

# Corporate Governance

## 6.1 Independent External Auditor Report on Corporate Governance

Independent Assurance Report, to the Shareholders of Masraf Al Rayan Q.P.S.C. (“Group”) on the Board of Directors’ Report on Compliance with the applicable Qatar Financial Markets Authority Laws and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the Qatar Financial Markets Authority (“QFMA”)

In accordance with Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (“QFMA”) Board pursuant to Decision No. (5) of 2016, we have carried out:

- a limited assurance engagement over the Board of Directors’ Annual Corporate Governance Report (‘Directors’ CG Report’) on compliance of the Group with the applicable QFMA Laws and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market (the “Code”) as at 31 December 2021.

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

The Board of Directors of the Group is also responsible for preparing the accompanying Annual Corporate Governance Report that covers, at the minimum, the requirements of Article 4 of the Code.

In the Introduction section of the enclosed Annual Corporate Governance Report, the Board of Directors provides its statement on compliance with the applicable QFMA Laws and relevant legislations including the Code.

### Our Responsibilities

Our responsibilities are to issue a limited assurance report on whether anything has come to our attention that causes us to believe that the “Board of Directors’ Annual Corporate Governance Report on compliance with the applicable QFMA Laws and relevant legislations including the Code” stated in the Introduction section does not present fairly, in all material respects, the Group’s compliance with the QFMA Law and relevant regulation including the Code.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) ‘Assurance Engagements Other Than Audits or Reviews of Historical Financial Information’ issued by the International Auditing and Assurance Standards Board (‘IAASB’).

This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Board of Directors' Annual Corporate Governance Report in the Introduction section taken as a whole, is not prepared in all material respects in accordance with the applicable QFMA Laws and relevant legislations including the Code. The applicable QFMA Laws and relevant legislations including the Code comprises the criteria by which the Group's compliance is to be evaluated for purposes of our limited assurance report.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

Our limited assurance procedures comprise mainly of inquiries with management and inspection of supporting policies, procedures, and other documents to obtain an understanding of the processes followed to identify the requirements of the applicable QFMA Laws and relevant legislations including the Code (the 'requirements'); the procedures adopted by management to comply with these requirements; and the methodology adopted by management to assess compliance with these requirements. When deemed necessary, we observed evidences gathered by management to assess compliance with the requirements.

#### Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining such information.

Because of the inherent limitations of certain qualitative criteria in the application of the relevant QFMA Laws and relevant legislations including the Code, many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain an audit trail.

#### Our Independence and Quality Control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### Other information

The Board of Directors is responsible for the other information. The other information comprises the Annual Corporate Governance Report (but does not include the Directors' Report on compliance with applicable QFMA Laws and relevant legislations including the Code presented in the Introduction section (the "Directors' Statement"), which we obtained prior to the date of this report.

Our conclusion on the Directors' Report on compliance with applicable QFMA Laws and relevant legislations including the Code does not cover the other information and we do not, and will not express any form of assurance conclusion thereon.

In connection with our engagement of the Directors' Report on compliance with applicable QFMA Laws and relevant legislations including the Code, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Directors' Statements or our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

#### Conclusions

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Board of Directors' statement in the Introduction section of the Annual Corporate Governance Report on compliance with the applicable QFMA Laws and relevant legislations including the Code, is not, in all material respects, fairly stated as at 31 December 2021.

Doha, Qatar For Deloitte & Touche  
Qatar Branch 6 April, 2022



**Walid Slim**  
Partner  
License No. 319  
QFMA Auditor License No. 120156

## 6.2 Independent External Auditor Report on ICOFAR

Independent Assurance Report, to the Shareholders of Masraf Al Rayan Q.P.S.C. ("the Bank"), on the Board of Directors' Report on the Design, Implementation and Operating Effectiveness of Internal Control over Financial Reporting.

In accordance with Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority ("QFMA") Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over The Board of Directors' Report on the evaluation of Design, Implementation and Operating Effectiveness of Internal Control over Financial Reporting (the 'Directors' ICFR Report') as of 31 December 2021.

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

The Board of Directors of Masraf Al Rayan Q.P.S.C. ("the Bank") and its subsidiaries (the "Group") is responsible for implementing and maintaining effective internal control over financial reporting. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates and judgements that are reasonable in the circumstances.

Masraf Al Rayan Q.P.S.C. (the 'Bank') operates and conducts its activities through the Bank and its subsidiaries and associates ('Components') (together the 'Group') in the State of Qatar and overseas.

The Group has assessed the design, implementation and operating effectiveness of its internal control system as at 31 December 2021, based on the criteria established in the Internal Control — Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework").

The Group's assessment of its internal control system is presented by Management to the Board of Directors in the form of the Directors' ICFR Report, which includes:

- A description of the controls in place within the Components of Internal Control as defined by the COSO Framework;
- A description of the scope covering material business processes and entities in the assessment of Internal Control over Financial Reporting;
- A description of control objectives;
- Identification of the risks that threaten the achievement of the control objectives;
- An assessment of the design, implementation and operating effectiveness of Internal Control over Financial Reporting; and

- An assessment of the severity of design, implementation and operating effectiveness of control deficiencies, if any noted, and not remediated at 31 December 2021.

#### Our Responsibilities

Our responsibility is to express a reasonable assurance opinion on the fairness of the presentation of the "Directors' ICFR Report" presented in Section 8 of the Annual Corporate Governance Report, based on the criteria established in the COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of Internal Control over Financial Reporting as at 31 December 2021.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Directors' ICFR Report is fairly presented. The COSO Framework comprises the criteria by which the Group's Internal Control over Financial Reporting is to be evaluated for purposes of our reasonable assurance opinion.

An assurance engagement to issue a reasonable assurance opinion on the Directors' ICFR Report involves performing procedures to obtain evidence about the fairness of the presentation of the Report. Our procedures on the Directors' ICFR Report included:

- Obtaining an understanding of the Group's components of internal control as defined by the COSO Framework and comparing this to the Directors' ICFR Report;
- Obtaining an understanding of the Group's scoping of significant processes and material entities, and comparing this to the Directors' ICFR Report;
- Performing a risk assessment for all material Account Balances, Classes of Transactions and Disclosures within the Group for significant processes and material entities and comparing this to the Directors' ICFR Report;
- Obtaining Management's testing of the design, implementation and operating effectiveness of internal control over financial reporting, and evaluating the sufficiency of the test procedures performed by management and the accuracy of management's conclusions reached for each internal control tested;
- Independently testing the design, implementation and operating effectiveness of internal controls that address significant risks of material misstatement and re-performing a proportion of management's testing for normal risks of material misstatement.
- Assessing the severity of deficiencies in internal control which are not remediated at

31 December 2021 and comparing this to the assessment included in the Directors' ICFR Report, as applicable.



The components of internal control as defined by the COSO Framework are Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring.

We performed procedures to conclude on the risk of material misstatement within significant processes considering the nature and value of the relevant account balance, class of transaction or disclosure.

A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to affect the decisions of the users of financial statements. For the purpose of this engagement, the processes that were determined as significant are: Entity Level Controls, Revenue, Financing assets, Investments, Expected Credit Losses, Financial reporting and disclosures and Information Technology Controls.

The procedures to test the design, implementation and operating effectiveness of internal control depend on our judgement including the assessment of the risks of material misstatement identified and involve a combination of inquiry, observation, re-performance and inspection of evidence.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the fairness of the presentation of the Directors' ICFR Report.

#### Meaning of Internal Control over Financial Reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Financial Accounting Standards (FAS) issued by Accounting and Auditing Organization for Islamic Financial Institutions ("AAOIFI") as modified by the Qatar Central Bank ("QCB"). An entity's internal control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management of the entity; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements, which would reasonably be expected to impact the decisions of the users of financial statements.

#### Inherent limitations

Because of the inherent limitations of Internal Control over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Therefore, Internal Control over Financial Reporting may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met.

In addition, projections of any evaluation of the Internal Control over Financial Reporting to future periods are subject to the risk that the internal control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Our Independence and Quality Control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

The firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### Opinion

In our opinion the Directors' ICFR Report in Section 8 of the Annual Corporate Governance Report, is fairly stated, in all material respects, based on the criteria established in the COSO Framework, including its conclusion on the effectiveness of design, implementation and operating effectiveness of Internal Control over Financial Reporting as of 31 December 2021.

Doha, Qatar  
Qatar Branch

For Deloitte & Touche  
6 April, 2022



**Walid Slim**  
Partner  
License No. 319  
QFMA Auditor License No. 120156

## 6.3 Corporate Governance Report 2021

### 1. Introduction

2021 was a year of significant changes at Masraf Al Rayan QSPC ("MAR and/or "Bank"). The MAR General Assembly of Shareholders approved the merger with Al Khalij Commercial Bank (al khaliji) PQSC ("Merger"). The merger agreement was signed on January 7, 2021, under which it was agreed to merge al khaliji's business into MAR's activities and to continue with MAR as the surviving entity operating under the Islamic Sharia principles. Legal Day 1 of the Merger was announced on December 1st, 2021 upon completion of the legal requirements. Management continues to deploy every effort to complete the operational integration into one platform as soon as possible. The present Corporate Governance report covers the full reporting period as at December 31, 2021, while taking into consideration the changes that MAR went through during 2021 and after Legal Day 1. In addition to the Merger, 2021 marked the continuous spread of Covid-19 and its impacts on economies, financial markets and social life.

Amidst these developments, MAR continued to comply with the Corporate Governance guidance issued by Qatar Central Bank (Qatar Central Bank Circular 68 of 2015), and the Corporate Governance Code for Companies and Entities Listed on Primary Markets issued by Qatar Financial Markets Authority's Board Decision number 5 of 2016, as well as Qatar's Companies Law number 11 of 2015 amended by Law No (8) of 2021, in addition to the sound corporate governance principles outlined by the G20 and the Organization for Economic Cooperation and Development (OECD) issued in 2015 (which included the principles of the International Organization of Securities Commissions – IOSCO in this regard), the International Corporate Governance Network (ICGN) issued in 2014, as well as the Gulf Cooperation Council unified guidance on Corporate Governance issued in 2012, as well as the other related laws and regulations.

We believe in sound corporate governance principles. As such, we ensure all aspects of our core business and all our activities are compliant at all time with all applicable laws and regulations including but not limited to those governing the roles and responsibilities of the Board of Directors, Senior Management, employees, fairness and equality treatment of all stakeholders, monitoring and managing risks, transparency and disclosures, managing stakeholders' rights, corporate social responsibility. We believe that sound corporate governance will always have a positive impact on shareholders, customers and other stakeholders being founded on 3 key pillars:

- A. Transparency
- B. Accountability
- C. Fairness and Equality

### 2. Masraf Al Rayan Ownership

#### Capital Structure

MAR share capital is QAR 9.3 billion (Qatari Riyals nine billion and three hundred million) distributed over 9.3 billion shares of a nominal value of QAR 1 per share consisting of the founding capital of QAR 7.5 billion (Qatari Riyals seven billion and five hundred million) and the "additional capital" of QAR 1.8 billion (Qatari Riyals one billion and eight hundred million) that is the result of the valuation of Al Khalij Commercial Bank (al khaliji) P.Q.S.C; The current capital structure was amended by Extraordinary General Assembly Decision held on October 5, 2021 approving the Merger with al khaliji.

