



# 36

## **Corporate Governance**

38

Corporate Governance at Glance  
and Compliance Statement

68

At External Control Level

39

Description of Implementation of  
Governance Regulations

68

At Transparency and Disclosure  
Level

39

At Overall Governance  
System Level

70

At Stakeholders' Level

39

At Board Level

74

Corporate Governance  
Disclosures

49

At Internal Control Level

107

ESG Annual Report

# 1. Corporate Governance at Glance and Compliance Statement

**Dear Shareholders,**

I am pleased to present the Annual Corporate Governance Report that covers the fiscal year from 1 January to 31 December 2024. This report was reviewed and recommended for approval by the Board Corporate Governance, Nomination and Remuneration Committee and was approved by the Board in its meeting of 23 January 2025.

Our responsibility is to run our business in a way that upholds high standards of corporate governance. In 2024, the Board approved a new strategy called “LEAD”. It sets our ambitions to lead the market in many aspects of our operations. One of the key pillars of our LEAD strategy is to work to incorporate environmental, social and governance principles throughout the organization and to embed sustainability into the way we operate. To this end, several initiatives were launched. For details, see the ESG Report under section 4 of this Annual Corporate Governance Report.

The Board takes overall responsibility for corporate governance including ESG strategy, overseeing executive management in developing the approach, execution and associated reporting. Progress against our ESG ambitions is reviewed through the Board and/or the Board CGNRC discussion and review of key relevant topics. ESG training is part of our Board Development plan for 2024/2025. Board members are expected to receive ESG related training as part of their ongoing development.

We remain committed to high standards of governance. We work alongside our regulators and recognize our contribution to building healthy and sustainable societies.

The Board prepared the present Annual Corporate Governance Report (the “Report”) in compliance with the Corporate Governance Instructions for Banks issued by Qatar Central Bank (“QCB”) under Circular No. (25) of 2022 as amended by Circular (2) of 2023 (“QCB CG Rules”), the applicable legislations issued by the Qatar Financial Market Authority (“QFMA”) including the Corporate Governance Code for Shareholding Companies Listed on the Primary Market issued by the Board of QFMA under the resolution No. (5) of 2016 (“QFMA Code”) and the QFMA’s Offering and Listing Regulation, the Qatar Stock Exchange rules, the

Qatar’s Commercial Companies Law No. (11) of 2015 as amended by law No. (8) of 2021, the Bank’s Articles of Association and the best international and regional standards and practices on corporate governance (altogether hereinafter referred to as the “Governance Regulations”).

The Report describes the measures and procedures taken by AlRayan Bank to implement the Governance Regulations. It also includes the Independent Assurance reports by AlRayan Bank’s external auditors on Corporate Governance and ICOFAR as shown under Appendix (I) and Appendix (II) to this Annual Corporate Governance Report respectively.

## **Board of Directors Report on assessment of compliance with Governance Regulations**

Based on assessment procedures, the Board of Directors concludes that AlRayan Bank is compliant, in all material respects, with the Governance Regulations as of 31 December 2024.



**Mohamed Bin Hamad Bin Qassim Al Thani**

Chairman of the Board

## 2. Description of Implementation of Governance Regulations

### 2.1 At Overall Governance System Level

A comprehensive corporate governance (CG) framework/system is in place that focuses on the rights and equitable treatment of shareholders, disclosure and transparency, and the duties of the Board of Directors. It involves systems, policies and processes for ensuring proper accountability, probity and openness in the conduct of the Bank's business.

It defines the roles and responsibilities, separation of duty, transparency and disclosure requirements of the key participants and reports issued. This covers the Board itself, Board committees, Sharia Supervisory Board ("SSB"), executive management, internal and external audit, sharia audit, internal controls and interactions with supervisory and regulatory authorities.

The CG framework/system is fully described in the Bank's Group Corporate Governance Framework Policy and Manual (the "CG Charter") approved by the Board. This document is compliant with local and relevant overseas regulations while taking into consideration the requirements of AlRayan Bank's Articles of Association ("AOA"). It addresses all underlying principles, operating aspects and the composition of each body within the framework.

The CG Charter is freely accessible on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

### 2.2 At Board Level

#### 2.2.1 Eligibility conditions for Board Member

Article (20) of AlRayan Bank's Articles of Association determines the eligibility terms and conditions to be met by a Board member as a minimum requirement. These are in line with the Governance Regulations. In addition, the Board of Directors developed a written Board Nomination and Election Policy that defines, amongst others, the procedures for Board nominations and election and sets further terms and conditions around Board nominees and eligibility criteria. The policy was prepared in accordance with the applicable laws and regulations and approved by the General Meeting on 16 November 2022. It is available on AlRayan Bank's website [www.alrayan.com](http://www.alrayan.com).

Furthermore, AlRayan Bank requires all directors to make specific disclosures and sign an undertaking to provide AlRayan Bank with changes or updates to such disclosures as they occur. Disclosures are made through questionnaires designed to ensure a director provides all information necessary for AlRayan Bank, supported by proofs when need is being, to assess to which extent a director sitting on its Board is compliant with the eligibility conditions required under the applicable laws. AlRayan Bank requires all its directors to update such disclosures at least once a year. As of 31 December 2024, none of the directors on the Board breached the eligibility terms and conditions set forth under the applicable laws and regulations.

#### 2.2.2 Board Composition

AlRayan Bank's Articles of Association, in particular, articles (19) and (29), determine the composition requirements of the Board and its committees in accordance with the Governance Regulations. As of 31 December 2024, AlRayan Bank's Board of Directors comprised 11 members the majority of which are Non-Executive Directors ("NEDs") (8 out of 11) including 3 Independent Directors ("INDs"). For more details on the Board composition, see section 3.1 "Board of Directors" under "Corporate Governance Disclosures".

#### 2.2.3 Prohibition of Combining Positions

As of 31 December 2024 none of the Board members combined positions the combination of which is prohibited under the Governance Regulations. All Board members renewed their annual acknowledgment for the fiscal year 2024 by virtue of which they confirmed that they do not combine and undertook in writing not to combine positions prohibited to be combined under the Governance Regulations. All acknowledgments and undertakings were maintained with the Company Secretary. In addition, Articles (11) and (12) of the Board Nomination and Election Policy approved by the General Meeting on 16 November 2022 require a Board candidate not to combine any position prohibited to be combined by law. Accordingly, a candidate must present an acknowledgement and undertaking in writing to that effect as a condition precedent for his/her application to be considered.

#### 2.2.4 Main Functions and Tasks of the Board

The Board functions within written Terms of References ("TORs") developed and approved by the Board. The Board TORs are developed in accordance with the applicable laws, regulations,

AlRayan Bank's Articles of Association and best practices. The Board TORs describe the composition and selection of the Board members and Chairman, the organization of the meetings, the training of the Board and Board Committees, the remuneration, and the responsibilities and functions of the Board. They equally comprise a broad description of matters required to be considered by the Board, including, but not limited to, setting-up strategies, defining risk levels, approving policies as well as matters that constitute events of conflict of interest and disqualifications for the Board. The Board TORs are available and accessible on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com))

For more details on the Board functions, see section 3.1 "Board of Directors" under "Corporate Governance Disclosures".

### **2.2.5 Main systems, policies and procedures set by the Board**

AlRayan Bank's Corporate Governance system comprises a number of strategic policies, procedures, systems, processes and mechanisms ("Policies") set by the Board of Directors or its committees that are key to the functioning of AlRayan Bank. The key Policies adopted in AlRayan Bank as of 31 December 2024 are as follows:

1. Business Strategy "LEAD"
2. Credit Policy
3. Risk Appetite Statement
4. Reputational Risk Management Policy
5. Expected Credit Loss Policy
6. ICAAP Policy
7. Liquidity Risk Management Policy
8. Market Risk Management Policy
9. Operational Risk Management Policy
10. Cyber-security Policy and Framework
11. Information Security Policy
12. Cloud Security Policy
13. Electronic Crime Policy
14. Business Continuity Management and Disaster Recovery Policy
15. Swift Framework Policy
16. Information Technology Policy
17. Infrastructure procedures and digital systems issuance
18. Management change standards
19. Application development standards
20. Digital Systems Testing Methodology
21. Code of Conduct Policy
22. HR Policy including staff and senior management remuneration methodologies, training and development policies
23. Board and Employee Induction programs
24. Liabilities, assets and treasury management policy
25. Internal Audit Policy and Procedures
26. Internal Audit Charter
27. Investment Policy
28. SSB Charter and Sharia Policy
29. Group Corporate Governance Framework
30. Group Business Policy
31. Service Quality Policy
32. Branch Operations Policy
33. ESG Policy and Sustainable Financing Framework
34. Corporate Social Responsibility Policy
35. Capital Management Policy
36. Various accounting and finance policies
37. Dividend Policy
38. Disclosure and Transparency Policy including policy on dealing with rumors
39. Investor Relations Policy
40. Related Party Transaction Policy and procedures
41. Legal Affairs Framework and Policy
42. Delegation of Authority matrix and Policy
43. Credit Approval Matrix and Policy
44. Board Nomination and Election Policy
45. Group Organizational Chart
46. Balanced Scorecard and Performance Assessment Methodology
47. Board and SSB Remuneration Policy
48. External Auditor Policy
49. Procurement and Outsourcing Policy
50. Customer Complaints Policy and procedures
51. Board Charter/TORs
52. Company Secretary Charter
53. Board Committees Charters/TORs
54. Management Committees Charters/TORs
55. Social Media and Website Management Policy
56. Corporate Communications procedures
57. Subsidiaries Governance Framework and Policy
58. Authorized Signatories and Official Stamps Policy
59. Policy Governance Framework

The Bank also developed and established a financial crimes prevention framework that has several dedicated policies as follows:

1. Group Compliance Policy
2. Group Financial Crime Compliance Policy
3. Financial Crime Framework
4. FCC Governance
5. Financial Crime Assurance and Monitoring Framework
6. AML Whole Firm Business Risk Assessment Methodology
7. Customer Risk Assessment Methodology
8. Customer Risk Assessment Scoring Model
9. Financial Crime Risk Appetite
10. Industry Risk Classification
11. Country Risk Classification
12. AML Whole Firm Inherent Risk Analysis
13. Whole Firm Top-down Risk Analysis
14. Whole Firm Bottom-up Risk Analysis
15. Financial Crime Prevention Policy
16. Customer Acceptance Policy
17. Politically Exposed Persons Policy
18. Sanctions Policy
19. Trade Finance Policy
20. Correspondent Banking Policy
21. Anti-Bribery and Corruption Policy
22. Whistleblowing Policy
23. Anti-Fraud Policy
24. Dormant and Unclaimed Policy
25. New Product & Service Approval Policy
26. General Data Protection Policy
27. Electronic crime Policy
28. FATCA Transparency Policy
29. Conflict of Interest Management Policy
30. Risk Based Approach Guidelines
31. KYC/ On-Boarding, CDD and ECDD Guidelines
32. Beneficial Ownership Guidance
33. PEP Guidance
34. Vendor Management Guidance
35. Dealing with Precious Metals Dealers, Precious Stones and Gold Guideline
36. Large Cash Transaction Guidance
37. Sanctions Screening Guideline
38. SAR, STR and Reporting Guidance

39. AML Guidance in Trade Finance
40. Correspondent Banking Guidance
41. Customer Transaction Monitoring Guidance
42. Staff Transaction Monitoring Guidance
43. Adverse Media Discounting Guidance
44. Anti-Fraud, Bribery and Corruption Guidance
45. AML Sanctions Exits and Decline Guidance
46. Documents & Record Keeping Guidance
47. FCC Delegated Authority Matrix
48. FCC Vendor Management Guidance
49. Common Reporting Standards (CRS) requirements
50. Data Privacy and Protection Policy

The Board approved the Policy and Procedure Governance Framework that sets up a governance process for developing and adopting policies and procedures in AlRayan Bank. It requires a policy or procedure to be reviewed and signed-off by all stakeholders concerned with such policy or procedure together with all control functions including, at minimum level, the Operational Risk unit, Compliance and Legal departments, prior to presenting such policy to the Board. This process ensures a policy or procedure is in line with the applicable laws and regulations and aligned to appropriate operational practices before it is formally approved by the Board. In addition, the policies and procedures are subject to periodic reviews whereas amendments are recommended for Board approval to ensure they remain updated and relevant. Adherence to Board-approved policies is monitored by the control functions whereas periodic reports are submitted to the Board regarding any breaches to the approved policies for appropriate action. A number of key policies are published on AlRayan Bank's website. As of 31 December 2024, nil breach to the Board approved policies was reported. AlRayan Bank continuously develops and updates its policies and procedures to document and ensure ongoing compliance with the relevant applicable rules and regulations.

#### **2.2.6 Board Responsibilities and Directors' Obligations**

The Board is responsible for the management of AlRayan Bank in accordance with AlRayan Bank's Articles of Association, the Board TORs and the applicable laws and regulations. Through the regular meetings of the Board and the Board sub-committees, the Board oversees the Senior Management, considers and discusses with the Senior Management any topic

presented to the Board for decision making. Periodic updates are requested by the Board on material decisions taken to ensure the Board is kept informed of any developments and to maintain accountability. In addition to Board meetings, the Chairman meets separately from management with individual directors and chairpersons of Board committees to discuss the performance of the management and other matters that need close oversight by the Board.

The Board always ensures adherence to the applicable laws and regulations and AlRayan Bank's Articles of Association. To this end, the Board set-up internal processes to ensure any topic or policies presented to the Board is reviewed and assessed from legal, statutory and regulatory perspectives. All Board-approved policies, including corporate governance policies, are subject to periodic reviews whereas amendments are recommended for Board approval to ensure they remain updated and relevant. In 2024, the Board reviewed and discussed several policies applicable to AlRayan Bank in light of the changes in the laws and regulations.

All Board members allocate sufficient time to perform their duties and assume their role independently by providing guidance, objective criticism and constructive contribution. The NEDs and INDs are appointed as members on the Board committees, namely the Audit Committee and the Corporate Governance, Nomination and Remuneration Committee. They provide impartial and independent opinion on strategic and business matters presented to the Board and monitor the performance of AlRayan Bank and its compliance with the corporate governance standards and applicable laws and regulations.

All Board members put their skills and experiences at the disposal of AlRayan Bank and allocate sufficient time to perform their duties on the Board through committed attendance. Board members, including all Board sub-committees' chairpersons, participate together with the Chairman in the General Meetings to consider and respond to the queries of the shareholders. For details on Board attendance, see section 3.1 "Board of Directors" and section 3.2 "Board Committees" under the "Corporate Governance Disclosures".

In addition to the Board TORs that define the functions and responsibilities of the Board, a Code of Conduct for the Board of Directors is developed to define and determine the professional and ethical duties of the directors. Each director has acknowledged and

undertaken in writing to commit to his/her fiduciary duties and obligations and make necessary disclosures required under these documents. Under the Code of Conduct, the Board of Directors has a fiduciary responsibility to perform its duties with loyalty and act in good faith for the best interest of AlRayan Bank and its shareholders. Each director assumes the duty of caring for the financial and legal requirements of AlRayan Bank. The directors ensure that they do not have any conflicts of interest and that the interests of AlRayan Bank take precedence over their personal interests. Internal procedures were developed to manage any potential conflict that may arise at Board level. The Board, through the Corporate Governance, Nomination and Remuneration Committee, evaluates the performance of the Board and the directors and the extent of their compliance with the aforementioned duties, obligations and undertakings.

The Board Nomination and Election Policy requires a Board candidate to present an undertaking in writing to adhere by the applicable laws and regulations and make necessary disclosures required by law or under QCB and QFMA's regulations as a condition precedent for his/her application to be considered.

For details on how the Board discharged its fiduciary duties see section 3.1 "Board of Directors" under "Corporate Governance Disclosures".

As of 31 December 2024, all afore-mentioned Board obligations were fully met.

### **2.2.7 Senior Management and segregation of duties**

The Board of Directors appoints the Group Chief Executive Officer ("GCEO") and his direct reports and approves the Bank's organizational chart. The GCEO is accountable for executing AlRayan Bank's strategy and running the business on a day-to-day basis. The Group CEO reports directly to the Board and keeps the Board fully informed of all key aspects of business performance. The Group CEO is supported by a management team with an extensive background in banking and financial matters in addition to management committees with defined roles and responsibilities. For further information about the senior management, please refer to section 3.3 "Senior Management and Management Committees" under "Corporate Governance Disclosures".

Furthermore, the Board approved a written Delegation of Authority Policy and Matrix to manage the delegation of authorities and to ensure that the Board performs its functions in a neutral manner without influence by relations to the Senior Management. The



said policy ensures the functions and authorities of the Board of Directors are separated from those of the Senior Management. It distributes the responsibilities and authorities based on hierarchical structure that ensures participation of all stakeholders in the decision-making process within specific controls in accordance with the laws and AlRayan Bank's Articles of Association.

As of 31 December 2024, the Group Organizational Chart approved by the Board of Directors remained unchanged. See section 3.4 "Group Organizational Chart" under "Corporate Governance Disclosures".

### 2.2.8 Subsidiaries Governance Framework

The Board is responsible for the oversight of subsidiaries. To this end, the Board has approved a Subsidiaries Governance Framework based on legal and regulatory requirements applicable to the subsidiaries and associates in the jurisdictions where they operate and in accordance with the relevant applicable laws and regulations in Qatar.

According to the Framework, AlRayan Bank's subsidiaries are governed as follows:

1. A representation from AlRayan Bank at the Board of a subsidiary
2. Development and recommendation of Group-level framework, policies, budgets and plans
3. Group Monitoring through provision of relevant information, including exceptional reports and incidents
4. Supporting information flow and reporting for consolidation purposes through pre-defined processes and plans between functions, upwards and downwards (includes reports generated for Performance Reporting and for oversight)
5. Providing ad-hoc services to subsidiary function, including specialist "review" services, as and when needed, in accordance with the subsidiary's laws and regulations and subject to specific Service Level Agreements, to be entered into
6. Reporting to Group Board by Group Senior Management on consolidation basis for recommendations and actions, as applicable

The Framework has been created as a policy and execution document with the purpose of providing a good practice governance structure for AlRayan Bank. It is designed to (i) set the group philosophy and principles in owning or establishing a subsidiary and/or investing in an associate or special entities; (ii)

define the roles, responsibilities and reporting lines between Group and its subsidiaries (iii) set Group oversight and reporting requirements to exercise monitoring/oversight by Group over subsidiaries; (iv) set implementation processes for various interactions between the Group and its subsidiaries under the Framework whilst allowing the subsidiaries to function autonomously within their regulatory environments; (v) sets an escalation procedures in case of disagreements arising from implementation of the framework; and (vi) sets a governance framework of related entities other than subsidiaries (associates, trusts, SPVs, funds).

The interaction between Group functions and subsidiaries functions under the Framework is designed and focused around the following 4 major areas:

1. Development of frameworks, policies, budgets and plans
2. Information flows and reporting
3. Monitoring and oversight
4. Ad hoc support

The subsidiary's Board appoints a general manager/CEO with a direct reporting line to the subsidiary's Board and indirect reporting to the Group CEO. The Bank issues periodic consolidated reports on its activities, business and financial performance to ensure consolidated oversight and effective internal controls. AlRayan Bank's Board establishes clear, defined and written policies, strategies and budgets on Group level, in line with the objectives established for each subsidiary and the nature of the economic, market and legal environment where it is operating. The subsidiary should be at all times considered as a company having legal entity and independence from AlRayan Bank and that operates within its applicable laws and regulations and the rights of other minority shareholders should be taken into consideration.

As of 31 December 2024, AlRayan Bank had a number of subsidiaries and associates and Special Purpose Vehicles (SPVs). For details, see Note 1 "Reporting Entity" to the audited financial statements in the Annual Report that form an integral part of this Annual Corporate Governance Report.

### 2.2.9 Succession Planning

AlRayan Bank has in place a succession plan to always ensure continuity and under any circumstances. The Succession Plan is reviewed at least annually by Board CGNRC. The plan consists of analyzing and



understanding AlRayan Bank's human resources needs and developments, identifying key positions and possible successors and focusing on development of their skills and readiness to succeed to a position. The plan has high and medium focus levels. High focus level consists of the positions of GCEO and his direct reports or the direct reports to the Board, as applicable. Medium focus level consists of positions in business and operations. A principal is identified for each position or function within the high or medium focus level positions with one or two possible successors at least. The Human Resources department ensures a special development program is in place for the persons identified as possible successors under the plan to ensure their readiness for movement. The plan focuses as well on development of Qatari talents towards occupying leadership positions. It also includes an emergency recruitment plan in certain circumstances.

Our succession planning for key leadership roles includes an assessment of the diversity of our succession plans. We are improving the gender diversity of those roles critical to our organization and the successors to those roles. In 2024, 45% of the succession pool for these roles were women, compared with 45% in 2023. As of 31 December 2024, the Succession Plan was updated and presented to Qatar Central Bank.

On Board level, the CGNRC endeavors to consider an appropriate succession plan for the Board members in accordance with the applicable laws and regulations and AlRayan Bank's Articles of Association.

#### **2.2.10 Chairman of the Board**

Pursuant to Article (24) of AlRayan Bank's Articles of Association, the Chairman of the Board is the president of the company and represents it before the courts and third parties. The Board TORs defines further the role and responsibilities of the Chairman of the Board in accordance with the applicable laws, regulations and AlRayan Bank's Articles of Association.

HE Sheikh Mohamed Bin Hamad Bin Qassim Al Thani currently holds the position of Chairman of the Board in AlRayan Bank. As of 31 December 2024, the Chairman conducted all his duties under the laws and regulations. He ensured each member receives all the necessary information and clear reports on all topics to be presented to the Board within sufficient time ahead of a Board meeting so the members can be well prepared for the meetings and are able to take informed decisions. The Chairman ensures each Board member receives the Board meeting invitation

and agenda at least two weeks prior to a scheduled Board meeting to enable the members to review and request any item to be added to the agenda. At every Board meeting, the Chairman ensures that the members approve the agenda before proceeding in the meeting.

Article (24) of AlRayan Bank's Articles of Association, the CG Charter and the Board TORs do not permit the Chairman to sit on any Board-subcommittee or to assume any executive role in the organization. Indeed, the Chairman of AlRayan Bank is not part of any Board sub-committee and does not assume any executive role in the Bank. At shareholders level, the Chairman ensures permanent contacts are maintained with the shareholders particularly in the strategic matters.

For details, see section 3.1 "Board of Directors" under "Corporate Governance Disclosures".

#### **2.2.11 Board Committees and Delegation of Tasks**

The Board delegated parts of its responsibilities to several sub-committees: the Executive Committee of the Board (EXCOB), the Group Audit Committee (GAC), the Compliance and Risk Committee (CRC), and the Corporate Governance, Nomination and Remuneration Committee (CGNRC). Board committees were established in accordance with the provisions of the Governance Regulations and specific banking requirements. All Board's committees function within defined and written Terms of Reference approved by the Board. Decisions taken at sub-committees' level are presented to the full Board for endorsement.

For details, see section 3.2 "Board Committees" under "Corporate Governance Disclosures".

#### **2.2.12 Board Functioning Process**

The Board functioning process in terms of invitation to meetings, number of meetings, decision making process and other procedural matters is defined in AlRayan Bank's Articles of Association, in particular, Articles (31) to (36), and the Board TORs. As of 31 December 2024, there were no breaches to the Board functioning process as it is fully compliant with the Governance Regulations applicable in the State of Qatar. Below are the key features of the Board process:

- A corporate calendar is approved towards the end of each year. The corporate calendar determines the days for the Board and Board committees' activities and meetings in the next year;
- Invitation and initial agenda are sent to the Board members at least two weeks ahead of the meeting

date followed by supporting documents and reports to enable directors to prepare for a discussion of each agenda item. Board members can request any relevant information through the Company Secretary at any time;

- Dates and key agenda items for Board meetings called to discuss financial results or material items which might affect the share price are disclosed to the Qatar Stock Exchange (“QSE”) ahead of the meeting in accordance with QSE applicable rules for Closed Periods
- At each meeting, the Group CEO presents a periodic report to the Board on the Bank’s major events, activities, projects and initiatives. Key matters related to each department of the Bank are also discussed and departmental heads are invited to join the meetings to enhance the Board’s understanding of matters related to their respective business proposals;
- In addition to Board meetings, the Chairman meets separately from management with individual directors and chairpersons of Board committees to discuss the performance of the management and other matters that need close oversight by the Board;
- Board may seek advice from independent consultants at any time to enable the Board to discharge its duties and responsibilities;
- Directors are required to disclose any direct or indirect interests in any business item on the agenda to be considered by the Board. They are also required not to participate in the discussions and not to vote on such items;
- Major resolutions passed by the Board are disclosed immediately after a Board meeting to the QSE and published on AlRayan Bank’s website, social media channels and in the media

### 2.2.13 Company Secretary

Pursuant to Article (26) of AlRayan Bank’s AOA, the Board shall appoint a Board Secretary who shall be a holder of a university degree and has the appropriate expertise for the position. AlRayan Bank’s Company Secretary is responsible for organizing the work of the Board, holding the General Meetings, draft and sign the minutes of the Board together with the Chairman and all Board members as well as other duties as determined by the Board. The Secretary, after the approval of the Chairman, may seek the assistance of the Bank’s employees as he/she may

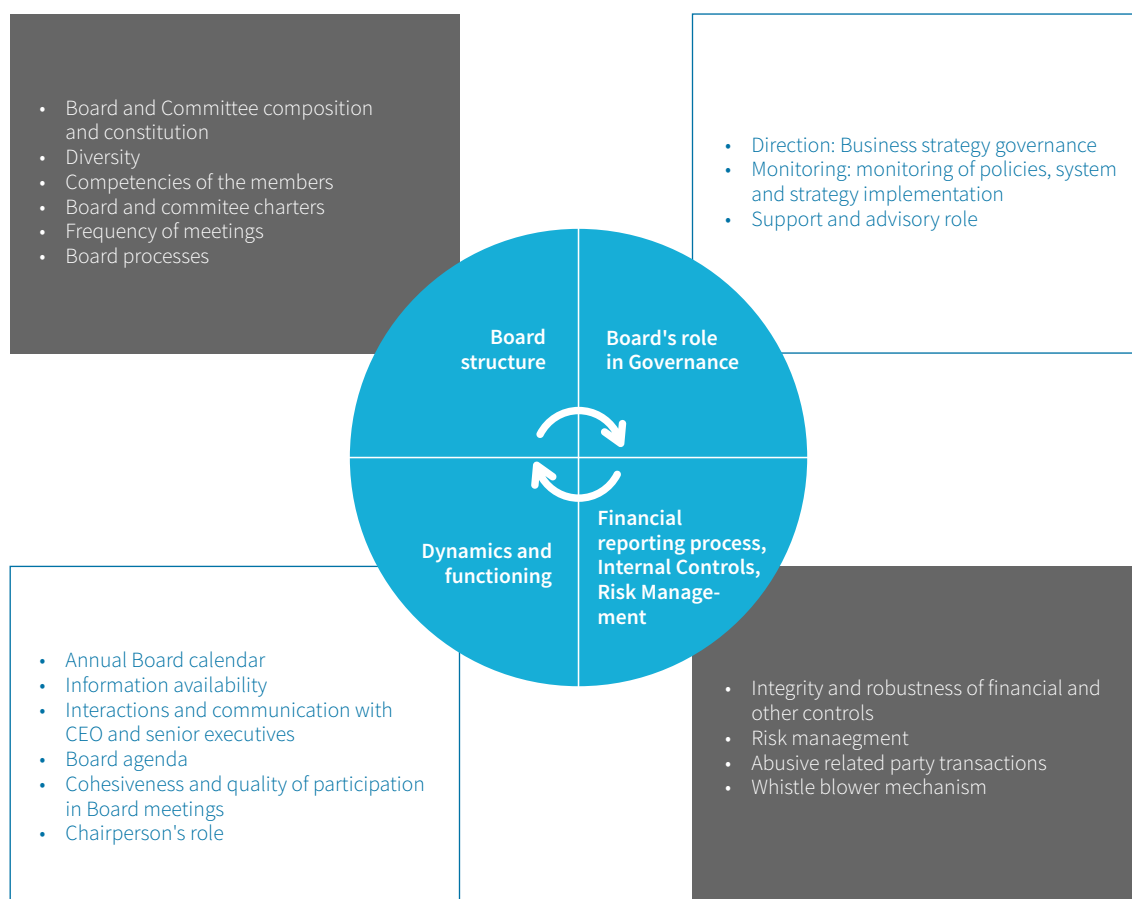
deem appropriate to assist him/her to perform his/her duties. The Company Secretary shall only be appointed or dismissed by a Board resolution.

The Company Secretary role in AlRayan Bank is currently assumed by Mr. Tony Merhej who was appointed by AlRayan Bank’s Board under Board Resolution No. 4/6/2021 dated 12 December 2021 with a direct reporting line to the Board. The Board approved the Charter of the Company Secretary that defines the role and responsibilities of the Secretary in accordance with the applicable laws and regulations, Board requirements and the Bank’s AOA. The Secretary works closely with the Chairman of the Board and the Chairpersons of the Board committees to arrange Board and Board Committees meetings. The Company Secretary plays a vital role in facilitating communication between the Board members and the Senior Management and supervises the implementation of the Group Corporate Governance framework. Mr. Merhej holds a master’s degree in Linguistics and Legal Translation including legal studies and has 18+ years of experience in corporate governance, compliance and legal affairs. As of 31 December 2024, the Company Secretary conducted all his duties set forth under the relevant laws and regulations. Mr. Merhej held zero shares in AlRayan Bank as of 31 December 2024.

