



دلالة القابضة
DLALA HOLDING

DLALA Brokerage And
Investment Holding Company
Governance Report For The
Fiscal Year Ended
December 31, 2024





This report outlines the corporate governance framework of DLALA Brokerage and Investment Holding Company, referred to as “DLALA Holding” and “the Company” and its key governance practices, as DLALA Holding is keen to adhere to the corporate governance rules and guidelines stipulated in the Corporate Governance Code for Companies and Legal Entities Listed on the Main Market (the “Code”) issued by the QFMA, to develop corporate governance standards and achieve good governance best practices. This is a priority for the Board of Directors and senior executive management of DLALA Holding. The company is constantly striving to enhance and improve its corporate governance principles and system, with the aim of serving the interests of both its shareholders and current and potential stakeholders. DLALA Holding's current governance system ensures that the relationship between the Board of Directors and Senior Executive Management with shareholders, stakeholders and the community is strengthened. To ensure the continuous strengthening and improvement of the company's corporate governance system. In this regard, DLALA Holding emphasizes its commitment to implement the following:

- Dealing fairly and equally with all shareholders.
- Promote the principle of transparency and disclosure of material matters related to the company.
- Adherence to the provisions of the relevant applicable laws and regulations issued by the relevant authorities.
- The prohibition of combining positions between the Chairman of the Board of Directors and executive positions.

In conclusion, this report has been prepared in accordance with the Corporate Governance Code issued by the Qatar Financial Markets Authority (QFMA), taking into consideration Dalama Holding's efforts to comply with it.

DLALA Holding is keen to implement the governance system and enhance its practices within this system in accordance with local and international standards, and the Board of Directors is keen to establish effective foundations and rules for oversight that meet the highest standards of independence and transparency in order to maintain the confidence of both current and future investors.

To achieve the principle of compliance, the Board of Directors commissioned an external audit firm to develop a mechanism to monitor compliance with governance applications and improve the level of control in the company, and this report highlights the key elements of the control system that was designed, implemented and enforced for the fiscal year from January 1, 2024, to December 31, 2024.

DLALA Holding continues its progress in implementing and adhering to the governance system, DLALA has updated all policies for technological security, information systems and some internal policies, noting that work is still ongoing to improve the quality of other departmental policies and update them in accordance with modern requirements and submit periodic reports to the Board of Directors on the extent of compliance of the concerned departments with these policies. In

It includes a definition of the corporate governance structure and the responsibilities of the Board of Directors, its committees and senior executive management, and is used as a reference by the company's stakeholders (investors, shareholders and stakeholders) to understand how the company's corporate governance processes are applied.

DALALA Holding has also developed the following policies and procedures in 2024 and approved by the Board of Directors No. (3) on 03/06/2024:

- Information Systems Policies and Procedures (25).
- Policies and procedures for advertising and publicity.
- Online marketing policies and procedures.
- Legal affairs policies and procedures.
- Policies and procedures for administrative affairs, including (policies and procedures for working inside warehouses, procurement and business policies, and the policy of installing and using surveillance cameras).

In addition to achieving all the requirements of the corporate governance system, DALALA Holding Company has adopted the Board of Directors Investment Policy No. (6) on December 25, 2024.

In conjunction with this, the Audit Committee has developed policies related to risk management, self-control and internal control, in addition to another document related to the guidance of employees and departments, which was approved by the Audit Committee and the Board of Directors for final approval and will be distributed to all employees in DLALA Holding Company in order to guide and raise awareness regarding risks and internal control.

In conclusion, DLALA Holding, represented by the Board of Directors and senior executive management, emphasizes on strengthening corporate governance practices periodically by establishing the principles of transparency, accountability, justice and equality in accordance with the regulations issued by the Qatar Financial Markets Authority (QFMA). As stated in this report, DLALA Holding pledges to continue to develop procedures that enhance the corporate governance system, and to continue to update internal policies and procedures to ensure its commitment to apply the requirements of corporate governance in its business activities. DLALA Holding is committed to



compliance with the requirements, DLALA Holding has amended its Articles of Association in Article No. (41.66) regarding both the remuneration of board members and profit distribution controls in public shareholding companies to comply with the corporate governance system for companies and legal entities listed on the main market.

Over the past years, DLALA Holding has strived to achieve the best in the implementation of the governance system, and will continue its efforts to improve the current situation and fulfill all the requirements of the governance system in accordance with the best practices recognized locally and internationally. DLALA Holding continues to develop its Corporate Governance Charter, which is periodically reviewed to ensure adherence and compliance with the QFMA Corporate Governance Code. To view it, please refer to the company's website.

The Internal Audit Manual was also developed and approved by the General Manager of DLALA Brokerage Company, Mr. Saud Al-Ansari, on 15/09/2024.

The necessary reports were submitted to the Board of Directors on the extent of compliance with the policies and procedures to ensure that all policies are being implemented as intended and reports were submitted to the Board of Directors.

maintaining the stability and growth of the company and earning the trust of its shareholders and other stakeholders.

Compliance With QFMA Regulations Implementation Of The Governance System



DLALA Brokerage and Investment Holding Q.P.S.C. (“Dalala”) has assessed its compliance with the Articles of Association, the provisions of law and relevant legislation issued by the Qatar Financial Markets Authority (“QFMA”), including the provisions of the Corporate Governance Code for companies and legal entities listed on the Main Market (the “Code”), which was published on May 15, 2017 . Including the provisions of the Corporate Governance Code for Companies and Legal Entities Listed on the Main Market (the “Code”) which was published on May 15, 2017, and the management concluded that it complies with the Articles of Association, the provisions of the Code and the relevant legislation of the QFMA, DLALA Holding has worked fully and diligently this year to cover all items of non-compliance on previous years, and it is confirmed that DLALA Holding is fully compliant with all provisions and laws stipulated in the Corporate Governance Code.

The company complies with the relevant legislation issued by the Qatar Financial Markets Authority (QFMA) :

DLALA Holding is keen to fulfill and comply with all terms and conditions and has updated the policies and procedures related to the financial management procedures and approved by the senior management, which will be approved by the Board of Directors before the ending of this year.



The Board of Directors is the foundation of the company to achieve both the general interest of the shareholders and the company, and in order for DLALA Holding to apply the governance system effectively, all its members are carefully selected to achieve the desired objectives of this board. This part of the report will focus on everything related to the Board of Directors and its members and the most important works and events that took place in 2024 .

Board composition

According to the Company's Articles of Association, the Company is managed by a Board of Directors consisting of (9) members, who are elected by the General Assembly of Shareholders every three years, with the division shown below .

- (3) Members representing the company's founding entities .

- (6) Members elected from the nominated shareholders .

Provided that at least one third of the Board members shall be independent members, and the majority of the Board members shall be non-executives, with permission to allocate one or more of the Board seats to represent the minority, and another to represent the company's employees.

In the new board cycle 2023-2025, the company's founding members declined to nominate their representatives, and accordingly their seats were made available for election. The members of the Board of Directors are as follows

1. Dr. Thani Abdulrahman Al Kuwari .
2. Mr. Nasser Hamad Al-Sulaiti .
3. H.E. Sheikh Khalid bin Saud Khalid Al Thani .
4. Dr. Abdulaziz Ali Al Hammadi .
5. Mr. Farhoud Hadi Al-Hajri.
6. Mr. Ali Hussein Ibrahim.
7. Mr. Sultan Ibrahim Al-Kuwari.

