



3

GOVERNANCE

Guided by clear principles and sound governance, we build trust through our actions

Corporate Governance Report	90	Shareholders' Register	124
Board of Directors	91	Investor Relations	124
Board Committees	101	Disclosure and Transparency	124
Macro Organisational Chart	116	General Assembly Meeting	125
Executive Management	117	Whistleblowing	125
Insider Trading	119	The Company's Irregularities and Violations	126
Internal Control	120	Conflict of Interests and Code of Conduct	126
Risk Management	121	Related Party Transactions	127
External Auditors	121	Significant Events during 2023	128
Corporate Social Responsibility	121	Directors' Report on Internal Controls Over Financial Reporting (ICOFR)	129
Protection of Shareholders' and Stakeholders' Rights	121	Conclusion and Signature	131
Dealing with Rumours	122	Independent external auditor's assurance reports	132
Ownership Structure and Share Performance	122		

Introduction

This Corporate Governance Report (hereinafter “the Report”) covers the period from 1 January 2023 to 31 December 2023 (here in after “the Period”) and is prepared pursuant to article (4) of the Corporate Governance Code for Companies and Legal Entities listed on the main market, issued by Qatar Financial Markets Authority’s (QFMA) Board pursuant to Decision No. (5) of 2016 especially the provisions of Articles 2 and 4.

The Report forms a part of Baladna’s Annual Report for the same period.

This report gives an overview of Baladna’s Corporate Governance systems and procedures as of 31 December 2023. It has been filed with Qatar Financial Markets Authority (QFMA) and posted on Baladna’s website.

1. Corporate Governance Report

1.1 Baladna’s Governance Practices

Baladna Q.P.S.C. is committed to the application of the principles of corporate governance to the highest level and has derived its values from a system which integrates ethics, corporate integrity and leading compliance practices.

Transparency, fairness, disclosure and accountability have been central to the working philosophy of the Company, its management and the Board of Directors.

To this end, the Company’s corporate governance framework takes into account the principles adopted and standards set by Qatar Financial Markets Authority and Qatar Commercial Companies Law, number (11) for 2015 amended by Law number (8) for 2021, and the Corporate Governance Code for Companies and Legal Entities listed on the main market, issued by Qatar Financial Markets Authority and other related laws and regulations set by QFMA.

Furthermore, Baladna is keen on strengthening its corporate governance framework in compliance with the requirements of governance rules and related laws and regulations set by QFMA and QE as well as compliance with the provisions of the Company’s Articles of Association, Board and sub-committee charters, the Company’s policies and procedures, and the implementation of best practices adopted in the State of Qatar.

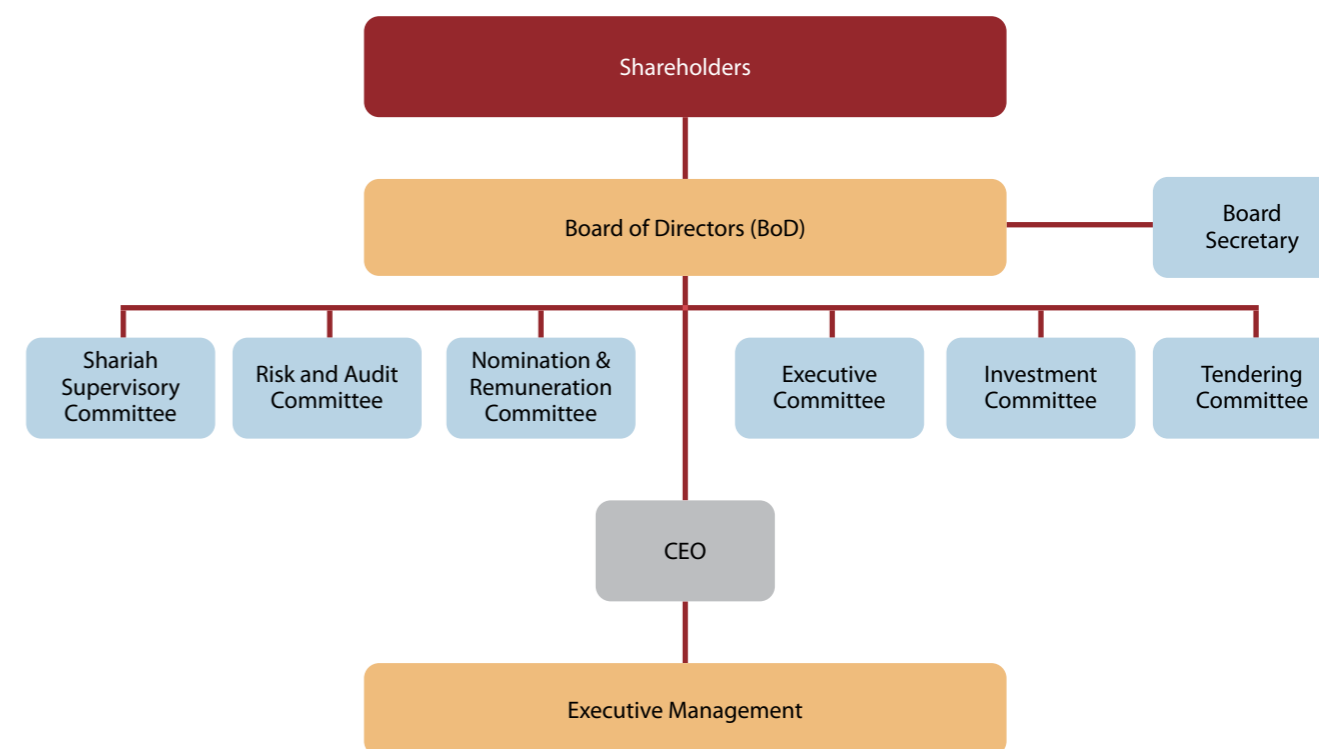
At Baladna, we affirm our commitment to the provisions and rules of governance, disclosure requirements and relevant laws.

1.2 Corporate Governance Principles

The following are some examples of the Company’s application of the principles of corporate governance:

- During the period, a total of 6 meetings were held periodically and convened by the Board of Directors. Furthermore, the Board Committees held periodic meetings: the Audit Committee held 6 meetings; the Nomination and Remuneration Committee held 2 meetings; and the Shariah Compliance Committee held 1 meeting. The Board of Directors and its Committees discharged their responsibilities according to the powers granted to them
- The Audit Committee and the Board of Directors conducted reviews over the system of financial controls and its governing accounting and financial policies to ensure proper application of such policies and procedures
- It has been ensured that the transactions carried out by the Board members and senior executive management are in compliance with the prevailing laws and regulations
- During the period, the Company adhered to the regulations concerning the transparency in disclosures made, including the disclosures of the Board’s meeting dates and any decisions that might have an effect over the share price

1.3 Baladna’s Governance Structure



2. Board of Directors

2.1 The Board of Directors Structure and Composition

The Board of Directors was appointed at the Constitutive General Assembly Meeting held on 26 November 2019 for a term of 5 years, in accordance with Articles 95 and 96 of the Commercial Companies Law. The first Board of Directors has been appointed by the founders in coordination with several official authorities, including the Qatar Financial Markets Authority and the Ministry of Commerce and Industry.

The first Board of Directors is structured according to the Articles of Association (Articles 29, 30), where the Board was made up of 7 members, as follows: 3 members appointed by the founders, 3 members appointed by the Government of Qatar, and an independent member agreed upon between the government and founders.

- On 14 November 2023, a letter was received from the Ministry of Commerce and Industry – the representative of the golden share – stating that the representatives of the special shareholders appointed by the Government of Qatar had been changed. Mr. Ali Hilal Al-Kuwari was appointed to replace Mr. Muhammad Badr Al Sada, and Mr. Abdulaziz Mahmoud Al-Zeyara was appointed to replace His Excellency Dr. Sheikh Faleh Bin Nasser Bin Ahmad Al Thani

The following table shows the details of the Board of Directors' members.

Name	Position	Executive	Non-Executive	Member Since	Academic Qualification and Experience
Mr. Mohamed Moutaz Al Khayyat	Chairman		✓	26 November 2019	Holds a Bachelor's degree in Global Business from the University of the West of Scotland. A distinguished entrepreneur who always seeks to discover new business opportunities with an economical strategy to maintain the business and provide clients with cutting-edge and complete solutions.
Mr. Ali Hilal Al-Kuwari (representing special shareholder/ Hassad Food)	Vice Chairman		✓	26 November 2019 The member was replaced by the special shareholder representative on 16 November 2023	Holds a Bachelor's degree in Engineering from Qatar University and an MBA from the University of Northampton in the United Kingdom. He has extensive experience in the field of food and agricultural investment, a clear strategic vision, and extensive knowledge of the investments of local and international companies, as well as the requirements of the local market, which he acquired through his work at Hassad Company for more than 13 years.
Mr. Ramez Al-Khayyat	Board member/Managing Director	✓		26 November 2019	Holds a Bachelor's degree in Global Business from the University of the West of Scotland. A competent leader and entrepreneur known for his distinguished experience in operational management, risk management and business development.
Mr. Abdulaziz Mahmoud Al-Zeyara (representing special shareholder/ Qatar Food Security Committee)	Board member		✓	26 November 2019 The member was replaced by the special shareholder representative on 16 November 2023	Holds Bachelor of Agricultural Sciences degree from Qatar University. He has more than 20 years of experience in the field of livestock and agricultural development, where Mr. Abdulaziz has worked as Director of the Livestock department since 2018. He was the head of the Agricultural Quarantine unit in the Agricultural Development department. He also headed the Veterinary Quarries section of the Animal Resources department. He holds membership in several official committees, including the FAO, the Transboundary Animal Diseases Committee of the Arab Organisation for Agricultural Development, and the Sea Ports Management Committee. He is also the representative of the State of Qatar to the World Animal Health Organisation.
Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya (representing special shareholder/GRSIA)	Board member		✓	26 November 2019	Holds a Bachelor's degree in Business Administration from the University of Wales, UK. He holds an Executive MBA degree from HEC Paris, majoring in Innovation and Social Business. He has 13 years of experience in investment, pension funds' investments, corporates, and banking, listed equities, local and global portfolios.
Mr. Mazen Alsabeti	Board member		✓	26 November 2019	Holds a Bachelor of Science (BSc) degree in Zoology from North Carolina State University and a Master of Science (MS) in Business Administration and Management from University of North Carolina. He has 23 years of comprehensive experience as an Executive Director, initiating growth policies as a Senior Executive. His expertise includes planning, execution, monitoring and resource balancing skills, with the ability to support multiple projects in a matrix of organisational structure.
Mr. Aidan Tynan	Board member		✓	26 November 2019	Holds a Master's degree in Management from York University in the UK. He is a Graduate of the Chartered Institute of Marketing, UK, and a Graduate of the Marketing Institute of Ireland. He has over 30 years of general management experience across multiple sectors including dairy, food, leisure, retail, insurance, e-commerce, property development and acquisitions.

Special Share

The State of Qatar, represented by the Ministry of Commerce and Industry, has allotted 1 special share, and the special share will have specific rights to appoint certain Directors, veto particular decisions of the Company, and other rights. The special shareholder, as holder of the special share, has the rights set out in Article 28 of Baladna's Articles of Association.

Members of the Board of Directors representing special share

The Government of Qatar has appointed the following members as representatives of the special share.

Board Member Name	Position	Special Shareholder
Mr. Ali Hilal Al-Kuwari	Vice Chairman	Representing special shareholder/Hassad Food
Mr. Abdulaziz Mahmoud Al-Zeyara	Board member	Representing special shareholder/Qatar Food Security Committee
Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya	Board member	Representing special shareholder/General Retirement and Social Insurance Authority (GRSIA)

- On 14 November 2023, a letter was received from the Ministry of Commerce and Industry – the representative of the golden share – stating that the representatives of the special shareholders appointed by the Government of Qatar had been changed. Mr. Ali Hilal Al-Kuwari was appointed to replace Mr. Muhammad Badr Al Sada, and Mr. Abdulaziz Mahmoud Al-Zeyara was appointed to replace His Excellency Dr. Sheikh Faleh Bin Nasser Bin Ahmad Al Thani

Board of Directors Profile



Mr. Mohamed Moutaz Al-Khayyat
Chairman of the Board of Directors

Mr. Moutaz Mohamed Al-Khayyat comes from a family that has had great successes in the field of general contracting since 1983. He grew his company, Urbacon Holding, into a regional player in the contracting world, undertaking several large and complex projects. These projects range from highways and bridges to infrastructure works, factories, commercial complexes, and luxury residential and hotel facilities.

He diversified his interests in several businesses across different sectors. He is the Chairman of Estithmar Holding Q.P.S.C. and Founder and Chairman of Assets Group. He also ventured into hospitality and entertainment and is the Chairman of Aura Group. Mr. Al-Khayyat owns and operates several homegrown brands along with franchised international brands.

As Group Chairman of Power International Holding, he leads more than 40 companies spanning general contracting, agro-food industries, real estate development, healthcare, lifestyle (hospitality, Entertainment and catering) and general services.

In addition to his business interests, Mr. Al-Khayyat is involved in philanthropic work through the Al Khayyat Foundation, which he founded in 2015.

Mr. Al-Khayyat holds a Bachelor's degree in Global Business from the University of the West of Scotland.



Mr. Ali Hilal Al-Kuwari
Vice Chairman

Mr. Ali Hilal Al-Kuwari is the Chief Executive Officer of Hassad Food Company since August 2023. He has vast experience in the field of food and agribusiness investments, a clear strategic vision and deep knowledge of Hassad's local and international investments that he gained throughout his professional journey with Hassad, which exceeded 13 years. Previously, he held several leadership positions at Hassad such as Vice President, Director of Operations and Director of Project Management.

