



Governance Report 2025

Transforming The Future







His Highness
Sheikh Hamad Bin Khalifa Al Thani
Father Emir

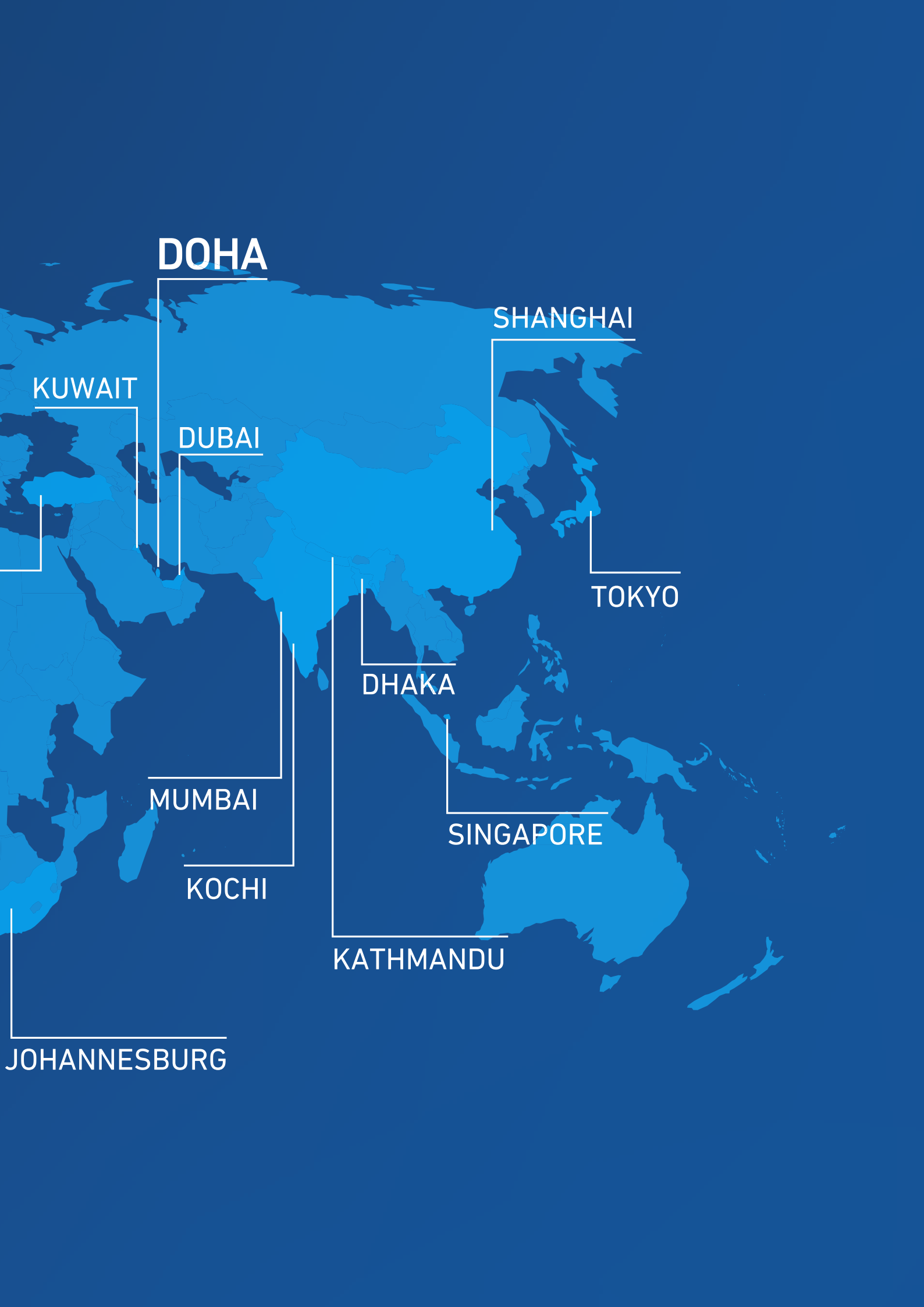
His Highness
Sheikh Tamim Bin Hamad Al Thani
Emir of the State of Qatar





LONDON

ISTANBUL



DOHA

SHANGHAI

KUWAIT

DUBAI

TOKYO

DHAKA

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SINGAPORE

KOCHI

KATHMANDU

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GOVERNANCE REPORT FOR THE YEAR 2025

As part of the compliance requirement of the Corporate Governance code for listed companies and legal entities issued by Qatar Financial Markets Authority, and the instructions of Qatar Central Bank, Doha Bank as a Public Qatari Shareholding Company listed in Qatar Stock 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 is essential to assist the Bank in achieving its goals in addition to improving its internal and external working environment, protecting stakeholders' interests, and distributing roles and responsibilities in an ideal way.

The bank was keen to enhance the corporate governance framework in accordance with the requirements of QFMA's Governance Code and QCB's Corporate Governance instructions through the following:

1. Updating and enhancing the policies and procedures manuals of governance.
2. Updating and applying the Charter of the Board of Directors and the Board Committees.
3. Following the best practices adopted in Qatar in this regard.
4. Updating and enhancing the Articles of Association of the Company when needed.

As illustrated in this report, we at Doha Bank confirm that the preparation of this report has been carried out in accordance with the Corporate Governance Instructions issued by Qatar Central Bank under Circular No (25) of 2022, as amended by Circular No. (2) of 2023 (QCB Corporate Governance Instructions), as well as the applicable laws and regulations issued by Qatar Financial Markets Authority, including Corporate Governance Code for Listed Companies, issued by QFMA Board of Directors under Decision No. (5) of 2016, QFMA Offering & Listing of Securities Rulebook, Qatar Stock Exchange Rulebook, and Commercial Companies Law No. (11) of 2015 as amended by Law No. (8) of 2021.

The report also includes the independent assurance reports issued by the bank's external auditor regarding Internal Controls over Financial Reporting (ICOFR), as detailed in Appendices (1) and (2) of this report.

Based on the assessment procedures, the Board of Directors concludes that the bank has complied, in all material respects, with the applicable governance laws and regulations as of 31 December 2025.

Note (1): On August 17, 2025, Qatar Financial Markets Authority issued the Corporate Governance Code for Listed Companies and Legal Entities ("the Governance Code" or "the New Code") under Resolution No. (5) of 2025. This Code became effective immediately upon its publication, replacing the previous Code issued under Resolution No. (5) of 2016. Listed Companies were granted a transitional period until August 17, 2026, to comply with the provisions of the New Code. Accordingly, as of the date of this report, the Bank remains committed to the Corporate Governance Code issued under Resolution No. (5) of 2025.



BOARD OF DIRECTORS AND BOARD COMMITTEES

Roles and Responsibilities

The Board of Directors is responsible for the stewardship of the Bank and for providing effective leadership and supervision of Doha Bank's business, whilst growing value in a profitable and sustainable manner.

The roles and responsibilities of the Board are defined in the Board Charter.

The Board Charter has been published to the public through Doha Bank website and will be available to shareholders before the Shareholders' meeting. The Board's roles and responsibilities are compliant with the requirements of the Governance Code of QFMA and QCB, and cover the following areas:



Strategy



Governance



Compliance



Risk
Management



Internal
Control System



Authorities
and Delegations



Internal and
External Audit



Board
Committees



Board Code
of Conduct



Board
Composition



Board
Meetings



Board
Membership
Requirements

Each Board Member's duties have been updated, defined and documented in writing. Moreover, each Board Member is also required to provide sufficient time to perform his duties.

The following are the key objectives of the Board of Directors, as set out in the Bank's approved Corporate Governance Policy:

1. To approve the bank's strategic plan and key objectives and supervise their implementation:

1.1 To develop the bank's main comprehensive strategy and main action plans, including the risk strategy, risk appetite, risk management policy, overall performance, and the policies related to remuneration and incentives, as well as policies related to long-term transactions, and managing its associated risks in particular through their review and guidance;

1.2 To determine the optimal capital structure of the bank, its strategy and financial objectives, and approve annual budgets;

1.3 To supervise the bank's capital expenditures and assets ownership and disposal;

1.4 To identify the objectives and monitor the implementation and overall performance of the bank;

1.5 To approve and perform a periodic review to the bank's organizational structure in relation to the distribution of positions, roles, and powers in the bank, especially the internal control units;

1.6 To approve the procedures manual for implementation of the bank's strategy and objectives, prepared by the senior executive management, ensuring that it determines the channels and tools for prompt communication with the Authority and other regulators, as well as other governance stakeholders, including the appointment of a Liaison Officer; and

1.7 To approve the bank's annual training and awareness plan, which should include orientation programs about the bank and its activities related to governance, in accordance with this code.

1.8 Develop the environmental and social responsibility programs approved by the general assembly to support the social projects. Approve the bank's policies in the area of environment reservation, and climate change risk management. Set policies and proper measurements to assess climate change risks and its expected influence on the bank's activities and business plans within the banking group.

2. To develop and supervise the internal controls and regulations:

2.1 To establish a written policy governing conflicts of interest and address related situations applicable to all members of the Board, senior executive management, and shareholders, including cases involving misuse of the bank's assets and facilities and the misconduct resulting from dealing with related parties;

2.2 To develop a comprehensive disclosure system, which ensures fairness and transparency, prevents conflicts of interest and the misuse of the information that are not available to the public, provided that such system should include the rules governing securities trading by insiders, the determination of blackout periods during which such persons are prohibited from trading in the bank's securities or those of any of its subsidiaries, in addition to the preparation and updating of a list of insiders, with a copy to be provided to the Authority and the Stock Exchange once approved or updated;

2.3 To ensure the integrity and reliability of financial and accounting systems including those related to the preparation of financial reporting;

2.4 To ensure the implementation of appropriate risk management control systems, through identifying the overall perception of the risks facing the Bank and disclosing them transparently;

2.5 To review the effectiveness of the bank's internal controls on annual basis.

3. To develop a specialized governance system to the bank, monitor its effectiveness, and amend as needed;

4. To develop clear and specific policies, standards, and procedures to the board membership and put them into practice after being approved by the General Assembly;
5. To ensure that the bank's policies and procedures are in line with the laws and regulations issued by the regulators, as well as ensure that the relevant information is disclosed properly to the shareholders, creditors, and other stakeholders;
6. To approve and review the implementation of the standards and policies regulating the Anti-Money Laundering and Terrorist Financing related Law and its executive regulations and QCB related instructions;
7. To approve and review the implementation of the standards and policies as per the Information security systems and QCB's instructions regarding the modern technology risks and cybersecurity;
8. To invite all shareholders to attend the General Assembly meeting in accordance with the procedures prescribed by the Articles of Association. The invitation and the announcement should include a comprehensive summary of the agenda of the General Assembly meeting, including the item related to discussion and approval of the Corporate Governance Report;
9. To approve nominations for senior executive management positions and the related succession plan;
10. To ensure the existence of a policy governing dealings and cooperation with financial service providers, including financial analysis, credit rating, and other service providers, and the entities setting out the financial market standards and indicators, to ensure services are delivered promptly, transparently and fairly to all shareholders;
11. To develop the necessary awareness programs aimed at promoting internal self-control culture and risk management within the bank, as well as ensure the implementation of these measures through training programs included in the Bank's training plan;
12. To develop a clear written policy which defines the principles and procedures governing the granting of remuneration and incentives to members of the Board of Directors, senior executive management and the bank staff, in accordance with the principles of this code without any discrimination based on race, gender, or religion, and submit such policy to the annual General Assembly for approval;
13. To develop a clear policy on contracting with the related parties and submit the same to the General Assembly for approval; and
14. To set out the performance assessment criteria of the board members and senior management.
15. The board shall, upon its election, convene its first meeting and form the board committees. The Board shall issue a resolution appointing the chairperson and members of each committee, and clearly define their mandates, duties, and operating procedures.
16. Without prejudice to the General Assembly competencies, the Board shall handle all the necessary mandates and powers to manage the General Assembly, may delegate certain mandates to the board committees, and form one committee or more to perform certain duties, provided that the nature of such committees is stipulated in a formal resolution.
17. The Board must avoid issuing general or open-ended delegations.
18. In addition, the board approves the proposal of the Audit, Compliance and Risk Committee on the bank's internal controls provided to include the control mechanism, specify the duties and competencies of the bank's departments and sections and the provisions and procedures of accountability, and raise the staff awareness about the importance of self-censorship and internal controls.
19. Any other responsibilities as may be specified by the law, the Articles of Association, or the QCB instructions, or as stipulated under the corporate governance regulations issued by Qatar Central Bank or Qatar Financial Markets Authority.



