



# **GULF INTERNATIONAL SERVICES**

## **Corporate Governance Framework**

### **Board of Directors and Managing Director's Terms of Reference**

## TABLE OF CONTENTS

INTRODUCTION.....	1
BOARD MEETINGS .....	2
BOARD COMPOSITION .....	5
BOARD ROLES AND RESPONSIBILITIES.....	7
MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES.....	14
BOARD COMMITTEES.....	17
BOARD MEMBERSHIP.....	18
BOARD CODE OF CONDUCT .....	20

### INTRODUCTION

The Board of Directors of Gulf International Services (hereinafter referred to as 'GIS') is responsible for stewardship of the Company and its related entities and providing effective leadership in achieving GIS's strategic goals and objectives to grow value in a profitable and sustainable manner. These Terms of Reference principally apply to the Board of Directors and Managing Director of GIS. Subsidiaries' Boards may adopt terms of reference similar to those adopted by GIS.

GIS's Board and Managing Director's Terms of Reference are developed in accordance with the Corporate Governance best practices, Qatar Commercial Companies Law, Qatar Financial Markets Authority Corporate Governance Code for Listed Companies and GIS's Articles of Association. In the event of conflict between the Board and Managing Director's Terms of Reference with the Articles of Association then the latter shall prevail.

General Corporate Governance Philosophy Statement:

The philosophy of GIS shall be to adhere to regulatory requirements. Any non-adherence shall be duly explained in the Annual Corporate Governance Report.

As per QFMA requirements, this charter will be published on GIS's website.

#### **Amendments:**

These Terms of Reference may be amended by a majority vote cast by the directors of the Board present at any meeting, on condition that the proposed amendment or amendments should not be in conflict with the Company's Articles of Association and the applicable laws and regulations referred to above.

#### **Abbreviations used in this document:**

BOD	Board of Directors	QCCL	Qatar Commercial Companies Law
QE	Qatar Exchange	QFMA	Qatar Financial Markets Authority
QP	Qatar Petroleum	AOA	Articles of Association

## GIS Board of Directors and Managing Director's Terms of Reference

BOARD MEETINGS	
<b>VENUE</b>	<ul style="list-style-type: none"> <li>▪ All Board meetings shall be held in Doha, Qatar unless all Directors (or their alternates) have otherwise agreed in writing for it to be held elsewhere. Virtual Board meetings can be held through teleconferences/videoconferences.</li> </ul>
<b>FREQUENCY</b>	<ul style="list-style-type: none"> <li>▪ The Board shall meet at least six (6) times during the Company's fiscal year, and a three (3)-month period may not lapse without a meeting of Board. A provisional date for the next meeting will be agreed upon at the end of each regular meeting.</li> <li>▪ The written approval of all Board of Directors on resolutions by circulation shall constitute a meeting.</li> </ul>
<b>BOARD SECRETARY</b>	<ul style="list-style-type: none"> <li>▪ The Board or the Special Shareholder, as per AOA, appoints the Board Secretary. The Board determines the Secretary's scope of work and remuneration.</li> <li>▪ In accordance with QFMA requirements, the Board Secretary shall have a legal/ accounting background and will have a minimum of 3 years' experience in handling the affairs of a publicly listed company.</li> <li>▪ Subject to the Chairman approval, the Board Secretary may delegate any of his duties, authorities and discretions (without power to sub-delegate) to a delegate (whether a member of the Company's executive management or a member of the Service Provider) as he thinks fit.</li> <li>▪ The Secretary is responsible for arranging logistics for the meetings, maintaining and safekeeping Board documentation and distributing Board meeting agendas, invitations, other required documentation, information, meeting minutes and resolutions. The Secretary is also responsible for providing orientation material and scheduling orientation sessions for the new Board directors.</li> <li>▪ The Secretary is responsible for preparing the minutes of meetings within 10 calendar days from the meeting date in line with the generally recognized best practices, including but not limited to the following:               <ul style="list-style-type: none"> <li>– Standardize the minutes language except for the technical terms where required,</li> <li>– Set a reference numbering for the minutes pages (ex. page number / total number of pages),</li> <li>– Sign/ stamp all pages of the meeting minutes in addition to the agenda's related attachments, which were presented at the board meeting,</li> <li>– Write the resolutions in full in a clear and explicit language, indicating whether the resolutions are approved unanimously or by majority</li> </ul> </li> </ul>

