The Commercial Bank
Board of Directors Charter

01-01-CTR-001
December 2021
Version 7.0

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Charter Revision History and Approval

Revision History				
Revision Number	**Issue Date**	**Amendment Description**	**Date Effective**	**Next Revision Date**
2.0	March 2016	General Update		
3.0	May 2017	Updated the Board and Board Committee compositions aligned with the revised BOD and Board Committee Structure. Amendment on Board meeting invites from one (1) week to ten (10) days in line with QCB Corporate Governance Guidelines issued to Banks.		
4.0	October 2018	General update for style and consistency, duties of the Managing Director, and general update on all relevant sections in line with the QFMA Governance Code for Companies & Legal entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) Of 2016, published in the Official Gazette Issue No. (6) Dated 15 May 2017.		31 October 2021
5.0	November 2019	Update to provide more detailed requirements regarding Board Member qualifications and nomination procedure		
6.0	September 2021	The Managing Director to sign Board minutes		
7.0	December 2021	Update to reflect split of BEC into BCC and BP&S		

Review		
Authorised Reviewer	**Date**	**Signature(s)**
Head of Corporate Affairs		
Group Chief Executive Officer		joseph abraham
Board Remuneration, Nomination and Governance Committee	15 Dec 2021	Hussain Alfardan M.Mandani
Board of Directors	15 Dec 2021	Hussain Alfardan

The Head of Corporate Affairs will formally review the Charter for its completeness, adequacy, and alignment to business imperatives (current and future) on a three-year basis or on a more frequent basis if deemed necessary.

I. Introduction

1. The Board of Directors is responsible for the stewardship of the Bank and providing effective leadership to supervise the management of The Commercial Bank (P.S.Q.C.) (hereinafter the 'Bank' or 'Commercial Bank') business to grow value in a profitable and sustainable manner. This Charter principally applies to the Board of Directors of Commercial Bank.

2. Commercial Bank's Board Charter is developed in accordance with corporate governance best practices; Commercial Companies Law (CCL); corporate governance regulations issued by Qatar Central Bank by virtue of circular No.68/2015 (the QCB Corporate Governance Guidelines); the Qatar Financial Markets Authority governance code for companies & legal entities listed on the main market issued by the QFMA's board pursuant to decision No. (5) of 2016, published in the Official Gazette issue no. (6) dated 15 May 2017 (the QFMA Corporate Governance Code); and Commercial Bank's Articles of Association (AOA).

3. In the event of conflict between this Board Charter and the Bank's Articles of Association then the latter's requirements shall prevail.

4. In accordance with QFMA Corporate Governance requirements, once duly approved, this Board Charter will be published on the Bank's website.

5. This Board of Directors Charter should be read in conjunction with the Bank's Corporate Governance Charter (01-01CTR-002) and Board Committees Charter (01-01CTR-003) as they constitute an integral part of Commercial Bank's corporate governance framework.

6. This Charter may be amended by a majority vote cast by the members of the Board present at any valid and quorum-compliant meeting, on condition that the proposed amendment or amendments should not contradict with the Bank's Articles of Association (unless any such articles are amended by an extraordinary Annual General Meeting) and the applicable laws and regulations referred to above.

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II. Board Meetings

1. Venue

1.1. The Board of Directors shall hold its meetings at the head office premises of the Bank upon invitation of the Chairman or his Deputy or upon the request of another member of the Board.

1.2. The Board may also meet outside the head office premises of the Bank, provided that all its members shall be present or represented at the meeting, and that this meeting be held in Qatar.

2. Frequency

2.1. In line with the Commercial Bank's Articles of Association, at least six Board meetings (minimum once every two months) shall be held during each financial year. Board meetings are scheduled in the Board calendar according to key events and coinciding with financial period closures of the Bank.

3. Board Secretary

3.1. The Board Secretary may only be appointed and removed by a Board resolution.

3.2. The Board Secretary's qualification and experience requirements will be in line with the provisions of the QFMA Corporate Governance Code.

3.3. The Board determines the incumbent's scope of work and remuneration. The Secretary is responsible for maintaining and safekeeping Board documentation and for the distribution of Board meeting agendas, invitations, other required documentation, and the distribution of Board meeting minutes and resolutions.

3.4. Under the direction of the Chairman, the Board Secretary shall also be in charge of ensuring timely access to information and coordination among the Board members as well as between the Board and other stakeholders, management and employees.

3.5. The Board Secretary is also responsible for providing orientation material and scheduling orientation sessions for new Board members.