FINANCIAL STATEMENTS

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 financial position shall be signed by the Chairman, or the Managing Director and the CEO.

Review of the Performance of Board, Board Committees, and Executive Management

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.

During 2025, the Board undertook the necessary assessments, and the results were as follows:

Assessed Party	Assessment Results
Board Members	The results of the performance assessment of the Board members is “meet expectation” in accordance with Bank’s performance assessment policy which includes: meetings held, attendance at meetings, discussions, work, recommendations, etc
Board Committees	The results of the performance assessment of the Board Committees “meet expectation” in accordance with Bank’s performance assessment policy which includes: meetings held, attendance at meetings, discussions, work, recommendations, etc.
Executive Management	The results of the performance assessment of the Executive Management is “satisfactory” in accordance with the bank’s performance assessment policy.

Main Transactions that Require Board Approval:

Board authorities include, but not limited to, approval of the following transactions:

- 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.



BOD’S TASKS & OTHER DUTIES

Consultancy:

The Board may consult at the Bank’s expense any independent expert or consultant.

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 to nominate 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 established Policies which include principles for guiding and training new Board Members, to enhance their knowledge and ensure that they remain updated on the latest developments. During 2025, a training session was held covering AML/CFT and Anti-Bribery and Corruption.

Governance:

The Board is regularly updated on governance practices through the Management and the Nomination and Governance Committee.

Dismissal:

A member who does not attend three consecutive meetings or four non-consecutive meetings shall be deemed as having resigned from his position, unless his reasons for absence are accepted by the Board, and the Board member may withdraw from the Board provided in proper time, otherwise shall be accountable to the Bank. If the member failed to fulfill his duties, or have any conflict of interests affected his independence, the board must take suitable legal action including removing the member from the board and nominate an alternative member.

Self-Assessment:

Necessary templates and tools have been approved to perform an annual self-assessment by the Board.

Remuneration:

The Board estimates through the Policies, Remuneration and Incentives Committee the Executive Management's remuneration based on the Bank's overall performance and on 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 in writing and submitted to the Board of Directors for endorsement in the following meeting. With regard to such resolutions passed by circulation, the Bank's Articles of Association have been amended to be in line with the Commercial Companies Law.

BOARD COMPOSITION

The Board currently consists of (11) members as per the Articles of Association, i.e., (3) executive members and (8) non-executive members, (4) of them are independent in accordance with the QCB's instructions issued in 2022 regarding the Banks Governance. The current term of the Board of Directors started on March 14th, 2023, and continues for a period of three years through election at the shareholders' Ordinary General Assembly.

The following provides a summary of the educational qualifications and professional experience of each of the members of the Board elected for the term (2023-2025):

1. Sheikh/ Fahad bin Mohammad bin Jabor Al Thani, representative of Fahad Mohammed Jabor Holding Company

- Chairman.
- Non-executive and non-independent Board Member.
- Date of Appointment on Board: June 3, 1996 (acting in his own capacity) and March 6th, 2017 (acting as the company's representative).
- Education: Graduate of the Royal Academy, Sandhurst, UK.
- Experience: He is considered as one of the most well-known businessmen in Qatar and GCC.
- Direct Ownership: 60,414,261 shares, i.e. 1.95% as at 31 December 2025, & the same number and percentage as at 31 December 2024.
- Attendance: Attended (7) meetings.

2. Mr. Nasser Khalid Nasser Abdullah Al Misnad, representative of International Trade & Development Co.

- Vice Chairman.
- Executive and non-independent Board Member.
- Chairman of the Nomination & Governance Committee, and member of the Executive Committee.
- Date of Appointment on Board: March 6, 2017, as non-executive and independent Board Member (in his personal capacity) and March 14, 2023 as executive and non-independent Board Member (as a representative of the company).
- Education: Bachelor of Political Science from Georgetown University - Qatar.
- Experience: Vice Chairman of Al Khor Holding Company, previous financial analyst in Qatar Investment Authority.
- Direct Ownership: 49,636,947 shares; i.e. 1.60% as at December 31, 2025 & 43,768,947 shares; i.e. 1.41% as at December 31, 2024.
- Attendance: Attended (6) meetings.

3. Sheikh/ Abdul Rahman bin Mohammad bin Jabor Al Thani, representative of Dar Al Amal Real Estate Co

- Managing Director
- Executive and non-independent Board Member

- Chairman of the Executive Committee.
- Date of Appointment on Board: December 21st, 1978 (in his personal capacity) and March 14th, 2023 (as a representative of the company)
- Education: Bachelor of Civil Engineering, USA.
- Experience: He is considered as one of the most well-known businessmen in Qatar and GCC, Chairman of the Board of Directors of Qatar Industrial Manufacturing Co.
- Direct Ownership: 27,258,901 shares; i.e. 0.88% as at December 31, 2025 & the same number and percentage as at 31 December 2024.
- Attendance: Attended (7) meetings.

4. Sheikh/ Mohammad Bin Falah Bin Jassim Bin Jabor Al-Thani, representative of Jassim and Falah Trading and Contracting Co.

- Executive and non-independent Board Member.
- Executive Committee's Member.
- Date of Appointment on Board: March 14, 2023 (representative of the Company), noting that the company is a member in the Board since 27th February 2011.
- Experience: He is a distinguished businessman in Qatar.
- Direct Ownership: 31,004,660 shares; i.e. 1% as at December 31, 2025 & the same number and percentage as at December 31, 2024.
- Attendance: Attended (7) meetings.

5. Mr. Ahmed Abdullah Al Khal

- Non- executive and non-independent Board Member.
- Member in the Nomination & Governance Committee.
- Date of Appointment on Board: March 3, 2014.
- Education: Holds a bachelor's degree in economics & political sciences, complemented by specialized course in Economics from the Institute of Development Studies (IDS) at the University of Brighton, United Kingdom.
- Experience: He Formerly served as the Ambassador of the State of Qatar to Germany and Japan, and a Non-Resident Ambassador to Finland, Australia, and New Zealand.
- Direct Ownership: 32,030,620 shares, i.e. 1.03% as at December 31, 2025 & 30,045,750 shares, i.e. 0.97% as at December 31, 2024.
- Attendance: Attended (7) meetings.

6. Mr. Abdul Rahman Ahmed Abdul Rahman Youssef Obaidan, representative of Edikhar Trading and Contracting Co.

- Non-executive and non-independent Board Member.
- Member in Audit, Compliance, Risk & ESG Committee.
- Date of Appointment on Board: March 14, 2023 (representative on behalf of the company).
- Education: Bachelor in Petroleum Engineering from King Fahd University of Petroleum and Minerals.

- Experience: He has a long and diverse experience in the field of engineering and is now a prominent businessman in Qatar.
- Direct Ownership: 45,860,829 shares; i.e. 1.48% as at December 31, 2025 & the same number and percentage as at December 31, 2024.
- Attendance: Attended (7) meetings.

7. Mr. Nayef Abdullah Naif Al-Dosari, representative of Al-Nayef Holding Company

- Non-executive and non-independent Board Member.
- Member in Policies, Remuneration & Incentives Committee.
- Date of Appointment on Board: March 14, 2023 (representative of the company).
- Education: B.S. in Natural Gas Engineering from the USA and Master's Degree in Project Management from George Washington University.
- Experience: Long experience in the field of natural gas industry, project management and strategic planning, and currently the CEO of Al-Nayef Holding Company that specializes in real estate investment and development and asset management.
- Direct Ownership: 62,009,340 shares; i.e. 2% as at December 31, 2025 & the same number and percentage as at December 31, 2024.
- Attendance: He attended (7) meetings.

8. Mr. Nasser Mohammad Ali Al Mathkooor Al Khaldi

- Non-executive and independent Board Member.
- Chairman of the Audit, Compliance, Risk & ESG Committee.
- Date of Appointment on Board: March 16th, 2020.
- Education: Bachelor's degree in Mechanical Engineering (Egypt), and Master's Degree in Engineering Management from The George Washington University.
- Experience: CEO of Qatar Oman Investment Company.
- Direct Ownership: He does not own any of the bank's shares as at 31st December 2025.
- Attendance: Attended (7) Board meetings.

9. Mr. Abdulla Ali Abdulrahman Al Abdulla

- Non-executive and independent Board Member.
- Member in the Policies, Remuneration, and Incentives Committee.
- Date of Appointment on Board: March 16, 2020.
- Education: Bachelor's degree in industrial engineering from the USA.
- Experience: He held several previous management positions, including General Manager of Qatar Industrial Manufacturing Company, Assistant Secretary General at the Gulf Organization for Industrial Consulting, Director of Industrial Affairs at the Ministry of Industry.
- Other Board Membership: Member of the Board of Directors of Qatar Industrial Manufacturing Company, and Member of the Board of Directors of Qatar Oman Investment Company .
- Direct Ownership: He does not own any of the bank's shares as at 31st December 2025.
- Attendance: Attended (7) Board meetings.

10. Mr. Nasser Khaled Khalifa Al-Attiyah

- Non-executive and independent Board Member.
- Chairman of Policies, Remuneration, and Incentives Committee, and Member in the Nominations & Governance Committee.
- Date of Appointment on Board: March 14, 2023.
- Education: Bachelor's degree in law and a Military Diploma from the UK.
- Experience: Board Director of AL Khaleej Takaful Insurance Company, and he worked in the Legal Affairs Department at the Ministry of Interior.
- Direct Ownership: He does not own any of the bank's shares as at 31st December 2025.
- Attendance: Attended (7) Board meetings.

11. Sheikh/ Hamad bin Sa'oud bin Mohammed Al Thani

- Non-executive and independent Board Member.
- Member in the Audit, Compliance, Risk & ESG Committee.
- Date of Appointment on Board: March 14, 2023.
- Education: Business Administration and Bachelor's degree in Politics & Development from the UK.
- Experience: Manager of Earth Creation Company, which specializes in modern homes development in the UK.
- Direct Ownership: He does not own any of the bank's shares as at 31st December 2025.
- Attendance: Attended (5) Board meetings.



