

Corporate Governance



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Introduction

Dlala Holding is committed to the corporate governance rules and guidelines set out in the corporate governance and legal entities listed in the main market. The development of corporate governance standards to achieve best practices of good governance is one of the priorities of the Board of Directors and senior management of Dlala Holding. The Group's overall operations, in order to enhance good corporate governance practices in order to enhance Dlala Holding's success and to achieve its objectives and aspirations, first and foremost to gain the trust of our current and potential shareholders, all stakeholders, Management practices that support the principles of accountability and accountability based on integrity and transparency, and compliance with all disclosure and transparency requirements to ensure the protection of the rights of different categories of shareholders, fair and equitable treatment of rights and obligations to all shareholders and clarifies the rules and procedures for decision-making on the affairs of Dlala Holding and its compliance with the provisions of this system , Which is described in this report so that both shareholders and the public can assess Dlala's commitment to the system and the principles of good governance in general.

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CHAPTER I: DEFINITIONS

- Company:** Dlala Brokerage & Investment Holding Company Q.P.S.C (Dlala Holding)
- Board:** Board of Directors of Dlala Holding
- Charter of the Board of Directors:** The Charter prepared by the Board of Directors to define its functions, responsibilities and duties of its Chairman and members
- Chairman:** Chairman of Dlala Holding
- Governance:** The system by which the company is managed and controlled and sets out the principles and principles of the distribution of rights and responsibilities between the various stakeholders in the company, such as board members, directors, shareholders and other stakeholders, and clarifies the rules and procedures for decision making The Depositary The company licensed by the Authority to carry out deposit and registration functions for all securities traded in the financial markets The non-executive member: is a member of the Board of Directors who is not a full-time member of the company's management or does not receive any remuneration from it .
- An independent member:** is a member of the Board of Directors who is fully independent, and is contrary to independence, to name but a few, none of the following
1. He must be the owner (at least 1%) of the shares of the company or any company of 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 of its group
 3. To be in the senior executive management of the company or any company of its group during the year preceding the board elections
 4. Have a first-degree relationship with any of the members of the Board or the senior executive management of the company, or any company in its group
 5. To be a member of the Board of Directors of any company within the group of the company nominated for membership of its Board of Directors
 6. To be an employee during the two years preceding the Board elections in any of the parties related to the company or any company of its group such as legal accountants and senior suppliers or to be the owner of control shares in any of these parties during the two years preceding the council elections
 7. Have direct or indirect dealings with the company or any company of its group during the two years preceding the council elections

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Senior Executive

- Management:** The Chief Executive Officer and other executives directly responsible to him, include the heads of the company's internal control units
- The auditor:** is the authorized person in accordance with the provisions of the law and the registrar in the table of external auditors of the Authority to carry out the audit and audit of financial statements and reports in accordance with the principles of the profession and in accordance with international standards of auditing or auditing standards related to Islamic financial institutions and obtain confirmation of whether the financial statements are free of The fundamental errors, as well as the qualifying actions
- Cumulative voting:** A voting method for the selection of members of the Board Each shareholder shall be given the power to vote on the number of shares he holds; he shall be entitled to vote for one candidate or to divide them among the candidates of the Council without any repetition of these votes
- A large transaction:** Any transaction or group of related transactions intended to acquire, sell, lease, swap or dispose of (except for the creation of collateral) the assets of the company or the assets acquired by the company or those transactions that would change the basic nature of the company's business,) Of the lower value between the market value of the company or the net asset value of the company according to the latest published financial statements
- Stakeholders:** All stakeholders have an interest with the company based on the right or legal status such as shareholders, employees, creditors, customers, suppliers and others
- Related party:** The person is related to the company if he is a member of the board of directors of the company or any company of its group, the supreme executive management of the company or any company of its group or the owner of at least 5% of the shares of the company or any company of its group, Or a relative of any of the former to the second degree, and any legal person controlled by a member of the board of directors of the company or any company of its group or its executive management and their relatives to the second degree, or involved in a project or partnership of any kind with the company or any company from Her collection
- Minority Shareholders:** Who represent a non-controlling class in the Company so that they can not influence it
- Transactions:** Transactions of the same type, amounting to (10%) of the volume of the company's transactions during the year, or more than the average total transactions of the company during the last three years
- Year:** The Company's financial year

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CHAPTER II:

SCOPE OF THE IMPLEMENTATION OF GOVERNANCE AND ADHERENCE TO ITS PRINCIPLES

Dlala attaches particular importance to the principles of corporate governance, especially to the protection of shareholders' rights, particularly the rights of the minority and other stakeholders, and seeks to establish a close relationship between them and the Board of Directors and all other relevant parties. This relationship defines the general framework of the company's strategy and means to achieve its objectives, Equity and equity among all shareholders in the rights and duties, access to all important information about the company, the public interest of the company and stakeholders in the private interest, and the board of directors' responsibilities towards the company and shareholders. The age of faith and integrity and honor and dedication.

The Board reviews and updates the governance implementation from time to time to comply with the best practices of the governance system, in the light of the periodic reports submitted to it by the Internal Audit Committee. The Board works on developing the rules of professional conduct on a permanent basis and developing the necessary ones from time to time. An example is the updating of the Charter of the Dlala Board and the Corporate Governance Charter.

CHAPTER III:

BOARD OF DIRECTORS

Frist: Board Formation:

The company is managed by Board of Directors elected by the General Assembly in accordance with the Articles of Association of the Company, which determines the method of composition, number of members and duration of membership. The number of its members is nine, three of whom represent the founders and duration of membership is three years. , And may delegate some of its powers to remain responsible for them. The process of electing the members of the Board of Directors in a sign in accordance with the principle of justice and equality among all candidates, and to enhance transparency and disclosure, as the process of electing the last Council on 03/04/2017 was as follows:

The opening of the candidature for membership of the new board of directors was announced for two weeks during the period from 26/02/2017 until 09/03/2017 for the number of six seats. The number of candidates was 6 candidates. The Nomination Committee confirmed that they met all the required legal conditions, The candidates were announced on the company's website and the Qatar Stock Exchange. The Ministry of Economy and Commerce and the Qatar Stock Exchange and Stock Exchange Authority were also informed of the list of candidates.

