



مجموعة إستثمار القابضة ش.م.ع.ق.

INVESTMENT HOLDING GROUP Q.P.S.C.

Governance Report 2019

In accordance with the Corporate Governance Code for Companies and Legal Entities Listed on the Main Market issued by Qatar Financial Markets Authority (QFMA) pursuant to Resolution No. 5 of 2016.

Contents	Page
Introduction.....	3
Definitions.....	5
Disclosures in Annual Report.....	6
First: Procedures followed by the Group in implementing the provisions of this Code.....	6
Second: Disclosure of any violations committed during the year, including violations and penalties imposed for non-compliance with the implementation of any of the principles or provisions of this Code, their reasons, the remedial measures taken, and ways to avoid the same in the future.....	7
Third: Disclosure of information relating to Board Members and Committees and Senior Executive Management in the Group and their responsibilities, powers and activities during the year, as well as their remunerations.....	8
A. Board Members.....	8
B. Board Committees.....	10
1. Audit & Risk Management Committee.....	10
2. Nominations and Remuneration Committee.....	10
C. Senior Executive Management in the Group and their responsibilities, powers and work during the year, as well as their remunerations.....	11
D. Remunerations.....	11
Fourth: Disclosure of the procedures of risk management and internal control of the Group, including the supervision of financial affairs, investments, and any relevant information.....	12
Fifth: Disclosure of Committees' work, including number of meetings held and their recommendations.....	12
Sixth: Disclosure of the procedures followed by the Group in identifying, assessing and managing risks; comparative analysis of the Group's risk factors; and discussion of the systems in place to address drastic or unexpected market changes.....	12
Seventh: Disclosure of the Board's performance assessment, Board members' commitment to achieving the Group's interest, performing Committees' work, and attending the meetings of the Board and its Committees; and disclosure of the Senior Executive Management's performance assessment regarding the implementation of the internal control system and risk management including identification of the number of appeals, complaints, proposals, notifications and the way followed by the Board to address regulatory issues.....	15
Eighth: Disclosure of failures into applying the internal control system, wholly or partly, or weaknesses in the implementation thereof; and disclosure of contingencies that have affected or may affect the Group's financial performance, and the procedures followed by the Group in addressing internal control failures (particularly the problems disclosed in the Group's annual reports and financial statements).....	16
Ninth: Disclosure of the Group's compliance with applicable Stock Market (QE) listing and disclosure rules and requirements.....	16
Tenth: Disclosure of any conflict or dispute to which the Group is party, including arbitration and lawsuits.....	16
Eleventh: Disclosure of operations and transactions entered into by the Group with any "Related Party".....	19
1. Board Charter.....	20
2. Board Responsibilities.....	20
3. Board Chairman.....	21
4. Board Members' Obligations.....	22
5. Invitation for Meetings.....	22
6. Board Secretary.....	23
7. Board Committees.....	24
8. Committee Meetings.....	25
9. Internal Control System.....	26
10. External Control.....	27
11. Disclosure and Transparency Requirements.....	27
12. Stakeholder Rights.....	28
13. Shareholders' Rights Related to General Assembly.....	29
14. Facilitating Effective Participation in General Assembly & Voting.....	30
15. Shareholders' Rights Regarding Dividends Distribution.....	30
16. Shareholders' Rights Regarding Major Transactions.....	31
17. Stakeholders' Rights (Non-Shareholders).....	32
18. The Group's Corporate Social Responsibility.....	32
Twelfth: Management's Report of Internal Control Over Financial Reporting.....	33
Thirteenth: Managements' Report on Compliance with QFMA Law and Relevant Legislations Including the Code..	36

Introduction

Governance is one of the most important management and control systems for companies in general, and for listed shareholding companies in particular. Such importance is due to the fact that governance entrenches the principles of good governance; determines the functions and responsibilities of the Board of Directors, Senior Executive Management and employees of the Group; promotes the principles of justice and equality among stakeholders; ensures productive control and risk management; enhances transparency and disclosure; regulates stakeholder's rights; and promotes community advancement. This can improve the Group's performance in general, and inevitably ends in achieving the true meaning of the principle of upholding the interests of the public, the Group and stakeholders, placing them before any other interest.

From that standpoint and based on the commitment of Investment Holding Group Q.P.S.C. to the principles of Corporate Governance Code for Companies and Legal Entities Listed on the Main Stock Market, particularly those promulgated under the QFMA Board of Directors' decision No. 5 of 2016, published in the Official Gazette on 15/05/2017, and out of the keenness of the Board to implement the rules of governance, the Group adopts the best management practices with a view to achieving a good governance level. By doing so, the Group aims to: promote the confidence of current and prospective investors; spread the Group's governance culture; consolidate the values of justice and equality among stakeholders and non-discrimination on the basis of race, gender and religion; promote transparency and disclosure and provision of information to the Authority and stakeholders at the right time and in the manner that enables them to make decisions and undertake their duties properly; uphold the values of the Group's corporate social responsibility; giving the public interest of the Group and stakeholders a priority over the personal interest; and undertake duties, tasks and functions in good faith, integrity, honor and sincerity and take the responsibility arising therefrom before both stakeholders and society. All that can be achieved by establishing the following principles:

Transparency

This principle is based on good faith, honesty and openness; upholding of the values of self-censorship and integrity; exercising of great caution, diligence and honesty in performing the tasks and functions assigned to each and every employee and official in the Group, including the Chairman, Board members, Senior Executive Management, all employees and other parties related to the Group. This principle determines the framework of disclosure and provision of the information required by the Authority, other regulatory bodies or stakeholders at the right time and in the manner that enables the requester of information to take the proper decision. It also regulates insiders' way of dealing in the securities issued by the Group or any of its subsidiaries as well as serves to avoid and reduce conflicts of interest and achieve public interest under the concept of fair investment in the market.

Responsibility Taking and Acknowledgement: This principle aims to determine the rights, duties and responsibilities in the Group; develop an appropriate control mechanism to hold each official/employee accountable for his work and assess his performance; and assess the Group's

overall performance in accordance with best international standards whether the control process is carried out internally by the Board and its committees or by the internal audit, each within its scope of competence, or externally by an auditor. It also aims to make each official acknowledge his responsibility even when delegating some of his functions or powers to others since such delegation is only related to tasks not responsibilities. In addition, this principle aims to outline the social responsibility of the Group and its role towards the development and prosperity of society and preservation of the environment.

Justice and Equality: Stakeholders, first and foremost shareholders, have equal rights and shall be treated without any discrimination whatsoever on the basis of race, gender or religion, and they shall have all the same rights arising from their share ownership or capacity in the Group. This principle also covers stakeholders' rights in the Group, whether shareholders or others that have a position or an interest in the Group, such as employees, creditors, clients and suppliers. This is aimed to enable them to exercise and enjoy their rights, particularly the rights related to the General Assembly and accessible participation therein, including the rights to vote, candidacy and election of Board members, dividends, access information, and adopt the bonus and incentives policy in the Group, including bonuses of the Chairman and members of the Board and Senior Executive Management.

Commitment

The Group takes into account the protection of the rights of investors and stakeholders in general, enabling them to exercise such rights, as well as upholding of values of protecting the rights of minority shareholders and employees of the Group by adopting preferential treatment for small investors and minority shareholders. The pillars of such treatment involve: not allowing the majority to control the minority; not allowing one or more Board members to dominate the decision-making process; and adopting cumulative voting method in the election of Board members. This method of voting gives each shareholder voting rights equivalent to the number of shares owned by them and allows them to cast the said votes for a single candidate or divide them among selected candidates without any duplication of votes. The said method could increase the opportunities of minority shareholders to enjoy fair representation in the Board, and provide an appropriate mechanism that enable all shareholders and other stakeholders to access information to the extent that protects the interests and rights of the Group and others, as well as a mechanism for submitting appeals and complaints and reporting any violations or risks that might threaten the Group.

Definitions:

Company: Investment Holding Group Q.P.S.C.

Chairman: The Board chairman.

Board: The Board of Directors of the company

Governance: System by which a company is directed and controlled. The governance specifies the foundations and principles of the distribution of rights and responsibilities among the different participations in the Company – such as the Board of Directors, managers, shareholders and other Stakeholders – and spells out the rules and procedures for making decisions of the Company’s affairs.

Executive Board Member: A Board member who performs an executive role and/ or has a full-time position.

Non-Executive Board Member: A Board member who does not have a full-time management position at the Company or who does not receive a wage.

Independent Board Member: A Board member, who has complete independence.

Corporate Governance Code: Qatar Financial Markets Authority (QFMA) Resolution No. 5 of 2016 for Companies and Legal Entities Listed on the Main Market and its amendments.

Law: Commercial Companies Law No. (11) of 2015 and its amendments.

Authority: Qatar Financial Markets Authority (QFMA).

Disclosures in the Annual Report

The Board is committed to submitting an annual governance report in accordance with the applicable regulations. In its annual report, the Group shall disclose its commitment to apply the principles and provisions of the Governance Code. In case of non-compliance with any principle or provision of the Code for reasons accepted by the Authority, taking into account the public interest, the market interest or the protection of investors, the Group shall specify in the Governance Report the article or articles that it has not complied with and express the justifications for non-compliance or the reasons for violation, as the case may be, provided that the Governance Report is part of the annual report of the Group, including the following:

First: Procedures followed by the Group in implementing the provisions of this Code:

In fact, the Group has adopted the Governance Code No. 5/2016 since the Constituent General Assembly of the Group held on May 8, 2017, which approved the Group's Articles of Association and finally announced the establishment of the Group.

In 2019, the Group adhered to the application of governance systems. To explain, during 2019, the Group held eleven (11) meetings for the Audit and Risk Management Committee, five (5) meetings for the Nominations and Remuneration Committee, ten (10) Board meetings, one (1) Ordinary General Assembly meeting and one (1) Extraordinary General Assembly meeting.