INDEPENDENT BOARD MEMBER

The current composition of the Board includes (4) independent Board members who meet the requirements of QFMA's Corporate Governance Code and the QCB's instructions. The independent member or any of his first-degree relatives, whether directly or indirectly, does not own any of the bank's shares, in addition to meeting the other criteria related to the status of an independent board member. In this regard, the independent member - Sheikh/ Hamad bin Sa'oud bin Mohammed Al Thani obtained credit facilities from the bank at the end of 2025, and did not submit his candidacy for the membership of the Board of Directors for the upcoming term (2026 -2028).



BOARD OF DIRECTORS RESPONSIBILITIES

Each Board member owes the Bank by employing diligence, loyalty and integrity in support of the Bank's overall vision and in line with the Board Charter and the Bank's Code of Ethics. Board members act on an informed basis in the best interest of the Bank and in fulfillment of their responsibilities to the Bank. Board members therefore have the required knowledge, experience and skills.



DUTIES OF THE CHAIRMAN OF THE BOARD

- Chairman of the Board should, through authorizing the concerned department/staff, set a plan arranging a training program for the Members of the Board.
- Representing the bank before third parties and judicial authorities.
- Effectively and productively managing the bank, and act towards the achievement of the interest of the bank, partners, shareholders and stakeholders.
- Ensuring the effective and timely discussion of all main issues by the Board.
- Approving the Board's meeting agenda with taking into consideration any issue raised by any member.
- Encouraging the members to collectively and effectively participate in the management of the Board's affairs ensuring that the Board's responsibilities are carried out in the interest of the bank.
- Making available all data and information and documents and records of the Bank, Board and Board Committees to the members of the Board.
- Finding channels to effectively communicate with the shareholders and pass on their opinions to the Board.
- Enabling the effective participation of the non-executive members, in particular, and instill the constructive relations between the executive and non-executive members.
- Keeping the members posted always on the implementation of the provisions of this Code, and the Chairman may authorize the Audit, Compliance, Risk & ESG Committee or others to do so.



DUTIES OF THE VICE CHAIRMAN

- The Bank shall appoint a Vice Chairman of the Board of Directors in accordance with the Bank's Articles of Association. The Vice Chairman shall assume the responsibilities of the Chairman in his absence. The Chairman may also delegate some of his authorities to one or more Board members.



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 its 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.



DUTIES OF THE NON EXECUTIVE/ INDEPENDENT BOARD MEMBER

- 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 can not be resolved through contact with the Chairman, MD or 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, Risk & ESG Committee, the Nomination and Governance Committee, and the Policies, Remuneration & Incentives Committee.



BOARD MEETINGS

- As per the Bank's Articles of Association, the Board meetings are held at the Head Office or any other location inside Qatar as decided by the Chairman provided that the quorum is complete. The Board of Directors convenes at least six times per financial year. The scheduling of Board meetings is determined based on significant corporate events and the closure of the bank's financial period. In the year 2025, the Board convened on (7) occasions, as detailed below:

Meeting No.	Meeting Date
Meeting No. (1)	19/01/2025
Meeting No. (2)	25/02/2025
Meeting No. (3)	20/04/2025
Meeting No. (4)	15/06/2025
Meeting No. (5)	29/07/2025
Meeting No. (6)	28/09/2025
Meeting No. (7)	23/11/2025



BOARD REMUNERATION

At the end of each year, and 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 based on the Board Remuneration Policy. It's worth noting that the Board approved the payment of total remuneration amounting to QR 19/900 million for the year 2024, which was paid in 2025. As for the remuneration of the Board of Directors for the year 2025, the matter is under discussion and approval of the General Assembly Meeting of Shareholders during 2026.



DEPARTMENTS REPORTING TO THE BOARD

The departments reporting to the Board consist of the Board secretariat, Internal Audit, Legal and Compliance.

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

Mr. Mukhtar Al Henawy joined Doha Bank in 2002 as Legal Advisor to the Board, and was appointed as a Secretary to the Board of Directors in 2007. He has more than 38 years of professional experience, and previously worked at law firms before joining the bank. Mr. Mukhtar holds a Bachelor's degree in Law from Ain Shams University in 1987 and a Diploma in Law in 1988. He meets all requirements of the Code related to the position he holds. As Legal Advisor to the Board and Board secretary, he is also responsible for maintaining all Board records and documentation, managing all the procedures related to board meetings, and reporting directly to the Chairman. All Board members may also obtain secretarial support services through the Board Secretariat.

Mr. Mukhtar Al-Hanawi does not own any shares or ownership interests in the bank as at 31/12/2025, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

Acting Chief Internal Auditor: Mr. Ziad Mashal

Mr. Ziad Mashal joined Doha Bank in May 2003 in the Internal Audit Department, and was appointed as Acting Chief Internal Auditor in November 2025. He currently has more than 29 years of experience in several banks and financial institutions.

Mr. Ziad holds a bachelor's degree in accounting. He does not own any shares or ownership interests in the bank as at 31/12/2025, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

Chief Legal Officer: Mr. Faisal Yousef Abualfain

Mr. Faisal Yousef Abualfain joined Doha Bank Legal Department in September 2009, and was appointed as Acting Chief Legal Officer in January 2025. His appointment as Chief Legal Officer was confirmed in February 2026. He also holds a Bachelor's degree in Law.

Mr. Faisal owns 7,000 shares of the bank as at 31/12/2025, while he does not hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Chief Compliance Officer:
Ms. Muza Ghaith Al Kuwari**

Ms. Muza Ghaith Al Kuwari joined Doha Bank in May 2024 as Chief Compliance Officer, bringing with her over 15 years of experience in various banking institutions prior to joining the bank. She holds professional certifications specializing in compliance and financial crime compliance.

Ms. Muza does not own any shares or ownership interests in the bank as at 31/12/2025, nor does she hold any other position or role (in her personal capacity or as a representative of any legal entity).



EXECUTIVE MANAGEMENT

Doha Bank's Executive Management consists of the GCEO, his deputy and the heads of the executive departments. The following provides a brief profile of the GCEO, his deputy and the department heads.

**Group Chief Executive Officer:
Sheikh/ Abdul Rahman bin Fahad bin Faisal Al Thani**

Sheikh/ Abdul Rahman bin Fahad bin Faisal Al Thani joined Doha Bank in 2022 as Deputy CEO and was appointed as Group CEO in 2023. He has extensive leadership experience in several banks and financial institutions prior to joining Doha Bank. He also holds a bachelor's degree with honors in International Business Administration.

As at 31/12/2025, Sheikh/ Abdul Rahman does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Deputy Chief Executive Officer:
Mr. Dimitrios Kokosioulis**

Mr. Dimitrios Kokosioulis joined Doha Bank in February 2024 as Deputy CEO, bringing with him over 23 years of experience in the banking, financial, and non-financial services industry. He also holds an MBA degree.

As at 31/12/2025, Mr. Dimitrios Kokosioulis does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Acting Chief Human Resources Officer:
Sheikh Mohamed Fahad Mohamed Al Thani**

Sheikh Mohamed Fahad Al Thani joined Doha Bank in 2013 as Head of Financing Unit, and was appointed Acting Head of Human Resources Department in 2017. He holds a bachelor's degree in public administration and has extensive banking experience and professional background in the financial sector.

Sheikh Mohammed currently serves as Vice Chairman of the Board of Directors of Al Khaleej Takaful Insurance, where he contributes his expertise to supporting the company's progress and strengthening its market position.

Sheikh Mohammed owns 10,000 shares in the bank as of December 31, 2025.

**Chief Retail Banking Officer:
Mr. Braik Ali H S Al- Marri**

Mr. Braik joined Doha Bank in 2015 as Head of Branch Control Department. He was appointed as Chief Retail Banking Officer in 2019. He currently has more than 32 years of professional experience in several financial and banking institutions.

As at 31/12/2025, Mr. Braik does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Chief Treasury & Investments Officer:
Mr. Fawad Ishaq**

Mr. Fawad Ishaq joined Doha Bank in December 2023 as Chief Treasury and Investments Officer. He has more than 19 years of professional experience in several banking and financial institutions. He also holds a PhD in Economics.

As at 31/12/2025, Mr. Fawad Ishaq does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Acting Chief of Wholesale Banking:
Mr. Fadi Fattal**

Mr. Fadi Fattal joined Doha Bank in March 2024 as Acting Chief of Wholesale Banking, bringing with him over 28 years of professional experience in several banking and financial institutions. He also holds a bachelor's degree in Business Administration.

As at 31/12/2025, Mr. Fadi Fattal does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Chief Strategy & Transformation Officer:
Mr. Baiju Samuel**

Mr. Baiju Samuel joined Doha Bank in September 2024 as Chief Strategy & Transformation Officer, bringing with him over 19 years of professional experience in several banking, financial, and non-financial institutions. He also holds a master's degree in computer management.

As at 31/12/2025, Mr. Baiju Samuel does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Chief Financial Officer:
Mr. Aman Ullah Khan**

Mr. Aman Ullah Khan joined Doha Bank in September 2024 as Chief Financial Officer, bringing with him over 20 years of professional experience in several banking, financial, and non-financial institutions. He is also a Certified Public Accountant (CPA).

As at 31/12/2025, Mr. Aman Ullah does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).

**Chief Risk Officer:
Mr. Salman Mustafa Siddiqui**

Mr. Salman Mustafa Siddiqui joined Doha Bank in February 2024 as Chief Risk Officer, bringing with him over 21 years of experience in banking, financial, and non-financial institutions. He also holds a bachelor's degree in commerce.

As at 31/12/2025, Mr. Salman does not own any shares or ownership interests in the bank, nor does he hold any other position or role (in his personal capacity or as a representative of any legal entity).



**SENIOR MANAGEMENT
REMUNERATION**

The Bank adopts 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 existing performance-based policy, performance evaluation and the Bank's results, the additional benefits and bonuses are set and approved by the Board. Total remuneration of the Senior Management for the performance of the year 2024 was QR 13,494,700, which was paid in 2025. The Senior Management Remuneration for 2025 will be determined and approved by the competent authorities in accordance with the followed instructions and procedures.



**SEPARATION OF POSITIONS
OF CHAIRMAN AND CEO**

The Chairman and CEO duties and responsibilities are separated in the Bank, and each position has clearly defined roles and responsibilities under its own Job Description. The role of the Chairman and any other executive role in the bank may not be held together. The Chairman may not be a member of any of the Board Committees stipulated in QFMA's Governance Code.



CONFLICT OF INTEREST, INSIDER TRADING, MARKET CONDUCT CONTROLS AND ANTI-BRIBERY & CORRUPTION

Doha Bank has set in place several controls to prevent situations of conflict of interest, through the adaptation of a conflict-of-interest policy as part of its Governance framework. This policy aims to prevent situations in which the objectivity and independence of decisions made by the board members or CEO or employees may be affected while performing their duties due to personal or moral interests, involving themselves, their relatives, close associates or friends. Such conflicts may arise when personal considerations - directly or indirectly - or prior knowledge of information related to a decision could influence their judgement. The Bank also adopted a policy to define guidelines and policies related to insider trading, market conduct practices and anti-bribery & corruption measures, particularly given that Doha Bank shares are listed on the Qatar Exchange. This policy complements both the confidentiality policy and anti-bribery & corruption policies and procedures. They are linked and aligned with all governance policies in accordance with the relevant provisions of the Companies Law and its amendments, and the governance code issued by the Qatar Financial Markets Authority and the Qatar Central Bank.



