Agenda of the Extraordinary General Assembly Meeting

to be held at 4:30 p.m. on Sunday, 16 August 2026,
or, if the required quorum is not achieved, at 4:30 p.m. on Tuesday, 18 August 2026,
or at 4:30 p.m. on Thursday, 17 September 2026,

at WOQOD Tower, 21st Floor, Abdullah Bin Hamad Al Attiyah Hall,

to endorse the following amendments to the Articles of Association of WOQOD in order to align them with the new Corporate Governance Code.

1. Amendment to Article (1)		
Before Amendment	**After Amendment**	**Reason for Amendment**
The Company was incorporated pursuant to the provisions of Article (90) of **Law No. (11) of 1981** concerning Commercial Companies. The Company is currently governed by the provisions of **Law No. (11) of 2015** promulgating the Commercial Companies Law, as amended by **Law No. (8) of 2021**, and any subsequent amendments thereto, to the extent that such provisions do not conflict with the Company's Memorandum of Association and Articles of Association. Any reference in these Articles of Association to provisions of **Law No. (11) of 1981** concerning Commercial Companies shall be construed as a reference to the corresponding provisions of **Law No. (11) of 2015**, as amended by **Law No. (8) of 2021**, or any subsequent amendments thereto.	1.1 The Company was incorporated pursuant to the provisions of Article (90) of **Law No. (11) of 1981** concerning Commercial Companies. The Company is currently governed by the provisions of **Law No. (11) of 2015** promulgating the Commercial Companies Law, as amended by **Law No. (8) of 2021**, and any subsequent amendments thereto, to the extent that such provisions do not conflict with the Company's Memorandum of Association and Articles of Association. Any reference in these Articles of Association to provisions of **Law No. (11) of 1981** concerning Commercial Companies shall be construed as a reference to the corresponding provisions of **Law No. (11) of 2015**, as amended by **Law No. (8) of 2021**, or any subsequent amendments thereto.	

	1.2 The phrase " **Qatar Petroleum** " wherever it appears in these Articles; shall be replaced by the phrase " **QatarEnergy** ". The phrase " **Doha Securities Market** " wherever it appears in these Articles; shall be replaced by the phrase "**Qatar Stock Exchange** "; and the phrase " **Ministry of Economy and Commerce** " wherever it appears in these Articles; shall be replaced by the phrase " **Ministry of Commerce and Industry**".	

2. Amendment to Article (4)

Before Amendment	**After Amendment**	**Reason for Amendment**
"The term of the Company shall be 25 (twenty five) years commencing from the date of issuance of the Decree authorizing its incorporation. This term may be extended by a resolution of the Extraordinary General Assembly."	"The term of the Company shall be fifty (50) years commencing from the date of issuance of the Decree authorizing its incorporation. This term may be extended by a resolution of the Extraordinary General Assembly."	The Decree No. (5) of 2002 for incorporation of Qatar Fuel Company was issued on 10/02/2002. As the original term of 25 years will expire on 09/02/2027, it is necessary for the Extraordinary General Assembly to resolve to extend the term. Under the proposed amendment, the new term will expire on 09/02/2052.

3. Amendment to Article (20-3 & 20-4)

Before Amendment	**After Amendment**	**Reason for Amendment**
3. The General Assembly shall elect the remaining four members by secret ballot,	**3.** The General Assembly shall elect the remaining four members by secret ballot,	In implementation of Corporate Governance Code No. (5) of 2025, Clause (3) of

provided that the holder of the preference share and the Civil and Military Pension Funds affiliated with the General Retirement and Social Insurance Authority shall not participate in the voting process. When voting to elect members of the Board of Directors, each share shall have one vote, which the shareholder may allocate to a candidate of their choice. A shareholder may distribute the votes attached to their shares among more than one candidate, but a single share may not be cast for more than one candidate. Voting for Board members shall be conducted in accordance with the Corporate Governance Regulations issued by the QFMA. The following conditions shall be met for Board membership: 1. Must not be less than twenty one (21) years of age and must have full legal capacity. 2. Must not have been previously convicted of a felony, or of a crime involving dishonor or breach of trust, or of any of the crimes stipulated in Articles (334) and (335) of the Commercial Companies Law No. (11) of 2015, as amended by Law No. (8) of 2021, nor declared bankrupt unless rehabilitated. 3. Throughout the term of	provided that at least three (3) of them shall be independent members, and that the holder of the preference share and the Civil and Military Pension Funds affiliated with the General Retirement and Social Insurance Authority shall not participate in the voting process. When voting to elect members of the Board of Directors, each share shall have one vote, which the shareholder may allocate to a candidate of their choice. A shareholder may distribute the votes attached to their shares among more than one candidate, but a single share may not be cast for more than one candidate. Voting for Board members shall be conducted in accordance with the Corporate Governance Regulations issued by the QFMA. Without prejudice to any conditions or requirements prescribed under the Corporate Governance Regulations issued by the QFMA, the following conditions shall be met for Board membership: 1. Must not be less than twenty one (21) years of age and must have full legal capacity. 2. Must not have been previously convicted of a criminal offense, or of a crime involving dishonor or breach of trust, or of any of the crimes	Article (1), Sections 1& 4 of the Code. List of Definitions. Corporate Governance Code No. (5) of 2025. In implementation of Corporate Governance Code No. (5) of 2025, Clause (3) of Article (1), Sections 1& 4 of the Code. Article (99) of the Commercial Companies Law of 2025

