



QIA 2022

Qatar Investment Authority

Pillar 1: Legal

Legal framework, objectives, and coordination with macroeconomic policies

Principle 1

1. The legal framework for the SWF should be sound and support its effective operation and the achievement of its stated objective(s).

1.1. The legal framework for the SWF should ensure legal soundness of the SWF and its transactions.

1.2. The key features of the SWF's legal basis and structure, as well as the legal relationship between the SWF and other state bodies, should be publicly disclosed.

The Qatar Investment Authority ("QIA") was established by Amiri Decision of the State of Qatar ("the State") No. (22) of the year 2005 amended by Amiri Decision No. (73) of the year 2013 ("QIA Constitution"). The Amiri Decision can be found at the [following link](#):

As such, QIA has a separate juridical personality, wholly owned by the Government of the State of Qatar ("Government"), with a Board of Directors ("Board"), a Chairman, a Chief Executive Officer ("CEO"), and an executive management team.

QIA reports to the Supreme Council for Economic Affairs and Investments ("Supreme Council"), the highest decision-making body concerning economy, energy, and investment of the State. The Supreme Council approves QIA's investment strategy and oversees QIA's performance.

The Supreme Council is chaired by H.H. The Amir, with the Deputy Amir as Deputy Chairman. The other members are the following:

-Prime Minister and Minister of Interior (Executive Member)

-Minister of Foreign Affairs

-Minister of Energy and Industry

-Minister of Finance

-Minister of Economy and Trade

-Governor of Qatar Central Bank

-Economic Advisor at the Amiri Diwan

-Two representatives of QIA

Principle 2

The policy purpose of the SWF should be clearly defined and publicly disclosed.

Pursuant to its Constitution, QIA's mission is aimed at developing, investing and managing its own funds, as a long-term investor, for the benefit of future generations of Qataris, in accordance with the investment strategy endorsed by the Supreme Council.

QIA is required to contribute to enhancing the national economy in the unforeseen circumstances, and whenever the need arises.

Moreover, QIA supports the development and diversification of the national economy, in accordance with the supervision by the Supreme Council, taking into consideration not to adversely impact the private sector's activities.

Furthermore, QIA may undertake the management and investment of other governmental funds pursuant to a legislative instrument or agreement with the concerned governmental entity

A description of QIA's mandate is available on the [QIA's website](#).

Principle 3

3. Where the SWF's activities have significant direct domestic macroeconomic implications, those activities should be closely coordinated with the domestic fiscal and monetary authorities, so as to ensure consistency with the overall macroeconomic policies.

Since its inception, QIA has been operating in close coordination with the Ministry of Finance and other fiscal and monetary authorities to ensure its activities are consistent with Qatar's overall macroeconomic policies.

Principle 4

4. There should be clear and publicly disclosed policies, rules, procedures, or arrangements in relation to the SWF's general approach to funding, withdrawal, and spending operations.

4.1. The source of SWF funding should be publicly disclosed.

4.2. The general approach to withdrawals from the SWF and spending on behalf of the government should be publicly disclosed.

QIA is assigned, from time to time, fiscal surpluses by the Supreme Council and is required to manage such funds according to its strategic investment mandate set out in its Constitution, the policies, strategies and plans approved by the Supreme Council. Since its inception, QIA has accumulated assets and there has been no withdrawal of assets by the Government.

In the event of a withdrawal request being made, the QIA Board and the Supreme Council would be required to approve such request. Any asset liquidation would be required to be conducted in an orderly manner and in strict compliance with all applicable laws, regulations and rules.

Principle 5

5. The relevant statistical data pertaining to the SWF should be reported on a timely basis to the owner, or as otherwise required, for inclusion where appropriate in macroeconomic data sets.

QIA compiles and produces detailed information on its investment performance on a monthly basis for the benefit of its executive management. Reporting to the Board and Supreme Council is made on a semi-annual basis. The QIA Internal Audit Department, under the supervision of the QIA Board Audit Committee and an external auditor (one of the “Big Four” firms) audit the QIA operations, transactions and financial statements.

Pillar 2: Institutional

Institutional Framework and Governance Structure.