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.



APPROVALS OF RELATED PARTY TRANSACTIONS

All transactions with related parties are reviewed in advance by the bank's Board of Directors, and then major transactions are presented to the General Assembly for approval by a majority vote in the absence of related parties, in accordance with the requirements and instructions of the Qatar Financial Markets Authority.



DISCLOSURE OF RELATED PARTY TRANSACTIONS

The bank discloses the important related parties and their transactions in its financial statements, and the Board of Directors, at least one week before the date of the General Assembly, shall submit a detailed statement of the transactions and dealings that the bank concludes with related parties.



BOARD COMMITTEES

Board Committees are established to assist the Board of Directors in conducting their duties. Each committee has its own Terms of Reference that define the committee's roles and responsibilities in accordance with QCB's instructions and QFMA regulations and leading governance practices.

The Bank has (4) Board committees as follows:

- Audit, Compliance, Risk & ESG Committee
- Nomination and Governance Committee
- Policies, Remuneration and Incentives Committee
- Executive Committee

AUDIT, COMPLIANCE, RISK & ESG COMMITTEE



MEMBERSHIP

Mr. Nasser Mohammed Ali Al Mathkoor Al Khaldi, non-executive and independent Board Member (Committee Chairman). He attended (9) meetings.

Mr. Abdul Rahman Ahmed Abdul Rahman Obaidan, representative of Edikhar Trading and Contracting Company, non-executive and non-independent Board Member (Committee Member). He attended (9) meetings.

Sheikh/ Hamad bin Sa'oud Mohammed Al Thani, non-executive and independent Board Member (Committee Member). He attended (3) meetings.

Meetings: (9) meetings of the Audit, Compliance, Risk & ESG Committee were held during 2025.



MAJOR ROLES AND RESPONSIBILITIES

- **Financial Statements:** Review the annual and interim financial statements, ensure their accuracy and compliance with applicable accounting standards, and discuss the audit results with management and external auditors, including addressing any issues or observations.
- **Internal Audit:** Oversee the effectiveness of internal control systems and risk management, approve internal audit plans and activities, ensure the independence of the internal audit function, and follow up on the implementation of its recommendations.
- **External Audit:** Review the scope of the external audit and ensure the independence of external auditors. Provide recommendations regarding the appointment or reappointment of external auditors and discuss their reports periodically.
- **Compliance:** Oversee the Compliance Department to ensure its effectiveness and independence. Review policies related to anti-money laundering and counter-terrorism financing, approve corrective actions, and follow up on inspection results issued by regulatory authorities.
- **Risk Management:** Approve the risk management strategy and policy periodically, as well as monitor operational, credit, market, legal, and reputational risks, and oversee emergency and crisis management plans.
- **Environmental and Social Governance:** Integrate climate, environmental, and social risks within the risk management framework, supervise the development and implementation of the Bank's strategy relating to climate change, and ensure the availability of adequate resources and training required to manage these risks.

- **Reporting:** Submit periodic reports to the Board of Directors on the Committee's activities, issues, and related recommendations in accordance with applicable regulatory requirements.
- **Additional Responsibilities:** Conduct an annual self-assessment of the Committee's performance, supervise special investigations when necessary, and seek independent professional advice where required.



KEY DECISIONS

- Review the Bank's interim and annual financial statements and recommend their approval by the Board of Directors.
- Recommend approval of the engagement of an external auditor for the bank and its overseas branches.
- Review all reports issued by the Internal Audit Department and the Compliance Department, including the annual report of the Money Laundering Reporting Officer, as well as risk management reports, and issue the necessary recommendations and decisions in this regard.
- Strengthen compliance and data quality by ensuring updates of Know Your Customer and Customer Due Diligence) information and addressing observations raised by local and external regulatory authorities, and approve the comprehensive assessment of financial crime risks and the Compliance Department's plan for the year 2025.
- Enhance the Bank's technological infrastructure through the accelerated upgrade of systems and servers, addressing gaps in banking transaction codes, and implementing initiatives such as centralized reporting and enterprise fraud risk management.
- Improve the efficiency of internal audit by following up on the remediation of audit observations across departments and overseas branches, approving audit plans, and ensuring the development of audit procedures through the use of an automated audit system, in addition to appointing a new Acting Chief Internal Auditor.
- Strengthen risk management and business continuity through monitoring the implementation of the Qatar Central Bank's observations regarding disaster recovery and business continuity, overseeing the remediation plan for non-performing loans, and approving reports on funding concentration in compliance with regulatory instructions.



REMUNERATION

The total remuneration for the meetings of the Audit, Compliance, Risk, and ESG Committee for the year 2025 amounted to QAR 210,000, which forms part of the overall remuneration of the Board of Directors.

NOMINATIONS & GOVERNANCE COMMITTEE



MEMBERSHIP:

Mr. Nasser Khalid Nasser Abdullah Al Misnad, representative of International Trade & Development Co., Vice Chairman, executive & non-independent (Committee Chairman). He attended (4) meetings.

Mr. Ahmed Abdullah Ahmed Al Khal, non-executive and non-independent Board Member (Committee Member). He attended (4) meetings.

Mr. Nasser Khaled Khalifa Al-Attayah, non-executive and independent Board Member (Committee Member). He attended (4) meetings.

Meetings: A total number of four (4) meetings of the Nomination & Governance Committee were held in 2025.



MAJOR ROLES AND RESPONSIBILITIES

- Establishing general criteria and standards for the General Assembly to use in electing the most suitable candidates for Board membership;
- Receiving nomination requests for board membership and nominate whomever it deems appropriate for membership in the event that any of the board's seats are vacant;
- Ensuring that nominations consider the availability of a sufficient number of potential candidates capable of performing their duties as members of the Board, in addition to their skills, knowledge and experience, as well as their professional, technical, academic, and personal qualifications. Nominations must be made based on "the right person in the right place" in accordance with the governance principles of the QFMA and the QCB.
- Presenting an annual report to the Board that includes a comprehensive analysis of the Board's performance, identifying its strengths and suggestions in this regard.
- Developing a succession plan for the bank's management to ensure the rapid appointment of the appropriate replacement to fill vacant positions in the bank.
- Supervising human resources policies in general and ensuring that there is a replacement plan for senior employees in the Executive Management.
- Nominating whomever it deems appropriate to fill any of the senior executive management positions;
- Conducting review and evaluation on a periodic basis regarding any changes in international and local corporate governance practices that could have an impact on how the bank operates, its management of governance policy and also recommending to the Board any amendments to those practices;

- Considering issues of non-compliance with governance and recommending to the Board to take the necessary measures to resolve them as appropriate.
- Recommending appropriate actions regarding changes in the Bank's governance practices and the governance policy of relevant affiliated entities and ensure adherence with the same;
- Recommending to the Board to approve the bank's governance policy unless the Board of Directors has authorized the Committee to approve it.



MAJOR RESOLUTIONS

- Approval of the Governance Report issued by Doha Bank for the year 2024.
- Approval of the updated Arabic version of certain governance policies of the Bank's Head Office.
- Approval of the announcement for opening nominations for membership of the Board of Directors for the upcoming three-year term (2026–2027–2028), in accordance with the applicable laws and regulations. This includes approving the nomination requirements and forms, specifying the documentation required for nomination, reviewing candidates' applications, and submitting the relevant recommendations to the Board of Directors.



REMUNERATION

The total remuneration for the Nomination and Governance Committee meetings for the year 2025 amounted to QAR 120,000, which forms part of the overall remuneration of the Board of Directors.

POLICIES, REMUNERATION & INCENTIVES COMMITTEE



MEMBERSHIP:

Mr. Nasser Khaled Khalifa Al-Attayah, non-executive and independent Board Member, (Committee Chairman). He attended (4) meetings.

Mr. Abdulla Ali Abdulrahman Al Abdulla, non-executive and independent board member, (Committee Member). He attended (4) meetings.

Mr. Nayef Abdullah Naif Al-Dosari, representative of Al-Nayef Holding Company, non-executive and non-independent Board Member (Committee Member). He attended (4) meetings.

Meetings: A total of four (4) meetings of Policies, Remuneration & Incentives Committee were held during 2025



MAJOR ROLES AND RESPONSIBILITIES

- Review annual business plans and budgets in line with the long-term strategy, economic variables, market and regulatory environments.
- Analyze the bank's performance and compare results with the strategy, action plan and budgets;
- Conduct a broad review of the bank's draft policies and make sure that the initial approval is issued before obtaining the Board's final approval unless the Board has authorized the Committee to finally approve them;
- Ensure that guidelines are established for policies adopted by subsidiaries/related entities.
- Determine the general policy for annual remuneration at the bank, including the method for determining the remuneration for the Chairman and Board members, making sure that this method is in line with the law, regulations, and instructions of regulatory authorities.
- Determine the remuneration of the CEO and Executive Management based on achieving long-term goals.
- Review the salary scale and other employment benefits of the bank's staff and make recommendations to the Board in this regard for approval.
- Ensure that the remuneration policies for the Chairman, Board Members, and Senior Management including the CEO, which should be approved by the Board of Directors, are in line with the relevant best international banking practices and supervise the implementation of these policies and review them annually.



MAJOR RESOLUTIONS

- Approving the annual increment and performance bonuses for the bank's employees for the year 2024.
- Approving (14) new policies and (33) updated policies for the bank's Head Office for the year 2025.
- Approving (8) new policies and (19) updated policies for the bank's overseas branches for the year 2025.



REMUNERATION

The total allowances for the Policies, Remuneration & Incentives Committee's sessions for the year 2025 amounted to QR 120,000, which forms part of the overall remuneration of the Board of Directors.

EXECUTIVE COMMITTEE



MEMBERSHIP:

Sheikh/ Abdul Rahman bin Mohammad bin Jabor Al Thani, Managing Director; executive and non-independent (Committee Chairman). He attended (4) meetings.

Mr. Nasser Khalid Nasser Abdullah Al Misnad, representative of International Trade & Development Co., Vice Chairman; executive and non-independent (Committee Member). He attended (4) meetings .

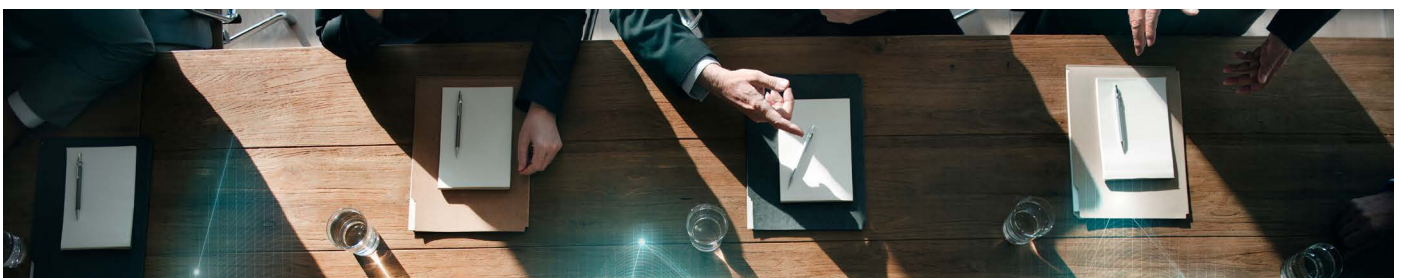
Sheikh/ Mohammed Bin Falah Bin Jassim Bin Jabor Al Thani, representative of Jassim & Falah Trading & Contracting Company, executive and non-independent Board Member (Committee Member). He attended (4) meetings.

