

**Board Nomination and Election Policy
("Policy")**

**ALRAYAN BANK QPSC
("ARB" and/or "Bank")**

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Introduction

The Corporate Governance regulations of Qatar Central Bank (“QCB”) and Qatar Financial Markets Authority (“QFMA”) require organizations/listed companies to put in place clear and specific policy to govern the nomination and election process of the members of their boards of directors, whether Independent or Non Independent, and to set the eligibility conditions for Board candidates. Such policy must be presented to the General Meeting of Shareholders of the organization/listed company for discussion and approval. To this end, this Policy is set and recommended for shareholders’ approval by the Board of the Bank.

Legal Framework

This Policy is developed and updated in accordance with the provisions of the Articles of Association of the Bank and the relevant laws and regulations applicable in the State of Qatar, including but not limited to, the QCB instructions to banks, in particular, the Corporate Governance regulations of Banks and Financial Institutions issued under QCB Circular No. 25 of 2022, the QCB rules for appointing Independent directors issued under QCB Circular No. 26 of 2016, the QCB Licensing instructions dated 16/6/2022, the Qatar Commercial Companies Law No. 11 of 2015 as amended by Law No (8) of 2021, the QFMA Corporate Governance Code for Companies and Entities Listed on the Main Market issued under QFMA Board Resolution No. 5 of 2025, the QFMA rules on requirements for nomination to the board of a listed company issued under QFMA Circular No 72/2019 dated 13/3/2019, the QFMA Circular No. GD/16/2024 dated 26 February 2024 on requirements to obtain QFMA approval on list of Board candidates, and the best international corporate governance practices.

Approval Body

The initial release of this Policy was approved by ARB General Meeting of Shareholders on 18 March 2020 upon a recommendation from ARB Board in its meeting dated 20 January 2020. The present V.1 version of the Policy is the amendment to the initial version to comply with QCB Circular No. (25) of 2022 on Corporate Governance of Banks. It was approved by ARB General Meeting of Shareholders on 16 November 2022. The present V.2 version of this Policy is the amendment to the V.1 version as explained below.

Subsequent Changes

In accordance with Article (2) of the Policy, the Corporate Governance, Nominations and Remuneration Committee of the Board (hereinafter “CGNRC” and/or “Committee”) has reviewed and introduced immaterial changes to the Policy. The Board of Directors has endorsed these changes in this present version V.2. The changes are immaterial as they are required to comply with new regulations or with resolutions already approved by the General Meeting of Shareholders as follows: (i) to replace “Masraf Al Rayan” with “AlRayan Bank” wherever mentioned in the Policy; (ii) to decrease the number of directors on the Board from 13 to 11 members and the number of Independent directors from 4 to 3 members to comply with relevant Qatar Central Bank’s regulation and to implement the resolutions of the Extraordinary General Meeting of Shareholders held on 25 March 2024; (iii) to increase the number of qualification shares from 1 million to 9 million shares as per the decision of the Extraordinary General Meeting of Shareholders held on 26 March 2025; and (iv) other changes to comply with QFMA’s new Corporate Governance Code issued under QFMA Board Decision No. (5) of 2025 and with QFMA Circular No. GD/16/2024 dated 26 February 2024 on requirements to obtain QFMA approval on list of Board candidates. These immaterial changes will be reported to the shareholders in the Annual Report for the fiscal year 2025 in accordance with Article (2) herein.

Chapter I

General Provisions

Article (1)

This Policy sets out the rules and procedures for all candidates to the Board directorship of the Bank whether for Independent, Non-Independent, Executive or Non-Executive seats. It enters into effect once approved by the General Meeting of the Shareholders for the first time and remains valid and in full force and effect, with its amendments if applicable, unless revoked by a resolution of the Ordinary General Meeting of Shareholders.

Article (2)

The Board of Directors of the Bank is authorized to approve any subsequent changes to this Policy, after its initial approval by the General Meeting of Shareholders, provided that such changes are of immaterial nature or required to comply with any law, rule, regulation or instructions issued by any regulatory body to which the Bank is subject. In all events, such immaterial changes must be reported in the Annual Report to the annual General Meeting of Shareholders or to the earliest ordinary General Meeting of Shareholders, whichever is earlier, for shareholders' information and to be included in the official minutes of the General Meeting. Any material changes to this Policy, however, must be presented to and approved by the General Meeting of Shareholders in order to be effective.

Article (3)

The Board of Directors of the Bank comprises eleven seats. Eight of which must be allocated to Non-Independent members from the shareholders and the remaining three for Independent members. In accordance with Article (13) of the Policy and without participating in the election of the remaining members, Qatar Investment Authority ("QIA") represented by Qatar Holding LLC ("QH") shall appoint two Non Independent members on two seats, the General Authority for Retirement and Social Insurances shall appoint one Non Independent member on one seat, and the Qatar Armed Forces Investment Portfolio/Ministry of Defense represented by Barzan Holding shall appoint one Non Independent member on one seat provided that its stake in the Bank's share capital shall remain at no less than 7% at all time. The ordinary General Meeting of Shareholders, shall elect the remaining eight members by secret ballot in accordance with the election process set forth under Chapters V and VI herein.

Article (4)

In no way whatsoever the seats dedicated for Independent members may be replaced by or transferred to seats for Non Independent members and vice versa. In all events, the seats for Independent members shall not be less than three.

Article (5)

Unless otherwise stipulated herein, any term or definition in this Policy including the definition of the Independent member, Executive member and the Non-Executive member shall have the same meaning of such term or definition under the Articles of Association of the Bank, the QCB Corporate Governance regulations issued under Circular No. 25 of 2022 and the QFMA Corporate Governance Code of Companies and Entities Listed on the Main Market issued under QFMA Board Resolution No. 5 of 2016, as amended from time to time. In the event of any discrepancy between the provisions of the laws and regulations, the QCB regulations shall prevail. *(to check the main definitions used in the Policy, please refer to Appendix 13 herein).*

Article (6)

This Policy is subject to and shall be construed in accordance with the provisions of the Bank's Articles of Association and the laws and regulations applicable in the State of Qatar. In the event of any conflict or contradiction between the Policy, the Articles of Association or any other applicable legislation, the provisions of the Articles of Association or such applicable legislation shall prevail. The Qatari Courts shall have the exclusive jurisdiction over any dispute arising from the Policy. Once adopted by the General Meeting of Shareholders, no objection on any or all provisions of the Policy shall be accepted unless through the channels and within the timelines set forth under the law governing the objections on the decisions of the general assemblies of shareholders of Qatari public shareholding companies.

Article (7)

The process for appointing, nominating and electing Board members in ARB shall be in accordance with the terms and conditions set forth under this Policy only. Any candidacy application not satisfying the terms and conditions under this Policy will be rejected. A Board candidate must determine in his/her application whether his/her nomination is for the seat of Independent or Non-Independent members and complete the necessary forms and questionnaires and produce all information required under the Appendices herein.

Article (8)

The Corporate Governance, Nominations and Remunerations Committee of the Board (hereinafter referred to as the "Committee") shall administer and oversee the implementation of the Policy. The Committee must submit its reports and recommendations to the Board of Directors in all matters related to the Policy for the appropriate decision, when applicable.

Chapter II

Nomination Process

(for all candidates: Independent, Non-Independent, Natural or Legal Persons)

Article (9) Opening Nomination Cycle

Clause (1): the Board of Directors must issue a decision to open the nomination cycle for Board membership 90 days prior to the expiry of the Board term and must delegate the Corporate Governance, Nominations ND Remuneration Committee to take all necessary actions to implement such a decision.

Clause (2): The Corporate Governance, Nominations and Remuneration Committee shall meet to establish the foundations and standards that the General Assembly shall use to elect the most suitable person, draft the announcement of opening the nomination cycle, determine the documents required for nomination, and approve the necessary forms, provided that the parties appointed to the Board of Directors shall be notified in accordance with Article (19) of the Bank's Articles of Association near the end of the term of membership on the Board to determine the representatives and prepare their documents.

Clause (3): Nomination cycle for Board membership must be open at least 60 days prior to the scheduled date of the General meeting called to elect a new Board by announcement in two local dailies at least, one published in Arabic and the other in English, and by disclosing so on the website of both the Bank and Qatar Stock Exchange ("QSE") with notice to QCB, QFMA and the Ministry of Commerce and Industry. As a minimum requirement, the announcement must determine the exact timing of closing the nomination door and cease receiving applications, the number of seats open for nominations whether for Independent or Non-Independent members, the category of disciplines/fields determined by the Board for each seat of the Independent members in addition to any other information requested to be provided under this Policy. Candidates should be allowed to submit their applications and documents electronically or in paper form to facilitate procedures

Clause (4): nomination cycle must remain open for a period of not less than 15 days from the day the opening of nomination cycle is announced. Each natural or legal person meeting the terms and conditions under Chapter III of the Policy shall have the right to file an application for Board nomination.

Article (10) Application Procedures

Clause (1): Each natural or legal person that meets the terms and conditions set forth under Chapter III of the Policy may file a formal application for Board nomination using the form under Appendix 2 herein (if the candidate is a natural person) or the form under Appendix 3 herein (if the candidate is a legal person). The application must be supported by all necessary documents set forth under Appendix 1 herein. Any application without the supporting documents to be received within the predetermined timeline as specified under Appendix 1 herein will be rejected. Candidates for seats of independent members must specify the category of the discipline/field they are nominating themselves for, that would already be determined by the Board in the announcement of opening the nomination cycle.

Clause (2): An application along with the supporting documents specified under Appendix 1 herein must be sent by one of the following channels:

- In paper form, by registered mail to the address and within the period specified in the announcement calling for candidacy
- In paper form by hand delivery to the Board Secretariat at the headquarters of Al Rayan Bank at the address and within the specified deadlines determined by the Board in the announcement of the invitation to nominate candidates.
- Electronically, via fax, email address, or any other technology means announced and within the

period specified in the announcement of the invitation to nominate candidates.

Clause (3): the original of any document or instrument specified under Appendix 1 herein that requires handwritten signature of a candidate must be delivered to and received by the Bank before the nomination cycle is closed;

Clause (4): no application for Board nomination shall be accepted after closure of the nomination cycle and expiry of the timelines set in the announcement of opening the nomination cycle. The Bank must disclose the closure of the nomination on the day of closure itself.

Clause (5): applicants shall receive a Confirmation Receipt of Board Nomination Application in the form shown under Appendix 12 herein. Such receipt shall not be issued to an applicant unless after ensuring all requirements and supporting documents specified under Appendix 1 herein are completed and submitted. An applicant must keep the receipt as an evidence of filing an application for Board nomination.

Clause (6): If the Police Clearance Certificate is not submitted as part of the nomination documents within the specified period, the candidate may submit an undertaking to provide the bank with the certificate at least one day before the elections. Otherwise, the application will be considered rejected. In this case, the list of candidates must be updated and disclosed to the Qatar Central Bank, QFMA, the Ministry of Commerce and Industry, and QSE.

Chapter III

Eligibility Conditions

Article (11) Eligibility Conditions for Candidates to Non-Independent member seat (for legal or natural persons)

Clause (1): A candidate to Non-Independent member seat is any shareholder, whether natural or legal person or a representative of a legal person, who does not meet the definition of an Independent member as set forth in the relevant laws and regulations. *(to check the definition of an Independent Member, please refer to Appendix 13 herein).*

Clause (2): the terms and conditions under the following Clause (3) must apply to a natural person (if the Board candidate/applicant is a natural person) or to a legal person and its directors/officers/managers (if the Board candidate/applicant is a legal person). In the event where the Board candidate/applicant is a legal person and such legal person is designating a natural person to represent it on the seat of the Board, such designated natural person/representative must be subject to the same terms and conditions applying to a Board candidate who is a natural person in addition to the terms and conditions applying to legal persons running for Board candidacy.

Clause (3): Any natural or legal person willing to apply for nomination to Non Independent member seat in the Board of the Bank must meet the following terms and conditions:

3.1 Financial Solvency Conditions

3.1.1 For Natural Persons:

- a. Not to be conflicted in such a manner that impacts a candidate's independency and impartiality and not to have been adjudged bankrupt, had a receiving order against him/her, entered into debt rescheduling or restructuring, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body, unless he/she has been rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application; and
- b. Not to be owner of a business that commenced legal proceedings as a result of outstanding debts or other forms of indebtedness.

3.1.2 For Legal Persons:

- a. Not to have been placed in receivership, or gone into insolvency, liquidation or any other similar arrangement, adjudged bankrupt, defaulted on its debt, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body;
- b. Not to have occupied a Board seat in any company that was dissolved or its license has been revoked;
- c. Not to have defaulted on its debt or entered into any debt rescheduling or restructuring arrangements with its creditors
- d. Not to have failed to meet the capital adequacy requirements;
- e. Not to have failed to meet the regulatory and supervisory financial requirements exercised over it; and
- f. not to have been convicted with charges for conducting business without license.

3.2 Properness Conditions (for natural persons candidates or representatives of corporate candidates)

3.2.1 Qualifications, Academic and Professional Background:

- a. Proven leadership ability and track record in occupying leadership positions;
- b. holder of university, post-graduate or other advanced academic degrees, or equivalent;
- c. Must have previous experience serving on boards;
- d. Knowledge and experience of no less than 5 years in banking and financial industries including, but

not limited to, Islamic banking, accounting, business, audit, sharia audit, legal, Environment, Social and Governance (ESG), Human resources and incentives, risk, information technology, investment, treasury, asset management, insurance; financial market;

- e. Knowledge in ARB and banking sector in general
- f. Enjoys good reputation, meets integrity requirements, has clean criminal record and efficient communication ability; and
- g. Ability to dedicate sufficient time for the Bank and Board functions

3.3 General Conditions

- a. To be above twenty-one years old with full legal capacity;
- b. To be owner of a minimum number of shares equal to 9,000,000 (nine million) shares in ARB share capital and to provide an undertaking in writing to block the required qualification shares in case he/she wins the seat in the elections;
- c. Not to be convicted of any crime or felony, or a crime involving moral turpitude and breach of trust, or any of the crimes stipulated under QCB laws and regulations and/or under Article 40 of QFMA Law No 8 of 2012 and Articles 324 and 325 of the Commercial Companies Law No. 11 of 2015 and not to be prohibited from conducting any activity in the entities that are supervised by QFMA under Article 35/12 of QFMA Law No. 8 of 2012, unless rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application (*to check the legislations referred to under this clause, please refer to Appendix 13 herein*);
- d. Not to have been a Board member or a manager in any company that was dissolved by a court order or whose license was revoked;
- e. Not occupying (i.e. the candidate be it a natural person or a corporate person or its natural person representative) a Board seat in more than one bank or is a member of the Board in more than three listed companies provided that such memberships are not conflicted, or occupying any position that would be, by law, prohibited to combine between it and his/her directorship in ARB Board and to provide a written undertaking to this effect (*to check the positions that the law prohibits to be combined, please refer to Appendix 13 herein*);
- f. to provide an undertaking and delectation in writing to (i) confirm knowledge of and compliance with the relevant applicable banking and financial laws and regulations, in particular, QCB Law No 13 of 2012 including, but not limited to, Articles 129, 130 and 146 thereof, Law No. (20) of 2019 on Anti Money Laundering and Combatting Terrorism Financing, in addition to all QCB and QFMA rules and regulations including the disclosure, governance and conflict of interest regulations and the conditions of granting credit facilities to a Board member of a financial institution; (ii) confirm knowledge of and compliance with all laws and regulations of any other regulatory body to which the Bank is subject; and (iii) to make all necessary and required disclosures; (*to check the legislations referred to under this clause, please refer to Appendix 13 herein*); and
- g. To satisfy all requirements and produce all documents and papers required under Appendix 1 herein.

