

Charter of the Board of Directors

Charter's Objective:	<ul style="list-style-type: none"> The Board of Directors shall be responsible for the management of the Company and provide effective leadership to supervise the management of the business of Qatari-German Medical Devices Company (QGMD). Hereinafter referred to as "Medical"; in order to increase the market value of the company in a profitable and sustainable manner. This charter applies mainly to "Medical" Board of Directors.
Preparation Method	<ul style="list-style-type: none"> The Charter was prepared in accordance with the best practices of <i>corporate governance</i>, the <i>Commercial Companies Law</i>, the "Medical's Bylaws and the <i>Corporate Governance Regulations</i> promulgated by the Qatar Financial Markets Authority for Corporations and the legal entities listed in the main market which is issued by the Board of Directors Resolution No. 5 of 2016 and published in the Official Gazette, volume No.6 dated 15/5/2017. In case of a conflict between the Charter of the Board of Directors and the Statute, the conditions of the Statute shall be adopted. As per the Qatar Financial Markets Authority's requirements, this Charter shall be published on Medical's website after being officially authenticated. The Charter of the Board of Directors shall be read in conjunction with the Governance Manual and the Charter of the Committee emanating from the Board of Directors; as it is considered to be an integral part of the Governance Framework of Medical.
Charter's Controller ("Board of Directors")	<ul style="list-style-type: none"> The Charter may be amended by a majority of the members of the Board of Directors present at any meeting held in a proper and complete quorum provided that the proposed amendments or amendments do not contradict with Medical Bylaws (unless it is amended by virtue of an Extra-ordinary general assembly meeting) or with any of the above-mentioned laws or regulations. Any and all of the amendments shall be written down in the register of the charter and approvals (Attached is a template) to be kept with the BOD's secretary.

Charter's Articles

Meeting Place	<ul style="list-style-type: none"> The Board of Directors shall hold its meetings at the Head Office of the Company. The meeting of the Board of Directors may be held outside the Company's headquarters on a condition that the meeting shall be held in Qatar.
Number of Meetings	<ul style="list-style-type: none"> As per Medical's Bylaws, the Board of Directors shall hold at least six meetings during the fiscal year at a rate of one time every three months or whenever the need arises.
Secretary	<ul style="list-style-type: none"> The Secretary of the Board of Directors shall be appointed or dismissed by a

	<p>decision of the Board of Directors only.</p> <ul style="list-style-type: none"> • The qualifications and experience of the Secretary shall be determined in accordance with the applicable regulatory requirements and for those having at least three years of experience in managing the affairs of a listed company. • The Board of Directors shall determine the functions and remuneration of the Secretary. The Secretary shall be responsible for the preservation of the BOD's documents and the distribution of the Agenda of meetings of the Board of Directors, invitations and other documents required in addition to the distribution of minutes of meetings and decisions issued by them. • Under the supervision of the Chairman of the Board of Directors, the Secretary shall be responsible for ensuring timely access to information and coordination between members on the one hand and between the Board of Directors, stakeholders, Board members and employees on the other hand. • The Board of Directors shall have the right to obtain all the information, documents and records relating to the Company as soon as possible. The Board shall have the right to benefit from the services of the Secretary at any time. • The Secretary shall also be responsible for providing the necessary identification materials and scheduling identification sessions for the new board members. • The Secretary shall have the right to employ such persons as he deems appropriate from the employees of the Company • The Secretary shall have the right to employ such persons as he deems appropriate for the employees of the Company to facilitate the conduct of his business.
<p>Invitation to the meeting and Agenda</p>	<ul style="list-style-type: none"> • The Board of Directors shall be convened at the invitation of the Chairman of the Board of Directors or his deputy or at the request of at least two members of the Board of Directors. • The invitation shall be submitted at least one week prior to the date of the meeting. The members of the Board of Directors have the right to disregard the formalities required for the invitation and to hold the meeting upon the availability of a quorum if necessary. • Invitations may be sent by fax, regular mail or email to members. • The Board of Directors may invite the Executive Management or the employees of the Company or any third party to attend the meeting in order to obtain the required information, recommendations and clarifications. • Any member of the Board of Directors may request the inclusion of items on the agenda at any time, even if they are not mentioned in the agenda and it shall be written under the clause of "subject to any other business" that the Board may wish to discuss during the meeting on the same day.
<p>Quorum and representation</p>	<ul style="list-style-type: none"> • The Board of Directors meeting shall be valid if it is attended by at least four