## GIS Board of Directors and Managing Director's Terms of Reference

### INVITATION AND AGENDA

- All meetings of the Board (including those for which a provisional date may have been agreed) shall be conveyed by a notice from the Chairman or, in his absence, the Deputy Chairman (if any), or any two Directors or such other Director as is duly authorized by the Chairman.
- The Chairman shall further convene a meeting by notice upon request by any two or more Directors.
- Any notice shall be given by fax, first class post or e-mail (subject to evidence of receipt satisfactory to the Board), to every Director at his relevant address for service in the Company records, not less than seven (7) days or as required by the rules of the QFMA, if applicable prior to the proposed date of such meeting, stating the date, time and place of the meeting.
- A meeting of the Board shall, notwithstanding that it has been convened without notice or by less than seven (7) days' notice or as required by the rules of the QFMA, if applicable, be deemed to have been convened if each Director who or whose alternate, has attended such meeting or agreed in writing to the convening of such meeting without such notice or by such shorter notice
- The notice shall include:
  - A list of the agenda items to be addressed at the meeting;
  - In respect of each agenda item, an indication of whether a resolution is to be proposed for adoption or other voting action is to be taken;
  - A summary of each matter and;
  - Where practicable, any papers relevant to particular matters to be considered at such meeting shall be circulated prior to the meeting, to the Directors.

### QUORUM AND REPRESENTATION

- The number of Directors required to constitute a quorum shall be five (5) Directors (present or duly represented by an alternate in accordance with AOA) as a minimum, and the Chairman shall be one of them.
- Proxy voting is permissible as long as there is written evidence of the delegation to another member of that member's power to vote in his absence. A member can represent only one other member in the meeting.
- For teleconferences/videoconferences, at least 2 Board Directors should physically be present at the meeting and they will initiate and facilitate the video/teleconference with other Board of directors.

## GIS Board of Directors and Managing Director's Terms of Reference

<p><b>RESOLUTIONS</b></p>	<ul style="list-style-type: none"> <li>▪ BOD resolutions are adopted by a simple majority of those Directors who are present and the Chairman of the Board and entitled to vote at the relevant meeting of the board</li> <li>▪ BOD resolutions may be passed:             <ul style="list-style-type: none"> <li>○ During actual Board meetings (teleconference/videoconference inclusive) and approved upon the signing of such resolution by the Board Chairman and Board Secretary. Such resolution shall record the details of how Board directors who were present had voted on the resolution.</li> <li>○ The Board of Directors may, in case of necessity and on urgency grounds, issue resolutions in writing by circulation subject to written approval on such resolutions by all Directors. The resolution shall be deemed in force and effective for all purposes as if it was adopted at a duly called meeting of the Board. In all cases, the written resolution shall be submitted at the next meeting of the Board, to be included in the minutes of the meeting.</li> </ul> </li> <li>▪ In case of a tie in the number of votes, the Chairman shall have a casting vote. Objections of members should be recorded in the minutes of the meeting.</li> </ul>
<p><b>MINUTES OF THE MEETING / BOARD DECISIONS</b></p>	<ul style="list-style-type: none"> <li>▪ Board meetings are recorded by the Board Secretary in a special register and should be signed at least by the Chairman and Managing Director (if any) and Board Secretary.</li> <li>▪ Directors dissenting from resolutions decided by the Board shall, upon their written request, have their disagreements recorded in the minutes of the relevant meeting</li> </ul>