### 2.2.14 Performance Assessment

At Board level, the Board and its committees are committed to regular evaluation of their effectiveness. To this end, an annual assessment exercise for the performance of the Board and its committees is conducted by the Board Corporate Governance, Nomination and Remuneration Committee (CGNRC) in accordance with a specific evaluation process. The outcome of the assessment together with recommendations for enhancement of the Board’s efficiency and functions are then escalated by the CGNRC to the full Board of Directors for discussion and actions, as applicable.

The effectiveness of the Board depends on a variety of pre-defined parameters. The evaluation of the performance of the Board is essentially an assessment of how the Board has performed on all these parameters. The parameters defined for 2024 exercise are as follows:



Overall, the review conducted for 2024 concluded that the Board was performing well as an engaged governance body. Among other recommendations for consideration that could strengthen the end-to-end governance of the Board and its committees, the Board focused on the following themes:

Key 2024 Board effectiveness findings and recommendations for actions:

	Findings from the evaluation	Agreed actions
<b>Finding 1</b> Related to Dynamics and Functioning	Enhanced reporting of financial information to the Board is required	GCEO and Company Secretary to support GCFO and Finance team on reporting to and interactions with the Board to ensure Board packs are compiled and circulated in timely manner and with the level of details expected by the Board.
<b>Finding 2</b> Related to Board structure	The number of qualification shares presented by Board members is not adequate with the Bank's capital size and risk portfolio and do not ensure prospects have an inherent invested interest in the long-term success of the organization	The Board mandated the Corporate Governance, Nomination and Remuneration Committee to revise the adequacy of qualification shares and submit necessary recommendations for Board consideration and decision. Ultimately, the Board decided to increase the number of required qualification shares from 1 to 9 million shares per eligible director subject to regulatory and shareholder approval.

At Senior Management and employees' level, a system was established to measure the overall performance of the Bank through the Balanced Scorecard that defines the financial and non-financial goals and targets of the Group. The targets and goals within the Scorecard are presented to the Board for discussion and approval at the beginning of each financial year. Regular updates are presented to the Board on the progress made in achieving the Bank's agreed targets. The Balanced Scorecard methodology is used to distill the strategy, or long-term objectives, into measurable key performance indicators. The scorecard provides a unified practical view of the

organization's financial and non-financial achievements in a structured format. The organization's compensation program is firmly linked to the scorecard. Individual awards are dependent on the achievement of performance goals. At the end of each year, the final score achieved under the approved Balanced Scorecard is audited by the Internal Audit department and reports presented to the Board accordingly. As of 31 December 2024, the Bank achieved, in all materials aspects, the goals set under the approved Balanced Scorecard for 2024.

During 2024, the Bank updated its Performance Management System in line with the new LEAD strategy. The new performance scorecard for all employees will comprise of 4 key categories as follows:

Bank Performance	Sets main business and financial goals targeted at a bank-level by ALRAYAN BANK and is aligned with Board approved Balanced Scorecard
<div>Unit Performance</div> <div>Financial &amp; non-financial KPIs</div> <div>Financial &amp; non-financial KPIs</div>	Measures unit performance through financial or non-financial KPIs that are specific to the respective unit  Tracks contribution of unit to successful delivery of strategic initiatives by setting measureable OKRs (Objectives and key results)
Tactical KPIs	Defines risk, operational, client service, financial KPIs relevant to the team the individual belongs to
Personal Development Objectives	Aims at enabling individuals develop specific skills or demonstrate specific values that are considered relevant for their roles; these have been structured across defined dimensions

Overall weights for all the categories will be pre-defined. Weights for individual metrics within Tactical KPI and Personal Development Objectives will be defined by individual with approval from managers. Mid-year check of objectives and targets will be conducted followed by year-end performance assessments.

For details, see section 3.1 "Board of Directors", section 3.2 "Board Committees" and section 3.5 "Incentives and Remunerations" under the "Corporate Governance Disclosures".

### 2.2.15 Annual Assessment of Independent Directors

In addition to the annual Board evaluation, the Corporate Governance, Nomination and Remuneration Committee of the Board conducts and reports to the Board the outcome of the annual assessment of independent directors in accordance with the applicable regulations. An assessment process was developed to evaluate the independency of the independent directors. It requires each independent director to make certain disclosures that allow the Bank to identify and verify whether any change occurred to the status of an independent director throughout the year that might impact his/her independency. Based on the disclosures of the independent directors, the annual assessment revealed that the status of the independent directors on the Board remains unchanged as nothing has occurred that would impact their independency as of 31 December 2024.

### 2.2.16 Induction and Development

At Board level, the Board TORs ensure ongoing development and learning courses are in place for the directors to enhance their skills and knowledge and to remain fully updated on legal and regulatory innovations and latest international practices in all domains related to the Bank's operations.

The Corporate Governance, Nominations and Remunerations Committee of the Board ("CGNRC") oversees development programs and workshops for the Board to ensure that all Board members receive appropriate training, both individually and collectively, throughout their time on the Board. The CGNRC approved a Board Development and Training Program for the current Board term 2023-2024-2025 in cooperation with an independent consultancy firm. The Program requires each Board member to conduct one compulsory training session in specific areas and another optional session to be determined by a director upon development needs. The sessions must be conducted within the first two years of a Board term.

Furthermore, the Board Election and Nomination Policy approved by the General Meeting requires the Bank to provide an induction program for new joiners on the Board. To this end, an Induction Program for directors was developed that allows new directors to avail of all information, documents and details about the functioning of the Board and its committees, the Bank's overall activities and business and an overview of their duties and obligations under the applicable laws and regulations and the Bank's AOA. A "Board of Directors Manual" was also developed covering all the foregoing aspects. The induction includes individual meetings with Senior Management, auditors and regulators, as appropriate and an introduction to the Bank's strategy, activities and business. In 2024, Abdulla Al Romaihi completed his induction program upon his election as new independent director to the Board by the AGM on 25 March 2024.

Director's induction and ongoing development in 2024:

Director	Board Training sessions conducted in 2024						
	Induction <sup>1</sup>	Strategy briefings	IFRS Updates	Business Ethics	AML/CFT and Fraud considerations	AI and Gen AI implications in financial sector	ESG and sustainability reporting requirements
Sh. Mohamed Bin Hamad Bin Qassim Al Thani		√					√
Sh. Hamad Bin Faisal Bin Thani Al Thani		√					√
Ahmed Ali Al Hamadi		√					√
Nasser Jaralla Jaralla		√	√		√	√	√
Sh. Ali Bin Jassim Al Thani		√	√		√	√	√
Sh. Nasser Bin Hamad Bin Nasser Al Thani		√	√	√	√	√	√
Mohamed Jaber Al Sulaiti		√		√	√	√	√
D Abdulrahman Al Khayareen		√		√			√
Mohamed Al Saadi		√		√			√
Abdulla Hamad Al Misnad <sup>2</sup>		√		√	√	√	√
Abdulla Al Romaihi	√	√		√			√

<sup>1</sup> Induction is only completed for directors who joined the Bank in 2024. Other directors have completed their inductions earlier when they first joined the Board

<sup>2</sup> In addition to the above sessions under the approved Board Development and Training Program, Mr. Abdulla Hamad Al Misnad successfully completed the Oxford Bank Governance Program during 2024 delivered by Oxford University in London

At the Senior Management and employees' level, AlRayan Bank established a dedicated Talent Management unit within the Human Resources department in charge of developing and implementing training and development plans and projects in line with AlRayan Bank strategy and objectives upon obtaining necessary Board approval. As of 31 December 2024, Talent Management organized and completed ca. 25,000 training hours.

The Talent Management Department has achieved remarkable milestones in enhancing the skills and capabilities of AlRayan Bank's workforce. The department has successfully delivered a wide array of diverse training programs tailored to the needs of all departments across the Bank, with a special focus on developing Qatari nationals through targeted development plans. These efforts include conducting mandatory training sessions for all employees, emphasizing the dissemination of banking knowledge, technical expertise, risk management, and essential soft skills. Additionally, the department has prioritized customer experience by offering specialized training programs that empower employees to optimize service quality and branch operations. This strategic focus on training has significantly contributed to improving the overall customer journey, reinforcing AlRayan Bank's position as a leader in delivering exceptional banking services.

## 2.3 At Internal Control Level

### 2.3.1 Internal Control and Risk Management

In adherence to our commitment to sound corporate governance, the Bank has implemented and maintained a robust system of internal control. Internal controls form an integral part of our daily business and operations with our customers. The Board of Directors has the overall and ultimate responsibility to maintain sound internal controls and ensure their effectiveness. On an on-going basis, internal control is a critical responsibility undertaken by our management and staff, and includes the implementation of appropriate policies, procedures, segregation of duties, and the periodic assessment of controls to manage risks.

The internal controls and risk management were established for the purpose of protecting the Bank's business and operations against abusive conduct, fraud, and inefficiency, ensuring accuracy and reliability in operations and financial reporting; ensuring compliance with the regulations; and evaluating the level of performance on all functions and business units within the Group.

#### Key Components of Internal Controls

The Bank's key components of internal control are classified into five different elements which are aligned with COSO framework. Each component work together to achieve our objectives. The following components helps us implement and maintain an effective internal control system.

- Control Environment – Our board of directors and the management fosters a culture of integrity and ethical behaviour setting the tone at the top.
- Risk Assessment – Rigorous risk assessments are conducted regularly to identify and evaluate potential risks impacting the operations of the Bank.
- Control activities – Policies and procedures are in place and regularly reviewed to mitigate identified risks, including segregation of duties and authorization controls.
- Information and communication – Transparent communication channels within the Bank are in place to ensure timely dissemination of information, both internally and externally.
- Monitoring- Continuous monitoring mechanisms are utilized to assess the effectiveness of internal controls like internal and external audit.

Some of these controls currently implemented to address specific risks aligns with the above components.

1. The Bank's Board Group Audit Committee is fully independent from executive management.
2. The Bank has an independent Group internal audit function which reports directly to the Board Audit Committee.
3. Sharia Supervisory Board (SSB) is appointed by shareholders at the General Assembly Meeting.
4. The Bank keeps separate internal control units such as (1) Compliance and AML units (2) the Operational Risk unit (3) Legal department; and (4) the Shari'a Audit department that reports directly to SSB.
5. Issuance of an independent assurance report to the shareholders, as mandated by QFMA, on effectiveness of design and operation of internal controls over financial reporting and compliance with corporate governance regulations.
6. A dedicated Financial Planning and Control unit.
7. Periodic reports to the Group Audit Committee by External and Internal Audit of the status of audit matters.
8. Periodic reports to the Group Compliance and Risk Committee of the Board by Compliance and Risk departments on risk and compliance matters.
9. An independent report from SSB to General Meeting on compliance with Sharia principles.
10. The Bank's policies are approved by the Board of Directors.
11. Monthly report to the Group CEO on the status of the internal control matters.
12. Standard Operating Procedures are approved by Senior Management.
13. The Bank maintains a Delegation of Authority Matrix approved by the Board of Directors.
14. Dual signatories are required for significant and critical transactions.
15. Approved organization charts for each function and enforcement of appropriate segregation of duties
16. Centralized Core Banking System that enhances controls' environment.
17. Identification and monitoring of Key Risks Indicators (KRIs).

18. Business Continuity Plan and periodic testing of the Plan.
19. Proper mechanism for development and revision of policies pre-Board approval that ensures policy documents are reviewed by all control functions and controls are embedded into the policies.
20. Documented Job Descriptions for all employees.

### **2.3.2 Evaluation of Compliance with Internal Control and Risk Management Frameworks**

The Bank has an effective and robust internal control, Operational Risk and Compliance Framework designed to identify and manage risk, primarily facilitated by an established and maturing bank-wide control foundation.

The establishment of effective internal controls and risk departments to identify and manage risk is primarily the responsibility of management with responsibility of oversight with the Board. Internal Audit undertakes periodic independent assessments of risks and related controls that mitigate risks and submits reports to Management and Board for timely action to ensure mitigation.

The Board of Directors oversees the internal control framework through the Group Audit Committee, which in turn relies on the Group Internal Audit function to provide reasonable assurance across AlRayan Bank Group.

A comprehensive internal control framework supports the Bank in achieving its goals and objectives. The framework ensures that the Bank follows applicable laws and regulations and that it complements internal strategy, policies and procedures. The existence of such an effective control framework mitigates the risk of potential financial losses or damage to the Bank's strategy and reputation.

The cornerstone of the internal control framework lies within the layered organization structure. Accountability (3 lines of defense) can be defined as such:

- 1<sup>st</sup> line of defense = Business and Operations – Identifies and reports risks
- 2<sup>nd</sup> line of defense = Operational Risk Management, Legal and Compliance and Sharia Audit– reviews, assesses, tests and monitors risks
- 3<sup>rd</sup> line of defense = Internal Audit – scheduled annual evaluation of the corporate governance, risk management and internal control frameworks

Thus, the previously mentioned important combination of management control and Internal Audit ensures that AlRayan Bank maintains prudent standards of corporate governance, risk management and internal controls always.

According to the evaluations conducted in internal control in 2024, the results show that the processes and mechanisms applicable at internal control and risk management levels are functioning properly and there are no major areas of concern.

### **2.3.3 Board's Report on Internal Controls over Financial Reporting**

The Board of Directors of AlRayan Bank has carried an assessment of internal control framework over financial reporting as of 31 December 2024 in accordance with the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016 (the 'Code').

#### **Responsibilities of the Board**

The Board of Directors of the Bank is responsible for establishing and maintaining effective internal control over financial reporting.

Internal control over financial reporting is a process designed by, or under the supervision of, the Bank's Management, and affected by the Bank's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Bank's financial statements for external purposes in accordance with Financial Accounting Standards ("FAS") issued by the Accounting and Auditing Organization for Islamic Financial Institutions("AAOIFI"). It includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Bank.
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with AAOIFI, and that receipts and expenditures of the Bank are being made only in accordance with the authorizations of management and Board of Directors of the Bank; and
- provide reasonable assurance regarding the prevention or timely detection of unauthorized



acquisition, use or disposition of the Bank's assets that could have a material effect on the financial statements.

The Board of Directors of the Bank is responsible for design, and maintenance of adequate internal controls that when operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Bank'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, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis.

Further, projections of any evaluation of effectiveness of the internal control over financial reporting to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Management assessment

In this section, we provide description of the scope covered by the assessment of the suitability of the Bank's internal control over financial reporting, including the Significant Processes addressed, control objectives and the approach followed by management to conclude its assessment.

The Bank is required to report on the suitability of the design and operating effectiveness of internal controls over financial reporting ("ICOFR") in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2016.

We have conducted an evaluation of the suitability of design and operating effectiveness of internal control over financial reporting, as of 31 December 2024, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

### Scope of assessment

Our internal control framework over financial reporting is the process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Bank's financial statements on standalone basis for external reporting purposes in accordance with Accounting and Auditing Organization for Islamic Financial Institutions ("AAOIFI"). ICOFR includes controls over disclosure in the financial statements and procedures designed to prevent misstatements.

In assessing suitability of design and operating effectiveness of ICOFR, the management has determined Significant Processes as those processes in respect of which misstatement in the stream of transactions or related financial statements amounts, including those caused by fraud or error would reasonably be expected to impact the decisions of the users of financial statements.

The Significant Processes of the Bank as of 31 December 2024 are:

1. Entity Level Controls,
2. Compliance,
3. Corporate & Retail financing,
4. General Ledger, financial reporting, and Disclosures,
5. Information technology general controls,
6. Trade finance,
7. Deposits (Including Participatory Investment Accounts),
8. Procurement payables and payments,
9. Treasury & investments,
10. Human Resources and payroll.

### External auditors

In accordance with the Code, PricewaterhouseCoopers Qatar Branch, the Bank's independent external audit firm has issued a reasonable assurance report on the management assessment and the suitability of design

and operating effectiveness of the Bank’s internal control framework over financial reporting. For details, see Appendix II at the end of this Annual Corporate Governance Report.

**Board of Directors’ Conclusion**

Based on management assessment, the Board of Directors concluded that, as of 31 December 2024, the Bank’s internal control over financial reporting is appropriately designed and operating effectively to achieve relevant control objectives based on the criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

**2.3.4 Procedures followed by AlRayan Bank in addressing Internal Control failures:**

The effectiveness and compliance to the control framework is managed through the following Control vehicles:

- RCSA = Risk and Control Self-Assessment (annual self-certification process)
- KRI = Key Risk Indicators (reported within the Quarterly Risk Review Process)
- Incident Management Process
- An independent Internal Audit process

The ongoing monitoring and effectiveness of controls is managed through Operational Risk and periodically and systematically audited by Internal Audit.

The Board of Directors is responsible for ensuring that there is an appropriate control culture bank-wide and oversees the adherence to the framework by all concerned through the regular reports submitted to the Board by the internal control functions (Compliance, Risk, Internal Audit and Sharia Audit).

Senior Management is responsible for coordinating and facilitating the implementation of the control framework and addressing risk related issues.

Senior Management ensures that all controls are always functioning effectively and coordinates with the Business, Operations, Support Services, Operational Risk, Compliance, Internal Audit and Sharia Audit, to resolve control weaknesses reported by the control functions in a timely manner.

Internal Audit has continuous involvement in the verification and reporting of the adequacy of the control framework. If Internal Audit identifies control

weaknesses through the regular audit process or otherwise, Management will provide Internal Audit with its action plan for mitigation of identified deficiency. Each action plan will have a target due date for resolution and depending on the severity and potential impact of the risk to the Bank, the remediation action is prioritized. The progress of the follow up is reported to the Group CEO in a monthly Status Report and the critical items to the Group Audit Committee bimonthly.

As of 31 December 2024, there were no material control deficiencies identified which could have had a material adverse impact on the financial statements.

**2.3.5 Risk Management and Risk Review**

The risk governance structure at AlRayan Bank consists of five layers comprising of the following:

- Level 1:** Board of Directors
- Level 2:** Board Compliance and Risk Committee (Board CRC)
- Level 3:** Senior management committees: Group Risk Committee (GRC), Credit and Investment Committee (CIC), Group Asset, Liability and Capital Committee (GALCCO), Group Special Investigations Committee (GSIC), and Group Security Steering Committee (GSSC)
- Level 4:** Group Risk Management: Enterprise Risk Management, Credit Risk Management including Credit Documentation, Remedial Management/Collections, Market Risk Management, Liquidity Risk Management, Operational Risk Management, Fraud Risk Management, Business Continuity Management, and Security Risk Management
- Level 5:** Business Units

The overall responsibility for ensuring robust risk management rests with the Board of Directors (Level 1), while the execution of the oversight at Board level sits with the Board Compliance and Risk Committee (Level 2). The Board CRC has the overall responsibility of ensuring that adequate policies, procedures, and methodologies are in place for risk management, and that they are properly implemented.

Supporting the Board CRC are the senior management committees (Level 3) that cover the various aspects of risk management.

Group Risk Management is fully independent from the commercial lines of business. The Group Chief Risk Officer reports directly to the Board Compliance and Risk Committee and indirectly the Group Chief Executive Officer.

The Group's risk management framework includes a robust set of policies approved by the Board CRC, procedures and supporting documents. The main responsibilities of Group Risk Management are to manage credit & counterparty risk (including credit documentation); market & liquidity risk; information, cyber & physical security risk; enterprise risk; operational risk, operational resilience, and fraud risk; and to ensure compliance with risk-related central bank regulations.

Risk appetite is a fundamental part of the AlRayan Bank Group's Enterprise Risk Management framework, which deals with the identification, measurement, control and reporting of the significant risks faced by the organization. The strong risk culture of the Group both facilitates and is reinforced by risk appetite, which aligns business and organizational strategy, people, processes, and infrastructure.

In line with international best practice, the Risk Appetite Statement is the articulation of the level and types of risk the Group is willing to accept, or avoid, to achieve its objectives. It includes both qualitative and quantitative statements. The Risk Appetite Framework is the overall approach, including policies, processes, controls, and systems through which the risk appetite is established, communicated, and monitored.

The Bank has dealt with several emerging or new risks in 2024. Climate risk has become a key focus, and an ESG Committee has been formed to deal with this. Work continues to develop and implement the metrics to measure and manage climate risk.

The Bank has also launched a new strategy and digital application, both of which included members of the Risk team as key stakeholders. Units involved in this include Information Security, Operational Risk, Fraud Monitoring, Collections, and Credit Risk. All elements of risk involved in these were identified, assessed, and managed.

Below is an overview of risk governance in AlRayan Bank and the role of each component of Group Risk Management.

## **Risk Management – Group entities**

The risk strategies and policies are developed at Group level and adopted by each Group entity taking local regulatory requirements into consideration. In addition, risk models and methodologies are rolled out on a Group basis to ensure consistent measurement and reporting of risk exposures.

The Heads of Risk at Al Khalji France SA (AKF) and AlRayan Bank UK (ARB) have dual reporting lines, one to AKF General Manager and ARB CEO respectively, and an indirect reporting line to the Group Chief Risk Officer. AKF and ARB have local risk committees to oversee the monitoring and management of risks. Risk Management of AL Rayan Investment is under AlRayan Bank's Group Risk department.

## **Enterprise Risk Management (ERM)**

The Enterprise Risk Management function is primarily responsible for risk analytics and credit portfolio management of the Group, including matters related to IFRS 9, Basel II, Basel III and Basel IV requirements. This is done through the development of credit models including risk ratings (probabilities of default [PD] models), estimations of loss given default (LGD) and estimations of exposures at default (EAD). All customers are assigned to a stage indicating their credit risk: Stage 1 (performing), Stage 2 (significant increase in credit risk), Stage 3 (non-performing). These inputs are used for the estimation of expected loss to ensure the ECL calculations are adequate, as well as for risk-adjusted performance measurement and stress testing purposes. In addition, model risk must be assessed to ensure the methodologies are accurate and the results robust. This is achieved through regular calibration of the model integrating the latest available data.

ERM also ensures that there is a robust Internal Capital Adequacy Assessment Process (ICAAP). The ICAAP reviews the Bank's risk framework and governance, risk measurement tools and models, and capital adequacy by ensuring all the risks of the Bank are assessed adequately; and forms a key element of the Group's capital planning and recovery planning process. Risks are identified through a group-wide risk assessment. The risks considered include credit & counterparty risk, market risk, and operational risk, as well as liquidity risk, concentration risk, profit rate risk in the banking book, strategic and reputational risks. These risks are measured against the available capital of the Bank in normal and under stress conditions, facilitating a rapid response to any unexpected changes in the risk and capital position of the Bank.

Both the ICAAP policy and the ICAAP submission to the Qatar Central Bank are approved by the Board CRC.

As part of the ICAAP, and an important part of overall risk management, ERM also developed and maintains the stress testing program to measure the impact of credit, market, and liquidity stresses on the capital, funding, and earnings positions of the Group. Stress testing includes both regulatory stress scenarios as well as stringent internal risk requirements which are run regularly and monitored by the GRC and GALCCO.

### **Credit Risk Management**

The Credit Risk Management function at AlRayan Bank covers credit analysis and credit underwriting for Wholesale Banking and Personal Banking, as well as Credit Administration involving documentation, disbursement authorization, and collateral custody. The credit approval authorities are approved by the Board and/or Board CRC and delegated to different approval bodies starting from the Board itself, the Board Executive Committee, the management Credit and Investment Committee to lower credit committees at management level with lower levels of approval authorities. The banking subsidiaries of the Group adopts the same credit approval structure.

Credit Risk Management ensures the segregation of credit analysis and assessment from the business origination functions. The Group Credit Approval Authority Policy designates the appropriate level for the approval of credit and counterparty limits depending on the risks of an individual facility.

The Board CRC approves the Group Credit Risk Policy, which sets out the Group's credit risk appetite and creates a framework for the lending activities of the Group, particularly regarding underwriting credit and investment risk, assessing acceptable support and collateral, recognizing and treating non-performing loans, as well as outlining the requirements for portfolio management, product programs, and remedial/collections management.

The Group credit portfolio is monitored to ensure all aggregate exposures are in line with the Group's risk appetite and regulatory limits. This includes monitoring of portfolio characteristics such as portfolio risk ratings, country risks, and industry concentrations, which are reported to the GRC and the Board CRC. The Bank is particularly focused on ensuring concentration risk is identified, measured, and reported accurately. This allows optimization of the portfolio on a sectoral level. Credit quality is also tracked closely, both at initial approval of limits

and throughout the lifetime of facilities, to ensure compliance with the risk appetite of the Group. Credit quality is tracked both qualitatively via comprehensive annual reviews and quantitatively via ECL and stress test frameworks.

Non-performing exposures are monitored on an on-going basis, and these, along with the IFRS 9 results, NPF ratios and coverage ratios for all Group entities and the Group as a whole are reported to the GRC and the Board CRC.

### **Remedial Management and Collections**

The Bank has established a timely monitoring and efficient remedial management process from soft collections through to legal recovery. The collections process is performed by a specialized team to optimize cash collections and collection income. Collection results are reported to the senior management through GRC and to the Board CRC. The function also handles and manages the process for criminal actions that are filed against delinquent clients. Overdue amounts totaling more than QAR 1.5 billion were recovered in 2024 as a result of intervention by the unit.

### **Market Risk Management**

The Market Risk Management function at AlRayan Bank forms part of the Market and Liquidity Risk Department, which also incorporates the Liquidity Risk Management, Product Control, and Middle Office functions. These functions are independent of the Bank's business units, including Treasury, thus ensuring clear segregation of duties to avoid conflicts of interest.

The Board CRC approves the Group Market Risk Management policy to ensure transparency over its portfolios and to manage the Bank's exposure to market risk based on recommendations made by GALCCO. This policy sets out a market risk appetite and accompanying market risk limits, and defines processes for identifying, aggregating, managing, monitoring and communicating market risks on a timely basis.

The Market Risk Management function identifies existing and potential future market risks through active day-to-day portfolio monitoring and reporting, and through ongoing engagement with the business units. The function uses market standard valuation techniques, and dealer/counterparty monitoring, to provide GALCCO and the business units with independent valuation and attribution analysis of

the Bank's financial instruments and investments.

Additionally, Market Risk Management performs regular stress tests of the Bank's positions subject to profit rate and FX (Foreign Exchange) risks and reports the results to GALCCO. Furthermore, the Market Risk Management function supports the business units by providing analysis for new products and investment proposals, which includes identification of potential risk exposures, as well as suitable modeling and valuation techniques.

### **Liquidity Risk Management**

The Board CRC at AlRayan Bank approves the Group's Liquidity Risk Management Policy, including the Contingency Funding Plan, based on recommendations made by GALCCO. The Liquidity Risk Management function is independent of all business functions, including Treasury, and is responsible for the management of the Bank's liquidity risks and funding risks as defined in the Group Liquidity Risk Management policy.

Liquidity Risk Management is responsible for regular reporting, analyses and recommendations to GALCCO, and provides extensive analysis and reporting to the Treasury and other business units. This covers operational liquidity at an intraday level and tactical liquidity dealing with access to funding sources. An additional strategic perspective encompasses the maturity profile of all assets and liabilities. Stress tests based on internal and regulatory requirements are conducted to complement regular liquidity analysis and provide insight into the potential impact of a wide range of adverse scenarios.

AlRayan Bank is aligned with QCB Basel III guidelines incorporating the calculation and reporting of the LCR (Liquidity Coverage Ratio) and NSFR (Net Stable Funding Ratio) monthly at Bank and Group levels.

### **Operational Risk Management, Operational Resilience, and Insurance Management**

Operational Risk Management (ORM), Operational Resilience, and Insurance Management are managed by one department within Risk.

The Board Compliance and Risk Committee approves the Operational Risk Management Framework and policies based on recommendations made by Group Operational Risk. The ORM and Operational Resilience policies are reviewed annually as part of the Operational Risk Management framework.

Information on operational incidents and losses, key

risk indicators (KRIs), risk and control self-assessments (RCSAs), and information on Operational Resilience and insurance management are reported to the Management's GRC monthly and to Board's CRC quarterly.

### **Operational Risk Management (ORM)**

ORM is responsible for the oversight of operational risk, including the risk of loss resulting from inadequate or failed internal processes and systems, human factors, or external events. The Group seeks to minimize actual or potential losses from operational risk failure through a framework of policies and procedures that identify, assess, control, manage and report those risks. Operational risks are managed at Group level through a Board approved operational risk management framework in accordance with QCB instructions and Basel III guidelines. The ORM function uses a comprehensive operational risk management tool. The tool is intranet-based and workflow driven, enabling the Group to proactively manage the measurement, monitoring and reporting of operational risks using the modules for Incident Management, Loss Data Collection, RCSAs, and KRIs.

### **Operational Resilience**

Operational Resilience supports the Group in the event of an emergency or business disruption and provides plans and procedures to recover key business processes in a well-structured manner. The Operational Resilience policy and processes are following Qatar Central Bank regulations.

AlRayan Bank has a Business Resilience policy describing the process whereby AlRayan Bank ensures the maintenance or recovery of operations, including services to customers, when confronted with adverse events such as natural disasters, technological failures, human error, terrorism or pandemics.

The Group entities undertake an annual Business Impact Analysis to quantify the impact of disruption to the business. All businesses and functions within the Bank own a Business Continuity Plan, consisting of structured directive-based procedures for continuity of business during and following a disaster. The critical applications used by the Bank are covered by a Disaster Recovery Plan, which consists of procedures to undertake recovery of the Bank's critical applications and states the Recovery Time Objectives and Recovery Point Objectives of the Bank's critical applications and functions. The unit also carries out periodic risk assessments for critical processes, critical third-party service providers, systems, and



applications. This business continuity and IT DR exercise allows the Bank to implement measures to mitigate any possible risk identified during risk assessment against various threats.

In the event of a disaster, the Group's operationally critical staff move to alternate sites in order to support the expedient and efficient recovery of the Group's key business processes. The Group has established a "Crisis Management Team". The Bank's BCM plans and procedures are subject to rigorous periodic tests and exercises to ensure seamless execution and are certified by Qatar Central Bank on an annual basis. In addition, the Bank is certified for the global ISO 22301 certification for business continuity by complying with best international practices.