Meetings: A total of four (4) meetings of the Executive Committee were held during 2025.



MAJOR ROLES AND RESPONSIBILITIES

- Review changes relating to Doha Bank's capital structure and significant changes to the 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.
- Recommend to the Board of Directors appropriate action pertaining to the impaired indebtedness cases or obligation above the delegated limit.
- 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.



MAJOR RESOLUTIONS§

- Taking credit decisions with respect to the approval or rejection of the recommendations issued by the Credit Committee to grant, renew and reschedule credit facilities for a number of customers in accordance with the committee's authorities.
- Approval of the renewal of the contract with one of the consulting firms.
- Approval of the renewal of the life insurance policy covering the retail loan portfolio in each of Qatar, the UAE, and Kuwait for the year 2026.



REMUNERATION

The total allowances of the Executive Committee's sessions for 2025 amounted to QR 120,000, which forms part of the overall remuneration of the Board of Directors.

INTERNAL CONTROL, COMPLIANCE, RISK MANAGEMENT AND INTERNAL AUDIT



INTERNAL CONTROL

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.

The Internal Control Framework is overseen by the Audit, Compliance, Risk & ESG Committee. The Internal Audit, Compliance and Risk Departments respectively provide periodic reports to the Audit, Compliance and Risk Committee on:

- The major risks associated with the banking business related to Compliance, Legal Risks, Credit, Liquidity, Market, and Operational Risks.
- Overall compliance of the Bank with rules and regulations.
- Internal Audit and External Audit recommendations and findings.



INTERNAL CONTROL EVALUATION

The Bank, through the Audit, Compliance, Risk & ESG Committee, reviews the internal control framework, and the Committee receives reports on internal controls in the bank's management,

and then submits recommendations to the Board of Directors to evaluate them and to ensure that the internal control framework is applied in accordance with the management's authorities.

- Adopt and implement an internationally recognized framework for internal control, which is COSO framework.
- Perform scoping exercise to identify the significant accounts having material impact on financials and map these accounts to the various business processes to determine the processes that are in scope.
- Completed documentation such as Business process understanding and Risk and control matrix for all the in scope processes.
- Assessed the design effectiveness of key controls.
- Issued management assessment on design and operating effectiveness of Internal controls over financial reporting.

No major breach of control or internal control failure has taken place which has affected or may affect Bank's financial performance during 2025.



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.



INTERNAL AUDIT

The Bank has an independent Internal Audit Department that reports to the Board of Directors through the Audit, Compliance, Risk and ESG 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.

The Internal Audit Department operates in accordance with an Audit Plan that is approved by the Audit, Compliance, Risk and ESG Committee. This plan includes a review and evaluation of the internal control systems of the various branches and departments of the Bank.



RISK MANAGEMENT

The Bank has consistently and continually monitored risks across the organization to identify, assess, measure, manage and report on opportunities and threats that could impact the achievement of the Bank's objectives. Both the Board of Directors and Executive Management bear ultimate responsibility for all risks assumed by the Bank. This is achieved through the establishment of appropriate regulatory frameworks and by ensuring the effectiveness of the risk management systems.

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.

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, operational risk, and Asset & Liability Management.



EXTERNAL AUDIT

Annually, the external auditors are appointed by the General Assembly of Shareholders based on a recommendation submitted by the Board of Directors. The Bank takes into consideration the instructions of the regulatory authorities related to the appointment of external auditors in terms of the number of times for the appointment of any auditor. The Board of Directors also takes QCB'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.

PricewaterhouseCoopers was appointed to audit the bank's accounts as of the year 2025, including the accounts of overseas branches (except India Branches) and the accounts of Sharq Insurance Company, in addition to the investment fund accounts and periodic reports related to the QCB's requirements. The audit fees for 2025 amounted to QR 3,633,000 based on the quotation of the PricewaterhouseCoopers to audit the bank's accounts for the year 2025, which is the best offer received



MATERIAL DISPUTES AND LITIGATIONS

The Bank has continued to take the necessary legal and enforcement actions to recover outstanding debts from a number of customers with large non-performing exposures. This has been pursued through civil lawsuits and enforcement proceedings before the competent courts. Final judgments have been issued in favor of the Bank in most cases, while some cases remain under consideration before the courts or are currently at the enforcement stage. The most notable developments are summarized below:

- A final judgment was issued obligating one of the customers and its guarantors to repay QAR 977.6 million, together with 9% annual interest effective from 1 January 2024. The enforcement proceedings have been postponed pending completion of the sale procedures for the mortgaged property.
- An appellate judgment was issued in favor of the Bank obligating one of the customers and its guarantors to repay QAR 843.3 million, together with 9% annual interest effective from 1 December 2023. The enforcement proceedings are ongoing for the sale of the mortgaged properties.
- A judgment was issued obligating one of the customers to repay QAR 182.3 million, and enforcement proceedings have been initiated for the sale of unmortgaged properties. Additional disputes also exist concerning a previous loan agreement amounting to QR 700 million, in addition to a new claim filed

for QAR 1.32 billion, with the case currently suspended pending final resolution of the dispute.

- A first-instance judgment was issued obligating one of the customers and its guarantors to repay QR 800 million. An appeal has been filed, and the first hearing has been scheduled for 12 January 2026.
- The case concerning the Bank's claim against one of the customers for QR 747 million, with 6.85% annual interest effective from 1 May 2025, has been reserved for judgment.
- A judgment was issued obligating one of the customers to repay QR 45 million, and a mortgaged property was sold through public auction. The customer has also filed a lawsuit against the Bank claiming compensation of QR 1 billion, while the Bank has filed a counterclaim seeking QAR 1.54 billion. The case remains under consideration before the courts.
- An enforcement attachment has been placed on a mortgaged property belonging to one of the customers, and the municipality has been assigned to value the property in preparation for its sale through public auction.



MEANS OF COMMUNICATION WITH SHAREHOLDERS

Doha Bank considers its shareholders as key stakeholders. Doha Bank has established a Shareholder Relations function and an Investor Relations function which are responsible for addressing shareholder queries. It is also responsible for communicating with any investors in the markets, and acts as a liaison between them, the bank management and the Chairman of the Board.



DISCLOSURE & SHAREHOLDERS RIGHTS

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 Doha Bank ensures that its assembly meetings and the mechanism for voting adopted is in accordance with commercial companies' law. Doha Bank can provide general information such as financial statements, articles of association and by-laws of the Bank to its shareholders.



WHISTLEBLOWING

The bank has an established whistleblowing policy for detecting violations and breaches that may negatively affect the bank. According to this policy, if there are reports that prove their authenticity, the Audit, Compliance, Risk & ESG Committee shall be informed of the material issues raised by whistleblowers in such reports under strict confidentiality and protection via an email accessible only by the Chief Internal Auditor. Employees are encouraged to disclose any suspicions they have, and those suspicions are reviewed, investigated, and reported to the Audit, Compliance, Risk & ESG Committee as needed. The bank's response is determined by the severity of the violation, and any recommendations made by the Audit, Compliance, Risk & ESG Committee shall be approved by the Board of Directors.

It is worth noting that five (5) reports were received during the current year through the designated reporting email and reporting channel during 2025. Following assessment, four (4) reports were closed as they were either unfounded or outside the scope of jurisdiction. The fifth report was referred to the relevant departments within the Bank for the necessary action, and it remains under follow-up pending verification of its validity.



DISCLOSURE DUTY

Doha Bank adheres to all the disclosure requirements issued by Qatar Financial

Markets' Authority and the QCB, 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.

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, including Governance Report.



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. The bank has internal procedures allowing shareholders to obtain the company's documents and the relevant data; however shareholder register details are maintained by the Qatar Central Securities Depository Company.



SHAREHOLDERS' RIGHTS IN RELATION TO THE GENERAL ASSEMBLY MEETINGS

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 legally incapacitated persons shall be represented by their legal guardians in accordance with the applicable laws and regulations. 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 conducted by secret ballot in accordance with the cumulative voting method 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.

Proxy for attending the General Assembly is permissible, but it is stipulated that the proxy must be a shareholder and it 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, no natural or legal person may own, directly or indirectly, more than 5% of the bank's shares. The State of Qatar, the Qatar Foundation for Education, Science, and Community Development, funds affiliated with the General Retirement and Social Insurance Authority, the Qatar Investment Authority, and Qatar Holding Company are exempt from the provisions of the maximum ownership limit.

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 competent government authorities.

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 convention 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 25% of the Bank's share capital.



EQUITABLE TREATMENT OF SHAREHOLDERS

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. In addition, an Investor Relations Policy has been adopted, which highlights shareholder rights and procedures in dealing with shareholder voting, attendance, objection, communication, information access, and more.



SHAREHOLDERS' RIGHTS CONCERNING BOARD MEMBERS' ELECTIONS

Following notification to the relevant regulatory authorities, the Board of Directors of Doha Bank Q.P.S.C. announced through local newspapers and the Bank's website the opening of nominations for membership of the Bank's Board of Directors to elect eleven (11) board members, comprising eight non-independent members and three independent members, for a three-year term (2026–2027–2028),

in accordance with the provisions of the Commercial Companies Law for the year 2015, as amended by Law No. (8) of 2021, the Corporate Governance Code for Companies Listed on the Main Market and the Second Market issued by the Board of Directors of the Qatar Financial Markets Authority (QFMA) Resolution No. (5) of 2025, as well as the Governance Instructions and its amendments issued by the Qatar Central Bank, in addition to the Bank's Articles of Association. The nomination period remained open for fifteen (15) days in accordance with the announced details and conditions.

After the nomination period closed, the Nomination and Governance Committee reviewed all received applications, prepared its recommendations in respect of each nomination, and submitted them to the Board of Directors for approval. Subsequently, the list of nominees and supporting documents were duly submitted to both the Qatar Financial Markets Authority and the Qatar Central Bank for approval, in accordance with the applicable governance frameworks and procedures.

Upon obtaining the approvals of the competent authorities, the Bank will disclose on its website and on the Qatar Stock Exchange website the final list of candidates standing for election, together with a summary of each candidate's qualifications and curriculum vitae.

This disclosure will be made prior to the date scheduled for the General Assembly meeting. At the meeting, shareholders will elect members of the Board of Directors from among the nominated candidates through secret ballot and cumulative voting. The Bank's Articles of Association grant shareholders the right to vote on General Assembly resolutions and on candidates nominated for membership of the Board of Directors, in accordance with the provisions of the Commercial Companies

Law No. (11) of 2015, as amended, and the Governance Principles issued by the Qatar Financial Markets Authority.



SHAREHOLDERS' RIGHTS CONCERNING DIVIDEND DISTRIBUTION

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 to the shareholders except in the cases permitted by the Qatari Commercial Companies Law and after obtaining the approval of Qatar Central Bank. Upon a proposal from the Board of Directors, the General Assembly may annually decide to deduct a portion of the net profits to the 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 Labor 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.