4. Invitation and Agenda

4.1. The Board shall meet upon invitation of the Chairman and the Board meeting agenda, together with any materials that members should refer, will be circulated by the Board Secretary at least ten (10) days prior to the meeting. Invitations can be sent through fax, mail or email to the members.

4.2. The Chairman may call the Board for a meeting upon a request by at least two of its members.

4.3. The Board may invite Commercial Bank's management, staff or any other third party to attend the meetings to obtain information, recommendations and clarifications as required.

5. Quorum and Representation

A meeting of the Board shall not be valid unless it is attended by at least five out of nine members, provided that the number of members present shall not be less than four.

5.1. Proxy voting is permissible as long as there is written evidence of the delegation to another member of the other member's power to vote in his absence. A member can represent only one other member in a meeting.

5.2. A meeting of the Board may be held by telephone or video conference call, and such participation shall be considered presence in person at such meetings.

6. Resolutions

6.1. Board resolutions are decided by a majority vote of the attendees and representatives.

6.2. In case of a tie in the number of votes, the Chairman or his representative who is acting in the Chairman's capacity shall have a casting vote. Objections of members should be recorded in the minutes of the meeting for future reference / potential resolution.

7. Minutes of the meeting/Board decisions

7.1. Board meetings are recorded by the Board Secretary and will be signed by the Chairman of the Board, the Vice Chairman, the Managing Director and the Board Secretary.

7.2. The Board, if necessary or urgent, may issue decisions by written approval of all its members to those decisions, and the written approval to be presented at the next Board meeting to include them in its minutes.

III. Board Composition

1. Number of Members

1.1. A Board of Directors composed of nine members elected by the Ordinary General Assembly through secret ballot shall take charge of the management of the Bank.

1.2. One-third of the Board Members shall be Independent Board Members and the majority of the Board Members shall be Non-Executive.

1.3. The Board elects a Chairman, a Vice Chairman and a Managing Director for the full term of the Board by a secret ballot.

1.4. The Chairman does not hold or exercise the position of Chairman and CEO at the same time.

1.5. The Bank adopts the QFMA and QCB definitions of “Non-Executive” and “Independent” Board member. In the event of conflict between QFMA and QCB definitions, the more stringent requirement shall prevail.

IV. Roles and Responsibilities

1. Main Duties

The Board is entrusted by the shareholders with the authority to:

1.1. Govern the Bank.

1.2. Establish Board Committees, set their authorities and duties, and delegate responsibilities. Review, evaluate and approve at least annually the activities and performance of the Board Committees.

1.3. Appoint / renew the mandate of a CEO whom will be delegated the authority to supervise and manage the performance of the Bank's management in implementing Board decisions, guidelines, and strategic direction.

1.4. Define the roles, responsibilities and duties of the CEO and the information to be reported by the CEO to the Chairman and the Board.

1.5. Appoint advisors to the Board and set their roles, responsibilities, duties and remuneration. The Board may consult at the Bank's cost any independent expert or consultant.

1.6. Elect the Board's Chairman, Vice-Chairman and Managing Director.

1.7. Review and approve Commercial Bank's organisation structure and reporting lines.

1.8. Approve financial commitments in excess of delegated authorities to Board Committees and Executive Management.

1.9. Approve the proposals and recommendations of the Remuneration, Nomination & Governance Committee regarding:

1.10.1 Remuneration of the Chairman, Vice Chairman, Managing Director and Members of the Board of Directors.

1.10.2 Remuneration of the CEO and the Executive Management in line with the delegation of authorities of the Committee.

1.10. Review and approve Commercial Bank's financial statements and other disclosures prior to announcement to shareholders.

1.11. Make enquiries about potential problems that come to the Board's attention and follow up until the Board is satisfied that management is addressing such issues appropriately.

1.12. The Board shall also enjoy all other rights and perform all other responsibilities vested on it by CCL, the QCB Corporate Governance Guidelines and the QFMA Corporate Governance Code that may not be mentioned in this document.

1.13. The Board shall have full and immediate access to information, documents, and records pertaining to the Bank. The Bank's Executive Management shall provide the Board and its Committees with all requested documents and information. All Board members shall have access to the services of the Board Secretary.

1.14. Enter into loans that span more than three years, may sell or mortgage real estate of the Bank, or discharge debtors of the Bank without approval of Extraordinary General Assembly as per AOA Article 30..

2. Duties of the Board Chairman

2.1. The Chairman is the president of Commercial Bank, represents it before others, and is primarily responsible for ensuring the proper management of Commercial Bank in an effective and productive manner and working to achieve the interests of the Bank, partners, shareholders and stakeholders.