During Financial Year 2019, the Audit and Risk Committee meetings approved the 2019 annual budget for the Group and its subsidiaries, with minor changes. The Committee discussed the internal audit reports of the Group and its subsidiaries. The Internal Auditor presented during the meetings the results of their detailed reports regarding their internal audit on the subsidiaries. The Committee listened to the notes and responses of the general managers as well as their plans to tackle the vulnerabilities of the internal controls and took the necessary steps in this regard. The Committee looked into investing in a pharmaceutical entity and discussed the settlement with Ahli Bank regarding the lawsuit against the Group and Debbas - ETA JV. It also discussed the Group's direct and indirect corporate guarantee for related parties. Furthermore, the Committee discussed the Corporate Governance Report 2018, the restructuring of the Board of Directors and its committees as well as the outstanding receivables from related parties in addition to the matter of allocating costs related to financial and legal operational control to the subsidiaries. The Committee also discussed the subsidiaries' Authority Matrix and recommended to the Board to approve it. It also discussed the periodic financial statements of the Group and its subsidiaries, and they were approved and presented to the Board of Directors. In addition to that, the Committee discussed the amendment of the Articles of Association for some of the Group's subsidiaries according to the Committee's recommendation to activate the Board of Directors' on the subsidiaries in accordance with the Governance code and regulations. It also discussed a proposal of purchasing a property to be used as the main offices for the Group and its subsidiaries.

At the level of the Board of Directors, ten (10) meetings were held. The most important topics discussed were the discussion and approval of all the periodic financial statements at the specified times in accordance with the law and regulations as well as the Audit and Risk Management Committee reports during the fiscal year 2019. The Board approved the restructuring of the Board and the committees. The Board also accepted the resignation of a Board member and appointed a new Board Secretary in replace of the resigned Secretary. The Board approved the amendment of Investment Holding Group's representatives in the Board of Directors of its subsidiaries; Construction Development Contracting & Trading (CDCT) and Debbas Enterprise – Qatar (DEQ). Furthermore, the Board approved restructuring banking facilities for the Group as well as renewal and amendment of banking facilities for the Group and its subsidiaries, based on the delegation provided to the Board of Directors during a previous General Assembly.

The Group has called for two meetings for the ExtraOrdinary General Assembly where the first meeting held on 14 April 2019 was adjourned to the second meeting held on 16 April 2019, due to lack of quorum. The purpose of the meeting was to approve the amendment of Article 5 and Article 27 - clause 3 of the Articles of Association by splitting the nominal value of the share to become One Qatari Riyal, in accordance with the decision of Qatar Financial Markets Authority during its forth meeting held on 16 December 2018.

The mentioned amendments to the Memorandum of Association were published in the Official Gazette, in its issue No. 16 dated 18 July 2019, page 159 to 161. The Annual General Assembly meeting was held once on 14 April 2019.

In addition to the above, the Group made effective disclosures in a way ensuring justice and transparency, preventing conflicts of interest and exploitation of information not available to the public, and clarifying the rules to be followed when dealing in securities by insiders. The Board meetings, resolutions and recommendations, periodic financial statements, and the place and time of holding the General Assembly meetings were disclosed. A new Secretary has been appointed for the Group's Board of Directors. The basic statements of the listed company were disclosed according to the applicable laws and regulations. The contracts signed by the subsidiaries were also disclosed. In addition, the Group disclosed the list of names and data of independent candidates for Board membership, and the list of informed persons, as well as committees and recommendations, committee members and court lawsuits. Moreover, the Group disclosed all periodic and immediate information and notifications regarding material issues.

During the Financial Year 2019, the Group carried out all disclosure procedures stipulated in the applicable laws and regulations, particularly to QFMA, Qatar Stock Exchange and Qatar Central Securities Depository. The Group's website was updated to keep the shareholders updated of all the news and disclosures issued by the Group.

Second: Disclosure of any violations committed during the year, including violations and penalties imposed for non-compliance with the implementation of any of the principles or provisions of this Code, their reasons, the remedial measures taken and ways to avoid the same in the future

During the period until the end of the financial year 2019, the Group did not commit any violations, and no penalties were imposed on it due to its commitment to implementing the principles of governance

Third: Disclosure of information relating to Board Members and Committees and Senior Executive Management in the Group and their responsibilities, powers and work during the year, as well as their remunerations

A. BOD Members:

The Board shall consist of ten (10) members to be elected by the Ordinary General Assembly by secret ballot. As an exception, the Founders appointed the first Board, which shall remain in office for five years in accordance with the Group's Articles of Association.

On July 21, 2019, the Board accepted the resignation of Mr. Wafa Essam Soufan as a Board member and a member of the Audit and Risk Management Committee. Accordingly, the Board was formed of the following members:

SN.	Data, Brief CV and Qualifications of Board Member
1	HE Ghanim Sultan Al Hodaifi Al Kuwari Chairman Minister of State Former Director of State Security Service Former Undersecretary of Ministry of Interior
2	Khalid Ghanim Sultan Al Hodaifi Al Kuwari Vice Chairman BA in Police Science from Durham Military College Businessman
3	Sheikh Nasser bin Ali bin Saud Al Thani Board Member (Independent, Non-Executive) Deputy Chairman of Ahli Bank Chairman of Qatar General Insurance & Reinsurance Company Q.P.S.C.
4	Hamad Abdulla Shareef Al Emadi Board Member (Independent, Non-Executive) Business Management Diploma from Arizona University MBA from Plymouth University CEO of Alijarah Holding Q.P.S.C.
5	Omar Abdulaziz Al-Marwani Board Member (Independent, Non-Executive) CPA from California Board of Accountancy, USA Board member in a number of major companies, such as Ooredoo & Katara

	Hospitality Former CFO of Qatar Investment Authority
6	Abdul-Rahman Ghanim Sultan Al Hodaifi Al Kuwari Board Member (Non-Independent, Non-Executive) BA in Police Science from Durham Military College Businessman
7	Mohammed Ghanim Sultan Al Hodaifi Al Kuwari Board Member (Non-Independent, Executive) BSc in Technological and Information Business Administration, Accounting Department, Higher Technological Institute, Egypt Deputy CEO of Investment Holding Group Q.P.S.C. Businessman
8	Sultan Ghanim Sultan Al Hodaifi Al Kuwari Board Member (Non-Independent, Non-Executive) Business Administration Diploma, Qatar University, 1996 MA in Diplomatic Studies, University of Westminster, UK, 2001 Emiri Diwan, Head of His Highness Emir Office for Personal Affairs
9	Hamad Ghanim Sultan Al Hodaifi Al Kuwari Board Member (Non-Independent, Non-Executive) Military Science Diploma, Royal Military Academy Sandhurst, London, 2000 An officer in the Qatari Police Amiri Diwan
10	Abdul-Aziz Ghanim Sultan Al Hodaifi Al Kuwari Board Member (Non-Independent, Non-Executive) BSc in Business Administration, Plymouth University, UK, 2011 International Bank of Qatar - Corporate Relations Manager (20/11/2011 - 31/05/2013) Training courses and experience at the National Bank of Kuwait in New York and the UK Amiri Diwan - Amiri Protocols

B. Board Committees:

1. Audit & Risk Management Committee:

The Committee shall consist of three members appointed by the Board with financial and accounting expertise. Committee meetings shall be held in the State of Qatar and can be held in-person or by using any modern means of technology communication. Meetings shall be held at intervals not exceeding two months. The Committee shall send its report to the Board. As defined in its charter, the Audit and Risk Management Committee shall have several powers, particularly those related to financial reporting, internal control system, internal audit system, compliance control system, oversight over external auditors, direction of attention to key issues, and handling of risk management and compliance matters.

The Committee shall submit its reports to the Board, document its minutes in writing by a Secretary, and take its decisions by simple majority. Meetings of the Committee shall be convened by the Chairman or two members of the Committee, and quorum shall be constituted by the presence of two members.

In 2019, the Audit and Risk Management Committee held eleven (11) meetings for the Audit and Risk Management Committee at the Group. The members of the committee were changed by the Board resolution no. 9/2019, dated 21 September 2019, and appointed Sheikh Nasser Bin Ali Bin Saoud Al Thani, following the resignation of Mr. Wafa Essam Soufan. The appointment of Sheikh Nasser Bin Ali Bin Saoud Al Thani in place of Mr. Wafa essam Soufan comes in compliance with the provisions of Article 18 of the Governance Code, stipulating that the majority of the Committee's members is of the independent members of the Board. Members of the Audit and Risk Management Committee are:

Member	Title
Omar Abdul-Aziz Al-Marwani	Chairman of the Audit & Risk Management Committee - Independent Board Member
Sheikh Nasser bin Ali bin Saud Al Thani	Member of the Audit and Risk Management Committee - Independent Board Member
Walid Ahmed Al-Saadi	Member of the Audit and Risk Management Committee - Advisor to the Board

2.Nominations and Remuneration Committee:

The Committee shall consist of at least three members and shall hold its meetings in the State of Qatar at least twice a year. The Committee shall report to the Board. It shall develop the rules and

criteria adopted by the General Assembly for the election of the best candidates for membership of the Board, nominate those whom it deems appropriate for the membership of the Board in the event of vacancy of any of its seats develop the succession plan of the management of the Group to ensure quick appointment of replacements nominate those it deems appropriate to fill any of the Executive Management posts, receive candidature applications to the Board and submit the same to the Board along with recommendations, prepare and submit an annual report to the Board containing a comprehensive analysis of the Board's performance; and determine the role of the annual bonus policy in the Group, as well as the bases for granting allowances and incentives across the Group.

