



Mazaya Real Estate Development Q.P.S.C

# CORPORATE GOVERNANCE

FOR THE YEAR **2019**

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# BOARD OF DIRECTORS' REPORT

## on Internal Controls over Financial Reporting

The Board of Directors of Mazaya Real Estate Development Q.P.S.C. and its consolidated subsidiaries (the "Group") is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). The internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS).

The Group is still in process of completing the documentation and testing of the design and implementation of its internal control system as at 31 December 2019, based on the criteria established in the Internal Control - Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework")

The Group's assessment of its internal control system will include:

- A description of the controls in place within the Components of Internal Control as defined by the COSO Framework;
- A description of the scope covering material business processes and entities in the assessment of Internal Control over Financial Reporting;
- An assessment of the design, implementation and operating effectiveness of Internal Control over Financial Reporting; and
- An assessment of the severity of design, implementation and operating effectiveness of control deficiencies, if any noted, and not remediated.

# INDEPENDENT ASSURANCE REPORT

To the Shareholders of Mazaya Real Estate Development Q.P.S.C. (the "Company") and its subsidiaries (referred together as the "Group") on the Board of Directors' Report on Compliance with the applicable Qatar Financial Markets Authority Laws and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market

In accordance with 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 the Board of Directors' Report ( the "Report") on compliance of the Group with the applicable QFMA Laws and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market (the " Code") as at 31 December 2019.

### **Responsibilities of the directors and those charged with governance**

The Board of Directors of the Group is also responsible for preparing the Report that covers, at the minimum, the requirements of Article 4 of the Code.

In Section 2 of the Annual Corporate Governance Report, the Board of Directors provides its Report on compliance with the applicable QFMA Laws and relevant legislations including the Code.

### **Our Responsibilities**

Our responsibilities are to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the Report included in Section 2 of the Company's Annual Corporate Governance Report does not present fairly, in all material respects, the Group's compliance with the QFMA Laws and relevant regulations 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 Report, taken as a whole, is not prepared in all material respects in accordance with the Code. The applicable QFMA Laws and relevant legislations including the Code comprises the criteria by which the Group's compliance is to be evaluated for purposes of our limited assurance conclusion.

Independent Assurance Report, to the Shareholders of Mazaya Real Estate Development Q.P.S.C. (the "Company") and its subsidiaries (referred together as the "Group") on the Board of Directors' Report on Compliance with the applicable Qatar Financial Markets Authority Laws and relevant legislations including the Governance Code for Companies & Legal Entities.



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.

Our limited assurance procedures comprise mainly of inquiries of management and inspection of supporting policies, procedures, and other documents to obtain an understanding of the processes followed to identify the requirements of the applicable QFMA Laws 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. When deemed necessary, we observed evidences gathered by management to assess compliance with the requirements.

### **Inherent limitations**

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

Because of the inherent limitations of certain qualitative criteria in the application of the relevant QFMA Laws and relevant legislations including the Code, 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 an audit trail.

### **Our Independence and Quality Control**

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

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

### **Other information**

The Board of Directors is responsible for the other information. The other information comprises the Annual Corporate Governance Report (but does not include the Directors' Report on compliance with applicable QFMA Laws and relevant legislations including the Code presented in Section 2, which we obtained prior to the date of this auditor's report.

Independent Assurance Report, to the Shareholders of Mazaya Real Estate Development Q.P.S.C. (the "Company") and its subsidiaries (referred together as the "Group") on the Board of Directors' Report on Compliance with the applicable Qatar Financial Markets Authority Laws and relevant legislations including the Governance Code for Companies & Legal Entities

Our conclusion on the Directors' Report on compliance with applicable QFMA Laws and relevant legislations including the Code does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

In connection with the other information, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Conclusions**

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Report included in Section 2 of the Annual Corporate Governance Report on compliance with the applicable QFMA Laws and relevant legislations including the Code, is not, in all material respects, fairly stated as at 31 December 2019.

### **Other Matter**

Without qualifying our opinion, we draw attention to Appendix 1 in the Corporate Governance Report of the Group. The Group is still in the process of documenting its policies, procedures, and related controls related to the compliance with the relevant regulations of QFMA. As such, our opinion in the previous paragraph does not address the Group's compliance with such regulations.

**Doha – Qatar** For Deloitte & Touche  
03 February 2020 Qatar Branch

**Midhat Salha**  
Partner  
License No. 257  
QFMA Auditor License No. 120156

# Corporate governance system and listed legal entities

## Preamble:

Corporate governance is an integral part of Mazaya Real Estate Development Company ("Mazaya") and its business practices. The Corporate Governance of Mazaya aims to achieve the following objectives:

- **Transparency:** Openness in the business and in its operations,
- **Accountability:** It is a shareholder's right to hold the regulatory authority accountable for its performance. This is a right guaranteed by the law and the company's articles of association.
- **Equality:** equality between minor and major investors, both locals and foreigners.

Mazaya real estate development Company Article of Association guarantees this principle in terms of equal rights to nomination, voting, accountability, and access to information.

compliance with the relevant QFMA legislation including the provisions of the corporate governance system and the legal entities listed on the main market ("The Code")

Based on the review of the executive management and the Company's Board of Directors, with the exception of the matters mentioned in Annex A for this report, which the Company is currently completing, Mazaya Real Estate Development has complied with the system requirements as of December 31, 2019.

## Corporate Governance Framework

Mazaya is committed to implementing the highest standards of corporate governance in its daily dealings by fully complying with the Corporate Governance laws listed on the Qatar Exchange, which are regulated and supervised by the Financial Markets Authority. Corporate Governance is one of the main pillars upon which Mazaya relies on to establish a culture of transparency and clarity in its commercial and administrative transactions, in order to protect the rights of investors, the rights of other stakeholders and the rights of minority shareholders locally and internationally.

The Governance framework of Mazaya is provided by the Corporate Governance System and the legal entities listed in the main market issued by the Board of Directors of Qatar Financial Market Authority No. (5) of 2016, which was published in the Official Gazette on 15 May 2017, in addition to the applicable laws and other regulations in Qatar and Qatar Exchange.

Mazaya has always been keen to ensure compliance with all relevant laws and regulations, especially with regard to governance and its applications. The company is constantly updating its internal regulations and systems to reflect the directives of updating, modifying or issuing new laws imposed by regulators. Mazaya is committed to implementing the corporate governance system and the legal entities listed in the main market. Accordingly, the Board of Directors of the Company has formed a Corporate Governance Committee and established a Corporate Governance Framework in order to comply with the requirements of Qatar Financial Markets Authority and work towards applying best practices in this field.

## The Corporate Governance Committee is formed as follows:

	Name	Designation
1	Sh. Mansoor Khalifa Al Thani	Chairman of the Committee
2	Eng. Hamad Ali Al Hedfa	Member
3	Mr. Said Abu Odeh	Member

## Number of current Corporate Governance Committee meetings during the year 2019:

Meeting # / Year	Date
1/2019	19 March 2019
2/2019	21 October 2019



The Corporate Governance Committee reviews the Company's governance code to ensure that the Company complies with the requirements set forth herein. The Committee also informs the Board of Directors of the new developments in governance, makes appropriate recommendations and directly supervises the implementation of these recommendations as well as supervises corporate governance matters, And governance policies.

