



**Subject: Extraordinary and Ordinary General Assembly Meeting of Investment Holding Group Q.P.S.C.**

the Extraordinary and Ordinary General Assembly Meeting of Investment Holding Group Q.P.S.C endorsed during its meeting held on Monday 11th April 2022, the following decisions:

**I- Extraordinary General Assembly Meeting Decisions:**

- 1- Approved The acquisition of Elegancia Group W.L.L (“Elegancia”) by way of share swap (the “Transaction”) pursuant to Article 45 of the Offering & Listing of Securities on the Financial Markets Rulebook of the QFMA, Article 195 of the Companies Law, and Article 2 of the QFMA M&A Rules;
- 2- Approved the summary of the acquisition agreement entered into between IHG and Elegancia dated 10 March 2022 (including as an annex the agreement between IHG and the Elegancia (the “Elegancia Owners”) dated 9 November 2021) (the “Acquisition Agreement”);
- 3- Approved the process that resulted in the agreed Share Swap Ratio.
- 4- Approved the increase of the authorised and paid up share capital of IHG by QAR 2,574,037,500 (from QAR 830,000,000 to QAR 3,404,037,500);
- 5- Approved the issuance of new shares in IHG to the Elegancia Owners in consideration for their shares in Elegancia on the basis of the following: for every 1 IHG share currently in issue, the Elegancia Owners will receive 3.10125 New IHG Shares, whereby IHG represents 24% of the combined business, and Elegancia 76%. Accordingly, approved that the value of IHG is QAR 860,000,000 for at the agreed ratio implied and the value of Elegancia is QAR 2,667,000,000, subject to obtaining all regulatory approvals and satisfying all the conditions set out in the Acquisition Agreement;
- 6- Approved the waiver of any applicable subscription rights pertaining to the capital increase of IHG;
- 7- Approved the exemption of Elegancia from submitting a compulsory offer to purchase the shares of IHG Shareholders in accordance with the QFMA M&A Rules, and approved the subsequent sale by the Elegancia Owners of at least 6% of the New IHG Shares over a period of 3 months following completion;
- 8- Approved the amendment of articles 5, 6, 7, 8, 27, 29, 32, 36, 41,43,44, 45, 48, 49,51, 53,57 and 81 of the articles of association of IHG;
- 9- Designated the Chairman of IHG or any person he designates to:
  - a. adopt any resolution or take any action as may be necessary to implement any and all of the above resolutions including, without limitation, to apply for a resolution of the MOCI and the QFMA to increase the share capital of IHG, to amend its articles of association, and to attend before the Ministry of Justice, the MOCI and any other competent authority in the State of Qatar and submit and/or sign any necessary documents to effect such amendments;
  - b. appoint an exchange agent to facilitate the issuance of the New IHG Shares in accordance with the Share Swap;
  - c. submit all required documents and applications to Qatar Stock Exchange (“QSE”) for the listing of the New IHG Shares on the QSE; and
  - d. sign any documents, agreements and applications in relation to any of the above.

**II- Ordinary General Assembly Meeting Decisions:**

1- Infra Road Company for Trading and Contracting, as a shareholder in Investment Holding Group Q.P.S.C., with a number of shares of /55,247.521/, which is more than 5% of the company’s capital, has submitted a request to add an item on the agenda of the Ordinary General Assembly represented by the following:

- Approval of the distribution of a special remuneration to the members of the Board of Directors of Investment Group Holding Company Q.P.S.C, whereby each member is distributed an amount of / 300,000 / QAR (three hundred thousand Qatari riyals) for their efforts to complete the acquisition transaction and for what their efforts during the past year:

The attendees voted unanimously to add the item and present it for discussion by the Ordinary General Assembly.

Accordingly, the Ordinary General Assembly decided to approve the distribution of a special remuneration to the members of the Board of Directors of Investment Group Holding Company Q.P.S.C, whereby each



member is distributed an amount of / 300,000 / QAR (three hundred thousand Qatari riyals) for their efforts to complete the acquisition transaction and for the efforts during the past year.

2- The Chairman of the meeting stated that Mr. Hamad Hassan Al Jamali, one of the candidates for the position of a Non-Independent member of the Board of Directors, had submitted a request to withdraw his candidacy. Thus, the number of candidates for membership in the Board of Directors will be twelve, seven of them are candidates as Non-Independent members for the vacancy of seven seats and five of them are candidates as Independent members for four seats.

Accordingly, the auditor announced the winning of the seven candidates nominated as Non-Independent members by acclamation.

Sr.	Candidate's name
1	Mr. Mohamad Moataz Mohamad Al-Khayat
2	Mr. Ramez Mohamad Al-Khayat
3	Mr. Khalid Ghanim Sultan Al Hodaifi Al Kuwari
4	Mr. Hamad Ghanim Sultan Al Hodaifi Al Kuwari
5	Mr. Mohamed Ghanim Sultan Al Hodaifi Al Kuwari
6	Urbacoon Trading and Contracting Company (CR No. 50788) Represented by Mr. Iyad Ihsan Abdel Rahim
7	Highness Holding Company (CR No. 84643) Represented by Mr. Mohamad Mohamad Sadiq Al-Dawamaneh

The voting process to elect four Independent members for the Board membership, for a term of three (3) years (2022-2025), has been performed, and the following candidates acquired the votes as per the following order:

• **Independent Members:**

Sr.	Candidate's name	Votes
1	Sheikh Suhaim Bin AbdulAziz Al Thani	/285.448.239/votes
2	Mr. Abdulla Darwish Al Darwish	/ 120.238.247/votes
3	Mr. Ibrahim Abdulla Al-Abdulla	/ 81.440.200/ votes
4	Dr. Bothaina Al Ansari	/71.539.000/votes
5	Mr. Mohammed Abdullah Mohammed Al Jumah	/2.270.191/ votes

The meeting's chairman has declared the winning of seven non-independent candidates and four independent candidates as those who received the majority of votes. Where the seat of one of the Board members becomes vacant, such seat shall be filled by the member who received the highest votes from the shareholders who have not attained membership of the Board. Where a justifiable reason prevents such member from taking up the seat, he / she shall be replaced by the next member who received the highest votes. The new member shall only complete the unexpired term of his/her predecessor.