

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

The Board of Directors of Doha Bank is honored to invite the esteemed shareholders to attend the Ordinary and Extra Ordinary General Assembly Meeting of the Shareholders, which will be held at 04:00 PM on Wednesday 4/3/2015 in Head Office Tower – West Bay – floor no. (1). However, if the quorum required is not attained, a second meeting will be held on Sunday 8/3/2015 at the same time and venue to look in:

### Ordinary General Meeting:

1. Hearing the report of the Board of Directors on the Bank's activities and its financial position for the financial year ended on 31/12/2014 and discussing the Bank's future plans.
2. Hearing the Board of Directors' report on Corporate Governance for the year 2014.
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 31/12/2014.
4. To discuss and endorse the balance sheet and the profit & loss account for the financial year ended on 31/12/2014 and approve the Board's recommendation for distributing cash dividends of QR 4 per share to shareholders.
5. Discharging the Board of Directors from the responsibility for the year 2014 and determining their remuneration.
6. To approve issuance of Debt Notes "Bonds" using Doha Bank EMTN programme whose main components would be as follows:
  - ✓ In varying amounts which would, in aggregate, not exceed the EMTN programme valuing US\$ 2 Billion.
  - ✓ That no single deal would exceed US\$ 750 million.
  - ✓ In various major currencies including US Dollar, Australian Dollar, Yen, Swiss Francs, Sterling Pound.
  - ✓ To varying maturities not exceeding 10 years for Senior Debt and 30 years for Private placements.
  - ✓ Be issued either by an SPV guaranteed by Doha Bank or through Doha Bank directly.
  - ✓ Total outstanding/due Debt Notes "Bonds" of the Bank should not exceed at any time the Bank's capital unless the excess amount is guaranteed by a bank operating in Qatar.
  - ✓ To authorize the Board of Directors of Doha Bank and those authorized by the Board to take all necessary actions to execute these issuances within the programme after obtaining the approval of Qatar Central Bank, the Ministry of Economy and Commerce and any other competent authorities.
  - ✓ Delegation from AGM of shareholders to the Board would be valid for 3 years.
7. To discuss and endorse dealing with related companies.
8. Appointing the External Auditor for the financial year 2015 and determining their audit fees.

### **Extra Ordinary General Meeting:**

1. Amending some articles of the Bank's Article of Association:

- ✓ Amending Article (9) of the Articles of Association to be read after amendments as follows:

"By considering the provisions of the Articles of Association and the laws of State of Qatar specifically the Commercial Companies Act issued by Law No. (5) of 2002 and Law No. (13) of 2000 regulating the foreign capital investments in economic activities and law amendments especially law No.(9) of 2014, non-Qatari investors may own not more than 49 percent of Doha Bank's capital, foreign investors may own more than the above mentioned percentage based on Ministerial Cabinet's approval recommended by the Minister. The citizens of the Gulf Co-operation Council (GCC) shall be treated like Qatari nationals in owning the shares of the bank."

2. To obtain the approval of the Extraordinary General Assembly Meeting of the Shareholders for Doha Bank to issue Tier 1 Capital Instruments amounting to QAR 2 billion either directly or through a Special Purpose Vehicle as per the terms of the Issue which shall include but not limited to the following:

- ✓ The instrument for the Issue shall be Tier 1 Capital Instruments qualifying as Additional Tier 1 Capital for Doha Bank in Qatar as per the terms and requirements of QCB.
- ✓ The Issue Date shall be on or before June 30<sup>th</sup>, 2015.
- ✓ The Maturity of this instrument shall be perpetual, but callable only after [6] years.
- ✓ The Issue shall be through private placements by Qatari institutions.
- ✓ To authorize the Board of Directors of Doha Bank and those authorized by the Board to determine the terms and conditions and undertake all the necessary steps and execution mechanisms for the Issue after obtaining the approval of Qatar Central Bank, the Ministry of Economy and Commerce, and any other competent authorities.

### **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 [121] of the Commercial Companies Act issued by law No (5) for year 2002 which contains charges, fees, commissions, 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 24<sup>th</sup> 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.

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