membership, whether in a personal capacity or as a representative of a juridical person (unless representing the State or any person owning 10% or more of the capital), the member must comply with the following: I. Not be a member of the board of more than three shareholding companies whose head offices are located in the State. II. Not serve as chairman or vice chairman of more than two companies headquartered in the State. III. Not be a managing director of more than one company headquartered in the State. IV. Not be a member of the boards of two companies carrying on activities similar to those of the Company. An elected non-independent Board member must own not less than 50,000 (fifty thousand) shares, which shall be allocated as a guarantee for the Company, its shareholders, creditors, and third parties against liabilities arising from Board membership. Such guarantee shares may not be traded until the end of the membership term and approval of the financial statements for the last financial year in which the member performed their duties. If the member fails to provide the required guarantee, their membership shall be deemed forfeited. The candidate for Board membership must also not have any conflict of interest	stipulated in Article (40) of Law No. (8) of 2012 concerning the Qatar Financial Markets Authority or Articles (334) and (335) of the Commercial Companies Law No. (11) of 2015, as amended by Law No. (8) of 2021, nor declared bankrupt unless rehabilitated or defaulted on his/her debts, caused losses to the Company, been previously dismissed, or has any conflict of interest that affects his/her impartiality and independence; nor be prohibited from practicing any activity in entities subject to the supervision of the QFMA pursuant to Article (35), para (12), of the Law No. (8) of 2012 referred to above. 3. Not be a managing director of more than one company headquartered in the State. 4. Not be a member of the board of another company carrying on activities similar to those of the Company. 5. A member must possess appropriate university qualifications, experience, competence, and diverse skills necessary to perform their role professionally, effectively, and in an integrated manner. 6. Throughout the term of membership, whether in a personal capacity or as a representative of a juridical person (unless representing the State or any person owning 10% or more of the capital), the member must comply with the following: 1. Not be a member of the board of more than three	

with the Company. **4.** At least one-third of the Board members must be independent, and the majority must be non-executive and not engaged in the day-to-day management of the Company or receiving a wage therefrom).	shareholding companies whose head offices are located in the State. 2. Not serve as chairman or vice chairman of more than two companies headquartered in the State. In addition to the aforementioned membership conditions, an independent board member must satisfy the requirements of the Corporate Governance Code issued pursuant to the QFMA No. (5) of 2015, and any amendment or new issue thereof. An elected non-independent Board member other than the representatives of the State must be a shareholder owning not less than 50,000 (fifty thousand) shares, which shall be deposited with the depository entity within sixty (60) days from the date of membership. These shares shall serve as a guarantee for the Company, its shareholders, creditors, and third parties against liabilities arising from Board membership, and may not be traded, pledged, or attached until the end of the membership term and approval of the financial statements for the last financial year in which the member performed their duties. If the member fails to provide the required guarantee, their membership shall be deemed forfeited. The candidate for	

	Board membership must also not have any conflict of interest with the Company. Independent members, employees' representatives, and non-independent members representing the State shall be exempt from the shareholding requirement set out in this Section. At least three (3) members of the Board must be independent, and the majority must be non-executive and not engaged in the day-to-day management of the Company or receiving a remuneration therefrom.	
4. Amendment to Article (21)		
Before Amendment	**After Amendment**	**Reason for Amendment**
"The term of membership of the Board of Directors shall be three (3) years, renewable. However, the first Board of Directors shall remain in office for a period of five (5) years."	"The term of membership of the Board of Directors shall be three (3) years, renewable. However, the first Board of Directors shall remain in office for a period of five (5) years. As of 04/08/2025, the terms of an independent Board member shall not exceed two rotating Board terms. Any period served by an independent member shall be deemed a full term, even if such member does not complete the full three years term for any reason or is elected to complete the term of their predecessor."	In implementation of Corporate Governance Code No. (5) of 2025, Clause (9) of Article (1), Section 4 of the Code.