### **Insurance Management (Risk Transfer)**

Insurance management plays a key role in operational risk management through risk transfer. The Group has a portfolio of insurance policies, of which the Bankers Blanket Bond covers significant Group risk transfer requirements. Emerging risks are monitored and escalated to the GRC for their consideration and decision. Additionally, any new banking product, service or outsourcing of a process is analyzed for additional operational risk exposure and for potential transfer of such risks.

### **Fraud Risk Management (FRM)**

The primary objective of Fraud Risk Management is to mitigate the risk of fraud and misconduct occurring within the Group, as well as reducing fraud losses. It consists of an effective fraud risk management framework and focuses on three major principles: fraud prevention, fraud detection, and fraud resolution.

Fraud Risk Management includes a comprehensive Group Fraud Risk Management Policy and standardized operating procedures. Operating procedures are categorized and cover two fraud elements:

- Internal Fraud, including but not limited to, employee fraud, payment fraud, procurement fraud
- External Fraud, including but not limited to, fake document scams, card fraud, POS fraud, phishing, fraudulent fund transfer

The Bank uses comprehensive card fraud monitoring tools driven by standard rules that enable issuer and acquirer fraud detection and prevention.

A key responsibility of FRM is to facilitate Group-wide fraud awareness through different channels, such as SMS, emails, social media, and in-person training.

### **Information, Cyber and Physical Security**

The Information, Cyber and Physical Security Unit manages a complex ecosystem in which critical financial information resides and ensures there is the necessary protection applied for the growing number of security threats. In line with the regulatory requirements of QCB and industry best practice of maintaining independent Security Risk Management, this unit maintains independence from all operations including IT, Business and Facilities.

During 2024, the Bank made significant strides in adopting advanced technologies and cloud solutions. The Information and Cyber Security posture of the Bank has been strengthened through the implementation of advanced threat detection systems ensuring a proactive defense against evolving cyber threats. The Bank is committed to staying at the forefront of security technologies by making strategic investments in cutting-edge solutions aligning the bank's strategy to robust defense. The Bank has upgraded the physical security infrastructure including surveillance systems and access control aligning with the commitment to safeguarding not only digital assets but also the physical premises and infrastructure.

The Information Security Management System adopted by AlRayan Bank is benchmarked against the international standards and provides secured banking environment for AlRayan Bank's customers while balancing against customer convenience and functional requirements.

Some of the measures that AlRayan Bank utilizes to ensure appropriate and continuous security management are:

- Physical Security Teams for day-to-day security operations
- Management of the Logical System and Physical Access
- Maintain Regulatory Compliance and Standards in accordance with requirements of QCB Technology Risk Circular, Qatar Cyber Security Framework and Industry Standards such as PCI DSS and ISO 27001.
- Continuous monitoring for Cyber Security threats
- Third Party assessments
- Regular awareness sessions for staff

- Monitoring for online abuse of AlRayan Bank Brand
- Penetration Testing
- Oversight of SWIFT Security controls and the Customer Security Program
- Forensic Analysis on any cyber security breach attempts
- Policies to establish and maintain security standards

### 2.3.6 Legal Affairs and Litigations

AlRayan Bank has a dedicated Legal function to manage the legal risk across the Group. Legal is responsible for:

- Monitoring and mitigating legal, operational and reputational risk for the Group in conjunction with the control functions;
- Providing legal advice and recommendations to the Senior management and the Board as required;
- Providing legal support to all business and support functions;
- Managing and monitoring litigation matters for the Group; and
- Managing external lawyers appointed by the Group

The Legal Department enhances the Group's profile in the market and contributes to its profitability by ensuring that the business functions are conducted in the right legal manner. A matter which will ultimately offer customers (both locally and internationally) international standard transactional capabilities which conform to the appropriate legal documentation. The provision of efficient in-house legal services and control of legal, operational and reputational risk contributes directly to the Group's bottom line, and the market value of the brand.

In 2024, no material litigation was initiated against AlRayan Bank with merit that would impact its financial position. However, AlRayan Bank has a number of legal cases against certain customers for defaulting on their loans and credit facilities in an attempt to recover its funds and protect its rights and the right of its shareholders and depositors. The said cases are still before the courts. They are dealt with in accordance with the banking secrecy regulations set forth by the Qatar Central Bank.

During 2024, the Legal Department has raised a total number of civil and criminal cases to protect AlRayan Bank's rights as detailed below:

Legal Case Stage	# of cases in 2024	Total amount in QAR
Civil Cases Initiated (No Court Decision yet)	11	733,026,402.90
Civil Cases Under Enforcement	13	443,813,280.9
Criminal Case Initiated – (No Court Decision yet)	21	15,436,666
Criminal Case – Under Enforcement	3	3,430,000
<b>Total</b>	<b>48</b>	<b>1,195,706,349.80</b>

For details on recoveries, see Remedial Management and Collections under section 2.3.5 Risk Management and Risk Review.

### 2.3.7 Financial Crime Combat, Compliance and AML

AlRayan Bank has a dedicated Group Compliance and AML department that ensures compliance is embedded into every level of the organization and aligned with the Bank's business strategy. To ensure compliance activities retain their independent functioning, AlRayan Bank Board made sure the Group Compliance and AML department reports directly to the Board Compliance and Risk Committee. For Group oversight purposes, Compliance/AML departments in the subsidiaries report directly to their respective general managers and indirectly to the Group Compliance and AML department.

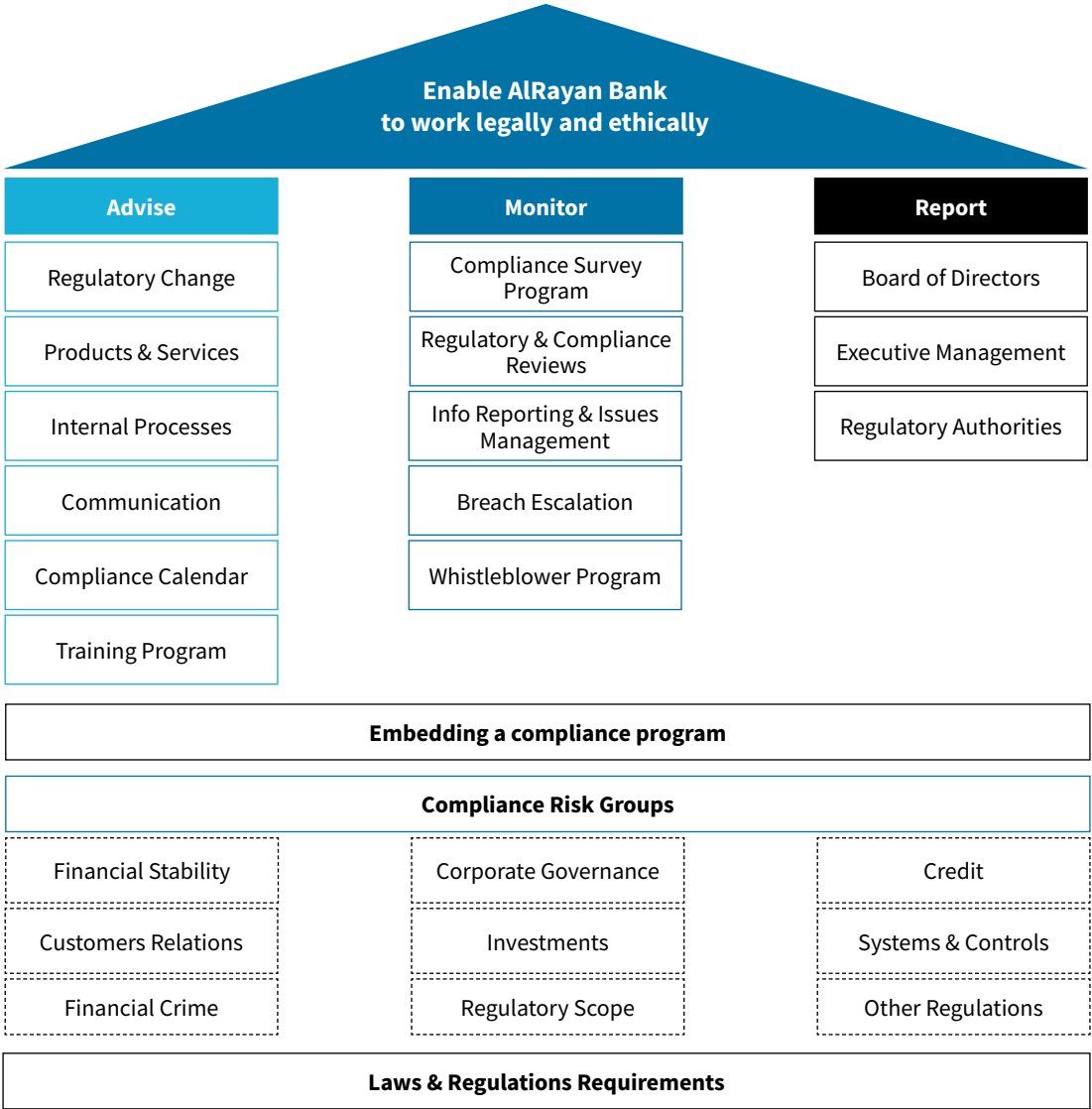
The Group Compliance and AML department in AlRayan Bank is responsible for recommending and implementing strategies, policies and procedures for compliance with regulations and combating financial crimes including AML/CFT. This consists of ongoing assessment of relevant risks, determining mitigation plans, monitoring transactions including electronic transactions and reporting to concerned bodies.

#### Compliance Culture

AlRayan Bank have taken several measures to ensure compliance is embedded into every level of the organization and aligned with the Bank's business strategy. As AlRayan Bank operates across multiple jurisdictions, we have assessed the regulatory requirements of the different local, regional and international regulatory authorities and incorporated any relevant requirements into the Bank's practices. As legislation continues to evolve, it is important to proactively monitor for any new regulations or amendments and mitigate any potential risks posed by regulatory changes as they emerge.



The process starts with us developing a strong understanding of the relevant compliance risks, based on an awareness of the regulatory environment in which we operate. From this starting point we create our risk-based priorities and then allocate resources and attention accordingly. Next, we divide our compliance program activities into three main pillars: advise, monitor and report.



These three pillars support the ability of AlRayan Bank and its business functions to develop and grow both legally and ethically. By implementing a compliance culture across the organization, these pillars help us to earn the trust of regulators and key stakeholders.

To ensure compliance activities retain their independent functioning, the group compliance department continues to report directly to the board compliance and risk committee. Compliance departments in the subsidiaries also report directly to the general manager and indirectly to the group compliance department. Internal auditing processes ensure that a robust compliance framework is being proactively implemented.

### Anti-Money Laundering and Counter Terrorism Financing

AlRayan Bank compliance function is responsible for combatting money laundering and terrorism financing, as well as for performing ongoing risk assessments, defining mitigation strategies, monitoring transactions electronically, and reporting to different stakeholders.

AlRayan Bank takes a serious approach to meeting the legal requirements for all the jurisdictions in which it operates. It also participates in global efforts to combat financial crimes and terrorist financing.

To do this we invest in the latest technologies, frameworks and qualified resources that enable us to develop and implement the best market practices and mitigation plans currently available. Our practices ensure that we prioritize all our activities and business relationships according to their associated risk levels, due diligence and monitoring procedures.



At AlRayan Bank, every business relationship is assessed against defined risk parameters that comply with the relevant regulatory requirements for that jurisdiction. All our business relationships are subject to different 'Know-Your-Customer' procedures. They are then taken through a reduced, standard or enhanced due diligence exercise according to the level of risk they are judged to pose to the Bank. The applied risk model ensures that we focus our efforts and resources on mitigating potential high-risk relationships and activities.



The Bank avoids establishing business relationships with any customer before due diligence measures are performed. This includes the potential customer's beneficial owner and business associates, which will need to be identified as part of the due diligence process.

### Violations and Penalties

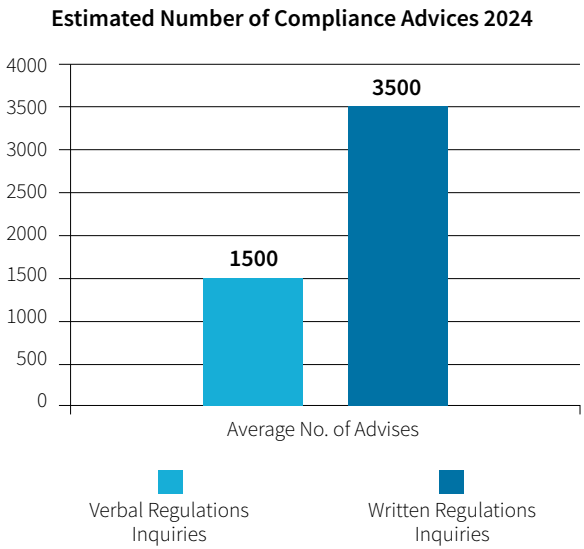
No violations, breaches or penalties took place in AlRayan Bank within the meaning of the provisions of Article (4)- clause (2) of the QFMA Code or that may impact the financial position of the Bank as of 31 December 2024.

### Key Activities in 2024

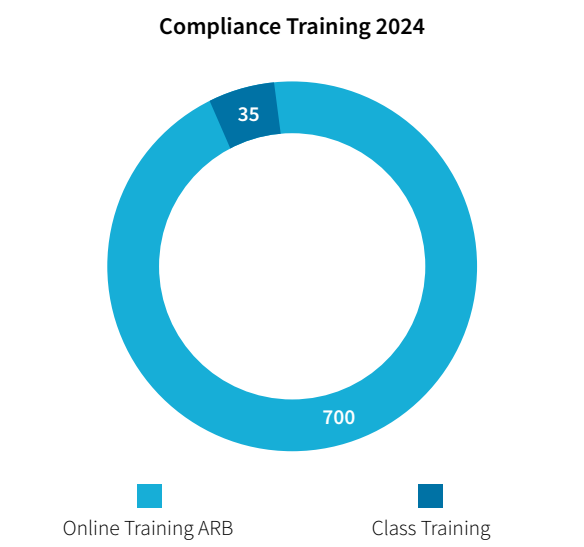
During 2024, AlRayan Bank implemented and updated its compliance monitoring and Anti-Financial Crime systems, where a new Embargo system was implemented, which provided greater efficiency and effectiveness to the process of sanction screening. KYC and accounts monitoring systems for AlRayan Bank customers were also

upgraded, as the upgrade represents greater efficiency and flexibility for the monitoring process.

Compliance department provided during the year around 6,000 regulatory and compliance advice to AlRayan Bank employees and management in Qatar. Most of the advice are relevant to the implementation and embedding of regulatory requirements into the Bank’s transactions, customers’ onboarding and activities. Also, the advice included the review of policies, procedures and business products programs.



We have conducted during the year class trainings for new recruits and front office employees in Qatar and conducted online Financial Crime Compliance including AML/CFT training across the Group’s various jurisdictions. A total of 700 employees have successfully completed the trainings and conducted the assessments- as appropriate.



### 2.3.8 Group Internal Audit

The Group Internal Audit function (the “GIA”) is an independent division within AlRayan Bank Group (ARBG) reporting directly to the Group Audit Committee of the Board. GIA strengthens the bank’s ability to create, protect and sustain value by providing the board and management with independent, risk based and objective assurance, advice, insight and foresight. GIA enhances the organisation’s:

- successful achievement of its objectives;
- governance, risk management and control processes;
- decision-making and oversight;
- reputation and credibility with its stakeholders; and
- ability to serve the public interest.

#### GIA Structure

Across the Group there are four Internal Audit (“IA”) teams as follows:

- AlRayan Bank GIA based in Qatar – covering all Group entities (inc. AlRayan Bank (Qatar), Al Rayan Investment LLC (Qatar), AlRayan Bank (UK), Al Khaliji France (France) and Al Khaliji France (UAE));
- AlRayan Bank IA based in the UK;
- Al Khaliji France IA that is comprised of two teams:
  - o one based in France; and
  - o the other based in the UAE.

GIA is headed by the General Manager, Group Internal Audit (GMGIA), who reports functionally to AlRayan Bank Group Board of Directors through the Group Audit Committee, ensuring the independence of the Audit functions across the Group. Each of the other IA teams are led by a Country Head of Internal Audit (CHIA) with functional reporting lines to the GMGIA and will report into their local Audit Committee / Board.

As of 31 December 2024, GIA comprised five specialized audit units, each unit including Subject-Matter Expert auditors with extensive experience and related qualifications in a variety of subjects, including Financial Crime Compliance, Operations, Credit, ICT and Cybersecurity, Financials and Risk Modelling.

## Strategy

### Group Strategy

The Group's mission is "To provide quality banking experiences to our clients, centered around meeting their needs through upscale and innovative offerings and talented and empowered employees". The vision is "The leading Islamic bank and partner of choice for clients, investors, and employees alike". This vision has been translated into three years Strategy with tangible objectives across four key pillars (LEAD) and 33 Initiatives:

**L:** Leaders in customer centricity.

**E:** Execution excellence.

**A:** Accelerated disciplined growth.

**D:** Drive towards one-bank goals.

### Internal Audit Strategy

In line with the above Group Strategy, and in conformance with Global Internal Audit Standards (GIAS), GIA has documented an IA Strategy that details strategic (SPOT) objectives which are supported by specific initiatives, timelines, and actions to guide implementation over the next 4 years (incorporating the last year of the current Audit Cycle plus the upcoming new three-year Audit Cycle).

**S** for **STRATEGIC ADVISOR:** Strategic Partner and Risk, Balance and result driven.

**P** for **PROCESS UPLIFTMENT:** Independence and Objectivity; Continuous Improvement; Quality Assurance and Improvement Program.

**O** for **OPERATIONAL EXCELLENCE:** Independent and Objective Team; Proficiency and Professionalism; Talent source for the organisation.

**T** for **TECHNOLOGY:** Add value through efficiency; Advance use of Technology.

## Assurance and Advisory Services

### Assurance Services

Services through which internal auditors perform objective assessments to provide assurance. GIA is responsible for independent audit and assurance engagements covering all the Group's departments, branches and subsidiaries in all jurisdictions.

In compliance with the Qatar Central Bank, Basel and Institute of Internal Audit guidelines, the GIA has developed a Risk-Based-Internal-Audit Approach (RBIA) based on a rolling three-year Audit cycle. The

RBIA directs the GIA in prioritizing and allocating resources to riskier areas / products / services / projects where they are most required.

### Advisory Services

Such services through which Internal Auditors provide advice to the bank's stakeholders are undertaken without providing assurance or taking on management responsibilities. The nature and scope of advisory services are subject to agreement with related stakeholders.

GIA's regular interaction with the Group Board, Group Management and the extensive review of various areas across the Group puts GIA in a unique and valuable position and enables us to help the Group in meeting its strategic initiatives and improve its systems and processes through Advisory services.

When performing Advisory services, the internal auditor maintains their objectivity and does not assume management responsibility. To ensure its independence and objectivity, the GIA routinely assesses impairment issues while providing advisory services to the Board and the Management. As an independent reviewer, GIA also conducts reviews of new and amended policies in a consultant capacity.

### **GIA Framework**

The GIA's conduct and operation are in accordance with the:

- Laws and regulations and international practices including but not limited to, QCB, QFCRA, QFMA, Bank of England, Banque De France and UAE Central Bank rules, Basel and Global Internal Audit Standards (GIAS);
- Group Internal Audit Charter approved by the Group Audit Committee of the Board of Directors;
- Group Internal Audit Methodologies approved by the Group Audit Committee of the Board of Directors.

When conducting Assurance audits and Advisory engagements in subsidiaries in foreign jurisdictions, GIA considers the rules, regulations and instructions as issued by the regulators of those jurisdictions.

The Internal Audit Charter grants the GIA unrestricted access to all records, data, systems and personnel of the Group for audits and related assignments.

GIA, acting as third line, provides an independent assurance on the effectiveness of the implemented

internal control framework. This arrangement, of in-compatible responsibilities, ensures that the Group always remains in control.

The GMGIA will ensure that the GIA and Countries' Audit teams remain free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing and report content. If the GMGIA determines that independence or objectivity may be impaired in fact or appearance, the details of impairment and/or non-cooperative behaviour will be disclosed to the Audit Committee / Board.

### **IA Risk Assessment**

At the start of each year, the respective IA teams across the Group perform a detailed risk assessment of the Audit Universe. In performing this risk assessment, consideration is given to:

- Regulatory Requirements;
- Strategic Projects and Initiatives;
- Risk Based evaluation;
- Fraud Risk Assessment; and
- Other Assurance Providers.

Based on the outcome of the assessment, a risk based three-year audit cycle will be formulated that will generate the annual audit plan (covering both Assurance and Advisory engagements). In addition, a dynamic risk assessment will be conducted and presented to the Audit committee biannually from 2025.

### **Quality Assurance and Improvement Program (QAIP)**

A QAIP has been adopted by GIA and Country Audit teams with an objective of continuous improvement and adoption of best practices, including quality of governance activities and structures, professional practices and communication process.

The QAIP enables continual evaluation of:

- Conformance with the Definition of Internal Auditing, the Code of Ethics (CoE) and the GIAS;
- The adequacy of the GIA's charter, goals, objectives, policies and procedures;
- The contribution to the Group's governance, risk management and control processes;
- Completeness of coverage of the entire audit

universe;

- Compliance with applicable laws, regulations and government or industry standards to which the GIA may be subject;
- The risks affecting the operation of the GIA / Country Audit itself;
- An appraisal of the efficiency and effectiveness of the IA activities within the Group as well as identification of opportunities for improvement;
- The effectiveness of continuous improvement activities and adoption of best practices;
- Whether the GIA and Country Audit teams adds value, improves the Group's operations and contributes to the attainment of objectives.

GIA actively supervises the internal audit functions of all the subsidiaries within the Group. The oversight primarily entails approving the audit plans, reviewing audit work and reviewing the audit reports before issuance through Internal Quality Assurance (IQA) team in AlRayan Bank Qatar (ARBQ).

### **Culture**

GIA enhances and promotes control awareness and risk culture across the Group. Building an informed risk culture and raising control awareness that will lead to a stronger control environment and less disturbance to the operations of the Group.

The department also believes that stronger transparency results in improved stakeholder confidence and actively encourage Management Self-Identified Observations (MSIOs) throughout all engagements.

In addition, GIA report to the Audit Committee on any identified culture observations, potentially caused by inadequate actions or behaviour of the management / employees and on any audit observations that may be culture related.

### **Audit Technology Solutions**

GIA's Audit Management System (AMS) is used to record details of the audit universe / auditable entities, annual risk assessments, audit planning and scheduling, providing a paperless audit work paper environment, allows online internal quality assurance and enables the efficient sharing of best practices between the Internal Audit functions within the Group.

## Key Achievements and Developments in 2024

### Audit Plan

GIA successfully completed the Internal Audit Plan 2024 as approved by the Group Audit Committee. The Plan included 97 engagements covering all regulatory requirements and various risks of the Bank. As of 31 December 2024, none of the audit observations would adversely impact, in all material aspects, the financial position of the Bank.

### GIAS Implementation

Implementation of the GIAS requirements into the Group Internal Audit methodologies has resulted in the creation / enhancement of the following key Internal Audit documentation:

- Audit Strategy and guidance for assessment / SWOT;
- Group Internal Audit Charter;
- Group Internal Audit Methodologies Manual (replacing the current policy and procedures Manual) including forms, approaches, Internal Quality Assurance program and External Quality Assurance assessment, surveys and declarations;
- Root Cause Categories and Analysis;
- Group Audit Plan, Training Plan, Resources Plans, Technology Plan and overall budget;
- IA Objectives for all IA teams across the Group;
- Job Descriptions (JDs) for all IA team members across the Group;
- Succession Plan.

### Audit Technology Plan

During 2024, GIA enhanced its technology coverage as follows:

- Roll-out of AMS to subsidiary IA teams.
- Increase in AMS User Licenses: with the increase in Qatar based IA staff headcount, additional licenses were purchased for 2024.
- AMS Upgrade: our software vendor is continually enhancing the audit management solution to cater for new initiatives, such as the new GIAS requirements. AMS has been upgraded to the latest version (December 2024).
- AMS Reporting Add-on: To enhance GIA's reporting capability through AMS, a reporting add-on (reporting API), that works through Microsoft Power BI, was purchased.

- Data Analytics Application: To enhance GIA's data analysis / testing capability, GIA purchased the data analytics tool "TeamMate Analytics".

### Training

During 2024, audit staff from across the Group participated in up to 16 different educational training programs / sessions, which included numerous sessions / workshops on the new GIAS / Internal Audit Ethics / Professional Audit Skepticism; ICT related introduction courses (specifically designed for non-ICT auditors), and various online financial sector-based webinars.

### **Future Outlook**

Due to recent advancements in the technology, changing risks and increased transaction volume and more focus on customer experience, GIA will be focusing on emerging and systemic risks that may have impact on the performance of the Group and keep the Board and Management informed and updated on a timely basis.

GIA will continue to make better use of advancements in technologies as part of its audits. Having successfully implemented an upgrade to the audit management software in Qatar, during 2024, GIA will continue to expand usage of the functionality available within the system, rolling out the system to IA team in subsidiaries.

### **2.3.9 Finance and Financial Control**

The Group's Finance Department is a key pillar of the Group's support infrastructure, providing planning, annual budgeting day-to-day financial accounting services and a multitude of reporting to meet internal and external requirements and obligations.

It records financial transactions, performs analysis and prepares financial reports that inform the Groups board, executive management, regulators, shareholders and investors about the Group's financial position.

The department also ensures that internal policies and procedures comply with applicable regulatory requirements and acceptable industry practices.

The department is responsible for the design and implementation of a sound system of:

- Accounting, and Financial controls;
- External and regulatory reporting;
- Internal financial performance measurement and management information;

- Other analytics such as budgeting and scenario planning;
- Investor relations

### External Reporting

- Audited annual consolidated financial statements, in addition to three quarterly sets of externally reviewed financial statements.
- Monthly and other periodic reporting to regulators, in Qatar, United Kingdom, United Arab Emirates and France.

### Internal Reporting and Management Information

- Develops and produces daily, weekly and monthly reporting to a variety of internal stakeholders that highlights key income movements and business drivers across business units, products, geographies and segments.
- Analyzes income performance and develops briefing packs for Senior Management and provides source data for presentations to management, rating agencies and investors.
- The department looks to continuously improve the quality and detail of data capture to support value added performance management reporting.
- Monitor, identify and analyze trends across specific divisions to understand business drivers, working closely with internal stakeholders in providing directions on matters of financial planning and budgeting processes.

### Group Asset, Liability and Capital Management Committee

GALCCO is Chaired by the Group Chief Financial Officer and is mandated to strategically guide the Group's asset, liability and capital structure considering prevailing and expected market and economic conditions within both external/regulatory and internal approved risk and operational boundaries, which includes supervisory oversight of the subsidiaries' meetings.

### Other Analytics

Budgeting, forecasting and scenario planning to support planning and strategy for the Group and the subsidiaries is managed by the Group Finance unit.

## 2.3.10 Sharia control

### Shari'a Supervisory Board

Pursuant to Article (41) of AlRayan Bank's AOA, the Bank must appoint a Shari'a Supervisory Board ("SSB") consisting of knowledgeable specialists in Shari'a rules related to Islamic financial transactions to ensure all activities undertaken by the Bank complies with the rules of Islamic Shari'a. On 15 March 2023, the General Meeting of shareholders, upon the Board recommendation, appointed the SSB's three members for the period (2023-2024-2025).

As of 31 December 2024, the SSB consists of the following scholars:

- **His Eminence Sheikh Dr. Walid bin Hadi** - Chairman
- **His Eminence Sheikh Dr. Sultan Ibrahim Sultan Khalifa Al Hashemi** - Member
- **His Eminence Sheikh Dr. Mohamed Ahmaine** - Member

The work of AlRayan Bank's SSB includes reviewing contracts, answering Shari'a questions, and developing solutions to challenges that may appear upon implementation. The SSB also directly supervises AlRayan Bank activities and business and ensures the correct implementation of SSB decisions, as well as ensuring the correct implementation of banking operations in accordance with Shari'a provisions.

The SSB carries out its operations and submits an annual report for each financial year to the General Assembly at its annual meeting.

### Sharia Audit

AlRayan Bank established a Sharia Audit department with direct reporting line to the SSB. Sharia Audit's main responsibilities include acting as a link between the Senior Management and the SSB by relaying the former's inquiries, clarifications, new products, contracts, agreements and investment funds to the SSB to obtain approvals, instructions and fatwas, and run audits on the correct implementation according to the Shari'a Board's instructions and fatwas.

Its responsibilities also include holding training courses to qualify employees on how to deal with products and special contracts when receiving accounts from investment deposits and others, in addition to various financing tools that are compatible with the provisions of Islamic Shari'a.



## 2.3.11 Support Functions

### Group Human Resources

The main responsibilities for HR include managing, assisting and dealing with all employee related matters, including such functions as policy administration, the recruitment process, compensation and benefits administration, employment and labor laws, new employee induction, training and development, personnel records retention, wage and salary administration, and employee assistance program. HR works closely with other departments to support them and fulfil their requirements.

In line with our Qatarization strategy, AlRayan Bank promoted and appointed several Qatari Nationals into leadership role during 2024 to reflect the Bank's commitment to Nationalization and foster its ability to recruit, develop and maintain top qualified skills, in particular Qatari Nationals. AlRayan Bank also continued the recruitment of Qatari talents in collaboration with Ministry of Labor.

We continued to enhance our systems, HR policies and practices and work culture to retain and attract talent. Our recent employee engagement survey result indicates that we have a high satisfaction rating which proves our goal in making AlRayan Bank as Employer of Choice.

