



شركة مزايا للتطوير العقاري ش.م.ع.ق.
Mazaya Real Estate Development Q.P.S.C.

**Investors Relations Policy
V1.0**

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1. Purpose

The purpose of this policy is to delineate guidelines and standards for Mazaya Real Estate Development Q.P.S.C. (hereafter referred to as Mazaya) that promotes good relations through effective communications between Mazaya and its shareholders.

General Policy Statement

- The Board should foster constructive relationships with shareholders that encourage them to engage with Mazaya.
- The Chief Executive Officer (CEO) specializes in information and disclosure management for Mazaya as they communicate with the investor/ shareholder community at large.
- The CEO shall develop and maintain a strong partnership with newspapers and other media communications and ensure that all relevant investor information is released on a timely basis to promote transparency in dealing with the investment community.
- All such news releases should be performed in line with applicable laws/ regulations.
- The CEO shall oversee/ direct conferences, seminars, events and other functions organized by Mazaya for the shareholders.
- The CEO will maintain the updated list of shareholders.
- The CEO will coordinate the timely invitation of shareholders in events/ conferences and assist in the overall success of these activities.

2. Shareholders Communications

Mazaya's Board of Directors (BOD) shall have the primary responsibility towards the shareholders of the Company for communicating its work performance and results.

The BOD shall assume responsibility in front of the Company's shareholders for any case of violation and negligence.

Shareholder communications shall be done through press releases, newsletters and Mazaya's official website. Such communications could include:

- Corporate and business developments;
- Financial results;
- Annual reports;
- Corporate Governance related disclosures;
- Social responsibility updates;
- Mazaya's market data and other statistical data; and
- Qatar Exchange (QE) trading information.

Additionally a copy of all media releases should be provided to the Qatar Exchange (QE). Disclaimers/ disclosures in press releases should be provided if and when required by the applicable regulatory authority.

3. Dialogue with Shareholders

- The CEO should identify leading institutional shareholders and ensure that they have regular contact with the Management.

- It is Mazaya's policy to ensure that its investors/ shareholders gain a good understanding of its business through appropriate informative media communications.
- The CEO will ensure that feedback is received from shareholders on the General Assembly, conferences and other shareholder/ investor contacts.
- Feedback on Mazaya's performance shall be accumulated, maintained and reported to the Board on a periodic basis by the Management.
- The report to the Board shall also include shareholder suggestions in order to obtain appropriate response.

4. Shareholders Feedback

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5. Shareholders Queries and Access to Information

- The CEO will coordinate with the Information Technology Department/service provider to ensure the timely update to Mazaya's website to reflect the latest in Investor Relation information including all pertinent press releases, financial reports, Board related aspects, governance aspects and other disclosures as required.
- Additionally, the CEO should ensure that a direct line is provided (and included on Mazaya's website and press releases where applicable) to all shareholders who may have queries or require further information.
- All information provided to shareholders/ investors must be in the public realm. In the provision of information, as a strict policy, no insider information or preference to one shareholder over another is allowed.
- In all telephone/ e-mail or any other medium of communication, queries should reflect publicly known information. The CEO is responsible in assisting in the provision of released information and receiving feedback from shareholders.
- CEO is permitted to provide shareholders with information relating to intangible values such as the Company's policy on Corporate Governance, Code of Ethics, etc.
- In accordance with QFMA Corporate Governance Code Article 31 the shareholders are given access to following information at the QFMA prescribed charges:
 1. Copies of shareholder registers.

2. Board Member's register.
 3. Articles of Association and by-laws of the Company.
 4. Board Member candidates' information; and
 5. Any other document the QFMA may decide upon.
- Mazaya will not provide copies of contracts that may result in an asset or liability as required by the QFMA code as these contracts are confidential in nature and difficult to provide on a case by case basis. However, Mazaya will disclose all assets and liabilities (including loans) as part of its financials which have been approved by the External Auditor.

6. Coordination with Qatar Exchange

The CEO should maintain a proactive relationship with the QE. Where QE has any clarifications with regard to press releases, the CEO should timely provide the required information.

Any information that may affect the share price of Mazaya should be disclosed to QE prior to public release. If information has been leaked/ released to the press without QE's approval, the CEO should immediately provide clarification to the QE.

An investigation as to how the information may have been released and the person(s) responsible should be conducted to prevent future occurrences.

7. Rights with Regards to general Assembly and Decision-Making

The shareholders have the right to attend meetings of the General Assembly, and the opportunity to effectively participate in them and in its deliberations, as well as discuss matters listed in the agenda and ask questions.

Rights with regards to General Assembly meetings.

Frequency: The General Assembly shall be convened at least once a year (4 months after the end of fiscal year), and as often as necessary.

Invitation:

Shareholder(s) who own at least (10 percent) of the company's capital shall, on serious grounds, be entitled to request to convene a General Assembly.

