



Nomination Committee of Vodafone Qatar

Terms of Reference



Executive Summary

The purpose of this document is to define and explain the authority and role of the Nomination Committee of Vodafone Qatar P.Q.S.C. (the “**Company**”) (including but not limited to membership, meetings, responsibilities and duties, and reporting obligations of the Nomination Committee).

Approval

These Terms of Reference shall be approved and reviewed as and when required by the Company’s Board of Directors (the “**Board**”). The Board of the Company approved these Terms of Reference on 24 July 2018.



Terms of Reference for the Nomination Committee:

1 Purpose and Authority

The Nomination Committee shall, on behalf of the Board and the Company's shareholders, have oversight and responsibility for managing the Nomination process in connection with the election of the Board and replacement of Board members (as may be required from time to time) and must ensure that nomination and appointment of Board members is undertaken in a fair and transparent manner and in accordance with the applicable laws and regulation (including the Commercial Companies Law, QFMA Corporate Governance Rules for Listed Companies, and the Company's Articles of Association).

2 Membership

2.1 The Board shall constitute a Nomination Committee chaired by a Board member. The Nomination Committee shall consist of at least three (3) Board members.

2.2 In the absence of the Nomination Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

3 Meetings

3.1 The Nomination Committee shall meet as and when required as circumstances dictate.

3.2 A Nomination Committee member can request a meeting be held with appropriate notice to other members.

3.3 A Nomination Committee member may invite an attendee, but will notify the Chairman and other Nomination Committee members at least two (2) days in advance. The attendance of any party so invited will be at the sole discretion of the Chairman.

3.4 The quorum necessary for the transaction of business shall be two Nomination Committee Members one of whom shall be the Chairman. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

3.5 The Company Secretary or his or her nominee shall act as the secretary of the Nomination Committee and shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance. Draft minutes of Nomination Committee meetings shall be circulated promptly to all members of the Nomination Committee. Once approved, minutes should be circulated to all other members of the Board, unless, in the opinion of the Nomination Committee Chairman, it would be inappropriate to do so.

4. Responsibilities and Duties

4.1 The Nomination Committee shall be responsible for the administration of the Nomination process in respect of the election of the Company's Board of Directors and replacement of



Board members. It shall recommend Board Members' appointments and re-nomination for election by the General Assembly (for the avoidance of doubt, nomination by the Nomination Committee does not deprive any Shareholder of his right to nominate or to be nominated).

- 4.2 The Nomination Committee shall submit the list of Board membership candidates to the Board, including its recommendations in this regard, and send a copy to the QFMA.
- 4.3 The Nomination Committee shall have the power to retain legal, accounting or other advisors for advice and assistance. Such advisory services will be obtained by means of Nomination Committee resolutions up to the amount of QR 100,000; for any advisory services exceeding such amount the Nomination Committee must obtain approval of the Board of Directors.
- 4.4 In carrying out its function, the Nomination Committee shall consider and operate in a manner consistent the principles of good governance and ensure that the Nomination process is conducted in a manner that is consistent with Qatar's business environment, the Company's Articles of Association, applicable Qatar Stock Exchange regulations, the Qatar Financial Markets Authority Code of Corporate Governance, Commercial Companies Law No. 11 of 2015 and any other applicable legislation / regulations.
- 4.5 The Nomination Committee will advise and report to the Board in respect of the Nomination process and any matters arising out of or relating to the same and prepare such reports as may be required to comply with applicable disclosure requirements.
- 4.6 The Nomination Committee shall give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.
- 4.7 The Nomination Committee shall be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- 4.8 The Nomination Committee shall submit an annual report to the Board including a comprehensive analysis of the Board's performance to identify the strengths and weaknesses of the Board and making recommendations in this regard.

5. **Criteria for Board Membership**

- 5.1 A person who is fit is a person who is financially sound. A person who is proper is a person who is reliable because s/he enjoys good personal qualities such as professional competence, integrity and a good reputation.
- 5.2 The Nomination Committee shall, in assessing whether a person is fit and proper, take into consideration the following:
 - (a) his financial position;
 - (b) educational or other qualifications or experience having regard to the nature of the functions to be performed;



- (c) the ability to carry out the activity competently, honestly and appropriately; and
- (d) reputation, character and integrity.

The above qualifications must be considered in respect of the person (if the nominated person is a natural person) or a company and any of its officers (if the nominated person is a legal person).