The table below indicates the members of the Board of Directors, their membership status and ownership percentage in the company:

no	Name	Membership capacity	Personal Ownership Ratio (POR)	Percentage of shares owned by the represented entity
1	Mr. Thani Abdulrahman Al-Kuwari	Chairman of the Board of Directors Non-Independent - Representative of Al Tameer for Real Estate Projects	-	0.37%
2	Mr. Sultan Ibrahim Al-Kuwari	Member of the Board of Directors Non-Independent - Representative of the Armed Forces Investment Portfolio	-	5%
3	Mr. Ali Hussein Abdullah	Member of the Board of Directors Non-Independent - Representative of Ariane Real Estate Company	-	0.19%

1.Mr. Thani Abdulrahman Al-Kuwari (Chairman of the Board of Directors)

- Bachelor's degree in Architecture, University of Miami, United States (1998)

- He holds a Master's degree in International Sports Law, University of Lleida, Spain (2021) and graduated from the University of Lille, France with a Master's degree in Project and Business Management and a Doctorate degree in the same specialization between (2007-2010).

- Mr. Thani Al Kuwari holds several positions: Second Vice President of the Qatar Olympic Committee (2017-present) / Vice President (West Asia) of the Olympic Council of Asia (2019-present) / President of the Qatar Athletics Federation (2017-present) / Chairman of DLALA Holding Company, member of the Executive Committee and representative of Al Tameer Real Estate Projects Company in DLALA Holding Company.

2.Mr. Nasser Hamad Al-Sulaiti

(Vice President - Managing Director)

- Bachelor's degree in Accounting, College of Management and Economics, Qatar University (1998)

- Executive MBA, University of Plymouth, England (2017)

- Mr. Hamad Al-Sulaiti holds the following positions: Assistant Director of the Secretary General's Office at the Qatar Olympic Committee (2022-present),

3.Mr. Farhoud Hadi Al-Hajri (Board Member)

- He holds a Bachelor of Science degree from Qatar University in 2000 and a Master of Business Administration from Jadra University in Jordan in 2019.

- Livestock Consultant at the Office of the Assistant Undersecretary for Agriculture and Fisheries Affairs at the Ministry of Municipality and Environment since (2019-until now)

- President of the Friends of the Environment Center - Ministry of Culture and Sports.

- Member of the Board of Directors and member of the Audit Committee of Wadam Company.

- Member of the technical team for scientific research in the agricultural sector at the Ministry of Municipality and Environment.

- Chairman of the Audit Committee of DLALA Holding since 2020 until now, and held the position of Vice Chairman of the Board of Directors of the company from 10/27/2022 until the reconstitution of the Board in the new session 2023-2025.

5.H.E. Sheikh Khalid Saud Al Thani

- Holds a bachelor's degree in business administration, specializing in General Management, from Carnegie Mellon University (2016).

- Sheikh Khalid Al-Thani has been working at Qatar Investment Authority as an Associate in the Financial Institutions Department since 2021. He is also a former intern and financial analyst at QIA.

6.Mr. Sultan Ibrahim Al-Kuwari

- Holds a bachelor's degree in accounting and finance, University of Leeds (2010) UK.

- He holds a Master's degree in Public Policy from Hamad Bin Khalifa University (2015) and a Master's degree in Defense and Security Studies from the Sheikh Joaan Bin Jassim Joint Command and Staff College.

- Mr. Sultan Al Kuwari is a Project Manager at Barzan Holding and previously held several positions including Director of Advisory Services at Qatar Development Bank and Senior Analyst in Contract Services in the Operations Business Group at RasGas.

7.Mr. Ali Hussein Ibrahim

- He holds a bachelor's degree in Trade Logistics and International Transportation Management from the Arab Academy for Science, Technology and Maritime Transport (2017), Egypt.

- Mr. Ali Ibrahim is the Director of Commercial Relations at Ariane Real Estate.



Member of the Tenders Committee of the Qatar Olympic Committee (2021-present), Member of the Grievance Committee of the Qatar Olympic Committee (2017-present) / Vice Chairman and Managing Director of DLALA Holding and Chairman of the Nomination and Remuneration Committee.

4.Mr. Abdulaziz Ali Al Hammadi (Board Member)

- Holds a bachelor's degree in accounting, from the College of Management and Economics, Qatar University (1994).

- Masters in Marketing and Public Relations, UK (2010).

- PhD in Business Administration (Islamic Finance) Lebanon (2015).

- Mr. Abdulaziz Al Hammadi held several positions including CEO of Amwala Real Estate Brokerage Company, CEO of DLALA Holding Company from 2016-2021, General Manager and Director of Marketing and Sales at Aqar Real Estate Development and Investment Company, Vice President of the Hajj Affairs Committee, and a certified trainer at the Ministry of Administrative Development and Qatar University, in addition to being a certified trainer at the Ministry of Administrative Development and Qatar University. He is currently a member of the Board of Directors of DLALA Holding and a member of the Audit Committee.

Board of Directors Meetings

The Board of Directors serves for 3 years per cycle and the current Board of Directors expires at the end of the fiscal year 2025.



Board of Directors Term

In accordance with the provisions of the Commercial Companies Law No. (11) of 2015, the Qatar Financial Markets Authority Law No. (5) of 2016 and the Company's Articles of Association, the Board of Directors shall meet at the invitation of the Chairman of the Board or the Vice Chairman in his absence, and the Chairman of the Board shall convene a meeting if requested by at least two of its members. The number of meetings must not be less than a minimum of six meetings during one fiscal year, and the meeting shall not be considered fulfilled if half of its members are not present, and it must be in the presence of both the Chairman and the Vice Chairman, and no more than three months may pass without any meeting of the Board, and the meeting shall be held inside or outside the company's center.

An absent member may also delegate in writing to one of the Board members to represent him in attendance and voting, in which case the member has two votes, and a Board member may not delegate more than one member.

An invitation must be sent to all members at least one week before the meeting, along with the agenda of the meeting and the points to be discussed. Each member of the Board of Directors has the right to add an item to the discussion if he/she wishes. In addition, the company's senior executive committee attends board meetings as required to provide periodic reports related to their responsibilities and discuss topics that require approval by the board of directors.



Board of Directors Meetings for 2024

Attached below is the Board of Directors' attendance schedule for FY 2024, as (6) meetings were held during the year

MEMBER'S NAME	MEETING (1)	MEETING (2)	MEETING (3)	MEETING (4)	MEETING (5)	MEETING (6)
DR. THANI ABDULRAHMAN AL KUWARI CHAIRMAN OF THE BOARD OF DIRECTORS - REPRESENTATIVE OF TAMEER REAL ESTATE PROJECTS .CO. L.L.C	✓	✓	✓	✓	✓	✓
MR. NASSER HAMAD AL-SULAITI VICE CHAIRMAN - MANAGING DIRECTOR	✓	✓	✓	✓	✓	✓
H.E. SHEIKH KHALID BIN SAUD AL THANI	✓	✓	✓	✓	✓	✓
DR. ABDULAZIZ ALI AL-HAMMADI	✓	✓	✓	✓	✓	✓
MR. FARHOUD HADI AL-HAJRI	✓	✓	✓	✓	✓	✓

Legend
Present ✓
Absent ✗



Board of Directors Assessments

DLALA Holding is keen to activate and develop board engagement and effectiveness throughout the year by conducting an annual self-evaluation as a key governance item, which provides an opportunity for effective engagement of board members. The Nomination and Remuneration Committee is responsible for coordinating the conduct of this assessment to help Board members review and improve their performance on an annual basis. It also enables the Group to gauge the diversity of the composition of the Board in terms of engagement, effectiveness, professional background and ability to achieve the Company's strategic objectives.

Prohibition of combining positions

After the election of the Board of Directors and the selection of its members, the new Board of Directors shall meet and select a Chairman and Vice Chairman for a period of one year. According to the terms of Article 7 of the QFMA's Corporate Governance Code, "No one may, in person or in his capacity, be the Chairman or Vice Chairman of the Board of Directors of more than two companies whose headquarters are located in the State, nor be a member of the Board of Directors of more than three companies whose headquarters are located in the State, nor be a managing director of more than one company whose headquarters are located in the State, nor combine the membership of the boards of directors of two companies practicing homogeneous activities."

