ANNUAL REPORT 2021

Qatar Aluminium Manufacturing Company

QAMCO

شركة قطر لصناعة الألمنيوم

Qatar Aluminium Manufacturing Company

DISCLAIMER

The company in which Qatar Aluminium Manufacturing Company Q.P.S.C. directly owns investment is a separate entity. In this annual report, "QAMCO" and "the Company" is used for convenience in reference to Qatar Aluminium Manufacturing Company Q.P.S.C.

This annual report may contain forward-looking statements concerning the financial condition, results of operations and businesses of Qatar Aluminium Manufacturing Company Q.P.S.C. All statements other than statements of historical fact are deemed to be forward-looking statements, being statements on future expectations that are based on current expectations and assumptions, and involve known and unknown risks and uncertainties that could cause actual results, operations and business performance or events impacting the Company to differ materially from those expressed or as may be inferred from these statements.

There are a number of factors that could affect the realisation of these forward-looking statements such as: (a) price fluctuations in commodity markets, (b) changes in demand or market conditions for the products, (c) loss of market share and industry competition, (d) environmental risks and natural disasters, (e) changes in legislative, fiscal and regulatory conditions, (f) changes in economic and financial market conditions and (g) political risks. As such, results could differ substantially from those stated, or as may be inferred from the forward-looking statements contained herein. All forward-looking statements contained in this report are made as of the date of this document.

Qatar Aluminium Manufacturing Company Q.P.S.C., its Directors, officers, advisors, contractors and agents shall not be liable in any way for any costs, losses or other detrimental effects resulting or arising from the use of or reliance by any party on any forward-looking statement and / or other material contained herein. Qatar Aluminium Manufacturing Company Q.P.S.C. and its joint venture are further in no way obliged to update or publish revisions to any forward-looking statement or any other material contained herein which may or may not be known to have changed or to be inaccurate as a result of new information, future events or any reason whatsoever. Qatar Aluminium Manufacturing Company Q.P.S.C. does not guarantee the accuracy of the historical statements contained herein.

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"Operational excellence remained central, while capturing benefits of strong market dynamics"

MISSION

QAMCO is committed to be a high-value partner delivering high quality innovative products while meeting our obligations to the community and the environment through environmentally responsible processing solutions.

VISION

QAMCO aims to be globally recognized as a world-class provider of high quality cast house products and foundry alloys with the environmental consideration to sustain growth through its growth-driven assets that generates profitable returns and creates value for its shareholders.

CONTENTS

His Highness

Sheikh Tamim bin Hamad Al Thani

The Amir of the State of Qatar

His Highness

Sheikh Hamad bin Khalifa Al Thani

The Father Amir

BOARD OF DIRECTORS

Mr. Abdulrahman Ahmad Al-Shaibi
Chairman

Mr. Ahmad Saeed Al-Amoodi
Vice Chairman

Mr. Nabeel Mohammed Al-Buenain
Board member

Mr. Mohammed Essa Al-Mannai
Board member

Mr. Mohammed Jaber Al-Sulaiti
Board member

Mr. Khalid Mohammed Laram
Board member

LETTER FROM THE CHAIRMAN

LETTER FROM THE CHAIRMAN

"While macro-conditions were buoyant, we continued to rely on our core business values"

Dear Shareholders,

I am delighted to present 2021 Annual Report of Qatar Aluminium Manufacturing Company Q.P.S.C. (QAMCO or the Company), a 50% joint venture partner in Qatar Aluminium Limited (Qatalum or the JV), one of the most efficient and low cost aluminium smelters globally, producing primary aluminium products.

I take this opportunity to thank my fellow Board Members, management and employees of the Company and its joint venture for delivering a strong financial and operational performance for the year 2021. I would also especially thank our shareholders for their continued trust and support.

Macroeconomic environment supporting improved performance

The main highlight of 2021 was a sequential macroeconomic recovery, which led to a solid primary aluminium demand coupled with supply constraints, resulting in strong price trajectories for primary aluminium.

Our core strategies and objectives

While macroeconomic sentiments remained positive, QAMCO's JV continued to focus on operational excellence, safety, growth and sustainability. Operational excellence was mainly driven by continuous optimization of our processes, improved reliability and enhanced asset integrity. On sustainability front, our JV continued to limit the environmental impacts of its businesses, while enhancing energy efficiency and conservation measures.

Our funding strategy at the JV level would continue to support us in our continued progress in building shareholder value and would enable sustainable payouts, while safeguarding us in case of any future unprecedented external calamities.

Going forward, QAMCO's JV will remain focused on its five-year strategic plan and is poised to strengthen its market position, while relentlessly working to enhance shareholder value, with a strategic intent to remain a cost competitive aluminum producer, while operational excellence coupled with higher safety and environmental standards remains a key to success.

LETTER FROM THE CHAIRMAN

Financial results

During the year 2021, QAMCO reported a better set of financial results than previous years, largely on account of higher realized LME prices. For its third financial year ended on 31st December 2021, the Company reported a net profit of QR 835 million, resulting in an earnings per share of QR 0.15.

Creating shareholder value

From the date of QAMCO's incorporation, the Company have paid a total of QR 362 million in form of dividends, despite challenging business environment in the previous years, equating to a payout of QR 0.065 per share.

Given the current short to medium-term market outlook coupled with funding needs, and CAPEX program planned for the upcoming years, the Board of Directors propose to pay a total annual dividend distribution for the year ended 31 December 2021 of QR 446 million, equivalent to a payout of QR 0.08 per share, representing a payout ratio of 53%.

Conclusion

On behalf of the Board of Directors, I would like to express my deep gratitude to His Highness the Amir, Sheikh Tamim Bin Hamad Al-Thani, for his inspired leadership, unwavering efforts and continued support and guidance in promoting Qatar's industrial sector. His Highness is the driving force behind Qatar's growth into a modern, advanced society dedicated to sustainable social, economic and environmental development. As a proud Qatari company, QAMCO is fully committed to supporting the national vision.

I am confident that my fellow Board members and senior management of the joint venture are well prepared for the year ahead. No doubt there will be new opportunities and new challenges, and much work will be required as we look forward to realizing our strategic goals. Finally, I would especially thank our shareholders for their continued trust and support.

BOARD OF DIRECTORS' REVIEW

BOARD OF DIRECTORS' REVIEW

"Significant recovery in aluminium industry resulted in a strong set of results, while achieving excellence in terms of efficiency gains, flexibility of operations and an in-depth focus on HSE remained core priorities for future value creation"

The Board of Directors is pleased to present its annual review of the financial and operational performance of QAMCO for the year ended 31 December 2021.

Our strategy

Our base case strategy at the JV level has centered around achieving operational excellence and build a robust, competent and sustainable organization. This has been achieved by expanding our position as a strategic supplier of high-quality primary aluminium products, while operating at world-class HSE levels. Moreover, optimization efforts - particularly in operating cost management - will continue until the JV achieves its full potential.

Macroeconomic conditions

During 2021 prices of aluminium demonstrated strength on the back of renewed global demand, with sectors such as construction and automotive industries witnessing a rebound, as global economies sequentially recovered on the back of market reopening with successful ongoing vaccination drive. Also, with aluminium being a key input for electric vehicles (EVs), wind turbines and solar power, bringing an additional layer of long-term demand for primary aluminium.

On supply side, power crisis in major markets, along with decarbonization linked output cuts, remained evident since the start of the year, and led to a significant aluminium capacity curtailment aiding accelerated inventory draws.

On overall basis, as demand remained buoyant, with supply deficits along with lower inventory levels, have sent primary aluminium prices to a multi-year high and led to improved margins for efficient producers.

Our competitive strengths

Being cost competitive aluminium smelters, QAMCO's JV has successfully delivered on output efficiency with its technologically advanced facilities, coupled with assured long term feedstock supply and an intense HSE compliance.

BOARD OF DIRECTORS' REVIEW

QAMCO JV's global marketing partnership with the other JV partner, provided access to strategically important markets, which makes the Company more competitive in comparison to other international players, despite supply chain challenges which remained evident throughout the year. In addition, the JV is capable of fast transitioning its product mix in line with market conditions, which provides an additional layer of flexibility to the JV in terms of production process and supply chain management, while ensuring products are produced and sold in line the market demand.

These competitive strengths have remained pivotal in enabling QAMCO's JV to improve its operating asset base along with a strong cash position.

Health, Safety and Environment (HSE) realizations

Focusing on health and safety standards by ensuring process safety remains a core value for the Company. QAMCO's JV progressed throughout the year towards its HSE goal of ensuring all workplaces are safe for everyone.

Workplace safety delivered steadfast production targets as per the plan, while Company's JV rolled-out a successful vaccination campaign for majority of its workforce. Other key HSE achievements during the year included, no recordable heat related incidents were recorded; delivering the best safety performance in the aluminium industry; and achieve a target of becoming most efficient energy consumer.

The JV's strategy has been designed to persistently enhance its existing HSE standards. While working to retain leading HSE position in the region, JV has a strategy to benchmark its HSE program with Aluminium Stewardship Initiatives, while aiming to deliver continued operational excellence.

Lower carbon footprints

QAMCO's JV has been successful in maintaining lowest carbon footprints compared to industry standard in terms of CO2 per metric tonnes of aluminium produced through gaining advantage for use of natural gas, as its source of energy compared to other types of fuel such as coal and oil. Nevertheless, JV's carbon footprints are marginally higher than smelters which uses renewable energy, such as hydropower or solar energy.

With technological enhancements, QAMCO JV is continuously improving its energy generation efficiency from natural gas feedstock, while realizing lower carbon footprints. During the year, QAMCO's JV signed an agreement with General Electric to provide five Advanced Gas Path (AGP) upgrade sets to generate more sustainable and secure power, coupled with reducing carbon dioxide emissions.

Achieving cost efficiencies and output optimization

QAMCO JV's focused approach on furthering cost optimization and efficiency targets through its in-house "Qatalum Improvement Program (QIP)" since 2015 has enabled the JV to cement its positioning as cost competitive aluminium producers, without compromising its safety and operational excellence.

BOARD OF DIRECTORS' REVIEW

Continued implementation of QIP during the year resulted in cost savings in line with defined annual targets. During the year, with the roll-out of innovative AGP project, it is expected that JV's power output would enhance and improve overall plant efficiency, while increasing the availability of gas turbines and lowering operational expenses by increasing the interval between their planned maintenance cycles. Also, QAMCO's JV successfully produced larger carbon anodes to enable improved amperage, thus improving overall production capabilities.

Selling and marketing activities

Supply chain challenges remained evident throughout the year. However, QAMCO JV's strategic partnership on marketing and distribution of JV's products, not only gave the JV a greater access to global markets, but also provided continued support in steering through currently prevailing supply chain challenges with optimal costs, while ensuring robust volumes and business continuity.

Financial and operational performance

QAMCO recorded a net profit of QR 835 million for the year ended 31 December 2021, as compared to QR 95 million for last year, with an earnings per share (EPS) of QR 0.15 for the current year versus QR 0.017 for last year.

Share of JV's revenue increased by 42% to reach QR 3.1 billion as compared to QR 2.2 billion for last year. EBITDA increased by 106% and reached QR 1.4 billion for 2021 as compared to QR 667 million for last year.

QAMCO's improved financial results for the financial year 2021 in comparison to last year, was largely attributed to an overall growth in average realized selling prices which increased by 42% during the current year versus last year, and contributed QR 932 million positively towards net earnings of QAMCO for the year ended 31 December 2021 as compared to last year.

Production activity remained stable with volumes marginally increased by 1% during the current year, as compared to last year. Sales volumes slightly declined by 0.4% reflecting timing of shipments, consequently contributed QR 11 million negatively to QAMCO's net profits for the current year versus 2020. Although sales volumes were slightly lower than last year, QAMCO's JV remained successful in selling higher value-added products (VAP), while sales of standard ingots remained minimal during the current year. This production shift since latter part of last year has positively supported margins' evolution for the JV.

JV's cost of goods sold for the financial year 2021 was higher compared to last year, mainly on account of higher raw material costs, partially offset by favorable inventory movements and cost optimization initiatives. On overall basis, increase in cost of goods sold contributed QR 179 million negatively to QAMCO's net profits for the financial year 2021 versus last year.

Finance cost for the current year witnessed a decline of 32% versus last year, on account of decline in interest rates and absence of unamortized portion of financing cost being written-off last year. The decline in finance cost contributed QR 33 million positively to QAMCO's net earnings for the financial year 2021 in comparison to 2020.

BOARD OF DIRECTORS' REVIEW

Financial position

QAMCO's financial position strengthened on account of higher realized selling prices by the JV, and supported in boosting liquidity position at the end of 31 December 2021, with cash and bank balances (including proportionate share of cash and bank balances of the joint venture) amounting to QR 1.5 billion. During the year, the Company's JV generated positive share of operating cash flows of QR 917 million, with a share of free cash flows of QR 693 million.

CAPEX updates

QAMCO's JV continue to reline 3rd generation of pots and replace fluewalls to ensure sustainable operations, while minimization the risk for disruption in production. During the year, QAMCO JV incurred QR 224 million (QAMCO's share) on account of CAPEX outlays, which included routine operations, such as pot relining and other maintenance pertaining to power plant and anode plant.

Proposed Dividend Distribution

The Board of Directors proposes an annual dividend distribution for the year ended 31 December 2021 amounting to QR 446 million, equivalent to QR 0.08 per share, representing a payout ratio of 53%, and a dividend yield of 4.4% based on year-end's closing share price.

Conclusion

The Board of Directors expresses its gratitude to H.E. Mr. Saad Sherida Al-Kaabi, Minister of State for Energy Affairs, for his vision and leadership, and to the senior management team of our joint venture for their hard work, commitment and dedication. We would also like to thank our esteemed shareholders for their greater reliance and trust in us.

QAMCO AT A GLANCE

QAMCO AT A GLANCE

Overview

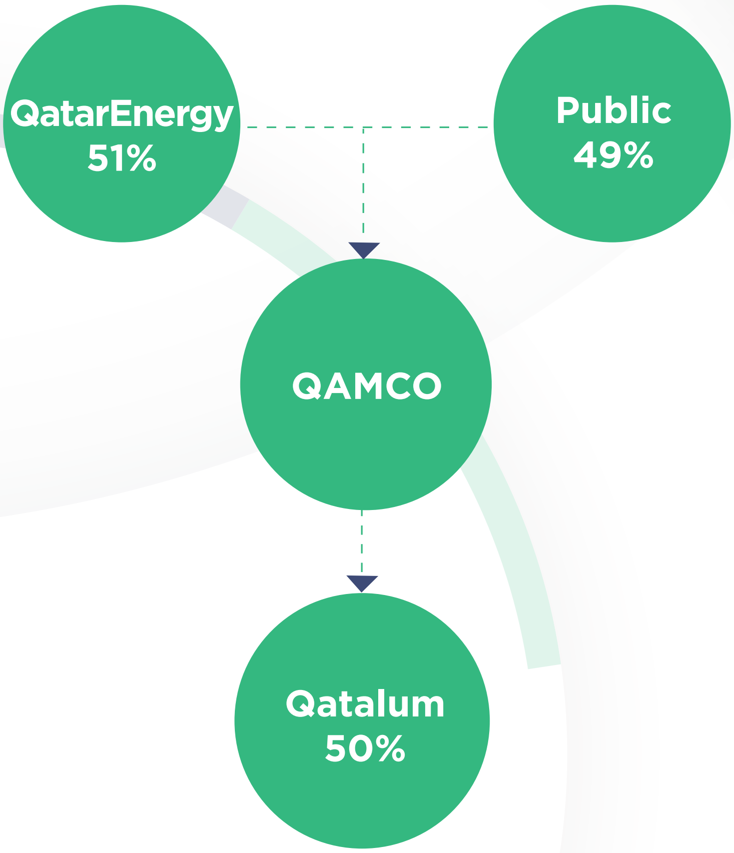
Qatar Aluminium Manufacturing Company Q.P.S.C. (QAMCO or the Company) was incorporated as a Qatari joint stock company on December 3, 2018. Its registered office is P.O. Box 3212, Doha, State of Qatar. Through its 50% owned joint venture Qatar Aluminium Limited Q.S.C. (Qatalum or the JV), QAMCO operates in the manufacturing and distribution of aluminium products produced by its smelter located in Mesaieed Industrial City.

