

Board of Directors Resolution No. (46) of 2024

Issuing the Charter of the Board of Directors of Ooredoo (Q.P.S.C.)

The Board of Directors,

After perusing The Commercial Companies Law promulgated by Law No. (11) of 2015, as amended by Law No. (8) of 2021,

The Law No. (8) of 2012 on the Qatar Financial Markets Authority, as amended by Law No. (22) of 2018,

The Corporate Governance Framework for Companies and Legal Entities Listed on the Main Market, issued by Qatar Financial Markets Authority Board of Directors Resolution No. (5) of 2016,

The Governance Framework for Ooredoo (Q.P.S.C.) issued by Board of Directors Resolution No. (45) of 2024,

The proposal of the Group Corporate Governance Department and the recommendation of the Audit and Risk Committee for its approval,

The Board of Directors approval by circulation of the draft resolution on 26/11/2024,

Resolves the following:

Article (1)

The provisions of the Charter of the Board of Directors of Ooredoo (Q.P.S.C.), attached to this resolution, shall be enforced.

Its provisions shall apply to all companies established or controlled by the company, without prejudice to the applicable laws and regulations.

Article (2)

All administrative units within Ooredoo (Q.P.S.C.), the Group, and operational companies, as defined in the attached charter, are tasked with implementing this resolution as applicable to them.

This resolution is effective as of its issuance date and shall be published on the company's website.

Faisal bin Thani Al Thani
Chairman of the Board of Directors

Issued on: 24/05/1446 AH

Corresponding to: 26/11/2024 AD

The Charter of the Board of Directors of Ooredoo (Q.P.S.C.)

Article (1)

In applying the provisions of this resolution, the following words and expressions shall have the meanings assigned to each of them unless the context requires otherwise:

Ooredoo	: Ooredoo, a Qatari Public Shareholding Company (Q.P.S.C.).
The Group	: Ooredoo Group (L.L.C.), a limited liability company registered at the Qatar Financial Centre under No. (00060), wholly owned by Ooredoo.
Operational Companies	: Subsidiaries of Ooredoo (Q.P.S.C.) and companies directly or indirectly controlled or administratively influenced by Ooredoo (Q.P.S.C.), including its executive management, whose financial results are reflected in the consolidated financial statements of Ooredoo (Q.P.S.C.).
The Board	: The Board of Directors of Ooredoo, the Group, or Operational Companies, as applicable.
Chairman	: The Chairman of the Board.
Member or Members	: A member or members of the Board of Directors.
Chief Executive Officer (CEO)	: The CEO of Ooredoo, the Group, or Operational Companies, as applicable.
QIA	: Qatar Investment Authority.

- Senior Executive Management** : The management responsible for routine operations in Ooredoo (Q.P.S.C.), the Group, or Operational Companies, as applicable, executing the Board's decisions and directives, proposing strategic decisions, and implementing them. This includes the CEO, Deputy CEO, and administrative heads directly reporting to the CEO.
- The Committee** : The Executive Committee, Audit and Risk Committee, Nomination, Remuneration and Sustainability Committee, or any sub-committee formed by the Board, as applicable.
- Nomination, Remuneration, and Sustainability Committee** : A standing committee formed by the Board of Directors, consisting of at least three Board members. It assists in matters related to the nomination and appointment of Board members and senior executive management and determines the remuneration of the Chairman, Board members, senior executive management, and employees.
- Audit and Risk Committee** : A standing committee formed by the Board, comprising at least three Board members, chaired by an independent member. It supervises internal controls, risk management, governance, legal and regulatory compliance, and the accuracy of financial data and reports to ensure transparency and accountability.
- Secretary** : The Secretary of the Board of Directors.

