process. Therefore, the Board Members may be able to vote by proxy, if their respective agenda does not allow them to physically attend a meeting.

Board Meeting No.	Date of Meeting	Attendees	Absentee(s)	Voting by Proxy	Date of Sending the Agenda
85	02/02/2020	5	None	None	16/01/2020
86	27/02/2020	5	None	None	20/02/2020
87	19/04/2020	5	None	None	24/03/2020
88	07/06/2020	5	None	None	01/06/2020
89	28/06/2020	5	None	None	21/06/2020
90	21/07/2020	5	None	None	23/06/2020
91	27/07/2020	5	None	None	20/07/2020
92	20/09/2020	5	None	None	10/09/2020
93	19/10/2020	5	None	None	22/09/2020
94	09/12/2020	5	None	None	02/12/2020

4.4 Remuneration of the Board

The remuneration allocated to the Board Members does not exceed five percent (5%) of the Company's net profit, in accordance with Article 46 of the Company's Articles of Association, Article 119 of the Companies Law and Article 18 of the QFMA Code.

As required by the QFMA Code, the remuneration of the Board Members will be disclosed during the next Annual General Assembly Meeting.

QIG has established a Remuneration Policy, which lays down the procedure and criteria to determine the Board Members' remuneration.

4.5 Board Qualification

Based on the Company's Board Charter and in compliance with the applicable QFMA's Governance code, the Board is composed of qualified experts, with a track-record of achievement in one or more of the Company's business activities. Board members bring a blend of experience based on their careers, education and their respective experience.

4.6 Chairman of the Board

H.E. Abdulla Nasser Al Misnad represents the Company in his capacity as the Chairman of the Company.

The Chairman leads the Board's meetings. The Chairman is primarily responsible for ensuring the proper management of the Company in an efficient and productive manner, subject always to the best interests of the Company, its shareholders and Stakeholders.

The Chairman aims to implement transparent, constructive and fair decision making process within the board. At the same time H.E the Chairman always expects high standards and ethical requirements from the Board members.

The Chairman's responsibilities are as follows:

- Encouraging all Board Members to participate and engage in the Company's affairs while ensuring that the Board is working in accordance with the Company's best interests.
- Making available for Board Members relevant data, information, documents and records of the Company and its committees.
- Creating effective communication channels with Shareholders and making their opinions heard to the Board.
- Allowing effective participation of the Non-Executive Board Members and promoting constructive relations between Executive and Non- Executive Board Members;

- Ensuring that there is an appropriate delegation of authority from the Board to the Executive Management.
- Keeping the Board Members regularly informed about the implementation of this Code, or alternatively, The Chairman may empower the Audit Committee and/or any other committees to do so.
- Approving applicable statements, data or information prepared by the Board or the Executive Management prior to their disclosure.

In line with the article 12(8) of QFMA Governance Code and as per the Company disclosure policy article 4.1 (a.2), H.E. The Chairman of the Board is the Company spokesperson.

4.7 Secretary of the Board

The Company's Board Secretary plays an important role in supporting the effectiveness of the Board and facilitating communication and coordination among its committees.

The Board Secretary assists the Board of Directors in fulfilling their obligations and responsibilities.

The Board Secretary also facilitates the communication between the Board Members and the Executive Management.

Mr. Hany Moqbel is the Secretary of the Board, a position he has held since June 2016. He is also the Legal Counsel of the Company.

As required by QFMA Code, the Board Secretary keeps a record of Directors' declarations of positions held in other companies. This is done to ensure that the Board members do not contravene the relevant rules pertaining to the prohibition of combining certain positions. He also keeps records of the Board Members' written annual non-conflict of interest declaration as well as Disclosure and Undertaking forms related to the holding of securities in the Company. Such documents permit to track and know who, among the Board Members and Executive Members, holds shares in the Company. This procedure has been implemented to ensure transparency and prohibit any conflict of interests/insider trading situations.

A Board Secretary Terms of Reference has been implemented in order to comply with the QFMA Code and other regulatory requirements.