Incorporated as a joint venture in 2007, Qatalum is currently owned by QAMCO (50%) and Hydro Aluminium Qatalum Holding B.V. (50%).

Head office functions and management structure

QatarEnergy, QAMCO's largest shareholder, provides head office functions for the Company through a comprehensive services agreement. The operations of the Company's joint venture remain independently managed by its Boards of Directors and senior management team.

Ownership structure

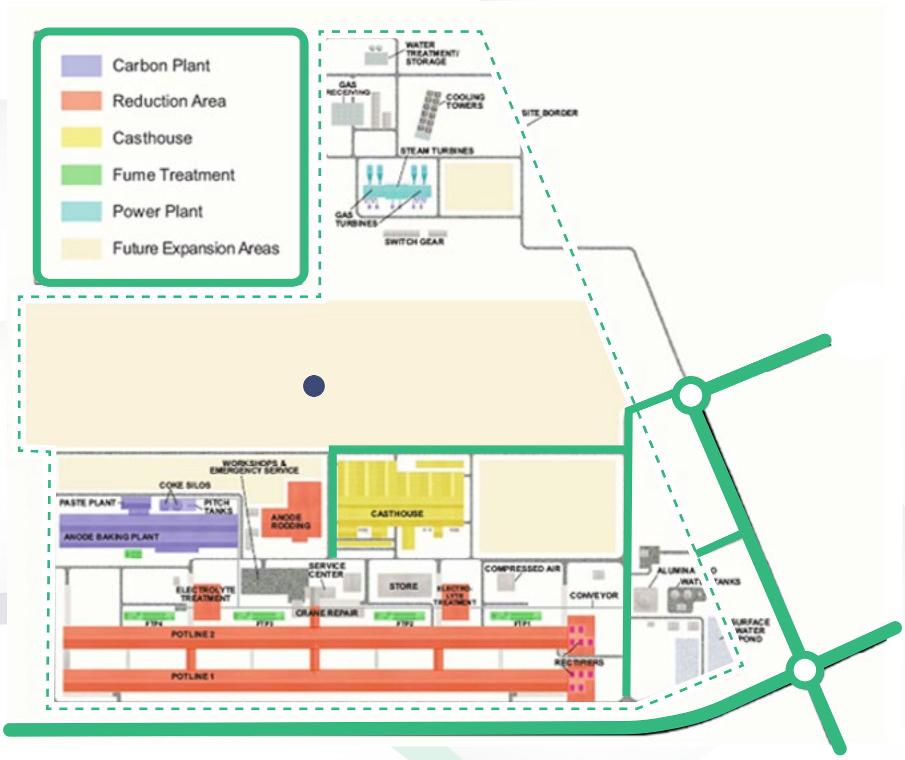


QAMCO AT A GLANCE

Production facilities

Qatalum's main operational facilities include:

- Reduction Plant
- Carbon Plant, including the Anode Service Plant;
- Casthouse; and
- Power Plant.



The operational facilities are integrated with the following infrastructure:

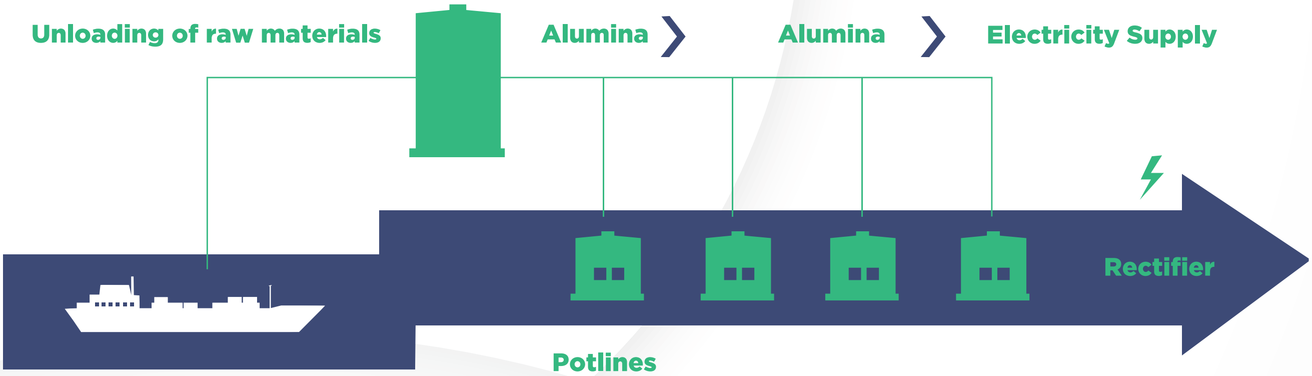
- a port area with a dedicated berth for raw material import with associated storage silos and transport facilities (Berth 8), and a second shared berth for product exports and handling general cargo (Berth 7); and
- utility and auxiliary services including gas distribution, cooling water systems, compressed air, warehouses and storage buildings.

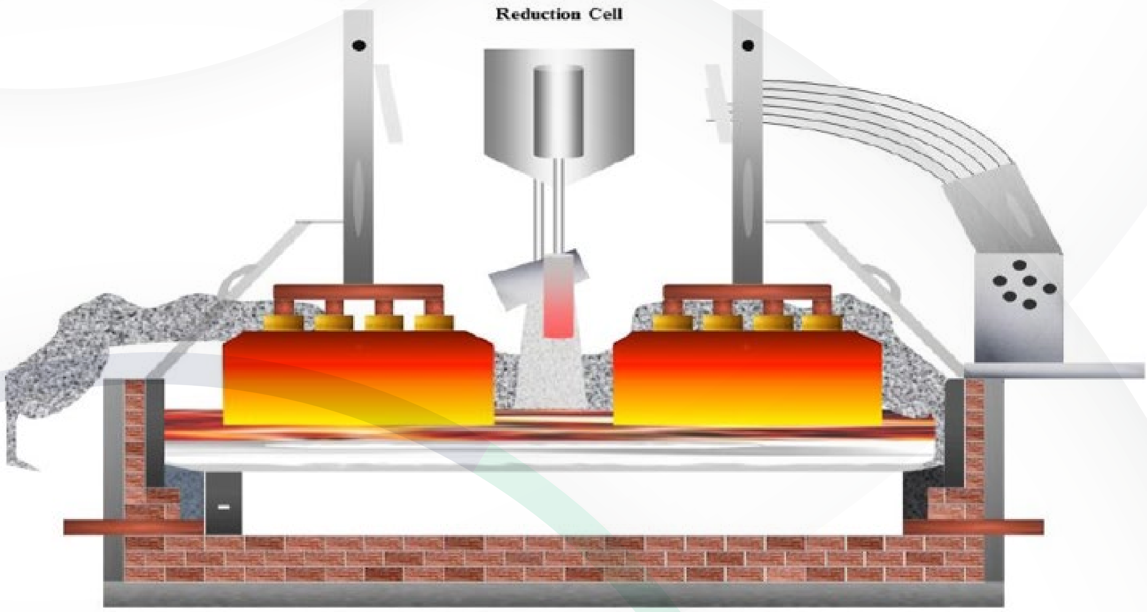
Reduction Plant

Aluminium is produced by the Hall-Héroult electrolysis process using HAL275 technology operating at 300kA. This process occurs in large steel containers called pots or cells. The Reduction Plant is housed in two long buildings (approximately 1,150 m in length) called potrooms. The two potroom buildings are adjacent and parallel to each other. Each potroom houses one reduction line of two rows of reduction pots, with a total of 352 pots in each potroom.

Each pot consists of a steel shell lined with refractory bricks, and carbon blocks serving as the cathode. The pot is fitted with a superstructure that supports the carbon anodes, and which stores and feeds alumina into the pots.

QAMCO AT A GLANCE





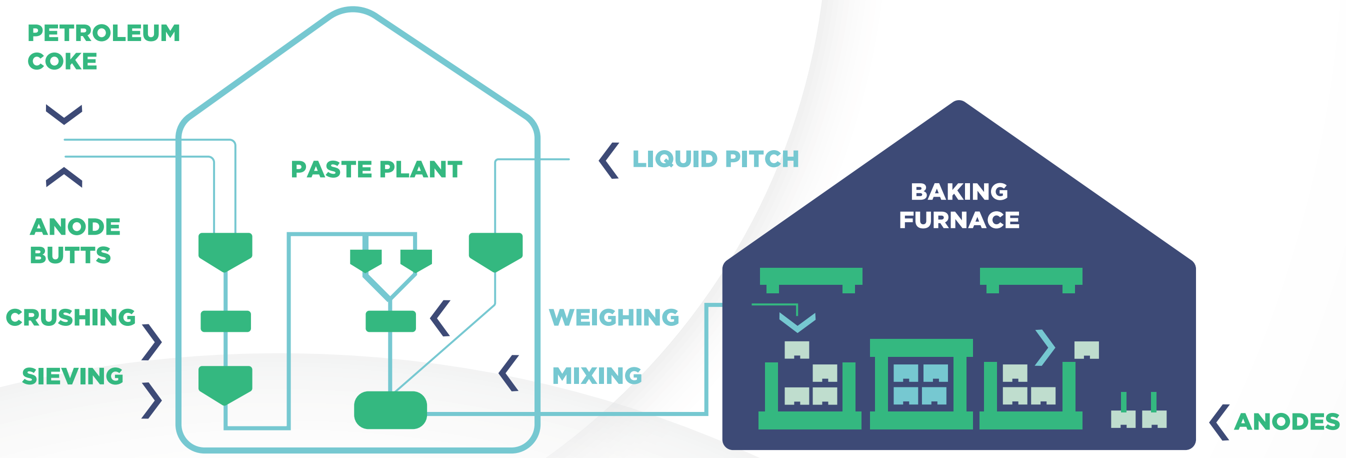
Carbon Plant

Carbon anodes are required for the electrolytic reduction of aluminium oxide to aluminium in the potlines. During this process the anodes are consumed; the net consumption of anodes is approximately 0.4 tonnes per tonne of aluminium produced. The top portion of the anode (butts) is not consumed (and is recycled). Gross production of anodes is in the order of 0.5 tonnes per tonne of aluminium.

The Carbon Plant comprise two main sections: the paste plant for the production of "green anodes" and the anode baking plant.

As well as the main production lines, the Carbon Plant area houses a number of ancillary buildings and storage facilities including: a control room, offices, maintenance shop, spare parts store, cleaning station, green and baked anode storage, pitch storage tanks, storage silos for coke and butts, and a silo for green scrap for recycling.

QAMCO AT A GLANCE



Anode Service Plant

The Anode Service Plant, consisting of the bath cleaning plant and the anode rodding plant, will meet the demand of rodded anodes and crushed electrolyte for the reduction plant.

The Anode Service Plant has two main functions:

- cooling of spent anodes and bath/electrolyte handling; and
- anode rodding.

The main operational interface between the Anode Service Plant and the Reduction Plant is the bath cleaning plant, located close to the potlines. This consists of two buildings, which receive the spent anodes with bath covering, bath material from the potrooms and bath from the pot relining process.

The anode butts are cleaned to remove the bath and thereafter sent to the rodding plant. Recovered bath material from the spent anodes and the reduction plant is crushed, screened and stored in a silo prior to being returned as insulating cover material for the anodes in the potlines.

The main operational interface between the Anode Service Plant and the Carbon Plant is the rodding plant, which consists of one building. In the rodding plant, butts and iron thimbles are removed from the hangers. The hanger (rod) is cleaned prior to reuse in the rodding shop; the thimbles are also recycled. The clean carbon butt is transferred to the crushing unit in the Carbon Plant for reuse in the paste plant. The cleaned and new hangers are “rodded” with fresh baked anodes from the Carbon Plant. All freshly rodded anodes (and empty electrolyte pallets) are collected from the Anode Service Plant for use in the reduction plant.

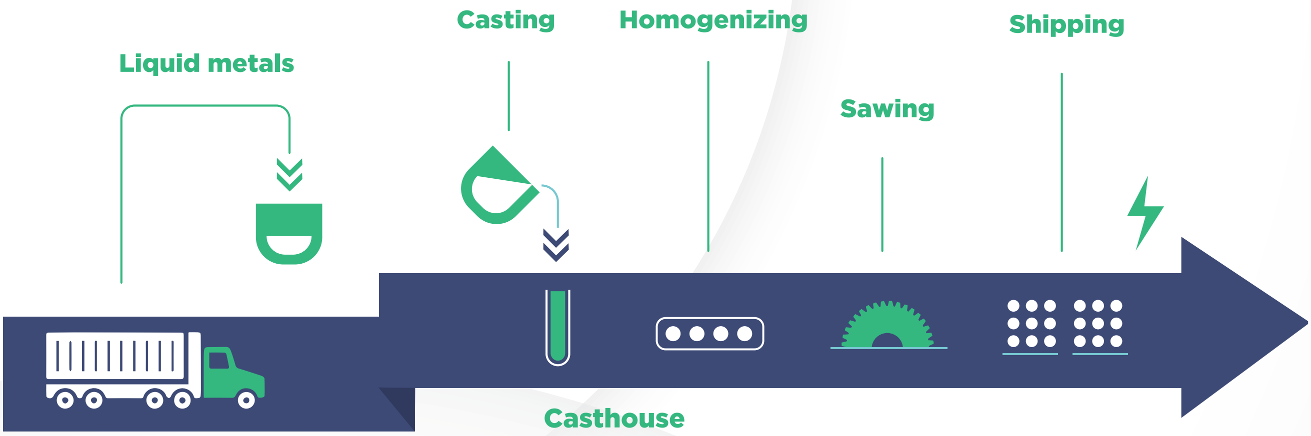
Casthouse

The Casthouse facility converts molten aluminium from the potlines into different products.

Liquid aluminium is removed from the pots by tapping vehicles and transport to the Casthouse. Prior to casting, the molten aluminium, from the potlines, is treated in fluxing stations to remove impurities.

Casting takes place in the casting lines, which consist of casting furnaces and casting machines. Cold aluminium and alloying materials are fed to the casting furnaces and preheated (with gas-fired burners) to ensure moisture removal. The furnaces are then charged with the molten aluminium from the fluxing area. The surface of the metal is then skimmed to remove further dross. After dross removal, the molten metal product is poured into moulds and cast into final product forms.

QAMCO AT A GLANCE



Feedstock

The main feedstock of QAMCO's JV comprises of the following:

Natural Gas

The principal source of energy for Qatalum's operations is the electricity generated by the Power Plant, which is fuelled by natural gas. Qatalum meets all of its gas requirements through its long-term gas supply contract with QatarEnergy.

Alumina

Alumina, the principal raw material required in the aluminium production process, is a white granular material properly called aluminium oxide. It is produced from bauxite ores (iron alumina silicate) and extracted from mines in various locations around the world. Qatalum uses the Hall-Héroult electrolysis process using HAL275 technology in its production of primary aluminium, which is used to separate alumina by electrolytic reduction into its component parts of aluminium metal and oxygen gas.