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On 03/04/2017 the General Assembly meeting of Dlala Holding Company was held in the presence and supervision of the representatives of the Ministry of Economy and Trade, the External Auditor and the Rapporteur of the Meeting, where it unanimously approved the election of the candidates to the Board of Directors by acclamation, The following members are members:

1. His Excellency Sheikh Abdulrahman bin Hamad Al Thani.
2. His Excellency Sheikh / Suhaim Bin Khalid Al-Thani.
3. Mr. Ali Hussein Al-Sada.
4. Mr. Jaber bin Hajaj Al Shahwani.
5. Mr. Ahmed Mohamed Al-Asmakh.
6. Mr. Mohamed Mubarak Al-Khater, representing the investment portfolio of the armed forces.

In addition to three members from the founders as follows:

7. Civil Pension Fund - represented by Mrs. Moza Mohammed Al-Sulaiti
8. Qatar Foundation for Education, Science and Community Development - represented by Mr. Walid Raslan Al Abdullah
9. Qatar Investment Authority - represented by Mr. Khalid Abdullah Al Suwaidi

Second: About the Board of Directors and Chief Executive Officer:

1. HE Sheikh Abdul Rahman Bin Hamad Bin Khalid Al Thani	Chairman - Non-Executive, Independent.
2. Mr. Jaber Hajaj Mansour Al Shahwani	Vice Chairman - Non-Executive, Independent.
3. Mr. Ahmed Mohamed Ali Ibrahim Al-Asmakh	Board Member - Non-Executive, Independent.
4. Mr. Khalid Abdullah Al Suwaidi	Board Member - Non-Executive, Independent. Representative of Qatar Investment Authority (Founder)
5. HE Sheikh / Suhaim Bin Khalid Bin Hamad Al Thani	Board Member - Non-Executive, Non-Independent.
6. Mrs. Moza Mohammed Goma Al-Fadala Al-Sulaiti	Board member - non-executive, independent. Representative of Pension Fund of the General Authority for Retirement and Social Security (Founder)

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7. Mr. Ali Hussein Ali Al-Sada	Board Member - Non-Executive, Non-Independent.
8. Waleed Raslan Waleed Yacout Al-Abdullah	Board Member - Non-Executive, Independent. Representative of Qatar Investment Authority (Founder)
9. Mr. Mohamed Mubarak Ali Issa Alkhater	Member of the Board of Directors - non-executive, non-independent. Representative of the Armed Forces Investments Portfolio

His Excellency Sheikh Abdulrahman bin Hamad bin Khalid Al Thani (Chairman of Board of Directors)

- His Excellency Sheikh Abdulrahman bin Hamad Al-Thani served as Vice Chairman of the Board of Directors from 2014 until October 2016. He was elected Chairman of the Board of Directors.
- His Excellency Sheikh Abdul Rahman Bin Hamad Al Thani also chairs the Executive Committee of the Company.

Mr. Jaber bin Hajjaj Al Shahwani (Vice Chairman of the Board of Directors)

- Mr. Jaber Al Shahwani holds a Bachelor of Military Science.
- Mr. Jaber Al Shahwani held many positions in government ministries and served as Director of the Office of the Minister of Health and Director of the Office of the Minister of State for Municipal Affairs and Agriculture.
- Mr. Jaber Al Shahwani has been elected to the Board of Directors since 2013.
- Mr. Jaber Al Shahwani currently chairs the Rewards, Nominations and Governance Committee.

Ms. Moza Mohammed Jumaa Al Fadala Al Sulaiti (Member of the Board of Directors)

- Mrs. Moza Al-Sulaiti holds a Master's degree in Banking and Finance from Salford University in the United Kingdom.
- Ms. Moza Al-Sulaiti is currently the Director of the Planning and Research Unit / Director of the Fund Accountancy Office at the Public Authority for Pensions and Social Security since 2009. Prior to that, she worked in the Audit Bureau since 1993 and participated in many economic and investment forums and conferences in the State of Qatar.
- Chairman of the Audit Committee at Dlala.

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His Excellency Sheikh / Suhaim bin Khalid bin Hamad Al Thani (Member of the Board of Directors)

- HE Sheikh / Suhaim bin Khalid bin Hamad Al Thani received a Bachelor of Business Administration from the University of Plymouth, UK.
- His Excellency Sheikh / Suhaim Bin Khalid Bin Hamad Al-Thani also worked for HSBC and Deutsche Bank.
- He also received a number of courses in banking and finance.
- He is a member of the Executive Committee of Dlala.

Mr. Ahmed Mohamed Ali Ibrahim Al-Asmakh (Member of the Board of Directors)

- Ahmed Al-Asmakh received a BA in History from Qatar University in 2002.
- Mr. Ahmed Al-Asmakh has been a second secretary at the Ministry of Foreign Affairs since 2003. He has extensive experience in the financial sector and has extensive knowledge in the field of securities investment in local and international financial markets.
- Mr. Ahmed Al-Asmakh served as Managing Director from 2011 until February 2016.
- He is also a member of the Remuneration, Nomination and Governance Committee at Dlala.

Mr. Ali Hussein Ali Al Sada (Member of the Board of Directors)

- Mr. Ali Al Sada has extensive experience in the financial sector.
- Mr. Ali Al-Sada is a businessman and a member of the Executive Committee of Qatar National Bank since 1998. He is a member of the Board of Directors of Qatar Navigation Company (QSC) and a member of the Board of Directors of Halul Marine Services LLC, which is wholly owned by Qatar Navigation, and is a member of the Board of Directors of many companies outside the State of Qatar in the UAE, Bahrain and Syria.
- Member of the Rewards, Nominations and Governance Committee.

Mr. Walid Raslan Al-Abdullah (Member of the Board of Directors)

- Mr. Waleed Al Abdullah received an MBA from Glamorgan University in the UK and attended and participated in CPA courses and tests in the United States.
- Mr. Waleed Al Abdullah currently serves as Vice President of Finance at Qatar Foundation for Education, Science and Community Development. He also served as Deputy Executive Director and Deputy Director General for Finance and Human Resources at Qatar Transport Co.
- Member of the Audit Committee.

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Mr. Khalid Abdullah Al Suwaidi (Member of the Board of Directors)

- Mr. Khaled Al-Suwaidi was appointed as a member of the Board of Directors of Dlala Holding Company representing the education and health portfolio of the Ministry of Finance in 2014.
- Mr. Khalid Al Suwaidi is currently Director of the Department of Management at Qatar Investment Authority.
- He is a member of the Audit Committee and the Executive Committee.