4.8 Prohibition of Combining Positions

The Company ensures that the Chairman and the rest of the Board Members are in compliance with article 7 of the QFMA Corporate Governance Code and its exceptions.

The Company also ensures compliance with the requirements related to the prohibition of combining the Chairman's position with any other executive positions in the Company. Moreover, QIG's Chairman is not a member of any Board committees as required by the QFMA Corporate Governance Code.

As stated in the Board Secretary section, the Chairman and the Board Members, on an annual basis, provide an acknowledgment form confirming the non-combination of prohibited positions.

4.9 Board Committees

To increase the effectiveness of the Board's control over the Company's various activities and the risks to which it is exposed independently and professionally, the Board has established committees, which are delegated specific responsibilities and authorities to act on its behalf. In line with its commitment to implement corporate governance principles, the Board's committees meet the minimum requirements set by applicable corporate governance regulations.

The Board has formed two Sub Committees:

1. Audit Committee
2. Remuneration and Nomination Committee

Each Committee has specific roles, duties and authorities as determined by the Board and specified under each Committee's Terms of Reference, approved by the Board. The Board Committees' Terms of Reference have been developed taking into consideration regulatory requirements including Articles 18 and 19 of Governance Code. In accordance with Article 19 of QFMA Governance Code, it is not permitted to chair more than one Board Committee nor is it allowed to combine the chair of the Audit Committee and the Nomination and Remuneration Committee.

4.10 Audit Committee

The Audit Committee was established in accordance with Article 18 of the QFMA Corporate Governance Code. QIG's Audit Committee is chaired by an Independent Board Member and consists of the majority of independent members.

The responsibilities of the Audit Committee include, but are not limited to:

- Setting the procedures for assessing and selecting the External Auditors and ensuring their independence while performing their duties;
- Overseeing the Company's internal controls, monitoring the External Auditors' functions, coordinating with the External Auditors, and ensuring their compliance in implementing the international standards;

- Overseeing and reviewing the accuracy and validity of financial statements and the yearly and quarterly reports;
- Considering, reviewing and following up with the External Auditors' reports and notes on the Company's financial statements;
- Reviewing the financial, internal control and risk management systems;
- Developing and regularly reviewing the Company's policies on risk management, taking into account the Company's business, market changes, investment trends and expansion plans of the Company;
- Implementing the assignments of the Board regarding the Company's internal controls;
- Coordinating discussions between the External Auditor and the Executive Management regarding risk audits; especially the appropriateness of accounting policies and estimates, and submitting them to the Board for inclusion in the annual report; and
- Coordinating the functions of the BOD, the Executive Management and the Internal Controls of the Company.

During the last twelve months, QIG's Audit Committee convened a total of six (6) meetings. QIG's Audit Committee has adopted a formal charter published and available on QIG's website: <http://www.qatariinvestors.com/English/media-center/reports/>

Furthermore, during the last meeting on December, 2020, the Audit Committee also finalized its annual report and performance review which was shared with the Board Members.

The Audit Committee is composed of the following members:

Name	Position	Board Member Type
Mr. Rashid Fahad AL Noaimi	Member of the BOD & Chairman of the Board Audit Committee	Independent
Mr. Omar Saeed Saleh AL Hassan	Member of the BOD & NRC member	Representative of the Company's employees
Mr. Danny Chrabieh	Member of the BOD & Member of the Board Audit Committee	Independent

The Audit Committee meeting and its members' attendance:

Audit Meeting No.	Date of the Meeting	No. of the Attendees	No. of Absentees	Vote by Proxy
27/2020	28/01/2020	3	0	-
28/2020	15/04/2020	2	1	-
29/2020	19/07/2020	3	0	-
30/2020	18/10/2020	3	0	-
31/2020	30/11/2020	3	0	-
32/2020	24/12/2020	3	0	-

4.11 Nomination and Remuneration Committee

Pursuant to Article 19 of the QFMA Corporate Governance Code, the Nomination Committee and the Remuneration Committee have been combined into one single committee. The responsibilities of the Nomination and Remuneration Committee ("NRC") include, but are not limited to:

- Assisting the Board in the preparation of a remuneration policy which identifies and sets the remuneration framework as well as the incentives of the Chairman of the Board, the Board Members, the Executive Management and the employees.
- Ensuring that the remuneration allocated to the Board Members does not exceed five percent (5%) of the Company's net profit, in accordance with Article 46 of the Company's articles of association, Article 119 of the Companies Law and Article 18 of the QFMA Corporate Governance Code.
- Taking responsibility for:
 - assisting the Board in the preparation and amendment (when required) of the nomination policy.
 - receiving candidacy requests for the Board membership and identifying and nominating the candidates to fill Board vacancies. This will be submitted for approval to the general assembly.

