

Please delete this explanatory note:

- *For use for Schedule A Company only (not branch)*
- *Authorises General Manager*

**CERTIFIED COPY OF
RESOLUTIONS OF THE
BOARD OF DIRECTORS
OF**

_____ (the "**Company**")

RESOLVED, that whereas the Company may lawfully appoint a general manager of the Company in accordance with its Memorandum of Association and Articles of Association, the Directors of the Company hereby authorize, approve, and ratify the appointment of a General Manager to manage the Company with the first such appointment to be _____, a _____ national with his powers as listed in a separate General Power of Attorney attached hereto as Exhibit A which is also hereby approved.

* * * * *

I hereby certify that I am the duly elected _____ of the Company and that the above resolutions are full, true and accurate copies of resolutions adopted by the Board of Directors of the Company on _____, 200_, and that said resolutions have not been amended or rescinded as of the date of this certificate.

WITNESS my hand and the seal of the Company this __day of _____, 200_.

Name:

Title:

[insert notary certificate attesting to signature of individual above]

**EXHIBIT A
GENERAL POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

That _____ (the “Company”) has constituted and appointed, and by these presents does hereby constitute and appoint _____, a _____ national, with passport No. _____ (the “Attorney”) to be its true and lawful attorney-in-fact, with full power and authority in the name of and on behalf of the Company to take all such steps, carry on all such matters, acts and things as he may think necessary or appropriate for the purpose of establishing its business and acting as General Manager of the Company in the Qatar Science & Technology Park in the State of Qatar, its business, operation and administration.

AND IT IS HEREBY DECLARED that the power granted to the Attorney as aforesaid shall without limitation include power in relation to:

- a) representing the Company before, and liaising with, governmental, judicial, administrative and other authorities, arbitration bodies; and all individuals, committees, establishments and other bodies of any kind whatsoever;
- b) negotiating on behalf of the Company and binding or committing it contractually including without limitation executing and signing for and on behalf of the Company all or any papers, contracts, agreements or other documents, including, without limitation, signing the lease agreement for premises of the Company at Qatar Science & Technology Park;
- c) appointing, engaging, removing and replacing managerial staff and other employees, agents, consultants and advisers of and to the Company upon and subject to such terms, conditions and provisions as the Attorney may think fit, and paying and providing their salaries, bonuses and other remuneration, fees and benefits;
- d) paying, collecting, receiving, enforcing, releasing and obtaining or giving valid receipts and discharges for any and all debts or obligations of or owing to or by the Company;
- e) leasing, sub-letting, maintaining and surrendering business, commercial, residential and other premises of all kinds;
- f) purchasing or selling equipment, vehicles, materials and goods of all descriptions; and
- g) instituting, suing, defending, compromising or abandoning any legal or administrative proceedings, accepting service of legal process on behalf of the Company, submitting jurisdiction or arbitration, giving security and indemnifying for costs, paying money into court and obtaining money paid into court.

IT IS ALSO HEREBY DECLARED that:

The Company authorizes and empowers the Attorney as fully and effectively as the Company could itself do, to acknowledge in the name and as the act and deed of the Company this Power of Attorney, to register and record the same in any appropriate office and/or registry in the State of Qatar (or elsewhere) as and when necessary, and to do or procure to be done each and every act and thing whatsoever which may be in

any way requisite or proper for authenticating and giving full effect to this Power of Attorney;

- (i) the Company authorizes and empowers the Attorney from time to time in his sole discretion to delegate in whole or in part the powers granted to him by this Power of Attorney to such other person or persons as may be selected by him and at his sole discretion to revoke any such delegation;
- (ii) the powers hereby conferred on the Attorney shall be as full and effective in relation to the Company, its business, property and affairs as those which could have been exercised by the Company itself;
- (iii) the Company ratifies and confirms and agrees to ratify and confirm whatsoever the Attorney shall do or purport to do by virtue of this Power of Attorney; and
- (iv) this Power of Attorney shall in all respects be governed by and construed, interpreted and take effect in accordance with the laws of the State of Qatar.

This Power of Attorney (a) shall be effective on the date signed below, (b) shall be revocable at will provided that Qatar Foundation for Education, Science and Community Development shall be protected when relying upon this Power of Attorney unless and until said party has received written notice of revocation from the Company delivered by courier or hand delivery to:

Qatar Foundation for Education, Science and Community Development
Education City (Physical Address)
PO Box 210000
Doha, State of Qatar
Attention: Managing Director, Qatar Science & Technology Park
Telephone: (974) 4454-7070

and (c) shall expire on December 31, 201_, unless sooner revoked.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed by its duly authorized officer and its corporate seal to be affixed hereto, as its deed this ____ day of _____, 201_.

[insert Company name]

By: _____
Name: _____
Title: _____
Date: _____, 201_

[insert notary certificate attesting to signature of individual above]

