

GOVERNANCE REPORT 2016



His Highness
Sheikh Hamad Bin Khalifa Al-Thani

Father Emir



His Highness
Sheikh Tamim Bin Hamad Bin Khalifa Al-Thani
Emir of the State of Qatar

GOVERNANCE REPORT

FOR THE YEAR 2016

OVERVIEW

As part of the compliance requirement of the Corporate Governance code for listed companies issued by Qatar Financial Markets Authority, and the instructions of Qatar Central Bank, Doha Bank as a Qatari shareholding company listed on the Qatar Exchange is required to disclose the extent to which it complies with the provisions of the code. Doha Bank believes that applying a proper corporate governance framework and principles is essential to assist the Bank in achieving its goals with a high performance level in addition to improving its internal and external working environment, protecting stakeholders' interests and distributing roles and responsibilities in an ideal way.

During the year, the Bank was keen to enhance the corporate governance framework by applying the corporate governance policies and procedures' manuals and adopting best practices. This report summarizes Doha Bank's governance processes for 2016 in accordance with the disclosure requirements of QFMA and QCB; The Code adopted by the QFMA is based on the principle of comply or explain as illustrated below:

BOARD COMPOSITION

The Board currently consists of seven members:

- Chairman
- Vice Chairman
- Managing Director
- 4 Non-Executive directors including one independent member who meets QFMA's requirements.

Briefs of each Board Member's education and experience profile are depicted below:

Sheikh Fahad Bin Mohammad Bin Jabor Al Thani

- Chairman
- Chairman of the Executive Committee
- Date of Appointment on Board: June 3, 1996
- Education/ Experience: Graduate of the Royal Academy, Sandhurst, UK
- Other Board Memberships: Board Member at Al Khaleej Takaful Group
- Ownership: 4,339,753 shares; i.e. 1.68% as at December 31, 2016 & 4,339,753 shares as at December 31, 2015
- Attendance: Attended six Board meetings

Mr. Ahmed Abdul Rehman Yousef Obeidan

- Vice Chairman
- Member in the Executive Committee
- Date of Appointment on Board: April 20, 1982
- Education/ Experience: General Manager, Al Waha Contracting & Trading Est.
- Ownership: 4,346,203 shares; i.e. 1.68% as at December 31, 2016 & 4,306,203 shares as at December 31, 2015
- Attendance: Attended five Board meetings

Sheikh Abdul Rahman Bin Mohammad Bin Jabor Al Thani

- Managing Director
- Chairman of Policies, Development and Remuneration committee and Chairman of Nomination and Governance committee
- Member in the Executive Committee
- Date of Appointment on Board: December 21, 1978
- Education/Experience: Bachelor of Civil Engineering, Missouri University, USA
- Other Board Memberships: Chairman of the Board of Directors, Qatar Industrial Manufacturing Co.; Chairman of the Board of Directors, Qatari Oman Investment Company (State of Qatar representative); and Board Member, National Leasing Holding.
- Ownership: 4,988,617 shares; i.e. 1.93% as at December 31, 2016 & 4,988,617 shares as at December 31, 2015
- Attendance: Attended Six Board meetings

Sheikh Abdulla Mohamed Jabor Al-Thani

- Non-Executive Board Member
- Chairman of Audit, Compliance and Risk Committee
- Member in the Nomination and Governance Committee
- Date of Appointment on Board: April 20, 1982
- Other Board Memberships: Chairman of Al Khaleej Takaful Group
- Ownership: 1,937,792 shares; i.e. 0.75% as at December 31, 2016 & 1,937,792 shares as at December 31, 2015
- Attendance: Attended three Board meetings

Mr. Ahmed Abdullah Al Khal

- Non-Executive and Independent Board Member (as per QFMA's requirements)
- Member in the Policies & Procedures, Development and Remuneration Committee and the Audit, Compliance and Risk Committee
- Date of Appointment on Board: March 3, 2014
- Education: Economics & Political Science
- Experience: Businessman
- Ownership: 1,939,993 shares; i.e. 0.75% as at December 31, 2016 & 1,939, 993 shares as at December 31, 2015
- Attendance: Attended six Board meetings

Mr. Hamad Mohammed Hamad Abdullah Al Mana

- Non-Executive Board Member
- Member in the Nomination and Governance Committee
- Date of Appointment on Board: April 13, 1999
- Other Board Memberships: Vice Chairman, Mohammad Hamad Al Mana Group Companies; Board Member, Qatar General Insurance & Re Insurance Co.; Board Member, Qatar Navigation Co.
- Ownership: 4,058,901 shares; 1.57% as at December 31, 2016 & 4,058,901 shares as at December 31, 2015
- Attendance: Attended 4 Board meetings

Sheikh Falah Bin Jassim Bin Jabor Al-Thani representative of Jassim and Falah Trading and Contracting Co.

- Non-Executive Board Member
- Member in the Policies & Procedures, Development and Remuneration Committee and the Executive Committee
- Date of Appointment on Board: Feb 27, 2011
- Experience: Ex-Minister of Civil Service Affairs and Housing
- Other Board Membership : Chairman of Board of Directors, National Leasing Holding
- Ownership: 2,583,722 shares; i.e. 1% as at December 31, 2016 & 2,583,722 shares as at December 31, 2015
- Attendance: Attended six Board meetings

The current term of the Board Directors started on March 03, 2014 for a period of three years through election at the AGM.

DEPARTMENTS REPORTING TO THE BOARD

Legal Advisor and Secretary to the Board: Mr. Mukhtar Al Henawy

Mr. Mukhtar Al Henawy has joined Doha Bank in 2002 as Legal Advisor reporting to the Board. He was also appointed as a Secretary to the Board in 2007. He has more than 29 years of

experience, and he worked at law firms before joining the bank.

Mr. Mukhtar obtained a Bachelor's Degree in Law from Ain Shams University in 1987 and a Diploma in Law in 1988. It is in Doha Bank's view that the Board Secretary meets all the requirements of the Code.

Head of Compliance Department: Mr. Jamal Al Sholy

Mr. Jamal Al Sholy has joined Doha Bank in 1997 as Head of the Internal Audit Department and in 2002 he has become Head of the Compliance Department to date. He has more than 35 years of experience, and he worked in external audit before joining the bank. The Compliance Department includes the Compliance Control Unit and the AML/CTF Unit. Head of Compliance works independently from the Executive Management and reports to the Board of Directors.

Mr. Jamal holds a Bachelor's Degree in Accounting and Business Administration from the University of Jordan, 1981.

Chief Internal Auditor: Mr. Mohammad Daoud

Mr. Mohammad Daoud has joined Doha Bank in 2012 as Deputy Head of Internal Audit Department. In 2016, he was appointed as a Head of Internal Audit Department. He has more than 24 years of experience in the field of banking and financial institutions before joining Doha Bank.

Mr. Mohammad Daoud has got a PhD in Finance.

Executive Management

Doha Bank's Executive Management consists of the CEO, his assistants and the heads of the executive departments. Following are the profiles of the CEO and the department heads, noting that none of them is a holder of Doha Bank shares.

Chief Executive Officer: Dr. Raghavan Seetharaman

Dr. R. Seetharaman has joined Doha Bank in 2002 as Assistant General Manager. In 2007, he was appointed as CEO of the bank. He has an extensive experience of more than 36 years during which he worked in a number of banks and institutions before joining Doha Bank, including Bank Muscat.

Dr. R. Seetharaman is a Chartered Accountant, whilst being a Gold medalist in his graduation – Bachelor of Commerce. He is a recipient of multiple doctorates from leading universities of the world including two PhDs.

Chief Risk Officer: Mr. Khalid Latif

Mr. Khalid Latif has joined Doha Bank in 1990 and has held several positions since then. He has more than 33 years of experience and has worked for several years in the banking sector and other sectors in Pakistan before joining the bank.

Mr. Latif holds a Master's Degree in Business Administration from Pakistan.

Head of Treasury & Investment Group: Mr. David Whitcroft

Mr. Whitcroft has joined Doha Bank in 2015 as Head of Treasury and Investment. He has more than 20 years of experience and has worked in several financial and banking institutions before joining the bank.

Mr. David Whitcroft holds a Post Graduate Diploma in Actuarial Science from London.

Chief wholesale Banking Officer: Mr. Cherussery Krishnan

Mr. Cherussery Krishnan has joined Doha Bank in 2000 as an Executive Manager in the Wholesale Banking Group. He has more than 32 years of experience and has worked at a number of institutions and banks before joining Doha Bank.

Mr. Cherussery Krishnan holds a Master's Degree in the Bank Management.

Head of Group Finance: Mr. David Challinor

Mr. David Challinor has joined Doha Bank in 2008 as Head of Group Finance. He has more than 22 years of experience and has worked at several financial institutions in Australia before joining Doha Bank.