## GIS Board of Directors and Managing Director's Terms of Reference

BOARD COMPOSITION	
<b>NUMBER OF MEMBERS</b>	<ul style="list-style-type: none"> <li>▪ The Board shall consist of seven (7) Directors, three (3) of whom shall be appointed by the Special Shareholder Four (4) Directors shall be elected as per their eligibility in satisfaction of Article (23) ("Eligibility of Directors") by secret ballot of the General Assembly. The Special Shareholder shall not participate in the voting process.</li> </ul>
<b>MIX and Eligibility of Directors</b>	<ul style="list-style-type: none"> <li>▪ The elected director of the Board shall own a number of shares that are not less than one million (1,000,000) shares of the company's capital to guarantee the rights of company, shareholders, creditors and third parties from any responsibility that falls on the Board of Directors, and these shares should be deposited within one week from the commencement of membership date and shall not be negotiated or mortgaged or blocked until the period of membership is expired, and the balance sheet of the last fiscal year in which the director conducted his work shall be approved. If the director fails to submit the guarantee, as mentioned above, his membership will be invalid.</li> <li>▪ Special Shareholder shall appoint a Chairman of the Board ("Chairman") and the deputy chairman of the Board ("deputy Chairman") is voted on by the Elected Directors by secret ballot of the Elected Directors.</li> <li>▪ The Special shareholder shall appoint the Managing Director of the Company ("Managing Director") from the special shareholder directors.</li> <li>▪ Directors are classified as:               <ul style="list-style-type: none"> <li>– <u>Executive Directors</u>: directors who perform executive management duties for the Company and/or are full-time employees of the Company.</li> <li>– <u>Non-Executive Directors</u>: directors who are not employees or hold any executive responsibilities in the Company, as such, not involved in the operations of the Company are non-executive members.</li> <li>– <u>Independent members</u>: members who are not under the influence of any factor that may limit his capacity to consider, discuss and decide on the company's matters in an unbiased and objective manner. The determination of an independent member shall be in accordance with Company's AOA and the regulations and requirements of QFMA.</li> </ul> </li> </ul>

### BOARD COMPOSITION

#### DIRECTOR'S RIGHTS

- The BOD shall enjoy the widest powers necessary to carry out the acts required by the objectives of the Company, and may within its powers delegate to one or more of its members (e.g. Chairman) to do a specific act or acts or to supervise Company activities.
- Board Members shall have full and immediate access to information, documents, and records pertaining to the Company.
- The BOD may delegate some of its functions and constitute special committees, for the purpose of undertaking specific operations on its behalf.
- The BOD may consult at the Company's expense any independent expert or consultant. Consultation requires the approval of the Chairman. However, a majority of the Non-Executive Board directors may request the opinion of an independent consultant, in relation to any of the Company's affairs, at the Company's expense.
- The BOD shall also enjoy all other rights vested in it by QCCL, Articles of Association and QFMA Corporate Governance Code not mentioned in this document.



### BOARD ROLES AND RESPONSIBILITIES

#### DELEGATIONS AND AUTHORITIES

The Board is entrusted with widest authority to manage the Company. Following are the key operational responsibilities of the Board:

- Appoint Managing Director (Managing Director's role can be combined with other roles except Chairman Role).
- Appoint the Senior Executive Management of the Company and approve their succession planning.
- Define the roles, responsibilities and duties of the Managing Director and the reports to be issued by the Managing Director to the Chairman and the Board.
- Appoint advisors to the Board and setting their roles, responsibilities, duties and remuneration.
- Review and approve GIS's organization structure and reporting lines.
- Set the financial authorities of Management and delegate authorities to certain board directors.
- Approve financial commitments in excess of delegated authorities.
- Make enquiries about potential problems that come to the Board's attention and follow up until the Board is satisfied that Management is addressing the issues appropriately.
- Conduct self-assessment and set the remuneration (as well as attendance fees) of the Chairman, Vice-Chairman, other Board directors and Managing Director based on the Company's related policies.
- Create Board committees and set their authorities and duties. Periodically review and approve the work of Board committees provided that the legal quorum is achieved.

### BOARD ROLES AND RESPONSIBILITIES

#### STRATEGY AND PLANNING

- Provide the strategic direction to GIS by reviewing the Company's vision and mission periodically which may be modified by the BOD due to change or shift in the Company's strategy.
- Approve and lead the development of the strategic plan and business objectives.
- Determine the most appropriate capital structure of the Company.
- Approve strategic initiatives including new business initiatives and key industrial investments and divestitures, review and recommend improvements periodically.
- Set and periodically review the Company's policies and procedures manual to implement the strategy and objectives of the Company.
- Provide guidance to Board Representatives in subsidiaries/ affiliates of GIS.
- Review and approve, transactions relating to material strategic investments and major capital expenditures, in addition to initiatives of establishment of new companies, irrespective of the share capital submitted through the Managing Director by the Chairman of the Board, if any/applicable, of a group subsidiary/affiliate.
- Monitor operations and assess GIS's performance and management of risks via periodic updates provided by the Managing Director.