Article (12) Eligibility Conditions for Candidates to Independent member seat (for legal or natural persons)

Clause (1): A candidate to Independent member seat is any natural or legal person or a representative of a legal person who meets, at minimum, the definition of an Independent member as set forth as set forth in the relevant laws and regulations. (*to check the definition of an Independent Member, please refer to Appendix 13 herein*).

Clause (2): the terms and conditions under the following Clause (3) must apply to a natural person who is running for candidacy to an Independent Board seat.

Clause (3): Any natural person willing to apply for nomination to Independent member seat in the Board of the Bank must meet the following terms and conditions:

3.1 Financial Solvency Conditions

3.1.1 For Natural Persons:

- a. Not to be conflicted in such a manner that impacts a candidate's independency and impartiality and not to have been adjudged bankrupt, had a receiving order against him/her, entered into debt rescheduling or restructuring, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body, unless he/she has been rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application; and
- b. Not to be the owner of a business that commenced legal proceedings as a result of outstanding debts or other forms of indebtedness.

3.2 Properness Conditions (for natural persons candidates or representatives of corporate candidates)

3.2.1 Qualifications, Academic and Professional Background:

- a. Proven leadership ability and track record in leadership positions
- b. Must have previous experience serving on boards;
- c. To be an expert in the disciplines/fields determined by the Board of Directors for Independent seats in the announcement of opening the nomination cycle
- d. Enjoys wide and long experience in banking and financial activities and business
- e. holder of university, post-graduate or other advanced academic degrees, or equivalent;
- f. Knowledge and experience of no less than 5 years in banking and financial industries including, but not limited to, Islamic banking, accounting, business, audit, sharia audit, legal, Environment, Social and Governance programs (ESG), Human resources and incentives, risk, information technology, investment, treasury, asset management, insurance; financial market,
- h. Knowledge in ARB and banking sector in general
- i. Enjoys good reputation, meets integrity requirements, has clean criminal record and efficient communication ability; and
- j. Ability to dedicate sufficient time for the Bank and Board functions

3.3 General Conditions



- a. To be a natural person above twenty-one years old with full legal capacity;
- b. Not to be convicted of any crime or felony, or a crime involving moral turpitude and breach of trust, or any of the crimes stipulated under QCB laws and regulations and under Article 40 of QFMA Law No 8 of 2012 and Articles 324 and 325 of the Commercial Companies Law No. 11 of 2015 and not to be prohibited from conducting any activity in the entities that are supervised by QFMA under Article 35/12 of QFMA Law No. 8 of 2012, unless rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application (*to check the legislations referred to under this clause, please refer to Appendix 13 herein*);
- c. Not to have been a Board member or a manager in any company that was dissolved by a court order or whose license was revoked;
- d. Not occupying (i.e. the candidate be it a natural person or a corporate person or its natural person representative) a Board seat in more than one bank or is a member of the Board in more than three listed companies provided that such memberships are not conflicted, or occupying any position that would be, by law, prohibited to combine between it and his/her directorship in ARB Board and to provide a written undertaking to this effect (*to check the positions that the law prohibits to be combined, please refer to Appendix 13 herein*);
- e. to provide an undertaking and delectation in writing to (i) confirm knowledge of and compliance with the relevant applicable banking and financial laws and regulations, in particular, QCB Law No 13 of 2012 including, but not limited to, Articles 129, 130 and 146 thereof, Law No. (20) of 2019 on Anti Money Laundering and Combatting Terrorism Financing, in addition to all QCB and QFMA rules and regulations including the disclosure, governance and conflict of interest regulations and the conditions of granting credit facilities to a Board member of a financial institution; (ii) confirm knowledge of and compliance with all laws and regulations of any other regulatory body to which the Bank is subject; and (iii) to make all necessary and required disclosures; (*to check the legislations referred to under this clause, please refer to Appendix 13 herein*); and
- f. To satisfy all requirements and produce all documents and papers required under Appendix 1 herein.

3.4 Special Conditions

- a. Not own with any of his/her family members up to 1st degree (parents, spouse, children) directly or indirectly (through the companies that he/she owns with his/her family members up to 1st degree or in which he/she has with his/her family member up to 1st degree a controlling votes) any share in ARB or its group and shall not be major shareholders in any of the associates of ARB Group.
- b. Not represent a legal entity that owns at least 5% of ARB or any company of ARB Group
- c. Not be with any of his/her family members up to 1st degree a member in a group or association of legal or natural persons who jointly exercise control over ARB Group
- d. Not have with any of his/her family members up to 1st degree any contractual relation, direct or indirect interest with ARB Group including receipt of credit facilities, salaries or benefits from ARB Group that might impact his/her ability to take decisions independently (except for what is received as remunerations and sitting fees against the board seat)
- e. Not work or own shares in an organization that provides to ARB Group consultancy or professional services such as external auditing, outsourcing and other services whether in his/her personal capacity or through his/her family members up to 1st degree
- f. Not have with any of his/her family members up to 1st degree any direct or indirect interest in the contracts, projects and engagements in which ARB Group is a party
- g. Not work or have worked with any of his/her family members up to 1st degree in ARB Group during the course of the past 5 years
- h. Not be a first degree relative with any of the other ARB board members and members of ARB senior management
- i. Not sitting on the board of any company within ARB Group
- j. Have a university degree with no less than 5 years of experience in financial and banking fields
- k. Not have been sitting on the Board for more than 2 consecutive Board terms

Article (13) Government Representatives on the Board

Pursuant to QCB Corporate Governance Regulation of Banks and Financial Institutions issued under QCB Circular No. 25 of 2022 and QFMA Corporate Governance Code issued by QFNA Board under Decision No. (5) of 2025 requiring listed companies to apply sound criteria in selecting the representatives of the Government on the boards of directors, any candidate to be designated to represent the interest of the Government or any Government related entity on the Board of ARB shall be subject to the provisions of this Policy, particularly, in respect to the terms and conditions applying on the natural persons representing corporate candidates set forth under Chapter III herein and shall complete the form specified under Appendix 4 herein. Applications for the appointment of Government representatives must be received within the deadline specified in the Bank's announcement for receiving applications for candidacy.

Article (14) Existing Directors

Without prejudice to Article (20), this Policy shall apply to all existing directors on the Board of the Bank who might be re-nominated for directorship, without exception.

Chapter IV

Review and Assessment of Applications, Assessment Criteria and Announcement of Finalists

Article (15)

Upon Closure of nominations, the Corporate Governance, Nominations and Remuneration Committee of the Board must meet to review the applications filed, assess the candidates and formulate its recommendations by no later than 5 days upon closing the nomination door. A legal person running for Board elections must nominate the natural person who will represent it before the date set for the elections, for approval by the CGNRC, the Board of Directors, and the regulatory authorities to which the bank is subject.

Article (16)

The CGNRC must develop and approve a process based on which the applications are assessed. The assessment of the applicants shall be based on the following criteria and considerations:

- a. Meeting the terms and conditions set forth under Chapter III herein;
- b. Receiving all information and supporting documents as specified under Appendix 1 herein. The Bank may request any additional document or information other than those specified under Appendix 1 to verify any information, to check the eligibility of a candidate and to ensure he/she meets the requirements under this Policy;
- c. Verifying the eligibility of the applicant to occupy the Board seat and his/her ability to dedicate necessary time and efforts to meet his/her obligations as a Board member;
- d. Verifying the academic background and professional experiences of the candidate to ensure he/she would be an added value to the Board and would enrich its collective knowledge in various fields related to the business and activities of the Bank;
- e. Verifying, in relation to applicants for Non Independent member seat, that the nomination of the subject candidate achieves a fair representation of the share capital structure on the Board in such a manner that maintains equitable balance between major and minority shareholders;
- f. Ensuring the final composition of the Board meets the regulatory requirements in terms of number of Independent, Non Independent, Executive and Non- Executive members within the Board and other requirements under the applicable laws and regulations;
- g. Ensuring the candidate, if elected, promotes the proper composition of the Board in that it prevents control of one or more member over the decision making process;
- h. Verifying, in relation to applicants for Independent member seat, that the candidate meets the requirements of the discipline/field determined by the Board for each Independent member seat; and
- i. Ensuring the final composition of the Board takes into consideration the entry of new members to the Board while maintaining at the same time a smooth continuity of the business of the Board according to a proper succession plan taking the Bank's high interest into account.

Article (17)

The Committee or the Chairman of the Board of Directors may request an interview with any or all candidates during the assessment process to review and discuss their profiles.

Article (18)

The Committee shall submit to the Board a report on the outcome of the nominations. As a minimum requirement, the report must include a list of all candidates who filed applications for nomination to the seats of Independent or Non-Independent member including the current members who have been re-nominated, or appointed members, along with its recommendations for accepting or rejecting any candidate, its observations regarding each candidate, and the justifications supporting its position, stating

clear reasons that are not open to interpretation.

Article (19)

In no case whatsoever the Committee may reject an applicant for directorship who meets the requirements under Chapter III herein ("Eligible Candidate"). The Committee, however, may submit recommendations to the Board with respect to each Eligible Candidate showing justifications for preferring an Eligible Candidate over another in light of the assessment criteria specified under Article (16) herein. The Board of Directors shall collectively formulate the final recommendation of candidates to the General Meeting of Shareholders.

Article (20)

Without prejudice to Article (14), the Committee considers the renewal applications for the existing directors based on their performance assessment outcome. The Committee shall submit its recommendations in this regard to the Chairman of the Board. In the event of any potential conflict of interests that may occur between the board members and the Committee members, the Chairman of the Board shall have the final say in the renewal of the mandate of an existing board member.

Article (21)

The Board of Directors shall submit a proposal on the composition of the new Board to the General Meeting of Shareholders supported by recommendations based on the Committee's report. Such proposal including the final list of all candidates must be signed by the Chairman of the Board supported by all documents required under Appendix 1 herein and the Committee's report set forth under Article 18 and presented to QCB and QFMA for approval at least two weeks prior to the date of the General Meeting of Shareholders called to elect a new Board. A copy of such a proposal must also be sent to the Companies Control Department at the Ministry of Commerce and Industry. In the event that any candidate is rejected, he/she will be notified of the reasons for rejection immediately after the final rejection decision is issued, clearly and without any room for interpretation.

Article (22)

For avoidance of doubt, any proposal for Board candidates presented by the Board to the General Meeting of Shareholders (provided that the candidates are approved by the competent regulators) is for sake of guidance only and to assist the General Meeting of Shareholders to select the best amongst the Eligible Candidates. In no case whatsoever such proposal of the Board shall be binding on the General Meeting of Shareholders.

Article (23)

The Bank, upon receiving QCB and QFMA approvals on the candidates, must disclose the list of final approved Eligible Candidates running for Board elections provided that this final list is after the completion of the complaints procedures (if any) together with all information related to the approved Eligible Candidates including their education backgrounds and professional experiences to QSE, and the Companies Control Department at the Ministry of Commerce and Industry and on the Bank's website prior to the date of the General Meeting of Shareholders called to elect a new Board or immediately upon receipt of all necessary regulatory approvals, whichever occurs earlier.

Article (24)

In the event where the number of approved Eligible Candidates is equal to the number of open seats on the Board, the approved Eligible Candidates will automatically win by acclamation. An announcement to this effect must be made at least in two local dailies and on the website of the Bank and of QSE. A notification must also be sent to the concerned regulators. In all events, the list of approved Eligible Candidates winning by acclamation must be presented to the earliest General Meeting of Shareholders for endorsement and to be included in the official minutes. Otherwise, election of Board members must be in accordance with Chapters V and VI herein .

Chapter V

Election Process of Non-Independent Members

Article (25)

The Board of Directors shall call the General Meeting of Shareholders to convene in an ordinary session to elect a new Board in accordance with the provisions of the Bank's Articles of Association, the relevant laws and regulations in place and after obtaining all regulatory approvals necessary for holding a shareholder meeting. The invitation to the General Meeting of Shareholders called for electing a new Board of Directors shall include all necessary information about the candidates as required under this Policy, the Commercial Companies Law, the QCB and QFMA regulations and the rules of any other regulatory body to which the Bank is subject. In case the number of approved Eligible Candidates exceeds the number of open seats, the invitation to the General Meeting of Shareholders shall clarify the voting process.

Article (26)

The election for the seats of Non Independent members shall be by secret ballot in an ordinary General Meeting of Shareholders in the presence of External Auditors of the Bank and the representatives of the Bank's regulators if such a regulator decides to delegate an observer to the General Meeting.

Article (27)

When voting for the election of the members of the Board of Directors, each share shall have one vote given by the shareholder to whomever he chooses from the candidates. A share may not vote for more than one candidate otherwise the ballot paper shall be considered invalid unless the external auditor decides, in agreement with the concerned shareholder, to redistribute the shares among the candidates on the principle of one vote per share.

Article (28)

The Board Secretariat shall be in charge of developing the formal voting papers based on the final approved list of Eligible Candidates. The formal voting papers shall be developed to meet the technical requirements of the voting system adopted on the day of the General Meeting of Shareholders. No voting is permissible if not exercised using the formal voting paper. A formal voting paper shall not include any sign, statement or otherwise that would distinguish it. Each shareholder attending the General Meeting of Shareholders called to elect a new Board must receive a formal voting paper endorsed by the External Auditors of the Bank.

Article (29)

Voting shall take place in a sealed box placed in a location at the venue of the General Meeting of Shareholders that allows privacy and secrecy. Prior to launching the voting process, the box must be open and shown to the audience. The External Auditors must close and seal the box and call on the attending shareholders to start the vote. A voting not using the formal voting paper referred to under Article (28) herein must be null and void. An electronic voting mechanism may be adopted in accordance with the provisions of electronic voting stipulated in the Bank's Articles of Association and applicable laws, provided that such mechanism meets the conditions for secret voting.