Mr. Mohamed Mubarak Al-Khater (Member of the Board of Directors)

- Mr. Mohammed Al-Khater was appointed as a member of the Board of Directors of Dlala Holding Company representing the portfolio of investments of the armed forces in March 2017.
- Mr. Mohammed Al Khater is the Deputy Head of Investment Department at the Ministry of Defense.
- He received his MBA in May 2016 from Paris.

Third: Prohibition of the combination of positions

Following the election of the Board of Directors, the Board met and elected from among its members HE Sheikh Abdulrahman Bin Hamad Al Thani (Chairman of the Board) and Mr. Jaber Bin Hajaj Al Shahwani (Deputy Chairman) for one year in accordance with the Articles of Association of the Company, (6, 7) of the corporate governance system so that none of them occupy the position of chairman or vice president of more than two companies whose main positions are in the state. They are not members of the board of directors of more than three companies whose main centers are in the UAE, To manage in more than one company its head office in the state, and The Chairman of the Board of Directors is not a member of any of the Board Committees provided for in the Corporate Governance Law and does not hold an executive position in the Company in order to ensure a balance of influence and authority in order to ensure that one individual does not have absolute power In making decisions.

Fourth: The main duties of the Board of Directors

The Board of Directors plays a key role in governance. It is the responsibility of the Board to adopt the Group's strategy, develop the guiding policy, appoint senior executives, supervise them, follow up on their performance, follow up on their plans, follow up on their work, As an indication to its shareholders and to government agencies that the leniency in this may lead to improper behavior.

The Board approved its Charter, which includes the duties of the Council and its responsibilities and the duties of its members, and was prepared in accordance with the guidance model issued by the Commission and published on the website www.dlalaholding.com

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The Board of Directors is reviewing its charter to update it in the light of the provisions of the Corporate Governance Law issued by the Board of Directors of Qatar Financial Markets Authority No. 5 of 2016 promulgating the corporate governance system and legal entities listed in the main market

Responsibilities of the Board of Directors:

The Board shall be responsible for the following:

- Develop the company strategy (including objectives, vision, mission, goals, strategies and strategic plans) and monitor the management's implementation of that strategy.
- Appointing and dismissing the CEO of the company, determining the duration of his service, his salary, his remuneration and the control of his performance compared to the objectives set.
- Approve the appointment and dismissal of the Board Secretary and the Senior Executive Members (as requested).

The Board is responsible for ascertaining the formation of the Board as stipulated in the Company's Bylaws and in accordance with the requirements of other relevant legislations, including the Corporate Governance System issued by Qatar Financial Markets Authority (including the Board of Directors) And that at least one-third of the Board shall be composed of independent members, provided that the majority of the members of the Board are composed of non-executive members. Nominations for membership of the Board shall be carried out in accordance with the guidelines for financial solvency and adequacy contained in the Corporate Governance Regulations The listing of terms and conditions that ensure that shareholders will receive information prior to the voting process in respect of candidates to be members of the Ijara Board, the voting process for board members' election and the procedures for the dismissal of board members, including failure to attend board meetings. The Board believes that it is necessary to submit a proposal to the Extraordinary General Meeting of Shareholders to amend the Company's Articles of Association.

- Determine the independence of non-executive members on a regular basis and in accordance with the requirements of the Corporate Governance System issued by Qatar Financial Markets Authority
- The powers, duties and responsibilities delegated to the members of the Board of Directors, including the Chairman, Vice President and Chief Executive Officer.
- Rewards policy and nomination periods for Board members, assisted by Nominations, Remuneration and Governance Committee.
- Training program for new board members to ensure that when elected, they will be fully aware of their responsibilities and have a proper understanding of the management of the company.

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- Training to improve the skills and knowledge of Board members to train Board members on financial, commercial and industrial practices as well as company operations and operations.
- Inform members of the latest developments in corporate governance and best practices in the company.
- Appoint committees that the Council deems appropriate to assist them in carrying out their duties, responsibilities and responsibilities.
- Approve policy on current policy change and current practice presented through committees or management.
- Control the financial performance of the company
- Monitoring financial results and integrity of reports, particularly approving annual budgets, including large capital expenditures, business plans and long-term strategies.
- Ensure the integrity of the company's financial reports and other reports through approval and control (with the assistance of the Audit Committee).
- Monitor the performance of the company and compare it with budgets and plans.
- Setting certain limits for the powers of senior executive management based on the decision of the Board of Directors.
- Changes in the limits of authority to senior executive management
- Risk management and supervision of internal controls. Ensure effective audit, risk management and compliance systems and apply them to protect the Company's assets and reduce the likelihood of operating the Company in any manner contrary to legal requirements or acceptable risk criteria. Review the application and effectiveness of risk management and internal control system.
- Significant changes in accounting procedures and policies and risk management.
- Matters that will have a material impact on the Company's financial position, liabilities, future strategy or reputation. Compliance with contracts, laws, legislations, legislative obligations and ethical standards.
- Setting standards for professional conduct and ensuring compliance
- Proposing changes to the company's Articles of Association and internal legislation.
- Conduct regular review on a senior management and development succession plan



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- Ensure that the company has adequate resources to successfully and effectively implement the company's strategies and day-to-day operations.
- Ensure that the company has adequate insurance cover for the products and general liabilities and responsibilities of members and employees in the event of a claim on the company.
- Company policies regarding recruitment and rewards.
- Problem management and management reputation.
- Providing corporate governance, including periodic reviews of the Company's balance sheet, so as not to distribute responsibilities appropriately to meet the company's needs.
- Appointing the external auditor based on the recommendation of the Audit Committee. The recommendation submitted to the Board by the shareholders shall be ratified at the Ordinary General Meeting of the Company. And compliance with the provisions of the circular of the external auditor.
- Due diligence on any matters and observations made by external auditors. Ensure timely response by the Board of Directors to any inquiries and matters contained in the correspondence or reports of external auditors.
- Appointing the internal auditor and ensuring his independence, provided that such independence is supported by the Board of Directors determining the salaries and remuneration of internal audit.
- Follow-up with the Senior Executive Management for the purpose of carrying out any specific tasks by the external or internal auditor.
- Coordination between the External Auditor, the Internal Auditor and the Audit Committee.
- Ensure that the members of the Audit Committee, Nominating Committee, Remuneration, Governance and External Auditor are present at the AGM.
- Ensure that the company is committed to the relevant laws and regulations in addition to the statutes and internal regulations. The Board is also responsible for protecting the Company against illegal, disruptive or inappropriate procedures and practices. The Board should review and update the governance policies. The Board shall regularly review and update the Code of Conduct in respect of company values and policies and act on other internal procedures and ensure that all Board members and employees are complied with, as well as Company consultants.
- The Board should review the principles of professional conduct regularly to ensure that they reflect best practices and that they meet the needs of the company.