Major Shareholders owning up to or more than 5% of MAR capital (as on 31 December 2021)

Name	Type	Nation	Shares	%
1 Qatar Holding Company	Government	Qatar	1,363,862,390	14.67%
2 Qatar Armed Forces Investment Portfolio	Government	Qatar	701,874,781	7.55%
3 Qatar Investment Authority	Government	Qatar	513,589,825	5.52%
4 Pensions Fund – General Retirement and Social Insurance Authority	Government	Qatar	489,186,657	5.26%

Ownership by Citizenship (as on 31 December 2021)

Citizenship	Number of Shareholders	Number of Shares	% of Capital
Qatar	60,912	8,870,293,639	95.38%
Kuwait	20,314	118,312,993	1.27%
Oman	26,646,939	4,213	0.29%
Bahrain	17,307	41,967,538	0.45%
Saudi	61,488	136,506,643	1.47%
Emirates	25,635	56,332,571	0.61%
Others	53	49,939,677	0.54%
<b>Total</b>	<b>189,922</b>	<b>9,300,000,000</b>	<b>100%</b>

### 3. The Board of Directors

#### Board Charter

MAR Board continued to function in accordance with its charter throughout 2021 and up to Legal Day 1 of the Merger. Upon completion of the legal Merger, the Board sets out a new written charter that was designed in accordance with the applicable laws, regulations, the Bank's amended Articles of Association post-merger and best practices. The Board Charter describe the composition and selection of the Board members and Chairman, the organization of the meetings, the training of the Board and Board Committees, the remuneration, and the responsibilities and functions of the Board. It equally comprises a broad description of matters required to be considered by the Board, including, but not limited to, setting-up strategies, defining risk levels, developing policies as well as matters that constitute events of conflict of interest and disqualifications for the Board.

#### Board Composition

According to MAR's Articles of Association, MAR shall be managed by a Board of Directors consisting of eleven (11) Members. Two (2) Members shall be appointed by Qatar Investment Authority through its fully owned subsidiary Qatar Holding LLC, or through any other entity designated by Qatar Investment Authority. One (1) Member shall be appointed by the General Retirement and Social Insurance Authority, and one (1) Member shall be appointed by Barzan Holding Company Owned by the Ministry of Defense. The remaining seven (7) members shall be elected by the General Assembly of Shareholders by secret ballot. At least one-third of the Members of the Board must be independent, and the majority of the Members shall be non-executives. The Board may include one or more seat(s) representing minorities and employees. In all cases, the composition of the Board must ensure no one has full control over its decisions.

Below is the composition of the Board for the fifth mandate (2020-2022) and the statement of shares owned by the directors or by the corporate entities they represent on the Board of MAR as at 31 December 2021:



**H.E. Sheikh Mohamed Bin Hamad Bin Qassim Al Thani**  
Chairman of the Board – Qatari

- Non-Executive and Non-Independent Member\*
- Appointed on Board of Masraf Al Rayan by QIA/Qatar Holding LLC ("QH") on 17 November 2021
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: N/A
- Number of shares held by QIA/QH and its related entities as of 31-Dec-2021: 1,915,632,215 shares

Other positions currently held:

- Minister of Commerce and Industry – State of Qatar
- Board Member of the Supreme Council for Economic Affairs and Investment
- Chairman of the Board of Directors of Qatar Stock Exchange
- Chairman of the Board of Directors of the Advisory Board of the Investment Promotion Agency
- Chairman of the Board of Directors of the Qatar Financial Center Authority
- Board Member, Qatar Investment Authority
- Board Member, Qatar Energy



**H.E. Sheikh Hamad Bin Faisal Bin Thani Al Thani**  
Vice Chairman and Chairman of Board Executive Committee – Qatari

- Executive and Non-Independent Member\*
- Represent QIA/Qatar Holding LLC ("QH") on Board of Masraf Al Rayan since 1 December 2021
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 11,815,661 shares
- Number of shares held by QIA/QH and its related entities as of 31-Dec-2021: 1,915,632,215 shares

Other positions currently held:

- Vice Chairman, Qatari Investors Group
- Board Member, Qatari Businessmen Association
- Board Member, Qatar Insurance Company (QIC)
- Board member, Free Zone Authority
- Board Member, Vodafone Qatar



**Abdullah Nasser Al Misnad**  
Board Member – Qatari

- Non-Executive and Non Independent Member\*
- Joined Masraf Al Rayan Board on 1 December 2021
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 35,939,753 shares

Other positions currently held:

- Chairman, Qatari Investors Group
- Chairman, Vodafone Qatar



**Turki Mohamed Al-Khater**  
Board Member – Qatari

- Executive and Non-Independent Member\*
- Appointed by General Retirement & Social Insurance Authority ("GRSIA") on Board of Masraf Al Rayan on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 436,760 shares
- Number of shares held by GRSIA as of 31-Dec-2021: 489,186,657 shares

Other positions currently held:

- Chairman, General Retirement & Social Insurance Authority, State of Qatar
- Chairman, United Development Company
- Board Member, Ooredoo
- Board Member, Qatar Industries



**Nasser Jarallah Saeed Jarallah Al Marri**  
Board Member – Qatari

- Non-Executive and Non-Independent Member\*
- Appointed by Barzan Holding/Qatar's Ministry of Defense on Board of Masraf Al Rayan on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 10,580 shares
- Number of shares held by Barzan Holding/Qatar's Ministry of Defense as of 31-Dec-2021: 701,874,781

Other positions currently held:

- Chairman, Head of Finance Department at Ministry of Defense
- Board Member, United Development Company
- Board Member, Vodafone





**Sheikh Ali bin Jassim Al Thani**  
Board Member - Qatari

- Executive and Non-Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 17,847,950 shares

Other positions currently held:

- Board Member, Qatar General Insurance & Reinsurance Co.
- QIA, CEO Advisor



**Tamy Ahmad Al-Binali**  
Board Member – Qatari

- Non-Executive and Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 0 shares

Other positions currently held:

- Assistant to the President for Support Services – State Audit Bureau (Assistant Undersecretary)



**Abdulla Ahmad Al Malki Al Jehani**  
Board Member - Qatari

- Non-Executive and Non-Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 4,300,602 shares

Other positions currently held:

- Board Member, Qatar General Insurance & Reinsurance Co.



**Sheikh Nasser bin Hamad bin Nasser Al Thani**  
Board Member – Qatari

- Executive and Non-Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 1,000,000 shares

Other positions currently held:

- Chief Commercial Officer, Ooredoo



**Mohammed Ibrahim Al-Abdullah**  
Board Member – Qatari

- Non-Executive and Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 0 shares

Other positions currently held:

- Board Member, Muntajat



**Dr. Abdulrahman Mohammed Al-Khayarin**  
Board Member – Qatari

- Non-Executive and Independent Member\*
- Elected to Masraf Al Rayan Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2021: 0 shares

Other positions currently held:

- Board Member, Barwa Real Estate

\* Note: Executive Directors are defined in accordance with QCB Corporate Governance Circular 68 of 2015. Independent and Non-Executive Directors are defined in accordance with QFMA Corporate Governance Code No. 5 of 2016 and QCB Corporate Governance Circular 68 of 2015; In case of conflict, the more stringent definition has been applied as per the principle of compliance defined in MAR's Articles of Association.

## Board Responsibilities and Other Duties

### Board Responsibilities

- A. Approving the strategic plan and the main objectives of the bank and supervising its implementation, inclusive of:
1. Developing, reviewing, and directing the Bank's overall strategy, main business plans, and risk management policy
  2. Determining the optimal capital structure for the Bank as a company, its strategy, financial objectives, and approving its annual budgets
  3. Overseeing the major capital expenditures of the Bank, as well as the acquisition and disposal of assets
  4. Setting objectives, monitoring their implementation, and monitoring the overall performance in the Bank
  5. Periodic review and approval of the Bank's organizational structures to ensure a controlled distribution of the functions, tasks, and responsibilities of the Bank; especially in regards to internal control units
  6. Approving the procedures that guide implementing the Bank's strategy and objectives that are prepared by the Senior Management; ensuring that they include defining the means and tools for rapid communication with Qatar Financial Markets Authority, and other regulatory authorities as well as other parties concerned with governance; thus naming and designating a contact officer for this responsibilities
  7. Approving the annual training and education plan for the Bank, provided that it includes Bank induction programs that educate about the Bank's activities and governance
- B. Establishing internal controls, related policies, and supervision over them, including:
1. Instating a written policy regulating conflict of interest, addressing potential conflict of interest situations for both the Board Members, Senior Executive Management, and Shareholders, that also covers the misuse of the Bank's assets and facilities, and potential misconduct resulting from transactions with related parties
  2. Establishing a full disclosure policy in order to achieve justice and transparency and prevent conflicts of interests and exploitation of information that is not available to the public. This policy shall also include the principles to be followed by insiders when dealing in securities, and specifying periods for prohibiting them from trading in the securities of the Bank or any of its Group Companies. In addition to preparing and up-dating a list of insiders and providing the Qatar Financial Markets Authority and the Market with a copy of it as soon as it is approved or updated.
  3. Ensure the integrity of the financial and accounting systems, including those related to the preparation of financial reports

4. Ensuring the application of appropriate control systems to manage risks, by defining the general perception of the risks that the bank may face and presenting them in a transparent manner
  5. Annual review of the effectiveness of the bank's internal control procedures
- C. Establishing a corporate governance policy for the Bank in line with the provisions of the Corporate Governance Code for Companies issued by Qatar Financial Markets Authority, as well as supervising it, monitoring its effectiveness, and amending as needed
- D. Developing clear and specific policies, standards, and procedures for the Membership of the Board; as well as implementing them after approval by the General Assembly thereof
- E. Develop a written policy regulating the relationship between Stakeholders in order to protect them and preserve their rights. This policy shall cover the following:
1. The mechanism for compensating stakeholders in the event of a violation of their rights, which are recognized by regulations and protected by contracts
  2. The mechanism for settling complaints or disputes that may arise between the Bank and Stakeholders
  3. An appropriate mechanism for establishing good relations with customers and suppliers, as well as maintaining the confidentiality of information related to them
  4. Code of professional conduct for the Executive Management and employees of the Bank in order to comply with sound professional and ethical standards regulating the relationship between them and Stakeholders, as well as the mechanisms for monitoring the implementation these principles and adherence thereto
- F. Sharia Supervisory Board  
Masraf Al Rayan appointed an independent Shariah Supervisory Board (SSB) consisting of scholars and experts specialized in the jurisprudence of Islamic transactions and with experience in the work of Islamic financial institutions. Amongst the duties of the Bank's Board in this regard are the following:
1. Recommending the appointment or dismissal of Members of the Sharia Supervisory Board of the Bank following the set procedures followed (and it is not permissible to remove or dismiss the Sharia Supervisory Board or any of its Members unless a recommendation is issued by the Bank's Board and a decision of the General Assembly, provided that the decision is justified)
  2. Determining and approving the Sharia Supervisory Board's remuneration based on a mandate from the General Assembly
  3. Approving the Sharia Supervisory Board's executive regulations, which include its charter, functions, responsibilities, independence, and the arrangement of its relationship with the Board of Directors, the Executive Management and other departments and units of the bank, as well as the mechanism for its reports preparation
4. Receiving and discussing the reports that the SSB sends to the Board periodically and annually, which include the SSB's view of the extent of the Bank's commitment to the provisions of Sharia in all its activities, as well as the report on any activities in violation of Sharia (if any)
  5. Ensuring that all the Bank's activities are carried out in accordance with the provisions of Islamic Sharia, and ensuring that the letters of appointment of the SSB Members include the Board's commitment thereto
- G. Developing a policy for the Bank's Corporate Social Responsibility
- H. Developing policies and procedures that ensure the Bank's respect for laws, applicable regulations, and its commitment to disclosing information to Shareholders, creditors and other Stakeholders
- I. Sending an invitation to all Shareholders to attend the General Assembly Meeting as per the manner prescribed by law. The invitation and the announcement must include an adequate summary of the General Assembly's Agenda, including the items for discussion, and approving the Corporate Governance Report.
- J. Approving the nominations for appointment of Senior Management positions, and the Management succession plan
- K. Establishing a mechanism for dealing and cooperating with providers of financial services, financial analysis, credit rating, and other service providers, as well as the bodies setting the standards and the indicators of financial markets performance for them to provide their services quickly, honestly, and transparently to all Shareholder
- L. Develop the necessary awareness programs to spread the culture of self-monitoring and risk management in the Bank
- M. Adopting a clear and written policy that defines the basis and method for granting Board Members' remunerations, incentives, and bonuses to the Senior Management and the Bank's employees in accordance with the principles of the Corporate Governance Code for Companies issued by Qatar Financial Markets Authority without any discrimination on the basis of race, gender, or religion, and presenting it to the General Assembly annually for endorsement
- N. Developing a clear policy for contracting with related parties (managing conflicts of interest policy)
- O. Laying the foundations and criteria for evaluating the performance of the Board and Senior Management