- c) ensuring that the nomination criteria includes the skills, availability, experience as well as technical and academic qualifications and personality profile as required by QFMA;
- d) Nomination of Executive Management.
- Developing a succession planning policy and making recommendations to the Board regarding plans for the succession of directors and Executive Management, taking into consideration the Company's challenges and opportunities, and the skills and expertise that will be needed. This policy shall be reviewed on a regular basis.
- Evaluating the performance evaluation of the Board and its committees and subsequently reporting to the Board.

In line with the fulfilment of its responsibilities, the NRC convened twice during 2020 fiscal year. During the first meeting, held in July 2020, the committee approved the revised Remuneration Policy Ver. V2_July 2020. The NRC's second meeting took place in December 2020 whereby, the committee conducted an extensive review of all relevant previously approved policies, and took the collective decision to maintain them for 2021, and refer them for Board of Directors approval. Furthermore, during the latter meeting, the NRC also finalized its annual report and performance review and referred the same to the Board.

The NRC is composed of the following members for the year ended 31 December 2020:

Name	Position	Board Member Type
HE Sheikh Hamad Bin Faisal Al Thani	Member of the BOD & Chairman of the NRC	Independent
Mr. Danny Mikhael Chrabieh	Member of the BOD & NRC member	Independent
Mr. Omar Saeed Saleh Al Hassan	Member of the BOD & NRC member	Representative of the Company's Employees
Mr. Akram Elamin	Chief Administration Officer & NRC member	None

5. EXECUTIVE MANAGEMENT

Chief Executive Officer (CEO): The CEO is responsible for making strategic recommendations to the Board and implementing strategies and policies as well as the Board's directives. He assumes the executive responsibility for the day-to-day management of the Company, with the support of the Executive Management. This position is held by Mr. Raja Victor Assili.

Chief Business Development Officer (CBDO): The CBDO is responsible for seeking business development opportunities internally and externally. He also oversees their implementation and monitors their effectiveness to generate long-term shareholder value through the realization of sustainable growth and profitability. This position is held by Mr. Samir Hamaidi.

Chief Financial Officer (CFO): The CFO defines and directs the financial strategy, policy and reporting frameworks for QIG. He also oversees financial accounting and costing functions with the aim of shareholder value and optimal utilization of financial resources. In addition, the CFO, ensures the business is commercially secure/compliant and support the achievement of the Company's overall strategic objectives. The position of CFO is held by Mr. Alex Aclimandos.

Executive Director – QIG CEO Office: The position of Executive Director at the CEO office represents a crucial support function for the CEO since it helps focus on and facilitate all business development strategies. At the same time, the Executive Director should cover the CEO's duties during his absence. This position assures business continuity and interfaces effectiveness with other external entities. The position of Executive Director – QIG CEO Office is held by Mr. Omar Al-Hassan

Legal Counsel: The Legal Counsel is responsible for mitigating and eliminating legal risks. He also resolves related problems and disputes, and provides ongoing legal assistance to department heads and the business, while adhering to applicable laws, regulations and internal policies. Mr. Hany Moqbel holds that position.

Chief Administration Officer (CAO): CAO leads, directs and manages the HR & Administration and IT functions for QIG. He also ensures the effective development and implementation of strategies, processes, policies, procedures and services in order to support the achievement of business objectives in line with the vision and mission of the organization. Mr. Akram Elamin holds this position.