The combination of AlRayan Bank's current and future HR plans together with active management commitment, a highly competitive compensation package and a very efficient recruitment process, ensures that AlRayan Bank is exceptionally well placed to deliver meaningful career.

Talent Acquisition, Learning and Development Programs serve AlRayan Bank's strategic objectives of ensuring an adequate succession planning is in place at all levels.

Technical training and professional development workshops were organized to unify and raise the service level of our front-line staff and to enhance technical competencies. We have successfully achieved around 25,000 employees' total training hours. Regulators' mandatory training such as AML/CFT were conducted for all staff.

In line with AlRayan Bank strategy, supporting Qataris' development was at the core of all ongoing projects initiated in 2024 including engaging Qatari staff in building their Career Development Plans, Sponsoring and participating in Kawader-Malia project conducted

by QFBA, and Building comprehensive training rotational programs with the support of all Bank's management and departments.

In support of Qatar's National Vision for 2030 and in line with our Qatarization strategy, we continue our commitment to develop young Qatari individuals by offering Student Sponsorship and Internship programs in collaboration with Qatar University and other Universities, as well as sponsoring national programs organized by QFBA like "Future Asset Program" and "Train the Trainer", and offering internship training opportunities for Qatari students with Qatar Banking Studies and Business Administration school and QFBA. During 2024 AlRayan Bank participated in 6 Career Fairs organized by Universities and Schools to attract the potential graduated Qatari students.

We maintain notable gender diversity across various departments. Our workforce has a range of nationalities that drives people and culture enhancing creativity and innovation.

### Group IT and Operations

In 2024, AlRayan Bank continued to lead the way in banking technology and innovation within Qatar's financial sector. This year, our digital transformation journey reached new heights, significantly enhancing customer experiences and operational efficiency. The IT and Operations function has once again been a cornerstone of this progress, focusing on resource optimization and seamless technology integration.

We have sustained our commitment to excellence by maintaining superior service levels across all operations. Automation remains at the heart of our strategy, further streamlining processes, minimizing errors, and ensuring a consistent and outstanding customer service experience. Our advances in Know Your Customer (KYC) processes on mobile and web channels have continued to strengthen compliance and security measures, utilizing the latest technological innovations.

Our Operations function continues to implement transformative changes, with new state-of-the-art technologies facilitating more efficient and transparent transactions for our clients. Straight Through Processing (STP) has further reduced manual intervention and accelerated transaction lifecycles, enhancing operational resilience in Trade, Financing, Treasury, Payment's products, and other banking services.

#### Key Initiatives for 2024:

- New Retail Digital Channels and Platform for Mobile and Web: Launched to enhance the overall customer experience with more intuitive and efficient interfaces.
- Fawran Instant Payments: Implemented to enable real-time transactions, providing customers with faster and more reliable payment options.
- Instant Card and Chequebook Issuance: Introduced to streamline and expedite the process of issuing cards and chequebooks, enhancing customer convenience.
- Enhancements to Know Your Customer (KYC) and Transaction Monitoring: Improved processes to ensure stronger compliance and security measures.
- Real Time Gross Settlement (RTGS): Adopted to facilitate quicker and more secure settlement of payments.

We are pleased to report the successful launch of our new digital channels platform, which has significantly elevated the overall customer experience. Additionally, we continue to scan the local, regional and international markets for proven use cases of new technologies, such as Artificial Intelligence (AI) and Machine Learning (ML), that may further enhance our operational capabilities and service offerings. Any adoption of new technologies is performed transparently with the QCB and fully compliant with relevant laws and regulations. This approach fortifies our technological infrastructure, ensuring agility and future-readiness.

This year has been marked by a continued commitment to innovation, security, and excellence. As we move forward, AlRayan Bank remains dedicated to providing secure, efficient, and cutting-edge financial services to our valued clients, paving the way for a future of continued growth and success.

#### Corporate Communications

2024 was a landmark year for AlRayan Bank, marked by transformative achievements across marketing, community engagement, and sustainability. Through strategic corporate communications and ESG initiatives, the bank reinforced its role as a leader in Islamic finance and a key player in shaping Qatar's socio-economic landscape.

This year was defined by a cohesive blend of innovation, inclusivity, and commitment to fostering a positive impact within the communities it serves.

From knowledge-sharing initiatives and charitable contributions to strategic sponsorships and global recognition, AlRayan Bank showcased its dedication to excellence, reflecting the principles of Qatar's Vision 2030.

In 2024, AlRayan Bank unveiled a refreshed brand identity, symbolizing its evolution as a modern, customer-centric Islamic financial institution. This transformation was carefully implemented across all customer touchpoints, ensuring a unified and seamless experience. The rebranding initiative extended to ATMs, POS terminals, branch and internal signages, website design, in-mall advertising, building exteriors, forms, stamps, stationery, and marketing collaterals. To complement this, the bank launched a redesigned, user-friendly website that embodies its digital-first strategy, enhancing customer accessibility and engagement.

Below is a snapshot of the key activities and achievements of the Corporate Communications department in 2024 in different areas:

#### Internal Communications

Internally, AlRayan Bank prioritized aligning its employees with its refreshed vision and values. Regular town halls, newsletters, and digital communication channels ensured staff engagement and transparency. Training programs equipped employees to embody the Bank's enhanced brand identity, fostering a unified approach to delivering superior customer experiences.

The Corporate Communications team provided vital support across all departments, ensuring the success of key campaigns and initiatives. Tailored communication strategies aligned with the Bank's overarching goals amplified its messaging, reinforcing a cohesive and impactful brand identity.

#### Public Relations and External Communications

Public relations efforts in 2024 focused on enhancing AlRayan Bank's thought leadership and strengthening its connections with the community. Key knowledge-sharing initiatives included a session on Islamic finance delivered by the Group CFO at Northumbria University, showcasing the Bank's expertise in the banking sector. The Group Chief Risk Officer led a workshop on cybersecurity and financial fraud at CMU-Qatar, reflecting the Bank's commitment to addressing contemporary financial challenges. Furthering its role in community development, the Bank hosted a session at Qatar Banking Studies Business

Administration Independent Secondary School, aimed at inspiring and preparing the next generation of Qatari banking professionals. Additionally, a sign language workshop at Qatar University demonstrated the Bank's dedication to inclusivity and accessibility in financial education.

### Corporate Social Responsibility

**Charitable Contributions:** the Bank partnered with Dreama – Orphan Care Center, supporting educational and recreational programs for children, and collaborated with Qatar Charity's Al Gharimeen Program to provide financial assistance to individuals in distress, including those imprisoned due to unpaid debts. Contributions to the Qatar Autism Society and the Qatar Society for Rehabilitation of Special Needs reflected the bank's dedication to inclusivity and improving the quality of life for vulnerable groups within the community.

**Knowledge sharing sessions at universities:** at Northumbria University, a presentation was given to students on Islamic Finance in the banking sector. Then at Carnegie Mellon – Qatar, we shared the role of Risk department in the banks. Additionally, as part of Breast Cancer Awareness Month, AlRayan Bank partnered with the Qatar Cancer Society to organize an informative session for its female employees. The session aimed to educate participants on the latest findings and developments related to breast cancer, emphasizing the importance of early detection and prioritizing health.

**Sponsorships:** strategic sponsorships in 2024 reinforced AlRayan Bank's dedication to promoting sports, culture, and community engagement. Support for the Qatar Olympic Committee and Al Duhail Football Club highlighted its role in fostering athletic excellence and national pride. The Bank's sponsorship of Lusail Winter Wonderland brought families and communities together in celebration, while its partnership with Qatar Development Company (QDC) to sponsor Sirah exhibition at The Pearl Island demonstrated the biography of Profet Mohamad (PBUH) and his heritage.

Furthering its community engagement, the Bank participated in career fairs and events designed to promote education and development, including:

- **Lusail University's Second Career Fair:** Showcasing the Bank's training, employment, and scholarship opportunities under the patronage of the President of the Civil Service and Government Development Bureau.

### - Future Fair 2024 at Carnegie Mellon University

- **Qatar:** Attracting freshly graduated students to benefit from employment, internships, and scholarships offered by the Bank.

- **Career World Event at Qatar University:** Providing students with comprehensive insights into professional development opportunities, supporting the next generation of Qatari talent in alignment with Qatar's Vision 2030.

**Sign Language Initiative:** in collaboration with the Community Service and Continuing Education Center at Qatar University, AlRayan Bank conducted a series of lectures on sign language for its employees. This initiative aimed to foster an inclusive workplace culture and enhance awareness of the needs of individuals with hearing disabilities, reflecting the Bank's commitment to societal well-being.

**Environmental and Social Responsibility:** AlRayan Bank reaffirmed its commitment to **Environmental, Social, and Governance (ESG)** principles through its participation in **Qatar Sustainability Week**. The Bank's innovation lab, NEXT, hosted dynamic discussions with leading global partners, including **Microsoft** and **Mastercard**, focusing on embedding digital solutions to enhance ESG practices and awareness. This initiative underscored the Bank's leadership in leveraging technology for sustainability. For further details, see section 4 "ESG Annual Report".

Through these initiatives, AlRayan Bank demonstrated a steadfast dedication to addressing societal challenges, fostering community development, and driving positive change in alignment with Qatar's national goals.

### Awards and Recognition

AlRayan Bank's exceptional achievements in 2024 were recognized with multiple prestigious awards, cementing its reputation as a leader in Islamic finance, sustainability, and community engagement. The Bank was named Best Bank for Sustainable Finance and Best ESG Bank in Qatar by International Business Magazine, acknowledging its efforts in responsible banking practices. It received the titles of Best Islamic Bank and Best Shari'a Compliant Bank in Qatar from World Business Outlook, affirming its expertise in Shari'a-compliant financial solutions. Additionally, the bank's CSR initiatives earned it the Best CSR Bank award from Global Business Magazine, reflecting its unwavering commitment to societal well-being.

In 2024, AlRayan Bank demonstrated the power of strategic communication and purposeful action in driving progress and fostering meaningful impact. Through its innovative branding, community partnerships, and sustainability efforts, the Bank not only strengthened its market position but also contributed significantly to Qatar's Vision 2030. As it moves forward, AlRayan Bank remains committed to excellence, empowering its stakeholders, and building a brighter, more sustainable future for generations to come.

## 2.4 At External Control Level

Chapter VII of the Bank's AoA sets out the external control requirements for the Bank including, but not limited to, appointing an independent external auditor and determining its role and responsibilities. All these statutory requirements are in line with the local applicable Governance Regulations. In addition, AlRayan Bank has in place an External Auditor Policy that defines the responsibilities of external auditors and determines the basis on which an external auditor would be selected. The Audit Committee is mandated by the Board under the said policy to review and consider external auditors proposals and engagement letters and to deal with all matters related to external auditing.

In its meeting of 25 March 2024, the Annual General Meeting ("AGM") approved the Board/Audit Committee's recommendation to appoint Price Waterhouse Coopers- Qatar branch ("PWC") as external auditors of the Bank for the fiscal year ended 31 December 2024. Total statutory audit fees for the year amounted to QAR 6.416 million (2023: QAR 6.039 million), while other assurance services and other services amounted to QAR 1.037 million (2023: QAR 0.973 million) and QAR 2.713 million (2023: QAR 1.819 million), respectively. Total consideration for the services provided by auditors for the year 2024 amounted to QAR 10.166 million\* (2023: QAR 8.831 million).

\*Amounts cover auditors fees on Group level including overseas subsidiaries. Of which, consideration for the services provided by auditors for Qatar operation only for 2024 is QAR 5.025 million. On 25 March 2024, AlRayan Bank AGM approved QAR 3.4 million as total auditing fees for PWC. The AGM also authorized the Board and/or the Audit Committee of the Board to approve any additional fees, if applicable, that might be incurred during the year because of contingent regulatory requirements provided that such fees are disclosed in the Annual Report. In 2024, the Board/

Audit Committee approved an amount of QAR 1.625 million as extra fees paid to the external auditors based on the above mandate.

The external auditor conducts the review, and the audit works and issues its reports in accordance with the applicable laws and regulations and relevant international standards. The external auditor attends the General Assembly meetings to present their report and answer the shareholder's questions. As of 31 December 2024, no qualified reports were issued by the external auditors. For details or to check the external auditors' reports, please refer to the relevant AGM/EGM minutes of meetings and the audited financial statements freely accessible on AlRayan Bank's website [www.alrayan.com](http://www.alrayan.com)

## 2.5 At Transparency and Disclosure Level

### Disclosure

AlRayan Bank discloses its quarterly and end-of-year financial results in accordance with the applicable laws and regulations. Furthermore, all information about the Chairman, the Board members and the members of the Senior Management as well as their other positions held and their respective stakes in the Bank's share capital, and the major shareholders who own 5% or more of the Bank's capital are disclosed and updated regularly on the Bank's website and in the Annual Corporate Governance Report.

Furthermore, the Board of Directors has adopted a Disclosure and Transparency Policy that complies with the Qatar Stock Exchange ("QSE") rules and ensures disclosure of sensitive information to the market in a timely, accurate and transparent manner. The policy also sets the framework for dealing with rumors. AlRayan Bank discloses the agenda of its Board meetings and all resolutions of a sensitive nature to the QSE before and after the relevant Board meeting, as applicable. In addition, AlRayan Bank keeps its shareholders, investors and customers informed of all new products and business through periodic press releases published in the local newspapers and on AlRayan Bank's website and notifies QSE and relevant regulators of the same beforehand. During General Meetings, the shareholders exercise their rights to ask any questions about AlRayan Bank's position and business. The Disclosure and Transparency Policy is available and accessible on AlRayan Bank's website.

The Board discloses the quarterly and yearly financial statements only after making the necessary reviews

and audits based on the independent report of the external auditors and the recommendations of the Audit Committee and the Senior Management that all disclosed information is accurate, correct and not misleading in all material aspects. Any other non-financial disclosures made are subject to the Disclosure and Transparency Policy approved by the Board that sets a process for the review of accuracy and appropriateness of any information or press releases before they are made public including a multilayer approval process of the Compliance department, Legal department, the GCEO and/or the Chairman of the Board, as the case may be.

The audited financial statements are distributed to all shareholders with the Annual Report during the Annual General Meetings. They are also published in the local newspapers and are freely and permanently accessible on AlRayan Bank and QSE's websites. The Bank also discloses the annual remunerations of the members of the Board and Senior Management in its audited annual reports. Main activities and achievements of the Board are disclosed in the annual Board of Directors report submitted to the Annual General Meeting. Main activities and achievements of the Senior Management are disclosed also as part of the Bank's departmental overviews in the Annual Report distributed to the shareholders in each Annual General Meeting.

### **Compliance with Listing and Disclosure Rules**

As of 31 December 2024, AlRayan Bank was fully compliant with all listing and disclosure requirements set forth under the relevant laws and regulations. AlRayan Bank made all disclosures through QSE Disclosure Platform, its website, press and social media platforms and in its annual reports. For details, see section 3 "Corporate Governance Disclosures" and AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

### **Conflict of Interest, Transparency and Related Party Transactions**

The General Meeting of shareholders adopted the conflict-of-interest management and the related party transactions frameworks under Articles (25) and (36) of the Bank's AOA.

Article (25) of the Bank's AOA prohibits the Chairman of the Board, any Board member or any member of the senior executive management to perform or engage, whether in his/her personal capacity or through any of his/her first degree relatives, directly or indirectly, in any activities that would be similar to or competitive with the activities of the Bank, or take advantage

of the Bank's activities to achieve or promote his/her own interests or to achieve any commercial or personal interests. The same Article also prohibits the Chairman, Board members and members of executive management from having, whether in their personal capacity or through any of their first degree relatives, directly or indirectly, any interest in the contracts, projects and engagements entered into by the Bank or in which the Bank is a party, without any exceptions whatsoever, except for the credit facility agreements made between the Bank and any of them in accordance with the limits and controls set forth under QCB rules and regulations.

In addition, AlRayan Bank's Board TORs and Corporate Governance Framework set out the general rules governing the related party transactions. The Board also approved the Group Conflict of Interest Management Policy that sets the operating procedures on dealing with the conflict of interests and related party's matters.

Any Related Party Transaction must be approved at Board/Board sub-committee level and, at the General Assembly of Shareholders level for major transactions, as applicable, after producing the justifications for entering such transactions depending on its type and ensuring it has followed the approved process for the management of conflict of interest. In the event where a transaction involves a potential conflict with a Board member, a member from the senior management or a third party, such transaction shall be discussed in the absence of the conflicted party who must not have the right to participate in the discussions and the voting on such transaction. In all events, all related party transactions, if any, must be on arms' length basis with no preferential terms at the Bank's expense.

Pursuant to the said policy, each Board member is required to declare his/her direct or indirect interests in any of the transactions and agenda items presented to the Board. Any conflicted member must not have the right to participate in the discussions and the voting on such transaction and items. Also, each Board member and member of the senior management must disclose and update, at least annually, his/her financial interest or other interest in the Bank or its subsidiaries, or his/her connection with any of the Bank's connected persons and related parties, if any. Each director or member of senior management has signed a written statement regarding his/her compliance with the regulatory conflict of interest requirements. As of 31 December 2024, each director and member of senior management has updated his/her annual disclosures.



The Conflict-of-Interest Management Policy also sets a framework for insider trading which prohibits trading based on material, non-public information regarding AlRayan Bank. It covers all stakeholders of AlRayan Bank who have or may have access to inside information. A list of insiders is developed and updated regularly by the Corporate Governance, Nomination and Remuneration Committee of the Board and presented to the Qatar Financial Market Authority and QSE/QCSD. A copy of the afore-mentioned policy is delivered to the Board members, senior management, all new employees, vendors and consultants upon the commencement of their relationships with AlRayan Bank. Under this framework, AlRayan Bank monitors the trading activities related to AlRayan Bank shares by its directors and senior management. A monthly report on those activities is prepared by the Investor Relations unit and shared with the Group Head of Compliance and the Company Secretary. Furthermore, at the end of each quarter, the Bank publishes the QFMA's Financial Information Disclosure Form on its website and QSE's website. This form contains disclosures on trading in AlRayan Bank's shares by Board members and senior management, if any. Also, at the end of each quarter and at least 10 days prior to the Board meeting scheduled to approve quarterly financial statements, a circular on the start of the Closed Period during which trading in AlRayan Bank shares by Board members, senior management and other insiders is issued to all concerned parties to remind them of their obligations in this respect. As of 31 December 2024, no trading occurs during the Closed Period within the meaning of Article 173 of the Internal Regulation of Qatar Stock Exchange. For details on board and senior management trading in shares, see "Board Trading in Shares" and "Senior Management Trading in Shares" in sections 3.1 and 3.3, respectively, under Corporate Governance Disclosures.

As of 31 December 2024, there were no major related party transactions in the Bank's book that require shareholders' approval. There were, however, credit facilities granted to related parties. These facilities were granted at arm's length basis in accordance with Qatar Central Bank relevant rules and regulations with no preferential terms and conditions. They were approved by the concerned credit committees at the Bank in the absence of the relevant conflicted parties who did not participate in any negotiations, discussions or decisions related to such transactions. The Board CRC monitors the compliance of related party's exposures with applicable regulatory limits. As

of 31 December 2024, no breach was recorded in the related parties regulatory limit.

In all events, all related parties' transactions, whether major transactions or otherwise, are disclosed in the Director Fees Report prepared in accordance with Article (122) of Qatar's Commercial Companies Law No (11) of 2015 as amended by Law No (8) of 2021 and Article (39) of the Bank's AOA and Article (26) of QFMA Code. They are also presented as part of note no. (38) of the audited EOY financials to the General Meeting for endorsement. For details, see the EOY Financial Statements as of 31 December 2024 at the end of the Annual Report which forms an integral part of this Corporate Governance Report. The Director Fees Report will be available for the shareholders' review one week prior to the Annual General Meeting in the Corporate Secretariat office on the 23<sup>rd</sup> floor of AlRayan Bank head office in AlRayan Tower, 69 Al Add Al Sharqi Street, Marina 40, Lusail City, Doha, Qatar. In order to be able to check the Director Fees Report, shareholders must produce an updated account statement of their shares from Qatar Stock Exchange/ Qatar Central Securities Depository dated no more than one week together with a copy of their IDs (in case the shareholder is a natural person) or copy of the Commercial Registration (CR), Corporate Card and an authorization letter signed by an authorized signatory on the CR and on the Corporate Card (in case the shareholder is a legal person).

## 2.6 At Stakeholders' Level

### Board Decision making and engagement with stakeholders

The Board is committed to effective engagement with all stakeholders and seeks to understand their interests and the impacts on them when making decisions. Below is how AlRayan Bank engaged with various stakeholders and considered the impact on relevant stakeholders when making principal decisions:

Stakeholders	Engagement	Impact and outcomes
Shareholders and investors	<ul style="list-style-type: none"> <li>- Annual events such as General Meeting</li> <li>- Numerous conference calls with several investors and analysts to discuss interim and year-end results</li> <li>- Attendance of Board members including chairs of Board committees of the General Meetings to answer queries of shareholders, if any</li> <li>- Chairman and GCEO ongoing engagement with the major shareholders particularly in strategic matters</li> </ul>	<ul style="list-style-type: none"> <li>- Regular interactions with investors throughout the year helped the Board understand investor sentiment on material matters when strategizing so deliverables meet their expectations</li> <li>- See section “Engagement with Shareholders and Investors” below for details</li> </ul>
Customers	<ul style="list-style-type: none"> <li>- Engagement events with key business customers during the development of the new LEAD Strategy to discuss challenges and opportunities</li> <li>- Visits to branches in the UK, Paris and UAE to better understand customers’ changing needs</li> <li>- Participation in 2nd edition of Qatar Real Estate Forum and Cityscape reflecting the influence in shaping critical discussion on finance and property development</li> <li>- Participation in Qatar Investment Forum during 2024 IMF</li> <li>- Participation in Roadshows</li> </ul>	<ul style="list-style-type: none"> <li>- Continued engagements with customers and potential customers help AlRayan Bank’s understanding of their purposes and business needs and how they can be supported to achieve their varied goals</li> <li>- Meetings with customers provide insights into how the Bank can drive meaningful improvements in customer propositions outcomes</li> <li>- Branch visits help the Bank see the positive impact of the initiatives launched by the Bank and make necessary assessments and re-calibrations, when needed, to deliver on the Strategy goals</li> </ul>
Employees	<ul style="list-style-type: none"> <li>- Quarterly staff Recognition for their performance and achievements.</li> <li>- Ramadna Ghabga for employees in Msheireb</li> <li>- Staff event to introduce the new logo of the bank</li> <li>- Collaboration with Qatar Cancer Society to conduct the latest information and findings on breast cancer</li> <li>- Employee Engagement Survey</li> </ul>	<ul style="list-style-type: none"> <li>- Meeting with colleagues allow the Board and Senior Management to hear first-hand the employee voice on important issues</li> <li>- These interactions helped to ensure continued connectivity with the workforce and inform Board’s decision making around people-specific matters</li> <li>- Employee Engagements Survey helps the Board and Senior Management to put into perspective survey results and take necessary actions, where applicable</li> </ul>
Communities	<ul style="list-style-type: none"> <li>- AlRayan Bank did a number of donation for local charities in Qatar; such as, Dreama – Orphan care Center, Qatar Charity in support to their Al Ghari-meen Program, Qatar Autism Society and finally Qatar Society for Rehabilitation of Special Needs.</li> <li>- In participation with United Development Company, we sponsored a social event named Sirah; which reveals Prophet Muhammad (PBUH) Biography</li> <li>- Conducted Educational and knowledge sharing sessions in Northumbria University and Carnegie Mellon University</li> <li>- Participated with Msheireb in the Sports day.</li> </ul>	<ul style="list-style-type: none"> <li>- AlRayan Bank participation at a range of community initiatives helped us understand the effect the Bank has on local communities as an employer, sponsor and supporter</li> <li>- Interaction with, and understanding of, the communities in which AlRayan Bank operates helped the Board and Senior Management appreciate on the Group can influence meaningful change, helping to shape policy and formulating solutions and creating supportive environments</li> </ul>
Regulators	<ul style="list-style-type: none"> <li>- Regular meetings with our regulators</li> </ul>	<ul style="list-style-type: none"> <li>- Frequent engagements between the Board and Senior Management with regulators provide an opportunity for open dialogue. It is also critical in ensuring that the Board understands and continues to meet its regulatory obligations</li> <li>- Meeting with the regulators also allows to communicate the Group’s strategy, perspective and insights while ensuring that the members of the Board and Senior Management remain abreast of regulatory developments</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>- Regular reports and updates from GCOO on supplier matters</li> <li>- Meeting with key IT suppliers to discuss the Bank’s innovations ambitions and how they could further support AlRayan Bank’s requirements including its digitalization transformation</li> </ul>	<ul style="list-style-type: none"> <li>- Meeting with our suppliers helps us understand our suppliers’ challenges and how we can work collaboratively to succeed including in digitalization</li> <li>- It is key for AlRayan Bank understand its supply chain and how suppliers’ operations are aligned to our purpose and values</li> </ul>



AlRayan Bank's Articles of Association guarantee respect of shareholders rights and principles. Chapter Sixth of the AOA and Articles (12), (38), (39), (40), (67), (68) and (72) guarantee all the rights of the shareholders set forth under the applicable laws and regulations particularly the stipulations of Chapter Six of the QFMA Code. Below is a further overview on the actions taken by AlRayan Bank to put the rights of shareholders into effect:

### **Engagement with Shareholders and Investors and IR Function**

AlRayan Bank values open and transparent dialogue with its shareholders as well as institutional and private investors. An independent Investor Relations department is dedicated to serve as the primary contact with shareholders, investors and financial analysts.

The Investor Relations (IR) function is mandated to integrate finance, public relations and communications, marketing and regulatory compliance to allow the most effective two-way communication between the Bank and its board members, the financial community, regulators, investors and shareholders. It also manages the relations with the Qatar Stock Exchange (QSE) where the shares of the Group are listed, and with Qatar Central Securities Depository (QCS). IR organizes investor meetings, earnings conference calls and road shows to increase the visibility of the Bank, enhancing its market profile and thus building its investment case.

The IR function is one of the cornerstones in planning and organizing ordinary and extraordinary general assemblies, including regulatory disclosures, as well as securing the required quorum.

Upon disclosure of results, IR organizes a conference call with investors and financial analysts on quarterly basis that includes members from Senior Management to provide further clarifications and explanations about the financial results achieved and to respond to all queries of the investors. As of 31 December 2024, AlRayan Bank conducted 4 conference calls with investors and analysts upon disclosure of its financials at the end of each quarter. Key topics addressed during the investor calls included our financial performance, ECL, updates on strategy and major risks.

The IR function is contactable by email [IR@alrayan.com](mailto:IR@alrayan.com) or by Tel +97444940673 or +97444940674.

### **Shareholders Right to Information**

Article (12) of AlRayan Bank's AOA guarantees access by shareholders to information that allow them to exercise their full rights without prejudice to other shareholders' rights and the Bank's interests. To this end, AlRayan Bank created a dedicated website [www.alrayan.com](http://www.alrayan.com) as the main platform to publish and disclose all necessary information required under the local laws and regulations and information that are of interest to the shareholders. The website is subject to the Disclosure and Transparency Policy approved by the Board. In addition, shareholders get free access to the information they are entitled to obtain under the applicable laws and regulations by contacting the Company Secretariat Office or the Investor Relations department. The details of the members of the Board and Senior Management as well as the Bank's constitutional documents including the Memorandum and Articles of Association, the Commercial Register, the QCB License, the minutes of General Meetings are freely accessible on the Bank's website. For details, see section "Disclosure" under 2.5 "At Transparency and Disclosure Level".

### **Right to General Meetings and Equitable Treatment of Shareholders**

The Bank's AOA affirms the right of shareholders to call ordinary or extraordinary general meetings and the right to add, discuss, decide and raise questions with respect to any items on the agenda of the general meetings. According to the AOA, a shareholder who attends the general meetings has the right to discuss the agenda items and question the external auditors, the Board of Directors, the senior management and the SSB who shall respond to the shareholders to the extent it does not put the Bank's own interests at risk.

In the event a shareholder is not satisfied with the answers, such shareholder shall refer the subject matter to the general meeting of shareholders whose decision in such respect is deemed final and binding. Article (12) of the Bank's AOA also ensures the fair and equitable treatment of all shareholders. It sets out that each shareholder must have a number of votes that equals his/her number of shares and that all shareholders are equal in rights and obligations related to the share in accordance with the relevant laws, regulations and resolutions. It also affirms shareholder's right to dispose of his/her share without any restrictions unless such disposal is in breach to applicable laws or regulations and that each share entitles its owner to a share equal to that of other shares without discrimination in the

ownership of the assets of the Bank and the profits divided in the manner provided in the Bank's AOA. Furthermore, Articles (54), (39) and (72) of the Bank's AOA respectively affirm the shareholders' rights to (i) dismiss Board members in accordance with the law; (ii) receive clarifications and reports decided under the law for general meetings; and (iii) initiate the civil and criminal liability case against Board members;

In 2024, AlRayan Bank held one annual ordinary general meeting and one extraordinary general meeting of shareholders on 25 March 2024. The full minutes of the general meetings are published on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

### Shareholders Right to Board Elections

The Bank's AOA, in particular, Article (19) sets out the main terms for directorship. In addition, the General Meeting held on 16 November 2022 adopted the Board Nomination and Election Policy upon a recommendation from the Board and the Board Corporate Governance, Nomination and Remuneration Committee. The policy ensures the shareholders get access to all information required about Board candidates prior to the elections, including but not limited to, the professional and education background and work experiences. Such information would be announced on the Bank's website. The Board Nomination and Election Policy is accessible on the Bank's website [www.alrayan.com](http://www.alrayan.com).