#### Board Duties

The Board owes a duty of care to all Shareholders. To this end, it must take the necessary care in managing the Bank in an effective and productive manner to the best interest of the Bank, its partners, Shareholders, and Stakeholders, and achieve public prosperity and investment development in the country as well as the development of society. The Board must bear the responsibility of

protecting Shareholders from illegal or abusive acts and practices, or any actions or decisions that may harm them, discriminate between them, or enable one group thereof to dominate over another. The Board (without prejudice to the provisions of the law) shall perform its functions and tasks, and bear its responsibilities in accordance with the following:

1. The Board must perform its duties responsibly, in good faith, with seriousness and due care, and its decisions should be based on adequate information from the Executive Management, or from any other reliable source
2. A Board Member represents all Shareholders, and he must abide by what achieves the best interests of the Bank, not only the interests of those whom they represent or those whom have elected them to the Board
3. The Board must specify the powers it delegates to the Senior Management, the decision-making procedures and the mandate period. It also defines the issues that it retains the authority to decide on. The Senior Management submits periodic reports on its exercise of its delegated powers.
4. The Board must ensure that procedures are put in place to familiarize the new Board Members with the Bank's work, especially the financial and legal aspects, as well as train them if necessary
5. The Board must ensure that the Bank provides sufficient information about its affairs to all Members of the Board in general and to non-executive Members of the Board in particular, in order to enable them to carry out their duties and tasks efficiently
6. The Board may not conduct loan contracts with terms exceeding three years, sell or mortgage the Bank's real estate, or release the Bank's debtors from their obligations unless they are authorized to do so in the Bank's Articles of Association and the conditions set forth therein. In the event where such acts are authorized under the Bank's Articles of Association, the Board may only perform such acts with the permission of the General Assembly, unless such acts fall within the objectives of the Bank (by virtue of the nature of the Bank's work)

#### Additional Information about the Board

At MAR, Members of the Board of Directors have full and immediate access to information, documents, and records related to the Bank. The MAR Senior Management is committed to providing the Board and its Committees with all the required documents and information. The Members of the Board of Directors make sure to attend the General Assemblies.

The Board has adopted an induction program that has been developed, and its details updated periodically, to ensure that the Members of the Board, upon their election, have an adequate understanding of the Bank's workflow and operations, and are fully aware of their responsibilities.

Members of the Board are responsible for attaining good awareness of their role and duties, and they must educate themselves in financial, commercial, and industrial issues and in the Bank's operations and work. For this purpose,

the Board provides its Members as needed appropriate and formal development courses aimed at supporting the skills and knowledge of the Members of the Board.

Moreover, the Board of Directors works to keep its Members always informed of developments in the field of governance and best practices in this regard, and the Board may delegate this to any of its specialized Committees.

The MAR Articles of Association include clear procedures for dealing with situations related to the vacancy of the position of a Member of the Board of Directors or dismissal thereof (Article No. 28).

#### Board Remuneration

According to MAR Articles of Association, in particular, Article (40), the Board Members receive compensation for attending Board Meetings and Board Committee Meetings in accordance with the Board of Directors' Remuneration and Compensation policy, which is endorsed annually by the Board, and approved by the Ordinary General Assembly; and these remunerations are disclosed in the Financial Statements.

#### The Chairman of Board of Directors

The Chairman of the Board of Directors is the president of the Bank and represents it before the courts and third parties. He is primarily responsible for the good management of the Bank in an effective and productive manner and working to achieve the interest of the Bank as a company, its partners, its Shareholders and other Stakeholders. The role of the Chairman is defined meticulously in the Board Charter. Below are the key responsibilities vested in the Chairman under the Board Charter: must and does include the following, as a minimum:

1. Ensuring that the Board discusses all key issues in an effective and timely manner
2. Approving the Agendas of Board Meetings, taking into account any issue raised by any Member of the Board
3. Encouraging the Members of the Board to participate collectively and effectively in the conduct of the affairs of the Board, and to ensure that the Board carries out its responsibilities in the best interests of the Bank
4. Making available all data, information, documents, records of the Bank, records of the Board and its Committees to the Members of the Board
5. Finding effective communication channels with Shareholders and working to convey their views to the Board
6. Allow non-executive Board Members in particular to actively participate in the Board; and to encourage constructive relations between the executive and non-executive Board Members.
7. Keeping Members informed about the implementation of the provisions of the Board Charter, and the Chairman may delegate the Audit Committee or others to do so

The Vice Chairman supersedes the Chairman in his absence, and the Chairman may delegate some of his powers to other Members of the Board.



His Excellency Sheikh Mohamed Bin Hamad Bin Qassim Al-Thani was appointed to the Board of MAR in November 2021 by Qatar Investment Authority acting through Qatar Holding LLC. On 12 December 2021, upon Legal Day 1 of the Merger, the Board of MAR, in its capacity as the merged entity, elected H.E Sheikh Mohamed Bin Hamad Bin Qassim Al Thani as Chairman of the Board and H.E Sheikh Hamad Bin Faisal Bin Thani Al-Thani as Vice Chairman.

### Board Members Obligations

The following is a summary of the obligations of the Members of the Board of Directors:

#### Core obligations:

1. Regularly attending the Meetings of the Board and its Committees, and not withdrawing from the Board except for necessity and at the appropriate time
2. Putting the interests of the Bank, partners, shareholders and other Stakeholders ahead of the private interest
3. Expressing opinions on the strategic issues of the Bank, its policy in implementing its projects, its staff accountability policies, its resources, basic appointments, and its work standards
4. Monitoring the Bank's performance in achieving its goals and objectives, and reviewing reports on its performance, including annual, semi-annual, and quarterly reports (the Bank's financial statements)
5. Supervising the development of procedural rules for governance, and working to implement them in an optimal manner in accordance with Board Charter
6. Utilizing their diverse skills and experiences as per their various specializations and qualifications in managing the Bank in an effective and productive manner, and working to achieve the best interests of the Bank, partners, Shareholders and other Stakeholders
7. Effective participation in the Bank's General Assemblies, and obliging the demands of its Members in a balanced and fair manner
8. Not to make any declarations, statements, or release information without the prior written permission of the Chairman, or whomever the Chairman authorizes for this purpose, and the Board shall name the official spokesperson for the Bank.
9. Disclosure of their financial and commercial relations, as well as any lawsuits that may negatively affect their performance of their tasks and functions that have been assigned to them

The Members of the Board may request the opinion of an independent external advisor at the Bank's expense in relation to any matter concerning the Bank.

#### Additional Obligations:

- The management of the Bank with due diligence and care, dedication, and allotting sufficient attention and time to the work entrusted to them, and adherence to the institutional authority of the Bank as specified in the relevant laws, regulations, and instructions.
- Act on the basis of clear information, in good faith, and with the necessary due care and attention, in the best interests of the Bank and all Shareholders.
- Act effectively to fulfill their responsibilities towards the Bank.

- Protect the interests of the Bank, abide by the complete confidentiality of information, and refrain from any actions that would lead to any kind of unauthorized disclosure or the use of any information bearing a confidential nature.
- Participate in Meetings on a regular basis, including Meetings of the Board of Directors, Meetings of the General Assembly, and Meetings of the Committees emanating from the Board, and enriching those meetings with their discussions and opinions, and to debate effectively and independently.

### Board Meetings

#### Meeting Invitations

The Bank meets by invitation from the Chairman in accordance with the Bank's articles of association. The Chairman must call the Board to a Meeting whenever requested by at least two Members. The invitation is sent to each Member accompanied by the Agenda at least one week before the date set for the Meeting. Any Member may request one or more items to be added to the Agenda.

The Board holds at least six Meetings in a year, and three months may not elapse without holding a meeting. The Meeting of the Board is not valid unless attended by the majority of its Members, provided that the Chairman or Vice-Chairman is amongst them. An absent Member may delegate in writing another Member of the Board to represent them in attendance and voting, provided that no Member may represent more than one Member, and if a Board Member is absent from attending three consecutive meetings, or four non-consecutive meetings, without an excuse accepted by the Board, the Member is considered as having resigned. Participation in Board Meetings may be done via any secure and accepted modern technology medium that enables the participant to listen and actively participate in the Board's deliberations and in issuing decisions.

#### Board Meetings in 2021

The MAR Board held 6 meetings in 2021 on the following dates:

- First meeting: January 7, 2021
- Second meeting: January 19, 2021
- Third meeting: April 19, 2021
- Fourth meeting: July 13, 2021
- Fifth meeting: November 28, 2021
- Sixth meeting: December 12, 2021

### Board Resolutions

Board Resolutions are issued by the majority of the votes of the attendees and representatives. In case of equal votes, the Chairman shall have the casting vote. Minutes of meeting are drafted for each meeting, stating the names of the Members present and absent, meeting deliberations, and are signed by the Chairman and Secretary. Objections of any member on any decision issued by the Board are documented in the minutes. The Board may, in case of necessity and for reasons of urgency, issue some of its decisions by circulation, provided that all members agree in writing to those

decisions, and that they are presented at the next meeting of the Board for endorsement and to be included in the Minutes of that Meeting.

In 2021, the MAR Board issued a number of resolutions and recommendations that fall within its remit. It is understood that such resolutions are in the best interests of the Bank, its shareholders and stakeholders.

The MAR Board exercises its powers and responsibilities in accordance with the Bank's Memo-randum and Articles of Association, the QCB and QFMA regulations. The Board is collectively responsible for supervising the management of MAR in an appropriate manner and in accordance with the Board Charter. The Board approves the strategic objectives and the policies that set up the controls of MAR activities.

### Company Secretary

According to the Board Charter, the Board shall appoint a Company Secretary. Priority shall be given to those who hold a university degree in law or accounting from a recognized university or its equivalent, and to those who have at least three years' experience in handling the affairs of a listed company. The Secretary, after the approval of the Chairman, may seek the assistance of the Bank's employees as he/she may deem appropriate to assist him/her to perform his/her duties.

On 12 December 2021, upon Legal Day 1 of the Merger, the MAR Board appointed under Resolution No. 4/6/2021 Mr. Tony Merhej as Company Secretary to work within an independent unit reporting directly to the Board of Directors. The Board also approved the Company Secretary Charter that defines the role and responsibilities of the Secretary. The Charter is developed in accordance with the requirements of the relevant applicable laws and regulations and the Bank's Articles of Association. The Secretary works closely with the Chairman of the Board and the chairpersons of the Board Committees to prepare for Board and Committees' meetings. The Secretary plays a key role in facilitating communications between Board Members and Senior Management. In addition, the Secretary is responsible for overseeing the implementation of the Bank's corporate governance framework. Mr. Merhej holds a Master's degree in Linguistics and Legal Translation, which includes law studies, and has over 15 years of experience in corporate governance, compliance, and legal affairs.

