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Board Activities

In 2018, Ooredoo's Board of Directors achieved a number of key governance goals and supervised the implementation of a number of key successful initiatives, including:

- Approving the Group's performance report for 2018;
- Approving the Group's financial consolidated statements for 2018 and providing a recommendation to the General Assembly in this regard;
- Approving submitting a recommendation to the General Assembly regarding the appointment of Deloitte & Touche as the auditors of the Company for 2019;
- Approving the Governance Report for 2018 and providing a recommendation to the General Assembly in this regard;
- Approving distributing a cash dividend of 35% of the nominal share value, and the remunerations of the Chairman and members of the board, and providing a recommendation to the General Assembly in this regard;
- Approving the business plan of the Group for the years 2019, 2020 and 2021, as well as the budget and finance plan for 2019;
- Approving the financial strategy of the Group;
- Approving the recommendation submitted by the Nomination and Remunerations Committee to assess the performance of Ooredoo Group CEO and Ooredoo Qatar CEO during 2018;
- Approving a number of technical decisions related to investment opportunities;
- Following up on executing the Group strategy for the coming years, and allocating the necessary budget to do so; and
- Determining the permitted risk margin for the Group's companies.

Role of Board Committees:

In order to make the decision-making process more efficient and to support the vision relating to corporate governance, the Board has three main committees: Executive Committee, Audit and Risks Committee and Nomination and Remuneration Committee.

Each committee is composed of not less than three Board members (to be appointed by the Board), taking into account the experience and capabilities of each Board member participating in the committee. The Board may substitute the committee members at any time.

Each of the Board committees works in accordance with a written charter approved by the Board of Directors that clarifies its responsibilities and authorities. The charter of each committee has verified that it is in line with the Corporate Governance Code and

Articles of Association of the Company and the Commercial Companies Law No. 11 for 2015, and the Corporate Governance Code of the Qatar Financial Markets Authority.

Board Committees

Committee	Name of Board member	Position
Executive Committee	H.E. Mohammed Bin Eissa Al Mohannadi	Chairman
	H.E. Turki Mohammed Al Khater	Member
	Dr. Nasser Mohammed Marafih	Member
	H.E. Ali Ahmed Al-Kuwari	Member
Audit and Risks Committee	Mr. Nasser Rashid Al-Humaidi	Chairman
	Mr. Ibrahim Abdullah Al Mahmoud	Member
	Sheikh Ali Bin Ghanim Al Thani	
Nomination and Remuneration Committee	H.E. Turki Mohammed Al Khater	Chairman
	H.E. Ali Ahmed Al-Kuwari	Member
	Mr. Aziz Aluthman Fakhroo	Member

A. Executive Committee

The executive committee is comprised of four members and aims to ensure that decisions are made at the highest levels, to achieve the Company's objectives in a flexible and timely manner in accordance with the authority delegated to the committee by the Board of Directors.

The committee is also responsible for studying issues that need detailed and in-depth review before presenting to the Board for final decision. It also oversees Ooredoo's strategy and methods deployed for adopting financial and strategic investments.

In 2018 the committee completed a number of major projects:

- Reviewed investment opportunities and made recommendations to the Board of Directors; Reviewed subsidiaries' work plans and their budgets and provided recommendations to the board in this regard;
- Reviewed recommendations for awarding contracts, and took appropriate decisions;
- Reviewed the conditions of Ooredoo Group companies to determine suitability and position in the markets in which it operates, and made recommendations to the Board of Directors;
- Reviewed the Company's financial portfolios;
- Reviewed the strategies of the Group's companies and set their priorities;
- Approved updating the financial limits of other parties (banks and financial institutions);
- Approved the Group work plan for 2019, 2020, and 2021, as well as approving 2019 budget, and providing a recommendation to the Board in this regard.
- Approved Ooredoo Group work plans for 2019, 2020, and 2021, as well as approve the 2019 budget, and provided a recommendation to the Board in this regard.
- Approved the financing strategy and plan for 2019 and provided a recommendation to the Board in this regard.
- Approved Ooredoo Qatar work plans for 2019, 2020 and 2021, as well as approved the 2018 budget and provided a recommendation to the Board in this regard.

The committee held six (6) meetings in 2018.

According to the annual evaluation, the Board of Directors is satisfied with the committee's performance while executing its responsibilities and authorities, as well as the recommendations it provided during the year ending 31 December 2018>

Members Name	Number of The Executive Committee's Meetings the Member has attended during 2018
1. H.E. Mr. Mohammed Bin Eissa Al Mohannadi	6
.2. General Retirement & Social Insurance Authority represented by H.E Mr. Turki Mohammed Al Khater	6
3. Dr. Nasser Mohammed Marafih	6
4. Qatar National Bank (QNB) represented by H.E. Mr. Ali Ahmed Al-Kuwari	2

B. Audit and Risks Committee

The committee is comprised of three independent members, and it assists Ooredoo's Board in overseeing the integrity of the Company's financial statements. It also provides consultancy to the Board on the efficiency and adequacy of internal control systems and arrangements for risk management. The committee is also responsible for ensuring that internal and external audit functions are independent and objective.

The committee reviews the annual internal audit and auditors' reports, and prepares reports on issues arising from auditing the Company and its subsidiaries, including management reaction; the level of cooperation and information provided during the audit process; and the usefulness of the audit report versus cost.

The committee also sets up communication channels between executive management and internal and external auditors.

In addition, the Committee reviews risk management reports, and advises the Board on all matters that need attention and seek a decision. The Committee also puts great emphasis on investigating any violations in the Group's companies.