The Committee shall submit its reports to the Board, keep minutes for its meetings, and take its decisions by simple majority. Meetings of the Committee shall be convened by the Chairman or two members of the Committee at least one week prior to its meeting. Quorum shall be constituted by the presence of two of its members.

The current members of the Committee are:

Member	Title
Sheikh Nasser bin Ali bin Saud Al Thani	Chairman of the Nominations and Remuneration Committee
Khalid Ghanim Sultan Al Hodaifi Al Kuwari	Member of the Nominations and Remuneration Committee
Hamad Abdulla Shareef Al Emadi	Member of the Nominations and Remuneration Committee
Hamad Ghanim Sultan Al Hodaifi Al Kuwari	Member of the Nominations and Remuneration Committee

C. Senior Executive Management in the Group and their responsibilities, powers and work during the year, as well as their remunerations:

The Organizational Structure consists of:

1. **Samer Mohammed Wahbeh:** Group CEO
2. **Mohammed Ghanim Sultan Al Hodaifi Al Kuwari:** Group Deputy CEO
3. **Mohammad Abdullah:** Group CFO
4. **Joseph Akiki:** Group Legal Advisor, Secretary of the Board and Committees
5. **Asmaa Belal:** Investor Relations Officer

The directors of the Executive Management have performed all the tasks assigned to them to the fullest, and each of them has fulfilled the responsibilities assigned thereto throughout the year.

D. Remunerations

Article 38 of the Group's Articles of Association states that the General Assembly shall be entitled to determine the bonuses of the members of the Board, provided that the percentage of such bonuses shall not exceed 5% of the Group's net profit after deduction of statutory

reserves and deductions and distribution of dividends to shareholders by not less than 5% of the paid-up capital.

The bonuses of the Senior Executive Management shall be based on the same criteria adopted for the Group's employees, provided that the evaluation is conducted by the Nominations and Remuneration Committee based on the Executive Management Performance Appraisal System approved by it.

Accordingly, the entitlement to bonus depends mainly on the overall assessment of employee performance, which varies in terms of focus and objectives from time to time in light of the circumstances and challenges faced by the Group—all is based on the recommendation of the Nominations and Remuneration Committee and approval by the Board.

Fourth: Disclosure of the procedures of risk management and internal control of the Group, including the supervision of financial affairs, investments, and any relevant information:

The Group appointed the members of the Audit and Risk Management Committee as indicated previously, and appointed an internal auditor for the Group to prepare internal audit reports on each of the Group's companies during 2019. The Internal Auditor prepared the internal audit reports, and the general managers were invited to discuss the reports in the Audit and Risk Management Committee and the necessary recommendations were taken for each company apart. The Group works on studying its investments in all sectors and cooperates with its subsidiaries to reduce risk level by studying the contracts of supply, import, contracting and other contracts in the Group in terms of legal, financial, administrative and operational aspects. The Group also started to develop computational systems that link all subsidiaries to the Holding Company for effective and productive communication. In addition, it began to link the subsidiaries together to reduce the cost of work undertaken by them, including the unified systems of financial and legal affairs, personnel and supply, as well as to standardize the way of dealing with banks to ensure the most successful distribution of the Group's resources and financial and technical capabilities.

Fifth: Disclosure of Committees' work, including number of meetings and their recommendations:

As explained above.

Sixth: Disclosure of the procedures followed by the Group in identifying, assessing and managing risks; comparative analysis of the Group's risk factors; and discussion of the systems in place to address drastic or unexpected market changes:

The risk management policy aims to identify potential weaknesses and risks, and procedures to avoid them, as well as actions to address and reduce their effects upon occurrence thereof. The risk management policy also studies the status of subsidiaries and identifies the high, medium and low risk points in order to contain them and not allow their adverse effects to exacerbate. This includes the study of external auditors' reservations, profitability ratios, liquidity rates, financial management policy,

procurement management policy, and other operational, technological and environmental risks, as well as crises management procedures.

The Group shall assess the operational risks at the Group level. The internal auditor shall also study the risks in cooperation with the Executive Management and the managers of subsidiaries in order to identify the weaknesses and their seriousness, and make the necessary recommendations. These risks shall be addressed and followed up by the Executive Management, committees and the Board, each according to their functions and in coordination with the executive management in each subsidiary apart.

The Board has overall responsibility for the development and supervision of the Group's risk management framework, which includes the Group's main financial liabilities, such as loans, trade payables and other payables. The main purpose of these financial liabilities is to finance the Group's operations and provide guarantees to support its operations. The Group has trade and other payables, cash and short-term deposits that come directly from its operations.

In this regard, the Group is exposed to the following risks as a result of its utilization of financial instruments:

1. Credit risk
2. Liquidity risk
3. Market risk
4. Operational risk

1. Credit Risk:

Credit risk is the risk of a financial loss to the Group as a result of a customer's or counterparty's failure to meet its contractual obligations. These risks arise mainly from the Group's trade and other receivables.

The Group's exposure to credit risk is primarily affected by the individual characteristics of each customer. The population operations of the Group's customer base, including industry and country default risks, have a lower impact on credit risk, since there is no focus on credit risks attributable to a single customer. Receivables are recorded based on the original invoice amount less any provision for collectible amounts. An estimate is made for doubtful debts if it is not probable that the full amount will be collected. Doubtful debts are written off when they are unlikely to be recovered.

2.Liquidity Risk:

Liquidity risk is the risk that arises from the Group's inability to meet its obligations as they become mature. The Group's approach to liquidity management is to ensure, to the extent possible, that sufficient liquidity is always available to meet liabilities when due under both normal and difficult circumstances without incurring unacceptable losses or damage to the Group's reputation.

The Group uses an activity-based cost method to determine the cost of its products and services, which helps to monitor cash flow requirements and optimally invest cash proceeds. Moreover, the Group typically ensures that it has sufficient cash available on demand to meet expected operating expenses, including servicing the financial liabilities but excluding the potential impact of extremely difficult conditions that are not reasonably foreseeable, such as natural disasters.

3. Market Risk:

Market risk is the risk arising from changes in market prices, such as foreign exchange rates and interest rates that affect the Group's income or the value of its financial instruments.

- **Currency Risk:**

The Group's exposure to currency risk arises from sales, purchases and loans in currencies other than the functional currencies used by the concerned companies of the Group. Most of the Group's transactions are affected in currencies used by the Group's companies or in currencies with a fixed exchange rate with the currency used.

- **Interest Rate Risk:**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to market interest rate risk arises mainly from interest bearing loans and facilities. The Group adopts a policy ensuring that the interest rate risk is reviewed on a regular basis.

4. Operational Risk:

Operational risk is the risk of direct or indirect loss arising from a wide range of causes associated with the Group's operations, employees, technology and infrastructure, or from external events other than credit, market or liquidity, such as those arising from legal and regulatory requirements and generally accepted standards of corporate conduct. Operational risks arise from all operations of the Group.

The objective of the Group is to manage operational risks in order to avoid financial losses and damage to the reputation of the Group, and ensure overall cost effectiveness as well as avoid control restriction measures that limit the spirit of initiative and creativity.

The main responsibility for developing and implementing controls to address operational risks is assigned to the senior management in each business unit. This responsibility is supported by the development of Group-wide operational risk management standards in the following areas:

- Requirements for proper segregation of duties including independent authorization of transactions;
- Requirements for transaction settlement and monitoring;
- Adherence to regulatory and legal requirements;

- Documentation of controls and procedures;
- Requirements for periodic assessment of operational risks faced by the Group and adequacy of controls and procedures to address identified risks;
- Requirements for reporting operational losses and proposed procedures to address them;
- Development of an emergency plan;
- Training and professional development;
- Ethical and business standards, and
- Risk mitigation, including insurance when this is effective.

Compliance with the Group's standards is supported by a periodic review program carried out by the Internal Audit Department. The findings reached by the Internal Audit Department are discussed with the business unit management concerned, and reports are submitted to the Audit Committee, the Board and Senior Management of the Group.

Seventh: Disclosure of the Board's performance assessment, Board members' commitment to achieving the Group's interest, performing Committees' work, and attending the meetings of the Board and its Committees; and disclosure of the Senior Executive Management's performance assessment regarding the implementation of the internal control system and risk management including identification of the number of appeals, complaints, proposals, notifications and the way followed by the Board to address regulatory issues

The Nominations and Remuneration Committee shall be responsible for assessing the performance of the Board and the extent to which Board members are committed to achieving the Group's interests and fulfilling their obligations stipulated in the Corporate Governance Code, the Commercial Companies Law, the Group's Memorandum of Association, and the relevant laws and regulations. The Board held ten (10) meetings during 2019. Members of the Board attended most meetings, which were held at intervals not exceeding two months.

The Board approved the financial statements for the fiscal year ended 2018, as well as the financial statements for the first quarter, the first half and the third quarter of the financial year 2019. The auditors' reports were reviewed and discussed. In addition, the Board discussed the governance systems extensively. Those decisions were issued after a thorough discussion and consensus, and no reservation was made on any of the Board's decisions.

During 2019, the Group disclosed the recommendations of the Board and the work of the Committees in accordance with the approved regulations. The Audit and Risk Management Committee studied the risks in the subsidiaries through the internal auditor and discussed them with the Executive Management of the Group and with the general managers of the subsidiaries. Steps were taken to reduce risk levels and followed up at successive meetings of the Audit and Risk Management Committee, as well as in the regular meetings of the Executive Management in the Group with the general managers of subsidiaries where the minutes of the meetings were recorded. These steps were followed up closely and periodically.