Calcined Coke and Liquid Pitch

Calcined coke, together with liquid pitch, is used to produce the anodes which is used in the aluminium smelting process. Liquid pitch is a derivative of coal tar, and it is one of the core ingredients in the anodes used within the aluminium smelter.

Aluminium Fluoride

Aluminium fluoride serves as a solvent in the aluminium smelting industry and, while representing a small proportion of the inputs in Qatalum's smelting process, it is of critical importance to managing efficient levels of electricity consumption. It is a chemical used in aluminium fluxes, as an electrolyte for the reduction of aluminium oxide to aluminium metal in the Hall-Héroult manufacturing process.

QAMCO AT A GLANCE

Alloys

Alloys are mixed in with the liquid metal at the Casthouse that is produced at the Reduction Plant. Adding alloys gives the desired physical and chemical properties to the finished products sought by customers. Key alloying materials are notably silicon and magnesium.

Key products

Extrusion ingots

Extrusion Ingots are often used in manufacturing components in residential and commercial buildings, such as windows, door panels, shower enclosures, computer heat sinks and decorative trims. An Extrusion Ingot is a cylindrical "log" of cast aluminium produced by vertical direct casting.

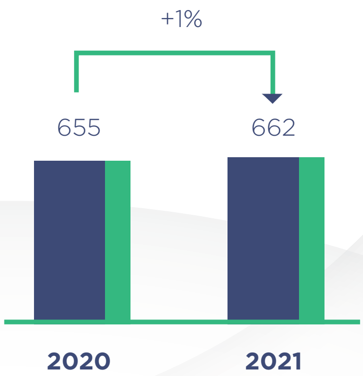
Primary Foundry Alloys

Primary Foundry Alloys have a number of uses including in the automotive industry for the manufacture of items such as wheels, truck hubs and gas pump nozzles.

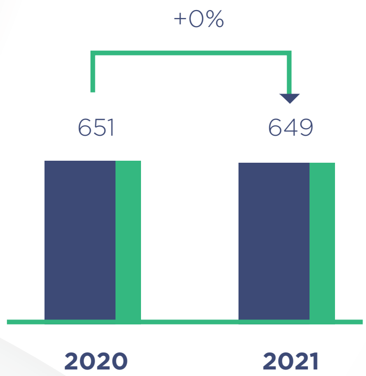
QAMCO AT A GLANCE

QAMCO 2021 Performance

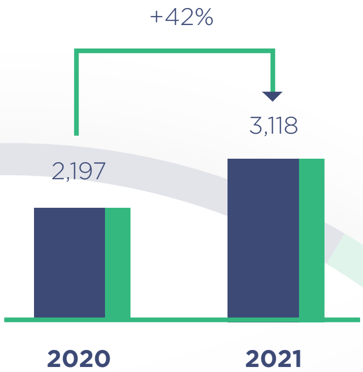
Production (MT' million) – 100%



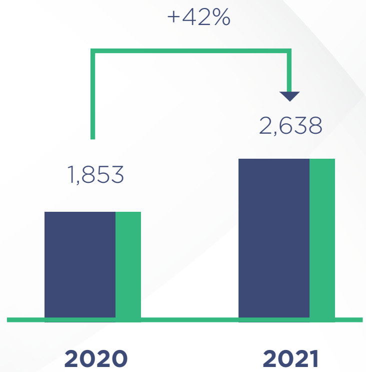
Sales Volumes (MT' million) – 100%



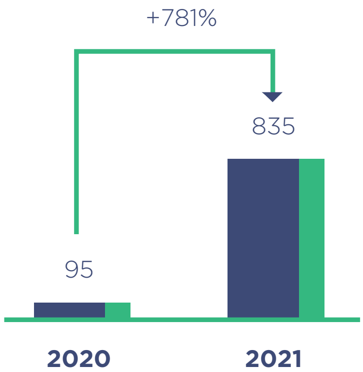
Share of Revenue (QR' million)



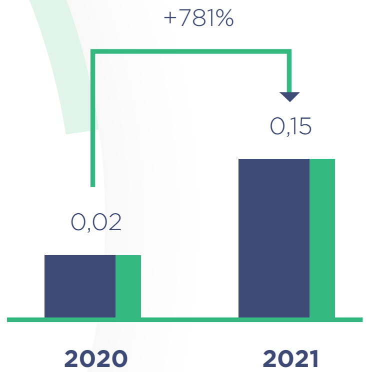
Selling prices ($/MT)



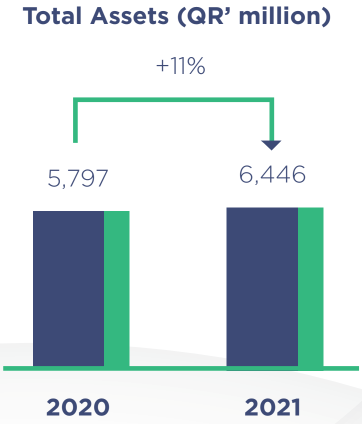
Net profit (QR' million)

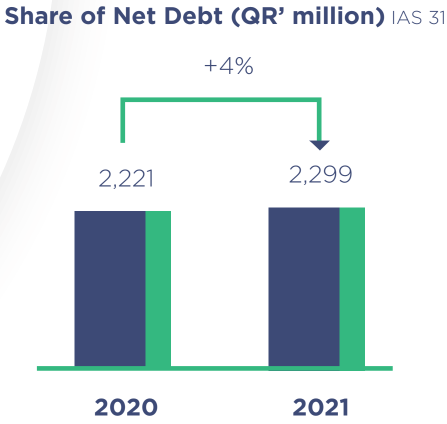


Earnings per share (QR)

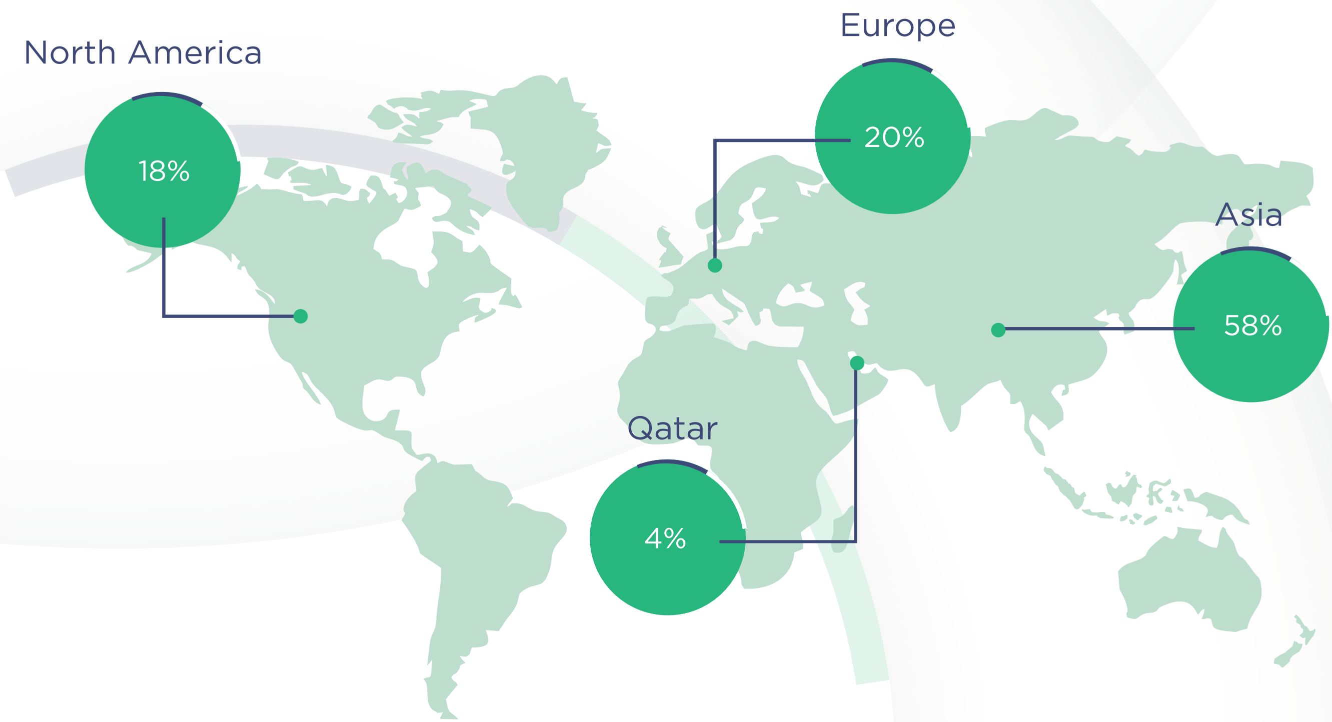


QAMCO AT A GLANCE





Sales revenue by geography (%)



INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR’S REPORT

Independent auditor’s report to the shareholders of Qatar Aluminium Manufacturing Company Q.P.S.C.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our opinion

In our opinion, the financial statements of Qatar Aluminium Manufacturing Company Q.P.S.C. (the “Company”) present fairly, in all material respects, the financial position of the Company as at 31 December 2021 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

The Company’s financial statements comprise:

- the statement of financial position as at 31 December 2021;
- the statement of profit or loss and other comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the financial statements in the State of Qatar. We have fulfilled our other ethical responsibilities in accordance with the IESBA code and ethical requirements of the State of Qatar.

Our audit approach

Overview

Key audit matter	• Revenue Recognition

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

INDEPENDENT AUDITOR'S REPORT

tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition	
As disclosed in note 3 to the financial statements, the Company's share of the results of its joint venture ("Qatalum") of QR 832 million for the year ended 31 December 2021 represents 98% of total income of the Company. The revenue generated by the joint venture amounted to QR 6,237 million for the year ended 31 December 2021. According to the revenue recognition policy applied by the joint venture, revenue from sales of products is recognised when the joint venture has transferred the control of the products to the customers at the point of delivery, as per the terms of delivery specified in the Marketing Offtake Agreement. We focused our audit on the sales revenue of the joint venture because of the large product volumes and high values of individual shipments, as we determined that errors in revenue recognition at the joint venture level could result in material misstatements in the financial statements of the Company when it recognises its share of results from its joint venture under the equity method of accounting.	Our procedures in relation to revenue recognition from sales made by the joint venture included: • Reviewing the terms of the relevant Marketing Offtake Agreement with the customers; • Evaluating the joint venture's accounting policy in relation to revenue recognition to determine whether or not they dealt appropriately with the sales made under the Marketing Offtake Agreement; • Understanding, evaluating and testing internal controls over revenue recognition at the joint venture level, including the timing of revenue recognition; • Analysing revenue transactions using computer aided audit and data analysis techniques to identify any unusual transactions; • Substantively testing revenue transactions on a sample basis by tracing them to invoices, receiving documents and other corroborating evidence; and • Performing cut-off testing of sales transactions, on a sample basis, to test whether the revenue of the joint venture has been recognised in the correct period.

Other information

The Directors are responsible for the other information. The other information comprises the Annual Report (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements,

INDEPENDENT AUDITOR'S REPORT

our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and with the requirements of the Qatar Commercial Companies Law number 11 of 2015, as amended by Law number 8 of 2021, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our

INDEPENDENT AUDITOR’S REPORT

conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As disclosed in Note 1 to the financial statements, during the year Law Number 8 of 2021 came into effect, amending certain provisions of the Qatar commercial companies’ Law number 11 of 2015. As of the year ended 31 December 2021, the Company is in the process of assessing the impact of these amendments.

Further, as required by the Qatar Commercial Companies Law number 11 of 2015, as amended by Law number 8 of 2021, we report that:

- We have obtained all the information we considered necessary for the purpose of our audit;
- The Company has maintained proper books of account and the financial statements are in agreement there with;
- The financial information included in the Annual Report is in agreement with the books and records of the Company; and
- Nothing has come to our attention, which causes us to believe that the Company has breached any of the provisions of the Qatar Commercial Companies Law number 11 of 2015, as amended by Law number 8 of 2021, or of its Articles of Association, which would materially affect the reported results of its operations or its financial position as at 31 December 2021.

For and on behalf of PricewaterhouseCoopers – Qatar Branch
Qatar Financial Market Authority registration number 120155

Mark Menton
Auditor’s registration number 364
Doha, State of Qatar
3 February 2022

INDEPENDENT AUDITOR'S REPORT

Independent Assurance Report to the Shareholders of Qatar Aluminium Manufacturing Company Q.P.S.C.

Report on the suitability of design and operating effectiveness of internal controls over financial reporting of significant processes as at 31 December 2021

Introduction

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Governance Code" or the "Code") Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over the Board of Directors' Report on Internal Controls over Financial Reporting of Qatar Aluminium Manufacturing Company Q.P.S.C. (the "Company") as at 31 December 2021, based on the framework issued by the Committee of Sponsoring Organisations of the Treadway Commission "COSO framework".

Responsibilities of the directors and those charged with governance

The Board of Directors' of the Company are responsible for presenting the Board of Directors' Report on Internal Controls over Financial Reporting, which includes:

- the Board of Directors' assessment of the suitability of design and operating effectiveness of internal controls over financial reporting;
- description of the identification of significant process and internal controls over financial reporting; and
- assessment of the severity of design, and operating effectiveness of control deficiencies, if any noted, and not remediated at 31 December 2021.

The assessment presented in the Annual Report will be based on the following elements included within the Risk Control Matrices provided by the Company's management:

- the control objectives; including identifying the risks that threaten the achievement of the control objectives; and
- designing and implementing controls to achieve the stated control objectives.

The Company's Board of Directors are also responsible for establishing and maintaining internal financial controls based on the COSO framework.

These responsibilities include the design, and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Company's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and
- compliance with applicable laws and regulations

INDEPENDENT AUDITOR'S REPORT

Responsibilities of the Assurance Practitioner

Our responsibilities are to express a reasonable assurance conclusion based on our assurance procedures on the Board of Directors' Report on Internal Controls over Financial Reporting, based on the COSO framework.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance on the Board of Directors' assessment of suitability of the design and operating effectiveness of the internal controls over financial reporting of significant processes, as presented in the 'Board of Directors' Report on Internal Controls over Financial Reporting', in all material respects, to achieve the related control objectives stated in the description of the relevant processes by management, based on the COSO framework.

A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to impact the decisions of the users of financial statements. For the purpose of this engagement, the processes that were determined as significant are: investments management, treasury and cash management, intercompany transactions, accounting management and year-end closing of the financial records transactions.

An assurance engagement to express a reasonable assurance conclusion on the "Board of Directors' Report on Internal Controls over Financial Reporting" based on the COSO framework involves performing procedures to obtain evidence about the fairness of the presentation of the report. Our procedures on internal controls over financial reporting included:

- obtaining an understanding of internal controls over financial reporting for Significant Processes;
- assessing the risk that a material weakness exists; and
- testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

In carrying out our engagement, we obtained understanding of the following components of the control system:

- Control Environment
- Risk Assessment
- Control Activities
- Information and Communication
- Monitoring

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design and operation, whether due to fraud or error. Our procedures also included assessing the risks that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the Board of Directors' Report on Internal Controls over Financial Reporting.

Our procedures included testing the operating effectiveness of those controls that we consider necessary to provide reasonable assurance that the related control objectives were achieved.

An assurance engagement of this type also includes evaluating the Board of Directors' assessment of the suitability of the design and operating effectiveness of the controls over the control objectives stated therein. It further includes performing such other procedures as considered necessary in the circumstances.

INDEPENDENT AUDITOR'S REPORT

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the 'Board of Directors' Report on Internal Controls over Financial Reporting.

