



Corporate Governance

1. Independent External Auditor Report on Corporate Governance

Independent Assurance Report to the Shareholders of Masraf Al Rayan (Q.P.S.C.) (the 'Company' or the 'Bank') and its subsidiaries (together referred to as the "Group") on the Board of Directors' Statements on Compliance with Qatar Financial Markets Authority relevant Regulations including the Governance Code ("Code") for Companies & Legal Entities Listed on the Main Market as at 31 December 2022

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' Statements on Compliance (the "Directors' Statements on Compliance") of the Group with QFMA relevant regulations including the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") included in section 5.17 of the Annual Corporate Governance Report as at 31 December 2022 in accordance with the terms of our engagement letter dated 19 April 2022.

Responsibilities of the Board of Directors

The Board of Directors are required to provide a corporate governance report as part of the Group's annual report including the Group's disclosure on its compliance with the relevant QFMA regulations including the provisions of the Code in line with the requirements of Article 4 included in these regulations.

Responsibility for the compliance with the Code, including adequate disclosures and the preparation of the corporate governance report and that of the Directors' Statement on Compliance, is that of the Group Board of Directors, and where appropriate, those charged with governance. This responsibility includes designing, implementing and

maintaining internal controls relevant to the Directors' Statement on Compliance that are free from misstatement, whether due to fraud or error.

The Board of Directors, and where appropriate, those charged with governance, are solely responsible for the providing accurate and complete information requested by us. Deloitte & Touche - Qatar Branch has no responsibility for the accuracy or completeness of the information provided by or on behalf of the Group.

The responsibilities of the Board of Directors includes, inter alia, the following:

- (a) acceptance of responsibility for internal control procedures;
- (b) evaluation of the effectiveness of the Group's control procedures using suitable criteria and supporting their evaluation with sufficient documentary evidence; and
- (c) providing a written report of the effectiveness of the Group's internal controls for the relevant periods.

The Board of Directors has provided its Report on compliance with QFMA's relevant regulations including the Code ("Directors' Statement on Compliance") in section 5.17 of the Annual Corporate Governance Report.

Our Responsibilities

Our responsibility is to express a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the Directors' Statements on Compliance does not present fairly, in all material respects, the Group's compliance with the QFMA relevant regulations including the Code.

We conducted our limited assurance 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 Directors' Statements on Compliance, taken as a whole, does not present fairly, in all material respects, the Group's compliance with the applicable QFMA regulations including the Code. The applicable QFMA regulations including the Code comprises the criteria by which the Group's compliance is to be evaluated for purposes of our limited assurance conclusion.

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.

Our limited assurance procedures comprise mainly of inquiries of 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 regulations 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. We also inspected supporting documentation compiled by management, on a sample basis to assess compliance with the requirements, which we considered necessary in order to provide us with sufficient appropriate evidence to express our conclusion.

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.

Due to the inherent limitations of a system of internal control, errors or fraud may not be prevented or deterred, and a properly designed and performed assurance engagement may not detect all irregularities.

Control procedures designed to address specified control objectives are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Such control procedures cannot guarantee protection against (among other things) fraudulent collusion

especially on the part of those holding positions of authority or trust. Furthermore, our conclusion is based on historical information and the projection of any information or conclusions in our report to any further periods would be inappropriate.

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 are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Management # 1 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.

Conclusions

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Directors' Statements on Compliance is not compliant with the applicable QFMA regulations as at 31 December 2022.

Use of Our Report

This limited assurance report is made solely to the Group in accordance with the terms of the engagement letter between us. Our work has been undertaken so that we might state to the Group those matters we are required to state to them in an independent limited assurance report and for no other purpose. Without assuming or accepting any responsibility or liability in respect of this report to any party other than the Group, we acknowledge that in connection with the Group's compliance with the Code, the Group is required to publish this report, which will not affect or extend our responsibilities for any purpose or on any basis. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Group and QFMA for our limited assurance work, for this limited assurance report or for the conclusion we have formed.

For Deloitte & Touche
Qatar Branch

Doha, Qatar
12 February 2023



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

2. Independent External Auditor Report on ICOFAR

Independent Assurance Report, to MAR Shareholders 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 2022.

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 2022, 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 scope covering material business processes in the assessment of Internal Control over Financial Reporting;
- 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
- A statement on the existence of any material control deficiencies not remediated at 31 December 2022

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 5.11 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 2022.

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 assessment performed by management;
- Obtaining an understanding of the Group's scoping of significant processes and comparing this to the assessment performed by management;
- 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 assessment performed by management;
- 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 2022 and comparing this to the assessment performed by management, 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, Expected Credit Losses (ECL), Investments, Treasury operations, Customer deposits including equity of investment account holders, General ledger and Financial Reporting including the consolidation process 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 5.11 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 2022.

For Deloitte & Touche
Qatar Branch

Doha, Qatar
12 February 2023



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

3. Corporate Governance Report 2022

Chairman's Governance Statement

I am pleased to present the Annual Corporate Governance Report of MAR for the year ended 31 December 2022 on behalf of the Board of Directors.

In 2022, MAR took a number of initiatives with the aim of enhancing the corporate governance environment in the Bank. Upon Legal Day 1 of the merger with Al Khalij Commercial Bank (al khaliji) PQSC on 1 December 2021, we have restructured the Board committees to enhance compliance with regulatory requirements and the functioning of the Board. Also, we set up our Environment, Social and Governance ("ESG") framework and focused heavily on meeting its 14 ESG principles, including Qatarization, female empowerment and sustainability, all of which are in line with Islamic principles and Qatar's National Vision 2030.

We launched the MAR Sustainable Finance Framework – Qatar's first Sharia'h compliant Green Deposit and Islamic sustainable financing framework- as part of our Environment, Social and Governance ("ESG") initiatives. This confirms our commitment to sustainability in Qatar and to the four pillars of Qatar's National Vision 2030. The Bank's sustainability framework guides MAR's commitment to help Qatar establish advanced educational and health systems as well as a capable and motivated workforce, to participate in enhancing social care and protection, to enable private sector participation in sustainable development by supporting small and medium businesses, and to financing SME and other dedicated projects, such as green buildings and renewable energy. The Bank's sustainability strategy is linked to Qatar's National Environment and Climate Change Strategy, which outlines a policy framework to protect the nation's environment.

The Bank's Sharia'h compliant Green Deposit is a unique alternative investment solution that allows riyal deposits and other major currencies to be deployed for funding green initiatives. This enables the Bank's clients to incorporate ESG goals in their business activities and participate in financing ESG projects.

In November 2022, we conducted a fully-fledged review of our governance system to comply with the new governance regulations issued by Qatar Central Bank under Circular No. (25) of 2022 on Governance of Banks. As a result, we held an Extraordinary General Assembly Meeting on 16 November 2022 to approve changes to our Articles of Association to comply with the new requirements.

The Board prepared the present Annual Corporate Governance Report (the "Report") in compliance with the Corporate Governance Instructions for Banks issued by Qatar Central Bank ("QCB") under Circular No. (25) of 2022 as amended by Circular No. (2) of 2023 ("QCB CG Rules"), the applicable legislations issued

by the Qatar Financial Market Authority ("QFMA") including the Corporate Governance Code for Shareholding Companies Listed on the Primary Market issued by the Board of QFMA under the resolution No. (5) of 2016 ("QFMA Code") and the QFMA's Offering and Listing Regulation, the Qatar Stock Exchange rules, the Qatar's Commercial Companies Law No. (11) of 2015 as amended by law No. (8) of 2021, the Bank's Articles of Association and the best international and regional standards and practices on corporate governance (altogether hereinafter referred to as the "Governance Regulations").

The Report describes the measures and procedures taken by MAR to implement the Governance Regulations. It also includes all disclosures required under the Governance Regulations including the Board of Directors assessment of compliance of the Company with the Governance Regulations and the Board of Directors report on internal controls over financial reporting.

The Board is ultimately responsible for the Bank's corporate governance; this encompasses the entire Group including all controlled entities and subsidiaries. It is fully committed to maintaining the highest standards to ensure the directors discharge their fiduciary responsibilities with integrity.



Mohamed Bin Hamad Bin Qassim Al Thani
Chairman of the Board

4. Description of Implementation of Governance Regulations

4.1 At Overall Governance System Level

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

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

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

The CG Charter is freely accessible on the Bank's website (www.alrayan.com).

4.2 At Board Level

4.2.1 Eligibility conditions for Board Member

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

Furthermore, the Bank requires all directors to make specific disclosures and sign an undertaking to provide the Bank with changes or updates to such disclosures as they occur. Disclosures are made through questionnaires designed to ensure a director provides all information necessary for the Bank, supported by proofs when need is being, to assess to which extent a director sitting on its Board is compliant with the eligibility conditions

required under the applicable laws. The Bank requires all its directors to update such disclosures at least once a year. As at 31 December 2022, none of the directors on the Board breached the eligibility terms and conditions set forth under the applicable laws and regulations.

4.2.2 Board Composition

The Bank's Articles of Association, in particular, articles (19) and (29), determine the composition requirements of the Board and its committees in accordance with the Governance Regulations. As at 31 December 2022, MAR Board comprised 11 members the majority of which are Non-Executive Directors ("NEDs") (7 out of 11) including 4 Independent Directors ("INDs"). For further information about the Board composition, please refer to section 5.3 entitled "Board of Directors" under the "Corporate Governance Disclosures" section.

4.2.3 Prohibition of Combining Positions

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

4.2.4 Main Functions and Tasks of the Board

The Board functions within written Terms of References ("TORs") developed and approved by the Board. The Board TORs are developed in accordance with the applicable laws, regulations, the Bank's Articles of Association and best practices. The Board TORs describe the composition and selection of the Board members and Chairman, the organization of the meetings, the training of the Board and Board Committees, the remuneration, and the responsibilities and functions of the Board. They equally comprise a broad description of matters required to be considered by the Board, including, but not limited to,

setting-up strategies, defining risk levels, developing policies as well as matters that constitute events of conflict of interest and disqualifications for the Board. The Board TORs are available and accessible on MAR's website (www.alrayan.com)

Below are the matters considered and resolved by the Board and its committees in 2022. This gives further overview on the type of matters reserved for Board or Board committees' approval:

- Approval of quarterly, semiannually and end-of year financials for 2022
- Recommend Dividend Payouts for AGM approval
- Approval of the Group's Budget for 2023
- Recommend the 2023 external auditors for AGM approval
- Periodic review of Capital Plan and ICAAP and stress testing for 2022
- Approval of the Group's Balanced Scorecard for 2022
- Review and approve several appointments on Senior Management level and various remuneration and HR policies for the Bank
- Assess performance of the Board, Sub-committees and the Management and recommend Board remunerations for AGM approval
- Review and approve MAR Organizational Chart
- Approve Succession Planning
- Approval of the Annual Corporate Governance Report
- Adopt and recommend for General Meeting's approval the Board Nomination and Election Policy
- Approval of the ICOFR Management Report
- Invite shareholder for General Meeting and set-up relevant agenda
- Approval of several items related to the Bank's regular activities including the approval of new or revised policies and frameworks to ensure they are maintained updated and in compliance with the applicable laws and regulations
- Adopt and recommend for General Meeting's approval the amendments to the Bank's Articles of Association to comply with new corporate governance requirements under Companies Law, QCB and QFMA regulations
- Follow-up and oversee the Bank's subsidiaries and associates
- Adopt and recommend for General

Meeting's approval the Bank's ESG and Sustainable Financing framework

- Review and discuss the Bank's Business Continuity and risk reports and take necessary actions, as applicable
- Review and discuss the internal audit and internal control reports including compliance and AML reports, and take necessary actions, as applicable
- Review and discuss the legal and litigation update reports and take necessary actions, as applicable
- Review and endorse Board committees' reports
- Open Board nominations for the new Board term (2023-2024-2025) and oversee the nominations process
- Follow-up on the merger's goals and achievements

4.2.5 Main systems, policies and procedures set by the Board

MAR's Corporate Governance system comprises a number of strategic policies, procedures, systems, processes and mechanisms ("Policies") set by the Board of Directors or its committees that are key to the functioning of the Bank. The key Policies adopted in MAR as at 31 December 2022 are as follows:

1. Credit Policy
2. Risk Appetite Statement
3. Reputational Risk Management Policy
4. Expected Credit Loss Policy
5. Outsourcing Policy
6. ICAAP Policy
7. Liquidity Risk Management Policy
8. Market Risk Management Policy
9. Disaster Recovery Policy
10. Operational Risk Management Policy
11. Cyber-security Policy and Framework
12. Information Security Policy
13. Business Continuity Management Policy
14. Swift Framework Policy
15. Information Technology Policy
16. Infrastructure procedures and digital systems issuance
17. Management change standards
18. Application development standards
19. Digital Systems Testing Methodology
20. Code of Conduct Policy
21. HR Policy including staff and senior management remuneration methodologies, training and development policies

22. Board and Employee Induction programs
23. Liabilities, assets and treasury management policy
24. Internal Audit Policy and Procedures
25. Internal Audit Charter
26. Investment Policy
27. SSB Charter and Sharia Policy
28. Group Corporate Governance Framework/charter and Subsidiaries Governance policy
29. business strategy
30. Personal and Wholesale Banking policies
31. Branch Operations Policy
32. ESG and Sustainable Financing Framework
33. Various accounting and finance policies
34. Dividend Policy
35. Disclosure and Transparency Policy including policy on dealing with rumors
36. Investor Relations Policy
37. Related Party Transaction Policy and procedures
38. Legal Affairs Framework and Policy
39. Delegation of Authority matrix and Policy
40. Credit Approval Matrix and Policy
41. Board Nomination and Election Policy
42. Group Organizational Chart
43. Balanced Scorecard and Performance Assessment Methodology
44. Board and SSB Remuneration Policy
45. External Auditor Policy
46. Procurement Policy
47. Customer Complaints Policy and procedures
48. Board Charter/TORs
49. Company Secretary Charter
50. Board Committees Charters/TORs
51. Management Committees Charters/TORs
52. Social Media and Website Management Policy
53. Corporate Communications Policy

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

1. Group Compliance Policy
2. Group Financial Crime Compliance Policy
3. Financial Crime Framework
4. FCC Governance
5. Financial Crime Assurance and Monitoring Framework

6. AML Whole Firm Business Risk Assessment Methodology
7. Customer Risk Assessment Methodology
8. Customer Risk Assessment Scoring Model
9. Financial Crime Risk Appetite
10. Industry Risk Classification
11. Country Risk Classification
12. AML Whole Firm Inherent Risk Analysis
13. Whole Firm Top down Risk Analysis
14. Whole Firm Bottom up Risk Analysis
15. Financial Crime Prevention Policy
16. Customer Acceptance Policy
17. Politically Exposed Persons Policy
18. Sanctions Policy
19. Trade Finance Policy
20. Correspondent Banking Policy
21. Anti-Bribery Corruption Policy
22. Whistleblowing Policy
23. Anti-Fraud Policy
24. Dormant and Unclaimed Policy
25. New Product & Service Approval Policy
26. General Data Protection Policy
27. Electronic crime Policy
28. FATCA Transparency Policy
29. Conflict of Interest Management Policy
30. Risk Based Approach Guidelines
31. KYC/ On-Boarding, CDD and ECDD Guidelines
32. Beneficial Ownership Guidance
33. PEP Guidance
34. Vendor Management Guidance
35. Dealing with Precious Metals Dealers, Precious Stones and Gold Guideline
36. Large Cash Transaction Guidance
37. Sanctions Screening Guideline
38. SAR, STR and Reporting Guidance
39. AML Guidance in Trade Finance
40. Correspondent Banking Guidance
41. Customer Transaction Monitoring Guidance
42. Staff Transaction Monitoring Guidance
43. Adverse Media Discounting Guidance
44. Anti-Fraud, Bribery and Corruption Guidance
45. AML Sanctions Exits and Decline Guidance
46. Documents & Record Keeping Guidance
47. FCC Delegated Authority Matrix
48. FCC Vendor Management Guidance
49. Common Reporting Standards (CRS) requirements

The Board has set up a governance process for developing and adopting policies and procedures in the Bank. It requires a policy or procedure to be reviewed and signed-off by all stakeholders concerned with such policy or procedure together with all control functions including, at minimum level, the Operational Risk unit, Compliance and Legal departments, prior to present such policy or procedure document to the Board. This process ensures a policy or procedure document is in line with the applicable laws and regulations and aligned to appropriate operational practices before it is formally approved by the Board. In addition, the policies and procedures are subject to periodic reviews whereas amendments are recommended for Board approval to ensure they remain updated and relevant. Adherence to Board-approved Policies is monitored by the control functions whereas periodic reports are submitted to the Board regarding any breaches to the approved policies for appropriate action. A number of key Policies are published on the Bank's website. As at 31 December 2022, nil breach to the Board approved policies was reported. MAR continuously develops and updates its policies and procedures to document and ensure ongoing compliance with the relevant rules and regulations of QFMA and of any other regulator of the Bank.

4.2.6 Board Responsibilities and Directors' Obligations

The Board is responsible for the management of the Bank in accordance with the Bank's Articles of Association and the Board TORs. Through the regular meetings of the Board and the Board sub-committees, the Board oversees the Senior Management, considers and discusses with the Senior Management any topic presented to the Board for decision making. Periodic updates are requested by the Board on material decisions taken to ensure the Board is kept informed of any developments and to maintain accountability. In addition to Board meetings, the Chairman meets separately from management with individual directors and chairpersons of Board committees to discuss the performance of the management and other matters that need close oversight by the Board.

The Board always ensures adherence to the applicable laws and regulations and the Bank's Articles of Association. To this end, the Board set-up internal processes to ensure any topic or policies presented to the Board is reviewed and assessed from legal, statutory and regulatory perspectives. All Board-approved policies, including corporate governance policies, are subject to periodic reviews whereas amendments are

recommended for Board approval to ensure they remain updated and relevant. In 2022, the Board reviewed and discussed several policies applicable to the Bank in light of the changes in the laws and regulations.

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

All Board members put their skills and experiences at the disposal of the Bank and allocate sufficient time to perform their duties on the Board through committed attendance. Board members, including all Board sub-committees chairpersons, participate together with the Chairman in the General Meetings to consider and respond to the queries of the shareholders. For details, please refer to section 5.5 entitled "Meetings and Attendance" under the "Corporate Governance Disclosures" section below.

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

and the directors and the extent of their compliance with the afore-mentioned duties, obligations and undertakings.

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

As at 31 December 2022, all afore-mentioned Board obligations were fully met.

4.2.7 Senior Management and segregation of duties

The Board of Directors appoints the Group Chief Executive Officer ("GCEO") and his direct reports and approves the Bank's organizational chart. The GCEO is accountable for executing the Bank's strategy and running the business on a day-to-day basis. The Group CEO reports directly to the Board and keeps the Board fully informed of all key aspects of business performance. The Group CEO is supported by a Management team with extensive background in banking and financial matters in addition to management committees with defined roles and responsibilities. For further information about the senior management, please refer to section 5.6 entitled "Senior Management and Management Committees".

Furthermore, the Board approved a written Delegation of Authority Policy and Matrix to manage the delegation of authorities and to ensure that the Board performs its functions in a neutral manner without influence by relations to the Executive Management. The said policy ensures the functions and authorities of MAR Board are separated from those of the Executive Management. It distributes the responsibilities and authorities based on hierarchical structure that ensures participation of all stakeholders in the decision making process within specific controls in accordance with the laws and the Bank's AoA.

As at 31 December 2022, the Board of Directors, upon recommendations of the Corporate Governance, Nominations and Remunerations Committee, considered and approved certain appointments at senior management level and changes to the Organizational Chart. Please refer to section 5.7 herein to check the Bank's current approved Organizational Chart.