Eight: Disclosure of failures in the internal control system, wholly or partly, or weaknesses in the implementation thereof; and disclosure of contingencies that have affected or may affect the Group's financial performance, and the procedures followed by the Group in addressing internal control failures (particularly the problems disclosed in the Group's annual reports and financial statements):

Internal control aims to verify the extent of the Group's compliance with the financial and legal procedures and systems. The internal units of the Group carry out internal control operations according to their financial or legal powers. The Group assigned an independent consultant to prepare the internal audit charter; assess the risks associated with the Group's activities, accounting operations, main business risks, internal audit plan of the Group and its subsidiaries, and comprehensive financial audit; and review the performance of the Group and its subsidiaries in a precise manner. Recommendations shall then be presented to the Board to reduce risks and improve the performance of the Group and its subsidiaries.

Ninth: Disclosure of the Group's compliance with applicable market listing and disclosure rules and requirements:

The Group complied with all the applicable market listing and disclosure rules and requirements. All periodic and immediate reports were disclosed and material information was immediately disclosed. The Group established a compliance department to take care of its Legal Affairs in coordination with the Investor Relations Division so as to keep the Group updated with and the laws and regulations adopted in this regard.

Tenth: Disclosure of any conflict or dispute to which the Group is party, including arbitration and lawsuits

The following are the disputes and conflicts in which Investment Holding Group is either a plaintiff or defendant:

1. Investment Holding Group Q.P.S.C.

Plaintiff: Against Qatari Diar and Six Construct/Midmac JV

Defendant: Ahli Bank.

(A) In February 2011, a subsidiary of the Group, Debbas Contracting Qatar WLL, entered into a sub-contract for executing the electromechanical works of Doha Convention Center Project within 22 months (by the joint venture of Debbas Contracting and ETA Star Engineering & Contracting WLL (under liquidation)), with the "Main Contractor" (Six Construct/Midmac JV) with a total contractual value of QR 430,000,000.

Over several years, the Subcontractor received several instructions from the Engineer (Executing Orders from the Site) outside the scope of the main contract, amounting to QR163,820,000 (The Group's share was QR81,910,000), which contributed to the extension of the project until June 2015. A number of minor works remained and the Subcontractor had to complete them during the maintenance period. The total amounts due from the Main Contractor as at 31 December 2018 amounted to QR194,717,264 (the Group's share was QR97,358,632). The retention receivables amounted to QR19,788,405 (the Group's share was QR9,894,202).

On April 16, 2016, the Subcontractor received the Completion Certificate of the project, dated retroactively to June 11, 2015, and accordingly the Subcontractor submitted the final invoice on May 15, 2016. On January 21, 2017, the Main Contractor submitted its final account valuation with net outstanding liabilities of QR23,419,531.

The absence of a solution to resolve the dispute in an amicable manner resulted in the Subcontractor filing lawsuit No. 568/2016 in January 2018 against both Qatari Diar (the "Employer") and the Main Contractor, demanding the payment of QR625,861,657 for the remaining contractual fees from the base price of the project and the additional site orders according to the Main Contractor's instructions, as well as extension of time costs, and compensation for loss of opportunity.

(B) In 2011, the Subcontractor received credit facilities from a local bank to finance the project, bringing the total outstanding amount plus interest as at 31 December 2018 to QR141,522,179, of which the Group's share was QR70,761,089. The Group and related parties provided the following commercial and personal guarantees to Ahli Bank for the credit facilities of the project:

- Personal guarantee from the Chairman of the Board of Investment Holding Group in the amount of QR43,000,000;
- Commercial guarantee from Debbas Contracting Qatar WLL in the amount of QR276,000,000; and
- Commercial guarantee from ETA Star Engineering & Contracting WLL (under liquidation) in the amount of QR233,000,000.

Moreover, the founders of the Group personally pledged the accrued income as at 31 December 2016 regarding the unapproved change orders amounting to QR77,775,000, in addition to a written pledge from Debbas Holding Lebanon for its share of the Bank's claim.

In October 2018, QNB Al Ahli filed the lawsuit No. 2926/2018 against the Subcontractor, the Group and others, requesting the payment of the total outstanding amount of the loan (QR178,529,133).

In January 2019, the competent section in the court decided to refer the lawsuit No. 568/2018 to the competent court examining the lawsuit No. 2926/2018, so that the two cases would be considered concurrently in parallel. The court appointed a committee of experts to review the lawsuit details. The hearing was recently adjourned to 5 March 2020, for the committee of experts to present its report.

In addition, based on the examination of project documents, reports and evaluations by two independent external experts and the evaluation carried out by the Executive Management, the Group's external legal counsel, based on the information available to it, believes that the Subcontractor's lawsuit against the client, Main Contractor and others has a reasonable success chance and the claims of the adverse parties are more likely to be rebutted. However, the final decision in the case is subject to the opinion of the court considering the case. Accordingly, the Group does not anticipate any material liabilities arising from the above-mentioned claims and which should be disclosed in the consolidated financial statements as at 31 December 2019.

2. Investment Holding Group Q.P.S.C.

Investment Holding Group Q.P.S.C. is the defendant in lawsuit No. 2339/2019 filed by the Commercial Bank in front of the Court of First Instance – forth division.

On 4 January 2017, the Group signed an agreement with the Commercial Bank whereby the Bank provides the service of receiving the applications of the Group's Initial Public Offering for listing in Qatar Financial Markets Authority. The Group fulfilled all its obligations and settled all the payments required by the bank at that time.

On 14 August 2017, Qatar Stock Exchange issued a letter to the Commercial Bank demanding to pay an invoice of QAR 825,000. Then the Bank required the Group to pay the invoice, claiming that it is for marketing services performed by the Qatar Stock Exchange to the Group although there is no agreement between the Group and Bank to provide such services. After which, the Bank filed the subject lawsuit.

On 17 December 2019, the court issued an order of dismissal and obliged the Commercial Bank (plaintiff) to cover the expenses.

Eleventh: Disclosure of operations and transactions entered into by the Group with any "Related Party":

Without prejudice to the provisions of the law in this regard, the Board shall comply with the principles of governance and with the disclosure of the transactions and dealings entered into by the Group with any "Related Party". The auditor shall review all transactions and dealings entered into by the Group with any Related Party and they shall be disclosed in the periodic financial statements.

The Board shall constantly and regularly review and update governance applications, apply the best principles of governance and uphold fair-trading principle among shareholders. The Board shall also update professional conduct rules embodying the Group's values, and constantly and regularly review its policies, charters, and internal procedures which shall be binding upon the Group's Board members, Senior Executive Management, advisors, and employees. The most important of which are the charters of the Board and its committees, the policy of the Group's dealings with Related Parties, and the Insiders' trading rules.

The Group is committed to the competence and effectiveness of Board members. It shall ensure that Board members are qualified with sufficient knowledge of administrative matters and relevant experience to perform their duties effectively, and that they devote enough time to do their job with integrity and transparency in order to achieve the Group's interest, goals and objectives. Board members shall meet the applicable requirements, namely: None is under twenty-one years of age; none has been sentenced to a criminal penalty, or an offence against honor or integrity, or any of the crimes referred to in Article 40) of Law No. 8 of 2012 on Qatar Financial Markets Authority, and Articles (334) and (335) of Law No. 11 of 2015 promulgating the Commercial Companies Law; none is banned from practicing any work in the entities subject to the Authority's oversight under Article (35 (paragraph 12)) of Law No. 8 of 2012 referred to; and none has been declared bankrupt, unless they have been rehabilitated. Moreover, a Board member shall be a shareholder owning 100,000 shares of the Group's shares determined by its Article of Association. Such shares shall be deposited with the Depository Authority with restriction of trading, mortgage or seizure until the end of membership period and approval of the Financial Statements of the last fiscal year in which the member performed his duties. Such shares shall also be allocated to guarantee the rights of the Group, shareholders, creditors and third parties for the liability against Board members.

The members of the Board also acknowledged not occupying any position prohibited by law to be combined with the membership of the Board, based on the minutes of the Board meeting No. 19/2019 dated 19 March 2019.

The Board shall ensure that no one or more members shall control the decision-making process in the Group by approving the Group's authority matrix in the minutes of the Board meeting No. 12 of 13 June 2018. The authority matrix detailed the powers of the Board, Executive Management, general managers, and senior employees in the Group and its subsidiaries in terms of decision making, including plans and budget, corporate governance,

periodic reports and control, policies and procedures, salary scales, employee relations and affairs, banking and financial matters, payment and contractual obligation signing powers, stock inventory pricing, contract amendments, financial and legal settlements, disposal of assets and debt clearances, and public relations. It also included a detailed analysis of the control systems and risk policies of the Group and its subsidiaries.

In addition to the above, the Group shall ensure that no Board member may combine any of the prohibited positions at the same time. That is, no Board member, whether in person or in capacity, may serve as a board chairman or a vice-chairman for more than two companies headquartered in the State, nor serve as a board member for more than three shareholding companies headquartered in the State, nor serve as a delegated director in more than one shareholding company headquartered in the State, nor combine two board memberships of two companies exercising a homogeneous activity. The Group shall not allow combining the position of the Board Chairman with any other executive position in the Group.

1. Board Charter:

The Group committed to preparing the Charter of the Board in 2017 and published it on its website www.ihgqatar.com. It shall amend the Charter according to the circumstances.

2. Board Responsibilities:

The Board shall represent all shareholders and exert due diligence and care in managing the Group in an effective and productive manner so as to achieve the interest of the Group, partners, shareholders and stakeholders, and achieve public interest as well as promote investments in the State and enhance community development. The Board shall also bear the responsibility for protecting shareholders from illegal or arbitrary practices and business, or from any acts or decisions that may be harmful to them, cause discrimination among them, or let a group dominate another.

The responsibilities of the Board are clearly defined in the Group's Articles of Associations and in "the Board Charter" referred to above.