### Board Committees

The Board delegated parts of its responsibilities to a number of sub-committees. Board committees are created in accordance with the provisions of the relevant corporate governance laws and regulations and specific banking requirements. All Board sub-committees function within defined and written Terms of Reference approved by the Board. Decisions taken at sub-committees' level are documented in minutes signed by the chair and secretary of the committee and are presented to the full Board for endorsement. The Chairman of the Board may not be member of any Board committee. Members of Audit Committee may not sit on any other Board committees.

Upon Legal Day 1 of the Merger on 1 December 2021, MAR Board restructured all its committees. The report herein covers the Board committees pre and post Legal Day 1 of the Merger.

### Executive Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

- Reviewing the main functions of the Board of Directors
- Discussing and approving the issues that fall within the remit of the Board of Directors or those that arise between the Meetings of the Board
- Presenting reports and recommendations to the Board of Directors regularly and upon request
- Recommending and authorizing financial issues in accordance within the approved delegations
- Recommending the approval of policies and regulations or any amendments or additions thereto
- Approving or recommending ceilings for dealing with the countries and financial institutions that the Bank deals with (new and existing), and recommending necessary amendments as needed

The Committee held the following Meetings during 2021:

- First meeting: January 11, 2021
- Second meeting: April 14, 2021
- Third meeting: July 5, 2021
- Fourth meeting: October 11, 2021

Main decisions and activities of the Committee in 2021: At each meeting of the Board, the Chairman of the Committee submits a report on the activities and work of the Committee and the main decisions issued by it to the full Board. In 2021, the Board of Directors endorsed all the recommendations and decisions of the Committee. The most notable were:

- Discussing and approving or recommending or he Board approval of credits and financings
- Reviewing the various activities of the Bank and its business and making recommendations to the Board of Directors as appropriate

Committee membership pre Legal Day 1 (1 January 2021 - 30 November 2021)

- Mr. Turki Mohamed Al-Khater  
Chairperson
- Mr. Abdulrahman Al-Khayarin  
Member
- Sheikh Nasser bin Hamad Al Thani,  
Member
- Sheikh Ali bin Jassim Al Thani,  
Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The members and remit of the Executive Committee were changed. In addition to the key responsibilities mentioned above, the Committee is now responsible for Bank investments including approval of new investments in accordance with its approved delegation, oversight of Group related funds and investments overseas and approval of policies that are outside the remit of other sub-committees.

Committee membership post Legal Day 1 (1 December 2021- 31 December 2021)

- Sheikh Hamad Bin Faisal Bin Thani Al Tani  
Chairperson
- Mr. Turki Mohamed Al-Khater  
Member
- Sheikh Nasser bin Hamad Al Thani  
Member
- Sheikh Ali bin Jassim Al Thani,  
Member

No meeting was held by the Committee for the period from 1 to 31 December 2021. The remit of the Committee was amended upon Legal Day 1 of Merger to include the responsibilities of the Group Investment Committee in addition to the Committee's key responsibilities set forth above.

#### Risk and Policies Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

Risk Management

##### A. Operational risk

1. Reviewing the effectiveness of risk management across the Bank
2. Assessment of new material risks affecting the Bank
3. Determining modern strategic risks, including institutional matters such as regulatory frameworks, business development, and the like
4. Review the Key Risk Indicators and identify matters that should be of interest to the Board of Directors on a quarterly basis
5. Review of operating losses that materially affect the Bank
6. Review all risk policies on an annual basis

##### B. Credit Risk

1. Annual review of credit policies
2. Establish and review collaterals coverage when necessary and at least once a year
3. Approving and reviewing the maximum limits for transactions with other Banks, and the maximum limits for transactions with other countries, when necessary and at least once annually
4. Reviewing arrears and non-performing accounts and recommending appropriate provisions
5. Evaluation of write-off or return to performance against provision levels
6. Reviewing and monitoring the lawsuits filed and the collection/remediation processes

##### C. Monitor reputation risk and all risks not covered above

##### D. Bank Policies: considering, developing, and updating policies that require the approval of the Board of Directors

The Committee held the following meetings in 2021:

First meeting: April 15, 2021

Second meeting: July 5, 2021

Third meeting: October 4, 2021

Main decisions and activities of the Committee in 2021:

At each meeting of the Board, the Chairman of the Committee submits a report on the activities and work of the Committee and the main decisions issued by it to the full Board. In 2021, the Board of Directors endorsed all the recommendations and decisions of the Committee. The most notable were:

- Review and approve Internal Capital Assessment ICAAP
- Review and approve the recovery plan and stress tests
- Discuss and approve various policies at MAR
- Discuss periodic risk reports and taking appropriate actions as required

Committee membership pre Legal Day 1

(1 January 2021- 30 November 2021)

- Mr. Turki Mohamed Al-Khater  
Chairperson
- Mr. Nasser Jarallah  
Member
- Mr. Abdullah Al-Malki  
Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The Committee was renamed to "Risk and Compliance Committee". In addition to the key responsibilities mentioned above, the Committee is now responsible for Compliance and Anti Money Laundering responsibilities in accordance with QCB requirements and approval of all risk, compliance and AML policies. The members of the Committee were also changed.

Committee membership post Legal Day 1

(1 December 2021- 31 December 2021)

- Mr. Turki Mohamed Al-Khater  
Chairperson
- Mr. Abdulrahman Al Khayareen  
Member
- Mr. Mohamed Al Abdulla  
Member

No meeting was held by the Committee for the period from 1 to 31 December 2021.

#### Group Investment Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

- Develop and amend investment policies for Masraf Al Rayan, which includes (1) Masraf Al Rayan policies, (2) Risk limits that include investment guidelines (3) Investment limits in each sector and border Country-specific investment, and (4) Determining the areas of prohibited investments.
- Reviewing and approving the investment operations of the Group, in accordance with investment limits Set for a single deal or for a total of deals throughout the year, according to what is stated in the investment policy
- Monitoring the investment portfolio management of the Group to ensure compliance with what is stated in the investment policy

- Evaluate the performance of an investment portfolio Masraf Al Rayan based on comparing the real return with the expected return, in addition to comparing it with other indicators approved by the Board of Directors. The evaluation takes into account the extent of compliance of the investment with directions in the investment policy of Masraf Al Rayan
- Reviewing periodic analysis and reports for each of the Group's investment portfolios
- Reviewing Masraf Al Rayan's strategic investments whenever the need arises
- Carrying out other duties and assuming responsibilities and exercising its delegated authorities in accordance with the Board's mandate
- Preparing reports and submitting them to the Board to inform of the investment decisions taken, the policies, and the performance of the investments
- Carrying out other duties, as required, in accordance with changes in the policy of the Board of Directors, instructions of the Qatar Central Bank or the Qatar Financial Markets Authority, or according to market developments.
- Approval of investment deals in accordance with the specified ceilings of the Committee's delegation and submit recommendations for deals with higher ceilings for approval by the Board
- Inviting the concerned persons to the Committee's Meetings to provide expert opinions in their areas of competence

The Committee held the following meetings during the year 2021:

First Meeting: April 15, 2021

Second Meeting: July 6, 2021

Third Meeting: October 11, 2021

Main decisions and activities of the Committee in 2021:

- Discussing MAR investments inside and outside Qatar and making recommendations to the Board of Directors as appropriate

Committee membership pre Legal Day 1

(1 January 2021- 30 November 2021)

- Shekh Ali Bin Jassim AL Thani  
Chairperson
- Mr. Mohamed Al Abdulla  
Member
- Sheikh Nasser Bin Hamad Al Thani  
Member
- Mr. Nasser Jaralla Al Marri  
Member
- Mr. Ahmed Al Sheikh  
Member
- Mr. Haitham Katerji  
Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The Group Investment Committee was revoked and all its responsibilities were assumed by the Executive Committee of the Board.

#### Audit and Compliance Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

- Appointing external auditors annually and approving their contracting policy.
- Supervising and following up the independence and objectivity of the external auditors, and discussing with them the nature, effectiveness and scope of the audit in accordance with international auditing standards and international financial reporting standards.
- Reviewing the Engagement Letter of appointment of the external auditor, his work plan, and any important inquiries or observations he requests from the senior management in the Bank, as well as the responses of the Executive Management.
- Take over all matters related to the external auditor, such as recommending to the Board of Directors the nomination, dismissal, remuneration, scope and results of the audit and inspection for the tasks assigned to him.
- Ensure coordination between the internal auditors and the external auditor.
- At least once a year meeting with the financial manager at the Bank or the person responsible for coordinating between the Bank and the external auditor
- Examining any important and unusual issues that are or will be included in the financial reports
- Appointing or dismissing the head of the internal audit department and supervising its effectiveness.
- Appointment of a Money Laundering Reporting Officer entrusted with all tasks related to combating money laundering and terrorist financing.
- Supervising and following up the Internal Audit and Compliance Department and ensuring their independence, as well as discussing and recommending the annual plan and appropriate training for them.
- Reviewing the internal control systems, approving the Bank's internal and external audit reports, following up on the correction of violations contained therein, and setting the necessary controls to ensure that they are not repeated.
- Coordination with the Risk Management Committee on the evaluation of risk management and hedging systems
- Reviewing and recommending the charter, policies and work procedures for the Internal Audit Department and the Compliance Department on an annual basis.
- Supervising the work of the Compliance Department that identifies, evaluates, and provides advice, monitors and reports on the risks of non-compliance with the applicable laws, regulations, instructions, and standards. As well as setting its position in the organizational structure in a position that secures it the necessary independence and effectiveness. As well as providing sufficient resources and quick and clear channels to submit reports to the Committee and the Executive Management, and providing them with the necessary authority to access information within the framework of a clear and sufficient policy.



- Ensuring the existence of effective policies, procedures, systems and controls in relation to combating money laundering and terrorist financing in accordance with the requirements of the Anti- Money Laundering and Combating Financing of Terrorism Law and the relevant Central Bank instructions issued in May for the year 2020.
- Reviewing the quarterly reports prepared by the Compliance Department.
- Establish rules approved by the Board of Directors through which Bank employees can confidentially report their doubts about any matter likely to raise suspicion, and ensure that appropriate arrangements are in place that allow for an independent and fair investigation into these matters while ensuring that the reporting worker is granted confidentiality and protection from any harm or negative reaction (whistleblower protection policy).
- Supervising the accuracy and validity of the financial statements and annual, semi-annual, and quarterly reports, and reviewing those statements and reports related to compliance with accounting standards, market listing, and disclosure.
- Ensure that internal audit work includes a review of the compliance officers activities.
- Assessing the impact of the new regulations on Masraf Al Rayan.
- Review the annual Money Laundering Reporting Officer (MLRO) report
- Study any other issues specified by the Board of Directors.

The Committee held the following meetings during 2021:

- First meeting: January 19, 2021
- Second meeting: April 13, 2021
- Third meeting: April 19, 2021
- Fourth meeting: July 13, 2021
- Fifth meeting: September 14, 2021
- Sixth meeting: October 18, 2021

Main decisions and activities of the Committee in 2021:

- Reviewing and discussing the independent auditors' report on the review of the internal control system, the interim and audited 2021 financial statements including the Management Letter.
- Reviewing and discussing and recommending the interim and audited financial statements for 2021 for Board approval
- Reviewing and strengthening internal control over financial reporting (ICoFR)
- Reviewing and discussing the periodic reports of the internal audit on the activities and results of the internal audit, the internal control and the risk control system for the year 2021 and taking the appropriate measures as applicable
- Approval of the internal audit strategy and plan for 2021

- Reviewing the offers of auditing firms and recommending external auditor for 2021 for Board and shareholders approvals of Directors
- Review and discuss periodic reports on compliance

Committee membership pre Legal Day 1 (1 January 2021- 30 November 2021)

- Mr. Tami Ahmed Al-Binali, Chairperson
- Mr. Abdullah Al-Malki Member
- Mr. Nasser Jarallah Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The Committee was renamed to "Audit Committee". The key responsibilities mentioned above remains unchanged except that the Compliance and AML responsibilities were removed from the Committee's remit and put under the Risk Committee in accordance with QCB requirements. The Risk Committees was renamed as Risk and Compliance Committee. The members of the Committee post Legal Day 1 of the Merger remain unchanged. No meeting was held by the Committee for the period from 1 to 31 December 2021.