Our independence and quality control

In carrying out our work, we have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Concept of internal controls over financial reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS). An entity's internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of the management of the entity; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the Board of Directors' Report on Internal Controls over Financial Reporting and the methods used for determining such information.

Because of the inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Therefore, internal controls over financial reporting may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met. Also, projections of any evaluation of the internal controls over financial reporting to future periods are subject to the risk that the internal control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Furthermore, the controls activities designed, and operated as of 31 December 2021 covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over the financial reporting prior to the date those controls were placed in operation.

INDEPENDENT AUDITOR'S REPORT

Other information

The Board of Directors are responsible for the other information. The other information comprise the Annual Report (but does not include the "Board of Directors' Report on Internal Controls over Financial Reporting"), which we obtained prior to the date of this assurance report.

Our conclusions on the "Board of Directors' Report on Internal Controls over Financial Reporting" do not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our assurance engagement on the "Board of Directors' Report on Internal Controls over Financial Reporting", our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If we conclude that there is a material distortion of the other information we obtained prior to the date of this report, based on our actions, we are required to prepare a report. Otherwise, we have nothing to report in this regard.

Conclusion

In our opinion, based on the results of our reasonable assurance procedures, the Board of Directors' assessment of the suitability of the design and the operating effectiveness of the Company's internal controls over financial reporting of significant processes, based on the COSO framework is presented fairly, in all material respects, as at 31 December 2021.

Emphasis of matter

We draw attention to the fact that this assurance report relates to Qatar Aluminium Manufacturing Company Q.P.S.C. on a stand-alone basis only and not to the Qatar Aluminium Manufacturing Company Q.P.S.C. and the operations of its joint ventures as a whole. Our report is not modified in this respect.

For and on behalf of PricewaterhouseCoopers – Qatar Branch
Qatar Financial Market Authority registration number 120155

Mark Menton
Auditor's registration number 364
Doha, State of Qatar
3 February 2022

INDEPENDENT AUDITOR'S REPORT

Independent Assurance Report to the Shareholders of Qatar Aluminium Manufacturing Company Q.P.S.C.

Report on Compliance with Qatar Financial Markets Authority's (QFMA's) law and related legislation, including the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the QFMA's Board pursuant to the QFMA's Decision No. (5) of 2016 as at 31 December 2021

Introduction

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Governance Code" or the "Code") Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over the Board of Directors' assessment of compliance with the QFMA's Requirements of Qatar Aluminium Manufacturing Company Q.P.S.C. (the "Company") as at 31 December 2021, as included in the Corporate Governance Report.

Responsibilities of the directors and those charged with governance

The Board of Directors of the Company are responsible for preparing the 'Corporate Governance Report' that covers at a minimum the requirements of Article 4 of the Code.

The Board of Directors are also responsible for ensuring the Company's compliance with the QFMA's law and relevant legislations and the Governance Code (the "QFMA's Requirements") for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 and preparing the Board of Directors' assessment of compliance with QFMA's Requirements.

The Board of Directors are also responsible for identification of areas of non-compliance and related justifications, where mitigated.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including compliance with applicable laws and regulations.

Responsibilities of the Assurance Practitioner

Our responsibilities are to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the Board of Directors' assessment of compliance with the QFMA's Requirements – as included in the Corporate Governance Report – do not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code, based on our limited assurance procedures;

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Board of Directors' assessment of compliance with the QFMA's Requirements, taken as a whole, is not prepared, in all material respects, in accordance with the QFMA's law and relevant legislations, including the Code.

INDEPENDENT AUDITOR'S REPORT

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

A limited assurance engagement involves assessing the risks of material misstatement of the Board of Directors' assessment of compliance with the QFMA's Requirements, whether due to fraud or error and responding to the assessed risks as necessary in the circumstances. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. Accordingly, we do not express a reasonable assurance conclusion about whether the Board of Directors' assessment of compliance with the QFMA's Requirements, taken as a whole has been prepared, in all material respects, in accordance with the QFMA's law and relevant legislations, including the Code.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies for the Company and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- made inquiries of management to obtain an understanding of the processes followed to identify the requirements of the QFMA law and relevant legislations, including the Code (the 'Requirements'); the procedures adopted by management to comply with these Requirements and the methodology adopted by management to assess compliance with these Requirements;
- considered the disclosures by comparing the contents of the 'Corporate Governance Report' against the requirements of Article 4 of the Code;
- agreed the relevant contents of the 'Corporate Governance Report' to the underlying records maintained by the Company; and
- performed limited substantive testing on a selective basis, when deemed necessary, to assess compliance with the Requirements, and observed evidences gathered by management; and assessed whether violations of the Requirements, if any, have been disclosed by the Board of Directors, in all material respects.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with the Requirements. Therefore, we do not provide any assurance as to whether the procedures adopted by management were functioning effectively to achieve the objectives of the QFMA's law and relevant legislations, including the Code.

Our independence and quality control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

INDEPENDENT AUDITOR'S REPORT

Inherent limitations

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another and from one country to another, which do not form a clear set of criteria to compare with.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the 'Corporate Governance Report' and the methods used for determining such information.

Because of the inherent limitations of internal controls over compliance with relevant laws and regulations, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Other information

The Board of Directors are responsible for the other information. The other information comprise the Annual Report (but does not include the "Board of Directors' assessment on compliance with QFMA's law and relevant legislations, including the Code as included in the Corporate Governance Report), which we obtained prior to the date of this assurance report.

Our conclusions on the "Board of Directors' assessment on compliance with QFMA's law and relevant legislations, including the Code as included in the Corporate Governance Report do not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

In connection with our assurance engagement on the "Board of Directors' assessment on compliance with QFMA's law and relevant legislations, including the Code as included in the Corporate Governance Report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If we conclude that there is a material distortion of the other information we obtained prior to the date of this report, based on our actions, we are required to prepare a report. Otherwise, we have nothing to report in this regard.

Conclusion

Based on our limited assurance procedures described in this report, nothing has come to our attention that causes us to believe that the Board of Directors' assessment on compliance with QFMA's law and relevant legislations, including the Code, as included in the Corporate Governance Report does not present fairly, in all material respects, the Company's compliance with the QFMA's law and relevant legislations, including the Code as at 31 December 2021.

INDEPENDENT AUDITOR’S REPORT

Emphasis of matters

Non-compliance matters identified by management

We draw attention to the matters highlighted in sections 3-2, 3-9-1, and 3-9-3 within the Board of Directors’ assessment of compliance with the QFMA’s Requirements as included in the Corporate Governance Report detailing areas of non-compliance with the QFMA’s Law, relevant legislations, including the Code as follows:

- Contrary to Article (6) of the Code, none of the Board members is independent as they are all representatives of QatarEnergy.
- Contrary to Article (18) of the Code, the Board of the Company did not constitute a Nomination Committee since the duty to appoint Board Members in the Company is undertaken by QatarEnergy. Also contrary to the same Article, the Board Audit Committee is not chaired by an independent Board member.

Scope

We draw attention to the fact that this assurance report relates to Qatar Aluminium Manufacturing Company Q.P.S.C. on a stand-alone basis only and not to the Qatar Aluminium Manufacturing Company Q.P.S.C. and the operations of its joint venture as a whole. Our report is not modified in this respect.

For and on behalf of PricewaterhouseCoopers – Qatar Branch
Qatar Financial Market Authority registration number 120155

Mark Menton
Auditor’s registration number 364
Doha, State of Qatar
3 February 2022

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

Statement Of Financial Position

As at 31 December 2021
(All amounts are expressed in Qatari Riyals ('000') unless otherwise stated)

	2021	2020
Assets		
Non-current asset		
Investment in a joint venture	**5,214,525**	5,357,147
Current assets		
Other receivables	**9,532**	530
Cash and cash equivalents	**437,153**	233,361
Deposits and other bank balances	**785,238**	206,298
Total current assets	**1,231,923**	440,189
Total assets	**6,446,448**	5,797,336
Equity and liabilities		
Equity		
Share capital	**5,580,120**	5,580,120
Legal reserve	**268**	-
Retained earnings	**793,088**	174,980
Total equity	**6,373,476**	5,755,100
Liabilities		
Current liabilities		
Other payables	**66,322**	37,510
Due to related parties	**6,650**	4,726
Total current liabilities	**72,972**	42,236
Total equity and liabilities	**6,446,448**	5,797,336

The financial statements were authorised for issue by the Board of Directors on 3 February 2022, and were signed on its behalf by:

Abdulrahman Ahmad Al-Shaibi
Chairman

Ahmad Saeed Al-Amoodi
Vice Chairman

FINANCIAL STATEMENTS

Statement Of Profit Or Loss And Other Comprehensive Income

For the year ended 31 December 2021
(All amounts are expressed in Qatari Riyals ('000') unless otherwise stated)

	2021	**2020**
Share of results from a joint venture	**831,871**	101,485
General and administrative expenses	**(10,967)**	(10,539)
Finance income	**11,528**	2,478
Other income	**2,112**	1,292
Net profit for the year	**834,544**	94,716
Other comprehensive income	**-**	-
Total comprehensive income for the year	**834,544**	94,716
Earnings per share		
Basic and diluted earnings per share (expressed in QR per share)	**0.150**	0.0170

FINANCIAL STATEMENTS

Statement Of Changes In Equity

For the year ended 31 December 2021
(All amounts are expressed in Qatari Riyals ('000') unless otherwise stated)

	Share capital	Legal reserve	Retained earnings	Total
Balance at 1 January 2020	5,580,120	-	138,433	5,718,553
Contribution to Social and Sports Development Fund	-	-	(2,368)	(2,368)
Profit for the year	-	-	94,716	94,716
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	94,716	94,716
Transaction with owners in their capacity as owners:				
Dividends approved	-	-	(55,801)	(55,801)
Balance at 31 December 2020	**5,580,120**	**-**	**174,980**	**5,755,100**
Balance at 1 January 2021	**5,580,120**	**-**	**174,980**	**5,755,100**
Transfer to legal reserve	**-**	**268**	**(268)**	**-**
Contribution to Social and Sports Development Fund	**-**	**-**	**(20,864)**	**(20,864)**
Profit for the year	**-**	**-**	**834,544**	**834,544**
Other comprehensive income for the year	**-**	**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**834,544**	**834,544**
Transaction with owners in their capacity as owners:				
Dividends approved	**-**	**-**	**(195,304)**	**(195,304)**
Balance at 31 December 2021	**5,580,120**	**268**	**793,088**	**6,373,476**

FINANCIAL STATEMENTS

Statement Of Cash Flows

For the year ended 31 December 2021
(All amounts are expressed in Qatari Riyals ('000') unless otherwise stated)

	2021	2020
Cash flows from operating activities		
Profit for the year	**834,544**	94,716
Adjustments for:		
Share of profit from joint venture	**(831,871)**	(101,485)
Finance income	**(11,528)**	(2,478)
Cash used in operations	**(8,855)**	(9,247)
Social and sports fund contribution paid	**(2,368)**	(2,001)
Net cash used in operating activities	**(11,223)**	(11,248)
Movement in working capital:		
Due to related parties	**1,924**	358
Other receivables	**(9,002)**	1,303
Other payables	**(24)**	706
Net cash flows used in operating activities	**(18,325)**	(8,881)
Cash flows from investing activities		
Dividend received from joint venture	**651,560**	391,300
Tax benefit received from joint venture	**322,933**	-
Placement of fixed term deposits	**(1,179,410)**	(174,740)
Maturity of fixed term deposits	**610,810**	73,600
Finance income received	**11,528**	2,478
Net cash flows generated from investing activities	**417,421**	292,638
Cash flows from financing activities		
Dividends paid	**(184,964)**	(48,538)
Movement in unclaimed dividends account	**(10,340)**	(7,263)
Net cash flows used in financing activities	**(195,304)**	(55,801)
Net increase in cash and cash equivalents	**203,792**	227,956
Cash and cash equivalents at beginning of the year	**233,361**	5,405
Cash and cash equivalents at end of the year	**437,153**	233,361

Notes to the financial statements are an integral part of the financial statements. For more information, please visit QAMCO's website: www.qamco.com.qa

2021 CORPORATE GOVERNANCE REPORT

2021 CORPORATE GOVERNANCE REPORT

1 Introduction

Qatar Aluminium Manufacturing Company (hereinafter referred to as “QAMCO” or “the Company”), a Qatari public shareholding company listed on Qatar Stock Exchange, was established on 3rd of December 2018 in accordance with the provisions of its Articles of Association and Law no. 11 of 2015, promulgating the Commercial Companies Law.

QatarEnergy, the founder, Special Shareholder and 51% majority shareholder, provides QAMCO with all the required financial and head office services under a service-level agreement. QAMCO therefore applies some of QatarEnergy’s established rules and procedures. As part of the Board of Directors’ efforts aimed at complying with the principles of corporate governance and applying industry-standard best practices, QAMCO’s management had fully and independently developed a Corporate Governance Framework in line with the peculiar nature of the Company’s incorporation. The Framework was approved by Board resolution no. 4 of 2020 passed on 23rd of July 2020.

2 Scope of implementation of the governance and compliance with its principles

Out of a firm belief in the importance and necessity of entrenching the principles of good governance to ensure and enhance value creation to shareholders, QAMCO Board of Directors is firmly committed to implementing governance principals set forth in the Governance Code for Companies and Legal Entities Listed on the Main Market issued by Qatar Financial Markets Authority (QFMA) pursuant to QFMA Board decision no. 5 of 2016, and in line with the provisions of the Company’s AoA.

In doing so, the Board defined the roles and responsibilities of the Board of Directors, Senior Executive Management and employees of the Company. It promotes the principals of justice and equality among stakeholders without discrimination and enables them to exercise and enjoy their rights, upholding values of protecting the minority. The Board maintains productive control and risk management, enhances transparency and disclosure and provides information to the stakeholders at the right time and in the manner that enables them to make decisions and undertake their duties properly.

Moreover, the Board of Directors upholds the values of corporate social responsibility, puts the interest of the Company and its stakeholders ahead of any other interest, carries out its roles and responsibilities in good faith, integrity, honor and sincerity and takes the responsibility arising therefrom to the stakeholders and community.

The Board of Directors always ensures that an organizational framework, that is consistent with the legal and institutional framework of the listed companies, is in place at the Company level. This is achieved through a process of reviewing and updating governance applications, as and when required. In addition, the Board of Directors endeavors to maintain a Code of Conduct that reflects the values held by the Company and ensures the establishment of the principals of transparency, upholding the values of self-censorship and integrity and acknowledging responsibility.

Taking into account the provisions of Article no. 2 of QFMA Governance Code, the Company strictly observes the provisions of QFMA Governance Code and endeavors to maintain its official documents in conformity with such Code to ensure full and proper application of the provisions thereof.

2021 CORPORATE GOVERNANCE REPORT

3 Board of Directors

3-1 Board Structure

QAMCO was established by QatarEnergy, a Qatari state-owned public corporation established by Decree Law no. 10 of 1974, as a parent company of Qatar Aluminium Limited (Qatalum) which was established in 2007 and is considered one of the largest regional producers of primary aluminium. Located in Qatar, Qatalum benefits from access to one of the world's largest and most competitively priced sources of energy, enabling it to maintain a first quartile cost position. QAMCO went public and listed by QatarEnergy to serve as a mechanism for the distribution of wealth to Qatari nationals and to ensure they get maximum benefits. All shareholders receive generous dividends in proportion to their shareholdings.