- In 2018 the committee completed a number of major works including:
 - Reviewed the annual and quarterly internal audit reports regularly;
 - Reviewed annual and quarterly Risk Management Report regularly;
- Reviewed the annual disclosure results for 2018;
- Approved the annual internal audit plan for 2018;
- Approved quarterly financial statements, and reviewed the annual financial statements and submitted a recommendation to the Board;

- Reviewed the results of the Internal Audit Quality Assurance Review for Ooredoo and Group companies;
- Approved the selection process of the auditors for the operating, holding and investment companies of the Group;
 - Approved the appointment of an auditor for the Company's accounts for 2018 and submitted a recommendation to the board in this regard;
 - Approved the recommendations of the report on review of the requirements listed on the main markets issued by Qatar Financial Markets Authority.
 - Reviewed Fraud Policy, Risk Management Policy, Corporate Governance Guide and Ooredoo Group's Decision-Making Manual, Archiving, Debts Control Policy, Policy for owning selling and renting Real Estates, and the charter of the administrative committee for Ooredoo Group, and submitted them to the Board.

- Approved the results of the performance index of the Internal Audit Department and Corporate Governance Department for 2018;
- Approved the performance index of the Internal Audit Department and performance index of the Corporate Governance Department for 2019;
- Approved the budget of the Internal Audit Department and the budget of the Corporate Governance Department for 2018;
- Approved the Governance report for 2018 and provided a recommendation to the Board in that regard.
- Approved the amendment of the organisational structure of the Internal Audit Department, and provided a recommendation to the Nominations and Remunerations Committee in that regard.

The committee held eight (8) meetings in 2018.

According to the annual evaluation, the Board of Directors is satisfied with the committee's performance while executing its responsibilities and authorities, as well as the recommendations it provided during the year ending 31 December 2018.

Members Name	Number of The Audit and Risk Management Committee's Meetings the member has attended during 2018
1. Mr. Nasser Rashid Al Humaidi	8
2. Mr. Ibrahim Al Mahmoud	8
3. Ali Bin Ghanim Al-Thani Group represented by Sheikh Ali Bin Ghanim Al Thani	5

C. Nominations and Remunerations Committee

The committee is comprised of three members. It assists the Board in executing its responsibilities in regards to nominating and appointing Ooredoo Board members, and Board members of its subsidiaries, and determining the remuneration of the Chairman and members of the Board, and the remuneration of members of the senior executive management and employees. The committee also takes part in assessing the performance of the Board.

In 2018, the committee completed a number of major works:

- Approved the appointment of Ooredoo representatives on AsiaCell Board;
- Approved the performance evaluations of the executive directors of Ooredoo Qatar for 2017;
- Approved the performance evaluation of the Operations Manager of Ooredoo Qatar;
- Approved the performance evaluation of the CEO of Ooredoo Qatar and Deputy CEO of Ooredoo Group; provided a recommendation to the Board;
- Approved performance index card for Ooredoo Group for 2018;
- Approved performance index card for Ooredoo Qatar for 2018;
- Approved the performance evaluation of the CEO of Ooredoo Group for 2018 and provided a recommendation to the Board;
- Approved performance index card for executive chiefs of Business Units (CXOs) of Ooredoo Group for 2018;
- Approved performance index card of Ooredoo Group for 2018;
- Approved performance index card for Ooredoo Qatar and performance index card for Business Units Chiefs'(CXO) for 2018;
- Approved the suggestion regarding Ooredoo representatives on subsidiaries' boards, AsiaCell, Ooredoo Kuwait, Ooredoo Oman, Ooredoo Myanmar, Ooredoo Tunisia, Ooredoo Palestine, Starlink;
- Approved the appointment of Executive Director Consumer Commercial;
- Approved the new organisational structure for Technology;

- Approved appointment of Chief Technology and Infrastructure Officer for Ooredoo Qatar;
- Approved the appointment of Chief Executive Officer Indosat;
- Approved the amendment of some items in the Human Resources Policy (version 3.0).

The committee held seven (7) meetings during 2018.

According to the annual evaluation, the Board of Directors is satisfied with the committee's performance while executing its responsibilities and authorities, as well as the recommendations it provided during the year ending 31 December 2018.

Members Name	Number of The Nominations and Remunerations Committee Meetings the member has attended during 2018
1. General Retirement & Social Insurance Authority represented by H.E Mr. Turki Mohammed Al Khater	7
2. H.E.Mr. Mohammed Bin Isa Al Mouhanadi	3
3. Mr. Aziz Aluthman Fakhroo	6
4.Qatar National Bank (QNB) represented by H.E. Mr. Ali Ahmed Al-Kuwari	3

Corporate Governance Department

The Corporate Governance Department was established in 2008 and is responsible for assisting the management and Board in ensuring the efficiency and implementation of corporate governance policies and practices in Ooredoo and its Group.

In 2018, the Corporate Governance Department completed a number of major works:

- Monitored the implementation of Corporate Governance in all of Ooredoo Group companies;
- Reviewed the list of Ooredoo representatives on the Boards of the Group's companies;
- Adopted an employee disclosure procedure for non-Ooredoo interests;

- Monitored the publication of the Corporate Governance code in Group companies;
- Assisted the Board of Directors in the annual assessment and evaluation of adherence to the Code of Conduct;
- Management of Special Purpose Companies (SPVs);
- Assisted the Board in conducting governance workshops;
- Compliance with the order of Corporate Governance and listed Legal Entities on the main market.