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- The Board shall have full and immediate access to the Company's information, documents and records. The senior management of the company shall provide the Board and its committees with all the documents and information they request.

Sixth: Duties of the Board of Directors:

- Each member of the Board of Directors owes the Company the duties of care, sincerity and adherence to the institutional authority as defined in the relevant laws and regulations, including this system and the Charter of the Council.
- Members of the Board of Directors shall always work on the basis of clear information, good faith, and due diligence and attention, in the interest of the Company and all shareholders.
- Members of the Board of Directors must act effectively to comply with their responsibility towards the Company.

Seventh: Duties of the Chairman of the Board:

1. The Chairman of the Board shall be responsible for the proper functioning of the Board of Directors in an appropriate and effective manner, including obtaining full and correct information in a timely manner.
2. The Chairman of the Board of Directors may not be a member of any of the Board Committees stipulated in the Qatar Financial Markets Authority's system of governance. Any other position held by the President, whether inside or outside the Company, shall not interfere with the effective performance of his duties as Chairman of the Board of Directors.
3. The duties and responsibilities of the Chairman of the Board of Directors, as well as those provided for in the Charter of the Council include, but are not limited to, the following:
 - Chairing meetings of the company and the general assembly and ensuring that these meetings are conducted properly and effectively and that members have the opportunity to express their views and get answers to their inquiries.
 - Ensure that the Council discusses all key issues effectively and in a timely manner
 - Approve the agenda of a meeting of the Board of Directors, taking into account any matter raised by any member of the Board of Directors. The President may delegate this task to any member of the Board. However, the Chairman shall remain responsible for the appropriate performance by the member of the Board.
 - Encourage all members of the Council to participate fully and effectively in the conduct of the affairs of the Council and encourage the expression of opinions and discuss ideas and create the collective views and wisdom necessary in the interest of the company
 - Ensure effective communication with shareholders and communicate their views to the Board of Directors.
 - Allow non-executive board members, in particular, to actively participate and encourage constructive relationships between executive and non-executive board members and between the board and senior executive management.

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- Ensure annual performance assessment of the Board and performance of the Chief Executive Officer.
- Ensure that new members are informed and given access to information about all aspects of the company's operations.
- To be representative of the Board in dealing with the Department, while ensuring that the views of the Council are communicated clearly and accurately.
- Acting as Senior Advisor to the Chief Executive Officer.
- Presenting the views of the Council to the public, government bodies and events.

Eighth: Obligations of non-executive board members

The obligations of non-executive board members include, but are not limited to, the following:

- Participate in board meetings and give an independent opinion on strategic and political issues, accountability, resources, core appointments and labor standards.
- Ensuring that priority is given to the interests of the company and shareholders in the event of any conflict of interest
- Participate in the audit committee of the company.
- Monitor the performance of the company in achieving its agreed goals and objectives and review reports on its performance, including the annual, semi-annual and quarterly reports
- Overseeing the development of corporate governance rules to oversee their application in accordance with these rules
- Provide their skills, expertise, competencies and qualifications to the Board of Directors or its various committees through their regular attendance at Board meetings and their effective participation in public assemblies and their understanding of the shareholders' views in a balanced and fair manner.
- The majority of the non-executive board members may request the opinion of an independent consultant at the expense of the company in respect of any matter concerning the company.
- Not to make any statements, or information without the prior written permission of the President or his authorized representative, and the Council shall nominate the official spokesman of the company. The Council decided to appoint two speakers on behalf of the Council:
 - **Dr. Abdulaziz Ali Al-Hammadi** - Chief Executive Officer.
 - **Mr. Mohamed Sadi** - Marketing and Communication Manager and Secretary of the Board of Directors.

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Ninth: The number of meetings of the current Board of Directors during the year 2017

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 the Companies Law No. (11) for the year 2015, which meets at least 6 times per year. (6) meetings.

The President shall also invite the Council to the meeting whenever at least two members so request. The invitation shall be given to each member accompanied by the agenda at least one week in advance. Any member may request the addition of one or more items to the agenda.

All members of the Board of Directors of Dlala Holding are regular in the presence of Board meetings except in some cases beyond their control. Members shall devote their expertise and qualifications to the Board and its various committees through attending and participating effectively in the Council, Committees and Associations.

Tenth: Committees of the Board of Directors

The Council shall delegate some of its powers to special committees and shall, as necessary, establish special committees for the purpose of carrying out specific operations. They shall carry out their work in accordance with written instructions. The Council shall remain responsible for all powers or powers delegated to it. The Executive Committee and the Nomination, Remuneration and Governance Committee) immediately after the election of the members of the Board of Directors held on 03/04/2017, which was carried out in accordance with formal and transparent procedures as follows:

1. Audit Committee:

The Committee is responsible for overseeing and reviewing all internal and external audit activities in accordance with the work plan approved by the Board of Directors earlier. The Committee shall consist of three members of the Governing Council, provided that the membership of the Committee shall be in accordance with the term of office of the Governing Council. All members of the Audit Committee have financial and accounting experience.

Members of the Committee are:

1. Mrs. Moza Al-Sulaiti Chairperson
2. Mr. Khalid Abdullah Al-Suwaidi Member
3. Mr. Walid Raslan Al-Abdullah Member
4. Mr. Mohamed Mubarak Al-Khater Member

The Audit Committee meets regularly and whenever necessary. All minutes of its meetings are duly recorded. Reports are presented to the Board periodically for discussion. An annual report is submitted to the Board at the end of each financial year. During the year 2017, four meetings were held.