Principle 6

6. The governance framework for the SWF should be sound and establish a clear and effective division of roles and responsibilities in order to facilitate accountability and operational independence in the management of the SWF to pursue its objectives.

QIA’s governance framework guides and coordinates the distribution of rights and responsibilities to the appropriate departments and units, determines the rules and procedures to make governance and investment decisions and ensures an integrated internal structure through which the objectives of QIA are implemented.

The respective roles of the different layers of QIA governance framework are as follows:?

- The Supreme Council: approves QIA’s strategic objectives and its investment strategy;?
- QIA Board of Directors: approves governance policies, provides strategic guidance and monitors activities of executive management;?
- The CEO and executive management team: manage QIA’s day-to-day operations under the supervision of the Board. ?

The governing body of QIA is its Board of Directors, appointed by a decision of the Amir, which acts in the best interests of QIA and has a clear mandate and adequate authority and competency to carry out its functions.

The current Board is composed of eight members, having relevant experience, as follows:

- H.E. Sheikh / Mohammed Bin Abdulrahman Al Thani (Chairman)
- H.E. Sheikh / Mohamed Bin Hamad Bin Khalifa Al Thani (Vice-Chairman)
- H.E. Mr. / Ali Bin Ahmed Al-Kuwari
- H.E. Mr. / Saad Bin Sherida Al-Kaabi
- H.E. Sheikh / Mohammed Bin Hamad Bin Qassim Al-Abdullah Al-Thani
- H.E. Sheikh / Bandar Bin Mohammed Bin Saoud Al-Thani
- H.E. Mr. / Nasser Bin Ghanim Al-Khelaifi
- H.E. Mr. / Hassan Bin Abdulla Al-Thawadi

The Board provides strategic guidance and monitors QIA executive management and is responsible for the governance implementation of QIA's mission.

The Board is supported in its oversight by four Board Committees: Audit Committee, Investment Committee, US Investment Committee, and Local Portfolio Committee.

QIA operates within a framework of appropriate Governance policies and procedures.

Within the Legal Department, the dedicated Governance function is responsible for establishing, managing and ensuring the good corporate governance framework of QIA, in accordance with the Santiago Principles and other international standards, such as the G20/OECD Principles of Corporate Governance, the International Corporate Governance Network (ICGN) Global Governance Principles.

QIA's Delegation of Authority Manual (DoA) specifies the approval authorities for key decisions and includes the authorities delegated to the Board of Directors, CEO and other QIA executives. The DoA reflects QIA's continuous strive to strengthen its governance and align it with industry best practices.

QIA has made 'Sustainability/ESG' one of its key Corporate Priorities.

Cross functional working teams have been collaborating to develop the approach to Sustainable Investing. Within this approach, QIA is focused on enhancing the governance practices of its portfolio companies, which includes improved reporting and engagement activities.

QIA continues its active contribution to global initiatives. QIA is a founding member of One Planet SWF framework and has become a member of the ICGN.

Participating in such important platforms for collaboration supports QIA in its drive to adopt and endorse global best standards and practices, effective stewardship and engagement with other key actors in order to further its objectives.

Principle 7

7. The owner should set the objectives of the SWF, appoint the members of its governing body(ies) in accordance with clearly defined procedures, and exercise oversight over the SWF's operations.

The Supreme Council (as the representative of the owner) approves QIA investment strategy.

Pursuant to its Constitution, QIA is managed by a Board of Directors consisting of a Chairman, Deputy Chairman and a number of members, to be appointed by the Decision of the Amir.

The QIA Board provides strategic guidance, approves governance policies and monitors the activities of its executive management team.

Implementation of QIA's mission is the responsibility of the QIA Board, executed through the Board Committees, the CEO, the executive management team, the constituent departments and management committees.

Principle 8

8. The governing body(ies) should act in the best interests of the SWF, and have a clear mandate and adequate authority and competency to carry out its functions.

The Board, as QIA's governing body, is ultimately responsible for approving the investment strategy, delegating authority, establishing committees as necessary, and appointing and removing the QIA management. QIA Board is subject to supervision by the Supreme Council.