It is prohibited to combine the chairmanship of the board with any executive position in the company, and the chairman may not be a member of any of the board committees stipulated by this law. For the fiscal year 2024, both the Chairman of the Board of Directors and members of the Board of Directors have submitted a declaration that they do not combine any of the positions prohibited from combining them in accordance with the law and the provisions of these regulations. The Company obtains the declaration annually, and the Secretary of the Board keeps these resolutions in special files.

Board of Directors Remuneration

In accordance with applicable laws and regulations such as the Commercial Companies Law and the requirements of the Qatar Financial Markets Authority (QFMA), DLALA Holding has developed a remuneration policy, which was approved by the Board of Directors in 2019, to determine and allocate the remuneration of the Board of Directors in accordance with the regulations.

Reference is made to the financial statements in relation to the allowances granted to Board members during 2024.

Responsibilities of the Chairman of the Board



The Chairman of the Board of Directors is the company's representative to third parties and before the judiciary, and is primarily responsible for effective and productive management in the best interest of the company. The Chairman's duties and responsibilities include the following:

1. Ensure that the Board discusses all key issues effectively and in a timely manner.
2. Approve the agenda for meetings, considering matters raised by any Board member.
3. Encourage Board members to work collectively and effectively in the conduct of the Board's affairs, to ensure that the Board discharges its responsibilities in the best interest of the Company.
4. Make all data, information, documents and records of the Company, the Board and its committees available to the Board members.
5. Creating effective communication channels with the shareholders and working to communicate their views to the Board.
6. Allow non-executive board members to participate effectively and encourage constructive relations between executive and non-executive board members.
7. Keeping the members informed about the implementation of the provisions of these Bylaws, and the Chairman may authorize the Audit Committee or others to do so.

1. Risk management and oversight of internal controls. Ensure that effective audit, risk management and compliance systems are in place to protect the Company's assets and minimize the likelihood of the Company operating in any manner contrary to legal requirements or acceptable risk standards. Review the application and effectiveness of the risk management and internal control system.

The responsibilities of the Board of Directors as stipulated in the Charter are as follows:

1. Setting the company's strategy (including goals, vision, mission, objectives, strategies and strategic plans) and monitor management's implementation of that strategy.
2. Appointing and dismissing the CEO of the company, determining his tenure, salary and remuneration, and monitoring his performance against the set goals.
3. Ratify the appointment and dismissal of the Board Secretary and senior executive members (as required).
4. Ensure the composition of the Board as stipulated in the Company's Bylaws and in accordance with the requirements of other relevant legislation including the QFMA Corporate Governance Code (including, but not limited to, that the Board has independent and non-executive members, that at least one-third of the Board is composed of independent members and that a majority of the Board is composed of non-executive members, and that nominations for Board membership are made in accordance with the financial suitability and suitability guidelines of the QFMA Corporate Governance Code, as well as the QFMA's Corporate Governance Code. Whenever the Board deems it necessary, it shall submit a proposal to the Extraordinary General Assembly of Shareholders to amend the Company's Articles of Association.
5. Determine the independence of non-executive directors on a regular basis and in accordance with the requirements of the QFMA Corporate Governance Code.

The Board of Directors has prepared a Board Charter that summarizes its responsibilities, duties and tasks, the Charter also includes the responsibilities of the Chairman of the Board and other relevant items required by the Qatar Financial Markets Authority, which are published on the Company's website, and aims to make the Company's corporate governance system more transparent, understandable and accessible to shareholders.

6. Define the delegated powers, duties and responsibilities of the Board of Directors, including the Chairman, Vice Chairman and CEO.
7. Establishing the remuneration policy and nomination periods for Board members.
8. Prepare a training program for new board members to ensure that when they are elected, they will be fully aware of their responsibilities and have a proper understanding of how the company is run.
9. Establish a corporate governance system that is consistent with the provisions of these Bylaws and provide general supervision, monitor its effectiveness and amend it as needed.
10. Keeping the members informed of the latest developments in corporate governance and best practices in the company's field.
11. Appointing committees that the Board deems appropriate to assist them in carrying out their duties and responsibilities and defining their responsibilities.
12. Approve the policy regarding the change of an existing policy and practice presented through the committees or by the management.
13. Monitor the financial performance of the company.
14. Oversight of financial results and reporting integrity, especially the approval of annual budgets including significant capital expenditures, business plans, and long-term strategies.
15. Ensure the integrity of the Company's financial and other reports through approval and oversight.
16. Monitor the company's performance and compare it to budgets and plans.
17. Setting certain limits to the powers of the senior executive management based on the decision of the Board of Directors.
18. Establishing a written policy that regulates the relationship between stakeholders in order to protect them and preserve their rights.

19.Appointing the internal auditor and ensuring their independence, provided that this independence is supported by the Board of Directors determining the salaries and remuneration of the internal auditor.

20.Follow up with the senior executive management to carry out any tasks assigned by the external or internal auditor.

21.Coordinate between the external auditor, the internal auditor and the Audit Committee.

22.Ensure that the members of the Audit Committee, the Nomination, Remuneration and Governance Committee, and the external auditor attend the General Assembly meeting.

23.Ensure that the company complies with the relevant laws and regulations as well as the Articles of Association and Bylaws. The Board is also responsible for protecting the company against illegal, disruptive or inappropriate actions and practices. The Board should review, update and continuously review the governance policies. The Board shall regularly review and update the Code of Conduct in relation to the Company's values and policies and work on other internal procedures and ensure that all Board members and employees of the Company adhere to it as well as the Company's advisors as well.

24.Regularly review the Code of Conduct to ensure that it reflects best practices and meets the needs of the Company.

25.Approve nominations for appointment to senior executive management positions and the succession plan.

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

27.Establish a clear policy for contracting with related parties and submit it to the General Assembly for approval.

28.The Board of Directors shall periodically develop awareness programs to spread the culture of self-censorship and compliance with the relevant laws, legislations and regulations governing the company's work.

29.Material changes in accounting and risk management procedures and policies.

30.Matters that will have a material impact on the Company's financial position, liabilities, future strategy or reputation.

31.Monitoring compliance with contracts, laws, regulations, legislative obligations and ethical standards.

32.Establishing standards of professional behavior and ensuring adherence to them.

33.Proposing changes to the company's constitution and bylaws.

34.Review on a regular basis the senior management succession and development plan.

35.Ensure that the Company has the appropriate resources in place to successfully and effectively implement the Company's strategies and day-to-day operations.

36.Ensure that the company has adequate insurance cover for products and general liabilities and the liabilities of members and employees in the event of a claim against the company.

37.The Company's employment and remuneration policies.

38.Problem and reputation management.

39.Inviting all shareholders to attend the General Assembly meeting in the manner prescribed by law, and the invitation and announcement must include a complete summary of the agenda of the General Assembly, including the item related to the discussion and approval of the governance report.

40.Make recommendations to the external auditor and appoint a new external auditor when needed provided that any recommendation made to the Board must be ratified by the shareholders at the Company's Annual General Meeting. Adhere to the external auditor rotation legislation.

41.Make recommendations to the external auditor and appoint a new external auditor when needed provided that any recommendation made to the Board is ratified by the shareholders at the Company's Annual General Meeting. Adhere to the external auditor rotation legislation.

Board Secretary

The Board of Directors has appointed Mr. Islam Saber Yassin as the Secretary of the Board. Mr. Islam Yassin holds a Bachelor of Laws degree from Alexandria University (Arab Republic of Egypt), Class of 2006. He is currently the Assistant Director of the Legal Department at Dalal Brokerage and Investment Holding Company. He has been with the company since 2010 and has about 13 years of experience in a joint stock company.