4.2.8 Subsidiaries Governance Framework

The Board is responsible for the oversight of subsidiaries. To this end, the Board has developed a general policy for governance

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

As at 31 December 2022, MAR had a number of subsidiaries and associates and Special Purpose Vehicles (SPVs). For details, please refer to Section 9 in the Annual Report that form an integral part of this Annual Corporate Governance Report.

4.2.9 Succession Planning

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

4.2.10 Chairman of the Board

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

HE Sheikh Mohamed Bin Hamad Bin Qassim Al Thani currently holds the position of Chairman of the Board in MAR. As at 31 December 2022, the Chairman conducted all his duties under the laws and regulations. He ensured each member receives all the necessary information and clear reports on all topics to be presented to the Board within sufficient time ahead of a Board meeting so the members can be well prepared for the meetings and are able to take informed decisions. The Chairman ensures each Board member receives the Board meeting invitation and agenda at least two weeks prior to a scheduled Board meeting to enable the members to review and request any item to be added to the agenda. At every Board meeting, the Chairman ensures that the members approve the agenda before proceeding in the meeting.

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

For further information about the Chairman, please refer to section 5.3 entitled "Board of Directors" under the "Corporate Governance Disclosures" section below.

4.2.11 Board Committees and Delegation of Tasks

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

For details, please refer to section 5.4 entitled "Board Committees" under the "Corporate Governance Disclosures" section below.

4.2.12 Board Functioning Process

The Board functioning process in terms of invitation to meetings, number of meetings, decision making process and other procedural matters is defined in MAR's AoA, in particular, Articles (31) to (36), and the Board TORs. As at 31 December 2022, there were no breaches to the Board functioning process as it is fully compliant with the Governance Regulations applicable in the State of Qatar. Below are the key features of the Board process:

- A corporate calendar is approved towards the end of each year. The corporate calendar de-termines the days for the Board and Board committees' activities and meetings in the next year;
- Invitation and agenda are sent to the Board members at least two weeks ahead of the meet-ing date followed by supporting documents and reports to enable directors to prepare for a discussion of each agenda item. Board members can request any relevant information through the Company Secretary at any time;
- Board meeting date and main agenda items are disclosed to the Qatar Stock Exchange ("QSE") at least two weeks ahead of each Board meeting;
- At each meeting, the Group CEO presents a periodic report to the Board on the Bank's major events, activities, projects and initiatives. Key matters related to each department of the Bank are also discussed and departmental heads are invited to join the meetings to enhance the Board's understanding of matters related to their respective business proposals;
- In addition to Board meetings, the Chairman meets separately from management with individual directors and chairpersons of Board committees to discuss the performance of the management and other matters that need close oversight by the Board;
- Board may seek advice from independent consultants at any time to enable the Board to dis-charge its duties and responsibilities;
- Directors are required to disclose any direct or indirect interests in any business item on the agenda to be considered by the Board. They are also

required not to participate in the discussions and not to vote on such items;

- Major resolutions passed by the Board are disclosed immediately after each Board meeting to the QSE and published on MAR's website and in local newspapers

4.2.13 Company/Board Secretary

Pursuant to Article (26) of MAR's AOA, the Board shall appoint a Board Secretary who shall be a holder of a university degree and has the appropriate expertise for the position. MAR Board Secretary is responsible for organizing the work of the Board, holding the General Meetings, draft and sign the minutes of the Board together with the Chairman and all Board members as well as other duties as determined by the Board. The Secretary, after the approval of the Chairman, may seek the assistance of the Bank's employees as he/she may deem appropriate to assist him/her to perform his/her duties. The Board Secretary shall only be appointed or dismissed by a Board resolution.

The Company Secretary role in MAR is currently assumed by Mr. Tony Merhej who was appointed by MAR Board under Board Resolution No. 4/6/2021 dated 12 December 2021 with a direct reporting line to the Board. The Board approved the Charter of the Company Secretary that defines the role and responsibilities of the Secretary in accordance with the applicable laws and regulations, Board requirements and the Bank's AOA. The Secretary works closely with the Chairman of the Board and the Chairpersons of the Board committees to arrange Board and Board Committees meetings. The Company Secretary plays a vital role in facilitating communication between the Board members and the Senior Management and supervises the implementation of the Group Corporate Governance framework. Mr. Merhej holds a Master Degree in Linguistics and Legal Translation including legal studies and has 16+ years of experience in corporate governance, compliance and legal affairs. As at 31 December 2022, the Company Secretary conducted all his duties set forth under the relevant laws and regulations. Mr. Merhej held zero shares in MAR as of 31 December 2022.

4.2.14 Performance Assessment

At Board level, an annual assessment exercise for the performance of the Board and its committees is conducted by the Board Corporate Governance, Nomination and Remuneration Committee (CGNRC) in accordance with a specific evaluation process that takes into consideration, amongst others,

the attendance and participation levels of a director in the Board and committees' meetings. The outcome of the assessment together with recommendations for enhancement of the Board's efficiency and functions are then escalated by the CGNRC to the full Board of Directors to take the necessary actions. According to latest Board assessment made as at 31 December 2022, the results showed that the processes and dynamics of the Board and Board committees are functioning properly and there are no major areas of concern.

At Senior Management and employees' level, a system was established to measure the overall performance of the Bank through the Balanced Scorecard that defines the financial and non-financial goals and targets of the Group. The targets and goals within the Scorecard are presented to the Board for discussion and approval at the beginning of each financial year. Regular updates are presented to the Board on the progress made in achieving the Bank's agreed targets. The Balanced Scorecard methodology is used to distill the strategy, or long-term objectives, into measurable key performance indicators. The scorecard provides a unified practical view of the organization's financial and non-financial achievements in a structured format. The organization's compensation program is firmly linked to the scorecard. Individual awards are dependent on achievement of performance goals. At the end of each year, the final score achieved under the approved Balanced Scorecard is audited by the Internal Audit department and reports presented to the Board accordingly. As of 31 December 2022, the Bank achieved, in all materials aspects, the goals set under the approved Balanced Scorecard for 2022.

For further details, please refer to section 5.5 entitled "Meetings and Attendance" and to section 5.8 entitled "Incentives and Remunerations" under the "Corporate Governance Disclosures" section below.

4.2.15 Annual Assessment of Independent Directors

In addition to the annual Board evaluation, the Corporate Governance, Nominations and Remunerations Committee of the Board conducts and reports to the Board the outcome of the annual assessment of Independent directors in accordance with the applicable regulations. An assessment process was developed to evaluate the independency of the Independent directors. It requires each Independent director to make certain disclosures that allow the Bank to identify and verify whether any change occurred to the status of an Independent director

throughout the year that might impact his/her independency. Based on the disclosures of the Independent directors, the annual assessment revealed that the status of the Independent directors on the Board remains unchanged as nothing has occurred that would impact their independency as at 31 December 2022.

4.2.16 Development, Learning and Awareness

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

The Corporate Governance, Nominations and Remunerations Committee of the Board is in charge of organizing development programs and workshops for the Board as and when required. In this context, a number of workshops on corporate governance and AML/CFT were conducted by external consultants for MAR Board during the current Board mandate (2020-2021-2022).

Furthermore, the Board Election and Nomination Policy approved by the General Meeting requires the Bank to provide an induction program for new joiners on the Board. To this end, an Induction Program for directors was developed that allows new directors to avail of all information, documents and details about the functioning of the Board and its sub-committees, the Bank's overall activities and business and an overview of their duties and obligations under the applicable laws and regulations and the Bank's AOA. A "Board of Directors Manual" was also developed covering all the foregoing aspects.

At the Senior Management and employees' level, MAR established a dedicated Talent Management unit within the Human Resources department in charge of developing and implementing training and development plans and projects in line with MAR strategy and objectives upon obtaining necessary Board approval. The Bank has also developed an induction program for all new joiners to MAR family. As at 31 December 2022, Talent Management organized and completed ca. 9800 training hours. For more details, please refer to the section entitled "Group Human Resources" under "Internal Control and Support Functions" in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3 At Control Level

4.3.1 Internal Control

A robust internal control system is in place that fulfill the requirements of the applicable local laws and regulations and the best international practices. For details, please refer to sections 5.9, 5.10, 5.11 and 5.12 of "Corporate Governance Disclosures" section below and the "Internal Control and Support Functions" section in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3.2 Risk Management

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

Level 1: Board of Directors

Level 2: Board Compliance and Risk Committee (Board CRC)

Level 3: Senior management committees: Group Risk Committee (GRC), Credit and Investment Committee (CIC), Group Asset, Liability and Capital Committee (GALCCO), Group Special Investigations Committee (GSIC), and Security Steering Committee (SSC)

Level 4: Group Risk Management: Enterprise Risk Management, Credit Risk Management including Credit Documentation, Remedial Management/Collections, Market Risk Management, Liquidity Risk Management, Operational Risk Management, Fraud Risk Management, Business Continuity Management, Insurance Management, and Security Risk Management

Level 5: Business Units

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

Supporting the Board CRC are the senior management committees (Level 3) that cover the various aspects of risk management. For details, please refer to the Group Risk Management section under "Internal Control and Support Functions" in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3.3 Business Continuity and Disaster Recovery

MAR has a Business Continuity Management policy describing the process whereby MAR ensures the maintenance or recovery of operations, including services to customers, when confronted with adverse events such as natural disasters, technological failures, human error, terrorism or pandemics. For further details, please refer to the section entitled "Group Risk Management" under "Internal Control and Support Functions" that form an integral part of this Annual Corporate Governance Report.

4.3.4 Compliance and AML

MAR has a dedicated Group Compliance and AML department that ensures compliance is embedded into every level of the organization and aligned with the Bank's business strategy. To ensure compliance activities retain their independent functioning, the Group Compliance and AML department reports directly to the Board Compliance and Risk Committee. Compliance/AML departments in the subsidiaries also report directly to their respective general managers and indirectly to the Group Compliance and AML department. For details, please refer to the Group Compliance and AML section under "Internal Control and Support Functions" in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3.5 Internal Audit

The Group Internal Audit function (the "GIA") is an independent division within MAR reporting directly to the Audit Committee of the Board. The GIA provides an independent and objective assurance to the Board of Directors and the Management on the design and operating effectiveness of the Bank's corporate governance, risk management, and internal control frameworks. The GIA continuously promotes the awareness on risks and controls, provides advice on developing control solutions, and monitoring corrective actions, thereby safeguarding the assets of the Bank. For details, please refer to the Group Internal Audit section under "Internal Control and Support Functions" in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3.6 Sharia Audit

Pursuant to Article (41) of MAR's AOA, the Bank must appoint a Shari'a Supervisory Board consisting of knowledgeable specialists in Shari'a rules related to Islamic financial transactions to ensure all activities undertaken by the Bank complies with the rules of Islamic Shari'a. On 18 March 2020, the General Meeting of shareholders, upon the Board recommendation, appointed the SSB's three

members for the period (2020-2021-2022). Internally, MAR has established a Sharia Audit unit with direct reporting line to the SSB to be the link between the Senior Management and the SSB. For details, please refer to sections (10) and (6.6) respectively in the Annual Report that forms an integral part of this Corporate Governance Report.

4.3.7 External Control

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

In its meeting of 27 April 2022, the Annual General Meeting ("AGM") approved the Board/Audit Committee's recommendation to appoint Deloitte and Touche, for the fifth and final year in a row, as external auditors of the Bank for the fiscal year ended 31 December 2022. The AGM approved Deloitte's QAR 7,200,0000 as total remuneration for auditing services and regulatory engagements on Group level. The AGM also authorized the Board and/or the Audit Committee of the Board to approve any additional fees, if applicable, that might be incurred during the year because of contingent regulatory requirements provided that such fees are disclosed in the Annual Report. In 2022, there was nil extra fees paid to the external auditors exceeding the above fees approved by the AGM.

The external auditor conducts the review and the audit works and issues its reports in accordance with the applicable laws and regulations and relevant international standards. The external auditor attends the General Assembly meetings to present their report and answer the shareholder's questions. As of 31 December 2022, no qualified reports were issued by the external auditors. For details or to check the external auditors' reports, please refer to the relevant AGM/EGM minutes of meetings and the audited financial statements freely accessible on MAR's website.

4.4 At Transparency and Disclosure Level

4.4.1 Disclosure

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 other positions held and their respective stakes in the Bank's share capital, and the major shareholders who own 5% or more of the Bank's capital are disclosed and updated regularly on the Bank's website and in the Annual Corporate Governance Report.

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

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

The audited financial statements are distributed to all shareholders with the Annual Report during the Annual General Meetings. They are also published in the local newspapers and are freely and permanently accessible on 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 2022, 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 the section 5 below entitled "Corporate Governance Disclosures" and MAR's website (www.alrayan.com).

4.4.2 Conflict of Interest, Transparency and Related Party Transactions

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

Article (25) of the Bank's AOA prohibits the Chairman of the Board, any Board member or any member of the senior executive management to perform or engage, whether in his/her personal capacity or through any of his/her first degree relatives, directly or indirectly, in any activities that would be similar to or competitive with the activities of the Bank, or take advantage of the Bank's activities to achieve or promote his/her own interests or to achieve any commercial or personal interests. The same Article also prohibits the Chairman, Board members and members of executive management from having, whether in their personal capacity or through any of their first degree relatives, directly or indirectly, any interest in the contracts, projects and engagements entered into by the Bank or in which the Bank is a party, without any exceptions whatsoever, except for the credit facility agreements made between the Bank and any of them in accordance with the limits and controls set forth under QCB rules and regulations.

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

Any Related Party Transaction must be approved at Board/Board sub-committee level and, at the General Assembly of

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

Pursuant to the said policy, each Board member is required to declare his/her direct or indirect interests in any of the transactions and agenda items presented to the Board. Any conflicted member must not have the right to participate in the discussions and the voting on such transaction and items. Also, each Board member and member of the senior management must disclose and update, at least annually, his/her financial interest or other interest in the Bank or its subsidiaries, or his/her connection with any of the Bank's connected persons and related parties, if any. Each director has signed a written statement regarding his/her compliance with the regulatory conflict of interest requirements. As at 31 December 2022, each director has updated his annual disclosures.

The Conflict of Interest Management Policy also sets a framework for insider trading which prohibits trading based on material, non-public information regarding 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 by the Corporate Governance, Nomination and Remuneration Committee of the Board and presented to the Qatar Financial Market Authority and QSE/QCSD. A copy of the afore-mentioned policy is delivered to the Board members, senior management, all new employees, vendors and consultants upon the commencement of their relationships with MAR. 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 2022, 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 2022, there were no major related party transactions in the Bank's book that require shareholders' approval. There were, however, credit facilities granted to related parties. These facilities were granted at arm's length basis in accordance with Qatar Central Bank relevant rules and regulations with no preferential terms and conditions. They were approved by the concerned credit committees at the Bank in the absence of the relevant conflicted parties who did not participate in any negotiations, discussions or decisions related to such transactions.

In all events, all related parties' transactions, whether major transactions or otherwise, are disclosed in the Director Fees Report prepared in accordance with Article (122) of Qatar's Commercial Companies Law No (11) of 2015 as amended by Law No (8) of 2021 and Article (39) of the Bank's AoA and Article (26) of QFMA Code. They are also presented as part of note no. (38) of the audited EOY financials to the General Meeting for endorsement. For details, please refer to the EOY Financial Statements as of 31 December 2022 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 in MAR Tower, 69 Al Add Al Sharqi Street, Marina 40, Lusail City, Doha, Qatar. In order to be able to check the Director Fees Report, shareholders must produce an updated account statement of their shares from Qatar Stock Exchange/ Qatar Central Securities Depository dated no more than one week together with a copy of their IDs (in case the shareholder is a natural person) or copy of the Commercial Registration (CR), Corporate Card and an authorization letter signed by an authorized signatory on the CR and on the Corporate Card (in case the shareholder is a legal person).

4.5 At Stakeholders' Rights Level

MAR Articles of Association guarantee respect of shareholders rights and principles. In particular, Chapter Sixth of the AoA and Articles (12), (38), (39), (40), (67), (68) and (72) guarantee all the rights of the shareholders set forth under the applicable laws and regulations particularly the stipulations of Chapter Six of the QFMA Code.

Below is an overview on the actions taken by MAR to put the rights of shareholders into effect:

4.5.1 Communication with Shareholders and Investors

MAR values open and transparent dialogue with its shareholders as well as institutional and private investors. An independent Investor Relations department is dedicated to serve as the primary contact with shareholders, investors and financial analysts. Furthermore, upon disclosure of quarterly results, the Bank organizes a conference call with investors and financial analysts on quarterly basis that includes members from Senior Management to provide further clarifications and explanations about the financial results achieved and to respond to all queries of the investors. The Investor Relations Department is contactable at +97444940674 or +97444940673 or by email at IR@alrayan.com. As at 31 December 2022, MAR conducted 4 conference calls with investors and analysts upon disclosure of its interim financials at the end of each quarter.

4.5.2 Shareholders Right to Information

Article (12) of MAR AOA guarantees access by shareholders to information that allow them to exercise their full rights without prejudice to other shareholders' rights and the Bank's interests. To this end, MAR created a dedicated website www.alrayan.com as the main platform to publish and disclose all necessary information required under the local laws and regulations and information that are of interest to the shareholders. The website is subject to the Disclosure and Transparency Policy approved by the Board. In addition, shareholders get free access to the information they are entitled to obtain under the applicable laws and regulations by contacting the Company Secretariat Office or the Investor Relations department. The details of the members of the Board and Senior Management as well as the Bank's constitutional documents including the Memorandum and Articles of Association, the Commercial Register, the QCB License, the minutes of General Meetings are freely accessible on the Bank's website. For further details, please refer to section 4.4.1 above entitled "Disclosure".

4.5.3 Right to General Meetings and Equitable Treatment of Shareholders

The Bank's AOA affirms the right of shareholders to call ordinary or extraordinary general meetings and the right to add, discuss, decide and raise questions with respect to any items on the agenda of the general meetings. According to the AOA, a shareholder who attends the general meetings has the right to discuss the agenda items and question the external auditors, the Board of Directors, the senior management and the SSB who shall respond to the shareholders to the extent it does not put the Bank's own interests at risk. In the event a shareholder is not satisfied with the answers, such shareholder shall refer the subject matter to the general meeting of shareholders whose decision in such respect is deemed final and binding. Article (12) of MAR's AOA also ensures the fair and equitable treatment of all shareholders. It sets out that each shareholder must have a number of votes that equals his/her number of shares and that all shareholders are equal in rights and obligations related to the share in accordance with the relevant laws, regulations and resolutions. It also affirms shareholder's right to dispose of his/her share without any restrictions unless such disposal is in breach to applicable laws or regulations and that each share entitles its owner to a share equal to that of other shares without discrimination in the ownership of the assets of the Bank and the profits divided in the manner provided in the Bank's AOA. Furthermore, Articles (54), (39) and (72) of MAR's AOA respectively affirm the shareholders' rights to (i) dismiss Board members in accordance with the law; (ii) receive clarifications and reports decided under the law for general meetings; and (iii) initiate the civil and criminal liability case against Board members;

In 2022, MAR held two meetings for the ordinary and extraordinary general assembly of shareholders on 27 April 2022 and 16 November 2022. The full minutes of the general meetings are published on MAR website (www.alrayan.com).

4.5.4 Shareholders Right to Board Elections

The Bank's AoA, in particular, Article (19) sets out the main terms for directorship. In addition, the General Meeting held on 16 November 2022 adopted the Board Nomination and Election Policy upon a recommendation from the Board and the Board Corporate Governance, Nomination and Remuneration Committee. The policy ensures the shareholders get access to all information required about Board candidates prior to the elections, including but not limited to, the professional and education background

and work experiences. Such information would be announced on MAR website. The Board Nomination and Election Policy is accessible on the Bank's website www.alrayan.com.