Prior to Hassad, Mr. Al-Kuwari spent around 10 years at Qatar General Electricity & Water Corporation (Kahramaa), where he held many senior positions. Moreover, he currently holds several other senior positions including Chairman of A'Saffa Foods, Vice Chairman of Al Meera Consumer Goods Company, Vice Chairman of the Arab Qatari Company for Poultry Production (Al-Waha).

Mr. Al-Kuwari holds an Engineering degree from Qatar University and an MBA from Northampton University in the UK.



Mr. Ramez Al-Khayyat
Board member/Managing Director

Mr. Ramez Al-Khayyat is a well-known entrepreneur and proven leader who brings a wealth of knowledge and experience in operations, risk management and business development. Mr. Al-Khayyat started his career as a Board member for Al-Khayyat Contracting and Trading, working to expand and develop the company.

In 2011, he and his brother, Mr. Mohamed Moutaz Al-Khayyat, founded Urbacon Trading and Contracting (UCC) in Qatar that has been a subsidiary of Urbacon Holding. As second-generation owners, Mr. Ramez Al Khayyat runs Urbacon Holding, the privately held company and holds the position of President. UCC has constructed many internationally renowned projects.

In 2015, Mr. Al-Khayyat received recognition from the Socrates Committee in Oxford, UK, as Manager of the Year. They also recognised UCC as one of the best enterprises in the field of construction in Qatar.

As the Vice Chairman and Group CEO of Power International Holding, Mr. Al-Khayyat co-owns and manages a multitude of companies, operating in general contracting, agriculture and food industries, real estate development and lifestyle (hospitality, Entertainment and catering).

The companies have grown horizontally by creating various affiliates. These operate worldwide, including Qatar, Europe, the UK, Turkey, Oman, the Maldives and Guyana, with plans for further expansion.

Mr. Al-Khayyat is also the Vice Chairman of Estithmar Holding Q.P.S.C.

Mr. Al-Khayyat holds a Bachelor's degree in Global Business from the University of the West of Scotland.



Mr. Abdulaziz Mahmoud Al-Zeyara
Board member

Mr. Abdulaziz Mahmoud Abdulaziz Al-Zeyara has vast experience in agriculture and livestock, bringing in a wealth of knowledge and skills of more than 20 years in these fields. He is the Director of the Livestock department and is also a member of several official committees, including the FAO, Transboundary Animal Diseases Committee of the Arab Organisation for Agricultural Development, Maritime Ports Management Committee, and is the Representative of the State of Qatar to the World Animal Health Organisation. Previously, he was the Head of the Agricultural Quarantine Unit at the Agricultural Development department. He also headed the Veterinary Quarries section of the Livestock department.

Mr. Abdulaziz holds a Bachelor's degree in Agricultural Sciences from Qatar University.



Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya
Board member

Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya is a senior investment analyst with 13 years of overall experience in investment, pension fund investments, corporates and banking, listed equities, and local and global portfolios.

In 2007, he started as a Bank Monitor in Qatar Central Bank's Provision and Control department. He later joined the General Retirement and Social Insurance Authority's Investment department, where he specialised in investment analyses and covered all local and global portfolios' listed equities.

Mr. Al-Attiya holds a degree in Business Administration from the University of Wales, UK, and is also an HEC Paris Executive Master holder, majoring in Innovation and Social Business.



Mr. Mazen Alsbeti
Board member

Mr. Mazen Alsbeti is an accomplished specialist in the industry, with 23 years of comprehensive and successful experience as an Executive Director, initiating growth policies as a Senior Executive. He has outstanding planning, execution, monitoring, and resource balancing skills, with the ability to support multiple projects in a matrix of organisational structure.

Mr. Alsbeti is the main contact person for business stakeholders in providing accurate reporting and information regarding ongoing projects, developing, and executing strategies, and working and forming relationships with prominent members of the media, government and the public, to uphold a positive image for the Company and generate new business opportunities.

Mr. Mazen Holds a Bachelor of Science (BSc) in Zoology from North Carolina State University and a Master of Science (MS) in Business Administration and Management from the University of North Carolina.



Mr. Aidan Tynan
Board member

Mr. Aidan Tynan specialises in business turnarounds and has a proven track record of success across the GCC and Middle East. He has over 30 years of general management experience across multiple sectors including dairy, food, leisure, retail, insurance, e-commerce property development and acquisitions.

Prior to joining Baladna, Mr. Tynan was employed by Danone Plc., a world-leading food company. He held the position of Chief Operating Officer of Al Safi Danone and was Acting CEO from 2013 to 2017. Mr. Tynan was also appointed to the Board of Al Safi Danone Iraq and was a member from 2015 to 2017.

Mr. Tynan's previous positions in the Middle East include Group Consultant for the Al Othman Group, Head of E-commerce and Retail for Arabian Shield Insurance Plc., Chief Sales and Trade Marketing Officer for SADAFCO Plc., Head of Sales for Almarai Plc, for 7 years and in Ireland, he was CEO of the Irish Greyhound Board and Business Development Manager for Fleming Group. Mr. Tynan is an Executive Director of 2 Irish property-related companies: Buildvalue Limited and Exhibitside Limited.

Mr. Tynan holds a Master's degree in Management from York University in the UK, in addition to being a graduate of the Chartered Institute of Marketing, UK, and a graduate of the Marketing Institute of Ireland.

2.2 Board of Directors' Membership

Membership of Board of Directors in other publicly listed companies and their titles in any other Prominent entities.

Board Member	Company/Entity	Position
Mr. Mohamed Moutaz Al-Khayyat	Estithmar Holdings Q.P.S.C.	Chairman of the Board
Mr. Ali Hilal Al-Kuwari (representing special shareholder/Hassad Food)	Al Meera Consumer Goods Company	Vice Chairman
Mr. Ramez Al-Khayyat	Estithmar Holdings Q.P.S.C.	Vice Chairman
Mr. Abdulaziz Mahmoud Al-Zeyara (representing special shareholder/Qatar Food Security Committee)	-	-
Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya (representing special shareholder/GRSIA)	-	-
Mr. Mazen Alsabeti	-	-
Mr. Aidan Tynan	-	-

2.3 Board of Directors' Remuneration and Sitting Fees

In accordance with the provisions of the Companies Law and the provisions of the Article 48 of the Company article of association stipulates that the general assembly determines the remuneration of members of the Board of Directors, and these remunerations may not be estimated at more than 5% of the net profit after deducting the legal reserves and deductions stipulated in the law, including distribution of a profit of not less than 5% of the Company's paid-up capital to shareholders.

In compliance with the provisions of the corporate governance system, the Nominations and Remuneration Committee established the general policy for granting remuneration in the Company annually, including the method for determining the remuneration of the Chairman and members of the Board, which was approved by the General Assembly.

The policy of rewards and incentives for members of the Board of Directors and the Company's senior executive management has set clear standards linked to performance, and consistent with the nature of the risks surrounding the Company, to achieve the purpose of granting these rewards, with the aim of attracting, retaining and motivating professional competencies.

During the period from 1 January 2023 to 31 December 2023, the members of the Board of Directors did not receive any remuneration, benefits or allowances, and the Company did not provide any cash loans, guarantees or credits to the Chairman or any of the members of the Board.

2.4 Board of Directors' Meetings

The following table lists the Board of Directors' meeting attendance during the year 2023 for the period from 1 January 2023 to 31 December 2023.

Meeting No.	Date	Mr. Mohamed Moutaz Al-Khayyat	Mr. Mohammed Badr Al Sada (until 14 November 2023)	Mr. Ali Hilal Al-Kuwari (from 14 November 2023)	Mr. Ramez Al-Khayyat	His Excellency Dr. Sheikh Faleh Bin Nasser Bin Ahmad Al Thani (until 14 November 2023)	Mr. Abdulaziz Mahmoud Al-Zeyara (from 14 November 2023)	Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya	Mr. Mazen Alsabeti	Mr. Aidan Tynan
1/2023	15/3/2023	■	■	N/A	■	■	N/A	■	■	■
2/2023	07/5/2023	■	■	N/A	■	■	N/A	■	■	■
3/2023	06/08/2023	■	■	N/A	■	■	N/A	■	■	■
4/2023	29/10/2023	■	■	N/A	■	■	N/A	■	■	■
5/2023	13/12/2023	■	N/A	■	■	N/A	■	■	■	■
6/2023	28/12/2023	■	N/A	■	■	N/A	■	■	■	■

■ Attended ■ Absent

The details are in the following table.

Board Member	Membership	Meetings							
		AGM	Board of Directors	Nomination and Remuneration Committee	Audit Committee	Shariah Committee	Executive Committee	Tendering Committee	Investment Committee
Mr. Mohamed Moutaz Al-Khayyat	Chairman	1	5	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Mohammed Badr Al Sada (until 14th November 2023)	Vice Chairman/Nomination and Remuneration Committee Chairman, Risk and Audit Committee member (until 14 November 2023)	1	4	2	4	N/A	N/A	N/A	N/A
Mr. Ali Hilal Al-Kuwari (from 14th November 2023)	Vice Chairman/Nomination and Remuneration Committee Chairman, Risk and Audit Committee member (from 14 November 2023)	N/A	2	N/A	1	N/A	N/A	N/A	N/A
Mr. Ramez Al-Khayyat	Board member/Ex-Com and Investment Committee Chairman	1	6	N/A	N/A	N/A	1	N/A	1
His Excellency Dr. Sheikh Faleh Bin Nasser Bin Ahmad Al Thani (until 14th November 2023)	Board member (until 14 November 2023)	1	4	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Abdulaziz Mahmoud Al-Zeyara (from 14th November 2023)	Board member (from 14 November 2023)	N/A	2	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya	Board member/Audit Committee member	1	4	N/A	5	N/A	N/A	N/A	N/A
Mr. Mazen Alsabeti	Board member/Nomination and Remuneration/Ex-Com/Tendering Committee member	1	6	2	N/A	N/A	0	N/A	N/A
Mr. Aidan Tynan	Board member/Audit Committee Chairman	1	6	N/A	6	N/A	N/A	N/A	N/A
Mr. Murad Sahawneh	Nomination and Remuneration Committee member	N/A	N/A	2	N/A	N/A	N/A	N/A	N/A
Prof. Dr. Sheikh Ali Al Qaradaghi	Shariah Committee Chairman	N/A	N/A	N/A	N/A	1	N/A	N/A	N/A
Dr. Sheikh Walid Bin Hadi	Shariah Committee member	N/A	N/A	N/A	N/A	0	N/A	N/A	N/A
Mr. Eyad Abdulrahim	Ex-Com/Tendering/Investment/ Shariah Committee member	N/A	N/A	N/A	N/A	1	1	N/A	1
Mr. Khaled Zialnon	Ex-Com/Tendering/Investment Committee member	N/A	N/A	N/A	N/A	N/A	1	N/A	1
Mr. Ismaeel Makdisi	Investment Committee member	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1

2.5 Duties and Responsibilities of the Board of Directors

The Board of Directors' role is to represent the shareholders and be accountable to them for creating and delivering sustainable value through the effective governance of the business. It is the Board's responsibility to ensure effective management is in place to implement Baladna's strategy.

The Board of Directors' role and responsibility has been fully illustrated through the Articles of Association of the Company and the Board charter, as stated in the Commercial Companies Law No. (11) for 2015 and the Corporate Governance Code for Companies and Legal Entities listed on the main market issued by Qatar Financial Markets Authority, in particular articles (8) and (9).

The following are the responsibilities of the Board of Directors:

- Oversee the Company's management in The optimal way
- Ensure compliance with relevant laws, regulations, rules and the Company's Articles of Association
- Protect the Company from illegal, arbitrary, or inappropriate business and practices
- Each Board member should discharge duties with good faith, seriousness and concern, and its decisions must be based on adequate information from the executive management, or from any other reliable source
- Each Board member represents all shareholders and adheres to what is in the best interest of the Company
- The Board must specify the powers that it delegates to the executive management, the procedures for making decisions and the duration of the delegation. The Board also determines the issues it retains the power to decide on, and the executive management submits periodic reports on its practices of delegated powers
- The Board ensures procedures are in place to familiarise the new Board members with the Company's work, especially the financial and legal aspects, in addition to training them if necessary
- Ensures the Company provides sufficient information about its affairs to all members of the Board in general and Non-Executive Board members in particular, in order to enable them to carry out their duties and tasks efficiently
- The Board submits a detailed statement of transactions and deals with any related party in the event that the related party has an interest that may conflict with the Company's interest, at least a week before the date specified for the General Assembly Meeting, by considering the Company's budget and the Board's report of shareholders
- Follows up on developments in the field of corporate governance and the application of best practices in this regard
- Ensures all disclosures made by the Company are accurate, correct and not misleading
- Ensures employees are treated according to the principles of justice and equality without any discrimination on the basis of race, gender or religion
- Adopts a mechanism that allows employees to report suspicious, illegal or harmful behaviours in the Company. The Board ensures the complaint is safe and reliable and that the confidentiality of the complainant is maintained. The Board ensures the complainant receives the necessary protection from any form of retaliation. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm
- Prepares an annual detailed statement that is submitted to shareholders a week prior to when the General Assembly convenes to consider the Company's budget and the Board of Directors' report, so that it includes the following data:
 1. All the sums obtained by the Chairman of the Company's Board of Directors, and every member of this Board in the fiscal year, from wages, fees and salaries, in exchange for attending the meetings of the Board of Directors and an allowance for expenses, and any other sums in any capacity.
 2. In-kind and cash benefits enjoyed by the Chairman of the Board of Directors, and every member of the Board of Directors in the fiscal year.
 3. The rewards that the Board of Directors proposes to distribute to its members.
 4. The amounts allocated to each current Board member.
 5. Transactions in which a member of the Board of Directors or manager has an interest that conflicts with the Company's interest and requires disclosure or prior approval in accordance with Article (109) of this Law, in addition to the details of the transactions and deals.
 6. The exact sums spent for the sake of advertising in any form, with the details of each amount.
 7. Donations with an indication of the entity that was donated and the reasons for the donation and its details.
 8. Allowances paid to any member of the senior executive management.