Mr. Challinor holds a Bachelor's Degree in Economics from England, and he is a member of the Institute of Chartered Accountants in England and Wales.

Head of Retail Banking Department: Mr. Gul Abbass Khan

Mr. Gul Abbass Khan has joined Doha Bank in 2016 as a Head of Retail Banking Department. He has more than 18 years of experience and has worked at several banks and financial institutions.

Mr. Gul Abbas Khan has holds a Bachelor's Degree and Special Diploma in Economics and Sociology.

Head of International Banking Department: Mr. Frank Hamer

Mr. Frank Hamer has joined Doha Bank in 2016 as a Head of International Banking Department. He has more than 23 years of experience and has worked at the banking sector before joining Doha Bank.

Mr. Frank Hamer holds a Master's Degree in Business Administration & Chartered Account Certificate.

Head of Human Resources Group: Sheikh Mohamed Abdulla Mohamed Jabor Al Thani

Sheikh Mohamed Abdulla Al Thani has joined Doha Bank in 2015 as Head of the Human Resources Group. He has more than 24 years of experience and has held several positions in the financial sector and other sectors before joining Doha Bank.

Sheikh Mohamed Abdulla Al Thani holds a Bachelor of Science degree.

Bank Branches, Representative offices and Subsidiaries

Domestically, Doha Bank's network inside Qatar includes a total of 29 branches, 9 e-branches, and 7 pay offices. Globally, the bank has six branches, Dubai and Abu Dhabi branches in UAE, a branch in Kuwait and three branches in India. Furthermore, we have thirteen representative offices located in Singapore, Turkey, Japan, China, UK, South Korea, Germany, Australia, Canada, Hong Kong, South Africa and the Emirate of Sharjah (UAE) & Bangladesh.

The Bank also owns Doha Bank Assurance Company which is fully owned by Doha Bank and has a strategic share of 44.02% of the capital of one of the Indian brokerage companies which was later re-named as Doha Brokerage and Financial Services and positioned to practice brokerage and asset management businesses. The Bank owns also Doha Finance Limited, registered in the Cayman Islands and primarily used for debt issuance on behalf of the Bank.

Ownership of Shares:

The ownership of Doha Bank's shares distributed by nationality as at December 31, 2016 is as follows:

<u>Nationality</u>	<u>No. of Shares</u>	<u>Percentage</u>
Qatar	224,067,173	86.72%
GCC	8,905,705	3.45%
Arab countries	2,497,997	0.97%
Asia	4,603,487	1.78%
Europe	7,393,037	2.86%
Africa	91,925	0.04%
USA	9,042,829	3.50%
<u>Other</u>	<u>1,770,099</u>	<u>0.68%</u>
Total	258,372,252	100%

The number of shareholders reached 3246 as at 31/12/2016. The Government of Qatar, represented by Qatar Holding, owns 16.68% of the shares. No shareholders possess more than 2% of the Bank's shares as per the Bank's Articles of Association.

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE
ARTICLE 3 <i>Company's Obligation to comply with Corporate Governance Principles</i>	3.1: The Board shall ensure that the Company complies with the principles set out in this Code.	✓				
	3.2: The Board shall also review and update its approved corporate governance practices, and regularly review the same.	✓				
	3.3 The Board shall regularly review and update professional conduct rules setting forth the company's corporate values and other internal policies and procedures all of which shall be binding upon the Members of the Board of Directors and the company's staff as well as the company's advisors (These professional conduct rules may include but are not limited to the Board Charter, audit committee's charter, company regulations, related party transactions policy and insider trading rules). The Board should review these professional conduct principles regularly so as to ensure they reflect best practices and they meet the needs of the Company.	✓				The Bank was keen on enhancing the corporate governance framework by applying the corporate governance policies and procedures manuals and adopting best practices, in accordance with QFMA and QCB disclosure requirements.
ARTICLE 4 <i>Board Charter</i>	4.1: The Board shall make sure that the Company adopts a Charter for the Board of Directors detailing the Board's functions and responsibilities as well as the Board Members duties which shall be fulfilled by all Board Members. The said Board Charter shall be drafted to comply with the provisions of this Code, and shall be based on the Board Charter annexed to this Code and as may be amended from time to time by the Authority. The said Board Charter shall be published in the company's website and made available to the public.	✓				The roles and responsibilities of the Board are defined in the Board Charter. The Board Charter has been published to the public through the Doha Bank website and is available to shareholders before the Shareholder's meeting.
	5.1: The Company shall be managed by an effective Board of Directors which shall be collectively responsible for the proper management of the Company.	✓				The Board of Directors is responsible for the stewardship of the Bank, and to provide effective leadership and supervision of Doha Bank's business, whilst growing value in a profitable and sustainable manner.
	5.2: In addition to the Board functions and responsibilities as set out in the Board Charter, the Board shall be responsible for:	✓				The CEO's roles and responsibilities are compliant with the requirements of the Code of QFMA in Qatar, and cover the following areas: <ul style="list-style-type: none"> • Strategy • Governance • Compliance • Risk Management • Authorities and Delegations • Internal and External Audit • Board Committees • Board Code of Conduct • Board Composition • Board Meetings • Board Membership Requirements.
ARTICLE 5 <i>Board Mission and Responsibilities</i>	5.2.1: Approving the company's strategic objectives, appointing and replacing management, setting forth management compensation, reviewing management performance and ensuring succession planning concerning the company's management.	✓				Each Board Member's duties have been updated and defined in Job Descriptions prepared for this purpose. Moreover, each Board Member is also required to provide sufficient time to perform his duties. Currently, time commitments are not contractually set but are understood by all Directors.
	5.2.2: Ensuring the company's compliance with related laws and regulations as well as the company's articles of association and by-laws. The Board is also responsible for protecting the Company from illegal, abusive or inappropriate actions and practices.	✓				The following are the general roles and responsibilities of the Board of Directors as stated in the approved Corporate Governance Policies' Manual: <ul style="list-style-type: none"> • Delegate the authority to the Managing Director to oversee the CEO of Doha Bank to implement Board directives and resolutions. The Board shall define the jurisdiction and duties of both the Managing Director and the CEO, their responsibilities and the mechanism of their reporting to the Chairman and the Board. • Approve Doha Bank's organization structure, authorities delegated to the Board Committees and Executive Management, financial commitments in excess of delegated authorities to the Board Committees and Executive Management, the remuneration and bonus policy of the CEO and staff recommended by the relevant Board Committee; the strategic initiatives including new business initiatives and key investments and divestitures, and periodically approve the Bank's policies and procedures' manuals. The Board shall also approve the annual Doha Bank budget, the Board Committees' recommendations, and the appointment of the CEO and senior staff of the Bank including the compliance and reporting officers and the head of Internal Audit. • Approve the Bank's strategy and work on developing the strategic plan and business objectives on a periodic basis and whenever necessary. • Create Board committees and set their authorities and duties, and annually evaluate the work of the Board Committees, including the Audit, Compliance and Risk Committee, Executive Committee, Nomination and Governance Committee, Policy, Development and Remuneration Committee, etc. • Call the Ordinary and Extraordinary General Assembly for convention, and approve the agenda of both meetings, and submit recommendations to the General Assembly to approve the proposed cash dividends, the remuneration of the Chairman and the Board members, the appointment of the External Auditor, the capital increase, the amendment of the Bank's Articles of Association, and other issues as stated in the Commercial Companies' Law. • Monitor the financial performance of the Bank and its subsidiaries, and meet with the External Auditor to learn about any existing substantial problems and work on resolving them. • Discuss with the Audit, Compliance and Risk Committee matters related to internal audit, AMUCIF issues, QCB reports, external audit, and financial statements. • Ensure that Doha Bank maintains adequate levels of capital and reserves, according to sound commercial principles and banking regulations.
	5.3: The Board may delegate some of its functions and constitute special committees, for the purpose of undertaking specific operations on its behalf. In this case written and clear instructions shall be given concerning the delegated function or authority with the requirement to obtain the Board's prior approval on specific matters. In any event, and even where the Board delegates one of its functions or authorities, the Board remains liable for all of its functions or authorities so delegated.	✓				