#### Remuneration and Compensation Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

- Determine the rewards policy in the Bank annually, inclusive of which method is used to determine the compensation of the Chairman and Members of the Board, on the basis that the annual rewards for the Board shall not exceed 5% of the net profit of the Bank after discounting legal reserves and deducting provisions and Shareholders' dividends (cash and in kind)
- Establish the basis of allowances and incentives in the Bank for Senior Executive Management inclusive of Share incentive schemes
- Update rewards and compensation policies annually and whenever necessary
- Suggest remunerations for Members of the Board of Directors and the Executive Management, taking into account the following:
  - o The value of the remunerations granted to Members of the Board of directors and Executive Management after comparing them with what is offered in similar local and regional financial institutions
  - o The profits and achievements made by the Bank during the financial year and comparison with the results of previous years
  - o Economic and financial conditions during the financial year
  - o Responsibilities and scope of duties of the Members of the Board and Senior Executive Management
  - o Observing the laws that determine the value of the remuneration of Members of the Board of directors and the related Articles in the Bank's Articles of Association

- Presenting the remuneration policy and its basis to the Shareholders at the General Assembly for approval and public announcement

The Committee held the following meetings during 2021:

- one meeting on January 12, 2021.

Main decisions and activities of the Committee in 2021:

- Conducting annual review of Board remuneration policy and recommending Board remunerations for General Assembly approval
- Conducting annual review of the remuneration policy of Senior Management and employees of the Bank
- Recommending Senior Management and Bank employees annual remuneration for Board approval
- Recommending remuneration of Shariah Supervisory Board for Board approval

Committee membership pre Legal Day 1 (1 January 2021- 30 November 2021)

- Mr. Abdullah Ahmed Al-Maliki, Chairperson
- Sheikh Nasser bin Hamad Al Thani, Member
- Mr. Mohamed Ibrahim Al-Abdullah Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The Committee was combined with the Nominations and Governance Committee under one Committee named "the Corporate Governance, Nominations and Remunerations Committee". The members of the newly combined Corporate Governance, Nominations and Remunerations Committee" post Legal Day 1 (1 December to 31 December 2021) are as follows:

- Mr. Abdullah Nasser Al Misnad, Chairperson
- Mr. Abdulrahman Al Khayareen, Member
- Mr. Mohamed Ibrahim Al-Abdullah Member

No meeting was held by the new combined Corporate Governance, Nominations and Remunerations Committee for the period from 1 to 31 December 2021.

#### Nominations and Governance Committee

Committee's key responsibilities pre Legal Day 1 of Merger:

1. Developing Board nomination and election policy for shareholders' approval
2. Considering and making recommendation on candidates for Board elections
3. Establishing the succession plan for the Management of the Bank to ensure continuity and suitable replacement for vacant positions in the Bank

4. Considering and recommend senior management appointments for Board approval
5. Presenting an annual report to the Board including a comprehensive analysis of the performance of the Board identifying strengths and weaknesses, and accordingly its recommendations in this regard
6. Reviewing the annual Corporate Governance Report of Masraf Al Rayan, and recommending its endorsement by the Board.
7. Developing an induction program for new Members, and suggesting training programs for them as needed

The Committee held the following meetings during 2021:

- one meeting on January 12, 2021.

Main decisions and activities of the Committee in 2021:

- Discussing and recommending the annual Corporate Governance Report for Board and shareholders' approval
- Reviewing the external auditor's report on Masraf Al Rayan's compliance with governance instructions and taking appropriate measures as applicable
- Reviewing the induction program for Board Members

Committee membership pre Legal Day 1 (1 January 2021- 30 November 2021)

- Mr. Abdul Rahman Al-Khayarin, Chairperson
- Mr. Mohamed Ibrahim Al-Abdullah Member
- Mr. Tami Ahmed Al-Binali Member

Upon Legal Day 1 of the Merger on 1 December 2021, the Board restructured all its committees. The Committee was combined with the Remunerations and Compensation Committee under one Committee named "the Corporate Governance, Nominations and Remunerations Committee". The members of the newly combined Corporate Governance, Nominations and Remunerations Committee" post Legal Day 1 (1 December to 31 December 2021) are as follows:

- Mr. Abdullah Nasser Al Misnad, Chairperson
- Mr. Abdulrahman Al Khayareen, Member
- Mr. Mohamed Ibrahim Al-Abdullah Member

No meeting was held by the new combined Corporate Governance, Nominations and Remunerations Committee for the period from 1 to 31 December 2021.

#### 4. Sharia Supervisory Board

Please refer to section 11 of the Annual Report that form an integral part of this Corporate Governance Report.

#### 5. Senior Management and Organizational Chart

The Board appoints the Group Chief Executive Officer and all his direct reports including the direct reports to the Board.

Below are the members of MAR Senior Management as at 31 December 2021:



**Fahad bin Abdulla Al Khalifa**  
Group Chief Executive Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 10,000 shares

- Other positions currently held:
- Board member, Al Rayan Bank UK
  - Board member, Al Khaliji France
  - Board member, QFBA



**Omar Al Emadi**  
Group Chief Risk Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Khalid Fakhroo**  
General Manager, Engineering and Real Estate

Number of shares held directly or indirectly (through own companies or family members) as of 31-Jan-2021: 834,297 shares

Other positions currently held: None



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

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Hamad Al Kubaisi**  
Group Chief Human Resources Officer and Acting GCOO

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Shabbir Barkat Ali**  
Group Chief Finance Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Eman Al Naemi**  
Head of Corporate Affairs

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Abdelmonem El Hassan**  
AGM, Group Legal Counsel

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Mohammed Al Emadi**  
Group Chief Business Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 41,360 shares

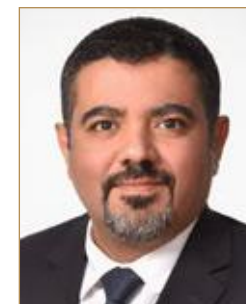
- Other positions currently held:
- Board member, Qatar Academy Doha (Qatar Foundation)
  - Board member, Beema Insurance Company (representing Masraf Al Rayan)
  - Board member, Al Rayan Investment (representing Masraf Al Rayan)
  - Member, Qatar Chamber of Commerce – Banks and Investment Committee



**Tahir Pirzada**  
AGM, Group Treasurer and Financial Institutions

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



**Mutaz Dana**  
Group Head Compliance and AML Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



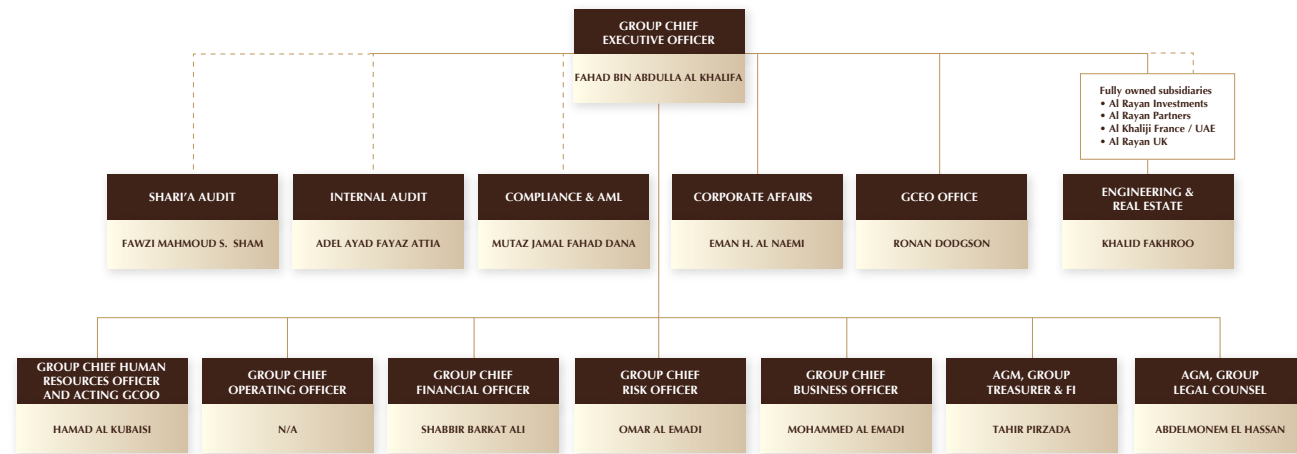
**Fawzi Siam**  
Executive Manager Sharia Audit

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Jan-2021: 0 shares

Other positions currently held: None



Below is the Group Organizational Chart as at 31 December 2021:



**6. MAR Internal Control Policies**

MAR adopts a set of policies that govern the Bank's activities. All policies are periodically updated as and when needed and presented to the Board or the Board relevant committee for approval.

Below are key policies adopted at MAR as at 31 December 2021:

Title

1. Credit Policy
2. Expected Credit Loss Policy
3. Compliance Policy
4. Frameworks, methodologies, policies and guidelines for combating financial crimes
5. Outsourcing Policy
6. Internal capital adequacy assessment policy and implementation framework
7. Policy to maintain the reserve financing liquidity
8. Liquidity Risk Management Policy
9. Market Risk Management Policy
10. Disaster Recovery Policy
11. Operations Risk Management Policy
12. Cybersecurity policy
13. Cybersecurity framework
14. Information Security Protection Policy
15. Business Continuity Policy
16. SWIFT Framework Policy
17. IT Policy
18. Infrastructure procedures and digital systems issuance
19. Management change standards
20. Enterprise Digital Systems Management Standards
21. Application development standards
22. Digital Systems Testing Methodology
23. Code of Business Conduct Policy
24. HR Policy
25. Liabilities, assets and treasury management policy
26. Internal audit policy

27. Investment policy
28. Sharia Policy
29. Governance System Framework
30. Retail Banking Department Policy
31. Branch Operations Policy
32. Financial policy
33. Social policy (Corporate Social Responsibility)
34. Disclosure policy, dealing with rumors and investor relations
35. Related Party Contracting Policy
36. Conflict of Interest Regulation Policy
37. Policy of regulating the relationship with stakeholders
38. Dividend Policy
39. Delegate Policy
40. Policy for granting facilities

The Bank also developed and established a financial crimes prevention framework that has a number of policies dedicated to it as follows:

Title

1. FCC Governance
2. Financial Crime Framework
3. Financial Crime Assurance and Monitoring Framework
4. AML Whole Firm Business Risk Assessment Methodology
5. Customer Risk Assessment Methodology
6. Customer Risk Assessment Scoring Model
7. Financial Crime Risk Appetite
8. Industry Risk Classification
9. Country Risk Classification
10. AML Whole Firm Inherent Risk Analysis
11. Whole Firm Top down Risk Analysis
12. Whole Firm Bottom up Risk Analysis
13. Anti-Money Laundering Policy and Counter Terrorism Policy
14. Financial Crime Prevention Policy

15. Customer Acceptance Policy
16. Politically Exposed Persons Policy
17. Sanctions Policy
18. Trade Finance Policy
19. Correspondent Banking Policy
20. Anti-Bribery Corruption Policy
21. Anti-Fraud Policy
22. Whistleblower Protection Policy
23. Dormant and Unclaimed Policy
24. New Product & Service Approval Policy
25. General Data Protection Policy
26. Electronic crime Policy
27. Tax and FATCA Transparency Policy
28. Market abuse and inside dealing Policy
29. Risk Based Approach Guidelines
30. KYC/ On-Boarding, CDD and ECDD Guidelines
31. Beneficial Ownership Guidance
32. PEP Guidance
33. Vendor Management Guidance
34. Dealing with Precious Metals Dealers, Precious Stones and Gold Guideline
35. Large Cash Transaction Guidance
36. Sanctions Screening Guideline
37. SAR, STR and Reporting Guidance
38. Trade Finance Guidance
39. Correspondent Banking Guidance
40. Customer Transaction Monitoring Guidance
41. Staff Transaction Monitoring Guidance
42. Adverse Media Discounting Guidance
43. Anti-Fraud, Bribery and Corruption Guidance
44. AML Sanctions Exits and Decline Guidance
45. Market abuse and inside dealing Guidance
46. Documents & Record Keeping Guidance
47. FCC Delegated Authority Matrix
48. Vendor Management Guidance

**7. Compliance with Disclosure and Listing Rules and Regulations**

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

Furthermore, the Board of Directors has adopted a Disclosure Policy that complies with the Qatar Stock Exchange ("QSE") rules and ensures disclosure of sensitive information to the market in a timely, accurate and transparent manner. The policy also sets the framework for dealing with rumors. MAR discloses the agenda of its Board meetings and all resolutions of a sensitive nature to

the QSE before and after each Board meeting. In addition, MAR keeps its shareholders, investors, customers and stakeholders informed of all new products and business through periodic press releases published in the media and on the website of MAR and notifies QSE and relevant regulators of the same beforehand. During General Meetings, the shareholders enjoy their rights to ask any questions about MAR's position and business.