Without violating the provisions of the law, the Board shall carry out its functions and duties and bear its responsibility according to the following:

- The Board shall carry out its duties responsibly, in good faith and with due diligence. Its decisions shall be based on sufficient information received from the Executive Management, or from any other reliable source.
- A Board member shall represent all shareholders, and shall be committed to achieving whatever is in the interest of the Group, not the interest of the person he represents or the person that voted in favor of his appointment to the Board.
- The Board shall determine the powers to be delegated to the Executive Management and the procedures for taking any decision and the validity of such delegation. It shall also determine matters reserved for decision by the Board. The Executive Management shall submit to the Board periodic reports on the exercise of delegated

powers in order to consider the proposed recommendations and make administrative decisions thereon.

- The Board shall ensure that procedures are laid down for familiarizing the new Board members with the Group's business and, in particular, the financial and legal aspects, and providing them with the necessary training.
- The Board shall ensure that sufficient information about the Group is made available to all Board members in general, and to non-executive members in particular, to enable them to perform their duties and roles efficiently.
- The Board didn't conclude any loan contracts with terms exceeding three years, and did not sold or mortgaged the property of the Group, or discharged the Group's debtors from their obligations, unless it is authorized to do so under the Group's Articles of Association and according to the conditions stipulated therein. In case the Group's Articles of Association contains provisions in this regard, the Board did not act without the approval of the General Assembly, unless such acts fall within the normal scope of the Group's purposes.
- The Board assumed all the powers and authorities necessary to manage the Group and delegated some functions to its committees, particularly the Audit and Risk Management Committee, the Nominations and Remuneration Committee, and the Executive Committee. However, the Board is not bound by the recommendations made in the minutes of the committees.

3. Board Chairman:

The Chairman serves as the head of the Group, represents it before others and before the judiciary, is primarily responsible for ensuring the proper management of the Group in an effective and productive manner, and works to achieve the interest of the Group, partners, shareholders and stakeholders. The Board Charter defines the tasks and responsibilities of the Chairman as follows:

- Ensuring that the Board discusses all the main issues in an efficient and timely manner;
- Approving the agenda of the Board meeting, taking into consideration any matter proposed by any Board member;
- Encouraging all Board members to collectively and effectively participate in the conduct of the Board's affairs to ensure that the Board is undertaking its duties to achieve the best interest of the Group;
- Making available for the Board members all data, information, documents and records of the Group, and the Board and its committees;
- Creating effective communication channels with shareholders and communicating their opinions to the Board;
- Allowing effective participation by non-executive Board members in particular and promoting constructive relations between executive and non-executive Board members; and

- Keeping Board members constantly informed about the implementation of the provisions of the Governance Code, allowing the Chairman to authorize the Audit and Risk Management Committee or others in this regard.

4. Board Members' Obligations:

In inviting Board members to meet, the Board committed to inviting them to meet in person or through teleconference, videoconferencing or similar communication equipment. The Board ensured that everyone was able to listen and talk to each other throughout the meetings, bearing in mind that boards minutes of meeting require the signature of at least half the members to be valid.

5. Invitation for Meetings:

The Board shall meet at the invitation of its Chairman in accordance with the Group's Articles of Associations or at the request of two of its members. The invitation, accompanied with the agenda, shall be sent to each member at least one week prior to the appointed date of the meeting. Any member may request the addition of one or more items to the agenda, and the Chairman shall confirm the addition of such new items to the agenda. During 2019, the Board held ten (10) Board meetings, at intervals not exceeding three months. Those meetings were attended by the majority of members. All members participated in the meetings of the Board in person or by means of modern communication technology, so that all members heard and participated in the proceedings of the Board and the issuance of its decisions.

The decisions of the Board were always passed by a majority vote of those present or their representatives. All meetings were signed by the Chairman and the Secretary, as well as all members present. Some decisions were issued in a written and valid form that is enforceable for all purposes, with at least half of the members signing in accordance with Article 33 of the Group's Articles of Association.

All the minutes of meetings were signed by the Chairman and the Secretary. Accordingly, the Board complied with the provisions of Article 104 of the Companies Law, Article 14 of the Governance Code, and Article 33 of the Group's Articles of Association.

The schedule of Board meetings in 2019 is as follows:

Meeting No.	Date	Agenda	Number of Attendants
18/2019	15 January 2019	Discussing the annual budget 2019 for Investment Holding Group Q.P.S.C. and its subsidiaries.	7
19/2019	19 March 2019	1. Discussing the financial statements for the year ended 31/12/2018 as compared to the fiscal year ended 31/12/2017, approved by the Group's auditors, as well as the Board' report on the Group's operations and financial position as well as Governance report 2. Discussing the Audit and Risk Management Committee's report for the financial year 2018	6

		<ol style="list-style-type: none"> 3. Proposed arbitration in one of the projects for Electro Mechanical Engineering Co W.L.L. 4. The settlement with Ahli Bank regarding the lawsuit filed against the Group 5. Direct and indirect corporate guarantee from the Group to related parties 6. Outstanding receivables from related parties 7. Restructuring the Board and its committees as well as Board members' annual declarations. 8. Ratifying the list of policies, procedures and authority matrix 9. Presenting the settlement regarding the report filed by the Group for Trelco Building Materials Company W.L.L. 10. Discussing auditor appointment offers and determining their fees 11. Discussing and recommending to the General Assembly on the distribution of dividends to shareholders 12. Inviting the Ordinary and Extraordinary General Assembly to convene and determining its agenda 13. Review discharging the members of the Board of Directors and determine their remunerations. 	
20/2019	28 April 2019	Discussing the Group's financial report for the Interim Condensed Consolidated Financial Statements for the first quarter of the fiscal year 2019 ending on 31 March 2019	6
21/2019	21 July 2019	Discussing the feasibility of purchasing treasury shares Resignation of Mr. Wafa Essam Soufan as a Board member and a member of the Risk and Audit Committee. Appointing an Independent Board member in the Audit and Risk Committee Resignation of the Board Secretary and appointing a new Board Secretary	7
22/2019	4 August 2019	Reviewing and discussing the semi-annual audited financial statements for the period ended 30 June 2019	10
23/2019	12 September 2019	Changing the Group's representatives in the Board of Directors of Construction Development Contracting & Trading W.L.L.	7
24/2019	2 October 2019	Restructuring financial facilities for Investment Holding Group Q.P.S.C.	10
25/2019	13 October 2019	Renewing and amending financial facilities for Investment Holding Group Q.P.S.C. and its subsidiaries.	10
26/2019	28 October 2019	Reviewing and discussing the summarized consolidated financial statements for the nine months ended 30 September 2019	8
27/2019	30 November 2019	Changing the Group's representatives in the Board of Directors of Debbas Enterprise - Qatar W.L.L.	7

6. Board Secretary:

In its meeting dated 21 July 2019, the Board appointed Mr. Joseph Akiki as the Board Secretary instead of Mr. Marcel Bou Dehn who resigned from his role. Mr. Akiki holds a university degree in law and has been working with Investment Holding Group since June 2019 as legal advisor to the Group and its subsidiaries. The Secretary provided the needed

assistance for the Chairman and all members of the Board in conducting their duties and committed to the conduct of all work of the Board, including:

- Recording the minutes of Board meetings, setting out the names of attending and absent members, indicating all that has taken place during meeting discussions, and recording members' objections to any decision issued by the Board.
- Recording Board decisions in the register prepared for this purpose as per issuance date.
- Recording the meetings held by the Board in a serial numbered register prepared for this purpose and arranged as per the holding date, setting out the names of attending and absent members, meeting discussions, and members' objections, if any.
- Keeping Board meetings' minutes, decisions and reports, as well as all Board records and correspondence in paper and electronic records, as the case may be. Invitations were always sent electronically, and none of the Board members objected. The Secretary confirmed that invitations were delivered to all members.
- Sending to Board members and participants - if any - the meeting invitations accompanied with the agenda at least one week prior to the appointed date of the meeting, and receiving members' requests to add one or more items to the agenda and indicating the submission date thereof.
- Fully coordinating between the Chairman and members, and among members themselves, as well as between the Board, Related Parties and Stakeholders in the Group, including shareholders, management and employees.
- Enabling the Chairman and members to have timely access to all information, documents and data of the Group.
- Keeping Board members' acknowledgments of not combining prohibited positions according to the law and the provisions of this Code. In this regard, the Board's decision No. 12/2018, dated 13 June 2018, was issued to inform the Board of the positions prohibited to be combined by Board members. The Chairman and members of the Board acknowledged that they are fully aware of this requirement and declared that they do not occupy any of the positions prohibited to be combined.

7. Board Committees:

The Board approved re-forming the Audit and Risk Committee at its meeting No. 19/2019 dated 19 March 2019. A decision was issued to name the Chairman and the members of the committee. The formation of the Nominations and Remunerations Committee remained as is.

The Audit and Risk Management Committee shall amend the proposed internal control system of the Group and conduct periodic reviews as required, including the approval of the annual audit plan and the annual internal audit table of subsidiaries. In addition, the Audit Committee shall undertake the following:

- Setting the procedures of contracting with and nominating External Auditors, and ensuring their independence while performing their work.
- Overseeing the Group's internal controls and following the External Auditor's work and coordinating between them, ensuring their compliance with the implementation of the best

International Standards on Auditing and Financial Reporting in accordance with the International Financial Reporting Standards (IFRS/IAS) and (ISA) and their requirements; verifying that the External Auditor's report includes an explicit mention of whether it has obtained all the necessary information and the Group's compliance with international standards (IFRS/IAS), and whether the audit has been conducted based on International Standards on Auditing (ISA) or not.