The Chairman:

2.2. Ensures that the Board discusses all the main issues in an effective and timely manner.

2.3. Approves the agenda of the Board meeting, taking into consideration any matter proposed by any other Board member.

2.4. Encourages all Board members to collectively and effectively participate in dealing with the Board affairs for ensuring the Board is working with its responsibilities to achieve the best interests of the Bank.

2.5. Makes available for the Board members all data, information, documents and records of the Bank, and of the Board and its Committees.

2.6. Creates effective communication channels with shareholders and making their opinions heard to the Board.

2.7. Allows effective participation of Non-Executive Board members in particular and promotes constructive relations between Executive and Non-Executive Board members.

2.8. Keeps Board members constantly informed about the implementation of the QFMA Corporate Governance Code, and the Chairman may authorise the Board Audit and Compliance Committee in this mission.

2.9. The Vice-Chairman shall replace the Chairman during his absence, and the Chairman may authorise another Board member in some of his powers.

3. Duties of the Managing Director

Duties of the Managing Director:

3.1. Support the Chairman in leading Board meetings to deal with all issues on the agenda in an effective manner.

3.2. Sign the Board minutes of meeting, with the Chairman and Vice-Chairman.

3.3. Supervise and guide the CEO to achieve the Bank's Board-approved strategy.

3.4. Supervise the implementation of the Board resolutions in accordance the Bank's Board-approved strategy and objectives.

3.5. Supervise the implementation of strategic initiatives and investments within the level of authority delegated by the Board.

3.6. Sign correspondence, reports, contracts or other documents on behalf of Commercial Bank.

3.7. Approve investments, credit facilities and expenditures within the level of authority delegated by the Board.

3.8. Monitor the Bank's performance through periodic updates provided by the CEO, offering recommendations in support of the Board's approved plans.

3.9. Support the Chairman to oversee the Bank's Corporate Affairs and governance function as well the annual Board calendar and Agendas.

3.10. Participate in various Board Committees.

3.11. Support the Chairman and Board in ensuring the Bank maintains positive and productive ties with the media, ministries, regulators and other organisations.

3.12. Any additional responsibility entrusted to him by the Board and the Chairman of the Board.

4. Strategy, Policies and Planning

The Board:

4.1. Provides the strategic direction to Commercial Bank by approving the Bank's vision and mission periodically, and as and when deemed necessary approve and lead the development of the strategic plan and business objectives.

4.2. Reviews and recommends improvements and approve strategic initiatives including new business ventures and material investments and divestitures.

4.3. Sets and periodically reviews policies of the Bank.

5. Finance and Audit

The Board:

5.1. Approves the Bank's annual budget.

5.2. Monitors the financial performance of the Bank on a periodic and at least a quarterly basis.

5.3. Ensures that Commercial Bank maintains adequate levels of capital and reserves, according to sound commercial practices and applicable banking regulations.

5.4. Reviews periodically in conjunction with the Board Audit and Compliance Committee, the arrangements with the External Auditor, in order to ensure their activities and resources in accordance with the activities and risks of Commercial Bank.

5.5. Nominates the External Auditor to the General Assembly and reviews audit reports from the External Auditor. Directs Executive Management to improve raised audit concerns accordingly.

5.6. Appoints the Chief Internal Auditor and the Head of Compliance, based on the Board Audit and Compliance Committee's recommendation.

5.7. Supervises the work of internal audit and compliance departments through the Board Audit and Compliance Committee.

5.8. Discusses with the Board Audit and Compliance Committee matters relating to internal audit and compliance, QCB inspection reports, external audit, and financial statements related disclosures.

5.9. Submits to the General Assembly a clear policy on dividend distribution.

6. Governance, Risk and Compliance

The Board:

6.1. Oversees the overall corporate governance of Commercial Bank. Reviews and approves the Bank's Corporate Governance Charter and corporate governance principles recommended by the Board Committees, Executive Management and external consultants. The Corporate Governance Charter of the Bank includes guidelines and instructions on the following topics:

6.1.1. Board of Directors

6.1.2. Board Supervision

6.1.3. Management Supervision

6.1.4. Succession Planning

6.1.5. Remuneration for Board Members, Management and Staff

6.1.6. Governance, Compliance and Reporting

6.1.7. Transactions with Related Party/ Subsidiaries and Associates

6.1.8. External Audit

6.1.9. Confidentiality

6.1.10. Conflict of Interest

6.1.11. Whistle-blowing

6.1.12. Relationship with Stakeholders

6.1.13. Insider Trading

6.1.14. Corporate Social Responsibility

6.1.15. Internal Control System

6.1.16. Code of Ethics

Please refer to the Corporate Governance Charter for further details.