Through its Board, QIA has all powers and competencies necessary to achieve its mission by:

- Laying down the QIA general policies, within the framework of the investment strategy approved by the Supreme Council;
- Approving the investment programs and projects of QIA and following up on their execution;
- Evaluating the performance of investments in accordance with the set strategies and long-term plans;
- Approving the standards and criteria of investments, as proposed by the CEO;
- Approving the organizational structure of QIA;
- Issuing the HR regulations for QIA employees, the regulations for tenders and biddings, and other internal regulations;
- Approving the relevant policies, including the governance policies and investment policy, the Enterprise Risk Management policy, and policies defining the relationship between QIA and third parties;
- Approving the annual budget and the closing account of QIA;
- Considering the periodical reports and follow-up reports concerning QIA works, which are submitted by the CEO;
- Submitting the required relevant reports to the Supreme Council; and
- Any other tasks assigned to it by the Amir or the Supreme Council.

The key Board Committees support the governance framework, namely:

- The Audit Committee oversees audit matters, the system of governance and internal control, the financial reporting process, the internal and external audit process, and the process for monitoring compliance with laws, regulations and policies.
- The Investment Committee oversees QIA's investment activities, ensuring consistency with QIA's investment policy, investment strategy, financial objectives and business goals.
- The US Investment Committee oversees QIA investment activities in the US, ensuring consistency with QIA's investment policy, financial objectives and business goals.
- The Local Portfolio Committee ensures that the local investment-related activities are consistent with QIA's investment mandate and applicable policies and procedures, as well as oversees the activities and performance of QIA's local Portfolio Companies.

Principle 9

9. The operational management of the SWF should implement the SWF's strategies in an independent manner and in accordance with clearly defined responsibilities.

The QIA Board has charged its executive management team with the responsibility and authority to pursue its investment strategies with utmost professionalism. The executive management team of QIA acts with operational independence within the context of QIA's overall strategy, plans and approved decisions, policies and guidelines.

Principle 10

10. The accountability framework for the SWF's operations should be clearly defined in the relevant legislation, charter, other constitutive documents, or management agreement.

QIA's Constitution, regulations, decisions, policies, procedures and processes have established a comprehensive governance framework, including the accountability framework of different departments, units and committees. QIA's accountability framework can be explained by stating the corporate structure, the governance framework and the audit function as follows:

- Corporate Structure:

QIA is owned by the Government and reports to the Supreme Council. The Supreme Council approves QIA's investment strategy. The QIA Constitution sets the reporting requirements by the Board to the Supreme Council and defines the roles and responsibilities of the Board, CEO and executive management.

- Governance framework:

QIA has a complete organizational structure with clear definitions thereof, in addition to a comprehensive system of delegation of authorities.

The QIA Board provides strategic guidance for QIA and monitors QIA's executive management. QIA CEO, together with the executive management team, is responsible for the day-to-day management of QIA. Business decisions are the sole responsibility of the QIA Board and QIA's executive management.

QIA's DoA specifies the approval authorities for key decisions and includes the authorities delegated to the Board of Directors, CEO and other QIA executives.

- Audit:

QIA Internal Audit Department is an independent function that reports directly to the Audit Committee and the Board. It is responsible for the review of risk management and the control environment to provide reliable, valued and timely assurance of the effectiveness of controls to mitigate the current and evolving risks.

QIA's activities are under the scope of review of the State Audit Bureau, according to the QIA Constitution. QIA's financial statements and operations are audited by an independent external auditor firm.

Principle 11

11. An annual report and accompanying financial statements on the SWF's operations and performance should be prepared in a timely fashion and in accordance with recognized international or national accounting standards in a consistent manner.

QIA submits to the Supreme Council an annual report and consolidated audited financial statements. These audited annual consolidated financial statements are prepared according to International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB).

Principle 12

12. The SWF's operations and financial statements should be audited annually in accordance with recognized international or national auditing standards in a consistent manner.

The consolidated financial statements of the QIA are prepared as per IFRS and audited by an independent external auditor. The consolidated financial statements and its operations are audited annually in accordance with recognized international auditing standards in a consistent manner, under the oversight of the QIA Board Audit Committee.