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE
ARTICLE 5 <i>Board Mission and Responsibilities (Continued)</i>					<ul style="list-style-type: none"> Make enquiries about potential problems that come to the Board's attention and follow up on its enquiries and implement any necessary remedial action as appropriate. Supervise and ensure the implementation of the Bank's internal control systems, through the Audit, Compliance and Risk Committee, and monitor operations and assess Doha Bank's performance and management of risks, and ensure that necessary and adequate financial and human resources are in place to achieve Doha Bank's goals and objectives. Oversee the overall corporate governance of Doha Bank. Review and approve governance policies (including policies on conflict of interest and insider trading), principles recommended by the Executive Management and external consultants, and the Code of Ethics. Review the Bank's policies, directly or through a delegated committee, periodically to ensure that they are adequate, suitable and in line with the internal business changes and the external macro-economic factors. Delegate the authority to the CEO of Doha Bank to implement Board directives and resolutions. The Board shall define the jurisdiction and duties delegated to the CEO who should report to the Chairman and the Board. Ensure that Doha Bank is in compliance with its Articles of Association and applicable international and local laws and regulations including QCB regulations. Receive and review information and reports from the Bank's management and other relevant parties. Provide shareholders with timely information to be able to take decisions in the general assembly. Ensure the fair treatment of all shareholders within the same class in accordance with the law. Ensure that a transparent process of stakeholder relations is in place including procedures for disclosures and communication, and assume responsibilities towards shareholders and other stakeholders and related parties within Doha Bank and the community at large. Assist management in addressing related entities' issues brought forward by respective Board representatives. Appoint independent advisors to assist the Board in their activities. The Board should receive adequate funding from Doha Bank for independent advisors and the related administrative expenses. 	
					<p>Financial Statements</p> <p>The financial statements are prepared by the Executive Management. The Board shall review and assess Doha Bank's Financial Statements and other releases prior to announcement to shareholders. The balance sheet and income statement shall be signed by the Chairman or the Managing Director and CEO.</p> <p>Review of the Board and Board Committees' Performance</p> <p>The Board undertakes ongoing self-assessment (through the Nomination and Governance Committee) and an annual review of the Board as a whole, the Board Committees and individual Board members.</p> <p>Main Transactions that Require Board Approval:</p> <p>Board authorities include approval of the following transactions:</p> <ul style="list-style-type: none"> Credit facilities with values above the authorized limits set for the Board Executive Committee. Credit limits for countries and correspondent banks. Investments with values above the authorized limits set for the Board Executive Committee. Annual budget of the bank. Expenses above the authorized limits set for the Board Executive Committee. Credit facilities granted to the Board members and their families. 	
ARTICLE 6 <i>Board Members' Fiduciary Duties</i>	6-1: The board of directors represents all shareholders and owes the Company the fiduciary duties of care and compliance with the institutional authority set out in related laws and regulations including this Code and the Board Charter.	✓				
	6-2: Board Members must at all times act on an informed basis, in good faith, with due diligence and care, and in the best interests of the Company and all shareholders.	✓				
	6-3: Board Members shall act effectively to fulfill their responsibilities towards the Company.	✓				
ARTICLE 7 <i>Separation of Positions of Chairman and CEO</i>	7-1: The same person may not hold or exercise the positions of Chairman and Chief Executive Officer at the same time or any other executive position in the company.	✓				
	7-2: In all circumstances, no one person in the Company should have unfettered powers to take decisions.	✓				

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE	
ARTICLE 8 <i>Duties of the Chairman of the Board</i>	8-1: The Chairman is responsible for ensuring the proper functioning of the Board, in an appropriate and effective manner including timely receipt by the Board Members of complete and accurate information.	✓					
	8-2: The Chairman may not be a member of any of the Board committees prescribed in this Code.	✓					
	8-3: The duties and responsibilities of the Chairman of the Board of Directors shall, in addition to the provisions of the Board Charter, include but not be limited to the following: 8-3-1: to ensure that the Board discusses all the main issues in an efficient and timely manner; 8-3-2: to approve the agenda of every meeting of the Board of Directors taking into consideration any matter proposed by any other Board Member; this may be delegated by the Chairman to a Board Member but the Chairman remains responsible for the proper discharge of this duty by the said Board Member; 8-3-3: To encourage all Board Members to fully and effectively participate in dealing with the affairs of the Board of Directors for ensuring that the Board of Directors is working in the best interest of the Company; 8-3-4: To ensure effective communication with Shareholders and communication of their opinions to the Board of Directors; 8-3-5: To allow effective participation of the Non-Executive Board Members in particular and to promote constructive relations between Executive and Non- Executive Board Members; 8-3-6: To ensure the conducting of an annual evaluation to the Board's performance.	✓			The role of the Chairman is to lead Doha Bank in achieving its strategic goals and to provide its shareholders with sustainable gains. The Chairman also leads the Board and oversees all aspects of its role and in setting its agenda. He may delegate specific duties to Board Members, Board Committees, Managing Director and CEO as appropriate. Additionally, he discusses with board members recommendations, improvements, strategic initiatives, annual budgets, new investment opportunities available and ensures that the board has performed its assigned duties. He also discusses general bank issues periodically with the members, ensures that there is a mechanism for evaluating board members, and communicates with shareholders. The Chairman also coordinates regularly with the CEO to retain the necessary financial and human resources to achieve the Bank's goal, whilst monitoring performance periodically through the CEO.		
	9-1: The Board composition shall be determined in the company's by-laws. The Board shall include executive, non-executive and independent Board Members so as to ensure that the Board decisions are not dominated by one individual or a small group of individuals.	✓				The Board currently consists of seven members: • Chairman; • Vice Chairman; • Managing Director; • 4 Non-Executive directors including one independent director who meets QFMA requirements	
	9-2: At least one third of the Board Members shall be Independent Board Members and a majority of the Board Members shall be Non-Executive Board Members.	✓		✓		Duties of the Vice Chairman The holder of this position shall assume the role of the Chairman in his absence. He works closely with the Chairman in developing and overseeing the execution of the Bank's strategies. Additionally, he shall undertake other responsibilities as delegated by the Chairman. Duties of the Managing Director • Supervise the implementation of the Board resolutions in accordance with Doha Bank's strategy and objectives. • Oversee that the Board receives timely, accurate and complete information to enable sound decision-making, effective monitoring and advising. • Sign/ countersign (endorse) correspondence, reports, contracts or other documents on behalf of Doha Bank. • Supervise the implementation of strategic initiatives and investments within the level of authority delegated by the Board. • Approve investments, credit facilities and expenditures within the level of authority delegated by the Board. • Oversee the implementation of key initiatives within Doha Bank in coordination with the CEO and Executive Management. • Provide the Board and the Board Committees with the required reports and disclosures in a timely manner for review and approval. • Update the Board with periodic reports on Doha Bank's performance and activities. • Participate in various board-level committees. • Any additional responsibility entrusted to him by the Board/ the Chairman of the Board.	Currently there is one independent director, this is due to the amendment of the new governance code issued by QCB concerning banks during the current session of BOD and it is stipulated that the independent director shouldn't own more than %0.25 of the bank's shares.
	9-3: Board Members shall have adequate expertise and knowledge to effectively perform their functions in the best interest of the Company and they shall give sufficient time and attention to their role with integrity and transparency to achieve the company's interest and goals.	✓				Independent Board Member The current composition of the Board includes one independent Board member who meets QFMA's requirements but doesn't meet QCB's requirements. This is due to the amendment of the new governance code issued by QCB. The independent member shouldn't own more than 0.25% of BOD and it is stipulated that the independent member shouldn't own more than 0.25% of the bank's shares. Knowing that the ownership percentage of this member at the time of nomination for the board is not more than the number of shares required to ensure his membership in the bank's board.	
	9-4: The candidate for the position of independent board member shall not be holding a share in the company's capital that exceeds the number of shares required to secure his membership in the company's board.	✓					