Mazaya also discloses the compliance in applying the provisions of the Corporate Governance Code in the annual report.

## Compliance with Governance Principles

Mazaya's Corporate Governance Committee regularly reviews and updates corporate governance applications and complies with the best corporate governance principles.

During the year 2019, Mazaya has updated the corporate governance system to comply with the latest requirements of the Qatar Financial Market Authority and the corporate governance code, reflecting the best international practices in this regard.

This amendment comes as Mazaya real estate development seeks to modernize its systems to support the achievement of its objectives and principles, to facilitate the procedures and processes followed, and to ensure that the company's operations are performed in more efficient and flexible ways and at the lowest possible cost and time, while ensuring transparency and protect the rights of investors and minor shareholders, and other parties with interest.

Mazaya also reviewed and updated the Article of Association comply with the provisions of the Governance Law issued by the Board of Directors of the Qatar Financial Market Authority No. (5) of 2016 and reconciling their positions during the Extraordinary General Assembly held on 20/5/2019 and the amendments were approved/notarized under No. 23344/2019 dated 03/07/2019.

The Board of Directors of the company was keen to add an article to the articles of association, which confirms the company's commitment to the requirements of governance for Stock split. (Article 13 of the company's Article of Association).

The Governance Committee also discussed Article No. (3), which states "the periodic and regular review of the Board charter and its committees, the policy of related parties, and the insider trading Guidelines policy." at Least annually.

## Corporate Governance

The Corporate Governance report is an integral part of the company's annual report and, as such, the Governance report includes Mazaya's disclosure of its commitment to the implementation of the Governance system and all information related to the application of its principles and provisions, as the Board of Directors adopted the general framework of Governance, including policies and procedures set out in the Governance system to ensure compliance with the principles of this system as well as to update the Board's charter which includes the Board's responsibilities. The Board also looked forward to the procedures followed by the company regarding the application of the provisions of this Code, in particular the disclosure of information concerning the members of the Board and its committees, the disclosure of defects in the application of the internal control system and the disclosure of the Company's compliance with the rules and conditions governing disclosure and listing in the market. The Board also looked forward to the disclosure of the procedures for risk management, internal control, the work of the committees, the number of meetings and the disclosure of transactions entered into by the company with any "related party". The Board also stressed on the identification of risks and evaluation of the performance of the board and the company's senior executive management, their competencies, responsibilities and actions during the year, and their rewards.

## Disclosures

Mazaya's Corporate Governance system comprises a number of strategic policies, procedures, systems, processes and mechanisms )“Policies”( set by the Board of Directors or its committees that are key to the functioning of the Company. They are subject to periodic reviews whereas amendments are recommended for Board approval to ensure they remain updated and relevant. Adherence to Board approved Policies is monitored by the control functions whereas periodic reports are submitted to the Board regarding any breaches to the Policies for appropriate action. A number of critical Policies are published on the Company's website. The key Policies are as follows:

- Board Charter
- Audit Committee Charter
- Nomination & Remuneration Committee Charter
- Board and Committees Performance Evaluation Framework
- Audit Rotation and Independence Policy
- Disclosure Policy
- Terms of Reference – Secretary of the Board
- Terms of Reference – Chief Executive Officer
- Terms of Reference – Chairman
- Code of ethics
- Remuneration policy
- Related parties policy
- Conflict of interest policy
- Insider trading policy
- Whistle Blowing Policy
- Board Induction and training policy
- Investors relation policy

Board remunerations must be based on the outcome of the Board performance assessment exercise without any kind of discrimination related to race, religion, gender or otherwise; That is presented to the Nominations and Remunerations Committee to recommend rewarding members.

Board remuneration is cash-based only and comprises the annual remunerations of the Board and committees' meetings. The board of directors' remunerations, including annual remunerations and for board and committee meetings, are Submitted to the annual general assembly for approval.

- The Board of Directors monitors compliance with the remuneration policy once a year.
- The Nominations and Remuneration Committee provides a summary of all board members and the Board is preparing to deal with wage issues.
- A specific charter has been established for the Nominations and Rewards Committee that separates the composition of membership, duties and authority.
- Board members receive a fixed annual fee. Board members are not covered by incentive programs
- The basic remuneration of board members is determined to be equal to other companies in the local market. It reflects the required qualifications and contribution to each board member, the size of responsibilities and the number of board meetings
- The remuneration is determined by the Board of Directors to not exceed 10% of net profit after discounting all reserves.
- Retirement is defined by either benefit plans or specific contribution plans.
- The performance of executive management members is assessed once a year based on a written agreement that includes financial performance and non-financial objectives
- These goals reflect the company's "objectives" to create value, both in the short term and in the long term.
- Compensation of committee members: Members of the Board of Directors who participate in the membership of other committees of the Board may benefit from the compensation system in accordance with the decision of the Board of Directors

No violations, breaches or penalties took place in Mazaya within the meaning of the provisions of Article (4)- clause (2) of the QFMA Code or that may impact the financial position of the Company as at 31 December 2019.

The company is in the process of implementing in terms of risk identification, methods of evaluation, and management, comparative analysis of the risk factors faced by the company and discussion of approved systems to address radical or unexpected changes in the market.



The Company discloses its compliance with the rules and conditions governing disclosure and listing through the mechanism mentioned in the Company's policy.

The Company discloses its financial reports at the end of each quarter in accordance with applicable laws and regulations as well as all information about the chairman, members of the board, committees and senior management, including the number of shares owned by the major shareholders who own 5% or more of the capital. The company directly or indirectly on the company's website and in the annual governance report.

In addition, the Board has adopted a disclosure policy relating to disclosure and transparency in accordance with sensitive information to shareholders and the market and to ensure accurate, transparent and timely disclosure, which addresses how to deal with rumors, and the Company discloses the agenda of board meetings, and all decisions of a sensitive nature, including the financial reports of the Qatar Stock Exchange before and after each board meeting. In addition, the company is keen to keep all shareholders informed of all its new activities, services and business by periodically publishing press releases in local newspapers and on the company's website and reporting a copy of it to the market and relevant regulators. During the regular and extraordinary General Assembly meetings, the Company is keen to give shareholders the opportunity to exercise their right to ask any question about the status of the company and its business. The disclosure and transparency policy can be found on the company's website. The Board of Directors discloses the interim or final financial statements after the necessary audits and based on the independent auditor's report and the recommendation of the Audit Committee and senior management that the information disclosed is accurate, correct and not misleading in all fundamental respects. As for other disclosures of any non-financial information, they are subject to the Board's disclosure and transparency policy, which sets specific procedures for reviewing any press information or statements prior to public release and requires the approval of more than one party, including the Department of Compliance and Legal Affairs, in accordance with the circumstances, and the approval of the CEO and/or chairman of the Board of Directors to ensure their accuracy and accuracy. The audited financial reports are distributed to all shareholders in the annual report, which is prepared and distributed to shareholders at the annual General Assembly meeting, and financial statements are published in local newspapers and are permanently available on the company's website and on the Qatar Stock Exchange. The company also discloses the awards of the Board of Directors and senior executive management in the audited annual reports and discloses the work, activities and achievements of the Board of Directors each year in the report of the Board of Directors, which is presented to the Annual General Assembly and the work of senior management is also disclosed by presenting a profile of the company's achievements in the annual report distributed to shareholders in each annual general assembly. In general, the Company performs all disclosures required in applicable laws and regulations either on its website or in the annual report. For more details, please check the company's website.

