

# Notice to Shareholders of Industries Qatar (Q.P.S.C.)

We are pleased to invite you to attend the Company's Ordinary and Extraordinary Assembly Meetings to be held on Tuesday, March 5th, 2019 at 4:00 pm in Al Rayan Ballroom, Sheraton Hotel - Doha. In the case a quorum is not met, a second meeting will be held on Tuesday, March 12th, 2019 at 4:00 pm in the same location.

## Agenda of the Ordinary General Assembly Meeting

1. Listen to the Chairman's Message for the financial year ended December 31, 2018.
2. Listen and approve the Board of Directors' Report on IQ's operations and financial performance for the financial year ended December 31, 2018, and the future plans of the company.
3. Listen and approve the Auditors' Report on IQ's consolidated financial statements for the financial year ended December 31, 2018.
4. Approval of IQ's financial statements for the financial year ended December 31, 2018.
5. Approve the 2018 Corporate Governance Report.
6. Approve the Board's recommendation for a dividend payment of QR 6 per share, representing 60% of the nominal share value.
7. Absolve the Board of Directors from responsibility for the year 2018 and approve their remuneration.
8. Appointment of the external auditors for the financial year ending December 31, 2019 and approve their fees.

## Agenda of the Extraordinary General Assembly Meeting

1. Amend some Articles of the Company's Articles of Association pursuant to QFMA Board decision of its 4th meeting of 2018 held on 16/2018/12/ on amending the nominal value of the shares of the companies listed on the main market and the secondary market in Qatar to become one (1) Qatari Riyal.

Eng. Saad Sherida Al Kaabi  
Chairman and Managing Director

## Notes

1. Please bring your Identity Card and NIN number issued by the Qatar Exchange to the venue of the General Assembly meetings for registration, which will commence at 3:30 pm.
2. If you are not able to attend personally, you may wish to authorize another IQ shareholder to attend and vote on your behalf in the General Assembly meetings. You can do this by using a proxy form, which you can download from the Company's Website: [www.iq.com.qa](http://www.iq.com.qa).
3. Once completed and signed, the proxy form must be delivered to Industries Qatar no less than 48 hours prior to the commencement of the General Assembly meetings.
4. No proxy may be appointed to act if, in consequence of such appointment, the proxy shall represent more than five (5) percent of the Company's issued share capital when the shares of the person appointing the proxy are aggregated with the shares of the person appointed to act as proxy.
5. A shareholder may act as proxy for one or more shareholders according to the Company's Articles of Association.
6. Shareholders are advised that this Notice to Shareholders constitutes good and valid notice, with no need for distribution by normal post, under the Company's Articles of Association as approved by amendment under Extraordinary General Assembly Resolution of 19 April, 2009.

## IQ Board of Directors' Report (2018)

The Board of Directors is pleased to present its annual report on the financial and operational performance of Industries Qatar, a premier blue chip group in Qatar and one of the largest and most profitable listed companies in the Middle East.

### Financial Performance

2018 was a solid year as the group witnessed sound financial and operating results with a revenue of QR 16.3 billion, and net profit of QR 5.0 billion. These results were significantly higher than the results of 2017 with revenue and net profit exceeding the previous year by ~16% and ~52% respectively.

Stable production, record sales volumes, modest improvement in product prices, and the group's continued focus on cost optimization and efficiency improvements were the main factors those helped the group achieving these commendable results. However, these results were somewhat impacted by increased raw material and energy costs and unplanned outages in some production facilities.

Product prices across the group have shown modest improvement versus last year. Petrochemical prices, particularly the prices of fuel additives, have improved moderately on the backdrop of a notable increase in crude oil prices during most of 2018. Fertilizer prices have improved due to rising energy costs and a scarcity of supply in some markets. Steel prices have shown a modest increase on account of rising raw material and other related production costs.

The group's sales volumes have reached to a new record level. Change in the group's sales strategy and a general increase in the global demand have aided the group to record its highest sales volumes level to date. The change of sales strategy was also helpful in mitigating any residual issues that arose from the 2017 blockade by some of the neighboring countries. Production volumes remained relatively unchanged despite a few unplanned outages in some of the facilities.

### Revenue

Total revenue<sup>1</sup> recorded for the year ended December 31, 2018 was QR 16.3 billion, a notable increase of QR 2.2 billion, or ~16%, over the previous year. On the other hand, the reported revenue<sup>2</sup> according to IFRS 11, was QR 5.8 billion, a commendable increase of ~25% versus the same period of 2017.

### Petrochemical Segment<sup>3</sup>

The petrochemical segment reported a revenue of QR 5.8 billion, a year-on-year increase of QR 0.3 billion, or ~5% over 2017. This increase was primarily driven by the improved sales volumes. Sales volumes in 2018 did show a slight growth, as the group's polyolefin facilities returned

to normal production levels following the unplanned outage in the first quarter of 2017. Fuel additive sales, on the other hand, remained relatively unchanged on last year, as fuel additive plants operated throughout the year with no shutdowns. The slight increase in the prices of the products too have marginally contributed towards the growth in the revenue.

