

Announcement for the Nominations Opening for Membership of the Board of Directors of

Zad Holding Company Q.P.S.C.

Esteemed Shareholders, Based on the Companies Law No. (11) of 2015, as amended by Law No. (8) of 2021 amending some of its provisions, and the Code of Governance for Companies Listed on the Main and Second Markets issued by the Board of Directors of the Qatar Financial Markets Authority Resolution No. (5) of 2025, and the Company's Articles of Association, please be informed that it has been decided to open nominations for memberships in the Company's Board of Directors for the three years (2026, 2027, 2028).

Please note that nominations will be open for a period of 15 days, starting from the morning of Wednesday, 25/02/2026 until Thursday 12/03/2026 at 3:00 pm (The Nomination Period). Every person/ shareholder who meets the nomination conditions and wishes to run for membership on the Board of Directors of Zad Holding Company Q.P.S.C. for the new term (2026 - 2027) shall collect, fill out and submit the nomination application available at the Company's main headquarters located in the Doha Port Area or obtain it from the Company's website. Anyone who wishes to apply shall have the right to submit the form and all the documents required by the Company electronically or in paper format.

The applicant whose application has been rejected shall have the right to submit a complaint to the Company and then to the Authority in accordance with the procedures outlined in the Complaints Rules and Procedures issued by Resolution No. (6) of 2009 of the Board of Directors of the Qatar Financial Markets Authority, amended by Resolution No. (2) of 2018.

Terms of Membership on the Company's Board of Directors

1. The Board member shall be at least twenty-one years of age and fully competent.
2. He/she shall not have been previously convicted of a criminal offense, or of a crime involving moral turpitude or dishonesty, or of any of the crimes referred to in Article (40) of Law No. (8) of 2012 regarding the Qatar Financial Markets Authority, or Articles (334) and (335) of Law No. (11) of 2015 promulgating the Commercial Companies Law, or be prohibited from engaging in any work in entities subject to the Authority's oversight pursuant to Article (35, Paragraph 12) of the referenced Law No. (8) of 2012. He/she shall provide the Authority with a criminal record certificate (Certificate of Good Conduct) proving this.
3. He/she shall be a shareholder and owner of one million shares in the Company as specified in the Articles of Association, which shall be deposited with the depository within sixty days from the date of the commencement of membership and remain in the depository until the end of membership and the approval of the budget for the last financial year. These shares shall not be subject to negotiation, mortgage, or seizure. Independent members and members representing employees of the Company shall be exempt from the requirement to contribute or own Company shares as stipulated in this clause.
4. The member shall not have previously been declared bankrupt, unless he has been rehabilitated, or defaulted on his debts, caused losses to financial institutions, been previously dismissed, or has any conflict of interest affecting his/her impartiality and independence.
5. All members of the Board, or their representatives, shall have university qualifications or equivalent qualifications or experience, and shall possess diverse and appropriate competencies and skills, both individually and collectively, to perform their assigned roles professionally, effectively, and comprehensively. The Board shall determine the conditions, qualifications, and experience required for members to undertake such roles.

6. The Board shall include members from a wide spectrum of specializations and skills, so that they collectively possess appropriate knowledge and experience for all the Company's activities, strategic planning, communication, governance, risk management, and internal control. This is in addition to an understanding of local, regional, and international economic developments, as well as the legal and regulatory environment.
7. When appointing its members and various committees, the Board shall ensure their eligibility for these positions and their ability to devote the time and effort necessary to fulfill their responsibilities.
8. Combining the chairmanship of the Board with any executive position within the Company shall be prohibited, and the Chairman shall not be a member of any of the Board committees stipulated in this Code.
9. The term of an independent member shall not exceed two rotating Board terms.

If a Board member fails to fulfill his/her responsibilities or a conflict of interest is identified that affects his/her independence, the Board of Directors shall take the necessary legal action, including the possibility of revoking his/her membership and nominating a replacement. Additionally, if a Board member no longer meets any of the qualifications listed hereinabove, his/her membership status will lapse from the date he/she has stopped meeting that qualification.

Conditions of Independence according to the Provisions of Article No. (1) of the Code of Governance for Listed Companies: A natural person who enjoys complete independence from the Company, thus enabling him to make appropriate decisions with impartiality. This independence is achieved by meeting the following minimum criteria:

1. Neither he/she nor any of his/her First-degree Relatives own, directly or indirectly, any of the Company's shares, nor are any of them major shareholders in any of the Company's affiliated companies.
2. Neither he/she nor any of his/her First-degree Relatives are members of a group or association of natural or legal persons exercising control over the Company.
3. Neither he/she nor any of his/her First-degree Relatives, nor the companies they own, have any contractual relationship, or any direct or indirect interest in the Company, including receiving any salary or material benefit from the Company that might affect their ability to make independent decisions (with the exception of remuneration and allowances received for membership on the board).
4. He/she shall not work or hold shares in an organization that provides the Company with advisory or professional services, such as external auditing, outsourcing, or other services, whether in his/her personal capacity or through a First-degree Relative. Moreover, neither he/she nor any of his/her First-degree Relatives shall have any direct or indirect interest in, or be a party to, contracts, projects, or engagements conducted by the Company.
5. He/she shall not be a first-degree relative of any member of the Board or the Company's senior executive management.
6. He/she or any of his/her First-degree Relatives shall not work and shall not have worked for the Company during the previous five years.
7. He/she shall have a university degree and at least five years of relevant financial or specialized corporate business experience.
8. The term of membership for an Independent Member shall not exceed two rotating terms on the Board.

Documents Required for Nomination:

First: Natural Person (Individual Candidates):

1. Application for candidacy, after completing the forms and signing the acknowledgements and undertakings.
2. Proof of identity of the candidate (ID card for Qataris, passport for non-Qataris).
3. A valid Certificate of Good Conduct in accordance with the requirements in the Code.
4. The candidate's financial credit report issued by the Qatar Credit Bureau.
5. A recent certificate of ownership of membership guarantee shares for nonindependent candidates and for those not representing the staff of the Company; or the candidate's acknowledgement that the certificate has been deposited with the depository within the legally specified timeframe.
6. The candidate's undertaking that he/she shall not combine the positions in compliance with the requirements of the Corporate Governance Code.
7. A detailed and up-to-date CV for the candidate.

Second: Legal Person/ Entity:

All the previous documents for individual candidates shall be provided, in addition to the following documents:

1. Application for nomination for a legal entity, after completing the forms and signing the acknowledgements and undertakings.
2. Request for the nomination of an individual by an elected legal person on the Board (Form No. 5).
3. A copy of the legal entity's valid commercial register or its equivalent.
4. The registration card of the legal entity's establishment.
5. A recent certificate of the legal entity's ownership of membership guarantee shares for non-independent candidates and for those not representing the staff of the Company; or the candidate's acknowledgement that the certificate has been deposited with the depository within the legally specified timeframe.
6. A credit bureau report for the candidates.
7. A recent certificate of share ownership for the legal entity's representative (if applicable).
8. An undertaking by the legal entity's representative that he/she shall not combine the positions in compliance with the requirements of the Corporate Governance Code.
9. A valid Certificate of Good Conduct for the legal entity's representative in accordance with the requirements of the Code.
10. Proof of identity for the legal entity's representative (ID card for Qataris, passport for non-Qataris).
11. A detailed and up-to-date CV for the legal entity's representative.
12. The form for determining the beneficial owner of the legal person (Form No. (7))