5. Amendment to Article (23)		
Before Amendment	**After Amendment**	**Reason for Amendment**
"If the position of a member of the Board of Directors becomes vacant and such member was appointed by the holder of the preference share, the holder of the preference share shall appoint a successor. If the position of an elected Board member becomes vacant, it shall be filled by the candidate who obtained the highest number of votes among the shareholders who did not win membership of the Board. In the event of any impediment, the next in rank shall replace him. The new member shall complete only the remaining term of their predecessor. If there is no person to replace the member whose position has become vacant, the Board of Directors shall invite the Ordinary General Assembly to convene within two months from the date the position became vacant to elect a replacement for the vacant position."	"If the position of a member of the Board of Directors becomes vacant and such member was appointed by the holder of the preference share or any other legal entity, the holder of the preference share, or such other legal entity shall appoint a successor. If the position of an elected Board member becomes vacant or he becomes unqualified in accordance with the conditions set out in Article (20) of the Articles of Association, or he fails to perform his duties, or is found to have a conflict of interest that affects his independence, it shall be filled by a candidate from the same category who obtained the highest number of votes among those who did not win membership of the Board. In the event of any impediment, the next in rank shall replace him. If no candidate from the same category is available, and there is another member from among the independent members, such alternate member shall fill the vacant position. The new member shall complete only the remaining term of their predecessor. If there is no person to replace the member whose position	In implementation of Corporate Governance Code No. (5) of 2025, Appendix (2) of the Code, of Article (1), Section 4 of the Code.

	has become vacant, or if no reserve list is available, the Board may continue with the remaining members, provided that their number does not fall below five (5) members. If the number of vacant positions reaches one-quarter of the Board seats, or if the number of remaining members falls below five (5), the Board of Directors must invite the General Assembly to convene within two months from the date the positions became vacant or the number of remaining members fell below five (5), to elect members to fill the vacant positions. A legal entity elected in its legal capacity must, in the event that the position of its representative on the Board becomes vacant for any reason, appoint another representative within one month from such date; otherwise, its membership on the Board shall be deemed forfeited and it may also replace its representative at any time, provided that the substitute member meets the prescribed requirements.	
6. Amendment to Article (24)		
Before Amendment	**After Amendment**	**Reason for Amendment**
The Board of Directors shall have full authority to manage the Company and to undertake all acts required for such management in accordance with its objects. Such authority shall only be limited by the provisions of the law, the Company's Articles of	The Board of Directors shall have full authority to manage the Company and to undertake all acts required for such management in accordance with its objects. Such authority shall only be limited by the provisions of the law, the Company's Articles of	In implementation of Corporate Governance Code No. (5) of 2025, Article (4) of the Code.

Association, or resolutions of the General Assembly. The Board may delegate one or more of its members to carry out a specific task or to supervise a particular aspect of the Company's activities. The Board may not sell or mortgage the Company's real estate or enter into loan agreements without the approval of the General Assembly, unless such actions fall within the ordinary course of the Company's business. The Board of Directors shall form from among its members an Audit Committee, and the Corporate Governance Regulations issued by the Authority shall determine the rules governing its formation, competencies, and operating procedures.	Association, or resolutions of the General Assembly. The Board may delegate one or more of its members to carry out a specific task or to supervise a particular aspect of the Company's activities. The Board may not sell or mortgage the Company's real estate or enter into loan agreements without the approval of the General Assembly, unless such actions fall within the ordinary course of the Company's business. The Board of Directors shall form from among its members an Audit Committee, a Risk Management and Compliance Committee, and a Nomination, Remuneration and Incentives Committee. The Board may also form any other committees it deems appropriate, and the Corporate Governance Regulations issued by the Authority shall determine the rules governing the formation, competencies, and procedures of such committees.	
7. Amendment to Article (26-6)		
Before Amendment	**After Amendment**	**Reason for Amendment**
"If a member of the Board of Directors fails to attend three consecutive Board meetings or four non-consecutive meetings within a financial year without an excuse accepted by the Board, such member shall be deemed to have resigned."	"If a member of the Board of Directors fails to attend three consecutive Board meetings or four non-consecutive meetings within a financial year without an excuse accepted by the Board, such member shall be deemed to have resigned. The reason provided for absenteeism from	In implementation of Corporate Governance Code No. (5) of 2025. Article (2), Section 2 of the Code.