The Secretary of the Board assists the Chairman and all members of the Board in their duties, and is responsible for conducting all Board business, including:

- Write the minutes of the Board's meetings, specifying the names of the members present and absent, indicating what was discussed at the meeting, and recording the members' objections to any decision issued by the Board.
- Record the Council's decisions in the register prepared for this purpose according to the date of their issuance.
- Record the meetings held by the Council in the register prepared for this purpose, sequentially and in order according to the date of their holding, indicating the members present and absent, the decisions taken by the Council in the meetings, and the objections, if any.
- Keeping the minutes of the Council's meetings, decisions, reports, and all records, correspondence, and correspondence of the Council in electronic paper records.
- Sending the invitation to Council members and participants, if any, along with the agenda at least two weeks before the scheduled date of the meeting, and receiving members' requests to add one or more items to the agenda and recording the date of their submission.
- Full coordination between the Chairman and members of the Board, between the members among themselves and between the Board, stakeholders and stakeholders, including shareholders, management and employees.
- Enabling the Chairman and members to have quick access to all company documents and documents, as well as information and data about the company.
- Save the declarations of the Board members not to combine the positions they are prohibited from combining in accordance with the law and the provisions of this Law.

Spokesperson

In accordance with the requirements of the Qatar Financial Markets Authority, the Company has appointed an authorized person as the company's spokesperson:

Mr. Mohammed Al-Sadi - Chief Operating Officer





The Board may authorize its committees to exercise some of its powers, and has the right to form one or more special committees to carry out specific tasks, provided that the nature of those tasks is stipulated in the decision to form them. The committees established by the Board of Directors are shown below :

- Audit Committee
- Nomination and Remuneration Committee
- Executive Committee

Although the Board of Directors has delegated some of its powers to the above-mentioned committees, the ultimate responsibility of the Company remains with the Board, even if it forms committees or authorizes other entities or persons to carry out some of its work, and the Board should avoid issuing general or indefinite delegations. The responsibilities of each committee are defined and documented in the Board Charter approved by the Board. In addition, the Board periodically conducts a performance evaluation of committee accomplishments to ensure that committee members have clear roles that are understood by each member. In accordance with Article (19) of the QFMA's Corporate Governance Code, each committee is required to submit its annual report to the Board of Directors, including its work and recommendations .

The Audit Committee shall be the auxiliary committee of the Board in fulfilling its responsibilities with respect to:

1. Preparing a proposal for the Company's internal control system as soon as the Committee is formed and presenting it to the Board, and conducting periodic reviews as required.
2. Submit a report to the Board of Directors on matters pertaining to the Committee as stipulated in the Corporate Governance Code issued by the Qatar Financial Markets Authority (QFMA).
3. Consider any other topics as determined by the Board of Directors.
4. Monitor Dalala's risk factors and recommend to the Board of Directors to mitigate these factors.
5. Audit the financial and internal control and risk management systems.
6. Discuss internal control systems with management to ensure that management fulfills its duties to develop efficient internal control systems.
7. Consider the results of major investigations into internal control matters at the request of the Board of Directors, or the Committee shall do so on its own initiative with the approval of the Board of Directors.
8. Review the financial and accounting policies and procedures of Dalala.
9. Pay attention to any issues raised by the external auditors.
10. Ensure that the Board of Directors responds in a timely manner to inquiries and matters covered in the external auditors' letters and reports.
11. Ensure that the external auditor attends the General Assembly, delivers the annual report and responds to any questions or inquiries in this regard.
12. Supervising the adherence to the professional code of conduct.
13. Ensure that all laws and regulations relating to Dalala's activities are duly complied with.
14. Ensure that the procedural rules regarding the powers of the Board of Directors are properly applied.
15. Attend the General Assembly.

16. Monitor the accuracy and correctness of the financial statements and annual, semi-annual and quarterly reports and audit such statements and reports, with special emphasis on the following:

- Any changes in accounting policies and procedures.
- Matters that are subject to the discretion of senior executive management.
- Major adjustments resulting from the audit.
- Continued significance as a going concern.
- Adherence to accounting standards - International Financial Reporting Standards.
- Compliance with the rules applicable to the Qatar Stock Exchange.
- Compliance with disclosure rules and any other financial reporting requirements.

17. Consideration of significant and unusual matters that may be found in the financial reports and semantic accounts.

18. Oversee and monitor the independence and objectivity of the external auditor to determine the nature, scope and effectiveness of the external audit in accordance with applicable International Standards on Auditing and in accordance with International Financial Reporting Standards.

19. Ensure that the external auditor performs annual and semi-annual independent audits to provide objective assurance to the Board of Directors and shareholders that the financial statements are prepared in accordance with laws, regulations and International Reporting Standards and that they accurately represent the financial position and performance of DALALA in all material respects.

20. Meet with the external auditors at least once a year.

21. Recommend to the Board of Directors the appointment of external auditors, following the following guidelines



- The external auditors must be independent and have no other interest in Samael or its board members other than the audit. There should be no conflict of interest in the external auditor's relationship with DALALA.
 - The external auditors must be professional and have specialized experience in auditing the financial statements of listed companies based on International Standards on Auditing and International Financial Reporting Standards.
 - Follow the applicable rules and regulations regarding auditor rotation.
22. Review the external auditor's appointment letter, work plan, and any significant clarification requested by the auditor from senior management regarding the accounting records, financial accounts, or control systems, as well as the senior executive management's response.
23. Evaluate the performance of the external auditor.

29.To oversee the functioning of internal audit and to ensure that internal audit undertakes the following tasks -

- Reviewing internal control systems and overseeing their implementation.
- Internal audit is conducted as an independent process and by trained and qualified staff.
- That Internal Audit will report to the Board of Directors through the Committee.
- The internal audit covers all activities of DALALA.
- Internal Audit is independent of the day-to-day functioning of DALALA. Independence is enforced through compensation paid to the internal auditor to be determined by the Board of Directors based on the recommendation of the Committee.
- The internal auditor must attend the General Assembly meeting.

24.Consulting - at the expense of DLALA - with any independent expert or consultant with the prior approval of the Board of Directors.

25.Recommending and following up on all activities related to the training, promotion and development of human resources.

26.Delegate responsibilities to a sub-committee consisting of one or more members of the Committee or to the CEO of DALALA.

27.Ensure that the internal audit function includes at least one internal auditor appointed by the Board of Directors.

28.Recommend to the Board of Directors the adoption of the scope of the internal audit and include the following: -

- Monitoring and overseeing financial, investment and risk management procedures.
- A comparative assessment of the evolution of risk factors and the systems used to respond to radical or unexpected changes in the market.
- An assessment of the performance of the Board of Directors and senior management in implementing internal control systems, including the number of times control issues (including risk management) have been brought to the attention of the Board of Directors and the manner in which the Board of Directors deals with such issues.
- Internal control failures, weaknesses or contingencies that have affected or may affect DLALA 's financial performance and the procedure followed by the company to correct the internal control failures (in particular the issues included in DALALA 's annual reports and financial statements).
- DLALA 's compliance with the applicable rules and regulatory requirements regarding market listings and disclosure.
- DLALA 's adherence to internal control systems in identifying and managing risks.
- All information describing DALALA 's risk processes.



