

Company Governance Report

Year 2013

Introduction

The Board of Directors of DIC is pleased to submit the 2013 Corporate Governance Report pursuant to Article (30) of the Governance Regulation of listed companies which are under the supervision of Qatar Financial Markets Authority. This proves the extent of the Company's compliance with the provisions of governance which guarantees impartiality, transparency and honesty in the management of the business. It also secures shareholders' interests, reinforces their confidence and boosts their loyalty to the Company.

In light of the provisions of governance, the Company has amended designations and rules in practice in order to conform with the provisions and designations included in the governance system. This is done within the limits of legislations in force regarding commercial companies, in particular, Law No. 5 of 2002 regarding commercial companies and the amendments thereto.

Section 1 : Framework of Governance

In this section of the report, we wish to show the extent of compliance by the Company with the system of governance, and make reference to the steps taken by the Company as follows:-

1. Corporate Governance Charter:

The Company has completed the Corporate Governance Charter. It includes principles, rules and practical applications of corporate governance system issued by Qatar Financial Markets Authority (QFMA) to guide the Company towards the ideal application of that system, and a framework for its performance in the course of implementing its policies and future vision. The charter stated that all additions and amendments introduced or decreed by related laws or regulations, shall be considered complementary or amending items to the system, as the case may be, to keep it in line with the latest developments and supervisory requirements.

2. Board of Directors' Charter:

A charter for the Board of Directors has been adopted. The charter was prepared in accordance with the pattern attached to the Corporate Governance System, the criteria included in the provisions of Commercial Companies Law No. 5 of 2002, and amendments thereto, as well as the Company's Articles of Incorporation and the amended articles of association regarding the Board of Directors, conditions of membership therein as well as authorities, responsibilities, obligations and rights of members.

3. Board of Directors:

Board of directors is elected by shareholders general assembly in accordance with terms and conditions stated in the Commercial Companies Law and the provisions of the Company's

Articles of Association. To be a candidate for Board membership one should be the holder of 50,000 Company shares. The present Board was elected in early 2012 for a term of three years. Until now, no changes to its formation. Following is a list of names of members:-

No.	Name and Position of the Member	Representing	% of shares held	Number of shares held
1	Sheikh Nawaf Nasser Bin Khalid Al-Thani (Chairman of the Board)	Himself	0.79	183,898
2	Sheikh Khalifa Bin Jassem Bin Mohammed Al-Thani (Deputy Chairman)	Arab Company for Engineering Constructions	0.39	91,949
3	Mr. Adel Ali Bin Ali Al-Maslamani (Managing Director)	Himself	0.39	91,949
4	Sheikh Jabor Bin Hamad Bin Jassem Al-Thani (Board Member)	Himself	0.39	91,949
5	Sheikh Ali Bin Nasser Bin Abdullah Al-Ahmad Al- Thani (Board Member)	Nasser Bin Abdullah & Sons Co.	0.39	91,949
6	Staff General/Dahlan Jamaan Bashir Al-Hamad (Board Member)	Armed Forces Investment Portfolio	2.36	551,694
7	Mr. Victor Nazim Reda Agha (Board Member)	Borouq Trading Co.	2.70	631,763
8	Mr. Husam Abdul Salam Abu Issa (Board Member)	Himself	0.48	111,295
9	Mr. Saud Omar Hamad Al-Mana (Board Member)	Al-Mana Group	0.28	65,000
10	Mr. Hitmi Bin Ali Al-Hitmi (Board Member)	Ali Bin Khalifa Al-Hitmi & Co.	0.39	91,949
11	Mr. Hasan Jassem Darwish Fakhro (Board Member)	Himself	0.63	147,118

Board Members Committees:-

The Board of Directors is assisted by a number of committees who are authorized by the Board to perform specific tasks. These committees operate under the supervision of the Board. Until now, Nomination Committee, provided for in the Governance System, has not been formed.