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The responsibilities of the Committee after updating its terms of reference are as follows:

The membership of the Committee shall be in accordance with the membership of the Board of Directors. The members of the Committee shall be appointed and removed by a decision of the Board of Directors. The responsibilities and duties of the Committee shall be as follows:

1. To submit any issues requiring action by the Board of Directors and recommend follow-up actions, as the Committee deems appropriate.
2. Report to the Board of Directors on the Committee's issues as stipulated in the Corporate Governance System issued by Qatar Financial Markets Authority.
3. Consideration of any other matters as determined by the Board of Directors.
4. Monitoring the risk factors of Dlala and the recommendation of the Board of Directors to reduce these factors.
5. Auditing financial and internal controls and risk management systems.
6. Discuss the internal control systems with the Department to ensure that the Department carries out its duties towards the development of efficient internal control systems.
7. Consider the results of the major investigations in internal control matters at the request of the Board of Directors, or the Committee shall do so on its own with the approval of the Board of Directors.
8. Review the financial and accounting policies and procedures of Dlala.
9. Monitor the accuracy and validity of financial statements and annual, semi-annual and quarterly reports and audit such data and reports, with particular emphasis on the following:
 - Any changes in policies and accounting;
Issues that are under the discretion of senior management;
 - Major adjustments resulting from audit;
 - Continued significance as an existing enterprise;
 - Compliance with accounting standards - International Financial Reporting Standards.
 - Adhering to the rules of the Qatar Exchange.
 - Compliance with disclosure rules and any other requirements related to financial reporting.
10. Consider any important and unusual issues that can be found in financial reports and indicative accounts.
11. Oversee and follow up the independence and objectivity of the external auditor to determine the nature, scope and effectiveness of the external audit in accordance with international auditing standards and in accordance with International Financial Reporting Standards.

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12. Ensure that the external auditor conducts annual and semi-annual audits to provide objective assurance to the Board of Directors and shareholders that the financial statements are prepared in accordance with international laws, regulations and standards for reporting and represent the financial position and performance of Dlala accurately in all material respects.
13. Meet external auditors at least once a year.
14. Taking care of any issues raised by external auditors.
15. Ensuring that the Board of Directors responds in a timely manner to inquiries and matters included in letters and reports of external auditors.
16. Ensure that the external auditor attends the general assembly and delivers the annual report and respond to any questions or inquiries in this regard.
17. Recommendation of the Board of Directors on the appointment of external auditors, following the following guiding principles:
 - a. The external auditors shall be independent and have no other interest in the indication or the members of the board of directors except auditing. There is no need for any conflict of interest in the external auditor's relationship with a connotation.
 - B. External auditors should be professional and have specialized expertise in the auditor of the financial statements of listed companies based on the International Standards on Auditing and International Financial Reporting Standards.
 - C. Follow-up of the rules and regulations in force regarding the appointment of the auditor.
18. Review the letter of appointment of the external auditor and his business plan and any important clarifications requested by the auditor from the senior management regarding accounting records, financial accounts or control systems, as well as the response of the senior executive management.
19. Evaluation of External Auditor's Performance.
20. Supervise the internal auditing process, and in particular ensure that the internal audit means the following tasks:
 - a. Review and oversee the implementation of internal control systems.
 - b. Internal audit work as an independent process, and by a trained and qualified team.
 - c. That internal audit would report to the Governing Council through the Committee.
 - d. Internal audit covers all activities of Dlala.
 - e. Internal audit is independent of daily functioning in Dalaa. The independence shall be imposed through compensation paid to the internal auditor determined by the Board of Directors on the recommendation of the Committee. The Internal Auditor shall attend the General Assembly Meeting.

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21. Ensure that the internal audit function includes at least one internal auditor appointed by the Board of Directors.
22. Recommendation of the Board of Directors regarding the adoption of the scope of internal audit and include, in particular:
 - a. Monitoring, supervision and supervision of financial, investment and risk management procedures.
 - b. A comparative assessment of the evolution of risk factors and systems used to respond to drastic or unexpected changes in the market.
 - c. Evaluation of the performance of the Board of Directors and senior management in the implementation of internal control systems, including the number of times the Board of Directors has been informed of matters related to oversight (including risk management) and the manner in which the Board deals with such matters.
 - d. Internal control failure, weakness or emergencies that have affected or may affect Dlala's financial performance and the procedures followed by the Company to correct internal control failures (especially the problems included in the annual Dlala reports and their financial statements).
 - e. Dlala's commitment to the rules and regulations applicable to market lists and disclosure.
And. Dlala's commitment to internal control systems in identifying and managing risks.
 - f. All information describing the risk operations of Dlala.
23. Ensure that the internal audit report is prepared every three months and submitted to the Committee and the Board of Directors.
24. Supervising the control of financial, administrative and technical activities of internal auditing and monitoring.
25. Evaluate the performance of the internal auditor.
26. Ensure that external and internal auditors are separate statutory entities and ensure that all other requirements for the appointment of an external auditor are applied to the appointment of the internal auditor, including the auditor's rotation (when the Board decides to assign the internal auditor's function to an external consultant)
27. Coordinate with the Board of Directors, the Senior Executive Management and the Financial Manager of Dlala or the person who is looking for the responsibilities of the Chief Financial Officer.
28. Coordination between the internal auditor and the external auditor and the availability of the necessary resources and the effectiveness of internal controls.
29. Review the observations made by any of the reports submitted to the Committee and refer them to the concerned departments for follow-up action and action in a timely manner.
30. Establish rules through which Dlala employees can confidentially report any concerns about issues in financial reports, internal controls or other suspicious matters, where such matters are considered unethical or irregular and harm the Company indication. Ensure that appropriate

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arrangements are in place to allow impartial and independent investigations into these matters while ascertaining the above and ensuring the confidentiality of the amount as well as protecting against reprisals.

31. Consider matters raised by the financial manager of Dlala, the person responsible for the obligation, the internal auditors or external auditors.
32. Supervise a commitment to the Code of professional conduct.
33. Ensure that all laws and instructions relating to the activities of Dalaa are duly observed.
34. Ensure that the rules of procedure for the terms of reference of the Governing Council are properly applied;
35. Attendance of the General Assembly.
36. Consultation - at the expense of Dlala - with any independent expert or consultant with the prior approval of the Board of Directors.
37. Recommendation regarding all activities related to training, promotion and development of human resources and follow-up.
38. Delegation of responsibilities to a subcommittee comprising one or more members of the committee or to the CEO of Dlala.

