

Announcement of opening the nomination for the membership of Medicare Group's Board of Director for the next term (2024-2026)



In accordance with the Commercial Companies Law No. (11) of 2015, amended by Law No. (8) of 2021 amending some of its provisions, and the Governance Code for Companies & Legal Entities Listed on the Main Market that issued pursuant to Resolution No. (5) of 2016 of the Qatar Financial Markets Authority's Board of Directors, and the company's Article of Association, Medicare Group's Board of Directors (Q.P.S.C.) is pleased to announce the opening of nominations for membership in the Company's Board of Directors for the next term for a period of three-year (2024-2026) in order to elect nine members, including three independent members and six non-independent members. The nomination period will be open for five working days, starting from 08:00 AM on Sunday, February 11, 2024 until the end of the company's official working hours at 05:00 PM on Thursday, February 15, 2024, "the nomination period."

Any eligible person/shareholder who meets the nomination conditions (general and special conditions) and willing to apply for membership in the company's Board of Directors for the new term (2024-2026) must collect, complete and present the nomination application, which can be obtained from the company's main headquarters in the Wadi Al-Sail area - Ahmed Bin Ali Street - Al-Ahli Hospital Building - Block (B) - Secretary of the Board of Directors Office. The application can also be downloaded from the company's website www.medicare.com.qa or requesting it via the following email address goraish@ahlihospital.com. The original nomination applications shall be delivered to the company's headquarters after filling it out, signing it and attaching all the required documents. Any nomination applications submitted after the end of the nomination period will not be accepted under any circumstances.

Nomination conditions for membership in the Board of Directors

First: General conditions for nomination (Must be met by all candidates, whether for the Independent members category or Non-independent members category):-

1. The age of the natural person or the representative of a legal entity, must not be less than twenty-one years old, and he must have full capacity.
2. Never have been sentenced to criminal penalty, or a crime against honor or integrity, or any of the crimes stipulated in articles (334) and (335) of Commercial Companies Law No. (11) of 2015 or in Article (40) of the Qatar Financial Markets Authority Law No. (8) of 2012, and have not been prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35/ paragraph 12) of law No. (8) of 2012 referred to, and have not been ruled bankrupt, unless been rehabilitated.
3. The candidate (whether a natural person, a legal person or the representative of the legal entity) must not be a member of the board of directors in more than three companies with their principal offices in the State, nor to be a chairman or vice chairman of the board of directors in more than two companies with their principal office in the State, nor to be a managing director of more than one company with its principal office in the State, nor to combine two memberships of two companies exercising a homogenous activity.
4. The natural person or the representative of a legal entity must have diverse and appropriate qualifications, experiences, and skills at the individual and collective levels to perform the role assigned to the board members in a professional, effective, and integrated manner.
5. Must meet the nomination conditions and requirements for the category he is nominated for (Independent member category or Non-independent member category).
6. Must submit the required documents mentioned in the table below, according to the type of candidate (natural/legal person) and the category of candidacy (Independent member category/Non-independent member category).

Second: Special conditions for candidacy for the category of Non-independent members seats (six seats):

1. A shareholder and owner of 0,25% at least of the company's shares (703,603 shares -Seven Hundred and Three Thousand Six Hundred and Two shares) which shall be deposited to the depository or in an accredited bank within sixty (60) days from the commencement of the membership. Such shares shall continue to be deposited and may not be traded, mortgaged or seizures until the end of the membership period and approve of the budget of the last financial year during which the board member undertook his business.

Third: Special conditions for candidacy for the category of Independent members seats (3 seats):

1. Must not be a shareholder or owner of shares in the company.
2. Must not be a representative of a legal person that owns at least (5%) of shares of the company or any company of its group.
3. Has not been one of senior executive management of the company or any company of its group during the year preceding Board election.
4. Must not have a first degree relationship with any member of the Board of Directors or senior executive management of the company or any company of its group.
5. Must not be a Board member of any company within the company group.
6. Must not be an employee, during the two year preceding Board election, at any of the parties associated with the company or any of its group such as external auditors, and main suppliers, and must not had controlling shares in any such party during the two years preceding the Board election.
7. Must not have directly or indirectly, any dealings with the company or any company of its group during the two years preceding Board election.

The required documents mentioned in the table below, according to the type of candidate (natural/legal person) and the category of candidacy (Independent members category/Non-independent members category)

Required document	For Natural person	For Legal person	
		Legal person	Representative of the legal person
(Form No. 1): Application for the nomination of the natural person for the category of Independent members seats, including the required declarations and undertakings	✓		
(Form No. 2): Application for the nomination of the natural person for the category of Non-independent members seats, including the required declarations and undertakings	✓		
(Form No. 3): Application for the nomination of the legal person for the category of Non-independent members seats, including the required declarations and undertakings		✓	
(Form No. 4): Information of the representative of the legal person nominated for the category of Non-independent members seats, including the required declarations and undertakings from the representative			✓
A letter issued by the legal person nominating its representative as a member of the Board in the event of winning membership (signed by the authorized signatory and stamped with the entity's seal)		✓	
Good Conduct certificate valid upon submission or the candidate's undertaking of submitting it immediately upon announcing his win for membership	✓		✓
A recent shareholder account statement showing ownership of the membership guarantee shares, and the candidate's undertaking of depositing it with the depository within sixty days from the date of the commencement of membership (this condition only applies to the candidate for the Non-independent member category)	✓	✓	
Declaration not to combine positions that are prohibited by law and Governance Code	✓	✓	✓
Non conflict of interest Declaration	✓		✓
Independence declaration and undertaking (this condition only applies to the candidate for the Independent member category)	✓		
General undertaking	✓		✓
A copy of the candidate's identity (ID card for Qataris, passport for Non-Qataris)	✓		✓
A valid copy of the Commercial Registration (CR) or its equivalent and the Establishment Card for the legal person.		✓	
A detailed and up-to-date CV	✓		✓

Notes:-

- Nomination applications must be submitted during the company's official working hours (08:00 AM – 05:00 PM) starting from Sunday, February 11, 2024 until the end of the company's official working hours on Thursday, February 15, 2024.
- Any applications submitted after the end of the nomination period will not be accepted under any circumstances.
- The original nomination application must be submitted after filling it out and signing it, along with all the required documents, to the company's main headquarters in Wadi Al-Sail area - Ahmed Bin Ali Street - Al-Ahli Hospital Building - Block (B) - Secretary of the Board of Directors Office.
- The voting process to elect the Board of Directors members will take place during the company's ordinary general assembly meeting, which will be held during the first four months of 2024.
- The voting process to elect the Board of Directors members will be conducted by the General Assembly by secret ballot and according to the cumulative voting method. A vote will be held for the category of Independent members and another vote for the category of Non-independent members.
- The company will disclose to shareholders through the Qatar Stock Exchange website and the company's website the final list of names of candidates who meet the conditions for candidacy for membership in the Board of Directors.
- During the company's General Assembly meeting that is considering the matter of electing the Board of Directors members, the company will provide the final list of the names of the candidates in addition to information about their qualifications and academic and practical experience based on their CVs.
- For inquiries or more information, please call the following numbers: 44898453

Abdullah Bin Thani Bin Abdullah Al Thani
Chairman of Board of Directors