



***Board of Directors' Charter***  
***Baladna company***  
***(Q.P.S.C)***



## Charter Review Log

Issue number	Date of issue	Amendments	Effective date	Review date Next scheduling
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## Charter Approvals

Entity	Signature	Date
Board of Directors represented by its Chairman		

**This Document has been translated from its original Arabic equivalent which remains the official version**



## ***Table of contents***

<b>Definitions</b>	<b>5</b>
<b>Preface</b>	<b>7</b>
<b>Board of directors</b>	<b>9</b>
• <b><i>Board formation</i></b>	<b>9</b>
• <b><i>Prohibiting the combination of positions</i></b>	<b>9</b>
• <b><i>Conditions for Board Membership</i></b>	<b>9</b>
• <b><i>Loss of board membership</i></b>	<b>11</b>
• <b><i>Vacancy in the position of member of the Board of Directors</i></b>	<b>11</b>
• <b><i>Managing Director of Management</i></b>	<b>11</b>
• <b><i>Meeting and Decisions of the Board of Directors</i></b>	<b>12</b>
• <b><i>Board decisions</i></b>	<b>12</b>
• <b><i>Meeting invitation</i></b>	<b>12</b>
• <b><i>Meeting Quorum</i></b>	<b>13</b>
• <b><i>Delegating attendance and electronic participation</i></b>	<b>13</b>
• <b><i>Tasks and duties of the Board of Directors</i></b>	<b>13</b>
• <b><i>Board responsibilities</i></b>	<b>14</b>
• <b><i>Duties of the President</i></b>	<b>16</b>
• <b><i>Commitment to the periods prohibiting the trading of shares</i></b>	<b>17</b>
• <b><i>Board Secretary</i></b>	<b>17</b>
<b>Board committees</b>	<b>19</b>
<b>Board and Committees remunerations</b>	<b>19</b>
<b>Shareholders' rights</b>	<b>20</b>
• <b><i>Right to profits</i></b>	<b>20</b>



• <i>The right to obtain information</i>	21
• <i>shareholders rights regarding the general assembly</i>	21
• <i>Facilitating effective participation in decision-making</i>	22
• <i>Shareholders' rights related to major deals</i>	22
<i>Right to complain and litigate</i>	23
<i>Disclosure and communication policy</i>	23
<i>The strategy of social responsibility and the right of society</i>	24
<i>Final provisions</i>	25



***Board of Directors' Charter***  
***Baladna company***  
***(Q.P.S.C)***

***Definitions:***

**The company:** Baladna company is a Qatari public shareholding company (Q.P.S.C)

**Chairman:** Chairman of the Board of Directors.

**Vice Chairman:** Vice Chairman of the Board of Directors

**Board of Directors:** Board of Directors of Baladna Company.

**Board Member:** Member of the Board of Directors of Baladna Company.

**Managing Director of Management:** He is a member of the Board of Directors who is delegated by the Board to perform the actual management of the company, and who is on top of the executive authority in the company, and is the delegated signatory for the company within the authorities granted to him by the board of directors.

**Executive member:** Member of the Board of Directors of Baladna Company who performs an executive position in the company.

**Non- executive member:** Member of the Board of Directors of Baladna Company who doesn't occupy an executive position in the company, and doesn't receive a monthly salary or annual salary, except what he receives as member of the board of directors. He is not entitled to provide any consultations or paid services to the company or its affiliate companies or related parties. .

**Independent member:** He is a member of the board of directors who enjoys complete independence, and such independence doesn't contradict with the following, including but not limited to any of the following:

1. He is the owner of (1%) at least of the shares of the company or any company in its group.
2. To be a representative of a legal person who owns at least (5%) of the shares of the company or any company in its group.



3. That he be in the senior executive management of the company or any company of its group during the year preceding the elections to the Board of Directors.
4. That he has a first-degree kinship relationship with any of the members of the board of directors or the senior executive management of the company or any company of its group.
5. He is a member of the board of directors in any company within the group of companies nominated for membership in its board of directors.
6. He must be an employee during the two years preceding the elections of the Board, such as chartered accountants, and major suppliers, or be an owner of control shares with any of these parties during the two years preceding the elections to the Board.
7. To have direct or indirect transactions with the company or any company in its group during the two years preceding the elections to the Board.