2.6 Board Activities during the Period from 1 January to 31 December 2023

During the above-mentioned period, Baladna's Board of Directors achieved the following governance goals.

In relation to the General Assembly Meetings

Baladna held its Annual General Assembly meeting on 11 April 2023 and the following decisions were taken:

1. The General Assembly approved the Board of Directors' report on the Company's activities and the financial position for the financial year ended 31 December 2022, and the Company's business plan for the year 2023.
2. The General Assembly approved the External Auditor's report on the Company's financial statements for the year ended 31 December 2022.
3. The General Assembly approved the Company's consolidated and audited financial statements for the financial year ended 31 December 2022, including the profit and loss, and balance sheet statements.
4. The General Assembly approved the proposal of the Board of Directors not to distribute dividends to its shareholders for the year 2023 out the profit of the year 2022.
5. The General Assembly approved discharge the Board of Directors from any liability relating to their directorship duties and responsibilities for the financial year ended 31 December 2022 and approved not to pay bonus to the Chairman and Board of Directors.
6. The General Assembly approved the appointment of Moore Stephens as the Company's Auditors for the financial year 2023 and approved their fees as per the Board's recommendation.
7. The General Assembly approved the Company's Corporate Governance Report for the year 2022 and approved the Annual Report for the year ended 31 December 2022.
8. The General Assembly approved the Board of Directors policies (Dividend policy, Board Remuneration policy and Related Party policy).
9. The General Assembly endorsed the Board of Directors decision to donate QR 1 million to M/s. Qatar Charity, as a participation in the relief campaign for those affected by the earthquake that took place in Turkey and Syria.

In relation to the Board of Directors and its Committee meetings

During the year 2023, Baladna held its regular Board meetings where the following decisions were taken:

- Appointing the CEO of the Company
- Approving the strategic plan and main objectives of the Company and supervising their implementation
- Supervising internal controls
- Organisational restructuring of the Company
- Restructuring the Board Committees
- Approved the Company's governance documents, including but not limited to approve any updates to the Board and Committee charters, policies, procedures and Delegation of Authority
- Approval of the Company's delegation of authority matrix
- Recommending to the Ordinary General Assembly to vote on the proposal not to distribute cash dividends to shareholders for the year 2022
- Approved the financial budget and financing plan for the year 2024
- Approval of the Company's Annual report 2022

2.7 Board of Directors Evaluation

During the year, the Board of Directors conducted semi-annual and annual evaluations of the Board's overall performance. The Board members, Board Committees and the executive management were evaluated, taking into account the extent to which the Board is committed to achieving Baladna's best interests, as the Board of Directors is collectively responsible for developing strategic policies and objectives of the Company and its subsidiaries. They are also responsible for effectively monitoring the performance of the Company and its subsidiaries, and ensuring succession planning for management, as well as protect shareholders' rights and long-term development. In particular, the following criteria were considered in evaluating the performance of the Board of Directors:

- Number of meetings held annually
- Regularity of the meetings held annually
- Percentage of attendance of meetings held annually
- Prompt and efficient completion of the issues on the Board's agenda
- The extent to which the Board of Directors has complied with the transparency and disclosure requirements
- Interacting with the Board's Committees and implementing their recommendations
- Achieving plans, objectives and compliance with the adopted policies
- Any other measures that require the Board's assessment and objectivity

The results of the semi-annual and annual evaluations showed that the Board of Directors had fully complied with the provisions of the Laws and Articles of Association, the governance system, the transparency and disclosure procedures and any other regulations and rules governing the Board of Directors mandate. Accordingly, the Board's performance showed its supposed strengths and did not show any weakness.

2.8 Board of Directors Disclosure

In their duties, Baladna's Board of Directors are fully aware of, and clearly understand, all applicable laws, rules and regulations in order to comply with them under any circumstances. Therefore, the Directors fulfil their responsibilities diligently and in accordance with the principles of integrity and fairness, and in compliance with the professional standards and their full commitment to trading ban periods.

The following table shows the Company's shares owned by the Board of Directors as at 31 December 2023.

Board Member Name	Position	Total shares as of 31 December 2023
Mr. Moutaz Al-Khayyat	Chairman	257,713,509
Mr. Ali Hilal Al-Kuwari (representing special shareholder/Hassad Food)	Vice Chairman	-
Mr. Ramez Al-Khayyat	Board member/ Managing Director	261,278,594
Mr. Abdulaziz Mahmoud Al-Zeyara (representing special shareholder/Qatar Food Security Committee)	Board member	-
Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya (representing special shareholder/GRSIA)	Board member	-
Mr. Mazen Alsabeti	Board member	100,000
Mr. Aidan Tynan	Board member	1,000

2.9 Board Members' Continuous Development

Recognising the value and importance of development for the Board, the Nomination and Compensation Committee worked closely to prepare a suite of development materials for the Board of Directors. The topics covered included environmental, social and governance.

2.10 Board Secretary

The Board Secretary is the focal point for communication with the Board of Directors and senior management and plays a key role in the administration of important corporate governance matters. Our Board Secretary, Mr. Hassan Morad Agha, was appointed by the Board on 12 January 2020.

The Board Secretary has the following key responsibilities:

- Organise Director's meetings in accordance with procedures to be agreed upon from time to time by the Chairman and the Board
- Prepare notices, agendas of meetings and supporting reports and documentation in a timely manner
- Attend Board meetings and undertake secretarial responsibilities, including organising minute taking at each meeting
- In conjunction with the Chief Executive Officer and other senior management, carry out instructions of the Board and give practical effect to the Board's decisions
- Report to the Board with respect to all corporate secretarial responsibilities
- Arrange/organise shareholders' meetings

Qualifications

Mr. Hassan holds a degree in Finance and Commerce and is a Certified Internal Auditor (CIA), USA, and a Certified Board Secretary (CBS).

3. Board Committees

Board Committees assist the Board in discharging its responsibilities. The Committees operate in line with their respective charters approved by the Board. The charters set out their roles, responsibilities, scope of authority, composition and procedures for reporting to the Board. The charter of each Committee has verified that it is in line with the Articles of Association of the Company and the Commercial Companies Law No. 11 for 2015, and the Corporate Governance Code of the Qatar Financial Markets Authority.

On 29 October 2023, the Board of Directors decided to reconstitute its committees and approved the formation of 3 new committees, namely the Executive Committee, the Investment Committee and the Tendering Committee, so that the committees affiliated with the Board of Directors became:

- Risk and Audit Committee
- Nomination and Remuneration Committee
- Shariah Supervisory Committee
- Executive Committee
- Investment Committee
- Tendering Committee

3.1 Risk and Audit Committee

The Audit Committee, appointed by the Board of Directors, consists of 3 members. Headed by an Independent Board member and 2 other members, the Committee assists Baladna's Board in overseeing the integrity of the Company's financial statements. It also provides consultancy to the Board on the efficiency and adequacy of internal control systems and arrangements for risk management. The Committee is also responsible for ensuring internal and external audit functions are independent and objective. In addition, the Committee advises the Board on all matters that need attention and require a decision. The Committee also puts great importance on investigating any violations in the Company.

The Audit Committee maintains free and open communication between the external auditors, internal auditors, and senior management. The responsibilities of the Audit Committee include:

- Monitoring the integrity of Baladna's financial statements and any formal announcements relating to the Company's financial performance, as well as reviewing significant financial reporting judgements that they contain
- Reviewing Baladna's internal controls, risk management and compliance with the relevant regulations
- Establishing, monitoring and reviewing the effectiveness of the Company's Internal Audit department, systems and processes
- Making recommendations to the Board in relation to the appointment, reappointment, resignation, discharge and remuneration of the external auditor and ensuring a timely response by the Board on the matters contained in the external auditor's letter
- Reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements
- Developing and implementing guidelines on the engagement of the external auditor to supply non-audit services
- Reporting to the Board on matters that in the Committee's opinion require action or improvement and providing recommendations on the necessary steps required to achieve such improvement
- Reviewing the whistleblower system whereby employees can anonymously notify their doubts on potential abnormalities in the financial report or internal controls or any other matter and ensuring proper arrangements for independent and fair investigations of such matters
- Reviewing any related party transaction and reviewing compliance with such rules for the conduct and approval of such transactions
- Determining the appointment, compensation, benefits, performance appraisal, discipline, replacement, reassignment or dismissal of the Head of Internal Audit

In 2023, the Committee completed a number of major works, including:

- The review of the annual and quarterly internal audit reports regularly
- The review of the annual disclosure results for 2023
- Monitored the execution of the annual audit plan for the year 2023
- Approve the Internal Audit department's annual audit plan (risk-based) for the year 2024
- Endorsed quarterly financial statements and reviewed the annual financial statements and submitted a recommendation to the Board of Directors
- Reviewed the updates on Baladna's Internal Audit charter, Code of Conduct, Whistleblowing policy and Board Governance charter
- Approved the budget of the Internal Audit department for 2024
- Reviewed the Corporate Governance report and ensured full compliance with QFMA requirements and submitted it to the Board for approval

Audit Committee members

Mr. Aidan Tynan

Audit Committee Chairman

Mr. Aidan Tynan specialises in business turnarounds and has a proven track record of success across the GCC and Middle East. He has over 30 years of general management experience across multiple sectors including dairy, food, leisure, retail, insurance, e-commerce property development and acquisitions.

Prior to joining Baladna, Mr. Tynan was employed by Danone Plc., a world-leading food company as Chief Operating Officer of Al Safi Danone and Acting CEO (2013 to 2017). In addition, Mr. Tynan was appointed to the Board of Al Safi Danone Iraq (2015 to 2017).

Previous Middle East positions include Group Consultant for the Al Othman Group, Head of E-commerce and Retail for Arabian Shield Insurance Plc, Chief Sales and Trade Marketing Officer for SADAFCO Plc, Head of Sales for Almarai Plc for 7 years, and in Ireland, Chief Executive Officer of the Irish Greyhound Board and Business Development Manager for Fleming Group. Mr. Tynan is an Executive Director of 2 Irish property-related companies: Buildvalue Limited and Exhibitside Limited.

Mr. Tynan holds a master's degree in management from York University in the UK, in addition to being a graduate of the Chartered Institute of Marketing (UK) and a graduate of the Marketing Institute of Ireland.

Mr. Mohammed Badr Al Sada

Audit Committee member (Until 14 November 2023)

Mr. Mohammed Badr Al Sada has worked in different sectors including oil and gas, investments, and telecommunications. He recently moved to the food sector, where he became the CEO of Hassad Food, which is owned by Qatar Investment Authority and invests only in the food sector.

Mr. Al Sada has been working in the capacity of Chief Executive Officer of Hassad Food since June 2017. Prior to that, he served as the Chief Operating Officer for Vodafone Qatar and Chief of Business Development at the same company. Before that, he worked in a senior role for Qatar Investment Authority. He started his career as an engineer for one of the major companies in the gas sector in Qatar, spending 2 years in Japan during the development of the Dolphin Energy project.

Mr. Al Sada serves on the boards of several companies. He is the Chairman of Widam Food Company QSC, Board member of Arab Qatari for Poultry Production QSC (Al Waha), Qatar Development Bank and Arab Co. for Livestock Development (ACOLID).

Mr. Al Sada holds a degree in Engineering from the University of Arizona, USA.

Mr. Ali Hilal Al-Kuwari

Audit Committee member (from 14 November 2023)

Mr. Ali Hilal Al-Kuwari is the Chief Executive Officer of Hassad Food Company since August 2023. He has vast experience in the field of food and agribusiness investments, a clear strategic vision and deep knowledge of Hassad's local and international investments that he gained throughout his professional journey with Hassad, which exceeded 13 years. Previously, he held several leadership positions at Hassad such as Vice President, Director of Operations and Director of Project Management.

Prior to Hassad, Mr. Al-Kuwari spent around 10 years at Qatar General Electricity & Water Corporation (Kahramaa), where he held many senior positions. Moreover, he currently holds several other senior positions including Chairman of A'Saffa Foods, Vice Chairman of Al Meera Consumer Goods Company, and Vice Chairman of the Arab Qatari Company for Poultry Production (Al-Waha).

Mr. Al-Kuwari holds an Engineering degree from Qatar University and an MBA from Northampton University in the UK.

Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya

Committee member

Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya is a Senior Investment Analyst with overall experience of 13 years in investment, pension funds' investments, corporates, banking, listed equities and local global portfolios.

He started in Qatar Central Bank in 2007 in the Provision and Control department as a Bank Monitor and later joined the General Retirement and Social Insurance Authority's Investment department, where he specialised in investment analyses and covered all local and global portfolios listed equities.

Mr. Al-Attiya holds a degree in Business Administration from the University of Wales, UK and is also an HEC Paris Executive Master holder, majoring in Innovation and Social Business.

The Chairman of the Audit Committee, Mr. Aidan Tynan acknowledges responsibility for discharging the Audit Committee's mandate at Baladna including the review of its work mechanism and ensuring its effectiveness in line with the approved charter of the Audit Committee.

During 2023, 6 Committee meetings were held.