Principle 13

13. Professional and ethical standards should be clearly defined and made known to the members of the SWF's governing body(ies), management, and staff.

QIA governance policies, including the Code of Conduct and the annual compliance training, entail that the governing bodies, executive management and all employees are required to be guided by QIA values that are embedded in QIA culture. These are:

- Integrity: applying the highest ethical, moral and professional standards of conduct in each of their undertakings.
- Respect: working effectively with colleagues and partners by acting with care and consideration to build cohesive relationships; valuing diversity and each individual contribution.
- Responsibility: responding in optimal ways to challenges and remaining focused on QIA's mission to safeguard the wealth of the State and future generations by creating long-term value in investments.

These values are communicated through QIA's internal intranet and [external website](#).

Principle 14

14. Dealing with third parties for the purpose of the SWF's operational management should be based on economic and financial grounds, and follow clear rules and procedures.

QIA has detailed selection, engagement and operational monitoring policies and procedures governing its relations with third parties.

These include, for example, due diligence procedures undertaken when evaluating a potential external investment manager, involving qualitative, quantitative and operational considerations.

Positions with the managers are closely monitored, keeping close communication with the external managers. Formal periodic performance updates are routinely required from all external fund managers.

Specific policies and procedures covering the relationship with QIA contractors have also been established.

Principle 15

15. SWF operations and activities in host countries should be conducted in compliance with all applicable regulatory and disclosure requirements of the countries in which they operate.

QIA has established and maintained a reputation as an investment organisation committed to excellence in corporate governance and operating to the highest standards of professional conduct across jurisdictions.

QIA is subject to many laws, regulations and rules both domestically and in the foreign jurisdictions in which it operates.

Such regulations, laws and rules include, but are not limited to, rules of anti-money laundering, investment restrictions, exchange rules, tax regulations, foreign exchange regulations, anti-trust regulations, regulations relating to political contributions, company laws and international sanctions and embargoes. Some laws and regulations will be more relevant for direct investments, others for investing in traded securities, or fixed income or in funds.

It is the policy of QIA to comply with all laws and regulations applicable in all jurisdictions in which it conducts business. QIA respects investments' host country laws, regulations and rules and fully adheres to the related disclosure.

QIA's Legal and Compliance teams oversee this function.

Principle 16

16. The governance framework and objectives, as well as the manner in which the SWF's management is operationally independent from the owner, should be publicly disclosed.

QIA's investment strategy is proposed by QIA management, approved by the Board and, ultimately, by the Supreme Council.?

The QIA CEO is responsible for the executive management of QIA on a day-to-day basis. Business decisions are the sole responsibility of the QIA Board and QIA's executive management. The Qatari Government does not interfere in the QIA's investment, divestment, or other business decisions or affairs.

The QIA Constitution prohibits the QIA Chairman, any member of the QIA Board, QIA CEO, or executive management, from having any direct or indirect personal interest in transactions and contracts concluded by QIA, or on its account, or for its enterprises.

The main elements of QIA's governance framework and objectives are available on QIA's [website](#).

Principle 17

17. Relevant financial information regarding the SWF should be publicly disclosed to demonstrate its economic and financial orientation, so as to contribute to stability in international financial markets and enhance trust in recipient countries.

QIA continues to make concerted efforts to adhere to best practice standards of transparency. QIA's revised [public website](#) was launched in 2020. The new website contains information on the fund's governance, leadership and organizational structure, as well as on its investment strategy and processes, asset allocation and investment sectors. It also has regularly issued updated press releases on QIA's investment activities, where appropriate.

In 2022, QIA also began posting regularly on its social media pages, both in terms of news, as well as vacancy postings.

Moreover, QIA fully complies with all regulatory authority requirements related to financial disclosure both in Qatar and in recipient countries.

Pillar 3: Investment

This text is set in the Manage Display tab for this field. Do not enter anything here.

Principle 18

18. The SWF's investment policy should be clear and consistent with its defined objectives, risk tolerance, and investment strategy, as set by the owner or the governing body(ies), and be based on sound portfolio management principles.