**Board Secretary or Secretary:** The person appointed by the board and responsible for organizing the affairs of the board and the company.

**Higher executive management:** the executive officer and other executive officers responsible to him directly and includes heads of internal control units in the company.

**Stakeholders:** anyone who has a stake with the company based on a right or legal status, such as shareholders, workers, debtors, clients.. etc.

**Related party:** A person is considered related to the company if he is a member of the board of directors of the company or any company in its group, or in the upper executive management of the company or any part of its group, or if he owns at least (5%) of the shares of the company or any company in its group, or if he is from relatives of any of the members to the second degree, and every legal person controlled by a member of the company's board of directors or any company of its group or its higher executive management and their relatives up to the second degree, or that is involved in a project or partnership of any kind with the company or any company from its group.

**General Assembly:** General Assembly of the company's shareholders.

**Articles of Association:** Baladna company articles of association and its amendments.

**Incorporation contract or company contract:** Incorporation contract of Baladna company.

**The Charter:** The Charter of the Board of Directors, in which it defines the tasks, responsibilities and duties of the Board of Directors, its chairman and members.



**Corporate Governance Report:** An independent annual report in itself that includes the company's disclosure of its obligations to implement the principles and provisions of the corporate governance system.

**Governance System:** The corporate and legal entities corporate governance system listed in the main market issued in accordance with the Resolution of the Board of Directors of the Qatar Financial Markets Authority No. 5 of 2016.

**Law or Law in force:** The enforceable Commercial Companies Law issued by Law No. 11 of 2015, or any law that may amend or replace it.

**The Ministry:** The Ministry of Trade and Industry.

**The Stock Exchange:** Qatar Exchange.

**The Authority:** Qatar Financial Markets Authority.

**Administration:** The Corporate Affairs Department of the Ministry of Trade and Industry.

### ***Preface:***

This charter was developed by the board of directors of Baladna Company, according to the corporate governance system issued by the authority and the laws in force in the State of Qatar. This charter defines the system and checks and balances between the shareholders and the Board of Directors, and defines the principles and foundations for the distribution of rights and responsibilities among the various stakeholders in the company, and clarifies the rules and procedures for taking decisions related to the affairs of the company and with the aim of confirming institutional transparency and disclosure.

### **Compliance with corporate governance principles and requirements:**

The Board assumes its duties on the basis of commitment to the current system of governance and the charter. The Board will also work to implement the foundations of justice and equality between stakeholders and not distinguish between them on the basis of race, gender or religion, and to create standards conducive to establishing transparency and disclosure and making information available to the authority and stakeholders in a timely manner and in the manner in which Enables them to make their decisions and do their jobs correctly; frame the board's activities and fill in organizational gaps, raise the values of social responsibility for the company, introduce the public interest of the company and stakeholders on the private



interest, and perform duties, tasks and functions with faith and integrity and honor and sincerity and take responsibility arising therefrom towards stakeholders and society.

The Board will prepare an annual corporate governance report and submit it to the Authority in accordance with the Governance and Law System. The Board will also periodically review and update governance practices. And it remains to be done - the task of regularly reviewing the rules of Gook and the policies, covenants, and other internal procedures that are bound to glory.

### **Company vision:**

Establishing the name and brand of Baladna Trading Company among customers to be the first source of fresh natural food and drinks in the targeted markets.

### **The goals of the company:**

- Expanding food categories and products, especially those with the highest margins and added value;
- Expansion of existing markets and entry into new markets;
- Investment in infrastructure expansion and development;
- Maintaining reliable resources and creating additional resources;
- Detecting favorable market conditions and customer loyalty;
- Developing positive relationships with the government and the competent authorities;
- Improving operations;
- Ensuring biological security and nutritional and health practices;
- Health, Safety and Quality Assurance; and
- Product development





## **A. Board of Directors:**

### **1. Board Formation:**

The Board shall be formed according to the law and the articles of association of the company, provided that at least one third of the members of the Board are independent. And that the majority of the members of the Board are non-executives, and one or more seats may be allocated to represent the minority, and another to represent the employees of the company. In all cases, the formation of the Board must guarantee that no member or more controls the decisions.

