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## Policy

**Title:** **Group Whistleblowing Policy**

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**Approved by:** Board of Directors on July 2022

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**Last reviewed:** 20 July 2022 *(next review to be within one year of this date or whenever needed for regulatory or strategic requirements)*

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**Exceptions:** Majority of chief officers for immaterial changes, Board or competent Board committee for material changes *(Request for Approval must be submitted for any exceptions)*

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## SECTION 1 - INTRODUCTION

### PURPOSE

The main objective of establishing this policy is to enable Masraf Al Rayan representatives (i.e. employees, directors and contractors or any third party who have access to non-public information) to raise their suspicion and concern (i.e. whistle blow) in an easy and secure mechanism while maintain their anonymity if they wish not to be identified.

### SCOPE

Masraf Al Rayan's Code of Ethics and Conduct (Code) requires to observe high standards of business and personal ethics and to maintain a culture of integrity, transparency, trust and fairness in the matters related to the conduct of their duties and responsibilities and in compliance of applicable laws and regulations. All subsidiaries of Masraf Al Rayan must adopt and implement this Policy taking into consideration their local corporate governance structures, organization and legal and regulatory requirements without undue delay.

The policy includes Masraf Al Rayan approach to manage whistleblower requirements. This policy is not intended to conflict with any other applicable laws or regulations and if any such conflict occurs the requirements of the law or regulation shall prevail.

### DEFINITIONS

Word/Term	Definition
Bank /any of its subsidiaries	shall mean Masraf Al Rayan (Q.P.S.C) and any of its subsidiaries and branches inside and outside Qatar
Insider Information	shall mean information of a precise nature which has not been made public relating, directly or indirectly, to the financial instruments of the Bank and which if it were made public would be likely to have a significant effect on the prices of the financial instruments or related derivative financial instruments of the Bank.
Third Party	shall mean outsourced staff, contractors, customers, non-MAR customers, external auditors or any other third party who has direct or indirect access to inside information or who has received information directly or indirectly from an insider source
Senior Management / Senior Managers	shall mean any member of Masraf Al Rayan ranked from grade 5 and above, in addition to all departmental heads
Directors	shall mean the members of the Board of Directors or the Board Sub-Committees of Masraf Al Rayan (Q.P.S.C) or the members of any subsidiary's Board or Sub-Committee
Dissemination of Information	shall mean the dissemination of information, rumours, false or misleading news, misleading signals as to financial instruments, through any media means, including without limitation to the Internet, electronic media, flyers, and any other means



Masraf Al Rayan Officials	Shall mean the related party identified under item 2 of the Policy Statement and any other staff or third party of Masraf Al Rayan.
QCB	Qatar Central Bank
QFMA	Qatar Financial Market Authority
QE	Qatar Exchange
Significant Shareholder	shall mean any shareholder of Masraf Al Rayan who owns, or controls, or has the ability to exercise or influence the voting rights of, 5% or more of the shares of al Masraf Al Rayan or any related-party company (as defined under the Conflicts of Interest Policy)
Immediate Family	shall mean any of Masraf Al Rayan official's parents, children, brothers, sisters, or spouse

## LEGISLATIVE CONTEXT

This Policy should be read and interpreted in conjunction with Masraf Al Rayan Corporate Governance policies and guidelines. In addition, this policy shall operate within the meaning of the applicable laws and regulations prevailing in the jurisdictions where Masraf Al Rayan operates, and particularly the following regulations and codes:

Name	Location
QCB Instructions to Banks	Qatar
Qatar Commercial Companies Law No. 5 of 2002	Qatar
QCB Corporate Governance Code	Qatar
QFMA Corporate Governance	Qatar
QE Internal Regulations	Qatar
Any applicable French codes and regulations	France
Any applicable UAE codes and regulations	UAE
Any applicable UK codes and regulations	UK



## SECTION 2 - POLICY

### Whistleblower Protection Program

In order to encourage the prompt reporting of concerns and suspicions, Masraf Al Rayan has adopted a policy of encouraging employees who have knowledge of misconduct to come forward. Employees can report a fraud or corruption or non-compliance concern directly to the Group Head of Compliance or can use the alternative reporting mean "Compliance Reporting Hotline or website" for those who wish to stay anonymous.

Any person who in good faith raises concerns about or reports crimes, contraventions (including negligence, breach of contract, breach of policy, breach of law or regulatory requirements shall not be dismissed or otherwise penalized directly or indirectly for such acts, including in respect of any prohibition against disclosure of non-public information.

Under whistleblower protection program, any person who reports reportable conduct in good faith will not be personally disadvantaged by having made the report by:

- (a) Dismissal.
- (b) Demotion.
- (c) Any form of harassment.
- (d) Discrimination.
- (e) Current or future bias.