6.2. Receives and evaluates recommendations from the Board Committees and provide recommendations annually on Board duties and responsibilities, Board Committees' charters, Code of Ethics, and job descriptions of CEO and other key executives.

6.3. Supervises and ensures proper implementation of internal control and risk management systems, mainly through the Board Audit and Compliance Committee and the Board Risk Committee.

6.4. Ensures that Commercial Bank is in compliance with its Articles of Association and applicable local and international laws and regulations including QCB and QFMA regulations. Receives and reviews any material legal cases brought against the Bank periodically.

6.5. Reviews the Bank's policies, directly or through a delegated committee, periodically to ensure they are adequate, suitable and in line with the internal and external business and economic conditions.

6.6. Appoints, retains, oversees, compensates and terminates independent advisors who assist the Board in their activities.

7. Responsibility to Shareholders

The Board:

7.1. Provides shareholders with timely information to be able to take appropriate and informed decisions in the General Assembly.

7.2. Ensures the fair treatment of all shareholders in accordance with the regulations.

7.3. Ensures that a transparent process of shareholder relations is in place including procedures for disclosures and communication.

7.4. Ensures the development of a remuneration policy for the Board and Executive Management, and presents the same to the General Assembly.

7.5. Ensures the required reporting to Qatar Central Bank in accordance with relevant prudential regulations.

7.6. Ensures budgets, financial statements and profit distributions are reported to Qatar Central Bank for approval prior to its proposition to the General Assembly.

7.7. Strives to maintain and elevate the value of the investment made by the shareholders, being the ultimate owners of the Bank.

8. General Assembly and Extraordinary Assembly

The Board:

8.1. Conducts the Annual General Assembly within four months from the last date of Commercial Bank's financial year based on the Board of Directors' invitation and after obtaining approval from the Qatar Central Bank and then Ministry of Commerce and Industry.

8.2. The Board of Directors must call for a General Assembly when required, or requested by the External Auditor. If the Board does not comply with the request from the External Auditor within 15 days, the External Auditor may directly request a General Assembly invitation after obtaining the approval of the Ministry of Commerce and Industry. Furthermore, the Board must also call for a General Assembly within 15 days when valid requests are received from shareholder(s) owning 10% or more of the share capital, otherwise the Ministry of Commerce and Industry will arrange for the convening of General Assembly based on the request of the ownership-qualified shareholders at the expense of the Bank.

8.3. Prepares the agenda for the General Assembly, in coordination with the Chairman of the Board. The agenda is to be published in two local daily papers, one in Arabic and one in English at least 15 days prior of the General Assembly date. The agenda should include the following items at a minimum:

8.3.1. Board of Directors' report on Bank activities and financial results;

8.3.2. External Auditor report and financial statements presentation for approval;

8.3.3. Nomination of the External Auditors and setting their remuneration;

8.3.4. Election or termination of Board members;

8.3.5. Clearance of Board members;

8.3.6. Dividend distribution;

8.3.7. Board, Executive Management and staff remuneration; and

8.3.8. Corporate Governance Report.

8.4. Invites all shareholders for an Extraordinary Meeting at the Board's discretion, or by a request from shareholders who represent at least three quarters of the Bank's capital. Extraordinary Meetings are considered valid provided that shareholders representing

the minimum capital requirement are present. Decisions are only valid provided adequate shareholder representation, the Extraordinary Meeting should be conducted for the following cases:

8.4.1. Amend the Memorandum of Association or the Articles of Association of the Bank;

8.4.2. Increase or decrease capital of the Bank (or similar debt/equity investments);

8.4.3. Extend the duration of the Bank;

8.4.4. Dissolve, liquidate, transfer or merge the Bank; and

8.4.5. Sell all the investments for which the Bank was established for or dispose of it in any other way.

V. Board Committees

1. General

1.1. Board Committees are formed in order to assist the Board by providing organised and focused means to achieve the Bank's goals and to properly address issues on a timely and in an effective manner. Commercial Bank established a "Board Credit," "Board Policy & Strategy," "Board Audit and Compliance," "Board Remuneration, Nomination & Governance," and "Board Risk" committees in accordance with leading governance best practices, QCB Corporate Governance Guidelines, QFMA Corporate Governance Code and applicable local governance regulations.

1.2. An overview of these Board Committees is provided here, whereas each abides by its own detailed charter contained in the Board Committees Charter. Board Committees regularly report to the Board on their proceedings, deliberations and decisions.