### BOARD ROLES AND RESPONSIBILITIES

#### FINANCE AND AUDIT

- Approve the Company's annual budget.
- Monitor the financial performance of the Company.
- Review periodically in conjunction with the Audit Committee the arrangements with the External Auditors, in order to ensure their sustainability in accordance with the size and nature of GIS.
- Nominate the External Auditor to the General Assembly and receive Audit Reports from the External Auditor. Review reports and direct the management to improve related aspects accordingly.
- Discuss with the Audit Committee matters related to internal audit and compliance including compliance to QE and QFMA requirements.
- Recommend to the General Assembly proposed dividends and the dividend policy.
- Review and approve direct investments.
- Review and approve GIS's Five (5) Year Business Plan.
- Review and assess GIS's Financial Statements and disclosures, where applicable, prior to announcement to shareholders.
- Develop a mechanism for dealing and cooperation with providers of financial service, financial analysis and credit ratings and other service providers

<b>BOARD ROLES AND RESPONSIBILITIES</b>	
<b>GOVERNANCE AND COMPLIANCE</b>	<ul style="list-style-type: none"> <li>▪ Oversee the overall corporate governance of GIS.</li> <li>▪ Review and approve Corporate Governance Policies, (including policies on conflict of interest, related party transactions and insider trading) and principles recommended by the Audit Committee, Executive Management and External Consultants. Supervise and monitor the effectiveness of the policies and amending whenever necessary.</li> <li>▪ Review Company's policies periodically to ensure they are adequate, suitable and in line with the applicable laws and regulations, internal business changes and the external macro-economic factors.</li> <li>▪ Supervise and ensure proper internal control systems for risk management and review annually the Company's internal control procedures, mainly through the Audit Committee.</li> <li>▪ Ensure that GIS is in compliance with its Articles of Association and applicable international and local laws and regulations including QFMA regulations.</li> <li>▪ Receive and review any legal cases brought against the Company periodically.</li> <li>▪ Approve plan for training and education that includes introduction to the Company, its activities and governance according to QFMA Code.</li> </ul>
<b>RESPONSIBILITY TO STAKEHOLDERS</b>	<ul style="list-style-type: none"> <li>▪ Provide shareholders with timely information to be able to take decisions in the General Assembly.</li> <li>▪ Ensure the fair treatment of all shareholders within the same class in accordance with the law.</li> <li>▪ Ensure that a transparent process of stakeholder relations is in place including procedures for disclosures and communication.</li> <li>▪ Ensure all relevant Investor Relations activities and responsibilities are fully discharged.</li> <li>▪ Ensure the required reporting to shareholders in accordance with appropriate regulatory requirements as set by government or regulatory bodies in Qatar (e.g. QFMA and QE) is made.</li> </ul>

### BOARD ROLES AND RESPONSIBILITIES

#### GENERAL ASSEMBLY

- Conduct and attend the Annual General Assembly at least once every year (at a date and venue determined by the Board and notified to the Ministry), within six (6) months of the end of the Financial Year ("Annual General Assembly").
- All meetings of the General Assembly shall be held in Qatar.
- Ensure that the members of Board committees, the Internal Auditor and representatives of the External Auditors attend the General Assembly.
- As per AOA, a General Assembly shall be convened by a notice from (and shall be chaired by) the Chairman or, in his absence, the Deputy Chairman (if any) or such other Director as may have been authorized to do so by the Chairman.
- As per AOA, a General Assembly may also be convened by:
  - A request of shareholders together holding at least (10%) of the Company's share capital to convene a General Assembly;
  - A request of shareholders together holding at least (25%) of the Company's share capital to convene an Extraordinary General Assembly in accordance with the provisions of the Law and the regulations in this regard;
  - A request of the Auditors.
- Such notice shall be published in two daily Qatari newspapers (at least) one of which shall be in Arabic daily newspaper, not less than fifteen (15) days prior to the proposed date of the General Assembly.

## GIS Board of Directors and Managing Director's Terms of Reference

### GENERAL ASSEMBLY

- Prepare the agenda for the General Assembly, in coordination with the Chairman, to be published in two daily Qatari newspapers (at least) one of which shall be in Arabic daily newspaper, no less than fifteen (15) days prior to the proposed date of the General Assembly. The Agenda, should include the following items:
  - Approval of the Board of Directors report on GIS's operations and financial performance for the financial year.
  - Approval of the external auditors' Report on GIS's consolidated financial statements for the financial year.
  - Approval of GIS's financial statements for the financial year.
  - Approval of GIS's annual Corporate Governance Report
  - Approval of the Board's recommendation for the dividend.
  - Absolve the Board of Directors from responsibility for the financial year and approve their remuneration
  - Appointment of the external auditors for the next financial year and setting their fees.