## Meetings and attendance

Member	Board meeting	Governance Committee	Audit Committee	& Nomination Remuneration Committee
	11 Meetings	2 meetings	6 meetings	1 meeting
Mr. Rashid Fahad Al Naimi	9/11	N/A	N/A	N/A
Sh. Hamad Mohamed Al Thani	11/11	N/A	6/6	N/A
Mr. Abdallah Hamad Al Attiya	4/4	N/A	N/A	N/A
Mr. Ibrahim Jaham Al Kuwari	11/11	N/A	N/A	1/1
Eng. Hamad Ali Al Hedfa	4/11	0/2	N/A	N/A
Mr. Said Abu Odeh	11/11	2/2	6/6	N/A
Mr. Abdallah Ali Al Kuwari	1/11	N/A	N/A	N/A
Mr. Yousef Ahmed Al Sadah	8/11	N/A	2/6	N/A
Sh. Mansoor Khalifa Al Thani	4/11	2/2	N/A	1/1



## Highlights of actions and decisions

### **Board of Directors:**

- Approval of interim and final financial statements for fiscal year 2019
- Approval of financial plans, strategic directions and liquidity control
- Determining the distribution of dividends and recommending that the General Assembly approve them
- Approval of the company's general budget for 2019
- Nominating the external auditor for the year 2020 and recommending to the General Assembly for approval
- Approval of the restructuring of all the company's debts for 18 years to be implemented in 2020.
- Approval of the appointment of the Director of Communication and Investor Relations
- Review the latest updates on the laws and the instructions of regulatory bodies and take action on them.

### **Corporate Governance:**

- Review policies, regulations and procedures.
- Decision on the delegation of the committees' functions and the duration of their devolution, provided that the responsibilities and duties of the committees are written and clear and that there is a determination of the period of time for that mandate for the purpose of taking responsibility for the committee concerned. The Governance Committee recommended that this item be submitted to the Board of Directors for decision.

### **Audit Committee**

- Review internal audit reports
- Recommendation for restructuring to finance Sidra project
- Re-categorize the comparison figures in the general budget
- Evaluation of al-Bandari's portfolio for the merger.

## The application of the internal control system

The company has not encountered any defects in the application of the internal control system in whole or in part or weaknesses in its application, disclosure of emergencies that have affected or may affect the company's financial performance, and the procedures taken by the company in dealing with failures in the application of the internal control system (especially Problems disclosed in the company's annual reports and financial statements).

Also, there have been no emergencies that may affect the company's financial performance, and the company's procedures in addressing failures in the internal control system (particularly the problems disclosed in the company's annual reports and financial statements).

## Performance Evaluation

At the board level, the Nominations and Remuneration Committee shall conduct an annual assessment of the board's performance and its committees in accordance with a specific evaluation mechanism that takes into account,

Among other things, attendance and participation in board and committee meetings, the Committee submits its recommendations on this subject to the Board of Directors as a community to take the necessary action to improve and develop performance. In addition, the Chairman of the Board of Directors meets with each member in private to discuss ways to develop the Board and its committees. The results, according to the latest assessment conducted as of December 31, 2019, showed that the procedures and mechanisms in place at the level of the Council and its committees

It works well and there are no serious concerns about this. At the senior management and staff level, a system has been developed to measure the overall performance of the company through a self-assessment of each employee and then submit the report to the Director of Management for review and feedback and then submit all evaluations to the CEO.



## Board of Directors

The Board shall abide by the conditions to be met by the board member as stipulated in company's Article of Association and the Corporate Governance Code as follows:

- The Candidate shall not be less than twenty-one years of age and should possess the required knowledge and skills.
- He has not been convicted of a crime in breach of honor or honesty.
- To be a shareholder, owning upon election or within thirty days from the date of election of or a number of shares determined by the Article of Association.
- It is their responsibility to ensure the company's performance and strategic activities, supervising the management of the company in an appropriate manner and ensure maximization of the shareholders wealth and rights as specified in the approved Charter of the Board of Directors, and in accordance with articles (37) and (43) of the company's Article of Association.
- The Board of Directors shall, during its meetings and the meetings of its committees, oversee the work of the Executive Management, consider the reports submitted and discuss the topics for appropriate decision-making.

## Board Composition

Article (28) of the company's Article of Association states the mechanism of forming the Board of Directors, which stipulates at least one third of the Board Members should be independent members and the majority should be non-executives. The current situation indicates that independent members reach up to 44.44% and non-executives reach up to 77.77%. The company's Article of Association also states the possibility of granting one or more seats of the board to represent the minority, another to represent the employees of the company and the company did not allocate any of these seats. The Article also states that one or more members should not have control over the issuance of the decisions.

The members of the Board of Directors shall be elected for a period of three (3) years, However the first appointed Board of Directors shall remain in duty for a period of five years. A member of the Board of Directors may be re-elected more than once, unless the member lacks one of the conditions stipulated in Article (97) of the Commercial Companies Law and Article (29) of this Code. A Member may withdraw from the Board provided that it is in a timely manner or otherwise will be held responsible by the company.

Subject to the provisions of Articles (107, 108, 109, 110 and 111) from the Commercial Companies Law, the Board of Directors shall have the ultimate necessary power to carry-out the work required for the purpose of the Company and shall within the limits of his proficiency, delegate one of the members to perform one or more specific tasks or supervise the company's activity. The Chairman, Vice chairman and the member or the delegated members are the authorized signatories on behalf of the company together or individually, in accordance with the decision issued by the board of directors in this regard. The Board of Directors may appoint one or more managers in the Company and shall also be entitled to sign on behalf of the Company individually or together.

Without disruption to the powers of the General Assembly, the Board of Directors may authorize to form one or more committees to carry out some of their functions or other tasks, provided that the decision of forming will include the nature of tasks, The ultimate responsibility and decision making of the Company remains with the Board, even if formed committees or authorized other parties perform some of their functions. And the Board shall avoid the issuance of general or indefinite mandates. The recent Board of Directors was elected on 12 April 2017 in accordance with the transparency criteria adopted by the company and the implementation of the principle of justice and equality among all candidates. Whereby the Nomination Committee announced the opening of the nomination for membership for the new Board of Directors from 20 March 2017 till 30 March 2017. A total of 13 candidates applied for nomination while the committee confirmed their compliance with all the required legal conditions and adopted their nomination papers. The names of the candidates were announced on the company's website, and informed the Ministry of Economy and Commerce, Qatar Financial Markets Authority and Qatar Exchange have also announced the list of candidates.