The Audit Committee consists of three members, chaired by an independent member, and most of the members have extensive experience in financial affairs, the members of the Audit Committee as listed on December 31, 2024,

no	Member's name	Position
1	Mr. Farhoud Hadi Al-Hajri	Chairman of the Commission
2	Dr. Abdulaziz Al-Hammadi	Committee member
3	Mr. Sultan Al-Kuwari	Committee member

The Audit Committee held (4) meetings during FY2024, and (2) remote meetings.

no	MEMBER'S NAME	POSITION	MEETING NO. 1	MEETING NO. 2	MEETING NO. 3	MEETING NO. 4	MEETING NO. 5 REMOTELY	MEETING NO. 6 REMOTELY
1	Mr. Farhoud Hadi Al-Hajri	Chairman of the Committee - Member of the Board of Directors	✓	✓	✓	✓	✓	✓
2	Dr. Abdulaziz Al-Hammadi	Committee member	✓	✓	✓	✓	✓	✓
3	Mr. Sultan Al-Kuwari	Committee member	✓	✓	✓	✓	✓	✓

Legend
 present ✓
 absent ✗



Audit Committee decisions and recommendations for FY 2024:

- The Committee unanimously approved the reappointment of Mazars as the Group's auditors for the year 2024, setting their fees, and submitting the recommendation to the Board of Directors for discussion and approval.
- Approve the auditor's report on the company's budget and financial position for the year ending 12/31/2023 and submit the recommendation to the Board of Directors for discussion and approval.
- Approve the auditor's report on compliance with the laws and regulations of the Qatar Financial Markets Authority (QFMA) and other relevant legislation including the Corporate Governance Law for companies and legal entities listed on the main market and submit the recommendation to the Board of Directors for discussion and approval.
- Approve the auditor's report on internal controls over financial reporting and submit the recommendation to the Board of Directors for discussion and approval.
- Review the investment policy prepared by the Investment and Risk Assessment Committee and recommend the proposed amendments to the Board of Directors.
- Presenting the outputs of the draft commission and incentive structure prepared by the external consulting firm to the executive management for updating and then submitting it to the Risk Committee to review the controls and risk assessment before sending it to the Board of Directors for final approval.
- The committee reviewed the investment policy of DLALA Brokerage Company and DLALA Holding Company and recommends submitting it to the Executive Committee for discussion before submitting it to the Board of Directors for approval.
- Adoption of the Audit Committee's proposal for the company's internal control system recommended for approval by the Board of Directors, which stipulates that the executive management should adhere to the following controls:
 - Segregation of Duties
 - Documentation (paper or electronic)
 - Delegation/Authorization/Authorizations/Appropriations (Table of Authorities)
 - Protection and preservation of assets/inventory
 - Reconciliations, reconciliations and audits.

The responsibilities of the Nomination and Remuneration Committee are summarized as follows:

1. Establishing general principles and criteria to be used by the General Assembly in electing the appropriate person from among the candidates for membership of the Board.
2. Nominating members commensurate with the requirements of the Board membership if any of its seats are vacant.
3. Prepare and submit the management succession plan, induction training program for new board members, training process, board members' work plan and annual corporate governance report to the Board of Directors for approval in accordance with the Corporate Governance Code issued by the QFMA.
4. Nominating members in line with the job requirements for senior executive management.
5. Receive applications for Board membership.
6. Submitting the list of candidates to the Board, including its recommendations in this regard, attaching and sending a copy of it to the Authority.
7. Submit an annual report to the Board that includes a comprehensive analysis of the Board's performance, specifying its strengths and weaknesses and its suggestions in this regard.
8. Determine the general policy for granting bonuses in the company annually, including the method of determining the remuneration of the Chairman and members of the Board, provided that the annual remuneration of the Board shall not exceed 5% of the net profit of the company after deducting the reserve and legal deductions and distributing cash and in-kind dividends to the shareholders.
9. Determine the bases for granting allowances and incentives in the company, including the issuance of incentive shares to its employees.
10. Propose to the Board of Directors to amend the Company's Articles of Association and approve them at the Extraordinary General Assembly of Shareholders, if the Committee deems such amendments necessary.

In accordance with the requirements of the QFMA, the Nomination and Remuneration Committees have been merged into one committee in accordance with the Corporate Governance Code. The Nomination and Remuneration Committee is the committee primarily responsible for ensuring that the nomination and appointment of directors is carried out in accordance with formal, rigorous and transparent procedures in accordance with the requirements of the QFMA, Commercial Companies Law No. (11) of 2015, the Company's Articles of Association and applicable regulations .

- The Nomination and Remuneration Committee consists of (3) members as follows:

no	Member's name	Position
1	Mr. Nasser	Chairman of the Committee -
	Hamad Al-Sulaiti	Vice Chairman of the Board
2	Mr. Ali Hussein Abdullah	Managing Director
3	Mr. Sultan Ibrahim Al- Kuwari	Committee Member - Board Member



The Nomination and Remuneration Committee held two meetings during FY 2024.

no	Member's name	Meeting No. 1	Meeting No.2
1	Mr. Nasser Hamad Al-Sulaiti	✓	✓
2	Mr. Ali Hussein Abdullah	✓	✓
3	Mr. Sultan Ibrahim Al-Kuwari	✓	✓

Legend
present ✓
absent *



Decisions and recommendations of the Nomination and Remuneration Committee for FY 2024:

- The Committee unanimously agreed to approve the annual board self-assessment form and recommended to start the procedures and send the questionnaire forms to all board members.
- The Committee unanimously approved the Managing Director's proposal to distribute bonuses to the employees of DLALA Holding and subsidiaries and submit the recommendation to the Board of Directors for discussion and approval.
- The Committee approved the proposal of the Board of Directors' Remuneration Policy Supplement for DLALA Holding PJSC and recommended to submit the proposal to the Board of Directors for discussion and approval.



The Executive Committee shall be chaired by the Chairman of the Board of Directors and shall consist of at least two (2) members of the Board of Directors, the responsibilities and duties of the Executive Committee are described below:

1. Setting the company's general policy and approving internal policies and procedures.
2. Review and approve the company's organizational structure.
3. Monitor and supervise the company's financial performance.
4. Review the company's annual budget before submitting it to the Board of Directors for approval.
5. Setting the company's investment policy.
6. Setting the investment policy for the company's securities portfolio and the way it is managed.
7. Approve any investment projects.
8. Reviewing and approving the sale of any assets of the company except for real estate and shares allocated for investment.
9. Approve agreements and commitments that exceed the authority of the CEO
10. Approve loans requested by the company.
11. Approve the business plans of DALALA Holding and subsidiaries before submitting them to the Board of Directors.
12. Reviewing and approving proposals to change the capital and structure of the company.
13. Reviewing and approving proposals to issue bonds or securities.
14. Appointing and terminating the services of the Chief Executive Officer and Deputy Chief Executive Officer and setting their salaries.

Executive Committee Members

The Executive Committee consists of (3) members, the Chairman of the Committee and two members of the Board.

no	Member's name	Position
1	Dr. Thani Abdulrahman Al-Kuwari	Chairman of the Committee - Chairman of the Board
2	Mr. Khalid bin Saud Al-Thani	Committee Member - Board Member
3	Dr. Abdulaziz Ali Al-Hammadi	Committee Member - Board Member

Executive Committee Meetings

The Executive Committee held (3) meetings during FY2024 as per the following table showing the attendance of Board members:

no	Member's name	Meeting No. 1	Meeting No. 2	Meeting No. 3
4	Dr. Thani Abdulrahman Al-Kuwari	✓	✓	✓
5	Mr. Khalid bin Saud Al-Thani	✓	✓	✓
6	Dr. Abdulaziz Ali Al-Hammadi	✓	✓	✓