4.5.5 Shareholders Right to Dividends

The Bank's AoA sets out the terms and conditions for the distribution of profits in accordance with the law. The audited financial statements presented to the Annual General Meeting for endorsement determines how the profits will be distributed. Dividend payout proposals, if applicable, are also presented for shareholders' approval in every Annual General Meeting. Dividend is fully linked to the results achieved by the Bank at year-end and is subject to the applicable laws and regulations, in particular, QCB instructions. As per Article (68) of MAR's AOA, dividends must be paid to shareholders within 30 days from the date of General Assembly meeting that approves such dividends.

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 or Tel +97444253215. Various payment options are offered by MAR including direct transfer to shareholders' bank accounts registered at QCSD, cash or cheque collection at MAR branches or bank transfers to local or international banks upon completing the required supporting documents.

On 27 April 2022, the Annual General Meeting decided to distribute cash dividends in the rate of 17% of the nominal share value (QAR 0.17 per share) for the year ended 31 December 2021. In 2022, the Bank continued the payment of all dividends through the various means mentioned above.

In 2022, for the first time since its inception, MAR published the list of its shareholders with uncollected dividends since more than 10 years on its website in compliance with Qatar Central Bank instructions. Upon QCB and QFMA approval, the shareholders were granted a grace period of 6 months to collect their 10+ year's unclaimed dividends before transferring such amounts to the General Authority for Minors Affairs in accordance with QCB regulations.

4.5.6 Capital Structure and Shareholders' Rights in Major Transactions

Article (50) of the Bank's AoA guarantees the rights of the shareholders, in particular, the minorities, to object and cancel major transactions that he/she may deem against his/

her own interests in accordance with the law. Details on capital structure and shareholders' base structure and evolution are disclosed in the Bank's annual report. Major shareholders that own 5% or more of the Bank's share capital are disclosed and updated regularly on the Bank's website. For details, please check section 5.1 entitled "Our Shareholders" under the "Corporate Governance Disclosures" section below.

4.5.7 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 dividend distribution.

4.5.8 Stakeholders Rights other than the shareholders

MAR has in place various policies related to different categories of stakeholders namely the HR Policy and Code of Conduct which both ensure all stakeholders are treated according to the principles of fairness and equity without any discrimination whatsoever and all their rights stipulated under the applicable laws and regulations are respected and protected at all time. Furthermore, MAR has a set of 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 operate under the rule of the law when dealing with various stakeholders. MAR continuously aims at enhancing its policies and will consider combining the various stakeholders' policies into one policy document, to the extent practical, to ensure the ongoing compliance with the relevant rules and regulations of QFMA and other regulators of the Bank.

Furthermore, the Bank encourages its employees and stakeholders to speak up and share incidents suspected to be in violations to MAR values, policies and procedures. To this end, a whistleblower policy and hotline service were established to enable stakeholders to make reports in good faith and confidence directly to the Group Head of Compliance who independently investigates these incidents and reports to the Board of Directors and Executive Management on the results and actions taken. To further strengthen controls, the Group Head of Internal Audit has access to the reports and

independently verifies the actions taken by the management. To ensure the effectiveness of the hotline service, the Board granted protection to stakeholders who report, in good faith, of any suspected practice or transaction by appointing an independent third party to receive such reports. The whistleblower program is implemented in all jurisdictions where the Bank operates and in accordance with local legal requirements. A monthly reminder is sent to all employees on the program and the hotline service. In 2022, 9 incidents were reported. Investigations conducted for each incident and no major issues were found.

On customer level, Customer Complaint and Compliment procedures are in place and managed by a dedicated Customer Care Unit. Additionally, our 24/7 Contact Center is available to receive and process any query

or complaint escalated by the customers. The Customer Care Unit is part of the Service Quality Department that aims at improving Service Level, Customer Experience, through Complaint Management, Quality Assurance and standardization of processes. The Contact Center is reachable at +974 44253333 or at info@alrayan.com. As at 31 December 2022, all reports 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 GCEO or to the Board.

4.5.9 Community Rights and ESG Initiatives

Please refer to section (7) of the Annual Report that form an integral part of this Annual Corporate Governance Report.

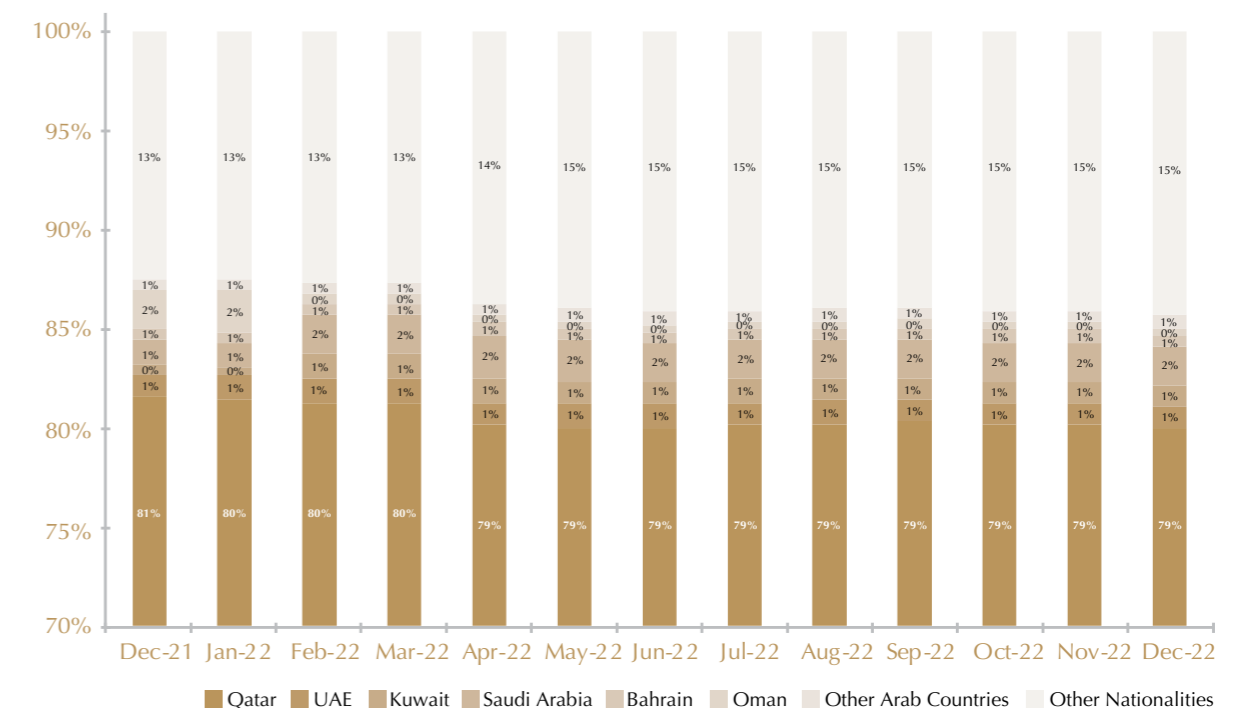
5. Corporate Governance Disclosures

5.1 Our Shareholders

As at 31 December 2022, MAR had 185,769 shareholders, comprising pension funds, banks, mutual funds, insurers, sovereign wealth funds, corporations, small and medium enterprises, and retail investors from Qatar, Oman, Bahrain, UAE, Saudi Arabia, Kuwait and other Arab and foreign countries.

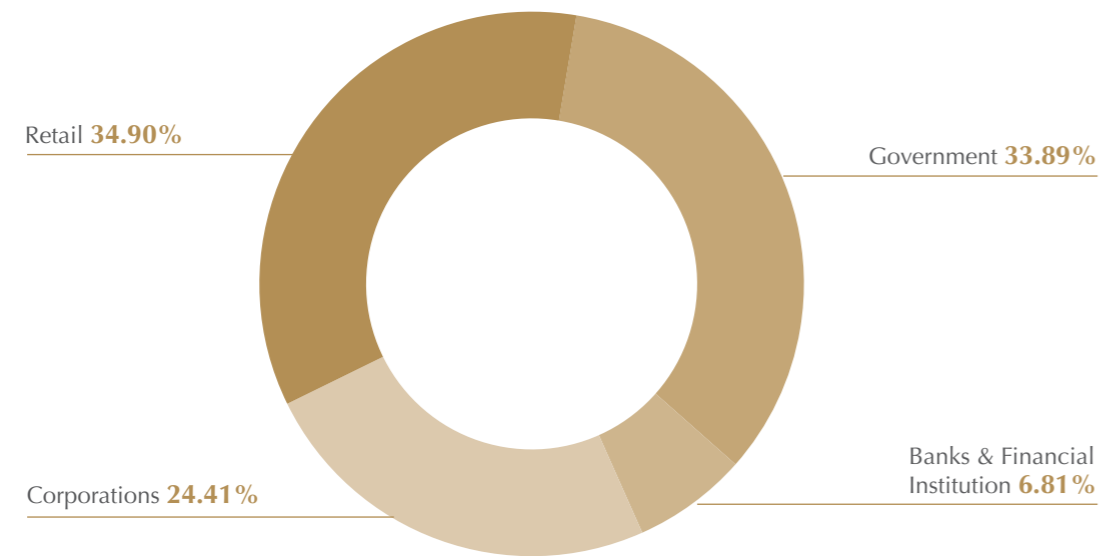
5.1.1 Evolution of Shareholder Base

As at 31 December 2022, the percentage of Qatari ownership decreased to 79% of the Bank's share capital and shares owned by shareholders from other countries increased to 21% of the Bank's share capital, compared to 81% and 19% respectively as at the end of 2021.



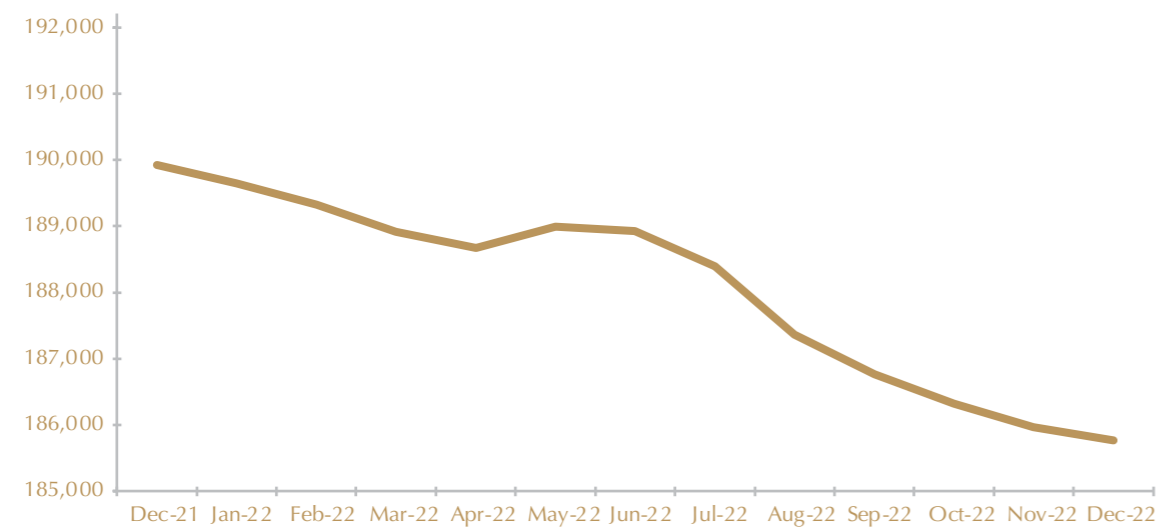
Graph (1): Evolution of shareholder base by nationality
(Analysis of our share registers with the Qatar Central Securities Depository)

In 2022, the total shares' percentage of Qatar government entities slightly decreased from 34.45% to 33.89% of the Bank's share capital as at 31 December 2022. The percentage of capital retained by other sectors increased from 22.13% to 24.41% for corporations; decreased from 8.87% to 6.81% for banks/financial institutions (banks, funds, insurers, pension etc.) and slightly increased for retail investors from 34.55% to 34.90% as at 31 December 2022.



Graph (2): Evolution of shareholder base by category
(Analysis of our share registers with the Qatar Central Securities Depository)

While the percentage of shares retained by retail investors slightly increased, the total number of shareholders continued to decrease in 2022.



Graph (3): Number of shareholders
(Analysis of our share registers with the Qatar Central Securities Depository)

5.1.2 Major Shareholders

As at 31 December 2022, MAR had 3 major shareholders who own 5% or more of the Bank's share capital. Qatar Investment Authority (QIA), our largest shareholder, remained unchanged at 20.60% as at 31 December 2022. It holds the shares indirectly through its fully owned company, Qatar Holding LLC, and other related government entities. Armed Forces Investment Portfolio in the Bank's share capital slightly decreased YOY from 7.55% as at end of 2021 to 7.51% as at 31 December 2022. It remained our second largest shareholder. The Pension Fund, General Retirement and Social Insurance Authority (including civil and military funds) holds 5.61% of the Bank's share capital as at 31 December 2022.

MAR's major shareholders held 33.71% of MAR capital as at 31 December 2022.

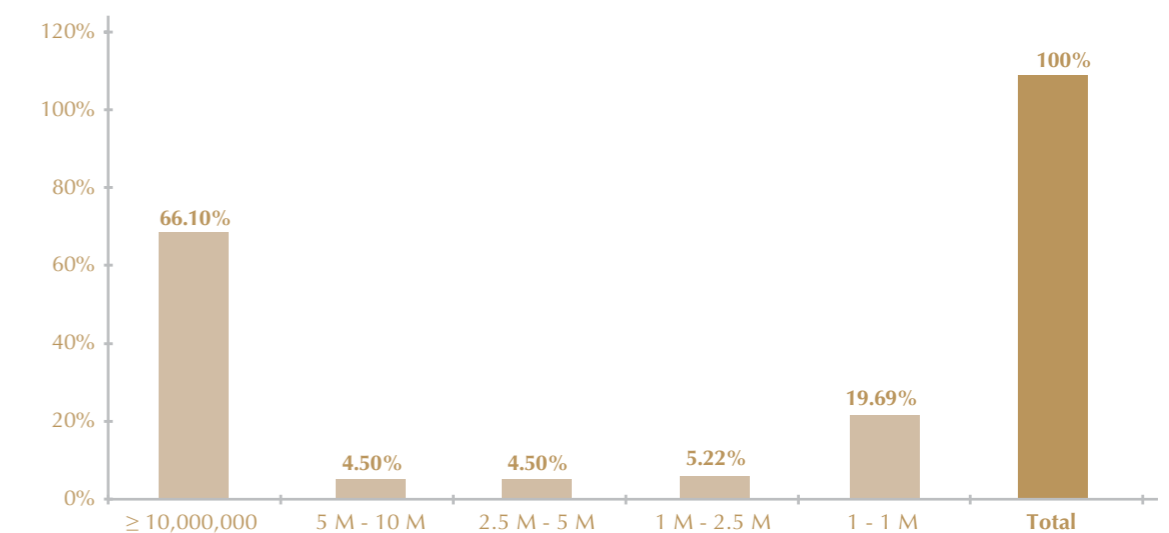
Major Shareholders	Category	Domicile	Shares	Percent
Qatar Investment Authority (QIA)*	Government	Qatar	1,915,632,215	20.60%
Armed Forces Investment Portfolio through Barzan Holding	Government	Qatar	698,574,780	7.51%
Pension Fund-General Retirement and Social Insurance Authority (civil and military funds)	Government	Qatar	521,281,268	5.61%
Total			3,135,488,263	33.71%

Table (1): MAR major shareholders as at 31 December 2022
(Extract from our share register with the Qatar Central Securities Depository)

5.1.3 Shareholders' Concentration

On 31 December 2022, 99 investors (holding each 10 million and more of shares) – owned 66.10% of MAR's shares. Out of these 99 shareholders, 37 are private investors, 17 are banks or financial institutions, 38 are corporations, and 7 are Qatar Government entities.

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



Graph (4): Shareholder concentration per number of shares
(Analysis of our share register with the Qatar Central Securities Depository)

MAR Shareholders			Breakdown							
			Retail		Banks & FIs		Corporations		Qatar Government	
Shares Number	Investors	%	Investors	%	Investors	%	Investors	%	Investors	%
≥ 10,000,000	99	66.10%	37	9.07%	17	5.79%	38	17.44%	7	33.80%
5 M – 10 M	63	4.50%	31	2.09%	7	0.46%	25	1.94%	0	0.00%
2,5 M – 5 M	121	4.50%	59	2.11%	4	0.15%	57	2.18%	1	0.05%
1 M - 2.5 M	324	5.22%	217	3.40%	9	0.16%	96	1.62%	2	0.03%
1 – 1 M	185,162	19.69%	184,624	18.22%	68	0.24%	469	1.23%	1	0.01%
Total	185,769	100%	184,968	34.90%*	105	6.8%*	685	24.41%	11	33.89%

*rounded figures

Table (2): Shareholder concentration per category

(Analysis of our share register with the Qatar Central Securities Depository)

5.1.4 Trading Activity

The monthly average number of transactions on MAR decreased by 25 % in the second half of 2022 (H2 2022) compared to the first half of 2022 (H1 2022). The market/Qatar Stock Exchange monthly average number of transactions decreased by 7% in H2 2022 compared to H1 2022.

For the Banks and FIs sector, the monthly average number of transactions decreased by 17% in H2 2022 compared to H1 2022.

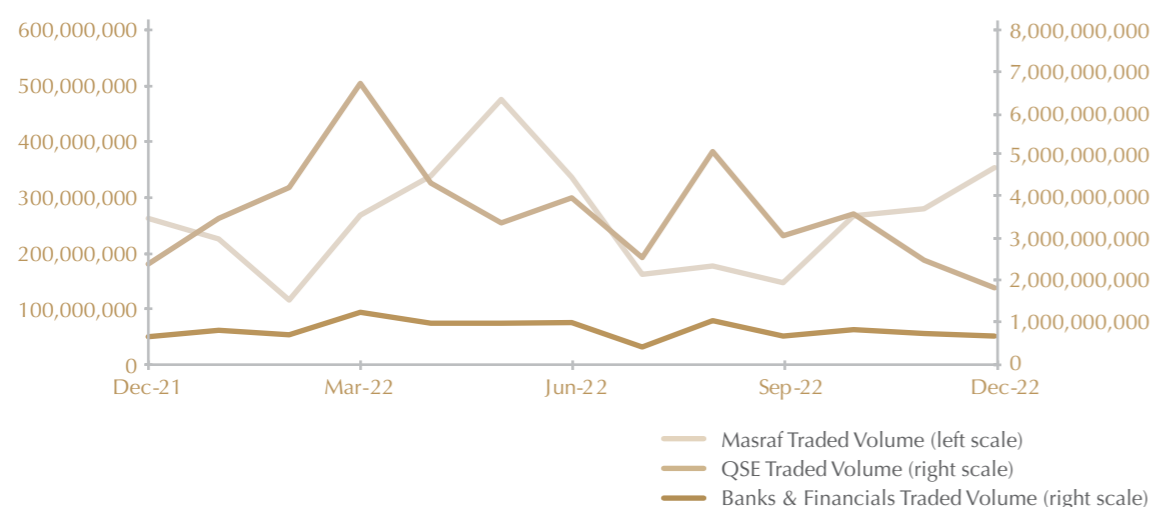
Average number of transactions during:	Qatar Stock Exchange	Banks & FIs	MAR
H1 2022	357,517	170,167	34,803
H2 2022	330,963	141,252	26,108

Table (3): Average number of transactions (H1 versus H2 2022)

(Analysis of information provided by the Qatar Stock Exchange)

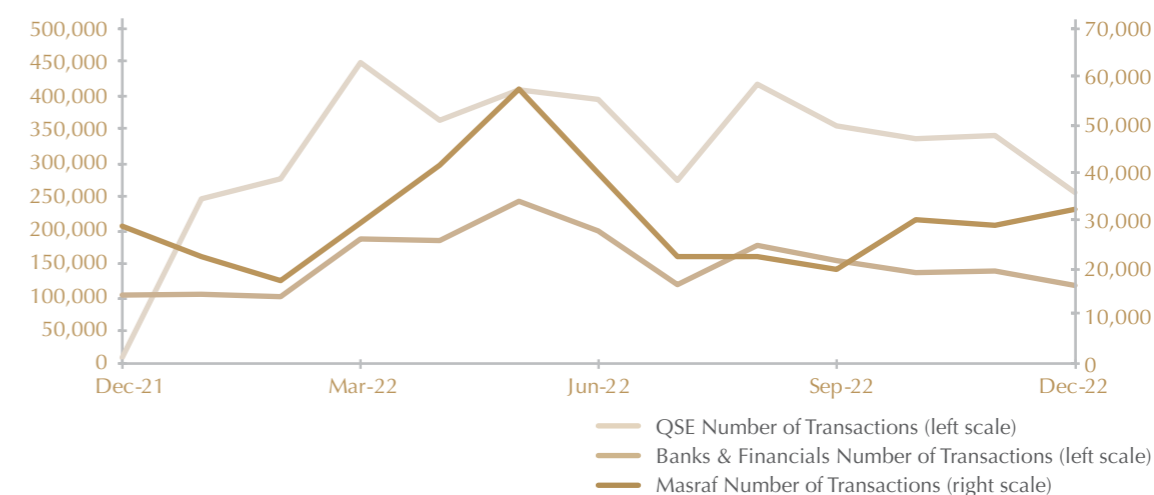
5.1.5 Trading Volumes

In general, the monthly average of MAR traded volumes increased in H1 especially May 2022. This trend was similar for the average of QSE and Banks and FIs in March 2022.