Mazaya held the General Assembly meeting on 12 April 2017, in which the shareholders voted in secret ballot in the election fund in the presence of the representatives from the Ministry of Economy and Trade, the external auditor, the decision of the meeting and the vote collector. After the voting process, the voting cards were sorted and checked, and the votes of the candidates were recorded in accordance with the provisions of Article 96 of the Commercial Companies Law No. 11 of 2015, which states that " each share shall have one vote given by the shareholder to whomever he chooses from the nominees. A shareholder may divide his voting shares between more than one nominee. A share may not vote for more than one nominee, and resulted in the election of the following members listed below:

Name	Designation
Mr. Rashid Fahad Al Naimi	Chairman of the Board
Sh. Hamad Mohamed Al Thani	Vice President
Mr. Abdallah Hamad Al Attiya	Board Member
Mr. Ibrahim Jaham Al Kuwari	Board Member and Managing Director
Eng. Hamad Ali Al Hedfa	Board Member and CEO
Mr. Said Abu Odeh	Board Member
Mr. Abdallah Ali Al Kuwari	Board Member
Mr. Yousef Ahmed Al Sadah	Board Member
Sh. Mansoor Khalifa Al Thani	Board Member

On April 17, 2017 the Board of directors held a meeting where the Board elected Mr. Rashid Fahad Al Naimi as Chairman of the Board and another meeting held on October 24, 2018 where elected Sh. Hamad Al Thani as a vice Chairman.

## Brief Details about the Board of Directors and Chief Executive Officer

### 1. Mr. Rashid Fahad Al Naimi – Chairman of the Board

#### Educational Qualifications:

- Bachelor of Science in Economics from Indiana State university, USA
- Master's Degree in Business Administration from Oxford University in United Kingdom.

#### Current Positions:

- Chief Executive officer of Investments at Qatar Foundation for education, Science and Community Development.
- Managing Director of Vodafone Qatar.
- Holds executive positions in several companies including Meeza, in addition to several local and international companies.



### 2. Sh. Hamad Mohamad Al Thani –Vice President

#### Educational Qualifications:

- Bachelor of Arts in Business Management from Heriot Watt University

#### Current Positions:

- Vice President of Investment Qatar Insurance Company
- Board Member of Al Jazeera Finance
- Managing Director of Epicure Investment Management



### 3. Mr. Abdullah bin Hamad Al Attiyah – Board Member

#### Educational Qualifications:

- MSc in Chemical Engineering from the University of Nottingham, United Kingdom
- Bachelor's degree in mechanical engineering from Cardiff University, United Kingdom.

#### Previous Positions:

- Acting Program Management Office Executive Director at the Supreme Committee for Delivery and Legacy.
- Director of the Technical Office at Public Works Authority "Ashghal"
- Assistant President - Public Works Authority "Ashghal"
- Acting Chief Executive Officer - Qatar Primary Materials Company

#### Current Positions:

- Vice Chairman - Qatar Primary Materials Company
- Board Member - Qatari Diar Real Estate Investment Company
- Chief Executive Officer - Qatari Diar Real Estate Investment Company



### 4. Mr. Ibrahim Jaham Al Kuwari – Board Member & Managing Director

#### Educational Qualifications:

- Bachelor of Science in Industrial & System Engineering from University of Southern California, USA
- Professional certificates in various fields and sectors locally and internationally

#### Current Positions:

- Board Member and CEO of Qatar Solar Technologies



### 5. Eng. Hamad Ali Al Hedfa – Board Member and Chief Executive Officer

#### Educational Qualifications:

- Bachelor's Degree in engineering with Hons. from Texas A&M University, USA
- Advance Diploma in Project Management
- Holds Hons. degrees and certificates from All-American Scholars
- Holds various professional/vocational certificates across many sectors

#### Current Positions:

- Chief Executive Officer of Mazaya Real Estate Development Company
- Board Member of Nishan Investments and Real Estate Development



## 6. Said Adnan Abu Odeh – Board Member

### Educational Qualifications:

- Advanced Management Program, Harvard Business School Boston, Massachusetts, USA
- Master's in engineering administration, George Washington University, Washington D.C, USA
- Bachelor's Degree in engineering, Purdue University West Lafayette Indiana, USA

### Current Positions:

- Chief Operating & Business Development Officer, Qatar Investment & Projects Development Holding Company (QIPCO Holding),
- Board Member of Future Pipe Industries
- Director of BlackCat Construction & Engineering Company EPIC Company
- Director of special Projects Services Company
- Director of Specialty Nutrition Company
- General Manager of Tornado Company



## 7. Mr. Abdallah Ali Al Kuwari – Board Member

### Educational Qualifications:

- Bachelor's Degree in architectural engineering

### Current Positions:

- Chief Executive Officer of Qatar Real Estate investment Company



## 8. Mr. Yousef Ahmed Al Sada – Board Member

### Educational Qualifications:

- Bachelor of Science from Qatar University

### Current Positions:

- Head of Office for the Dean of Science Faculty - Qatar University
- Director of Financial and Administrative Affairs, Faculty of Arts and Sciences - Qatar University
- Director of Department of University Housing - Qatar University
- Advisor to the Vice President - Qatar University
- Executive Director - Dar Al Baraka Trading & Contracting



## 9. Sh. Mansoor Khalifa Al Thani – Board Member

### Current Positions:

- Chairman of Mansour Bin Khalifa Holding Company
- Chairman of Qatar Aviation Company
- Chairman of Al Wajba Information Security
- Chairman of Intelist
- Chairman of the Information Experts Group
- Chairman of the Board of the Ruling Family Council Affairs



## Prohibition of Combining positions

With the exception of the above, regarding positions held by members of the Board of Directors, the company ensures the provisions of the law in prohibiting the combining of positions, where no member of the Board of Directors serves as Chairman or Vice-Chairman of more than two companies which their headquarters located in the State, and not a board member in more than three companies which their headquarters located in the State, and not to be a managing director of more than one company whose main office is in the State and not to combine membership of the boards of directors of two companies that practice a homogeneous activity.

Mr. Abdullah Hamad Al Attiyah is currently a member of the Board of Directors of Mazaya (listed real estate company) as a representative of M/s Qatar Investment Authority as well as a member of the Board of Directors of Barwa Real Estate (listed real estate company) as a representative of Qatari Diar, which should be mentioned and disclosed.

The Chairman and members of the Board shall submit an annual declaration to be kept by the Secretary in the portfolio prepared for that purpose, in which each of them shall agree not to combine the positions which are prohibited to be combined in accordance with the law and the provisions of this Law.

And a number of the members of the council have signed a written declaration declaring that he will not assume any position that prohibits it legally from being combined with membership of the council. The company is currently obtaining the remaining declarations.