Article (2)

Conditions for Board Membership

A member of the Board of Directors of Ooredoo (Q.P.S.C.) must meet the following conditions:

1. Must be at least 21 years old and fully competent.
2. Must not have been convicted of a criminal offense, a crime involving dishonesty or breach of trust, or any of the offenses mentioned in Article (40) of Law No. (8) of 2012 concerning the Qatar Financial Markets Authority, and Articles (334) and (335) of the Commercial Companies Law issued by Law No. (11) of 2015.
3. Must not be prohibited from working in entities under the supervision of the Qatar Financial Markets Authority pursuant to Article (35, Clause 12) of Law No. (8) of 2012.
4. Must not have been declared bankrupt unless legally rehabilitated.
5. Must be a shareholder and own the number of company shares specified by the Articles of Association at the time of election or within 30 days of the election. These shares must be deposited within 60 days of the start of the membership with the designated depositary and remain non-tradable, non-mortgageable, and non-seizable until the end of the membership term and the approval of the financial statements for the last fiscal year during which the member served. These shares are designated to guarantee the rights of the company, shareholders, creditors, and others against any liability borne by Board members.
6. Must not be a member of the boards of directors of the Operational Companies.

An independent member must meet the following additional conditions:

1. Must not own more than 1% of Ooredoo's shares or the shares of the Operational Companies.
2. Must not represent a legal entity that owns at least 5% of Ooredoo's shares or the shares of the Operational Companies.
3. Must not have been part of the senior executive management of Ooredoo or any of the Operational Companies in the year preceding the Board elections.
4. Must not have a first-degree kinship with any Board member or any senior executive of Ooredoo, the Group, or the Operational Companies.
5. Must not be a member of the board of directors of any company within the group of the company they are nominated for.
6. Must not have been employed in the two years preceding the Board elections by any party related to the company or its group, such as auditors, major suppliers, or entities in which the candidate holds controlling shares.
7. Must not have had direct or indirect dealings with Ooredoo, the Group, or the Operational Companies in the two years preceding the Board elections.

Article (3)

Responsibilities and Duties of the Board

The Board of Directors, in carrying out its responsibilities related to setting general policies and strategies and overseeing their implementation, shall undertake the following:

1. Develop the strategic plan and main objectives for Ooredoo, the Group, and the Operational Companies, and oversee their execution.
2. Enhance Ooredoo's vision and make key decisions related to it.
3. Define the values pursued by Ooredoo, the Group, and the Operational Companies.
4. Ensure the adequacy of resources and organizational structures of Ooredoo and the Group to implement the strategy.
5. Perform any other duties defined by a Board resolution.

Article (4)

Responsibilities Related to Executive Management, Financial and Operational Oversight, and Legal Compliance

The Board of Directors, in performing its responsibilities related to executive management, overseeing financial and operational performance, ensuring compliance with applicable laws and regulations, and protecting shareholders' interests, shall undertake the following:

1. Define the CEO's duties, responsibilities, and powers, and evaluate their performance and remuneration.
2. Determine, evaluate, amend, and monitor the powers granted to Board members and Board committees, and establish the reporting mechanisms for these powers.
3. Monitor the performance of senior executive management and review their plans for succession and arrangements related to executive remuneration.

4. Ensure the suitability of the organizational, administrative, accounting, and internal control structures of Ooredoo, the Group, and the Operational Companies.
5. Ensure proper succession planning for senior executive management.
6. Verify the prompt and accurate communication of instructions, administrative directives, and information regarding the relationship between Ooredoo, the Group, and the Operational Companies.
7. Recommend the appointment, reappointment, or dismissal of the external auditor, based on the Audit and Risk Committee's report.
8. Review and approve accounting reports and monitor the financial status of Ooredoo, the Group, and the Operational Companies.
9. Evaluate, analyze, and approve the policies, budgets, financing programs, and policies of Ooredoo, the Group, and the Operational Companies.
10. Approve decisions related to the company's capital, including capital structuring, buybacks, and annual dividend distribution policies for Ooredoo, the Group, and the Operational Companies.
11. Approve mergers, acquisitions, and other investment activities of the Operational Companies.
12. Monitor the accuracy of financial and accounting reports for Ooredoo, the Group, and the Operational Companies.
13. Approve the announcement of periodic and final financial results.
14. Approve governance policies and rules for Ooredoo, the Group, and the Operational Companies.
15. Oversee, review, and amend corporate governance practices and policies for Ooredoo, the Group, and the Operational Companies to align with global best practices in corporate governance.