Article (30)

Once voting is over, the Bank's External Auditors shall be in charge of the vote counting. Any other regulator to which the bank is subject may send a representative to attend the vote counting process as an observer. The External Auditor shall oversee the vote counting process. In the event where a shareholder has voted with more than the shares he owns on the day of the General Meeting, such extra votes must not be counted. Once vote counting is over, the formal voting papers used in the voting process shall be delivered to the designated Secretary of the General Meeting of Shareholders or the Board Secretary in order to be maintained in the Bank's records unless otherwise required by any other regulator to which the Bank is subject, as applicable. The result of the elections shall be recorded in the official minutes of the General Meeting of Shareholders.

Article (31)

Once vote counting is over, the External Auditor shall announce the candidates who secure the highest number of votes as winners of the seats of Non Independent members. The names and number of votes obtained by the other candidates must also be announced. The Bank shall disclose to QFMA, QSE, Qatar Central Bank, and the Ministry of Commerce and Industry the results of the General Assembly meeting called to elect a new Board of Directors immediately after its conclusion, including the voting results, the announcement of the winners, and the list of backup members in order of voting results, including those who received “zero” votes. This shall be included in the minutes of the meeting.

Article (32)

The candidate who secures the highest number of votes after the winning candidates but have not won the membership of the Board will be automatically transferred to the backup seat. In case of any vacancy that may occur during the term of the Board in the seats of Non-Independent members, such candidate on the backup seat shall fill the vacancy. If any obstacle prevents such person from filling the vacancy, the next highest vote earner shall hold the position. The new member shall only complete the term of his predecessor.

Article (33)

It is strictly prohibited for any candidate on the backup seat for Non-Independent members to fill any vacancy that may occur in the seats of Independent members.

Article (34)

In the event where the winner of the Board seat is a legal person, such legal person may dismiss its representative on the Board at any time during the term of the Board and may appoint a replacement provided that such replacement meets the requirements set forth under Chapter III herein and subject to necessary regulatory approvals. Same disclosure requirements herein shall apply to the appointment of a replacement who must be reported to the earliest General Meeting of Shareholders for information. In no case whatsoever the dismissal of a representative Board member by the legal person holding the Board seat shall be considered a vacancy in such seat.

Chapter VI

Election Process of Independent Members

Article (35)

The Board of Directors shall present the list and resumes of all approved Eligible Candidates for the seats of Independent members to the General Meeting of Shareholders and shall discuss the background and qualifications of each approved Eligible Candidate separately. The Board shall then recommend three candidates with justification of its recommendations to the General Meeting of Shareholders based on the report of the Committee referred to under Article 18 herein.

Article (36)

Pursuant to clause 1/6 of the Eighth Principle of QCB Circular No. 25 of 2022, the selection of Board members must be via election by secret ballot. Voting must be for each seat separately by the category/discipline determined by the Board of Directors in the announcement of opening of the nomination cycle in an ordinary General Meeting of Shareholders in the presence of External Auditors of the Bank and the representatives of the Bank's regulators if such a regulator decides to delegate an observer to the General Meeting.

Article (37)

Once vote counting is over, the External Auditor shall announce the candidates who secure the highest number of votes as winners of the three seats of Independent members. The names and number of votes obtained by the other candidates must also be announced. The Bank shall disclose to QFMA, QSE, Qatar Central Bank, and the Ministry of Commerce and Industry the results of the General Assembly meeting called to elect a new Board of Directors immediately after its conclusion, including the voting results, the announcement of the winners, and the list of backup members in order of voting results, including those who received "zero" votes. This shall be included in the minutes of the meeting.

Article (38)

The candidate who secures the highest number of votes after the winning candidates but have not won the membership of the Board will be automatically transferred to the backup seat. In case of any vacancy that may occur during the term of the Board in the seats of Independent members, such candidate on the backup seat shall fill the vacancy. If any obstacle prevents such person from filling the vacancy, the next highest vote earner within his/her category discipline shall hold the position. The new member shall only complete the term of his predecessor.

Article (39)

It is strictly prohibited for any candidate on the backup seat for Independent members to fill any vacancy that may occur in the seats of Non-Independent members.

Article (40)

Where there are no other provisions under this Chapter VI, the provisions under Chapter V herein shall apply.

Chapter VII

Post Board Election

Article (41)

Except for Independent members and representatives of government bodies, the winners of seats of Non-Independent members on the Board of ARB shall block nine million qualification shares of their respective stake in the share capital of the Bank at Qatar Central Securities Depository (QCSD) within sixty days after the election date. Failure to do so, their directorship shall be void.

Article (42)

The Bank shall follow measures set up by QCSD concerning blocking the qualification shares of directors of joint-stock companies. The shares shall remain blocked at the QCSD records and shall not be saleable or subject to any mortgage or lien until the end of the directorship term and the approval of the financial statements of the last fiscal year during which the member assumed his/her duties.

Article (43)

All winning Board members, whether Independent or Non-Independent, must make all such disclosures and present all such reports, papers, documents or certificates to the Bank as required under the applicable laws, regulations and the Bank's policies.

Article (44)

The Board of Directors shall hold its first meeting with its new composition to elect the Chairman and Vice Chairman of the Board in accordance with the Bank's Articles of Association, appoint the Board Secretary, and form its committees. The status of each member shall be determined after the committees are formed (executive/non-executive/independent/non-independent), taking into account the formation percentages) provided that the first meeting shall be held after the legal person that won the Board seat in the elections has appointed its representative on the Board and has fulfilled the membership requirements stipulated in the Articles of Association and relevant laws. The Bank shall disclose to the Qatar Central Bank, the QFMA and QSE the names of the committee members immediately upon their approval and in the event of any change to them.

Article (45)

The bank shall update the commercial register immediately upon the formation of the new board, in accordance with the procedures followed by the Ministry of Commerce and Industry, and provide an updated copy of it to QFMA and the Qatar Central Bank. The Bank shall also update its systems and the Qatar Central Bank's Portal with all data and information required for Board members. Information about Board members, its committees, and senior executive management must be disclosed on the Bank's website.

Article (46)

The Corporate Governance, Nominations and Remuneration Committee of the Board shall conduct annual assessment of the independency of independent members throughout the term of the Board in accordance with the rules and regulations of QCB and other regulatory bodies. In the event where the assessment shows factors that adversely impact the independency of an independent member, the Board of Directors must serve a warning on the concerned independent member to take necessary remedial actions within 30 days. Failure to do so, the Board of Directors shall be entitled to dismiss such independent member, appoint a replacement from the backup pool of independent members and make the necessary disclosures in this regard. In case a Board member (whether Independent or Non Independent) becomes ineligible in accordance with the terms and conditions set forth herein, fails to meet his/her obligations, or becomes conflicted in such a manner that affects its independency, the Board of Directors must take the necessary legal action including discharge such member from his/her duties as a director and nominate a replacement in accordance with the process set forth herein subject to applicable regulatory and shareholders approvals.

Article (47)

If nobody exists to occupy a vacancy in the seat of Independent or Non Independent members, the Article (27) of the Bank's Articles of Association shall apply subject to the provisions of the relevant laws, specifically the relevant instructions of the Qatar Central Bank and the guidelines for Nominating Board Members of Listed Companies Listed set forth under QFMA Corporate Governance Code issued by QFMA Board Resolution No. (5) of 2025. *(to check provisions of Article (27) of the Bank's Articles of Association, please refer to Appendix 13 herein).*

Article (48)

The General Meeting of Shareholders may dismiss any of the Board Members pursuant to the law and to the provisions of the Bank's Articles of Association, in particular Article (54) thereof *(to check provisions of Article (54) of the Bank's Articles of Association, please refer to Appendix 13 herein).*

Article (49)

The Banks shall provide an induction program to existing members and new joiners to the Board to ensure their proper understanding of the Bank's business and activities and that they are fully aware of their role and responsibilities as Board members.

Article (50)

Appendices specified under Chapter IX herein shall form an integral and complementing part of the Policy.

Chapter VIII **Objection Process**

Article (51)

Unless a candidate is rejected by any of the Bank's regulators, a candidate whose application has been rejected has the right to submit a complaint to the bank within a maximum of two days from the date of notification of the decision to reject his application. Any complaint submitted after that date will not be considered. The complaint must be submitted by sending an official letter by registered mail with acknowledgment of receipt to the bank's official address, P.O. Box 28888, Doha, Qatar, to the attention of the Chairperson of the Corporate Governance, Nominations and Remuneration Committee or the Chairman of the Board of Directors. The complaint must be considered and responded to within a maximum of two days. If complaint is decided positively, the list of accepted candidates will be updated immediately, provided that this is done at least two days before the general assembly meeting and that the candidate is approved by Qatar Central Bank and QFMA. If the complaint is decided negatively and the complainant rejects the bank's decision, he has the right to submit the complaint to the regulators to which the bank is subject, in accordance with the complaints procedures and rules issued by those regulatory authorities. In any case, the nomination process does not stop due to the filing of a complaint.

Chapter IX Appendices

- Appendix (1)- Required Supporting Documents
- Appendix (2) – Application Form for Natural Persons
- Appendix (3)- Application Form for Legal Persons
- Appendix (4)- Application Form for Appointed Directors Representing Government Entities
- Appendix (5)- Undertakings and Declarations Form
- Appendix (6)- Fit and Proper Questionnaire for Natural Persons
- Appendix (7)- Fit and Proper Questionnaire for Legal Persons
- Appendix (8) - Candidates for Independent Member Seat Questionnaire
- Appendix (9) – QCB Forms and Questionnaires for Candidates to Non-Independent Member seat
- Appendix (10)- QCB Forms and Questionnaires for Candidates to Independent Member seat
- Appendix (11)- Beneficial Owner Questionnaire for Legal Persons
- Appendix (12)- Form of Confirmation Receipt of Board Nomination Application
- Appendix (13) – Legal References

Appendix (1)
Supporting Documents to be submitted with applications for Board nominations

I – For Natural Person Candidates (Individuals)

1. Completed and signed Application Form for Natural Persons shown under Appendix (2)
2. Completed and signed Undertakings and Declarations Form shown under Appendix (5)
3. Completed and signed Fit and Proper Questionnaire for Natural Persons shown under Appendix (6)
4. Completed and signed QCB forms under Appendix (9) for candidates to Non-Independent member seats or under Appendix (10) for candidates to Independent member seat
5. Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing that the candidate owns no less than 9 million shares in ARB
6. Curriculum Vitae of the candidate showing, as minimum requirement, the education qualifications, professional experiences and positions or directorships currently or previously held
7. Copies of academic/education and professional certificates
8. Copy of valid ID
9. Copy of valid passport
10. Valid Police Clearance Certificate issued by competent authorities clearly stating that it is for “Board membership” purposes
11. Credit Bureau Report dated of no more than one month or an official written and irrevocable mandate to the Bank to request such reports from Credit Bureau on behalf of the candidate

Additional documents requested from candidates to independent seats:

In addition to the above requirements, the below are also required from a candidate for an Independent Board member’s seat:

1. complete and sign the questionnaire shown under Appendix (8)
2. Share statement in ARB issued by QCSD for the candidate and his/her relatives up to 1st degree (parents, spouse, children) or a certificate from QCSD stating that no shares are owned in ARB by the candidate and his/her relatives up to 1st degree (dated no later than one month)
3. Share statement in ARB issued by QCSD for the companies owned by the candidate or his/her relatives up to 1st degree (parents, spouse, children) or a certificate from QCSD stating that no shares are owned in ARB by the companies of the candidate and his/her relatives up to 1st degree (dated no later than one month)
4. Copies of IDs and passports of the candidate and his/her relatives up to 1st degree (parents, spouse, children)
5. Copies of commercial registers of the companies owned by candidate or his/her relatives up to 1st degree (parents, spouse, children), if applicable

II- For Legal Person Candidates (Corporate bodies)

1. Completed, signed and stamped Application Form for Legal Persons shown under Appendix (3)
2. Nomination letter of the natural person that will represent the legal person on the Board, signed by an authorized signatory and affixed with the legal person’s stamp
3. Undertakings and Declarations Form shown under Appendix (5) completed and signed by the natural person representative
4. Fit and Proper Questionnaire for Natural Persons shown under Appendix (6) completed and signed by the natural person representative
5. Fit and Proper Questionnaire for Legal Persons shown under Appendix (7) completed and signed by an authorized signatory of the legal person
6. Completed and signed QCB forms under Appendix (9) for candidates to non-independent member seats or under Appendix (10) for candidates to independent member seat
7. Beneficial Owner Questionnaire shown under Appendix (11), completed and signed by an authorized signatory of the legal person
8. copies of valid Commercial Register, Memorandum of Incorporation and Articles of Association of the legal person
9. copy of the valid Computer Card
10. The organization chart of the legal person showing its ownership structure, branches, subsidiaries and affiliates
11. copies of the audited financial statements of the legal person for the last three years
12. clearance/no objection letter from the concerned regulatory body supervising/regulating the legal person, if any
13. Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing that the legal person owns no less than 9 million shares in ARB
14. Credit Bureau Report dated of no more than one month for both the legal person and the natural person that will represent it on the Board seat or an official written and irrevocable mandate to the Bank to request such reports from Credit Bureau on behalf of the legal person and its natural person representative
15. Curriculum Vitae of the natural person that will represent the legal person on the Board seat showing, as minimum requirement, the education qualifications, professional experiences and positions or directorships currently or previously held
16. copies of academic/education and professional certificates of the natural person that will represent the legal person on the Board seat
17. copy of valid ID of the natural person that will represent the legal person on the Board seat
18. copy of valid passport of the natural person that will represent the legal person on the Board seat
19. Valid Police Clearance Certificate for the natural person that will represent the legal person on the Board seat issued by competent authorities clearly stating that it is for “Board membership” purposes

III- For Representative Directors appointed by Government

1. Nomination letter by the government entity signed by an authorized signatory of such entity and stamped by its stamp or printed on



the entity's head letter

2. Appointment Form shown under Appendix (4) completed and signed by the natural person representative
3. Undertakings and Declarations Form shown under Appendix (5) completed and signed by the natural person representative
4. Fit and Proper Questionnaire for Natural Persons shown under Appendix (6) completed and signed by the natural person representative
5. QCB forms under Appendix (9) for candidates to non-independent member seats, completed and signed by the natural person representative
6. Beneficial Owner Questionnaire shown under Appendix (11), completed and signed by the natural person representative
7. Credit Bureau Report dated of no more than one month for the natural person representative or an official written and irrevocable mandate to the Bank to request such reports from Credit Bureau on his/her behalf
8. Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing that the stake of relevant government entity in ARB
9. Curriculum Vitae of the natural person representative showing, as minimum requirement, the education qualifications, professional experiences and positions or directorships currently or previously held
10. copies of academic/education and professional certificates of the natural person representative
11. copy of valid ID of the natural person representative
12. copy of valid passport of the natural person representative
13. Valid Police Clearance Certificate for the natural person representative issued by competent authorities clearly stating that it is for "Board membership" purposes or an undertaking to provide such certificate by no later than one day prior to the elections

Appendix (2)

Application Form for Nomination to the Board of AlRayan Bank for the three-year term (2026-2027-2028) (For Natural Persons)

Name of Listed Company: AlRayan Bank QPSC

Number of seats open for elections: 7 seats (3 for Independent and 4 for Non-independent)

Messrs./ Al Rayan Bank QPSC (listed on Qatar Stock Exchange),

Kindly accept my nomination application for membership of the Board of Directors for the new term (2026-2027-2028) for the seat determined under section "A" below. I hereby acknowledge that I meet all conditions and requirements for membership on the Board of Directors as announced and published on the Bank's website. Below are my personal details and enclosed my up-to-date CV and all required papers, documents and certificates.