### Fertilizer Segment

Revenue in the fertilizer segment amounted to QR 4.7 billion, a noteworthy increase of QR 0.7 billion, or ~19% versus 2017. The increase was primarily driven by a notable price increase in both ammonia and urea. Fertilizer prices remain bullish in the second half of the year due to rising energy costs and tight supplies. The group was able to increase the production yield in the fertilizer facilities despite an increase in the unplanned outage days, and maintained the sales volumes in the current year.

### Steel Segment

The steel segment closed the year with revenue of QR 5.8 billion for the year ended December 31, 2018, a significant increase of QR 1.2 billion or ~25% versus 2017. The increase was primarily due to the combined effect of increased sales volumes and selling prices subsequent to changing the group's sales and marketing strategy.

### Profits and Margins

EBITDA<sup>4</sup> reported for the year ended December 31, 2018 was QR 5.3 billion, a significant increase of QR 1.4 billion, or ~46%, on last year. This notable increase was driven by several factors including moderately improved prices, a slight increase in sales volumes, and a reduction in the controllable operating expenditures, increased other income, but partially offset by increased raw material and energy costs and unplanned outages in some production facilities.

Net profit for 2018 was QR 5.0 billion, a remarkable increase of QR 1.7 billion, or ~52%, against last year, with the favorable year-on-year variance attributable to the same reasons as the EBITDA variance.

### Financial Position and Cash Flows

Total assets reported as at 31 December 2018 was QR 37.1 billion, an increase of QR 1.8 billion or 5% on last year. This increase was primarily driven by the increase in the Cash and bank balances, which significantly increased by QR 2.8 billion or 36% compared to previous year on account of robust investment cash flows, minimal capital expenditure and debt repayment. Capital expenditure, which was primarily limited to facility maintenance, amounted only to QR 0.2 billion. Cash and bank balances now stand at QR 10.6 billion. On the other hand, total cash and bank balances across the group<sup>5</sup> is QR 13.1 billion, a record for the group.

During the year, the group generated net cash flow of QR 1.3 billion, resulting in the group's cash and cash equivalent<sup>6</sup> reaching QR 1.9 billion. Operating cash flows of QR 1.2 billion and investment cash flows of QR 3.3 billion, which primarily consist of dividends received from joint ventures, were more than adequate to make debt repayments and pay 2017 dividends.

### Strategy and Future Plans

The group's base case business plan for the next five years will continue to focus on market development, productivity and efficiency gains via the on-going cost optimization programs. Additionally, we will selectively invest in capital investment projects that we believe will increase our competitive position and add value to our esteemed shareholders. Moreover, our efforts on optimization will continue until the group achieves its full potential.

### Proposed Dividend Distribution

The Board of Directors proposes a total annual dividend distribution for the year ended December 31, 2018 of QR 3.6 billion, equivalent to a payout of QR 6 per share, representing a payout ratio of 72.2%, and a dividend yield of 4.35% on 11 February 2019's closing share price.

### Conclusion

The Board of Directors expresses its gratitude to His Highness Sheikh Tamim bin Hamad Al-Thani, the Amir of the State of Qatar, for his wise guidance and strategic vision. Our gratitude is also extended to H.E. Mr. Saad Sherida Al-Kaabi, Minister of State for Energy Affairs, Chairman of the Board of Directors and Managing Director, for his vision and leadership, and to the senior management of the group companies for their hard work, commitment and dedication. We also would like to thank our esteemed shareholders for the great trust you place in us.

<sup>1</sup>Total revenue is computed as the revenue of fully owned subsidiary plus share of revenue in directly and indirectly held joint ventures;

<sup>2</sup>Reported revenue = revenue reported in the financial statement representing the revenue of fully owned subsidiary Qatar Steel;

<sup>3</sup>Petrochemical segment's revenue is computed by taking the group share of revenue in Qapco and Qafac. Qapco's revenue is computed by taking the share of revenue in its joint ventures namely Qatofin, QVC and QPPC. This revenue may defer from the revenues reported under the note 29 (Segmental Reporting) of the financial statements. Group share of revenue reported for the petrochemical segment under note 29 of the financial statement is QR 4.4 billion.

<sup>4</sup>EBITDA = Net Profit + Depreciation + Impairment Charges + Finance Charges.

<sup>5</sup>Cash & Bank across the group = Cash & Bank at the parent plus subsidiary plus joint ventures;

<sup>6</sup>Cash and cash equivalent = Cash and Bank as per Balance Sheet less fixed deposit maturing over 90 days;

## Consolidated financial statements and Independent Auditor's Report For the year ended 31 December 2018

### Independent auditor's report to the shareholders of Industries Qatar Q.P.S.C.

#### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

##### Our opinion

In our opinion, the consolidated financial statements of Industries Qatar Q.P.S.C. (the "Company") and its subsidiaries (together the «Group») present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2018 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

##### What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2018;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

##### 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 consolidated 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 Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

### Our audit approach

#### Overview

#### Key Audit Matters

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where the Directors 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.

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

#### Key audit matters

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