#### **1.1. Prohibiting the combination of positions:**

In a manner that does not violate the provisions of the law in this regard, no person in his person or in his capacity as chairman of the Board or vice president in more than two companies whose main centers are in the state, nor a member of the board of directors of more than three companies whose headquarters are located in the state. Nor should he be a delegated director of management in more than one company whose head office is in the state, nor should he collect the membership of the two boards of directors of two companies that practice similar activities.

It is forbidden to combine the presidency of the board with any executive position in the company; the president may not be a member of any of the Board committees stipulated in this charter. The chairman and members of the Board must submit an annual declaration, which the secretary will keep in the portfolio prepared for that, and each of them declares not to combine the positions that are prohibited to combine them according to the provisions of the law, the system of governance and this policy.



The members of the Board of Directors may combine the membership of the Board and work for the company with remuneration, including supervising some or all of the company's activities

### **1.2 Conditions for Board Membership:**

The following conditions are required for the member and the candidate for membership of the Board of Directors:

- a) The candidate's age must not be less than (21) twenty-one years.
- b) He must not have been previously convicted of a criminal penalty, or a crime against honor or trust, or one of the crimes referred to in Article (40) of Law No. (8) of 2012 regarding Qatar Financial Markets Authority, and Articles (334) and (335) of Law No. (11) of 2015 issuing the Commercial Companies Law, or that it is prohibited from performing any work in the bodies subject to the control of the authority under Article (35 Paragraph 12) of Law No. (8) of 2012 referred to, or that it is he has declared his bankruptcy, unless he has been rehabilitated.
- c) He must be the owner of (100,000) one hundred thousand shares of the company. The transferred member is exempt from this condition of ownership of shares.
- d) He must deposit (100,000) one hundred thousand shares of shares that he owns in one of the approved banks, within (60) sixty days from the date of the membership commencement; or mark them on the Stock Exchange as membership board members. This is a guarantee of the rights of the company, shareholders, creditors and others, for the responsibility that may fall on the members of the Board of Directors. So that these shares continue to be deposited with their inability to trade, mortgage or seizure, until the membership period expires and the budget for the last fiscal year that the member has carried out with his duties is cleared.



- e) The board member must be qualified, and have sufficient knowledge of administrative matters and appropriate experience to perform his duties effectively, and he must allocate sufficient time to carry out his work in all fairness and transparency in the interests of the company and its goals.
- f) Every member of the Board, immediately after his election, signs a statement according to which he undertakes to abide by the provisions of the contract and the statute, and any other laws or regulations, which organize the joint-stock companies and members of their boards of directors.
- g) Signing an acknowledgment that the conditions for membership of the Board of Directors are available, and that he does not assume any position that is legally prohibited to combine it with the membership of the Board of Directors, in accordance with the provisions of the law, the system of governance and the statute.
- h) Any legal person; or a natural person representing a legal person as a member of the Board of Directors, or appointed to the Board of Directors, must continue to adhere to the principles contained in this Charter.

In all cases, the company is obliged to send a list of the names and data of the candidates for membership in the Board to the commission for approval, at least two weeks before the date set for the Board elections, along with the curriculum vitae of each candidate, and a true copy of the nomination requirements.

### **1.3 Loss of board membership:**

A board member loses his membership in the board in the following cases:

- a) If he fails to attend (3) three consecutive meetings of the Board or (4) four non-consecutive meetings without an acceptable excuse during his term.



- b) Resigning from his position under a written letter. Approved by the Board of Directors and in accordance with the provisions of the law, provided that this is at an appropriate time and that it is responsible to the company.
- c) If he loses one of the membership conditions stipulated above and as in article 97 of the Law.
- d) If he is unsuitable or has bad reputation or loses any thereafter.
- e) If the general assembly decided to remove the board chairman or any elected board member based on a suggestion from the board of directors with total majority, or based on a request signed by a number of shareholders which represents one quarter of the share capital, and finally the chairperson of the board must invite the general assembly to convene within ten days of the date of requesting the removal, otherwise the management will send the invitation.

#### **1.4 Vacancy in the position of member of the Board of Directors**

A - If the seat of a member of the Board of Directors is vacated, it shall be filled by whoever obtains the most votes from the shareholders who did not win the membership of the Board of Directors.