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

(Analysis of information provided by the Qatar Stock Exchange)

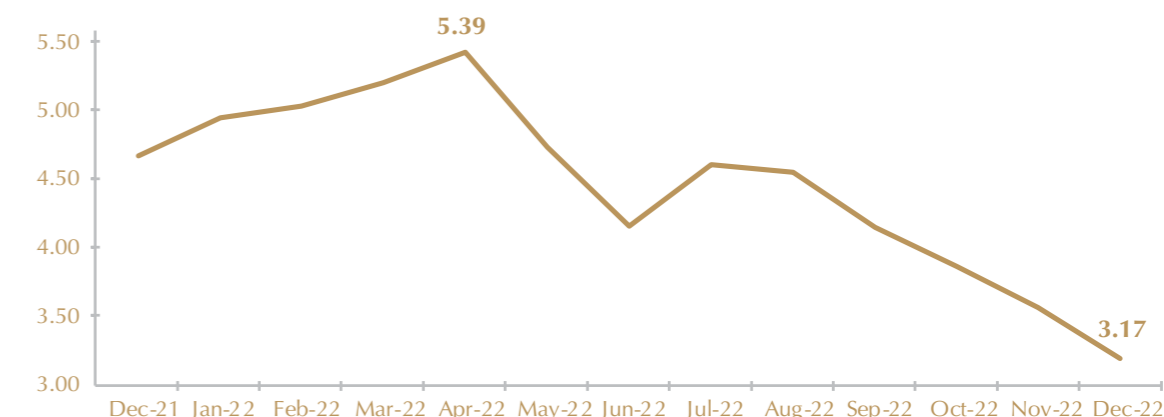


Graph (6): Number of transactions

(Analysis of information provided by the Qatar Stock Exchange)

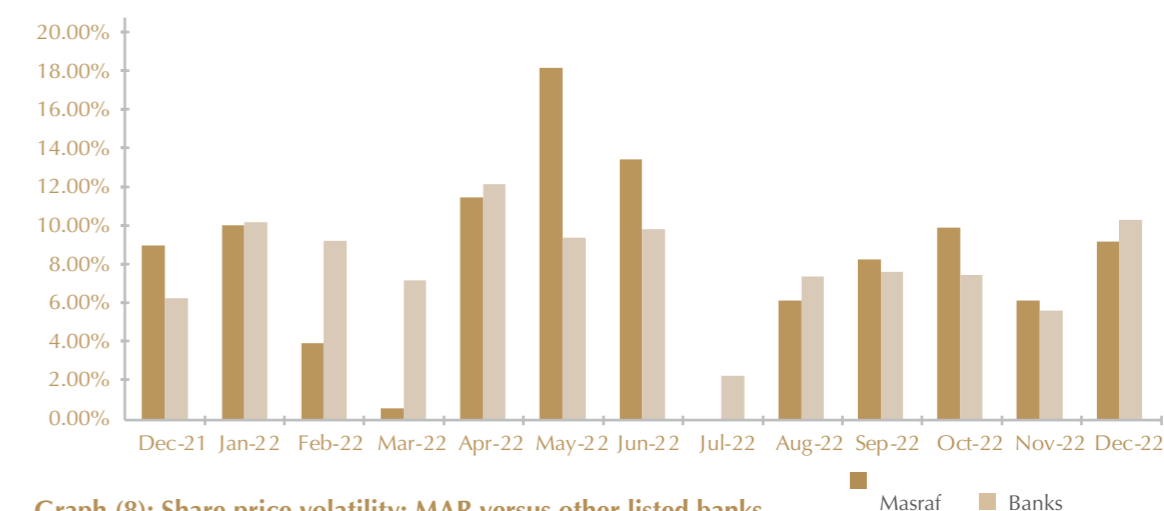
5.1.6 Share Price and Volatility

In 2022, MAR's share price decreased by 31.6% (from QAR 4.64 at end-2021 to QAR 3.17 at end-2022), compared to 6.7% decrease for the QSE Index and 10.7% decrease for the Banks and FIs Index.



Graph (7): MAR share price (December 2021 – December 2022)

Throughout 2022, MAR share price's volatility was inconsistent – in contrary to the average volatility of other banks as in March and July 2022 it was lower than its peers while in May, June and October 2022 it was slightly higher than its peers were.



Graph (8): Share price volatility: MAR versus other listed banks

5.2 Credit Ratings

As per latest rating in 2022, Moody's have affirmed MAR's long term rating as 'A1' and short term rating as P1 with a "stable" outlook.

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

However, the above mentioned strengths could be impacted by:

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

5.3 Board of Directors

Below is the composition of the Board for the current mandate (2020-2021-2022) 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 2022:



H.E. Sheikh Mohamed Bin Hamad Bin Qassim Al Thani

Chairman of the Board – Qatari

- Non-Executive and Non-Independent Member*
- Appointed on MAR Board 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-2022: 10,060
- Number of shares held by QIA/QH and its related entities as of 31-Dec-2022: 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 MAR Board since 1 December 2021
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 11,804,051 shares
- Number of shares held by QIA/QH and its related entities as of 31-Dec-2022: 1,915,632,215 shares

Other positions currently held:

- Vice Chairman, Qatari Investors Group
- Board Member, Qatari Businessmen Association
- Board member, Free Zone Authority
- Board Member, Vodafone Qatar



Abdullah Nasser Al Misnad

Board Member – Qatari

- Non-Executive and Independent Member*
- Joined MAR Board on 1 December 2021
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 504,700 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 MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 436,760 shares
- Number of shares held by GRSIA as of 31-Dec-2022: 457,292,819 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 MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 10,580 shares
- Number of shares held by Barzan Holding/Qatar's Ministry of Defense as of 31-Dec-2022: 698,574,780

Other positions currently held:

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



Sheikh Ali bin Jassim Al Thani

Board Member - Qatari

- Executive and Non-Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 83,985,286 shares

Other positions currently held:

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



Sheikh Nasser bin Hamad bin Nasser Al Thani

Board Member – Qatari

- Executive and Non-Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 1,000,000 shares

Other positions currently held:

- Board Member, Ooredoo Oman
- Chief Commercial Officer, Ooredoo



Abdulla Ahmad Al Malki Al Jehani

Board Member - Qatari

- Non-Executive and Non-Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 5,114,475 shares

Other positions currently held:

- Board Member, Qatar General Insurance & Reinsurance Co.



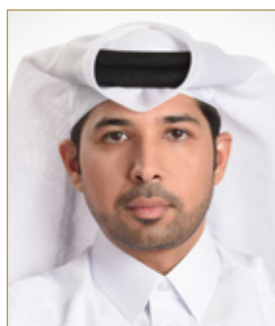
Tamy Ahmad Al-Binali

Board Member – Qatari

- Non-Executive and Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 476.830 shares

Other positions currently held:

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



Mohammed Ibrahim Al-Abdullah

Board Member – Qatari

- Non-Executive and Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held:

- Board Member/MD, Muntajat
- Board Member Muntajat Netherlands, China, India and Vietnam



Dr. Abdulrahman Mohammed Al-Khayarin

Board Member – Qatari

- Non-Executive and Independent Member*
- Elected to MAR Board on 18 March 2020
- Number of shares held directly or indirectly (through own companies or family members) as of 31-Dec-200: 1.008.240 shares

Other positions currently held:

- Board Member, Barwa Real Estate

** Note: Executive Directors are defined in accordance with QCB Corporate Governance Circular 25 of 2022. Independent and Non-Executive Directors are defined in accordance with QFMA Corporate Governance Code No. 5 of 2016 and QCB Corporate Governance regulations applicable at the last Board elections on 18 March 2020 when the IND were elected; In case of conflict, QCB regulations were implemented.*

5.4 Board Committees

The Board delegated part of its duties to a number of committees: Executive Committee (EXCOB), Audit Committee (ACB), Compliance and Risk Committee (CRC) as well as the Corporate Governance, Nomination and Remuneration Committee (CGNRC).

Executive Committee of the Board (EXCOB)

EXCOB is a major Committee of the Board and is in charge of:

- Reviewing the main functions of the Board of Directors and formulate recommendations to the Board, as necessary and applicable
- Reviewing the Bank’s strategy and formulate recommendations to the Board, as necessary and applicable
- Overseeing the Bank’s activities and formulate recommendations to the Board, as necessary and applicable
- 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
- Approving financings and investments within its delegated authorities
- Overseeing the Bank’s investment portfolio and formulate recommendations to the Board, as necessary and applicable
- Approving new or revised policies that fall outside the remit of other Board committees

The Committee comprises 4 members chaired by HE Sheikh Hamad Bin Faisal Bin Thani Al Thani. The three other members are: HE Turki Al Khater, Sheikh Ali Bin Jassim Al Thani and Sheikh Nasser Bin Hamad Al Thani. The Chairperson and all members of the Committee are considered executive directors (EXDs) according to QCB definition of EXD. The Committee shall meet as and when required according to its TORs. In 2022, the Committee held 5 meetings and issued a number of resolutions by circulation.

To check the attendance records of the Committee’s members, please refer to section 5.5 entitled “Meetings and Attendance” below. The Board has approved terms of reference (TORs) for the Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company’s records. The TORs are available and accessible on MAR website (www.alrayan.com).

In every Board meeting, the Chairperson of the Committee presents a summary report on the Committee’s main activities and decisions to the full Board for endorsement. In 2022, the Board of Directors endorsed all resolutions and recommendations of the Committee.

Below are the main activities and decisions of the Committee in 2022:

- Discuss and approve or recommend for Board approval credits and financings
- Review various activities of the Bank and its business and make recommendations to the Board of Directors as appropriate
- Discuss and follow-up the Bank’s legal cases initiated against defaulting customers and take necessary actions

Audit Committee (ACB)

The Audit Committee is delegated by the Board to review and monitor the integrity of the financial statements and financial reporting, the internal control systems and related risks, financial control and accounting systems, audit responsibilities and internal and external audit matters.

The Audit Committee comprises 3 members chaired by an Independent Non-executive director Mr. Tami Al Binali. The two other members are: Mr. Nasser Jarallah Al Marri (NED and Non IND) and Mr. Abdulla Al Malki (NED and Non IND). All members have extensive financial and audit experience. Upon the merger, the Board restructured all its committees including the Audit Committee whereas the Board made sure all ACB members are NEDs. The Board current term expires in 2022. In its new term of 2023-2024-2025, the Board will aim to form an Audit Committee with majority of its members from INDs to ensure ongoing compliance with the relevant laws and regulations of the QFMA and other regulators of the Bank.

The Committee shall hold at least 6 meetings a year as per its TOR. In 2022, the Committee held seven meetings.

To check the attendance records of the Committee’s members, please refer to section 5.5 entitled “Meetings and Attendance” below. The Board has approved terms of reference (TORs) for the Audit Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company’s records. The TORs are available and accessible on MAR website (www.alrayan.com).

During its regular meetings in 2022, the Committee considered and discussed matters related to the internal control system and relevant risks with Senior Management and took appropriate actions towards enhancing the controls and addressing weaknesses, if any. The Committee also met with the external auditors to discuss the quarterly and end-of-year financials and with the internal auditors to discuss

and consider the main topics related to internal control and relevant risks. On-going coordination takes place between Internal Audit and the Bank's External Auditors in all audit-related matters including, but not limited to, the coordination in preparing the External Auditor's Management Letter presented to the Board/Audit Committee. Coordination between ACB and CRC takes place amongst the members of both committees during the Board meetings or through communications between the chairpersons of both committees to cooperate in overseeing the risk and internal control management procedures.

In every Board meeting, the Chairperson of the Audit Committee presents a summary report on the Committee's main activities and decisions to the full Board for endorsement. In 2022, the Board of Directors endorsed all resolutions and recommendations of the Committee.

Below are the main activities and decisions of the Audit Committee in 2022:

- Review and discuss the External Auditor's reports on internal control, the quarterly and EOY financials for 2022 including the Management Letter
- Review and recommend for Board approval the quarterly and EOY consolidated financials for 2022
- Review and discuss Internal Control over Financial Reporting
- Review and adopt the Engagement Letter with External Auditors for 2022 based on the mandate from the General Meeting
- Review and approve the External Audit Plan for 2022
- Review and discuss the periodic and annual internal audit reports on internal control system and internal audit activities and take necessary remedial actions where applicable
- Review and approve the risk assessment methodology based on which the IA Plan 2022 is developed
- Approve the internal audit plan and strategy for 2022
- Review and discuss the proposals from external auditing firms and recommend to the Board the External Auditor for 2023
- Review and approve a number of accounting and auditing policies
- Review and recommend for Board approval certain Bank's policies other than accounting policies at the request of the Board
- Review the Purchase Price Allocation exercise and the goodwill resulting from the merger with Al Khaliji Commercial Bank (al khaliji) QPSC and make necessary recommendations to the Board

- Review the internal audit annual disclosures on conflict of interest
- Review and discuss the 2022 provisions and recoveries
- Conduct the independent annual performance review of the Group Head of Internal Audit
- Conduct the consolidated oversight over internal audit matters at subsidiaries' level

Compliance and Risk Committee (CRC)

The CRC is a committee of the Board formed for the purpose of assisting the Board in fulfilling its oversight responsibilities in assessing and managing the various types of risk to which the Bank is exposed as well as approving risk framework, risk appetite, risk strategies and risk policies of the organization.

The Committee also oversees compliance with all applicable regulatory and internal policy requirements, ensure that effective and appropriate measures are defined and implemented to promote good compliance culture, comply with regulatory requirements, prevent money laundering and financing of terrorism, prevent fraud and conflicts of interest, set forth a Group compliance framework and policies, criteria and control mechanisms.

The CRC is chaired by Mr. Turki Al Khater (EXD) and comprises 2 other Independent members of the Board: Mr. Mohamed Al Abdulla (IND) and Mr. Abdulrahman Al Khayareen (IND). The Committee shall hold at least 4 meetings a year as per its TOR. In 2022, the Committee held 4 meetings.

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

To check the attendance records of the Committee's members, please refer to section 5.5 entitled "Meetings and Attendance" below. The Board has approved terms of reference (TORs) for the Compliance and Risk Committee which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on MAR website (www.alrayan.com).

In every Board meeting, the Chairperson of the CRC presents a summary report on the Committee's main activities and decisions to the full Board for endorsement. In 2022, the Board of Directors endorsed all resolutions and recommendations of the CRC. Coordination between ACB and CRC takes place amongst the members of both committees during the Board meetings or through communications between the chairpersons of both committees to cooperate in overseeing the risk and internal control management procedures.

Below are the main activities and decisions of the CRC in 2022:

- Review and discuss the periodic and annual Compliance reports and take necessary remedial actions, where applicable
- Review and discuss the periodic and annual AML/CFT reports and take necessary remedial actions, where applicable
- Review and discuss regulatory ratios and breaches and take necessary remedial actions, where applicable
- Consider and approve the Annual Compliance and AML plan and strategy
- Endorse engagements with Politically Exposed Persons (PEPs)
- Review, discuss and endorse periodic risk reports including, but not limited to, risk appetite, credit portfolio developments, provisioning and ECLs, NPLs, operational risk, market risk, li-liquidity risk, security risk, Business Continuity Management and take necessary remedial actions where applicable
- Review and approve a number of write-offs as per its delegated authorities
- Review and approve the stress testing results for QCB submission
- Oversee the 2022 Capital Plan and ICAAP submissions exercise
- Review and endorse the annual review of the Group Country Limits
- Review and discuss all legal and regulatory developments and take necessary actions where applicable
- Review, update and approve risk policies and Compliance and AML policies
- Conduct the consolidated oversight over risk and compliance/AML matters at subsidiaries' level
- Conduct the independent annual performance review of the Group Chief Risk Officer and Group Head of Compliance

Corporate Governance, Nomination and Remuneration Committee (CGNRC)

The Board established the Corporate Governance, Nomination and Remuneration Committee to be in charge of all HR related matters including remuneration and incentives schemes and the Corporate Governance of the Bank. The Committee members are all INDs and NEDs and is chaired by HE Abdulla Al Misnad (IND) and comprises 2 other members: Mr. Mohamed Al Abdulla (NED & IND) and Mr. Abdulrahman Al Khayareen (IND & NED). The Committee shall hold 2 meetings at least a year as per its TORs. The CGNRC met twice in 2022.

To check the attendance records of the Committee's members, please refer to section 5.5 entitled "Meetings and Attendance" below. The Board has approved terms of reference (TORs) for the CGNRC

which clearly defines its roles and responsibilities. Minutes of all meetings of the Committee are drafted and properly maintained in the company's records. The TORs are available and accessible on MAR website (www.alrayan.com).

In every Board meeting, the Chairperson of the CGNRC presents a summary report on the Committee's main activities and decisions to the full Board for endorsement. In 2022, the Board of Directors endorsed all resolutions and recommendations of the CGNRC.

Below are the main activities and decisions of the CGNRC in 2022:

- Review and confirm the annual Balanced Scorecard results
- Conduct the annual review of Group Incentives and Bonus Methodology for 2022 and recommend the Group Annual Bonus pool for Board approval
- Review and approve various HR and governance policies
- Recommend appointments at Senior Management levels for Board approval
- Conduct the annual performance assessment of the Board and its committees
- Conduct the annual review of Independent directors
- Conduct the annual review of the Board Remuneration policy and recommend Board remunerations for Board to recommend the same to the General Meeting
- Recommend annual remuneration of SSB members for Board and General Meeting
- Develop and recommend the annual Corporate Governance Report for Board approval
- Review and adopt the list of insiders
- Review and approve the Staff Loan Policy
- Review and discuss the external Auditor's Independent Assurance report on MAR Corporate Governance and take necessary actions, as applicable
- Review and update the Board Election and Nomination Policy
- Open the Board nominations for the next mandate (2023-2024-2025) and the oversee the process
- Open the Sharia Supervisory Board nominations for the next mandate (2023-2024-2025), oversee the process and make necessary recommendations to the Board

5.5 Meetings and Attendance

All Board members put their knowledge and skills at the service of the Bank and dedicate sufficient time for their work in the Board. This is proven through the directors' regular attendance of the meetings.