SHAREHOLDER RIGHTS AND MAJOR TRANSACTIONS

Doha Bank has established a mechanism to protect shareholders' rights in the event that the bank enters into substantial transactions that may affect their interests or jeopardize their ownership of the bank's capital. In the event that the bank intends to conclude any transaction or group of related transactions aimed at acquiring, selling, leasing, exchanging or disposing (except for the creation of guarantees) of the bank's assets or the assets that the bank will acquire, or those transactions that would change the basic nature of the bank's business and whose total value exceeds 10% of the market value of the bank or the net asset value of the bank according to the latest announced financial statements, and in case that deal or deals would prejudice the ownership of the capital or might affect the interests and rights of shareholders in general and the minority shareholders in particular, the bank will present the matter to the General Assembly. In the event the shareholders object to these deals, that objection must be recorded in the minutes of the General Assembly meeting, and that appropriate measures are taken to guarantee the rights of those shareholders.

According to the bank's Articles of Association, the minority who owns less than 10,000 shares of the bank's shares may nominate any of them for membership in the Board of Directors as a representative of the minority, provided that their combined ownership is at least 0.75% of the capital, which is the minimum percentage of ownership required to be nominated for membership on the Board.

Doha Bank confirms that there are no shareholder agreements regarding capital structure and shareholder equity.

OWNERSHIP OF SHARES

The ownership of Doha Bank's shares distributed by nationality as at 31st December 2025 is as follows:

Nationality	No. of Shares	Percentage
Qatar	2,517,594,291	81.20%
GCC	45,822,412	1.48%
Arab countries	23,536,789	0.76%
Asia	7,382,910	0.24%
Europe	78,017,922	2.51%
Africa	1,392,440	0.04%
USA	424,670,930	13.70%
Other	2,049,326	0.07%
Total	3,100,467,020	100%

The number of shareholders reached 3,187 shareholders as at 31 December 2025. No shareholder owns 5% or more of the Bank's capital, in accordance with the Bank's Articles of Association, except for the Qatar Investment Authority. The combined direct and indirect shareholding amounts to 5%, while the General Retirement and Social Insurance Authority Pension Funds hold a shareholding of 6.47%

STAKEHOLDER RIGHTS

Doha Bank endeavors to maintain equitable and fair treatment of all its stakeholders. The bank does not discriminate against its stakeholders on the basis of race, gender, or religion, whether they are shareholders or individuals with a quality or interest in the bank, such as employees, customers, or others.

It is also worth noting, that Doha Bank has standardized its processes related to remuneration and assessment of employees by adopting a performance appraisal scheme and a staff remuneration and benefits structure. In addition,

the Bank promotes ethical conduct among its employees. Every employee is required to adhere to the Bank's Code of Ethics, which sets forth the ethical principles governing employee conduct. Any violations of ethical standards are subject to investigation, and appropriate disciplinary and corrective actions are taken.

The bank is committed to protecting and respecting the rights of stakeholders, and each stakeholder has the right to request information pertaining to his or her interest, as long as his or her request is accompanied by proof of capacity. The bank is also committed to provide the requested information in a timely manner, as long as it does not jeopardize the interests of others. A mechanism has also been established to receive and assess complaints and communications relating to anything that affects the bank's interests, while protecting the complaint's or communication's confidentiality and the presenter's protection. Such complaints and communications shall be responded to within specific time frames.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) AND BANK GOVERNANCE

General Overview of Environmental, Social and Institutional Governance

At the global level, the pace of integrating environmental, social, and (ESG) principles within regulatory and institutional frameworks continues to accelerate, underscoring their role as a fundamental driver for achieving sustainable and balanced long-term growth. In this context, stakeholders increasingly expect institutions to demonstrate the highest standards of governance, adopt long-term strategic visions, and make decisions that reflect a genuine commitment to ESG principles. As a leading financial institution in the State of Qatar, Doha Bank recognizes its responsibility and the opportunity to contribute effectively to achieving the State of Qatar's vision for a more inclusive and sustainable

economy. Through its ESG strategy, the Bank seeks to strengthen the resilience of its business operations, enhance its operational practices, and open new avenues that enable its customers and partners to confidently advance toward sustainability.

Doha Bank reaffirms its firm commitment to integrating ESG principles into the design of its activities and operations, in alignment with its objective of creating sustainable value and promoting prosperity for its customers and the community as a whole.

Since 2023, ESG governance has become a key pillar of the Bank's transformation journey and was formally adopted as one of the Bank's strategic priorities. Building on previous initiatives, Doha Bank launched in 2024 a comprehensive transformation program in the field of ESG governance, representing a significant milestone in its sustainability journey. Implementation of this ambitious program continued throughout 2025, in alignment with the core components of the supervisory principles issued by the Qatar Central Bank. The Bank has adopted an integrated approach to embedding these considerations across its operations, including risk management, lending practices, corporate governance, and stakeholder engagement. Doha Bank has also ensured the incorporation of ESG considerations, along with climate-related financial risks, into the core of its operations and business model.

Key Achievements and Results During 2025

- **Integration of Climate Risks:** Implementation of a climate risk management framework aligned with Qatar Central Bank guidelines, including stress testing and scenario analysis.
- **Enhancement of Sustainability Reporting:** Improving the quality and reliability of disclosures in line with IFRS S1 (General Sustainability-related Disclosures) and IFRS S2 (Climate-related Disclosures), alongside completing the Bank's first independent verification of Scope 1 and Scope 2 emissions data for 2024.

- **Strengthening Risk Management:** Adoption of a dedicated Environmental and Social Risk Management (ESRM) Policy aimed at enhancing the Bank's ability to identify ESG-related risks and mitigate their potential impacts within the credit portfolio.
- **Development of ESG Governance Policies:** Approval of a comprehensive ESG governance policy, providing a structured reference framework for future initiatives, supported by clearly defined objectives and measurable performance indicators.
- **Establishing Strategic Foundations for Sustainability:** Development of an integrated ESG strategy based on the double materiality assessment approach, enabling the identification of priority risks and opportunities.
- **Strengthening Sustainability Governance:** Establishment of a new governance structure ensuring effective Board-level oversight of ESG and climate-related initiatives.
- **Measurement of Environmental Impact:** Completion of a comprehensive assessment of greenhouse gas (GHG) emissions, including financed emissions, thereby strengthening the process of tracking Scope 3 emissions and enhancing related disclosures.
- **Carbon Reduction Strategy:** Development of an integrated strategy to align operations and lending activities with Qatar's national objective of reducing greenhouse gas emissions by 25% by 2030, compared with the business-as-usual scenario.

Strategic ESG Framework

Doha Bank's ESG framework represents the strategic foundation for integrating sustainability considerations across the Bank's activities and operations. The framework was designed to guide responsible decision-making, strengthen risk management, and create long-term sustainable value for stakeholders. The ESG strategy has become a central component of the Group's strategic direction, reflecting the ambitious objectives established by the Board of Directors and the Executive High Management Committee, with the aim of transforming ESG initiatives into

embedded operational practices across the Bank.

Doha Bank seeks to build a resilient, sustainable, and innovative banking institution capable of generating long-term value for shareholders while effectively supporting the Qatari economy. To translate this vision into practical actions, the Bank developed an ESG framework based on five (5) key strategic pillars, including strengthening trust, restoring environmental balance, enhancing customer experience, empowering individuals and communities, and promoting sustainable growth.

Each pillar encompasses clearly defined areas of focus, which have been aligned with the Bank's core business priorities and designed to meet the expectations of both internal and external stakeholders.

1. Strengthening Trust: The Bank remains committed to embedding ESG principles within its institutional compliance framework, in line with the highest standards of ethics and governance. This pillar focuses on the following areas:

- **Ethics and Compliance:** Ensuring full compliance with all applicable laws, regulations, and supervisory requirements, while fostering a corporate culture based on ethical conduct and integrity across all levels of the Bank.
- **ESG and Climate Risk Management:** Integrating ESG and climate risks into the Bank's enterprise risk management framework and ensuring systematic incorporation of these considerations into decision-making processes.
- **Sustainable Supply Chain Management:** Implementing environmental, social, and institutional governance (ESG) principles across the various stages of the supply chain, with the aim of reducing environmental impact, strengthening social responsibility, and reinforcing sound governance practices.

2. Restoring Environmental Balance: The Bank is taking decisive steps to reduce its carbon footprint and effectively manage its environmental impact, focusing on the following areas:

- **Environmental Management:** Reducing the Bank's environmental footprint through initiatives aimed at improving the management of energy, water, and waste, including the development of green branches aligned with best sustainability practices, and establishing measurable targets for monitoring resource efficiency.
- **Carbon Emissions Management & Reduction:** Leading initiatives aimed at reducing greenhouse gas (GHG) emissions across operational activities and the supply chain, in alignment with the State of Qatar's national target of achieving a 25% reduction in emissions by 2030 compared to the business-as-usual scenario. In this regard, the Bank's approach focuses on integrating carbon-reduction pathways into institutional planning frameworks and performance monitoring mechanisms.

3. Enhancing Customer Experience: Doha Bank places significant emphasis on building strong and sustainable relationships with its customers, by delivering services characterized by efficiency, transparency, and accountability. based on a deep understanding of their needs and expectations. This pillar focuses on the following key areas:

- **Customer Experience and Satisfaction:** Improving customer satisfaction levels through empowering frontline employees with specialized training programs and ensuring the provision of accurate and transparent information, enabling customers to make informed financial decisions aligned with their needs.
- **Data Privacy and Information Security:** Ensuring full compliance with regulatory requirements relating to data protection and information security through a comprehensive framework that includes

strong data governance structures, regular employee training programs, and obtaining relevant professional certifications. In addition, the Bank conducts periodic internal and external audits to strengthen data protection standards and enhance compliance levels.

4. Empowering Individuals and Communities:

Doha Bank continues to invest actively in human capital development and seeks to create a positive and sustainable impact in the communities it serves. The key focus areas under this pillar include:

- **Human Capital Development:** The Bank remains committed to attracting and retaining talent through promoting diversity and inclusion, expanding women's participation across various organizational levels, and offering advanced training and development programs and works to enhance employee engagement and integration within the organization. The Bank also works to increase the participation of Qatari nationals in the workforce and provide sustainable opportunities for developing their professional capabilities.

In line with its commitment to Qatarization, the Bank contributes to developing future Qatari leaders and strengthening succession planning frameworks.

Although the Bank does not maintain a standalone internal Qatarization policy, it complies with the requirements of the Ministry of Labor, which mandates a minimum Qatarization rate of 20%. The Bank has set an internal target of 25% by 2028, and has already exceeded this target by achieving 26% Qatarization in 2025.

Respect for human rights remains a top priority for the Bank. Doha Bank complies fully with labor laws in all jurisdictions in which it operates and ensures fair and equal treatment for all employees. The Bank strictly prohibits child labor and forced labor in all its operations.

During 2025, no incidents or complaints related to discrimination, harassment, or human rights violations were recorded by the Employee Relations Department. Employment relationships at Doha Bank are governed by clear and defined contractual arrangements, and the Bank ensures full compliance with labor laws across all jurisdictions in which it operates.

The Bank maintains a zero-tolerance policy toward discrimination, bullying, or harassment in the workplace, and implements a set of internal policies designed to ensure a respectful work environment in line with Qatari labor laws. Further details can be found in the published Sustainability Report.

Doha Bank operates on the principle of equal opportunity, and although a standalone formal diversity and inclusion policy is not currently in place, the Bank fully complies with national labor laws and implements internal diversity practices aligned with the requirements of relevant government authorities.

