



QATARI INVESTORS GROUP
مجموعة المستثمرين القطريين



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CONFLICT OF INTEREST

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Introduction

This Policy is drafted in compliance with the provisions of the the Law No.11 of 2015 (the Commercial Companies Law), the Qatar Exchange Rulebook of December 2015 and the QFMA Corporate Governance Code, issued by the Qatar Financial Market Authority's Board pursuant to Decision No.5 of 2016.

Qatari Investors Group (**QIG** or the **Company**) is fully committed to conducting business in a fair, honest and sound manner in order to always ensure that long-term interests of its shareholders and stakeholders are being served.

This policy applies to all Company's employees (the **Employees**), Senior Executive Management (the **Top Management**) Members and Board of Directors Members (the **BOD Members**).

Respect and integrity are key elements of QIG's philosophy. This leads to respect for the bodies that regulate the Company's activity, respect for the Laws and Regulations that govern the Company's business.

QIG expects undivided loyalty from its Employees, Top Management and BOD Members. All of them shall not be engaged in any activities which could conflict with the Company's business interests or which could adversely affect its reputation or which could interfere with the fulfilment of their responsibilities.

As it is impossible to list all the situations where a conflict of interest may arise, in those circumstances in which no guideline is specified under this Policy, individual conscience, common sense and the adherence to principles of honesty and fairness should prevail in the conduct of the Company's business.

However, this policy explains the relevant principles and rules for preventing or managing conflict of interests and how such principles and rules are to be implemented.

Principle

Personal interest

A "conflict of interest" occurs when private interests interfere in any way, or even appears to interfere, with the interests of the Company.

A conflict of interest may arise when an Employee, Top Management or BOD Member place their personal interests before the interests of QIG and where such personal interests unduly influence their judgments, decisions or actions.

QIG defines conflict of interest broadly:

- Actual conflict of interest;
- Potential conflict of interest; and
- Perceived conflict of interest

No Employee, Top Management and BOD Members should be subject, or even appear to be subject, to influences, interests or relationship which conflict with the best interests of the QIG and its Stakeholders/Shareholders.

Employees, Top Management, BOD Members are expected to recognize when they have, potentially have, or could be perceived as having a conflict of interest.

Employees, Top Management, BOD Members are expected to avoid any situation creating a conflict of interest which means that they have to take decisions or actions to ensure a conflict of interest does not occur, or does not have the potential to occur, in the first place.

Contract with third parties

Any contacts, including but not limited to, suppliers, contractors or customers and any potential suppliers/contractors/customers must be conducted in a manner to avoid any impropriety or violation of the applicable Laws and Regulations.

Conflict of interest can also create difficulties to perform their respective duties objectively and efficiently.

A conflict of interest may also arise when any Employee, Top Management or BOD Members, receive personal benefits as result of their position in the Company.

All of them shall not receive rewards or benefits from suppliers, competitors or customers.

Any situation which can create a conflict of interest shall be immediately disclosed.

Relatives

Hiring of relatives shall follow the appropriate procedures established by QIG.

Gifts

Forbidden gifts and bribes are listed under QIG's Code of Ethics.

Employees, Top Management and BOD Members shall not accept meals, travel or entertainment, unless it predominantly meets QIG's business purposes and interests, providing that it does not influence (and cannot be perceived as influence) the concerned persons.

However, gifts, services on behalf of the Company are allowed as long as they are lawful, and complying with QIG's best interests.

Conflict of interest and insider trading

Employees, Top Management and BOD Members and their relatives shall disclose any trading they carry out involving QIG's shares and any other securities involving the Company.

In line with Article 109 of the Companies Law (Law No.11 of 2015), the BOD Members and their first degree relatives together with their controlled companies are not allowed to participate to any bid or contract initiated by QIG.

Illegal pressure

Bribes and coercion are unlawful under any circumstances. Employees who are subject to any illegal proposition or pressure in their work, whether inside or outside the organization, shall report it immediately. Employees are also accountable for reporting coercion or bribery if they are aware of such pressure being exerted on others in the Company.

Disclosure

Employees must disclose any situation or potential situation creating a conflict of interest, to their line manager.

Top Management must disclose any situation or potential situation creating a conflict of interest, to QIG's Board of Directors.

Any BOD Members must disclose any situation or potential situation creating a conflict of interest, to the Chairman of the Board.

The disclosure must take place as soon as the concerned person identifies the conflict of interest or the potential/perceived conflict of interest.

Disclosure provides transparency to actual, potential or perceived conflict of interest risk to QIG.

Addressing a conflict of interest

In case of disclosure of a conflict of interest situation, the information shall be treated with appropriate confidentiality and with impartiality.

The information shall be fairly evaluated and assessed with the risks to the business interest and reputation of QIG.

Any required guidance, advice can be requested from the Legal, HR and/or Internal Audit Departments.

Once the conflict of interest has been appropriately disclosed, the Company must conduct rigorous internal investigation and take appropriate actions. After assessing the situation, a fair and pragmatic decision shall address the conflict of interest so that risks to QIG are minimized.