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ARTICLE 10 <i>Non-Executive Board Members</i>	10-1: Duties of the Non-Executive Board Members include but are not limited to the following:	✓			<p>Duties of the Non-Executive/ Independent Board Member</p> <ul style="list-style-type: none"> Work actively on providing information required for the Board to undertake its activities as stipulated in the Board of Directors' Terms of Reference. Assist in Doha Bank's strategic planning and business planning processes and constructively challenge and develop strategic proposals. Review Doha Bank's performance periodically and scrutinize the performance of management in achieving agreed goals and objectives. Review the integrity of financial information and monitor that financial controls and systems of risk management are robust and defensible. Spearhead the development of Doha Bank's Corporate Governance policies and monitor compliance to the same. Assist the Board to properly attend to the External Auditor's report. Oversee that Bank and Shareholder interests are maintained, especially in conflict of interest situations between executive members and other members. Be available to shareholders if they have concerns which have not or cannot be resolved through contact with the Chairman, MD and the CEO or if such contact is not appropriate. Act as a supplier to the Board for the communication of Shareholder concerns when other channels of communication are inappropriate. Any additional responsibility entrusted by the Board/ Board Chairman. Be collectively responsible for the Board decisions and actions. Participate in various Committees including the Audit, Compliance and Risk Committee, Policies, Development and Remuneration and Nomination and Governance Committee. 		
	10-1-1: participation in the meetings of the Board of Directors and providing independent opinion on strategic matters, policy, performance, accountability, resources, key appointments and operation standards;	✓					
	10-1-2: ensuring that priority shall be given to the company's and Shareholders' interests in case of conflict of interests;	✓					
	10-1-3: participation in the company's Audit Committee;	✓					
	10-1-4: monitoring the company's performance in realizing its agreed objectives and goals and reviewing its performance reports including the company's annual, half yearly and quarterly reports; and	✓					
	10-1-5: Supervising the development of the procedural rules for the company's corporate governance for ensuring their implementation in a consistent manner; and	✓					
	10-1-6: Availing the Board of Directors and its different Committees of their skills, experiences, diversified specialties and qualifications through regular presence in the Board meetings and effective participation in the General Assemblies and the acquisition of a balanced understanding of Shareholders' opinions.	✓					
	10-2: A majority of the Non-Executive Board Members may request the opinion of an independent consultant, in relation to any of the company's affairs, at the company's expense.	✓					
ARTICLE 11 <i>Board Meetings</i>	11-1: The Board of Directors shall hold meetings regularly, so as to ensure that the Board is effectively performing its duties. The Board shall meet at least six times during a year and once every two months.	✓			The Board meets based on the invitation of the Chairman or two members of the Board. Each Board meeting has an agenda which is submitted to all members prior to the meeting giving enough time for preparation purposes. As per the Board Charter, the Board meets a minimum of 6 times a year. The Board met a total of six times in 2016, last meeting was held on 16/11/2016.		
	11-2: The Board shall meet when convened by its Chairman or upon the written request of two Board Members. The invitation for the Board meeting and agenda shall be communicated to each Board Member at least one week before the date of the meeting, noting that any Board Member may add any item to the agenda.	✓					
ARTICLE 12 <i>Board Secretary</i>	12-1: The Board shall appoint a Board Secretary whose functions shall include recording the minutes and resolutions of the Board meetings in a special serially numbered log in addition to the board members' presence and reservations, and safeguarding records, books and reports submitted by or to the Board. The Board Secretary shall be responsible for the management, change, storage, security, timely access to and distribution of the meeting work papers, minutes, information and the agenda and coordination among the Board Members as well as between the Board and the other stakeholders in the company including shareholders, management, and employees.	✓					
	12-2: The Board Secretary shall ensure that Board Members have full and timely access to the minutes of all Board meetings, information, documents, and records pertaining to the Company.	✓					
	12-3: All Board Members shall have access to the services and advice of the Board Secretary.	✓					Legal Advisor and Secretary to the Board is performing the duties of Board secretary and maintains all Board documentation and manages the overall processes related to board meetings. The Board Secretary reports directly to the Chairman, however, all members may use the secretary's services.
	12-4: The Board Secretary may only be appointed or removed by a Board resolution.	✓					
	12-5: The Board Secretary should preferably be a member of a recognized body of professional accountants, or a member of a recognized or chartered body of corporate secretaries, or a lawyer or a graduate from a recognized university or institution and should have at least three years experience of handling the affairs of a public company listed in the market.	✓					

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON-COMPLIANCE	
ARTICLE (13) <i>Conflict of Interest and Insider Trading</i>	13-1: The Company shall adopt and make public general rules and procedures governing the Company's entering into any commercial transaction with a Related Party (the Company's "Related Party Policy"). In any event, it shall not be permitted to enter into any commercial transaction with any Related Party unless in strict compliance with the aforementioned Related Party Policy. The said policy shall include principles of transparency, fairness and disclosure in addition to the requirement that a related party transaction be approved by the General Assembly of the company.	✓			Doha Bank has set in place several controls to prevent conflict of interest situations from occurring. Specifically, the Bank has adopted a related party policy which will be published and made available in the near future. Related party transactions are reviewed by the Board/ Management based on materiality. As per Commercial Companies Law, if a Board Member has a conflict, he does not participate in the Board Meeting or participate in resolutions passed by circulation. It is also worth noting that the Bank has adopted a conflict of interest policy which must be complied with by all employees of the Bank. Currently, monitoring and controls on insider trading are done by Qatar Exchange directly. A policy on insider trading has been adopted by the bank.		
	13-2: Whenever an issue involving conflict of interests or any commercial transaction between the Company and any of its Board Members or any Party related to said Board Member, is discussed in a Board meeting, the said issue shall be discussed in the absence of the concerned Board Member who may not in any event participate in the voting on the matter. In any event, such transaction shall be made at market prices and on arm's length basis and shall not involve terms that are contrary to the interests of the Company.	✓				Related Party Transactions In general, any staff or board member shall be considered as a related party upon carrying out commercial operations for Doha Bank with one of the family members or any business running by one of the family members.	
	13-3: In any event these transactions shall be disclosed in the company's annual report and specifically referred to in the general assembly following such commercial transactions.	✓				Approval of Related Party Transactions The staff or board member shall disclose the related party transactions and shall obtain a written approval from the bank's Executive Committee. Regarding the board members, the related parties shall be disclosed and discussed during the board meeting in the absence of the Chairman and shall be submitted during the General Assembly Meeting following the date of transaction.	
	13-4: Trading by the Board Members in the company's shares and other securities shall be disclosed and the company shall adopt clear rules and procedures governing trading by the board member and employees in the company's securities.	✓				Disclosure of Related Party Transactions The bank's policy prohibits the Chairman, board members and executive managers from carrying out any selling or buying transactions for the bank's shares during the period set by Qatar Exchange and even publishing financial statements to the public, knowing that no related party has concluded any transactions in the prohibition periods during the year.	
	14-1: Board Members shall have full and immediate access to information, documents, and records pertaining to the Company in a way that enable them to perform their duties, and shall be fully aware in respect to the Company's Executive Management shall provide the board and its committees with all requested documents and information.	✓				ROD's Tasks & Other Duties: Consultancy: The Board may consult at the Bank's expense any independent expert or consultant. It is permitted for the Board Members to obtain professional advice at the cost of the Bank with the approval of the Board. Access to documentation: As defined in the Board Charter, Board Members 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 pertaining to Board decisions. Nominations: The Bank has established a system for the nomination/appointment of Board Members. As per the Nomination and Governance Committee's roles and responsibilities, the committee should consider terms, qualifications and experience required for a nominee to take an active role as a Board Member. Hence, the committee will determine the standards necessary to elect any new Board Member. Training Programs: The Bank has put in place Corporate Governance Policies which include principles for guiding and training new Board Members. The Bank has enrolled Board Members in a training course on Corporate Governance.	
14-2: The Board Members shall ensure that the Nomination, Remuneration and the Audit Committee members, the Internal Audit and representatives of the External Auditors attend the General Assembly.	✓				Governance: The Board will be continuously updated on governance practices through the Management and the Board Nomination and Governance Committee. Dismissal: Members who do not attend Board meetings on a regular basis without an acceptable excuse may be removed in accordance with Doha Bank's Articles of Association. Self-Assessment: Templates and tools have been approved to perform an annual self-assessment by the Board. Remuneration: The Board estimates the Executive Management's remunerations based on the Bank's overall performance and the extent to which the goals stated in the Bank's strategy are achieved. Passing of Board Resolutions by Circulation: From time to time Board Resolutions may be passed by circulation with the approval of the Board Members. The Board will ensure that the Board Members are fully aware of the Board's encirclement in the following meeting. With regard to such resolutions passed by circulation, the Bank's Articles of Association are under amendment to be in line with the new Commercial Companies Law.		
14-3: The Board shall put in place an induction program for newly appointed Board Members in order to ensure that, upon their election, Board Members are made fully aware of their responsibilities, and have proper understanding of the manner in which the Company operates.	✓						
14-4: 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 Company's operations and functioning. In this respect, the Board shall adopt an appropriate formal training to enhance Board Members' skills and knowledge.	✓						
14-5: The Board of Directors shall at all times keep its Members updated about the latest developments in the area of corporate governance and best practices relating thereto. The Board may delegate the same to the audit committee or the governance committee or any other body as it deems appropriate.	✓						
14-6: The Company's articles of association shall include clear procedures for removing Board Members in the event of failing to attend Board meetings.	✓						

