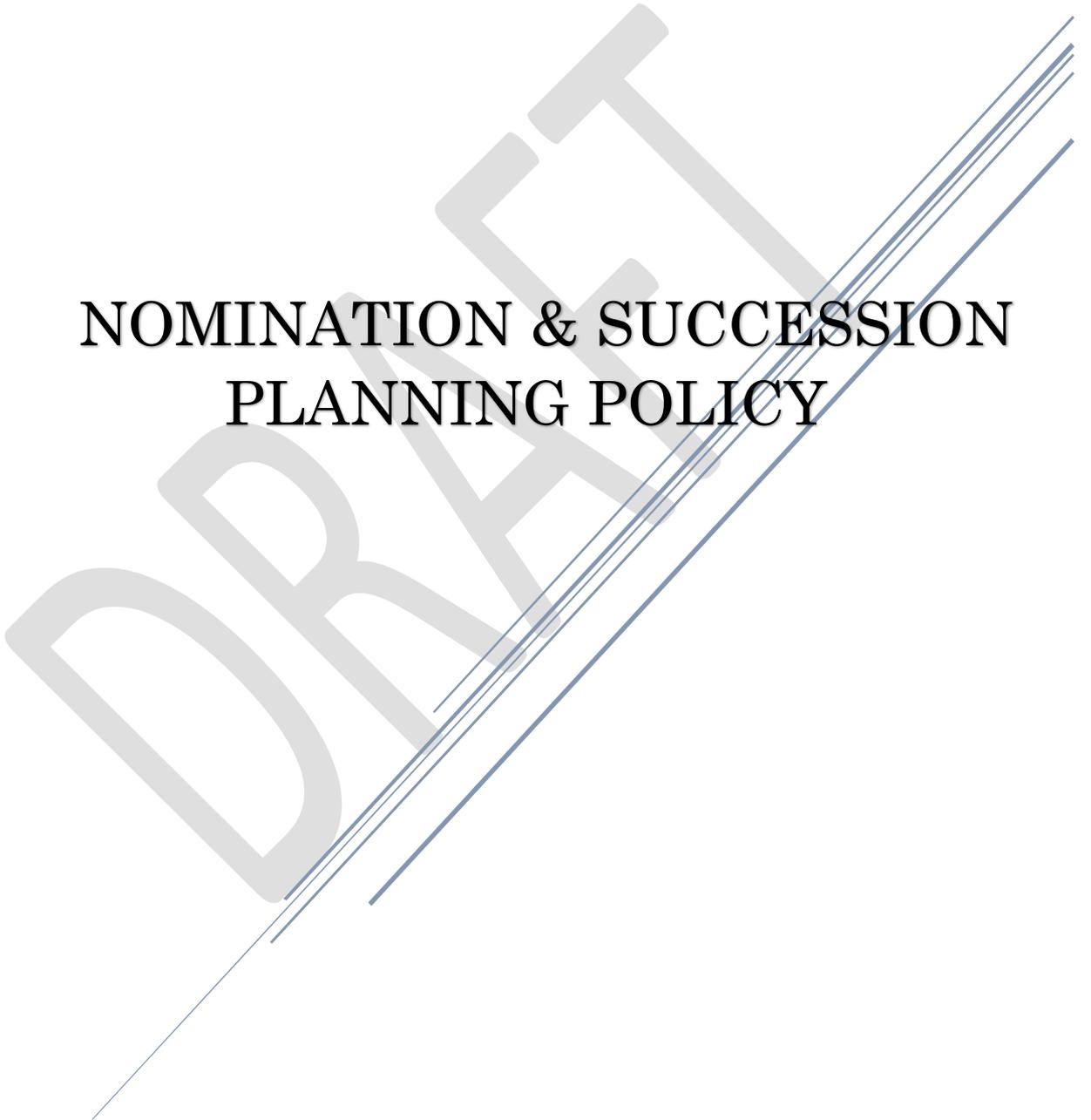


# NOMINATION & SUCCESSION PLANNING POLICY



**Reviewed By:**

**Internal Control and Compliance  
Committee**

**Recommended By:**

**Nomination and Remuneration  
Committee**

**Approved By:**

**The Board of Directors**

**Table of Contents**

**Contents**

1.	DEFINITION .....	3
2.	INTRODUCTION .....	4
3.	PURPOSE.....	4
3.1.	Objectives .....	4
3.2.	Administration of the Policy .....	4
3.3.	Effectiveness of Policies .....	4
3.4.	Maintenance of the Policy .....	5
3.5.	Amendments to the Policy.....	5
3.6.	Limitations to the Policy.....	5
4.	SUCCESSION PLANNING POLICY .....	6
4.1.	Policy Scope.....	6
5.	SUCCESSION PLANNING PROCESS FOR NON-EXECUTIVE BOARD MEMBER(S).....	6
6.	SUCCESSION PLAN FOR INDEPENDENT BOARD MEMBER(S).....	7
7.	SUCCESSION PLAN FOR MANAGING DIRECTOR.....	7
8.	SUCCESSION PLAN FOR THE EXECUTIVE MANAGEMENT.....	7

## 1. DEFINITION

In the application of this manual, the following words and phrases shall have the meaning given to them hereunder, unless the context requires otherwise:

<b>State</b>	:	State of Qatar.
<b>The Company</b>	:	Qatari Investors Group (QIG) and all its subsidiaries and affiliates.
<b>BoD</b>	:	Board of Directors of The Company.
<b>Chairman</b>	:	Chairman of the Board of The Company.
<b>Non-Executive Board Member(s)</b>	:	Board Member(s) who do not have a full-time management position at The Company or who do not receive a wage.
<b>Independent Board Member(s)</b>	:	Board members who have complete independence.
<b>BoD Member(s)</b>	:	Members of the BoD including Chairman, Non-Executive Board Member(s) and Independent Board Member(s).
<b>MD</b>	:	Managing Director of The Company and/or any of its subsidiaries and whose appointment was confirmed by the Board and may or may not be a BoD Member(s).