	<p>members out of seven and on a condition that the Chairman and Vice-Chairman are not included therefrom.</p> <ul style="list-style-type: none"> • A proxy vote may be allowed as long as there is written proof that another member has been authorized to vote on behalf of the original member in his or her absence. • A member may represent only one other member of the meeting • The meeting of the Board of Directors may be held by telephone or by videotape through videoconferences. Participation in this manner shall be considered as personal attendance at the meeting. • Other than what is mentioned in this document, reference is made to the Company's Articles of Association and applicable regulatory bodies.
<p>Meeting Minutes and Resolutions</p>	<ul style="list-style-type: none"> • Decisions of the Board of Directors shall be taken by a majority vote of the presented members and the representatives. • In the case of equal votes, the Chairman of the Board of Directors shall have the casting vote. Objections of the members shall be recorded in the Meeting Minutes for reference or upon settlement. • The BOD may, in cases of necessity, issue some of its decisions by passing, subject to the approval of all its members, and to be presented at the next meeting of the Board for inclusion in the minutes of its meetings • The Secretary shall record the meetings of the Board of Directors in a special register and shall be signed by the Chairman of the Board of Directors and the Secretary.
<p>Structure of the Board of Directors</p>	<ul style="list-style-type: none"> • The Board of Directors consists of seven members, one of whom is appointed by Qatar Development Bank and the rest is elected by the Ordinary General Assembly by secret ballot. • A third of the members of the Board of Directors must be independent members and the majority of the members of the Board of Directors shall be non-executive members. • The Board of Directors shall elect by secret ballot its Chairman, Vice-Chairman and Managing Director for the full term of the Board. • The Chairman of the Board of Directors shall not serve as Chairman and Chief Executive Officer at the same time. • “Medical” shall adopt the definition set by Qatar Financial Markets Authority for a non-executive and independent board member or in accordance with the regulatory bodies in force at the time. • If there is a discrepancy between the definitions of the regulatory bodies in force, the most stringent and explicit requirements shall be followed

Role and Responsibilities of the Board of Directors

Governance

- Establishing committees emanating from the Board of Directors and determining their powers, duties and responsibilities.
- Election of the Chairman of the Board of Directors, Vice- Chairman of the Board of Directors, Managing Director and Secretary.
- Review and approve the organizational structure of the company and any amendments thereto.
- Approving the policies and procedures of the company and update of these policies.
- Appointing or renewing the term of appointment of the CEO who will be entrusted with supervising the performance of the Company in terms of implementing the Board's decisions, guidance and strategic guidance.
- Follow up the executive management regarding the succession plan in the company, especially for important positions.
- Identify official spokespersons on behalf of the company.
- Ensure the existence of the conflict of interest policy as well as appropriate control procedures.
- Reviewing and approving periodic financial statements and annual reports and disclosing them to shareholders.
- Inviting the shareholders to the ordinary and extraordinary general assembly meetings with all their arrangements
- Reviewing and approving the powers' list in the company (“DOA”).
- The General Assembly shall convene within four months of the end of the last financial year of the Company upon the invitation of the Board of Directors and after obtaining the necessary approvals from the regulatory authorities in the State.
- Raise the recommendations to shareholders during the ordinary and extraordinary general assembly meetings.
- Applying the annual governance report in accordance with the regulatory requirements for submission to the General Assembly.
- The Board of Directors must bear the responsibility vis-a-vis the shareholders regarding conflicts of interest, stakeholders and transactions with related parties.
- The members of the Board of Directors must adopt the principle of good faith in their actions to serve the company and the principle of transparency.