Recognizing the peculiar nature of QAMCO's activities, the Board, in accordance with the Company's Articles of Association, consists of no less than six (6) Directors, all of whom may be appointed by the Special Shareholder (QatarEnergy) for the following reasons:

- QatarEnergy is the founder, Special Shareholder and 51% majority shareholder.
- QatarEnergy provides, directly or indirectly, the management with guidance in accordance with the contractual requirements and financial obligations under the agreement with the foreign partner in the joint venture "Qatalum".
- Access to QatarEnergy's integrated infrastructure available in Mesaieed Industrial City enhances production efficiency and minimizes logistic costs and waste along production value chain.
- QatarEnergy provides all financial and administrative services to the Company under a service-level agreement.

Except for those matters that are decided by shareholders as provided for in the Company's Articles of Association, the Board of Directors has the widest powers to give full effect to the objects of the Company. The Board may delegate any such power to any one or more of the Directors.

3-2 Board Composition

Directors are appointed for three (3) yearly renewable periods or such shorter periods (being no less than one (1) year). Pursuant to QatarEnergy resolution no. 5 of 2021 passed on 3rd of March 2021, QAMCO Board of Directors was constituted in accordance with Article no. 22 of the Company's Articles of Association (contrary to some provisions of Article no. 6 of QFMA Governance Code), as six (6) Directors were appointed by QatarEnergy with effect from 3rd of March 2021. According to the definition of the independent Director in QFMA Governance Code, QAMCO Non-Executive Board Directors are Non-Independents, as they are representatives of a legal person that owns more than 5% of the Company's share capital. QAMCO Board of Directors does not include executive members, as QatarEnergy provides the Company with all the executive services under a service - level agreement.

In accordance with the composition of the Board and its roles and responsibilities provided for in Board Charter, Manual of Authority and Company's Articles of Association, no one or more of Directors may have control over passing resolutions. Resolutions of the Board shall be passed by a simple majority of those Directors present and entitled to vote at the relevant meeting of the Board, each Director present having one vote.

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QatarEnergy appoints only qualified and eligible Board Directors who are sufficiently experienced to perform their duties effectively in the best interest of the Company and dedicated to achieving its goals and objectives. In addition, QatarEnergy ensures that all of its representatives in the subsidiaries attend appropriate training and awareness programs so that subsidiaries' boards of directors can achieve the highest levels of performance and adopt the best governance practices.

QatarEnergy makes timely disclosure of any and all resolutions concerning the composition of the Board of Directors or any change thereto (Directors' bios are included in the appendix to this report).

3-3 Key roles and responsibilities of the Board

As one of the most important pillars upon which the implementation of the governance at Company level rests, the Board of Directors is accountable to shareholders for exercising due care and diligence in managing the Company in an effective manner, as well as establishing the principles of good governance at all levels to serve the interests of the Company, its shareholders and stakeholders for the greater good. Accordingly, the Board developed a Board Charter within the Corporate Governance Framework in accordance with the industry–standard best corporate governance practices. The roles and responsibilities of the Board and the duties which must be fully performed by Directors are specifically identified in the Charter, which is reviewed and amended following any relevant new changes made by regulators. In addition, the Governance Framework developed by the Board contains the job descriptions of all Board members according to their classification and the positions they may have in any Board Committee. The Framework also contains the job description of the Board Secretary.

In accordance with Board Charter, which is available on the Company's website, the Board, among other responsibilities, provides strategic guidance in line with the Company's vision and mission through approving the Company's strategic directions, main objectives and business plans and supervising their implementation. It also develops and supervises proper internal control systems and risk management, appoints the Company's Senior Executive Management and approves the succession planning concerning the management. It establishes mechanisms for dealing and cooperating with providers of financial services, financial analysis, credit rating and other service providers, supervises and ensures the appropriateness of internal control systems of the risk management, conducts periodic review of the Company's internal control procedures mainly by the Board Audit Committee and approves the training and education in the Company that includes programs introducing the Company, its activities and governance in accordance with the Governance Code for Companies and Legal Entities Listed on the Main Market issued by the QFMA.

The Board of Directors oversees all aspects of QAMCO corporate governance, monitors its effectiveness and makes amendments as required. The Board also reviews the Company's policies and procedures to ensure compliance with the relevant laws, regulations, QAMCO's Memorandum of Association and Articles of Association.

The Board may delegate some of its functions or authorities to Board Committees or Special Committees. Special Committees are constituted to undertake specific tasks under written and clear instructions. According to the Company's Manual of Authority, The Board shall determine authorities it may delegate to the executive management and the procedures for decision-making. The Board may also determine the matters that it retains the right to decide on. In all cases, the Board remains liable for all of its functions or authorities so delegated.

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The Board carries out its functions and duties in accordance with the provisions of Article (9) of QFMA Governance Code, amongst which the Board shall not enter into loans that spans more than three years and shall not sell or mortgage real estate of the Company, or drop the Company's debts, unless it is authorized to do so by the Company's Articles of Association, which so authorize to the Company's Board of Directors. In addition, under QAMCO internal regulations, including Board Charter, the Board may not act or make transactions that do not comply with the relevant laws and regulations, and that such actions or transactions must be approved by the relevant authorities, including the Company's General Assembly.

In accordance with the Company's Articles of Association, all Directors shall be jointly and individually liable for any fraudulent act, abuse of power, negligent errors in management or violations of the Articles or Law.

3-4 Board Chairman

The Chairman is primarily responsible for the proper management of the Company in an effective and productive manner, making available for Board Directors all data and information in a timely manner. The Corporate Governance Framework includes the Chairman's job description (roles and responsibilities). As described in detail within the Governance Framework, these roles and responsibilities, whether strategic, operational or administrative, are well aligned with the Chairman's main objective of providing the strategic guidance to QAMCO, protecting shareholders' rights and achieving the Company's vision and strategic objectives profitably and sustainably.

In accordance with the Company's Articles of Association, the Chairman shall represent the Company towards Third Parties. The Vice Chairman shall substitute for the Chairman in his absence.

The Chairman is not a member of any Board Committee referred to in QFMA Governance Code. The Chairman does not hold any executive position at the Company. In this regard, the Company's management ensures that:

- No one person in the Company should have unfettered powers or influence on decision making at the time of developing the Company's Manual of Authority and the relevant regulations.
- The Chairman in his capacity is not a member in any of the Board Committees or Special Committees, while ensuring that committees' Manuals of Authority and Terms of Reference are developed for effective functioning, members of the committees are properly selected, and that committees' Manuals of Authority and Terms of Reference are in line with best governance practices.
- The roles and responsibilities of the Chairman are separated from those of the rest of Board Directors and members of the Company's executive management.

3-5 Board Directors

Directors are committed to exercising due care and making full use of their diverse skills and experience in managing the Company and complying with the relevant regulations and laws, including Board Charter and the Code of Ethics, and to work in accordance with the ethical principles of integrity, respect, objectivity, accountability, excellence, sustainability and confidentiality to ensure upholding the interests of the Company, its shareholders and other stakeholders to be priority before any other interest. In accordance with the Company's Articles of Association and Conflict of Interest Policy, Directors shall declare any financial and commercial transactions and judicial proceedings that may adversely affect the performance of their assigned duties and responsibilities.

3-6 Board meetings

The Board of Directors convenes for the conduct of business, adjourn and otherwise regulates its meetings as it thinks fit. In accordance with Article no. 31-1 of the Company's Articles of Association, the Board shall meet at least six (6) times during the Company's fiscal year, and three-month period may not lapse without a meeting of Board. Board meeting shall not be valid unless attended by the majority of Directors thereof, provided that the Chairman or the Vice Chairman is amongst them. In accordance with the amended Articles of Association, the Board met for the required number of times during 2021.

In accordance with Board Charter and the Company's Articles of Association, all Board meetings are convened by a notice from the Chairman or, in his absence, the Vice Chairman (if any), or any two Directors or such other Director as is duly authorized by the Chairman. Meeting agenda and invitations are given to every Director not less than seven (7) days prior to the date set for the meeting. A meeting of the Board shall, with a notice of less than seven (7) days, be deemed to have been appropriately convened in the absence of any objection by Directors and as agreed by those Directors to attend.

In accordance with the Company's Articles of Association, an absent Director may appoint in writing a Director to represent him in attendance and voting, provided that no Director may represent more than one Director. The office of a Director shall be vacated by such Director if he absents himself from three (3) consecutive or four (4) non-consecutive Board meetings without an excuse being accepted by the Board.

To ensure full participation of all Directors in Board meetings, Director has the right to use any secure technological means of communications to enable him to hear and actively participate in discussing Board agenda items and passing resolutions. A participating Director in such a manner shall be considered as personally present at the meeting and counted in the quorum and shall be entitled to vote.

3-7 Board resolutions

In accordance with the Company's Articles of Association and internal regulations, Board resolutions shall be passed by a simple majority of those Directors present and entitled to vote at the relevant meeting of the Board, each Director present having one vote. In the event of a tie, the Chairman shall have a casting vote. The Board shall keep minutes of all resolutions and proceedings of Board meetings and those absent from and attending such meetings. The Chairman, Secretary and all attendants shall sign on the minutes. Any objecting Director shall enter his objection in the minutes of meeting.

The Board of Directors may, in case of necessity and on urgency grounds, pass 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.

3-8 Board Secretary

In accordance with the Company's Articles of Association, the Board or the Special Shareholder may take a decision to appoint a Board Secretary for such period and on such terms as it may decide and may revoke such appointment. The Board shall decide on the duties of the Company's Secretary and on the scope of his/her authority and annual remuneration.

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The detailed roles and responsibilities of the Board Secretary are included in the Board of Directors Job Descriptions within the Corporate Governance Framework. These roles and responsibilities are aligned with main role objective of providing comprehensive and confidential administration and support services to the Board of Directors. The Secretary keeps safe Board documents and coordinates among Board Directors in a timely and appropriate manner.

The Secretary ensures that Board documents are safely maintained and Board meeting agenda, invitations, other required documents, meeting minutes and resolutions are distributed and safely maintained. He/she also ensures that records are kept in accordance with the Company's internal regulations/Articles of Association, ensuring that these records are available upon request by the persons authorized to have access to. These records may include founding documents, lists of the names of Board Directors and their memberships and other official records. The Secretary is also responsible for providing orientation material and scheduling orientation sessions for the new Board Directors.

The current Board Secretary has a legal experience that spans more than 8 years. In addition, the Secretary has long expertise on the affairs of a listed company.

The Secretary may, as he/she deems appropriate and upon approval of the Chairman, delegate to a representative any of his/her duties, powers or discretionary authorities. However, the representative shall not have the right to delegate such duties, powers and authorities to another person.

3-9 Board Committees

As part of implementing governance, the Board of Directors established some Board Committees and Special Committees delegated with some powers and authorities to carry out specific tasks and conduct Company's business. The Board of Directors remains liable for all the powers and authorities so delegated. Board Chairman is not a member of any Board Committee or Special Committee. The Board reviews and assesses the performance of committees on an annual basis. Board Committees are as follows:

3-9-1 Audit Committee

The Board Audit Committee (BAC) was constituted pursuant to Board resolution no. 2 of 2018 passed on 3rd of December 2018. The current BAC was formed pursuant to resolution no. 1 of 2020 following the replacement of one of the Committee's members. The BAC currently consists of 3 Board Directors, all of whom have the required experience necessary to effectively perform their duties and exercise all the authorities and powers vested in or exercisable by the Committee. Committee Chairman is not a Chairman or a member of any other Committee.

According to the definition of the independent member in QFMA Governance Code, the composition of the BAC does not include independent members (contrary to Article no. 18 of QFMA Governance Code), as they are members of the Board of Directors appointed by the special and majority shareholder (owning 51%). No one of the current members has directly or indirectly conducted external audit for the Company during the two years prior to their membership in the Committee.

The Corporate Governance Framework, which was developed in line with QFMA Governance Code and industry-standard best governance practices, contains BAC Terms of Reference. Committee responsibilities include financial aspects, external and internal audits, internal controls, compliance, risk management and any other aspect within the competence and mandate of the Committee.

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BAC reports periodically to the Board of Directors on its activities, issues and raises recommendations, particularly with regard to the review and endorsement of the quarterly, half-year and year-end financial statements, as well as internal and external audit reports, internal control system and risk management.

Committee meeting agenda for 2021 covered the following:

1. Approve the External Auditor's audit report on the financial statements for the financial year ended 31st of December 2020.
2. Review and endorse the financial statements for the financial year ended 31st of December 2020 and present the executive summary report.
3. Endorse the appointment of the External Auditor for the financial year ending 31st of December 2021.
4. Endorse 2020 Corporate Governance Report.
5. Endorse the financial statements for the financial period ended 31st of March 2021 and present the executive summary report.
6. Review and endorse the financial statements for the financial period ended 30th of June 2021.
7. Review and endorse the financial statements for the financial period ended 30th of September 2021 and present the executive summary report.
8. Periodic review of internal audit activities, including risk assessment update, audit plan for the Company and its joint venture, conclusions, recommendations and related corrective actions.
9. Conduct annual self-assessment of Committee performance.
10. Review the role of Qatalum's internal audit function with regards to risk assessment of the Company.
11. Review JV tax matters in accordance with the provisions of Law no. (24) of 2018 promulgating the Income Tax Law and relevant agreements.
12. Present QAMCO 2021 BAC meeting timetable for acknowledgement.

In accordance with Committee's Terms of Reference, the meeting of the Committee shall be valid only in the presence of the Committee Chairman and a majority of its members. Minutes of meeting shall be prepared for each meeting and signed by all members and representatives present at the meeting. In accordance with the Committee's Terms of Reference, Committee holds at least (6) meetings during the financial year. During 2021, Committee met for the required number of times.

The Board Audit Committee currently consists of three members. The table below shows the current members of the Board Audit Committee:

Name	Position
Mr. Ahmad Saeed Al-Amoodi	Chairman
Mr. Mohammed Jaber Al-Sulaiti	Member
Mr. Nabeel Mohammed Al-Buenain	Member

3-9-2 Remuneration Committee

The Company established a Remuneration Committee pursuant to Board resolution no. 1 of 2019. The committee was reconstituted pursuant to resolution no. 1 of 2020. It currently consists of three members, including a Board Director as Chairman, all of whom have the required experience to efficiently perform their duties and exercise all the authorities and powers vested in or exercisable by the Committee. Committee Chairman is not a Chairman of any other Board Committee, and the BAC Chairman is not a member of the Remuneration Committee.

Committee's Terms of Reference were developed in line with QFMA Governance Code and the industry-standard best corporate governance practices. Committee responsibilities include outlining the general policy for granting remunerations on an annual basis, taking into consideration the requirements of relevant regulators. Committee sets the foundations for granting remunerations and allowances to Board Directors and the Senior Executive Management and submits proposals on the remunerations of the joint venture' Board of Directors.

In determining the proposed remuneration, Committee takes into account the duties and responsibilities of Board Directors and Company's performance and benchmarks with the best practices of the similar companies listed on Qatar Stock Exchange. In addition, Committee reviews the self-assessment of Board Directors, taking into consideration many factors that best serve the long-term interests of the Company's shareholders and meet their expectations. Committee reports to the Board of Directors on its activities, issues and raises recommendations.

In 2021, Committee held one meeting during which it considered and made resolutions concerning:

1. Review self-assessment of Board Directors –Directors made positive assessments at various levels, such as independence, objectivity, knowledge and experience, teamwork, leadership, goals, contributions, participation and inputs. Directors also discussed several proposals for the enhancement of Board performance.
2. Approve the proposed amendments to the policy of Board allowances and remunerations.
3. Propose the remuneration of Board Directors for the financial year ended 31st of December 2020.