Recommendations of the Audit and Risk Committee during 2017:

- The Audit Committee submitted a recommendation to the Board of Directors to approve the annual financial statements for submission to the General Assembly of the Group.
- A further recommendation was submitted to the Board of Directors to select the external auditor, Rodel & Partner, to audit the financial statements of the company for the year 2017 because of its experience in this field and given the competitive price offered by them.

2. The Executive Committee

The Executive Committee comprises three members of the Board of Directors and is chaired by the Chairman of the Board. The membership of the Committee is in accordance with the terms of office of the Governing Council.

Members of the Committee are:

- | | |
|---|-----------|
| 1. H.E. Sheikh Abdulrahman bin Hamad Al Thani | President |
| 2. H.E. Sheikh / Suhaim bin Khalid bin Hamad Al-Thani | Member |
| 3. Mr. Khalid Abdullah Al-Suwaidi | Member |

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Responsibilities of the Executive Committee:

1. Develop the general policy of the company and adopt internal policies and procedures.
2. Review and approve the organizational structure of the company.
3. Monitor and supervise the financial performance of the company.
4. Reviewing the company's annual budget before submitting it to the Board of Directors for approval and approval.
5. Develop the investment policy of the company.
6. Develop investment policy for the company's portfolio of securities and the manner of managing them.
7. Approve any investment projects.
8. Review and approve the sale of any assets of the company except investment properties and shares.
9. Approve agreements and commitments that exceed the authority of the CEO
10. Approve the loans required by the company.
11. To approve the business plans of Dlala Holding and its subsidiaries before submitting them to the Board of Directors.
12. Review and approve proposals for capital change and structure of the company.
13. Review and approve proposals for issuing bonds or securities.
14. Appointment and termination of the services of the Chief Executive Officer and Executive Vice President and determination of their salaries

3- Remuneration and Nominations Committee

The Compensation and Nomination Committee shall consist of three members of the Board of Directors. The membership of the Committee shall be in accordance with the term of the Board of Directors.

Members of the Committee are:

- | | |
|------------------------------------|----------|
| 1. Mr. Jaber bin Hajaj Al-Shahwani | Chairman |
| 2. Mr. Ahmed Mohammed Al-Asmakh | Member |
| 3. Mr. Ali Hussein Al-Sadah | Member |

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The responsibilities of the Committee in accordance with its terms of reference include the following:

1. To submit a report to the Board of Directors on any matters that require the opinion of the Committee and recommend that it be followed up.
2. Report to the Board on matters related to the Committee as defined in the Corporate Governance System issued by Qatar Financial Markets Authority.
3. Consideration of any other matters as determined by the Governing Council.
4. Responsible for the nomination process for the Board of Directors and supervising the appointment of the members of the Board of Directors.
5. Responsible for developing and publishing formal, strict and transparent procedures for nominating members of the Board of Directors based on the requirements of Dlala Holding's Bylaws (including the Statutes), the Corporate Governance Regulations issued by Qatar Financial Markets Authority and the Commercial Companies Law and other relevant authorities.
6. The Board of Directors shall be proposed to amend and adopt the Statutes at the Extraordinary General Meeting of Shareholders if the Committee considers such amendments necessary.
7. Following the approval of the shareholders of the General Assembly, the remuneration policy governing the remuneration of the Chairman of the Board of Directors, the members of the Board of Directors and senior executives of the Executive Management shall be based on Dlala's regulations (including the Articles of Association) Commercial companies and other applicable regulations and other applicable international best practices in Qatar.
8. Identify and implement the policy of relevant parties to control business transactions with related parties and control potential conflicts of interest, with reference to the definition of corporate parties as set out in the Corporate Governance System issued by Qatar Financial Markets Authority. This policy includes the requirements as defined in the Corporate Governance System issued by Qatar Financial Markets Authority.
9. Ensure that the annual performance evaluation of the Board of Directors is carried out in cooperation with the Chairman of the Board.
10. Preparation and submission of the management succession plan and induction training program for the new members of the Board of Directors as well as the training process, the work plan of the Board of Directors and the annual corporate governance report to the Board of Directors for adoption based on the Corporate Governance System issued by the Qatar Financial Markets Authority.
11. Attendance of the General Assembly. (Article 14.2 of the Corporate Governance Regulations issued by Qatar Financial Markets Authority)
12. Consultation - at the expense of Dlala - with any independent expert or consultant, subject to the prior approval of the Board of Directors.
13. Delegation of responsibilities to a subcommittee comprising one or more members of the committee or to the CEO of Dlala.
14. The Board of Directors is constantly updated on the latest developments in corporate governance and best practices in the field.

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Eleventh Secretary of the Board of Directors

The Secretary of the Board of Directors plays a key role in ensuring that the Board's legal procedures are followed and reviewed on a regular basis. It also assists and assists all members of the Board in obtaining advice, information and documents that enable them to carry out their tasks without difficulty. And the committees in accordance with the rules and keeping them and send invitations to the members of the Council and the participants with the agenda and coordination between the members and the President and among them and stakeholders, the Council has appointed for this purpose a secretary with the additional responsibility is director of marketing and public relations, Bachelor's birth in the field of media and has more than 13 years of experience as secretary of the Board of Directors in the State of Qatar.

CHAPTER IV: CONTROL WORK OF THE COMPANY

First: internal audit

The Board of Directors is responsible for the Company's internal control system. The Governing Body has adopted an organizational structure, job description, policies and procedures and the financial and practical delegation of authority to govern the organization of the company's operations. The Council, through the delegation of existing authorities, has confirmed that no individual has absolute powers.

The responsibility for monitoring and reporting management errors was entrusted to the Internal Audit Department, which reports to the Audit Committee. The Administration has designed an audit program to monitor operations, strategic, financial and compliance matters.

Responsibility for the management, control and reporting of compliance risk has been entrusted to the Compliance Department, reporting to the Chief Executive Officer. The Department has designed internal control protocol systems to monitor compliance with laws and regulations.

The responsibility for managing, controlling and reporting legal risks has been entrusted to the Department of Legal Affairs, reporting directly to the Chief Executive Officer.

As well as the responsibility of finance for dedicated financial management reporting to Dlala CEO.

Financial management has developed internal control systems to initiate registration, approval and transaction report in accordance with IFRS.