A- Candidate's Capacity

Please determine the category of the seat you wish to nominate yourself to, by marking (x) in the appropriate box:

**(kindly refer to Appendix (13) of the Board Nomination and Election Policy available on the Bank's website www.alrayan.com to check the definition of an independent director and to assist you in determining the correct category)*

- ☐ candidate for Independent Board member seat*, expert in the field of.....
- ☐ candidate for Non-Independent Board member seat (shareholder)
- ☐ candidate for Non-Independent Board member seat (staff representative)

B- Candidate's Personal details

Full Name	
Nationality	
Other nationality (if any)	
ID No.	
Passport No.	
Date and place of Birth	
Permanent residence address	
Current residence address (if different than permanent address)	
Mobile or Fixed Line	
Fax No (if any)	
Official email address	
Shares owned in AlRayan Bank (directly in your personal capacity or indirectly through your own companies or your relatives up to 1 st degree and their companies (parents, spouse, children)	

C- Candidate's Education and Experience

Academic qualifications:
(kindly mention the academic qualification, specialization, institution issuing the qualification and year of obtaining the qualification)

Current Work Experience (kindly mention the current job title, period occupying the job, name, address and nature of activity of the organization/entity)																																																							
Main Previous Work Experience (kindly mention the job title occupied, period occupying the job (from/to), main job duties, name, address and nature of activity of the organization/entity)																																																							
Board Memberships previously and currently held	<table border="1"> <thead> <tr> <th data-bbox="560 645 639 831">SN.</th> <th data-bbox="639 645 799 831">Entity name</th> <th data-bbox="799 645 959 831">Position (chairman, Vice chairman, board member, advisor...)</th> <th data-bbox="959 645 1262 831">Membership capacity (Independent/non-independent/executive/non-executive)</th> <th data-bbox="1262 645 1442 831">Membership Term From (DD/MM/YYYY) To (DD/MM/YYYY)</th> </tr> </thead> <tbody> <tr><td>1.</td><td></td><td></td><td></td><td></td></tr> <tr><td>2.</td><td></td><td></td><td></td><td></td></tr> <tr><td>3.</td><td></td><td></td><td></td><td></td></tr> <tr><td>4.</td><td></td><td></td><td></td><td></td></tr> <tr><td>5.</td><td></td><td></td><td></td><td></td></tr> <tr><td>6.</td><td></td><td></td><td></td><td></td></tr> <tr><td>7.</td><td></td><td></td><td></td><td></td></tr> <tr><td>8.</td><td></td><td></td><td></td><td></td></tr> <tr><td>9.</td><td></td><td></td><td></td><td></td></tr> </tbody> </table>					SN.	Entity name	Position (chairman, Vice chairman, board member, advisor...)	Membership capacity (Independent/non-independent/executive/non-executive)	Membership Term From (DD/MM/YYYY) To (DD/MM/YYYY)	1.					2.					3.					4.					5.					6.					7.					8.					9.				
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D- List of Required Documents Presented with this application *(kindly mark (x) in the box corresponding to each document presented)*

Document	Notes
☐ Application Form for Natural Persons shown under Appendix (2), completed and signed by the candidate	
☐ Undertakings and Declarations Form shown under Appendix (5), completed and signed by the candidate	
☐ Fit and Proper Questionnaire for Natural Persons shown under Appendix (6), completed and signed by the candidate	
☐ QCB forms under Appendix (9) for candidates to Non-Independent member seats or under Appendix (10) for candidates to Independent member seat, completed and signed by the candidate	
☐ Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing that the candidate owns no less than 9 million shares in ARB	
☐ Up-to-date Curriculum Vitae of the candidate	
☐ Copies of academic/education and professional certificates	
☐ Copy of valid ID	
☐ Copy of valid passport	
☐ Valid Police Clearance Certificate issued by competent authorities clearly stating that it is for "Board membership" purposes	
☐ Credit Bureau Report dated of no more than one month	
Additional documents requested from candidates to independent seats ONLY:	
☐ Questionnaire shown under Appendix (8), completed and signed by the candidate	
☐ Share statement in ARB issued by QCSD for the candidate and his/her relatives up to 1st degree (parents, spouse, children) or a certificate from QCSD stating that no shares are owned in ARB by the candidate and his/her relatives up to 1st degree (dated no later than one month)	
☐ Share statement in ARB issued by QCSD for the companies owned by the candidate or his/her relatives up to 1st degree (parents, spouse, children) or a certificate from QCSD stating that no shares are owned in ARB by the companies of the candidate and his/her relatives up to 1st degree (dated no later than one month)	
☐ Copies of IDs and passports of the candidate and his/her relatives up to 1st degree (parents, spouse, children)	
☐ Copies of commercial registers of the companies owned by candidate or his/her relatives up to 1st degree (parents, spouse, children), if applicable	

E- Acknowledgement and Undertaking

I the undersigned hereby acknowledge and undertake, on my own responsibility, that all data, information and documents contained herein with this application are true and complete, and that I shall notify AlRayan Bank of any changes to any such data, information or documents included in this application.

Candidate's full name:

Candidate's Signature:

Date:

Appendix (3)

Application Form for Nomination to the Board of AlRayan Bank for the three-year term (2026-2027-2028) (For Legal Persons)

Name of Listed Company: AlRayan Bank QPSC

Number of seats open for elections: 7 seats (3 for Independent and 4 for Non-independent)

Messrs./ Al Rayan Bank QPSC (listed on Qatar Stock Exchange),

Kindly accept the nomination application of our company mentioned under section "B" below for membership of the Board of Directors for the new term (2026-2027-2028) for the seat determined under section "A" below. I hereby acknowledge that our company meets all conditions and requirements for membership on the Board of Directors as announced and published on the Bank's website. Also, kindly accept the nomination of our natural person representative mentioned under section "D" below provided that he/she shall undertake all the functions and tasks of a Board member and shall bear the related responsibilities. Below are our company's details and enclosed all required papers and documents as well as the personal details of our individual representative and enclosed his/her up-to-date CV and all required papers, documents and certificates.

A- Candidate's Capacity

Please determine the category of the seat your company wish to nominate to, by marking (x) in the appropriate box:

*(kindly refer to Appendix (13) of the Board Nomination and Election Policy available on the Bank's website www.alrayan.com to check the terms and conditions)

- ☐ candidate for Non-Independent Board member seat (shareholder)
☐ candidate for Non-Independent Board member seat (staff representative)

B- Details of Nominated Company/Legal Person

Company Name	
Company's Chairman or CEO Name	
Name of partners/owners/shareholders in the company and their stakes	
Name of company's authorized signatories	
Company's Nationality	
Commercial Registration No.	
Commercial Registration Expiry Date	
Company Headquarters/registered address	
P.O. BOX	
Company branches (if any)	
Shares owned in AlRayan Bank (directly under company name or indirectly through the company's subsidiaries or affiliates or otherwise)	
Telephone No.	
Fax No. (if any)	
Company official email address	
Company Website (if any)	

C- Board Memberships Previously and Currently Held by the Nominated Company/Legal Person

SN.	Entity name	Membership capacity (Independent/non-independent/executive/non-executive)	Membership Term From (DD/MM/YYYY) To (DD/MM/YYYY)
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D- Personal Details of Natural Person Nominated to Represent Company/Legal Entity on Board

Full Name	
Nationality	
Other nationality (if any)	
ID No.	
Passport No.	
Date and place of Birth	
Permanent residence address	
Current residence address (if different than permanent address)	
Mobile or Fixed Line	
Fax No (if any)	
Official email address	
Shares owned in AlRayan Bank (directly in your personal capacity or indirectly through your own companies or your relatives up to 1 st degree and their companies (parents, spouse, children))	

E- Candidate's Education and Experience

Academic qualifications: (kindly mention the academic qualification, specialization, institution issuing the qualification and year of obtaining the qualification)	
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Current Work Experience <i>(kindly mention the current job title, period occupying the job, name, address and nature of activity of the organization/entity)</i>																																																			
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F- List of Required Documents Presented with this application (kindly mark (x) in the box corresponding to each document presented)

Document	Notes
☐ Application Form for Legal Persons shown under Appendix (3), completed and signed by both the authorized signatory of the company/legal person and his nominated natural person representative, and affixed with the company's stamp	
☐ Nomination letter of the natural person that will represent the company/legal person in the Board seat, signed by the authorized signatory of the company/legal person and affixed with the company's stamp	
☐ Undertakings and Declarations Form shown under Appendix (5), completed and signed by the nominated natural person representative	
☐ Fit and Proper Questionnaire for Natural Persons shown under Appendix (6), completed and signed by the nominated natural person representative	
☐ Fit and Proper Questionnaire for Legal Persons shown under Appendix (7), completed and signed by the authorized signatory of the company/legal person and affixed with the company's stamp	
☐ QCB forms under Appendix (9) for candidates to Non-Independent member seats or under Appendix (10) for candidates to Independent member seat	
☐ Beneficial Owner Questionnaire shown under Appendix (11), completed and signed by the authorized signatory of the company/legal person and affixed with the company's stamp	
☐ Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing that the legal person/company owns no less than 9 million shares in ARB	
☐ copies of valid Commercial Register, Memorandum of Incorporation and Articles of Association of the legal person	
☐ copy of the valid Computer Card	
☐ The organization chart of the legal person showing its ownership structure, branches, subsidiaries and affiliates	
☐ copies of the audited financial statements of the legal person for the last three years	
☐ clearance/no objection letter from the concerned regulatory body supervising/regulating the legal person, if any	
☐ Credit Bureau Report dated of no more than one month for both the legal person and the natural person that will represent it on the Board seat dated no more than one month	
☐ Up-to-date Curriculum Vitae of the nominated natural person representative	
☐ Copies of academic/education and professional certificates of the nominated natural person representative	
☐ Copy of valid ID of the nominated natural person representative	
☐ Copy of valid passport of the nominated natural person representative	
☐ Valid Police Clearance Certificate issued by competent authorities clearly stating that it is for "Board membership" purposes for the nominated natural person representative	

G- Acknowledgement and Undertaking of the Nominated Natural Person Representative

I the undersigned, in my capacity as the natural person/individual nominated by the legal person/company mentioned under section "B" above to represent it on the Board of AlRayan Bank, hereby acknowledge and undertake, on my own responsibility, that all my own data, information and documents contained herein with this application are true and complete, and that I shall notify AlRayan Bank and legal person/company that has nominated me of any changes to any such data, information or documents included in this application.

Full name of the nominated individual:

Signature:

Date:

H- Acknowledgement and Undertaking of the Legal Person/Company

I the undersigned, in my capacity as the authorized signatory of the legal person/company mentioned under section "B" above, hereby acknowledge and undertake, on my own responsibility, that all data, information and documents contained herein with this application are true and complete, and that I shall notify AlRayan Bank of any changes to any such data, information or documents included in this application. I also undertake, in the event of a vacancy by our individual representative for any reason whatsoever, to appoint a replacement by no later than one month from the date of the vacancy. Otherwise, I hereby acknowledge that our company will lose its seat on the Board. I hereby further undertake to block the required qualification shares in favor of AlRayan Bank immediately upon winning the election and I acknowledge that I have reviewed and agreed to the Declarations and Undertakings Form shown under Appendix (5) as signed by our individual representative mentioned under section "D" herein.

Full name of company's authorized signatory:

Signature:

Company's Stamp:

Date:

Appendix (4)

Application Form for Appointing Representative of Government Entity on the Board of AlRayan Bank for the three-year term (2026-2027-2028)

Name of Listed Company: AlRayan Bank QPSC

Number of seats allocated to the State/Government on the Board as per AOA: 4 seats

Messrs./ Al Rayan Bank QPSC (listed on Qatar Stock Exchange),

Kindly accept my appointment to the non-independent board member seat for the new term (2026-2027-2028) representing the Government entity mentioned under section "A" below in accordance with the appointment letter enclosed hereto and the provisions of AlRayan Bank's Articles of Association ("AOA"). I hereby acknowledge that I meet all conditions and requirements for membership on the Board of Directors as announced and published on the Bank's website. Below are my personal details and enclosed my up-to-date CV and all required papers, documents and certificates including the appointment letter issued by the related government entity.