VI. Board Membership

1. Qualifications & Conditions

Board Members shall meet the minimum requirements as per the Commercial Companies Law No. (11) of 2015, the QFMA Corporate Governance Code, the QCB Corporate Governance Guidelines and the Bank's AOA. Board Members shall:

1.1. Not be less than 21 years of age and possess full capacity;

1.2. Not be convicted of a felony or a crime in breach of honour or trust, or any crimes stipulated in Article 40 of Law No.8 of 2012 concerning the QFMA and Articles 334 and 335 of the Commercial Companies Law, or be prevented from practicing any work in the entities subject to QFMA's jurisdiction pursuant to paragraph 12 of Article 35 of Law No. 8 of 2012 concerning the QFMA or have been bankrupt unless he has been rehabilitated;

1.3. Own more than 0.25% of the Bank's share capital. This condition is not applicable to Independent Board Members;

1.4. Be able to commit sufficient time and effort necessary to fulfil all Board Member responsibilities;

1.5. Not be holding any legally prohibited position in combination with Board membership as per QFMA Corporate Governance Code Article 7 and applicable laws;

1.6. Demonstrate honesty, integrity and good reputation; and

1.7. Be sufficiently solvent to fulfil his responsibilities honestly and objectively.

Further to requirements above, Board Members shall:

1.8. Demonstrate leadership skills;

1.9. Hold a university degree, or in the absence of a university degree demonstrate outstanding expertise in banking;

1.10. Have previous experience serving as a board director; and

1.11. Demonstrate expertise in banking and finance, in categories including (but not limited to) accounting, audit, risk, legal, technology, investments, treasury, insurance, international markets or securities.

1.12. Independent Board Members shall meet the QFMA and QCB definitions of "Independent Board Member." In the event of conflict between QFMA and QCB definitions, the more stringent requirement shall prevail. Independent Board Members shall:

1.12.1 Not be a Commercial Bank shareholder, or whose contribution or the contribution of any of his relatives up to the first-degree directly or indirectly shall not be more than 0.25% of Commercial Bank's shares unanimously or individually;

1.12.2 Not be a representative of a legal person that owns at least 5% of shares of Commercial Bank or any company within the Commercial Bank group.

1.12.3 Have experience in working with organizations that are at least comparable to Commercial Bank in terms of the scope complexity and size of their business;

1.12.4 Not have been a member of Commercial Bank's senior Executive Management or any company within the Commercial Bank Group during the past three years preceding the Board election;

1.12.5 Not have a first-degree relative relation with any Board Member or senior Executive Management within Commercial Bank or any company within the Commercial Bank Group;

1.12.6 Not be a Board Member of any company within the Commercial Bank Group in which nominated for its Board membership;

1.12.7 Not have direct or indirect interests with Commercial Bank's external auditors or any of their subsidiaries;

1.12.8 Not have been a Commercial Bank employee during the financial year preceding the Board election, or an employee at any of the parties associated with Commercial Bank Group such as external auditors and main suppliers, or if such a member, during the two financial years preceding the Board election, had controlling shares in any such party;

1.12.9 He, or any of his first degree relatives, shall not have any direct or indirect contractual or commercial relation or any interest directly or indirectly with Commercial Bank or any company within the Commercial Bank Group, which may affect his independence during the two financial years preceding the Board election; and

1.12.10 Not worked at an institution that provides consultative or professional services or other services to Commercial Bank in his personal capacity or through any of his first-degree relatives.

2. Nomination Procedure and Term

2.1. The Board has established a transparent nomination process which is managed by the Board Remuneration, Nomination & Governance Committee.

Nomination period

2.2. The Board shall open the nomination period for the election of the Board of Directors at least 45 days before the General Assembly.

2.3. After informing the relevant authorities, an announcement detailing the dates of the nomination period, eligibility requirements for Board Members and the application procedure shall be published in two local newspapers (one Arabic and one English), on the Bank's website and via the Qatar Stock Exchange.

2.4. The nomination period shall be open for 15 calendar days and any applicant meeting the eligibility requirements for Board membership can apply using the application form on the Bank's website and by providing the supporting documents as detailed on the application form and appendix.

2.5. During the nomination period, applications are accepted during official working hours from 07:30 to 15:00. Any application received after the nomination period will not be considered and applications not meeting the requirements for Board membership or received without the required supporting documents will not be considered.

2.6. Original copies of the nomination application form and any document requiring the signature of a candidate, together with all the required supporting documents shall be delivered by hand to the Bank's Company Secretary. The Company Secretary shall provide an application receipt.