Major shareholders who own 5% or more of AlRayan Bank's share capital appoint 4 out of 11 directors on the Board in accordance with the Bank's Articles of Association without the right to vote in the elections. The remaining 7 directors, including 3 independent directors, are elected by the general meeting of shareholders. On 15 March 2023, the general meeting elected 7 directors for a 3-year Board mandate (2023-2024-2025). On 25 March 2024, the general meeting of shareholders elected Mr. Abdulla Al Romaihi as an independent member to the Board replacing Mr. Abdulla Nasser Al Misnad. For details, see section 3.1 "Board of Directors" under Corporate Governance Disclosures.

### Shareholders Right to Dividends

The Bank's AOA sets out the terms and conditions for the distribution of profits in accordance with the law. The audited financial statements presented to the Annual General Meeting for endorsement determines how the profits will be distributed. Dividend payout proposals, if applicable, are also presented for shareholders' approval in every Annual

General Meeting. Dividend is fully linked to the results achieved by the Bank at year-end and is subject to the applicable laws and regulations. Dividends must be paid to shareholders within timelines set forth under the applicable laws and regulations.

In addition, AlRayan Bank has established a Shareholders Affairs unit fully dedicated for dividend payments and queries of shareholders related to their dividends. The unit is contactable by email [shareholdersaffairs@alrayan.com](mailto:shareholdersaffairs@alrayan.com) or Tel +97444253215. AlRayan Bank follows QFMA rules on payment of cash dividends through Edaa.

On 25 March 2024, the Annual General Meeting decided to distribute cash dividends in the rate of 10% of the nominal share value (QAR 0.10 per share) for the year ended 31 December 2023. In 2024, the Bank continued the payment of all dividends in accordance with QFMA rules on payment of cash dividends through Edaa.

AlRayan Bank continues to publish the list of its shareholders with uncollected dividends since more than 5 and 10 years on its website in compliance with Qatar Central Bank regulations and facilitates relevant payments accordingly. Any dividend amounts that remain uncollected will be dealt with in accordance with the relevant rules and regulations.

Summary of dividends paid in last 3 years:

FY	Ap-proved Dividend Ratio	Total Dividend Amount	Total Paid as of 31 Dec 2024	Total Unclaimed Dividend as of 31 Dec 2024
2021	0.170	1,581,000,000.00	1,511,710,599.13	69,289,400.87
2022	0.100	930,000,000.00	881,304,518.50	48,695,481.50
2023	0.100	930,000,000.00	881,623,967.50	48,376,032.50

### Capital Structure and Shareholders' Rights in Major Transactions

Article (50) of the Bank's AOA guarantees the rights of the shareholders, particularly the minorities, to object and cancel major transactions that he/she may deem against his/her own interests in accordance with the law. Details on capital structure and shareholders' base structure and evolution are disclosed in the Bank's annual report. Major shareholders that own 5% or more of the Bank's share capital are disclosed and updated regularly on the Bank's website. For details, see section 3.6 "Shareholders Profile and Share Trading" under "Corporate Governance Disclosures".

## Shareholders Register

AlRayan Bank maintains the Shareholders Register as received monthly from Qatar Central Securities Depository Company (QCSD). AlRayan Bank also requests copies of these registers as and when needed. The Shareholder Register is adopted for quorum in general meetings and for dividend distribution.

## Stakeholders Rights other than the shareholders

AlRayan Bank has in place various policies related to different categories of stakeholders namely the HR Policy and Code of Conduct which both ensure all stakeholders are treated according to the principles of fairness and equity without any discrimination whatsoever and all their rights stipulated under the applicable laws and regulations are respected and protected at all times. Furthermore, AlRayan Bank has a set of various policies to deal with certain stakeholders, in particular, the Procurement and Vendors Policy, the External Auditors Policy and the Investor Relations Policy. All these policies ensure the rights of all stakeholders are protected and all departments, units and functions in the Bank operate under the rule of the law when dealing with various stakeholders.

Furthermore, Senior management leads by example encouraging a culture of ethics. Employees and third parties are required to promptly report any actual or potential irregularity or misconduct within the Bank by encouraging its employees and stakeholders to speak up and share incidents suspected to be in violations to AlRayan Bank values, policies and procedures. To this end, a whistleblower policy and hotline service were established to enable stakeholders to make reports in good faith and confidence directly to the Group Head of Compliance who independently investigates these incidents and reports to the Board of Directors and Executive Management on the results and actions taken. To further strengthen controls, the Group Head of Internal Audit has access to the reports and independently verifies the actions taken by the management. To ensure the effectiveness of the hotline service, the Board granted protection to stakeholders who report, in good faith, of any suspected practice or transaction by appointing an independent third party to receive such reports. The whistleblower program is implemented in all jurisdictions where the Bank operates and in accordance with local legal requirements. A monthly reminder is sent to all employees on the program and the hotline service. In 2024, 19 incidents were reported. Investigations conducted for each incident and no major issues were found.

On customer level, see Customer Experience under section 5.2 “Transformation Office and Digital Transformation” of the Annual Report that forms an integral part of this Annual Corporate Governance Report.

## Community Rights and ESG Initiatives

See section 4 “ESG Annual Report” of this Annual Corporate Governance Report.

# 3. Corporate Governance Disclosures

## 3.1 Board of Directors

### Board Composition

The composition of the Board has been designed to ensure that we have the appropriate mix of knowledge, skills, experience, diversity and independence. These qualities are the foundation for the range of perspectives, insights and challenges needed to drive good decision-making to support the delivery of the Group’s strategic objectives.

Pursuant to Article (19) of the Bank’s Articles of Association, AlRayan Bank’s Board of Directors comprises 11 members of whom two (2) members shall be appointed by Qatar Holding LLC representing Qatar Investment Authority, one (1) member shall be appointed by Qatari General Retirement and Social Insurance Authority and one (1) member to represent Barzan Holding Company owned by the Ministry of Defense. The other remaining members shall be elected by the General Meeting by secret ballot. The appointing entities on the Board are not allowed to vote for candidates running for Board elections.

## Membership

During 2024, Mr. Abdulla Al Romaihi was elected by the General Meeting of Shareholders as new independent director (IND) to join the Board replacing Mr. Abdulla bin Nasser Al Misnad. At the date of this annual report, the Board composition for the current mandate (2023-2024-2025) and the statement of other positions held and shares owned by the directors or by the corporate entities they represent on the Board as of 31 December 2024 were as follows:



### **H.E. Sheikh Mohamed bin Hamad bin Qassim Al Thani**

Chairman of the Board – Qatari

Non-Executive and Non-Independent Member

Appointed on AlRayan Bank Board by QIA/Qatar Holding LLC (“QH”) on 17 November 2021. Re-appointed for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 10,060

Number of shares held by QIA/QH and its related entities as of 31-Dec-2024: 1,915,632,215 shares

Other positions currently held:

- Chairman of the Board of Directors of Qatar Stock Exchange
- Board Member, Qatar Investment Authority
- Board Member, Qatar Energy



### **H.E. Sheikh Hamad bin Faisal bin Thani Al Thani**

Vice Chairman and Chairman of Board Executive Committee – Qatari

Executive and Non-Independent Member

Appointed on AlRayan Bank Board by QIA/Qatar Holding LLC (“QH”) on 1 December 2021. Re-appointed for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 11,804,051 shares

Number of shares held by QIA/QH and its related entities as of 31-Dec-2024: 1,915,632,215 shares

Other positions currently held:

- Chairman, Qatari Investors Group
- Chairman, Qatar Insurance Company
- Chairman, Al Khaliji France S.A. (France) – representing AlRayan Bank interest
- Board member, AlRayan Bank (UK) – representing AlRayan Bank interest



### **Ahmed Ali Al Hamadi**

Board Member – Qatari

Executive and Non-Independent Member

Appointed on AlRayan Bank by the General Authority for Retirement and Social Insurance on 26 October 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 12,040 shares

Number of shares held by GRSIA as of 31-Dec-2024: 529,839,892 shares

Other positions currently held:

- General Manager, Qatar General Retirement and Social Insurance Authority
- Chairman, United Development Company
- Chairman, Qatar Cool
- Vice Chairman, Qatar General Electricity and Water Corporation
- Board member, Qatar Industries
- Board member, Ooredoo
- Board member, Qatar Stock Exchange
- Board member, London Heathrow Airport
- Board member, Dream International Co.
- Board member, Harrods



### **Nasser Jarallah Saeed Jarallah Al Marri**

Board Member – Qatari

Executive and Non-Independent Member

Appointed by Barzan Holding/Qatar's Ministry of Defense on AlRayan Bank Board in 2016. Re-appointed for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 10,580 shares

Number of shares held by Barzan Holding/Qatar's Ministry of Defense as of 31-Dec-2024: 698,574,780

Other positions currently held:

- Head of Finance Department at Ministry of Defense
- Board Member, United Development Company
- Board Member, Vodafone
- Chairman, Al Rayan Investment LLC- representing AlRayan Bank interest



### **Sheikh Ali bin Jassim bin Mohamed Al Thani**

Board Member – Qatari

Non-Executive and Non-Independent Member

Joined AlRayan Bank Board since 2 April 2017. Re-elected for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 84,692,058 shares

Other positions currently held:

- Board Member, Qatar General Insurance & Reinsurance Co.
- QIA, CEO advisor
- Board member, Al Salam International for Investment
- Vice Chairman, Nuran Bank
- Board member, Al Khaliji France SA – representing AlRayan Bank interest



### **Sheikh Nasser bin Hamad bin Nasser Al Thani**

Board Member – Qatari

Non -Executive and Non-Independent Member

Joined AlRayan Bank Board since 5 April 2009. Re-elected for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 1,000,000 shares

Other positions currently held:

- Group CEO Middle East Region- Ooredoo
- Board Member, Ooredoo Oman



### **Mohamed Al Saadi**

Board Member – Qatari

Independent and Non-Executive Member

Elected for first time to AlRayan Bank Board on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none



### **Dr. Abdulrahman Mohammed Al-Khayarin**

Board Member – Qatari

Non-Executive and Non-Independent Member

Joined AlRayan Bank Board since 18 March 2020. Re-elected for the current Board term on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 1,008,240 shares

Other positions currently held:

- Board Member, Barwa Real Estate
- Advisor, Widam



### **Mohammed Jaber Al Sulaiti**

Board Member – Qatari

Non-Executive and Non-Independent Member

Elected for first time to AlRayan Bank Board on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: 1,000,000 shares

Other positions currently held:

- CEO and Managing Director, Al Ahed Holding (petrol services and contracting)
- Managing Director, GS Holding



### **Abdulla Hamad Al Misnad**

Board Member – Qatari

Independent and Non-Executive Member

Elected for first time to AlRayan Bank Board on 15 March 2023

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held:

- Head of Executive Office of HE Qatar's Prime Minister
- Doha Venture Capital, Board member
- Qatar Research Development and Innovation Council, Board member
- Advisory Board to the Investment Promotion Agency, Board member





### Abdulla Al Romaihi

Board Member – Qatari

Independent and Non-Executive Member

Elected for first time to AlRayan Bank Board on 25 March 2024

Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held:

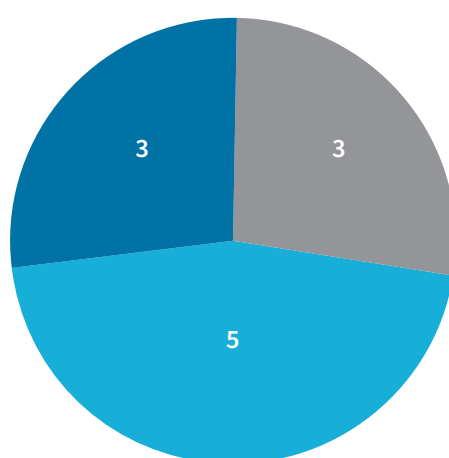
Public Relations Associate Director- CEO Office- Qatar Investment Authority

## Independence

Throughout the year ended 31 December 2024, the Board was compliant with the Governance Regulations and AlRayan Bank's Articles of Association in that majority of the Board comprised non-executive directors including three independent directors. The Board considers all relevant circumstances, in ensuring that the directors demonstrate independence of character and judgement and provide challenge to the executive management in the boardroom.

The Board believes that it functions effectively and that the Board members are independent from management and promote the interests of stakeholders.

**Board Composition**



<span style="display:inline-block; width:15px; height:15px; background-color:darkblue;"></span>	Independent non-executive directors	3
<span style="display:inline-block; width:15px; height:15px; background-color:lightblue;"></span>	Non-executive directors including Chairman	5
<span style="display:inline-block; width:15px; height:15px; background-color:grey;"></span>	Executive directors*	3

\*(as per QCB rules, directors who sit on an executive committee of the Board that approves credits and/or investments, are considered executive directors. Members of AlRayan Bank's Board Executive Committee were non-executive directors on appointment by the general meeting of shareholders)

## Tenure

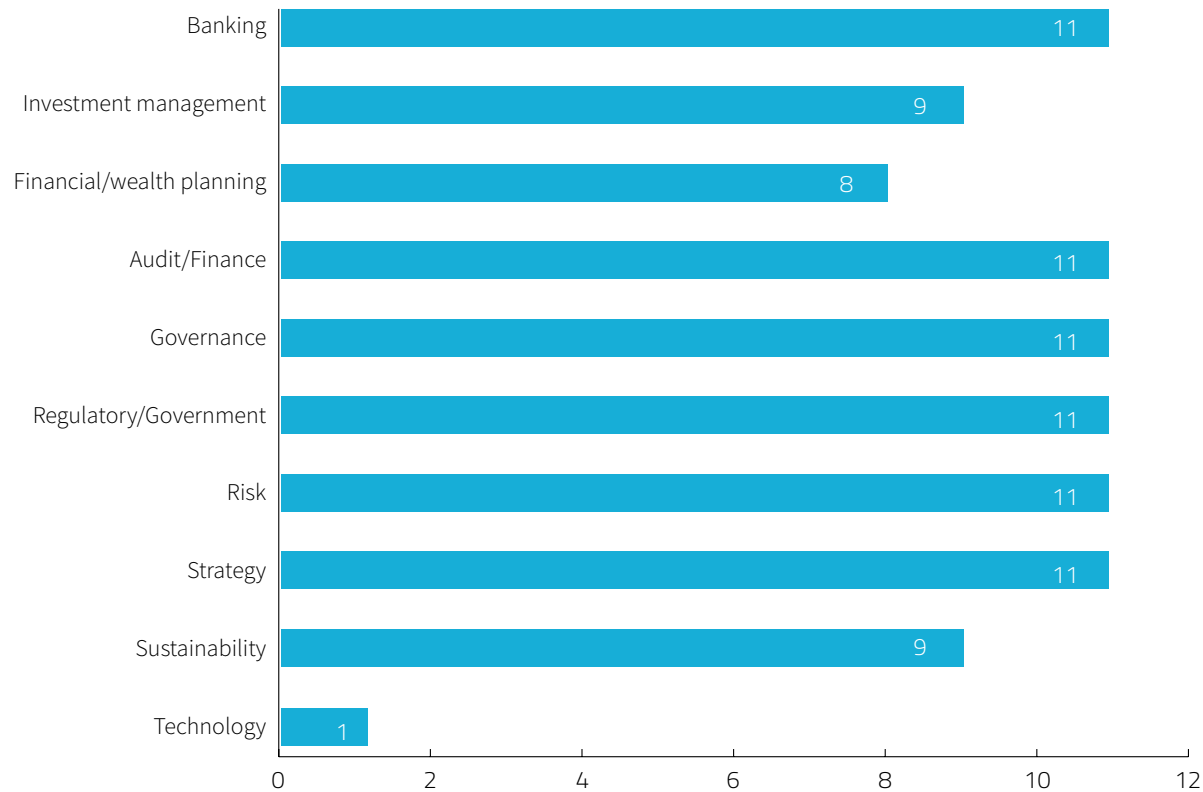
Upon the annual review of independency conducted by the Board CGNRC as of 31 December 2024, none of the independent members currently on the Board has served for more than two mandates or more than 6 years. For details, see the section "Attendance" below to check when each Board members has joined the Board including the INDs.

Diversity

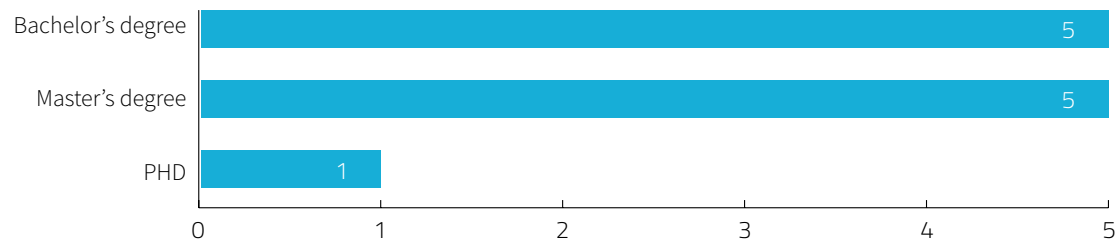
The board places great emphasis on ensuring that its membership reflects diversity in its broadest sense. Consideration is given to the combination of skills, experience, education and professional background and other relevant personal attributes. The aim is to provide the range of perspectives, insights and challenge needed to support good decision making by the Board.

As of 31 December 2024, the diversity matrix of the Board was as follows:

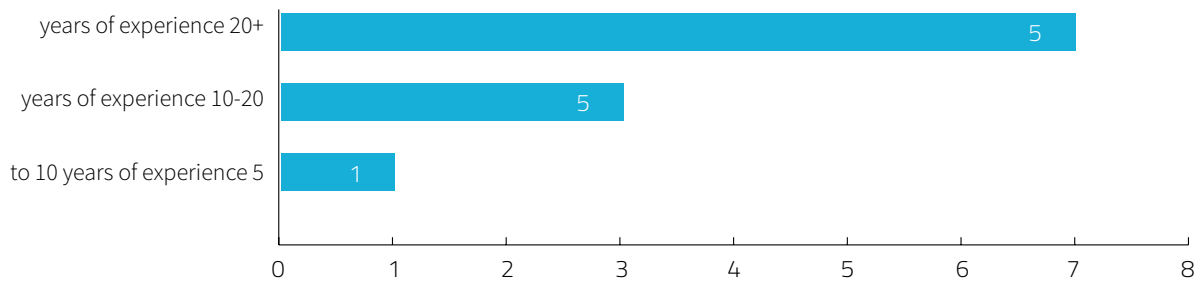
Skills (by number of Board members with respective skills)



Education (by number of Board members with respective degrees)



Experience (by number of Board members with respective years of work experience)



## Attendance

All Board members put their knowledge and skills at the service of the Bank and dedicate sufficient time for their work in the Board. This is proven through the directors' regular attendance of the meetings. Also, the Chairman and the directors including the chairpersons of the Board committees attend and participate in the General Meetings to consider and respond to the queries of the shareholders. In 2024, a total of 6 Board meetings were held within an average duration of 3 hours per each meeting. Below are the details of the Board meetings held in 2024 and the attendance sheet:

Directorship	Member since	Meetings held in 2024	Meeting Attendance in 2024
SH Mohamed Bin Hamad Bin Qassim Al Thani- Chairman	2021	6 meetings as follows: 23 January 2024 25 April 2024 11 June 2024 17 July 2024 14 October 2024 16 December 2024	6/6
SH Hamad Bin Faisal Bin Thani Al Thani- Vice Chairman <sup>1</sup>	2021		5/6
Nasser Jaralla Al Marri- Board member <sup>1</sup>	2016		5/6
Ahmed Ali Al Hamadi- Board member	2023		6/6
SH Ali Bin Jassim Al Thani- Board member	2017		6/6
SH Nasser Bin Hamad Bin Nasser Al Thani- Board member	2009		6/6
Mohamed Al Saadi- Board member <sup>1</sup>	2023		5/6
Mohamed Jaber Al Sulaiti – Board member	2023		6/6
D. Abdulrahman Al Khayareen- Board member	2020		6/6
Abdulla Hamad Al Misnad- Board member <sup>1</sup>	2023		5/6
Abdulla Al Romaihi- Board member <sup>2</sup>	2024		5/6

<sup>1</sup> Unable to attend 1 out of 6 meetings due to prior commitments

<sup>2</sup> Abdulla Al Romaihi joined the Board on 25 March 2024 upon his election to the Board as independent member. He attended all Board meetings held after his joining date

## Key Activities and Decisions in 2024:

- Approve quarterly, semi-annually and end-of year financials for 2024
- Approve new business strategy LEAD
- Approve new AlRayan Bank rebranding and logo
- Approve new ESG Policy and initiatives
- Adopt the principle of interim dividends subject to AGM approval
- Approve sale of Bank's stake in C-San Trading WLL as part of exiting non-core banking activities
- Approve purchasing minority shares in UK subsidiary AlRayan Bank Plc
- Revise Bank's branch network as part of the new strategy
- Monitor the implementation of the new mid-term IT strategy
- Recommend Dividend Payouts for AGM approval
- Approve the Group's Budget for 2025
- Recommend the 2025 external auditors for AGM approval
- Periodic review of Capital Plan and ICAAP and stress testing for 2024

- Approve Group's Balanced Scorecard for 2024
- Assess performance of the Board, Sub-committees and the Management and recommend Board remunerations for AGM approval
- Approve updated Succession Planning
- Approve the Annual Corporate Governance Report
- Approve of the ICOFR Management Report
- Invite shareholder for General Meeting and set-up relevant agenda
- Approve several items related to the Bank's regular activities including the approval of new or revised policies and frameworks to ensure they are updated and in compliance with the applicable laws and regulations
- Adopt and recommend for General Meeting's approval the amendments to the Bank's Articles of Association to comply with QFMA regulation on interim dividends
- Follow-up and oversee the Bank's subsidiaries and associates
- Review and discuss the Bank's Business Continuity and risk reports and take necessary actions, as applicable
- Review and discuss the internal audit and internal control reports including compliance and AML reports, and take necessary actions, as applicable
- Review and discuss the legal and litigation update reports and take necessary actions, as applicable
- Review and endorse Board committees' reports

## Board Training

See section 2.2.16 Induction and Training.

## Board Trading in Shares

Name	Title	EOY 2023	Q1 2024 (%of holding)	Q2 2024 (%of holding)	Q3 2024 (%of holding)	EOY 2024 (%of holding)	YOY 23/24 change %
Qatar Investment Authority/Qatar Holding Company (direct and indirect ownership)	Chairman of Board of Directors	20.60%	20.60%	20.60%	20.60%	20.60%	No change
Represented by Sheikh Mohammed bin Hamad bin Qassim Al Abdullah Al Thani (indirectly through family member)		0.0001%	0.0001%	0.0001%	0.0001%	0.0001%	No change
Represented by Sheikh Hamad bin Faisal bin Thani Al Thani (direct ownership)	Vice Chairman and Chairman of Board Executive Committee	0.1248%	0.1248%	0.1248%	0.1248%	0.1248%	No change
(indirect ownership through family)		0.002%	0.002%	0.002%	0.002%	0.0022%	No change
General Retirement and Social Insurance Authority (direct ownership)	Member of the Board of Directors	5.72%	5.79%	5.80%	5.80%	5.70%	-0.35%
Represented by Ahmed Ali Hassan Al Hamadi		0.0001%	0.0001%	0.0001%	0.0001%	0.0001%	No change
(indirectly through family)							
Ministry of Defense - Qatar Armed Forces	Member of the Board of Directors	7.51%	7.51%	7.51%	7.51%	7.51%	No change
Represented by Mr. Nasser Jarallah Al Marri (direct ownership)		0.0001%	0.0001%	0.0001%	0.0001%	0.0001%	No change
Sheikh Ali bin Jassim Al Thani (direct ownership)	Member of the Board of Directors	0.19%	0.19%	0.19%	0.19%	0.19%	No change
(indirect ownership)		0.72%	0.72%	0.72%	0.72%	0.72%	No change
Sheikh Nasser bin Hamad bin Nasser Al Thani (direct ownership)	Member of the Board of Directors	0.01%	0.01%	0.01%	0.01%	0.01%	No change
Abdul Rahman Muhammad Mubarak Al-Khayarin (direct ownership)	Member of the Board of Directors	0.01%	0.01%	0.01%	0.01%	0.01%	No change
(indirect ownership through family)		0.0001%	0.0001%	0.0001%	0.0001%	0.0001%	No change
Mohamed Hassan Mohammed Al Saadi	Member of the Board of Directors	0	0	0	0	0	No change
Mohamed Jaber Al Sulaiti (direct ownership)	Member of the Board of Directors	0.01%	0.01%	0.01%	0.01%	0.01%	No change
Abdulla Hamad Abdulla Al Misnad	Member of the Board of Directors	0	0	0	0	0	No change
Abdullah Saad Mohammed Al-Jabara Al-Rumaihi	Member of the Board of Directors	0	0	0	0	0	No change

## 3.2 Board Committees

The Board established the following committees: Executive Committee (EXCOB), Audit Committee (ACB), Compliance and Risk Committee (CRC) as well as the Corporate Governance, Nomination and Remuneration Committee (CGNRC). Below are the annual reports from the Board's committees to the shareholders.

### Executive Committee of the Board (EXCOB)



#### Sheikh Hamad bin Faisal bin Thani Al Thani

EXCOB Chair

Dear Shareholders,

I am pleased to present the Board Executive Committee report, which provides an overview of the Committee's activities during 2024.

Composition and Attendance:

As of 31 December 2024, the Committee comprises three members as follows:

Membership	Member since	Meetings held in 2024	Meeting Attendance in 2024
Sheikh Hamad Bin Faisal Bin Thani Al Thani- EXD	12/12/2021	8 meetings as follows: - 5 February 2024 - 13 March 2024 - 23 April 2024 - 6 June 2024 - 23 July 2024 - 29 August 2024 - 25 Nov 2024 - 10 December 2024	8/8
Nasser Jaralla Al Marri- EXD	21/3/2023		8/8
Ahmed Ali Al Hamadi - EXD <sup>1</sup>	26/10/2023		6/8

As per QCB regulations, a member of an executive committee of the Board is considered an EXD i.e. Executive Director.

<sup>1</sup> Unable to attend 2 out of 8 meetings of the Committee due to prior commitments

#### Key Responsibilities:

- Reviewing the main functions of the Board of Directors and formulate recommendations to the Board, as necessary and applicable
- Reviewing the Bank's strategy and budget and formulate recommendations to the Board, as necessary and applicable
- Overseeing the Bank's activities and formulate recommendations to the Board, as necessary and applicable

- Following-up on nonperforming accounts and overseeing recovery efforts and legal actions
- Discussing and approving issues that fall within the remit of the Board of Directors or those that arise between the Meetings of the Board
- Approving financings and investments within its delegated authorities
- Overseeing the Bank's investment portfolio and formulate recommendations to the Board, as necessary and applicable
- Approving new or revised policies that fall outside the remit of other Board committees

**Committee Governance:**

The Board approved terms of reference (TORs) for the Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on AlRayan Bank website ([www.alrayan.com](http://www.alrayan.com)).

EXCOB Chair presents a quarterly report on the Committee's main activities and decisions to the full Board for endorsement. In 2024, the Board of Directors endorsed all resolutions and recommendations of the EXCOB.

Trainings:

During 2024, the Committee members successfully completed several training sessions. For details, see section 2.2.16 "Induction and Training".

**Key Activities and Decisions in 2024:**

- Discussed and approved or recommended for Board approval financings and investments
- Reviewed various activities of the Bank and its business and made recommendations to the Board of Directors as appropriate
- Discussed and followed-up the Bank's legal cases initiated against defaulting customers and take necessary actions
- Followed-up and monitored performance of the Bank's subsidiaries, associates, funds and SPVs



**Hamad Bin Faisal Bin Thani Al Thani**

EXCOB Chair



## Group Audit Committee (GAC)



**Mohamed Al Saadi**

GAC Chair

Dear Shareholders,

I am pleased to present the Group Audit Committee report, which provides an overview of the Committee's activities during 2024.

### Composition and Attendance:

As of 31 December 2024, the Committee comprises three members majority of whom are independent members (INDs) as follows:

Membership	Member since	Meetings held in 2024	Meeting Attendance in 2024
Mohamed Al Saadi- Chair/IND <sup>1</sup>	21/3/2023	6 meetings as follows: - 22 January 2024 - 24 April 2024 - 10 June 2024 - 16 July 2024 - 13 October 2024 - 11 December 2024	5/6
Abdulla Hamad Al Misnad- IND	17/7/2023		6/6
Mohamed Jaber Al Sulaiti - NED	21/3/2023		6/6

NED= Non Executive Director; IND= Independent Director; EXD= Executive Director

1 Unable to attend 1 out of 6 meetings of the Committee due to prior commitments

### Key Responsibilities:

- monitoring and assessing the integrity of the financial statements, formal announcements and regulatory information in relation to the Group's financial performance, as well as significant accounting judgements;
- reviewing the effectiveness of, and ensuring that management has appropriate internal controls over, financial reporting;
- reviewing and monitoring the relationship with the external auditor and overseeing its appointment, remuneration and independence
- overseeing the Group's policies, procedures and arrangements for capturing and responding to whistleblower concerns and ensuring they are operating effectively;
- overseeing the work of Internal Audit and monitoring and assessing the effectiveness, performance, resourcing, independence and standing of the function.

### Committee Governance:

The Board has approved terms of reference (TORs) for the Group Audit Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

The Committee considers and challenges the internal control system and relevant risks with Senior Management and took appropriate actions towards enhancing the controls and addressing weaknesses, if any. The Committee meets with the external auditors to discuss the quarterly and end-of-year financials and with the internal auditors to discuss and consider the main topics related to internal control and relevant risks. On-going coordination takes place between Internal Audit and the Bank's External Auditors in all audit-related matters including, but not limited to, the coordination in preparing the External Auditor's Management Letter presented to the Board/Audit Committee. Coordination between GAC and CRC takes place amongst the members of both committees during the Board meetings or through communications between the chairs of both committees to cooperate in overseeing the risk and internal control management procedures.