<b>Top Management</b>	:	The Chairman and MD or other Non-Executive Board Member(s) assigned by the Board to oversee the day-to-day management of the executive apparatus of The Company and who have specific executive authorities delegated by the Board and reflected on The Company approved DoA. In the interest of clarity, and to assure compliance, Top Management is not a position, fulltime or other, within the organization structure of The Company.
<b>Executive Management</b>	:	The Chief Executive Officer and/or other Executive manager(s) directly reporting to him and includes, but not limited to, the Heads/Managers of Internal Audit, Legal and Risk and Compliance Departments.
<b>Successor(s)</b>	:	Any Employee(s) who is nominated to succeed into any Executive Management positions and is undergoing a systematic long-term professional development.
<b>HR</b>	:	Human Resources
<b>HRAM</b>	:	Human Resources and Administration Manager
<b>DoA</b>	:	Delegation of Authority at The Company as approved by the Board.
<b>Employee(s)</b>	:	Any person employed by The Company under its approved HR policy and Qatari Labour Law and is compensated in accordance in this policy including but not limited to the CEO and Executive Management.
<b>NRC</b>	:	Nomination and Remuneration Committee – As outlined in the in 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 in particular Article No (18-1, 18-2) with regards to the responsibilities and Article No (19) with regards to The Company discretion to merge the two functions of the committees.

## 2. INTRODUCTION

A change in leadership is inevitable for all organizations and if not managed effectively may cause serious challenges for performance. This document outlines the policies and process aimed at assuring the smooth transmission into leadership function with the minimum discretion to the business while providing the opportunity for new prospective, ideas, strategies and leadership styles to further support and sustained the fulfillment of The Companies vision.