B - If the number of vacancies reaches a quarter of the number of seats in the Board or if the number of members is less than five members, the Board must invite the general assembly within two months from the date of vacancy of the seats or the remaining number of them less than five in order to elect those who occupy the vacant seats.

#### **1.5. Managing Director of the Department**

The board of directors elects the managing director of the management from among its members except for the president and independent members.



## **2. Meeting and Decisions of the Board of Directors:**

The board convenes six meetings -at least- during a year. And three months shouldn't pass without convening a meeting. The meeting of the Board shall not be valid unless attended by half of the members, provided that the Chairman or Vice-President is among them, provided that the number of attendances is not less than three members.

The Vice-President shall replace the President in his absence, and the President may delegate to other members of the Board some of his powers.

It is not permissible for any registered company to hold its board of directors meetings to discuss or issue decisions related to financial statements or decisions related to shareholders during the morning period that precede or during the trading session on the stock exchange, provided that the stock exchange is provided with decisions upon their issuance.

### **2.1 Board decisions:**

The decisions of the Board are issued by the majority of the votes of the attendees and representatives, and when the votes are equal, the side from which the president of the meeting is weighted, a record of each meeting is written and signed by the president of the meeting and the secretary, and for the member who did not agree to any decision taken by the Board to prove his objection in the minutes of the meeting.

The Board may, in the event of necessity and for reasons of urgency, issue some of its decisions by passing, provided that all its members agree in writing to those decisions, and that they are presented at the next meeting of the Board. To include in the meeting minutes.



## **2.2 Meeting invitation:**

The Board meets at the invitation of its chairperson, and the president must invite the Board to meet if requested by at least two members. The invitation is sent to each member accompanied by the agenda at least a week before the date set for its meeting. Any member may request the addition of one or more items to the agenda.

## **2.3 Meeting Quorum**

The board meeting shall not be valid unless attended by half of the board members, provided the chairman or his deputy are among the attendees according to the company's main regulations.

## **2.4 Delegating attendance and electronic participation:**

An absent member may delegate in writing a member of the board to represent him in attendance and voting, provided that one member cannot be represented by more than one member. It is permissible to participate in the meeting of the board with any insured and method from the accepted modern technical means, which enables the participating member to listen and participate effectively in the work of the Board and issue decisions.

## ***3. Tasks and duties of the Board of Directors***

- a) Preparing the company's budget and the statement of profits and loss of the company, its financial status and its activity reports, future plans for the next year in order to present it all to the general assembly.
- b) Approving the comprehensive strategic plan and main objectives of the company and supervising their implementation.



- c) Establishing systems and controls for internal control and general supervision.
- d) Establish a corporate governance system for the company and monitor its effectiveness and amend it if needed.
- e) Setting clear and specific policies, standards and procedures for membership in the Board of Directors and putting them into practice after the approval of the General Assembly
- f) Develop a written policy regulating the relationship with stakeholders in order to protect them and preserve their rights
- g) Establishing policies and procedures that ensure the company's adherence to laws and regulations and the disclosure of material information to shareholders, creditors and other stakeholders.
- h) Invite shareholders to attend the General Assembly meeting.
- i) Approving the nominations for appointment to senior executive management positions, and the succession plan for their management.
- j) Establish a mechanism for dealing and cooperating with financial service providers, financial analysis, credit rating and other service providers, and destinations for setting financial market standards and indicators to provide their services with legitimacy, honesty, and transparency for all shareholders.
- k) Setting the necessary awareness programs to spread the culture of self-censorship and risk management in the company.
- l) Adopting a clear and written policy that defines the principles and method for granting Board members' rewards, incentives and rewards to the senior executive management and employees of the company according to the principles of governance, without any discrimination on the basis of race, gender or religion, and submitting them to the general assembly annually for approval.
- m) Setting a clear policy for contracting with the related parties, and presenting it to the General Assembly for approval.



- n) Laying the foundations and criteria for evaluating the performance of the Board and senior executive management.
- o) The Board adopts rules and procedures that regulate the circulation of knowledgeable persons on the securities issued by the company.
- p) Adopting a clear policy for the distribution of profits and presenting them to the General Assembly in a manner that clarifies the background and justifications for this policy in a manner that guarantees sustainable growth and achieving the interests of the company and the shareholders alike.