ARTICLE (14)
Other Board Practices and Duties

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON-COMPLIANCE
ARTICLE (15) Board's Committees	<p>The Board of Directors shall assess the advantages of establishing affiliated specialized committees to supervise the conduct of the important functions, and when a decision is taken concerning the committees that will be selected, the Board of Directors shall take into consideration the committees mentioned in this Code.</p>	✓			<p>The bank has Board committees as follows:</p> <ul style="list-style-type: none"> • Nomination and Governance Committee • Policies, Development and Remuneration committee • Audit, Compliance and Risk Committee • Executive Committee <p>Executive Committee</p> <p>Memberships:</p> <p>Sheikh Fahad Bin Mohammad Bin Jabor Al Thani – Chairman of the Board of Directors (Committee Chairman). He attended all the Committee meetings.</p> <p>Mr. Ahmed Abdul Rehman Yousef Obeidan – Vice Chairman. He attended all meetings.</p> <p>Sheikh Abdul Rahman Bin Mohammad Bin Jabor Al Thani – Managing Director. He attended all Committee meetings.</p> <p>Sheikh Fahah Bin Jassim Bin Jabor Al Thani – Non-Executive Board Member. He attended all the Committee meetings.</p> <p>Meetings: The required number of meetings as per the Code is at least four times a year, or whenever requested by the Committee Chairman. Two meetings were held during the year.</p> <p>Roles and Responsibilities:</p> <ul style="list-style-type: none"> • Review changes relating to Doha Bank's capital structure and significant changes in management and control structure of Doha Bank, recommend to the Board for approval. • Facilitate the effective supervision and overall control of the business of the Bank by receiving and reviewing overall customer credit, inter-group and investment exposures. • Approve credit facilities above the authorized limit set for management up to the Executive Committee limit delegated by the Board of Directors. • Review credit proposals above the Executive Committee limit and provide recommendations on reviewed proposals to the Board of Directors. • Recommendations on reviewed proposals to the Board of Directors. • Review on a quarterly basis the status of pending litigation matters. • Approve purchase and expenditure for amounts within the limit delegated to the Committee by the Board of Directors. • Approve donations for charity activities and corporate social responsibility expenditures on a case-by-case basis in line with the delegated limits to the Committee as approved by the Board of Directors and the corporate social responsibility strategy. • Review and approve strategic and commercial investments within the Committee's delegation. • Oversee the performance of strategic investments by periodically receiving reports from management and reporting to the Board. 	
16-1:	Nominations and appointments of Board Members shall be made according to formal, rigorous and transparent procedures.	✓			<p>The Bank has a Board Nomination and Governance Committee as follows:</p> <p>Memberships:</p> <p>Mr. Hamad Mohammed Hamad Abdullah Al Mana – Non-Executive Board Member (Members)</p> <p>Sheikh Abdul Rahman Bin Mohammad Bin Jabor Al Thani – Managing Director (Chairman). He attended the Committee's meeting.</p> <p>Sheikh Abdulla Mohammad Bin Jabor Al Thani – Non-Executive Board Member. He attended the Committee's meeting.</p> <p>Mr. Hamad Mohammed Hamad Abdullah Al Mana – Non-Executive Board Member. He attended the Committee's meeting.</p> <p>Meetings: One meeting was held as per the Governance Code requirements.</p> <p>Roles and Responsibilities: The Committee reviews the nominations for the Board of Directors' membership and monitors the adherence to corporate governance principles at Doha Bank. It also identifies and nominates new members for the Board who have the ability to make sound decisions on behalf of the bank and shareholders. The Committee takes into account the availability of a sufficient number of potential candidates who can perform their duties as Board members. It also assesses their skills, knowledge and experience as well as their professional, technical, academic qualifications and personality and should be based on the Fit and Proper Guidelines for the membership of the Board based on criteria including integrity, insight, acquired experience and the ability to devote sufficient time to manage the Bank's affairs.</p>	The bank was unable to fulfil the requirement of having independent members in the committee as currently chaired by an Executive Member and two non-executive and non-independent members. Doha Bank will consider changing the composition of the committee to the requirements to the requirements of governance in the future, if possible.
ARTICLE (16) Board Members Appointment - The Nomination Committee	16-2: The Board shall constitute a Nomination Committee chaired by an independent Board Member and comprised of independent Board Members which shall recommend Board Members' appointments and re-nomination for election by the General Assembly (for the avoidance of doubt, nomination by the Committee does not deprive any shareholder of his right to nominate or to be nominated).	✓	✓		<p>16-3: Nominations shall take into account inter alia the candidates' sufficient availability to perform their duties as Board Members, in addition to their skills, knowledge and experience as well as professional, technical, academic qualifications and personality and should be based on the Fit and Proper Guidelines for Nomination of Board Members' annexed to the Code as amended by the Authority from time to time.</p> <p>16-4: Upon its establishment, the Nomination Committee shall adopt and publish its terms of reference explaining its authority and role.</p> <p>16-5: The Nomination Committee's role shall also include conducting an annual self-assessment of the Board's performance.</p> <p>16-6: Banks and other companies shall comply with any conditions or requirements relating to the nomination, election or appointment of Board Members issued by Qatar or any other authority.</p>	

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE
	17-1: The Board of Directors shall establish a Remuneration Committee comprised of at least three Non-Executive Board Members the majority of whom must be Independent.		✓			The Bank was unable to fulfill the requirement of having non-executive members and the majority of the independent members as the committee is currently chaired by an executive member. The committee comprises of an independent member and non-executive member. Going forward, Doha Bank will consider changing the composition of this committee to take social factors into consideration.
	17-2: Upon its constitution, the Remuneration Committee shall adopt and make available its terms of reference explaining its role and main responsibilities.	✓			<p>The Bank has a Board Policies, Development and Remuneration Committee as follows:</p> <p>Membership: Sheikh Abdul Rahman Bin Mohammad Bin Jabor Al Thani – Managing Director (Chairman). He attended all the Committee meetings.</p> <p>Sheikh Fahah Bin Jasim Bin Jabor Al Thani – Non-Executive Board Member. He attended all the Committee meetings.</p> <p>Mr. Ahmed Abdullah Al Khal – Non-Executive and Independent Board Member (as per QRVA's requirements). He attended all the Committee meetings.</p> <p>Meetings: Two meetings were held as per the Governance Code requirements.</p> <p>Roles and Responsibilities: The Committee approves the Bank's policies and strategies, and assesses the remuneration framework for the Executive Management and the Board. The Committee is also responsible for drawing up the general policy of bonuses and benefits of the Board of Directors, CEO and Senior Executives based on the achievement of the Bank's long-term strategic goals. The Committee also reviews the pay scale and other employment benefits of the Bank's employees and makes recommendations to the Board of Directors for approval. The allowances and benefits of the Chairman, Board Members and Board Committees are presented to the shareholders at the General Assembly Meeting at the end of each financial year for approval.</p> <p>Board Remuneration</p> <p>At the end of each year prior to the General Assembly meeting, the proposed remuneration for Board members and the Chairman is made available to the shareholders for discussion and approval. Additionally, other benefits provided to Board members are reviewed by the Qatar Central Bank and the External Auditors, and subsequently sent to Qatar Central Bank and thereafter presented to the shareholders for approval.</p> <p>Senior Management Remuneration</p> <p>The Bank has a policy which regulates the process for assessing the performance of Senior Management based on the achievement of the bank's strategic goals. Based on the performance assessment and the Bank's results, the additional benefits and bonuses are set. With regard to salaries, the Bank has hired one of the consulting firms to prepare a study and proposal for the salaries and financial benefits of the staff, which is approved by the Board in its third meeting of 2016.</p>	
ARTICLE 17 <i>Board Members' Remuneration - Remuneration Committee</i>	17-3: The Remuneration Committee's main role shall include setting the remuneration policy of the Company including remuneration of the Chairman and all Board Members as well as Senior Executive Management.	✓				
	17-4: The Remuneration Policy shall be disclosed to the board members in the company's annual report.	✓				
	17-5: Remuneration committee shall take into account the responsibilities and scope of the functions of the Board Members and members of Senior Executive Management as well as the performance of the Company. Compensation may include fixed and performance-related components, noting that such performance related components should be based on the long-term performance of the Company.	✓				