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

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

As at 31 December 2021, MAR made all disclosures required under the applicable laws and regulations on its website, press and social media platforms and in its annual reports. For details, please refer to MAR's website ([www.alrayan.com](http://www.alrayan.com)).

**8. MAR Compliance with Internal Control Systems When Identifying and Managing Risks**

MAR Board ensures an adequate and efficient internal control system is in place with a clear definition of the role, responsibilities and reporting lines of the internal control functions in such a manner that guarantees their independency, efficiency, adequate resourcing and direct reporting channels to the Board or Senior Management. The Board also makes sure the control functions are vested with all necessary powers and have access to all information needed to perform their duties effectively. The Senior Management, in cooperation and coordination with the control functions, takes the necessary corrective and disciplinary measures in the event of breaches to the controls and submits periodic reports to the Board on issues related to internal control with the aim to enhancing them. For details about the internal control functions, please refer to section 7 of the Annual Report that forms an integral part of this Annual Corporate Governance Report.

Furthermore, the Board has developed a system for measuring design, implementation and operating effectiveness of internal control over financial reporting (ICOFAR). For the financial year 2021, the Bank has undertaken a formal evaluation of the adequacy of the design, implementation and operating effectiveness of the system of ICOFAR. As a result of the assessment, the management did not identify any material weaknesses and concluded that ICOFAR is appropriately designed, implemented and operated effectively as of 31 December 2021.

### 9. Supervision of Financial Affairs and Investments

The Risk Management, Internal Control, and Compliance Officers form the first level of the tools used to follow up with the compliance in line with the directions from the regulatory authorities. Each of these officers submit reports when needed directly to the Senior Management or the Board through its committees. These reports inform the Board about the internal control results, which include the following:

- Credit Grants and Assessment
- Investment
- Liquidity
- Market Risks
- Capital Adequacy Risks
- Concentration Risks
- Foreign Exchange Risks
- Interest Rate Risks
- Anti-Money Laundering and Counter Terrorism Financing
- Asset Insurance
- Relevant Parties and Conflict of Interests
- Compliance with laws, rules, regulations, and supervisory instructions
- Internal and External Audit
- Performance Assessment
- Disclosures to all relevant parties
- Pricing
- Profitability and Balances
- Operational and Accounting Risks
- Legal Risks

This is in addition to the policies related to the personnel's affairs, conduct, and work ethics, and the other policies reviewed to ensure the implementation of the best standards and the compliance with the regulatory requirements in this regard.

Afterwards, the Internal Audit Management reviews the performance of the Risk and Compliance Officers to provide an assurance to the Board Audit Committee that these tasks are being carried out at a reasonable level of competency, along with highlighting the matters of concern in this regard. All MAR activities are subject to the controls specified by the policies adopted by the Board, which are mentioned above in the (Policies Clause).

An assessment is made for the performance of the Senior Management in applying the internal control system, which includes the number of times the Board has been notified about the control matters, including the risk

management, and the method through which the Board has addressed these matters.

The internal control work has only revealed the ordinary control matters, which have been addressed routinely by the Risk Officer and the Compliance Officers within the applicable policies, which did not require Board's intervention.

The Control Management constantly attempts to discover any potential failure in applying the internal controls, or even weaknesses in the implementation, or any emergencies that may affect MAR's financial performance. It is also responsible for following up with the procedures taken by the company to address the failure.

The internal control activities are distributed between the control managements, as they continually carry out constant and comprehensive inspections and continuously submit reports to the Senior Management on the observations and violations to take the necessary corrective actions. There has been no emergency that influences or may influence the Bank's financial performance.

### 10. Risk Management and Internal Control Procedures

MAR's Board is responsible for managing risks. The Senior Management is in charge of day-to-day risk monitoring and mitigation through a set of controls that ensure proper risk management at the Bank.

The risk management supervision stems from the Board and is managed at the departmental level. This is performed through many methods, including weekly and monthly administrative reports, key risk indicators, and the Bank's risk records. The management develop their own standards to keep the risks at the acceptable limits within the maximum adopted limits. The maximum limits are set to be suitable with the risk acceptance level and its significance, either by the competent committee belonging to the Board of Directors or the competent administrative committee (according to the powers granted thereto) or by the concerned departments (within the main maximum limits specified for them), to provide services with risks that have been mitigated in an acceptable manner. The Bank has established an appropriate structure from the committees with various appropriate levels from the Board level all the way up to the Management level.

MAR follows a risk management model at the enterprise level, which contains three defensive lines. The appropriate responsibilities and authorities lie in each of these defensive lines, and the Bank's committees perform their responsibilities as per their delegated authority at the various levels from the highest level at the Board and passing by the Board Committees directly until the Senior Management Committees and the staff.

Risk Management is carried out by independent managers such as the Group Chief Risk Officer, the Head of Compliance and the Head of Internal Audit. These members of the management identify, assess, provide consultation, monitor and submit reports on the

various risks of non-compliance with applicable laws, instructions, and standards.

Internal control objectives are represented in protecting the Bank's assets, monitoring the use of the available resources, and ensuring the accuracy of the accounting data. They are also represented in identifying authorities and responsibilities and complying with them, following a clear policy in selecting the employees at the various management levels.

As at 31 December 2021 the internal control functions identified a number of control issues that falls under the normal course of business which were addressed by the Risk and Compliance functions within the applicable policies. None of these issues were of high risk nature or required escalation to the Board.

The internal control functions constantly endeavor to detect any weaknesses or potential failures in implementing the internal controls or alerts that may impact the financial position of the Bank. They are also in charge of following up on actions taken by the Bank to address any failures in the controls.

The internal controls are undertaken by the internal control functions that conduct ongoing and comprehensive inspections and report observations and violations to the Senior Management for remedies. As at 31 December 2021, there were no alerts on failures in internal controls that affect or may affect the financial position of the Bank.

### 11. Procedures for Determining, Assessing and Managing Risks

MAR relies on the Senior Management, its committees, and the policies and the relevant procedures to determine, assess and deal with risks. The following sections provide the key areas and procedures.

#### Stress Testing

The measurement, observation and monitoring of the various risks is a vital matter in assuring the validity of the financial institutions and the financial system as a whole. In this context, stress testing has recently been widely used by international financial institutions along with the regulatory authorities to ensure the ability of the banks and other financial institutions in withstanding the different risk factors. The idea behind stress testing is to assess the effects of the exceptional but reasonable events on the Bank's financial position and other financial entities. As such, several quantitative technical methods have been developed which can be divided into two main categories: sensitivity testing and scenario testing.

In compliance with the Qatar Central Bank's regulatory instructions related to Basel Committee's subject, the Bank conducts stress testing to cover all the risks that affect the Bank individually (Firm Specific Scenarios), which includes credit risks, liquidity risks, market risks, and operational risks. Furthermore, the Bank conducts stress testing to cover risks that could affect the economy in general and the whole financial system (Macroeconomic Scenarios).

These tests, which are performed by the Risk Management in order to measure the Bank's ability to bear future losses that it might be exposed to in light of specific scenarios regarding the future economic factors, start with what is known as the base scenario, or the scenario of the continuation of the current conditions as they are, and several other alternative scenarios that vary in the degree of severity of the assumptions made.

Specifically, these tests aim to ensure that the Bank will continue to have sufficient capital resources to face the potential losses in case the worst scenario occurs among these scenarios. Accordingly, the Bank can present a realistic view of its sensitivity and ability to withstand potential shocks to the economy should economic conditions continue to worsen, along with assessing the Bank's ability to sustain various shocks resulting from the credit and market risks.

These tests are conducted based on the Bank's current financial data and the financial data expected for the next five years, and the information collected by the Risk department.

The banking stress testing helps in taking the appropriate procedures and determining whether or not the Bank's position is solid, and that is through ensuring that the Bank's financial assets are sufficient to finance its obligations and cover its potential future losses in the worse case scenarios, and then it enables the Bank to continue acting as a financial mediator without government support, or the extent of its need for government assistance to continue its work, i.e. its need for government assistance through providing funds to assist it, or seeking to find other finance sources in the private finance market, including the possibility of making it go through merger. These are all assumptions that enable the Bank to take care of and provide studied options in case of any negative developments.

As at 31 December 2021, the Bank has complied with all Qatar Central Bank instructions concerning stress testing and has complied with providing the required reports.

#### Credit Risks

Risk is considered an integral part of the banking business, especially within the increased intensity in the competition and the size of the banking transactions, along with the technological developments and the need for larger banks. Today, banks are facing various banking risks that vary in their severity from one bank to the other. Therefore, the management of the total possible risks is considered from the factors that assist in the Bank's success and ensures its continuity in the banking market, which results in acceptable returns and reduced risks.

The credit policies developed by the Bank are considered the axis of the Credit Risk Management's operation. Therefore, the Bank is keen on developing a comprehensive mechanism to assess the credit, by developing a comprehensive credit policy representing the framework, which contains a group of indicative standards and conditions, provided to the competent Credit Underwriting unit to ensure a standardized processing and the provision of sufficient flexibility.



Credit facilities are granted based on a standard internal assessment system that relies on a set of terms and controls, including the customer's experience, its financial efficiency, the presence of sufficient and reliable sources of payment, the proportionality of the finance conditions with the finance purpose, the identification and assessment of the finance risks, and the presence of adequate guarantees that enables the Bank to recover its rights without losses in case of default or if the customer stops paying.

Banking credit is granted by various Credit committees in the Bank in accordance with their relevant delegations granted by the Board and as per the Bank's credit policies.

As for personal finance, these transactions are monitored through an automated centralized system at the Bank used for monitoring the loans granted to the individuals. When the employee enters the finance request, then the branch managers or their deputies, according to their powers, will review the request, and if it is approved, it will be passed to the Operations Management to grant the finance. If there are any exceptions, the request will be submitted to the competent credit committee.