The Board of Directors also confirms the prohibition of combining the chairing of the Board and any executive position in the Company, where the Chairman of the Board does not act as a member of any of the Committees of the Council. Therefore, the board of directors of Mazaya is prohibited from combining the chairing of the Board and any executive position in the company. Moreover, the position of the Chairman of the Board was separated from the position of CEO were Mr. Rashid Fahad Al Nuaimi is the Chairman and Mr. Hamad Ali Chief Executive Officer.

## Key Functions and tasks of the Board

The Board functions within written Terms of References (“TORs”) developed and approved by the Board and reviewed by an independent consultant to ensure that they are compliant with the applicable laws, regulations, the company’s Articles of Association and best practices. The Board TORs describe the composition and selection of the Board members and Chairman, the organization of the meetings, the training of the Board and Board Committees, the remuneration, and the responsibilities and functions of the Board. They equally comprise a broad description of matters required to be considered by the Board, including, but not limited to, setting-up strategies, defining risk levels, developing policies as well as matters that constitute events of conflict of interest and disqualifications for the Board. The Board TORs are available and accessible on Mazaya website.

## Responsibilities of the Board

The Board of Directors is responsible for the governance of the Company. Accordingly, the Board of Directors of the Company has developed a generframework for corporate governance, in order to comply with the requirements of the Qatar Financial Market Authority and to work towards applying best practice in this area.

The Board of Directors is responsible for managing the company. In accordance with Article (36) and Article (28) from the Articles of Association of the Company, the Board shall, during its meetings and the meeting of its committees, supervise the work of the senior management and consider the reports presented to it and discuss the issues to be taken for appropriate decisions therein. The Board has also set up a Remuneration committee to determine the rewards of the Management and their performance and to ensure the planning / succession of the company's management.

The Board's Charter sets out its responsibility to ensure compliance with the Governance code. The Board takes into consideration, for example, the approval of the Company's strategic objectives, appointment and replacement of Directors, remuneration, management performance review, etc. All these committees operate in accordance with their own written charters that have been approved by the Board. All reports shall be submitted to the Board for discussion and decision-making. In accordance with the Articles of Association of the Company, the Board may delegate some of its powers to the sub committees derived from it as follows:



- The Audit Committee
- Committee on Governance
- Remuneration Committee
- Nomination Committee

The Company has adopted a policy of dealing with related parties which includes:

- Policy governing and regulating business transactions with related parties, potential conflicts of interest, with reference to the definition of related parties in the Qatar Financial Market Authority Law.
- Disclosure of interests by board members and senior management, if any, to facilitate monitoring of conflicts of interest.

## Duties of the Board Chairman

The Chairman of the Board of Directors shall lead the Board to formulate, establish and achieve the vision, mission and objectives of the Company as well as to develop the overall strategy of the Executive Management, which emphasizes the maintenance of the company's position morally and materially and be the primary responsible for achieving the interest of the company and partners through providing long-term profits for the shareholders.

The Chairman is also responsible for engaging and exchanging information with Board members in all transparency and clarity in a timely manner and ensuring effective communication between the company and its shareholders. He also urged the active participation of non-executive members and ensuring constructive relationships between executive and non-executive members. The Chairman also discusses in detail the strategies, annual general budget, and review of operational plans. The Chairman also plays an active leadership role, working closely with the CEO and reviewing the agendas and programs of the meetings of each committee with its chairman.

In the absence of the Chairman, the Vice-Chairman shall be acting on his behalf, and the Chairman may delegate other members of the Council to some of his powers.

## Duties of non-executive board members

The Non-Executive Board Members use, exploit and employ their diverse expertise and make them available to the Chairman of the Board and the remaining members and committees through periodic meetings, which reflect positively on the company's productivity and profitability, benefiting the company and the shareholder.

The non-executive board members are keen to develop proposals related to the company's overall strategy and its development. They also monitor the operation of the company and supervise the performance of the executive management in achieving the company's objectives

## Board members Performance evaluation

The Nomination and Remuneration Committee shall monitor the performance of the members of the Board of Directors. Therefore, the Committee shall ensure that the members of the Board of Directors fulfill their duties and responsibilities in full, on an annual basis in line with the methodology adopted by the Board of Directors. Board members undertake self-assessment and peer review, which is reviewed by the Nominations and Remuneration Committee.

The results of this assessment are presented to the Board of Directors. This assessment helps to provide better performance to the Board members during the term of office.



The Governance Committee also made sure that it was necessary to disclose the evaluation of the board's performance and the extent to which its members are committed to the interests of the company, to carry out the work of the committees, to attend board meetings and committees, and to disclose the evaluation of the performance of senior executive management on the application of internal control and risk management, including the determination of the number of grievances, complaints, proposals, communications, and the way in which the Board handled regulatory issues.

The Governance Committee recommended that violations should be disclosed, i.e. that there must be a mechanism for reporting any grievances, complaints, proposals, or communications periodically or at least once a year and the manner in which they are addressed, whether at the employee level or at the company level as a whole. Furthermore, it was noted that there was no grievance or complaints at the employee level or at the company level as a whole.

The board members assessed the annual performance and the evaluation was submitted to the Nominations Committee to be submitted to the Board of Directors in the first year of 2020 before the General Assembly, all of which were satisfactory

## Compliance of the Board of Directors and Invitation for meeting

The Board of Directors of the Company shall meet at the invitation of its Chairman, on a regular and effective basis and whenever necessary, in accordance with the provisions of Article (35) of the Articles of Association of the Company. Where the board of directors met 11 times in 2019.

The Board has complied with the governance requirement in Article 14, which states that "it may not last three months without a board meeting", except for meeting 6 and 7, and the company has not been able to abide by the time period between them. All members of the Board of Directors are present in regular basis during the meetings except for some cases beyond their control. Members also employ their expertise and qualifications for the Board and its committees through attendance and active participation.

The decisions of the Board of Directors are issued based on the majority of the votes of the present members and the representatives. When the votes are equal, the president's side is likely to follow and the member who has not approved any decision taken by the Board shall have the right to prove his objection in the minutes of the meeting. In case of necessity and for reasons of urgency, some resolutions are passed and taken through circulation and will be presented at the next Board meeting and will be included in the minutes of the meeting.

## Number of current Board meetings during the year 2019 and the number of members attending each meeting

Meeting # / Year	Date
1/2019	7 January 2019
2/2019	17 January 2019
3/2019	10 March 2019
4/2019	20 March 2019
5/2019	27 March 2019
6/2019	24 April 2019
7/2019	7 August 2019
8/2019	20 August 2019
9/2019	23 October 2019
10/2019	18 November 2019
11/2019	15 December 2019

## Secretary of the Board

Mazaya is committed to appoint a secretary to the Board of Directors. Mr. Mohamed Mansour was appointed as Secretary of the Board by a decision of the Board of Directors on 29 October 2014. The Secretary of the Board has professional experience in addition to a university qualification that qualifies him for this position. The company has adopted the Term of Reference (TOR) for the secretary of the board, which determines the course of his work and includes but is not limited to:

The Secretary is responsible for:

- Preparations of the Board's meetings and;
- Send notices and inform stakeholders about the timeline for the board's meetings and provide them with copies of the Board's meetings topic papers.
- Create the board's meeting minutes and reports and develop any special decision's projects.
- Ensure accurate and full minutes of meetings are taken and approved. Requirements of minutes should include at a minimum:
  - a. Date, time, location of meeting;
  - b. List of those present and absent;
  - c. List of items discussed;
  - d. List of reports presented;
  - e. Text of motions presented and description of their disposition.