Also, the Chairman and the directors including the chairpersons of the Board committees attend and participate in the General Meetings to consider and respond to the queries of the shareholders. In 2022, a total of 6 Board meetings were held within an average duration of 3 hours. Below are the details of the Board and committees' meetings held in 2022 and the attendance sheet:

Forum	Board of Directors	EXCOB	CGNRC	ACB	CRC
Number and date of Meeting	6 Meetings in 2022: • 27 January 2022 • 27 April 2022 • 21 July 2022 • 19 September 2022 • 25 October 2022 • 11 December 2022	5 Meetings in 2022 • 24 March 2022 • 10 April 2022 • 26 June 2022 • 9 October 2022 • 7 September 2022	2 Meetings in 2022 • 26 January 2022 • 24 October 2022	7 Meetings in 2022 • 27 January 2022 • 8 March 2022 • 27 April 2022 • 21 July 2022 • 19 September 2022 • 25 October 2022 • 11 December 2022	4 Meetings in 2022 • 24 January 2022 • 24 April 2022 • 20 July 2022 • 24 October 2022
Attendance					
Sheikh Mohamed Bin Hamad Bin Qassim Al Thani - Chairman	5/6	N/A	N/A	N/A	N/A
Sheikh Hamad Bin Faisal Bin Thani Al Thani - Vice Chairman	6/6	5/5	N/A	N/A	N/A
Abdulla Bin Nasser Al Misnad	3/6	N/A	2/2	N/A	N/A
Turki Al Khater	5/6	3/5	N/A	N/A	4/4
Sheikh Ali Bin Jassim Al Thani	6/6	5/5	N/A	N/A	N/A
Abdulla Ahmed Al Malki Al Jehani	6/6	N/A	N/A	7/7	N/A
Nasser Jarallah AL Marri	6/6	N/A	N/A	7/7	N/A
Sheikh Nasser Bin Hamad Al Thani	5/6	5/5	N/A	N/A	N/A
Tami Al Binali	6/6	N/A	N/A	7/7	N/A
Mohamed Al Abdulla	6/6	N/A	2/2	N/A	4/4
Abdulrahman Al Khayareen	6/6	N/A	2/2	N/A	4/4

5.6 Senior Management and Management Committees

5.6.1 The Management Team

MAR Board appoints the Group Chief Executive Officer and all other members of senior management reporting directly to GCEO or to the Board, as applicable. The Group Chief Executive Officer is accountable for executing MAR strategy and running the business on a day-to-day basis. The Group CEO reports directly to the Board and keeps the Board fully informed of all key aspects of business performance. The Group CEO is supported by a Management team with extensive background in banking

and financial matters in addition to management committees with defined roles and responsibilities. The main activities and achievements of the Management team in 2022 are disclosed under the respective sections of various departments and units of the Bank in the Annual Report that form an integral part of the Report herein.

Below are the members of MAR Senior Management as at 31 December 2022:



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-Dec-2022: 56,060 shares

Other positions currently held:

- Board member, Al Rayan Bank UK
- Board member- Al Khaliji France
- Board Member, QFBA



Hamad Al Kubaisi
Group Chief Human Resources Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 4700 shares

Other positions currently held: None



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-Dec-2022: 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-Dec-2022: 42,720 shares

Other positions currently held:

- Board member, Qatar Academy Doha (Qatar Foundation)
- Member, Qatar Chamber of Commerce – Banks and Investment Committee



Stuart Rennie
Group Chief Operating Officer

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

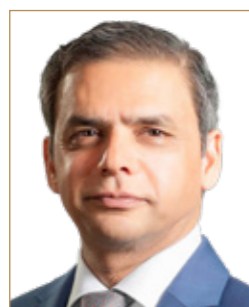
Other positions currently held: None



Ronan Dodgson
Acting Group Chief Finance Officer
AGM, Strategy and Projects

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

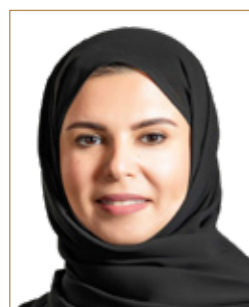
Other positions currently held: None



Tahir Pirzada
GM - Group Treasurer & Financial Institutions

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held: None



Eman Al Naemi
AGM Corporate Communications

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 40,700 shares

Other positions currently held: None



Mutaz Dana
GM - Group Compliance and AML

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held: None



Adel Ayad Fayez Attia
GM - Group Internal Audit

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held: None



Fawzi Siam
AGM - Sharia Audit

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held: None



Abdelmonem El Hassan
GM - Group Legal Counsel

Number of shares held in MAR directly or indirectly (through own companies or family members) as of 31-Dec-2022: 0 shares

Other positions currently held: None

5.6.2 Management Committees

There are several management Committees as follows:

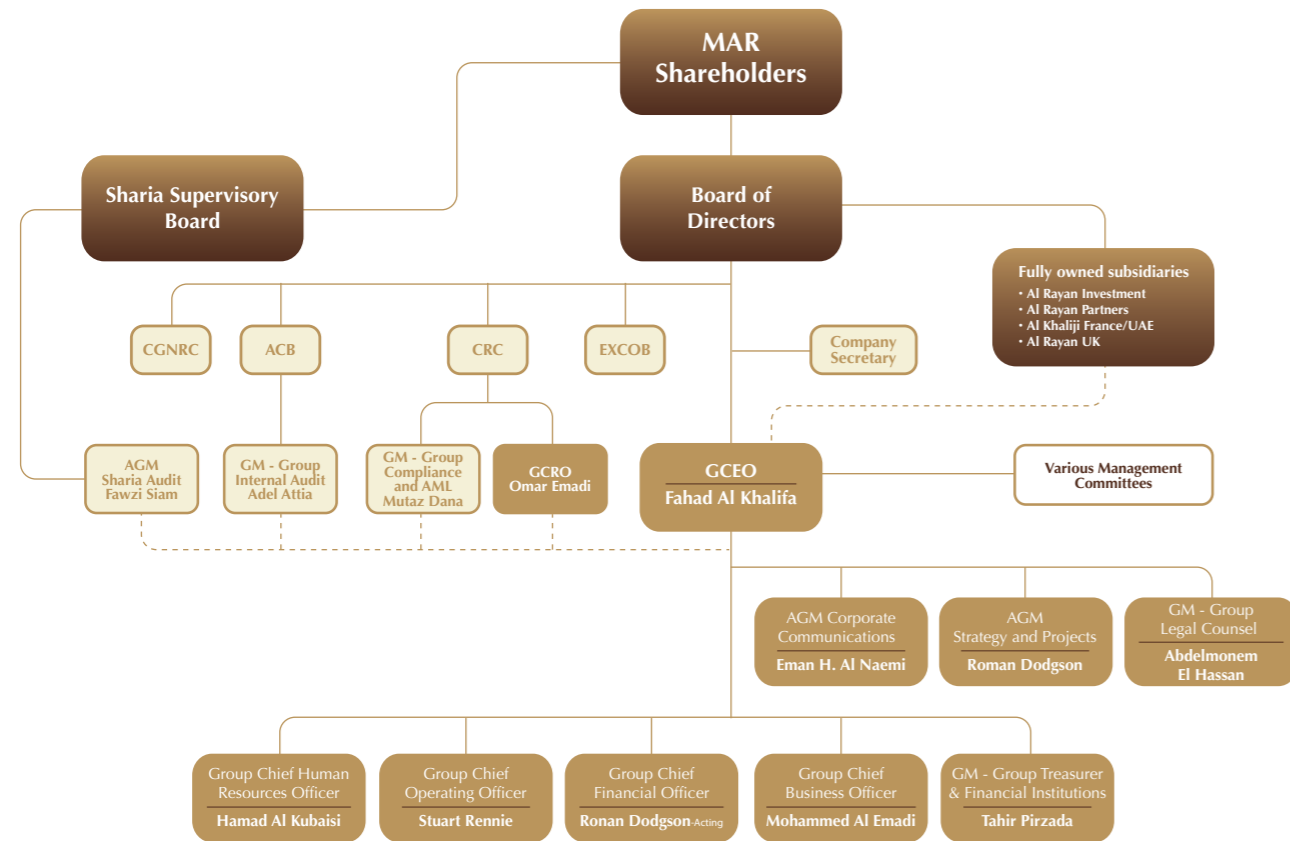
- a) Senior Management Executive Committee (EXCOM): EXCOM supports the Group CEO and the Senior Management in decision-making, reviewing developments within the businesses, managing the day-to-day operations of the Bank, discussing matters of Group strategy and formulating recommendations for the Board or relevant Board committees.
- b) Group Asset, Liability and Capital Committee (GALCCO): It supports the Group CEO and the Senior Management in managing and optimizing the asset, liability, and capital structure of Group within the approved risk and operational boundaries articulated in the group policies.
- c) Credit and Investment Committee (CIC): It approves credits, investments and product programs as per the credit approval authorities delegated by the Board or the relevant Board committees.
- d) Group Risk Committee (GRC): in charge of maintaining effective governance and oversight of risk related developments and performance, monitoring the enforcement of the internal control framework, monitoring the implementation

of the business continuity plan and making appropriate decisions and recommendations to help reduce operational risk, and enhance its value contribution.

- e) Security Steering Committee (SSC): maintains effective governance and oversight of security related matters.
- f) IT Steering Committee (ITSC): maintains effective governance and oversight of IT related matters.
- g) Group Special Investigation Committee (GSIC): created as an independent advisory and recommending body to assist GCEO/EXCOM in responding to events of impropriety and fraud incidents.
- h) Group Tender Committee (GTC): oversee the procurement and tendering processes launched by the Bank
- i) ESG Committee (ESGC): is a committee formed by GCEO for the purpose of managing the implementation of the ESG Framework

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

5.7 Group Organizational Chart



5.8 Incentives and Remunerations

Board Remuneration Policy

Below is the policy that determines the basis and method of granting Board remunerations that we present herein for the General Meeting re-endorsement as part of this Report noting that no material changes occurred to the policy since last year's report:

1. Board remunerations shall conform with market practice, consider the long term objectives of the organization and be cognizant of risk;
2. Board remunerations must be based on the outcome of the Board performance assessment exercise without any kind of discrimination whatsoever vis-à-vis the race, religion, gender or otherwise;
3. Board remuneration comprises the annual bonus and the sitting fees of the Board and committees' meetings. It must be compliant with all relevant applicable laws and regulations
4. The Board shall set a policy for attendance fees and expenses related to the Board. Attendance fees may be paid immediately upon the conclusion of each meeting subject to the thresholds set forth under point 5 below. No attendance fees shall be paid for Board members attending through proxies. The total of attendance fees paid to the Chairman and Board members during a fiscal year must be presented

to the General Meeting for endorsement in accordance with point 7 below. In the event where the General Meeting does not endorse the attendance fees for the full Board or for a specific member, the full Board or that specific member, as applicable, shall be obliged to pay back to the Bank the attendance fees they received throughout the year;

5. The total amounts received by each director including annual bonus, sitting fees and expenses shall not exceed QAR 2 million per single director per year in accordance with the relevant regulations by QCB. In all events, the total remunerations for all Board members shall not exceed 5% of the Bank's net profit after deduction of depreciation, reserves, and distribution of dividends of no less than 5% of the share capital;
6. The Corporate Governance, Nomination and Remuneration Committee shall conduct an annual performance assessment for the Board and its committees. Based on the assessment outcome, the Committee determines the remuneration amounts based on the principles of the said policy and recommend the same to the full Board. The Chairman of the Board shall have the casting vote in case of any dispute or conflict that may arise as a result of this exercise;
7. The total amount of Board remunerations including annual bonus and sitting fees

determined in accordance with the aforementioned principles must be presented to the Annual General Meeting for approval;

8. Approved Board remunerations must only be disbursed upon obtaining QCB No Objection;
9. Payments to directors representing corporate entities on the Board will be made directly to the account of the corporate entity represented on the Board and not to its individual representative unless a No Objection Letter is received from that corporate entity;
10. Board remunerations must be disclosed in the audited financial statements. All amounts re-ceived by Board members, including, but not limited to, the proposed annual bonus, the sitting fees, the expenses or otherwise, must be disclosed in the Directors' Remuneration, Publicity Fees And Donations Report prepared in accordance with Article (122) of the Companies Law No (11) of 2015 as amended by Law No. (8) of 2021 and Article (39) of the Bank's AoA, signed by the Chairman, the Vice Chairman and the External Auditors, and ready for shareholders inspection at least one week prior to the scheduled date of the Annual General Meeting;
11. In the event where no sufficient profits are achieved in a specific year to distribute dividends or in case of loss, the General Meeting will decide whether or not to grant remunerations to the Board in accordance with the law and subject to necessary regulatory approvals; and
12. This policy must be presented on a yearly basis to the Annual General Meeting to be re-confirmed in its current form or to be amended where applicable

Proposed Board Remunerations for 2022

The Board made a proposal for Board annual remunerations based on the afore-mentioned policy. To check the total Board remunerations proposed for 2022, please refer to EY Financial Statements as of 31 December 2022 under note (38) entitled "remuneration to Board including meeting allowance" published at the very end of the Annual Report enclosed to the Report herein. Such financials are pending the endorsement of the Annual General Meeting to which the Report herein is addressed.

Shareholders may check the Director Fees Report detailing all amounts received by the directors including proposed 2022 remunerations prepared in accordance with Article (122) of the Commercial Companies Law and Article (39) of the Bank's Articles of Association one week before the Annual General Meeting in the Corporate Secretariat office on the 23rd floor of MAR head office in MAR Tower, 69 Al Add Al Sharqi Street, Marina 40, Lusail City, Doha, Qatar. In order to be able to check the Director Fees Report, shareholders must produce an updated account statement of their shares from Qatar Stock Exchange/Qatar Central Securities Depository dated no more than one week together with a copy of their

IDs (in case the shareholder is a natural person) or copy of the Commercial Registration (CR), Corporate Card and an authorization letter signed by an authorized signatory on the CR and on the Corporate Card (in case the shareholder is a legal person).

Senior Management and Employees Remuneration and Incentives Policy

Below is the policy that determines the basis and method of granting incentives and remunerations to the Senior Management and employees of MAR that we present herein for the General Meeting re-endorsement as part of this Report noting that no material changes occurred to the policy since last year's report:

1. MAR employee remuneration package is comprised of four primary elements viz. basic salary, allowances, benefits and a performance bonus;
2. The basic salary, allowances and benefits are determined in accordance with market practices to ensure they are fit for purpose, competitive and compliant with regulatory/legal developments;
3. The performance bonus is discretionary and, if merited, is paid on an annual basis in arrears. It considers the long term objectives of the organization, is cognizant of risk and must be purely dependent on the collective and individual performance without any kind of discrimination whatsoever vis-à-vis the race, religion, gender or otherwise;
4. The Performance Bonus, which is calendar based, is calculated with reference to a prescribed methodology based on principles set by the Corporate Governance, Nomination and Remuneration Committee of the Board as advised, when needed, by independent industry experts. The methodology sets a percentage between 1% to 6.5% of net income, depending on the final score achieved Bank-wise in the Balanced Scorecard, to be distributed as annual remunerations to the Banks employees and senior management members. The main principle is a top down meritocracy-based model where the individual payout is determined by the employees' performance assessment, their Departmental contribution and the Bank's achievements during the year;
5. A Balanced Score Card (BSC) approach is utilized to gauge the achievement of the Bank and division. It sets goals and targets that must balance between projected revenues and the risks accompanying the revenues generated while maintaining compliance with internal controls and regulatory requirements;
6. At the start of each year the Board sets a series of financial and non-financial objectives for the organization which are outlined in a BSC. This forms the driver for department level scorecards, the goals of the GCEO, and each Senior

Management member and staff member in the Bank and distills such goals into measurable key performance indicators;

7. The Bank's BSC objectives are carefully tracked and progress reports are periodically submitted to the Board. At year-end the results are subject to verification by internal audit;
8. The audited results, and proposed bonus pool, are presented to the Corporate Governance, Nomination and Remuneration Committee (CGNRC) for consideration and recommendation for Board final approval;
9. Individual payouts are subject to review and approval of the Department Head, Group Chief HR Officer, GCEO and Chairman as appropriate;
10. An employee's bonus is pro-rated based on the duration of their employment during the calendar year. Claw-back provisions apply where an employee resigns, or ceases to be employed by the company, before the period of bonus calculation and or within a specific time-period following the bonus payment;
11. The performance bonus for members of Senior Management must be disbursed upon obtaining QCB No Objection only;
12. The Bank's compensation philosophy, scheme design, and absolute outlay shall be evaluated by the Board/CGNRC at each year-end or whenever needed to ensure it remains fit for purpose, competitive and compliant with regulatory/legal developments. The Committee may seek the assistance of an external consultant in this exercise;
13. Senior Management compensations must be disclosed in the audited financial statements; and
14. The policy herein must be presented on a yearly basis to the Annual General Meeting to be re-confirmed in its current form or to be amended where applicable

Proposed Senior Management Remunerations for 2022:

The Board approved remunerations for Senior Management members based on the afore-mentioned policy. To check the total Senior Management remunerations for 2022, please refer to EY Financial Statements as of 31 December 2022 under note (38) entitled "salaries and other benefits- key management" published at the very end of the Annual Report enclosed to this report herein. Such financials are pending the endorsement of the Annual General Meeting to which the Report herein is addressed.

5.9 Internal Control and Risk Management

Internal controls form an integral part of MAR's business and support functions' processes. The Board of Directors has the overall and ultimate responsibility to maintain sound internal controls and to review their effectiveness. On an on-going basis,

Internal Control is a critical responsibility undertaken by MAR management and staff, and includes the implementation of appropriate policies, procedures, segregation and delegation of duties, and the periodic assessment of controls to manage enterprise-wide risks. To this end, an internal control and risk management system has been established for the purpose of protecting MAR's business and operations against abusive conduct, fraud, and inefficiency; ensuring accuracy and reliability in accounting and operations; securing compliance with the regulations and MAR approved policies; and evaluating the level of performance in all functions and units of the Bank and its subsidiaries.

Key components of Internal Controls

1. Audit Committee of the Board fully independent from senior management
2. Sharia Supervisory Board (SSB) appointed by the General Meeting
3. An independent Internal Audit function which reports directly to the Audit Committee of the Board
4. Other internal control functions including: (1) The Compliance and Anti Money Laundering departments which report directly into the Compliance and Risk Committee of the Board; (2) the Group Risk department which report directly into the Compliance and Risk Committee of the Board; (3) the Legal department; and (4) the Sharia Audit department that reports directly to the SSB
5. An independent Assurance Report to the shareholders, as mandated by QFMA, on effectiveness of design and operation of internal controls over financial reporting and compliance with corporate governance regulations
6. A dedicated Financial Planning and Control unit
7. Periodic reports to the Audit Committee by Internal Audit of the status of audit matters
8. Periodic reports to the Compliance and Risk Committee of the Board by Compliance and Risk departments on risk and compliance matters
9. An independent report from SSB to General Meeting on compliance with Sharia principles
10. Bank's Policies approved by the Board of Directors
11. Monthly report to the Group CEO on the status of the internal control matters
12. Standard Operating Procedures approved by the Senior Management
13. Delegation of Authority Matrix and Policy approved by the Board of Directors
14. Dual signatories required for significant and critical transactions
15. Approved organization charts for each function and enforcement of appropriate segregation of duties

16. Centralized Core Banking System that enhances controls' environment
17. Identification of Key Risks Indicators (KRIs)
18. Business Continuity Plan and periodic testing of the Plan
19. Internal plans and policies for In-house Risk Management Function, Compliance Function, Legal Function and Governance Function
20. Proper mechanism for development and revision of policies pre Board approval that ensures policy documents are reviewed by all control functions and controls are embedded into the policies
21. Documented Job Descriptions for all employees

For more details on internal control and risk management, please check the section entitled "Internal Control and Support Functions" in the Annual Report which forms an integral part of this Corporate Governance Report.

5.10 Evaluation of Compliance with Internal Control and Risk Management Frameworks

MAR has an effective and robust Internal Control, Operational Risk Management (ORM) and Compliance Framework designed to identify and manage risk, primarily facilitated by an established and maturing bank-wide control foundation.