However, if the person purporting to be a whistleblower has made deliberately false or malicious report, then the person concerned will be subject to disciplinary proceedings as provided for by Masraf Al Rayan internal policies and procedures.

Employees are often the first to realize that their co-workers are participating in activities that are inappropriate or contrary to the Bank's standards and policies. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to their employer, Masraf Al Rayan. They may also feel that their actions may result in possible harassment or victimization. In these circumstances staff often believes it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

Masraf Al Rayan is committed to the highest possible standards of openness, probity, accountability, integrity, honesty & transparency, which are expressed in the Bank's core values. In line with that commitment the Bank expects employees who have serious concerns about any inappropriate or irregular aspect of the Bank's operations or management's actions or decisions to come forward and voice those concerns (i.e. blow the whistle). It is recognized that wherever practical, and subject to any legal constrains, cases will be handled on a confidential basis.



This policy document makes it clear that you can voice your concerns without fear of victimization, subsequent discrimination or disadvantage. This policy is intended to encourage and enable employees to raise concerns rather than overlooking a problem or 'blowing the whistle' outside the Bank.

## Compliance Reporting Hotline

The Bank will use external service provider for a secure and easy to use reporting line. The Bank's external service provider will handle whistleblowing cases strictly confidential. is "WhistleBlower Security" Inc with its principal place of business at Canada. The contact details of service provider will be announced to employees in a separate note. Under hotline service or web based portal, you have the choice to make a report **anonymous** or you can provide your details. After the employee completes the reporting, the details of the report (once compiled by the service provider) will be managed through secure web access to a case management system by the Group Head of Compliance and his / her nominated assistant. In case, the report is made against the Group Head of Compliance then the report will be redirected by the service provider to Group Head of Internal Audit for investigation (refer to the flowchart 1 for the work process when receiving a report).

The external service provider will be responsible to the followings:

- Set up, maintain and make available a web reporting tool and telephone service for receipt of information from employees or callers who wish to report concerns or allegations;
- Provide the service 24 hours per day, 7 days per week and 365 days per year;
- Provide reasonably skilled, trained and experienced personnel to accept, interview, document and construct reports for incoming calls/ allegations;
- Maintain the anonymity of hotline callers (if the caller wishes to remain anonymous) by not disclosing to the Bank any information about the caller or information pertaining to the call/ report that may reveal the identity of the caller/ reporter; and
- Provide the method and process to follow up reports made and response between the Bank and anonymous caller/ reporter.

The Bank has added additional level of controls to ensure that all reports received through the hotline service or the web based portal are dealt with effectively and independently:

- Compliance & Risk Committee of the Board (CRC), will exercise its oversight role to the hotline service and the reports received and in accordance with its terms of reference.

## What should be reported?

Masraf Al Rayan Board of Directors wants all employees to feel confident about revealing any concerns they may have about the inappropriate conduct of Executive Management, Managers, Supervisors, any



employee(s), or allegation of specific transaction or business relationship. In some circumstances these concerns may be raised as a result of change in behavior or spending patterns of employee that are not consistent with their remuneration.

Misconduct may include, but is not limited to the following cases:

- Unacceptable practices (based on customs) and or breach of al Masraf Al Rayan code of conduct;
- Irregularities or conduct which is an offence or a breach of laws or regulatory requirement;
- Fraud and corruption (for example: financial statement fraud, bribes and kickbacks, asset misappropriations);
- Misrepresentation of facts;
- Non compliance with Masraf Al Rayan policies & procedures;
- Abuse of Delegated Authorities;
- Other unethical conduct;
- Failure to comply with appropriate professional standards;
- Abuse of power, or use of Bank's powers and authority for any unauthorized use or personal gains;

Important Note:

This policy is not to be used as an avenue to re-run issues that have already gone through grievance or complaints procedures.

