

Title:	Terms of Reference for the Executive Committee of the Board (EXCOB)
Approved by:	Board of Directors
Date of Approval	12 December 2021
Date of Last Review	21 March 2023
Date of Next Review	<i>One year from Date of Last Review (or earlier for regulatory or strategic changes)</i>

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SECTION 1 - INTRODUCTION

PURPOSE

The Executive Committee of the Board (“EXCOB” or “Committee”) is a committee of the Board of Directors of MAR Group for the purpose of assisting the Board in reviewing information and operational activities and approving financing and investments within its mandate. The purpose of these terms of reference (“TORs”) is to govern the functioning of the Committee and articulate its role and responsibilities.

SCOPE

These TORs are binding for the Group and its employees.

DEFINITIONS

Word/Term	Definition
MAR/Bank	Masraf Al Rayan Q.P.S.C
Group	MAR and its subsidiaries inside and outside Qatar
AOA	Articles of Association
AGA/EGA	Annual General Assembly/Extraordinary General Assembly of Shareholders
Board	Board of Directors of Group
Board-subcommittees	Any committee formed by the Board
EXCOB	Executive Committee of the Board
CRC	Compliance and Risk Committee of the Board
ACB	Audit Committee of the Board
CGNRC	Corporate Governance, Nominations and Remuneration Committee of the Board
GHIA	Group Head of Internal Audit
EXCOM	The Group Executive Committee of the Management
GRC	Group Risk Committee of the Management
GSIC	Group Special Investigations Committee of the Management
CIC	Credit and Investment Committee of the Management
GALCCO	Group Assets, Liabilities and Capital Committee of the Management
GSSC	Group Security Steering Committee of the Management
GICTSC	Group Information, Communication and Technology Steering Committee of the Management
GCEO	Group Chief Executive Officer
GCBO	Group Chief Business Officer
GCFO	Group Chief Finance Officer
GCOO	Group Chief Operating Officer
GCRO	Group Chief Risk Officer
GHTFI	Group Head of Treasury and Financial Institutions
GCHRO	Group Chief Human Resources Officer
GHCO	Group Head of Compliance and AML Officer
CG	Corporate Governance
QCB	Qatar Central Bank
QFMA	Qatar Financial Market Authority
QSE	Qatar Stock Exchange
GM	General Manager
SEO	Senior Executive Officer
CCL	Qatari Commercial Companies Law No. 11 of 2015 amended by law No

	(8) of 2021, as amended form time to time
TORs	Terms of Reference
DOA	Delegation of Authority Matrix and Policy approved by the Board
CS	Company Secretary
NED	Non-Executive Director/Board member
IND	Independent Director/Board member
SSB	Sharia Supervisory Board

LEGISLATIVE CONTEXT

These TORs are in accordance with the Corporate Governance provisions stipulated under QCB Instructions to Banks, QFMA Corporate Governance Code, CCL and international Corporate Governance standards and practices applicable on banks and shareholding companies.

SECTION 2 – TERMS OF REFERENCE

1.	CONSTITUTION AND MEETINGS
1.1	Formed by: Board of Directors of the Group
1.2	Reporting line: The Committee Chairperson shall report directly to the Board.
1.3	<p>Members: EXCOB shall comprise three members from the Board of Directors. The Chairperson of the Committee shall be nominated by the Chairman of the Board (Hereinafter individually referred to as a “Member” and collectively as “Members”).</p> <p>The Chairman of the Board shall not be a member of the Committee. Members of the Committee will be considered Executive Directors.</p> <p>Appointments to the Committee shall be for the duration of the directorship term of the members unless it is otherwise decided by the Board.</p>
1.4	<p>Delegations:</p> <p>In the absence of any Member, he/she may appoint another member as his/her delegate. This must be communicated in writing to the Secretary prior to meetings to be recognized by the Chairperson. An appointed delegate representing an absent Member shall have a voting right equivalent to such absent Member unless such absent Member decides otherwise in writing to the Secretary.</p>
1.5	<p>Quorum: At each meeting, 2 Members present (of which at least must be the Chairperson or his/her appointed delegate) shall form a quorum. Attendance may be in person or by any other electronic communication means. A Member may also attend by written proxy, provided, however, that proxy is issued only to an attending Member and that no Member shall deputize for more than one Member. In such case, the deputy shall have two votes and in case of equal division of votes, the Chairperson shall cast the deciding vote. Proxies shall be duly recorded in the minutes and maintained in the Company Secretary files.</p>
1.6	<p>Decision Making (IN MEETINGS ONLY NOT IN RESOLUTIONS BY CIRCULATION): The Committee will endeavor to pass its resolutions with unanimity of votes. If not possible, then by Majority of Quorum. In case of equal votes, the Chairperson or his/her appointed delegate shall have a casting vote. In cases where only two Members are present, decisions shall be made unanimously.</p>
1.7	Secretary: Company Secretary or his/her delegate.
1.8	<p>Frequency of Meetings: As and when required but no less than 6 meetings a year. Additional meetings may be called, as and when required by the Chairperson, any Member, Chairman or Vice Chairman of the Board, any Board member, GCEO, GCBO, GCRO or GHTFI.</p>
1.9	<p>Notice of Meetings: Meetings of the Committee shall be summoned by the Company Secretary or his/her delegates at the request of any person stated in paragraph 1.8 if they consider it necessary. Unless otherwise agreed, notice of each meeting confirming the form of meeting (physical or electronic/virtual), venue (for physical meetings), contact details (for virtual/electronic meetings via any platform), time and date together with an agenda of items to be discussed shall be forwarded to each Member and to any other person required to attend, no later than 3 working days before the date of the meeting. Supporting papers/pack shall be sent to Members and to other attendees as appropriate, at the same time. Notices and packs may be sent by e-mail, facsimile or post mail.</p>

