



Qatar Industrial Manufacturing Company

QFMA Corporate Governance Report

31 December 2015

A. GOVERNANCE FRAMEWORK

A.1 Members of the Board

Board Member Name	Date of Appointment	Position on the Board	Shares Owned	Competencies, Experience and other Board Seats Held
H.E. Sh. AbdulRahman Bin Mohd. Jabor Al-Thani	1991	Chairman Non-Executive	84,040	Education: B.Sc (Eng.) – Architectural Science Board Seats held: Managing Director – Doha Bank Chairman – Qatar Oman Investment Co. Board Member – National Leasing Holding, represents Doha Bank Vice Chairman – Al Madeena Investment, Oman Experience: Director Industrial Technical Development Center
Mr. Nasser Bin Rashid Al-Kaabi	1995	Vice Chairman Non-Executive	481,255	Education: Complete high School. Board Seats held: Majlis Shoora Member Board Member – Qatar Islamic Bank Chairman – Al Sraiya Holding
Sh. Rashid Bin Uwaida Bin Mohd. Bin Thani Al-Thani	2001	Board Member Non-Executive	47,520	Previous Experience: Managing Director of Qatar Petroleum
Mr. Ahmed Ali Bukshaisa	2004	Board Member, Representative of Qatar Government Non-Executive	0	Education: B.A - Bachelor of Business Administration Board Seats held: Board Member – Director of Public Accounts – Min. of Finance & Economy Board Member – Zaad Holding Board Member- Arab Investment and Export Credit Guarantee Corporation
Mr. Abdul Muhsin Bin Yousuff Abdulrahman Al-Mana	2001	Board Member Non-Executive	339,192	Education: Bachelor of Business Administration Experience: Businessman
Mr. Khalifa Bin Abdulla Sultan Al-Suwaidi	1998	Board Member, Representative of Qatar Government Non-Executive	13,011	Education: B.Sc - Chemical Engineering Board Seats held: Vice Chairman & GM of Qatar Fertilizer Company Chairman - Gulf Formaldehyde Co. Chairman – Qatar Melamine Company
Mr. Abdullah Mohd. Shamsan Al-Sada	2001	Board Member Non-Executive	950,400	Board Seats held: Majlis Shoora Member – State of Qatar General Manager – Bin Shamsan Services General Manager – Bin Shamsan Trading & Contracting Co.

Mr. Saad Mohd. Saad Al-Jubara Al Rumaihi	2001	Board Member Non-Executive	47,520	Education: Bachelor of Economics & Social Science from Kuwait University in 1978 Exp. & Board Seats held: Board Member – Qatar Navigation (Milaha) Board Member – Qatar National Cement Company (QNCC) General Manager – Qatar Television Chief Editor – Al Raya Newspaper Ambassador – Ministry of Foreign Affairs Head of Follow-up Dept. – Emiri Diwan Head of Media Dept. – Emiri Diwan Secretary to Emir – for Follow-up
Mr. Ahmed Yousuf Hussain Kamal	2013	Board Member Non-Executive	0	Education: Complete High School Exp. & Board Seats held: Worked many public and private sector jobs. Hold board membership in many companies.
Mr. Abdulla Ali Al-Abdulla	1991	Board Member Non-Executive	150,000	Education: Bachelor of Industrial Engineering Exp. & Board Seats held: Board Member – Al Madeena Investment- Oman Board Member – Qatar Oman Investment Co Board Member – United Development Co Prev. Experience: Manager of Industrial Affairs – Ministry of Industry Asst. General Secretary – Gulf Organization for Industrial Consulting General Manager – Qatar Industrial Manufacturing Company

- Only one board member represents more than 10% of shares (i.e 10.14%) of the company whether it be directly or indirectly.

- During the financial year ended on 31 December 2014, the Board has performed its tasks and dispensed business decisions within its authorities as provided in the Board's Terms of Reference and these include:

- ↪ Strategic leadership of the company
- ↪ Monitor the activities of executive management
- ↪ Carry out duties relating to the general assembly
- ↪ Review the company's financial statements
- ↪ Develop corporate governance structure in accordance with best practices.

The Board is satisfied that it has discharged its obligations and fulfilled its mandate as set out in its Terms of Reference.

A.2. Board Committees

Board Committees are established to assist the Board of Directors in performing its duties. Currently, the Company has the following 4 Committees:

1. Internal Auditing Committee: responsible with matters relating to the Company's internal audit;
2. Consulting Committee: provides the Board with consultative support and is delegated certain duties such as review / approval of Company investments.
3. The Governance Committee: reviews nominations for Board membership and monitor corporate governance structure of the company
4. The Committee for Remuneration : reviews and adopts policies and strategies and reviews framework for remuneration of the executive management and board of directors.

Internal Audit Committee

Board Member Name	Position on the Board Committee
Mr. Nasser Bin Rashid Al-Kaabi	Chairman
Mr. Khalifa Al Suwaidi	Member
Mr. Ahmed Bukshaisa	Member

QIMC to provide a discussion on the key activities / responsibilities of the Committee during the financial year (QFMA Code, Article 30 - point 3).

Consultative Committee

Board Member Name	Position on the Board Committee
H.E. Sh. AbdulRahman Bin Mohd. Jabor Al-Thani	Chairman
Mr. Nasser Bin Rashid Al-Kaabi	Vice Chairman
Sh. Rashid Bin Uwaida Bin Mohd. Bin Thani Al-Thani	Member
Mr. Abdulla Ali Al-Abdulla	Member
Mr. AbdulRahman Al-Ansari	Member & Committee Secretary

The Governance Committee

Board Member Name	Position on the Board Committee
Sh Rashid Bin Awaida Al-Thani	Chairman
Mr. Saad Mohamed Al Rumaihi	Member
Mr. Abdul Mohsin Yousuf Al Mana	Member

The Committee for Remuneration

Board Member Name	Position on the Board Committee
Sh Rashid Bin Awaida Al-Thani	Chairman
Mr. Saad Mohamed Al Rumaihi	Member
Mr. Abdul Mohsin Yousuf Al Mana	Member

QIMC to provide a discussion on the key activities / responsibilities of the Committee during the financial year (QFMA Code, Article 30 - point 3).