#### ***Board responsibilities***

- a) The Board of Directors is collectively responsible for overseeing the company's management in the optimal way.
- b) Ensure compliance with relevant laws and regulations, the company's articles of association and rules.
- c) Protecting the company from illegal, arbitrary or inappropriate business and practices.
- d) The board must perform its duties with responsibility, good faith, seriousness and concern, and its decisions must be based on adequate information from the executive management, or from any other reliable source.
- e) A member of the board represents all shareholders, and he must adhere to what is in the best interest of the company, not the interest of his representative or whoever votes to appoint him to the board.
- f) The Board must specify the powers that it delegates to the executive management, the procedures for making decisions and the duration of the delegation. It also determines the issues that it retain the power to decide on them, and the executive management submits periodic reports on its practices of delegated powers.





- g) The board should ensure that procedures are in place to familiarize the new board members with the company's work, especially the financial and legal aspects, in addition to training them if necessary.
- h) The board must ensure that 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.
- i) The Board may not conclude loan contracts whose deadlines exceeded three years, or sell or mortgage the company's real estate, or exonerate the company's debtors from their obligations. 0 No, if it is authorized to do so in the company's system and the conditions set forth in it. The aforementioned except with permission from the General Assembly, unless the actions relate to the purposes of the company.
- j) The board must at least a week before the date specified for the general assembly meeting to consider the company's budget and the board's report to put at the disposal of shareholders a detailed statement of transactions and deals with any related party in the event that if the related party has an interest in it that may conflict with the company's interest .
- k) Follow-up developments in the field of corporate governance and the application of best practices in this regard.
- l) Ensure that all disclosures made by the company provide accurate, correct and non-misleading information.
- m) Ensure that employees are treated according to the principles of justice and equality without any discrimination on the basis of race, gender or religion.
- n) Adopting a mechanism that allows workers to report suspicious, illegal or harmful behaviors in the company. The Board must ensure that the complaint is safe and not reliable, and ensure that the author submitting the complaint is confidential and provide the necessary protection from any harm or negative reaction from other employees or his superiors.



- o) Prepare an annual detailed statement that the board of directors puts at the disposal of shareholders, to inform them about it before the general assembly convened to consider the company's budget and the report of the board of directors at least a week, 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 the members of the Board of Directors.
  4. The amounts allocated to each current board member.
  5. Operations in which a member of the board of directors or managers has an interest that conflicts with the company's interest.
  6. The sums actually 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.
- p) Members of the Board of Directors, as shareholders of the company, may not participate in voting on General Assembly decisions related to their discharge of liability.
- q) The company's budget, profit and loss account and a full summary of the report of the board of directors and the full text of the report of the auditors are published in two local daily newspapers, at least one of which is in the Arabic language, and on the website of the company, at least fifteen days before the General Assembly, and provide a copy of these documents to The tool before publishing to determine the mechanism of publication and its method.



### **5. Duties of the President:**

The president is the president of the company and represents it with others and before the judiciary. He is the first in charge of good management of the company in an effective and productive way and working to achieve the interests of the company, partners, shareholders and other stakeholders.

The company president is responsible for the following:

- a) Call the Board for a meeting.
- b) Approving the meeting's agenda, taking into consideration any issue raised by any member of the Board.
- c) Ensure that the Board discusses all the essential issues effectively and in a timely manner.
- d) Encouraging the board members to participate collectively and effectively in managing the affairs of the Board, to ensure that the board fulfills its responsibilities in the interest of the company.
- e) Providing all data, information, documents, documents and records of the company, the Board and its committees to the members of the Board.
- f) Finding effective channels of communication with shareholders and working to communicate their views to the Board.
- g) Make room for non-executive board members in particular, for active participation and encouraging constructive relationships between board members and non-executive board members.
- h) Keep members informed of the implementation of the provisions of this Charter. The Chairman may authorize the Audit Committee or others to do so.



## **6. Commitment to the periods prohibiting the trading of shares:**

The Chairman, members of the Board of Directors and the executive managers of the company are prohibited from trading the shares of the company for their account or for the account of others directly or indirectly during the following periods:

- A week before the end of the spring period until the announcement of financial statements.
- In the event of a call to the Board of Directors to discuss the annual and semi-annual financial statements. Trading is prohibited from the date of the invitation to convene the Board until the end of its meeting, provided that the period between the two dates does not exceed 15 days, and the company must inform the stock exchange of the two dates.