In accordance with Committee's Terms of Reference, the meeting of the Committee shall be valid only in the presence of the Chairman of the Committee and a majority of its members. Minutes of meeting shall be prepared for each meeting and signed by all members and representatives present at the meeting. In accordance with the Committee's Terms of Reference, Committee shall meet as and when necessary. Prior to Board meeting for reviewing the year-end financial statements, Committee shall meet to make recommendation on the proposed remuneration of Board Directors that should be presented to and approved by the Annual General Assembly.

Remuneration of Board of Directors

The Company developed a periodically revisited remuneration and allowance policy for Board Directors. The policy has fixed component for Board Directorship and attending meetings and a variable component (remuneration) based on the performance of the Company and the extent to which it achieves its medium- and long-term objectives, provided that the total of both components - in any case - should not exceed the maximum "ceiling" amount determined by the policy as approved by QatarEnergy. The main principles of this policy are included in the Corporate Governance Framework. In accordance with the Company's Articles of Association, the proposed remuneration of Directors shall be presented to and approved by the General Assembly.

In its policy, the Company complies with the limits provided for in Article no. 119 of Law no. 11 of 2015, promulgating the Commercial Companies Law that such remuneration does not exceed (5%) of the net profit after deducting reserves, legal deductions and distributing dividends of not less than (5%) of the Company's paid-up capital.

Remuneration of senior management

All financial, administrative and head office services are provided by resources from QatarEnergy under a service-level agreement. Accordingly, the Company's staffing structure does not include any senior executive position. Therefore, no senior executive management remuneration was approved for 2021.

Committee currently consists of three members. A meeting was held on 31st of January 2021 to consider the proposed remuneration of the Board of Directors for the financial year ended 31st of December 2020. The recommendation made by the Board of Directors of no Board remuneration was presented to and approved by the Company's General Assembly held on 3rd of March 2021. As for Board Committees, no remuneration or allowance is paid for membership or attending meetings. The table below shows the current members of the Committee:

Name	Position
Mr. Mohammed Essa Al-Mannai	Chairman
Mr. Nabeel Mohammed Al-Buenain	Member
Mr. Abdulla Yaaqob Al-Hay	Member

All Committee members are QAMCO Board Directors, with the exception of Mr. Abdulla Yaaqob Al-Hay who serves as Asst. Manager, Financial Operations, QatarEnergy. Mr. Al-Hay has long and extensive experience that is required to properly perform his duties and effectively exercise all the authorities and powers vested in or exercisable by the Committee.

3-9-3 Nomination Committee

No Nomination Committee was established at Company level (contrary to Article no. 18 of QFMA Governance Code), as QAMCO Board of Directors, in accordance with the Company's Articles of Association, consists of no less than six (6) Directors, all of whom are appointed by the Special Shareholder (QatarEnergy) for the previously mentioned reasons.

3-10 Assessment of Board Performance

The Board of Directors conducts an annual self-assessment to ensure that Directors are efficient, honor their commitments, make the most efforts possible and exchange experiences. The assessment takes into account several factors that best serve the long-term interests of the shareholders and meet their expectations as follows:

1. Independence and impartiality in presenting views and ideas while avoiding conflicts of interest.
2. Directors' knowledge and experience that are relevant to the Company's activity.
3. Commitment, participation and team working at the Board and its committees.
4. The role of the Board and the extent to which it achieves the objectives set, including the outcome of the business and the achievement of the Company's strategy.
5. Communication between the Board on the one side and its committees and the executive management of the Company on the other side.
6. Decision-making mechanisms and the accuracy and adequacy of the required information.
7. Providing constructive opinions, suggestions and recommendations and ideas in the best interest of the Company.

The Remuneration Committee, at its first meeting of 2021 held on 31st of January 2021, reviewed the self-assessments of Board Directors for the financial year ended 31st of December 2020. Directors made positive assessments at various levels, such as independence, objectivity, knowledge and experience, teamwork, leadership, goals, contributions, participation and inputs. They also discussed several proposals for the enhancement of Board performance. Assessment results were then submitted to the Company' Board of Directors at its first meeting of 2021 held on 14th of February 2021.

In its first meeting of 2022, the Remuneration Committee will review 2021 Board self-assessments and will make its recommendations in this regard as part of its report to the meeting of the Board of Directors.

During 2021, the Board performed the tasks and dispensed business decisions within its authorities as provided for in the Board Charter. Directors had no grievances or complaints. All proposals were discussed during Board meetings and necessary relevant actions were then taken, whether corrective or reinforcing. The Board is satisfied that it has effectively discharged all of their duties and obligations.

4 Company's control system

The primary purpose of internal controls is to assist in achieving management's objective of ensuring, as far as practicable, the orderly and efficient conduct of its business, including adherence to management policies, the safeguarding of assets, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. To achieve this, the Company adopted an internal control system that includes the development of internal controls over financial reporting, policies and operating procedures for risk management, internal and external audit, monitoring Company's compliance with the relevant regulations. Clear lines of self-control, responsibility and accountability throughout the Company are therefore set.

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The internal control system is overseen by the Audit Committee and the Board of Directors to discuss observations on the internal controls. The Internal Auditor periodically makes and submits reports in this regard.

To ensure that best standards are applied in developing internal control systems, the management adopted COSO Internal Control – Integrated Framework (2013) as a benchmark framework for preparing the Company's internal control system. COSO Internal Control – Integrated Framework (2013) consists of inter-related components, including control environment, risk assessment, control activities, information, communications and monitoring.

Internal control is an integral part of QAMCO's corporate governance, which involves the Board, Board Audit Committee, management and employees at all organizational levels. It is a process which includes methods and processes to:

1. Safeguard QAMCO's assets.
2. Ensure the reliability and correctness of financial reporting.
3. Secure compliance with applicable legislation and guidelines.
4. Ensure that objectives are met and continuous improvement of operational efficiency.

The objective for QAMCO's financial reporting is to be in line with the highest professional standards and to be full, fair, accurate, punctual and understandable.

Moreover, having a benchmark framework, such as COSO Framework, will enable the management to establish and maintain an internal control system. The External Auditor can also use it as a benchmark framework to perform their duties in accordance with Article no. 24, in particular with regard to the assessment of the appropriateness and effectiveness of internal control systems implemented in the Company.

To ensure compliance with the provisions of Article no. 4 of QFMA Governance Code, Qatar Aluminium Manufacturing Company should:

1. Establish and maintain adequate and effective internal controls over financial reporting to mitigate the risk of significant misstatements.
2. Evaluate and assess the adequacy and effectiveness of the internal controls over financial reporting to mitigate the risk of significant misstatements.

To achieve this, the Company's internal controls over financial reporting were assessed based on the Company' 2020 standalone financial statements. A top-down approach was used in designing and testing of the Company's framework wherein it begins at the financial statement level and with the understanding of the overall risks to internal controls over financial reporting.

Business risks were assessed using the Company's 2020 standalone financial statements. The risk assessment, which involved application of "Materiality" on QAMCO' 2020 standalone financial statements (considering the qualitative and quantitative factors) based on the inputs of the External Auditor and the best practices, was made to determine the significant accounts, disclosures, their relevant assertions and applicable business processes within the Company for controls identification, evaluation and testing.

This approach directs attention to accounts, disclosures, and assertions that present a reasonable possibility of material misstatement to the financial statements and related disclosures. The next activity involves understanding of the risks in the Company's processes relevant to the identified significant accounts, disclosures and assertions based on risk assessment and select for testing those controls that sufficiently address the assessed risk of misstatement to each relevant assertion.

This process can be detailed as follows:

Risk assessment:

1. Identifying and assessing the risks of material misstatement in the financial statements.
2. Determining materiality (considering the qualitative and quantitative factors), external audit input, and other factors relating to the determination of material weaknesses.
3. Identifying classes of transactions, significant account balances, disclosures, their relevant assertions and applicable business processes based on determined materiality. The financial statement assertions include existence or occurrence, completeness, valuation or allocation, rights, obligations and disclosures.

Perform walkthrough:

Following the risk assessment, the relevant internal controls which mitigate the risk of material misstatements for applicable business processes are identified through walkthroughs by reviewing the established policies and procedures, enquiries with management and process owners and understanding the flow of transactions.

These internal controls are grouped as follows:

1. Entity Level Controls (ELCs) – present across the Company and include measures taken by management to equip staff to adequately manage risks through raising awareness, providing appropriate knowledge and tools as well as developing skills.
2. Information Technology General Controls (ITGCs) - The ITGC (applicable IT applications and infrastructure relevant to identified business process) on Company's general IT infrastructure and systems.
3. Business Process Controls - both manual and automated, are embedded in business processes applicable to financial transactions. These controls may change over time due to changes in the Company's business processes.

A walkthrough involves following a transaction from origination through the Company's processes, including information systems, until it is reflected in the Company's financial records, using the same documents and information technology that Company personnel use.

Walkthrough procedures usually include a combination of inquiry, observation, inspection of relevant documentation.

Test of internal controls:

Following the risk assessment and controls identification, a control testing is conducted on each of the identified controls to assess if they are designed adequately and operating effectively. Control testing encompasses three components: test of design effectiveness, test of operating effectiveness, and ongoing monitoring.

Test of Design Effectiveness:

Testing the design effectiveness of controls involves determining whether the Company's controls, if they are operated as prescribed by persons possessing the necessary authority and competence to perform the control effectively, satisfy the Company's control objectives and can effectively prevent or detect errors or fraud that could result in material misstatements in the financial statements. This will conclude if the Company has an adequate system of internal controls over financial reporting.

Testing the design includes a mix of inquiry of appropriate personnel, observation of the Company's operations, and inspection of relevant documentation.

Test of Operating effectiveness

Testing the operating effectiveness of controls involves obtaining evidence about whether the control is operating as designed throughout the relevant financial reporting period. For each control selected for testing operating effectiveness, the evidence necessary to conclude that the control is effective depends upon the risk associated with the control, which is assessed based on factors such as nature and materiality of misstatement the control is intended to prevent, history of errors, frequency with which control operates, effectiveness of entity level controls, competency of personnel performing the control, nature of control i.e., automated or manual.

Evaluating identified deficiencies:

A 'deficiency' in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

Evaluation of the severity of each control deficiency should be made to determine whether the deficiencies, individually or in combination, are significant deficiencies or material weaknesses as of the balance sheet date.

The Company's management recognizes that a significant deficiency or weakness in internal controls over financial reporting increases the possibility that a misstatement in the Company's annual or interim financial statements will not be prevented or detected on a timely basis, which is important enough to merit attention of those charged with management and governance.

A deficiency in design exists when (a) a control necessary to meet the control objective is missing or (b) an existing control is not properly designed so that, even if the control operates as designed, the control objective would not be met.

A deficiency in operating effectiveness exists when a properly designed control does not operate as designed, or when the person performing the control does not possess the necessary authority or competence to perform the control effectively.

Remediation Testing:

The Company ensures that any issues or deficiencies either relating to design or operative effectiveness of specific controls are remediated. Once a new control is in place or remediated, it should be given enough time for its operations to validate the control's operating effectiveness. The amount of time that a control should be in place and operating effectively depends on the nature of the control and how frequently it operates.

Based on its assessment of the Company's current internal controls over financial reporting and Testing of Design and Operating Effectiveness, the management believes that the Company has developed an appropriate internal control framework that meets the requirements of the internal control over financial reporting. Moreover, QAMCO management believes that the developed framework is suitable to form the basis for compliance with the requirements of Qatar Financial Markets Authority in this regard.

The following are the main elements of the Company's internal control framework:

4-1 Risk management

As a service provider under a service-level agreement, QatarEnergy' established risk management rules and regulations are applied. However, the Board of Directors endeavors to maintain an appropriate risk management framework at Company level, as risk management is an integral part of Company governance, which the shareholders expect from the Board of Directors.

This framework takes into consideration pursuing an integrated process for continuous risk management, starting from risk identification, assessment, measurement, management to monitoring as follows:

- Risk identification and assessment involve identifying and assessing all risks facing the Company. Risks are classified into four main categories: strategic, operational, financial and compliance related. For each risk, there must be measures to address it effectively, as well as a set of indicators to monitor changes in the overall risk structure and landscape. Risks are simulated in several scenarios in order to develop proper remedies and assess their cumulative impact on the performance of the Company.
- Risks are then measured based on the impact and possibility of their occurrence.
- Risks are managed with the possibility that their level is increased, decreased or maintained in a manner consistent with the determined level of risk accepted by the Company. During treatment, the Company takes into consideration that risks have a life cycle, i.e., before, during and after the occurrence. The Company ensures protection, and that regulations, operational procedures and controls are developed in accordance with the best practices to minimize and mitigate related risks.
- Risks are then monitored to ensure that any related problems are quickly identified and properly addressed.

4-2 Audit

4-2-1 Internal Audit

The Company periodically floats a tender for the engagement of an independent consultant to provide it with internal audit services in accordance with tendering procedures. Offers are received by an established Tender Committee. After an evaluation of the technical and commercial offers is made, the Tender Committee makes its recommendations to the Board Audit Committee on the selection of the appropriate consultant.

An Internal Auditor was appointed on 2nd of April 2020 for three years to provide the Company and its joint venture, as instructed by the BAC and in accordance with the audit plan, with internal audit services as a "service provider".

The appointed Internal Auditor makes a risk assessment at the Company and its joint venture levels, then they draw up an appropriate audit plan and follow up on the implementation of the outstanding observations and related corrective management plans.

The Internal Auditor has access to all business functions and all data are provided as and when requested. The Internal Auditor verifies control systems, financial oversight and risk management. The Internal Auditor also verifies the extent to which the Company is committed to applying internal control systems and complying with the relevant laws and regulations, including Company's compliance with the rules and provisions that govern listing and disclosure to the stock market.

The internal audit reports are prepared by the Internal Auditor in accordance with the international auditing standards. All reports and recommendations are quarterly presented by the Internal Auditor to the BAC and subsequently submitted to the Company's Board of Directors as part of the BAC periodic report. The report includes assessment results of risks and applied systems at the Company, updates on audit work and related results and an assessment of the Company's performance as to applying the internal controls in accordance with the regulations set by the regulators, a follow up and the current status of the executive management' plans of corrective actions to address any weaknesses in the internal controls and any other tasks as recommended by the Audit Committee. The executive management receives a copy of the report to take the necessary corrective actions as instructed by the Board Audit Committee.

The Internal Auditor completed the risk assessments, developed internal audit plans for the Company and its joint venture and submitted these plans to the Board Audit Committee for review and approval. The Internal Auditor has conducted the head office audit and is in the process of auditing the joint venture according to the approved plan.

The approved internal audit plans, which were based on risk assessment, covered many areas across these entities, such as main operations (production facilities, power plant, maintenance, facilities, project engineering) and support functions (finance and accounts, human resources, information technology, HSE, administration, supply chain, corporate governance, etc.).

4-2-2 External Audit

The Board Audit Committee examines and evaluates offers received from external auditors registered in QFMA external auditors' list. Accordingly, the Committee makes its recommendation to the Board on the appointment of the External Auditor. Once approved by the Board, the recommendation shall be included in the agenda of the Company's General Assembly.

The General Assembly appoints the External Auditor for one year, renewable for a similar period or other similar periods up to a maximum of five consecutive years, provided that no re-appointment shall be made before two consecutive years are passed. The agreement between the Company and the External Auditor provides that the External Auditor's employees are required to strictly maintain confidentiality. Under relevant regulations and laws, the External Auditor is prohibited from combining between their assigned business, functions and duties and any other business in the Company, and from working at the Company before at least one year from the date of relations end with such Company.