However, in line with the Company's goal to strengthen and improve its governance structure, the Company is currently in the process of establishing the following committees:

1. Audit Committee: responsible for reviewing financial statements, work of external and internal audit, internal control environment, compliance with regulations and risk management aspects of the Company.
2. Board Executive Committee: acts as a consultative body to the Board, deliberates on matters in detail which are not discussed at length at the Board meetings.
3. Nomination and Governance Committee: reviewing nominations to the Board and monitoring QIMC's corporate governance structure.
4. Remuneration Committee: reviewing and approving company policies, strategies and reviewing the remuneration framework for executive management and the Board.

A. 3 Remuneration Policies

A. 3.1 Board Remuneration

QIMC to provide a discussion on the remuneration policy and procedure for the Board (QFMA Code, Article 30 - point 3).

A. 3.2 Senior Management Remuneration

QIMC to provide a discussion on the remuneration policy and procedure for the Executive Management (QFMA Code, Article 30 - point 3).

A. 4 Internal Control Framework

QIMC places great importance on maintaining a sound control environment. Accordingly, the Board ensures that adequate review is performed on all controls, including financial, operational, compliance and risk management.

The Board is ultimately responsible for the establishment, maintenance and review of the Company's internal control framework in order to obtain reasonable assurance that the Company's operations are operating effectively and efficiently, that there are adequate controls over financial reporting and that compliance with relevant laws and regulations are being observed.

QIMC to expound on its internal control procedures, particularly QIMC's oversight of financial affairs, investments and risk management (QFMA Code, Article 30 - point 4).

QIMC to expound on its assessment of the Board and Senior Management's performance in implementing the internal control framework, including number of times control failures reported to the Board and how it was handled (QFMA Code, Article 30 - point 6).

QIMC to mention instances of internal control failures that have resulted or may affect the financial performance, and the implementation plan to address such issues (QFMA Code, Article 30 - point 7).

QIMC to discuss compliance with internal control systems in determining and managing risks, the commitment of QIMC with the internal and external audit system. (QFMA Code, Article 30 - point 9).

A.5. Risk Management Systems

The principal objective of the Company's risk management governance structure is to manage business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets. Accordingly, QIMC has consistently and continually monitored risks and processes across the organization to identify, assess, measure, manage and report on opportunities and threats that could impact the achievement of the Company's objectives.

The Board is principally responsible for establishing risk tolerance, establishing and approving related risk strategies and policies, and for the oversight over risk and compliance management framework of the Company.

QIMC to further expound on procedures employed by the Company in managing / analyzing significant business risks and systems in place to confront drastic unexpected market changes (QFMA Code, Article 30 - point 5). In case of absence of such procedures, mention procedures that will be followed in the future in this regard.

QIMC to summarize the risk management systems implemented and the risks faced by the Company (QFMA Code, Article 30 - point 10).

Compliance

The company has complied with applicable rules and the applicable market listing and disclosure requirements and no penalties or structures were imposed on the Company during the last financial year.

A.6 Preparing Corporate Governance Report:

The Board has formed a committee for nominations and corporate governance report for the fiscal year 2014. This committee is responsible for coordination with directors and senior management to obtain and gather information required in preparing the Corporate Governance report, which will be submitted to the Board for final approval and send to Qatar Financial Markets Authority.

QIMC is currently in the process of establishing a "Governance Compliance" function which will handle the Corporate Governance Report preparation in the future.