Internal Auditor

Dlala appointed an internal auditor in the company and joined the company on 18 March 2012. The internal auditor reports to the Board of Directors through the Audit Committee.

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The Internal Auditor meets the Audit Committee on a quarterly basis, during which he summarizes the following key points:

1. Follow-up to the internal audit recommendations mentioned in previous reports.
2. Recording new notes within a period of 3 months - periodically throughout the year.
3. Follow-up of special investigations and relations during the period, in cooperation with the Department of Legal Affairs.
4. Follow up the work of the auditor in the review of the financial statements and presentation of the most important observations during the period of review, and also settle any outstanding points with other departments.

Second: External Control

a. External Auditor

The Ordinary General Assembly of Dlala Holding, at its meeting held on 03/04/2017, approved the appointment of Mr. Rodel & Partner as the auditor for 2017 because he has considerable experience in auditing and the best price. This was done on the recommendation of the Audit Committee The Board chose to present Rodel & Partner's office to perform external audits as the lowest price.

B. Functions and responsibilities of the auditor

The company's auditor, Mr. Rodel & Partner, presented his report to the General Assembly, in which he explained the company's compliance with its statutes, the provisions of the law and the relevant legislation of the Authority, and its commitment to implementing the best international auditing and reporting systems, The report was discussed at the Ordinary General Assembly by the shareholders. The issues mentioned were clarified, all queries answered, and the extent of the company's cooperation in enabling him to access the information necessary for completion of his work. S any questionable question on the company during the year 2017.

CHAPTER V: DISCLOSURE AND TRANSPARENCY

First: Disclosure

1. The Company shall comply with all disclosure requirements, including financial reporting and disclosure of the number of shares of directors, executive officers, senior shareholders or controlling shareholders. The company also discloses information relating to members of its board of directors, including the curriculum vitae of each of them, indicating their educational level, profession and membership in other boards of directors (if any). As well as the names of the members of the various committees formed by the Council.
2. The Board shall ensure that all disclosures made by the Company provide accurate, correct and non-misleading information.

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3. The Company shall submit financial reports that conform to IAS / IFRS and ISA requirements. The report of the external auditors includes an explicit indication as to whether they have obtained all the necessary information. This report should state whether the company complies with IAS / IFRS and whether the audit was performed in accordance with International Standards on Auditing.
4. The company's periodic financial reports are published in Qatari newspapers as well as on the company's website and the Qatar Exchange website.

Second: Number of shares owned by members of the Board of Directors in their personal capacity and as representatives of legal persons until 31/12/2017:

Board Member	Position	Shares/ Percent	Shares of Rep. entity
HE Sheikh Abdul Rahman bin Hamad Al Thani	Chairman	71040 - 0.25%	None
Mr. Jaber Hajaj Mansour Al Shahwani,	Vice Chairman	64000 -0.23%	
H.E. Sheikh Suhaim Bin Khalid Bin Hamad Al Thani	Member	1269094 - 4.47%	
Mr. Ali Hussein Ali Al-Sada	Member	1420800 - 5.00%	
Mr. Ahmed Mohamed Ali Ibrahim Al-Asmakh	Member	50000 - 0.18%	

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Mr. Khalid Abdulla Al Suwaidi	Member	None	489021- 1.72%
Mrs. Moza Mohammed Al-Sulaiti	Member	None	1378176 - 4.85%
Mr. Waleed Raslan Walid Yacout Al Abdullah	Member	None	489021- 1.72%
Mr. Mohamed Mubarak Ali Al Khater	Member	None	1420800 - 5.00%

Third: The number of shares owned by the Executive Management until 31/12/2017.

M. Executives names their characteristics and the number of shares they own
1 Dr. Abdulaziz Ali Al Hammadi Chief Executive Officer: None

Fourth: Disclosure of violations committed during 2017:

The company has not been convicted of any wrongdoing during 2017 nor have any penalties been imposed by the regulatory authorities.

Fifth: Disclosure of any dispute or dispute with Dlala Holding and judicial claims during 2017:

- a. On 03/01/2018 Dlala Islamic Brokerage Company, a subsidiary of Dlala Brokerage and Investment Holding Company, announced that it received the ruling issued by the Court of First Instance on 29/12/2016 in the case No. 89/2016, in which the court ruled in its presence that the defendant QR 19,511,95 (Nineteen million five hundred and twelve thousand nine hundred and fifty five riyals) for Dlala Islamic Brokerage Company.
- b. On 20/11/2017, Dlala Islamic Brokerage Company, a subsidiary of Dlala Brokerage and Investment Holding Company, announced that it had received the appeal judgment No. 96/2017 of 20 November 2017, according to which the court ruled in absentia to accept the appeal in its form and reject the subject and to support the appeal against the defendant The amount of QR 19,511,95 (Nineteen million five hundred and twelve thousand nine hundred and fifty five riyals) for Dlala Islamic Brokerage Company.

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Sixth: Conflict of interest and transparency:

The Board of Directors of Dlala Holding is committed to disclosing the transactions and transactions concluded by the Company with any related party. In the case of any conflict of interest or commercial transaction with any of the related parties, In accordance with the principles of transparency, fairness and disclosure and in accordance with the relevant laws.

It is worth mentioning that the Company has prepared and disclosed a policy to govern business transactions with related parties and potential conflicts of interest. The Board of Directors adopted the policy on 9 October 2012.

Seventh: Disclosure of trading operations:

The Board of Directors of Dlala Holding, the Senior Executive Management and all Insiders, their spouses and minor children are obliged to disclose their trading operations on the Company's shares.

It is worth mentioning that a policy of securities circulation and disclosure (including conditions for transactions of knowledgeable individuals) was implemented in January 2010, whereby the company's operational regulations are implemented to monitor adherence to this policy, including reporting on trading through Dalala Brokerage Company Executive and staff.

CHAPTER 6: RIGHTS OF STAKEHOLDERS

First: Equality between the shareholders of rights

All shareholders are equal in their rights to the shares of the company since all the shares of the company are of the same category.

It should be noted that the Company's Articles of Association and its bylaws guarantee shareholders the exercise of their rights, in particular the right to dispose of shares, the right to receive the share of dividends, the right to attend the General Assembly, participate in its deliberations and vote on its decisions and the right to access and request information, Company.