16. Establish internal control systems, reporting systems, and strategies for risk management systems.
17. Review and assess developments in external policies and telecommunications systems that may impact the operations of Ooredoo, the Group, and the Operational Companies.
18. Implement the highest standards of professional behavior and ethics.
19. Develop awareness programs to promote a culture of self-monitoring and risk management within the company.

Article (5)

Responsibilities of the Board Regarding Shareholders and Stakeholders

The Board of Directors, in carrying out its responsibilities to safeguard the rights of shareholders and stakeholders, shall undertake the following:

1. Monitor reports issued to shareholders and oversee communication and engagement with them.
2. Communicate with other stakeholders and inform them of significant developments at Ooredoo.
3. Establish written policies to regulate the relationship with stakeholders, ensuring their protection and rights, covering the following matters:

First: A mechanism to compensate stakeholders in the event of any violation of their rights as governed by contracts and the company's Articles of Association.

Second: A mechanism to resolve complaints or disputes that may arise between the company and stakeholders.

Third: A mechanism to establish strong relationships with customers and suppliers while maintaining the confidentiality of information related to them.

Fourth: Professional conduct rules for senior executive management and employees, ensuring alignment with sound professional and ethical standards. These rules shall govern the relationship between the company and stakeholders and include mechanisms to monitor compliance with and adherence to these rules.

Fifth: Develop a comprehensive and effective community participation policy that reflects Ooredoo, the Group, and the Operational Companies' commitment to fostering positive relationships with the local community and contributing to sustainable development. This policy should include:

1. Defining the core objectives of community participation, such as improving the quality of life in local communities, supporting education, and enhancing public health.
2. Identifying the primary areas of focus for community efforts, including education, health, environment, economic development, and youth and women empowerment.
3. Clarifying the programs and initiatives to be adopted for community support, such as providing scholarships, supporting small and medium enterprises, health awareness campaigns, and environmental conservation campaigns.
4. Establishing a mechanism for collaboration with government entities, non-governmental organizations (NGOs), and educational institutions in implementing community programs. This could include partnerships with schools, universities, hospitals, and charitable organizations.

5. Encouraging employee participation in community activities through internal volunteer programs. These may include paid volunteer hours or incentives for employees to engage in charitable work.
 6. Developing a mechanism to evaluate the social and economic impact of the company's community activities through data collection, periodic reporting, and measuring their effect on the local community.
 7. Committing to regularly disclosing the company's community activities to shareholders and other stakeholders by publishing annual social responsibility reports.
 8. Ensuring that community programs and initiatives are sustainable in the long term and align with the company's overall strategy and sustainable development goals.
 9. Focusing efforts on supporting marginalized and underprivileged groups in the community, such as persons with disabilities, refugees, or low-income families.
 10. Launching awareness campaigns targeting the community to promote understanding of critical social issues such as education, health, and the environment.
 11. Including plans to address natural disasters and emergencies, such as providing immediate support and relief to affected communities.
 12. Affirming the company's commitment to local and international standards and laws related to community participation and sustainable development.
- Sixth:** Establishing a mechanism for engagement and collaboration with financial service providers, financial analysts, credit rating agencies, and other service providers.

Article (6)

Approval of Policies

Based on the recommendation of the Nomination and Remuneration Committee, the Board shall approve the following:

1. The remuneration policy for Board members and senior executive management.
2. The policy for employee salaries and the benefits granted to them.

Article (7)

Delegation of Authority

Without prejudice to applicable laws, regulations, and the Articles of Association of Ooredoo, the Chairman of the Board and committee chairs may delegate their powers to another Board member, the CEO, the Deputy CEO, or one of the chief executives in Ooredoo or the Group. The delegation must specify a defined timeframe for the performance of the delegated tasks.

Senior executive management is required to submit periodic reports on the exercise of delegated powers.

Article (8)

Disclosure

Ooredoo is committed to disclosing to the competent authorities the number of shares owned by the Chairman, Board members, senior executive management, and major shareholders. Additionally, it must disclose information related to the Chairman, Board members, their committees, and their educational and professional expertise. It must also disclose whether any of them serves as a Board member, executive manager, or committee member in another company.