A- Details of Appointing Government Entity

Name of Government Entity	
Number of shares owned by the Government entity	
Percentage owned in the Bank's capital	
Number of seats allocated as per the shares owned	

B- Personal details of Appointed Representative

Full Name	
Nationality	
Other nationality (if any)	
ID No.	
Passport No.	
Date and place of Birth	
Permanent residence address	
Current residence address (if different than permanent address)	
Mobile or Fixed Line	
Fax No (if any)	
Official email address	
Shares owned in AlRayan Bank (directly in your personal capacity or indirectly through your own companies or your relatives up to 1 st degree and their companies (parents, spouse, children)	

C- Education and Experience of Appointed Representative

Academic qualifications: (kindly mention the academic qualification, specialization, institution issuing the qualification and year of obtaining the qualification)	
--	--

Current Work Experience <i>(kindly mention the current job title, period occupying the job, name, address and nature of activity of the organization/entity)</i>																																																			
Main Previous Work Experience <i>(kindly mention the job title occupied, period occupying the job (from/to), main job duties, name, address and nature of activity of the organization/entity)</i>																																																			
Board Memberships previously and currently held	<table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 5%;">SN.</th> <th style="width: 15%;">Entity name</th> <th style="width: 20%;">Position <i>(chairman, Vice chairman, board member, advisor...)</i></th> <th style="width: 30%;">Membership capacity <i>(Independent/non-independent/executive/non-executive)</i></th> <th style="width: 30%;">Membership Term From <i>(DD/MM/YYYY)</i> To <i>(DD/MM/YYYY)</i></th> </tr> </thead> <tbody> <tr><td>1.</td><td></td><td></td><td></td><td></td></tr> <tr><td>2.</td><td></td><td></td><td></td><td></td></tr> <tr><td>3.</td><td></td><td></td><td></td><td></td></tr> <tr><td>4.</td><td></td><td></td><td></td><td></td></tr> <tr><td>5.</td><td></td><td></td><td></td><td></td></tr> <tr><td>6.</td><td></td><td></td><td></td><td></td></tr> <tr><td>7.</td><td></td><td></td><td></td><td></td></tr> <tr><td>8.</td><td></td><td></td><td></td><td></td></tr> <tr><td>9.</td><td></td><td></td><td></td><td></td></tr> </tbody> </table>	SN.	Entity name	Position <i>(chairman, Vice chairman, board member, advisor...)</i>	Membership capacity <i>(Independent/non-independent/executive/non-executive)</i>	Membership Term From <i>(DD/MM/YYYY)</i> To <i>(DD/MM/YYYY)</i>	1.					2.					3.					4.					5.					6.					7.					8.					9.				
SN.	Entity name	Position <i>(chairman, Vice chairman, board member, advisor...)</i>	Membership capacity <i>(Independent/non-independent/executive/non-executive)</i>	Membership Term From <i>(DD/MM/YYYY)</i> To <i>(DD/MM/YYYY)</i>																																															
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D- List of Required Documents Presented with this application (kindly mark (x) in the box corresponding to each document presented)

Document	Notes
☐ Nomination letter by the government entity signed by an authorized signatory of such entity and stamped by its stamp or printed on the entity's head letter	
☐ Appointment Form shown under Appendix (4), completed and signed by the appointed representative	
☐ Undertakings and Declarations Form shown under Appendix (5), completed and signed by the appointed representative	
☐ Fit and Proper Questionnaire for Natural Persons shown under Appendix (6), completed and signed by the appointed representative	
☐ QCB forms under Appendix (9), completed and signed by the appointed representative	
☐ Beneficial Owner Questionnaire shown under Appendix (11), completed and signed by the appointed representative	
☐ Latest statement of shares in ARB issued by QCSD (dated no later than one month) showing the shares and capital % owned by the related government entity in ARB	
☐ Credit Bureau Report for appointed representative dated of no more than one month	
☐ Valid Police Clearance Certificate for the appointed representative issued by competent authorities clearly stating that it is for "Board membership" purposes	
☐ Up-to-date Curriculum Vitae of appointed representative	
☐ Copies of academic/education and professional certificates of appointed representative	
☐ Copy of valid ID of appointed representative	
☐ Copy of valid passport of appointed representative	

E- Acknowledgement and Undertaking

I the undersigned, in my capacity as the natural person appointed by the Government entity mentioned under section "A" above to represent it on the Board of AlRayan Bank, hereby acknowledge and undertake, on my own responsibility, that all data, information and documents contained herein with this application are true and complete, and that I shall notify AlRayan Bank of any changes to any such data, information or documents included in this application.

Full Name of Appointed Representative:

Signature:

Date:

Appendix (5)
Declarations and Undertakings Form
(for Natural Person Candidates/ Individual Representatives of Legal Person Candidates)

Please place a mark (✓) in the boxes ☐ below, as applicable.

Messrs./ Al Rayan Bank QPSC,

I, the undersigned, declare that I have full legal capacity and undertake to do the following:

1-General undertakings and declarations for all candidates, whether independent or non-independent <i>(a mark (✓) must be placed in the ☐ box for all candidates, whether independent or non-independent)</i>	
☐	I acknowledge that my candidacy for membership in the Board of Directors of Al Rayan Bank Q.P.S.C. ("the Bank") does not violate any law and does not and will not result in any combination of positions prohibited by law, in particular, the provisions of Article (98) of Commercial Companies Law No. (11) of 2015, amended by Law No. (8) of 2021, the first paragraph of the provisions of the second principle of the Qatar Central Bank's instructions regarding the governance of banks issued by Circular No. (25) of 2022 and the provisions of Article (5) of the Corporate Governance Code for Companies and Legal Entities Listed in the Main Market issued by Resolution No. (5) of 2025 of the Board of Directors of the Qatar Financial Markets Authority. I hereby undertake to maintain full compliance with these requirements throughout my membership on the Bank's Board of Directors.
☐	I acknowledge that I have reviewed the provisions of Article (97) of the Qatari Commercial Companies Law and the provisions of the Corporate Governance Code for Companies and Legal Entities Listed in the Main Market issued by Resolution No. (5) of 2025 of the Board of Directors of the Qatar Financial Markets Authority. I declare that I have never been sentenced to a criminal penalty or a crime that violates honor or trust or any of the crimes referred to in Article (40) of Law No. (8) of 2012 regarding the Qatar Financial Markets Authority and Articles (334) and (335) of Law No. (11) of 2015 issuing the Qatari Commercial Companies Law amended by Law No. (8) of 2021. I acknowledge that I am not prohibited from practicing any work in the entities subject to the supervision of the Qatar Financial Markets Authority pursuant to Article (35 Paragraph 12) of Law No. (8) of 2012 referred to. I have not been sentenced to prison in any country for committing a crime that violates honor or trust, and I have not been a major shareholder, member of the board of directors, or director of any company whose license has been revoked or liquidated by a court ruling. I have never declared bankruptcy, stopped paying my debts, or made a settlement to reschedule my debts. I acknowledge that the company for which I am running (if the candidate represents a legal entity) has never been a member of the board of directors of any company whose license was revoked or liquidated, nor has it ever stopped paying its debts or entered into a settlement with creditors to reschedule its debts, nor has a judgment been issued against it for practicing an activity without a license.
☐	I undertake to submit a valid Police Certificate issued by the competent official authority, specifically issued to Al Rayan Bank for the purpose of "nominating for membership in the Board of Directors", when submitting nomination papers for the elections or at least one day before the Board elections. I acknowledge my understanding that if this certificate is not submitted one day before the Board elections, my candidacy will be automatically withdrawn and I will not be allowed to run in the elections in accordance with the provisions of the Corporate Governance Code issued by the Board of Qatar Financial Markets Authority under Resolution No. 5 of 2025, without any objection from me or holding the bank responsible for that. I acknowledge, in this case, that I have no right to file any complaint or grievance as a result of the withdrawal of my nomination due to failure to submit the certificate.
☐	I undertake to commit myself, in exercising my powers and performing my duties, to act honestly and faithfully, taking into account the interests of the Bank and its shareholders, and to make the best possible effort under any circumstances.
☐	I undertake to abide by any laws, instructions, circulars, regulations, rules, legislation, or similar international practices and principles issued by any supervisory, regulatory, official, or other authority to which the Bank or any company within its group is subject, whether inside or outside the State of Qatar including, but not limited to, the laws and instructions of the Qatar Central Bank and the Qatar Central Bank Law on the Regulation of Financial Institutions issued by Law No. (13) of 2012 and any amendments that may be made thereto, the Law No. (20) of 2019 regarding combating money laundering and terrorist financing and any amendments that may be made thereto, and the laws and instructions of the Qatar Financial Markets Authority, the Ministry of Commerce and Industry, the Qatar Stock Exchange, the Qatar Central Securities Depository, and any other regulatory, official, or governmental body. I also undertake to abide by the decisions of the Bank's General Assembly, the provisions of its Articles of Association, its Memorandum of Incorporation, and its applicable policies and internal regulations.
☐	I undertake to cooperate with any regulatory, supervisory, or other authority to which the Bank or any company within its group is subject and to encourage the establishment of the best relations and full coordination with them.
☐	I undertake to make all required disclosures, whether on my own initiative or immediately upon request by the Bank, including but not limited to disclosure of financial and commercial relationships and lawsuits that may adversely affect the performance of the duties and functions assigned to me as a member of the Board of Directors.

☐	I undertake to deliver to the Bank, upon request and without any delay, any documents, papers, certificates, information, data or otherwise required by virtue of my membership in the Board of Directors. In the event that I am a representative of any company or legal person on the Board of Directors, I undertake, in addition to delivering any of the above that may concern me personally, to request the party I represent to deliver to the Bank, immediately upon request and without any delay, any documents, papers, certificates, information, data, or otherwise that are required by virtue of its membership on the Board of Directors.
☐	I undertake to be accurate and transparent in providing any information or data to the bank or the relevant authorities, and I undertake to provide complete and correct data and disclosures, and I bear legal responsibility for their inaccuracy. I also undertake to notify the bank or the relevant authorities of any subsequent change thereto.
☐	I acknowledge that I have read and understood the legal articles and texts contained in Appendix No. (13) of the Board Nomination and Election Policy, and I hereby undertake to abide by them. I also acknowledge that these materials are the minimum requirements and that Appendix No. (13) is not comprehensive and may not be interpreted as comprehensive or as covering all applicable laws, regulations or instructions that I must be aware of and knowledgeable about and bear full responsibility for reviewing the entire system of relevant laws and legislation.
☐	I hereby undertake, in the event of winning membership in the Board of Directors, not to give, reveal, or disclose any information, data, documents, or papers to any party whatsoever about the Bank, its strategies, its business, or any information related to the Bank that reaches me by virtue of my membership in the Bank's Board of Directors. I also undertake not to give, reveal or disclose any information, data, documents or papers to any party whatsoever about the bank's clients, their accounts, deposits, trusts, assets, safes or any transactions or affairs related to them, except in cases authorized by law. This undertaking remains in full force and effect even after my membership on the Bank's Board of Directors ends;
☐	I undertake to deliver to the bank any reports requested from the Qatar Credit Bureau concerning me and my credit group or the entity I am nominated to represent and its credit group. In the event that I fail to do so, I hereby irrevocably authorize Al Rayan Bank Q.P.S.C. to issue reports from the Qatar Credit Bureau on my behalf and on behalf of the entity I am nominated to represent on the Board of Directors and our credit groups.
☐	I undertake to devote sufficient time to the Bank and the work and duties of the Board of Directors, to attend meetings of the Board of Directors and its committees regularly, and not to be absent except with an excuse acceptable to the Board. I acknowledge that the absence of a Board member - in one year - from attending three consecutive meetings or four non-consecutive meetings without providing any serious excuse accepted by the Board will invalidate my membership in the Board in accordance with the provisions of the law and the provisions of Article (28) of the Bank's Articles of Association. I also hereby acknowledge that I am aware of the general affairs of Al Rayan Bank through my follow-up of the Bank's news and that I am familiar with the basic matters of the banking sector in general.
2- Additional undertaking for candidates for a non-independent member seat ONLY <i>(a check mark (v) must be placed in the ☐ box next to this undertaking only if you are a candidate for a non-independent member seat and are not a representative of a government entity or the bank's employees)</i>	
☐	I hereby undertake, in the event of winning membership in the Board of Directors, to block (9) million shares of the shares that I own in Al Rayan Bank or to request the company that I represent in the Board of Directors seat to block (9) million shares of the shares that it owns in Al Rayan Bank, as shares to guarantee my membership within a maximum period of 60 days from the date of my election or upon the bank's request to me to do so, whichever is sooner, and not to release, trade, pledge or freeze such qualification shares until the end of my membership term and the approval of the financial statements of the last fiscal year in which I performed my duties as a member of the Board of Directors. I hereby acknowledge that if I fail to do so, my Board membership will be invalidated. In this case, the Bank may choose an appropriate replacement from the backup list of Board members or take any other available measures in accordance with the applicable law, regulations, the Bank's Articles of Association and the provisions of the Board Nomination and Election Policy, and I will not have the right to object to any decision in this regard thereafter.
3- Additional undertaking for candidates for an independent member seat ONLY <i>(a check mark (v) must be placed in the ☐ box next to this undertaking only if you are a candidate for independent member seat)</i>	
☐	I undertake, as a candidate for an independent member seat, to maintain the independence status on the basis of which I was selected as an independent board member and to abide by all requirements and conditions that make and keep me an independent member throughout my membership on the board of directors. I also undertake to immediately and periodically disclose to the Bank, whether on my own initiative or upon the Bank's request, any information, data, or otherwise required by virtue of my joining the Board of Directors as an independent member.

Full Name of Candidate/Nominated Individual of Legal Person:

Signature:

Date:

Appendix (6)
Fit and Proper Questionnaire
For Nomination to Membership in Board of Directors of AlRayan Bank
For the term (2026-2027-2028)
(for Natural Persons or Nominated Representative of Legal Persons)

Please answer the questions below by marking (x) in the appropriate box ☐ as applicable. If yes, please provide reasons in detail.

1. Have you ever been convicted of any felony, crime involving moral turpitude or dishonesty, or one of the crimes referred to in Article (40) of law No. (8) of 2012 regarding the Qatar Financial Markets Authority, and Articles (334) and (335) of law No. (11) of 2015 issuing the Commercial Companies Law, as amended by Law No. (8) of 2021, or have you been prohibited from practicing any work in the entities subject to the QFMA's oversight pursuant to Article (35, paragraph 12) of Law No. (8) of 2012 referenced hereinabove? ☐ No ☐ Yes.....
2. Have you ever been investigated for failing to comply with the law, regulatory requirements, and professional standards during your employment or for obstructing procedures, misleading others, or being dishonest/uncooperative with regulatory authorities? ☐ No ☐ Yes.....
3. Have you ever been investigated for engaging in or contributing to negligent, deceptive, or dishonorable professional practice? ☐ No ☐ Yes.....
4. Have you ever been penalized by a professional or regulatory body for violating the rules of integrity, credibility, and professional conduct? ☐ No ☐ Yes.....
5. Have you ever been suspended, dismissed, asked to resign, or banned from practicing any profession, activity, or work? ☐ No ☐ Yes.....
6. Has any institution you managed or held a key position therein ever suffered financial losses, been liquidated, declared bankrupt, had its license revoked, or been liquidated by a court order? ☐ No ☐ Yes.....
7. Have you ever defaulted on any debts owed to the banking or financial sector or any other entities, whether local or foreign? ☐ No ☐ Yes.....
8. Have you ever been declared bankrupt, whether in the State of Qatar or abroad, and have you been rehabilitated? ☐ No ☐ Yes.....
9. Have you ever concluded settlement agreement with your creditors? And have you been committed to implementing it, whether locally or abroad? ☐ No ☐ Yes.....

I hereby acknowledge that the information provided in my answers to the questions is complete and correct and I undertake to notify Al Rayan Bank immediately upon learning of any changes to this information.

Full Name of Candidate/Nominated Individual of Legal Person:

Signature:

Date:

Appendix (7)
Fit and Proper Questionnaire
For Nomination to Membership in Board of Directors of AlRayan Bank
For the term (2026-2027-2028)
(for Legal Person Candidates)

Please answer the questions below by marking (x) in the appropriate box ☐ as applicable. If yes, please provide reasons in detail.