B. QFMA Compliance

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 3:	COMPANY'S OBLIGATION TO COMPLY WITH CORPORATE GOVERNANCE PRINCIPLES					
3.1	The Board shall ensure that the Company complies with the QFMA Code.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This QFMA Compliance report has been approved by the Board prior to issuance.	
3.2	The Board shall also review and update its corporate governance practices, and regularly review the same.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC has developed Board and Board Level Committees' Terms of reference and a Corporate Governance Policies Manual to address this requirement.	
3.3	The Board shall regularly review and update professional conduct rules setting forth the Company's corporate values and other internal policies and procedures all of which shall be binding upon the Members of the Board of Directors and the Company's staff as well as the Company's advisors (These professional conduct rules may include but are not limited to the Board Charter, audit committee's charter, company regulations , related party transactions policy and insider trading rules). The Board should review these professional conduct principles regularly so as to ensure they reflect best practices and they meet the needs of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC has developed Board and Board Level Committees' Terms of reference and a Corporate Governance Policies Manual to address this requirement.	
Article 4 :	BOARD CHARTER					
4.1	The Board shall make sure that the Company adopts a Charter for the Board of Directors detailing the Board's functions and responsibilities as well as the Board Members duties which shall be fulfilled by all Board Members. The said Board Charter shall be drafted to comply with the provisions of this Code, and shall be based on the Board Charter annexed to this Code and as may be amended from time to time by the Authority. The said Board Charter shall be published and made available to the public.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A Board Terms of Reference has been prepared and approved by the Board. It has been published on the Company's website.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 5 :	BOARD MISSION AND RESPONSIBILITIES					
5.1	The Company shall be managed by an effective Board of Directors which shall be individually and collectively responsible for the proper management of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC's Board Charter/ Terms of Reference states the following "Provide the strategic direction to QIMC by approving the Company's vision and mission periodically, and at least every three year of as and when deemed necessary approve and lead the development of the strategic plan and business objectives."	
5.2	In addition to the Board functions and responsibilities as set out in the Board Charter, the Board shall be responsible for:				The Board currently is highly involved in setting the strategic direction of QIMC.	
5.2.1	Approving the Company's strategic objectives, appointing and replacing management, setting forth management compensation, reviewing management performance and ensuring succession planning concerning the Company's management.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	According to Board Charter, the Board is responsible for the appointment of the CEO and Executive Management for the current period. The Board will review the implementation of the appointment of CEO and senior executives.	
5.2.2	Ensuring the Company's compliance with related laws and regulations as well as the Company's articles of association and by-laws. The Board is also responsible for protecting the Company from illegal, abusive or inappropriate actions and practices.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board reviews the performance of the Management based on the adopted comprehensive Board Charter.	
5.3	The Board may delegate some of its functions and constitute special committees, for the purpose of undertaking specific operations on its behalf. In this case written and clear instructions shall be given concerning the delegated function or authority with the requirement to obtain the Board's prior approval on specific matters. In any event, and even where the Board delegates one of its functions or authorities, the Board remains liable for all of its functions or authorities so delegated.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Corporate Governance policy includes succession planning. Moreover, manages the Human Resources planning of the process. Provides Corporate Governance Policy guide on the following: "The Board delegate some of its powers to Board committees, where they prepare the formation of	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
					committees and the duties and responsibilities of each committee, as stated in the beginning of the report.	
Article 6 :	BOARD MEMBERS' FIDUCIARY DUTIES					
6.1	Each Board Member owes the Company the fiduciary duties of care, loyalty and compliance with the rules set out in related laws and regulations including this Code and the Board Charter.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC's Board Charter covers the areas of accountability, transparency, fairness, sustainability and confidentiality. These areas cover the required items mentioned.	
6.2	Board Members must at all times act on an informed basis, in good faith, with due diligence and care, and in the best interests of the Company and all shareholders.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	All members of the Board are required to attest to the Code of Ethics upon joining and on an annual basis.	
6.3	Board Members shall act effectively to fulfil their responsibilities towards the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Included in the Board Charter of QIMC.	
Article 7 :	SEPARATION OF POSITIONS OF CHAIRMAN AND CEO					
7.1	The same person may not hold or exercise the positions of Chairman and Chief Executive Officer at the same time. The division of responsibilities between the two positions shall be clear.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC's Chairman is H.E. Sh. AbdulRahman Bin Mohd. Bin Jabor Al-Thani and the CEO is Mr. AbdulRahman Al-Ansari.	
7.2	In all circumstances, no one person in the Company should have unfettered powers to take decisions.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board Charter defines the roles & responsibilities.	
Article 8 :	DUTIES OF THE CHAIRMAN OF THE BOARD					
8.1	The Chairman is responsible for ensuring the proper functioning of the Board; in an appropriate and effective manner including timely receipt by the Board Members of complete and accurate information.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The duty is incorporated in the Chairman's Job Description.	
8.2	The Chairman may not be a member of any of the Board committees prescribed in this Code.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The developed Corporate Governance structure for QIMC provides that the Board Chairman cannot be a member of any of the mentioned committees.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
8.3	The duties and responsibilities of the Chairman of the Board of Directors shall, in addition to the provisions of the Board Charter, include but not be limited to the following:				A detailed job description has been prepared for Chairman and Board Members including the points in Articles 8.3.1 to 8.3.6	
8.3.1	to ensure that the Board discusses all the main issues in an efficient and timely manner;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
8.3.2	to approve the agenda of every meeting of the Board of Directors taking into consideration any matter proposed by any other Board Member; this may be delegated by the Chairman to a Board Member but the Chairman remains responsible for the proper discharge of this duty by the said Board Member;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
8.3.3	to encourage all Board Members to fully and effectively participate in dealing with the affairs of the Board of Directors for ensuring that the Board of Directors is working in the best interest of the Company;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
8.3.4	to ensure effective communication with Shareholders and communication of their opinions to the Board of Directors; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	It is to communicate with shareholders through executive management and periodic meetings.	
8.3.5	to allow effective participation of the Non-Executive Board Members in particular and to promote constructive relations between Executive and Non- Executive Board Members;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	There is participation for the Board of Directors meetings and committee meetings.	
8.3.6	to ensure the conducting of an annual evaluation to the Board's performance.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	It is a duty of each Board member to do a self-evaluation.	
Article 9 :	BOARD COMPOSITION					
9.1	The Board composition shall be determined in the Company's by-laws. The Board shall include executive, non-executive and independent Board Members so as to ensure that the Board decisions are not dominated by one individual or a small group of individuals.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		The Board has 9 non-Executives, 1 Executive. No independent

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
9.2	At least one third of the Board Members shall be Independent Board Members and a majority of the Board Members shall be Non-Executive Board Members.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>		members because there were no new contestants on 3 rd March 2013 AGM. The Board is composed of 9 members So the same board who spent 9 years was appointed and 1 representative represent more than 10% of shares
9.3	Board members shall have adequate expertise and knowledge to effectively perform their function in the best interest of the company and they shall give sufficient time and attention to their role as Board Members	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Qualification and experience of the members is part of this report. All Board members devote sufficient time to perform duties assigned to them.	
9.4	The ownership of a nominee standing for independent Board membership in the Company's capital shall not exceed the number of shares required for Board membership.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	The inclusion of the article within the policies and procedures of governance guide.	
Article 10 :	NON-EXECUTIVE BOARD MEMBERS					
10.1	Duties of the Non-Executive Board Members include but are not limited to the following:					
10.1.1	Participation in the meetings of the Board of Directors and providing independent opinion on strategic matters, policy, performance, accountability, resources, key appointments and operation standards;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Each non-executive Board member has a Job Description developed which includes points mentioned in 10.1.	
10.1.2	Ensuring that priority shall be given to the Company's and Shareholders' interests in case of conflict of interests;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Charter of the Board and policies and procedures of corporate governance, covers this item.	
10.1.3	Participation in the Company's Audit Committee;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	All non-executive members of the Committee participate in committee meetings constantly.	