Chief Audit Executive (CAE): The Company's Chief Audit Executive is responsible for assisting the Board and/or its Audit Committee discharge its corporate governance responsibilities by integrating audit services to provide them with assurance as to the adequacy and effectiveness of the system of internal control and risk management and governance process throughout the company. In this regard, the chief audit executive will inform them as to the effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.

The CAE establishes a risk based audit plans to carry out the responsibilities of the internal audit activity. The work includes directing a comprehensive audit program that provides assurance and consulting services designed to add value and improve the organization's risk management, control, and governance processes. Mr. Mohammad Al Matari holds this position.

The Executive Committee: An executive committee, composed of the above individuals, meets generally on a weekly basis to address impending matters, take preemptive actions, monitor financial performance, and assess progress on key projects. The Executive Committee is chaired by the CEO

Senior Executive Management's Bonus:

There were no bonuses distributed to the executive management during 2020.

Key Executive Management Shareholding:

In accordance with their respective undertaking forms signed for the year 2020, key Executive Managers do not hold shares in the Company.

6. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT

6.1 Internal Control System

Responsibility for internal control is embedded in Group policies. All entities within the QIG Group must maintain adequate internal controls. As a minimum requirement, control activities should address key risks identified within the Group and be compliant with the Code. Group Management have the ultimate responsibility for internal controls within their areas of responsibility.

QIG's Board has set the Entity level objectives that align with the Entity's vision, mission & strategies. In pursuit of these objectives, the Organization encounters events and circumstances which may threaten the achievement of these company objectives. To mitigate these risks, an effective system of internal control has been designed and implemented.

To design an effective and efficient system of internal control, the QIG Board adopted the COSO's Internal Control Framework. The adopted COSO framework has been integrated with the

IIA's recommended Three Lines model to assign the responsibility for the duties outlined in the framework. Using the three Lines model, the duties and responsibilities related to risk and control is assigned to the following three groups in QIG:

- i. **1st Line Model – Operational Management:** QIG's operational management is assigned with the primary ownership of risks and the methods used to manage those risks.
- ii. **2nd Line Model – Internal monitoring and oversight function(s):** The internal monitoring and oversight function(s) at QIG include, but are not limited to, the Executive Committee, Corporate Governance Committee, Supply Chain Committee, Strategic and Investment Committee, independent functional heads, etc. The risk management at QIG is per department, wherein the various internal monitoring and oversight functions ensure that controls and risk management processes are operating as intended.
- iii. **3rd Line Model – Internal Audit:** Internal audit and provides independent and objective assurance about the effectiveness of risk management and control to the Board and executive management.

6.2 Risk Management

Risk management is central to the strategic management of QIG. It provides a systematic process for identifying risks attaching to new and current business activities. QIG has adopted COSO ERM Integrated Framework to meet the Company's objectives with regards to Risk Management. In line with COSO ERM Framework, a risk management policy was developed and approved by the QIG Board.

Each risk owner maintains a risk register which identifies the material risks facing the Group and the internal controls in place to manage or mitigate those risks. Risk owners review and update the risk registers regularly. The risk register is annually reviewed by the Audit Committee and the Board. The Executive Management and Internal Audit Department also review the approach of identifying and assessing risks and internal controls in the risk register.

At QIG risk management follows a bottom-up approach, i.e. every manager/risk owner are responsible for identifying, compiling, reporting and communicating risks on their respective function(s), which are the consolidated, assessed and remedied at group level. Risk management is everyone's responsibility, from the Board and CEO to the individual employees within each department/division. Every risk owner in QIG

identifies, analyzes, evaluates, accepts, measures and controls all financial and non-financial risks that may have a negative impact on the performance and reputation of the Company. The risk management function in QIG also ensures that the risk policies, procedures and methodologies are consistently applied to address the various risks in particular investment risks, market risks, credit risks and liquidity risks.

Furthermore, Board of Directors/Committee and Executive management team are involved in the establishment of various risk process and provide the periodic oversight and guidance for the risk management process. The risk management processes are subject to additional scrutiny by internal Audit Department with periodic reporting to the Board.

6.3 Internal Audit

The Internal audit function is an integral part of the control environment of the QIG. It derives its delegated authority and mandates from its charter that is approved by the Board Audit Committee. It reports functionally to the Audit Committee and administratively to the Chief Executive Officer.