## **7. Delegating tasks**

In a manner that does not violate the powers of the General Assembly, the Board assumes all the powers and powers necessary to manage it; and it may delegate its committees or executive management to exercise some of its powers;

The ultimate responsibility for the company remains with the board even if it sets up committees or delegates other entities or people to do some of its work, and the board must avoid issuing general or indefinite mandates.

## **8. Board Secretary**

The Board issues a decision naming the Board's secretary. Priority for those holding a university degree in law or accounting from a recognized university or its equivalent will be for those who have experience of not less than three years in assuming the affairs of a



listed company. The Secretary may, after the approval of the President, seek the assistance of any of the company's employees in performing his duties.

#### **A) Duties of the Secretary of the Board of Directors**

- a) Writing the minutes of the Board's meetings and specifying the names of the members present and absent, showing what happened at the meeting, and setting out the members' objections to any decision issued by the Board.
- b) Register the decisions of the Board in the register prepared for this purpose according to the date of their issuance.
- c) Register the meetings held by the Board in the register prepared for this purpose are recorded in sequence and arranged according to the date in which they were held, stating in them: the members present and absent, the decisions taken by the Board in the meeting, and the objections, if any.
- d) Keeping the Board's meeting records, decisions, reports, and all Board records, and correspondence in paper and electronic records.
- e) Send the invitation to Board members and participants - if any - with the agenda attached to it at least two weeks before the date set for the meeting, and receive requests from members to add one or more items to the agenda and prove the date of their submission.
- f) Full coordination with the president and members of the Board, between the members among themselves, and between the Board and the concerned authorities and stakeholders, including shareholders, management and employees.
- g) Providing the president and members with quick access to all company documents and documents, as well as their information and data.



- h) Keeping the Board members 'declarations not to combine positions that are prohibited to be combined in accordance with the law and the provisions of this charter.
- i) Circulating the relevant decisions of the General Assembly and the Board of Directors on subsidiary companies and specialized departments.
- j) Ensuring good communication and distribution of information and coordination between members of the Board and other stakeholders in the company, including shareholders, management and employees, and ensuring that all members of the Board are prompt and complete access to all minutes of board meetings, information, documents and records relating to the company.
- k) Coordination between the committees in general
- l) Any other tasks mandated by the Board of Directors or the Chairman of the Board of Directors

## **B) Board committees**

The Board forms multiple committees that are drawn from it to help it achieve the goals of the company effectively and to realize any issues that arise in the company, and to provide the best standards of governance, transparency and good management, and also helps it to invest human resources in the fullest way.

The Board shall form, upon his election and at least in his first meeting, at least two committees, namely the Audit Committee; and the nominations and remunerations committee, each committee has its own work system that clarifies its duties, responsibilities, membership duration, powers granted to it and the policies related to its work.

## **C) Board and Committees remunerations:**



The members of the Board of Directors and the committees emanating from it deserve annual bonuses according to the general policy for granting bonuses in the company, after the approval of the General Assembly. Provided that the sum of these annual bonuses for members of the Board and Committees does not exceed 5% of the net profit of the company after deducting the legal reserves and deductions and distributing cash and in-kind profits to the shareholders

***D) Shareholders' rights:***

The company created the Shareholders Affairs Department to be the link between the shareholders and the company, and the functions of this department include the following, for example:

- a) Managing and disclosing information by communicating with shareholders and the community, responding to shareholder inquiries and providing clear information.
- b) Preparing a report submitted to the Board of Directors with the shareholders' proposals in the event of submitting any proposal that may benefit the company or monitor the shareholders' reaction to any decision taken by the company.
- c) Maintaining the company's shareholders register on a monthly basis.
- d) Assisting the shareholders in preparing the necessary delegations to delegate other shareholders in attending the general assembly meetings of the company.
- e) Monitor documents and information that must be available in the investor relations section of the company website, such as the articles of association, press releases, financial statements, governance reports or any other disclosures, and ensure that they are updated periodically.
- f) General coordination of the company's annual general meeting.