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10.1.4	Monitoring the Company's performance in realising its agreed objectives and goals and reviewing its performance reports including the Company's annual, half yearly and quarterly reports;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The company works through the Advisory committee of the Board of Directors to monitor the company's performance in achieving its objectives.	
10.1.5	the development of the procedural rules for the Company's corporate governance for ensuring their implementation in a consistent manner; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As per Charter of the Board and policies and procedures of corporate governance, this item is covered, as all members of the Governance Committee are non-executive.	
10.1.6	Availing the Board of Directors and its different Committees of their skills, experiences, diversified specialties and qualifications through regular presence in the Board meetings and effective participation in the General Assemblies and the acquisition of a balanced understanding of Shareholders' opinions.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board of Directors and its committees are working according to its charter and QIMC avails their skills and experience and their varied specialties.	
10.2	A majority of the Non-Executive Board Members may request the opinion of an independent consultant, in relation to any of the Company's affairs, at the Company's expense.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The BOD may consult at the Company's expense any independent expert or consultant.	
Article 11 :	BOARD MEETINGS					
11.1	The Board of Directors shall hold meetings regularly, so as to ensure that the Board is effectively performing its duties. The Board shall meet at least six times during a year.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board met a total of 6 times in 2015.	
11.2	The Board shall meet when convened by its Chairman or upon the written request of two Board Members. The invitation for the Board meeting and agenda shall be communicated to each Board Member at least one week before the date of the meeting, noting that any Board Member may add any item to the agenda.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As per the Board Charter / Terms of Reference and the AoA, the Board meets based on the invitation of Chairman or two members. Agenda is also submitted one week before the meeting as provided in the Board Charter / Terms of Reference.	
Article 12 :	BOARD SECRETARY					
12.1	The Board shall appoint a Board Secretary whose functions shall include recording the minutes of all the Board meetings	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board Charter Terms of Reference includes the Board Secretary qualifications which are in	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	and safekeeping records, books and reports submitted by or to the Board. Under the direction of the Chairman, the Board Secretary shall also be in charge of ensuring timely access to information and coordination among the Board Members as well as between the Board and the other stakeholders in the company including shareholders, management, and employees.				line with the QFMA requirement.	
12.2	The Board Secretary shall ensure that Board Members have full and timely access to the minutes of all Board meetings, information, documents, and records pertaining to the Company	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As per the Board Charter the Secretary maintains Board Documentation and distributes the same to Board Members.	
12.3	All Board Members shall have access to the services and advice of the Board Secretary.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	While the Board Secretary reports directly to the Chairman, all members have access to the secretary's services.	
12.4	The Board Secretary may only be appointed or removed by a Board resolution.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Removal and appointment of Board Secretary is done by a board resolution, according to the policies and procedures of corporate governance guide.	
12.5	The Board Secretary should preferably be a member of a recognised body of professional accountants, or a member of a recognised or chartered body of corporate secretaries, or a lawyer or a graduate from a recognised university or equivalent.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Secretary of Board of Directors has been working for a long time since he was the Director Administration & Finance. He is a graduate from Qatar University.	
Article 13 :	CONFLICT OF INTERESTS					
13.1	The Company shall adopt and make public general rules and procedures governing the Company's entering into any commercial transaction with a Related Party (the Company's "Related Party Policy"). In any event, it shall not be permitted to enter into any commercial transaction (or contract) with any a Related Party unless in strict compliance with the aforementioned Related Party Policy. The said policy shall include principles of transparency, fairness and disclosure in addition to the requirement that a related party transaction be	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has adopted a related party policy in its Corporate Governance Policies Manual.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	approved by a majority vote of the shareholders, without the concerned Related Party participating in the voting.					
13.2	Whenever an issue involving conflict of interests or any commercial transaction between the Company and any of its Board Members or any Party related to said Board Member, is discussed in a Board meeting, the said issue shall be discussed in the absence of the concerned Board Member who may not in any event participate in the voting on the matter. In any event, such transaction shall be made at market prices and on arm's length basis and shall not involve terms that are contrary to the interests of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Corporate Governance Policies Manual includes this provision.	
13.3	In any event, such transactions shall be disclosed in the Company's annual report and specifically referred to in the General Assembly following such commercial transactions.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Corporate Governance Policies Manual includes this provision and no transactions of any member or members of related party.	
13.4	Trading by Board Members' in the Company's shares and other securities shall be disclosed and the Company shall adopt clear rules and procedures governing trading by Board Members and employees in the company securities.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	An insider trading policy has been developed and incorporated in the Corporate Governance Policies Manual. Qatar Exchange monitors trading of insiders.	
Article 14 :	OTHER BOARD PRACTICES AND DUTIES					
14.1	Board Members shall have full and immediate access to information, documents, and records pertaining to the Company. The Company's executive management shall provide the Board and its committees with all requested documents and information.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As per the Board's Charter "Board Members shall have full and immediate access to information, documents, and records pertaining to the Company. The Company's executive management shall provide the Board and its committees with all requested documents and information".	
14.2	The Board Members shall ensure that the Nomination, Remuneration and the Audit Committee members, the Internal Audit and representatives of the External Auditors attend the General Assembly.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	All Board Members and External Audit attend GA meetings. And all the members of committees attend the GA meeting.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
14.3	The Board shall put in place an induction program for newly appointed Board Members in order to ensure that, upon their election, Board Members are made fully aware of their responsibilities, and have proper understanding of the manner in which the Company operates.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Corporate Governance Policies Manual include guidelines on BOD induction program and formal trainings.	
14.4	The Board Members are responsible for having an appropriate understanding of their role and duties, and for educating themselves in financial, business, and industry practices as well as the Company's operations and functioning. In this respect, the Board shall adopt an appropriate formal training to enhance Board Members' skills and knowledge.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Corporate Governance Policies Manual include guidelines on BOD induction program and formal trainings.	
14.5	The Board of Directors shall at all times keep its Members updated about the latest developments in the area of corporate governance and best practices relating thereto. The Board may delegate the same to the audit committee or the governance committee or any other body as it deems appropriate.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board is currently being kept up to date on Corporate Governance issues through the Nomination and Governance Committee.	
14.6	The Company's articles of association shall include clear procedures for removing Board Members in the event of failing to attend Board meetings.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This is mentioned in QIMC's AoA.	
Article 15 :	BOARD COMMITTEES					
15.1	The Board shall evaluate the advantages/feasibility of establishing specialized Board committees to over watch critical work progress. Upon deciding on the committees to be set up, the Board has to take the committees mentioned in this code into account.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The specialized committees were created to assist the board in carrying out its responsibilities and responsibilities and duties were defined for each committee.	
Article 16 :	BOARD MEMBERS APPOINTMENT, THE NOMINATION COMMITTEE					
16.1	Nominations and appointments of Board Members shall be made according to formal, rigorous and transparent procedures.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	It is run through the nominations committee nominated by the election process by the shareholders at the company general assembly, supervised by	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
					Ministry of Economy & Trade and Independent External audit management.	
16.2	The Board shall constitute a Nomination Committee chaired by an Independent Board Member and comprised of Independent Board Members which shall recommend Board Members' appointments and re-nomination for election by the General Assembly (for the avoidance of doubt, nomination by the Committee does not deprive any shareholder of his rights to nominate or to be nominated);	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	The Board of Directors established a Nomination Committee consisting of three non-executive members.	No independent members because there were no new contestants on 3 rd March 2013 AGM. So the same board who spent 9 years was appointed and 1 representative upto 10% of shares.
16.3	Nominations shall take into account inter alia the candidates' sufficient availability to perform their duties as Board Members, in addition to their skills, knowledge and experience as well as professional, technical, academic qualifications and personality and should be based on the Fit and Proper Guidelines for Nomination of Board Members' annexed to the Code as amended by the Authority from time to time;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The provision is incorporated in the Board Charter.	
16.4	Upon its establishment, the Nomination Committee shall adopt and publish its terms of reference explaining its authority and role	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Duties and responsibilities of Nomination Committee has been prepared according to board charter and published in the website.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
16.5	The Nomination Committee's role shall also include conducting an annual self-assessment of the Board's performance.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The model to carryout self-assessment has been included in the Corporate Governance Policy manual.	
16.6	Banks and other companies shall comply with any conditions or requirements relating to the nomination, election or appointment of Board Members issued by Qatar Central Bank or any other relevant authority.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
Article 17 :	BOARD MEMBERS' REMUNERATION, REMUNERATION COMMITTEE					
17.1	The Board of Directors shall establish a Remuneration Committee comprised of at least three Non-Executive Board Members the majority of whom must be Independent.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	The Board of Directors established a Remuneration Committee consisting of three non-executive members.	No independent members because there were no new contestants on 3 rd March 2013 AGM. So the same board who spent 9 years was appointed and 1 representative upto 10% of shares.
17.2	Upon its constitution, the Remuneration Committee shall adopt and make available its terms of reference explaining its role and main responsibilities.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As per the management charter, published in the website.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
17.3	The Remuneration Committee's main role shall include setting the remuneration policy of the Company including remuneration of the Chairman and all Board Members as well as Senior Executive Management.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The provision is incorporated in the Remunerations Policies and applied.	
17.4	The Remuneration Policy shall be presented to the shareholders in the General Assembly for approval and shall be made public.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The provision is incorporated in the Remunerations Policies and applied.	
17.5	Remuneration shall take into account the responsibilities and scope of the functions of the Board Members and members of Senior Executive Management as well as the performance of the Company. Compensation may include fixed and performance-related components, noting that such performance related components should be based on the long-term performance of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The provision is incorporated in the Corporate Governance Policies Manual and applied, and adjusted accordingly.	
Article 18 :	AUDIT COMMITTEE					
18.1	The Board of Directors shall establish an Audit Committee that shall be comprised of at least three members the majority of whom should be Independent. The Audit Committee must include at least one member with financial and audit experience. If the number of available Independent Board Members was not sufficient to fill the Audit Committee membership, the Company may appoint members that are not Independent Board Members provided that the Chairman of the Committee is Independent.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	The Board of Directors established an Audit Committee consisting of three non-executive members.	No independent members because there were no new contestants on 3 rd March 2013 AGM. So the same board who spent 9 years was appointed and 1 representative upto 10% of shares.