Meeting No.	Date	Mr. Aidan Tynan	Mr. Mohammed Badr Al Sada (until 14 November 2023)	Mr. Ali Hilal Al-Kuwari (from 14 November 2023)	Mr. Hamad Bin Abdullah Bin Khalid Al-Attiya
1/2023	14/3/2023	■	■	N/A	■
2/2023	07/5/2023	■	■	N/A	■
3/2023	06/08/2023	■	■	N/A	■
4/2023	29/10/2023	■	■	N/A	■
5/2023	13/12/2023	■	N/A	■	■
6/2023	28/12/2023	■	N/A	■	■

■ Present ■ Absent

3.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for the review of Baladna's HR framework and compensation programmes. The Committee issues its recommendations to the Board on the remuneration, allowances and terms of service of the Company's Senior Executives to ensure they are fairly rewarded for their individual contribution to Baladna. Two Committee members are Non-Executive Directors of the Board while 1 member is independent from the Board.

Nomination and Remuneration Committee members

Mr. Mohammed Badr Al Sada

Committee Chairman (until 14 November 2023)

Mr. Mohammed Badr Al Sada has worked in different sectors including oil and gas, investments and telecommunications. He recently moved to the food sector, where he became the CEO of Hassad Food, which is owned by Qatar Investment Authority and invests only in the food sector.

Mr. Al Sada has been working in the capacity of Chief Executive Officer of Hassad Food since June 2017. Prior to that, he served as the Chief Operating Officer for Vodafone Qatar and Chief of Business Development at the same company. Before that, he worked in a senior role for Qatar Investment Authority. He started his career as an Engineer for one of the major companies in the gas sector in Qatar, spending 2 years in Japan during the development of the Dolphin Energy project.

Mr. Al Sada serves on the boards of several companies. He is the Chairman of Widam Food Company QSC, Board member of Arab Qatari for Poultry Production QSC (Al Waha), Qatar Development Bank and Arab Co. for Livestock Development (ACOLID).

Mr. Al Sada holds a degree in Engineering from the University of Arizona, USA.

Mr. Ali Hilal Al-Kuwari

Committee Chairman (from 14 November 2023)

Mr. Ali Hilal Al-Kuwari is the Chief Executive Officer of Hassad Food Company since August 2023. He has vast experience in the field of food and agribusiness investments, a clear strategic vision and deep knowledge of Hassad's local and international investments that he gained throughout his professional journey with Hassad, which exceeded 13 years. Previously, he held several leadership positions at Hassad such as Vice President, Director of Operations and Director of Project Management.

Prior to Hassad, Mr. Al-Kuwari spent around 10 years at Qatar General Electricity & Water Corporation (Kahramaa), where he held many senior positions. Moreover, he currently holds several other senior positions including Chairman of A'Saffa Foods, Vice Chairman of Al Meera Consumer Goods Company, Vice Chairman of the Arab Qatari Company for Poultry Production (Al-Waha).

Mr. Al-Kuwari holds an Engineering degree from Qatar University and an MBA from Northampton University in the UK.

Mr. Mazen Alsbeti

Committee member

Mr. Mazen Alsbeti is an accomplished specialist in the industry, with 23 years of comprehensive and successful experience as an Executive Director, initiating growth policies as a Senior Executive. He has outstanding planning, execution, monitoring and resource balancing skills, with the ability to support multiple projects in a matrix of organisational structure.

Mr. Alsbeti is the main contact person for business stakeholders in providing accurate reporting and information regarding ongoing projects, developing and executing strategies, working and forming relationships with prominent members of the media, government and the public, to uphold a positive image for the Company and generate new business opportunities.

Mr. Mazen Holds a Bachelor of Science (BSc) in Zoology from North Carolina State University and a Master of Science (MS) in Business Administration and Management from the University of North Carolina.

Mr. Murad Sahawneh

Committee member

Mr. Murad Sahawneh is a senior management executive and a global HR thought leader with progressive and hands-on experience in all functional areas of strategic human resources and digital transformation management. His forward-thinking leadership enables organisations to embrace change and take employee experience to the next level.

Mr. Sahawneh assumes the responsibility of the Group Chief Human Resource Officer at PIH leading the diversified Group's HR strategy and making sure that execution is fit for purpose in support of the vision and growth plans.

Mr. Sahawneh holds an MBA degree from the University of Bedfordshire in UK in addition to global HR credentials (SHRM-SCP, GPHR, SPHR, SPHRI) from the world's top HR institutes in the USA.

Roles and Responsibilities

The key objective of the Nomination and Remuneration Committee is to assist the Board in fulfilling its responsibilities regarding the following:

- Ensuring Independent Non-Executive Directors remain independent on a continuous basis
- Reviewing the potential for conflicts of interest and judgement, and that there are appropriate safeguards against such conflicts
- Formulation and annual review of remuneration, benefits, incentives of the Chief Executive Officer and Senior Executives, and that the remuneration and benefits given to senior management are reasonable and in line with Baladna's performance
- Consideration and submission for Board approval, proposals on remuneration adjustments, performance bonuses and long-term incentives
- Driving the performance-based remuneration culture within the Company through an annual performance review of Baladna's Senior Executives and succession planning
- Determination of Baladna's needs for qualified staff at the level of senior executives and the basis of selection
- Review and approve Qatarisation strategy, with a work plan for the strategy and how it will be implemented
- Reviewing the Remuneration policy and the Training policy to encourage the development and growth of Qatari national employees
- Reporting to the Board on matters that in the Committee's opinion require action or improvement and providing recommendations

- While it is the Committee's responsibility to exercise independent judgement, it does request advice from management and third-party independent sources as appropriate, to ensure that its decisions are fully informed given the internal and external environment

The Chairman of the Nomination and Remuneration Committee, Mr. Ali Hilal Al-Kuwari acknowledges responsibility for discharging the Nomination and Remuneration Committee's mandate at Baladna, reviewing of its work mechanism, and ensuring its effectiveness in line with the approved charter of the Nomination and Remuneration Committee.

During the year, 2 Nomination and Remuneration Committee meetings were held:

Meeting No.	Date	Mr. Mohammed Badr Al Sada (until 14 November 2023)	Mr. Ali Hilal Al-Kuwari (from 14 November 2023)	Mr. Mazen Alsbeti	Mr. Murad Sahawneh
1/2023	19/01/2023	■	N/A	■	■
2/2023	25/06/2023	■	N/A	■	■

■ Present ■ Absent

3.3 Shariah Supervisory Committee

Baladna QPSC is supervised from a Shariah perspective by a Shariah Supervisory Committee, which is appointed by Baladna's Board of Directors. The Committee consists of renowned and qualified Shariah scholars who are independent of the Company and its Board of Directors. The Committee is responsible for assisting the Board in fulfilling its responsibilities related to monitoring the compatibility of the Company's financial statements with the provisions and the application of Islamic principles, and ensures that all of Baladna's Islamic banking products, services and operations are in compliance with the Shariah principles.

Shariah Supervisory Committee members

Prof. Dr. Sheikh Ali Al Qaradaghi

Committee Chairman

Prof. Dr. Sheikh Ali Al Qaradaghi received his PhD with honours in Shariah and Law from Al Azhar University in the field of contracts and financial transactions in 1980. He is currently a Professor of the Principles of Islamic Jurisprudence at Qatar University, and the Secretary General of the International Union of Muslim Scholars (IUMS). He holds several professional positions including Vice President of the European Council for Fatwa and Research, Chairman of the Board of Trustees of the University of Human Development in Iraqi Kurdistan, President and an Executive member of the Fatwa and Shariah Supervisory Board for a number of Islamic banks and insurance companies in the Arabian Gulf and other regions.

He has published more than 30 books and 100 academic papers. He was awarded the State Incentive Award in Islamic Comparative Jurisprudence by the state of Qatar and received the Medal of Pride by the religious administration and the Council of Muftis in Russia.

Dr. Sheikh Walid Bin Hadi

Committee member

Dr. Sheikh Walid Bin Hadi (Qatari) was educated at the University of Qatar and graduated with a B.A in Shariah and Usul-Eldeen (1991). He also holds a Master's in Shariah Law from Omdurman Islamic University (Sudan) in 2002, and a PhD in Shariah from Imam Muhammad Bin Saud al- Islamiyyah University in Riyadh in 2008.

Dr. Hadi started his career as a Judge at the Shariah Court in Qatar (1991). He is also a Shariah Committee member for various organisations including Qatar Islamic Bank, Qatar International Islamic Bank, Bank al-Rayyan, European Finance House (EFH), Solidarity Family Islamic Insurance Co. and Syrian International Islamic Bank. He has published various books and articles on Islamic Faith, Hadith, Usul al-Fiqh, Islamic Economy, Islamic Finance and Shariah Audit.

Mr. Eyad Abdulrahim

Committee member

Mr. Eyad Abdulrahim brings over 25 years of experience in leading finance departments in the region. He has led major publicly listed companies and family business finance departments and has also assumed board and top management positions within. He has also performed on major regional and international boards of directors. Mr. Abdulrahim has worked with some of the major institutions within the Middle East and GCC including Emaar, The Economic City, Al Futtaim Group Real Estate, Dubai Properties Group, Arabtec Holding, DEPA LTD, Standard Chartered Bank, and Arab Bank. He has led several IPOs in the region in addition to major restructuring, complex money market transactions, and growth responsibilities within his career.

Mr. Abdulrahim is a well-proven leader within the finance community in the MENA region and the GCC in particular. He holds an MBA degree from UOWD and a degree in Accounting and Finance.

The Committee is also responsible for the following:

- Providing Islamic advice and guidance at the request of the Company's management
- Reviewing the statutory auditors reports and ensuring their application with the rules of Islamic principles and submitting a report to the Board of Directors on this matter
- Determining whether the contracts and transactions offered to them are compatible with Islamic Shariah
- The Committee submits its periodic reports on the results of its work, and its recommendations to the Board of Directors for approval

The Chairman of the Shariah Supervisory Committee, Prof. Dr. Sheikh Ali Al Qaradaghi, acknowledges responsibility for discharging the Committee's mandate at Baladna, reviewing its work mechanism and ensuring its effectiveness in line with the approved Committee charter.

During the 2023 financial year, the Shariah Supervisory Committee held 1 Shariah Supervisory Committee meeting.

Meeting No.	Date	Prof. Dr. Sheikh Ali Al Qaradaghi	Dr. Sheikh Walid Bin Hadi	Mr. Eyad Abdulrahim
1/2023	12/3/2023	■	■	■

■ Present ■ Absent

3.4 Executive Committee

The primary objective of the Executive Committee is to provide strategic guidance, oversee major decisions, and support the execution of the Company's vision and goals. The Executive Committee acts as a bridge between the Board of Directors and the operational management, ensuring effective communication, decision-making and implementation of strategies.

Executive Committee members

Mr. Ramez Al-Khayyat

Committee Chairman

Mr. Ramez Al-Khayyat is a Qatari businessman based in Doha, with extensive experience in operations, risk management and business developments. He is a second-generation entrepreneur with years of executive experience in his family's contracting company, a practical mind, and an eye for detail. He is a competent leader and entrepreneur known for his distinguished experience in operations management, risk management and business development.

Mr. Ramez Al-Khayyat is the Vice Chairman of Power International Holding, a group of sustainable, innovative and successful companies across 5 different sectors, building value and contributing to the development of economies around the world, across Qatar, Europe, the UK, Turkey, Oman, the Maldives and Guyana.

Mr. Mazen Alsbeti

Committee member

Mr. Mazen Alsbeti is an accomplished specialist in the industry, with 23 years of comprehensive and successful experience as an Executive Director, initiating growth policies as a Senior Executive. He has outstanding planning, execution, monitoring and resource balancing skills, with the ability to support multiple projects in a matrix of organisational structure.

Mr. Alsbeti is the main contact person for business stakeholders in providing accurate reporting and information regarding ongoing projects, developing and executing strategies, working and forming relationships with prominent members of the media, government and the public, to uphold a positive image for the Company and generate new business opportunities.

Mr. Mazen holds a Bachelor of Science (BSc) in Zoology from North Carolina State University and a Master of Science (MS) in Business Administration and Management from the University of North Carolina.

Mr. Eyad Abdulrahim

Committee member

Mr. Eyad Abdulrahim brings over 25 years of experience in leading finance departments in the region. He has led major publicly listed companies and family business finance departments and has also assumed board and top management positions within. He has also performed on major regional and international boards of directors. Mr. Abdulrahim has worked with some of the major institutions within the Middle East and GCC including Emaar, The Economic City, Al Futtaim Group Real Estate, Dubai Properties Group, Arabtec Holding, DEPA Ltd, Standard Chartered Bank, and Arab Bank. He has led several IPOs in the region in addition to major restructuring, complex money market transactions and growth responsibilities within his career.

Mr. Abdulrahim is a well-proven leader within the finance community in the MENA region and the GCC in particular. He holds an MBA degree from UOWD and a degree in Accounting and Finance.

Mr. Khaled Zialnon

Committee member

Mr. Khaled Zialnon is a distinguished executive leader with a proven track record in business strategy, operations, problem-solving, and risk management. He currently serves as the Group Chief Governance Officer at Power International Holding, a dynamic international conglomerate based in Qatar. Mr. Zialnon has extensive experience in governance, compliance, and supply chain management, along with proven expertise in corporate policy management, delegation of authority, and business process engineering.

Throughout his career, he has held significant roles, including Group Chief Supply Chain Officer, General Manager – New Ventures, General Manager – Supply Chain, and Procurement Director. Mr. Zialnon commenced his career in Italy in international trade and moved to Qatar in 2017 as the Procurement Director at Baladna QPSC, where he played a pivotal role in the Company’s initial success. He then progressed to lead the Supply Chain department as a General Manager, managing the end-to-end supply chain process. Subsequently, he took on the role of General Manager for the New Ventures department, spearheading business diversification and expansion in Qatar and the international market. In terms of board involvement, Mr. Zialnon serves on the Board of Directors for Estithmar Holding QPSC and other private companies.

His leadership and strategic acumen make him a valuable asset in governance and boardroom decision-making, and his extensive experience and multifaceted skill set position him as an influential contributor to the organisations he serves.