### **1. Right to profits:**

The policy of distributing company profits depends on the financial results achieved in each financial year, on the company's plans for expansion and growth, the company's cash flow needs, and the availability of excess liquidity. Distributed profits are limited to a percentage of net profit, after deduction of depreciation, provisions and statutory reserves, in addition to retained earnings from previous years. Where the company approves the percentage and nature of the profits distributed on the basis of the aforementioned factors, which may change from year to year, according to the data or circumstances prevailing at the time.

In the years when the company has a cash surplus, the company may distribute cash dividends after the approval of the general assembly on the proposal of the board of directors clarifying the value, date and method of receiving those cash dividends, While in the years in which the company has opportunities for growth and expansion, it resorts to recycling or partially or fully capitalizing the profits. Capitalization of profits is by increasing the company's head by issuing bonus shares of the amount of those profits and distributing them to shareholders.

### ***2. The right of the shareholder to obtain information***

The shareholder has the right to access information that enables him to fully exercise his rights without prejudice to or harming the rights of other shareholders

In the interests of the company. The company is obligated to audit and update information in a regular manner, and to provide all information of interest to shareholders. It enables them to fully exercise their rights and to use modern technology.

### ***3. shareholders rights regarding the general assembly***

The articles of association of the company stipulates the shareholders rights related to the General Assembly Meeting, which include:





- a) The right of the shareholder or shareholders who own no less than (10%) of the capital of the company, and for serious reasons request to call the General Assembly to convene, and the right of shareholders who represent (25%) of the capital of the company at least to request to invite the Extraordinary General Assembly to convene according to procedures which are determined by law and regulations in this regard.
- b) The right to request that certain issues be included in the agenda of the General Assembly and be discussed in the meeting if the Board does not include them and the Assembly decides to do so.
- c) The right to attend the meetings of the General Assembly, and the opportunity to participate effectively in it, participate in its deliberations, discuss the topics on the agenda, and facilitate everything that is known about the date and location of the Assembly, the issues listed in the agenda, and the rules governing discussions and asking questions.
- d) The shareholder's right to delegate someone by him under a special power of attorney and proven in writing; another shareholder who is not a member of the Board to attend the general assembly meeting, provided that the number of shares that the delegate holds in this capacity does not exceed (5%) of the company's capital shares.
- e) The right of the minor shareholders and those interdicted to attend the general assembly meeting, and they are represented in the presence by their representatives legally.
- f) The shareholder's right to direct questions to members of the board and their commitment to answer them to the extent that does not endanger the company's interest, and his right to refer to the general assembly if he considers that the answer to his question is not sufficient.
- g) The right to vote on General Assembly resolutions, and to facilitate all matters of knowledge of the rules and procedures governing the voting process.
- h) The right of the shareholder to object to any decision he considers issued to the interest of a certain class of shareholders, or harms it, or brings a special benefit to the members of the Board or others without regard to the company's interest and to prove it in the



minutes of the meeting, and his right to annul what he objected to in accordance with the provisions of the law in this regard.

#### ***4. Facilitating effective participation in decision-making***

The most appropriate places and dates must be chosen for the general assembly, and the company may use modern technology to communicate with shareholders in order to facilitate the effective participation of the largest number of them in the general assembly meeting.

The company shall enable the shareholders to be aware of the topics included in the agenda and all new ones accompanied by sufficient information to enable them to make their decisions, as the shareholder has the right to discuss the issues presented to the association, the right to vote on the decisions of the general assembly, the election and removal of members of the board of directors, and the right to reserve And objecting to the decisions of the General Assembly, and the right to approve or withdraw approval to reward the members of the Board of Directors

The company must also enable shareholders to view the minutes of the general assembly meeting.

#### ***5. Shareholders' rights related to major deals***

The company's articles of association clarify the mechanism for protecting the rights of shareholders in general and the minority in particular if the company concludes major deals that may harm their interests or violate the ownership of the company's capital.

In all cases, the company's capital structure must be disclosed and every agreement the company makes regarding it, and the owners (5%) or more of the company's shares must be disclosed, directly or indirectly.