1. Have the beneficial owners of the company ever been convicted of any felony, crime involving moral turpitude or dishonesty, or one of the crimes referred to in Article (40) of law No. (8) of 2012 regarding the Qatar Financial Markets Authority, and Articles (334) and (335) of law No. (11) of 2015 issuing the Commercial Companies Law, as amended by Law No. (8) of 2021, or have they been prohibited from practicing any work in the entities subject to the QFMA's oversight pursuant to Article (35, paragraph 12) of Law No. (8) of 2012 referenced hereinabove? ☐ No ☐ Yes.....
2. Have the company or its beneficial owners ever been investigated for failing to comply with the law, regulatory requirements, and professional standards or for obstructing procedures, misleading others, or being dishonest/uncooperative with regulatory authorities? ☐ No ☐ Yes.....
3. Has the company ever been investigated for engaging in or contributing to negligent, deceptive, or dishonorable professional practice? ☐ No ☐ Yes.....
4. Has the company ever been penalized by a professional or regulatory body for violating the rules of integrity, credibility, and professional conduct? ☐ No ☐ Yes.....
5. Has the company ever been suspended from practicing any commercial activity? ☐ No ☐ Yes.....
6. Has the company or any institution managed by the company or holding key positions therein ever suffered financial losses, been liquidated, declared bankrupt, had its license revoked, or been liquidated by a court order? ☐ No ☐ Yes.....
7. Has the company ever defaulted on any debts owed to the banking or financial sector or any other entities, whether local or foreign? ☐ No ☐ Yes.....
8. Has the company ever been declared bankrupt, whether in the State of Qatar or abroad, and has it been rehabilitated? ☐ No ☐ Yes.....
9. Has the company ever concluded settlement agreement with its creditors? And has it been committed to implementing it, whether locally or abroad? ☐ No ☐ Yes.....

I hereby acknowledge that the information provided in my answers to the questions is complete and correct and I undertake to notify Al Rayan Bank immediately upon learning of any changes to this information.

Full Name of Company/Legal Person Authorized Signatory:

Signature:

Company Stamp:

Date:

Appendix (8)

Questionnaire for Candidates to Independent Board Member

Please complete this questionnaire by marking (x) in the appropriate place and be accurate and transparent in your answers. If you have any comments in your answers, or if you answered "yes" to any of the questions below, please record the details in the "Notes" box.

Description	Yes	No	Notes
1. Do you own, directly or through a first-degree relative (spouse, children, mother, father) any shares in Al Rayan Bank or its group*?			
2. Do you own, through companies owned by you or owned by a first-degree relative (husband/wife, children, mother, father), any shares in Al Rayan Bank or its group*?			
3. Are you or any of your first-degree relatives (husband/wife, children, mother, father) or the companies you own major shareholders in any of Al Rayan Bank's affiliate companies**?			
4. Are you a representative of a legal person that owns 5% or more of the shares of Al Rayan Bank or its group*?			
5. Are you or any of your first-degree relatives (husband/wife, children, mother, father) a member of a group or association of natural persons (individuals) or legal entities (companies) who together exercise control over the bank and its group* (control means that they own more than 51% of the capital of Al Rayan Bank Group)?			
6. Do you or any of your first-degree relatives (husband/wife, children, mother, father) work or have worked for Al Rayan Bank and its Group* during the past five years?			
7. Do you or any of your first-degree relatives (spouse, children, mother, father) and the companies you own have any contractual relationship or direct or indirect interest with Al Rayan Bank and its group*?			
8. Do you or any of your first-degree relatives (spouse, children, mother, father) and the companies you own receive any credit facilities, salary or financial benefit from Al Rayan Bank and its group* (except for the rewards and allowances you receive for your membership in the Board)?			
9. Do you work or contribute to an organization that provides the Bank and its Group* with advisory or professional services, such as external auditing, outsourcing, and other services, whether in your personal capacity or through a first-degree relative (father, mother, husband/wife, children)?			
10. Do you or any of your first-degree relatives (father, mother, husband/wife, children) have any direct or indirect interest through the companies you own in the contracts, projects and engagements that the Bank and its Group* conduct or are a party to?			
11. Do you have any first-degree relatives (spouse, children, mother, father) with any of the current Board of Directors members or members of the Senior Executive Management of Al Rayan Bank?			
12. Are you currently a board member of any company within the Al Rayan Bank Group*?			
13. Do you have a university degree and at least five years of relevant experience in financial or banking fields?			
14. Have you been a member of the Board of Directors of Al Rayan Bank for more than two terms? (If yes, please state the date of your first joining the Board)			
I, the undersigned, declare that all the above information is complete and correct and bear full legal responsibility in the event of its inaccuracy. I also undertake to notify Al Rayan Bank of any change to this information.			
Candidate Name:			
Signature:			
Date:			

*Al Rayan Bank Group includes Al Rayan Bank Q.P.S.C. and its subsidiaries, Al Rayan Bank Limited UK, Al Khaliji Banque France S.A. in France and the UAE, Al Rayan Investment Company in the Qatar Financial Centre, and special purpose entities incorporated in the Cayman Islands, namely Lusail Waterfront Investment Co., MAR Sukuk Limited, AKCB Markets Limited, Lusail Limited, and MAR Finance LTD.

** Al Rayan Bank's affiliated companies are: Sahab Finance Company (Saudi Arabia), National Real Estate Development and Investment Company (Sultanate of Oman), Link Maintenance Services and Facility Management LLC (Qatar), Daman Islamic Insurance Company (Beema) (Qatar), and Dirasat Research and Consulting LLC (Qatar).

Appendix (9) QCB Forms for Non-Independent Candidates

Instructions for completing the forms:

1. The first form below (Appendix No. 60) must be completed and signed by the candidate for a non-independent member seat, whether a natural person/individual or a representative of a company/legal entity
2. The second form below (Appendix No. 61) must be completed and signed only if the candidate for a non-independent member seat is a company/legal entity.
3. The third form below (Appendix No. 64) "Undertaking and Declaration" must be completed and signed by the candidate who is a natural person/individual or a representative of a company/legal entity

Appendix No. (60)
 Personal Questionnaire Form for Individual Board Nominee or Major Shareholder

To Qatar Central Bank (“QCB”)

Bank Name: Al Rayan Bank QPSC

- 1) Name:
- 2) Nationality:
- 3) Current Position:
- 4) Current Address in Qatar:
- 5) Permanent Address:
- 6) Date and Place of Birth:
- 7) Academic Qualifications and Field of Specialization:
- 8) Other Experiences:

Questionnaire		Yes	No
9-	Have you been convicted in any country for any criminal activity involving moral turpitude? (if yes, please mention details)		
10-	Have you been a board member or manager of any company whose license has been cancelled or liquidated by a court order? (if yes, please mention details)		
11-	Have you ever declared your bankruptcy or ceased to pay your debts or have you made any settlements to reschedule your debts? (if yes, please mention details)		
12-	Are there any directions by a person or an entity interfering in your participation in the Bank's board membership? (if yes, please mention details)		
13-	Do the companies included in the answers to items (14 and 15) maintain a management relationship or partnership with the Bank? (if yes, please mention details)		

14- Name the companies in which you were directly or indirectly involved at the management level in the last past five years, mentioning the nature and period of the work relationship:

.....

15- Name the companies in which you or any of your direct family members (spouse, children) are currently owners of more than 5% of the shares or Board members:

.....

I, hereby, declare that the information provided in my answers is complete and accurate and I undertake to notify QCB as soon as I am aware of any change or amendment to this information.

Name:

Signature:

Date:

Bank's Authorized Signature

- Please provide QCB with copies of your identification documents to prove your identity

Appendix No. (61)
Questionnaire Form for Corporate Board Nominee or Major Shareholder

To Qatar Central Bank ("QCB")

Bank Name: Al Rayan Bank QPSC

- 1- Company Name:
- 2- Country of Incorporation:
- 3- Incorporation date:
- 4- Commercial registration number:

Questionnaire	Yes	No
(5) Does the company practice financial services activity?		
(6) Has the company ever been a Board member in any company whose license was revoked or liquidated?		
(7) Has the company ever stopped paying its debts or entered into a settlement with creditors to reschedule its debts?		
(8) Has the company ever been convicted of practicing an activity without a license?		

9- Mention the names of the companies that the company has had a direct or indirect relationship with its management, stating the nature of the relationship and the period:

.....

.....

10- Mention the names of the company's board members and executive directors:

.....

.....

11- Mention the names and shares of the main founders in the company:

.....

.....

I certify that the information provided in my answers to the questions is complete and correct and I undertake to notify Qatar Central Bank immediately upon learning of any changes.

Name of Authorized Signatory:

Signature:

Date:

- *If the answer is yes in the Questionnaire, provide the details
- * Enclose the company's organizational chart
- *Enclose the company's audited financial statements for the last three years

To Qatar Central Bank

Pledge and Acknowledgement

I, the undersigned, Board candidate or Board member at Al Rayan Bank Q.P.S.C., hereby declare that:

a- I have perused the provisions of Article 129 of Qatar Central Bank Law and Regulation of Financial Institutions No. 13 of 2012 and which stipulates as follows:

“Members of the Board of Directors and Managing Directors shall be personally and jointly liable for any loss or damages incurred by the financial institution or by others as a result of their intentional acts or negligence or default in performing their duties, or by concealing or providing false or misleading Information either to shareholders or to the QCB. The financial institution shall be jointly liable with them regarding such loss and damages. The QCB shall have the right to prosecute, on behalf of the shareholders of the financial institution, whoever causes such losses and damages.”

And Article 130 of the same law stipulating:

“The Board of Directors, Managing Directors and auditors of the financial institution must immediately notify the QCB whenever there is a matter which may endanger or affect the reputation of the financial institution or its financial status, or whenever a violation of the Law or the QCB’s instructions is committed.”

And Article 146 of the same law stipulating:

“Banks Chairmen, Board members, managers, consultants, inspectors, clients, correspondents, experts, and all employees thereof may not disclose any information, data, or documents related to their clients or their accounts, deposits, trusts, asset, treasuries, or any transactions or affairs related thereto except in the cases approved by the Law and according to the terms and conditions stipulated by the QCB.

The prohibition above mentioned shall apply to all individuals and authorities and shall remain in effect even after the termination of the relation between the client and the QCB or between any of the people above mentioned and the QCB for any reasons.”

b- I hereby undertake to observe the Decree-of Qatar Central Bank Law and Regulation of Financial Institutions No. 13 of 2012 and the executive instructions issued by Qatar Central Bank.

c- I hereby undertake to comply with the credit facility limits permissible for a Board member and to ensure the facilities are fully covered by collaterals in accordance with QCB regulations

Without prejudice to the financial penalties imposed by QCB under the present law and its executive by-laws, regulations and resolution or to any severest punishment stipulated in another law, the punishments provided for in this chapter shall be applied to the crimes mentioned herein.

Name:

Signature:

Date:

Appendix (10) QCB Forms for Independent Candidates

Instructions for completing the forms: candidates for Independent Board membership must complete the following QCB forms:

1. The first form below (Appendix No. 60)
2. The second form below (Appendix No. 64) "Pledge and Acknowledgement"
3. The third form below (Appendix No. 9): Appointment of Independent Board Member- Natural Person/Legal Entity Representative Questionnaire Form

Appendix No. (60)
Personal Questionnaire Form for Individual Board Nominee or Major Shareholder

To Qatar Central Bank (“QCB”)

Bank Name: Al Rayan Bank QPSC

- 9) Name:.....
- 10) Nationality:
- 11) Current Position:
- 12) Current Address in Qatar:
- 13) Permanent Address:
- 14) Date and Place of Birth:
- 15) Academic Qualifications and Field of Specialization:
- 16) Other Experiences:

Questionnaire		Yes	No
9-	Have you been convicted in any country for any criminal activity involving moral turpitude? (if yes, please mention details)		
10-	Have you been a board member or manager of any company whose license has been cancelled or liquidated by a court order? (if yes, please mention details)		
11-	Have you ever declared your bankruptcy or ceased to pay your debts or have you made any settlements to reschedule your debts? (if yes, please mention details)		
12-	Are there any directions by a person or an entity interfering in your participation in the Bank's board membership? (if yes, please mention details)		
13-	Do the companies included in the answers to items (14 and 15) maintain a management relationship or partnership with the Bank? (if yes, please mention details)		

14- Name the companies in which you were directly or indirectly involved at the management level in the last past five years, mentioning the nature and period of the work relationship:

.....

.....

15- Name the companies in which you or any of your direct family members (spouse, children) are currently owners of more than 5% of the shares or Board members:

.....

.....

I, hereby, declare that the information provided in my answers is complete and accurate and I undertake to notify QCB as soon as I am aware of any change or amendment to this information.

Name:

Signature:

Date:

Bank's Authorized Signature

- Please provide QCB with copies of your identification documents to prove your identity

To Qatar Central Bank

Pledge and Acknowledgement

I, the undersigned, Board candidate or Board member at Al Rayan Bank Q.P.S.C., hereby declare that:

d- I have perused the provisions of Article 129 of Qatar Central Bank Law and Regulation of Financial Institutions No. 13 of 2012 and which stipulates as follows:

“Members of the Board of Directors and Managing Directors shall be personally and jointly liable for any loss or damages incurred by the financial institution or by others as a result of their intentional acts or negligence or default in performing their duties, or by concealing or providing false or misleading Information either to shareholders or to the QCB. The financial institution shall be jointly liable with them regarding such loss and damages. The QCB shall have the right to prosecute, on behalf of the shareholders of the financial institution, whoever causes such losses and damages.”

And Article 130 of the same law stipulating:

“The Board of Directors, Managing Directors and auditors of the financial institution must immediately notify the QCB whenever there is a matter which may endanger or affect the reputation of the financial institution or its financial status, or whenever a violation of the Law or the QCB’s instructions is committed.”

And Article 146 of the same law stipulating:

“Banks Chairmen, Board members, managers, consultants, inspectors, clients, correspondents, experts, and all employees thereof may not disclose any information, data, or documents related to their clients or their accounts, deposits, trusts, asset, treasuries, or any transactions or affairs related thereto except in the cases approved by the Law and according to the terms and conditions stipulated by the QCB.

The prohibition above mentioned shall apply to all individuals and authorities and shall remain in effect even after the termination of the relation between the client and the QCB or between any of the people above mentioned and the QCB for any reasons.”

e- I hereby undertake to observe the Decree-of Qatar Central Bank Law and Regulation of Financial Institutions No. 13 of 2012 and the executive instructions issued by Qatar Central Bank.

f- I hereby undertake to comply with the credit facility limits permissible for a Board member and to ensure the facilities are fully covered by collaterals in accordance with QCB regulations

Without prejudice to the financial penalties imposed by QCB under the present law and its executive by-laws, regulations and resolution or to any severest punishment stipulated in another law, the punishments provided for in this chapter shall be applied to the crimes mentioned herein.

Name:

Signature:

Date:

Appendix No. (9)
Appointment of Independent Board Member- Natural Person/ Legal Entity Representative
Questionnaire Form

To Qatar Central Bank ("QCB")

Bank Name: Al Rayan Bank QPSC

- 1) Name:.....
- 2) Nationality:
- 3) Current Position:
- 4) Current Address in Qatar:
- 5) Permanent Address:
- 6) Date and Place of Birth:
- 7) Academic Qualifications and Field of Specialization:
- 8) Other Experiences:
- 9) Current participation in the bank's shares (direct ownership):
- 10) Current participation in the bank's shares (indirect ownership):
.....