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
18.2	In any event, any person who is or has been employed by the Company's external auditors within the last 2 years may not be a member of the Audit Committee.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This provision is incorporated in the Audit Committee Member job description.	
18.3	The Audit Committee may consult at the Company's expense any independent expert or consultant.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Currently the internal audit function has been used by the third party company.	
18.4	The Audit Committee shall meet as needed and regularly at least once every three months and shall keep minutes of its meetings.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Met 5 times in the year 2015.	
18.5	In the event of any disagreement between the Audit Committee's recommendations and the Board's decision including where the Board refuses to follow the Committee's recommendations concerning the external auditor, the Board shall include in the Company's Governance Report, a statement detailing such recommendations and the reason(s) behind the Board of Directors' decision not to follow the recommendations.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	No disagreements noted.	
18.6	Upon its establishment, the Audit Committee shall adopt and make public its terms of reference explaining its main role and responsibilities in the form of an Audit Committee Charter including in particular the following:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Responsibilities and duties of the Audit Committee have been prepared and applied according to Board Charter. It has been published on the website of the company.	
18.6.a	To adopt a policy for appointing the External Auditors; and to report to the Board of Directors any matters that, in the opinion of the Committee, necessitate action and to provide recommendations on the necessary procedures or required action;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Board of Directors met with the external auditors and was delegated tasks of the Audit Committee.	
18.6.b	To oversee and follow up the independence and objectivity of the external auditor and to discuss with the external auditor the nature, scope and efficiency of the audit in accordance with International Standards on Auditing and International Financial Reporting Standards;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Policy on violations disclosure have been prepared and included in the Corporate Governance Manual.	
18.6.c	To oversee, the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports and to review such statements and reports. In this regard	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	particularly focus on:					
	1. Any changes to the accounting policies and practices;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	2. Matters subject to the discretion of Senior Executive Management;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	3. The major amendments resulting from the audit;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	4. Continuation of the Company as a viable going concern;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	5. Compliance with the accounting standards designated by the Authority;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	6. Compliance with the applicable listing Rules in the Market; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	7. Compliance with disclosure rules and any other requirements relating to the preparation of financial reports;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.d	To coordinate with the Board of Directors, Senior Executive Management and the Company's chief financial officer or the person undertaking the latter's tasks, and to meet with the external auditors at least once a year;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.e	To consider any significant and unusual matters contained or to be contained in such financial reports and accounts. And to give due consideration to any issues raised by the Company's chief financial officer or the person undertaking the latter's tasks, or the Company's compliance officer or external auditors;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.f	To review the financial and Internal Control and risk management systems;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.g	To discuss the Internal Control systems with the management to ensure management's performance of its duties towards the development of efficient Internal Control systems;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.h	To consider the findings of principal investigations in Internal Control matters requested by the Board of Directors or carried out by the Committee on its own initiative with the Boards' approval;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.i	To ensure ; coordination between the Internal Auditors and the External Auditor, the availability of necessary resources, and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	the effectiveness of the Internal Controls;					
18.6.j	to review the Company's financial and accounting policies and procedures;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.k	To review the letter of appointment of the External Auditor, his business plan and any significant clarifications he requests from senior management as regards the accounting records, the financial accounts or control systems as well as the Senior Executive management's reply;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.l	To ensure the timely reply by the Board of Directors to the queries and matters contained in the External Auditors' letters or reports;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.m	To develop rules, through which employees of the Company can confidentially report any concerns about matters in the financial reports or Internal Controls or any other matters that raise suspicions. And to ensure that proper arrangements are available to allow independent and fair investigation of such matters whilst ensuring that the aforementioned employee is afforded confidentiality and protected from reprisal. Such rules should be submitted to the Board of Directors for adoption.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.n	To oversee the Company's adherence to professional conduct rules;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.o	To ensure that the rules of procedure related to the powers assigned to the Board of Directors are properly applied;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.p	To submit a report to the Board of Directors on the matters contained in this Article ;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
18.6.q	to consider other issues as determined by the Board of Directors;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 19 :	COMPLIANCE, INTERNAL CONTROLS AND THE INTERNAL AUDITOR					
19.1	The Company shall adopt Internal Control Systems, approved by the Board, to evaluate the methods and procedures for risk management, implementation of the Company's corporate governance code and compliance with related laws and regulations. And the Internal Control Systems shall set clear lines of responsibility and accountability throughout the Company's departments.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has implemented internal audit, risk, compliance and corporate governance policies and procedures.	
19.2	Internal Control Systems shall include effective and independent risk assessment and management functions, as well as financial and operational internal audit functions in addition to the external audit. The Internal Control Systems shall also ensure that all related party transactions are handled in accordance with the requirements related thereto.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As part of the operational risk process, risk assessments are conducted	
19.3	The Company shall have an internal audit function with clearly defined functions and role. In particular, the internal audit function shall:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The current full internal audit function of the Company has been outsourced.	
19.3.1	Audit the Internal Control Systems and oversee their implementation;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.3.2	Be carried out by operationally independent, appropriately trained and competent staff;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.3.3	Submit its reports to the Board of Directors either directly or through the Board's Audit Committee; and is responsible to the Board;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.3.4	Has access to all Company's activities; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.3.5	Be independent including being independent from the day-to-day Company functioning. Its independence should be reinforced for example by having the Board determine compensation of its staff.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.4	The internal audit function shall include at least one internal auditor appointed by the Board of Directors. This internal auditor shall report to the Board or the Chief Executive Officer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The current full internal audit function of the Company has been outsourced.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	of the Company, either directly or through the Audit Committee.					
19.5	The internal auditor shall prepare and submit to the Audit Committee and the Board of Directors an “internal audit report” which shall include a review and assessment of the Internal Control system of the Company. The scope of the Internal Audit Report shall be agreed between the Board (based on the Audit Committee recommendation) and the internal auditor and shall include particularly the following:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	QIMC Internal Audit Reports are prepared in accordance with Institute of Internal Audit Standards.	
	- Control and oversight procedures of financial affairs, investments, and risk management.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- Comparative evaluation of the development of risk factors and the systems in place to respond to drastic or unexpected market changes.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- Assessment of the performance of the Board and senior management in implementing the Internal Control Systems, including the number of times the Board was notified of control issues (including risk management) and the manner in which such issues were handled by the Board.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- Internal Control failure, weaknesses or contingencies that have affected or may affect the Company’s financial performance and the procedure followed by the Company in addressing Internal Control failures (especially such problems as disclosed in the Company’s annual reports and financial statements).	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- The company established the rules and conditions of disclosure and listing on the market control.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- The Company’s compliance with Internal Control systems in determining and managing risk.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	- All relevant information describing the Company’s risk management operations.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
19.6	The Internal Audit Report shall be prepared every six months.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A total of 5 reports were issued in 2015 on a continuous basis throughout the year.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 20 :	EXTERNAL AUDITOR					
20.1	An External Auditor who is independent, and qualified, and appointed upon the recommendation of the Audit Committee to the Board and the decision of the Company's General Assembly, shall undertake an annual and semi-annual independent audit. The purpose of the said audit is to provide an objective assurance to the Board and shareholders that the financial statements are prepared in accordance with this Code, related laws and regulations and international financial reporting standards and accurately represent the financial position and performance of the Company in all material respects	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	KPMG is our external auditor and they perform annual audits and semi annual, quarterly reviews.	
20.2	The External Auditor shall comply with the highest professional standards and he shall not be contracted by the Company to provide any advice or services other than carrying out the audit of the Company. The External Auditor must be completely independent from the Company and its Board Members and shall not have any conflict of interests in his relation to the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The external auditor is independent from the Company and the Board.	
20.3	The Company's External Auditor must attend the Company's annual ordinary General Assembly where he shall deliver his annual report and answer any queries in this respect.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	External auditor attended the 2014 AGM. As a practice the external auditor attends the AGM.	
20.4	The External Auditor is accountable to the shareholders and owes a duty to the Company to exercise due professional care in the conduct of the audit. The External Auditor is also responsible for notifying the Authority and any other regulatory authority should the Board fail to take proper action concerning suspicions raised or identified by the External Auditors.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	External auditor can raise issues that concerned as appropriate.	
20.5	A listed company shall change its External Auditor every 5 years at a maximum.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Has been re-appointed external auditor for the fifth consecutive year.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 21 :	DISCLOSURE					
21.1	The Company must comply with all disclosure requirements including financial reporting as well as disclosing shareholdings of Board Members, senior executives and major or controlling shareholders. The Company must also disclose information about its Board Members including notably a resume of each member describing his/her respective education, profession, other board seats that they may hold (if any). Names of the members of various Committees constituted by the Board as mentioned in Article 5.3, along with the composition of the committee, should also be disclosed.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Has been compliant with all disclosure requirements.	
21.2	The Board shall ensure that all disclosure made by the Company provides accurate and true information which is non-misleading.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board of Directors shall exercise his duties and responsibilities based on the Board Charter and ensure the accuracy by showing to Audit Committee.	
21.3	The Company's financial reports must comply with IFRS /IAS and ISA standards and requirements. In addition to stating whether the external auditor obtained all information needed, the external auditor report shall also state whether the Company conforms to IFRS/IAS and that the audit has been conducted in accordance with IAS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The audited financial statements have been prepared in accordance with IFRS.	
21.4	The Company audited financial reports shall be circulated to all shareholders.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Published in newspapers, on the Qatar Exchange website and website of the company.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
Article 22 :	GENERAL RIGHTS OF SHAREHOLDERS AND KEY OWNERSHIP ELEMENTS					
22	Shareholders have all rights conferred upon them by related laws and regulations including this Code as well as the Company's by-laws; and the Board shall ensure that shareholders' rights are respected in a fair and equitable manner.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A shareholders relation policy has been developed and incorporated in the Corporate Governance Policies Manual.	
Article 23 :	OWNERSHIP RECORDS					
23.1	The Company shall keep valid and up to date records of share ownership.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Shareholder records are maintained and updated by the Qatar Exchange.	
23.2	Shareholders shall have the right to review and access for free the Company's shareholders' register at the Company's regular office hours or as otherwise determined in the Company's access to information Procedures.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Shareholder register is maintained and updated by the Qatar Exchange.	
23.3	The shareholder shall be entitled to obtain a copy of the following: Board Members' register, Articles of Association and by-laws of the company, instruments creating a charge or right on the company's assets, related party contracts and any other document as the Authority may decide upon payment of a prescribed fee.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	These documents have been published on the website of the company and it is updated.	
Article 24 :	ACCESS TO INFORMATION					
24.1	The Company shall include in its articles of association and by-laws Procedures of Access to Information to ensure that shareholders rights of access to Company documents and information in a timely manner and on a regular basis, are preserved. The Access to Information Procedures shall be clear and detailed and shall determine:	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	This requirement is not specifically outlined in the Company's AoA. However, this has been incorporated in the Corporate Governance Policies Manual.	- The company is working to update the statute in accordance with the amendments to corporate governance and the requirements