### BOARD ROLES AND RESPONSIBILITIES

#### EXTRAORDINARY GENERAL ASSEMBLY

- All matters other than those considered at the Annual General Assembly shall be referred to in an Extraordinary General Assembly, including
  - Amending the Memorandum of Association or the Articles of Association of the Company;
  - Increasing or decreasing the Share capital of the Company;
  - Selling all the projects for which the Company was established or disposing it off in any other way
  - Extending the term of the Company; and
  - Any dissolution, liquidation, transformation, reconstruction or merger of the Company.

### MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

#### MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Subject to the Chairman approval, the Managing Director may delegate any of his powers, authorities and discretions (without power to sub-delegate) to a delegate (whether a member of the Company's executive management or a member of the Service Provider) as he thinks fit.
- Coordinate the implementation of actions required by Company's Board, taking into account the policies and directions, established by the BOD from time to time according to Company's AOA and to any relevant BOD decisions. There is no limit to this authority except whatever is stipulated by law, the Company's AOA, or the General Assembly resolutions.
- Propose company objectives, policies, plans, and strategies, according to the directions of the BOD, and then submitting them to the BOD to take a decision thereon.
- Perform duties/tasks which are listed below as delegated by the Board in line with the approved Manual of Authorities (within and outside Qatar, non-exhaustive list);
  1. Approve credit facilities;
  2. Approve investments and expenditures (e.g. employee related, normal operating);
  3. Authorize payments;
  4. Sign financial statements;
  5. Sign contracts on behalf of GIS;
  6. Sign letters, reports...etc. on behalf of GIS addressed to other governmental authorities;
  7. Act on behalf of GIS in relation to communication with media such as press releases and conferences;
  8. Be responsible for budgetary controls and budget revisions;
  9. Be responsible for leading correspondence with external parties; and
  10. Others (e.g. providing approvals for the changes in GIS's website)



## GIS Board of Directors and Managing Director's Terms of Reference

### MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Coordinate with the interrelated companies for issuance of an annual timetable and coordinate for closure of the financial accounts.
- Oversee the preparation and reporting of the Consolidated Financial Statements of GIS and Subsidiaries and the related explanatory reports to the associated parties in a timely manner.
- Study and analyze the company's financial and operational performance periodically, as well as convey the appropriate recommendations on these performances along with any related financial policies such as profit distribution, financing, and expenditure policies.
- Convey reports to the Company's BOD regularly for the sake of their knowledge of the company's management and business conditions.
- Oversee the Group's and subsidiaries' commitment and adherence to Group policies and procedures, general framework of applicable laws along with the regulations in effect in the State and within the company, in particular QE rules and QFMA Code.
- Oversee the preparation of the Company's Budget and five-year business plan and then submitting both for approval by the Board.
- Oversee the implementation of the decisions of both the Company's BOD and General Assembly.
- Determine the potential material impact on GIS's interests and flag the issues highlighted by the GIS Board representatives pertaining to subsidiary level policy matters relating to Investment Policies, Risk Management Policies, and Corporate Governance Policies...etc.

## GIS Board of Directors and Managing Director's Terms of Reference

### MANAGING DIRECTOR'S ROLES AND RESPONSIBILITIES

- Coordinate with the Company's secretary on the preparation of the draft agenda and the proposed dates for holding the meetings of both the Company's BOD and the General Assembly. Comply with the provisions of the Companies Act and regulations in effect since the Company is a joint stock company listed on the Qatar.
- Coordinate the assembly of press conferences and press releases among the Company's investors and report all permitted matters on behalf of the company.
- Oversee the preparation of periodic consolidation of financial statements of the group.
- Convene conferences to discuss the financial performance of the company, in line with the regulations in force in that regard.
- Make sure of the Company's fulfilment of all disclosure requirements such as updating the Company's website, printing the annual report...etc.
- Supervise the arrangements for convening the Company General Assembly meeting and make sure that all preparatory, technical, and administrative requirements are met.
- Conclude contracts and agreements, which help the carrying out of the Company's functions, such as printing contracts, profit distribution contract, auditing contracts...etc.
- Coordinate with QFMA and QE as the official Company representative.
- Exercise the powers and authorities delegated to him by the BOD and submit regular reports as and when needed on responsibilities assigned to him.
- Represent the Board for the decisions to be taken in relation to the subsidiaries. Obtain the approval of the Company BOD in writing on those matters.