#### Credit Risk Management

The Credit Risk Management at MAR conducts a number of procedures to identify, measure, follow up, and monitor the credit risks, and that is through the following: –

Credit Risk Management Standards: credit standards were developed containing the following:

1. Determination of the credit types that can be granted to the customers according to the (economic) sectors
2. Development of a maximum limit for granting credit to a single credit group, in addition to the credit pricing principles
3. Determination of the guarantee's types, their assessment method, the relationship between the credit size and the guarantees' value, along with taking precautionary steps to maintain them, such as insurance, and periodical assessment of these guarantees
4. Development of the credit granting approval rules, the rules for obtaining information and documents that must be available to grant the credit, and the powers for granting the credit, along with establishing an independent credit review process and rating conditions and forming its provisions
5. Determination of the risk level that the Board/Bank agrees to enter during the finance operation
6. Preparation of independent credit recommendations for the Business Unit
7. Disclosure of all the information related to the customer to the Credit Committee with absolute transparency, in order to have the chance to make a correct credit decision
8. Development of the Credit Management and Monitoring role, in order to follow up the completeness of all the required documents and guarantees, according to the Credit Committee's recommendation to activate the limits in the Bank's system

9. MAR has applied an internal system from (Moody's Company) to assess the risks of the Bank's customers in all the sectors (Corporate, SME, Private Banking & high net worth individuals) in order to establish a comprehensive mechanism for the credit risk assessment system, which includes a set of indicative standards and conditions that need to be performed when assessing the customers. This policy is considered the axis for the credit risk management and measurement, as the clients' assessment is based on a standard system that relies on a set of controls, and that is to maintain risks at the acceptable limits
10. Implementation of the stress testing on the credit facilities to enhance the process of identifying and controlling the risks, along with providing complementary tools for the other credit management tools, in order to achieve an overall assessment for the credit risks

#### Application of Proper Procedures to determine the Credit Risks

Proper procedures are applied to grant credit, which include the following:

1. The presence of a finance request signed by the customer or the authorized signatory
2. Obtainment of the full information and documents in order to conduct a comprehensive assessment and review for the customer and the types of risks associated with the credit request, along with providing a credit rating for the customer, according to the Bank's internal credit rating system
3. Understanding the purpose of the credit, the customer's reputation, experience, market position (within the economic sector)
4. Studying the nature of the current and future risks for the customer and sector, and the extent of sensitivity toward the economic developments and the relation between the risks and profit
5. Assessment of the payment sources and the customer's commitment to pay their previous obligations
6. Obtainment and assessment of all the required guarantees
7. Analysis of the customer's financial position using the updated audited budgets
8. Resorting to the Qatar Credit Bureau's reports to assess the customer's efficiency and creditworthiness and their fulfillment of their obligations, and to the Qatar Central Bank's report to know the amount of the customer's indebtedness with other banks
9. Determination of the credit ceilings according to the economic sectors and the regions/countries based on the country's credit risk rating degree
10. Taking into consideration the maximum credit ceiling rate that can be granted for the equity rate at the level of a single customer or the group, or the total relevant customers, and those who have overlapping interests with the Bank
11. Taking into account the Qatar Central Bank's instructions for granting finance
12. Approval of the stress tests framework, which includes the policy, the structure, the methodology, to ensure

the definition and identification of the suitable factors related to the credit risk, along with determining its associated responsibilities and their consequences, as well as presenting them to the specialized committees to support in taking the decisions

#### Availability of Procedures to Handle and Follow-up with the Credit

The procedures for handling and following up with the credit include the following:

1. The presence of files to maintain the credit approvals and the enclosed documents and update their data on a periodic basis
2. Follow up with the execution of the credit according to competent credit committee's approval and recommendations, along with ensuring their compliance with the policies, procedures, laws and regulatory instructions, and the availability /adequacy of the required guarantees
3. Follow up on the customers' utilization of the granted credit limits by submitting periodic reports on the entire credit portfolio
4. Conducting an internal credit rating that helps in granting and pricing the credit and following up with its quality, along with determining the credit portfolio characteristics and the credit concentrations and determining the non-performing loans and the sufficiency of its provisions
5. Issuance of reports on the non-performing sectors of the business unit to take the necessary action
6. Issuance of periodic reports and informing the Business Units and the Management with all that is needed
7. The Credit Risk Management Unit is a unit independent from the Credit Review Unit, and its tasks consist of reviewing the guarantees, conditions, and contracts, and completing them before granting the facilities, including follow-up with all the limits granted on the system and their update, along with using them and issuing the required reports

#### Availability of Sufficient Procedures to Monitor Credit Risks

These procedures include the following:

1. The presence of internal controls to ensure the reporting of any exceptions in the credit policies/credit procedures, the credit limits and/or the regulatory instructions
2. The presence of a Collection Unit to detect the non-performing credit facilities and take the necessary procedures to solve them at an early stage, as periodic reports are prepared for the status of the non-performing accounts, along with notifying the responsible authorities to take the necessary actions
3. Periodic review of the powers of the signatories authorized to sign the credit and its documents
4. Development of the Bank's Credit Policy on a periodic basis to be in line with the latest developments and changes, to improve risk management
5. The Bank reviews all the granted credit facilities on a regular basis and monitors the sectors' performance

and the limits of the financial concentrations for each sector. The Bank also follows up with all the facilities and increases and follows up with the guarantees and their completion, along with taking the necessary actions at the appropriate times. On the other hand, the Bank reviews the unused facilities and submits recommendations, if any, to the concerned authorities

6. The establishment of a common ground between the Risk Management and the relevant business units to exchange information and disseminate the credit culture derived from the Bank's Risk Management Strategy
7. The Risk Management's activities are ongoing and constantly evolving and associated with the Bank's strategy
8. Adopting and using systems to assess the customer's risks in accordance with the Basel requirements and the Qatar Central Bank's instructions

#### Market Risk

The Bank's method for handling the market risk is in line with the Qatar Central Bank's directions and the Basel Principles, while using the expertise of experienced staff and experts with international competencies.

In order to solve and mitigate these risks in general, the Bank diversifies its activities in various countries, sectors, products, and customer segments, and takes proactive steps to manage these risks.

The relevant employees monitor a set of market-related risks, such as foreign exchange risks, profit rates risks, pricing risks, liquidity risks, and general investments risks. They also monitor the banking rates specified by the Qatar Central Bank from liquidity rates, capital adequacy rates, in addition to monitoring the stability rates and the concentrations in the customers' deposits. MAR issues internal reports on a daily, weekly, and monthly basis to the Management in order to assist in taking proper decisions and monitor market risks as required.

These reports include daily reports such as the early-warning indicator reports on the market and liquidity risks and a daily report on the treasury, in addition to a monthly report to the Group Assets and Liabilities Committee (GALCO), which indicates the budget position, the banking ratios, the stress tests on the budget, and the gap analysis in the assets and liabilities. The Group Assets and Liabilities Committee consisting of the Senior Management discusses this report in its monthly meeting, where it takes its decisions and follows up with them.

#### Credit Limits granted for Banks and Countries

In compliance with Qatar Central Bank's instructions and within the Bank's credit policy, the credit limits for the banks that are being dealt with will be updated, along with the credit limits for the countries in which these banks are located according to their rating. The Board approves these limits after studying them according to the requirements imposed by the prevailing economic conditions, and then they are submitted to the Qatar Central Bank after their approval.

**Operational Risk**

In its effort to mitigate losses arising from operational risks, MAR has approved and applied policies and methodological procedures to determine, assess, monitor, and manage systems and report any weaknesses. The controls of these policies and procedures include an effective segregation of duties, along with a restriction of system access and the adoption of effective procedures to delegate authority and make settlements, in addition to the continuous learning and development for the employees and ongoing performance assessment. MAR uses a specialized system to manage all the operational risk indicators, including database and loss risks.

**Operational Risk Mitigation**

MAR is very keen on the efforts made to mitigate and manage the operational risks and encourages following the best practices in the risk management field. At MAR, controls and programs are applied that can mitigate the exposure, frequency, or severity of a certain event. Such controls are tested to know whether they mitigate the risk or merely transfer the exposure to a certain aspect of the operational risk to another business sector.

**12. Best Applicable Practices to Mitigate Operational and Systems Risks**

- Maintain the global ISO23301 certification for business continuity by complying with best international practices
- Maintain the Information security management system (ISMS) by renewing the ISO27001 certification for information security
- Use a specialized e-system for managing operational risks (SAS) , including following up and analyzing the incidents and the operational losses
- Use the Bank transfer monitoring system to ensure that there are no names that appear in the banned lists or those related to anti-money laundering and counter terrorism financing, and integrate this system with the SWIFT system to intercept any suspicious names as the transactions are taking place
- Monitor the fraud cases preemptively to prevent any suspicious transactions. As such, the specialized unit works 24/7 on monitoring fraud cases and detecting and preventing fraud on the credit and debit cards
- Protect the Bank's valuable data in a preemptive manner as a precaution against any emergencies by providing a disaster recovery center through the (Meza) Company at the Qatar Science & Technology Park (QSTP), and by keeping a backup copy of the important data both at the Qatar Data Center and in its branch in Nice, France
- Use an advanced system (Malware Prevention System) to prevent phishing attempts
- Conduct security breach tests (Vulnerability Tests) on the IT systems
- Providing the latest information security awareness training courses for all Bank employees to combat security breaches.

- Successfully participate in a cybersecurity drill organized by the Ministry of Transport and Communications
- Continue to increase the number of the operational risk system user base
- Use the Information Security and Event Management System (SEIM) 24 hours a day, 7 days a week
- Assess the internal controls over the financial reporting (ICOFR) , where the design and effectiveness of more than 305 procedures were tested and deficiencies were identified and corrected in cooperation with the relevant departments
- Identify and self-assess risks and work to correct deficiencies in cooperation with relevant departments

Some risks that cannot be avoided, mitigated, or accepted will be covered through various in-surance policies.

**13. MAR Compliance with Anti-Money Laundering and Counter Terrorism Financing**

After the issuance of the Qatari Law No. (20) of 2019 concerning Anti-Money Laundering and Counter Terrorism Financing, and taking into account both the Executive Regulations of the Law and the instructions of the Qatar Central Bank and the latest supplementary guidelines for Anti- Money Laundering and Counter Terrorism Financing issued by the Qatar Central Bank in May 2020, the Bank has updated all its related policies and developed new guidance for compliance with combating financial crimes. The system is concentrated on the following:

- Anti-Money Laundering
- Counter Terrorism Financing
- Combating the Proliferation of Weapons
- Anti-Corruption and Bribery
- Combating Human Trafficking and Slavery
- Combating Trading With Virtual Currencies

In addition to the adherence to the law and competent instructions and their application, the set of policies and guidance for combating financial crimes confirms that the Bank has no desire to be part of any transaction related to any financial crime and that reasonable and adequate preventive measures are taken to mitigate such risks. Furthermore, it ensures that the Bank is committed to cooperate continuously with Qatar Central Bank and the State's Financial Information Unit in all related matters.

**14. Credit Rating**

Long Term	Short Term	Outlook
A1	P1	Stable

Moody's maintains A1 /Prime-1 . rating Granted to MAR even after the merger. The credit rating reflects:  
 (1) the Bank's opportunities for diversification and growth outside the State of Qatar.  
 (2) The high quality of the assets over the years.  
 (3) Solid and stable profitability that supports MAR's high capitalization

However, the above mentioned strengths could be impacted by:

- (1) MAR's reliance on the Senior Management with regard to business promotion.
- (2) High concentration in assets and liabilities.
- (3) Weakness in funding and liquidity

**15. External Auditors**

Deloitte are appointed as external auditors of MAR based on their best professional standards, independence, and abstention from any conflicted relationships. The external auditor attends the General Assembly, presents its annual report and responds to shareholders inquiries.