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE	
ARTICLE 18 Audit Committee	18-1: The Board of Directors shall establish an Audit Committee that shall be comprised of at least three members the majority of whom should be independent. The Audit Committee must include at least one member with financial expertise. The Audit Committee shall be composed of members who are not independent Board Members provided that the Chairman of the Committee is Independent.	✓					
	18-2: In any event, any person who is or has been employed by the Company's external auditors within the last 2 years may not be a member of the Audit Committee.	✓					
	18-3: The Audit Committee may consult at the Company's expense any independent expert or consultant.	✓					
	18-4: The Audit Committee shall meet as needed and regularly at least once every three months and shall keep minutes of its meetings.	✓					
	18-5: In the event of any disagreement between the Audit Committee's recommendations and the Board's decision including where the Board refuses to follow the Committee's recommendations concerning the external auditor, the Board shall include in the Company's Governance Report, a statement detailing such recommendations and the reasons behind the Board of Directors' decision not to follow the recommendations.	✓					
	18-6: Upon its establishment, the Audit Committee shall adopt and make public its terms of reference explaining its main role and responsibilities in the form of an Audit Committee Charter including in particular the following:	✓					
	a) to adopt a policy for appointing the External Auditors, and to report to the Board of Directors any matters that, in the Committee's opinion, necessitate attention and to provide recommendations on the necessary procedures or required action.	✓					
	b) to oversee and follow up the independence and objectivity of the external auditor and to discuss with the external auditor the quality of the audit in accordance with International Standards on Auditing and International Financial Reporting Standards.	✓					
	c) to oversee the accuracy and validity of the financial statements and the yearly, half-yearly and quarterly reports, and to review such statements and reports, in this regard particularly focus on:	✓					
	1. Any changes to the accounting policies and practices.	✓					
	2. Matters subject to the discretion of Senior Executive Management	✓					
	3. The major amendments resulting from the audit.	✓					
	4. Continuation of the Company as a viable going concern.	✓					
	5. Compliance with the accounting standards designated by the Authority.	✓					
	6. Compliance with the applicable listing Rules in the Market.	✓					
	7. Compliance with disclosure rules and any other requirements relating to the preparation of financial reports.	✓					
	d) to coordinate with the Board of Directors, Senior Executive Management and the Company's chief financial officer or the person undertaking the latter's tasks, and to meet with the external auditors at least once a year.	✓					
	e) to consider any significant and unusual matters contained or to be contained in such financial reports and accounts. And to give due consideration to any issues raised by the Company's chief financial officer or the person undertaking the latter's tasks, or the Company's compliance officer or external auditors.	✓					
f) to review the financial and Internal Control and risk management systems.	✓						
g) to discuss the Internal Control systems with the management to ensure management's performance of its duties towards the development of efficient Internal Control systems.	✓						
h) to consider the findings of principal investigations in Internal Control matters requested by the Board of Directors or carried out by the Committee on its own initiative with the Board's approval.	✓						
i) to ensure coordination between the Internal Auditors and the External Auditor, the availability of necessary resources, and the effectiveness of the Internal Controls.	✓						
j) to review the Company's financial and accounting policies and procedures	✓						
k) to review the letter of appointment of the External Auditor, his business plan and any significant clarifications he requests from senior management as regards the accounting records, the financial accounts or control systems as well as the Senior Executive Management's reply.	✓						
l) to ensure the timely reply by the Board of Directors to the queries and matters contained in the External Auditors' letters or reports.	✓						
m) to develop rules, through which employees of the Company can confidentially report any concerns about matters in the financial reports or Internal Controls or any other matters that raise suspicions. And to ensure that proper arrangements are in place to ensure the confidentiality and protection from reprisal. Such rules should be submitted to the Board of Directors for adoption.	✓						
n) to oversee the Company's adherence to professional conduct rules.	✓						
o) to ensure that the rules of procedure related to the powers assigned to the Board of Directors are properly applied.	✓						
p) to submit a report to the Board of Directors on the matters contained in this Article.	✓						
q) to consider other issues as determined by the Board of Directors.	✓						

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE
ARTICLE (19) <i>Internal Controls and the Internal Auditor</i>	19-1: The Company shall adopt Internal Control Systems, approved by the Board, to evaluate the methods and procedures for risk management, implementation of the Company's corporate governance code and compliance with related laws and regulations. And the Internal Control Systems shall set clear lines of responsibility and accountability throughout the Company's departments.	✓			The general objective of the internal controls procedures of Doha Bank is to safeguard assets and capital and to ensure the reliability of Doha Bank's and its subsidiaries' financial recordkeeping. Doha Bank has adopted a process of internal controls that allow Management to detect errors in procedures or financial recordkeeping. Doha Bank's internal control framework includes the establishment of strong finance, risk management, compliance and internal audit departments which support in establishing a strong internal control framework.	
	19-2: Internal Control Systems shall include effective and independent risk assessment and management functions, as well as financial and operational internal audit functions in addition to the external audit. The Internal Control Systems shall also ensure that all related-party transactions are handled in accordance with the requirements related thereto.	✓			The Internal Control Framework is overseen by the Audit, Compliance and Risk Committee. The Internal Audit, Compliance and Risk Departments respectively provide periodic reports to the Audit, Compliance and Risk Committee on:	
	19-3: The Company shall have an internal audit function with clearly defined functions and role. In particular, the internal audit function shall:	✓			<ul style="list-style-type: none"> The major risks associated with the banking business related to Strategic, Reputation, Compliance, Legal, Credit, Liquidity, Market, and Operational Risks; Overall compliance of the Bank with rules and regulations; Internal Audit and External Audit recommendations and findings. 	
	(1) audit the Internal Control Systems and oversee their implementation.	✓			The Board of Directors has approved policies related to Internal Audit Department, Compliance Department and Risk Management Department.	
	(2) be carried out by operationally independent, appropriately trained and competent staff; and	✓			Compliance The main responsibility of the Compliance Department at the Bank is to assist the Board and Bank's Executive Management in managing and controlling the Compliance risks efficiently and to protect the Bank from financial losses "if any" due to failure of compliance. Compliance risks include risk of legal/regulatory sanctions, material financial loss, or loss of reputation. Compliance also assists the Board of Directors and Executive Management in improving the internal controls procedures that will mitigate Compliance, AML and Anti-Terrorist Financing (ATF) risks. Moreover, Compliance acts as a liaison between the Bank and the respective regulators and updates management with new laws and regulations.	
	(3) Submit its reports to the Board of Directors either directly or through the Board's Audit Committee, and is responsible to the Board; and	✓			Internal Audit The Bank has an independent Internal Audit Department that reports to the Board of Directors through the Audit, Compliance and Risk Evaluation Committee on a periodic basis. The Internal Audit is carried out by operationally independent, appropriately trained and competent staff. The Internal Audit employees have access to all the Bank's activities, documents and reports that are needed to accomplish their missions. The Internal Audit team does not perform any activities in relation to Bank's daily regular activities and all their bonuses and benefits are directly determined by the Board of Directors.	
	(4) Has access to all Company's activities; and	✓			The Internal Audit Department operates in accordance with an Audit Plan that is approved by the Audit, Compliance and Risk Evaluation Committee. This plan includes a review and evaluation of the internal control systems of the various branches and departments of the Bank.	
	(5) Be independent including being independent from the day-to-day Company functioning. Its independence should be reinforced for example by having the Board determine compensation of its staff.	✓			Risk Management The Bank has consistently and continually monitored risks and processes across the organization to identify, assess, manage and control risks and to provide the Board with information that enables the Board to make informed decisions on the risks assumed by the Bank. The Bank's Executive Management is directly responsible for all the risks assumed by the Bank. They seek to balance the risk profile against sustainable returns to achieve the business goals of the Bank. The Board has engaged qualified professionals and has set policies and procedures, risk limits, organizational framework, committees, authority levels and accountability. Currently, the process of identifying and assessing risk is performed through periodic risk assessments.	
	19-4: The internal audit function shall include at least one internal auditor appointed by the Board of Directors. This internal auditor shall report to the Board.	✓			Implementation of the Risk Management Framework is entrusted to a highly competent team and is controlled and implemented through various senior level management committees chaired by the Chief Executive Officer covering Credit, Investment and Asset & Liability Management.	
	19-5: The internal auditor shall prepare and submit to the Audit Committee and the Board of Directors an "internal audit report" which shall include a review and assessment of the Internal Control system of the Company; the scope of the Internal Audit report shall be agreed between the Board (based on the Audit Committee recommendation) and the internal auditor and shall include particularly the following: - Control and oversight procedures of financial affairs, investments, and risk management	✓			INTERNAL CONTROL ASSESSMENT The Board receives periodic reports on the internal control framework from Senior Management and control functions such as the Audit, Compliance and Risk Management. Such reports and recommendations are reviewed by the Board and the Board's internal control is implemented according to management prerogatives. The Board leaves that the current processes adopted for internal control by the Board and Senior Management are robust for Doha Bank's operations. No major breach of control or internal control failure has taken place which has affected or may affect Bank's financial performance during 2016.	
	- Comparative evaluation of the development of risk factors and the systems in place to respond to drastic or unexpected market changes.	✓				
	- Assessment of the performance of the Board and Senior Management in implementing the Internal Control Systems, including the number of times the Board was notified of control issues (including risk management) and the manner in which such issues were handled by the Board.	✓				
	- Internal Control failure, weaknesses or contingencies that have affected or may affect the Company's financial performance and the procedure followed by the Company in addressing internal control failures (especially such problems as disclosed in the Company's annual reports and financial statements).	✓				
	- The Company's compliance with applicable market listing and disclosure rules and requirements.	✓				
	- The Company's compliance with Internal Control systems in determining and managing risk.	✓				
	- All relevant information describing the Company's risk management operations.	✓				
	19-6: The Internal Audit Report shall be prepared every three months.	✓				