The Committee is responsible for the following:

- Review and endorse, for Board approval, the long-term strategy of the Company. This involves a comprehensive analysis of economic and market conditions, aligned with directives from the Board of Directors
- Review and endorse, for Board approval, annual business plans and budgets across the Company. Ensure alignment with the long-term strategy and incorporate adjustments based on changes in economic, market and regulatory environments
- Monitor the Company’s quarterly performance against the established strategy, business plan and budgets. Ensure that the organisation stays on track and can promptly address any deviations from the set objectives
- Review and approve the corporate social responsibility strategy
- Review and consolidate marketing and communication plans, along with resource distribution plans. Ensure efficient and effective alignment to support business development and growth initiatives
- Review and consolidate business development strategies, product alignments and resource distribution across the Company. Involves optimising resource allocation to maximise growth opportunities
- Undertake other responsibilities delegated by the Board. This flexibility allows the Committee to address emerging issues and contribute to the overall success of the Company
- Establish and set target and review monthly key performance indicators (KPI) for the organisation
- Monitor KPIs and financial results and oversee digitisation progress across the Company

The Chairman of the Executive Committee, Mr. Ramez Al-Khayyat, acknowledges responsibility for discharging the Committee’s mandate at Baladna, reviewing its work mechanism and ensuring its effectiveness in line with the approved Committee charter.

During the 2023 financial year, the Executive Committee held 1 meeting.

Meeting No.	Date	Mr. Ramez Al-Khayyat	Mr. Mazen Alsbeti	Mr. Eyad Abulrahim	Mr. Khaled Zialnon
1/2023	29/11/2023	■	■	■	■

■ Present ■ Absent

3.5 Investment Committee

The primary objective of the Investment Committee is to provide strategic guidance, oversee major decisions and support the execution of the Company’s vision and goals. The Investment Committee acts as a bridge between the Board of Directors and the operational management, ensuring effective communication, decision-making and implementation of investment strategies.

Investment Committee members

Mr. Ramez Al-Khayyat

Committee Chairman

Mr. Ramez Al-Khayyat is a Qatari businessman based in Doha, with extensive experience in operations, risk management and business developments. He is a second-generation entrepreneur with years of executive experience in his family’s contracting company, a practical mind and an eye for detail. He is a competent leader and entrepreneur known for his distinguished experience in operations management, risk management and business development.

Mr. Ramez Al-Khayyat is the Vice Chairman of Power International Holding, a group of sustainable, innovative and successful companies across 5 different sectors, building value and contributing to the development of economies around the world, across Qatar, Europe, the UK, Turkey, Oman, the Maldives and Guyana.

Mr. Eyad Abdulrahim

Committee member

Mr. Eyad Abdulrahim brings over 25 years of experience in leading finance departments in the region. He has led major publicly listed companies and family business finance departments and has also assumed board and top management positions within. He has also performed on major regional and international boards of directors. Mr. Abdulrahim has worked with some of the major institutions within the Middle East and GCC including Emaar, The Economic City, Al Futtaim Group Real Estate, Dubai Properties Group, Arabtec Holding, DEPA LTD, Standard Chartered Bank, and Arab Bank. He has led several IPOs in the region in addition to major restructuring, complex money market transaction and growth responsibilities within his career.

Mr. Abdulrahim is a well-proven leader within the finance community in the MENA region and the GCC in particular. He holds an MBA degree from UOWD and a degree in Accounting and Finance.

Mr. Khaled Zialnon

Committee member

Mr. Khaled Zialnon is a distinguished executive leader with a proven track record in business strategy, operations, problem-solving, and risk management. He currently serves as the Group Chief Governance Officer at Power International Holding, a dynamic international conglomerate based in Qatar. Mr. Zialnon has extensive experience in governance, compliance and supply chain management, along with proven expertise in corporate policy management, delegation of authority and business process engineering.

Throughout his career, he has held significant roles, including Group Chief Supply Chain Officer, General Manager – New Ventures, General Manager – Supply Chain, and Procurement Director. Mr. Zialnon commenced his career in Italy in international trade and moved to Qatar in 2017 as the Procurement Director at Baladna QPSC, where he played a pivotal role in the Company’s initial success. He then progressed to lead the Supply Chain department as a General Manager, managing the end-to-end supply chain process. Subsequently, he took on the role of General Manager for the New Ventures department, spearheading business diversification and expansion in Qatar and the international market. In terms of board involvement, Mr. Zialnon serves on the Board of Directors for Estithmar Holding QPSC and other Private companies.

His leadership and strategic acumen make him a valuable asset in governance and boardroom decision-making, and his extensive experience and multifaceted skill set position him as an influential contributor to the organisations he serves.

Mr. Ismaeel Makdisi

Committee member

Mr. Ismaeel Makdisi is a distinguished professional with an extensive and varied career history. As the current Group Chief Legal Officer at Power International Holding (PIH), he leads all legal aspects for PIH, both domestically in Qatar and on a global scale, aligning with the organisation’s strategic plans for international growth. Previously, he served as the CEO of Intigral, a pioneering digital convergence company that supports telecom operators and ISPs across the Middle East and North Africa (MENA) region. Prior to ascending to CEO, Mr. Makdisi was the General Counsel and Vice President of Corporate Affairs at Intigral, where he managed the company’s legal and corporate communication strategies. His academic credentials are equally notable. Mr. Makdisi earned a Juris Doctor (JD) from Chicago-Kent and a PhD in Political Sociology from the University of Illinois at Chicago, USA, equipping him with a robust understanding of law and sociology that he has skillfully leveraged throughout his professional journey.

The Committee is responsible for the following:

- Ensure the Board of Directors is informed about the Company’s investment portfolio including all ongoing and upcoming investments within the Company. Conduct project appraisals following a structured pattern and utilising project metrics that align with monitoring standards
- To provide assurance that the investment arrangements remain appropriate, and confirmation that the investment portfolio is being managed in accordance with the Investment policy
- Oversee and periodically review the performance of Company investments including the impact of on such performance of the Company investment policies and guidelines
- Assess and review the economic benefits to be achieved through the investment of capital and operating funds as set out in Company strategic priorities
- Review the objectives, strategies and policies in relation to the investment of funds, both capital and operational
- Review the short and long-term investment plans and recommend their adoption as required
- Oversee of the systems and processes in place that support good governance of individual projects and investment programmes, consistent with the risk appetite statements

- Ensure the investment opportunity/business idea yields investment returns as established
- Review and report in detail the performance of the investment portfolio
- Review engagement of advisors for investments and approve their scope and remunerations

The Chairman of the Investment Committee, Mr. Ramez Al-Khayyat, acknowledges responsibility for discharging the Committee’s mandate at Baladna, reviewing its work mechanism and ensuring its effectiveness in line with the approved Committee charter.

During the 2023 financial year, the Investment Committee held 1 meeting.

Meeting No.	Date	Mr. Ramez Al-Khayyat	Mr. Eyad Abdulrahim	Mr. Khaled Zialnon	Mr. Ismaeel Makdisi
1/2023	5/12/2023	■	■	■	■

■ Present ■ Absent

3.6 Tendering Committee

The primary objective of the Tendering Committee is to provide strategic guidance, oversee major decisions and support the execution of the Company’s vision and goals. The Tendering Committee acts as a bridge between the Board of Directors and the operational management, ensuring effective communication, decision-making and implementation of tendering strategies.

Tendering Committee members

Mr. Khaled Zialnon

Committee Chairman

Mr. Khaled Zialnon is a distinguished executive leader with a proven track record in business strategy, operations, problem-solving and risk management. He currently serves as the Group Chief Governance Officer at Power International Holding, a dynamic international conglomerate based in Qatar. Mr. Zialnon has extensive experience in governance, compliance and supply chain management, along with proven expertise in corporate policy management, delegation of authority and business process engineering.

Throughout his career, he has held significant roles, including Group Chief Supply Chain Officer, General Manager – New Ventures, General Manager – Supply Chain, and Procurement Director. Mr. Zialnon commenced his career in Italy in international trade and moved to Qatar in 2017 as the Procurement Director at Baladna QPSC, where he played a pivotal role in the Company’s initial success. He then progressed to lead the Supply Chain department as a General Manager, managing the end-to-end supply chain process. Subsequently, he took on the role of General Manager for the New Ventures department, spearheading business diversification and expansion in Qatar and the international market. In terms of board involvement, Mr. Zialnon serves on the Board of Directors for Estithmar Holding QPSC and other Private companies.

His leadership and strategic acumen make him a valuable asset in governance and boardroom decision-making, and his extensive experience and multifaceted skill set position him as an influential contributor to the organisations he serves.

Mr. Eyad Abdulrahim

Committee member

Mr. Eyad Abdulrahim brings over 25 years of experience in leading finance departments in the region. He has led major publicly listed companies and family business finance departments and has also assumed board and top management positions within. He has also performed on major regional and international boards of directors. Mr. Abdulrahim has worked with some of the major institutions within the Middle East and GCC including Emaar, The Economic City, Al Futtaim Group Real Estate, Dubai Properties Group, Arabtec Holding, DEPA Ltd, Standard Chartered Bank, and Arab Bank. He has led several IPOs in the region in addition to major restructuring, complex money market transactions and growth responsibilities within his career.

Mr. Abdulrahim is a well-proven leader within the finance community in the MENA region and the GCC in particular. He holds an MBA degree from UOWD and a degree in Accounting and Finance.

Mr. Mazen Alsbeti

Committee member

Mr. Mazen Alsbeti is an accomplished specialist in the industry, with 23 years of comprehensive and successful experience as an Executive Director, initiating growth policies as a Senior Executive. He has outstanding planning, execution, monitoring and resource balancing skills, with the ability to support multiple projects in a matrix of organisational structure.

Mr. Alsbeti is the main contact person for business stakeholders in providing accurate reporting and information regarding ongoing projects, developing and executing strategies, working and forming relationships with prominent members of the media, government and the public, to uphold a positive image for the Company and generate new business opportunities.

The Committee is responsible for the following:

- The Tender Committee will play a pivotal role in supporting the Board by reviewing and recommending significant matters pertaining to the Group supply chains
- Review, monitor and provide approval for matters concerning the Group supply chains. This includes the evaluation and approval of bids in accordance with the prevailing delegated authority limits set and approved as per Delegation of Authority Matrix (DOA), as well structures, policies and any other matter pertaining to the supply chain function
- Uphold and reinforce corporate governance, integrity and transparency throughout the supply chain process and contract management
- Review and approve the list of tenderers to be invited for selective tenders and direct negotiations, staying within the limits defined as per approved DOA
- As per the limits defined in the approved DOA, the Committee evaluates bids, including the pre-qualification score of the vendors. Review bids rank based on their technical and financial merits
- Ensure the supply chain processes are transparent, fair and impartial. Verify compliance with the organisation's policies and procedures
- Regularly review policies and procedures related to the supply chain, including the framework adopting best and transparent practices. Propose any changes to the framework and contribute to the development of new policies for subsequent approval as per approved DOA
- The Tendering Committee shall be responsible for overseeing the tendering process, evaluating bids, negotiating with potential suppliers and selecting the most suitable supplier based on the evaluation criteria and other relevant factors
- The Tendering Committee shall ensure the procurement process is transparent, objective and in compliance with the organisation's policies and procedures. Meeting minutes or other appropriate records should be used and signed by all Tendering Committee members
- Approving the sourcing plan and budget, commercial terms, supplier list for each tender and ensure compliance with regulations, transparency and fairness

There were no meetings held by the Tendering Committee during the year 2023.

3.7 Delegation of Authority

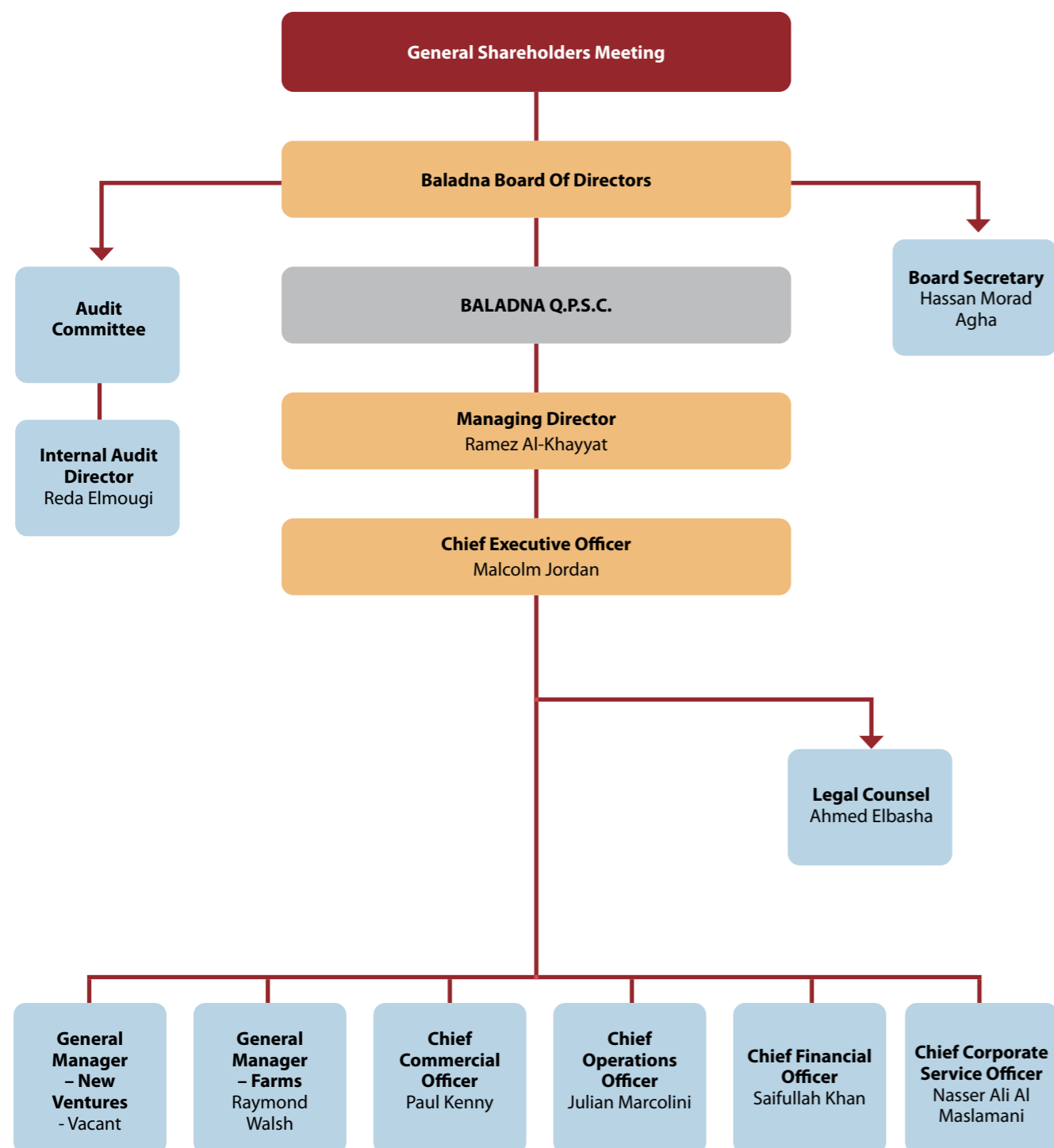
The Board is and shall remain responsible for the overall governance of the Company and for those matters that are reserved for the Board. The Board provided the Chairman and Vice Chairman with powers and authorities on behalf of the Board with the right of delegation. The Board, under Special Power of Attorney, delegated key authorities to the Managing Director, such as:

1. Manage the Company and its subsidiaries operations.
2. Represent and manage the Company and its subsidiaries in all transactions and documents before the government.
3. Sign all contracts and agreements on behalf of the Company inside and outside of Qatar.
4. Represent the Company in any manufacturing and/or distribution deals.
5. Represent the Company before the banks for opening and closing accounts, applying for loans and financial facilities, and signing LCs, bank guarantees and other bank documents.
6. Incorporate companies and branches within Qatar and abroad and sign their Articles of Association.

In pursuance of the special powers and authorities delegated to the Managing Director – who in turn delegates decision-making and approval authorities to the management as specified in the Authority Matrix approved by Board – the Delegation of Authority framework and policy was established to define the limits of authority designated to specific positions of responsibility within the Company. The Authority Matrix ensures efficient and effective decision-making which balances empowerment against controls.

On 13 December 2023, the Board of Directors reviewed the matrix of delegation of powers and responsibilities for the Company, and unanimously agreed to amend the matrix of delegation of powers and responsibilities, as well as the matrix of those authorised to sign in banks and commercial records.

4. Macro Organisational Chart



5. Executive Management

5.1 Executive Management's Profiles



Mr. Ramez Al-Khayyat
Managing Director

Mr. Ramez Al-Khayyat is a well-known entrepreneur and proven leader who brings a wealth of knowledge and experience in operations, risk management and business development. Mr. Al-Khayyat started his career as a Board member for Al-Khayyat Contracting and Trading, working to expand and develop the company.

In 2011, he and his brother, Mr. Mohamed Moutaz Al-Khayyat, founded Urbacon Trading and Contracting (UCC) in Qatar that has been a subsidiary of Urbacon Holding. As second-generation owners, Mr. Ramez Al-Khayyat runs Urbacon Holding, the privately held company and holds the position of President. UCC has constructed many internationally renowned projects.

In 2015, Mr. Al-Khayyat received recognition from the Socrates Committee in Oxford, UK, as Manager of the Year. They also recognised UCC as one of the Best Enterprises in the field of construction in Qatar.

As the Vice Chairman and Group CEO of Power International Holding, Mr. Al-Khayyat co-owns and manages a multitude of companies, operating in general contracting, agriculture and food industries, real estate development and lifestyle (hospitality, entertainment and catering).

The companies have grown horizontally by creating various affiliates. These operate across the world including Qatar, Europe, the UK, Turkey, Oman, the Maldives and Guyana, with plans for further expansion. Mr. Al Khayyat is also the Vice Chairman of Estithmar Holding Q.P.S.C.

Mr. Ramez holds a degree in Global Business from the University of the West of Scotland.



Mr. Malcolm Jordan
Chief Executive Officer

Mr. Malcolm Jordan re-joined Baladna as the CEO at the beginning of the year. He led Baladna during COVID-19 pandemic time and IPO.

Prior to joining Baladna, Mr. Jordan was part of the leadership team of Almarai, the largest food manufacturer and distributor in the Middle East and the largest integrated dairy company in the world. During his tenure at Almarai, Mr. Jordan held several executive positions including Executive Vice President-New Business, CEO-IPNC, General Manager-Marketing, General Manager-Quality, Product Development and Innovation.

Having worked in the region for the past 28 years, Mr. Jordan has a proven track record of delivering superior commercial results, building highly motivated teams and leading business transformation, value chain optimisation and major innovation projects.

Mr. Jordan is a graduate in Food Technology from the West of Scotland Agricultural College in Scotland and holds a Certificate in Leadership Development from IMD in Switzerland.



Mr. Saifullah Khan
Chief Financial Officer

Mr. Saifullah Khan is responsible for the strategic management of Baladna's financial functions, leading company IPO and international expansion to different geography to maintain the growth. He has considerable experience in scaling financial operations and organisational restructuring and has a strong track record in delivering improved financial performance, productivity and governance.

Mr. Khan's career has spanned a range of sectors including construction, manufacturing and dairy, and he has served in senior level financial positions with a range of multinational companies such as NLC Pakistan and Qatar Power Construction.

Mr. Khan holds a Bachelor's degree in Accounting, a Master's degree in Finance, CPA Certification and Executive MBA degree from HEC Paris.



Mr. Paul Kenny
Chief Commercial Officer

Mr. Paul Kenny is an accomplished Senior Commercial and Marketing Executive with 30 years of experience in major international and regional FMCG companies. Specialising in business turnarounds and building local and international brands, the last 20 years have been spent within the GCC, working with all major dairy players, most recently Al Safi Danone, Nadeq and Almarai. He has extensive experience in managing complex integrated businesses, developing and executing new routes to market models and creating fully integrated 360-degree brand campaigns.

Mr. Kenny possesses a process-driven approach to formulating customised strategies, particularly in under-performing business units, by leveraging a unique ability to enhance profitability through effective people management.

He holds a Graduateship of Marketing from the Marketing Institute of Ireland.



Mr. Julian Marcolini
Chief Operations Officer

Mr. Julian Marcolini joined Baladna Food Industries as General Manager Quality, Product Development, Health and Safety, Security and Environment. Mr. Marcolini is an accomplished senior management professional, with more than 20 years' experience in the areas of quality, food safety, manufacturing, supply chain and continuous improvement.

Mr. Marcolini has worked in the Middle East for the last 12 years for Almarai and has held several senior positions including Group Head of Quality and Head of Supply Chain for Almarai Infant Nutrition.

Mr. Marcolini completed his Master's in Business Administration from the University of Warwick, is a food science management graduate from the University of Salford and holds a Certificate in Leadership Development from IMD, Switzerland.



Mr. Nasser Ali Al Maslamani
Chief Corporate Services Officer

Mr. Nasser Al Maslamani holds an MBA from Henley Business School. He brings with him an array of experience from key sectors, ranging from the energy sector and financial sector to the sports sector and the tourism sector.

Prior to joining Baladna, Mr. Al Maslamani served as the Director of Planning and Quality for Qatar Tourism. Before that, he served as the Human Resources Director for Qatar Stars League, and as a Project Manager for Qatar Financial Centre Authority. He was one of the founders of the Qatar Finance and Business Academy during his tenure.



Mr. Ahmed El Basha
Legal counsel

The position of Legal Counsel for Baladna Company is occupied by Mr. Ahmed El Basha. He joined the Company in 2019 and was a key participant in the establishment and listing of the Company.

His professional career began as a freelance lawyer and a member of the Arab Lawyers Union, then he obtained a diploma in International Arbitration.

Mr. El Basha has more than 15 years of professional experience. Prior to joining Baladna, he worked as a legal adviser to GMC Investments Company (Arab Republic of Egypt), legal adviser to a CIB company (Arab Republic of Egypt), and Shareholder Affairs Officer for Salam International Investment Company SILL (Qatar).

Mr. El Basha holds a Bachelor of Laws degree from Beni Suef University (Arab Republic of Egypt).

5.2 The Executive Management

The executive management, composed of senior executives of Baladna, is responsible for the management of the business and meets on a regular basis. The executive management members report to the Chief Executive Officer. The prime role of the executive management is to review business performance and organisational and operational matters, set strategies/initiatives and monitor their successful execution, and review key business KPIs and progress on key projects.

5.3 Compensation for the Key Management Personnel

	For the year ended 31 December 2023 (QR)
Salary, bonus and other allowances	12,967,625
Employees' end of service benefits	1,364,038
Total compensation of key management personnel	14,331,663

Baladna did not provide any cash loans, guarantees or credits to any of the Chairman or members of the executive management during the fiscal year ending 31 December 2023.

6. Insider Trading

One of the main responsibilities of the Board of Directors is to ensure proper governance is applicable at Baladna for insider trading. An Insider Trading policy has been approved by the Board of Directors to ensure the highest level of integrity, transparency and disclosure. These rules are binding upon members of the Board, management of the Company and its employees, with the following obligations:

- Members of the Company's Board of Directors, as well as senior executives and major shareholders or controlling shareholders, are obliged to disclose the number of shares they hold within 15 days of their membership, as well as at the end of each financial year, and all trading by the Company's Board members, its executive management and, in compliance with the laws, the regulations and instructions issued in this regard
- The Chairman, members of the Board of Directors with listed securities in the market, its general manager or any employees who are familiar with the Company's material information, are prohibited from trading in the market, whether by himself, or in any other capacity, for the account of third parties in the securities of the same company, the parent company, subsidiary sister or ally of that Company, if any of these companies are listed on the market, during the prohibition periods stipulated in the applicable laws and regulations
- The Company is obliged to disclose information about the dealings of insider persons and their relatives in securities issued by the Company, parent company, subsidiaries or sister companies, including members of the Board of Directors in accordance with the regulations, laws and instructions issued in this regard through the preparation of a special and integrated register for all insider persons, including those who may be considered temporarily insider persons and who have access to the Company's internal information prior to publication. The register also contains prior and subsequent disclosures of insider persons
- Board members and any insider employees shall not use confidential information that may affect the price of securities for personal gain and any such act or transaction shall be null and void

7. Internal Control

Baladna's system of internal control aims to ensure the Board and management are able to fulfil the Company's business objectives. An effective internal control framework contributes to safeguarding the shareholders' investment and the Company's assets. The objective of Baladna's internal control framework is to ensure internal controls are established; that policies and procedures are properly documented, maintained and adhered to and are incorporated by the Company within its normal management and governance processes.

In accordance with the requirements set out in the Governance Code for Companies and Legal Entities Listed on the main market issued by the QFMA's Board pursuant to Decision No. (5) of 2016, management performs an ongoing process of identifying, evaluating and managing the risks faced by Baladna and establishes and maintains effective controls for the risks identified, including those over financial reporting.

The Company carries out the review of its internal controls over financial reporting on an annual basis with respect to all material financial balances, whereby the management assesses the adequacy of design and operating effectiveness of such internal controls over financial reporting. This assessment is reviewed by the Company's independent Auditors.

Management has assessed the adequacy of design and the operating effectiveness of the Company's internal controls over financial reporting as at 31 December 2023. Based on the assessment, management has concluded the internal controls over financial reporting are adequately designed and operating effectively with no material weaknesses identified.

Baladna's operating policies and procedures are considered to be adequate and effective, while recognising that such a system is designed to mitigate rather than eliminate the risk of failure to achieve business objectives and can provide reasonable but not absolute assurance against material misstatement or loss.

The Board of Directors acknowledges its responsibility for Baladna's internal control framework. The Board has delegated responsibility for oversight of the Internal Audit department (IAD) to the Audit Committee. The Head of Internal Audit is appointed by the Audit Committee. The Audit Committee reviews the effectiveness of the IAD function.

The objective of the IAD function is to provide independent assurance and consulting services using a disciplined systematic approach to improve the effectiveness of risk management, internal control, compliance and governance process, and the integrity of Baladna's operations. The function is also responsible for monitoring the compliance of the Company and its employees with the law, regulations and resolutions, as well as internal policies and procedures. Baladna's IAD functions are governed by a charter which sets out the purpose, authority and responsibility of the function, in addition to Baladna's Internal Audit Procedural manual.

During the period 1 January to 31 December 2023, no significant operational internal control failures were identified. However, process level improvements were identified by the IAD and accepted by management for implementation towards the continuous improvement of Baladna's internal controls. On an ongoing basis, the Audit Committee monitors the progress that management has made with respect to remedial actions taken on issues and findings raised by the IAD.

Mr. Reda El Mougi is the Internal Audit Director reporting to the Audit Committee.

Qualifications

Bachelor's degree in Auditing and Accounting, a Certified Internal Auditor (CIA), and Risk Management Assurance and other professional certificates.

8. Risk Management

Risk management is integral to Baladna's strategy and to the achievement of our long term goals. The Board has established a risk and control structure designed to manage the achievement of strategic business objectives. In doing so, we take an embedded approach that places risk management at the core of the leadership team agenda, which is where we believe it should be.