Article (9)

Conflict of Interest

Board members and senior executive management must disclose any direct or indirect interests, transactions, or deals conducted by Ooredoo, the Group, or the Operational Companies with any related party where the latter has an interest that may conflict with the company's interest. These disclosures must be included in the company's annual report.

Article (10)

Board Performance Evaluation

The Board of Directors shall conduct an annual evaluation of its performance, the performance of its committees, and its members. The Board may engage an advisory body to conduct the evaluation, considering pre-defined objectives. The Board will review the evaluation with the advisory body and, based on the results, develop individual training programs for each Board member.

The Board may also propose training programs for senior executive management as deemed necessary.

Article (11)

Endorsement and Commitment

Board members shall serve as role models for all Ooredoo employees by adhering to the Code of Ethics and Professional Conduct and taking all necessary actions to avoid any violations of its provisions.

Each Board member must annually sign a declaration affirming:

1. Their review and understanding of the Code of Ethics and Professional Conduct.
2. Their full compliance with its provisions.
3. That they have not committed any violations of this framework.

Article (12)

Board Members' Remuneration and Incentives

Without prejudice to the provisions of the Commercial Companies Law and the Articles of Association of Ooredoo (Q.P.S.C.), the Board of Directors shall determine the remuneration and incentives for the Chairman and Board members based on the recommendation of the Nomination and Remuneration Committee.

The remuneration and incentives shall be presented to the Ordinary General Assembly for approval.

Article (13)

Composition of the Board

The company is managed by a Board of Directors comprising ten members. The QIA (Qatar Investment Authority) shall appoint five members, including the Chairman of the Board, who cannot be removed except by a decision from the QIA.

The remaining five members shall be elected by secret ballot by the General Assembly, provided that the QIA does not participate in the voting process.

Article (14)

Voting Method

Voting procedures shall be conducted in accordance with the provisions of the Commercial Companies Law and the rules and regulations of the Qatar Financial Markets Authority.

Article (15)

Board Member Qualifications

Candidates for Board membership must possess high moral character at both the personal and professional levels, along with academic qualifications and practical experience. They must demonstrate a commitment to integrity and values, understand the elements critical to the success of commercial companies, comprehend the nature of Ooredoo's operations, and dedicate themselves to serving its interests.

Article (16)

Orientation and Guidance Programs for Board Members

The Group Corporate Governance Department shall be responsible for planning orientation and guidance programs for Board members. The Chairman of the Board shall oversee the delivery of training programs for Board members and senior executive management, in line with the financial allocations available for training.

Article (17)

Commitment of Board Members

Board members must demonstrate a serious commitment to the Board and Ooredoo by actively working to expand their knowledge of Ooredoo's operations and core business. They must allocate the necessary time to contribute effectively to the work of the Board and its committees.

Article (18)

Board Membership Term

The term of Board membership is three years, and members may be re-elected for one or more similar terms unless otherwise stipulated in the company's Articles of Association. An elected member may resign from the Board, provided it is done at an appropriate time; otherwise, the member shall be held liable to the company.

If a Board seat becomes vacant and the departing member was appointed, the QIA shall appoint a replacement. If the departing member was elected, the candidate with the next highest votes from the non-elected nominees will replace them. If they are unable to serve, the next candidate in order will take the position. The new member will complete only the remaining term of their predecessor.

Article (19)

Duties of Board Members

Board members are required to:

1. Dedicate sufficient time to perform their duties, attend Board, committee, and General Assembly meetings in person, and avoid resigning unless necessary and at an appropriate time.
2. Prioritize the interests of the company, shareholders, and stakeholders over personal interests.
3. Utilize their skills and expertise to manage the company effectively and productively, aiming to benefit the company, shareholders, and stakeholders.
4. Disclose financial and business relationships, as well as any legal disputes, that could negatively affect their ability to perform their role.
5. Adhere to the Code of Ethics and Professional Conduct of Ooredoo.
6. Maintain the confidentiality of information obtained in their role.

Article (20)

Appointment of the Chairman

The Chairman of the Board is appointed by the QIA. The Board elects a Vice Chairman from among its members by secret ballot for a term not exceeding the Board's tenure. The Vice Chairman assumes the Chairman's duties in their absence.