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The Company floated a tender for the appointment of an External Auditor for a period of five years, starting 2020. The recommendation on the proposed appointment by the committee, which is formed in accordance with Company's tendering procedures, is annually presented to the Company's Ordinary General Assembly for approval. In 2021, the Company's General Assembly, at its meeting for 2020 held on 3rd of March 2021, approved the appointment of PricewaterhouseCoopers - Qatar as the Company's External Auditor for 2021 for an annual fee of QR 160,581, inclusive of the external audit work and additional work of ICoFR and corporate governance assessment as instructed by QFMA, as well as the Company' compliance with QFMA Governance Code.

Taking into account the requirements of Article no. 24 of QFMA Governance Code, the scope of work of the External Auditor included undertaking control works and assessment of the Company performance, especially relating to appropriateness and effectiveness of internal control systems implemented in the Company, including internal controls over financial reporting, the Company's compliance to its Articles of Associations and the provisions of the Law and QFMA's relevant legislations, including the provisions of QFMA Governance Code.

The External Auditor provides assurance that the financial statements were properly and fairly prepared in accordance with the international accounting and auditing standards. They report on observations made on significant financial issues and implemented financial controls. The External Auditor attended and submitted their report to the General Assembly 2020 held on 3rd of March 2021.

PricewaterhouseCoopers - Qatar, the External Auditor, submitted their report for the financial year ended 31st of December 2020 to the Company's Board of Directors on key accounting and auditing matters. They also submitted their independent assurance report on the suitability of design and operating effectiveness of internal controls over financial reporting of significant operations as at 31st of December 2020. The External Auditor, based on the results of their reasonable assurance procedures, concluded that the Board of Directors' assessment of the suitability of design and operating effectiveness of the Company's internal controls over financial reporting of significant processes, based on the COSO framework was presented fairly, in all material respects, as at 31st of December 2020. They draw attention to the fact that the assurance report relates to Qatar Aluminum Manufacturing Company on a stand-alone basis and not Qatar Aluminum Manufacturing Company and the operations of its joint venture as a whole. They also pointed out that their report was not modified in this respect.

In addition, the External Auditor submitted their independent assurance report on compliance with Qatar Financial Markets Authority's law and related legislations, including the Governance Code for Companies and Legal Entities Listed on the Main Market issued by QFMA's Board pursuant to QFMA's decision no. 5 of 2016 as at 31st of December 2020. The External Auditor concluded that nothing came to their attention, based on their limited assurance procedures described in their report, that caused them to believe that the Board of Director's assessment on compliance with QFMA' law and relevant legislations, including the Code, as included in the Corporate Governance Report , did not present fairly, in all material aspects, the Company's compliance with QFMA's law and relevant legislations, including the Code, as at 31st of December 2020. They draw attention to the fact that the scope of the assurance report relates to Qatar Aluminum Manufacturing Company on a stand-alone basis and not to Qatar Aluminum Manufacturing Company and the operations of its joint venture as a whole. They also pointed out that their report was not modified in this respect.

The External Auditor presented their reports for the financial year ended 31st December 2020 to the Company's General Assembly, which was held on 3rd of March 2021.

Moreover, the External Auditor's full independent reports, which include responsibilities, inherent limitations, scope and its determinants, criteria, results and the basis for conclusion/opinion, were published as part of the Company's annual report available on the Company's website (www.qamco.com.qa).

4-3 Compliance

QAMCO Board of Directors is strongly committed to maintaining full compliance with all applicable regulations, including QFMA requirements for listed companies. The Board makes every effort to ensure that a governance structure based on best practices, standards and regulatory governance requirements is developed and implemented.

Areas of non-compliance with particular provisions of QFMA Code, including the reasons for any such non-compliance, were highlighted in this report. The Company makes every effort to be in compliance with the provisions of the applicable QFMA law and relevant legislations, including the Code.

The main responsibility of the Compliance Section is to assist the Board of Directors, Board Audit Committee and the Company's management to comply with governance rules, and to manage and monitor risks by ensuring that relevant policies and procedures are in place to protect the Company, as a listed entity, against exposure to non-compliance risks.

The Compliance Section continuously monitors changes to governance regulations and best practices, and periodically updates the Board on any changes to governance practices / regulations.

As and when the Company is required to update its governance structure due to new changes to corporate governance regulations and leading practices, Compliance Officers are required to prepare and submit proposals on governance changes to the Board for approval.

To this end, as additional layer, a mechanism was developed to review, monitor and ensure that the Company is compliant with applicable laws, rules and regulations, and to enhance the Company's self-revision of risk management. The mechanism, which will be applied, generally aims to:

- Provide a reasonable assurance of the Company's compliance with the relevant applicable laws and regulations.
- Detect cases of non-compliance, whether accidental or intentional.
- Take the necessary disciplinary actions in accordance with the Company's regulations in cases of noncompliant behavior.
- Take the necessary corrective actions to address the consequences of noncompliance.
- Develop proposals to avoid non-compliance in the future.

The joint venture (Qatalum), which is not the main focus of the report, is fully aware of the importance of establishing the principles of good governance, including transparency, accountability and responsibility to support efforts geared towards achieving strategic goals and objectives, financial stability and integrity, and thus enhancing operational excellence. On the other hand, Qatalum, in accordance with the agreements under which it was established with the other partner, is independently managed by a Board of Directors having the necessary powers to manage and exercise its duties in full accordance with its fiduciary responsibility, ensuring the protection of all shareholders' rights of different classes. The joint venture also has its own systems and internal controls, including risk management systems, which are overseen by its

Board of Directors, Board committees and other relevant executive committees, such as Audit Committee and Financial and Commercial Committee. All of this contributes positively to creating a control environment in line with the best standards and practices.

Moreover, Qatar Aluminium Manufacturing Company appoints only qualified and eligible Directors – its representatives to the joint venture – who are sufficiently experienced to perform their duties effectively in the best interest of the joint venture and dedicated to achieving its goals and objectives. Upon appointment, a Director shall be fully responsible to the joint venture, in which he holds a seat on its Board, and shall be held accountable for his decisions to Qatar Aluminium Manufacturing Company as a shareholder in the meeting of the General Assembly, thereby increasing the level of independence from the appointee and non-interference in the management.

5 Disclosure and Transparency

5-1 Disclosure

The Company complies with disclosure requirements, including A) financial reports and notes thereto as disclosed to the regulators, published in the local newspapers and posted on the Company's website (www.qamco.com.qa), B) number of shares owned by the Chairman, Board Directors and members of the Senior Executive Management, and C) major shareholders. The Company also complies with the requirements of disclosing information on the Chairman, Directors, Board Committees, Chairman and Directors' qualifications and experience as noted from their bios, and whether any of them is a member of the Board of Directors of other listed company, a member of its Senior Executive Management or its Board committees.

On the other hand, during 2021, no penalties were imposed on the Company as a result of violations committed during the year, including violations and sanctions imposed because of non-compliance with the implementation of any of principals or provisions of QFMA Governance Code. In addition, there were no settlements of any actual, pending, or threatened litigation or claims during the period against QAMCO and that there are no unasserted claims and assessments considered by management to be probable of assertion, with the exception of an arbitration between Hydro Aluminium Qatalum Holding B.V. (Claimant) against QAMCO (Respondent) in connection to financial settlements resulting from tax treatments of the joint venture.

Disclosure is made in accordance with specific procedures approved by the Company's management. These procedures include ways of dealing with rumors by proving false or true, and how to clearly disclose in writing in a manner that is consistent with QFMA relevant legislations.

The Board takes appropriate measures to ensure that all disclosures are made in accordance with the instructions and rules of the relevant regulatory authorities, and that accurate and non-misleading information with the required quality and quantity is provided to all shareholders in an equitable manner to enable them to take informed decisions.

5-2 Conflict of Interest

The Board complies with QFMA Governance Code principals for the disclosure of any dealing and transaction the Company enters into with any "Related Party", in which such Related Party has an interest that may conflict with the Company's interest. In all cases, any transaction with Related Parties is disclosed in the notes to the Company›s financial statements, which are published in the local newspapers and posted on the Company's website.

The Company also seeks the approval of the General Assembly before entering into a major deal or transaction, as defined by QFMA, with a Related Party. Such deal or transaction must be put on the agenda of the next General Assembly to complete the requisite procedures for conclusion.

Moreover, the Company developed a policy on Related Party transactions in its Corporate Governance Framework. This policy takes into consideration the following:

- Review of these transactions, if any, by the Board Audit Committee and the Board of Directors to ensure compliance with relevant regulations.
- Ensure that all transactions with, or for the benefit of, any Related Party are on terms and conditions that are acceptable and within safe and sound practices and fulfil the adequacy condition of the required documents and the appropriate levels of the approving authority.
- Ensure that a transparent process, when applicable, is in place with adequate disclosure of Related Party transactions to shareholders.
- Price in a manner consistent with the recognized market practices, or on an appropriate basis, being arms-length.
- Adequate documentation, and such documentation may take the form of, for example, a services agreement, sale and purchase agreement, loan agreement etc., as appropriate, and that the terms and conditions contained therein are consistent with market practices.

During 2021, Related Party transactions at the Company level (on a stand-alone basis) included:

- Annual expenses paid to QatarEnergy for providing the Company with all financial and head office services under a service-level agreement.
- Income tax amounts recovered from the joint venture.
- Annual dividends approved by the joint venture's General Assembly.
- Foreign exchange transactions made between Qamco and the joint venture as part of managing cash and working capital needs at the joint venture level. These transactions were made at the official exchange rates.

5-3 Transparency and upholding the interest of the Company

The Board of Directors recognizes that the risk of conflict of interest may arise from the fact that a Director or a member of the executive management is a "Related Party", or access to Company's information by employees, service providers and any other stakeholder. In order to avoid this, the Company adopted a conflict of interest policy within its Corporate Governance Framework to identify, as far as possible, conflict of interest situations, and to prevent losing objectivity by adhering to the appropriate professional conduct and establishing the principles of transparency, fairness and disclosure.

In accordance with the Company's internal regulations and conflict of interest policy, if a Related Party is in a conflict of interest situation, it shall not be entitled to attend the discussion, cast vote, or pass a resolution in this respect.

In general, a Related Party shall avoid any situation that may involve or result in actual or potential conflict of interest. In all cases, all related decisions must serve the interests of the Company.

Moreover, Directors and employees / service providers recognize that all information related to QAMCO, its joint venture and customers is confidential for internal purposes only. Using this information for personal, family or any other purpose is considered unethical and illegal conduct.

5-4 Disclosure of share trading

The Company adopted procedures and rules that govern insider trading. These procedures and rules take into account the definition of the insider, whether permanently due to holding a position in the Company, or temporarily as a result of carrying out specific tasks for the Company. This insider has access to material information about the Company that could have a positive or negative impact on the investment decisions that can be taken by those who trade Company's share at Qatar Stock Exchange.

The Company updates Qatar Central Securities Depository (QCSD) with the details of the insiders, Directors and members of the Company's executive management to ban their tradings according to the applicable rules, and to disclose their tradings of the Company's shares on a daily basis by Qatar Stock Exchange.

In general, insiders are not allowed to benefit directly or indirectly from the use of inside information that has not yet been disclosed. Trading Company's shares on the basis of inside information, regardless of trade size, is a serious violation of the Company's ethical standards and policies. In addition, the insider may not assist others to trade the Company's shares by improperly disclosing inside information.

6 Stakeholder rights

6-1 Equal rights of shareholders

Shareholders are equal and have all the rights arising from share ownership in accordance with the provisions of the Law, regulations and relevant decisions.

The Company's Articles of Associations and internal regulations provide for the procedures and guarantees needed for all shareholders to exercise their rights, particularly the rights to receive the determined dividends, attend the General Assembly and participate in its deliberations and vote on decisions, as well as the right to access information and request it with no harm to the Company's interests.

In accordance with the Company's Articles of Association, should a shareholder or a group of shareholders reach an agreement to sell shares in the Company equal to or exceeding fifty percent (50%) of the Company's market capitalization, such agreement shall not be enforceable unless an offer is extended to the remaining shareholders to exercise, at such shareholders' discretion, their Tag-Along Right.

6-2 Register of shareholders

The register of shareholders is managed in accordance with QE applicable rules and procedures. The register of shareholders is kept and updated by Qatar Central Securities Depository (QCSD). Under the agreement between QAMCO and QCSD, the latter undertakes the tasks of registering, maintaining and depositing of securities, clearing and settlement, entering dealings in securities, whether purchase, sale, transfer of ownership, registration or pledging in the respective registers.

6-3 Shareholder rights to access information

The Company's Articles of Association and internal regulations provide for the procedures to be followed by shareholders for accessing information allowed to be disclosed to enable them to exercise their full rights without prejudice to other shareholders' rights or adversely affect the interests of the Company.

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The Board of Directors and the Company's employees are making continues efforts to establish constructive relationship and maintain communication with shareholders and investors so that they can make sound investment decisions by:

a. Ensuring fair and transparent disclosure of the Company's information both in quality and quantity in accordance with applicable laws and regulations.

b. Publishing a quarterly analytical report that includes details and analysis of the Company's financial and operational performance.

c. Publishing a presentation and holding a quarterly virtual earning call.

d. Dedicating a professional team to meet shareholders and discuss their inquiries regarding the company's financial and operating performance.

e. Attending events and conferences.

f. Updating the Company's website (www.qamco.com.qa) in line with the modern display techniques to better serve the shareholders of the Company and all related parties. The website contains a dedicated section for investor relations through which all information subject to regular and immediate release, including financial reports, press releases and corporate governance reports and their requirements are released.

g. Making and maintaining strong partnerships with newspapers and other media.

Qatar Stock Exchange and Qatar Financial Markets Authority are provided with the details of the contact person. Further, an email account (qamco@qp.com.qa) is dedicated for receiving inquiries or questions from the Company's shareholders. The Company also seeks views and consider assessments and suggestions from the institutional and individual shareholders, with whom it maintains regular communication.

The representatives of the Company ensure that all information provided to shareholders / investors is of the class that is allowed to be disclosed to the public. Providing confidential information or favoring a shareholder more than another is strictly prohibited.

6.4 Shareholder rights to General Assembly

6-4-1 Attendance and invitation

In accordance with QFMA instructions, each shareholder, whose name is entered in the shareholders' register at the close of the business on the same day of the Company's General Assembly is entitled to attend the General Assembly meeting. Each share he/she holds is entitled to one vote. In accordance with the Company's Articles of Association, Company's shareholders have all of the relevant rights, including:

- The right of the registered shareholder to attend the General Assembly meeting, in person or by a proxy or legal deputy, at the end of trading session on the day on which the General Assembly is convened.
- The right to participate in deliberations and vote on such matters on the meeting agenda.
- The right of the shareholder to appoint by a proxy executed in writing another shareholder who is not a Director to attend the General Assembly on his behalf, provided that shareholder by proxy shall not own more than (5%) of the Company's share capital.
- The right of the shareholder (s) who owns at least (10%) of the Company's share capital, for serious grounds, to request an invitation to convene General Assembly. The right of the shareholders representing at least (25%) of the Company's share capital to invite Extraordinary General Assembly to convene pursuant to the procedures prescribed by the Law and the regulations in this regard.