### BOARD COMMITTEES

#### GENERAL

- As per AOA, The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to a committee consisting of one or more persons (whether a member or members of the Board or not) as it thinks fit.
- A committee may exercise its power to sub-delegate by sub-delegating to any person or persons (whether or not a member or members of the Board or of the committee).
- The Board may retain or exclude its right to exercise the delegated powers, authorities or discretions collaterally with the committee. The Board may at any time revoke the delegation or alter any terms and conditions or discharge the committee in whole or in part.
- Board Committees are formed in order to assist the Board by providing organized and focused means to achieve Company's goals and to properly address issues.
- The Board shall constitute two committees (Audit and Nomination & Remuneration Committees) in accordance with QFMA code in this regard. The Board shall issue a decision to nominate the Chairman and members of each committee, identifying their responsibilities and duties. Each committee shall abide by its own detailed Terms of Reference.
- The Board Chairman shall not to be a member of any of the Board committees set out in this Code
- It is prohibited to chair more than one committee composed by the Board, and it is not permissible to combine the chair of the Audit Committee and the membership of any committee
- The committee's meeting shall be deemed valid if attended by its Chairman and the majority of the members. A minute shall be prepared for each meeting including the meeting discussions signed by the committee's chairman.
- Each committee shall submit an annual report to the Board including its work and recommendations
- The Board shall review and evaluate the committees' achievements, and include it in the Governance Report.

### QUALIFICATIONS & CONDITIONS

#### BOARD MEMBERSHIP

The director shall meet the following conditions :

- Age of the candidate should not be less than twenty one (21) years and has not been convicted of a crime in breach of honesty or trust, or any crime referred to in the Law.
- Without prejudice to the QCCL and with GIS's AoA provisions in this regard, it is prohibited for any one, whether in person or in capacity, neither to be a Board Chairman or a vice-chairman for more than two Companies which their headquarters located in the State, nor to be a Board director for more than three shareholding companies which their headquarters located in the State, nor to be a Managing Director in more than one Company which its headquarterd located in the State, nor to combine two memberships of two Companies exercising a homogenous activity.
- It is also prohibited to combine the position of the Chairman with any other executive position in the Company.

The qualifications below should also be considered:

- The director should possess the knowledge and skills required to provide leadership by setting the vision, principles, values and strategic plan, and to supervise management to ensure maximization of shareholder wealth.
- Expertise in international markets and managing complex businesses are considered complementary qualifications.
- The directors should be able to commit time and exert effort necessary to fulfill all Board responsibilities, including review of required reports, assessment of relevant performance, and attendance of meetings.
- Personal characteristics such as integrity, enthusiasm, strong leadership traits, ability to work as a team member, and also eagerness and commitment to work for the benefit of the Company, in line with GIS's overall vision, and the Board's Code of Conduct.

## GIS Board of Directors and Managing Director's Terms of Reference

BOARD MEMBERSHIP	
<b>NOMINATION AND TERM</b>	<ul style="list-style-type: none"> <li>▪ Directors shall be appointed for three (3) yearly renewable periods or such shorter periods (being no less than one (1) year) as the Board shall determine.</li> <li>▪ Unless determined otherwise by the General Assembly, the term of office of the Directors shall end on the date of the Annual General Assembly held on the final year of their term of office.</li> </ul>
<b>MEMBER REPLACEMENT</b>	<ul style="list-style-type: none"> <li>▪ In the case of a vacancy relating to a Director, Special Shareholder shall have the right to appoint a replacement Director (for the remaining term), to take effect upon notice of replacement being given to the Company.</li> <li>▪ In the case of a vacancy relating to an Elected Director of a natural person, the position shall be occupied by whoever gets the majority of votes from the shareholders who did not win the membership of the Board of Directors. In case of any hindrance, it shall be occupied by the next one. The new director shall complete only the period of his predecessor.</li> </ul>
<b>RESIGNATION</b>	<ul style="list-style-type: none"> <li>▪ The Board director can withdraw himself from the Board on condition that appropriate notice period is provided.</li> <li>▪ If a director is absent for three consecutive Board meetings of the BOD or four non-consecutive meetings without an excuse acceptable to the Board, he will be considered to have resigned from the position, unless acceptable documented reasons are provided to the Board through the Chairman and to be recorded and filed with the Board Secretary.</li> </ul>
<b>REMUNERATION</b>	<ul style="list-style-type: none"> <li>▪ The Board shall be paid such remuneration as may be determined by a resolution of the General Assembly.</li> </ul>