Article (21)

Duties of the Chairman

The Chairman leads the Board, performs duties in accordance with applicable legislation and the company's Articles of Association, represents the company externally and before the judiciary, implements Board decisions and adheres to its recommendations. The Chairman may delegate specific powers to other Board members or senior executive management.

The Chairman also undertakes the following responsibilities:

1. Supervising all Board activities.
2. Overseeing and approving the implementation of Board decisions.
3. Calling Board meetings.
4. Presiding over and managing meetings, granting the floor, presenting matters for voting and determining outcomes, resolving procedural points, postponing discussions, and concluding meetings.

Article (22)

Calling for Meetings

The Board shall meet upon the Chairman's invitation, as stipulated in Ooredoo's Articles of Association or whenever necessary. A meeting may also be convened at the request of at least two Board members. Invitations to meetings, accompanied by the agenda, must be sent to all members at least three days prior to the meeting, or within a shorter period in urgent cases.

Article (23)

Secretary of the Board

The Board shall appoint a Secretary upon the Chairman's recommendation and determine their remuneration.

With the Chairman's approval, the Secretary may seek assistance from company employees to perform their duties.

The Secretary and their assistants must maintain the confidentiality of all information they access in their role.

Priority for appointment as Secretary shall be given to candidates with a university degree in law or accounting from a recognized university or an equivalent qualification, along with at least three years of experience in a similar position at a listed company.

Article (24)

Responsibilities of the Secretary

The Secretary is responsible for all technical, administrative, and financial tasks required for the Board's activities.

To carry out these duties, the Secretary may coordinate with the relevant administrative units within Ooredoo and the Group.

Article (25)

The Secretary assists the Board of Directors in fulfilling its responsibilities and coordinates their work with the Group Corporate Governance Department. The Secretary is responsible for managing all Board activities under the supervision of the Chairman, including but not limited to the following:

1. Preparing the draft agenda for each Board meeting and presenting it to the Board in coordination with the Chairman and CEO.
2. Preparing a file for each Board meeting that includes the agenda topics, supporting documents, studies, memorandums, and data relevant to each item, which serve as the basis for discussion and decision-making.
3. Preparing a summary of the key points for each topic listed on the agenda.
4. Distributing the meeting file and summary to Board members well in advance of the meeting and uploading it to the electronic governance platform.
5. Drafting the minutes of each meeting.
6. Communicating the Board's decisions to the CEO and administrative units in Ooredoo or the Group as appropriate.
7. Monitoring the implementation of the Board's decisions, directives, and recommendations.
8. Preparing memorandums, correspondence, and reports required for Board activities.
9. Coordinating with the Chairman during Board meetings regarding the time allocated for discussing agenda items and ensuring agreed-upon actions are documented.
10. Facilitating communication between the Chairman and Board members, among members themselves, and between the Board, relevant entities, and stakeholders, including shareholders, management, and employees.

11. Enabling the Chairman and Board members to quickly access all company documents, records, and related information and data.
12. Maintaining Board members' declarations of compliance with laws and regulations that prohibit holding certain positions concurrently.
13. Monitoring official publications, press releases, the annual report, and the Chairman's public statements.
14. Coordinating with the Group Corporate Governance Department on governance policies for Ooredoo, the Group, and the Operational Companies.
15. Coordinating with the Legal and Regulatory Affairs Departments in Ooredoo or the Group, as applicable, regarding legal and regulatory matters and the requirements of telecommunications regulatory authorities.
16. Providing advice to Board members and administrative units in Ooredoo or the Group as appropriate.
17. Supervising and periodically updating the disclosure register and forms for Board members in compliance with applicable regulatory requirements.
18. Performing any other tasks assigned by the Board or the Chairman.

Article (26)

The Board shall meet at least six times a year, upon the invitation of the Chairman or Vice Chairman, and no more than three months may pass without a meeting.

The Chairman or Vice Chairman may call for additional meetings whenever deemed necessary. A Board meeting is valid only if attended by a majority of its members, and decisions are made by a majority vote of the attending and represented members. In case of a tie, the side supported by the Chairman shall prevail. Any member who disagrees with a decision may record their objection in the meeting minutes.