Legend
 Present ✓
 Absent ✗



FY2024 Executive Committee Decisions and Recommendations

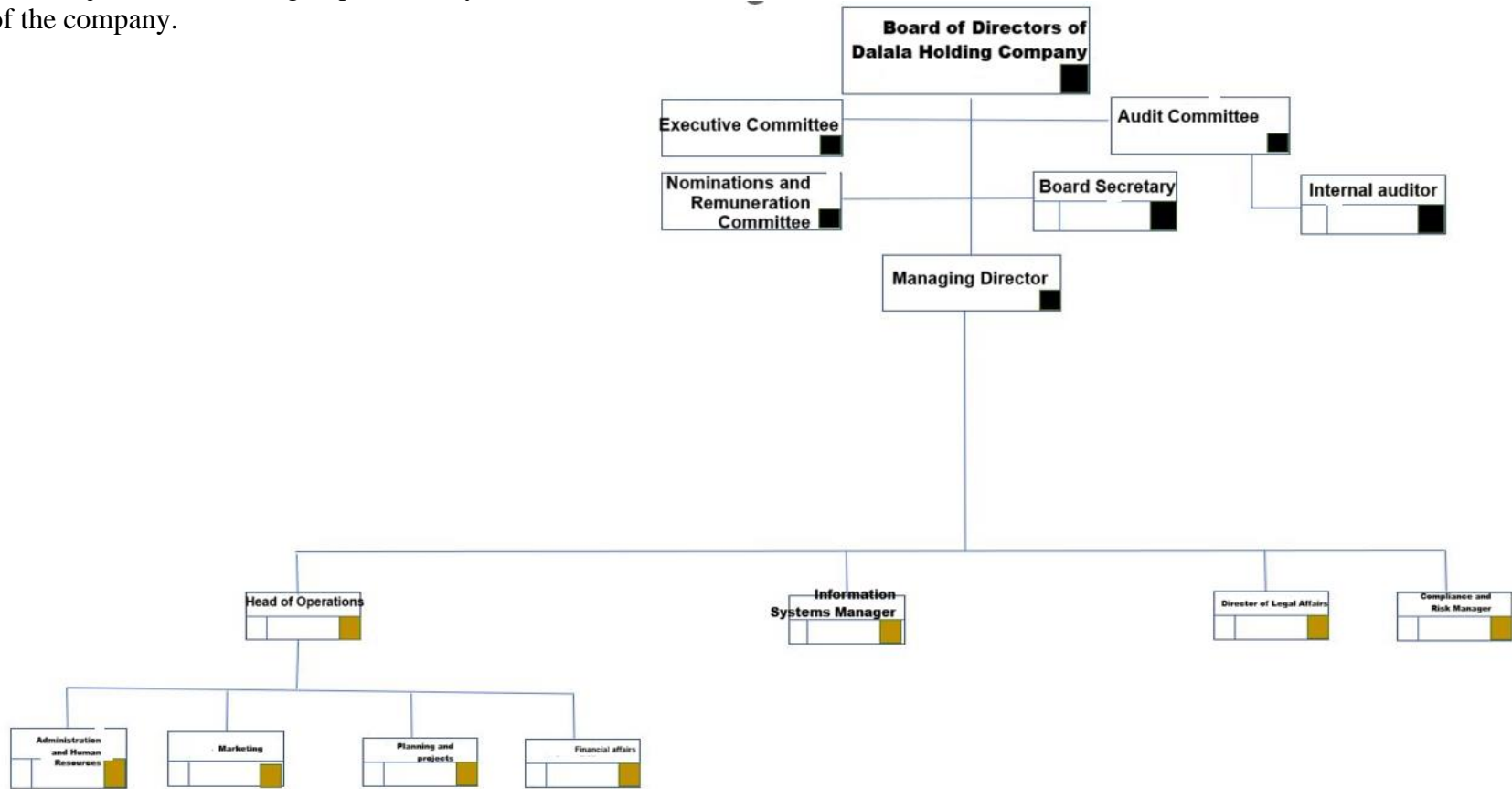
- -The Executive Committee approved the proposed amended budget for 2024 for DALALA Holding Company and recommended submitting the recommendation to the Board of Directors for discussion and approval.
- The Executive Committee approved the adoption of the policies and procedures and recommended that the policies and procedures be submitted to the Board of Directors for discussion and approval.
- The Executive Committee approved the proposed budget for 2025 for DALALA Holding Company and recommended to submit the recommendation and the proposal to restructure the company's organizational structure to the Board of Directors for discussion and approval.
- The Executive Committee decided to approve the investment policies of DALALA Holding Company and DLALA Brokerage Company. The Committee also recommended that the recommendation be submitted to the Board of Directors for discussion and approval.
- The Executive Committee decided to recommend to the Board of Directors to approve the updated list of violations and penalties for the Human Resources Department and then send it to the Labor Department for final approval and implementation.
- The Executive Committee decided to approve the proposal to sell old computers and recommended the committee to submit the recommendation to the Board of Directors for discussion and approval.
- The Executive Committee decided to approve the proposal to sell the old printing devices. The committee recommended the recommendation to the Board of Directors for discussion and approval.
- The Executive Committee unanimously decided to approve the proposal to dispose of the old worn out and unusable items. The committee recommended the recommendation to the Board of Directors for discussion and approval.



The Senior Executive Management is responsible for supporting and assisting the Chief Executive Officer in the conduct of the general operations and financial affairs of DALALA Holding in accordance with the delegated authority of the Board of Directors. The Nomination, Remuneration and Governance Committee has developed a specific policy for executive management remuneration, which was approved in February 2019.

This policy outlines the mechanism to ensure that remuneration is directly linked to effort and performance at the management and employee level. By achieving assigned goals and objectives according to profitability, risk assessment and overall performance of the company.

Senior Executive Management



Senior Executive Management Key Personnel Profile

Mr. Nasser Hamad Al-Sulaiti - Managing Director

Bachelor's degree in accounting, College of Management and Economics, Qatar University (1998) Executive MBA, University of Plymouth, England (2017)

Mr. Hamad Al-Sulaiti holds the following positions: Assistant Director of the Secretary General's Office at the Qatar Olympic Committee (2022-present), Member of the Tenders Committee of the Qatar Olympic Committee (2021-present), Member of the Grievance Committee of the Qatar Olympic Committee (2017-present) / Vice Chairman and Managing Director of DALALA Holding and Chairman of the Nomination and Remuneration Committee.

Mr. Mohammed Al-Sadi - Chief Operating Officer

He has been with the company since 2005 and held several positions in the company. He holds a Bachelor of Arts degree in Media from Zagazig University in Egypt and a Master of Business Administration degree (Strategic Planning) from the American University in Cairo. He has previous experience in a variety of roles and has worked as a senior journalist at the Middle East News Agency.

Mr. Hamza Al-Kallaf - Internal Audit Manager

Mr. Hamza Elkallaf has been the Internal Audit Manager of DALALA Holding since 2012 . He holds a Bachelor of Commerce (Accounting) in 1999 from Menoufia University, Egypt. He worked at PricewaterhouseCoopers before joining DLALA Holding as a Senior Auditor.

Mr. Mohamed Suhail - Director of Finance Department

Acting Chief Financial Officer since 2008, he holds a Bachelor of Commerce degree from Mumbai University (India) and a Master of Business Administration in Finance from Annamalai University (India). He has experience in accounting and finance in both India and Qatar.

Mr. Tariq Awad Al-Karim - Director of Legal Affairs

Mr. Tariq Awad Al-Karim is the Director of Legal Affairs at DALALA Holding and has been with the company since 2008. He holds a Bachelor of Law degree from Zagazig University, Egypt, 1989, and an Executive Diploma in Compliance and Financial Crime from the University of Reading, UK, 2015. He worked as a lawyer in Sudan and Qatar, a counselor at the Ministry of Justice in Sudan, a prosecutor at the Attorney General's Office in Sudan, and a criminal investigator at the Ministry of Interior in Qatar.

Mr. Firas Ghassan - Director of Information Systems

Mr. Firas Ghassan has been the Director of Information Systems since January 2020 and has been with the company since 2005. He holds a bachelor's degree in computer science from the Arab Academy for Science and Technology in Alexandria and holds several certificates in the field of information technology.

Ms. Reham Essam - Human Resources Officer

She has been working since 2008 in the Human Resources Department, she holds a Diploma in Communications Engineering, College of Engineering Sciences - Sudan 2008, she has been assigned to the Human Resources Department since 3/09/2023.

Ms. Nour Al-Basrawi - in charge of administrative affairs

She has been working since 2020 in the Administrative Affairs Department, she holds a bachelor's degree in chemical sciences, University of Basra - 2016, she has been assigned to the Administrative Affairs Department since 3/09/2023.



External Auditor

The external auditor is a qualified independent entity, appointed based on the recommendations of the Audit Committee of the Board of Directors and a decision by the General Assembly of the Company, and is required to conduct an annual and semi-annual independent audit, with the aim of providing objective assurance to the Board of Directors and shareholders that the financial statements are prepared in accordance with the provisions of this Charter and the relevant laws and regulations. and International Financial Reporting Standards (IFRS) and accurately present the financial position and performance of the company in all material respects . The external auditor must conform to the highest professional standards and may not be contracted by the company to provide any advice or services related to the execution of the company's audit work, and the external auditor must be completely independent of the company and the members of the board of directors, and there must not be any conflict of interest in his relationship with the company.