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE	
ARTICLE (20) External Auditor	20-1: An External Auditor who is independent, and qualified, and appointed upon the recommendation of the Audit Committee to the Board and the decision of the Company's General Assembly, shall undertake an annual and semi-annual independent audit. The purpose of the said audit is to provide an objective assurance to the Board and shareholders that the financial statements are prepared in accordance with this Code, related laws and regulations and international financial reporting standards and accurately represent the financial position and performance of the Company in all material respects.	✓				Annually, the external account auditors are appointed by the General Assembly of Shareholders based on a recommendation submitted by the Board of Directors. The Bank takes into account the qualifications, experience and reputation of the auditors to be appointed. The external auditors in terms of the number of times for the appointment of an auditor. The Board of Directors also takes OCB's prior approval for the nomination of an external auditor/ more than one external auditor for the approval of the General Assembly of Shareholders. After choosing an external auditor by the General Assembly of Shareholders, an engagement letter is signed between the two parties. Under this engagement, the external auditor shall be required to comply with the best professional standards and exert the necessary professional due diligence upon conducting any audit assignment, and to inform the regulatory authorities in the event of the failure of the Bank (the Board) to take appropriate actions towards the material issues that have been raised by them. The external auditor also reviews the balance sheet and profit & loss accounts.	
	20-2: The External Auditor shall comply with the highest professional standards and he shall not be contracted by the Company to provide any advice or services other than carrying out the financial audit of the Company. The External Auditor must be completely independent from the Company and its Board Members and shall not have any conflict of interests in his relation to the Company.	✓					
	20-3: The Company's External Auditor must attend the Company's annual ordinary General Assembly where he shall deliver his annual report and answer any queries in this respect.	✓				Ernst & Young review and audit the Bank's accounts since 2012 to date, including the Islamic activities, overseas-branches' accounts, Doha Bank Assurance Company's accounts in addition to investment fund accounts and periodic reports pertaining to QCB requirements. The external audit fee for 2016 was QR 2,450,000.	
	20-4: The External Auditor is accountable to the shareholders, and owes a duty to the Company to exercise due professional care in the conduct of the audit. The External Auditor is also responsible for notifying the Authority and any other regulatory authority should the Board fail to take proper action concerning suspicions raised or identified by the External Auditors.	✓				We have received three quotations from three well-known auditing firms. These quotations were presented to the Ordinary General Assembly of shareholders and Ernst & Young were selected to review the bank's accounts for 2016.	
	20-5: All listed companies shall change its External Auditor every five years at a maximum.	✓					
ARTICLE (21) Disclosure	21-1: The Company must comply with all disclosure requirements including financial reporting as well as disclosing shareholdings of Board Members, senior executives and major or controlling shareholders. The Company must also disclose information about its Board Members including notably a resume of each member describing his/her respective education, profession, other board seats that they may hold (if any). Names of the members of various Committees constituted by the Board as mentioned in Article 5.3, along with the composition of the committee, should also be disclosed.	✓				Doha Bank adheres to all the disclosure requirements issued by Qatar Financial Markets Authority, where the Bank discloses all its financial information and any activities carried out by the Bank in a transparent manner to its shareholders and the public through Qatar Exchange and the local newspapers and the Bank's website. The Bank's Board is keen to ensure that all information is accurate, correct and not misleading. The Corporate Governance Report contains details on the composition of the Board of Directors as well as information about the Board Members and the Board Committees.	
	21-2: The Board shall ensure that all disclosure made by the Company provides accurate and true information which is not non-misleading.	✓				Doha Bank confirms that all financial statements are prepared in accordance with the International Financial Reporting Standards and the relevant QCB regulations, and that the external auditor of the Bank prepares its reports in accordance with the International Standards on Auditing (ISA) after obtaining all the necessary information, evidences and confirmations and following the appropriate audit procedures. The Bank has provided the shareholders with all the interim and annual financial reports.	
	21-3: The Company's financial reports must comply with IFRS/IAS and ISA standards and requirements. In addition to stating whether the external auditor obtained all information needed, the external auditor report shall also state whether the Company conforms to IFRS/IAS and that the audit has been conducted in accordance with IAS.	✓					
	21-4: The Company audited financial reports shall be circulated to all shareholders	✓					
ARTICLE (22) General Rights of Shareholders and Key Ownership Elements	Shareholders have all rights conferred upon them by related laws and regulations including this Code as well as the Company's Articles of Association, and the Board shall ensure that shareholders' rights are respected in a fair and equitable manner.	✓				Communicating with Shareholders: Doha Bank considers its shareholders as key stakeholders. Doha Bank has established a Shareholder Relations function which is responsible for addressing shareholder queries.	
	23-1: The Company shall keep valid and up to date records of share ownership.	✓					
ARTICLE (23) Ownership Records	23-2: Shareholders shall have the right to review and access for free the Company's shareholders' register at the Company's regular office hours or as otherwise determined in the Company's Access to Information Procedures.	✓	✓			Doha Bank can provide general information such as financial statements, articles of association and by-laws of the Bank to its shareholders.	Currently, the shareholder register details are maintained by the Qatar Exchange.
	23-3: The Shareholder shall be entitled to obtain a copy of the following: Board Members' register, Articles of Association and by-laws of the Company, Instruments creating a charge or right on the Company's assets, Related party contracts and any other document as the Authority may decide upon payment of a prescribed fee.	✓					

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE
ARTICLE (24) Access to Information	24-1: The Company shall include in its articles of association and by-laws Procedures of Access to Information to ensure that shareholders rights of access to Company documents and information in a timely manner and on a regular basis, are preserved. The Access to Information Procedures shall be clear and detailed and shall determine:	✓	✓		Doha Bank strives to provide shareholders with sufficient data to analyze Doha Bank performance and to take decisions on Board Member elections and other matters such as dividends (a dividend policy is adopted). Doha Bank ensures that its assembly meetings and the mechanism for voting adopted is in accordance with commercial companies' law.	The bank has internal procedures allowing shareholders to obtain the company's documents and the relevant data.
	1. the Accessible Company Information including the types of information that is made accessible on an on-going basis to individual shareholders or to shareholders representing a minimum percentage of the Company's share capital, and 2. clear and express procedures to access such information	✓			Access to Information Doha Bank has a web site through which all information about the Bank is published, such as the annual and quarterly financial statements and the Board of Directors' Report and the Corporate Governance Report in addition to the Annual Report and any other information relating to the management of the Bank and the Board of Directors and the products, services and branches of the Bank.	
ARTICLE (25) Rights with Regard to Shareholders' Meetings	24-2: The Company shall have a website where all relevant information and public information and disclosures must be posted. This includes all information that is required to be made public by this Code and any related laws and regulations.	✓			The Bank's Articles of Association include provisions that ensure the shareholder's right to attend the General Assembly meetings and vote on the General Assembly's resolutions and have a number of votes equal to the number of his shares. Minors and incompetent shareholders shall be represented by their legal proxies at the meeting. Each shareholder has the right to discuss the topics listed in the agenda of General Assembly and raise questions to the board members. Voting at the General Assembly shall take place by raising hands or as decided by the General Assembly. Voting must be by secret ballot if the decision relates to the election of the Board members, or their dismissal or initiating legal procedures against them, or if the Chairman of the Board of Directors or a number of shareholders comprising at least one tenth of the voters present at the meeting so request.	
	The Company's articles of association and by-laws shall include provisions ensuring effective shareholders' right to call for a General Assembly and be convened in a timely manner, the right to place items on the agenda, discuss matters listed on the agenda and address questions and receive answers thereupon; and the right to make informed decisions.	✓			Proxy for attending the General Assembly is permissible, but it is stipulated that the proxy must be a shareholder and should be private and confirmed in writing. Moreover, a shareholder may not appoint one of the Board Members to attend the meetings of the General Assembly on his behalf. Under all circumstances, the number of shares which the proxy possesses in this capacity may not exceed 5% of the Bank's share capital except in the case where the proxy represents Qatar Investment Authority.	
ARTICLE (26) Equitable Treatment of Shareholders and Exercise of Voting Rights	26-1: All shares of the same class, shall have the same rights attached to them.	✓			The General Assembly shall meet at the invitation of the Board of Directors at least once a year at the time and place determined by the Board of Directors after the approval of the Commercial Affairs Department at the Ministry of Economy and Commerce. The Assembly should be convened within four months as of the end of the financial year of the Bank. The Board may call the General Assembly for convenion whenever necessary, but it should call for a meeting if such a request has been submitted for serious reasons by the auditor or by a number of shareholders holding not less than 10% of the capital within fifteen days as of the date of the request. The Extraordinary General Assembly may be convened based upon an invitation from the Board of Directors' itself, but the Board should also call for such a meeting if requested to do so by a number of shareholders holding at least 2.5% of the Bank's share capital.	
	26-2: Proxy voting is permitted in compliance with related laws and regulations.	✓			The bank's Articles of Association include that each shareholder of the same class shall have equal right in the Bank assets titles and the profits distributed according to the number of shares he owns.	
ARTICLE (27) Shareholders' Rights Concerning Board Members' Election	27-1: The Company's articles of association and by-laws shall include provisions ensuring that shareholders are given information relating to Board Members' candidates including a description of candidates' professional and technical skills, experience and other qualifications		✓		After notifying the competent regulatory authorities, the Bank shall announce that nominations are open for the membership of the Board of Directors in the local newspapers, and then the Nomination & Corporate Governance Committee, after the closure of the nomination period, shall study the applications received from shareholders. All information on the nominees may be obtained by shareholders by visiting the Bank before the General Assembly. After obtaining approval from the Qatar Central Bank and the Ministry of Economy and Commerce, these names shall be submitted to the Ordinary General Assembly of Shareholders to elect new Board Members from the nominees.	The Bank's Articles of Association gives shareholders the right to elect on the General Assembly members and also on the nominees for Board membership pursuant to Commercial Companies Law No. (11) of 2015 which refers to QFMA's Governance Code with regard to public shareholding companies.
	27-2: Shareholders shall have the right to cast their votes for Board Member's election by Cumulative Voting.		✓			
ARTICLE (28) Shareholders' Rights Concerning Dividend Distribution	The Board of Directors shall submit to the General Assembly a clear policy on dividend distribution. This shall include the background and rationale of such policy in terms of the best interest of the Company and the shareholders.	✓			The Board of Directors shall propose the distribution of dividends to the General Assembly every year according to the Bank's policy for dividend distribution as approved by the Board of Directors under the governance policy and the Bank's Articles of Association. The Articles of Association of the Bank allow the distribution of dividends to the shareholders after deducting 10% of the net profit of the bank to be appropriated for the legal reserve. The General Assembly may suspend this deduction once the reserve reaches 100% of the paid up capital. But if this reserve becomes less than the mentioned percentage, then the deduction should be resumed until the reserve reaches that percentage. The legal reserve may not be distributed until after obtaining the approval of the Qatar Commercial Companies Law and the Board of Directors. The Board of Directors may also propose a proposal to the Board of Directors to create an optional reserve account. This reserve may be used as deemed fit by the General Assembly. A portion of the profits as determined by the General Assembly shall be deducted to meet the obligations imposed on the company by virtue of the Labour Law. The remaining profit amount shall then be distributed to the shareholders or shall be brought forward to the next year, based upon a proposal from the Board of Directors and subject to the approval of the General Assembly.	