QIG's Internal Audit Department is an independent department that provides objective assurance and consulting activities designed to add value and improve the company's operations. It helps the company accomplish its objectives by bringing a risk based systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. In this regard, the Audit Department conducts regular assessments and provides objective and independent assurance and consulting services.

During the year 2018, QIG internal audit department received the highest rating of "Generally Conforms" in the external quality assessment of internal audit department by PWC.

The Audit Department is responsible for the following specific functions, including but not limited to:

- reviewing and monitoring control procedures related to financial affairs, investments and risk management;
- reviewing the impact of risk factors on the Company and the effectiveness and appropriateness of the systems established within the Company in facing any drastic and/or unexpected changes in the market;
- assessing any risk faced by QIG or any potential risk that it might face; and
- addressing any suggestion and recommendation in order to mitigate such risks.

6.4 External Audit

In accordance with Companies Law and QFMA regulations, the General Assembly of QIG appoints an external auditor upon the recommendation of the Audit Committee to the Board. Based on the Board of Directors' recommendations, Rödl & Partners were appointed as the External Auditors during QIG's Extra Ordinary and Ordinary Annual General Assembly Meeting held on 26 February 2020.

The external auditor is appointed on a rolling one-year basis, renewable for a similar period up to a maximum of five consecutive years.

The external auditor appointed shall be registered on QFMA's list of external auditors and must comply with the highest professional standards. The external auditor shall be completely independent from the Company and its Board members and shall not have any conflicts of interest in his/her relation to the Company.

The external auditor shall read the report before the General Assembly and clarify any queries from shareholders.

The External Auditors provide reasonable assurance that the financial statements fairly represent the financial position and performance of the Company. To ensure the above, the External Auditors perform their audits independent of the Company.

The external auditor also provides a reasonable assurance on the suitability of design, implementation and operating effectiveness of internal control over financial reporting and a limited assurance on the compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the QFMA Corporate Governance Code.

The External Auditors provide the Board of Directors members with information related to any risk to which QIG is exposed to and also about any identified violation. In case of any violation, they will immediately notify the relevant authorities such as QFMA.

7. CONFLICTS OF INTEREST

The Company is fully committed to conducting business with fairness and integrity in order to ensure that the interests of its shareholders and Stakeholders are served and protected in a sound manner. QIG recognizes the importance of maintaining high levels of confidence amongst its shareholders. The Company exercises best efforts to run its business with respect, integrity and accountability.

QIG monitors potential conflicts of interest at transactional and corporate levels. The Company also promotes awareness amongst its employees and stakeholders to avoid any conflicts of interest situations which could arise. This effort is transversal across departments and the Company's subsidiaries. Procedures are in place to deal with conflicts of interests in a fair and transparent manner.

The Company abides by the relevant rules issued by QFMA as well as the Laws and Regulations that govern the Company's business, regarding situations that could result in a conflict of interest. The Company implements a Conflict of Interest policy which is reviewed as necessary to address potential gaps.

Moreover, it is worth mentioning that during the year 2020, the Company has put in place a new procedure in order to avoid any conflict of interests/insider trading situations. Hence, the Executive Management, as well as the Board Members, signed a form and a relevant undertaking form to disclose (1) whether or not they or their respective family members (as defined by the QFMA Code) hold any securities in the Company and (2) whether they acquired or sold their shares in the Company while knowing sensitive and undisclosed information that could affect the share price. This procedure aims to eradicate any conflict of interests/insider trading situations within the Company and impose high transparency requirements.

8. PROTECTION OF SHAREHOLDERS

Fairness and equality among the Company's Shareholders is one of the key principles of an effective corporate governance. The Company considers this principle as a priority and is committed to treating its Shareholders with a high level of integrity, transparency and equality.

One of the Company's primary objectives is to increase Shareholders' value through prudent and sustainable strategies. The Company understands that sound corporate governance adds value to its activities and relationships with stakeholders. Maintaining the confidence and of Shareholders and stakeholders is the cornerstone of the Company's business activities.