- Overseeing and reviewing the accuracy and validity of the financial statements and the annual, semi-annual and quarterly reports.
- Studying, reviewing and following up the External Auditor's reports and notes on the Group's financial statements.
- Ensuring the accuracy of and reviewing the numbers, data and financial statements and whatever items submitted by the Group to the General Assembly.
- Coordinating among the Board, Senior Executive Management and the Internal Control of the Group.
- Reviewing the systems of financial and internal control, and risk management.
- Conducting investigations in financial control matters requested by the Board.
- Coordinating between the Internal Audit Unit in the Group and the External Auditor.
- Reviewing the financial and accounting policies and procedures of the Group and expressing opinions and making recommendation on the same to the Board.
- Reviewing the Group's dealings with the Related Parties, and confirming whether such dealings are subject to and comply with the relevant controls.
- Regularly developing and reviewing the Group's policies on risk management, taking into account the Group's business, market changes, investment trends and expansion plans of the Group.
- Supervising the training programs on risk management prepared by the Group, and nominations to them.
- Preparing and submitting periodic reports on the Group's risks and their management to the Board - at a time determined by the Board - including its recommendations, and preparing reports on certain risks at the behest of the Board or the Chairman.
- Implementing the assignments of the Board regarding the Group's Internal Control.
- Conducting discussions with the External Auditor and Senior Executive Management on audit-related risks, particularly the appropriateness of the accounting decisions and estimates, and submitting the same to the Board to be included in the annual report.

8. Committee Meetings:

The Audit and Risk Management Committee held eight (8) meetings at intervals not exceeding two months, a number exceeding the minimum number stipulated in Article 19 of the Governance Code.

The Board prohibited chairing more than one of the Board Committees mentioned in the governance regulations. The chairmanship of the Audit Committee was not combined with the membership of any other committee. The Nominations Committee and the Remuneration Committee were merged into one committee. None of the committees held a meeting except

with the attendance of its chairman and at least one member. Minutes were prepared for each meeting, indicating meeting discussions, and signed by the committee's chairman and the members present.

Committees shall submit annual reports to the Board, including their work and recommendations. The Board approved the recommendations of the committees at its first meeting after the convening of these committees. In this regard, the Board shall include the work of the committees in the annual report.

9. Internal Control System:

The Group shall adopt the policy and proposal submitted by the Audit and Risk Management Committee on the Group's internal control system. The said proposal shall include a control mechanism; the duties and functions of the Group's departments and divisions as well as the provisions and procedures of responsibility therein; and awareness and education programs for employees about the importance of self-control and internal controls. It shall also include the Group's risk management plan that identifies, at least, the major risks that the Group may face, particularly those related to new technology; determines the Group's ability to take risks; sets up mechanisms to identify, measure and monitor risks; and implements awareness programs and develops ways to mitigate them. The Internal Control System of the Group shall include establishing one or more efficient and independent units to assess and manage risks, carry out financial audit, and oversee the Group's compliance with the controls of financial transactions, especially those done with any Related Party. The said unit shall be managed by one or more internal auditors enjoying competence and experience in financial audit, performance assessment and risk management. The internal auditors enjoy access to all the Group's departments to follow up their work. A decision was issued by the Board regarding the appointment, functions and remuneration of internal auditors. They shall report to the Board.

The internal auditor shall submit to the Audit and Risk Management Committee a report every 45 days on the Group's internal control work. Based on the recommendation of the Audit and Risk Management Committee, the Board shall determine the data to be included in the report, including at least the following:

- Procedures of control and supervision in respect of financial affairs, investments, and risk management.
- Review of the development of risk factors in the Group and the suitability and effectiveness of the systems adopted by the Group to face the drastic or unexpected changes in the market.
- Comprehensive assessment of the Group's performance regarding its implementation of the Internal Control System in compliance with provisions of this Code.
- The Group's compliance with applicable market listing and disclosure rules and requirements
- The Group's compliance with Internal Control Systems when determining and managing risks.
- The risks faced the Group and their types, causes and the actions taken in relation thereto.

- The proposals for addressing violations and eliminating the causes of risks.

10. External Control:

The Audit and Risk Management Committee shall review and study the offers of External Auditors registered in the Authority's External Auditors List, and then submit to the Board a recommendation with reasons to choose one or more offers to appoint the Group's external auditor. Once the Board has approved the recommendation, it shall be included in the agenda of the Group's General Assembly meeting. The General Assembly shall appoint one or more external auditors for one-year renewable for a similar period or other similar periods up to a maximum of five consecutive years, provided that no external auditor may be reappointed before the passing of two consecutive years.

The Audit and Risk Management Committee examined the offers of appointment of an external auditor for the Group at its meeting No. 12/2019 dated 18 March 2019. This item was included on the agenda of the Board at its meeting No. 19/2019 on 19 March 2019. The recommendation made in this respect was presented to the Ordinary General Assembly at its annual meeting on 14 April 2019.

11. Disclosure and Transparency Requirements:

The Board shall comply with the disclosure requirements, including the financial reports, the number of shares owned by the Chairman, Board members, Senior Executive Management, and major shareholders or controlling shareholders. It shall also comply with the disclosure requirements regarding the information related to the Chairman, Board members and Board committees, as well as their academic and practical experiences as reflected in their CVs, and whether any of them is a member of the board, senior executive management or board committees of another company.

The Group made all immediate and periodic disclosures in accordance with the QFMA's regulations, notably the Offering and Listing of Securities Rulebook issued by QFMA by Decision No. 3 of 2010 as amended in its entirety, particularly Articles 48 et seq. It disclosed the financial statements for the fiscal year ended 2018 as well as the financial statements for the first quarter, first half and third quarter of the fiscal year 2019. The Board disclosed the number of shares held by the Chairman, members of the Board and major shareholders, and the information related to the Chairman and members of the Board according to the law, especially on the Group's website www.ihgqatar.com. The Group also maintained updated copies of the Shareholders' Register at the end of each month since the establishment of the Group.

The shares held by the Chairman and members of the Board, the Senior Executive Management and major shareholders, and their percentage of the Group's capital until 31/12/2019, are as follows:

Name	Title	Number of Shares	Capital Share (%)
Ghanim Sultan Al Hodaifi Al Kuwari	Chairman of the Board	175,511,840	21,15%
Sheikh Nasser bin Ali bin Saud Al Thani	Board Member	10,000	-
Khalid Ghanim Sultan Al Hodaifi Al Kuwari	Vice Chairman of the Board	7,666,120	0.92%
Hamad Abdulla Shareef Al Emadi	Board Member	0	-
Omar Abdul-Aziz Al-Marwani	Board Member	0	-
Abdul-Rahman Ghanim Sultan Al Hodaifi Al Kuwari	Board Member	8,092,020	0.97%
Mohammed Ghanim Sultan Al Hodaifi Al Kuwari	Board Member	7,240,220	0.87%
Sultan Ghanim Sultan Al Hodaifi Al Kuwari	Board Member	8,092,020	0.97%
Hamad Ghanim Sultan Al Hodaifi Al Kuwari	Board Member	8,092,020	0.97%
Abdul-Aziz Ghanim Sultan Al Hodaifi Al Kuwari	Board Member	8,517,910	1.03%
Samer Mohammed Wahbeh	Group CEO	0	-
Mohammed Deeb Abdullah	Group CFO	0	-
Joseph Akiki	Group's Legal Advisor and Secretary	0	-
Asmaa Belal	Investor Relations Officer	0	-

Major shareholders who own more than 5% of the Group's capital are:

Name	Number of Shares	Capital Share (%)
Ghanim Sultan Al Hodaifi Al Kuwari	175,511,840	21,15%
Wafa Issam Soufan	127,963,560	15,42%

The Group is committed to disclosing transactions and dealings with Related Parties as well as the transactions made by Board members, Senior Executive Management and insiders.

The Group is also committed to determining its policy on dealing with rumors by denying or confirming, through the official spokesman of the Group mentioned above. Moreover, the Group is committed to making clear disclosures in writing and in a manner not inconsistent with the Authority's relevant legislation. The Board shall ensure the accuracy and validity of the Group's disclosures and its commitment to all disclosure rules.

12. Stakeholder Rights:

The Group is committed to ensuring equal treatment of all shareholders. Its Articles of Association include the shareholders' rights to cumulative voting, dispose of shares, receive dividends, and attend General Assembly meetings and participate in deliberations and vote on their decisions. The Group is also committed to allowing shareholders to request any information but with no harm to the interests of the Group. In this respect, the Group has a website that enables all shareholders to view its documents and information, including but not limited to:

- List of Board members, showing independent and non-independent members and executive and non-executive members, and determining the term of Board seat for each member separately and indicating whether the member occupies a seat in any of the boards of other companies.
- The Secretary of the Board and the decision to appoint him, along with his academic qualifications or experience certificate in accordance with Article 16 of the Corporate Governance Code and the legal entities listed on the Main Stock Market.
- List of the Group's authorized signatories.
- List of Insiders.
- Shareholding ratio of Board members in capital.
- Capital structure and major shareholders' share in the Group's capital.
- An explanatory statement detailing the Group's structure of ownership in any subsidiary, and determining ownership ratios.
- The Group's organizational structure showing senior executives.
- Articles of Association.
- Commercial Register.
- List of the Group's policies and procedures.
- External Auditor.
- Contact data.
- Articles of Association and Memorandum of Association and the amendments thereof.
- Governance Charter.
- Financial Statements.