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

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

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

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

- 1st line of defense = Business and Operations – Identifies and reports risks
- 2nd line of defense = Risk Management, Legal and Compliance and Sharia Audit– reviews, assesses, tests and monitors risks

- 3rd line of defense = Internal Audit – scheduled annual evaluation of the corporate governance, risk management and internal control frameworks

Thus, the previously mentioned important combination of management control and Internal Audit ensures that MAR maintains prudent standards of corporate governance, risk management and internal controls at all times.

According to the evaluations conducted in internal control in 2022, the results show that the processes and mechanisms applicable at internal control and risk management levels are functioning properly and there are no major areas of concern.

5.11 Management's Report on Internal Controls over Financial Reporting

The Board of Directors of MAR and its consolidated subsidiaries (the «Group») is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS).

We have conducted an assessment of the design and operating effectiveness of internal controls over financial reporting at the Group level, as of December 31, 2022, based on the framework and the criteria established in Internal Control - Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission («COSO's Framework»), and the Group's approved policy on ICOFR.

Deloitte & Touche M. E., an independent registered public accounting firm, has audited and issued a reasonable assurance report on our assessment of ICOFR as of December 31, 2022.

Risks in Financial Reporting

The main risks in financial reporting are that either financial statements do not present a true and fair view due to inadvertent or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. A lack of fair presentation arises when one or more financial statement amounts or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could, individually or collectively, influence economic decisions that users make on the basis of the financial statements.

To confine those risks of financial reporting, the Group has established a system of ICOFR, based on the COSO Framework and the Group's approved policy on ICOFR, with the aim of providing reasonable assurance against material misstatements.

COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system.

The COSO Framework includes 17 basic principles, and five components:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring

Key Controls related to ICOFR covering each of the 17 principles and five components have been identified and documented. As a result, the management has adopted the following financial statement objectives:

- Existence/ Occurrence - assets and liabilities exist and transactions have occurred.
- Completeness - all transactions are recorded, account balances are included in the financial statements.
- Valuation/ Measurement - assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts.
- Rights and Obligations and ownership - rights and obligations are appropriately recorded as assets and liabilities.
- Presentation and disclosures - classification, disclosure and presentation of financial reporting is appropriate.

However, any internal control system including ICOFR, no matter how well conceived and operated, can provide only reasonable not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud.

Functions Involved in the System of Internal Control over Financial Reporting

Key Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization.

Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements. Such controls are integrated into the operating process and include those which:

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties;
- operate on a periodic basis such as those which are performed as part of the annual financial statement preparation process;

- are preventive or detective in nature;
- have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on the financial statements include entity level controls and IT general controls such as system access and deployment controls whereas controls with a direct impact could be, for example, a reconciliation which directly support a balance sheet line item;
- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

Assessment of Design, Implementation and Operating Effectiveness of Internal Control

Management assessed the effectiveness of the Group's internal control over financial reporting as of December 31, 2022, using criteria established in COSO's Framework. The evaluation has included an assessment of key controls within various processes including Treasury, Customer Deposits, Loans and advances, Commission Income and Financial Reporting, as well Entity-level controls, General IT and disclosure Controls.

Based on results of the assessment, the Management concluded that the Group maintained effective Internal Control over Financial Reporting as of December 31, 2022, based on the criteria established in COSO's Framework, and the Group's policy on ICOFR.

5.12 Procedures followed by MAR in addressing Internal Control failures:

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

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

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

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

Senior Management is responsible for coordinating

and facilitating the implementation of the control framework and addressing risk related issues.

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

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

As at 31 December 2022, no failures or weaknesses in the internal control system and no emergencies occurred that had a material adverse impact on the financial position of the Bank.

For more details on internal control and risk management, please check the section entitled "Internal Control and Support Functions" in the Annual Report which forms an integral part of this Corporate Governance Report.

5.13 Violations and Penalties

No violations, breaches or penalties took place in MAR within the meaning of the provisions of Article (4)- clause (2) of the QFMA Code or that may impact the financial position of the Bank as at 31 December 2022.

5.14 Compliance with Listing and Disclosure Rules

In 2022, MAR was fully compliant with all listing and disclosure requirements set forth under the relevant laws and regulations. For details, please refer to section 4.4 entitled "At Transparency and Disclosure Level" above.

5.15 Litigation/Legal Cases

In 2022, no material litigation was initiated against MAR with merit that would impact the financial position of the Bank. However, the Bank has a number of legal cases against certain customers for defaulting on their loans and credit facilities in an attempt to recover its funds and protect its rights and the right of its shareholders and depositors. The said cases are still before the courts. They are dealt with in accordance with the banking secrecy regulations set forth by the Qatar Central Bank.

5.16 Related Party Transactions

Please refer to the paragraph entitled "Conflict of Interest, Transparency and Related Party Transactions" under section 4.4 "At Transparency and Disclosure Level" above.

5.17 Board of Directors Report on assessment of compliance with Governance Regulations

Based on the foregoing and the assessment procedures, the Board of Directors concludes that the Bank is compliant, in all material respects, with the Governance Regulations as at 31 December 2022.



Internal Control and Support Functions

1. Group Internal Audit

The Group Internal Audit (GIA) plays an essential role as a third line of defense in evaluating the effectiveness of risk, control and governance frameworks across the Group, by conducting risk-based audits by highly specialised internal audit teams. The GIA provides an independent and objective assurance to the Board of Directors and the Management on the design and operating effectiveness of the Group's corporate governance, risk management, and internal control frameworks. The GIA continuously promotes the awareness on risks and controls, provides advice on developing control solutions, and monitors corrective actions, thereby safeguarding the Group's assets.

Furthermore, GIA also advises on various business initiatives assumed by the Management. At the request of the Board or the Management, GIA also undertakes special audit engagements, including ad-hoc assignments and investigations. In order to ensure its independence and objectivity, the GIA routinely assesses impairment issues while providing advisory and consulting services to the Board and the Management.

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

Assurance Services

GIA is responsible for independent audit and assurance engagements covering all of the Group's departments, branches, and subsidiaries in all jurisdictions.

Its purpose is to provide an independent assurance service to the Board of Directors through the Audit Committee on the effectiveness of the Group's governance, risk management and control processes.

In compliance with the Qatar Central Bank, Basel and Institute of Internal Audit guidelines, the GIA has developed a Risk-Based-Internal-Audit Approach (RBIA). The RBIA directs the GIA in prioritizing and allocating resources to business areas where they are most required.

The GIA process consists of eight main phases:

1. Annual risk assessment and the development of the annual audit plan.
2. Deliberation and approval of the audit plan by the Audit Committee of the Board.
3. Audit fieldwork.
4. Confirming the factual accuracies of audit deficiencies identified during the fieldwork.
5. Issuing the draft audit report and seeking the management action plans for audit deficiencies.
6. Issuing the final audit report.
7. Deficiency management process.
8. Comprehensive progress reports to the Audit Committee of the Board of Directors during its meetings (minimum six meetings per fiscal year).

Follow-up of audit findings as per the Management Implementation Agreement is a continuous and robust exercise, and an update is regularly communicated to the Audit Committee and the Group's Senior Management reflecting the latest information on open and overdue issues.

As part of the GIA's core process, an Internal Quality Assurance exercise is undertaken over the audit work performed, as well as prior to the issuance of each audit report.

As at 31 December 2022, GIA successfully completed all the audit engagements out of the approved audit plans for MAR Qatar, ARB UK, AKF (France) and AKF (UAE).

Consultancy Services

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

As at 31 December 2022, GIA provided consultancy services, including ad-hoc assignments and investigations as part of the Group Audit Charter. The nature of consultancy services varies, and the GIA has issued several recommendations to critical functions of the Group on areas and activities that require additional focus and attention ranging from addressing various incidents to covering emerging risks and its impact on the overall Group. As an independent reviewer, GIA also conducts reviews of new and amended policies in a consultant capacity.

When performing consulting services, the internal auditor should maintain objectivity and not assume management responsibility.

GIA Team

As at 31 December 2022, GIA comprised four specialized audit units, each unit including subject-matter expert auditors with extensive experience in a variety of subjects, i.e., financial crime compliance, operations, and credit review, IT and cybersecurity, corporate governance including technical areas such as risk modelling (credit and market risks), financial reporting. GIA is fully committed on value creation and capacity building for the Group, whilst remaining independent.

GIA is headed by the Group Head of Internal Audit (GHIA), who reports to the Board of Directors through the Audit Committee, ensuring the independence of the audit function across the Group.

GIA Framework

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

- Laws and regulations and international practices including but not limited to, QCB, QFCRA and QFMA rules, Basel and IIA guideline.
- Terms of Reference of the Audit Committee of the Board of Directors.

- Internal Audit Charter approved by the Audit Committee of the Board of Directors.
- Internal Audit Policy and Instructions Manual approved by the Audit Committee of the Board of Directors.

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

As an independent function, the GIA has adequate authority within the Group, as stipulated by the Internal Audit Charter. The Internal Audit Charter grants the GIA unrestricted access to all records, data, systems, and personnel of the Group for audits and related assignments.

The Group fully adheres to the International Professional Practices Framework (IPPF) and the Code of Ethics issued by the Institute of Internal Auditors (IIA), as well as Basel Committee recommendations and other leading standards.

Future Outlook

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

GIA will make better use of advancements in technologies as part of its audits. Moreover, GIA will further focus on areas that involve significant Management judgement and assumptions.

Culture

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

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

In addition, GIA report to the Audit Committee on culture audits for any identified culture findings potentially caused by inadequate actions or behaviour of the management, employees, and audit observations.

GIA and Group Management

Design and implementation of internal control framework is the responsibility of the Management of the Group. GIA, acting as a third line of defence, provides an independent assurance on the effectiveness of the implemented internal control framework. This arrangement, of in-compatible responsibilities, ensures that the Group always remains in control.

2. Group Risk Management

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

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

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

Risk Management – Group entities

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

The Heads of Risk at AKF and Al Rayan Bank have dual reporting lines, one to the General Manager and ARB CEO respectively, and an indirect reporting line to the Group Chief Risk Officer. AKF and Al Rayan Bank have local risk committees to oversee the monitoring and management of risks.

Enterprise Risk Management (ERM)

The Enterprise Risk Management function is primarily responsible for risk analytics and credit portfolio management of the Group, including matters related to IFRS 9, Basel II, Basel III and Basel IV requirements. This is done through the development of credit models including risk ratings (probabilities of default [PD] models), estimations of loss given default (LGD) and estimations of exposures at default (EAD). These inputs are used for the estimation of expected loss to ensure the ECL calculations are adequate, as well as for risk-adjusted performance measurement and stress testing purposes.

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

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

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

Credit Risk Management

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

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

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

The Group credit portfolio is monitored to ensure all aggregate exposures are in line with the Group's risk appetite and regulatory limits. This includes monitoring of portfolio characteristics such as portfolio risk ratings, country risks, and industry concentrations, which are reported to the GRC and the Board CRC.

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

Remedial Management and Collections

The Bank has established a timely monitoring and efficient remedial management process from soft collections through to legal recovery. The collections process is performed by a specialized team to optimize cash collections and collection income. Collection results are reported to the senior management through GRC and to the Board CRC. The unit also handles and manages the process for criminal actions that are filed against delinquent clients.

Market Risk Management

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

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

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

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

Liquidity Risk Management

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

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

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

Operational Risk Management, BCM, and Insurance Management

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

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

Information on operational incidents and losses, key risk indicators (KRIs), risk and control self-assessments (RCSAs), and information on BCM and insurance management are reported to the GRC on a monthly basis.

Operational Risk Management (ORM)

ORM is responsible for the oversight of operational risk, including the risk of loss resulting from inadequate or failed internal processes and systems, human factors, or external events. The ORM function uses a comprehensive operational risk management tool. The tool is intranet-based and work-flow driven, enabling the Group to proactively manage the measurement, monitoring and reporting of operational risks using the modules for Incident Management, Loss Data Collection, RCSAs, and KRIs.

Business Continuity Management (BCM)

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

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

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

Insurance Management (Risk Transfer)

Insurance management plays a key role in operational risk management through risk transfer.

The Group has a portfolio of insurance policies, of which the Bankers Blanket Bond covers significant Group risk

transfer requirements. Emerging risks are monitored and escalated to the GRC for their consideration and decision. Additionally, any new banking product, service or outsourcing of a process is analyzed for additional operational risk exposure and for potential transfer of such risks.

Fraud Risk Management (FRM)

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

Fraud Risk Management includes a comprehensive Group Fraud Risk Management Policy and standardized operating procedures. Operating procedures are categorized and cover four fraud elements: Internal Fraud, External Fraud, Documentary Fraud, and Card Fraud.

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

A key responsibility of FRM is to facilitate Group-wide fraud awareness through online and in-person training.

Information, Cyber and Physical Security

The Information, Cyber and Physical Security Unit manages a complex ecosystem in which critical financial information resides and ensures there is the necessary protection applied for the growing number of security threats. In line with the regulatory requirements of QCB and industry best practice of maintaining independent Security Risk Management, this unit maintains independence from all operations including IT, Business and Facilities. The Information Security Management System adopted by MAR is benchmarked against the international standards and provides secured banking environment for MAR customers while balancing against customer convenience and functional requirements.

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

- Physical Security Teams for day-to-day security operations
- Management of the Logical System and Physical Access
- Maintain Regulatory Compliance and Standards in accordance to requirements of QCB Technology Risk Circular, Qatar Cyber Security Framework and Industry Standards such as ISO 27001.
- Continuous monitoring for Cyber Security threats
- Third Party assessments
- Regular awareness sessions for staff
- Monitoring for online abuse of MAR Brand
- Penetration Testing
- Oversight of SWIFT Security controls and the Customer Security Program
- Forensic Analysis on any cyber security breach attempts

3. Group Compliance and AML

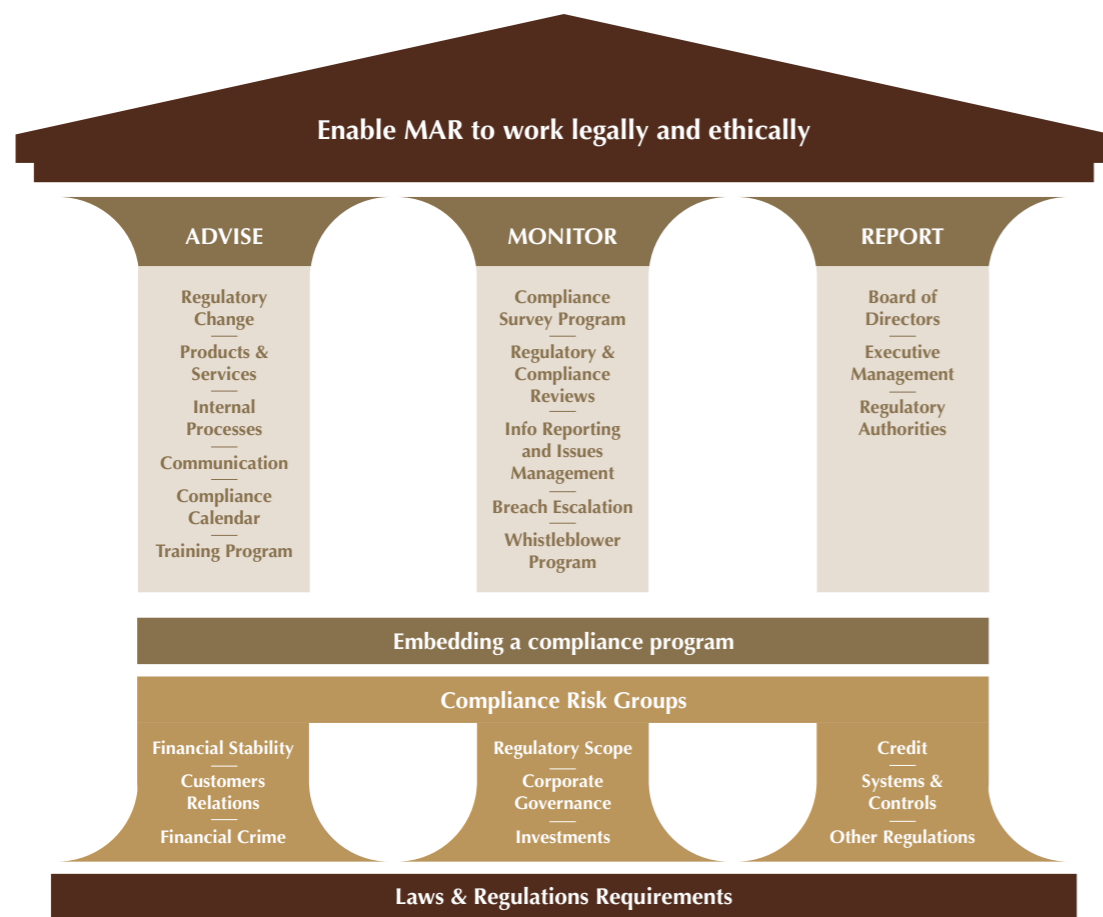
MAR has a dedicated Group Compliance and AML department that ensures compliance is embedded into every level of the organization and aligned with the Bank's business strategy. To ensure compliance activities retain their independent functioning, MAR Board made sure the Group Compliance and AML department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

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

Compliance Culture

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

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



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

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

Anti-Money Laundering and Counter Terrorism Financing

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

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

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



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



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

4. Group Finance and Investor Relations

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

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

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

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

- Accounting, and Financial controls;
- External and regulatory reporting;
- Internal financial performance measurement and management information;
- Other analytics such as budgeting and scenario planning;
- Investor relations

External Reporting

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

Internal Reporting and Management Information

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

Group Asset, Liability and Capital Management Committee

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

Other Analytics

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

Investor Relations

The Investor Relations (IR) function is mandated to integrate finance, public relations and communications, marketing and regulatory compliance to allow the most effective two-way communication between the Bank and its board members, the financial community, regulators, investors and shareholders. It also manages the relations with the Qatar Stock Exchange (QSE) where the shares of the Group are listed, and with Qatar Central Securities Depository (QCSD).

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

Once approved for distribution, IR coordinates the dividend distribution with Shareholders Affairs unit. The IR function participates in most of the investors' conferences held in Qatar, organizes investor meetings, earnings conference calls and road shows to increase the visibility of the Bank, enhancing its market profile and thus building its investment case. As at 31 December 2022, IR conducted 4 conference calls with investors and analysts upon disclosure of the Bank's interim financials at the end of each quarter.

The IR function is contactable by email IR@alrayan.com or by Tel +97444940673 or +97444940674.

5. Legal Department

The Legal Department is responsible for:

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

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

During 2022, the Legal Department pursued its efforts to provide a timely and competent legal support to all departments of the Bank, including the Executive Management and the Board of Directors. It also monitored the litigation efforts of the Bank, particularly recovery litigation, in various jurisdictions.

Legal Department also supported the concerned departments and/or personnel involved in handling activities of wholly owned entities as well as subsidiaries of the Bank in foreign jurisdictions with the ultimate objective of providing sound and appropriate legal advice.

6. Shari'a Audit

The Shari'a Audit Department reports directly to the Shari'a Supervisory Board. Sharia Audit's main responsibilities include acting as a link between the Senior Management and the Shari'a Supervisory Board by relaying the former's inquiries, clarifications, new products, contracts, agreements and investment funds to the Shari'a Supervisory Board to obtain approvals, instructions and fatwas, and run audits on the correct implementation according to the Shari'a Board's instructions and fatwas.

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

7. Group Human Resources

The main responsibilities for HR include managing, assisting and dealing with all employee related matters, including such functions as policy administration, the recruitment process, compensation & benefits administration, employment and labor laws, new

employee induction, training and development, personnel records retention, wage and salary administration, and employee assistance program. HR works closely with other departments to support them and fulfil their requirements.