1.10	<p>Permenant Attendees (without voting rights):</p> <ul style="list-style-type: none"> - GCEO - GCRO (for credit and investment cases) - GCBO (for credit caes) - GHTFI (for investment cases) <p>Ad Hoc Attendees (as and when required and without voting rights):</p> <ul style="list-style-type: none"> - Any other person from inside or outside the Bank by invitation from any Member of the Committee. This must be communicated in writing to the Secretary prior to meetings to be recognized by the Chairperson.
1.11	<p>Minutes: The Secretary shall minute the proceedings and resolutions of all meetings of the Committee including a summary of the discussions, the decisions taken and the information on which the decision was based, recording the date and names of those present or in attendance in person or by proxy as well as the absentees. Attendance via teleconference or telephone or any other modern communication tool that allows a member to efficiently participate in the meeting is permissible. Non-physical attendance shall be explicitly recorded in the Minutes. Dissenting opinions of members shall be recorded in the minutes. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. A conflicted Member may not deliberate or vote on an agenda item to which he/she is conflicted. The Minutes of a meeting will be circulated via e-mail or facsimile transmission for the members' review and shall be signed jointly by the Chairperson the Secretary, and all members of the Committee attending that meeting at the next meeting of the Committee. Extract of minutes, copies of resolutions or minutes of resolutions shall be valid if signed solely by the Chairperson, a Member or the Secretary. The Minutes of the meeting or summary of main resolutions passed by the Committee shall be reported to the Board following each meeting of the Committee by the Chairperson or the Company Secretary. The Minutes or summary of main resolutions passed by the Committee shall be included in the agenda of the first meeting of the main Board immediately following the Committee meeting, whether for information of or formal endorsement by the Board of the resolutions passed by the Committee. Resolutions approving financing or investments must be signed by all attending and approving members.</p>
1.12	<p>Resolutions by Circulation: Resolutions by circulation are those decisions passed by the Committee when no meeting is taking place. In order for a resolution by circulation to be valid, it shall satisfy the below conditions as a minimum requirement:</p> <ol style="list-style-type: none"> a) It shall be triggered in emergency cases only i.e. when a decision needs to be made within 48 hours or for any other reasonable justifications. In no event whatsoever the Committee is permitted to pass resolutions by circulation of more than 10% of its overall activity during a year. Any Member of the Committee to which a request is sent for resolution by circulation may call the Committee for a meeting to discuss the concerned request. In this event, the request must be considered on hold and the Secretary is obliged to call the Committee for a meeting to resolve on the request sent by circulation; b) It requires unanimity of the Members i.e. the request sent for a resolution by circulation <u>must</u> be approved by <u>ALL</u> Members of the Committee. If for any reason whatsoever a Member remains silent, declines or refuses to sign a resolution by circulation, the request must be considered on hold and the Secretary is obliged to call the Committee for a meeting to resolve on the request sent by circulation; <p>A resolution by circulation may be passed by one or more of the following means:</p> <ol style="list-style-type: none"> 1. By email circulation: in this event, the Secretary shall (i) send a request for approval to ALL Members of the Committee including sufficient supporting documents that ensure the Member takes an informed decision; (ii) minute the resolutions of the Members- such minutes may take the same form of the minutes of meeting provided that it clearly states that the resolution was passed by email circulation (iii) enclose to the minutes such supporting documents circulated in the email together with the approval emails received from the Members (iv) maintain the same in the secretary files; and/or

