



# The Commercial Bank (Q.S.C.) Invitation to Shareholders to attend the Ordinary and Extraordinary General Meetings

The Board of Directors of The Commercial Bank (Q.S.C.) (the Company) is pleased to invite you to the Shareholders' Ordinary and Extraordinary General Meetings to be held on **Wednesday 23 March 2016 at Commercial Bank Plaza, 21<sup>st</sup> Floor, Al Markhiyah Street, Al Dafna at 6:30 p.m.** to discuss the following Agenda:

| Agenda of the Ordinary General Meeting   | Agenda of the Extraordinary General Meeting       |  |  |  |   |                            |   |
|--|---|--|--|--|---|----------------------------|---|
| <p>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 31 December 2015, and the future plans of the Company.</p> <p>2. To hear the Auditors' Report on the Company's financial statements presented by the Board of Directors for the financial year ended 31 December 2015.</p> <p>3. To discuss and approve the Company's financial statements for the year ended 31 December 2015.</p> <p>4. To approve the Board of Directors recommendation to distribute a cash dividend of 30% of the share's nominal value to the shareholders of QAR 3 for each share held.</p> <p>5. To absolve the Directors of the Board from liability for the financial year ended 31 December 2015.</p> <p>6. To fix the remuneration of the Directors of the Board for the year ended 31 December 2015 and to approve the policy to define the basis of calculation of remuneration granted to them.</p> <p>7. To appoint the External Auditors for the year 2016 and determine their remuneration.</p> <p>8. To approve the issuance of a global programme for the issue of certificates of deposit, US and European commercial paper in different currencies provided that they are issued directly by the Company, or a fully owned subsidiary of the Company (an "existing SPV") or through the incorporation of a new special purpose vehicle (the "new SPV") (in the last two options, guaranteed by the Company) up to a maximum amount outstanding at any one time of USD 5 billion or its equivalent in Qatari Riyal with maximum maturity of up to 5 (five) years for any of the abovementioned issues either through regular markets or in the form of a private placement.</p> <p>9. To approve the launch of a Global Medium Term Notes (GMTN) programme in compliance with 144a to allow for issuance into the US markets for up to USD 2 billion or its equivalent in Qatari Riyal with a maximum maturity of 30 years provided that they are issued regularly in the global markets or in the form of a private placement.</p> <p>10. Further to the USD 5,000,000,000 Euro Medium Term Note Programme established in 2011 (the Programme) approved by the Company's shareholders in the general assembly of 21 February 2011, approving the issuance of debt notes for up to USD 1.5 billion under the Programme with a maximum maturity of 30 years either through a regular issue in the financial markets or in the form of a private placement. These bonds, which may be issued in several currencies and listed in global markets, are:</p> <table border="0" data-bbox="144 1386 1021 1481"> <tr> <td>1) Japanese bonds: In either Japanese Yen or USD.</td> <td>4) Thai bonds: In either Thai Baht or USD.</td> </tr> <tr> <td>2) Australian bonds: In either Australian Dollar or USD.</td> <td>5) Chinese bonds: In either Renminbi or USD.</td> </tr> <tr> <td>3) Swiss bonds: In either Swiss Franc or USD.</td> <td>6) European bonds: In USD.</td> </tr> </table> <p>These notes are issued through a regular issuance through the Programme or in the form of a private placement.</p> <p>11. To present the 'Annual Corporate Governance Report 2015'.</p> | 1) Japanese bonds: In either Japanese Yen or USD. | 4) Thai bonds: In either Thai Baht or USD. | 2) Australian bonds: In either Australian Dollar or USD. | 5) Chinese bonds: In either Renminbi or USD. | 3) Swiss bonds: In either Swiss Franc or USD. | 6) European bonds: In USD. | <p>1. To approve the amendment to some articles of the Company's Articles of Association according to the Commercial Companies Law No. (11) of 2015 upon obtaining the necessary approvals from the concerned entities.</p> <p>2. To approve the direct issue by the Company of unlisted instruments that shall be eligible as Additional Tier 1 capital security according to Basel III requirements, up to a maximum amount of QAR 2 billion in compliance with the instructions of the Qatar Central Bank and the provisions of the Commercial Companies Law (Law No. 11 of 2015).<br/>Authorise the Company's Board of Directors to issue the Additional Tier 1 instruments, approve their final value, currency and the detailed terms and conditions related to the issue of Additional Tier 1 capital instruments, and obtain the necessary approvals from Qatar Central Bank and other government entities.</p> <p>3. To approve the Company's issue of stand-by securities, which are eligible for listing as part of Tier 2 capital according to Basel III requirements up to a maximum amount of USD 500 million or its equivalent in Qatari riyal in accordance with the instructions of the Qatar Central Bank and the provisions of the Commercial Companies Law (Law No. 11 of 2015) by way of regular market issuance or private placement.</p> |
| 1) Japanese bonds: In either Japanese Yen or USD.  | 4) Thai bonds: In either Thai Baht or USD.        |  |  |  |   |                            |   |
| 2) Australian bonds: In either Australian Dollar or USD.   | 5) Chinese bonds: In either Renminbi or USD.      |  |  |  |   |                            |   |
| 3) Swiss bonds: In either Swiss Franc or USD.  | 6) European bonds: In USD.                        |  |  |  |   |                            |   |

**Abdullah Bin Ali Bin Jabor Al Thani**  
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. 16,133,461 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) 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 authorisation letter appointing them as representative of said companies for the Ordinary 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 **Commercial Bank Plaza, 21<sup>st</sup> Floor, Al Markhiyah Street, Al Dafna at 6:30 p.m. on Tuesday 12 April 2016.**
- A statement that includes the information on the 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 18<sup>th</sup> floor of the Commercial Bank Plaza, Al Markhiyah Street, Al Dafna.
- The invitation constitutes a legal announcement to all shareholders without the need to send invitations by mail according to Law No. 11 of the year 2015 amending the Commercial Companies Law.