Review and evaluation

2.7. At the end of the nomination period, the Board Remuneration, Nomination & Governance Committee shall review all the submitted application forms and supporting documents.

2.8. The Board Remuneration, Nomination & Governance Committee shall evaluate each candidate as follows:

2.8.1 The candidate meets all the requirements as per Section VI 1. “Qualifications & Conditions” above; and

2.8.2 The candidate has provided the required documentation.

2.9. The Board Remuneration, Nomination & Governance Committee has the right to request additional documentation from a candidate and request a meeting with a candidate to ensure they meet the necessary requirements.

2.10. Following evaluation, the Board Remuneration, Nomination & Governance Committee shall prepare a report to the Board of Directors listing all the names and details of eligible candidates, together with the Board Remuneration, Nomination & Governance Committee’s comments and recommendations.

2.11. The Board Remuneration, Nomination & Governance Committee shall also review and evaluate applications of existing Board Members for re-election. In the event of a conflict of interest when the candidate is a member of the Board Remuneration, Nomination & Governance Committee, the application will be referred directly to the Board.

2.12. The Board of Directors shall send a list of the candidates’ names and data, with each candidate’s CV and candidacy requirements, together with the Board’s recommendations based on the Board Remuneration, Nomination & Governance Committee’s report, to the QCB and QFMA for approval at least two weeks before the date of specified Board elections (QFMA Corporate Governance Code, Article 5).

2.13. The Board of Directors shall disclose the final list of eligible candidates to the Qatar Stock Exchange and Ministry of Commerce and Industry together with the Board’s recommendations based on the Board Remuneration, Nomination & Governance Committee’s report, and publish the same on its website together with all necessary information about the candidates one week prior to the General Assembly to be convened to elect a new Board, or immediately upon obtaining the necessary regulatory approvals on the candidates, whichever occurs earlier (QFMA Corporate Governance Code, Article 35).

Election

2.14. Board Members are elected by the Ordinary General Assembly through secret ballot in accordance with the cumulative voting method (AOA Article 23, QFMA Corporate Governance Code, Article 35).

2.15. If the number of candidates is equal to the number of open positions, then the candidate shall be elected as a Board Member by acclamation.

2.16. If a Board Member is elected by acclamation, the QCB and QFMA will be notified that the candidate is elected by acclamation as per Section VI 2.12 above. An announcement will be made on the Bank's website declaring the candidate is elected by acclamation, together with all necessary information about the candidate, and the same disclosed to the Qatar Stock Exchange as per Section VI 2.13 above.

2.17. The election of Board Members by acclamation shall be ratified by the Ordinary General Assembly.

Term

2.18. Members of the Board of Directors shall be elected for a renewable term of three years.

3. Filling of Vacant Positions

3.1. If the post of one Board Member becomes vacant, he shall be succeeded by whoever attained most votes of the shareholders who did not gain membership of the Board of Directors. If an impediment arises, the one who comes next shall succeed him. The new member will continue the term of his predecessor only (AOA 25).

3.2. In case one quarter of the Board positions become vacant, the Board should call a General Assembly meeting to appoint replacement members within two month of the date the last position is vacated (AOA 25).

4. Resignation

4.1. A Board member may resign from the Board on condition that appropriate timing and conditions are agreed with the Chairman.

4.2. If a member is absent for three consecutive Board meetings or four non-consecutive meetings he will be considered to have resigned from the position, unless acceptable reasons are provided to the Board.

VII. Board Code of Ethics

All Board members shall comply with the Bank-wide Code of Ethics (12-01-POL-002) in addition to the Board Code of Ethics section of this charter. Please refer to the Bank-wide Code of Ethics for further details.

1. Accountability

1.1. The Board represents the interests of shareholders by overseeing management performance on behalf of shareholders. The Board's responsibility around this oversight function includes both duty of care and duty of loyalty. The Board will be kept accountable for the Bank's performance and its activities as per the applicable laws and regulations (e.g. CCL Articles (136), (328) and (329), QCB Corporate Governance Guidelines and the QFMA Corporate Governance Code).

Duty of Care:

1.1.1. Board members will act in good faith and exercise care and diligence at all times; and

1.1.2. Board members will take reasonable steps to be fully aware of the relevant issues of the Bank.

Duty to Comply with the Corporate Authority:

1.1.3. Board members will act within the scope of the authority entrusted to them under the Bank's Articles of Association, duly enacted Board directives, shareholder resolutions, and related laws and regulations. Board members acting outside the scope of their authority shall be liable for Bank losses suffered as a result of such unauthorised actions.

