



# **Remuneration Committee of Vodafone Qatar**

## Terms of Reference



## **Executive Summary**

The purpose of this document is to define the purpose, authority, membership, meetings, responsibilities and duties, and reporting of the Remuneration Committee of Vodafone Qatar P.Q.S.C. (the “**Company**”).

## **Approval**

These Terms of Reference shall be approved and reviewed as required. The Board of Directors of the Company (the “**Board**”) last approved these Terms of Reference at the Board meeting of Vodafone Qatar P.Q.S.C held on 24 July 2018.



## **Terms of Reference for the Remuneration Committee:**

### **1 Purpose**

- 1.1 To determine on behalf of the Board and the shareholders, the Company's remuneration policy and principles, including that of the Chairman, Board Members and Senior Executive Management in compliance with the provisions of the Commercial Companies Law No. 11 of 2015, the QFMA Corporate Governance Code, and the Company Articles of Association.
- 1.2 In doing so, to give Senior Executive Management every encouragement to enhance the Company's performance and to ensure that they are fairly but responsibly rewarded for their individual contributions.
- 1.3 The Remuneration Committee shall be responsible for setting out the foundations for granting allowances, attendance fees and incentives for the Company, including any employee share incentive scheme.

### **2 Authority**

- 2.1 The Remuneration Committee shall have the authority to investigate any activity within these Terms of Reference.
- 2.2 The Remuneration Committee shall have access to the Company's records, relevant to the subject matter under review in accordance with these Terms of Reference.
- 2.3 The Remuneration 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 Remuneration Committee resolutions up to the amount of QAR 100,000; for any advisory services exceeding such amount the Remuneration Committee must obtain approval of the Board of Directors.
- 2.4 The Remuneration Committee shall have access to sufficient funds to fulfill its duties.

### **3 Membership and Attendance**

- 3.1 The Remuneration Committee shall be chaired by one of the Board members and shall have a membership of at least three (3) Board members.
- 3.2 A Remuneration Committee member may invite an attendee, but will notify the Chairman and other Remuneration Committee members at least two days in advance. The attendance of any party so invited will be at the sole discretion of the Chairman.

### **4 Meetings**

- 4.1 The Remuneration Committee shall meet a minimum of once per year or more frequently as circumstances dictate.
- 4.2 A Remuneration Committee member can request a meeting be held with appropriate notice to other members.



- 4.3 The Remuneration Committee may, wherever necessary or in cases of urgency, issue some resolutions via circulation provided all members agree in writing on such resolutions. Such resolution shall be discussed in the next meeting of the Remuneration Committee and will be included in its minutes.
- 4.4 The quorum shall be two Remuneration Committee members, one of whom shall be the Chairman, present either physically or via acceptable video/audio communication facility. In the event that only two members attend, the Chairman shall have the casting vote. A duly convened meeting of the Remuneration 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 Remuneration Committee.

## **5 Responsibilities and Duties**

- 5.1 To be responsible for the administration of the Company's executive incentive plans.
- 5.2 To consider the principles of good governance ensuring they are consistent with Qatar's business environment, Qatar Exchange, the Qatar Financial Markets Authority, and the country's Commercial Companies Law, the Articles of Association, and any other applicable local regulations.
- 5.3 The Remuneration Committee will advise the Board if it believes that, in any year, there are particular matters relating to remuneration which should be put to the Company's shareholders.

## **6 Reports**

To prepare an annual report on remuneration policy and principles which complies with all relevant external disclosure requirements, and to present it to shareholders at the General Assembly for approval and this shall be made public as part of the annual report.

**END**