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification of the law
	(1) The Accessible Company Information including the types of information that is made accessible on an on-going basis to individual shareholders or to shareholders representing a minimum percentage of the Company's share capital, and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This requirement is not specifically outlined in the Company's AoA. However, this has been incorporated in the Corporate Governance Policies Manual.	
	(2) Clear and express procedures to access such information	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This requirement is not specifically outlined in the Company's AoA. However, this has been incorporated in the Corporate Governance Policies Manual.	
24.2	The Company shall have a website where all relevant information and public information and disclosures must be posted. This includes all information that is required to be made public by this Code and any related laws and regulations.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Included in the company website.	
Article 25 :	SHAREHOLDERS RIGHTS WITH REGARD TO SHAREHOLDERS' MEETINGS					
25	The Company's articles of association and by-laws shall include provisions ensuring effective shareholders' right to call for a General Assembly and be convened in a timely manner; the right to place items on the agenda, discuss matters listed on the agenda and address questions and receive answers thereupon; and the right to make informed decisions.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Right to call for a General Assembly is in accordance with Commercial Companies Law and is depicted in the Articles of Association.	
Article 26 :	EQUITABLE TREATMENT OF SHAREHOLDERS AND EXERCISE OF VOTING RIGHTS					
26.1	All shares of the same class, shall have the same rights attached to them.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Only one class of shares	
26.2	Proxy voting is permitted in compliance with related laws and regulations.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proxy voting is permitted and is communicated to shareholders.	
Article 27 :	RIGHTS CONCERNING BOARD MEMBERS' ELECTION					

