

**THE COMMERCIAL BANK OF QATAR (Q.S.C.)
INVITATION TO SHAREHOLDERS TO ATTEND
THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS**

The Board of Directors of the Commercial Bank of Qatar (Q.S.C.) is pleased to invite you to the Shareholders Ordinary General Meeting to be held on **Tuesday 26th February 2013** at **Commercialbank Plaza, 21st Floor, Al Markhiyah Street, Al Dafna** at **6:00 p.m.** and to the Extraordinary General Meeting to be held immediately following the Ordinary General Meeting, to discuss the following Agendas.

AGENDA OF THE ORDINARY GENERAL MEETING	AGENDA OF THE EXTRAORDINARY GENERAL MEETING
<ol style="list-style-type: none"> 1. To hear the Chairman's Statement and the report of the Board of Directors on the activities of the Company and its financial position for the financial year ended 31st December 2012, and the future plans of the Company. 2. To hear and approve the Auditors' Report on the Company's financial statements presented by the Board of Directors for the financial year ended 31st December 2012. 3. To discuss and approve the Company's financial statements for the year ended 31st December 2012. 4. To approve the Board of Directors recommendation to distribute a cash dividend of 60% of the share's nominal value to the shareholders for 2012, i.e. QR6/- for each share held. 5. To absolve the Directors of the Board from liability for the financial year ended 31st December 2012. 6. To fix the remuneration of the Directors of the Board for the year ended 31st December 2012 and to approve the policy to define the basis of calculation of remuneration granted to them. 7. To appoint the External Auditors for the year 2013 and determine their remuneration. 8. To present the Bank's Corporate Governance Report for 2012. 	<ol style="list-style-type: none"> 1. To approve the amendment of Article 26 (3) of the Company's Articles of Association concerning the qualifications of members of the Board of Directors, to read after amendment as follows: " He/she shall hold a number of shares representing not less than (0.25%) of the Company's share capital. This amount of shares shall be assigned for the security of the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member of the Board of Directors". After obtaining the approval of the Ministry of Business & Trade and the concerned regulator.

Abdullah bin Khalifa Al Attiyah
Chairman

NOTES

- A shareholder who cannot attend the meeting in person may appoint another shareholder in writing to represent him. The shareholder may not appoint a Board Member as a proxy, and the number of shares held by a shareholder as a proxy should not under any circumstances exceed 5% of the total shares (i.e. 12,372,318 shares), except in the case of a proxy given on behalf of (a) Qatar Investment Authority, Qatar Holding LLC, or any of their associated companies, and (b) on behalf of a Custodian Bank or Depository Bank which is holding shares in respect of an offering of Global Depository Receipts approved by an Extraordinary General Assembly of the Company.
- Companies' representatives are requested to present an authorization letter appointing them as representative of said companies for the Annual General Assembly.
- Shareholders are requested to attend the meeting one hour before the specified time, carrying the proxy forms if available, along with their ID cards in order to facilitate the registration procedures.
- In case the quorum of the above meeting is not met, **the second meeting shall be held at Commercialbank Plaza, 21st Floor, Al Markhiyah Street, Al Dafna at 6:00 p.m. on Wednesday 6th March 2013.**
- A statement that includes the information stipulated by article (121) of the Commercial Companies Law No 5 of 2002 including amounts received by the Chairman and Directors of the Board as remuneration, fees, salaries, credit facilities, and benefits in kind, will be available for the shareholders review three days before the AGM in the office of the Secretary of the Board on the 18th floor of the Commercialbank Plaza.
- The invitation constitutes a legal announcement to all shareholders without the need to send invitations by mail according to Law No. 28 of the year 2008 amending the Commercial Companies Law.