	<p>2. By circulation of a written resolution in one copy to all the Members of the Committee or by drafting the resolution and circulating more than one copy so that all of the signatures of the Members of the Committee are collected on all or some of these copies which are compiled together and deemed to be one copy signed by all the Members of the Committee;</p> <p>Any resolution passed by the Committee through any of the means from (1) to (2) above shall be (i) deemed to be valid as if it had been taken in a meeting of the Committee duly held; (ii) received from all Members of the Committee in any writing form (including emails) in order to be effective; (iv) shall be deemed effective starting from the date of last approval received from a Member and (iii) reported to the earliest meeting of the Committee for endorsement and to be included in the official minutes.</p> <p>The Secretary shall communicate any resolution passed by circulation by the Committee to concerned stakeholders, as and when necessary. For the purpose of such communication, the Secretary or his/her delegate may (i) communicate such resolution through a simple briefing email to the concerned stakeholder; and/or (ii) provide a copy of the minutes of resolution/extract of minutes to the concerned stakeholder.</p>
1.13	<p>Advice: EXCOB may seek appropriate independent professional advice at MAR expenses as and when it considers it necessary.</p>
1.14	<p>Training: The Members will be given induction and continuing training, which should cover, among other things, strategies and credit risk.</p>
1.16	<p>AGA Attendance: The Chairperson, or in his/her absence, his/her delegated deputy, must attend the AGA prepared to respond to any shareholder questions on the Committee's activities.</p>
1.17	<p>Authority: The Committee is authorized to seek any information it requires from any employee of the Group in order to perform its duties and to call any employee to be questioned at a meeting of the Committee as and when required.</p>
2.0	<p>RESPONSIBILITIES & DUTIES</p>
2.1	<p>EXCOB is authorized by the Board to:</p> <ol style="list-style-type: none"> 1. Exercise authorities vested in it in the Board approved DOA or policies; 1. Recommend the strategy and business plan of the bank for Board approval 2. Monitor adherence of business with the strategy and the Bank's objectives 3. Provision of ongoing information to the board on business developments and particular transactions 4. Regular review of business segments, consultation with and furnishing advice to the board on strategic decisions and preparation of decisions to be made by the board 5. Discuss/approve matters which need board review when they arise between board meetings 6. Provide reports / recommendations to the board as and when required on the overall bank operations & infrastructure and raise issues of concern if any 7. Approve/recommend financing transactions/deals within the authority limit determined in the Credit Approval Authority Matrix and Policy 8. Review and recommend MAR investment policies for Board approval 9. Review and approve investment transactions for MAR, or where applicable, for Group in line with the limits set for single transaction and/or cumulative during the year 10. Recommend any strategic investments to the Board 11. Evaluate investment performance of MAR investment portfolio 12. Review periodic analysis and reports on each of the Group investment portfolio 13. Approve all investment transactions within former Group Investment Committee delegated limits and recommend for Board's approval any deals above its delegated limit; 14. Take any decision on behalf of the Board where the Board is not in session provided

	<p>that such decision is pre-coordinated with the Chairman of the Board and is presented to the earliest Board meeting for endorsement;</p> <p>15. Approve policies not covered by other Board committees subject to Board endorsement</p>
3.	COMPENSATION
3.1	EXCOB Members shall be compensated for their services as per the Board Remuneration Policy.
4.	Service Level Agreement (SLAs)
4.1	EXCOB members being Executive Directors hereby agrees and undertakes to MAR to ensure efficient turnaround time is maintained with all customers being no later than 3 working days for financing/investment approvals.
5.	DISCLOSURE
5.1	EXCOB TOR will be made available internally on Intranet or externally (on website, if so required by any regulation). The membership of the Committee and a description of its duties and activities during the year shall be disclosed in the Annual Report of the Group.
5.6	AMENDMENTS TO TERMS OF REFERENCE
	EXCOB must review, at least annually, these TORs. Chairman or Vice Chairman of the Board to approve any immaterial amendments to these TORs. Exceptions or material amendments to these TOR to be approved by the Board. Materiality is defined as per DOA. A Request for Approval must be submitted to Company Secretary to process any amendment.

SECTION 3 – DOCUMENT GOVERNANCE

RESPONSIBILITY

TOR Owner:	Board of Directors
TOR Custodian:	Company Secretary- Corporate Governance

VERSION CONTROL AND CHANGE HISTORY

Version Number	Approval Date	Approved by	Description of Change
V.0	12 December 2021	Board of Directors	New release
V.1	21 March 2023	Board of Directors	Revised TOR upon election of new Board for 2023-2025. For details, refer to Board Minutes dated 21 March 2023.