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
27.1	The Company's articles of association and by-laws shall include provisions ensuring that shareholders are given information relating to Board Members' candidates including a description of candidates' professional and technical skills, experience and other qualifications.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> - No specific provision incorporated in the AoA but included in the Corporate Governance Manual. - Elections did not take place during 2015. 	The company is working to update the statute in accordance with the amendments to corporate governance and the requirements of the
27.2	Shareholders shall have the right to cast their votes for Board Member's election by Cumulative Voting.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Election of members of Board of Directors was made in accordance with the Commercial Companies law and there was no provision for cumulative voting.	
Article 28 :	SHAREHOLDERS' RIGHTS CONCERNING DIVIDEND DISTRIBUTION					
28.1	The Board of Directors shall submit to the General Assembly a clear policy on dividend distribution. This shall include the background and rationale of such policy in terms of the best interest of the Company and the shareholders	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	This provision is incorporated in the Corporate Governance Policies Manual.	
Article 29 :	CAPITAL STRUCTURES, SHAREHOLDERS' RIGHTS, MAJOR TRANSACTIONS					
29.1	Capital Structures should be disclosed and Companies should determine the type of shareholders agreements that should be disclosed.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Capital structure shown in the Financial Statement.	
29.2	Companies shall adopt in their articles of association and/or by-laws provisions for the protection of minority shareholders in the event of approval of Major Transactions where the said minority shareholders have voted against such Major Transactions.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Provision for the protection of all shareholders is not specifically disclosed in AoA. However, it is provided for in the Corporate Governance Policies Manual.	The company is working to update the ruling in accordance