18.1. The investment policy should guide the SWF's financial risk exposures and the possible use of leverage.

18.2. The investment policy should address the extent to which internal and/or external investment managers are used, the range of their activities and authority, and the process by which they are selected and their performance monitored.

18.3. A description of the investment policy of the SWF should be publicly disclosed.

As per its investment policy, QIA seeks to achieve real long-term investment returns without exposing itself to undue levels of risk.

QIA has no liabilities and does not employ leverage at the total portfolio level. Certain investments, for example, in funds or real estate, may involve leverage at the fund level or investments level, as determined by the fund manager or portfolio manager.

QIA uses its internal investment management capabilities in areas where it has particular expertise and avails of external investment management resources where appropriate. When external managers are instructed, they are selected based on their risk-adjusted financial performance and following clear policies approved by the Board and the relevant guidelines and procedures thereof.

The main elements of QIA's investment policy are available on [QIA's website](#).

Principle 19

19. The SWF's investment decisions should aim to maximize risk-adjusted financial returns in a manner consistent with its investment policy, and based on economic and financial grounds.

19.1. If investment decisions are subject to other than economic and financial considerations, these should be clearly set out in the investment policy and be publicly disclosed.

19.2. The management of an SWF's assets should be consistent with what is generally accepted as sound asset management principles.

QIA is committed to pursuing its strategic investment mandate based on economic and financial grounds and objectives. No part of QIA's strategic investment mandate, or its execution, is motivated by considerations of a political nature.

QIA manages its assets and delegates investment managers with diligence and care. Each investment decision is considered in the context of the overall portfolio, as part of the overall investment strategy to

incorporate reasonable risk and return in line with QIA's mission and investment objectives.

According to its investment policy, QIA takes into account the observance of international acceptable principles and practices.

QIA's investment principles are aligned with the Qatar National Vision 2030, focusing on building the transition to a sustainable future and effectively integrating ESG factors into the investment decisions.

Principle 20

20. The SWF should not seek or take advantage of privileged information or inappropriate influence by the broader government in competing with private entities.

QIA does not receive privileged information from the Government and does not use any information for competing with private entities.

Principle 21

21. SWFs view shareholder ownership rights as a fundamental element of their equity investments' value. If an SWF chooses to exercise its ownership rights, it should do so in a manner that is consistent with its investment policy and protects the financial value of its investments. The SWF should publicly disclose its general approach to voting securities of listed entities, including the key factors guiding its exercise of ownership rights.

QIA is fully conscious of the importance of the proper exercise of its voting rights as a shareholder, which are a tool of effective corporate governance. QIA is an attentive and active shareholder and will usually be represented at meetings of shareholders of companies in which it has a significant investment. In this regard, QIA is motivated by the responsibilities inherent in its mission, in line with its investment strategy.

QIA engages with its portfolio companies on their financial and ESG performance by communicating expectations and monitoring their performance.

Principle 22

22. The SWF should have a framework that identifies, assesses, and manages the risks of its operations.

22.1. The risk management framework should include reliable information and timely reporting systems, which should enable the adequate monitoring and management of relevant risks within acceptable parameters and levels, control and incentive mechanisms, codes of conduct, business continuity planning, and an independent audit function.

22.2. The general approach to the SWF's risk management framework should be publicly disclosed.

Principle 23

23. The assets and investment performance (absolute and relative to benchmarks, if any) of the SWF should be measured and reported to the owner according to clearly defined principles or standards.

On a monthly basis, detailed performance reports for all investment portfolios, on an individual and consolidated basis, are available to the QIA senior executive management and, on request, to the Board and the Supreme Council. Performance details are calculated and available to the management of the QIA on a daily basis.

Performance reports are also submitted to the Board and the Supreme Council (being the representative of the owner), on a quarterly and annual basis. Performance reports show performance returns on all investments set against approved benchmarks using various methodologies.

Principle 24

24. A process of regular review of the implementation of the GAPP should be engaged in by or on behalf of the SWF.

A review of the progress and compliance with the Santiago Principles is conducted on an annual basis through a cross-departmental effort.