	<ul style="list-style-type: none"> • Members of the Board of Directors shall use their professional expertise and skills at all times and allocate the time and effort necessary to serve the Company's interest and to provide sustainable returns to its shareholders. • Based on the equality principle, the BOD may only provide recreational activities related to business and gifts in a commercial framework in order to promote the business reputation and to create good working relationships and not to gain an unfair advantage. • Members of the Board shall always strive to deal fairly with the management of the Company, shareholders, suppliers, competitors, customers, employees and other partners. Members shall not unfairly exploit any person through maneuvers or conceal any information or misrepresentation of material facts • All information about the Company that is not publicly available is confidential. Board of Directors' members with access to confidential information may not disclose such information for any reason.
Resolutions and Strategic Planning	<ul style="list-style-type: none"> • Working effectively to achieve the desired objectives of the implementation of the strategy of the company from all aspects of operational and investment and achieve the best returns at the lowest costs. • Supervising the management of the company • Participating in the development of new strategic plans of the company and evaluate the proposals submitted by the committees of the Board of these plans and the entry of local or external investments or the establishment or closure of branches of the company and expansion of the business activities of the company. • Reviewing and evaluating proposals for new capital investments and approving projects within the BOD's jurisdiction. • Reviewing the performance of the company, analyzing and studying the effects, indicators and major developments related to its work and directing the management accordingly. • The Board of Directors shall decide on any variables related to the commercial agents and distributors. • Studying and approving the non-approved contracts and agreements in the budget according to the specific powers of the Board of Directors. • Adopting a risk management strategy and risk tolerance level for the company and reviewing any changes to the risk/risk management strategy • Adopting the capital expenditure in accordance with the financial terms list. • Entry into loans and credit facilities of the company according to the powers of the Board of directors. • Approving the general budget of the company • Supervising the development of the company's electronic systems, programs and devices and following up the implementation of the latest

	programs, including the company's website.
Follow up and supervision	<ul style="list-style-type: none"> • Checking the problems that are submitted to the Board of Directors and following them up until the Board is satisfied that the Administration is properly solving these issues. • Supervising and carrying out legal proceedings for the company, if necessary, and appointing law firms within the limits of its powers. • Reviewing and approving the policies and procedures proposed by the executive management for the different sectors of the company, except the sectors' policies that follow other committees composed of members of the board of directors such as auditing, risks, rewards, nominations and governance. And to provide the executive management with the directives and guidelines that should be followed in the formulation of these policies in line with the objectives of the company and it includes updating policies in line with the company's strategy and objectives in the short, medium and long term. • Ensuring that all activities of the company are compatible with the current licenses and the statutes and make amendments to the company's Articles of Association when necessary. • Ensuring the application of internal control system for the company, including internal audit, discipline, follow-up, risk management and financial control. • Approving the recruitment of consultants, expert houses and external suppliers.
Performance Evaluation	<ul style="list-style-type: none"> • Reviewing the activities and performance of committees emanating from the Board of Directors and evaluating and approving them at least once a year. • Working and supervising the company's annual evaluation, executive management and evaluation of the board. • Adoption of monetary incentive programs.
General Authorities/Powers	<ul style="list-style-type: none"> • The Board of Directors shall at any time authorize the Chairman of the Board of Directors or his representative to perform any of the above-mentioned tasks. • The Board of Directors shall have all other rights and responsibilities under the Commercial Companies Law and the Corporate Governance Regulations issued by Qatar Financial Markets Authority or any applicable regulatory authority which are not mentioned in this document. • The Board of Directors may amend the Charter whenever necessary.

Duties of the Chairman of the Board

- The President is the Chairman of the Company and represents it before others. He is the first responsible for the good management of the Company in an effective and productive manner and in the interest of the Company, its partners, shareholders and other stakeholders.
- Ensuring that the Board of Directors discusses all the main issues effectively and in a timely manner.
- Approving the agenda of the meeting of the Board of Directors, taking into account any issue raised by any member of the Board of Directors.
- Encouraging members of the Board of Directors to participate collectively and effectively in the management of the affairs of the Council to ensure that the BOD's responsibilities in the interests of the company.
- To make available all data, information, documents and records of the company, the board and its committees to the members of the board of directors.
- Find channels of actual communication with shareholders and work on delivering their views to the Board.
- To allow non-executive board members to participate effectively and encourage constructive relationships between executive and non-executive board members.
- Keep members regularly informed of the implementation of the provisions of the Corporate Governance Regulations issued by Qatar Financial Markets Authority and the applicable regulatory bodies.
- The Chairman may delegate other members of the Board in some of his powers/authorities. The Vice-Chairman shall replace the Chairman in his absence and the Chairman may delegate other members of the Board in some of his powers/authorities.