GAC Chair presents a quarterly report on the Committee's main activities and decisions to the full Board for endorsement. In 2024, the Board of Directors endorsed all resolutions and recommendations of the GAC.

### Trainings:

During 2024, the Committee members successfully completed several training sessions. For details, see section 2.2.16 "Induction and Training".

### Key Activities and Decisions in 2024:

The following key audit matters were deliberated by the Committee during 2024:

Key audit matters	What we did
Materiality and Identified misstatement	<ul style="list-style-type: none"> <li>- focused on both qualitative and quantitative factors that could have a material impact on the Bank's financial reporting</li> <li>- identified and assessed risks of material misstatement in the financial statements</li> <li>- No material misstatements were identified</li> </ul>
Key management judgements and accounting estimates	<ul style="list-style-type: none"> <li>- Reviewed external auditors reports and challenge Management on below items: <ul style="list-style-type: none"> <li>· impairment losses on financial assets</li> <li>· fair value for financial assets and liabilities</li> <li>· useful life intangible assets</li> <li>· impairment of goodwill</li> <li>· risks of management override of controls</li> <li>· risks of fraud in revenue recognition</li> </ul> </li> <li>- Credit risk and the adequacy of expected credit losses (refer to next item for more details)</li> <li>- hedge accounting methodology, assessment and adequacy of relevant disclosures in financial statements</li> </ul>
Expected Credit Losses (ECL) assessment	<ul style="list-style-type: none"> <li>- Challenged the level of ECL, model methodology and assumptions applied to calculate the ECL provisions held by the Group</li> <li>- Evaluated the impact of ECL on the interim results and annual results</li> <li>- Reviewed and monitored the Group's calculation of ECLs and trends in staging changes or model changes, as applicable</li> <li>- Assessed ECL experienced against forecasts and considered whether level of ECL was appropriate</li> <li>- Assessed the appropriateness of the ECL provision raised by the Group for large exposures in entities perceived to be in financial distress</li> </ul>
New accounting standards	<ul style="list-style-type: none"> <li>- Received presentations from the external auditors on the new accounting standards issued by AAOIFI (FAS 1, FAS 40, FAS 42, FAS 43, FAS 45, FAS 46 and FAS 47)</li> <li>- Ensured new standards are properly implemented in accordance with QCB regulations</li> </ul>
Regulatory Ratios	<ul style="list-style-type: none"> <li>- Reviewed bank compliance with supervisory ratios</li> <li>- Challenged the Management with justifications of noncompliance, where applicable</li> <li>- Discussed Management remedial roadmap for instances of non-compliance, where applicable</li> </ul>

Key audit matters	What we did
Regulatory Inspection Reports	<ul style="list-style-type: none"> <li>- Received inspection reports from regulators as part of regular supervision cycle</li> <li>- Discussed observations with concerned parties</li> <li>- Ensured remedial actions are set for all observations within clear target deadline for closure</li> <li>- Followed- up on progress made in closing the observations</li> <li>- Ensured regular update reports are sent to regulators</li> </ul>
Independence and disagreement with management	<ul style="list-style-type: none"> <li>- Met, in the absence of the management, with both internal audit and external audit at least once a year to ensure both parties conduct their work with full independence and without any pressure from management team</li> <li>- No disagreement with management was reported by neither internal nor external auditors to the Committee</li> <li>- Considered the independence of the external auditors on an ongoing basis. The external auditors have confirmed their independence. External Auditors are required to be changed every 5 five years maximum. As of 31 December 2024, PWC served 2 consecutive years at AlRayan Bank in 2023 and 2024.</li> </ul>
Material uncertainties related to events and conditions specifically going concern issues	<ul style="list-style-type: none"> <li>- Reviewed reports from external auditors on material uncertainties related to ongoing concern events and conditions</li> <li>- No specific issues causing doubt in the going concern assumption were reported to the Committee</li> </ul>
Missing required disclosures in the consolidated financial information	<ul style="list-style-type: none"> <li>- Ensured no material disclosures are missing</li> </ul>
Fraud and illegal acts	<ul style="list-style-type: none"> <li>- Received and considered reports from internal or external audits on irregularities, fraud or illegal acts, including through whistleblowing channels, involving senior management, or that would cause a material misstatement of the financial information</li> <li>- No irregularities were reported to or came to the attention of the Committee</li> </ul>
Global Minimum Tax (GMT)	<ul style="list-style-type: none"> <li>- Discussed with the external auditor the GMT requirement and impact on the Bank</li> <li>- Engaged external auditor to conduct a GAP analysis for the Bank</li> <li>- Discussed and authorized actions to be taken by the Bank for the full compliance with the GMT requirements</li> </ul>
Fees and non-audit services	<ul style="list-style-type: none"> <li>- Reviewed and authorized engagement of external auditors in non-audit services in accordance with the Bank's approved External Auditors and Evaluators Policy</li> <li>- Ensured the level and type of non-audit work undertaken throughout the year do not impair the independence of the external auditor</li> <li>- For details on external audit fees, see section 2.4 "At External Control Level"</li> </ul>
External Audit	<ul style="list-style-type: none"> <li>- Managed the relationship with the external auditor PWC including their re-appointment</li> <li>- Approved the external audit plan, audit fee and the main areas of focus for 2024</li> <li>- Considered the external auditor reports on review of interim financial statements and audit of annual financial statements</li> <li>- Pre-approve all non-audit services provided by the external auditor and confirmed the services do not impair the external auditor's independency</li> <li>- Assessed the independence and objectivity of the external auditors</li> <li>- Noted the unqualified independent auditors report in relation to the Group</li> <li>- Recommend to the Board the appointment of the external auditor for the next fiscal year</li> </ul>
Internal Controls	<ul style="list-style-type: none"> <li>- Considered reports on the internal control environment from the internal and external audit</li> <li>- Evaluated and tracked the status of most material control issues identified by internal and external audit and tracked the progress of remediation plans against agreed time frames</li> <li>- Considered updates on key internal and external audit observations with respect to IT control environment</li> <li>- Evaluated reports on cyber security within the Group</li> <li>- Reviewed and approved ICOFR report ensuring adequacy and effectiveness of the assurance coverage</li> </ul>

Key audit matters	What we did
Internal Audit function	<ul style="list-style-type: none"> <li>- Scrutinized and reviewed internal audit plans, risk assessments, methodology and staffing and approved the annual plan.</li> <li>- Reviewed and discussed the 2024 New Global Internal Audit Standards (GIAS) / International Professional Practices Framework (IPPF) and approved relevant actions/ milestones.</li> <li>- Discussed and approved the Internal Audit Strategy and guidance for assessment / SWOT</li> <li>- Deliberated on and approved the revised Group Internal Audit Charter and methodologies (Policy and Procedure Manual) to align them with the new GIAS standards. Included enhancements to forms, approaches, IQA program and EQA assessment, surveys and declarations.</li> <li>- Monitored delivery of agreed Group Audit Plan.</li> <li>- Monitored and followed-up internal audit control observations and ensured appropriate mitigation and timeous close-out by management.</li> <li>- Tracked high risk observations and monitored related remediation plans.</li> <li>- Reviewed and discussed Root Cause Categories and Analysis.</li> <li>- Met with GM Group Internal Audit prior to each Audit Committee meeting, without the management being present, to discuss the remit of and reports of internal audit and any issues arising from internal audits conducted.</li> <li>- Discussed and approved the Internal Audit quality assurance programme.</li> <li>- Discussed and approved the Internal Audit Technology Plan.</li> <li>- Reviewed and discussed Internal Audit Training Plan.</li> <li>- Reviewed and discussed Internal Audit Resourcing Plan and Succession Plan.</li> <li>- Discussed and approved the Internal Audit Budget (including Technology Budget).</li> <li>- Reviewed and discussed Internal Audit independence and approved the Internal Audit resources plan for 2024</li> <li>- Reviewed and approved the 2024 objectives of GM Group Internal Audit and IA team.</li> <li>- Conducted the independent annual performance review of the GM Group Internal Audit.</li> </ul>
Subsidiaries oversight	<ul style="list-style-type: none"> <li>- The Committee recognizes the importance of strong connectivity and alignment with principal subsidiary audit committees. The mechanisms to support this are well established and continued to operate effectively during the year in accordance with the Subsidiaries Governance Framework.</li> <li>- This included information sharing and targeted collaboration between Group and local internal audit functions, audit committees and management to ensure appropriate implementation of the Group Internal Audit Plan</li> <li>- The Committee regularly reviewed and discussed internal audit reports of subsidiaries and took the appropriate actions, as applicable</li> </ul>
AKF's assets and other liabilities	<ul style="list-style-type: none"> <li>- Reviewed and discussed with management and external auditors the appropriate accounting treatment of the conventional subsidiary Al Khaliiji France SA (AKF)</li> <li>- Considered and discussed options to optimize the shareholders' value out of this entity</li> </ul>
Regulatory innovation	<ul style="list-style-type: none"> <li>- Considered and discussed latest regulations issued by regulators during the year, studied impact on the Bank, and ensured appropriate actions are taken for compliance, as applicable</li> </ul>
Recoveries and litigations	<ul style="list-style-type: none"> <li>- Received regular reports from internal audit and legal department on recoveries and litigations to track the progress made in recovering bank's rights</li> <li>- Escalated matters that required scrutiny and follow-ups to the Board, for appropriate actions, as applicable</li> </ul>
IFRS S1 General Requirements for Disclosure of Sustainability	<ul style="list-style-type: none"> <li>- Considered and discussed with external auditors the sustainability reporting standards issued by the International Sustainability Standards Board (ISSB)</li> <li>- Explored options for voluntary compliance with the new standards</li> </ul>

As of 31 December 2024, there was no material internal or external audit issues that would adversely impact the financial position of the Bank.



**Mohamed Al Saadi**  
GAC Chair

## Compliance and Risk Committee (CRC)



**Sheikh Ali bin Jassim Al Thani**

CRC Chair

Dear Shareholders,

I am pleased to present the Compliance and Risk Committee report, which provides an overview of the Committee's activities during 2024.

### Composition and Attendance:

As of 31 December 2024, the Committee comprises three members majority of whom are non-executives (NEDs) as follows:

Membership	Member since	Meetings held in 2024	Meeting Attendance in 2024
Sheikh Ali bin Jassim Al Thani- Chair/NED	21/3/2023	4 meetings as follows: - 21 January 2024 - 24 April 2024 - 16 July 2024 - 13 October 2024	4/4
Sheikh Nasser bin Hamad bin Nasser Al Thani- NED	17/7/2023		4/4
Nasser Jaralla Al Marri- EXD	21/3/2023		4/4

NED= Non Executive Director; IND= Independent Director; EXD= Executive Director

### Key Responsibilities:

- overseeing all Group risk-related matters, including risk appetite-related matters, and key regulatory submissions and stress testing exercises
- reviewing the effectiveness of the Group's risk management framework
- overseeing all Group Financial Crime Combat (FCC) frameworks including all compliance and AML related matters, fraud, bribery and anti-corruption and conflict of interest
- approving risk framework, risk appetite, risk strategies risk policies
- approving FCC, Compliance and AML frameworks and policies

### Committee Governance:

The Board has approved terms of reference (TORs) for the Compliance and Risk Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

CRC Chair presents a quarterly report on the Committee's main activities and decisions to the full Board for endorsement. In 2024, the Board of Directors endorsed all resolutions and recommendations of the CRC. Coordination between GAC and CRC takes place amongst the members of both committees during the Board meetings or through communications between the chairs of both committees to cooperate in overseeing the risk and internal control management procedures.

The Group CEO, Group Chief Risk Officer and the GM Group Compliance and AML regularly attend the Committee meetings and submit their periodic reports for review and discussion.

#### Trainings:

During 2024, the Committee members successfully completed several training sessions. For details, see section 2.2.16 “Induction and Training”.

#### Key Activities and Decisions in 2024:

- Review and discuss the periodic and annual Compliance reports and take necessary remedial actions, where applicable
- Review and discuss the periodic and annual AML/CFT reports and take necessary remedial actions, where applicable
- Review and discuss regulatory ratios and breaches and take necessary remedial actions, where applicable
- Consider and approve the Annual Compliance and AML plan and strategy
- Endorse engagements with Politically Exposed Persons (PEPs)
- Review, discuss and endorse periodic risk reports including, but not limited to, risk appetite, credit portfolio developments, provisioning and ECLs, NPLs, operational risk, market risk, liquidity risk, security risk, IT and Cybersecurity, Business Continuity Management and take necessary remedial actions where applicable
- Review and approve the stress testing results for QCB submission
- Oversee the 2024 Capital Plan and ICAAP submissions exercise
- Review and endorse the annual review of the Group Country Limits
- Review and discuss all legal and regulatory developments and take necessary actions where applicable
- Review, update and approve risk policies and Compliance and AML policies
- Conduct the consolidated oversight over risk and compliance/AML matters at subsidiaries' level
- Conduct the independent annual performance review of the Group Chief Risk Officer and GM Group Compliance and AML
- Consider and approve the Funding Concentration Submission reports to Qatar Central Bank

The standard and regular agenda items of the Committee include comprehensive reports regarding

Financial Soundness Risk	Credit Risk	Liquidity and Market Risk
Cyber and IT Security Risk	Strategic Risk	Internal Process Risk
Customer Treatment Risk	Theft, Fraud and Other Criminal Acts	Legal Risk
People Risk	External Events Risk	Regulatory Risk
Operational Risk and Resilience/BCM	Security Risk	Risk Transfer/ Insurance
Conflict of Interest Management and Related party risk	Sharia Risk	Regulatory Compliance and reporting
Financial Crime/Compliance and AML	Climate risk	Collections and Recovery
Capital Planning and stress testing scenarios	Contingency Funding and Recovery Plan	Risk Appetite

As of 31 December 2024, there was no material high risk issues facing the Bank that would, in all material aspects, adversely impact its financial position.



**Ali Bin Jassim Al Thani**  
CRC Chair

## Corporate Governance, Nomination and Remuneration Committee (CGNRC)



### Sheikh Nasser bin Hamad bin Nasser Al Thani

CGNRC Chair

Dear Shareholders,

I am pleased to present the Corporate Governance, Nomination and Remuneration Committee report, which provides an overview of the Committee's activities during 2024.

#### Composition and Attendance:

As of 31 December 2024, the Committee comprises three members one of whom is independent member (IND) and the rest are non-executives (NEDs) as follows:

Membership	Member since	Meetings held in 2024	Meeting Attendance in 2024
Sheikh Nasser bin Hamad bin Nasser Al Thani-Chair/NED	21/3/2023	4 meetings as follows: - 18 January 2024 - 21 January 2024 - 10 June 2024 - 14 October 2024	4/4
D. Abdulrahman Al Khayareen - NED	21/3/2023		4/4
Ahmed Ali Al Hamadi-EXD <sup>1</sup>	26/10/2023		2/4
Abdulla Al Romaihi-IND <sup>2</sup>	25/4/2024		2/4

NED= Non Executive Director; IND= Independent Director; EXD= Executive Director

<sup>1</sup> Ahmed Al Hamadi joined the Committee on 26 October 2023 upon his appointment to the Board as new representative of General Retirement and Social Insurance Authority replacing Turki Al Khater. He served as Committee member until 25 April 2024.

<sup>2</sup> Abdulla Al Romaihi joined the Committee on 25 April 2024 upon his election to the Board as independent member. He replaced Ahmed Al Hamadi in the Committee

#### Key Responsibilities:

- overseeing and monitoring the corporate governance framework of the Group and ensuring that this is consistent with best practice and applicable laws and regulations
- overseeing Board nominations and election process
- overseeing Board learning and development including induction programs
- conducting annual evaluation for Board and Board committees
- conducting annual evaluation for independency and independent directors
- overseeing appointments of senior management members
- overseeing all HR related matters and HR policies
- overseeing succession planning



- making recommendations to the Board, for approval by shareholders, on the Board and Senior Management remuneration policy
- setting the overarching principles, parameters and governance framework of the Group's remuneration policy
- making recommendations to the Board, for approval by shareholders, on the Board remunerations
- making recommendations for approval by the Board on the remunerations of the Sharia Supervisory Board
- approving the annual remuneration of the Group employees including senior management members, subject to Board endorsement and Board process for performance review of Group CEO and Senior Management members
- regularly reviewing the effectiveness of the remuneration policy of the Group and its subsidiaries in the context of consistent and effective risk management.

#### **Committee Governance:**

The Board approved terms of reference (TORs) for the CGNRC which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on AlRayan Bank's website ([www.alrayan.com](http://www.alrayan.com)).

CGNRC Chair is also a permanent member of the Board Compliance and Risk Committee to ensure full understanding of the risk profile of the Bank and it is factored in the Bank's remuneration systems.

CGNRC Chair presents a quarterly report on the Committee's main activities and decisions to the full Board for endorsement. In 2024, the Board of Directors endorsed all resolutions and recommendations of the CGNRC.

#### **Trainings:**

During 2024, the Committee members successfully completed several training sessions. For details, see section 2.2.16 "Induction and Training".

#### **Key Activities and Decisions in 2024:**

- Considered and discussed with external consultants the introduction of Long-Term Incentive Scheme and made necessary recommendations to the Board
- Reviewed and confirmed the annual Balanced Scorecard results
- Conducted the annual review of Group Incentives and Bonus Methodology for 2024 and recommend the Group Annual Bonus pool for Board approval
- Approved enhanced AlRayan Bank Education Allowance Policy
- Revised and approved key enhancements to HR Policy
- Followed-up on HR developments at Group level and take necessary actions, as applicable
- Approved Updated Succession Plan
- Conducted the annual performance assessment of the Board and its committees
- Conducted the annual review of independent directors
- Conducted the annual review of the Board Remuneration policy and recommended Board remunerations for Board to recommend the same to the General Meeting
- Recommended to the Board the SSB annual remunerations
- Reviewed and recommended the annual Corporate Governance Report for Board approval

- Reviewed and discussed the external Auditor's Independent Assurance report on AlRayan Bank Corporate Governance and take necessary actions, as applicable
- Reviewed the Internal Audit Report on AlRayan Bank Corporate Governance and took necessary actions for remediation, where applicable. No major issues are identified in the Corporate Governance system.
- Reviewed and discussed findings of QCB Inspection on Corporate Governance and took necessary actions for remediation, where applicable.
- Reviewed and discussed QCB's ESG Regulations and Strategy for Financial Sector, and agreed an implementation roadmap with the management
- Reviewed and discussed QFMA Circular 2 of 2024 on Insider Trading and approved updated Insider policy to embrace the new rules
- Reviewed and adopted the list of insiders
- Considered regular ESG Update reports and approved new ESG initiatives
- Approved a number of new Corporate Governance-related policies and conducted the annual review of existing policies
- Approved a new policy for Employees Financing and General Facilities



**Nasser Bin Hamad Bin Nasser Al Thani**

CGNRC Chair

### 3.3 Senior Management and Management Committees

#### 3.3.1 The Management Team

AlRayan Bank Board appoints the Group Chief Executive Officer and all other members of senior management reporting directly to GCEO or to the Board, as applicable. The Group Chief Executive Officer is accountable for executing AlRayan Bank strategy and running the business on a day-to-day basis. The Group CEO reports directly to the Board and keeps the Board fully informed of all key aspects of business performance. The Group CEO is supported by a management team with extensive background in banking and financial matters in addition to management committees with defined roles and responsibilities. The main activities and achievements of the Management team in 2024 are disclosed under the respective sections of various departments and units of the Bank in this Annual Corporate Governance Report or in the Annual Report that forms an integral part of this Annual Corporate Governance Report.

Below are the members of AlRayan Bank Senior Management as of 31 December 2024:



**Fahad Bin Abdulla Al Khalifa**

**Group Chief Executive Officer**

Fahad Al Khalifa is a seasoned banking professional with over 30 years of experience in leadership roles in financial services. He was appointed to the role of Group Chief Executive Officer (GCEO) of AlRayan Bank in 2021. Before joining AlRayan Bank, he was the GCEO of Al Khalij Commercial Bank since 2014, and successfully oversaw the merger of both institutions to result in one of the largest Shari'ah compliant banks with an international presence in the UK, France and the UAE. Throughout his career, he has held prominent positions in Qatar's leading financial institutions to include Qatar Central Bank and Qatar National Bank (QNB). Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: 56060 shares

Other positions currently held:

- Board member, AlRayan Bank UK (representing AlRayan Bank interest)
- Board member- Al Khaliji France (representing AlRayan Bank interest)
- Board Member, QFBA



**Omar Al Emadi**

**Group Chief Business Officer**

Holder of BSc in Finance from California State University in USA. Over 20 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held:

- Board member, AlRayan Bank UK (representing AlRayan Bank interest)
- Vice Chairman, Sahb Financing KSA (representing AlRayan Bank interest)



**Hamad Al Kubaisi**

**Group Chief Human Resources Officer**

Holder of bachelor's degree in computer science. Over than 22 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: 28959 shares

Other positions currently held:

- Director of Linc Facilities Co (representing AlRayan Bank interest)

**Shahnawaz Niazi****Group Chief Finance Officer**

Chartered Accountant from the Institute of Chartered Accountants of Pakistan. Holder of Bachelor's in Accounting and Commerce from University of Karachi. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none

**Alexis Patrick Neeson****Group Chief Risk Officer**

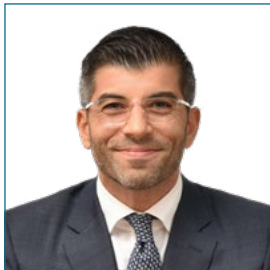
Bachelor's degree in European Studies from Trinity College Dublin. Masters in Business Administration from Smurfit Graduate School of Business, University College Dublin. Fellow of the Association of Chartered Certified Accountants (ACCA). Over 24 years of banking experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none

**Stuart Rennie****Group Chief Operating Officer**

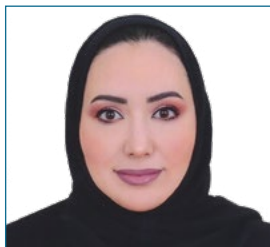
Holder of Bachelor of Commerce and Administration (BCA), with Majors in Information Systems Management and Accountancy – Victoria University of Wellington, New Zealand. Master of Business & Administration (MBA) with Honors of Distinction from the College of Commerce and Kellstadt Graduate School of Business- DePaul University in Chicago, USA. Over 30 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: None

**Houssam Itani****Group Chief Transformation Officer**

Bachelor of Art in Business Administration, Finance from American university of Beirut. IMD MBA, Lausanne, Switzerland. Future of Fintech & E-commerce Certificate from Massachusetts Institute of Technology. Over 20 years of consulting experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

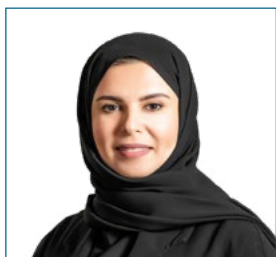
Other positions currently held: none

**Rana El Asaad****GM, Retail and Private Banking**

Bachelors' degree in English literature from Qatar University. Diploma in Business Management from London Metropolitan University, UK. Over 26 years of banking experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: 599795 shares

Other positions currently held:

- Board member, Daman Islamic Insurance "Beema" (representing AlRayan Bank interest)

**Iman Al Nuaimi****AGM, Corporate Communications**

Bachelors' degree in Visual communication from Virginia Commonwealth University- Qatar. Over 17 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: 40700 shares

Other positions currently held: none

**Taher Hayat Pirzadeh****GM, Group Treasurer and FI**

Holder of MBA (Finance) degree from Imperial College of Business Studies, Lahore-Pakistan. Over 30 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held:

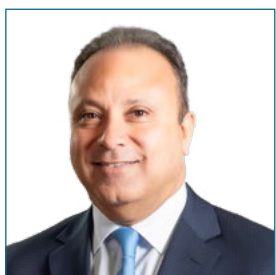
- Board member, Al Rayan Investment LLC (representing AlRayan Bank interest)

**Muataz Dana****GM, Group Compliance and AML**

Holder of master's degree in finance administration and bachelor's degree in accounting. Certified AML specialist. Over 20 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held:

- Board member, Sahb Financing KSA (representing AlRayan Bank interest)

**Adel Ayad Fayez Attia****GM, Group Internal Audit**

Holder of bachelor degree of Management Sciences from Sadat Academy for Management Sciences- Egypt. Certified Anti-Money Laundering Specialist (CAMS) from ACAMS. Over 35 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none

**Ronan Dodgson****AGM, Strategy and Projects**

Chartered Accountant (ACCA), DBS Dublin Ireland. Member of the Association of Chartered Certified Accountants (ACCA). Over 30 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none

**Fawzi Siam****AGM, Sharia Audit**

Holder of Bachelor of Commerce – Nagpur University – India. Over 30 years of experience. Number of shares held in AlRayan Bank directly or indirectly (through own companies or family members) as of 31-Dec-2024: none

Other positions currently held: none

### 3.3.2 Senior Management Trading in Shares:

Name	Title	EOY 2023	Q1 2024 (%of holding)	Q2 2024 (%of holding)	Q3 2024 (%of holding)	EOY 2024 (%of holding)	YOY 23/24 change %
<b>Fahad Abdullah Rashid Mubarak Al Khalifa</b> (direct ownership)	<b>Group CEO</b>	0.0001%	0.0001%	0.0001%	0.0001%	0.0001%	No change
Indirect ownership through family		0.0005%	0.0005%	0.0005%	0.0005%	0.0005%	No change
<b>Hamad Muhammad Ali Muhammad Al-Kubaisi</b> (direct ownership)	<b>Group Chief HR officer</b>	0	0	0	0	0	No change
Indirect ownership through family		0.0003%	0.0003%	0.0003%	0.0003%	0.0003%	No change
<b>Omar Abdul Razzaq Mohammed Sharif Al Emadi</b>	<b>Group Chief Business Officer</b>	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	No change
<b>Alexis Patrick Neeson</b>	<b>Group Chief Risk Officer</b>	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	No change
<b>Stuart David Rennie</b>	<b>Group Chief Operating Officer</b>	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	No change
<b>Shahnawaz Saeed Niazi Azhar Niazi</b>	<b>Group Chief Finance Officer</b>	n/a	n/a	n/a	n/a	n/a	No change
<b>Iman Al Nuaimi</b> (direct ownership)	<b>AGM Corporate Communications</b>	0.0004%	0.0004%	0.0004%	0.0004%	0.0004%	No change
<b>Taher Hayat Pirzadeh</b>	<b>AGM, Group Treasury and Financial Institutions</b>	0	0	0	0	0	No change
<b>Houssam Bilal Itani</b>	<b>Group Chief Transformation Officer</b>	0	0	0	0	0	No change
<b>Muataz Jamal Dana</b>	<b>GM, Group Compliance and AML officer</b>	0	0	0	0	0	No change
<b>Adel Ayad Fayez Atiya</b>	<b>GM, Group Internal Audit</b>	0	0	0	0	0	No change
<b>Fawzi Siam</b>	<b>AGM - Sharia Audit</b>	0	0	0	0	0	No change
<b>Ronan Dodgson</b>	<b>AGM, Strategy and Projects</b>	0	0	0	0	0	No change
<b>Rana El Asaad</b> (direct ownership)	<b>GM, Retail and Private banking</b>	0.0064%	0.0064%	0.0064%	0.0064%	0.0064%	No change

### 3.3.3 Management Committees

There are several management Committees as follows:

- a) **Senior Management Executive Committee (EXCOM):** EXCOM supports the Group CEO and the Senior Management in decision-making, reviewing developments within the businesses, managing the day-to-day

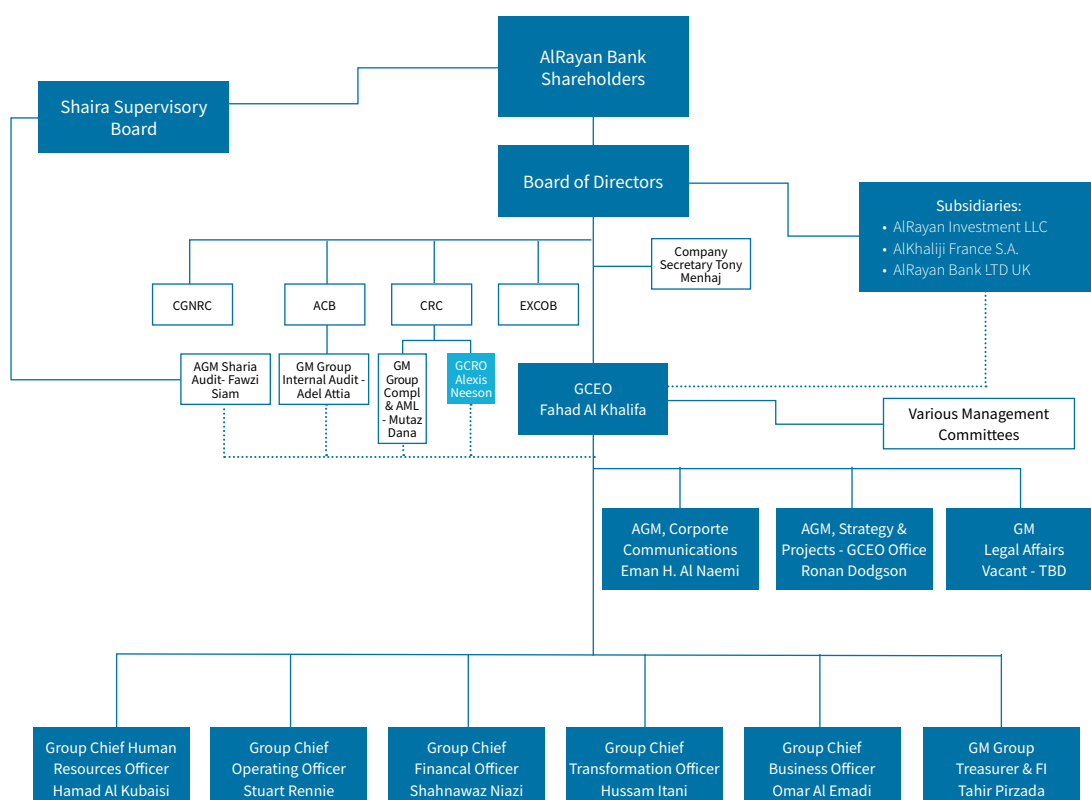


operations of the Bank, discussing matters of Group strategy and formulating recommendations for the Board or relevant Board committees.