The Board provides oversight of Baladna's risk management strategy and has the overall responsibility for setting the Company's risk appetite. Risk appetite guides the Company in determining the nature and extent of risk it would ordinarily accept, while executing the business model for creating sustainable shareholder value.

Baladna accepts and applies a moderate risk appetite as it seeks a balanced management of opportunities for sustained business growth along with focused identification and exploitation of opportunities generated through its business. The Audit Committee oversees compliance with risk management processes and the adequacy of risk management activities related to Baladna's operations. In addition, management reviews the risk appetite and makes recommendations to the Board through the Audit Committee and actions required to ensure adequate controls/mitigating actions are in place against key identified risks. The Company applies a structured and robust enterprise risk management approach whereby the risk management process is implemented in defined steps: identify, assess, prioritise, mitigate, monitor and report.

9. External Auditors

The appointment and remuneration of the external auditors was approved by the General Assembly meeting of Baladna held on 11 April 2023. The shareholders appointed Moore Stephens and Partners certified Public Accountants – Qatar as the external auditors for the year 2023 for a professional fee of QR 309,000, in accordance with the provisions of Article 141 of the Companies Law.

Moore is a multinational professional services firm headquartered in the United Kingdom. It is one of the recognised audit firms and has been the only external auditor of the Company since it was listed on the Qatar Exchange, since their appointment at the Constitutive General Assembly meeting held on 26 November 2019. Mr. Fathi Abu Farah is the partner issuing the Independent Auditor's Report.

There have been no qualified opinions reported by our external auditors on Baladna's interim semi-annual and annual consolidated financial statements as at 31 December 2023. Please refer to the Independent Auditor's Report in the financial statements for further details.

10. Corporate Social Responsibility

Baladna's approach to corporate social responsibility (CSR) centres on the idea of creating shared value for all of its stakeholders through economic, environmental and social actions. Accordingly, the CSR programme has 4 pillars: Community, Workplace, Nutrition and Wellbeing, and Environment and Sustainability. At Baladna, the heart of the shared value concept rests on the ability of a company to create private value and transform this into public value for the society.

The total amount spent during the period from 1 January to 31 December 2023 on CSR initiatives was QR 13,774,414. One of the key initiatives or sponsorships during the period was the support of the Social and Sports Activities Fund.

11. Protection of Shareholders' and Stakeholders' Rights

Baladna is committed to protecting shareholders' and stakeholders' rights in accordance with the required bylaws, regulations and as part of its corporate governance framework. To accomplish this, Baladna exercises diligence and care in conducting all its operations, including effective and efficient use of resources to maximise shareholder benefits.

Baladna ensures all shareholders are entitled to their rights fairly and equally and that they are protected against any violation to those rights. To ensure shareholders' assets are protected against any misuse that may occur from the Board of Directors, executive management or relevant stakeholders, Baladna maintains a robust Shareholders' and Stakeholder's Rights policy.

The Company adopts the principle of justice and equality. The stakeholders have been equal in rights, and no discrimination is made between them on any basis. They have all the rights resulting from share ownership. In accordance with the provisions of the Company's Articles of Association and the provisions of the Board of Directors' charter, the Company is committed to guaranteeing the rights of shareholders that enable them to exercise their rights. Enjoying these rights includes the following:

- Shareholders' rights related to profits
- The shareholder's right to obtain information
- Shareholder rights related to the general assembly, voting and election of Board members
- Facilitating effective participation in decision-making
- Shareholders' rights related to major transactions
- The right to complain and litigate

12. Dealing with Rumours

Baladna has a policy for disclosure and communication that includes a policy for dealing with rumours. The charter of the Board of Directors also stipulated the appointment of an official spokesperson for the Company, who was responsible for making official statements, responding to rumours and all enquiries, as well as providing the correct information to the public.

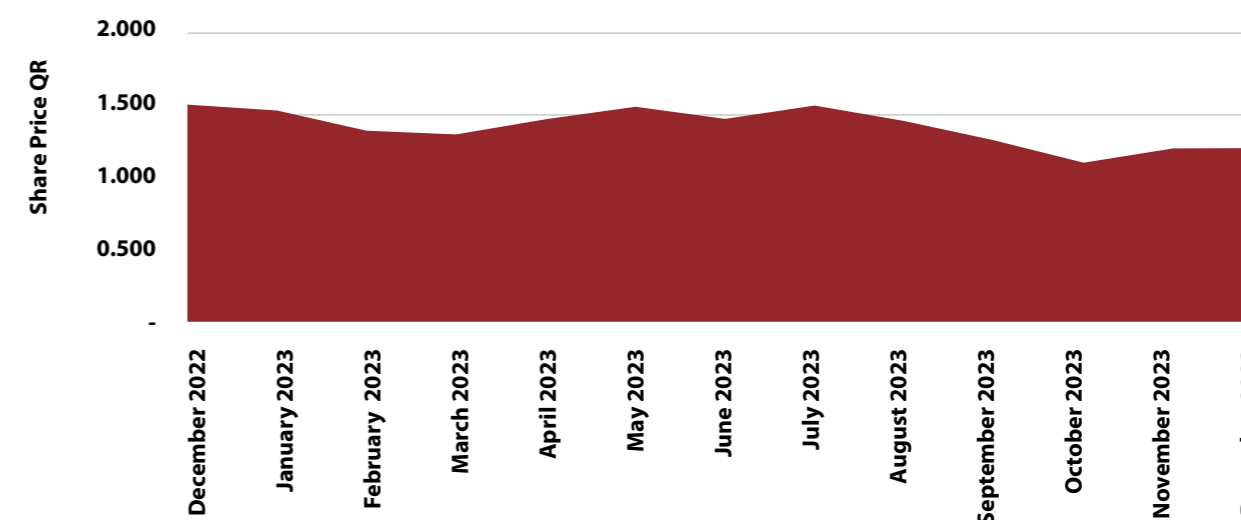
13. Ownership Structure and Share Performance

Share Performance

Baladna share price at the end of each month in 2023 compared with the market and industry index.

Month	Closing Price QR	Max. Price QR	Min. Price QR	Avg. Price QR	Market Index	Sector Index
January	1.490	1.619	1.490	1.543	10,932.29	7,828.05
February	1.346	1.500	1.270	1.345	10,571.00	7,494.62
March	1.320	1.390	1.187	1.316	10,212.61	7,866.39
April	1.428	1.474	1.299	1.358	10,181.23	7,703.54
May	1.515	1.619	1.430	1.531	10,154.81	7,758.22
June	1.430	1.568	1.290	1.509	10,074.60	7,893.79
July	1.524	1.549	1.422	1.510	10,962.95	7,963.87
August	1.414	1.570	1.398	1.503	10,194.74	7,629.20
September	1.278	1.448	1.249	1.319	10,251.95	7,636.06
October	1.121	1.300	1.050	1.184	9,523.53	6,964.47
November	1.221	1.293	1.120	1.232	10,041.72	7,323.37
December	1.224	1.237	1.151	1.202	10,830.63	7,575.67

Baladna Share Price



Shareholder Information

Share distribution as at 31 December 2023

	National		GCC		Arab		Foreign		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Individual	1,149,650,566	60.476%	1,114,336	0.059%	31,193,356	1.641%	25,031,373	1.317%	1,206,989,631	63.492%
Companies	411,746,025	21.659%	2,735,061	0.144%	433,945	0.023%	54,284,110	2.856%	469,199,141	24.682%
Governments	224,637,728	11.817%	-	-	-	-	-	-	224,637,728	11.817%
Institutions	173,500	0.009%	-	-	-	-	-	-	173,500	0.009%
Total	1,786,207,819	93.961%	3,849,397	0.202%	31,627,301	1.664%	79,315,483	4.173%	1,901,000,000	100.000%

Shareholders owning 5% or more shares

Shareholder	No. of Shares as at 31 December 2023	
	No. of Shares	%
Mr. Moutaz Al-Khayyat	257,713,509	13.557%
Mr. Ramez Al-Khayyat	261,278,594	13.744%
General Retirement and Social Insurance Authority (GRSIA)	179,502,465	9.443%
Total	698,494,568	36.744%

Share distribution based on the size of ownership as of 31 December 2023

Ownership of Shares	No. of Shareholders	Shares Owned	Shares as a percentage of Capital
Less than 50,000 shares	28,485	191,471,801	10.072%
50,000 - less than 500,000 shares	1,677	179,422,504	9.438%
500,000 - less than 5,000,000 shares	166	212,560,971	11.182%
More than or equal 5,000,000 shares	37	1,317,544,724	69.308%
Total	30,365	1,901,000,000	100.000%

14. Shareholders' Register

On a monthly basis, Baladna receives updates on its shareholders' register from Central Securities Depository (QCS). Furthermore, Baladna sends updates on its list of insiders to QCS regularly and/or whenever it gets updated.

15. Investor Relations

To comply with the Qatar Exchange rules and controls over investor relations for listed companies, Baladna has implemented the following:

- Appointment of an Investor Relations Officer; Mr. Asanka Kumara is the Investor Relations Officer in addition to his role as Baladna's Accounting Manager. The following are his contact details:
E-mail: a.kumara@baladna.com
Phone: +974 5044 9703
- Maintenance of effective communication with the shareholders: Baladna regularly announces its results to QFMA, Qatar Exchange and shareholders by way of interim statements, quarterly, semi-annual and annual results. Significant matters relating to share trading or business development are disclosed to QFMA, QE and the general public by way of market disclosures and announcements in accordance with the related provisions of applicable laws and regulations, in addition to press releases and postings on Baladna's website

Furthermore, Baladna's investor relations function includes:

- Quarterly conference calls on financial results with the investment community
- Responding to enquiries from shareholders through Baladna's investor relations function
- Meetings between investors, analysts and senior management
- Regular investor conferences organised by the investment community
- A section dedicated to investors on Baladna's website, which comprises of annual reports, quarterly results, corporate governance report, investor presentations, share price and dividend information. (<https://baladna.com/corporate>)

The Company uses the above link to update and publish information and data that has already been disclosed, in addition to other information related to the Company and its shareholders.

16. Disclosure and Transparency

The Board of Directors is committed to the best practices of disclosure and communication in compliance with the principles and rules of governance, integrity and transparency. The Company adheres to all disclosure requirements and issues all financial reports, audit reports, and all essential information related to the Company. This is in line with international best practices.

The Board has adopted a clear policy of disclosure and communication to establish a relationship of transparency and integrity with shareholders, by informing them of the Company's developments on a regular basis with the aim of encouraging investment in the Company's shares, which adopted the following:

- Disclosing the number of shares of Board members, senior executive management, and major or controlling shareholders
- Disclosing any essential information related to current projects, the projects it intends to enter, or any projects or information that affects the stock price
- The Company is committed to publishing financial reports in local newspapers, on the stock exchange's website, and on the website
- Disclosing the names of the members of the committees emanating from the Council, and the framework and systems of their work
- Financial statements are published in 2 local daily newspapers, on the company's website and on the stock exchange's website
- The Company annually publishes a governance report on its website
- The Company has appointed an official spokesperson authorized to issue statements and press releases on everything related to the Company, and he is responsible for responding to rumours and all enquiries
- The Company provides all information that concerns shareholders on its website in a way that ensures easy access, and it is updated periodically

17. General Assembly Meeting

Baladna held its General Assembly meeting on 11 April 2023, and the following decisions were taken:

1. The General Assembly approved the Board of Directors' report on the Company's activities and the financial position for the financial year ended 31 December 2022, and the Company's business plan for the year 2023.
2. The General Assembly approved the External Auditor's report on the Company's financial statements for the year ended 31 December 2022.
3. The General Assembly approved the Company's consolidated and audited financial statements for the financial year ended 31 December 2022, including the profit and loss and balance sheet statements.
4. The General Assembly approved the proposal of the Board of Directors not to distribute dividends to its shareholders for the year 2023 out of the profit of the year 2022.
5. The General Assembly approved discharge the Board of Directors from any liability relating to their directorship duties and responsibilities for the financial year ended 31 December 2022 and approved not to pay bonus to the Chairman and Board of Directors.
6. The General Assembly approved the appointment of Moore Stephens as the Company's Auditors for the financial year 2023 and approved their fees as per the Board's recommendation.
7. The General Assembly approved the Company's Corporate Governance Report for the year 2022 and approved the Annual Report for the year ended 31 December 2022.
8. The General Assembly approved the Board of Directors policies (Dividend policy, Board Remuneration policy and Related Party policy).
9. The General Assembly endorsed the Board of Directors decision to donate QR 1 million to M/s. Qatar Charity, as a participation in the relief campaign for those affected by the earthquake that took place in Turkey and Syria.

18. Whistleblowing

Baladna maintains robust guidelines, channels, safeguards and protection mechanisms to encourage whistleblowing in Baladna. The Whistleblowing policy at Baladna encourages employees to raise genuine concerns within the Company without fear of reprisals, rather than overlooking a problem. The Whistleblowing policy at Baladna provides guidelines on the whistleblowing concept and sets minimum standards for these matters within Baladna to ensure any such cases reported by the employees in good faith are properly dealt with. Thus, the objective of this policy is to provide employees with a channel for whistleblowing, to ensure appropriate action is taken on a timely basis and to ensure Baladna's reputation is maintained.

Generally, this misconduct is a violation of law(s), rule(s) and regulation(s): fraud, bribery, health and safety violations, corruption and/or a direct threat to public interest. Whistleblowing encourages employees to report wrongdoings or violations that they are aware of or have suspicions or concerns about, to earmark the responsible and designated internal authority within Baladna, so that appropriate action can be taken immediately to resolve the problem. Furthermore, it serves to minimise the Company's exposure to reputational or financial damage that may occur when employees circumvent internal mechanisms and demonstrates to employees and stakeholders that Baladna is serious about adherence to its Code of Conduct.