This policy intend to inspire and instigate proactive and continues assessment of the permanent leadership needs of the organization to help ensure the selection of qualified and capable leaders who are a best-fit for the organization's vision, mission, values, and objectives; and who have the necessary skills required to own and drive its strategy

## 3. PURPOSE

This document defines The Company's intent to:

- Set clear guidelines for Succession Planning in compliance with all relevant statutory requirements.
- Outlines the Succession planning process to ensure that The Company identifies and develops a talented pool of Employee(s) through mentoring, training and job rotation to replace key leadership positions within the organization if and when they become vacant.
- Assure compliance with all relevant statutory requirements;

### 3.1. Objectives

This policy is applied in order to meet the following objectives:

- To ensure The Company is prepared with a plan to support business activities and service continuity when BoD Member(s), MD or Executive Management leave their positions;
- To maintain a list of qualified talented professionals as potential nominees for BoD(s) membership and MD.
- To prepare a pool of qualified and motivated Employee(s) for succeeding into Executive Management positions.
- To ensure a systematic and long-term development of Successor(s).

### 3.2. Administration of the Policy

The scope of implementation of this policy is within the jurisdictions as follows:

- NRC and Top Management with regards to nominations for BoD(s) membership and MD.
- HRAM and NRC with regards to identification and systematic development for the Successor(s).

Any exceptions to the guiding principles in this policy will be reviewed by the HRAM and/or NRC with regards to Successors(s) and/or BoD(s) membership respectively and approved by Top Management.

This policy will be subject to reviews and updates as appropriate arising from changes to the business strategy and/or any other relevant changes at any particular time.

For clarity purposes, the BoD(s) shall be ultimately responsible for assuring compliance with this policy. Particularly with regards to the leadership roles, and will delegate this responsibility to the NRC and HR, in compliance with article (18) and (19) of the Governance Code for Companies & Legal Entities Listed on the Main Market as issued by the QFMA's Board pursuant to Decision No. (5) Of 2016, and the approved Human Resources Policy at The Company respectively.

### 3.3. Effectiveness of Policies

To assess the effectiveness of the policies contained in this document, the following key policy effectiveness indicators will be monitored:

- Alignment to business needs of The Company.

## Nomination & Succession Planning Policy

- Clarity to end user and implementation issues.
- Review of any other relevant reports and indicators.

The result of the key policy effectiveness indicators will be presented by the HRAM at ICC Committee meetings, and to the NRC and Top Management for consideration and directives for possible policy development.

### 3.4. Maintenance of the Policy

In order to ensure the policy referred to is the current version, the policy will be maintained in a central electronic repository on The Company's IT network and the following guidelines for use and maintenance will apply:

- Any Section of the policy or the policy in totality, if printed, will automatically assume an "un-maintained" status and the user of hard copy of the policy will assume full responsibility for resultant non-compliance to policies in the event of changes made to the version held on the central electronic repository.
- All changes in the policy will be authorized by the Top Management. The HRAM will implement the changes.
- Changes to the policy will be monitored and controlled through a version control numbering system. The policy when first released in the electronic repository will bear the version number V1\_Month of release Year of release. Subsequent amendments will be numbered V2\_Month of amendment Year of amendment, V3\_Month of amendment Year of amendment and so on.
- The IT Department will be responsible for the creation and regular back up of the policy repository. The procedures for back up of the repository will be consistent with that of the procedure followed with respect to The Company business data.
- The policy will be stored in a separate folder within the policy repository. Access to the repository will be regulated by the HR function depending on the end-user needs.
- Access to the policy will be restricted to "read only" for all end - users to prevent unauthorized modification of the manual.

Certain contents of the policy are confidential and are meant for internal use only. Under no circumstances may the contents of this policy be revealed to third parties without a written permission from the HRAM. However, certain sections will be incorporated into the Employee Handbook as well as on The Company Intranet, with the intention of helping all employees to get familiar with the policies as described herein.