The shareholders representing at least (25 percent) of the company's capital shall be entitled to request to convene an Extraordinary General Assembly pursuant to the procedures prescribed by the law and the regulations relating to this.

Notice and agenda:

Meetings of the Annual General Meeting (AGM) are called by the board. The invitation for a meeting, accompanied by the agenda, shall be published at least 21 days (المادة 121) before the meeting. Each shareholder has the right to request one or more item(s), to be placed on the agenda.

Meetings of the Extraordinary General Meeting (EGM) are called by the board. The invitation for a meeting, accompanied by the agenda, shall be published at least 15 days before the meeting. Each shareholder has the right to request one or more item(s), to be placed on the agenda.

Venue:

General Assembly meetings shall only be held in Doha and shall use new and modern technologies in communicating with shareholders in order to facilitate the effective participation of the greatest number of them in the General Assembly.

Rights with regards to decision-making

Individual vote: Each share carries one vote. There are no shares with multiple voting rights, preferential voting rights or maximum voting rights. All shares of the same class shall have the same rights attached to them.

Proxy:

A shareholder is entitled to appoint, by proxy, another shareholder who is not a board member to attend the General Assembly on his/her behalf.

The shareholder by proxy shall not represent more than (5 percent) of the company's capital shares.

Minors and shareholders restricted to attend the General Assembly meeting shall be represented by their legal attorneys.

Except for legal entities, each shareholder may not represent whether on behalf of himself/herself and/or other shareholders more than 5% of the total votes present at the AGM and EGM.

Quorum and majority vote:

The General Assembly meeting shall be deemed valid if attended by the shareholders representing at least 50 percent of the company's share capital, provided that either the chairman of the board of directors, the vice-chairman or the person delegated by the board of directors to do so, attends the meeting.

An Extraordinary General Assembly meeting shall be deemed valid if attended by the shareholders representing at least 75 percent of the company's share capital, provided that either the chairman of the board of directors, the vice-chairman or the person delegated by the board of directors to do so, attends the meeting.

Every shareholder shall have the right to attend General Assembly meetings. Shareholders shall pass their decisions by an absolute majority of shares represented at the meeting.

Participation and right to protest:

The company is prohibited from placing any limitations or taking any action that might hamper the use of the shareholder's voting right. The shareholders shall be afforded all possible assistance to facilitate their right to vote.

The shareholder shall be entitled to ask questions to the board members which shall be answered in a manner that will not prejudice the company's interests and shall be entitled to appeal to the General Assembly if the answer is considered to be insufficient.

The shareholder shall be entitled to object to any decision and entitled to minute the objection and invalidate the decision according to the provisions of the law in this regard.

Minutes:

Minutes of meetings must be documented for every General Assembly. The minutes are to be signed by the chairman of the meeting, its rapporteur, vote collectors and the auditors, then added to the company's records.

If a member does not agree on any decision taken by the General Assembly members, he/she may document his/her objection in the meeting minutes.

The minutes of meetings shall include the names of the attending and absent members, the number of shares they possess in person or by proxy, the number of votes attributed to them, the passed resolutions, the number of votes approving or rejecting such resolutions, as well as the meeting discussions.

Disclosure of resolutions: A resolution of the General Assembly may be publicly disclosed only through a statement from the chairman of the board or the board secretary.

8. Rights with Regards to Equitable Treatment of Shareholders

All shareholders should be treated equitably:

All shares should carry the same rights. All shareholders should be able to obtain information about the rights attached to all series and classes of shares before they purchase the same.

Minority shareholders should be protected from oppression by controlling shareholders acting either directly or indirectly and should have effective means of redress.

In cases where major transactions are approved and the minority shareholders have voted against the said transactions, the objection shall be noted down in the meeting minutes and published.

Processes and procedures for general shareholder meetings should allow for equitable treatment of all shareholders. Procedures should not make it unduly difficult or expensive to cast votes.

9. Dividend

1. Mazaya shareholders shall approve the proposed dividend during the annual general meeting (AGAM). Mazaya's annual dividend is subject to board of directors and general assembly final approval.
2. Mazaya shall build cash reserve to support bonus share to shareholders (if any) taking into consideration the dividend payout ratio.
3. The target payout/dividend shall be declared as a percentage of net profit available to Mazaya.

4. Mazaya shall consider the following factors before presenting dividend payout plan to the BOD:

Outside Employment.

It is not obligatory by Mazaya to distribute full profit to the shareholders. Mazaya shall keep sufficient cash for its operational requirements before dividend distribution.

Lenders Constraints:

Mazaya shall satisfy the financial requirement of lenders, if any.

Legal Constraints:

Any legal reserves required under the law shall be reserved before distributing the dividend.

Future Investment Plan:

Investment plans of Mazaya shall be considered and sufficient cash shall be retained before dividend distribution unless it has been decided to find the investment through additional share capital or blank financing.