In 2022, following the merger of MAR and al khaliji in December 2021, MAR succeeded in appointing number of Qatari Nationals to senior positions to reflect the Bank's commitment to nationalization and foster its ability to recruit, develop and maintain top qualified skills, in particular Qatari Nationals. MAR also continued the recruitment of a number of Qatari talents and successfully migrated al khaliji staff data to MAR including sponsorship transfer in MOI and Labor Department by issuing new labor contracts. We continued to enhance our common system of HR policies, titles, grades, and compensation and performance management. In addition, in line with our Qatarization strategy, we have promoted a number of Qatari employees into leadership role during 2022.

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

Talent Acquisition, Learning & Development Programs serves MAR's strategic objectives of ensuring an adequate succession planning is in place at all levels.

Through classroom-based training and online training, we successfully achieved our goal of supporting the merger project by delivering training programs on Islamic Banking, Products, Systems, Policies, and Procedures.

Technical training and professional development workshops were organized to unify and raise the service level of our front-line staff and to enhance technical competencies. We have successfully achieved 9,800 employees' total training hours. Regulators' mandatory trainings such as AML/CFT and Information Security Training were conducted for all MAR staff.

In line with MAR strategy, supporting Qataris' development was at the core of all ongoing projects initiated in 2022 including engaging Qatari staff in building their Career Development Plans, Sponsoring and participating in Kawader-Malia project conducted by QFBA, and Building comprehensive training rotational programs with the support of all Bank's management and departments.

In support of Qatar's National Vision for 2030 and in line with our Qatarization strategy, we continue our commitment to develop young Qatari individuals by offering Student Sponsorship program in collaboration with Qatar University, as well as internship training opportunities for Qatari students with Qatar Banking Studies and Business Administration and QFBA.

8. Group IT and Operations

MAR's Group IT and Operations functions continued to ensure the seamless and secure operations of the Bank's various business lines throughout 2022, demonstrating exceptional resilience in the face of the Bank's merger activities and various challenges facing the banking industry.

To that end, two key strategic decisions were taken and executed in 2022. The first ensured the energy, resources and focus were channeled for the merger to be as smooth and swift as possible in reaching an effective Customer Day One. Secondly, inject further resources to support MAR set the tone and outline the course for operations, IT and MAR's digital transformation journey.

The objectives remain customer satisfaction, adherence to Islamic banking rules and regulations, and a risk conscious approach to simplified digital procedures to make banking easier for customers that are efficiently delivered by our resources.

During the merger, MAR worked tirelessly to migrate all data, products, and services ensuring all customers from both entities remained well serviced. This involved working closely with regulators and consultants to pave a robust migration path. Despite many challenges, including quickly and carefully adjusting many conventional products and processes to match Islamic banking rules and practices, the transition was one of the quickest and seamless mergers the market has observed.

Significant progress has also been made in Straight Through Processing (STP) for many Trade Finance and Treasury processes. This was recognized during the year when MAR received a 'Straight-Through-Processing (STP) Excellence Award' for outstanding performance.

In addition, several new payment processes and technologies were introduced to support Qatar's hosting the of the FIFA World Cup, including Apple Pay, Google Pay, Himyan Pre-Paid Cards and Mobile Payments.

Following the merger, MAR has embarked on an ambitious digital transformation journey to uplift the quality of service delivery to match customer expectations, the Bank's growth strategy and industry digital trends, from 2023 and beyond. This journey will touch the entire technology stack and all processes as MAR seeks to utilize the latest secure and proven digital technologies.

9. Corporate Communications

Working closely with the business, the Corporate Communications team is responsible for brand management and corporate communications targeted at employees, customers, prospective customers, journalists, shareholders, regulators and analysts.

Corporate Communications department in MAR comprises several functions as follows:

Marketing and Branding: This includes brand and product promotion across all channels and media, consumer and market research, segmented customer communications (including acquisition and retention), branch marketing,

design and collateral management as well as channel development in collaboration with the business as well as managing MAR's website and its social media platforms.

Public Relations and External Communications: This includes corporate press announcements, campaign driven public relations, speaking opportunities, corporate partner signings, appointment announcements, media monitoring and training, proactive interview placement and management, crisis communications, CEO/Chairman and top team profile management.

Events: This includes event activity for either employee events, product launches, sponsored events/seminars as well as ongoing customer management events, MAR events or sponsored third party events, as well as press events such as press conferences, journalist roundtables and shareholder events.

Internal Communications: A critical part of employee engagement, this includes the entire internal communications platform covering the intranet, the newsletter, ongoing CEO/Chairman and Senior Management communications, special projects, internal announcements as well as brand engagement and business activity announcements around key milestones such as product launches, new branch openings, event sponsorship etc.

Corporate Social Responsibility and ESG: This includes all activity related to ESG and Corporate Social Responsibility covering strategy development, community events, partner and activity selection, charity donations and promotional initiatives involving staff including volunteer days. For details, please refer to section 7 of Annual Report.

Department Communication Support: This includes any communication design support required by departments such as signage, Power Point presentation design and content guidance, program support for department initiatives such as Induction Programme, HR Employee Satisfaction surveys etc.

In 2022, Corporate Communications completed a major achievement with the launch of a completely new & User-Friendly Website. The new, easy to use and state-of-the-art website is another milestone in the Bank's strategic plan aiming at enhancing customers' digital banking experience. The new website was launched with innovative designs reflecting the Bank's core values centered on creativity and modernity and in line with its strategy of digital transformation, innovation, and progressive banking. In addition, the department worked hard to keep the Bank in the heart of major events. To this end, we succeeded in being a main sponsor of Lusail Winter Wonderland, which features an exciting list of specially developed branded amusements rides. Also, from our patriotism and loyalty to our beloved country, we collaborated with the National Day Committee and sponsored Qatar National Day- Al seeb package. During the historic event FIFA World Cup Qatar 2022, we were extremely active in promoting the Bank to new visitors and fans and have created and published videos; one in welcoming the World to Qatar and another one; Thank you Qatar for a successful completion of the FIFA World Cup.



ESG and CSR

CSR Report

MAR is guided by progressive CSR in conjunction with its vision for growth. The core of the Bank's CSR program is a conviction in its mission to drive sustainable economic, human, social and environmental development in line with the Qatar National Vision 2030. In this context, the Bank allocates 2.5% of its yearly net profits to the Sports and Social Activities Fund ("Fund") pursuant to the provisions of Qatar's Law No. (13) of 2008 amended by Law No. (8) of 2011. The Bank's contribution to the Fund for the year ended 31 December 2022 amounted to QAR 35,644,000.

2022 was a dynamic year for our corporate social responsibility (CSR) program. The year saw us support campaigns for inclusivity, healthy lifestyles, sporting endeavors and build awareness of protection techniques against online fraud.

Throughout 2022, we engaged with several non-profit and socially oriented organizations in Qatar, including Dreema Orphan Center, the Qatar Cancer Society and the Qatar Autism Center. We also made a sizeable donation to Ehsan to enable it to empower and care for the elderly in Qatar through the provision of day and psychological care, social support, and counselling as well as e-learning services.

Staff for their part, participated in a blood donation drive organized in collaboration with the Blood Donor Center of Hamad Medical Corporation and underwent sign language training in banking and finance terminology from the Qatar Society for Rehabilitation of Special Needs which enabled them to better communicate with hearing impaired customers.

Our efforts to support the building of a healthier society also led us to host a diabetes awareness campaign to coincide with World Diabetes Day, which is marked annually on November 14th. We teamed up with the Qatar Diabetes Association (QDA) and Doha's Lean N Fit Centre for the campaign. A QDA team of experts led a staff awareness session at our HQ on the need for early assessment of diabetes to help control or even avoid this life-time disease which can be managed with informed self-care. Our staff was briefed on how the body deals with high blood sugar levels, healthy lifestyles, the benefits of regular exercise and given tips on maintaining a healthy weight and general protection from the disease. A Lean N Fit Centre nutritionist also shared an overview of appropriate diet regimes and meal preparation before the entire staff shared a complimentary nutritious meal.

Later in the year, when Qatar was gripped by World Cup fever, we helped people stay safe online during the tournament – and beyond – by launching a powerful social media awareness campaign against online fraud and scams. A series of messages highlighted some of the pitfalls which make people vulnerable online and alerted the public on how to avoid them.

The year closed with an appropriate festive gesture when we sponsored the region's first open-air ice rink at the fun filled Lusail Winter Wonderland Park on Al Maha. Our sponsorship enabled us to pass on benefits to our clients including entry fast track upgrades and ticket price discounts for our premium clients and those paying by MAR credit card. Our ice rink sponsorship demonstrated our wider commitment to sport and its role in building a healthier nation.

Such engagements reflect our commitment to Sharia'h law tenets and to the promotion of an inclusive society. Rolling out such an extensive CSR program reiterates our commitment to upholding the human and social development pillars of the Qatar National Vision 2030, which look to ensure citizens can develop to their full potential and be active members of an inclusive society.

ESG Philosophy

MAR is focused heavily on meeting the 14 ESG principles, including Qatarization, female empowerment and sustainability, all of which are in line with Islamic principles and Qatar's National Vision 2030. The Bank's sustainability leadership is evidenced by the

Qatar's National Vision 2030 pillars	MAR's contribution via our lending program to help achieve these objectives
Human development	MAR is committed to helping Qatar in establishing advanced educational and health systems as well as a capable and motivated workforce. MAR is also committed to participating in enhancing social care and protection in the country.
Social development	
Economic development	MAR is committed to enabling the private sector in playing an essential role in achieving sustainable development, through its historic support to small and medium businesses.
Environmental development	MAR is committed to preserving and protecting the environment, including air, land, water and biological diversity.

launch of MAR Sustainable Finance Framework – Qatar's first Sharia'h compliant Green Deposit and Islamic sustainable financing framework which the S&P Global Ratings has confirmed as being aligned with the Social Bond Principles, Social Loan Principles, Green Bond Principles, Green Loan Principles, and Sustainability Bond Guidelines. The Bank's sustainability strategy is linked to Qatar's National Environment and Climate Change Strategy, which outlines a policy framework to protect the nation's environment.

The Bank's sustainability framework guides MAR's commitment to help Qatar establish advanced educational and health systems as well as a capable and motivated workforce, to participate in enhancing social care and protection, to enable private sector participation in sustainable development by supporting small and medium businesses, and to financing SME and other dedicated projects, such as green buildings and renewable energy.

The Bank's Sharia'h compliant Green Deposit is a unique alternative investment solution that allows riyal deposits and other major currencies to be deployed for funding green initiatives. This enables the Bank's clients to incorporate ESG goals in their business activities and participate in financing ESG projects.

Additionally, in pursuit of ESG excellence, the Bank has incorporated key sustainability features into its Head Quarters, such as energy efficient lighting, solar panels, sustainable water management systems and waste segregation for recycling. The Bank has also launched an internal campaign to transform its offices into 'Go Green' zones, virtually making them paper-free, digitally enhanced operations with minimal printing requirements.

Our ESG Strategy

MAR is proudly committed to become a key sustainability leader that will bring innovative and impactful financing to fully support Qatar in its transition story, as outlined in the Qatar's National Vision 2030. The four pillars included in Qatar's National Vision 2030 are focused on key environmental and social issues that MAR is committed to address as part of its sustainability strategy as outlined below:

MAR is committed to address Qatar's national environmental priorities through its activity. In particular, MAR is committed to increase the necessary financing to different economic sectors that will help Qatar contribute to climate change mitigation and reach their greenhouse gas (GHG) emissions reduction objectives.

MAR's SME strategy

MAR has developed an innovative and impactful SME strategy, in alignment with the aforementioned objectives of Qatar National Vision. MAR articulates the SME strategy around the below focal points:

- Financing Small and Medium Enterprises
- Entrepreneurs and talented Individuals
- Business innovations
- Future job Skills
- Start-ups aligned to UN SDGs
- Support social impact initiatives
- Projects articulated around Youth innovations and Youth development programs
- Women entrepreneurs and women empowerment in the society
- Businesses working on future skills programs

MAR's Sustainability Governance

MAR's Board, through its Corporate Governance, Nominations and Remunerations Committee ("CGNRC") oversees MAR's overall Corporate Governance system including development and approval of ESG-related frameworks and policies. An ESG Governance Committee ("Committee") at senior management level is set up to monitor implementation of the Framework. The Committee reports directly to the Group CEO. The Group CEO reports regularly to CGNRC on implementation of the Framework. The CGNRC updates the full Board on ESG including necessary actions.

MAR Sustainable Finance Framework

On April 13, 2022 MAR has obtained a second party opinion (SPO) on the Sustainable Finance Framework. The SPO provider's (S&P Global) view is MAR's Sustainable Finance Framework is aligned with:

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

In order to meet MAR's mission, and finance projects that will deliver benefits to support MAR's business strategy and vision, MAR's has elected to create a Sustainable Finance Framework (the "Framework"), under which it can issue Green Bond(s)/Sukuk/Loan(s)/Financing(s) or Social Bond(s)/ Sukuk/Loan(s)/Financing(s) or Sustainability Bond(s)/Sukuk/Loan(s)/Financing(s). The Framework is in accordance with the ICMA Green Bond Principles (GBP) 2021, Social Bond Principles (SBP) 2021, Sustainability Bond Guidelines (SBG) 2021, LMA Green Loan Principles (GLP) 2021 and Social Loan Principles (SLP) 2021. The Framework is also aligned with the Qatar Financial Centre (QFC) Sustainable Sukuk and Bonds Framework, which was published in March 2022. It is the first in the GCC or Gulf Cooperation Council region, aimed at further developing the local debt market in the country.

The QFC's Sustainable Sukuk and Bonds Framework integrates local requirements and features with ICMA's globally accepted principles to create a harmonised financial market ecosystem locally, based on international standards.

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

1. Use of Proceeds:

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

2. Process for Project Evaluation and Selection

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

The ESG Governance Committee ("ESGC") set up by MAR is made up of representatives from the following departments:

Treasury, Finance and Investor Relations, Wholesale Banking, Corporate Communications, GCEO Office-Strategy and Development, Corporate Governance-Company Secretary, Compliance, and Risk. Additional relevant departments may be added to the ESG depending on the projects selected.

The ESG is chaired by the Group Chief Financial Officer (GCFO) and will meet on a semi-annual basis to review, oversee the ESG related topics.

3. Management of Proceeds

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

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

4. Reporting

On an annual basis, MAR will publish an allocation report and an impact report on its Green, Social or Sustainable Bond/Sukuk/Loan/Financing issued ("issuances") within one year from the date of Issuance in the Annual Report of the Bank until full allocation of the net proceeds of the issuances. As at 31 December 2022, the Bank has no outstanding issuance.



Core Banking Activities

1. Wholesale Banking

MAR is one of the region's largest Shariah-compliant banks. With a strong capital base and ample liquidity, the Bank is well positioned to accelerate Qatar's progress toward Vision 2030 by leveraging its increased scale, compelling product offering, and excellent talent pool.

Wholesale Banking is and has always been critical to the Bank's success. It has delivered superior performance year over year and it is a significant contributor to the Bank's bottom line. Wholesale Banking is comprised of Corporate Banking and Small Medium Enterprises (SME), both of which continue to focus on their respective areas of specialization and cross-selling other products offered by the Bank. Wholesale banking continues to be focused on serving our clients in Qatar and meeting their international requirements.

In 2022, Corporate Banking has maintained a close relationship and collaboration with clients in both the Government and private sectors. Corporate Banking successfully on-boarded new corporate clients to diversify the client base while maintaining a focus on business expansion. The Corporate Banking team has completed ground-breaking transactions in support of Government Related Entities' efforts to upgrade infrastructure and develop new projects in Qatar. The team has worked tirelessly with all customers throughout the year to ensure optimal utilization of working capital financing and support for their corporate financing needs.

In line with the goals of the 2030 National Vision, MAR continued to support local Qatari businesses and Small Medium Enterprises (SMEs) with tailor-made solutions. Throughout these trying times, our SME department has successfully collaborated with the government to implement the COVID-19 National Response Program, which aims to protect the economy and direct funds to the most deserving Small and Medium-Sized Enterprises. In addition, our SME team is contributing to the support of start-ups and young Qatari entrepreneurs through its collaboration with QDB to provide customers financing under AL-Dhameen program.

MAR has introduced the country's first Shariah-compliant Green Deposit, a unique alternative investment solution that permits Riyal deposits and other major currencies to be used for funding green activities. These deposits will finance environmental, social, and governance (ESG) projects. Clients wishing to incorporate environmental and sustainability objectives into their business objectives can participate in these deposits.

As part of our Cash Management offering, we provided automated dividend payment solutions to several corporate clients. Additionally, we processed end-to-end Rights Issue collection services for one of our corporate clients. In addition, we activated several critical services on our Corporate Net Banking to assist customers in processing bulk files via a straight-through process to perform instant domestic transfers and instant WPS salary payments.

In 2023, we will continue to provide our customers with innovative banking solutions and superior levels of service, with the goal of becoming one of the region's leading Shariah-compliant banks.

2. Retail and Private Banking

In 2022, MAR has completed successfully the integration with Al Khalij Commercial Bank. Our primary focus remains on our customers, and we have completed successfully the conversion of al khaliji's conventional book into a Shariah-compliant financing and deposit portfolio.

With the growing demand for innovative solutions, the Retail and Private Banking Division focuses on providing convenient access to electronic banking services as well as delivering a premium banking experience through segment-specific products and services. Retail and Private Banking consists of two departments: Retail and Premium Banking and Private Banking.

Private Banking has consistently generated exceptional revenue; this is a result of our preferred clients receiving superior and personalized service. The strong performance has been attributed to the development and maintenance of strong relationships with existing clients, as well as a steady increase in the number of new client acquisitions. Additionally, the Private Banking team collaborates closely with MAR's overseas branch network to meet client needs and grow profitable business in branch territories.

Retail and Premier Banking performed commendably in 2022, generating sustainable revenue and expanding a profitable customer base. Consistent acquisition of Qatari Nationals and Premium customers, as well as collaboration with key employers, paid off, as our client portfolio remained robust throughout this trying period. Additionally, we launched many customer acquisition campaigns with the goal of acquiring profitable customers and securing the company's success in 2022. We will continue to prioritize the development of new and innovative financial products and services in order to grow our preferred customer base.

This year, we launched a number of projects and promotions to mark the 2022 FIFA World Cup in Qatar. Together with Visa International, we've introduced special FIFA-branded Visa Platinum and Signature cards for our most valued customers. In addition, we launched a distinctively designed Visa Infinite Metal card for our private banking customers. In addition, our clients were thrilled to participate in a credit card usage promotion to win one of 56 packages to watch the opening match, group stage matches, quarterfinal matches, and final match of the FIFA World Cup Qatar 2022. We were delighted to offer unique editions of FIFA World Cup Qatar 2022-branded currency notes produced by the Qatar Central Bank to our customers, citizens and residents of Qatar, and visiting football fans.

As part of our commitment to provide cutting-edge digital solutions, we launched Apple Pay, Google Pay, Fitbit Pay, and Garmin Pay to enable our customers to use their mobile phones and wearable devices to make contactless card payments. In addition, we introduced the Al Rayan QMP Digital Wallet to enable cashless person-to-person transactions and in-store purchases via mobile devices.

Additionally, we introduced our flagship Al Thahabi High Profit Savings account for our customers. It allows customers to place their savings into this account and earn one of the highest expected profit rates in Qatar.

In accordance with our strategy, the merged entity's footprint in Qatar now includes 13 Retail, 3 Corporate operational branches and 111 ATMs & Bulk Cash Deposit machines serving the corporate, commercial, and personal customer segments. Our branches and ATMs are strategically located throughout Qatar's major cities, including malls, traditional souqs, and business districts.

The objective for 2023 is to continue serving our preferred customers with an exceptional level of service and to expand our digital banking franchise, all while aiming to become Qatar's best Shariah-compliant premier and private Bank.