### 3.5. Amendments to the Policy

Any amendment to the policy will be conducted through a policy review process to be initiated by the HRAM or the NRC based on the policy effectiveness indicators, specific NRC and/or Top Management directives and following the process as follows:-

- The HRAM will conduct the necessary review, present the changes to the ICC Committee for review and endorsement.
- ICC Committee will submit the endorsed policy changes to the NRC and/or Top Management for approval.

### 3.6. Limitations to the Policy

This policy does not cover the following:

- Samples of forms need to administer policy articles.
- Detailed procedures for administration of individual policy articles.

#### 4. NOMINATION & SUCCESSION PLANNING POLICY

- It is the policy of The Company to be prepared for an eventual permanent change in leadership – either planned or unplanned – to ensure the stability and accountability of the organization until such time as new permanent leadership is identified. The BoD shall be ultimately responsible for implementing this policy.
- It is also the policy of The Company to assess the permanent leadership needs to ensure the selection of a qualified and capable leaders who are fit to drive its strategic direction expressed in its Vision, Mission, Shared-values, and Objectives.
- It is the policy of The Company that the BoD, Top Management and Executive Management shall ensure that the Company continues to operate without disruption and that all Company commitments previously made are effectively executed, including but not limited to, reports due, contracts, licenses, certifications, obligations to others.
- It is the policy of The Company that, The BoD is responsible for monitoring the term of each of its elected Board Member(s) in accordance with The Company's Article of Association (*and its amendments thereof*) to assure the timely appointment/re-appointment as per this policy to avoid vacant seats and leadership void.

##### 4.1. Policy Scope

This policy shall be applicable for succession into the following roles;

- Non-Executive BoD Member(s)
- Independent BoD Member(s)
- MD
- Executive Management

#### 5. NOMINATION & SUCCESSION PLANNING PROCESS FOR NON-EXECUTIVE BOARD MEMBER(S)

Based on The Company's Board Charter and in compliance with The Company's Article of Association (*and its amendments thereof*) and the applicable QFMA's Governance code, the majority of BoD shall be Non-Executive BoD Member(s) and their nomination, election and confirmation will be in accordance with the process as follows:

- The NRC will seek nomination from the shareholders for vacant Non-Executive BoD membership seats.
- The NRC, when assessing and shortlisting the nominations received, will ensure that nominees fulfill the criteria stipulated in the QFMA Governance code as follows:
  - The Nominees should not be under twenty-one years old with full capacity.
  - The Nominees should not have been sentenced to criminal penalty, or a crime against honor or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the Qatar Financial Markets Authority, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law, or be prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35 paragraph 12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated.
  - The Nominees must be a shareholder owning, when elected, or within thirty days from its election date, a number of the Company's shares determined by Article of Association. Such shares shall be deposited to the Depository within sixty days from starting date of membership with prohibition from trading, mortgage or seize until the end of membership period, approved on the last budget of financial Year of doing business. Such shares shall also be allocated to ensure the rights of the Company, shareholders, creditors and third parties for the responsibility of the Board members. If the member does not provide the guarantee as mentioned, its membership becomes invalid. The Independent Member shall be exempted from this requirement.
  - The Nominees must be qualified professionals, who have proven track-record of achievements in strategic leadership roles, able to drive its strategy, and must be known for their credibility and integrity locally and/or abroad.
- The NRC shall apply due diligence process to determine the suitability of candidates considered as nominee(s) for the appointment or re-appointment as Non-Executive BoD Member(s) in line with the business needs, Board charter and the applicable QFMA Governance Code.
- The NRC will prepare shortlisted nominees in accordance with the above criteria and requirements.

- The NRC shall ensure that proper credentials are in place/ available upon presenting the identified candidate for Non-Executive BoD membership.
- The final list of nominees for Non-Executive BoD Member(s) will be presented by the NRC to the BoD for selection.
- The election from the shortlisted nominees for the Non-Executive BoD Member(s) will be conducted and confirmed during the General Assembly meeting via secret voting.