## **6. Right to complain and litigate**

Shareholders who own at least 20% of the company's capital have the right to complain and litigate. They are entitled to request the competent judicial authority to order the inspection of the company in connection with grave breaches of members of the board of directors and auditors in the performance of their duties determined by the law or the articles of association of the company whenever there is any reason to suspect. Also, the shareholder has the right to file the lawsuit individually if he suffers from his own harm as a shareholder, and the general assembly has the right to prosecute all who harm the interests of the company or cause damage to shareholders' rights and seek compensation in accordance with the provisions of the law.

## **E) Disclosure and communication policy**

### ***The purpose of the Disclosure and communication policy***

Baladna believes in the need to adhere to best practices of disclosure and communication in response to the principles and rules of governance, integrity and transparency. The Board of Directors has adopted a clear policy of disclosure and communication to draw a relationship of transparency and integrity with current and potential shareholders, by informing them of the company's developments periodically in order to encourage investment in the company's shares and reassure them about What they invested in the company.

### ***The company's obligations and responsibilities within the framework of the disclosure and communication policy***

- a) The company shall abide by the rules and conditions governing disclosure and listing on the Qatar Stock Exchange, and abide by all disclosure requirements, including the



disclosure of the number of shares of members of the Board of Directors, executives and major shareholders or controllers.

- b) The company is obliged to disclose any material information related to the company's current projects, or projects that it intends to enter into; or any projects or information that affects the share price.
- c) The company shall issue a press release and disclosure, whenever necessary, to include the disclosure of important and fundamental information, including the disclosure of financial results, new projects and strategic partnerships, and the disclosure of related cases and rulings.
- d) The company is committed to publishing financial reports in accordance with international accounting and auditing standards in local newspapers, on the stock exchange website and on the company's website.
- e) The company must disclose the names of members of the committees emanating from the board, and the framework and systems of its work.
- f) The company should disclose the remuneration policy, the external auditor selection policy; the risk policy, and the board's performance evaluation policy.
- g) The company shall continue to publish all information, disclosures and data when it is available and / or periodically throughout the period of its listing on the stock exchange.
- h) The company publishes the budget annually, the profit and loss account, the report of the board of directors, and the full text of the report of the auditors, including the clarifications and company disclosures contained therein, in two local daily newspapers, on the company's website and on the stock exchange website.
- i) The company publishes an annual corporate governance report on its website, and copies of it are distributed at the general assembly meeting.
- j) The company is obliged to appoint a spokesperson - or more - who is authorized to release statements and press releases on everything related to the company.



- k) The spokesperson - referred to in the previous paragraph - must respond to the rumors and all inquiries.
- l) Only a spokesperson may make any statements, statements or information without the written permission of the president or his authorized representative.
- m) The company is committed to providing information of interest to shareholders on its websites in a manner that ensures easy access to it, and works to update it periodically.

***F) The strategy of social responsibility and the right of society:***

**The purpose:**

Baladna social responsibility strategy is based on Qatar National Vision 2030, especially its economic pillar. It is also based on the company's vision aimed at becoming one of the most successful companies specialized in food production in the Middle East and an example to be taken to transcend the name of Qatar internationally in the field of foodstuffs by providing the best products with the highest international standards.

**Company responsibilities:**

In implementation of this strategy, the company's mission aims to develop human resources and society. Therefore, because the program of social responsibility in Baladna Company includes:

- **Commitment to comprehensive quality:** that is with the company's contribution within its activity by securing the needs of the national economy and society for goods and services, and optimal use of production factors.



- **Contributing to the development of human resources:** that of workers in the company. And for members of society through securing ways to acquire skills, scholarships, training new graduates, and promoting the knowledge economy.
- **Preserving the environment:** environmental considerations should be taken into consideration when implementing projects so that the environment is not only protected but improved and transferred to future generations in a better way than what we received from our ancestors.
- **Allocating part of the annual profits:** The company deducts annually part of its annual net profits to direct it to support sports, cultural, social and charitable activities.

#### **G) Final provisions**

- a) Everything that is not mentioned in this Charter is subject to the provisions of the Commercial Companies Law, the regulations of the Qatar Financial Markets Authority and the articles of association of the company.
- b) This Charter shall enter into force as of the date of its approval by the Board of Directors and be published on the website of the company, and it may be amended with the approval of the majority of the Board, provided that the amendment does not conflict with any of the laws and regulations in the State of Qatar or the company's articles of association.