The Secretary of the Board of Directors shall contact all members of the Board directly and assist them and respond to any queries that may arise. The Secretary of the Board of Directors has met all the members of the Board (apart from the Board meetings) more than once during the year.

## Committees of the Board

The Board of Directors formed its committees as set out in the Governance Code for Companies and Legal Entities Listed on the main market at its meeting on 16 February 2019.

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Mazaya consists of three members. It is their responsibility to establish transparent procedures in several functions, including:

- Supervising the evaluation of the board and senior management
- Conducting an annual self-evaluation for the performance of the Board of Directors
- Determination of bonuses in the company in general, and in particular the senior executive management.
- Determine the remuneration for the Chairman and members of the Board of Directors and raise its recommendation to the General Assembly

Within a framework in-line with the guidelines set out by the Board of Directors.



## Nominations and Remuneration Committee is formed as follows:

	Name	Designation
1	Mr. Ibrahim Jaham Al Kuwari	Chairman
2	Sh. Mansoor Khalifa Al Thani	Member
3	Mr. Abdallah Hamad Al Attiya	Member

## Number of current Corporate Governance Committee meetings during the year 2019

Meeting # /Year	Date
1/2019	19 March 2019

### Committees of the Board

The Board of Directors has delegated part of its powers to a number of committees: The Audit Committee, the Governance Committee, Nominations and Remuneration Committee.

## Audit Committee

The Board of Directors formed an audit committee to review and monitor the integrity of data and financial reports, internal control systems, macro risk control and hedging systems

As well as the financial control system and the accounting and financial practices of the company and take over all matters related to the external auditor and internal audit.

It is composed of three independent members, all members of the Committee are non-executive and are chaired by Sheikh Hamad al-Thani and the Committee is comprised of Mr. Saeed Abu Odeh and Mr. Yusuf Al-Sada, who have the necessary financial expertise and auditing.

The Committee has met six times over the past year, with appropriate decisions being taken in matters that have been scrutinized, including but not limited to quarterly and annual reports.

The Committee operates in accordance with its own charter, which is approved by the Board of Directors that clearly defines its responsibilities and functions, and written minutes are recorded in all its meetings and decisions and kept in the company's records. The Audit Committee's charter can be found on the company's website. Through its regular meetings in 2019, the Committee considered the internal control system and the risks associated with senior management, and the Committee is constantly considering any issues relating to internal control symbiosis controls and associated risks and taking the necessary measures to strengthen or correct any defects in them, The Committee for The Supervision of Financial, Accounting and Internal Security monitors on a regular basis. The internal check provides direct reports to the Commission of The Check on the Independence of these internal controls. The Committee also recommends to the Council for adoption at the annual general assembly meeting and to manage them.

The audit committee covers different areas of the company's operations. The Internal Auditor has at all times access to all accounts, books, records, systems, property and individuals in order to fulfil their audit responsibilities.

The Audit Committee is formed as follows:

	Name	Designation	Member independence
1	Sh. Hamad Mohamad Al Thani	Chairman	Independent
2	Mr. Said Adnan Abu Odeh	Member	Independent
3	Mr. Yousef Ahmed Al Sada	Member	Independent

Number of meetings of the Audit Committee during the year 2019 and number of members attending each meeting

Meeting # /Year	Date
1/2019	18 March 2019
2/2019	19 March 2019
3/2019	23 April 2019
4/2019	28 July 2019
5/2019	23 October 2019
6/2019	16 December 2019

## The Company's Control System

### Internal Audit

The company has an internal audit department with experience and competence in financial auditing, performance appraisal and risk management, which is fully independent. The Internal Audit Department assists the Company in finding the best ways to complete its business, in addition to its role in verifying adherence to policies and procedures. The audit also focuses on the effectiveness of the work systems, internal control and identification of weaknesses and submits its reports and recommendations directly to the Audit Committee to take required action to reduce or avoid risk. It also provides suggestions for correcting any defect and to assist the executive management in improving risk management tools.

Mazaya had appointed an independent external consulting firm for the purpose of designing an internal control Over Financial Reporting (ICFR), and that the company is in the process of implementing this approach in 2020 and evaluating internal control over financial statements.

### Risk Management

The Board of Directors is fully responsible for the management of the Company and to enhance risk assessment practices in the Company, the risk process and implementation steps have been identified by documenting the systems, policies and procedures relating to those risks and ensuring that a comprehensive risk assessment, including identification and implementation of risk limits, The Board retains the responsibility for monitoring and controlling risks, with the support of the Audit Committee and the Board of Directors. The company also takes into account the requirements of the corporate governance system and the legal entities listed in the main market to establish an independent risk assessment and risk management unit. The Company will establish an administrative committee to carry out these tasks and report to the Audit Committee.

## External Audit

### External Auditor

The Company has complied with the criteria for the appointment of the External Auditor. During the Ordinary General Assembly Meeting of the Company, that was held on 16 April 2019, which approved the appointment of M/s. Deloitte & Touche Audit firm for the year 2019.

The Company has also updated the audit requirements to comply with Article (24) of the Governance Code for Companies and Legal Entities listed in the Main Market in line with the requirements of the Governance Code for Companies and Legal Entities listed in the Main Market.

### Functions and Responsibilities of the External Auditor

The Company's External Auditor M/s Deloitte and Touche presented their report to the General Assembly, and read it, which explained the company's compliance with its Article of Association, the provisions of the law and the relevant legislation of the Authority, and its commitment to apply the best international auditing and financial reporting systems and their compliance with international accounting and auditing standards. Their report was discussed at the Ordinary General Assembly by the shareholders, clarifying the issues contained therein, responding to all inquiries, and indicating the extent of the company's cooperation in enabling them to access the information necessary to complete their work.

### Disclosure

Mazaya Real Estate Development Company is committed to the implementation of all disclosure requirements and the publication of financial reports according to the laws, regulations and procedures. These information's are also being published on the company's website. The company also complies with transparency standards as stipulated in the Governance Code for Companies and Legal Entities listed in the Main Market. The following are tables showing the number of shares owned by the Chairman and members of the Board, the Senior Executive Management, and the major shareholders or controlling shareholders.