## 6. NOMINATION & SUCCESSION PLAN FOR INDEPENDENT BOARD MEMBER(S)

Based on The Company's Board Charter and in compliance with the applicable QFMA's Governance code, the BoD shall be composed of at least one-third Independent BoD Members and their appointment and succession will be in accordance with the process as follows:

- The NRC shall maintain a pool of qualified experts and/or technocrats, who have proven track-record of achievements in one or more of aspects of The Company's business activities and/or able to drive its strategy. These candidates must be known for their credibility and integrity locally or abroad.
- The NRC, when assessing and shortlisting the candidates for Independent Board Member(s), will ensure that candidates fulfill the criteria stipulated in the QFMA Governance code as follows:
  - The Candidates should not be under twenty-one years old with full capacity.
  - The Candidates should not have been sentenced to criminal penalty, or a crime against honor or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the Qatar Financial Markets Authority, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law, or be prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35 paragraph 12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated.
- The NRC shall apply due diligence process to determine the suitability of candidates considered as nominee(s) for the appointment or re-appointment as Independent BoD Member(s) in line with the business needs, Board charter and the applicable QFMA Governance Code.
- The NRC shall ensure that proper credentials are in place/ available upon presenting the identified candidate for Independent BoD membership.
- The final list of nominees for Independent BoD Member(s) will be presented by the NRC to the board for selection.
- The selection of the Independent BoD Member will be confirmed during the General Assembly meeting via secret voting.

## 7. NOMINATION & SUCCESSION PLAN FOR MANAGING DIRECTOR

Based on The Company's Board Charter and in compliance with the applicable QFMA's Governance code, the BoD may appoint/re-appoint a Managing Director for The Company amongst its members or externally in accordance with the process as follows:

- The BoD may delegate one of its members as the MD for a particular term.
- The NRC shall maintain a pool of credible qualified professionals, who have proven track-record of achievements in strategic leadership roles, able to drive its strategy, and supports business growth.
- The NRC shall apply due diligence process to determine the suitability of candidates considered as nominee(s) for the appointment or re-appointment as Managing Director in line with the business needs, Board charter and the applicable QFMA Governance Code.
- The NRC shall ensure that proper credentials are in place/ available upon presenting the identified candidate for Managing Director.
- The final list of nominees for Managing Director will be presented by the NRC to the board for selection.
- The selection of the Managing Director will be confirmed during the BoD Meeting.

## 8. NOMINATION & SUCCESSION PLAN FOR THE EXECUTIVE MANAGEMENT

A change in executive leadership is inevitable for all organizations and can be a very challenging time. It is therefore the company policy with regards to the leadership position to focus on preparing and qualifying successors to fill planned or unplanned vacant executive management positions temporary or permanently

The HR shall periodically review and consider the list of Executive Management personnel due for retirement/attrition within the year. The HR shall also consider the new vacancies that may arise because of business needs.

Considering the above, the HR shall assess the availability of suitable candidates for The Company's future growth and development.

- HR will identify the competency requirements of Executive positions, assess candidates internally and develop required competency through planned development and learning initiatives.
- The Executive Management shall develop departmental succession plans in conjunction with the HR department.
- Every member of the Executive Management team shall always endeavor to add capability in-house and mentor identified successors to handle his responsibility in his absence by exposing him to all aspects of work being handled by him.
- The Top Management, Executive Management and HRAM shall from time to time identify high-potential employees who merit faster career progression to position of higher responsibility.
- Successors shall set their Career Development Plans to align with the succession plan. They shall undergo all learning and development activities such as training, e-learning, coaching, on-the-job training, etc. to prepare them for the positions.
- The Top Management and Executive Management shall review each successor's progress to ensure that the successor's performance is on track.
- In the event that no successor has been identified for a Executive Management position, all recruitment will be based on the approved HR and Remuneration policy.

DRAFT