

An invitation to attend the Extra Ordinary and Ordinary General Assembly Meeting of the Shareholders

The Board of Directors of Doha Bank is honored to invite the esteemed shareholders to attend the Extra Ordinary and Ordinary General Assembly Meeting of the Shareholders, which will be held at 04:00 PM on Monday 6/3/2017 in Head Office Tower – West Bay – floor no. (1). However, if the quorum required is not attained, a second meeting will be held on Monday 13/3/2017 at the same time and venue to look in:

EGM Agenda:

1. To approve an increase in the bank's capital from QR 2,583,722,520 to up to QR 3,100,467,024 (representing an increase of 20% from the current paid-up share capital) by way of offering 51,674,450 new ordinary shares for subscription to Doha Bank's eligible shareholders who are registered in the shareholders' register with Qatar Central Securities Depository (QCSD) at the close of trading on Wednesday 15th of March 2017 and the holders of subscription rights, at a price of QR (25) per share representing a premium of QR (15) in addition to a nominal value of QR (10) per share.
2. To grant the Board of Directors of Doha Bank and those authorized by the Board full authority to execute this issuance and to determine the time and the related terms and conditions, deal with unsubscribed shares and any other issue that may arise during the subscription process, after obtaining the approval of QFMA, the Ministry of Economy and Commerce and any other related competent authority.
3. To approve waiving priority rights of eligible shareholders to third parties who would be the holders of those rights as a result of buying the subscription rights from the shareholders as per QFMA rules and commercial companies by law No. (11) of year 2015.
4. To approve waiving priority rights of the eligible shareholder who does not subscribe during the specified subscription period.
5. To approve offering the unsubscribed shares by eligible shareholders and the holders of subscription rights for public subscription in accordance with QFMA and any other applicable rules/ regulations.
6. To approve listing the Rights Issue at Qatar Exchange in relation to Bank's raised capital as per QFMA and any other applicable rules/regulations.

7. To authorize the Board to deal with fractional shares that would arise from subscription.
8. To approve amending Article No. (6) of the Articles of Association of the Bank to reflect the impact of the aforementioned capital increase.
9. To approve amending Article No. (23) of the Articles of Association of the Bank as follows:
"The company's board of directors consists of (9) nine members. The ordinary General Assembly elects (7) seven members by secret ballot and (2) two members are appointed as independent members, according to the law and the instructions of Qatar Central Bank".

AGM Agenda:

1. Hearing the report of the Board of Directors on the Bank's activities and its financial position for the financial year ended on 31/12/2016 and discussing the Bank's future plans.
2. To discuss and endorse the Board of Directors' report on Corporate Governance for the year 2016.
3. Hearing the External Auditors' report on the balance sheet and the accounts presented by the Board of Directors for the financial year ended on 31/12/2016.
4. To discuss and endorse the balance sheet and the profit & loss account for the financial year ended on 31/12/2016 and approve the Board's recommendation for distributing cash dividends of QR (3) per share to the shareholders.
5. Discharging the Board of Directors from the responsibility for the year 2016 and determining their remuneration.
6. To elect the members of Board of Directors for the next three years 2017, 2018 and 2019.
7. Appointing the External Auditor for the financial year 2017 and determining their audit fees.

Notes

- ▶ Dealing in the shares of the bank will be stopped on the date of the meeting.
- ▶ If unable to attend personally, the shareholder may nominate another shareholder as his proxy (other than board members) to attend the meeting. Proxy shall be submitted to Bank's official before commencement of the meeting in order to prove the capacity to attend. However; shares in possession of the nominated proxy should not in any way exceed 5% of the total shares i.e. (12,918,612) shares. In case the shareholder is a juridical person (company, establishment etc...), the attending representative should submit a written authorization for this effect duly signed and stamped by the company/establishment.
- ▶ Invitations to the meeting, balance sheet, profit & loss accounts, Board of Directors report, External auditors report and corporate Governance report were posted on Doha bank's website.
- ▶ A statement including the information stipulated by article [122] of the Commercial Companies Act issued by law No. (11) for year 2015 which contains charges, fees, cash loans, L/C or guarantees in addition to any tangible privileges and remunerations availed by the Chairman and every member of the Board of Directors, shall be placed for shareholders three days prior to the general assembly meeting date in the Compliance Department located on the 24th floor of the bank's Head Office Tower at West Bay during the working hours.
- ▶ Shareholders are kindly requested to be in the meeting venue one hour prior to the meeting time to facilitate the registration.
- ▶ This invitation constitute a legal announcement to all shareholders to attend the meeting without a need to send special invitation by mail according to commercial companies by law No. (11) for year 2015.