2. Transparency

2.1. Board members follow Commercial Bank's values and act honestly and with integrity in all their dealings.

2.2. The Board members act in good faith and in Commercial Bank's best interest, not in the personal interest of themselves, interest of family members or any organisation with which the member is affiliated. The Board members do not use their position for personal gain and should be free from any influence of conflict of interest when they participate in Board and Board Committees' deliberations and voting.

2.3. The Board promotes ethical behaviour and encourages an open environment where Board members and employees are encouraged to report any unethical behaviour observed and not permit retaliation for reports of misconduct made in good faith.

2.4. Duty of Loyalty upon Conflict of Interest and Related Party Transaction:

2.4.1. The Board members owe a duty of loyalty to the Bank and its shareholders. The fiduciary duty requires Board members to subordinate their personal interests to the interest of the Bank and its shareholders and act in good faith at all times.

2.4.2. The Board members will ensure disclosure of related parties in line with the Bank's Corporate Governance Charter and the QFMA Corporate Governance Code requirements provided in Articles 26 and 27.

3. Fairness

3.1. Board members always strive to deal fairly with Commercial Bank's management, shareholders, suppliers, competitors, customers, employees and other business partners. Board members avoid taking unfair advantage of anyone through manipulation, or concealment of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

3.2. Business entertainment and gifts are offered only in a commercial setting to create goodwill and sound working relationships and not to gain unfair advantage. It should be noted that Board members and their family members may not accept gifts from individuals or other entities, where such are offered to influence the Board member's actions related to Commercial Bank's business activities.

4. Sustainability

4.1. Board members always use their professional experience and skills and commit adequate time and effort in order to serve Commercial Bank and secure sustainable returns for its shareholders.

4.2. The Board members are responsible for having an appropriate understanding of their role and duties, and for educating themselves in financial, business, and industry practices as well as the Bank's operations and functioning. In this respect, the Board shall adopt an appropriate formal training to enhance Board members' skills and knowledge. Every newly selected Board member will upon his election become familiar with the Bank's structure, management and all other information enabling the said Board member to assume his responsibilities.

4.3. The Board members actively promote the continuous improvement of the Bank procedures and practices while adhering to the policies and standards. They also encourage achievement of knowledge at all levels to help personal and organisational success.

4.4. The Board members protect Commercial Bank's assets, ensure their efficient use and make sure the assets are used for legitimate business purposes.

5. Confidentiality

5.1. The Board members maintain the confidentiality of all proprietary, sensitive or important information of Commercial Bank entrusted to them, except when disclosure is authorised or legally mandated or instruction is received for investigation purposes.

5.2. All non–public information of Commercial Bank is considered confidential information. Board members who have access to confidential information will not share this information for any purpose.

VIII. Abbreviations

Abbreviation	Meaning
AOA	Articles of Association
Board Committees	The Board Risk Committee, the Board Audit and Compliance Committee, the Board Credit Committee, the Board Policy & Strategy Committee, the Board Remuneration, Nomination and Governance Committee
BOD	Board of Directors
Executive Management	The GCEO, members of EXCO, and other executive managers reporting to the GCEO
QCB	Qatar Central Bank
CEO	The Group Chief Executive Officer or Chief Executive Officer
QFMA	Qatar Financial Markets Authority
CCL	Commercial Companies Law

IX. Appendices

Appendix A: Charter Revision Proposal Form

Charter Revision Proposal Form		
Reference 01-01-CTR-001	Date December 2021	
Originated by: Marie Therese Auger, Head of Corporate Affairs		
Matters proposed to be revised (attach photocopies, if required)		
Section No.	Section	
Charter No.		
Proposed revisions Update to reflect split of BEC and BCC and BP&S. Only Part V 1. amended and 6.2. The Board receives and evaluates recommendations from all the Board Committees (not just BEC)		
Other comments		
Approved	Signatories	Effective Date

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Appendix B: Charter Distribution and Acknowledgement Form

Charter Distribution and Acknowledgement Form	
Charter	
Version Number	
Name of the Director	
Date of Acknowledgement	
Director Signature	

Note: The signature on this form indicates that the concerned Director has duly read, fully understood and will exercise duties and responsibilities in compliance to the content of the Charter.