Board Members and the Executive Management always use their best efforts to apply sound governance principals and adhere to the principle of equality and equitable treatment of Shareholders.

The Protection of Shareholders policy has been established in compliance with the QFMA Code, the Company's Articles of Association and the related laws and regulations. QIG aspires to always go beyond the regulatory standards.

8.1 Shareholders' Rights in Assembly Meetings

Shareholders are invited and encouraged to attend the Company's Annual General Meeting (AGM). The AGM provides a forum in which shareholders have an opportunity to listen to and engage with the Board on matters included in the agenda.

In accordance with Article 138 of the Companies Law, Article 32 of the QFMA Corporate Governance Code and Article 57 of the Company's Articles of Associations, Shareholders representing at least 25% of the Company's capital are entitled to call for an extraordinary general assembly meeting. Pursuant to the procedures laid down by the law and in particular Article 32 of the QFMA Corporate Governance Code, Shareholders who own at least 10% of the Company's capital are entitled to request to convene a general assembly meeting provided if the matters raised justify convening such a meeting.

The Company ensures that Shareholders' rights with regard to the assembly meetings and procedures are observed. These include but are not limited to:

- being notified of the date and location of the assembly meetings and receiving the meeting agenda at least 15 days prior to the general assembly meeting date. In addition, the Company's financial and Board reports shall be published in two local daily newspapers (one of which shall be in Arabic);
- attending meetings of the general assembly and participating in its deliberations;
- discussing matters listed in the agenda;
- requesting, when allowed by law, to include in the general assembly's meeting agenda certain matters to be discussed during the assembly meeting.
- asking questions to Board Members and receiving answers.
- Shareholders are entitled to appeal to the General Assembly if the answers are considered insufficient;
- voting on general resolutions, receiving information about the rules and procedures governing the voting process;
- being entitled to object to any decision considered serving the interests of or harming a certain group of Shareholders; or bringing a special benefit to Board Members and/or Company Members against the Company's interests; and,
- having access to the general assembly minutes of meetings in a timely manner.

Additionally, as set forth under Article 32 of the QFMA Corporate Governance Code, Shareholders are entitled to appoint (in writing and with a power of attorney) another Shareholder who is not a Board Member to attend the general assembly on his/her behalf; provided that this Shareholder by way of proxy shall not cast a vote for more than (5%) of the Company's capital shares. The proxy Shareholder has the right to participate in voting in accordance with the relevant laws and regulations and the instructions given by the absent Shareholder.

Shareholders who are minors are not permitted to attend the general assembly meetings and shall be represented by their legal guardians and/or duly appointed representatives.

8.2 Shareholders' Rights concerning Dividends Distribution

The distribution of dividends is one of the options available to the Company for returning value to its shareholders. During the general assembly meeting, the Board presents its recommendation regarding the dividend distribution to the Company's Shareholders. Such distribution shall be based on multiple such as the Company's overall performance during the year, financial results, future cash and liquidity requirements as well as general market conditions and other factors deemed relevant by the Board. In accordance with the Company's Dividend Policy. The dividends approved by the general assembly for distribution, whether they be in cash or bonus shares are given, as of right, to Shareholders who are listed in the register kept at the QCS (Qatar Central Securities Depository).

8.3 Protection of Minority Shareholders

The Company ensures that all Shareholders, including the Minority, are treated equally without any discrimination. All Shareholders receive the same information regardless of the number of shares they are in possession of.

The Company ensures that the Minority Shareholders are given their due rights to access information and voice their opinions.

Pursuant to the procedure prescribed in Article 32 of the QFMA Corporate Governance Code, the Minority Shareholders shall be entitled to exercise their full rights in respect of their participation and voting in the general assembly meetings. The Company adopts the cumulative voting method in Board Members elections (for more information, refer to Section 3.5 of the Protection of Shareholders policy), which allows opportunities for a fair representation of the Minority Shareholders in the Board. Furthermore, the Company has implemented a mechanism to submit complaints and notify any violations or risks that might threaten the Company.

9. STAKEHOLDERS RIGHTS

The Company works tirelessly to be recognized as a trustworthy business partner acting in line with its core values and in compliance with the relevant laws and regulations.