5.3 The Nomination Committee shall not consider any person financially fit in the following circumstances:

In the case of a natural person:

- (a) If the person is bankrupt or financially insolvent and has not been discharged, or is currently subject to bankruptcy proceedings or is a bankrupt who has been discharged within the previous three (3) years.
- (b) In considering whether to nominate a bankrupt person who has been discharged, the Nomination Committee would have regard to the circumstances of the discharge and whether the date of the discharge was recent.
- (c) In these circumstances, the Nomination Committee should have regard to the circumstances of the failure to meet a judgment debt.
- (d) Where a person has been associated with a legal entity that became insolvent, went into administration, was under the control of a court appointed liquidator or otherwise failed to meet its financial obligations to creditors or beneficiaries, that person's competence, honesty and integrity may be brought into question. This may not necessarily mean that an instance in a person's past (for instance, where their association was at a very simple level) would rule them out. The Nomination Committee can enquire further into the legal claims to establish whether or not the circumstances reflect on the person's probity or competence as it is important for the Nomination Committee to be aware of any such instances, even where they make a decision to nominate such person.

In the case of a legal person:

- (a) If the company is subject to receivership, administration, liquidation or other similar proceedings.
- (b) If the company has failed to meet any judgment debt.
- (c) These requirements are aimed at identifying companies of dubious financial status or solvency. As with the same requirements in respect of individuals, the Nomination Committee would have regard to the circumstances of the failure to meet a judgment debt and the date of the act.
- (d) If the company is unable to meet any capital requirement applicable to it.
- (e) If the company is unable to meet any financial regulatory requirement applicable to it.



5.4 Properness is assessed with reference to the individual's academic and industry qualifications together with relevant experience. The individual should have the skills, knowledge and experience necessary to perform their duties. The level of knowledge expected varies according to the level of responsibility. The individual is generally expected to understand the following:

- (a) the regulatory framework that applies to the Company's activities;
- (b) legislation, regulation and regulatory principles and rules pertaining to the telecommunications industry and stock markets;
- (c) the obligations owed to clients and the general obligations owed to their principals or employers;
- (d) the products the Company deals in and the market(s) in which the Company's services are provided; and
- (e) the individual has to demonstrate the ability to carry out the activity entrusted to them competently, honestly and fairly; and in compliance with all applicable laws, regulations, codes and guidelines promulgated by the QFMA and other regulators (where applicable).

5.5 The Nomination Committee is not likely to be satisfied that a person is a proper person if that person:

In the case of a natural person:

- (a) is of unsound mind; or
- (b) there is evidence of his incompetence, negligence or mismanagement. Evidence may include the person having been disciplined by a professional, commercial or regulatory body; or dismissed or requested to resign from any position or office for negligence, incompetence or mismanagement;

In the case of a legal person:

- (a) if the company has Board members or key personnel (such as managers, officers, Board member, or executive manager), major shareholders or supervisors who fail to meet the requirements set out herein;
- (b) the Nomination Committee considers that all persons involved in the management or control of the company must be honest and fair;
- (c) the company has failed to demonstrate that it is competent to perform the regulated activities efficiently and effectively; and
- (d) if the company lacks the infrastructure and internal control systems to manage risk effectively, avoid conflict of interests and provide a proper audit trail.



5.6 The Nomination Committee will not consider an individual to be proper in terms of reputation, character, reliability and financial integrity in the following circumstances:

In the case of a natural person:

- (a) if he has a poor reputation, or is not trustworthy or lacks financial solvency;
- (b) if it proven by a court judgment or relevant authority that he has committed fraud or acted dishonestly or illegally;
- (c) if he is convicted of a criminal offence or is the subject of unresolved criminal charges which are of direct relevance to properness;
- (d) if he is subject to any sanctions, disciplinary proceedings or disqualified by any professional or regulatory body in relation to any trade, business or profession;
- (e) if he is banned or restricted from the right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law;
- (f) if he is disqualified by a court of competent jurisdiction from being a Board member;
- (g) if the QFMA or any other regulatory body, considers him guilty of market misconduct or is in breach of any codes and guidelines promulgated by the QFMA or another regulatory body or any relevant exchanges in Qatar or overseas (if applicable);
- (h) if he is a Board member, a major shareholder, or manager of a company or business that:
 - (i) was wound up (otherwise than by a voluntary dissolution unrelated to solvency) or was otherwise insolvent or had a receiver or administrator appointed;
 - (ii) was found guilty of fraud;
 - (iii) has not met all obligations to clients, compensation funds established for the protection of investors, or inter-member guarantee funds; or
 - (iv) has been found to have committed the acts described in (b) or (c) or (d) or (e) or (g) above, and
- (i) has been a party to an insolvency arrangement or entered into any form of compromise with a creditor involving a considerable amount.

In the case of a legal person:

- (a) if it was of poor reputation, untrustworthy, unreliable, or lacks financial integrity. Similar considerations will be given to the events described in paragraph 5.6 (a), - (i) above; or
- (b) if it has been served with a winding up petition.

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