Board meetings are held at the company's headquarters or any other location designated by the Chairman. Meetings may also be conducted through video conferencing if necessary.

Article (27)

A Board meeting is valid only if attended by at least a majority of its members in person, including the Chairman or Vice Chairman. If a quorum is not met, the meeting shall be rescheduled.

A member unable to attend may authorize another Board member in writing to attend and vote on their behalf, provided that no member may represent more than one other member.

Article (28)

Board deliberations, recommendations, decisions, reports, and the data and information obtained are considered confidential. Board members and employees are prohibited from disclosing such information.

Article (29)

The Secretary shall present the draft agenda to the Board for approval.

Article (30)

When preparing the draft agenda, urgent matters must be listed first in order of priority, based on the Secretary's proposal and with the Chairman's approval. These are followed by deferred topics from the previous meeting and then any new matters.

Article (31)

Important and urgent topics may be added to the agenda upon the proposal of a member or the CEO and with the Chairman's approval.

Article (32)

No discussion on matters not included in the agenda is permitted without the Chairman's approval.

Article (33)

Any member tasked with submitting reports, studies, or research to the Board must include a summary outlining the key elements, recommendations, conclusions, and proposed actions.

Article (34)

The Chairman shall open the meeting. Each member may request permission to speak on the topics under discussion. Members must present their views accurately while respecting the dignity of the state, its institutions, the Board, and its members.

Members are not permitted to repeat points already made by others or digress from the topic at hand. The speaker may not be interrupted except by the Chairman, who has the exclusive right to do so.

Article (35)

The Board shall maintain a register in which topics presented to the Board are recorded in serial order. Each topic's entry shall include a note on the decisions made regarding it.

Article (36)

A written record (minutes) shall be prepared for each Board meeting, including the following details:

- Date and start time of the meeting.
- Names of attending members.
- Names of excused and absent members.
- Confirmation of meeting quorum.
- Summary of the discussions held during the meeting.
- Time of adjournment.

Article (37)

The minutes of the meeting shall be distributed to the members immediately after their preparation. Members may provide comments in writing or via email on the content of the minutes. These comments shall be forwarded to the Secretary for inclusion.

The corrected minutes shall be redistributed to the members before being presented at the next meeting for approval and signed by the Chairman and the members.

Article (38)

The Secretary, in coordination with the relevant administrative unit in the Group, shall provide each Board member with a dedicated email address within Ooredoo's domain for use during their term of membership.

Article (39)

The deliberations, recommendations, decisions, reports, data, and information obtained during Board activities are confidential. Board members and employees are prohibited from disclosing such information.

Article (40)

In urgent cases, the Board may issue certain decisions by circulation, provided all members give their written approval. These decisions must be presented at the next Board meeting for inclusion in the minutes.

Article (41)

The Chairman shall ratify the Board's decisions, which must be drafted in Arabic. A translation into another foreign language may accompany the decisions, but in the event of any discrepancy, the Arabic text shall prevail.

Article (42)

The Chairman, the Secretary, or the Group Chief Legal, Regulatory, and Corporate Governance Officer, as applicable, shall communicate with entities related to the Board's work and follow up on matters referred to those entities.

Article (43)

Board Committees

The Board may form subcommittees from among its members or external experts. It may also assign an existing Board committee to study topics within its scope of authority.

The Board may consult with individuals deemed necessary, including employees of Ooredoo, the Group, or Group companies, or other qualified and experienced individuals, to provide their opinions on relevant matters.

Article (44)

Formation of Committees

The Board shall establish committees to provide advice and recommendations to the Board, as follows:

First: Executive Committee

The Executive Committee assists the Board in strategic matters, financial investments, strategic investment activities, treasury operations, budgeting, and procurement. The committee shall:

1. Make strategic decisions by implementing the policies and strategies set by the Board and monitoring their effective execution.
2. Oversee financial operations, review budgets and financial reports, and ensure the company's compliance with accounting and financial standards.
3. Address urgent matters and make immediate decisions when necessary.
4. Perform any other tasks assigned by the Board or the Chairman.