The Company is committed to conducting business in a responsible and transparent manner, protecting the rights of all Stakeholders, creating value and sustainability through sound practices.

The Company protects Stakeholders' rights by ensuring that:

- All Stakeholders are treated fairly without any discrimination;
- Stakeholders are granted access to information and data related to their activities on a timely and regular basis;
- Stakeholders are protected in accordance with all relevant laws and regulations;
- Stakeholders' concerns are addressed in a timely manner.

QIG has established a Whistle-blowing Policy to design and create an awareness of any incidents that need to be conveyed anonymously to the Executive Management. The Policy aims to protect the Company, its Shareholders and Stakeholders

The aforementioned protection includes but is not limited to the right of any employee to disclose any malpractice within the Company such as misuse or inappropriate use of QIG's funds, resources and/or any criminal offenses without fear of retribution.

10. INVESTOR RELATIONS

The Company values its shareholders and recognizes the importance of meaningful and timely information disclosure.

The Company's Investor Relations Officer is responsible for maintaining investor confidence in the Company through clear and consistent communications between management, shareholders and the investment community. The Investor Relations Officer organizes shareholder meetings, deals with press release, and in cooperation with the Company's Spokesperson, manages the Company's external communications in the event of a crisis.

The Company recognizes that its shareholder base is diverse and therefore expectations may vary. Quantitative and qualitative information is released throughout the year, in compliance with the relevant regulations. Quarterly earnings call with the company's executives are scheduled to provide updates about the group's performance and address questions. The Annual General Meeting is also a valuable opportunity for shareholders to meet the Board of Directors and corporate management, listen to the Board of Directors' review of the group's activities, learn about development plans, and raise any question.

Current and historical information, including but not limited to news releases, financial results and investor presentations are on the company's website WWW.QATARIINVESTORS.COM / investor Relations.

QIG's Investor Relations Office invites and welcomes feedback from shareholders well as any member from the investment community. For any queries, please do not hesitate to send an email to d.saliba@qatariinvestors.com

11. GENERAL ASSEMBLY MEETINGS

QIG's shareholders gathered at an ordinary general assembly meeting held on Wednesday, 26 February 2020. This meeting was held under the supervision of the Ministry of Economy and Industry's representatives and in the presence of the Company's External Auditors, Rödl & Partner. This meeting was held in accordance with the requirements of the QFMA Corporate Governance Code and the Companies Law. During the meeting, the Board of Directors presented to the Shareholders the 2019 Annual Report, which

contained the Company's 2019 performance as well as the business strategy for the upcoming year. The Company's shareholders met during another ordinary and extraordinary assembly meeting held on Sunday, 26 July 2020. This meeting was held under the supervision of the Ministry of Economy and Industry's representatives and in the presence of QIG's External Auditors, Rödl & Partner. This meeting was held in accordance with the requirements of the QFMA Corporate Governance Code and the Companies Law. During this meeting, new Board Members were elected.

12. EXTRAORDINARY GENERAL ASSEMBLY MEETING

QIG's shareholders met during an extraordinary general assembly meeting held on Sunday, 26 July 2020, in accordance with the QFMA Code and the Companies Law.

13. SHAREHOLDERS RECORDS

In accordance with article 25 of the QFMA Corporate Governance Code, the Company discloses the list of its current major Shareholders.

Shareholder	No. of Shares	Percentage
Al Misnad LLC	**Approx. 590,000,000	Approx. 47.46%
Ezdan Holding Group through its subsidiaries and related parties	**Approx. 311,040,890	Approx. 25.02%

**In accordance with the Shareholders List received from QCSD as at 30 November 2020

14. DISCLOSURE REQUIREMENTS

In line with Article 4 of the QFMA Corporate Governance Code and in order to uphold high standards of disclosure, QIG follows the following procedure:

- The Company ensures that any disclosed information is consistently accurate, clear and reliable.
- In this context, the Company has established a Corporate Governance Committee (CGC), which is mandated to ensure the Company's compliance with corporate governance rules.
- The Legal Department and the CGC assist the Board, the Executive Management and the relevant Company's departments to understand their respective roles and responsibilities relating to disclosure requirements.