13. Shareholders' Rights Related to General Assembly:

The Group's Articles of Associations include regulating the shareholders' rights related to the General Assembly Meeting, including:

- Articles 45 and 58 of the Group's Articles of Association of the Group provide for the right of shareholder(s) owning at least 10% of the Group's capital, and for serious reasons, to invite the General Assembly to convene, and the right of shareholders representing at least 25% of the Group's capital to invite the Extraordinary General Assembly to convene pursuant to the procedures prescribed by the law and regulations in this regard.
- Article 49 of the Articles of Association provides that if a number of shareholders representing at least 10% of the Group's capital require the inclusion of certain matters on the meeting agenda, the Board must include them. Otherwise, the General Assembly may decide to discuss these matters at the meeting.
- Article 52 of the Group's Articles of Association provides for the right to attend meetings of the General Assembly; to have the opportunity to participate actively in these meetings and in deliberations taking place therein; to discuss the matters on the agenda; and to be informed about the date and place of the General Assembly meeting, the issues included in the agenda and the rules governing discussions and asking of questions. Moreover, shareholders are entitled to ask questions to Board members and receive answers from them to the extent that this does not jeopardize the interests of the Group. They are also entitled to appeal to the General Assembly if the answer to their questions is deemed insufficient, and the General Assembly's decision shall be binding in this respect.
- Article 48 of the Group's Articles of Association provides for the right of a shareholder to appoint, by virtue of a written special and fixed proxy, another shareholder who is not a member of the Board to attend the meeting of the General Assembly on his behalf, provided that the number of shares held by the proxy shall not exceed 5% of the Group's capital shares. In addition, minor and interdicted shareholders are entitled to attend the meetings of the General Assembly, and they are represented by their legal representatives. Shareholders are also entitled to vote on the General Assembly's resolutions and to receive all information on the rules and procedures governing the voting process.
- Shareholders have the right to object to any decision that is deemed to be issued for the interest or harm of a certain group of shareholders, or that brings a special benefit to the members of the Board or others without regard to the Group's interests. They are also entitled to demonstrate this in the meeting minutes and to invalidate the decisions to which such shareholders objected in accordance with provisions of the law in this regard.

14. Facilitating Effective Participation in General Assembly & Voting:

The Group enables shareholders to review the minutes and results of the General Assembly meetings by immediately disclosing them to the Qatar Financial Markets Authority, the Qatar Stock Exchange and the Ministry of Industry and Trade. It also places the minutes on the Group's website.

There is no impediment to any shareholder using his right to vote, especially since the voting process is cumulative and it is done through secret ballot.

15. Shareholders' Rights Regarding Dividends Distribution:

The Group is committed to determining the minimum percentage of net profits to be distributed to shareholders. Article 72 of the Memorandum of Association stipulates that the Group shall distribute 5% of the net profits to the shareholders annually. Shareholders have the right to receive the dividends approved by the General Assembly, whether in the form of cash or bonus shares, if they are listed in the Shareholders Register at the Depository Authority at the end of the trading session on the day on which the General Assembly is convened.

16. Shareholders' Rights Regarding to Major Transactions:

In accordance with Article 29 of its Articles of Association, the Group guarantees by virtue of cumulative voting the protection of shareholders' rights in general and minority shareholders in particular. Also, in Article 80 of its Articles of Association, the Group is committed to protecting shareholders' rights in general, as it complies with the laws, especially the Commercial Companies Law and the laws and regulations of Qatar Financial Markets Authority.

The Group's Articles of Association provide protection to shareholders in the event of concluding major transactions or actions that may prejudice the interests of shareholders, such that:

1. Neither the Chairman nor any member of the Board may engage in any business that would compete with the Group's business, or trade for their own account or for the account of others in one of the activities of the Group. Otherwise, the Group may claim compensation or consider the operations undertaken by them as if being carried out for their account.
2. Neither the Chairman of the Board, one of its members nor one of the directors may engage in any work similar to that of the Group's activity, or have a direct or indirect interest in contracts, projects and engagements made to the Group's account.
3. The Group shall not provide any monetary loan of any kind to any member of its Board or guarantee any loan made by one of them with third parties. Any act contrary to the provisions of this Article shall be considered null and void without prejudice to the right of the Group to claim compensation from the violator if necessary.
4. The Chairman and members of the Board or employees of the Group shall be prohibited from exploiting any information acquired by any of them, by virtue of their membership or position, to make a gain for himself, his spouse or children or for any of his relatives up to the fourth degree either directly or indirectly as a result of dealing in the Group's securities. Moreover, none of them shall have a direct or indirect interest with any entity that carries out operations intended to affect the prices of securities issued by the Group. Such prohibition shall remain valid for three years after the expiration of the member's term of office on the Board or the end of his employment in the Group.
5. The Board shall disclose the transactions and dealings concluded by the Group with any related party where the latter has an interest that may conflict with the interests of the Group.
6. Shareholders shall have the right to object to any decision that is deemed to be issued for the interest or harm of a certain group of shareholders, or that brings a special benefit to

the members of the Board or others without regard to the Group's interests. They are also entitled to demonstrate this in the meeting minutes and to invalidate the decisions to which such shareholders objected in accordance with provisions of the law in this regard.

7. Each shareholder may individually file a case if the Group does not file the same, in the event that the fault that has occurred may cause damage thereto as a shareholder, provided that the shareholder shall notify the Group of his intention to file the lawsuit. Any provision in the Group's Articles of Association contrary to this shall be considered null and void.

Further, under Article 48 of its Articles of Association, the Group shall prohibit any kind of discrimination among shareholders for any reason and shall treat small and minority shareholders on an equal footing with major shareholders in all cases, especially when the Group intends to enter into major transactions that may harm their interests or prejudice the ownership of the Group's capital. That is, it is not permitted to enter into major transactions that involve owning, selling, leasing, exchanging or otherwise disposing of (except for the establishment of collaterals) the assets of the Group or assets to be acquired by the Group, or those transactions that would change the essential nature of the Group's business, or those whose gross value exceeds 10% of the lesser value of either the market value of the Group or the net asset value of the Group's assets according to the latest announced financial statements, except through the following actions:

1. A decision to this effect shall be taken by the General Assembly.
2. Such transactions shall be preceded by the disclosure of the agreement to be entered into.
3. Approvals shall be obtained from the regulatory authorities on major transactions and the instructions of the official bodies to protect the rights of the minority shall be followed.

17. Stakeholders' Rights (Non-Shareholders):

The Board stated in the Corporate Governance Charter that it adopts an "early warning" policy to encourage the Group's employees to report any suspicious, immoral or illegal behavior that harms the Group's reputation through the mechanism approved for this purpose. Moreover, the Board shall ensure the confidentiality and protection of reports made by employees against any negative reactions by their colleagues or by the employees responsible.

18. The Group's Corporate Social Responsibility:

As a responsible national establishment, the Group believes in the principle of corporate social responsibility towards the community within which it operates. The Group is also committed to continuously promoting the values of development, protecting and preserving human life, health, natural resources and the environment, as well as adding value to the community in which it operates.

Twelfth: MANAGEMENT' REPORT OF INTERNAL CONTOLVER FINANCIAL REPORTING:

In accordance with the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") Issued by the Qatar Financial Markets Authority ("QFMA") Board pursuant to Decision No. (5) Of 2016, the Board of Directors of Investment Holding Group Q.P.S.C., its consolidated subsidiaries are responsible for establishing and maintaining adequate internal control over financial reporting ("ICOFR").

The management of Investment Holding Group Q.P.S.C., and its consolidated subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). Our internal control over financial reporting is a process designed under the supervision of our Group Chief Executive Officer and Group Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the firm's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

To determine whether a material weakness in internal controls over financial reporting exists as at 31 December 2019, we have conducted an evaluation of the suitability of design, implementation and operating effectiveness of internal controls over financial reporting, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

We have covered all the material business and operating companies in our assessment of internal control over financial reporting of significant process as of December 31, 2019.

Risks in Financial Reporting:

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

To confine those risks of financial reporting, the Group has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements and conducted an assessment of the suitability of design of the Group's internal controls over financial reporting based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system. As a result, in establishing ICOFR, the management has adopted the following financial statements objectives:

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

- Control environment
- Risk assessment
- Control activities

- Information and communication
- Monitoring

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

As a result, in establishing ICOFR, the management has adopted the following financial statement objectives:

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

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Organization of the Internal Control System:

Functions Involved in the System of Internal Control over Financial Reporting:

Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization.

The processes that were determined as significant are entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill Impairment, legal contingencies and commitments, financial reporting and periodic closing of the financial records.

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

Controls to Minimize the Risk of Financial Reporting Misstatement:

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

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,

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

Measuring Design and Operating Effectiveness of Internal Control:

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

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

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the design of the system of ICOFR is effective. The evidence itself is generated from procedures integrated within the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also form an important component of the evaluation since such evidence either may bring additional control issues to the attention of management or may corroborate findings.

Conclusion:

As a result of the assessment of the design, implementation, and operating effectiveness of Internal Controls over Financial Reporting (ICOFR), management did not identify any significant deficiency/ material weaknesses in the group's design and implementation and operating effectiveness of Internal Controls over Financial Reporting for significant processes and concluded that ICOFR is appropriately designed, implemented and operating effectively as of December 31, 2019.

This report on Internal Control over Financial Reporting was approved by the Board of Directors on March 28, 2020 and was signed on its behalf by the Chairman.

External Auditors:

Rödl & Partner – Qatar branch external auditors of the Group, has issued a reasonable assurance report on the management's assessment of suitability of design, implementation and operating

effectiveness of internal controls over financial reporting as of 31 December 2019 in accordance with International Standard on Assurance Engagements 3000 (Revised) ‘Assurance Engagements other than Audits or Reviews of Historical Financial Information’ issued by the International Auditing and Assurance Standards Board (‘IAASB’).

Thirteenth: Managements’ Report on Compliance with QFMA Law and Relevant Legislations Including the Code:

In accordance with the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the “Code”) issued by the Qatar Financial Markets Authority (“QFMA”) Board pursuant to Decision No. (5) of 2016, the Board of Directors of Investment Holding Group Q.P.S.C. has prepared the attached Corporate Governance Report 2019.