The Company's external auditor must attend the Company's Annual General Meeting where they are required to present their annual report and answer any queries in this regard. The external auditor is accountable to the shareholders and debtors of the company for exercising due professional care in the conduct of the audit. The external auditor is also responsible for informing the Authority and any other regulatory body in the event that the Board fails to take appropriate action on concerns raised or identified by the external auditors.

As a public joint stock company, Dalama changes its external auditors every three years at the latest.

As part of the external auditors' mandate, they are required to report in writing to the Board of Directors on any risks to which the Company is exposed or expected to be exposed, and on all irregularities as soon as they are identified, in addition to sending a copy of this notification to the Qatar Financial Markets Authority. In this case, the external auditor shall have the right to convene the General Assembly in accordance with the provisions of the law in this regard, provided that the QFMA is notified.

Internal Auditor

DLALA Holding Company has an Internal Audit Department headed by the Audit Manager Mr. Hamza Shukri who joined the DLALA team in March 2012. The Audit Department is an independent department that provides assurance and advisory services within the company and seeks to improve the performance and value of the company's operations and help the company achieve its objectives by developing a structured and disciplined approach to assess and improve the effectiveness of risk management, control and governance processes.

Some of the responsibilities of the Internal Audit Department are:

- Review the internal control systems and monitor the extent of their application.
- Provide quarterly reports to the Audit Committee that include a review and assessment of the company's internal control system.
- Be able to access all activities of the company.
- To be an independent department, including independence from the company's day-to-day operations.
- The work is carried out by competent, professionally trained and practically independent employees.

Internal Control System

In accordance with the Corporate Governance Code, DALALA Holding is committed to complying with the laws and establishing an internal control unit that is responsible for establishing clear plans for responsibility and accountability throughout the company .

Internal control systems include effective and independent risk assessment procedures and management functions, as well as internal, financial, operational and external audits, and internal control systems ensure that all transactions with related parties are handled in accordance with the relevant requirements .

The Board of Directors has overall responsibility for the Company's internal control system. The Audit Committee assists the Board of Directors in this regard by reviewing the Company's system of internal controls and the Internal Audit Department submits a quarterly report (every 3 months) to the Audit Committee .

The company evaluates the internal control system for financial reports, and exceptions are shared in the annual report and the external auditor's report. The Audit Committee also made recommendations to the executive management for the year 2024 regarding the internal control system and compliance with its controls through tasks and duties, documenting documents electronically, authorization and authority controls, approvals, protection and preservation of assets and inventory in terms of reconciliation and reconciliation, and periodic review thereof.

At DALALA Holding, relevant employees are responsible for the identification, aggregation, reporting and communication of risks. In addition, DALALA has an internal audit department that provides the Board of Directors and senior management with independent assurance on the effectiveness of risk management and control. The Internal Audit Department reports periodically to the Audit Committee in accordance with the risks identified.

The following table shows the role of each of the departments towards risk:

DEPARTMENT	RESPONSIBLE FOR
Internal Audit Department	<ul style="list-style-type: none"> - Monitor and report management non-compliance with the Company's internal policies and procedures to the Audit Committee. - Prepare and implement internal audit programs to monitor, evaluate, make recommendations and provide independent assurance on the design and operational effectiveness of controls to mitigate/address risks such as operational, strategic and financial compliance.
Compliance	<ul style="list-style-type: none"> - Manage, monitor and report compliance risks to the CEO and report to the Board of Directors. - Design internal control systems to monitor compliance with laws and regulations.
Legal Department	<ul style="list-style-type: none"> - Manage, monitor and report legal risks to the CEO and report to the Board of Directors.
Finance Department	<ul style="list-style-type: none"> - Manage, monitor and report financial risks to the CEO and report to the Board of Directors. - Design internal control systems to monitor compliance with IFRS and other relevant standards.



The goal of customizing risk management is to identify the main risks that could affect the company, assess the company's risk tolerance, develop risk identification mechanisms, and implement awareness programs and mitigation methods. This process includes at least the following steps

- Identify risks in existing and new activities of the company. Determining the likelihood and impact of each risk according to risk assessment criteria .
- Evaluate the risk by comparing it to the risk appetite to determine if the risk is acceptable or if additional actions are required .
- Determine how to mitigate or avoid the risk (e.g., minimize the risk, partner with another party, or avoid the risk) .
- Monitor risks and determine whether action plans have been properly implemented .

The Board of Directors is fully responsible for reviewing the Company's risk management systems, in close cooperation with senior executive management.

Responsibilities And Terms Of Reference Of The Committee:

1. Monitor the Company's risk environment, guide activities and advise on the controls necessary to mitigate the effects of risks that may adversely affect the Company's ability to achieve its strategic and operational objectives .
2. The Committee will facilitate and support the continuous improvement of the Company's capabilities to manage prioritized risks and will support the efforts of the Audit and Risk Committee (a subsidiary of the Board) to monitor and evaluate risk management policies and procedures .
3. Identify a “Risk Officer” for each department and follow the guidelines for selecting an appropriate employee.
4. Identify and prioritize strategic business risks and review the departmental risk register to understand the company's current risk environment, including a review of emerging risks and the interrelationships between risks and the company's risk profile .
5. Evaluate the effectiveness of risk mitigation and review risk mitigation strategies for effectiveness and consistency with the company's risk tolerance .
6. Effectively address gaps in the management of high priority risks, provide guidance on resource allocation and assign responsibilities to risk facing activities/departments.
6. Improve ERM infrastructure, providing guidance on the organization's risk management infrastructure, including systems, processes, and organizational structure.
7. Quarterly review of the departmental and divisional risk register, paying particular attention to items/risks that have changed since the previous meeting (e.g., reprioritized risks, new risks, mitigation activities, etc.)
8. The Committee is not responsible for any day-to-day tasks related to risk management or mitigation of any risks; however, Committee members may have specific tasks as part of their core function in their department.
9. The above list of activities should serve as a guide that the Committee may perform additional functions and adopt additional policies and procedures if business, legislation, regulation, legal or other conditions change.
10. The Committee shall also assume any other responsibilities and duties delegated to it by the Board of Directors and the Audit Committee and/or the Chief Executive Officer of the Company, in connection with the purposes of the Committee described in this Section.
11. The Committee, through its chairperson, will submit periodic (quarterly) reports to the Chief Executive Officer for approval and subsequently to the Audit Committee to exercise its duties by overseeing the current status of risk management.

Risk Management Committee

Committee members

no	Member's name	Position
1	Mr. Nasser Hamad Al-Sulaiti - Chief Executive Officer/Managing Director	Chairman of the Commission
2	Mr. Mohammed Al-Sadi - Chief Operating Officer	Vice-Chairman
3	Mr. Tariq Al-Karim - Director of Legal Affairs	Committee member
4	Mr. Firas Ghassan - Director of Information Technology	Committee member
5	Mr. Mohammed Suhail - Director of Finance	Committee member
6	Mr. Ahmed Taha - Compliance Manager	Committee member
7	Mr. Hamza Shukri - Internal Audit Manager	Secretary and Rapporteur



Disclosure and transparency

In compliance with the Corporate Governance Code, DALALA discloses the number of lawsuits filed against third parties or lawsuits filed by third parties against DALALA or its subsidiaries for the year 2024.

No	Description	Cases No
1	Cases filed by DALALA and its subsidiaries against other parties	7
2	Cases filed against DALALA and its subsidiaries by third parties	2
Total		9

Several verdicts were issued in several cases during 2024, including:

1 .A judgment was issued in favor of DALALA Real Estate Company (LLC), a subsidiary of DALALA Holding, in Case No. 4528 of 2024, Partial Investment, on 26-12-2024, obligating the defendants to jointly pay QAR 67,000, in addition to QAR 6,000 compensation, bringing the total amount awarded to QAR 76,000, including fees. An amicable agreement was concluded with the respondents to pay the judgment amount in installments ending in the first half of 2025.