Questionnaire		Yes	No
11	Have you been convicted in any country for any criminal activity? (if yes, please mention details)		
12	Have you been a major shareholder of any company whose license had been cancelled or liquidated by a court order? (if yes, please mention details)		
13	Have you ever declared your bankruptcy or ceased to pay your debts or have you made any settlements to reschedule your debts? (if yes, please mention details)		
14	Were you nominated for BOD membership of performing your duties in BOD membership (when selected) as per instructions or orders of any person or entity? (if yes, please mention details)		
15	Are you a member of a group or association of natural or legal persons that jointly control the bank? (if yes, please mention details)		
16	Do or have you occupied an executive role at the bank or any affiliate institutions during the last three years? (if yes, please mention details)		
17	Do you receive a salary or money from the bank, except for the compensation received for BOD membership and/or dividends received as a shareholder or the interests and profits received or due on your deposits or investments from regular activities at the bank? (if yes, please mention details)		
18	Do you or any of your first-degree relatives have any contractual or commercial relationship, direct or indirect interest with the bank that affects your independence? (if yes, please mention details)		
19	Do you work or participate in an institution that provides advisory, professional or any other services to the bank, whether in your personal capacity or through a first-degree relative? (if yes, please mention details)		
20	Is any of other BOD members or executives at the bank a first-degree relative of yours? (if yes, please mention details)		
21	Do you work for the bank's third party auditor, and do you have a direct or indirect interest with such auditor or any of its affiliate institutions? (if yes, please mention details)		
22	Do the companies provided in answers to questions (23, 24 and 25) have a business relation with the bank you are nominated for its BOD membership? (if yes, please mention details)		

23- Mention names of the companies you are currently a member of their Board

.....
.....

24- Mention names of the companies where you and your close family members (spouse and children) have more than 5% of votes

.....
.....

25- Mention names of the companies where you have direct or indirect relationship with their management during last five years, and mention the nature and period of such relationship:

.....
.....

I hereby admit that all the information mentioned above is complete and correct. I promise to notify QCB immediately of any changes that may occur in the above information.

Name:

Signature:

Date:

Bank's Authorized Signature

Required Attachments:

1. CV of the BOD member/representative, supporting documentations and a copy of personal ID

Appendix (11)

Form for determining the Beneficial Owner of the Nominated Legal Entity

First: Information about the legal person nominated for membership on the Board of Directors of a listed company:

Name of the legal entity	
Legal form: (company/fund or any other legal arrangement)	
Commercial registration number or its equivalent	
Capital	
Name of listed company for which membership nominations are made	AlRayan Bank QPSC
Shareholding percentage in the listed company for which membership nominations are made	

Second: Details about each individual who owns or controls, directly, or indirectly, not less than 20% of the shares of the legal person mentioned in item "First" or of its voting rights:*

Full Name	Nationality	Date of birth	Document type and number - ID Card (Qatari and resident) - Passport (non-resident)	Document expiration date	Ratio	How shares are owned ☐ Directly ☐ Indirectly

*The beneficial owner of a legal arrangement is the individual who actually owns or controls it, including the following

1. An individual who receives at least 20% of the arrangement's assets
2. Any individual who exercises control, directly or indirectly, over at least 20% of the legal arrangement's ownership

Third: Details of individuals who, directly or indirectly, control the management of the legal entity mentioned in item "First":**

Full Name	Position/Job title	Nationality	Document type and number - ID Card (Qatari and resident) - Passport (non-resident)	Document expiration date

**if the beneficial owner is not identified in accordance with the above Item "Third", the senior director at the legal entity shall be identified as the beneficial owner.

Fourth: If the beneficial owners have not yet been identified or shares have not yet been distributed to them as per the legal arrangement in Item "Second", the category of individuals for whom the legal arrangement was established or became operational shall be identified as the beneficial owners and for their main benefit

Full Name	Name of relevant legal arrangement	Position/ job title	Nationality	Document type and number - ID Card (Qatari and resident) - Passport (non-resident)	Document expiration date

Acknowledgement and Undertaking

I/We hereby,, the authorized signature on behalf of the legal entity mentioned in Item "First", certify that all above information is correct, complete and true (proof of authorization is attached). In the event that any such information shall change, I/We undertake to provide the new information to the Company Secretariat at Al Rayan Bank and to the Corporate Governance and Disclosure Department at the Qatar Financial Markets Authority via the email disclosure@qfma.org.qa.

Name:.....
Position:.....
Signature:.....
Date:.....

Appendix (12)
Confirmation Receipt of Board Nomination Application

Confirmation Receipt of Board Nomination Application	إيصال استلام طلب ترشيح لعضوية مجلس الإدارة
Applicant Name: Address: Date:	السيد(ة) / (اسم المرشح): العنوان: التاريخ:
We hereby confirm the receipt of your application for the elections of the Board of Directors of Al Rayan Bank Q.P.S.C after all requirements and documents set forth under Annex (1) of the Bank's approved Board Nomination and Election Policy ("Policy") are completely satisfied; The application will be reviewed and assessed by the Board/Corporate Governance, Nomination and Remuneration Committee in accordance with the criteria defined under the said Policy published on the Bank's website (www.alrayan.com). All other regulatory formalities and procedures shall be completed and the final list of candidates will be published on the Bank and Qatar Stock Exchange's websites once necessary regulatory approvals are obtained and before the Ordinary General Assembly meeting called to elect a new Board is held.	نؤكد بموجب هذا الإيصال على استلام طلب ترشحكم لعضوية مجلس إدارة بنك الريان ش.م.ع.ق. بعد استيفائكم لجميع المستندات المطلوبة وفقاً للملحق رقم (1) من لائحة ترشيح وانتخاب أعضاء مجلس الإدارة المعتمدة لدى البنك. سوف تتم دراسة الطلب وتقييمه من قبل مجلس الإدارة/لجنة الحوكمة والترشيحات والمكافآت المنبثقة عن المجلس وفقاً للمعايير المحددة في اللائحة المذكورة المعروضة على الموقع الإلكتروني للبنك (www.alrayan.com) واستكمال الإجراءات المعمول بها بهذا الخصوص لدى الجهات الرقابية المعنية على أن يتم الإعلان عن اللائحة النهائية للمرشحين على الموقع الإلكتروني للبنك وبورصة قطر فور الحصول على الموافقات اللازمة وذلك قبل انعقاد الجمعية العامة العادية للمساهمين لإجراء الانتخابات.
Kind Regards,	وتفضلوا بقبول فائق الاحترام والتقدير،
For Al Rayan Bank QPSC	عن بنك الريان ش.م.ع.ق.

Appendix (13)

Legal References

The table below shows some of the legal references mentioned in the Board Nomination and Election Policy ("Policy") in relation to the requirements for membership in the boards of directors of banks that are public shareholding companies listed on the stock exchange, based on which the Policy was prepared. This appendix is for informational purposes only and is to facilitate reference to the provisions of the law mentioned in the Policy. It is not comprehensive and may not be interpreted as comprehensive or that it covers all applicable laws, regulations or instructions that any Board member must be aware of and familiar with. Any candidate for membership of the Board of Directors bears full responsibility for reviewing the entire system of relevant laws and regulations.

Legal Reference	Article No.	Provision
Al Rayan Bank's Articles of Association	Article (19)	The Bank shall be managed by a Board consisting of eleven (11) members, of whom two (2) members shall be appointed by Qatar Holding** or any entity to be decided by 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), provided that the shares owned by Barzan shall not be less than (7%) of the Company's capital. The other remaining members shall be elected by the General Meeting by secret ballot in accordance with Article (51). The entities represented in the Board shall not be allowed to vote for candidates running for Board membership. Third of the Board members with no less than 3 members must be independent members with suitable experience from the non-shareholders. Majority of Board members must be non-full time employees or non-salaried in the Bank. A Board seat may be dedicated to represent minority shareholders and another seat to represent the Bank's personnel. The independent members, representatives of Bank's personnel, if any, and representatives of Qatar Investment Authority, Qatari General Retirement and Social Insurance Authority and Barzan Holding shall be exempted from having the number of shares indicated in Article (20-3) of the Articles.
	Article (20)	A member of the Board shall: 1- Not be less than twenty-one (21) years of age, and shall enjoy the full legal capacity. 2- Not have been convicted of a criminal offence or of a crime involving honour or honesty or any of the crimes referred to in Article (40) from Law No. (8) of 2012 relating to the Authority, and in Articles (334) and (335) of the Companies Law, or if he is banned from practicing any work in the entities subject to the Authority's jurisdiction under Article (35) paragraph (12) of Law No. (8) of 2012 or if he is convicted in a bankruptcy judgement unless rehabilitated. 3- **Be a shareholder and an owner to a number of nine million (9,000,000) Bank shares, the amounts of which are to be deposited in one of the approved banks or at the Depository (QCSD) within sixty days from the date the membership starts and remains deposited without the shares being subject to any trade, mortgage, pledge or seizure until the end of the membership and the approval of the balance sheet of the last financial year in which he carries on his activity. The shares mentioned above shall be allocated to guarantee the right of the Bank, the shareholders, the creditors and third parties for the liability of the Board members. If the member fails to provide the said guarantee, his membership shall be invalid. The Board shall undertake to abide and comply with all the instructions issued by the Qatar Central Bank and QFMA relating to the Board membership, duties and responsibilities ...etc. 4- Submit a written statement where he/she undertakes that he/she is not assigned or appointed to any post which prohibits him/her legally to assume the role of a Board member in addition to his/her aforementioned post.

Al Rayan Bank's Articles of Association

5- Meet all other conditions set by QCB and QFMA for Board membership or any other additional conditions set forth under the Board Nomination and Election Policy adopted by the general meeting of shareholders in accordance with Article (51) herein.

*The Independent board member shall:

1. Not own with any of his/her family members up to 1st degree (parents, spouse, children) directly or indirectly (through the companies that he/she owns with his/her family members up to 1st degree or in which he/she has with his/her family member up to 1st degree a controlling votes) any share in the Bank or its group and shall not be major shareholders in any of the associates of the Bank.
2. Not represent a legal entity that owns at least 5% of the Bank or any company of its Group
3. Not be with any of his/her family members up to 1st degree a member in a group or association of legal or natural persons who jointly exercise control over the Bank's Group
4. Not have with any of his/her family members up to 1st degree any contractual relation, direct or indirect interest with the Bank's Group including receipt of credit facilities, salaries or benefits from the Bank's Group that might impact his/her ability to take decisions independently (except for what is received as remunerations and sitting fees against the board seat)
5. Not work or own shares in an organization that provides to the Bank's Group consultancy or professional services such as external auditing, outsourcing and other services whether in his/her personal capacity or through his/her family members up to 1st degree
6. Not have with any of his/her family members up to 1st degree any direct or indirect interest in the contracts, projects and engagements in which the Bank or its Group is a party
7. Not work or have worked with any of his/her family members up to 1st degree in the Bank's Group during the course of the past 5 years
8. Not be a first degree relative with any of the other Bank's board members and members of the Bank's senior management
9. Not sitting on the board of any company within the Bank's Group
10. Have a university degree with no less than 5 years of experience in financial and banking fields
11. Not have been sitting on the Board for more than 2 consecutive Board terms
12. Meet all other conditions set by QCB and QFMA for Board membership or any other additional conditions set forth under the Board Nomination and Election Policy adopted by the general meeting of shareholders in accordance with Article (51) herein.

Article (21)

Members of the Board are elected for three (3) years. A member may be re-elected more than once except for an independent member who can sit on the Board for two terms only. The First Board of Directors shall have a term of five (5) years.

Article (27)

In the event of a vacancy occurring in the position of a Board member, the position shall be filled by an unsuccessful candidate who has received the highest number of votes from the candidates who did not win in the election. If that person is not able to fill the vacancy, the person next to him shall replace him. The newly replaced member shall only complete the term of his predecessor.

In case there is no person to fill the vacant position, the Board shall continue with the remaining numbers of the Board members provided that the numbers shall not be less than five members.

Where the vacant positions in the Board are equal to one-fourth of the Board original members or the number of the remaining members is less than five, the Board shall call for a General Assembly Meeting within two months from the date of the vacancy seats in question or when the number of the

Al Rayan Bank's Articles of Association		remaining seats is less than five, so candidates can be elected to fill the vacant seats.
	Article (28)	Membership of the Board shall be deemed to be vacant in any of the following events: 1. If the member submits his resignation in writing. 2. Death of the member . 3. If the member fails to attend - in any one year - three (3) consecutive meetings or four (4) non-consecutive meetings without giving a lawful excuse acceptable to the Board. 4. If it appears that the member does not have all the qualifying conditions provided in Article (20) of these Articles. 5. If the member fails to disclose any direct or indirect interest as provided in Article (36) of these Articles. 6. If the member is dismissed by the General Assembly Meeting in response to a request of shareholders holding not less than one quarter of the capital or at the proposal of the Board, by absolute majority of shares represented at the Meeting whereupon the Chairman of the Board shall within ten (10) days convene the General Assembly Meeting otherwise the Directorate shall so convene, and in such event the resolution for dismissal may be adopted by the majority of the members present.
	Article (51)	The selection of the Board members whether by appointment or by election, shall be in accordance with Qatar Central Bank law, rules and regulations, and also in accordance with the nomination and election laid down by the Board and approved by the General Assembly. Voting in the General Assembly shall be in accordance with methods decided by the Board (i.e. show of hands or by electronic voting) provided that secret ballot voting shall be on the following situations: 1. If the decision relates to the election of the Board members which shall be in accordance with mechanism set out by the Authority. 2. If the decision relates to the dismissal of one or all Board members and / or filing of liability suits against them. 3. If the above is requested by the Chairman or by a number of shareholders representing at least one-tenth of the votes present at the meeting. The Board members shall not participate in voting in relation to the General Assembly resolutions exempting or releasing them from liability. Resolutions adopted by the General Assembly in compliance with the Companies Law or the Bank's Articles of Association shall be binding on all shareholders whether present or absent from the meeting in which the resolutions have been adopted or whether they were in favor or against these resolutions. The Board shall enforce these resolutions once issued.
Law No. (8) of 2012 on QFMA	Article (54)	The General Assembly may remove the members of the Board and the auditors and may start liability proceedings against them. The decision of the General Assembly regarding the above shall be valid if adopted by partners or shareholders holding one half of the Bank's capital after deducting from the capital the share of the Board member whose removal is under consideration. Members removed from the Board shall not be elected before the expiry of five years from the date of the decision of their removal.
	Article (29)	No person may engage in financial market activities unless he has obtained a license to do so from the Authority, specifying the activity or activities he is authorized to engage in.
	Article (33)	Persons subject to the provisions of this law are obligated to do all necessary things to assist the Authority in achieving its oversight purposes, in particular the following: 1- Enabling the Authority's representatives to review any records, documents, files, tapes, computers, or any other means of storing or processing information. 2- Facilitating the work of the Authority's representatives. 3- Providing the Authority with copies of any documents or reports it requests.