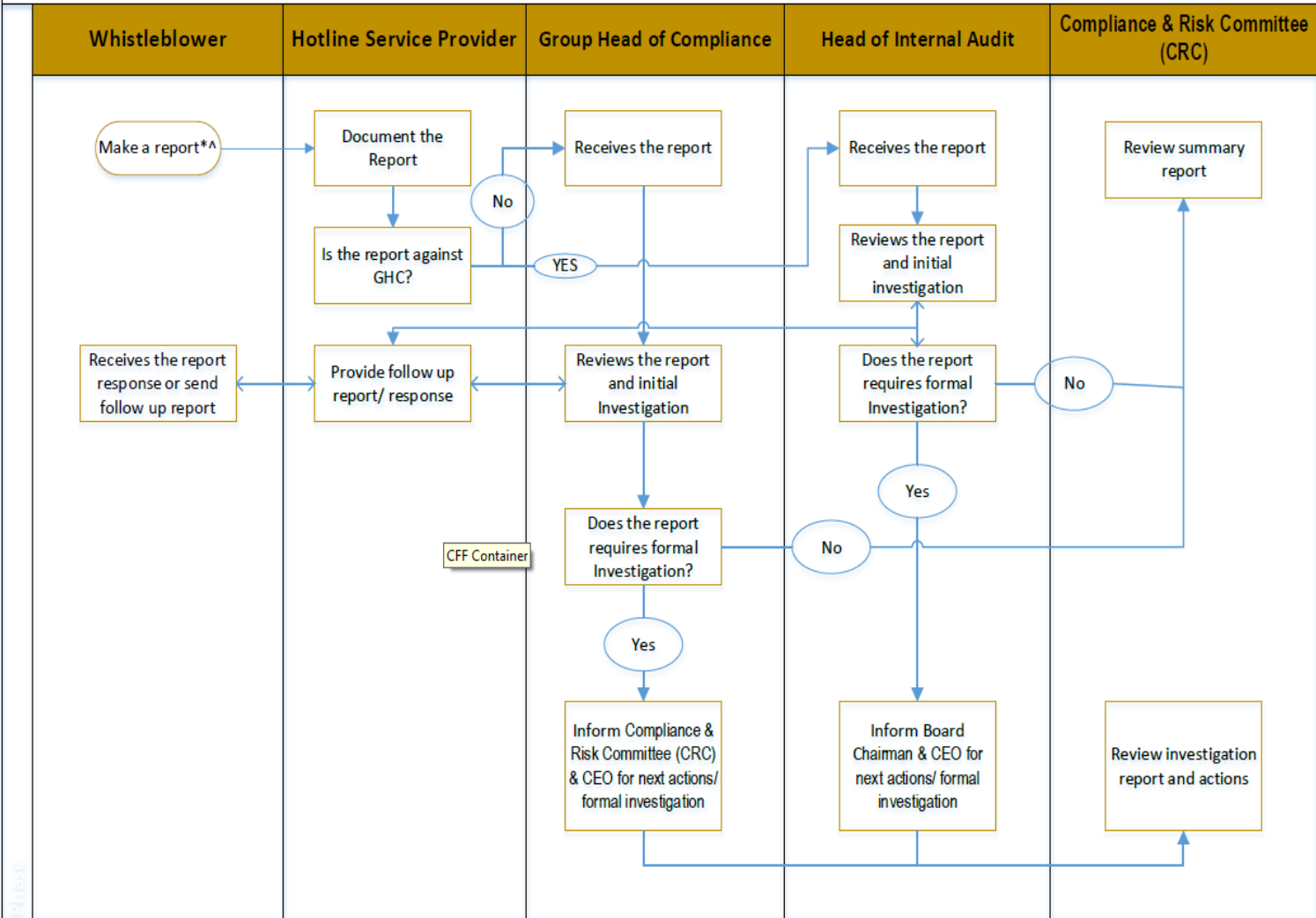
**Confidentiality**

Masraf Al Rayan will treat sensitively any concern raised and will, where requested and subject to compliance with the law and regulatory requirements, not disclose any information (other than what is necessary for the investigation and taking appropriate action).

Due to Data Protection regulations, whistle blow incidences will be reported to each subsidiaries directly. The data will be kept at each subsidiary's jurisdictions. Hence, subsidiary shall submit MI with status to BODs.



Flowchart 1: Work process for handling a whistleblower report



Notes:  
 \*If caller wishes to remain anonymous, then any identity information is removed from the report.  
 ^If a person named in the whistleblower report is part of the hotline service handling process, then the named person is excluded from the report handling process

Note: The investigation on CRC members will be reported to the Chairman of the Board.



## SUPPORTING DOCUMENTATION

### Forms and Records Management

Form	Retention Time	Retention Location
n/a	n/a	n/a

### Related Material

The following policies and instructions support the whistleblower Policy:

Name	Location	Document Type
Group Code of Conduct	Policy Register	Pdf
Group Conflicts of Interest Management	Policy Register	Pdf





## SECTION 3 - GOVERNANCE

### RESPONSIBILITY

<b>Policy Owner</b>	Group Head of Compliance
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### VERSION CONTROL AND CHANGE HISTORY

<b>Version Number</b>	<b>Approval Date</b>	<b>Approved by</b>	<b>Amendment</b>
V.0	20 July 2022	Board of Directors	New Policy