Furthermore, the Board of Directors has adopted a Disclosure and Transparency Policy that complies with the Qatar Stock Exchange ("QSE") rules and ensures disclosure of sensitive information to the market in a timely, accurate and transparent manner. The policy also sets the framework for dealing with rumors. Mazaya discloses the agenda of its Board meetings and all resolutions of a sensitive nature to the QSE before and after each Board meeting. In addition, Mazaya keeps its shareholders informed of all new products and business through periodic press releases published in the local newspapers and on the website of the company and notifies QSE and relevant regulators of the same beforehand. During General Meetings, the shareholders enjoy their rights to ask any questions about the company's position and business. The Disclosure and Transparency Policy is available and accessible on the company's website



## Number of shares owned by the member of the board of director in their personal capacity and as representatives of legal persons until 31 December 2019

Board Member	No. of Shares Owned			Total Shares	% ownership	Independency	Executive/ Non-Executive
	Company	Personal	subsidiaries				
Mr. Rashid Fahad Al Naïmi	245,253,840	-	-	245,253,840	21.19%	Non-Independent	Non-Executive
Mr. Abdullah bin Hamad Al Attiyah		-	-			Non-Independent	Non-Executive
Mr. Said Adnan Abu Obeh	1,653,750	-	-	1,653,750	%0.14	Independent	Non-Executive
Eng. Hamad Ali Al Hedfa	N/A	500,000	N/A	500,000	0.04319%	Non-Independent	Executive
Mr. Abdallah Ali Al Kuwari	15,467,040	-	46,305,000	61,772,040	5.34%	Non-Independent	Non-Executive
Mr. Yousef Ahmed Al Sada	N/A	4,000,000	6,000,000	10,000,000	0.86%	Independent	Non-Executive
Sh. Mansoor Khalifa Al Thani	N/A	-	N/A	-	-	Independent	Non-Executive
Sh. Hamad Mohamed Al Thani	N/A	525,810	N/A	525,810	0.0454%	Independent	Non-Executive
Mr. Ibrahim Jaham Al Kuwari	N/A	525,000	N/A	525,000	0.0454%	Non-Independent	Executive

Based on the above, the Board of Directors includes the majority of non-executive members and includes four independent members.

## Number of shares owned by the Executive Management until 31 December 2019

	Name of Executive/Senior Managers	Designation	No. of Shares Owned
1	Ibrahim Jaham Al Kuwari	Managing Director	525,000
2	Hamad Ali Al Hedfa	Chief Executive officer	500,000
3	Joseph Al Hamod	Senior Manager – Finance & Admin	-

## Number of shares owned by major shareholders or controlling shareholders until 31 December 2019

	Major shareholders or controlling shareholders	No. of Shares Owned	No. of Shares Owned
1	Qatar Investment Authority	245,253,840	21.19%
2	Sh. Mohamad Khalid Hamad Abdallah Al Thani*	98,245,131	8.4868%
3	Qatar Real Estate Investment Company*	61,772,040	5.3361%

\*Direct and indirect ownership

## Senior Management remuneration

Senior management remuneration is disclosed in note (22) from the Company financial statements.

## Transactions with related parties

The Company is complying with the disclose of transactions with related parties as described in Note (22) in the Company's financial statements.

## Dispute or litigation

The main contractor of one of the company's core projects filed a lawsuit claiming an amount of QR 212 million plus QR 10 million in compensation.

The company also filed a sub-lawsuit and obliged the main contractor and demanded an amount of QR 225 million because of the contractor's delay in the delivery of the project and the damage to the company, and the case is still pending in the Court of First Instance.

One of the contractors also filed a lawsuit against the company demanding 250,000 QR and no final judgment was issued, and the case is still pending in the Court of First Instance.

## Conflict of interest and transparency

Mazaya is committed to disclosing transactions concluded by the Company with any related party. In the event of any conflict of interest or commercial dealings with any of the related parties, such transactions will happen only after presenting to shareholders during the General Assembly meeting and the approval on them in the General Assembly Meeting and the application of the principles of transparency and disclosure, in accordance with the laws and procedures.

Mazaya successfully completed the development and adoption of internal policies and procedures necessary to comply with this article by completing the following:

Adoption of the company's governance framework containing the rules of professional code of conduct that reflects the company's values and policies and other internal procedures so that the Board members and staff of the company and its advisors adhere to. The internal policies and procedures include the following:

- Code of professional conduct
- Related Parties Charter
- Insider Trading Guidelines Policy
- Whistle Blowing Policy

Mazaya is committed that neither the Chairman or the Members of the Board of Directors must not have any interest whether directly or indirectly in the contracts, projects and undertakings that Mazaya Real Estate Development has committed to implement. In the event of any matter of conflict of interest or any commercial transaction between the Company and a member of its Board of Directors or any related party of the Board of Directors of Mazaya Real Estate Development Company during the Board meeting, the matter is discussed in the absence of the concerned member who is never entitled to participate in voting on the transaction, and in which transaction is carried out according to market prices and on a purely commercial basis, and does not include conditions that violate the company's interest.

For reasons of transparency, all ownership of the members of the Board of Directors are listed in this report. Before the date of the Assembly, the Board is required to make available to the shareholders a detailed description of transactions and to disclose them in the financial reports.

# The stakeholders' Rights

## Shareholders equality in Rights

The company is committed to the standards stipulated in the corporate governance code and the legal entities listed in the main market for the rights of stakeholders and the equality of shareholders where each shareholder is entitled to attend meetings of the General Assembly, and has a number of votes equivalent to the number of shares, and decisions are issued by an absolute majority of the shares represented at the meeting. Minors and detainees shall be represented by a legal representative

The power of attorney may be exercised in the presence of the General Assembly meetings provided that the agent is a shareholder and that the power of attorney is private and fixed in writing. The shareholder may not delegate any of the members of the board of directors to attend meetings of the General Assembly on his behalf. In all cases, the number of shares held by the representative should not exceed (5%) of the Company shares. Except for judicial persons, a shareholder may not have more than 25% of the votes cast for the shares represented at the meeting.

Each shareholder shall have the right to discuss the matters on the agenda of the General Assembly and to ask questions to the members of the Board of Directors. Members of the Board shall answer the questions to the extent that they do not jeopardize the Company's interest.

The shareholder may refer to the General Assembly if he finds that the answer to his question is insufficient and the General Assembly resolution shall be enforceable.

Any provision of the Company's Articles of Association shall be superseded otherwise.

## Shareholders' Rights Related to General Assembly and their Participation

Subject to the provisions of Articles (124) and (125) of the Commercial Companies Law No. 11 of 2005, Mazaya Real Estate Development Company is committed to hold the General Assembly at least once a year at the invitation of the Board of Directors and at the time and place determined by the Board after the approval of the Companies Control Department. The meeting must be held within the first four months following the end of the financial year of the company. The Board of Directors, shareholders or shareholders holding at least 10% of the Company's capital shall have the right to call for the General Assembly whenever the need arises.

When a number of shareholders representing at least 10% of the company's capital request to include matters on the agenda, the Board of Directors must include them. Otherwise, the Assembly may decide to discuss these matters at the meeting.