Law No. (8) of 2012 on QFMA	Article (34)	No person may deal in the market for securities or take any action upon which the price or value of securities depends, if such action is based on information not available to the public or gives or is likely to give a false or misleading idea about the securities, or is likely to cause disruption in the financial markets.
	Article (35- in particular, clause 12 thereof)	If a person violates the provisions of this law or the regulations or decisions issued in implementation thereof, the Authority may take all or some of the following actions: 1. Issuing directives regarding the corrective measures to be taken 2. Warning 3. Reprimand 4. Imposing certain restrictions on the financial services activities carried out by persons subject to this law. 5. Prohibiting any person from trading for a specified period. 6. Suspending a person from working or practicing the profession for a specified period not exceeding six months. 7. Taking over market management for a limited period. 8. Cancelling transactions related to the violation and any resulting consequences. 9. Suspending trading of a security for a specified period of time. 10. Imposing a financial penalty not exceeding 10,000 riyals per day for the ongoing violation. 11. Imposing a financial penalty not exceeding (10,000,000) ten million riyals. 12. Preventing any person from engaging in any work in entities subject to the Authority's oversight. The Authority may compel the violator to return the funds or compensate the injured party. The Authority shall notify the violator of the decision to impose the penalty. It may also publish the decision by any means it deems appropriate. The Authority may also reach a settlement with violators in accordance with the procedures and controls it establishes in this regard.
	Article (40)	Without prejudice to the financial penalties imposed by the Authority pursuant to the provisions of this Law and the regulations, systems and decisions issued in implementation thereof, or any more severe penalty stipulated by another law, shall be punished by imprisonment for a period not exceeding three years and by a fine of not less than (50,000) fifty thousand riyals and not more than (10,000,000) ten million riyals, or by one of these two penalties, anyone who: 1. Divulged a secret he learned by virtue of his work or dealings, in accordance with the provisions of this law 2. Transacted in financial markets based on undisclosed information he learned by virtue of his work 3. Spread rumors with the intent to influence transactions in financial markets 4. Provided false data or information or issued false statements with the intent to influence market transactions 5. Conducted fictitious transactions with the intent to monopolize and exploit trust 6. Conducted agreements or transactions with the intent to manipulate securities prices and make profits at the expense of those trading in them 7. Omitted, withheld, or prevented material information that the law requires to be provided or disclosed to the Authority. 8. Carried out an action that creates a false or misleading appearance or impression regarding the impact on market transactions. 9. Violated the provisions of Articles (29), (33), and (34) of this Law. 10. Attempted to commit one of the acts stipulated in this Article.

Corporate Governance Code issued by QFMA Board Resolution No (5) of 2025	Chapter (1)- Article 1- clause "4" on prohibition of combining positions	It is prohibited to combine the chairmanship of the board with any executive position in the company, and the chairman may not be a member of any of the board committees stipulated in these regulations. Except for the state's representatives in listed companies or persons who own at least 10% of the capital shares of these companies, a member of the board may not, in person or in his capacity, be the chairman of the board or vice chairman of more than two companies whose main headquarters are located in the State of Qatar, nor may he be a member of the board of directors of more than three companies whose main headquarters are located in the State of Qatar. In all cases, no one, whether in his personal capacity or as a representative of a legal entity, may combine membership in the boards of directors of two companies that engage in similar activities.
Qatar Commercial Companies Law No. (11) of 2015 as amended by law No (8) of 2021	Article (98) on the prohibition of combining positions	Except for representatives of the State in public shareholding companies or persons who own at least (10%) of the capital shares of these companies, no one, in his personal capacity or in his capacity as a representative of a legal entity, may be a member of the board of directors of more than three shareholding companies whose main headquarters are located in the State of Qatar nor may he be the Chairman of the Board of Directors or Vice Chairman of more than two companies, the headquarters of each of which is located within the country. In all cases, no one, whether in his personal capacity or as a representative of a legal entity, may combine membership in the boards of directors of two companies that engage in similar activities. Membership of anyone who violates this provision on the boards of directors of companies exceeding the quorum stipulated in this article shall be invalidated in accordance with the chronological order of membership, and he must return to the company or companies in which his membership was invalidated what he received from them.
	Article (97)	The following conditions must be met for a member of the Board of Directors: 1. He must be at least twenty-one years of age and fully legally competent. 2. He must not have been previously convicted of a felony, a crime involving moral turpitude or dishonesty, or one of the crimes stipulated in Articles (334) and (335) of this Law, nor have he been declared bankrupt, unless his reputation has been restored. 3. To be a shareholder and owner of a number of the company's shares determined by the articles of association, which shall be deposited with the depository authority or in one of the approved banks, within sixty days from the date of commencement of membership. They shall continue to be deposited and shall not be subject to negotiation, mortgage or seizure until the membership term ends and the budget for the last fiscal year in which the member carried out his work is approved. The shares referred to in the previous paragraph are allocated to guarantee the rights of the company, shareholders, creditors and third parties against the liability of the members of the Board of Directors. If the member does not provide the guarantee in the aforementioned manner, his membership shall be invalidated. A third of the members of the board of directors of a public shareholding company must be independent, and the majority of its members must not be dedicated to managing the company full-time or receiving a salary from it. The company's articles of association may include allocating one or more seats on the board to represent the minority in the company, and another to represent its employees. The governance codes issued by the QFMA or the Qatar Central Bank, as the case may be, shall determine the cases that conflict with independence. Independent members and members representing the company's employees shall be exempt from the requirement to own shares in the company stipulated in Clause (3) of this Article. If a member of the Board of Directors loses any of these conditions, his membership status will be revoked from the date on which he loses that condition.
	Article (334)	Without prejudice to any more severe penalty stipulated by another law, the following shall be punished by imprisonment for a period not exceeding two years, and by a fine not exceeding one million riyals, or by either of these two penalties:

**Qatar Commercial
Companies Law No. (11) of
2015 as amended by law No
(8) of 2021**

1. Anyone who intentionally includes in the prospectuses for issuing shares, bonds or other securities false information or information that violates the provisions of this law, and anyone who signs those prospectuses knowing that they contain a violation.
2. Any founder who knowingly makes false statements in a limited liability company contract regarding the distribution of capital shares among partners or the payment of their full value.
3. Anyone who fraudulently, deceitfully, or fraudulently values shares in kind at more than their actual value.
4. Any founder or director who invites the public to subscribe for securities of any type on behalf of a company other than a shareholding company or a limited partnership, and anyone who offers such securities for subscription on behalf of the company.
5. Anyone who, in bad faith, decides or distributes profits, interest, or returns in violation of the provisions of this law or the company's articles of association, and any auditor who admits to doing so in bad faith.
6. Every auditor and anyone working in his office who intentionally prepares a false report on the results of his audit or intentionally conceals or intentionally ignores essential facts in the report submitted to the General Assembly in accordance with the provisions of this law, or speculates on the shares of the company whose accounts he audits or discloses any of its secrets.
7. Every member of the board of directors, manager or liquidator who participated in preparing a budget, financial position or statements issued by the company that are not consistent with reality, knowing that and with the intention of concealing the true financial position of the company, or intentionally omitted essential facts with the intention of concealing the true financial position of the company, or exploited in bad faith the company's funds or shares to achieve personal benefits for himself or others, directly or indirectly.
8. Any liquidator who intentionally causes harm to the company, its partners, or its creditors.
9. Any public employee who discloses a secret related to a commercial company that he or she became aware of in the course of his or her work, or intentionally includes inaccurate information in his or her reports, or intentionally omits information in these reports that affects their outcome.
10. Every public employee who discloses a secret related to a commercial company that he came into contact within the course of his work, or intentionally records incorrect facts in his reports, or intentionally omits facts in these reports that affect their outcome.
11. Anyone who falsifies the company's records or intentionally records incorrect facts therein or prepares or presents reports to the General Assembly that include false or incorrect data that could influence the Assembly's decisions.
12. Every chairman of the board of directors of a company, a member of the board of directors, or one of its employees who discloses a company secret, or intentionally attempts to harm its activity, or has a direct or indirect interest with any party that carries out operations intended to influence the prices of securities issued by the company.

Article (335)

- Without prejudice to any more severe penalty stipulated by another law, a fine not exceeding five hundred thousand riyals shall be imposed on:
1. Anyone who disposes of founding shares or stocks in violation of the rules stipulated in this law
 2. Anyone who accepts his appointment as a member of the board of directors of a joint-stock company or as a delegated member to manage it, or continues to enjoy membership, or accepts his appointment as an auditor therein, in violation of the prohibitions stipulated in the law, and anyone who is a delegated member to manage a company in which a violation of these violations occurs, if he is aware of them.
 3. Every member of the Board of Directors fails to submit the shares allocated to guarantee his membership in the manner stipulated in the

		company's articles of association within a period of sixty days from the date of notification of the appointment or failed to submit the required declarations, or made false statements, or intentionally omitted a statement from the statements that the Board of Directors is obligated to prepare a report on, as well as every member of the Board of Directors who included incorrect statements in the company's reports, or intentionally omitted its statements. - Anyone who intentionally prevents the management employees, the auditor, the member of the supervisory board, or the liquidator from reviewing the company's books and documents that they have the right to review in accordance with the provisions of this law, and anyone who refrains from providing the information, documents, and clarifications they request in this regard. - Any board member who intentionally obstructs the convening or holding of the general assembly. - Any board member who obtained a loan or guarantee from the company in violation of the provisions of this law, and anyone who agreed to provide such a loan or guarantee
Qatar Central Bank Law on Organizing Financial Institutions No. (13) of 2012	Article (129)	Members of the Board of Directors and Managing Directors shall be personally and jointly liable for any loss or damages incurred by the financial institution or by others as a result of their intentional acts or negligence or default in performing their duties, or by concealing or providing false or misleading Information either to shareholders or to the QCB. The financial institution shall be jointly liable with them regarding such loss and damages. The QCB shall have the right to prosecute, on behalf of the shareholders of the financial institution, whoever causes such losses and damages.
	Article (130)	The Board of Directors, Managing Directors and auditors of the financial institution must immediately notify the QCB whenever there is a matter which may endanger or affect the reputation of the financial institution or its financial status, or whenever a violation of the Law or the QCB's instructions is committed.
	Article (146)	Banks Chairmen, Board members, managers, consultants, inspectors, clients, correspondents, experts, and all employees thereof may not disclose any information, data, or documents related to their clients or their accounts, deposits, trusts, asset, treasuries, or any transactions or affairs related thereto except in the cases approved by the Law and according to the terms and conditions stipulated by the QCB. The prohibition above mentioned shall apply to all individuals and authorities and shall remain in effect even after the termination of the relation between the client and the QCB or between any of the people above mentioned and the QCB for any reasons.
Definition of Independent Board member in Al Rayan Bank's Articles of Association	Article (1)	A member who meets the minimum requirements set forth in the relevant regulations of the Qatar Central Bank and/or the Qatar Financial Markets Authority, as amended from time to time. In the event of any conflict between the provisions of the regulations, the instructions of the Qatar Central Bank shall apply <i>(please refer to Article (20) of AOA above to check conditions for Independent Board members in the AOA).</i>
Definition of Independent, executive and non-executive Board members in QCB Circular No. (25) of 2022	Definitions	Independent Board member: A natural person who enjoys complete independence from the bank, which qualifies him to make appropriate decisions in an impartial manner. This independence is achieved by meeting the following conditions as a minimum: - Not own with any of his/her family members up to 1st degree (parents, spouse, children) directly or indirectly (through the companies that he/she owns with his/her family members up to 1st degree or in which he/she has with his/her family member up to 1st degree a controlling votes) any share in the Bank or its group and shall not be major shareholders in any of the associates of the Bank's Group. - Not represent a legal entity that owns at least 5% of the Bank or any company of the Bank's Group - Not be with any of his/her family members up to 1st degree a member in a group or association of legal or natural persons who jointly exercise control over the Bank's Group - Not have with any of his/her family members up to 1st degree any contractual relation, direct or indirect interest with the Bank's Group including receipt of

		credit facilities, salaries or benefits from the Bank's Group that might impact his/her ability to take decisions independently (except for what is received as remunerations and sitting fees against the board seat) - Not work or own shares in an organization that provides to the Bank's Group consultancy or professional services such as external auditing, outsourcing and other services whether in his/her personal capacity or through his/her family members up to 1st degree - Not have with any of his/her family members up to 1st degree any direct or indirect interest in the contracts, projects and engagements in which the Bank's Group is a party - Not work or have worked with any of his/her family members up to 1st degree in the bank's Group during the course of the past 5 years - Not be a first degree relative with any of the other Bank's board members and members of the Bank's senior management - Not sitting on the board of any company within the Bank's Group - Have a university degree with no less than 5 years of experience in financial and banking fields - Not have been sitting on the Board for more than 2 consecutive Board terms Executive Board Member: a Board member who participates in Board committees whose work is related to executive tasks in the Bank, such as, but not limited to, the Facilities Committee, the Investment Committee, Treasury Committee, or any other executive committee. The Board may assign him some executive tasks that exceed the powers of the Executive Management. Non-Executive Board Member: a member who is not a member of any of the Board's committees whose work is related to executive duties in the Bank, as described in the definition of an Executive Board Member.
Definition of Independent, and non-executive Board members in QFMA Corporate Governance Code issued by Resolution No. (5) of 2025	Definitions	Non-executive Board member: a member of the board of directors who is not dedicated to managing the company full-time or receiving a salary from it. Independent Board member: a natural person who enjoys complete independence from the company, which qualifies him to make appropriate decisions in an impartial manner. This independence is achieved by meeting the following conditions as a minimum: - Not own with any of his/her family members up to 1st degree (parents, spouse, children) directly or indirectly (through the companies that he/she owns with his/her family members up to 1st degree or in which he/she has with his/her family member up to 1st degree a controlling votes) any share in the company or its group and shall not be major shareholders in any of the associates of the company's Group. - Not be with any of his/her family members up to 1st degree a member in a group or association of legal or natural persons who jointly exercise control over the company's Group - Not have with any of his/her family members up to 1st degree any contractual relation, direct or indirect interest with the company's Group including receipt of credit facilities, salaries or benefits from the company's Group that might impact his/her ability to take decisions independently (except for what is received as remunerations and sitting fees against the board seat) - Not work or own shares in an organization that provides to the company's Group consultancy or professional services such as external auditing, outsourcing and other services whether in his/her personal capacity or through his/her family members up to 1st degree and not have with any of his/her family members up to 1st degree any direct or indirect interest in the contracts, projects and engagements in which the company's Group is a party - Not work or have worked with any of his/her family members up to 1st degree in the company's Group during the course of the past 5 years - Not be a first degree relative with any of the other company's board members and members of the Bank's senior management - Have a university degree with no less than 5 years of experience in financial and banking fields - Not have been sitting on the Board for more than 2 consecutive Board terms