- b) **Group Asset, Liability and Capital Committee (GALCCO):** It supports the Group CEO and the Senior Management in managing and optimizing the asset, liability, and capital structure of Group within the approved risk and operational boundaries articulated in the group policies.
- c) **Credit and Investment Committee (CIC):** It approves credits, investments and product programs withing the limit of authorities delegated to it by the Board or the relevant Board committees.
- d) **Group Risk Committee (GRC):** in charge of maintaining effective governance and oversight of risk related developments and performance, monitoring the enforcement of the internal control framework, monitoring the implementation of the business continuity plan and making appropriate decisions and recommendations to help reduce operational risk, and enhance its value contribution.
- e) **Group Security Steering Committee (GSSC):** maintains effective governance and oversight of security related matters.
- f) **IT Steering Committee (ITSC):** maintains effective governance and oversight of IT related matters.
- g) **Group Special Investigation Committee (GSIC):** created as an independent advisory and recommending body to assist GCEO/EXCOM in responding to events of impropriety and fraud incidents.
- h) **Group Tender Committee (GTC):** oversee the procurement and tendering processes launched by the Bank
- i) **ESG Committee (ESGC):** is a committee formed by GCEO for the purpose of managing the implementation of the ESG Framework
- j) **Transformation Working Group:** provides strategic direction, decision-making authority, and oversight for AlRayan Bank transformation initiatives.

Full governance structure can be checked in the Group Organizational Chart below.

### 3.4 Group Organizational Chart



## 3.5 Incentives and Remunerations

### Board Remuneration Policy

Below is the policy that determines the basis and method of granting Board remunerations. The below policy was endorsed by the General Meeting of Shareholders on 25 March 2024. The policy remains unchanged. We re-present the Policy herein for re-confirmation by the General Meeting as part of this Annual Corporate Governance Report:

1. Board remunerations shall conform with market practice, consider the long-term objectives of the organization and be cognizant of risk;
2. Board remunerations must be based on the outcome of the Board performance assessment exercise without any kind of discrimination whatsoever vis-à-vis the race, religion, gender or otherwise.
3. Board remuneration comprises the annual bonus and the sitting fees of the Board and committees' meetings. It must be compliant with all relevant applicable laws and regulations
4. The Board remunerations must be linked to the Balanced Scorecard that sets the Compliance and Performance KPIs. The Balanced Scorecard/ Compliance and Performance KPIs is a system for measuring financial and non-financial performance including compliance with laws and regulations indices such as Liquidity Coverage Ratio, Loans to deposit Ratio, Capital Adequacy ratio and others. The Bank shall set up goals and objectives and allocate weights for such indices for each fiscal year and get the final score audited by Internal Audit;
5. The Board shall set a policy for attendance fees and expenses related to the Board. Attendance fees may be paid immediately upon the conclusion of each meeting subject to the thresholds set forth under point 6 below. No attendance fees shall be paid for Board members attending through proxies. The total of attendance fees paid to the Chairman and Board members during a fiscal year must be presented to the General Meeting for endorsement in accordance with point 9 below. In the event where the General Meeting does not endorse the attendance fees for the full Board or for a specific member, the full Board or that specific member, as applicable, shall be obliged to pay back to the Bank the attendance fees they received throughout the year;
6. The total amounts received by the Chairman of the Board and each director including annual bonus, sitting fees and expenses shall not exceed QAR 2.5 million and QAR 2.3 million respectively per year in accordance with the relevant regulations by QCB. In all events, the total remunerations for all Board members shall not exceed 5% of the Bank's net profit after deduction of depreciation, reserves, and distribution of dividends of no less than 5% of the share capital;
7. The above amounts are only the ceilings that the Board can approve as Board remuneration in a fiscal year. The actual remuneration amounts are linked and depends on the actual goals achieved in a fiscal year as per the Bank's Balanced Scorecard. The Corporate Governance, Nomination and Remuneration Committee shall conduct an annual performance assessment for the Board and its committees. Based on the assessment outcome, the Committee determines the remuneration amounts based on the principles of the said policy and recommend the same, together with a detailed assessment report to the full Board and to Qatar Central Bank. The Chairman of the Board shall have the casting vote in case of any dispute or conflict that may arise as a result of this exercise;
8. The remuneration pool is calculated based upon the final score achieved by the Bank in the Balanced Scorecard in accordance with following formula: 50% of QCB total remuneration limit to be granted as Board remunerations if the Bank achieves 70% or less of the goals in the Balanced Scorecard; the full QCB total remuneration limit to be granted as remunerations if the Bank achieves 90% or above of the goals in the Balanced Scorecard. Any final score between 70% to 90% will entitle the Board to a total remuneration that will be calculated on prorated basis;
9. The total amount of Board remunerations including annual bonus and sitting fees determined in accordance with the afore-mentioned principles must be presented to the Annual General Meeting for approval;

10. Approved Board remunerations must only be disbursed upon obtaining QCB No Objection and are subject to the Bank achieving annual profits and distributing dividends of no less than 5% of the share capital;
11. Board remunerations must be disclosed in the audited financial statements. All amounts received by Board members, including, but not limited to, the proposed annual bonus, the sitting fees, the expenses or otherwise, must be disclosed in the Directors' Remuneration, Publicity Fees And Donations Report prepared in accordance with Article (122) of the Companies Law No (11) of 2015 as amended by Law No. (8) of 2021 and Article (39) of the Bank's Articles of Association which must be ready for shareholders inspection at least one week prior to the scheduled date of the Annual General Meeting;
12. In the event where no sufficient profits are achieved in a specific year to distribute dividends or in case of loss, the General Meeting will decide whether to grant remunerations to the Board in accordance with the law and subject to necessary regulatory approvals; and
13. This policy must be presented on a yearly basis to the Annual General Meeting to be re-confirmed in its current form or to be amended where applicable

#### **Proposed Board Remunerations for 2024:**

The Board made a proposal for Board annual remunerations based on the afore-mentioned policy. To check the total Board remunerations proposed for 2024, please refer to EY Financial Statements as of 31 December 2024 under note (31) and (38)(b) published at the very end of the Annual Report enclosed to the Report herein. Such financials are pending the endorsement of the Annual General Meeting to which the Report herein is addressed.

Shareholders may check the Director Fees Report detailing all amounts received by the directors including proposed 2024 remunerations prepared in accordance with Article (122) of the Commercial Companies Law and Article (39) of the Bank's Articles of Association one week prior to the Annual General Meeting in the Corporate Secretariat office on the 23<sup>rd</sup> floor of AlRayan Bank head office in AlRayan Bank Tower, 69 Al Add Al Sharqi Street, Marina 40, Lusail City, Doha, Qatar. In order to be able to check the Director Fees Report, shareholders must produce an updated account statement of their shares from Edaa/Qatar Central Securities Depository dated no more than one week together with a copy of their IDs (in case the shareholder is a natural person) or copy of the Commercial Registration (CR), Corporate Card and an authorization letter signed by an authorized signatory on the CR and on the Corporate Card (in case the shareholder is a legal person).

#### **Senior Management and Employees Remuneration and Incentives Policy**

Below is the policy that determines the basis and method of granting incentives and remunerations to the Senior Management and employees of AlRayan Bank. The below policy was endorsed by the General Meeting of Shareholders on 25 March 2024. The policy remains unchanged. We re-present the Policy herein for re-confirmation by the General Meeting as part of this Annual Corporate Governance Report:

1. AlRayan Bank employee remuneration package is comprised of four primary elements viz. basic salary, allowances, benefits and a performance bonus;
2. The basic salary, allowances and benefits are determined in accordance with market practices to ensure they are fit for purpose, competitive and compliant with regulatory/legal developments;
3. The performance bonus is discretionary and, if merited, is paid on an annual basis in arrears. It considers the long-term objectives of the organization, is cognizant of risk and must be purely dependent on the collective and individual performance without any kind of discrimination whatsoever vis-à-vis the race, religion, gender or otherwise;
4. The Performance Bonus, which is calendar based, is calculated with reference to a prescribed methodology based on principles set by the Corporate Governance, Nomination and Remuneration Committee of the Board as advised, when needed, by independent industry experts. The methodology sets a percentage between 2% to 7.5% of net income, depending on the final score achieved Bank-wise in the Balanced Scorecard, to be distributed as annual remunerations to the Banks employees and senior management members. The main principle is a top-down meritocracy-based model where the individual payout is determined by the employees' performance assessment, their Departmental contribution and the Bank's

achievements during the year. A deferral element is applied to align with Risk-based approach.

5. A Balanced Score Card (BSC) approach is utilized to gauge the achievement of the Bank and division. It sets goals and targets that must balance between projected revenues and the risks accompanying the revenues generated while maintaining compliance with internal controls and regulatory requirements;
6. At the start of each year the Board sets a series of financial and non-financial objectives for the organization which are outlined in a BSC. This forms the driver for department level scorecards, the goals of the GCEO, and each Senior Management member and staff member in the Bank and distils such goals into measurable key performance indicators;
7. The Bank's BSC objectives are carefully tracked and progress reports are periodically submitted to the Board. At year-end the results are subject to verification by internal audit;
8. The audited results, and proposed bonus pool, are presented to the Corporate Governance, Nomination and Remuneration Committee (CGNRC) for consideration and recommendation for Board final approval;
9. Individual payouts are subject to review and approval of the Division Head, Group Chief HR Officer, GCEO and Chairman as appropriate;
10. The performance bonus for members of Senior Management must be disbursed upon obtaining QCB No Objection;
11. The Bank's compensation philosophy, scheme design, and absolute outlay shall be evaluated by the Board/ CGNRC at each year-end or whenever needed to ensure it remains fit for purpose, competitive and compliant with regulatory/legal developments. The Committee may seek the assistance of an external consultant in this exercise;
12. Senior Management compensations must be disclosed in the audited financial statements; and
13. The policy herein must be presented on a yearly basis to the Annual General Meeting to be re-confirmed in its current form or to be amended where applicable

#### **Proposed Senior Management Remunerations for 2024:**

The Board approved remunerations for Senior Management members based on the afore-mentioned policy. To check the total Senior Management remunerations for 2024, please refer to EY Financial Statements as of 31 December 2024 under note (38) published at the very end of the Annual Report enclosed to this report herein. Such financials are pending the endorsement of the Annual General Meeting to which the Report herein is addressed.

## **3.6 Shareholders Profile and Share Trading**

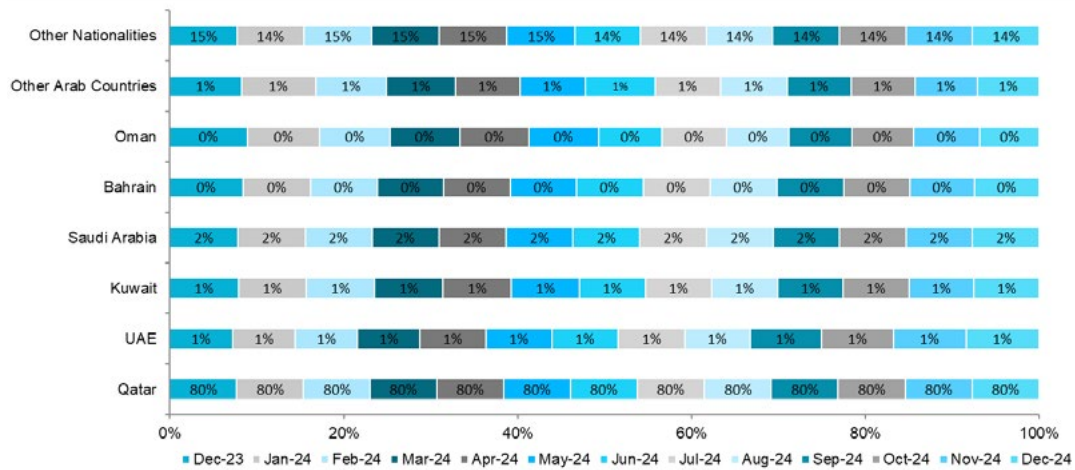
### **3.6.1 Capital and Ownership Structure**

AlRayan Bank capital is QAR 9.3 billion fully paid distributed over 9.3 billion shares with a nominal value of QAR 1 per share.

As of 31 December 2024, AlRayan Bank had 176,801 shareholders, comprising pension funds, banks, mutual funds, insurers, sovereign wealth funds, corporations, small and medium enterprises, and retail investors from Qatar, Oman, Bahrain, UAE, Saudi Arabia, Kuwait and other Arab and foreign countries.

### **3.6.2 Evolution of Shareholder Base**

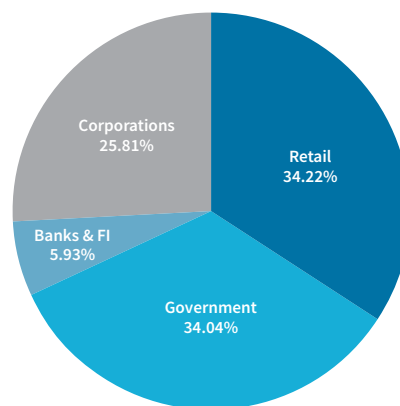
As of 31 December 2024, the percentage of Qatari ownership and foreign ownership remained unchanged at 80% and 20% of the Bank's share capital respectively compared to year-end 2023.



**Graph (1): Evolution of shareholder base by nationality**

(Analysis of our share registers with the Edaa)

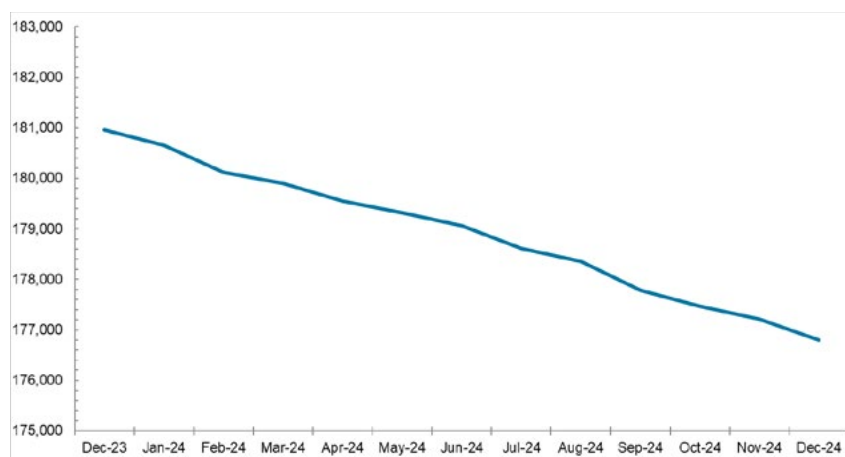
In 2024, the total shares' percentage of Qatar government entities slightly increased from 33.99% to 34.04% of the Bank's share capital as of 31 December 2024. The percentage of capital retained by other sectors increased from 24.61% to 25.81% for corporations; decreased from 6.21% to 5.93% for banks/financial institutions (banks, funds, insurers, pension etc.) and decreased for retail investors from 35.19% to 34.22% as of 31 December 2024.



**Graph (2): Evolution of shareholder base by category**

(Analysis of our share registers with the Edaa)

The percentage of shares held by retail investors saw a slight decline. Also, the overall number of shareholders kept decreasing throughout 2024.



**Graph (3): Number of shareholders**

(Analysis of our share registers with the Edaa)

### 3.6.3 Major Shareholders

As of 31 December 2024, AlRayan Bank had 3 major shareholders who own 5% or more of the Bank's share capital. Qatar Investment Authority (QIA), our largest shareholder, remained unchanged at 20.60% as of 31 December 2024. It holds the shares indirectly through its fully owned company, Qatar Holding LLC, and other related government entities. Armed Forces Investment Portfolio in the Bank's share capital also remained unchanged at 7.51% as of 31 December 2024. It is our second largest shareholder. The Pension Fund, General Retirement and Social Insurance Authority (including civil and military funds) slightly decreased YOY from 5.72% as at end of 2023 to 5.70% as of 31 December 2024.

AlRayan Bank's major shareholders held 33.81% of AlRayan Bank's capital as of 31 December 2024.

Major Shareholders	Category	Domicile	Shares	Percent
Qatar Investment Authority (QIA)*	Government	Qatar	1,915,632,215	20.60%
Armed Forces Investment Portfolio indirectly through Barzan Holding	Government	Qatar	698,574,780	7.51%
Pension Fund-General Retirement and Social Insurance Authority (civil and military funds)	Government	Qatar	529,839,892	5.70%
<b>Total</b>			<b>3,144,046,887</b>	<b>33.81%</b>

\*Directly or indirectly through related parties

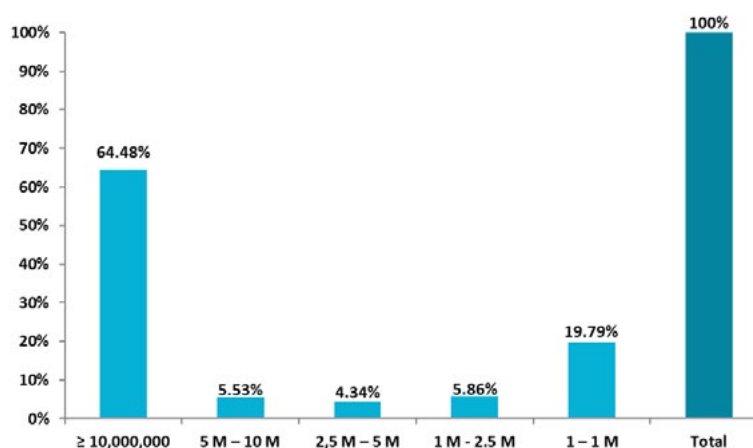
**Table (1): AlRayan Bank major shareholders as of 31 December 2024**

(Extract from our share register with Edaa)

### 3.6.4 Shareholders' Concentration

On 31 December 2024, 107 investors (holding each 10 million and more of shares) – owned 64.48% of AlRayan Bank's shares. Out of these 107 shareholders, 29 are private investors, 20 are banks or financial institutions, 51 are corporations, and 7 are Qatar Government entities.

The majority number of shareholders are retail investors, holding less than 1,000,000 shares each.



**Graph (4): Shareholder concentration per number of shares**

(Analysis of our share register with the Edaa)

Shareholders			Breakdown							
			Retail		Banks & FIs		Corporations		Qatar Government	
Shares Number	Investors	%	Investors	%	Investors	%	Investors	%	Investors	%
≥ 10,000,000	107	64.48%	29	6.86%	20	5.12%	51	18.61%	7	33.89%
5 M – 10 M	77	5.53%	35	2.39%	4	0.23%	37	2.84%	1	0.07%
2,5 M – 5 M	119	4.34%	63	2.28%	8	0.29%	47	1.72%	1	0.05%
1 M – 2.5 M	358	5.86%	270	4.34%	8	0.12%	78	1.38%	2	0.02%
1 – 1 M	176,140	19.79%	175,620	18.35%	53	0.17%	466	1.26%	1	0.01%
<b>Total</b>	<b>176,801</b>	<b>100%</b>	<b>176,017</b>	<b>34.22%</b>	<b>93</b>	<b>5.93%</b>	<b>679</b>	<b>25.81%</b>	<b>12</b>	<b>34.04%</b>

Table (2): Shareholder concentration per category

(Analysis of our share register with the Edaa)

### 3.6.5 Trading Activity

The monthly average number of transactions on AlRayan Bank decreased by 25% in the second half of 2024 (H2 2024) compared to the first half of 2024 (H1 2024). The market/Qatar Stock Exchange monthly average number of transactions decreased by 15% in H2 2024 compared to H1 2024.

For the Banks and FIs sector, the monthly average number of transactions decreased by 26% in H2 2024 compared to H1 2024.

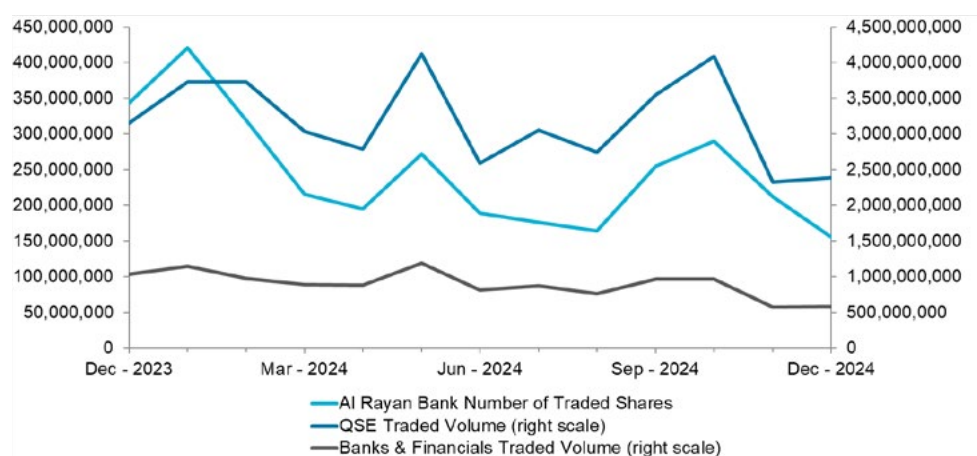
Average number of transactions during:	Qatar Stock Exchange	Banks & FIs	AlRayan Bank
H1 2024	331,163	133,260	21,129
H2 2024	280,675	98,938	15,911

Table (3): Average number of transactions (H1 versus H2 2024)

(Analysis of information provided by the Qatar Stock Exchange)

### 3.6.6 Trading Volumes

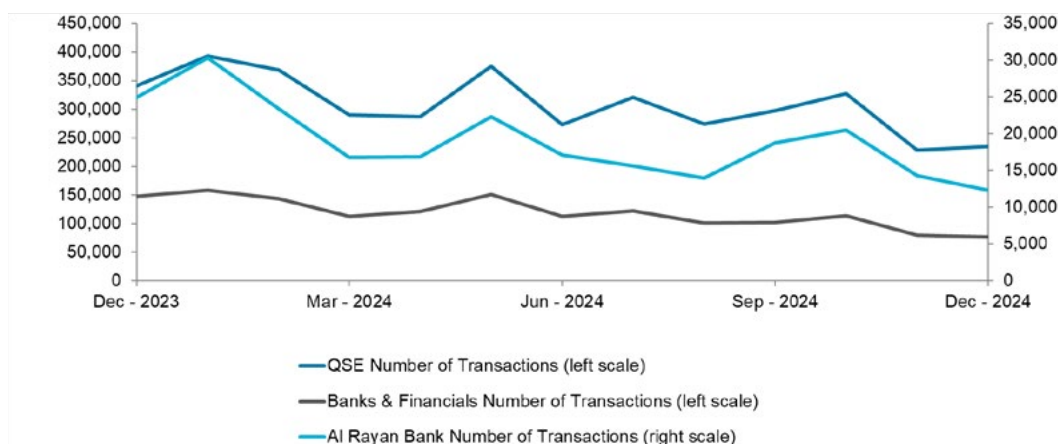
The number of traded shares for AlRayan Bank peaked in January 2024. However, there was a decline of 22.18% in H2, reaching the lowest point in December 2024. QSE traded volume and the Banks & Financials sector experienced significant variations throughout the year but still dropped by 9.21% and 19.87% respectively. The highest traded volume for QSE and Banks & Financials was in May 2024 and the lowest volume was in November 2024(H2 2024).



Graph (5): Traded volumes (in number of shares)

(Analysis of information provided by the Qatar Stock Exchange)

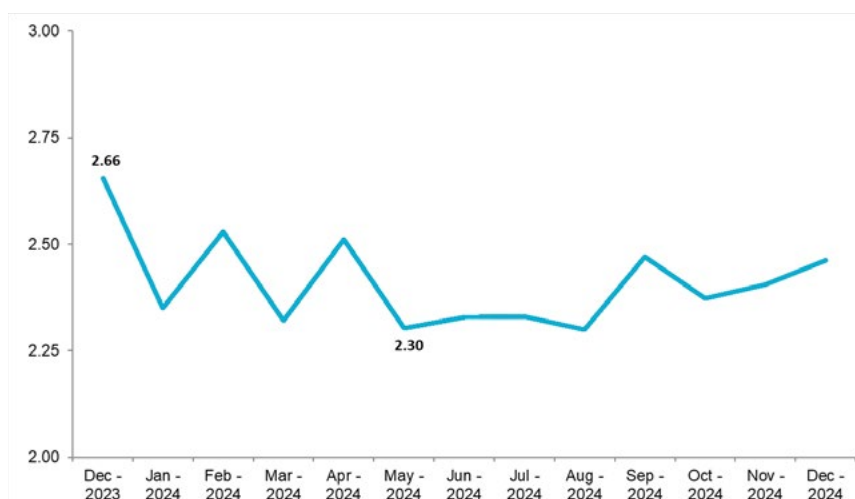




**Graph (6): Number of transactions**  
(Analysis of information provided by the Qatar Stock Exchange)

### 3.6.7 Share Price and Volatility

In 2024, AlRayan Bank's share price decreased by 7.23% (from QAR 2.66 at end-2023 to QAR 2.46 at end-2024), compared to 4.02% increase for the QSE Index and 3.39% increase for the Banks and FIs Index.



**Graph (7): AlRayan Bank share price (December 2023 – December 2024)**

## 3.7 Credit Ratings

As per latest rating in 2024, Moody's have affirmed AlRayan Bank's long-term rating as 'A2' and short term rating as P1 with a "Stable" outlook.

- (1) Strong Government related franchise which provides a solid domestic asset base .
- (2) High capitalization
- (3) Solid and stable profitability

However, the above mentioned strengths could be impacted by:

- (1) High concentration in assets and liabilities
- (2) High reliance on market funds
- (3) Weakening in asset quality

## 4. ESG Annual Report

AlRayan Bank stands at the forefront of fostering a sustainable and responsible business environment. With a steadfast commitment to social well-being, economic growth, and environmental integrity, the bank proudly fulfills its role as a responsible corporate citizen and a pioneering Islamic bank in Qatar, championing sustainability.

In 2024, AlRayan Bank distinguished itself as a leader in advancing sustainability and innovative sustainable finance solutions. It became the first Islamic bank to join the Partnership for Carbon Accounting Financials (PCAF). It successfully completed the first Islamic ESG Key Performance Indicator (KPI)-linked repo transaction, setting a new benchmark in the local industry.

Adhering strongly to sustainability principles, AlRayan Bank's Environmental, Social, and Governance (ESG) policy clearly articulates its dedication to responsible banking. This policy outlines specific objectives and governance processes to meet these goals. The bank aspires to create a meaningful, positive impact on the community and the environment through these concerted efforts.

AlRayan Bank is committed to adhere to Qatar Central Bank ESG guidelines, integrating ESG in its departmental policies and yearly objectives and by executing a comprehensive roadmap to ensure alignment with regulatory requirements.

In compliance with Qatar Stock Exchange ESG disclosure, AlRayan Bank is committed to transparency and alignment with the exchange disclosure guidelines. In line with SSEI and the WFE recommendations, Qatar Stock Exchange has developed a set of ESG Key Performance Indicators. Al Rayan Bank is reporting on the Qatar Stock Exchange sustainability platform, the QSE Arab Sustainability Platform. The report is also enclosed at the end of this section.

### **AlRayan Bank: Pioneering Sustainability as the First Islamic Bank to Join PCAF**

The bank has established itself as the first Sharia-compliant institution in Environmental, Social, and Governance (ESG) efforts. As the first fully-fledged Islamic bank in the region and the first Islamic bank in Qatar to join the Partnership for Carbon Accounting Financials (PCAF), AlRayan Bank is joining a global network of financial institutions that aim to harmonize greenhouse gas emissions measurement and disclosure for financial activities, specifically

addressing scope 3 emissions.

This significant achievement not only reinforces the bank's commitment to incorporate climate considerations into its financing strategies but also empowers the bank to set impactful targets that create value for its stakeholders and safeguard the planet. By joining PCAF, the bank reaffirms its dedication to environmental stewardship and aligns itself with the best global practices aimed at effectively combating climate change.

This important initiative improves the Bank's ability to transparently measure and disclose greenhouse gas emissions across all asset classes in its financing and investment portfolios. Such transparency will enable informed decision-making based on consistent and comparable data, ultimately providing our stakeholders with the reliable insights they need for a sustainable future.

### **AlRayan Bank: Leading the Way with the First Islamic ESG KPI-Linked Repo**

AlRayan Bank, in partnership with HSBC, has successfully completed the first-ever Islamic ESG KPI Linked repurchase agreement (repo), marking a significant milestone in sustainable finance to strengthen AlRayan Bank's transition journey. This innovative structure incorporates Sustainable Performance Targets (SPTs) that the bank is committed to achieving over the next three years. Launched in 2022, AlRayan Bank's Sustainable Finance Framework aligns with Qatar's ambitious transition, the Qatar National Vision 2030, and the recently unveiled Sustainability Strategy from the Qatar Central Bank. With a steadfast commitment to meeting these Sustainable Performance Targets, AlRayan Bank showcases its proactive approach to ESG strategy, demonstrating tangible progress on its transition journey. This landmark transaction underscores the bank's dedication to collaborating with diverse stakeholders in its mission toward sustainability.