## GIS Board of Directors and Managing Director's Terms of Reference

<b>BOARD CODE OF CONDUCT</b>	
<b>ACCOUNTABILITY</b>	<ul style="list-style-type: none"> <li>▪ The Board represents the interests of shareholders by overseeing management performance on behalf of shareholders. The Board's responsibility of this oversight function includes both duty of care and duty of loyalty. The Board will be held accountable for the Company's performance and its activities as per the applicable laws and regulations.</li> <li>▪ Board director acting outside the scope of their authority (e.g. disclosing Company specific confidential information) shall be liable for Company losses suffered as a result of such unauthorized actions.</li> </ul>
<b>TRANSPARENCY</b>	<ul style="list-style-type: none"> <li>▪ Board Members follow GIS's values and act honestly and with integrity in all their dealings.</li> <li>▪ The Board directors act in good faith and in the shareholders' best interest, not in the personal interest of the Board directors, interest of family member or an organization with which the member is affiliated. The Board directors do not use their position for personal gain and should be free from any influence of conflict of interest when they participate in Board's deliberations and voting.</li> <li>▪ The Board promotes ethical behavior and encourages an open environment where Board directors and employees are encouraged to report any unethical behavior observed and not permit retaliation for reports of misconduct made in good faith.</li> <li>▪ Board directors should speak out their views independently.</li> </ul>

### BOARD CODE OF CONDUCT

#### TRANSPARENCY

- In addition to complying with the procedures and guidelines concerning Related Party Transactions, to fully discharge their duty of loyalty, all Board directors should refrain from:
  - Directly or indirectly entering into transactions with the Company. This also applies to company/ies where the Board directors or a member of his family, or a business associate or any other party closely affiliated with the Board directors, has a financial interest in such company/ies;
  - Carrying out activities which compete with the financial interests of the Company, including engaging in a competing business.
  - Usurpation of an opportunity which rightfully belongs to the Company unless the opportunity is first offered to, and rejected by the Company;
  - Apparent, likely, and actual conflict of interests. In the instance of such a conflict of interests involving a Board directors, the concerned Board directors must fully disclose the conflict, and refrain from voting on, or being present, when any matters related to the conflict are brought to a Board vote;
  - Any action which leads to granting a preferential personal loan when similar loans and loan terms are not offered generally or to its employees; and
  - Any action which constitutes an insider trading or otherwise improperly disclosing confidential Company information.
  - Any action or transaction that is not compliant with relevant laws and regulations.

### BOARD CODE OF CONDUCT

#### FAIRNESS

- Board directors always strive to deal fairly with GIS's management, shareholders, suppliers, competitors, customers, employees and other business partners. Board directors avoid taking unfair advantage of anyone through manipulation, or concealment of privileged information, misrepresentation of material facts, or any other unfair dealing practice.
- The Board directors do not use GIS's assets, labor and information for personal use unless approved as part of the compensation or reimbursement of expenses.
- Business entertainment and gifts are offered only in a commercial setting to create goodwill and sound working relationships and not to gain unfair advantage. Directors of the Board should follow the nominal amount mentioned in the GISs Code of Ethics. It should be noted that directors may not accept gifts from individuals or other entities, where such are offered, in order to influence the Board directors actions related to GIS's business activities.
- Board directors also should not offer any gift, gratuity or entertainment to any vendor, supplier, agent, partner, customer or other intended party (if not of nominal value) which could reasonably be perceived as intended to influence any business decision.

#### SUSTAINABILITY

- Board directors always use their professional experience and skills and commit adequate time and effort in order to serve GIS and secure sustainable returns to its shareholders and enhance industrial investments.
- Board directors actively promote the continuous improvement of the Company procedures and practices while adhering to its policies and standards. They also encourage achievement of knowledge at all levels to help personal and organizational success.
- Board directors protect GIS's assets, ensure their efficient use and make sure the assets are used for legitimate business purposes.



### BOARD CODE OF CONDUCT

#### CONFIDENTIALITY

- The Board directors maintain the confidentiality of all proprietary, sensitive or important information of GIS entrusted to them, except when disclosure is authorized or legally mandated.
- All non-public information of GIS is considered confidential information. Board directors who have access to confidential information will not share this information for any purpose.