Dlala Holding requests a monthly update from the Qatar Central Depository Company (CSC) for an updated copy of the register of shareholders. Any shareholder may request to have access to the Company's register of shareholders free of charge during the Company's official working hours. The company also publishes information, data and documents of interest to shareholders and updates them. And publishes them on its website.

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Second: Shareholders' rights related to the General Assembly and their participation

The amended Articles of Association of the Company include the right of shareholders who own 10% of the Group's capital to request the convening of the General Assembly. The shareholders who represent at least 25% of the Company's capital shall request the Extraordinary General Assembly to convene in accordance with the Commercial Companies Law No. 11 of 2015, Any item on the agenda of the General Assembly.

Article (49) of the Company's Articles of Association provides for the right of shareholders to discuss agenda items, raise questions, receive answers and take decisions.

Article (45) of the amended articles of association also provides for the conditions of the prosecution to attend and vote by proxy in accordance with the relevant law and regulations.

It is worth mentioning that Dlala Holding holds its meetings in places in the heart of the capital Doha at appropriate times. The company provides sufficient time for shareholders and insiders with all information related to the agenda to enable them to make their decisions. The results of the General Assembly shall be disclosed immediately to the competent authorities and published on the website And a copy of the minutes of the meeting shall be deposited with the Commission as soon as it is approved by the competent authority at the Ministry of Economy and Trade.

Third: Distribution of profits and minority shareholders' rights

The amended Articles of Association of the Company shall stipulate the minimum percentage of net profits to be distributed to shareholders from net profits after deduction of statutory reserve and voluntary reserve. The shareholder shall be entitled to his share of profits in accordance with the regulations and regulations of the Authority and the financial market in which the shares are listed. Of the company to distribute profits, and the percentage of dividends distributed from year to year according to the profits achieved by the company.

The amendment of the Articles of Association of the Company is being implemented to include a specific mechanism to protect the shareholders' rights in general and the minority in particular, in the event that the company enters into significant transactions that may harm their interests or impair the ownership of the company's capital.

Fourth: The rights of stakeholders other than shareholders

The Company is committed to preserving and respecting the rights of the stakeholders. Each interested party in the Company may request information relevant to its interest, accompanied by a request to prove it. The Company shall be obliged to provide the required information in a timely manner and to the extent that it does not threaten the interests of others or harm its interests.

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It should be noted that the company's internal policies and procedures include provisions that include:

- Respect the rights of stakeholders and enable stakeholders involved in governance to obtain reliable, adequate and relevant information on a timely and regular basis.
- Ensure that employees are treated in accordance with the principles of justice and equality without any discrimination on grounds of race, sex or religion
- Reward policy to grant incentives to employees and management of the company to work always in the interest of the company. This policy should take into account the company's long-term performance.
- A mechanism that allows employees of the company to inform the board of suspicious actions in the company when such actions are not valid or illegal or harmful to the company. Secure the confidentiality and protection from any adverse or negative reaction against the amount of other staff or superiors.

Fifth: The social responsibility of Dlala Holding

Dlala Brokerage & Investment Holding seeks to establish itself as a leading company in the field of social responsibility. The company has spared no effort in supporting social responsibility projects in order to make a social impact in the Qatari society, which contributes to the promotion and welfare of the community.

In a sign of its deep belief in social responsibility, Dlala Holding has launched a world-leading initiative in this field, inviting students from Qatar University to attend its board meeting to train students and prepare them for responsibility, which comes within Qatar Vision 2030 His Highness the Emir Sheikh Tamim Bin Hamad Al Thani, which is based mainly on human development, youth support and transparency.

Partnership with Qatar University

Dlala Brokerage and Investment Holding has signed a memorandum of understanding with Qatar University aimed at improving and enhancing knowledge in the field of education

Scientific research, executive training, community development, exchange of professional experiences, scientists and researchers in the field of business administration, finance and information systems.

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The memorandum includes the cooperation of the two parties in the organization and establishment of joint conferences, symposia and workshops to achieve the common objectives of the two institutions as well as other items.

The MoU provides training opportunities for Qatar University students, introduces them to trading systems, contributes to scientific research, nurtures outstanding and creative students, as well as the company's corporate social responsibility plan for the vision of Qatar 2030. The company also looks forward to employing outstanding students trained within the partnership.

Qatar University Students Attend Board Meeting In a First Sign of Qatari Shareholding Companies As part of the cooperation agreement with Qatar University, the company hosted two students from the University to attend the Board meeting as part of its social responsibility role to support young Qatari cadres and provide training opportunities. Qatar University students and participate in research with them.

The invitation of a number of students to attend the meeting of the Board of Directors, which is the center of the leadership of the company a good opportunity for university students to get acquainted with this atmosphere in a practical and realistic in parallel with receiving in the university of theoretical studies. The Taliban expressed their gratitude for the initiative as they were introduced to the new rules of governance issued by the Qatar Financial Markets Authority, as well as the financial results of the company and those related to the progress of work within the company.

Remuneration policy

The remuneration of the Board of Directors shall be subject to the approval of the General Assembly of a maximum of 5% of the net profits after the distribution of profit to the shareholders not less than 5% of the paid up share capital.

The Board of Directors shall determine the remuneration of senior management. Senior management bonuses consist of salary and added performance. Dlala discloses the liabilities of the Board of Directors and senior management as part of the disclosure of the financial statements of the Group.

Risk Management

The Board of Directors is fully responsible for overseeing the development of risk strategy and applying principles, frameworks and policies. In order to further enhance risk management practices, a risk committee has been established to regularly prepare and update the risk profile of

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each department within the Company. The Company's Audit Program was developed by the Internal Audit Department based on the risk rating and severity.

The Board also undertakes to maintain overall oversight and risk management governance responsibility, with the assistance of the Board Audit Committee and Risk Management function

Final Provisions

Dlala Holding's Board of Directors would like to emphasize its commitment to and compliance with the rules of governance. Dlala Holding is a good governance system, a means of reconciling and balancing conflicting stakeholders, and distributing rights and responsibilities among them within a general framework of transparency and fairness in dealing, disclosure and equality of opportunity.

Dlala Holding also notes that it provides the Qatar Securities Authority with a copy of the corporate governance report every year, accompanied by a copy of the annual report prepared by the company, immediately after its adoption by the General Assembly. It is published on the company's website.

Chairman of Board of Directors

Abdulrahman bin Hamad Al Thani