Second: Audit and Risk Committee

The Audit and Risk Committee is responsible for enhancing internal controls, overseeing financial and accounting systems, and managing risks within the company. The committee shall:

1. Assist the Board in preparing proposals for an effective internal control system that ensures operational integrity and compliance with standards.
2. Establish criteria for selecting external auditors to ensure their independence and competence in reviewing financial statements.
3. Monitor and evaluate the effectiveness of internal control activities to identify and address any deficiencies or violations.

4. Ensure that financial statements accurately reflect the company's financial position and comply with the legal requirements of regulatory authorities.
5. Assess the company's financial and internal systems and risk management processes to ensure their effectiveness and compliance with defined policies and procedures.
6. Review the company's financial and accounting policies and procedures to ensure compliance with professional standards and transparency.
7. Ensure the company's adherence to controls governing transactions with related parties to maintain integrity and transparency.
8. Monitor compliance with laws, regulations, and internal policies and ensure adherence.
9. Identify and evaluate potential risks and develop strategies to mitigate them.
10. Prepare periodic risk management reports and submit them to the Board for appropriate decisions.
11. Execute Board-assigned tasks related to internal controls and ensure their efficient implementation.
12. Discuss audit-related risks with the external auditor and senior executive management to ensure effective resolution.
13. Perform any other tasks assigned by the Board or the Chairman.

Third: Nomination, Remuneration, and Sustainability Committee

The Nomination, Remuneration, and Sustainability Committee supports and advises the Board on nominations, remuneration, and sustainability matters. The committee shall:

1. Assist the Board in nominating and appointing members of the Boards of Directors of Ooredoo, the Group, and Operational Companies.
 - The Board may authorize the Chairman to appoint and determine the remuneration of Ooredoo and Group representatives on the Boards of Operational Companies.
2. Oversee the appointment of senior executive management positions in the Group and Operational Companies and approve them in accordance with the Delegation of Authorities Matrix.
3. Determine the remuneration of the Chairman and Board members, ensuring the annual remuneration does not exceed 5% of the company's net profit after legal reserves and dividend distribution.
4. Determine the annual remuneration and any other incentives for senior executive management and employees and recommend their approval by the Board.
5. Approve and evaluate the key performance indicators (KPIs) for Ooredoo, the Group, and Operational Companies, and recommend plans to improve performance and address challenges.
6. Supervise the organization of administrative units, define and amend their responsibilities, and provide recommendations for Board approval.
7. Approve and review environmental, social, and corporate governance (ESG) strategies for Ooredoo, the Group, and Operational Companies, and provide recommendations to the Board for approval.

8. Monitor and evaluate performance and risks related to ESG to ensure alignment with sustainable development goals.
9. Perform any other tasks assigned by the Board or the Chairman.

Article (45)

Committee Composition

Each committee shall consist of at least three members of the Board of Directors, appointed by the Board based on each member's expertise and interest in participating in committees.

Article (46)

Appointment of Committee Chairperson

The Board of Directors shall appoint the Chairperson of the committee. The Chairperson is responsible for presiding over committee meetings and setting the agenda in consultation with committee members and the relevant administrative department within Ooredoo and the Group.

Article (47)

Committee Secretary

The Board Secretary shall serve as the Secretary for the committee. Alternatively, the committee's secretary may be one of the assistants to the Board Secretary.

Article (48)

Participation of Legal and Governance Officers

The Group Chief Legal, Regulatory, and Corporate Governance Officer, as well as the Director of the Group Corporate Governance Department, shall participate in Committee meetings without voting rights. They may provide opinions and inform the committee of any legal, regulatory, or policy implications as necessary.

Article (49)

Committee Operating Procedures

Each committee shall establish its operating procedures as deemed appropriate to fulfill its responsibilities. The committee shall operate under a charter approved by the Board.

Article (50)

Annual Reporting

The committee shall submit an annual report to the Board detailing the activities it has undertaken and the recommendations it has reached.

Article (51)

Decision-Making Authority

The Committee shall have the authority to make decisions related to its responsibilities in accordance with its charter and the resolutions issued by the Board of Directors.