## Dividends distributions and the rights of minority shareholders

The Company is committed to distribute a percentage of shareholders' net profits after deducting the statutory reserve and voluntary reserve. The shareholder shall be entitled to his share of the profits in accordance with the system and controls in force of the Authority and the financial market in which the shares are listed.

And the right to receive profits which the General Assembly decides to distribute, whether cash or shares, to registered shareholders at the depository at the end of the trading day of the General Assembly.

The Company is committed not to prejudice the rights of the shareholders in general and the minority in particular, if the company enters into significant transactions that may harm their interests or prejudice the ownership of the company's capital, provided that the company is committed to disclose its capital structure and any agreement it makes, and the shareholders that owns (5%) or more of the company's shares either directly or indirectly.



## Shareholders' Rights Related to Board Members Elections

The company also allocates on its website to inform shareholders a special section (called Investors relations), documents and information about the company, including corporate governance report, the Charter of the Board of Directors, the conflict of interest policy, the guidelines and the policy of insider trading Guidelines policy, Related parties policy, Nomination and Remuneration Committee Charter, wages policy, Audit Committee Charter, Audit Rotation and Independence Policy, Codes of ethics, Code of Professional Conduct, Disclosure Policy, investor relations policy, information about the candidates to the membership of the Board of Directors before the election, including a description of the professional and technical candidates skills and experience and other qualifications, and the Companies Supervision Department in the Ministry of Economy & Commerce and Qatar Financial markets Authority has the right to see these data and get a copy. The company also has to have staff to answer shareholder's questions that is provided on the company's site his address and how to contact him.

## Shareholders' Right Regarding to major Transactions

In compliance with the provisions of the law in this regard, the Board of Directors is committed to the principles of the system of governance and to the disclosure of transactions and major transactions concluded by the company. The current Article of Association does not contain a specific mechanism for protecting shareholders' equity when major deals are made, and the company will comply with the requirements of the corporate governance code and the legal entities listed in the main market.

## The Stakeholders' Rights (Non-Shareholders)

The Company shall be committed to preserving and respecting the rights of the stakeholders. Any interested party in the Company, whether shareholder or non-shareholder, may request the information relevant to his interest, accompanied by a request to prove his identity. The Company shall provide the required information in a timely manner and to the extent that it does not threaten the interests of others or harms their interests.

## The Community's Right

As a part of the Qatari community, Mazaya is working hard to consolidate this concept by actively participating in all events, community events, national events and initiative in all that serves the country, the citizen and the resident. As part of its efforts to support national products, Mazaya Real Estate Development Company has made recommendations and instructions by the executive management of the company.

The Board of Directors of the company recommended urging the preservation of the environment in all forms, especially cleanliness. In this context, the company has introduced a method of garbage collection, which in one of its projects is devoted to the separation of containers to avoid mixing of waste. The phenomenon of waste has become one of the most polluting problems of the environment. Waste recycling mainly contributes to reducing pollution, by reducing the accumulation of waste, which contributes significantly to environmental pollution, and waste recycling plays an important role in reducing economic expenses.

# Appendix A

Mazaya Real Estate Development Corporate Governance Report for the year 2019

- The company is in the process of documenting the governance code as required under Article 8 - Section 3.
- The Board of Directors is currently reviewing and updating the "internal policies and charters", as a number of these policies and charters have been prepared and approved in previous years.
- The Company has disclosed the responsibility of the Board of Directors for risk management, but the Company is in the process of preparing a comprehensive risk management framework approved by the Board of Directors as required by Article 4 - Section 4 of the Code.
- The Company is in the process of preparing written procedures documenting the company's verification of candidates for board membership as required under Article 5 - Section 2 of the code.
- The Company is in the process of preparing a manual that has the implementation of the company's strategy and objectives and will be presented to the Board for approval, and is in the process of naming a liaison officer as required under Article 8 - Section 1.6 of the code.
- The Company is in the process of documenting the annual review by the Board of Directors of the effectiveness of the company's internal control systems as required by Article 8 - Section 2.5 of the code.
- The Company is in the process of documenting the mechanism of dealing with financial and other service providers as required under Article 8 - Section 9 of the code.
- The Company is in the process of documenting the adoption of a written policy that defines the basis and method of calculating the remunerations of board members and the incentives and rewards of executive management and employees, as required under Article 18 - II - Section 1 of the code.
- The Company is in the process of documenting the adoption of a written policy governing the contracting with the related parties as required under Article 8 - Section 12 of the code.
- Although there are performance evaluation models for the Board, the Board is in the process of adopting grounds and criteria for evaluating the Board's performance as required under Article 8 - Section 13 of the code.
- The Company is in the process of developing procedures to inform the new board members of the company's work and related matters as required under Article 9 - Section 4 of the code.
- The Company will receive Declarations from board members not to combine positions as required under Article 17 - Section 8 of the code.
- The company is in the process of developing a succession plan for the management of the company as required under Article 18 - First - Section 8 of the code.
- The Nominations Committee has not submitted a report to the Board that includes a comprehensive analysis of the Board's performance, as required under Article 18 - I - Section 7 of the Code. However, the Nominations Committee is in the process of preparing and submitting its annual reports to the Board of Directors.
- The Company is in the process of reviewing and updating the internal control system as required under articles (20) and (18-III-1) of the Code.



- The company is in the process of developing policies on risk review and management, preparing training programs for this topic, and preparing periodic reports on the subject as required by the following articles (18-III), (13), (14) and (15) of the Code.
- Board committees have not submitted annual reports to the Board of Directors on their relevant work and recommendations as required under Article 19, but board committees are in the process of preparing and submitting their annual reports to the Board of Directors.
- The Company is in the process of preparing a profit distribution policy as required by Article 36 of the Code.
- The Company is in the process of establishing a written mechanism that defines the way and the basis for dealing with complaints filed by stakeholders as required under Article 38 of the Code.
- In the subject of Prohibition of combining positions as described in the same paragraph in this report, there are some exceptions that the company intends to address with the upcoming elections.
- The Company is currently updating the Charter of the Board to include some of the key functions mentioned in the code, particularly those contained in Article 8 - Section 1.7, 5.1, 5.2, 9 and 13 of the code.
- The Company is in the process of adopting the guide to the implementation of the company's strategy and objectives, which is prepared by the senior executive management, as required by Article 8 - Section 1.6 of the code.
- Although the Company has adopted a trading policy by insiders in previous years, it is currently updating and documenting procedures for disclosing all trading by board members and executive management as required by Article 28 of the code.
- The company is currently documenting procedures, policies and internal control regulations related to periodic review of compliance with the relevant QFMA legislation, although within the information available to the Board of Directors, there were no violations of this legislation during the year.



The image features a complex, abstract architectural graphic composed of numerous white lines on a solid blue background. The lines form a series of overlapping, curved, and parallel structures that resemble a modern building's facade or a series of steps. The lines are arranged in a way that creates a sense of depth and movement, with some lines curving away from the viewer and others appearing to recede into the distance. The overall effect is one of dynamic, futuristic design.

PIONEERS OF CHANGE