The Bank has set an internal target to increase female representation to 35% of the total workforce by 2028, while the current proportion of female employees stands at 31%.

The Bank has also made steady progress toward achieving the Qatar Central Bank's targets related to the employment of persons with disabilities. The current ratio stands at 0.20%, with ongoing efforts to reach the 0.25% target. The Bank also continues to disclose, on a quarterly basis, its level of compliance with the requirements of the Qatar Central Bank, while ensuring the promotion of its comprehensive banking services across various media platforms and through the relevant disclosures.

• **Community Impact and Corporate Social Responsibility:** Doha Bank's approach to community engagement stems from a vision of prosperity that extends beyond geographical boundaries, aiming to create a positive impact that benefits individuals, communities, and the environment alike.

The Bank promotes a culture of corporate social responsibility (CSR) among its employees and stakeholders and invests in initiatives that contribute to enhancing the Human Development Index of the State of Qatar.

Corporate social responsibility at Doha Bank is not considered a complementary or optional activity; rather, it constitutes an integral part of the Bank's mission and operational direction. This commitment is reflected through supporting the community and its partners beyond purely financial objectives and directing resources toward addressing the needs of Qatari society and strengthening national development priorities.

During 2025, Doha Bank continued its efforts in humanitarian and community initiatives, reaffirming its commitment through support to a wide range of charitable and volunteer organizations. The Bank also continued its contribution to the Social and Sports Activities Support Fund, in accordance with Qatar Financial Markets Authority Law No. (13) of 2008, by allocating a portion of retained earnings to the fund amounting to 2.5% of the annually declared net profit.

As part of its ongoing commitment to generating sustainable and meaningful impact, Doha Bank updated its Corporate Social Responsibility strategy to better align with evolving community needs and national priorities. This updated approach aims to ensure that the Bank's initiatives remain relevant, measurable, and impactful, reflecting the best international practices in sustainability while aligning with local development objectives.

Through reassessing its areas of focus and strengthening engagement with key stakeholders, Doha Bank seeks to enhance the effectiveness of its corporate social responsibility (CSR) programs and reinforce its role as a responsible institution contributing meaningfully within the State of Qatar and beyond. Among the Bank's most prominent initiatives in this area are:

- National Sports Day.
- Blood donation campaigns.
- Breast cancer awareness programs.
- Diabetes awareness campaigns.
- Earth Day.
- Support for youth education through sponsorship programs.

5. Achieving Sustainable Growth: Doha Bank aims to advance the sustainable growth agenda by financing and supporting activities and businesses that generate positive environmental and social impacts, alongside maintaining strong financial performance. This pillar focuses on the following key areas:

- **Responsible Financing and Investment:** Strengthening the allocation of capital toward projects that support the transition to a low-carbon economy, supported by clear and measurable targets for sustainable financing in both the short and long term. In December 2025, Doha Bank successfully priced sustainability bonds valued at QAR 500 million. The Bank also plans to conduct a comprehensive review of its existing investment portfolio to assess its alignment with approved sustainability standards and principles.

Integrating ESG and Climate Risk Management within the Bank's Enterprise Risk Framework

In line with its strong commitment to enhancing risk governance, Doha Bank expanded its risk identification and assessment framework to include a broad spectrum of emerging risks.

During 2024, the Bank formally incorporated Environmental, Social and Governance (ESG) risks, climate risks, fraud risks, technology risks, compliance risks, governance risks, project risks, macroeconomic risks, and legal risks into its enterprise risk management framework. The Environmental, Social and Climate Risk Management (ESCRM) framework represents an integrated approach aimed at embedding environmental, social, and climate considerations into the Bank's operational activities and risk management practices.

This framework has been developed in alignment with the principles issued by the Qatar Central Bank and the Central Bank of the United Arab Emirates.

Doha Bank has adopted an integrated model for implementing the ESCRM framework, which is built upon three key components:

- **Institutional Level:** Identification of ESG risks through a Double Materiality Assessment process. Climate risks are classified as one of the key components of these risks and are subject to in-depth evaluation through Climate Risk Assessment (CRA), which focuses primarily on the Bank's operational activities and asset portfolio.
- **Transaction Level:** Addressing environmental and social risks (E&S Risk) through assessments conducted under the Environmental and Social Management System (ESMS). The outputs of these assessments contribute to the Bank's climate risk assessment, particularly in relation to the customer loan portfolio, including climate risks and adaptation capabilities. These outputs are directly linked to risk management within the ESG framework, particularly credit risk management
- **Frameworks and Operational Processes:** Adoption of a comprehensive set of frameworks and processes for evaluating and managing ESG and climate risks, ensuring a holistic and effective approach to handling such risks.

Doha Bank conducted a comprehensive climate risk assessment, which included modelling multiple scenarios, with the objective of measuring the level of exposure of the loan portfolio to both physical climate risks and transition risks. These assessments were carried out in accordance with relevant international frameworks and standards, including the Task Force on Climate-related Financial Disclosures (TCFD), while also considering multiple climate scenarios, including those issued by the Network for Greening the Financial System (NGFS).

The outcomes of these analyses contribute to guiding the Bank's credit risk strategy, determining sector exposure limits, and supporting sustainable lending practices. Furthermore, the results of climate risk assessments have been incorporated into the Bank's enterprise risk management framework, enabling well-informed decision-making at both strategic and operational levels, including the following:

- **Credit Risk Assessment:** Integrating climate risks into borrower evaluations, particularly in sectors with higher environmental impact.
- **Sector Exposure Management:** Using climate risk data to adjust sector exposure limits and guide lending strategies in alignment with the Bank's sustainability objectives.
- **Stress Testing and Scenario Analysis:** Applying multiple climate scenarios to assess the resilience of the Bank's asset portfolio under different climate pathways, supporting long-term risk planning.
- **Governance and Oversight:** Presenting climate risk assessment results periodically to the Audit, Compliance, Risk and ESG Committee, ensuring effective oversight at the Board level and alignment with regulatory requirements.

The Bank's Sustainability Report includes all disclosure requirements related to environmental, social, and governance matters and is available on the Bank's official website.

Social and Sports Activities Support Fund

Doha Bank contributed QAR 21/286 million to the Social and Sports Activities Support Fund, representing 2.5% of the Bank's annual net profits for the year 2024, in accordance with Law No. (13) of 2008 and its amendments. The Bank's contribution for the year 2025 will be determined after the approval of the Bank's financial results during 2026.

Bank Branches, Representative Offices and Subsidiaries

At the local level, the Bank operates 15 branches and 3 E-branches within the State of Qatar, supported by 80 automated teller machines (ATMs), five of which are located at overseas branches.

At the international level, the Bank maintains four overseas branches, including one in Dubai (United Arab Emirates), one in Kuwait, and two branches in Mumbai and Kochi in India. In addition, the Bank maintains eight representative offices located in Singapore, Turkey, Japan, China, the United Kingdom, South Africa, Bangladesh, and Nepal.

The Bank also owns Doha Finance Limited and Doha Bank Securities Limited, both registered in the Cayman Islands, as well as Al Sharq Insurance Company, which is registered in the Qatar Financial Centre. All of these entities are wholly owned subsidiaries of the Bank. In addition, the Bank holds a strategic ownership stake of 35.29% in one of the Indian financial brokerage companies, namely Doha Brokerage and Financial Services Company, which conducts brokerage activities and asset management.



Fahad Bin Mohammad Bin Jabor Al Thani
Chairman

Independent Limited Assurance Report

The background of the page is a solid blue color. Overlaid on this is a semi-transparent image of a hand holding a magnifying glass. The hand is positioned on the right side, and the magnifying glass is held over a document that is visible at the bottom of the frame. The magnifying glass is focused on a specific area of the document, suggesting a detailed review or audit process. The overall aesthetic is professional and clean.

INDEPENDENT PRACTITIONER'S ASSURANCE REPORT TO THE SHAREHOLDERS OF DOHA BANK (Q.P.S.C)

Report on Compliance with Qatar Financial Markets Authority's (QFMA's) law and relevant legislation, including the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the QFMA's Board pursuant to the QFMA's Decision No. (5) of 2016 as at 31 December 2025 ("QFMA's Requirements"/"the Requirements").

In accordance with the requirements of Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Governance Code" or the "Code") Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over the Board of Directors' assessment of compliance with the QFMA's Requirements (the "Board of Directors' assessment") of Doha Bank (Q.P.S.C). (the "Bank") as at 31 December 2025.

Responsibilities of the Board of Directors and those charged with governance

The Board of Directors of the Bank is responsible for preparing the "Board of Directors' assessment" that covers at a minimum the requirements of Article 4 of the Code.

The Board of Directors is also responsible for ensuring the Bank's compliance with the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 and preparing the "Board of Directors' assessment".

The Board of Directors is also responsible for identification of areas of non-compliance and related justifications, where mitigated.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including compliance with applicable laws and regulations.

Responsibilities of the Assurance Practitioner

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the "Board of Directors' assessment", taken as a whole, is not presented fairly, in all material respects, in accordance with the QFMA's law and relevant legislations, including the Code.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

A limited assurance engagement involves assessing the risks of material misstatement of the “Board of Directors’ assessment”, whether due to fraud or error and responding to the assessed risks as necessary in the circumstances.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. Accordingly, we do not express a reasonable assurance conclusion about whether the “Board of Directors’ assessment”, taken as a whole has been presented fairly, in all material respects, in accordance with the QFMA’s law and relevant legislations, including the Code.

The procedures we performed were based on our professional judgement and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies for the Bank and agreeing with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above we:

- made inquiries of management to obtain an understanding of the processes followed to identify the requirements of the QFMA law and relevant legislations, including the Code; the procedures adopted by management to comply with these Requirements and the methodology adopted by management to assess compliance with these requirements;
- considered the disclosures by comparing the contents of the “Board of Directors’ assessment” against the requirements of Article 4 of the Code;
- agreed the relevant contents of the “Board of Directors’ assessment” to the underlying records maintained by the Bank; and

performed limited substantive testing on a selective basis, when deemed necessary, to assess the “Board of Directors’ assessment”, and observed evidences gathered by management; and assessed whether violations of the QFMA’s Requirements, if any, have been disclosed by the Board of Directors, in all material respects.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with the Requirements. Therefore, we do not provide any assurance as to whether the procedures adopted by management were functioning effectively to achieve the objectives of the QFMA’s law and relevant legislations, including the Code.

Our independence and quality management

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (“IESBA Code”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code

Our firm applies International Standard on Quality Management 1 (“ISQM 1”) which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Inherent limitations

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail.

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the “Board of Directors’ assessment” and the methods used for determining such information.

Because of the inherent limitations of internal controls over compliance with relevant laws and regulations, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Other information

The Board of Directors is responsible for the other information. The other information comprises the Annual Report (but does not include the “Board of Directors’ assessment”), which is expected to be made available to us after that date.

Our conclusions on the “Board of Directors’ assessment” do not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our assurance engagement on the “Board of Directors’ assessment”, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with our knowledge obtained in the engagement, or otherwise appears to be materially misstated. If we conclude that there is a material distortion of the other

information we obtained prior to the date of this report, based on our actions, we are required to report that fact.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Emphasis of Matter

Without modifying our conclusion, we draw attention to Note 1 to the “Board of Directors’ assessment” as it mentions that the QFMA issued the Governance Code for Companies & Legal Entities Listed on the Main Market pursuant to QFMA Decision No. (5) of 2025 (“the New Code”), effective from 17 August 2025, which repealed the previous QFMA’s Board Decision No. (5) of 2016 concerning the issuance of the Governance Code for Companies and Legal Entities Listed on the Main Market. Companies have one year from the effective date to align with the New Code.