	a meeting must be reasonable and duly documented.”	
8. Amendment to Article (43):		
Before Amendment	**After Amendment**	**Reason for Amendment**
Chapter (5) **Auditors** **Article 43** The Company shall have one or more auditors appointed by the General Assembly, which shall determine their fees. The auditor must be registered in the auditors’ register in accordance with the law and must have practiced the profession for at least ten (10) consecutive years. The auditor shall be responsible for the accuracy of the data contained in his report in his capacity as an agent of the body of shareholders. Where there is more than one auditor, they shall be jointly liable for the audit work. The auditor shall have the right at all times to review the Company’s books, records, and documents, and to request such information as he deems necessary. He may verify the Company’s assets and liabilities. If he is unable to exercise these rights, he shall record this in writing in a report submitted to the Board of Directors and presented to the General Assembly. The auditor shall attend the General Assembly and express his opinion on all matters relating to his work, particularly	**Chapter (5)** **External and Internal Audit** **Article 43** **First: External Audit:** The Company shall have one or more auditors appointed by the General Assembly, which shall determine their fees. The auditor must be registered in the auditors’ register in accordance with the law and must have practiced the profession for at least ten (10) consecutive years. The auditor shall be responsible for the accuracy of the data contained in his report in his capacity as an agent of the body of shareholders. Where there is more than one auditor, they shall be jointly liable for the audit work. The auditor shall have the right at all times to review the Company’s books, records, and documents, and to request such information as he deems necessary. He may verify the Company’s assets and liabilities. If he is unable to exercise these rights, he shall record this in writing in a report submitted to the Board of Directors and presented to the General Assembly. The auditor shall attend the General Assembly and express	Article (146) of the Commercial Companies Law No. 11 of 2015 as amended by Law No. 8 of 2021 , In implementation of Corporate Governance Code. Article (9) and Article (7).

the Company's financial statements. He shall read his report to the General Assembly. The report must include all data stipulated in Article (174) of the Commercial Companies Law, and each shareholder shall have the right to discuss it and request clarification regarding the matters contained therein.	his opinion on all matters relating to his work, particularly the Company's financial statements. He shall read his report to the General Assembly. The report must include all data stipulated in Article (146) of the Commercial Companies Law No. 11 of 2015 as amended by Law No. 8 of 2021 , and each shareholder shall have the right to discuss it and request clarification regarding the matters contained therein. Without prejudice to the foregoing, the responsibilities, powers, and duties of the auditor shall be as set out in the Corporate Governance Code issued pursuant to Resolution No. (5) of 2025 of the Board of Directors of the Qatar Financial Markets Authority, in particular Article (9) thereof, and any amendments or reissuance thereof. **Second: Internal Audit:** The Company shall establish an internal control system and an internal audit function in accordance with Article (7) of the Corporate Governance Code issued pursuant to Resolution No. (5) of 2025 of the Board of Directors of QFMA and any amendments or reissuance thereof.	

9. Amendment to Article (6-1)		
Before Amendment	**After Amendment**	**Reason for Amendment**
6.1 The authorized share capital of Qatar Fuel shall be QAR 1,000,000,000 (One Billion), divided into 1,000,000,000 (One Billion) shares, with a nominal value of One Qatari Riyal per share.	6.1 The authorized share capital of Qatar Fuel shall be QAR 2,000,000,000 (Two Billion), divided into 2,000,000,000 (Two Billion) shares, with a nominal value of One Qatari Riyal per share.	To meet future business requirements
10. Amendment to Article (46-5)		
Before Amendment	**After Amendment**	**Reason for Amendment**
5. Not exceeding 5% of the net profit, after deducting depreciation, reserves, and the distributed profit pursuant to the above paragraph, shall be allocated for the remuneration of the Board's members.	5. Not exceeding 5% of the net profit, after deducting depreciation, reserves, and the distributed profit pursuant to the above paragraph, shall be allocated for the remuneration of the Board's members. In the event that the Company does not realize any profits, the Ordinary General Assembly may, based on a proposal by the Board, grant the Board members a lump-sum remuneration, in accordance with the provisions of the Commercial Companies Law and the Corporate Governance Code applicable at the time, and any resolutions issued pursuant thereto.	