Duties of the Managing Director

- Provide necessary support to the Chairman of the Board to manage Board meetings and deal effectively with the issues on the agenda
- Supervising the CEO and providing the necessary guidance to achieve the Company's strategy approved by the Board of Directors.
- Supervising the implementation of the Board of Directors' decisions according to the company's objectives and the Company's strategy approved by the Board of Directors.
- Supervising the implementation of strategic initiatives and investments within the limits of the powers granted by the Board of Directors.
- Signing correspondence, reports, contracts and other documents on behalf of the company.
- Approving investments, credit facilities and expenses within the limits granted by the Board of Directors.
- Monitoring the performance of the company based on the latest developments provided by the CEO and makes the necessary recommendations in support of the plans adopted by the Board of Directors.
- Participation in various committees emanating from the board of directors.
- Supporting the Chairman of the Board of Directors in supervising the Company's affairs and corporate governance as well as overseeing the annual agendas.
- Supporting the Chairman of the Board of Directors and the Board of Directors to ensure positive and fruitful relations between the company, the media, ministries, regulatory bodies and other organizations.
- Any other responsibilities assigned to him by the Chairman of the board of directors.

Membership of the Board of Directors

Qualifications and conditions	<ul style="list-style-type: none"> • The qualifications of the members shall be considered based on the Company's Articles of Association, the Commercial Companies Law, the Corporate Governance Regulations issued by Qatar Financial Market Authority and all other regulatory bodies and regulations. • In the case of an independent member, sufficient competence and experience in the field of the company's activity (manufacturing and trade in medical devices and supplies) and obtaining a university degree must be provided.
Nomination and Term of Membership	<ul style="list-style-type: none"> • The Board of Directors shall determine clear nomination procedures under the administration of the Committee on Remuneration and Nominations • The Nominations Committee shall review the names of the candidates (whether elected/appointed) and submit their recommendations to the Board of Directors. The Board shall then submit the curriculum vitae of the candidate and the recommendations to the General Assembly for final approval. • Members of the Board shall be elected for a term of three years and can be renewed.
Appointment of members	<ul style="list-style-type: none"> • If the position of a member of the Board of Directors becomes vacant, it shall be occupied by whoever holds the most votes from the shareholders who have not yet become members of the Board of Directors, and if he cannot, the next one shall occupy it and the new member will complete the duration of his predecessor only. • If the vacant positions reach a quarter of the original positions or fewer than five members, the Board of Directors shall invite the General Assembly to meet within two months from the date of the vacancy of vacant positions.
Resignation of members	<ul style="list-style-type: none"> • If a member of the Board of Directors fails to attend three consecutive meetings or four non-consecutive meetings without an excuse acceptable to the Board, he shall be deemed resigned. • A board member may resign from the Board provided that the appropriate time and conditions are agreed with the Chairman of the Board.

Emanating Committees

- The committees emanating from the Board of Directors constitute specific and organized means to achieve the objectives of the and to settle issues in a timely and effective manner. Accordingly, the Company has formed the Executive Committee, the Audit Committee and the Nomination and Remuneration Committee in accordance with the best governance practices and governance guidelines issued by Qatar Financial Markets Authority and local Governance Regulations.
- The Board of Directors may delegate any of its powers and discretionary powers (with the power of sub-delegation) to a committee consisting of at least two members (whether such person is a member of the Board of Directors or

not).

- The Board of Directors may retain or waive its right to exercise delegated powers, authorities or authorities in conjunction with the Committee. The Board of Directors may also cancel this authorization or modify its terms and conditions or exempt the Committee from some or all of its functions at any time. Where the incorporation rule is mentioned, referring to the exercise of the powers of the Board of Directors or certain discretionary authorities (Including, but not limited to: the authority to pay fees, wages, expenses, pension funds and other benefits) and the Board of Directors has delegated these powers or discretionary powers to a committee, This provision shall be construed as authorizing the exercise of such powers or discretion.
- Each committee has its own detailed charter. Committees emanating from the Board of Directors shall submit reports on their procedures, deliberations and decisions to the Board of Directors on a regular basis.

Prepared By	Approved By	Date of Approval	Signature
Mai Al- Baroudi	Hamad Khamis Al-Kubaisi (authorized by BOD)		
Secretary of the Board	Chairman of the Board		