The scope of our engagement for the year ended 31 December 2025 is to render a limited assurance conclusion on the Bank’s compliance with QFMA’s Board Decision No. (5) of 2016 and not on the compliance with the New Code, which came into effect on August 17, 2025. Further, we emphasize that our engagement scope does not extend to assessing the Bank’s readiness in complying with the New Code’s requirements.

Conclusion

Based on our limited assurance procedures described in this report, nothing has come to our attention that causes us to believe that the Board of Directors’ assessment on compliance with QFMA’s Requirements does not present fairly, in all material respects, the Bank’s compliance with the QFMA’s law and relevant legislations, including the Code as at 31 December 2025.

For and on behalf of Pricewaterhouse Coopers – Qatar Branch Qatar Financial Market Authority registration number 120155.

Waleed Tahtamouni

Auditor’s registration number 370

Doha, State of Qatar

25 February 2026

Board of Director's Assessment of Internal Controls Over Financial Reporting



Financial Report



Market Performance Overview

- Annual Growth Rate: 18% compared to 8.2% last year
- Revenue Increased: \$1.2B in Q1, up from \$1.1B
- Customer Engagement: 15% increase across digital channels
- Market Expansion: New product line contribution to 10% of total sales
- Regional Highlights: North America led with 2.2% increase in market share

Our latest market highlights substantial growth across key segments, driven by increased customer engagement and strategic investments. The overall trend in market share reflects the success of our expansion strategies and operational advancements. Future projections indicate continued growth, reinforcing the company's market position.

Financial Metrics & Insights

- Net Profit Margin: 22.5%, exceeding last year's 20.1%
- Operational Efficiency: Cost reduced by 3.7% due to automation
- Investment Growth: R&D budget increased by 14%
- Strong Innovation: 5 new products launched
- Client Retention: 91% repeat customers, up from 82%
- Future Outlook: Projected revenue growth of 10% in the next fiscal year

Financial results reflect a solid fiscal performance, with improved operational efficiency contributing to overall profitability. Increased investment in research and development is expected to drive future innovation and market competitiveness. Consistent in the market. The company remains committed to sustainable growth and shareholder value creation.

Financial Statement: This report is based on the performance metrics. Figures reflect consolidated results across key market regions. Growth percentages are calculated based on the corresponding period in the previous fiscal year. All figures are in USD unless otherwise specified.

BOARD OF DIRECTOR'S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Board of Directors of Doha Bank Q.P.S.C. (the "Bank") and its subsidiaries (together the "Group") has carried out an assessment of internal control framework over financial reporting of significant processes as at 31 December 2025 in accordance with the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2025 (the 'Code').

Responsibilities of the Board

The Board of Directors of the Group is responsible for establishing and maintaining effective internal control over financial reporting of significant processes.

Internal control over financial reporting is a process designed by, or under the supervision of, the Group's Management, and affected by the Group's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external purposes in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). It includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS, and that receipts and expenditures of the Group are being made only in accordance with the authorizations of management and Board of Directors of the Group; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Group's assets that could have a material effect on the consolidated financial statements.

The Board of Directors of the Group is responsible for designing, and maintenance of adequate internal controls that when operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Group's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and
- compliance with applicable laws and regulations, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2025.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis.

Further, projections of any evaluation of effectiveness of the internal control over financial reporting to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessment

In this section, we provide description of the scope covered by the assessment of the suitability of the Group's internal control over financial reporting, including the Significant Processes addressed, control objectives and the approach followed by management to conclude its assessment.

The Group is required to report on the suitability of the design and operating effectiveness of internal controls over financial reporting ("ICOFR") of significant processes in connection with the Governance Code for Companies & Legal Entities Listed on the Main Market (the "Code") issued by the Qatar Financial Markets Authority's (QFMA's) Board pursuant to Decision No. (5) of 2025. We have conducted an evaluation of the suitability of the design and operating effectiveness of internal control over financial reporting of significant processes, as at 31 December 2025, based on the framework and the criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Scope of assessment

Our internal control framework over financial reporting is the process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Group's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes controls over disclosure in the consolidated financial statements and procedures designed to prevent misstatements.

In assessing suitability of design and operating effectiveness of ICOFR, the management has determined Significant Processes as those processes in respect of which misstatement in the stream of transactions or related financial

statements amounts, including those caused by fraud or error would reasonably be expected to impact the decisions of the users of consolidated financial statements.

The Significant Processes of the Group at 31 December 2025 are:

- Corporate Lending,
- Retail Lending,
- Deposits Taking,
- General Ledger , Financial Reporting and Disclosures,
- Treasury and Investment,
- Human Resources and Payroll,
- Procure to Pay,
- Capital Planning and Monitoring,
- Entity Level Control,
- Trade Finance, and
- Information Technology General Controls.

External auditors

In accordance with the Code, PricewaterhouseCoopers - Qatar Branch, the Group's independent external audit firm will be issuing a reasonable assurance report on the management assessment and the suitability of design and operating effectiveness of the Group's internal control framework over financial reporting.

Board of Directors' Conclusion

Based on management assessment, the Board of Directors concluded that, as at 31 December 2025, management did not identify any material weakness and the Group's internal control over financial reporting of significant processes is appropriately designed and operating effectively to achieve relevant control objectives based on the criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Independent Assurance Report



INDEPENDENT PRACTITIONER'S ASSURANCE REPORT TO THE SHAREHOLDERS OF DOHA BANK (Q.P.S.C)

Report on the suitability of design and operating effectiveness of internal controls over financial reporting of significant processes as at 31 December 2025.

Introduction

In accordance with the requirements of Article 11 of the Governance Code for Listed Companies (the "Governance Code" or the "Code") issued by the Qatar Financial Markets Authority (QFMA) Board, pursuant to Decision No. (5) for 2025, we have carried out a reasonable assurance engagement over the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes" of Doha Bank (Q.P.S.C.) and its subsidiaries (together the "Group") as at 31 December 2025, based on the framework issued by the Committee of Sponsoring Organisations of the Treadway Commission "COSO Framework".

Responsibilities of the directors and those charged with governance

The Board of Directors of the Group is responsible for presenting the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes", which includes:

- the Board of Directors' assessment of the suitability of design and operating effectiveness of internal controls over financial reporting of significant processes;
- description of the identification of significant processes and internal controls over financial reporting; and
- assessment of the severity of design and operating effectiveness of control deficiencies, if any noted, and not remediated as at 31 December 2025.

The assessment presented in the Board of Directors' Report will be based on the following

elements included within the Risk Control Matrices provided by the Group's management:

- the control objectives; including identifying the risks that threaten the achievement of the control objectives; and
- designing and implementing controls to achieve the stated control objectives.

The Group's Board of Directors is also responsible for establishing and maintaining internal financial controls based on the COSO framework.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Group's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and
- compliance with applicable laws and regulations.

Responsibilities of the Assurance Practitioner

Our responsibility is to express a reasonable assurance conclusion based on our assurance procedures on the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes", based on the COSO framework.

We have conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB').

This standard requires that we plan and perform our procedures to obtain reasonable assurance on the Board of Directors' assessment of suitability of the design and operating effectiveness of the internal controls over financial reporting of significant processes, as presented in "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes", in all material respects, to achieve the related control objectives stated in the description of the relevant processes by management, based on the COSO framework.

A process is considered significant if a misstatement due to fraud or error in the stream of transactions or the consolidated financial statements amount would reasonably be expected to impact the decisions of the users of the consolidated financial statements. The processes that were determined as significant are:

1. Corporate Lending;
2. Retail Lending
3. Procure to Pay;
4. Treasury and Investments;
5. Trade Finance;
6. Deposits Taking;
7. Human Resources and Payroll;
8. General Ledger and Financial Reporting and Disclosures;
9. Capital Planning and Monitoring.

The evaluation also included an assessment of the design, implementation and operating effectiveness of Entity Level Controls, Information Technology General Controls and Application Controls.

An assurance engagement to express a reasonable assurance conclusion on the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes" based on the COSO framework and as presented in the Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes involves performing procedures to obtain evidence about the fair presentation of the report. Our procedures on internal controls over financial reporting of significant processes included:

- obtaining an understanding of internal controls over financial reporting for significant processes;
- assessing the risk that a material weakness exists; and
- testing and evaluating the suitability of design and operating effectiveness of internal control based on the assessed risk.

In carrying out our engagement, we obtained an understanding and evaluated the following components of the control system:

- Control Environment
- Risk Assessment
- Control Activities
- Information and Communication
- Monitoring Activities

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design and operation, whether due to fraud or error. Our procedures also included assessing the risks that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes". Our procedures included testing the operating effectiveness of those controls that we consider necessary to provide reasonable assurance that the related control objectives were achieved.

An assurance engagement of this type also includes evaluating Board of Directors' assessment of the suitability of the design and operating effectiveness of the controls over the control objectives stated therein. It further includes performing such other procedures as considered appropriate in the circumstances. Reasonable assurance is less than absolute assurance.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes.

Our independence and quality management

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Management 1 ("ISQM 1") which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Concept of internal controls over financial reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

consolidated financial statements for external purposes in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). An entity's internal control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of the management of the entity; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the consolidated financial statements.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the "Board of Directors' Report on Internal Controls over Financial Reporting of Significant Processes" and the methods used for determining such information.

Because of the inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected, which may not prevent or detect all instances of unauthorized use of assets that may have material impact on the consolidated financial statements. Historical evaluation of design and implementation of an internal control system may not be relevant to future periods if there is a change in conditions

or that the degree of compliance with policies and procedures may deteriorate. Also, projections of any evaluation of the internal controls over financial reporting to future periods are subject to the risk that the internal control over financial reporting may become inadequate or fail because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Furthermore, the controls activities designed and operated as at 31 December 2025 covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over the financial reporting for significant processes prior to the date those controls were placed in operation.

Other information

The Board of Directors is responsible for the other information. The other information comprises the Annual Report (but does not include the “Board of Directors’ Report on Internal Controls over Financial Reporting”), which is expected to be made available to us after the date of this assurance report.

Our opinion on the “Board of Directors’ Report on Internal Controls over Financial Reporting of Significant Processes” does not cover the other information and we do not, and will not express any form of assurance opinion thereon.

In connection with our assurance engagement on the “Board of Directors’ Report on Internal Controls over Financial Reporting of Significant Processes”, our responsibility is to read the other information identified above and when it becomes available and, in doing so, consider whether the other information is materially inconsistent with our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If we conclude that there is a material distortion of the other information we obtained prior to the date of this report, based on our actions, we are required to report that fact.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Conclusion

In our opinion, based on the results of our reasonable assurance procedures, the Board of Directors’ assessment of the suitability of the design and the operating effectiveness of the Group’s internal controls over financial reporting of significant processes, based on the COSO framework and as presented in the Board of Directors’ report, is presented fairly, in all material respects, as at 31 December 2025.

For and on behalf of Pricewaterhouse
Coopers - Qatar Branch
Qatar Financial Market Authority registration
number 120155

Waleed Tahtamouni

Auditor’s registration number 370
Doha, Qatar

25 February 2026



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