**External Auditor's Duties**

The external auditor performs annual audit and quarterly reviews on the financials of the Bank . The external audit aims at providing the shareholders with objective assurance that the financial statements are prepared in accordance with the corporate governance system, relevant laws and regulations, and international standards that govern the preparation of financial statements, and that the consolidated financial statements represent fairly and in all material aspects the fi-nancial position of the Group and its financial performance as per the international Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) standards and Qatar Central Bank's regulations.

The external auditors must adhere to the best professional standards. MAR makes sure not to engage the external auditor in any advice or services that may result in a conflict of interest. Therefore, the external auditors are fully independent from MAR and its Board of Directors, and are not conflicted in any way whatsoever in their relations with the Bank.

The external auditors are responsible to the shareholders and owe to MAR the duty to exercise the required professional care when performing the audit. The external auditors are also required to inform the regulators in the event that the Board does not take the appropriate action in relation to suspicious issues raised or identified by the auditors.

**16. Shareholders' Rights**

MAR Board takes every measure to protect the rights of its shareholders set forth under the relevant laws and regulations and MAR's Articles of Association. According to MAR's Articles, shareholders are equal in rights and must be treated equally and fairly without any discrimination. Shareholders have rights to dividends and are entitled to vote by proxy in general meetings.

Shareholders and stakeholders have the right to submit suggestions and file complaints. They can do so by contacting MAR call center, sending e-mails, or visiting any of the Bank's branch-es. The Bank ensures shareholders or stakeholders' complaints or requests are routed to the concerned parties within the organization for action.

A set of policies is developed by the Board to ensure the rights and interests of shareholders and stakeholders are taken care of. These include:

- Disclosure, Rumors and Investor Relations Policy
- Related Party Transactions Policy
- Conflict of Interest Policy
- Relationship with Stakeholders Policy
- Dividend Distribution Policy
- Corporate Social Responsibility Policy

**17. Shareholders' Register**

MAR maintains the Shareholders Register as received on a monthly basis from Qatar Central Securities Depository Company (QCSD). MAR also requests copies of these registers as and when needed. The Shareholder Register is adopted for quorum in general meetings and for divi-dend distribution.

**18. Right to Access Information**

MAR has established its own website, www.alrayan.com, in which all disclosures prescribed in local laws and regulations are published.

Moreover, Shareholders may obtain (for free) the information prescribed to them under the laws and regulations by contacting the Company Secretariat office or the Investor Relations Depart-ment.

Board and Senior Management details, as well as constitutional documents of the Bank such as the Memorandum and Articles of Association, the Commercial Registration, and the General As-semblies resolutions, are available to the public on the Bank's website and may be downloaded free of charge.

**19. Conflicts of Interest, Insider Trading and Related Party Transactions**

MAR Corporate Governance Framework and Board Charter set the general rules governing the for related party transactions. The Banks has also developed a Conflict of Interest Policy that address the related party transactions.

According to the policy, any Related Party Transaction must be approved at Board/Board sub-committee level and, at the General Assembly of Shareholders level for major transactions, as applicable, after producing the justifications for entering into such transactions depending on its type and ensuring it has followed the approved process for the management of conflict of inter-est. In case a transaction is considered by MAR that involves a conflict with a Board member or member of senior management or any other related party, such transaction shall be discussed in the absence of the concerned person, who is not entitled to participate in deliberations or voting on the transaction. In all events, a related party transaction must be at arms' length basis with no preferential terms at the expense of the Bank.



The policy also requires directors to disclose any direct or indirect interests in any business item on the agenda to be considered by the Board. They are also required not to participate in the discussions and not to vote for such items. According to the policy, each director and members of senior management are required to complete a Disclosure Form at least annually to declare financial interest or other interest in the Bank or its subsidiaries, or their connection with any of the Bank's connected persons and related parties, if any.

Also, the Bank set up a framework for insider trading which prohibits trading based on material, non-public information regarding MAR. It covers all stakeholders of MAR who have or may have access to inside information. A list of insiders is developed and updated regularly and presented to the Qatar Financial Market Authority and QSE. Under this framework, MAR monitors the trading activities related to MAR shares by its directors and senior management. A monthly report on those activities is prepared by the Investor Relations unit and shared with the Group Head of Compliance and the Company Secretary. Furthermore, at the end of each quarter, the Bank publishes the QFMA's Financial Information Disclosure Form on its website and QSE's website. This form contains disclosures on trading in MAR shares by Board members and senior management, if any. Also, at the end of each quarter and 15 days prior to the Board meeting scheduled to approve quarterly financial statements, a circular on the start of the Closed Period during which trading in MAR shares by Board members, senior management and other insiders is issued to all concerned parties to remind them of their obligations in this respect. As at 31 December 2021, no trading occurs during the Closed Period within the meaning of Article 173 of the Internal Regulation of Qatar Stock Exchange.

As of 31 December 2021, there were no major related party transactions in the bank's book that require shareholders' approval. There were, however, credit facilities granted to related parties. These facilities were granted at arm's length basis in accordance with Qatar Central Bank relevant rules and regulations with no preferential terms and conditions. They were approved by the concerned credit committees at the Bank in the absence of the relevant conflicted parties who did not influence or participate in any negotiations, discussions or decisions related to such transactions.

In all events, all related parties' transactions, whether major transactions or otherwise, are disclosed in the Director Fees Report prepared in accordance with Article (122) of Qatar's Commercial Companies Law No (11) of 2015 and Article (39) of the bank's AoA and Article (26) of QFMA Code. They are also presented as part of the audited EOY financials to the General Meeting for endorsement. For details, please refer to the EOY Financial Statements as of 31 December 2021 at the end of the Annual Report which forms an integral part of this Corporate Governance Report. The Director Fees Report will be available for the shareholders review one week before the Annual General

Meeting in the Corporate Secretariat office on the 23rd floor of MAR head office located at 69 Al Add Al Sharqi Street, Marina 40, Lusail City, Doha, Qatar. In order to be able to check the Director Fees Report, shareholders must produce an updated account statement of their shares from Qatar Stock Exchange/Qatar Central Securities Depository dated no more than one week together with a copy of their IDs (in case the shareholder is a natural person) or copy of the Commercial Registration (CR), Corporate Card and an authorization letter signed by an authorized signatory on the CR and on the Corporate Card (in case the shareholder is a legal person).

## 20. Code of Conduct

The Bank has developed a Code of Conduct policy that applies to the Board, Senior Management and all employees. It sets up the corporate principles and values that guide the decisions, procedures and systems of MAR in a way that contributes to the welfare of its key stakeholders and protects their rights.

## 21. Fair Treatment of Shareholders and Voting Rights

MAR Articles of Association guarantees every shareholder's right to attend the General Assembly. Minors and restrained shareholders are represented by their legal representatives, while corporate shareholders are represented by their respective representatives duly authorized in accordance with the law.

The Articles of Association also protects the right of shareholders that attend General Meetings to discuss the topics on the agenda and to direct questions to the auditors. The Board must respond to the shareholders' questions to a degree that would not jeopardize the Bank's interests, and if the shareholder deems the response insufficient he/she may appeal to the General Assembly whose decision shall be final and binding.

Moreover, MAR Articles of Association stipulate that each shareholder shall have a number of votes equal to the number of its shares.

## 22. Shareholders' Rights in Election of Board Members

MAR shareholders have the right to select the Board in accordance of MAR Articles of Association. Where members are elected by the General Meeting, MAR makes sure, prior to elections, to provide the shareholders with information about the Board candidates, including their respective professional and technical skills, experience and other qualifications. MAR ensures that this information are available to its shareholders on its website.

## 23. Shareholders' Rights to Dividends

The Bank has a Dividend Policy in place. According to the policy, dividends are subject to the financial results achieved by MAR at the end of each year and to the applicable laws and regulations, in particular, QCB regulations on all forms of reserves that must be built

(i.e. legal reserve - risk reserve - fair value reserve). The Board annually considers several scenarios in relation to dividends payout and make the appropriate recommendation to the General Assembly which has the right to either approve, amend or reject the recommendation. In addition, MAR has established a Shareholders Affairs unit fully dedicated for dividend payments and queries of shareholders related to their dividends. The unit is contactable by email [shareholdersaffairs@alrayan.com](mailto:shareholdersaffairs@alrayan.com) or Tel +97444253215.

## 24. Capital Structure and Shareholders Rights in Major Transactions

MAR Articles of Association guarantees the rights of the shareholders, in particular, the minorities to object and annul, in accordance with the law, major transactions they deem harmful to their interests. Details on the shareholders' base and evolution are disclosed in the Bank's annual report and website. Major shareholders that own 5% or more of the Bank's share capital are disclosed and updated regularly on the Bank's website.

## 25. Stakeholders Rights and Whistleblowing

MAR developed an HR and Code of Conduct policies which both ensure all stakeholders are treated according to the principles of fairness and equity without any discrimination whatsoever and all their rights stipulated under the applicable laws and regulations are respected and protected at all time. Furthermore, the Bank is setting various policies to deal with certain stakeholders, in particular, the Procurement and Vendors Policy, the External Auditors and Financial Evaluators Policy and the Investor Relations Policy. All these policies ensure the rights of all stakeholders are protected and all departments, units and functions in the Bank function under the rule of the law when dealing with various stakeholders.

Furthermore, the Bank encourages its stakeholders to speak up and share incidents that suspected to be in violations to MAR values, policies and procedures. For this purpose, a whistle-blower policy was established to enable stakeholders to make reports in good faith and confidence. To ensure the effectiveness of whistleblowing service, the Bank granted protection to stakeholders who report, in good faith, of any suspected practice or transaction. In 2021, nil valid incidents were reported.

On customer level, a Customer Complaint process was developed and a contact center created that is available 24/7 to receive and process any query or complaint escalated by customers. As at 31 December 2021, all reports or complaints received by the contact center were processed and solved to the satisfaction of the customers. No complaint or report was filed with high-risk profile that would affect the financial position of the Bank or would require escalation to the Senior Management including the CEO or to the Board.

## 26. Corporate Social and Environment Responsibility

Please refer to section 8 of Annual Report that forms an integral part of this Corporate Governance Report.

## 27. Disclosures

In addition to the disclosures in this report, the following is a summary of a number of additional relevant disclosures:

- There are no cases filed against MAR that have a material impact on the Bank. The Bank has filed a number of cases in the normal course of its business against a number of customers for defaulting on their obligations towards the Bank. MAR initiated these cases to protect the Bank's funds and the rights of its shareholders and depositors. These cases are processed in accordance with the laws and court procedures in the State of Qatar.
- The transactions and deals that the Bank concludes with any related party are disclosed in the financial statements of MAR on a quarterly and annual basis, and the Bank publishes the financial data on its website so that all stakeholders may access it.
- In 2021, the Bank has not been subject to any fines or penalties for its failure to implement the principles or provisions of the QFMA Corporate Governance Code, or the Corporate Governance Instructions issued by the Qatar Central Bank (The Principles Of Corporate Governance In Banks) pursuant to Circular (68/2015), or the Commercial Companies Law promulgated by Law No. 11 of the year 2015 as amended by Law No. 8 of 2021.
- The Bank is constantly working on developing its performance and improving its internal control systems, bearing in mind that the Bank did not have any failure or any partial or total defect that had a material impact on its financial performance related to the application of the internal control system for the year 2021
- Trading of Board and senior management members in the Bank's shares appear immediately on the screen of the Qatar Stock Exchange. Board members and members of senior management are notified of Closed Periods within timelines set by the regulations prior to disclosure of quarterly and annual financials
- remunerations granted to the Board members and members of senior management are disclosed in the Annual Financial Statements and are presented to the Ordinary General Assembly for approval annually; the financial statements are an integral part of the Bank's Annual Report.



**Mohamed Bin Hamad Bin Qassim Al Thani**  
Chairman of the Board