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
						with the amendments to corporate governance and the requirements of the law.
29.3	Companies shall adopt in their articles of association and/ or by-laws, a mechanism ensuring the trigger of a public offer or the exercise of Tag Along Rights in the case of a change in ownership exceeding a specific percentage (threshold) . The thresholds should take into consideration shares held by third parties but under the control of the disclosing shareholder, including shares covered by shareholder agreements which should also be disclosed.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Provisions for the triggers or Tag Along Rights are not specifically disclosed in AoA. However, it is provided for in the Corporate Governance Policies Manual. These rights are subject to the decisions of the General Assembly as mentioned AoA.	The ruling of the company guarantees the exercise of these rights by article 20 and 23.
Article 30 :	STAKEHOLDERS' RIGHTS					
30.1	The rights of Stakeholders are to be respected. Where Stakeholders participate in the corporate governance arrangements; they shall have access to relevant, sufficient and reliable information on a timely and regular basis.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has developed a code of ethics which defines the principles mentioned.	
30.2	The Board of Directors shall ensure that the Company's employees are treated according to the principles of fairness and equity and without any discrimination whatsoever on the basis of race, gender, or religion.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has developed a system to evaluate the performance of staff.	
30.3	The Board shall develop a remuneration policy and packages that provide incentive for the employees and management of the Company to always perform in the best interests of the Company. This policy should take into consideration the long term performance of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has developed a performance appraisal scheme for employees.	
30.4	The Board shall adopt a mechanism enabling company employees to report to the Board suspicious behaviour, where such behaviour is unethical, illegal, or detrimental to the Company. The Board shall ensure that the employee addressing the Board shall be afforded confidentiality and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Company has developed a Whistle-Blower Policy which is incorporated in the Corporate Governance Policies Manual.	

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	protected from any harm or negative reaction by other employees or the employee's superiors					
30.5	Companies must comply in full with the provisions of this Article as it is excluded from the compliance principle or the non-compliance justification.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
Article 31 :	THE CORPORATE GOVERNANCE REPORT					
31.1	The Board shall prepare an annual Corporate Governance Report signed by the Chairman.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Complied within this report. This article will be updated in corporate governance policy.	
31.2	This Report shall be submitted to the Authority on an annual basis and whenever required by the Authority and shall be attached to the annual report prepared by the company in compliance with the periodical disclosure requirement.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Annually prepared and any time required by the QFMA. And attached with Annual report of the company.	
31.3	The Corporate Governance Report shall include the agenda of the company's ordinary General Assembly and distribute a copy of it among the participants in the meeting.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Agenda circulated as per companies' law and the corporate governance report is included in agenda.	
31.4	The said Report shall include all information related to the application of this Code, including notably:	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Complied within this report.	
	1. Procedures followed by the Company in this respect;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	2. Disclosure of any violations committed during the financial year, their reasons and the remedial measures taken and measures to avoid the same in the future;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	3. Disclosure of members of the Board of Directors and its Committees and their responsibilities and activities during the year, according to the categories and terms of office of said members along with the method of determining the Directors and Senior Executive Managers remuneration;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
	4. Disclosure of internal Control procedures including particularly the Company's oversight of financial affairs,	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

Article / Clause No.	Description	Compliant	Non-compliant	Not Applicable	What has been applied?	Non-Compliance Justification
	investments, and risk management;					
5.	Disclosure of the procedure followed by the Company in determining, evaluating and managing significant risks, a comparative analysis of the Company's risk factors and discussion of the systems in place to confront drastic or unexpected market changes;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
6.	Disclosure of the performance assessment of the Board and senior management in implementing the Internal Control systems, including identification of the number of times when the Board was notified of control issues (including risk management) and the way such issues were handled by the Board;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
7.	Disclosure of the internal control failures or weaknesses or contingencies that have affected or may affect the Company's financial performance and the procedures followed by the Company in addressing Internal Control failures (especially such problems as disclosed in the Company's annual reports and financial statements);	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
8.	Disclosure of the company's compliance with applicable market listing and disclosure rules and requirements;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
9.	Disclosure of the company's compliance with Internal Control systems in determining and managing risks;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
10.	All relevant information describing the Company's risk management operations and Internal Control procedures.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		