### **AlRayan Bank Publishes Comprehensive ESG Policy**

The ESG policy establishes a cohesive and robust framework for AlRayan Bank's ESG commitments, ensuring all divisions are aligned in their approach. To support effective implementation, the policy provides detailed, topic-specific policies and position statements that guide practical application in business, risk management, services, and control functions.

Adhering to all relevant legislative and regulatory

ESG mandates is not just a requirement; it reflects the bank's commitment to responsible banking. Furthermore, the bank actively aligns with local and international sustainability standards, emphasizing its dedication to environmental protection, minimizing climate impact, upholding human and labor rights, and promoting anti-corruption initiatives.

### **AlRayan Bank is Recognized with Three Prestigious ESG Awards**

AlRayan Bank achieved remarkable milestones in 2024, earning multiple prestigious awards that solidified its status as a frontrunner in Islamic finance, sustainability, and community engagement. International Business Magazine recognized the bank as the **Best Bank for Sustainable Finance** and **Best ESG Bank in Qatar**, highlighting its dedication to responsible banking practices. Moreover, the bank's impactful CSR initiatives led to it receiving the **Best CSR Bank** award from Global Business Magazine, showcasing its steadfast commitment to societal progress.

### **AlRayan Bank is expanding its Green and Sustainable investment book**

Demonstrating its commitment to sustainability and environmental responsibility, AlRayan Bank is strategically investing in Green and Sustainable Sukuks of c. USD 160 million in 2024. This commitment reflects the bank's commitment to support projects and initiatives that contribute to a more sustainable future, as well as combatting climate change and fostering positive environmental impact.

### **ESG Governance**

The Board of AlRayan Bank oversees its comprehensive Corporate Governance framework through its Corporate Governance, Nominations, and Remunerations Committee (the "CGNRC"). This includes developing and approving policies and frameworks related to environmental, social, and governance (ESG) considerations.

To ensure the effective implementation of the ESG Framework, a senior management-level ESG Governance Committee has been established. This Committee reports directly to the Group Chief Executive Officer (CEO), who provides regular updates to the CGNRC on the progress of the implementation. The CGNRC is responsible for communicating relevant ESG matters to the full Board, including any necessary actions and recommendations.

The Board's responsibilities include governing

and managing climate risk strategies. The ESG Committee oversees climate-related activities, initiatives, performance metrics, and management accomplishments.

The ESG Unit/Secretary is an advisory entity to the ESG Committee and senior management on all sustainability-related matters. It manages all ESG reporting and disclosures and collaborates closely with relevant departments on projects associated with ESG. The ESG Unit/Secretary reviews all departmental policies to ensure ESG integration and abiding by the subject ESG policy commitments.

### **AlRayan Bank Commitments**

AlRayan Bank is dedicated to becoming a leader in sustainability, offering innovative and impactful banking solutions that support Qatar's sustainability journey in line with Qatar's National Vision 2030 and the UN Sustainable Development Goals. As a key partner in realizing the ambitious aspirations of this national vision, the bank is committed and plays a crucial role in fostering an advanced society that promotes growth while ensuring a high quality of life for all citizens.

Qatar's National Vision 2030 encompasses environmental and social challenges, and AlRayan Bank is determined to address these issues as a core element of its sustainability strategy, contributing positively to the future of our nation. This strategy is articulated around three pillars: Human and Social Development, Economic Development, and Environmental Development.

### **Pillar I: Human and Social Development**

AlRayan Bank is committed to enhancing Qatar's educational and healthcare landscapes, nurturing a skilled workforce, and championing social welfare and protection. The Bank's unwavering focus on employee health, safety, and well-being is supported through comprehensive policies, regular audits, necessary certifications, and continuous training programs. This ensures a safe working environment that adheres to regulatory standards.

To further promote the well-being of its staff, AlRayan Bank boasts a fully equipped gym, a dedicated cafeteria, and on-site medical assistance provided by a qualified nurse. The bank's social responsibility initiatives prioritize youth empowerment, environmental sustainability, community development, sports, and educational advancement, all driven by a commitment to volunteering and active

community involvement that aligns with Qatar's National Vision.

In support of Qatarization, AlRayan Bank is dedicated to creating rewarding job opportunities for Qatari nationals, nurturing local talent, and ensuring a prosperous future for its workforce. Recognizing and developing talent is at the core of its values, with clearly defined career pathways, support for educational and professional growth, and a comprehensive performance program implemented through the LEAD strategy. This approach fosters growth, excellence, and a robust corporate culture. Through these initiatives, AlRayan Bank is pivotal in advancing Qatar's sustainable development while ensuring compliance with local laws and regulations.

### Corporate Social Responsibility

AlRayan Bank is guided by progressive CSR in conjunction with its vision for growth. The core of the Bank's CSR program is a conviction in its mission to drive sustainable economic, human, social and environmental development in line with the Qatar National Vision 2030. In this context, the Bank allocates 2.5% of its yearly net profits to the Sports and Social Activities Fund ("Fund") pursuant to the provisions of Qatar's Law No. (13) of 2008 amended by Law No. (8) of 2011. The Bank's contribution to the Fund for the year ended 31 December 2024 amounted to QAR 37.7 million.

To enhance its commitment to community engagement, the Bank actively participated in impactful career fairs and events focused on education and development, including Lusail University's Second Career Fair, a prime opportunity for the bank to showcase its extensive training, employment, and scholarship offerings under the esteemed patronage of the President of the Civil Service and Government Development Bureau.

Another key event was the Future Fair 2024 at Carnegie Mellon University – Qatar, which served as a vital platform to connect with newly graduated students eager to explore employment, internships, and scholarship opportunities provided by the bank. Additionally, the Career World Event at Qatar University represented a comprehensive initiative to equip students with in-depth insights into professional development pathways, thereby nurturing the next generation of Qatari talent in alignment with Qatar's Vision 2030 ambitions.

In partnership with the Community Service and Continuing Education Center at Qatar University,

AlRayan Bank launched a series of impactful lectures on sign language for its employees. This initiative promotes an inclusive workplace culture and deepens understanding of the needs of individuals with hearing disabilities, showcasing the bank's strong commitment to societal well-being. By investing in this vital education, AlRayan Bank is making strides toward a more equitable environment for all.

The Bank has made significant strides in its commitment to charitable contributions through partnerships with impactful organizations. By collaborating with Dreama – Orphan Care Center, the bank is actively supporting educational and recreational programs that benefit children in need. Furthermore, the partnership with Qatar Charity's Al Gharimeen Program underscores the bank's dedication to providing critical financial assistance to individuals facing distress, including those who have been imprisoned due to unpaid debts.

In addition, the Bank's contributions to the Qatar Autism Society and the Qatar Society for Rehabilitation of Special Needs demonstrate commitment to inclusivity and the enhancement of life quality for vulnerable groups within the community. These initiatives not only highlight the bank's social responsibility but also reflect dedication to fostering a more equitable society. With each partnership, the bank continues to play a pivotal role in uplifting those who require support, ultimately creating a positive impact across the community.

Knowledge-sharing sessions at universities play a crucial role in enhancing student understanding of real-world applications. At Northumbria University, the bank engaged students with an insightful presentation on Islamic Finance in the banking sector, highlighting its role in modern finance. Similarly, at Carnegie Mellon – Qatar, the bank emphasized the importance of the Risk department within banks, showcasing how it safeguards financial stability. These sessions not only inform but inspire the next generation of financial professionals.

AlRayan Bank offers an exceptional internship program for university students that provides invaluable hands-on experience and mentorship, setting the stage for a promising future in banking. Through strategic collaborations with the Qatar Finance Business Academy (QFBA), these initiatives are tailored to educate and nurture emerging talents, ultimately making a significant contribution to the growth of the banking sector in Qatar.

In recognition of Breast Cancer Awareness Month,

AlRayan Bank has joined forces with the Qatar Cancer Society to host an impactful session for its female employees. This initiative is dedicated to empowering participants with knowledge about the latest advancements in breast cancer research. By highlighting the crucial role of early detection and prioritizing one's health, the bank aims to inspire proactive health management among its team.

AlRayan Bank's strategic sponsorships powerfully underscored its unwavering commitment to sports, culture, and community engagement. By supporting the Qatar Olympic Committee and Al Duhail Football Club, the bank showcased its dedication to nurturing athletic excellence and fostering national pride. The sponsorship of Lusail Winter Wonderland served as a vibrant celebration, uniting families and communities in joy. Furthermore, by partnering with Qatar Development Company (QDC) to sponsor the Sirah exhibition at The Pearl Island, AlRayan Bank highlighted the profound biography of Prophet Mohammad (PBUH) and his rich heritage, reinforcing its role as a cornerstone of cultural appreciation and community connection.

Through these initiatives, AlRayan Bank has shown an unwavering commitment to tackling societal challenges, promoting community development, and spearheading positive transformation in harmony with Qatar's national objectives.

## **Pillar II: Economic Development**

AlRayan Bank is dedicated to enabling the private sector to drive sustainable development. The Bank's commitment to small and medium-sized enterprises (SMEs) is embodied in an innovative SME strategy aligned with Qatar National Vision. This strategy includes financing SMEs, supporting entrepreneurs and talented individuals, fostering business innovations and future job skills, supporting start-ups aligned with UN Sustainable Development Goals (SDGs), and promoting social impact initiatives. Additionally, the bank focuses on youth innovation and development programs, empowering women entrepreneurs and businesses developing future skills programs.

In the dynamic realm of fintech, AlRayan Bank is at the forefront of innovation, championing a Fintech Sandbox within its visionary Innovation Lab, 'NEXT.' This initiative aligns seamlessly with the QCB's Fintech Strategy and Qatar's ambitious vision for diversifying its economic landscape. Through these pioneering efforts, the Bank is contributing substantially to Qatar's economic development.

The Innovation Lab 'NEXT' has reached remarkable milestones through its Technical Sandbox. Among these, the bank has signed a landmark MoU with Xpence, aimed at revolutionizing business payments and financial management solutions. Furthermore, an LOI with Xpendless has been established to deliver an impactful Expense Management Solution tailored for businesses. By entering a BIN Sponsorship agreement with NymCard, AlRayan Bank empowers fintechs to innovate and scale cutting-edge payment solutions. An LOI with TESS focuses on providing essential micro-lending solutions. The Bank has also strengthened ties with QFC through an MoU to enhance collaboration on FinTech, ESG, and banking services for emerging enterprises in the country. Not to be overlooked, the collaboration with Google through a MoU underscores its commitment to driving banking innovation and data-driven solutions.

During Qatar Sustainability Week, the bank took an active role by hosting workshops in partnership with Microsoft, Visa, and MasterCard, fostering engaging discussions and sharing pivotal insights on integrating digital solutions to enhance ESG practices and raise awareness. Additionally, the bank has proudly launched the "AlRayan Go" mobile banking application, designed as a flagship solution for individual customers. These initiatives not only demonstrate AlRayan Bank's unwavering commitment to promoting fintech innovation but also contribute significantly to sustainable economic development, resonating deeply with Qatar's forward-looking vision for the future.

## **Sustainable Finance and Sustainable Finance Framework**

AlRayan Bank is at the forefront of sustainable finance, poised to make waves in 2024 by completing the pioneering Islamic ESG-linked repo transaction mentioned earlier. In addition, as the first bank in Qatar to introduce a green deposit, it offers an innovative alternative investment product for both Qatari Riyal deposits and major currencies, aimed explicitly at funding green initiatives. This green deposit empowers clients to align their business activities with ESG goals and actively participate in financing impactful ESG projects.

AlRayan Bank contributed to the local finance sector in 2022 by launching its Sustainable Finance Framework. This framework integrates environmental, social, and governance (ESG) factors into its main business and investment plans. Through this framework, the Bank offers innovative products and services to address

critical environmental and social issues, promoting financial inclusion and fighting climate change.

As the first Islamic bank to introduce a sustainable finance framework with a second-party opinion from S&P, AlRayan Bank's commitment supports its sustainability goals, contributing to Qatar's national vision and aligning with the UN Sustainable Development Goals (SDGs).

The SPO provider's (S&P Global) view is AlRayan Bank's Sustainable Finance Framework is aligned with:

- Social Bond Principles, ICMA, 2021
- Social Loan Principles, LMA/LSTA/APLMA, 2021
- Green Bond Principles, ICMA, 2021
- Green Loan Principles, LMA/LSTA/APLMA, 2021
- Sustainability Bond Guidelines ICMA, 2021

The Bank has elected to create a Sustainable Finance Framework under which it can issue Green Bond(s)/ Sukuk/Loan(s)/Financing(s) or Social Bond(s)/ Sukuk/Loan(s)/Financing(s) or Sustainability Bond(s)/Sukuk/Loan(s)/Financing(s). The Framework is in accordance with the ICMA Green Bond Principles (GBP) 2021, Social Bond Principles (SBP) 2021, Sustainability Bond Guidelines (SBG) 2021, LMA Green Loan Principles (GLP) 2021 and Social Loan Principles (SLP) 2021. The Framework is also aligned with the Qatar Financial Centre (QFC) Sustainable Sukuk and Bonds Framework, which was published in March 2022. It is the first in the GCC or Gulf Cooperation Council region, aimed at further developing the local debt market in the country. The QFC's Sustainable Sukuk and Bonds Framework integrates local requirements and features with ICMA's globally accepted principles to create a harmonised financial market ecosystem locally, based on international standards.

In alignment with these Principles, for each Green, Social or Sustainability Bond(s)/Sukuk/Loan(s)/Financing(s) issued, AlRayan Bank asserts that it will adopt the following, as set out in the Framework:

### 1. Use of Proceeds:

An amount equivalent to the net proceeds raised from any AlRayan Bank's Green, Social or Sustainability Bond/Sukuk/Loan/Financing issued under the Sustainable Finance Framework will be allocated, in part or in full, to finance or refinance sustainable projects which meet the eligibility criteria of the Eligible Green and/or Social Project categories ("Eligible Sustainable Projects")

## 2. Process for Project Evaluation and Selection

The eligible green and social projects will be subject to due diligence by the ESG Governance Committee, which ensures that they meet the criteria set out above in the 'Use of Proceeds' section.

The ESG Governance Committee ("ESGC") set up by AlRayan Bank is made up of representatives from the following departments: Treasury, Finance and Investor Relations, Wholesale Banking, Corporate Communications, GCEO Office- Strategy and Development, Corporate Governance- Company Secretary, Compliance, Human Resources and Risk. Additional relevant departments may be added to the ESG depending on the projects selected.

The ESG is chaired by the Group Chief Transformation Officer (GCTO) and meet on regular basis to review and oversee the ESG related topics.

## 3. Management of Proceeds

The equivalent of the net proceeds of each AlRayan Bank Green, Social or Sustainability Bond(s)/Sukuk/Loan(s)/Financing(s) will be earmarked towards eligible green and/or social projects as stated in the Framework, using the Bank's Sustainable Financing Register. The Sustainable Financing Register will manage the allocation of proceeds of all Green, Social or Sustainable Bond(s)/Sukuk/Loan(s)/Financing(s) and will track at least the following information:

- Type of Sustainable Financing Transaction: principal amount of proceeds, transaction date, maturity date and repayment or amortisation profile.
- Allocation of Use of Proceeds: name and description of allocated and unallocated eligible green and/or social projects, the allocated amount per green and/or social project, AlRayan Bank's share of financing, maturity dates, and the remaining balance of unallocated proceeds, if any.

## 4. Reporting

On an annual basis, AlRayan Bank will publish an allocation report and an impact report on its Green, Social or Sustainability Bond/Sukuk/Loan/Financing issued ("issuances") within one year from the date of Issuance in the Annual Report of AlRayan Bank until full allocation of the net proceeds of the issuances. As of 31 December 2024, AlRayan Bank has no outstanding issuance. However, AlRayan Bank has concluded its debut 3-year ESG KPI linked Repo with HSBC.



Committed to promoting sustainability, AlRayan Bank focuses on reducing carbon emissions and investing in green, social, and sustainable ventures, including green sukuk and diverse green products. The bank recognizes its vital role in sustainable growth by offering various financing options that resonate with Qatar's environmental responsibilities, especially concerning preserving essential resources such as air, land, water, and biodiversity.

### **Pillar III: Environmental Development**

AlRayan Bank is a proud advocate for Qatar's National Environment and Climate Change Strategy (QNE) and the National Climate Change Action Plan (NCCAP), which reflect the aspirations of Qatar National Vision 2030 and the UN Sustainable Development Goals. The Bank takes decisive action on environmental priorities by championing sustainable finance, integrating ESG principles into vendor sourcing, and actively working to minimize carbon emissions across all its operations. Through AlRayan Bank's Sustainable Finance Framework, the Bank is dedicated to investing in green buildings and renewable energy initiatives while ensuring responsible procurement and robust supply chain practices. These actions underscore its commitment to fostering a sustainable future in alignment with local laws and regulations.

Located in Lusail, AlRayan Bank's headquarters proudly holds a GSAS 4 certification, exemplifying its dedication to sustainability. The building features essential eco-friendly components, including energy-efficient lighting, solar panels, advanced water management systems, and a comprehensive waste segregation program for recycling. Additionally, the bank has initiated an inspiring internal campaign to transform offices into 'GO Green' zones, promoting paper-free transactions and embracing digital operations to enhance sustainability efforts.

### **Digitalization and Environmental Stewardship**

In its commitment to promoting a sustainable future, the Bank has successfully transitioned a significant portion of physical transactions to digital channels, thereby reducing its environmental impact. The shift to digital methods enhances convenience and aligns with the bank's responsibility to protect the planet.

Currently, 90% of cash withdrawal transactions are efficiently handled through Automated Teller Machines (ATMs), while 85% of cash deposit transactions are facilitated via Cash Deposit Machines (CDMs). Additionally, an impressive 97% of funds transfers, card payments, and bill payments are

processed through the bank's digital platforms, including Mobile and Internet Banking. This indicates a significant shift towards automated and digital banking solutions, enhancing customer convenience.

This remarkable adoption of digital channels underscores the bank's dedication to technological advancement and environmental sustainability. By embracing digitalization, the bank is transforming the customer experience and making a tangible contribution to a greener future.

### **Environmental, Social, Governance, and Climate Risk**

The Qatar Central Bank has issued comprehensive ESG guidelines addressing Environmental, Social, and Climate Risks within its framework. AlRayan Bank stands firmly committed to proactively managing Environmental, Social, and Governance (ESG) risks, striving to diminish potential adverse effects while fostering sustainable value for its stakeholders. By prioritizing identifying and assessing relevant ESG risks and opportunities, AlRayan Bank actively tackles climate-related challenges, fully aware of their potential impact on its operations, financed assets, and the broader community.

AlRayan Bank is dedicated to enhancing sustainable financial performance by prioritizing climate risk management in all financing activities and customer engagements. By integrating climate-related considerations into its policies and operations under QCB ESG guidelines, the Bank effectively identifies and mitigates high-risk areas, thereby reinforcing its robust risk management framework.

By joining PCAF in 2024, the Bank will take a significant step towards transparency by disclosing financed scope 3 greenhouse gas emissions, playing an integral role in Qatar's initiative to reduce carbon emissions.

Moreover, AlRayan Bank is determined to conduct a thorough materiality assessment to gain valuable insights into various ESG risks and proactively manage the identified challenges. This assessment will pinpoint critical ESG risks and clarify which issues are most relevant for the Bank's operations and stakeholders. The materiality assessment will be conducted annually or more frequently to evaluate the likelihood and potential impact of ESG risks on the Bank's operations.



## International and Local Standards and Frameworks

AlRayan Bank is dedicated to integrating its operations with local and global sustainability standards and best practices. This commitment ensures the successful execution of the Environmental, Social, and Governance (ESG) strategy, which positively influences stakeholders both inside and outside the organization. Additionally, the Bank's initiatives support Qatar's goals of enhancing social equity and nurturing a community that values environmental responsibility.

## Going Forward

AlRayan Bank is at the forefront of sustainability and responsible banking, proudly becoming the first Islamic bank to join the Partnership for Carbon Accounting Financials (PCAF) and successfully complete the inaugural Islamic ESG KPI-linked repo transaction. The Bank's robust Environmental, Social, and Governance (ESG) policy, along with its innovative initiatives in community engagement and fintech, showcases a deep commitment to Qatar's National Vision 2030. With three prestigious ESG awards to its name, AlRayan Bank not only sets the benchmark for the industry but also empowers a positive transformation in society and the environment.

## Al Rayan Bank ESG Disclosure Report on Qatar Stock Exchange

	2024	2023	2022	2021	2020
<b>Environment</b>					
Any legal or regulatory responsibility for an environmental impact?: Yes/No If yes, explain	No	No	No	No	No
Does the company publish and follow an environmental policy? Yes/No .	No	No	No	No	No
Energy used (GJ/employee)	61.45	62.29	77.64	43.67	30.6
Percentage of renewable energy used (%)	23%	25%	27%	28%	29%
Specify the primary source of energy used by the company	Electricity & Solar Panels	Electricity & Solar Panels	Electricity & Solar Panels	Electricity & Solar Panels	Electricity & Solar Panels
The total volume of water recycled/reused in m3 by the organization per year	12,102.32	12,470.15	16,576.70	11,371.85	8,213.80
Total amount of energy used (GJ)	33,785.77	35,629.46	47,362.60	32,491.16	23,468.68
Total greenhouse gas emissions (tonnes)	N/A	N/A	N/A	N/A	N/A
Total waste produced (kg)	156,467.51	152,380.80	162,504.00	198,201.60	204,328.80
Total water use (m3)	20,240.17	19,019.14	17,487.86	13,299.43	17,300.57
<b>Social</b>					
Average hours of training per employee	35.3	27.38	15.33	9.75	13.68
Disclosure and adherence to a Human Rights Policy? Yes/No	Yes	Yes	Yes	Yes	Yes
Does the company prohibit the use of child or forced labor throughout the supply chain? Yes/No	Yes	Yes	Yes	Yes	Yes
Does the company publish and follow a policy for occupational and global health issues? Yes/No	N/A	N/A	N/A	N/A	N/A
Employee turnover rate (%)	9.23	7.9	17.4	5.6	5.8
Employee wages & benefits ( in millin USD)	90	89	117	87	80
Nationalisation rate (%)	33	33.9	35.9	32	32.6
Number of grievances about human rights issues filed, addressed and resolved	None	None	None	None	None
Pre-tax profits invested in the community (%)	2.7%	2.8	2.9	2.7	2.6
Spending on locally-based suppliers (%)	59.6%	84.30%	83.20%	73.39%	81.74%

	2024	2023	2022	2021	2020
<b>Social</b>					
Total number of injuries and fatal accidents (contractors)	0	0	0	0	0
Total number of injuries and fatal accidents (employees and contractors)	0	0	0	0	0
Total number of injuries and fatal accidents (employees)	0	0	0	0	0
Total workforce (FTE)	551	572	610	744	767
Women in the workforce (%)	29.2	29.2	29.5	30.6	30.8
<b>Corporate Governance</b>					
CEO pay ratio	41.43	41.6	41.35	-	-
Disclosure of the voting results of the latest AGM. Yes/No	Yes	Yes	Yes	Yes	Yes
Does the company publish and follow a Bribery/ Anti-Corruption Code? Yes/No	Yes	Yes	Yes	Yes	Yes
Does the company publish and follow a Supplier Code of Conduct? Yes/No	No	No	No	No	No
Does the company publish and follow an Ethics Code of Conduct? Yes/No	Yes	Yes	Yes	Yes	Yes
Executive compensation linked to performance indicators. Yes/No	Yes	Yes	Yes	Yes	Yes
Female directors on the board (%)	0	0	0	0	0
Independent directors on the board (%)	27.27	27.27	27.27	27.27	33.33
Median male salary to median female salary	0.99	1.02	1.03	N/A	N/A
Role separation of Chairman and CEO. Yes/No	Yes	Yes	Yes	Yes	Yes
Sustainability report published. Yes/No	Yes	Yes	Yes	Yes	Yes
Use a firm in third-party assurance of non-financial information. Yes/No	No	No	No	No	No

## Appendix I- Independent External Auditor Report on Corporate Governance

Independent Assurance Report to the Shareholders of Masraf Al Rayan 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 of 31 December 2024 ("QFMA's Requirements")

### 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 accompanying Board of Directors' assessment of compliance with the QFMA's Requirements of Masraf Al Rayan QPSC (the "Bank") as at 31 December 2024.

### Responsibilities of the directors and those charged with governance

The Board of Directors of the Bank are responsible for preparing the Board of Directors' assessment of compliance with the QFMA's Requirements -as included in the Board of Directors assessment of compliance with the QFMA's requirements- that covers at a minimum the requirements of Article 4 of the Code.

The Board of Directors are also responsible for ensuring the Bank's compliance with the QFMA's law and relevant legislations and the Governance Code 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 does not present fairly, in all material respects, the Bank'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, does not present fairly, in all material respects, the Bank's compliance with the QFMA's law and relevant legislations, including the Code.

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 judgement and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies for the Bank 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 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 Board of Directors' assessment of compliance with the QFMA's Requirements against the requirements of Article 4 of the Code;
- agreed the relevant contents of the Board of Directors' assessment of compliance with the QFMA's Requirements to the underlying records maintained by the Bank; and
- performed limited substantive testing on a selective basis, when deemed necessary, to assess compliance with the QFMA's Requirements, and observed evidences gathered by management; and assessed whether violations of the QFMA's 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 Management 1 (“ISQM 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.

## 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 Board of Directors’ assessment of compliance with the QFMA’s Requirements 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 comprises the Annual Report (but does not include the “Board of Directors’ assessment on compliance with QFMA’s Requirements”), which is expected to be made

available to us after the date of this assurance report.

Our conclusions on the “Board of Directors’ assessment on compliance with QFMA’s Requirements does 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 Requirements”, our responsibility is to read the other information identified above and when it becomes available 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 to report that fact.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## 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 Requirements does not present fairly, in all material respects, the Bank’s compliance with the QFMA’s law and relevant legislations, including the Code as at 31 December 2024.

## For and on behalf of PricewaterhouseCoopers – Qatar Branch

**Qatar Financial Market Authority registration number 120155**

## Waleed Tahtamouni

Auditor’s registration number 370

Doha, State of Qatar

**18 February 2025**

## Appendix II - Independent External Auditor Report on ICOFR

Independent Assurance Report to the Shareholders of Masraf Al Rayan 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 2024.

### 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) for 2016, we have carried out a reasonable assurance engagement over the “Board of Directors’ Report on Internal Controls over Financial Reporting” of Masraf Al Rayan Q.P.S.C. (“the “Bank”) at 31 December 2024, 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 Bank are responsible for presenting the “Board of Directors’ Report on Internal Controls over Financial Reporting” for the Bank on a standalone level, which includes:

- the Board of Directors’ assessment of the suitability of design and operating effectiveness of internal controls over financial reporting for the Bank on a standalone level;
- description of the identification of significant processes and internal controls over financial reporting for the Bank on a standalone level; and
- assessment of the severity of design and operating effectiveness of control deficiencies, if any noted, and not remediated at 31 December 2024.

The assessment presented in the Board of Directors’ Report on Internal Controls over Financial Reporting will be based on the following elements included within the Risk Control Matrices provided by the Bank’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 Bank’s Board of Directors are also responsible for establishing and maintaining internal financial controls based on COSO framework.

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:

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

### Responsibilities of the Assurance Practitioner

Our responsibilities are to express a reasonable assurance opinion based on our assurance procedures on the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes” for the Bank on a standalone level, based on the COSO framework.

We have 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” for the Bank on a standalone level, as presented in the “Board of Directors’ Report on Internal Controls over Financial Reporting” for the Bank on a standalone level, 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 statements amount would reasonably be expected to impact the decisions of the users of the financial statements. The processes that were determined as significant are:

- |  |   |
|--|---|
| 1- Corporate and retail financing                      | 6- Deposits (including Participatory investment accounts) |
| 2- Compliance  | 7- Entity level controls                                  |
| 3- Treasury and investments                            | 8- Information technology general controls                |
| 4- Trade finance                                       | 9- Procurement, payable and payments;                     |
| 5- General ledger, financial reporting and disclosures | 10- Human resources and payroll;                          |

An assurance engagement to express a reasonable assurance opinion on the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes” for the Bank on a standalone level based on the COSO framework and as presented in the Board of Directors’ Report on Internal Controls over Financial Reporting involves performing procedures to obtain evidence about the fair 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 an understanding of the following components of the control system:

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

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 of significant

processes” for the Bank on a standalone level. 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 the operating effectiveness of the controls over the control objectives stated therein. It further includes performing such other procedures as considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes”.

### **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 Management 1 (“ISQM 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 the Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) as modified by the Qatar Central Bank (QCB). 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 of significant processes” for the bank on a standalone level 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. 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 control activities designed and operated as of 31 December 2024 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 for significant processes prior to the date those controls were placed in operation.

### Other information

The Board of Directors are responsible for the other information. The other information comprises the Annual Report (but does not include the “Board of Directors Report on Internal Controls over Financial Reporting”) which is expected to be available to us after the date of this assurance report.

Our opinion on the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes” does not cover the other information and we do not, and will not express any form of assurance opinion thereon.

In connection with our assurance engagement on the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes” for the bank on standalone level, 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 to report that fact.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### Opinion

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 Bank’s internal controls over financial reporting of significant processes, based on the COSO framework, and as presented in the “Board of Directors’ Report on Internal Controls over Financial Reporting of significant processes”, is presented fairly, in all material respects, as at 31 December 2024.

### Emphasis of matter

We draw attention to the fact that this assurance report does not extend to any subsidiaries of the Bank. Our report is not modified in this respect.

### For and on behalf of PricewaterhouseCoopers – Qatar Branch

**Qatar Financial Market Authority registration number 120155**



### Waleed Tahtamouni

Auditor’s registration number 370

Doha, State of Qatar

**18 February 2025**