



Qatar Navigation (MILAHA) Q.P.S.C

THE BOARD OF DIRECTORS

Charter of the Strategic and Investment Committee

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## 1. INTRODUCTION

The Strategic and Investment Committee (the Committee) has been initiated and the Committee's Charter approved under the provisions of the Company's Articles of Association, Corporate Governance Code, and the Guideline principles of the Board of Directors' Charter

## 2. DEFINITIONS

For the purposes of this Charter the terms listed below shall have the meanings corresponding to them.

Company	Qatar Navigation Q.P.S.C. (Milaha )
Board	The Company's Board of Directors.
Members	Members of the Board of Directors.
Committee	The Strategy and Investment Committee instituted under a resolution of the Board of Directors from among the Board members in accordance with the conditions provided for in this Charter.
Shareholders	Shareholder of the Company.
Law	Commercial Companies Law No. 11 of 2015
Code	Corporate Governance Code issued by Qatar Financial Markets Authority
Charter	The corporate governance charter of Qatar Navigation Company approved by the Board of Directors
Authority (QFMA)	Qatar Financial Markets Authority

## 3. SCOPE OF WORK

The Strategic and Investment Committee shall monitor the implementation of the company's strategy approved by the Board, and oversee the performance of the investment portfolio and all other investments. Further, the Committee shall propose to the Board of Directors recommendations regarding the following investment transactions:

1. Acquisitions and mergers
2. Business partnerships
3. Stocks of the investment portfolio
4. Sale of investments

#### 4. OBJECTIVES

1. The main objective of the Committee is to ensure the evaluation of the risks and returns of the above-mentioned investment transactions and that these transactions contribute to and are in line with the strategic vision and goals of the company;
2. Ensure that the investment transactions presented to the Committee has been carefully examined by the company's CEO before presentation to the Board of Directors, and they are made in accordance with the strategy approved by the Board.

#### 5. KEY ROLES & RESPONSIBILITIES

The roles and responsibilities of the committee, as stated in the authority matrix, are as follows:

1. Monitoring the company's cash flow;
2. Providing the Board with proposals on improving the company's performance;
3. Reviewing the financial statements of investments and the information related to industry, laws, and economy to be taken as basis for investment decisions;
4. Reviewing the reports, economic feasibility studies, investment risk assessments, and endorsing or rejecting them before presentation to the Board of Directors for approving them;
5. Reviewing and presenting the company's proposed annual consolidated budget and cash projection to the Board of Directors for approval ;
6. Review and approve the unbudgeted operating and capital expenses in accordance with the powers of the Committee;
7. Making proposals for the amendment of the company's internal regulations;
8. Revising the amendments that may arise on the budget according to the powers of the Committee before submission to the Board of Directors for approval;
9. Developing the overall objectives of the company to be achieved through the President & CEO and presenting them to BOD for approval;
10. Viewing the company's financial position in terms of the balance sheet, profit and loss statement and cash flows on a regular basis;
11. Monitoring the implementation of the annual plan and estimated budgets through the President & CEO, and presentation of relevant reports to the Board of Directors ;
12. Discussing, in coordination with the President and CEO, the financial obligations which have a material impact on the company, such as letters of Credit, guarantees, discounted notes receivable, and unpaid amounts in corporate investments ;
13. Review and approve the sale of assets other than lands and buildings, based on the authority matrix;
14. Review and approve the purchase orders upon recommendation of the President & CEO, based on the authority matrix;
15. Review and evaluate the performance of the company's investments compared to the feasibility study and presenting recommendations to the Board of Directors;



16. Carrying out any other jobs assigned to the Committee by the company's Board of Directors.

## 6. MEMBERSHIP & VOTING

1. The Strategic and Investment Committee shall consist of five Board members, including the chairman of the Committee who shall be selected by the company's Board.
2. The Committee's term shall be three years;
3. A member of the Committee shall be financially conscious before appointing him to the Committee or after reasonable time from his appointment thereto.

## 7. THE SECRETARY

1. The Committee shall appoint a Secretary, not a member of the Committee, who is knowledgeable in finance or law;
2. The roles of the Secretary are as follows:
  - a. Coordination and arrangement for holding the Committee's meetings;
  - b. Distribute a notification about each meeting, confirming the place, time and date, in addition to details of the matters to be discussed, to each member of the Committee, Board of Directors, and any other person required to be present, at least five working days before the date of the meeting. All papers and supporting documents shall be sent to the Committee members for reading before the meeting, and also to other attendants, as necessary;
  - c. Preparing draft minutes and resolutions of the Committee's meetings, including recording of the attendants' names, and ensuring their distribution to the members of the Committee for their review, within a time not exceeding five working days;
  - d. Immediate distribution of a final and approved copy of the minutes of each meeting signed by the Secretary and the Committee members or a copy of any written documents supporting the decisions of the Committee to all members of the Committee, Board of Directors, CEO, and to any person named by the Committee;
  - e. Keeping safe the minutes of meetings and the confidentiality of all procedures of the Committee.

## 8. MEETINGS

1. The Committee shall convene at least four times a year, or whenever needed for exercising its duties comprehensively;
2. The Chairman of the Committee shall call for the meetings of the Committee at the request of the President & CEO, if necessary;
3. Attending may be in person, over the phone, or through the mechanism of CCTV meetings;
4. The quorum required for holding a meeting of the Committee shall be complete by presence of a simple majority of the Committee members in person;

5. A Committee meeting duly held in the chairman's presence and with legal quorum shall be qualified for exercising all the required powers and authorities;
6. Decisions shall be passed if approved by majority vote. In case of equal votes, the Chairman shall have additional vote.
7. The Committee's resolutions shall be evidenced by recording them in the meetings' minutes by a written document signed by all members of the Committee present in the meeting. These decisions authorize the executive management for taking the appropriate action.
8. In the absence of the Chairman of the Committee, the attendants, subject to quorum, shall appoint an acting Chairman for the relevant meeting;
9. Only members of the Committee and the secretary are eligible to attend the meetings of the Committee. However, other individuals may be invited to attend any meeting wholly or partly as necessary;
10. In any of its meetings, the Committee may discuss the matters which it considers suitable and in the scope of its own terms of reference;
11. The Committee is free to make recommendations to the Board of Directors which it considers appropriate in any of the areas within its competence.