QIG is committed to disclosing (when applicable) any violation which has occurred during the financial year in accordance with the applicable governance rules and regulations while also implementing remedial measures to avoid the reoccurrence of similar events.

With reference to Article 52 of the QFMA Offering & Listing of Securities Rulebook related to the Company's lawsuits disclosure, please refer to the financial statement as of 31 December 2020

15. CORPORATE SOCIAL RESPONSIBILITY

In line with our commitment to the community and to the nation, the Company considers that corporate social responsibility (CSR) is a crucial pillar to the business environment. Both corporate governance and CSR activities within the Company focus on adopting ethical practices and demonstrating commitment towards its Shareholders and Stakeholders.

As the world dealt with the growing consequences of the Covid-19 pandemic, some CSR activities had to be curtailed as a consequence of lockdowns and the compliance with the local health authorities' measures. However, some activities, which were able to be implemented safely, continued on a smaller scale:

- QIG supported **International Men's Day** by participating, through one of its subsidiaries, in an event involving the growing of moustaches during the month of November to raise awareness of men's health issues, such as prostate cancer, testicular cancer and suicide.
- QIG supported the **October Breast Cancer Awareness Month**, in an annual campaign to increase awareness and to raise funds for research into its cause, prevention, diagnosis, treatment and cure.
- In collaboration with Hamad Medical Corporation's (HMC) Blood Donor Centre, two **blood donation days** were organized.

- To mark the 9th edition of **Qatar National Sports Day 2020**, QIG organised a cricket and badminton tournament for the group employees.
- QIG fully supports gender diversity in the workplace produces and on 8th of March, a group subsidiary celebrated **Women's International Day**, offering special discounts.

Our Response to Covid-19

QIG continues to monitor closely the COVID-19 outbreak since the World Health Organisation declared it a Public Health Emergency of International concern, on 30 January 2020. A group wide crisis management committee was immediately formed with a mandate to define, educate and enforce the group's response through robust actions. The Committee took all necessary actions to mitigate risks, promote compliance with regulatory requirements, and encourage the widespread adoption of preventive measures, often surpassing guidelines set by official bodies.

The Committee also focuses on:

- Protecting employees and customers.
- Benchmarking, tracking and embracing best practices.
- Defining and enforcing effective action plans.
- Conveying clear, regular and consistent messages.
- Raising awareness and promoting responsible behaviour.

Through 2020, the total positive number of cases did not exceed 6% of the total workforce. Fortunately, all those affected recovered fully. While business continuity was largely maintained, operations were also restricted in certain subsidiaries in order to control contagion risks and avoid complete shutdowns.

At the time of writing, monitoring and mitigation measures remain in place.

16. SUSTAINABILITY

We believe that sustainability is about preserving our environment, respecting our employees and community, and returning value to our shareholders.

Starting 2021, QIG will implement group wide monitoring systems in order to promote a positive contribution to the United Nations' Sustainable Goals, which aim to improve the lives of people and create an all-round healthier world for tomorrow. We will report yearly on key measurements with qualitative and quantitative data. This will be an enterprise wide effort, engaging all our subsidiaries.

QIG will begin its sustainability drive by adopting the following 5 goals:

Good Health & Wellbeing:

Employees are at the heart of every organization. Protecting the health, safety and security of our employees, clients, guests and others working on our behalf are key priorities.

Quality education:

We provide an inclusive working environment in which we endeavor to develop our talent. Developing people is key to achieving our strategic objectives as a responsible business and for the long-term success of the company.

Decent work & Economic Growth:

We recognize that our success is tied to fair employment practices and providing a safe and compliant working environment.

Responsible consumption and production:

As one of our subsidiaries is a construction materials business, we have a greater responsibility to meet emissions targets and protect the environment. In addition, responsible consumption campaigns will be launched across the group.

Peace, Justice and strong institutions:

As a conglomerate consisting of several entities, we place a strong emphasis on transparency, accountability, good governance, and non-discrimination at all levels.