This report is the outcome of Investment Holding Group Q.P.S.C. continuous commitment towards the implementation of sound governance that embraces best practice guidelines and engrains concrete values into its internal governance policies. Such achievements, we believe, not only fulfil Investment Holding Group Q.P.S.C., compliance with the Governance Code for Companies & Legal Entities Listed on the Main Market (the “Code”) issued by the Qatar Financial Markets Authority (“QFMA”) Board pursuant to Decision No. (5) of 2016, but also reflects Investment Holding Group Q.P.S.C., responsibilities towards its Shareholders and Stakeholders.

Responsibilities of the Board:

The Board of Directors are committed to implement governance principles set out in the Code, which are: justice and equality among Shareholders and Stakeholders without discrimination regardless of their race, gender and religion. Transparent information and required disclosures are provided to QFMA, Shareholders and Stakeholders within the required timeframe and in accordance with the relevant laws and regulations. The principles also include upholding the values of corporate social responsibility and prevailing the public interest of the Company, Shareholders and Stakeholders over any personal interest. The Company is guided by the aforementioned principles, as it endeavors to exercise its duties conscientiously and with integrity. In parallel, the Company also strives to project these values in its dealings with Shareholders, Stakeholders and eventually society.

Management’s assessment on compliance with QFMA’s relevant regulations including the Corporate Governance Code as at December 31, 2019:

In accordance with Article 2 of the Code, we have carried out an assessment on its compliance with QFMA’s relevant regulations applicable to the Company including the Code.

Conclusion:

As a result of the assessment, the management concluded that, to ensure the compliance with the QFMA’s laws and relevant regulations including the Code, the management is still in the process of setting up a more comprehensive and formal process with some of provisions of the Code as set out in appendix – A

External auditors:

Rödl and Partner - Qatar Branch, the external audit firm of the Company, has issued a limited assurance report on the management assessment on compliance with the QFMA's relevant regulations including the Code as of December 31, 2019.

Appendix A

1. The Company is in the process of developing specific rules for insider trading as required by Article 3 and 27 of the Code.
2. The Company is in the process of developing a written policy that regulates the relationship among the stakeholders as required by Article 8 of the Code.
3. The Company is in the process of developing a written policy to ensure compliance with the laws and regulations as required by Article 8 of the Code.
4. The Company is in the process of documenting the adoption of a written policy that defines the basis and method of calculating the remunerations of board members and the incentives and rewards of executive management and employees, as required under Article 18 - II - Section 1 of the Code.
5. The Company is in the process of developing a written policy and procedures for orientation of new board members and for their training as required by Article 9 of the Code.
6. The Company is in the process of developing policies on risk review and management, preparing training programs for this topic, and preparing periodic reports on the subject as required by the following articles (18-III), (13), (14) and (15) of the Code.
7. The Company has a written Internal Control Policy as required by Article 20 of the Code, however the same is pending approval by the board of directors.

- End -

Ghanim Sultan Al Hodaifi Al Kuwari

Chairman

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C., in connection with compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 as of December 31, 2019

To the Shareholders
Investment Holding Group Q.P.S.C.
Doha – State of Qatar

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over Board of Directors' assessment of compliance of Investment Holding Group Q.P.S.C. referred as the "Company" with the QFMA's law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market (the "Code") as of December 31, 2019 as noted in the Board of Director's Corporate Governance Report (Corporate Governance Report), excluding provisions listed under Other information section of this report

Responsibilities of the directors and those charged with governance

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

The Board of Directors are also responsible for ensuring the Company's compliance with the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 and preparing the, 'Report on compliance with the QFMA's law and relevant legislations, including the Code', as set out in disclosure one to eleven of the Corporate Governance Report excluding disclosure on Corporate Social Responsibility mentioned within eleventh disclosure of the Corporate Governance Report.

Responsibilities of the Assurance Practitioner

Our responsibilities are to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the "Board of Directors' Governance Report on compliance with the QFMA's law and relevant legislations, including the Code" presented disclosures one to eleven of the Corporate Governance Report excluding disclosure on Corporate Social Responsibility mentioned within eleventh disclosure of the Corporate Governance Report do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code, based on our limited assurance procedures.

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

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

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C., in connection with compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 as of December 31, 2019 (continued)

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

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

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

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

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

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

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

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C., in connection with compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 as of December 31, 2019 (continued)

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

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

Our independence and quality control:

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

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

Inherent limitations

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

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

Other information

The Board of Directors are responsible for the other information. The other information comprises the Corporate Governance Report (but does not include the Directors' Report on compliance with QFMA's law and relevant legislations including the Code' presented in disclosures one to eleven of the Corporate Governance Report excluding disclosure on Corporate Social Responsibility mentioned within eleventh disclosure of the Corporate Governance Report (the "Directors' Statement") which we obtained prior to the date of this assurance report.

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

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C., in connection with compliance to the Qatar Financial Markets Authority's Law and relevant legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 as of December 31, 2019 (continued)

Other information (Continued)

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

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

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

Conclusion

Based on our limited assurance procedures described in this report, nothing has come to our attention that causes us to believe that the Board of Directors' report on compliance with QFMA's law and relevant legislations, including the Code, as presented in the Board of Director's Corporate Governance Report, do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code as at December 31, 2019.

Emphasis of matter

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

Other matters

Without qualifying our opinion, we draw attention to **Appendix – A** in the Corporate Governance Report. The Company is still in the process of documenting its policies, procedures and related controls related to the compliance with regulations of QFMA. As such, our opinion in the previous paragraphs does not address the company's compliance with such regulations.

Rödl & Partner – Qatar Branch
Certified Public Accountants



Hikmat Mukhaimer, FCCA (UK)

License No. 297

QFMA Auditor License No. 120151



Doha – Qatar
March 28, 2020

Appendix A

1. The Company is in the process of developing specific rules for insider trading as required by Article 3 and 27 of the Code.
2. The Company is in the process of developing a written policy that regulates the relationship among the stakeholders as required by Article 8 of the Code.
3. The Company is in the process of developing a written policy to ensure compliance with the laws and regulations as required by Article 8 of the Code.
4. The Company is in the process of documenting the adoption of a written policy that defines the basis and method of calculating the remunerations of board members and the incentives and rewards of executive management and employees, as required under Article 18 - II - Section 1 of the Code.
5. The Company is in the process of developing a written policy and procedures for orientation of new board members and for their training as required by Article 9 of the Code.
6. The Company is in the process of developing policies on risk review and management, preparing training programs for this topic, and preparing periodic reports on the subject as required by the following articles (18-III), (13), (14) and (15) of the Code.
7. The Company has a written Internal Control Policy as required by Article 20 of the Code, however the same is pending approval by the board of directors.

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C. on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016

**To the
Shareholders of Investment Holding Group Q.P.S.C.
Doha – State of Qatar**

Report on the Directors' assessment of the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 of Investment Holding Group Q.P.S.C., hereinafter referred to as the "Company" and its subsidiaries together referred as the "Group" in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016.

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over the Management's Internal Control Statement on assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting (Management Internal Control Statement) as of December 31, 2019, based on the framework issued by the Committee of Sponsoring Organisations of the Treadway Commission "COSO framework".

Responsibilities of the directors and those charged with governance

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

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

- the management's assessment of the suitability of design, implementation and operating effectiveness of internal control framework over financial reporting;
- the description of the process and internal controls over financial reporting for the Significant Process of (entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill Impairment, legal contingencies and commitments, financial reporting and periodic closing of the financial records);
- the control objectives; including identifying the risks that threaten the achievement of the control objectives;
- designing and implementing controls to achieve the stated control objectives; and
- identification of control gaps and failures; how they are remediated; and procedures set to prevent such failures or to close control gaps.

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C. on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 (continued)

Responsibilities of the directors and those charged with governance (continued)

The Group has assessed the design, implementation and operating effectiveness of its internal control system as at December 31, 2019, based on the criteria established in the Internal Control- Integrated Framework 2013 issued by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO framework"). These responsibilities include the design adequate internal financial controls that would ensure the orderly and efficient conduct of its business, including:

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

Responsibilities of the Assurance Practitioner

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

Reporting on internal controls over financial reporting

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance on the Management's Internal Control assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting of significant processes in all material respects, to achieve the related control objectives stated in the description of the relevant processes by management, based on the COSO framework. A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to impact the decisions of the users of financial statements.

For the purpose of this engagement, the processes that were determined as significant are: (entity level controls, procurement to payment, revenues, receivables, inventory management, payroll, contract revenue recognition, borrowings, investment management, goodwill Impairment, legal contingencies and commitments, financial reporting and periodic closing of the financial records).

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C. on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 (continued)

Reporting on internal controls over financial reporting (continued):

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

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

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

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

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

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

Our independence and quality control:

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

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

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C. on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 (continued)

Meaning of internal controls over financial reporting

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

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

Inherent limitations

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

Furthermore, the controls activities designed, implemented and operated as of December 31, 2019 covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over the financial reporting and compliance with applicable laws and regulations prior to the date those controls were placed in operation.

Other information

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

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

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

Independent Assurance Report to the Shareholders of Investment Holding Group Q.P.S.C. on the suitability of the design, implementation and operating effectiveness of internal controls over financial reporting of significant processes as of December 31, 2019 in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 (continued)

Other information (Continued)

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

Conclusion

In our opinion the Management's Internal Control Statement set out in disclosure twelve of the Corporate Governance Report, is fairly stated, in all material respects, based on the criteria established in the COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of the Group's Internal Controls over Financial Reporting as at December 31, 2019.

Rödl & Partner – Qatar Branch
Certified Public Accountants

Doha – Qatar
March 28, 2020



Hikmat Mukhaimer, FCCA (UK)
License No. 297
QFMA Auditor License No. 120151