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citrix | RightSignature

SIGNATURE CERTIFICATE

REFERENCE NUMBER
9F7EE569-8A41-43E5-ADE8-8E557C1AF5F4

TRANSACTION DETAILS	DOCUMENT DETAILS
Reference Number 9F7EE569-8A41-43E5-ADE8-8E557C1AF5F4	**Document Name** Bod Brngc Approval - Bod Charter - December 2021 - V7 - Eng Clean
Transaction Type Signature Request	**Filename** bod_brngc_approval_-_bod_charter_-_december_2021_-_v7_-_eng_clean.pdf
Sent At 12/15/2021 13:32 +03	**Pages** 28 pages
Executed At 12/16/2021 12:38 +03	**Content Type** application/pdf
Identity Method email	**File Size** 315 KB
Distribution Method email	**Original Checksum** 2970175b075f6068ff3115296ef7d34de161285988ec36f519a65669a2f21681
Signed Checksum c1202f421a4fcecc293e43842521f8996e447b54360ae5ac147d39725b915f42	
Signer Sequencing Disabled	
Document Passcode Disabled	

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
Name Hussain Alfardan	**Status** signed	**Viewed At** 12/16/2021 12:37 +03
Email akhatri@alfardan.com.qa	**Multi-factor Digital Fingerprint Checksum** 6726d275842bfdf1d53fda45813ea6a7f4b7b4f9451ae6fbf4f6c0b6b2c9b9b8	**Identity Authenticated At** 12/16/2021 12:38 +03
Components 2	**IP Address** 163.116.167.117	**Signed At** 12/16/2021 12:38 +03
	Device Chrome via Windows	
	Typed Signature Hussain Alfardan	
	Signature Reference ID 4DBC19EA	
Name Sheikh Abdullah Bin Ali Bin Jabor Al Thani	**Status** signed	**Viewed At** 12/15/2021 19:45 +03
Email aba@aba1.com	**Multi-factor Digital Fingerprint Checksum** 5eca826738ac0559d407f0267c051d2b30ac687a413d7b8452bb7e77f8dae525	**Identity Authenticated At** 12/15/2021 19:46 +03
Components 1	**IP Address** 37.211.89.192	**Signed At** 12/15/2021 19:46 +03
	Device Chrome Mobile iOS via iOS	
	Drawn Signature	
	Signature Reference ID F22C4DF1	
	Signature Biometric Count 314	

Name	Status	Viewed At

Mohamed Ismail Mandani El emadi

Email
m.mandani@cbq.qa

Components
1

signed

Multi-factor Digital Fingerprint Checksum
62216cbc3c2a4b4e3f60c6b3fda54495413e42913e56b5dc458e9c7952838d78

IP Address
37.211.195.244

Device
Safari via Mac

Typed Signature

Signature Reference ID
2BC779C4

12/15/2021 17:15 +03

Identity Authenticated At
12/15/2021 17:16 +03

Signed At
12/15/2021 17:16 +03

Name
Omar Hussain Alfardan

Email
omaralfardan@alfardan.com.qa

Components
2

Status
signed

Multi-factor Digital Fingerprint Checksum
df505470f5cc83ccf19f1006a037c1147cccd604a7e403f4f02c3699c5648001

IP Address
176.203.140.109

Device
Mobile Safari via iOS

Drawn Signature

Signature Reference ID
76625DD2

Signature Biometric Count
109

Viewed At
12/15/2021 16:09 +03

Identity Authenticated At
12/15/2021 16:09 +03

Signed At
12/15/2021 16:09 +03

Name
Joseph Abraham

Email
joseph.abraham@cbq.qa

Components
1

Status
signed

Multi-factor Digital Fingerprint Checksum
4cd93a035a02dd52c6a1a75d77fa64f4f1931c5b68e0fdb7d4a3fc620805f69f

IP Address
31.11.50.118

Device
Chrome via Windows

Typed Signature

Signature Reference ID
C4E67007

Viewed At
12/15/2021 14:04 +03

Identity Authenticated At
12/15/2021 14:05 +03

Signed At
12/15/2021 14:05 +03

AUDITS

TIMESTAMP	AUDIT
12/15/2021 13:32 +03	Joseph Abraham (joseph.abraham@cbq.qa) was emailed a link to sign.
12/15/2021 13:32 +03	Zeinab Farhat (zeinab.farhat@cbq.qa) created document 'bod_brngc_approval_-_bod_charter_-_december_2021_-_v7_-_eng_clean.pdf' on Chrome via Windows from 31.11.50.118.
12/15/2021 13:32 +03	Mohamed Ismail Mandani El emadi (m.mandani@cbq.qa) was emailed a link to sign.
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12/16/2021 12:38 +03	Hussain Alfardan (akhatri@alfardan.com.qa) authenticated via email on Chrome via Windows from 163.116.167.117.
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