3. Treasury and Financial Institutions

An axiomatic imperative of any big bank is to have well-managed Treasury and Financial Institution (FI) departments, which serves as the nerve centre of the institution. It plays as the main artery of the bank, which branches into a large number of networks that extend throughout the institution. The Bank's Treasury and FI department equally facilitates the Bank's building of a strong franchise, which provides a solid asset base. For example, it helps the Bank remain strongly capitalised and profitable by securing reliable sources of funding. In the process, the Bank's Treasury and FI department fulfils the Board of Directors' strategic vision of the future for the Bank. The Treasury and FI department also helps the Executive Management team achieve its objectives with respect to growing the Bank's profitability, consistently maintaining high asset quality, mitigating risks and expanding the Bank's brand name.

By promoting Islamic banking principles and practices, the Bank's Treasury section is equipped with a full suite of Treasury & FI products and solutions designed to support the Bank's activities and fulfil the banking needs of the Bank's customers.

The Treasury & FI product suite includes a range of Sharia-compliant solutions. This include Wakala, foreign exchange spot transactions, Islamic FX forward and swap (wa'ad), Tawarruq, Islamic Fixed Income «Sukuk», commodity Murabaha, reverse Murabaha, cross currency swap, options, profit rate swap, special term deposits, structured deposits, hedging solutions, collateralised Murabaha (Repo), and bilateral and syndicated financing facilities.

Asset and Liability Management (ALM)

The ALM unit is responsible for ensuring the Bank has (i) ample liquidity at all times and (ii) a mechanism in place to manage cost of funding (iii) comply with regulatory and Basel III requirements. This is achieved by: (a) broadening the Bank's client base; (b) strengthening the Bank's existing local relationships and exploring new ones; (c) expanding the Bank's international network; (d) tapping into the capital markets for public/private securities issuances; and (e) enforcing internal monitoring measures and policies.

Foreign Exchange & Derivatives

Working alongside the ALM in managing and executing foreign exchange transactions while monitoring the comprehensive foreign exchange net open position of the Bank. Mitigating profit rate risk, and foreign exchange volatility and exposure through implementing robust mechanisms to cope with rapid market developments. In line with the department objective of enhancing the Bank's income, the unit continuously seek opportunities to enhance the income generated from the Bank's investment book and grasp FX proprietary opportunities in accordance with the Bank's risk appetite.

Treasury Sales

The unit has a well-defined purpose; where its divers' role is a fusion of liquidity solicitation and income generation. Via marketing the Bank's Sukuk MTN program, fostering the Bank local presence, and enriching its international relationships, the Treasury Sales has supported the Bank's liquidity pool. Promoting and selling treasury solutions have fulfilled our clients' requirements and been an income stream for the Bank. By capturing foreign exchange (FX) and derivative hedging business emanating from the local market, the team has built a strong reputation.

Investments and Capital Market

In line with the Bank's strategy, the treasury investments section is continuously looking for investment opportunities in Shari'a compliant assets, such as Sukuks and equities. Investments in those asset classes are executed in accordance with the Bank's risk parameters and guidance provided by the Executive Management and

the Board of Directors through their strategy, policies and corporate governance. Consequently, this helps achieve a balanced, diversified, and robust position for the Bank and its liquidity. The investment book contributes significantly to the profitability of the Bank. The Bank has used its Sukuk Programme to raise term funding in public and private format in the capital markets. In addition to being a source of funding, this also creates visibility for the Bank amongst the regional and global capital markets investors and allows the Bank greater diversity in its sources of funding.

In parallel with Qatar's National Vision commitment towards the environment and the increasing demand for ESG solutions, MAR have established its sustainability financing framework. The Financing Framework received a second party opinion from top rating agency, i.e. S&P. The Sukuk MTN program is now geared up to accommodate public and private issuances in both vanilla &/or green format.

Financial Institutions

The Bank's Financial Institutions (FI) section also offers correspondent banking services and therefore acts as the gateway for the Bank to keep in close contact with its global network of banks and other financial entities. Relationships with over 200 financial institutions worldwide has already been developed by the Bank's Treasury & FI team in order to support corporate and retail clients within the Bank's network. The FI team also attends to the cross-border needs of the Bank's clients at any time. They do so by continuously providing a complete range of services that facilitate international cash management, cross-border payments, as well as trade finance products (letters of credit, guarantee, documentary collections). Moreover, the Bank's FI team actively seeks to secure funding from relationship banks, as well as participating in Murabaha financing facilities via bilateral/syndications through primary & secondary markets, providing strong profitability and diversification to the asset base.





Subsidiaries, Associates SPVs & Branches

1. Subsidiaries

Al Rayan Bank PLC

Al Rayan Bank PLC is a subsidiary of Al Rayan UK Limited, a majority owned subsidiary of MAR. Headquartered in London, Al Rayan Bank is the longest established and largest provider of Sharia compliant banking products in the United Kingdom.

The Bank was established in 2004 and provides residential and commercial property investment, and premier banking services to customers from the UK and GCC. The Bank also offers a competitive range of award-winning savings accounts principally through its Digital Banking platform, which is used by almost 40,000 of its customers.

Despite macro-economic challenges, Al Rayan Bank had the most successful financial year in its history in 2022, closing the year with a net after tax profit of £16.1m, making it the most profitable Sharia compliant bank in UK history.

In line with strategy and despite strong growth in its Commercial Property Finance business, the Bank's overall financing asset book remained relatively stable in 2022 at £1.89bn compared with £1.87bn in 2021.

Al Rayan Bank is an established part of the UK banking sector and is well known and respected by its stakeholders and the outlook for 2023 is very positive. In May 2023 the Bank will open its new London headquarters at 4 Stratford Place. The 9,818 sq ft (818 sqm) office space will house the Bank's Board, Executive, Commercial and Premier Banking divisions, as well as providing a new location for the Bank's Premier customer

Throughout 2023 the Bank will continue to enhance its Digital Banking platform, launching a series of initiatives to improve customer experience and thereby retention.

The Bank has stable Board and Executive teams with a good mix of experience and technical skills. Both Board and Executive are committed to taking the necessary actions to ensure long-term sustainable growth for Al Rayan Bank and deliver the best services for our customers, ensuring a supportive environment for colleagues and delivering sustained and long-term returns for our shareholders.

Al Rayan Investment LLC

Al Rayan Investment LLC (ARI) is the investment arm of MAR. It is a fully owned subsidiary of MAR incorporated and authorised by the Qatar Financial Centre, with capital of \$100 million.

During 2022, building on the success of previous years, ARI managed to further strengthen its ties with its clients and expand its reach. This was achieved by building on the Bank's vision of being the region's leading Shari'a-compliant investment bank and asset manager. ARI remains committed to continue developing its product offering to link the real economy with Islamic finance and establish an investment-banking platform in Qatar and the neighbouring markets with more focus on asset management and advisory businesses.

Asset management delivered another year of exceptional growth through a combination of winning fresh mandates from new investors and achieving well above average investment returns. These efforts were again acknowledged by industry peers and ARI was recognised as 'Qatar Asset Manager of the Year' and 'ETF Provider of the Year' for the fourth consecutive year at Global Investor magazine's 2022 MENA awards ceremony. In addition, ARI was awarded 'Sharia Manager of the Year' for the second time in three years. Global Investor is a Euromoney publication focused on the asset management industry.

Asset Management Group

Launched in mid-2010, ARI's asset management franchise has crafted an enviable investment track record. While demand from individual high-net-worth investors continues to build each year, awareness of ARI's best-in-class capabilities among domestic institutional investors is very strong.

Investors find ARI's proposition compelling: experienced in-house research feeding into a robust investment process, helping to deliver superior security selection, generating consistently strong returns.

2022 Performance

After a strong start to 2022, Gulf equities were boosted by the Ukraine war, which led to soaring prices of commodities exported by the region. Over the first seven months of the year, four of the Gulf's equity markets were among the ten best performing in the world, supported by unprecedented buying from international investors (net buying over 2022 was in excess of \$20 billion).

However, a reversal followed as Chinese economic growth dropped on renewed Covid-19 lock-downs and global sentiment soured on expectations of a recession in 2023. In the second half of 2022, the Saudi stock market dropped more than 9%.

Despite this volatility, ARI was awarded mandates by several new institutional clients and overall assets under management ended the year at approximately QAR 5.1 billion.

ARI's money market offering gained further traction with institutional investors. While local short-term debt instruments are scarce, this product mimics a traditional money market fund by offering significantly higher returns relative to call deposits, while offering daily liquidity, and taking no market risk.

Global Sukuk

At the end of 2021, interest rates were at all-time lows, inflation was widely expected to be transitory and sukuk yields were extremely low. However, all that changed as global central banks reversed course, seeking to aggressively fight inflation; US interest rates rose from 0% to 4.25% and bond/sukuk prices plunged. While global sukuk benchmarks dropped 7-12% during 2022, global bond indices plunged 16-19%. Net of fees, ARI's actively managed US Dollar sukuk portfolios were 1-2% lower, over the year. In contrast to its regional peers, ARI saw virtually no redemptions in 2022, while winning numerous mandates.

In 2022, ARI enjoyed further growth in its sukuk execution offering, attracting new institutional and individual investors. Sukuk purchased for investors are held in custody by ARI. Investors frequently highlight the quality of ARI's execution, which is key to gaining new investors.

Listed equities

ARI's investment focus for public equities remains the Gulf. Equities' segregated mandates for institutional investors and family offices account for a large proportion of overall assets under management. Despite very significant market volatility, ARI generated record performance fees in 2022.

Funds

ARI has three regulated funds, of which the Al Rayan Qatar ETF and the Al Rayan GCC Fund are the largest.

- Listed on the Qatar Stock Exchange, Al Rayan Qatar ETF (QATR) tracks the performance of the QE Al Rayan Islamic index (an index of Sharia-compliant, Qatari equities). With assets of more than QAR 500 million

at end-2022, QATR is one of the world's largest Sharia-compliant, equity exchange traded fund (ETF). A Total Expense Ratio (TER) of 0.50% makes QATR among the most cost efficient single-country ETFs across emerging markets. The ETF pays an annual cash dividend in the second quarter of each year. During 2022, the ETF's average daily trading volumes rose, helping to attract new institutional investors.

- The flagship Al Rayan GCC Fund invests in Gulf listed equities and sukuk, and with assets north of QAR 330 million, remains one of the largest regional, Sharia-compliant GCC funds. In 2022, this absolute-return fund delivered 11% total return, including a dividend of 3.8%. For context, Saudi Arabia, the region's largest equity market, fell more than 7% during 2022. At the discretion of the fund manager, the fund is expected to pay dividends semi-annually (January and July). The fund's very strong performance helped boost subscriptions in 2022, from individual and institutional investors.

Financial Advisory Group

The recovery from the pandemic continued in 2022 and a significant number of private companies sought to access the capital markets by listing, follow-on offering or through sukuk transactions. While certain parts of the economy may not have the rapid growth that was experienced for a few years leading up to the 2022 World Cup, the strength and bright prospects of Qatar economy are apparent by the demand for equity and fixed income securities of Qatari companies. Catering primarily to its Qatari client base, ARI was engaged in several transactions in 2022, including acting as financial advisor to Lesha Bank (formerly Qatar First Bank) on its successful follow-on offering. ARI made significant advancements in several other transactions that it is executing and it is expected that these listing, follow-on offering and sukuk transactions will be executed in first half of 2023.

We remain focused on assisting our Qatari clients with their local and cross border transactions and acting as their trusted advisor in their strategic initiatives. Driven by the LNG expansion and government-led tourism initiatives, sporting events and other initiatives, the economy of Qatar is expected to remain strong in the long term and we will remain very active in supporting our clients in their financial advisory needs.

Al Rayan Partners

Al Rayan Partners (ARP) WLL is a real estate subsidiary fully owned by MAR. Established in 2010, ARP aims to capture a market share in Qatar's robust real estate sector and to explore the possibility of establishing Joint Vehicles with multinational companies that can benefit MAR.

ARP's main activities include the following:

- Providing real estate advisory to both MAR and external clients throughout the real estate development cycle.
- Exploring the possibilities of investing in independent real estate related companies that can work with MAR

to execute real estate projects as well as develop a profitable business in Qatar

- Undertaking project management services of the projects financed by MAR and external clients by providing technical and project management support to ensure timely completion of projects within budget while maintaining quality, thereby protecting the interest of MAR and its clients from delays and consequential damages
- Evaluating major real estate development projects both within Qatar and internationally
- Establishing strategic JV partnerships in Qatar with multinational companies with Linc Facilities being the first 3-way joint venture between ABM Industries, MAR and Qatar Airways. It is today one of the biggest facility management companies in the State of Qatar
- Taking initiative and playing major roles with Qatari Diar under a JV Company in the development of the Lusail Waterfront Project "Seef Lusail" initially, which was later fully sold to Qatari Diar with a high profit.

Al Khaliji France SA

Al Khaliji France S.A. (AKF) is an independent banking entity with a capital of EUR 104 million established under the laws and regulations of the Republic of France with headquarters in Paris and two branches in the United Arab Emirates (UAE). Following the merger, AKF is now part of MAR. AKF offers a diverse range of products and services to its customers including Corporate and Commercial Banking, Personal and Private Banking and Treasury. AKF deals also with Financial Institutions in funded and unfunded activities.

2022 has been a year for stabilization and the start of a new momentum for AKF, especially following the COVID-19 crisis which impacted the society and the

broader economy for two years in a row. 2022 was also the beginning of a new era for AKF, with our new shareholder MAR officially approved by the local regulator on May 12th, 2022. In such context, AKF was nonetheless able to take advantage of market opportunities with new primary and secondary market transactions booked at Head Office but also at branch level, thereby securing profitability in a market where all currency interest rates increased gradually over the year.

Taking the above into consideration, AKF closed the year with a net profit after tax of EUR 9.0 million as of 31 December 2022. The capitalization of AKF is still maintained at good level with an equity of EUR 198.4 million at the end of December 2022. AKF continued to maintain strong capital, funding and liquidity position. As of 31 December 2022, AKF's CET1 ratio stood at 36.66% and the leverage ratio at 22.31%.

Notwithstanding the economic outlook in 2023 which remains uncertain with the ongoing war in Ukraine, inflation hitting hard all European economies and surging energy prices that will impact industrial production, AKF is confident that its inclusion in the MAR group will bring new opportunities to best serve its existing clients in France and UAE. It also presents a chance for AKF to respond more efficiently to the needs of the Qatar-based clients in the jurisdictions where it operates.

AKF remains confident that it can add value to its shareholders by maintaining a strong and efficient presence in its markets and by always maximizing customer satisfaction.

For further information about AKF in France and UAE, please visit www.alkhaliji.fr or www.alkhaliji.ae respectively.

2. Associates

As at 31 December 2022, the Group's associates were as follows:

Name of the Company	Country	Company's activities	Ownership % as at 31 Dec 2022
National Real Estate Development and Investment SAOC (formerly National Mass Housing Company SAOC)	Oman	Real estate services	20.00
Ci-San Trading W.L.L. ("Ci San")	Qatar	Investing and trading	50.00
Kirnaf Finance Company ("Kirnaf")	Saudi Arabia	Leasing	48.76
Damaan Islamic Insurance Company "Beema" (Q.P.S.C.) ("Daman")	Qatar	Insurance	15.00
Linc Facility Services W.L.L. ("Linc")	Qatar	Facility management	33.50

For further details, please refer to the audited financial statements as at 31 December 2022 that form an integral part of this Annual Report.

3. Funds and Special Purpose Vehicles (SPVs)

As at 31 December 2022, the principal SPVs of the Group were as follows:

Entity's name	Country of incorporation	Entity's capital	Entity's activities	Effective percentage of ownership as at 31 December 2022
Lusail Waterfront Investment Co.	Cayman Islands	USD 100	Investment activities	100.0%
MAR Sukuk Limited	Cayman Islands	USD 250	Sukuk issuance	100.0%
AKCB Finance Limited	Cayman Islands	USD 1	Debt Issuance	100.0%
AKCB Falcon Limited	Cayman Islands	USD 1	Debt Issuance	100.0%
AKCB Markets Limited	Cayman Islands	USD 1	Over-the-Counter Shari'a-compliant risk management instruments	100.0%
Lusail Limited	Cayman Islands	USD 1	Financing and investing activities	100.0%
MAR Finance LLC	Qatar	QAR 1,000	Sukuk Issuance	100.0%

For further details, please refer to the audited financial statements as at 31 December 2022 that form an integral part of this Annual Report.

In addition, MAR is founder and owner of and administers a number of investment funds through its fully owned subsidiary Al Rayan Investment LLC. As at 31 December 2022, the funds were as follows:

Entity's name	Country of incorporation	Entity's authorized capital	Entity's activities	Effective percentage of ownership as at 31 December 2022
Al Rayan Qatar ETF	Qatar	QAR 2 billion	Investment fund	100.0%
Al Rayan GCC Fund	Qatar	QAR 1.5 billion	Investment fund	100.0%
Al Rayan GCC Fund (F) under liquidation	Qatar	QAR 2.555 billion	Investment fund	100.0%
Gold Fund	Qatar	QAR 2 billion	Investment fund	100.0%

4. Branches

Corporate Branches	Location	Contact
Grand Hamad	Building No 78 , Zone No 05-Street 119	+974-44253333
Salwa Road	Salwa Road	+974 44253200 / 44253201
C Ring Road	The Financial Square	+974 44253243
Retail Branches		
Al Hilal Branch	AlSharq Plaza Building-D Ring Road	+974 44253344
Al Shafi Branch	Al Rayyan-Al Shafi Street	+974 44253162
City Center Branch	Al Dafna-Al Safeer Street	+974 44253171 / 44253177
Lusail Branch (Head Office)	Building No 6 , Zone No 69-Street 325	+974-44940000
Royal Plaza Branch	Royal Plaza Mall-Ground floor-Al Sadd	+974 44253314 – 44253313
Wathnan Mall Branch	Muaitheer-North Muaitheer	+974 44233300
Al Khor Branch	St. 396, Building no: 97, Zone: 74	+974 44253465
Al Wakra Branch	Al Wakra-Al Wakra Main Road	+974 44253286
DFC Branch	Doha Festival City-Ground Floor	+974 44253354
Msheireb Branch	Beside Sheikh Suhaim Bin Hamad Al Thani's Palace-Al Kahraba St., Doha	+974-44940000
Al Sadd Branch	Al Sadd-Al Sadd Street	+974 44253135
Qatar Olympic Committee Branch	West-Bay-Majlis Al Taawon	+974 44253271
Umm Likhba Branch	Building No 406 , Zone No 31-Street 380	+974-44940000



Shari'a Supervisory Board

As at 31 December 2022, the Sharia Supervisory Board (SSB) consists of the following scholars:

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

SSB current mandate is for three years (2020 to 2022). The Board of Directors will recommend ap-ointment of SSB members for the next three years (2023-2025) in the next general assembly meeting to which this Annual Report is addressed.

The work of MAR SSB includes reviewing contracts, answering Shari'a questions, and developing solutions to challenges that may

appear upon implementation. The SSB also directly supervises MAR activities and business and ensures the correct implementation of SSB decisions, as well as ensuring the correct implementation of banking operations in accordance with Shari'a provisions.

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



Audited
**Financial
Statements**
2022

Shari'a
**Supervisory
Board Report**
on Financial Statements
for the year ended on 31 December 2022

All praise be to Allah, and His peace and blessings be upon His prophet, his family, his companions and those who followed him.

MAR Shari'a Supervisory Board has reviewed the products and operational activities presented to it as well as the 2022 Statement of Financial Position and Income Statement and are of the opinion that the latter do not contra-vene with Shari'a rulings.

May Allah grant success and accomplishment to all towards whatever he likes and pleases Him.



His Eminence
Sheikh Dr. Waleed Bin Hadi
Chairman of Shari'a Supervisory



His Eminence
Sheikh Dr. Mohamed Ahmaine
Shari'a Board Member



His Eminence
Sheikh Dr. Sultan Al Hashimi
Shari'a Board Member