6-4-2 Effective Participation

The Company saves no effort to ensure that shareholders have the opportunity to participate effectively, vote in General Assembly meetings and be well informed of the rules, including voting procedures, which govern general shareholder meetings. In achieving this, the Company:

- Provides the shareholders with sufficient information in quality and quantity on the date, location and agenda of the general meetings, as well as complete and timely information regarding the matters to be discussed at the meeting to enable them to make a decision. This is achieved through announcing the meeting agenda in the local newspapers and posting it on the Company's own website. It also communicates the agenda to Qatar Stock Exchange for announcement on its website.
- Enables shareholders to directly pose questions to the Board Directors, place items (if any) on the agenda of the meeting, and to propose or object to resolutions, subject to the procedures established by law and applicable regulations in this regard.
- Provides a mechanism through which shareholders can attend and vote in person or in proxy. Equal effect should be given to votes whether cast in person or in proxy.

In accordance with the Company's Articles of Association, shareholder may object to any resolution deemed for the interest or harm of a certain group of shareholders; or brings personal benefits for Directors or others without regard to the Company's interests. Shareholder is entitled to enter such objection into the record of the meeting and to invalidate the objected resolution without prejudice to the provisions of the Articles of Association in this regard.

For 2021, the following agenda of the Company's Ordinary General Assembly meeting was discussed and approved by the shareholders:

1. Listen to Chairman's Message for the financial year ended 31st of December 2020.
2. Listen and approve the Board of Directors' Report on QAMCO's operations and financial performance for the financial year ended 31st of December 2020, and Company plans.
3. Listen and approve the External Auditor's Report on QAMCO's financial statements for the financial year ended 31st of December 2020.
4. Discuss and approve QAMCO's financial statements for the financial year ended 31st of December 2020.
5. Approve 2020 Corporate Governance Report.
6. Approve the Board's recommendation for a dividend payment of QR 0.035 per share for 2020, representing 3.5% of the nominal value of share.
7. Absolve the Directors of the Board from liability for the financial year ended 31st of December 2020.
8. Appoint PwC as the Company's External Auditor for the financial year ending 31st of December 2021 and approve their fees.

6-4-3 Election of Board Directors

As previously indicated, QAMCO Board of Directors, in accordance with the Company's amended Articles of Association, consists of no less than six (6) Directors, all of whom may be appointed by the Special Shareholder (QatarEnergy). Accordingly, the Company's AoA make no explicit provisions on the election of Directors and the procedures for nomination, voting and appointment.

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QatarEnergy appoints only qualified and eligible Board Directors who are sufficiently experienced to perform their duties effectively in the best interest of the Company and dedicated to achieving its goals and objectives. QatarEnergy makes timely disclosure of any and all decisions on the composition of the Board of Directors or any change thereto.

6-4-4 Dividend distribution

In accordance with the provisions of the Company's Articles of Association and without prejudice to the Company's ability to fulfill its obligations towards third parties and pursuant to a resolution by the General Assembly, dividends of not less than five (5) percent of the net profits of the Company after deducting legal deductions shall be distributed to registered shareholders at the end of trading session on the day on which the General Assembly is convened, provided that dividends shall not exceed the amount recommended by the Board.

The main lines of the dividend distribution policy included in the Company's Corporate Governance Framework are explained in the attachments to the meeting agenda of the Company's General Assembly. In general, the dividend policy requires the Company to balance shareholders' expectations with its operational and investment needs. This is achieved through investigating the following factors before a recommendation on the dividend distribution could be presented to the General Assembly:

- Cash flow constraints: It is not obligatory on QAMCO to distribute full profit to the shareholders. QAMCO shall keep sufficient cash for its operational requirements before dividend distribution.
- Lenders Constraints: QAMCO shall satisfy the financial requirement of lenders, if any
- Legal constraints: Any legal reserves shall be reserved before distributing the dividend.
- Future investment plan: investment plans of QAMCO shall be considered, and sufficient cash shall be retained before dividend distribution unless it has been decided to fund the investment through additional share capital or bank financing.

The proposed annual dividend is subject to the final approval of the General Assembly. The Company, through its agreement with a local bank, Qatar National Bank, makes it easier for the shareholders to claim their dividends for the year and previous years. Dividends are transferred to the accounts of the shareholders who provided their bank account details to Qatar Central Securities Depository or submitted a request for transferring their dividends to any QNB branch. The Company's website is updated with the required documents and all related details to claim dividends.

As for the resolution of the Company's General Assembly passed in 2021 for the financial year ended 31st of December 2020, the Assembly approved Board recommendation for a dividend of QR 0.035 per share for 2020, representing 3.5% of the nominal share value.

6-5 Conducting Major Transactions

The Company is committed to treat all shareholders equitably. Shareholders of each class of shares are equal and have all the rights arising from the share ownership in accordance with the provisions of the relevant law, regulations and decisions. The Company ensures that minority shareholders are protected against abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly.

Therefore, the Company ensures that all shareholders are equitably treated at the General Assembly meeting, and that voting process is facilitated without prejudice to the provisions of its AoA.

2021 CORPORATE GOVERNANCE REPORT

In accordance with the Company's AoA, shareholders in general and Minorities in particular may, in the event that the Company conducts Major Transactions that might harm their interests or prejudice the ownership of the Company's share capital, object and enter such objection into the record of the meeting and to invalidate the objected transaction without prejudice to the provisions of the Articles in this regard.

The Company's capital structure is disclosed in the financial statements and herein. Additionally, Qatar Stock Exchange discloses the Company's major shareholders on its website.

With the exception of some selected entities identified in the Company's Articles of Association or any organisations the Special Shareholder informs the Company in writing of, no person or entity, shall hold either directly or indirectly (or be beneficially entitled to) shares of a nominal value exceeding 2% of the Company's share capital. The maximum ownership of the Company's share capital is 2%. Qatar Central Securities Depository (QCSD), the entity entrusted with managing the register of the Company's shareholders, ensures that this maximum ownership limit is maintained.

In accordance with the Company's Articles of Association, the maximum ownership of non-Qatari shareholders is forty-nine percent (49%) of the shares listed on Qatar Exchange.

Details of shareholdings in QAMCO's share capital could be obtained from Qatar Central Securities Depository as per the register of shareholders. Details of major shareholdings as at 31st of December 2021 are as follows:

Shareholder	Percentage of Shares (%)
QatarEnergy	51.00%
Pension Fund - General Retirement and Social Insurance Authority	4.89%
Military Pension Fund	1.76%
Other Shareholders	42.35%
Total	**100.00%**

QAMCO relies on QCSD to obtain valid up-to-date record of shareholdings. As per the information obtained from QCSD as of 31st of December 2021, no shareholder has exceeded the limit specified in the Company's Articles of Association, except as expressly provided therein.

6-6 Stakeholder rights (non-shareholders)

QAMCO safeguards and ensures respect for the rights of the Company's stakeholders in accordance with QFMA Code. Each stakeholder may request the information related to his interest upon submitting a proof of identity. The Company is committed to provide the requested information in a timely manner and in a way that does not threaten others' interests or prejudice its interests.

2021 CORPORATE GOVERNANCE REPORT

A whistleblowing policy and related procedures were adopted within the Company's Corporate Governance Framework to disclose any wrongdoing that may adversely impact the Company, its customers, shareholders, employees or the public at large. Under the policy, QAMCO assigns a member of the Board Audit Committee to address whistleblowing concerns. The assigned Committee member ensures that issues raised through whistleblowing are raised and reported to the Board Audit Committee according to the materiality of the issue. A whistleblowing hotline (+974) 4013-2277 was established and provided on the Company's website (www.qamco.com.qa) to report malpractice, unlawful or unethical behaviour.

These procedures are also a key defense against management override of internal controls and thus can help improve corporate governance.

QAMCO recognizes that the decision to report a concern can be a difficult one to make, not least because of the fear of reprisal from those responsible for the malpractice. QAMCO will not tolerate harassment or victimization and will take action to protect the whistle-blower that raises a concern in good faith.

6-7 Community right

Qatar Aluminium Manufacturing Company, a 50% joint venture partner in a successful and one of the most efficient smelters in the region that produces primary aluminium products, supports through Qatar Aluminium Limited "Qatalum" the comprehensive economic development, social welfare, environmental protection, job creation, and more importantly, enriching the lives of Qataris through initiatives in the areas such as:

1. Health, Safety and Environment: minimizing waste, reuse, recover and recycle by-products, HSE workshops, safety culture, emergency preparedness, occupational health, safeguard against Covid-19 pandemic, HSE training, operational excellence, energy efficiency, environment management, environmental compliance etc.,
2. People: Qatarization programs (Strategic thinking and business planning trainings, summer internship programs, career fairs), employee retention, training and development, promoting health and fitness, sports activities etc.,
3. Community: Support the community through projects and making contributions to associations like Qatar Diabetes Association and Center for Empowerment and Care of the Elderly (Ehsan), as well as promoting local procurement.

QatarEnergy, the founder and Special Shareholder, ensures, through the technical and head office support provided to the Company and its joint venture, that only appropriate investment opportunities which could add financial, economic, social and environmental value are explored in support of the country's pursuit of economic diversification.

2021 CORPORATE GOVERNANCE REPORT

The Social and Sport Contribution Fund

Pursuant to Law no. 13 of 2008 amended by Law no. 8 of 2011, a 2.5% of the Company's annual net profit is allocated to support sports, cultural, social and charitable activities. For the financial year ended 31st of December 2020, the 2.5% amounted to QR 2.37 million (2019: QR 2 million). The deducted amount was credited in full to the account of the Social and Sport Contribution Fund on 28th of March 2021.

For the financial year ended 31st of December 2021, the Company has allocated QR 20.86 million, representing 2.5% of its 2021 net profits, to support these activities.

Conclusion

Through its Board of Directors, QAMCO is committed to implementing corporate governance principles and best practices, maintaining by-laws and internal procedures to achieve the highest levels of governance and create anticipatory (proactive) compliance environment aimed at safeguarding its assets and capital, protecting the interests of its customers and shareholders and preserving the Company's integrity and image.

The Board is satisfied that it has effectively discharged all of its duties and obligations and fulfilled its mandate during 2021 as set out in its Charter and relevant legislation. The Board exercises due care and diligence in managing the Company in an effective and productive manner to achieve the interest of the Company, all shareholders and stakeholders in a balanced manner.

Abdulrahman Ahmad Al-Shaibi
Chairman of the Board of Directors

APPENDIX: BOARD OF DIRECTORS BIOS

APPENDIX: BOARD OF DIRECTORS BIOS

Abdulrahman Ahmad Al-Shaibi

Chairman

Non-Executive member / Non-Independent

Qualifications and Experience:
Mr. Abdulrahman Ahmad Al-Shaibi obtained B.SC. in Finance and Business Administration from the University of Arizona in 1988.

Mr. Abdulrahman Ahmad Al-Shaibi joined QatarEnergy in 1989 as Financial Analyst.

He also held the position of Manager, Project Finance / Director Finance - QatarEnergy.

Mr. Al-Shaibi is currently the Executive Vice President – Finance & Planning of QatarEnergy. He is responsible for developing and implementing finance strategies and practices in line with International Best Practice.

Other positions*: MPHC Board Director

Number of shares in QAMCO: Nil

APPENDIX: BOARD OF DIRECTORS BIOS

Mr. Ahmad Saeed Al-Amoodi

Vice Chairman

BAC Chairman

Non-Executive Member / Non-Independent

Qualifications and Experience:
Mr. Ahmad Al-Amoodi holds B. Sc. in Electrical Engineering from New Mexico State University, USA (1996).

Mr. Al-Amoodi joined QatarEnergy Engineering Department in 1996 as electrical engineer, he participated in several QatarEnergy projects at different phases of development in Qatar, Italy, Korea, the Netherlands, and USA. He also joined Q-Chem II Petrochemical Project during the Detail Engineering phase in Houston and the installation phase at Mesaieed. He held many technical and leadership positions such as; Head of Common Facilities, Assistant Manager Common Facilities, Manager Oil & Gas Surface Development Department. He currently serves as QatarEnergy Executive Vice President (EVP) of Surface Development & Sustainability.

Other positions*: Nil

Number of shares in QAMCO: Nil

APPENDIX: BOARD OF DIRECTORS BIOS

Mr. Nabeel Mohammed Al-Buenain

BAC member

Member of the Remuneration Committee

Non-Executive Member / Non-Independent

Qualifications and Experience:
Mr. Nabeel Mohammed Al-Buenain holds a Bachelor's Degree in Mechanical Engineering from the Lamar University, Beaumont, Texas, USA. He has over 24 years of experience in different leadership roles in Oil and Gas, Ports and Construction industries.

Mr. Nabeel Al-Buenain started his career as Mechanical Engineer at QatarEnergy - Dukhan Gas Recycled Project. During his career, he was involved in Ras Laffan Port Expansion Project, which included reclamation and construction, front end engineering design (FEED) for berths and port infrastructure, largest common cooling seat water system, repair and construction of vessels. He also headed the port project management committee that was responsible for greenfield projects. He currently holds the position of Vice President - HSE and Business Services (Corporate HSE & Quality, Facilities Management and Healthcare) at QatarEnergy.

Mr. Nabeel Al-Buenain has also worked as the Chief Executive Officer of Qatari Diar, in addition, he was the Vice Chairman of Qatari Diar's Board of Directors and a Board member of Barwa Real Estate Company. Previously, he also held the position as Deputy Chief Executive Officer of Qatalum.

Other positions*: Nil

Number of shares in QAMCO: 13360

APPENDIX: BOARD OF DIRECTORS BIOS

Mr. Mohammed Essa Al-Mannai

Chairman of the Remuneration Committee

Non-Executive Member / Non-Independent

Qualifications and Experience:
Mr. Mohammed Essa Al-Mannai obtained an LLB (Hons.) Degree from the University of Liverpool in 2007 and the BVC from the College of Law in London in 2009.

Mr. Al-Mannai joined QatarEnergy in 2007 as Counsel within the Projects division within the Legal Department.

Mr. Al-Mannai currently holds the position of General Counsel and Board Secretary at QatarEnergy.

Other positions*: MPHC Board Director

Number of shares in QAMCO: Nil

APPENDIX: BOARD OF DIRECTORS BIOS

Mr. Mohammed Jaber Al-Sulaiti

BAC member

Non-Executive Member / Non-Independent

Qualifications and Experience:
Mr. Mohammed Jaber Al-Sulaiti holds a BA in Accounting & Finance from Middlesex University, United Kingdom.

Mr. Al-Sulaiti started his career with QatarEnergy in 2008, where he progressed through various positions and held diverse senior and leadership positions.

He has extensive knowledge and profound experience in managing listed companies, governance & compliance, investments, corporate finance and accounting.

Mr. Al-Sulaiti represents QatarEnergy on the Boards of Gulf Drilling International and Gulf Helicopter Company.

Other positions*: Nil

Number of shares in QAMCO: 106627

APPENDIX: BOARD OF DIRECTORS BIOS

Mr. Khalid Mohammed Laram

Non-Executive Member / Non-Independent

Qualifications and Experience:
Mr. Khalid Mohammed Laram graduated in 1984 with a Bachelor of Science degree in Chemical Engineering from the University of Southern California, USA.

Mr. Laram began his professional career with QatarEnergy in May 1985. With over 36 years' experience, Mr. Laram's expertise covers a full spectrum: including projects in which he has been involved the early development of the North Field Dome in 1987, Qatar Gas' first LNG Trains in 1991, the positions of Project Manager for NGL-4 and Deputy General Manager for Al-Khaleej Gas Project.

Mr. Laram is the Chief Executive Officer of Qatar Aluminium. He is also a member of Gulf Aluminium Council Board of Directors and a member of the International Aluminium Institute.

Other positions*: Nil

Number of shares in QAMCO: 56480

*Positions on the Boards of other public shareholding companies. Qamco Directors may also have positions in other entities / companies.

Qatar Aluminum
Manufacturing Company Q.P.S.C.
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