ARTICLE NUMBER	CLAUSE NUMBER	COMPLIANCE	NON-COMPLIANCE	NOT APPLICABLE	GOVERNANCE APPLICATION	JUSTIFICATION FOR NON COMPLIANCE				
ARTICLE (29) Capital Structures, Shareholders' Rights, Major Transaction	29-1: Capital Structures should be disclosed and Companies should determine the type of shareholders agreements that should be disclosed.	✓								
	29-2: Companies shall adopt in their articles of association and/or by-laws provisions for the protection of minority shareholders in the event of approval of Major Transactions where the said minority shareholders have voted against such Major Transactions.	✓				Doha Bank is a Qatari shareholding company with a capital of QR 2,583,722,520 divided into 258,372,252 ordinary nominal shares, at a value of QR (10) per share, listed on Qatar Exchange. With the exception of Qatar Holding "The Government of Qatar", which owns 16.68% of the shares, any natural or legal person neither shall possess more than 2% of the bank's shares nor less than 100 shares, with the exception of ownership by way of inheritance. However, Qatar Investment Authority may buy and own up to 20% of the Bank's share capital. The Extraordinary General Assembly may approve the registration of a number of shares, not exceeding 20% of the share capital, in the name of a trusted depository agent in the event of a capital increase through the issuance of global depository receipts. The investment funds shall be considered as a single investment group, regardless of their number, if each is managed by one natural or judicial person, or if the founder in each is a natural or judicial person. In these two cases, the investment group shall not own more than 2% of the capital shares. Foreigners, on the other hand, may invest in the shares of the bank up to 49% of the issued capital. Doha Bank hereby declares that there are no shareholder agreements related to capital structuring and the exercise of shareholder rights.				The Bank's Articles of Association give each shareholder the right to vote on the resolutions of the General Assembly, where each shareholder is entitled to one vote per share. The Bank's Articles of Association do not include any provisions that minority shareholders can exercise in ensuring the launch or sale offer to the public or ensuring exercising the rights of equality in selling shares in case there is a change in the ownership of the bank's capital related to a specific percentage.
	29-3: Companies shall adopt in their articles of association and/or by-laws, a mechanism ensuring the trigger of a public offer or the exercise of Tag Along Rights in the case of a change in ownership exceeding a specific percentage (threshold). It shall take into consideration upon its determination the threshold of the shares owned by third party but controlled by the disclosed shareholder including the shares related to shareholders agreement which should be disclosed.	✓								
	30-1: The rights of Stakeholders are to be respected. Where Stakeholders participate in the corporate engagements or agreements, they shall have access to relevant, sufficient and reliable information on a timely and regular basis.	✓								
	30-2: The Board of Directors shall ensure that the Company's employees are treated according to the principles of fairness and equity and without any discrimination whatsoever on the basis of race, gender, or religion.	✓					Doha Bank endeavors to maintain equitable and fair treatment of all its stakeholders. To ensure that employees are treated fairly, the Bank has adopted the Code of Ethics and the Bank's Code of Ethics which stipulates ethical principles that each employee must demonstrate. Any breaches of ethical conduct are investigated and, as appropriate, disciplinary and corrective action is taken. Moreover, Doha Bank has established a whistle-blowing policy, whereby employees can report concerns without fear of retaliation. Such concerns are reviewed and, as necessary, investigated and reported to the Audit, Compliance and Risk Committee.			
	30-3: The Board shall develop a remuneration policy and packages that provide incentive for the employees and management of the Company to always perform in the best interests of the Company. This policy should take into consideration the long term performance of the Company.	✓								
	30-4: The Board shall adopt a mechanism enabling company employees to report to the Board suspicious behavior, where such behavior is unethical, illegal, or detrimental to the Company. The Board shall ensure that the employee addressing the Board shall be afforded confidentiality and protected from any harm or negative reaction by other employees or the employee's superiors.	✓								
	30-5: Companies must fully adhere to the provisions of this article as it is excluded from the "comply or explain non-compliance" principle.	✓								
	31-1: The Board shall prepare an annual Corporate Governance Report signed by the Chairman.	✓								
	31-2: The Governance Report shall be submitted to the Authority on an annual basis and whenever required by the Authority. The compliance with the annual disclosures shall be attached to the annual report prepared by the company.	✓								
ARTICLE (31) The Corporate Governance Report	31-3: The Article of Governance Report shall be included in the agenda of the company's Ordinary General Assembly Meeting. Further, a copy of the same shall be distributed to the shareholders in the meeting.	✓								
	31-4: The said Report shall be published and shall include all information related to the application of this Code, including notably:	✓								
	1. Procedures followed by the Company in this respect.	✓								
	2. Disclose any violations committed during the financial year, their reasons and the remedial measures taken and measures to avoid the same in the future.	✓								
	3. Disclose the Members of the Board of Directors and its Committees and their responsibilities and activities during the year, according to the categories and terms of office of said members along with the method of determining the Directors and Senior Executive Managers remuneration.	✓								
	4. Declaration of the Internal Control procedures including particularly the Company's oversight of financial affairs, investments, and risk management.	✓								
	5. Disclose the procedure followed by the Company in determining, evaluating and managing significant risks, a comparative analysis of the Company's risk factors and discussion of the systems in place to confront drastic or unexpected market changes.	✓								
	6. Disclose assessment of the performance of the Board and senior management in implementing the Internal Control systems, including the number of times when the Board was notified of control issues (including risk management) and the way such issues were handled by the Board;	✓								
	7. Disclose the failure to implement, partly or entirely, the internal control system	✓								
	8. Disclose the company's compliance with applicable market listing and disclosure rules and requirements;	✓								
9. Disclose the Company's compliance with Internal Control systems in determining and managing risks	✓									
10. All relevant information describing the Company's risk management operations and Internal Control procedures.	✓									

Fahad Bin Mohammed Bin Jabor Al Thani
Chairman



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|----|--------------|----|-----------|
| 1 | Qatar | ١ | قطر |
| 2 | Dubai | ٢ | دبي |
| 3 | Abu Dhabi | ٣ | أبو ظبي |
| 4 | Kuwait City | ٤ | الكويت |
| 5 | Mumbai | ٥ | ممبائي |
| 6 | Kochi | ٦ | كوتشي |
| 7 | London | ٧ | للندن |
| 8 | Frankfurt | ٨ | فرانكفورت |
| 9 | Istanbul | ٩ | استنبول |
| 10 | Singapore | ١٠ | سنغافورة |
| 11 | Shanghai | ١١ | شنغهاي |
| 12 | Seoul | ١٢ | سيول |
| 13 | Tokyo | ١٣ | طوكيو |
| 14 | Hong Kong | ١٤ | هونغ كونغ |
| 15 | Sydney | ١٥ | سيدني |
| 16 | Toronto | ١٦ | تورونتو |
| 17 | Sharjah | ١٧ | الشارقة |
| 18 | Johannesburg | ١٨ | جوهانسبرج |
| 19 | Dhaka | ١٩ | داكا |