19. The Company's Irregularities and Violations

Baladna's Board of Directors and its top management are keen to implement all rules and regulations outlined in the Corporate Governance Code for the companies and legal entities listed on the main market issued by Qatar Financial Markets Authority and Commercial Companies Law No. (11) for 2015 and its amendments.

During the period 1 January 2023 to 31 December 2023, no fines or material penalties were imposed on the Company by the Qatar Financial Markets Authority or any other legal authority in any matter related to the financial markets.

We would also like to point out that the Company does not comply with the provisions of Articles 6 and 18 of the Corporate Governance Code, as the number of independent members on the current Board is less than one-third. This is because the current Board of Directors is the first Board of Directors of the Company. It is a Board appointed by the founders and its term will end at the end of 2024. It was appointed in agreement with the representative of the golden share. This will be remedied in the upcoming councils.

There are no major lawsuits filed against the Company that might affect the Company's activity, its financial statements, or the stock price.

20. Conflict of Interests and Code of Conduct

The Company adopts a policy that ensures the confidentiality and integrity for any reports of illegal actions relating to employees and general performance measures, which are clarified in Baladna's Code of Conduct. The Code includes the expected behaviour of employees, particularly regarding compliance with laws and regulations.

Employees must avoid conflicts of interest, particularly in commercial transactions, business administration and activities, using the Company's assets, records and information, and relationships with related parties outside the Company. No employee may accept or request gifts or bribes, loans or bonuses, prizes or commissions. The Company is resolved to combat all forms of conflicts of interest in addition to other matters.

Furthermore, the Company complies with Articles 108, 109, 110 and 111 of the Commercial Companies Law No. 11 for 2015 and its amendments that states the following:

1. The Chairman or a Board member may not participate/engage in any business that competes with the Company's business, or may not be involved, either on his/her own behalf or on others' behalf, in any type of business or activities in which the Company is engaged, otherwise the Company is entitled to ask him/her for compensation or take the ownership of the activities he/she is engaged in.
2. The Chairman, a Board member or a Director is not permitted to practice any activity that is similar to the Company's activities, or to have any direct or indirect interest in contracts, projects and covenants made in favour of the Company.
3. The Company may not offer a cash loan of any kind to any member of its Board of Directors or to guarantee any loan held by one of them with others or make an agreement with banks or other credit companies to lend money to any of the Board members or open a facility or guarantee a loan with other parties beyond the terms and conditions set by the Central Bank of Qatar. Agreements beyond the provisions of this Article will be considered null and void, and the Company retains its rights to request compensation, when necessary, from the offending parties.
4. It is prohibited for the Chairman and the Board members or the Company's staff to take advantage of any information delivered to his/her knowledge by virtue of his/her membership or position for the benefit of him/herself, his/her spouse, his/her children or any of his relatives to fourth degree either directly or indirectly, as a result of dealing in securities of the Company. Nor may they have any interest, directly or indirectly, with any entity conducting operations intended to make a change in the securities prices issued by the Company. This ban stays in effect for 3 years after the expiry of the person's membership on the Board of Directors or the expiry of his work at the Company.

21. Related Party Transactions

Sales and Purchases

Related Party	Relationship	Nature of the transaction	For the year ended 31 December 2023	
			Sales QR	Purchases QR
Yemek Doha Catering Services W.L.L.	Related party	Dairy and juice sales	26,079,881	-
Aura Hospitality W.L.L.	Related party	Brand income from restaurant: dairy, juice and detergent sales	7,260,670	-
Widam Food Company Q.P.S.C.	Related party	Livestock sales	4,601,282	-
Aura Entertainment W.L.L.	Related party	Brand income from Park: dairy and juice sales/promotional expenses	1,662,044	600,000
Elegancia Group W.L.L.	Related party	Detergent sales	1,506,094	-
QA Aura Restaurant	Related party	Dairy and juice sales	284,147	-
Sazeli Restaurant W.L.L.	Related party	Dairy and juice sales	186,593	-
Orient Pearl Restaurant W.L.L.	Related party	Dairy and juice sales/catering services	165,365	7,200
Damasca Restaurant W.L.L.	Related party	Dairy and juice sales	129,117	-
Urbacon Plant, Machinery and Vehicles (a branch of Urbacon Trading and Contracting Company W.L.L.)	Related party	Equipment rental income/equipment rental expenses	58,650	3,299,533
Elegancia Landscape W.L.L.	Related party	Compost sales/landscaping services	57,395	181,250
Urbacon Trading and Contracting W.L.L.	Related party	Detergent sales/camp and warehouse rentals	38,263	14,164,733
Power International Holding W.L.L.	Related party	Shared service expenses	-	12,638,492
Stark Security W.L.L.	Related party	Security services	-	1,582,701
Joury Tour & Travels W.L.L.	Related party	Staff tickets and business travel expenses	-	1,267,365
Elegancia Facility Management Limited W.L.L.	Related party	Landscaping services	-	540,000
Credo Trading Company W.L.L.	Related party	Chemical supplies	-	533,571
Printshop for Printing Services W.L.L.	Related party	Printing services	-	303,525
General Pension and Social Security Authority	Related party	Employee pension	-	294,787
Arab Builders W.L.L.	Related party	Maintenance works	-	221,162
Retaj Baywalk Residence W.L.L.	Related party	Staff accommodation services	-	60,000
Assets Real Estate Development Co. WLL	Related party	Staff accommodation services	-	8,243
Total			42,029,501	35,702,562

Capital expenditure

Related party	Relationship	Nature of the transaction	For the year ended 31 December 2023
			(QR)
Elegancia Electromechanical Services W.L.L.	Related party	Supply and installation of utilities	6,581,707
Urbacon Trading and Contracting W.L.L.	Related party	Construction work	4,822,786
Joury Tour & Travels W.L.L.	Related party	Travelling expenses of consultants relating to plant under construction	2,804,570
Water Master W.L.L.	Related party	Construction work	195,000
Retaj Baywalk Residence W.L.L.	Related party	Accommodation expenses of consultants relating to plant under construction	124,000
			14,528,063

Directors' Report on Internal Controls Over Financial Reporting (ICOFR)

Due From Related Parties

Related party	Relationship	As at 31 December 2023 (QR)
Urbacon Trading and Contracting W.L.L.	Related party	44,819,060
Aura Hospitality W.L.L.	Related party	14,722,334
Yemek Doha Catering Services W.L.L.	Related party	8,191,759
Elegancia Landscape W.L.L.	Related party	4,751,560
Aura Entertainment W.L.L.	Related party	3,309,046
Widam Food Company Q.P.S.C.	Related party	1,798,459
Sazeli Restaurant W.L.L.	Related party	891,059
Elegancia Group W.L.L.	Related party	749,383
Damasca Restaurant W.L.L.	Related party	271,624
Printshop for Printing Services W.L.L.	Related party	155,475
QA Aura Restaurant	Related party	121,132
Retaj Baywalk Residence W.L.L.	Related party	8,000
		79,788,891

Due To Related Parties

Related party	Relationship	As at 31 December 2023 (QR)
Elegancia Electromechanical Services W.L.L.	Related party	1,957,475
Essa Ahmed Jabor Ali Abdullah	Related party	770,000
Urbacon Plant, Machinery and Vehicles (a branch of Urbacon Trading and Contracting Company W.L.L.)	Related party	712,055
Joury Tour & Travels W.L.L.	Related party	596,235
Power International Holding W.L.L.	Related party	440,000
Elegancia Hospitality Services W.L.L.	Related party	240,001
Ghassan Khalid Al Salama	Related party	148,525
Credo Trading Company W.L.L.	Related party	103,971
Water Master W.L.L.	Related party	68,800
Elegancia Steel Trading W.L.L.	Related party	34,585
Assets Real Estate Development Co. WLL	Related party	9,309
General Pension and Social Security Authority	Related party	5,775
Others	Related party	5,825
		5,092,556

22. Significant Events during 2023

- Successfully launched 23 new SKUs across all categories/channels and increased market share in major product categories
- Acquiring 75% stake of the E-Life Detergent Factory and commencement of operation under Baladna
- Partnering with global cheese producer Bel Group to manufacture La Vache Qui Rit and Jibnet Abu Al Walad in Qatar
- Commissioning operation of evaporated milk and sterilised cream manufacturing facility
- Increased ownership stake to 15% in Juhayna Food Industries, a company listed on the Egyptian Stock Exchange
- Signing a memorandum of cooperation with the Suez Canal Authority (Arab Republic of Egypt) regarding studying the possibility of partnership in establishing a project for raising cows and growing fodder in the Arab Republic of Egypt

Assessment Report on Internal Controls Over Financial Reporting:

The Board of Directors of Baladna (Q.P.S.C.) ("the Company") is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICOFR") as required by Qatar Financial Markets Authority ("QFMA"). Our internal controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR also includes our disclosure controls and procedures designed to prevent misstatements.

We have conducted an evaluation of the design, implementation, and the operating effectiveness of internal controls over financial reporting, as of 31 December 2023, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO").

We have covered all the material aspects of the business in its assessment of internal controls over financial reporting as at 31 December 2023, for the period from 1 January 2023 to 31 December 2023.

The Company's statutory auditor, Moore Stephens, and Partners Certified Public Accountants (Moore), Qatar has issued a reasonable assurance report on our assessment of ICOFR.

1. 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 unintentional or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. A lack of fair presentation arises when one or more financial statement amounts, 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 based on the financial statements.

To restrain those risks of financial reporting, Baladna has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements. The Company conducted an assessment of the effectiveness of Baladna's internal controls over financial reporting based on the framework established in the Internal Control Integrated Framework (2013), issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system.

The COSO Framework includes 17 basic principles, and the following 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, 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.

2. Organisation 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 on a quarterly basis. As a result, the operation of ICOFR involves staff based in various functions across the organisation.

Controls to minimise the risk of financial reporting misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimising 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 authorisation of transactions

3. Measuring Design, Implementation and Operating Effectiveness of Internal Control

The Company has undertaken a formal evaluation of the adequacy of the design, implementation and operating effectiveness of the system of ICOFR. This evaluation incorporates an assessment of the design, implementation and operating effectiveness 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, risk of management override, competence of personnel, and the level of judgement required

These factors, in aggregate, determine the nature and extent of evidence that management requires to be able to assess whether or not 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 may either bring additional control issues to the attention of management or may corroborate findings.

The evaluation has included an assessment of the design, implementation, and operating effectiveness of controls within various processes including Revenue, Receipts and Receivables, Treasury, procure to pay, Human Resources and Payroll, Fixed Assets and Intangibles, Inventory, General Ledger and Financial Reporting, IT Controls, Entity Level Controls and Disclosure Controls.

As a result of the assessment of the design, implementation and operating effectiveness of ICOFR, management did not identify any material weaknesses and concluded that ICOFR is appropriately designed, implemented and operated effectively as of 31 December 2023.

24. Conclusion and Signature

Baladna's commitment to sustainability and cooperation among various stakeholders will ensure long-term growth and responsible business practices. This strategy serves as a model for companies and other countries prioritising food security.

The 2023 Corporate Governance Report demonstrates and confirms the Company's adherence to corporate governance standards, best practices, and all corporate governance requirements issued by the Qatar Financial Markets Authority, ensuring the sustainability and growth of Baladna, and enhancing the confidence of shareholders, investors and all stakeholders.

As we welcome the new year with a new perspective and positive outlook, we are proud that Baladna continues to fulfill its commitment to supporting Qatar's vision of achieving self-sufficiency and food security.

Accordingly, and in accordance with the provisions of the articles 2 and 4 of the Corporate Governance Code, the Board of Directors has prepared the Corporate Governance Report and disclosed the Company's commitment to implementing the provisions of this code, including all information related to the application of its principles and provisions.

Moutaz Al-Khayyat
Chairman

Independent external auditor's assurance reports



Independent Assurance Report to the Shareholders of Baladna 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 31 December 2023

To the Shareholders of Baladna 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 Baladna 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 31 December 2023 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 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 in 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.

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 QFMA'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's 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 analysing 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.

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 management

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 Management 1 and accordingly maintains a comprehensive system of quality management 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 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's law 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.

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 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 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 31 December 2023.

Moore Stephens and Partners
Certified Public Accountants



Fathi Abu Farah
Member of Qatar Association of
Certified Public Accountant
License No. 294
QFMA Auditor License No. 120189

Doha – Qatar
25 February 2024

Independent Assurance Report to the Shareholders of Baladna 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 31 December 2023 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 Baladna 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 31 December 2023 of Baladna 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 31 December 2023, 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 consolidated 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 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 (general IT and application controls, entity level controls, revenues, receivables, inventory management, fixed assets, treasury and cash management, biological assets, payroll, 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, implementing and maintaining 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.

The Group has assessed the design, implementation and operating effectiveness of its internal control system as at 31 December 2023, 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 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 Statement over assessment of suitability of the design, implementation and operating effectiveness of the Group's internal controls over financial reporting of significant processes of (general IT and application controls, entity level controls, revenues, receivables, inventory management, fixed assets, treasury and cash management, biological assets, payroll, financial reporting and periodic closing of the financial records) 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: (revenues, receivables, inventory management, fixed assets, treasury and cash management, investment management, payroll, financial reporting and periodic closing of the financial records).

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 organisation 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 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 management:

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 behavior 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 Management 1 and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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 authorisations 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 consolidated 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 31 December 2023 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.

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.

Opinion

In our opinion the Directors' ICFR Report forming part of the Annual 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 Internal Control over Financial Reporting as of 31 December 2023.

Moore Stephens and Partners
Certified Public Accountants



Fathi Abu Farah
Member of Qatar Association of
Certified Public Accountant
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QFMA Auditor License No. 120189