2 .A ruling was issued on 21/05/2024 in favor of DALALA Holding Company in Grievance No. 1 of 2024, which reduced the financial penalty imposed on the company to QAR 500,000 instead of the financial penalty issued by the Accounting Committee in violation No. 05 of 2023, which amounted to QAR 1 million. The decision of the Grievance Committee was upheld by the ruling issued on 09/25/2024 by the Court of Appeal in Case No. 505/2024 Administrative Disputes Appeal.

DALALA Holding Company confirms its commitment to all principles of disclosure and transparency in all matters related to its financial position, financial performance, ownership and governance system, in addition to providing all financial statements and audit reports DLALA Holding Company has more than (8000) shareholders and the main shareholders with the percentage of ownership are shown below

NO	SHAREHOLDER'S NAME	PERCENTAGE OF OWNERSHIP
1	DAWODIA INVESTMENTS III	8.38%
2	Armed Forces Investment Portfolio	5.00%

In this report, the scientific and practical experience of the Board of Directors and key employees of the executive management has been disclosed. DALALA also confirms that it has not entered any transactions with related parties that may conflict with the company's interest during the year 2024.

The procedures followed by the company regarding the application of the governance system, in addition to the procedures for internal and external auditing, risk management, the work of the Board of Directors' committees and the most important recommendations made during the fiscal year 2024.



3. A ruling was issued on 21/05/2024 upholding the financial penalty imposed on DALALA Holding Company, in Grievance No. 18 of 2024, in the amount of QAR 500,000. The decision of the Grievance Committee was also upheld by the ruling issued on 21/05/2024 by the Court of Appeal in Case No. 504 of 2024, Appeal of Administrative Disputes.

4 .The Court of Cassation issued its decision on 03/06/2024 in Cassation No. 618/2024 upholding the decision of the Grievance Committee issued in favor of DALALA Brokerage Company (L.L.C), a subsidiary of DALALA Holding Company, in Grievance No. (9) of 2021, which provided for amending the financial penalty imposed on DLALA Brokerage Company to QAR 500,000 instead of the previous financial penalty of QAR 10 million, which was imposed by the decision of the Accounting Committee in violation No. (10) of 2020.

DALALA Holding is committed to protecting the rights of both shareholders and stakeholders to achieve better performance and results, and DALALA works to enhance the rights of shareholders and stakeholders through several aspects:

First: Relationship with Stakeholders .

Secondly: The rights of non-shareholders .

Third: The rights of shareholders in association meetings and their participation .

Fourth: Dividend distribution and the rights of minority shareholders.

First: Relationship with Stakeholders:

DALALA Holding has adopted a special policy for dealing with stakeholders, as this policy regulates the entire relationship between the company and stakeholders and their compensation in case their rights are violated, as well as the mechanism for resolving complaints and disputes that may arise between the company and stakeholders, and the company adopts the detailed policy available on the company's official website www.dlalaholding.com

Second: The rights of non-shareholders: Rights of Non-Shareholder Stakeholders

The Company is committed to preserving and respecting the rights of its stakeholders. Every stakeholder of the Company is allowed to request information relevant to his/her interest. The Company is obligated to provide the requested information in a timely manner and to the extent that it does not jeopardize the interests of others or harm its own interests.

Third: Shareholders' rights and participation in meetings.

The Company's Articles of Association guarantees the rights of its shareholders as described below:

- The right of shareholders owning 10% of the Company's capital to request the General Assembly to convene, and the right of shareholders representing at least 25% of the Company's capital to request the Extraordinary General Assembly to convene in accordance with the Commercial Companies Law No. 11 of 2015.
- The right to request the inclusion of any item on the agenda of the General

Fourth: Dividend Distribution and Minority Shareholders' Rights

The Company's Articles of Association stipulate the minimum percentage of net profits that must be distributed to shareholders from the net profits after deducting the legal reserve and the optional reserve, and the shareholder is entitled to his share of profits in accordance with the regulations and controls applicable to the Authority and the financial market on which the shares are listed, where the Board of Directors recommends the distribution of profits to the General Assembly, and the percentage of profits distributed varies from year to year according to the profits achieved by the company. In addition, the company has prepared a dividend policy.

The Company's Articles of Association provide that shareholders in general and minority shareholders in particular enjoy all the rights guaranteed to them under the Commercial Companies Law in force, the Corporate Governance Regulations for Companies and Legal Entities Listed on the Main Market No. (5) of 2016 issued by the Qatar Financial Markets Authority (QFMA) and the Articles of Association. It should be noted that the Company's internal policies and procedures include the following:

- Respecting the rights of stakeholders participate in corporate governance arrangements so that they have access to relevant, sufficient and reliable information on a timely and regular basis.

Assembly. Article (49) of the Company's Articles of Association stipulates that shareholders have the right to discuss the agenda items, ask questions, receive answers, and make decisions.

- Article (45) of the Company's Articles of Association also stipulates the conditions for proxy voting and attendance in accordance with the relevant law and regulations

In addition, Dalama Holding Company holds its General Assembly meetings in locations in the center of Doha at convenient times, and the company provides sufficient time in advance to shareholders and insiders all information related to the agenda to enable them to make their decisions, and the results of the General Assembly are disclosed immediately after its completion to the competent authorities and published on the company's website, and a copy of the meeting minutes is deposited with the Authority once approved by the competent authority of the Ministry of Economy and Trade.

- The Board shall ensure that the Company's employees are treated in accordance with the principles of fairness and equity and without discrimination of any kind on the basis of race, gender or religion.

- The Board is responsible for establishing a pay and benefits policy that provides incentives for employees and management to continue to perform in the best interests of the Company. This policy should take into account the long-term performance of the Company.

- The Board shall adopt a mechanism that enables employees to report suspicious behavior to the Board, when such behavior is unethical, illegal, or detrimental to the Company. The Board shall ensure that an employee who approaches the Board in this regard will be provided with confidentiality and protection from any harm or adverse reaction by other employees or the employee's superiors.

Corporate Social Responsibility Governance

The Marketing and Public Relations Department is responsible for managing and coordinating the company's CSR initiatives and managing all events, including conferences and speaking engagements. The Marketing and Public Relations Department also requests the CSR budget, which is allocated by the Board of Directors as part of the company's annual business plan.

Chairman of the Board
Dr. Thani Abdulrahman Al Kuwari

Sustainability and Corporate Social Responsibility

Believing in the company's role towards society and the State of Qatar and our commitment to achieving Qatar Vision 2030, the company has supported many social responsibility activities during the past years, and keen to contribute to social responsibility, DALALA Holding signed a memorandum of understanding with the Friends of the Environment Center in 2024 to cooperate in the fields of environmental activities, especially with the youth. This initiative aims to enhance environmental awareness and contribute to building a sustainable future for the State of Qatar by engaging younger generations in projects aimed at protecting and preserving the environment. The areas of cooperation between the two institutions will include launching environmental awareness programs for youth in schools and universities and organizing training workshops aimed at enabling them to adopt environmentally friendly practices. They will also organize afforestation and cleaning campaigns, and develop community projects aimed at promoting the concept of sustainability and encouraging youth to participate in them.

Corporate Communications and Investor Relations

The Company maintains strong relationships with shareholders and investors through investor relations officers and open and transparent communication channels with them. Information is also disseminated to investors and stakeholders on a regular basis. This is done through the Qatar Stock Exchange website and multiple media outlets in addition to the company's website, which provides data to shareholders on corporate governance, financial statements and other important information related to the disclosure of financial and other information, through the investor relations portal on the website. In addition to holding periodic conference calls to inform investors about the company's reports and performance after the company publishes each of its annual, semi-annual and quarterly reports. The company adopts detailed corporate communication and investor relations policies, which are available on the company's official website www.dlalaholding.com

