



بنك قطر الأول
QFB

Board of Directors Charter

Version: 1.2

Abbreviations in this Document

- AGM: Annual General Meeting
- ALCO: Asset and Liability Committee
- ARCC: Audit, Risk, and Compliance Committee
- BOD: Board of Directors
- CEO: Chief Executive Officer
- CFO: Chief Financial Officer
- CRO: Chief Risk Officer
- EGM: Extraordinary General Meeting
- EXCOM: Executive Committee
- OPCO: Operating Committee
- NRCGC: Nomination, Remuneration and Corporate Governance Committee
- QFB: Qatar First Bank LLC (Public)
- QFC: Qatar Financial Centre
- QFCRA: Qatar Financial Centre Regulatory Authority
- QFMA: Qatar Financial Markets Authority
- SSB: Shari'ah Supervisory Board
- TOR: Terms of Reference

Board of Directors Charter

1. Purpose and Nature of the Board of Directors Charter

- 1.1. Qatar First Bank LLC (Public) (or hereafter referred to as “QFB” or “Bank”) intends to establish itself as a model that other Islamic investment banks in the region will follow.
- 1.2. QFB’s Board of Directors Charter (or hereafter referred to as “Board Charter”) is developed in accordance with the Qatar Financial Markets Authority (QFMA) requirements, Qatar Financial Centre Regulatory Authority (QFCRA) requirements, and QFB’s Articles of Association.
- 1.3. In the event of conflict between the Board Charter and Articles of Association, the latter requirements shall prevail.
- 1.4. Any changes to this Board Charter require approval from the Board.

2. Board Responsibilities

2.1. Set overall direction

- 2.1.1. Review and approve strategy.
- 2.1.2. Review and approve policies.
- 2.1.3. Review and approve business plans / annual budgets.

2.2. Approve risk levels

- 2.2.1. Review and approve risk limits / policy.
- 2.2.2. Ensure adequate systems and controls in place to monitor risk.
- 2.2.3. Periodically monitor risk levels.

2.3. Task full time Senior Executive Managers to implement direction

- 2.3.1. Appoint and evaluate the Chief Executive Officer (CEO).
- 2.3.2. Delegate authority to Board Committees / CEO to make day-to-day decisions (the CEO will further delegate some authority to the Senior Executive Managers below him).
- 2.3.3. Review and approve Remuneration Policy recommended by the Nomination, Remuneration and Corporate Governance Committee (NRCGC).
- 2.3.4. Review and approve the succession plan prepared and recommended by the Nomination, Remuneration and Corporate Governance Committee (NRCGC) for successful replacement of vacancies in the Board of Directors, Senior Executive Management and other key functions.

2.3.5. Review and approve major investments / expenditures which are above the limit delegated to the CEO and the Executive Committee (EXCOM).

2.3.6. The Board shall not enter into loans that spans more than three years, and shall not sell or mortgage real estate of QFB or drop the Bank's debts, unless it is authorized to do so by the Articles of Association. In the case where the Articles of Association includes no provisions to this respect, the Board should not act without the approval of the General Meeting, unless such acts fall within the normal scope of the Bank's business.

2.4. Assist in business plan implementation

2.4.1. Assist in identifying potential investment opportunities.

2.4.2. Act as sounding board for the CEO.

2.4.3. Advocate and support access to a network of influential people across the GCC.

2.5. Monitor performance & ensure compliance

2.5.1. Establish and set Terms of Reference (TOR) for the following committees with specific oversight remits:

2.5.1.1. ARCC

2.5.1.2. NRCGC

2.5.1.3. EXCOM

2.5.1.4. OPCO

2.5.1.5. ALCO

2.5.2. Monitor the Bank's performance.

2.5.3. Agree on corrective action as appropriate.

2.5.4. Notify shareholders of significant issues.

2.5.5. Remain accountable for ensuring the operations are carried out in compliance with statutory laws and regulations.

2.5.6. Assess the performance of Senior Executive Management including its implementation of internal control systems. This includes timeliness and accuracy of notifying the Board of control issues as well as the manner in which these issues were handled by the Board.

2.5.7. Review reports from the Shari'ah Supervisory Board (SSB).

2.5.8. Assess the effectiveness of the SSB, its members, and the Shari'ah Supervisory Liaison Officer.

2.5.9. Review reports submitted by Board-level and Management-level committees.

2.6. Approve published financial statements

2.6.1. Review and approve quarterly, semi-annual, and annual financial results and financial reports for publication and ensure accuracy and transparency.

2.6.2. Review and recommend dividend payments for final approval at the Annual General Meeting (AGM).

2.6.3. Review and approve all policy statements for publication.

2.6.4. Recommend External Auditors to be hired by approval at AGM based on advice from the ARCC.

2.7. Regulating the stakeholder relationship

2.7.1. Develop a written policy that regulates the relationship among the stakeholders in order to protect them and their respective rights including the following:

2.7.1.1. Indemnifying mechanisms for the stakeholders in case of contravening their rights pursuant to the Law and their respective contracts.

2.7.1.2. Mechanisms of complaints or disputes that might arise between the Bank and the stakeholders.

2.7.1.3. Suitable mechanisms for maintaining good relationships with customers and suppliers and protecting the confidentiality of Information related to them.

2.7.1.4. Ensure code of conduct for the Bank's executives and employees to be compatible with professional and ethical standards, and regulate their relationship with the stakeholders

2.7.1.5. The Bank's social contributions.

2.8. Assist in conducting General Meeting

2.8.1. Invite all shareholders to attend the General Assembly Meeting in the way as specified by law.

2.8.2. Prepare and send out General Meeting agenda including the matters for discussion.

2.9. Other responsibilities

2.9.1. Review and approve the annual plan for training and education at QFB.

2.9.2. Develop a mechanism for dealing and cooperation with providers of financial service, financial analysis, credit rating and other service providers as well as the entities that

identify standards and indices of financial markets in order to provide their services for all shareholders in a quick manner with integrity and transparency.

- 2.9.3. Develop awareness programs for spreading the culture of control self-assessment and risk management within the Bank.
- 2.9.4. Review and approve the organizational structures of the Bank on periodic basis to ensure distinct distribution for the functions, tasks and responsibilities of the Bank especially internal control units, and determining ways and means of the quick contact with QFMA, QFCRA and other regulatory authorities as well as all parties concerned to governance, including the appointment of an official spokesperson.
- 2.9.5. Draft a Governance code for the Bank that does not contradict the provisions of QFMA Corporate Governance Code, supervising and monitoring in general the effectiveness of the Governance Code and amending it whenever necessary.
- 2.9.6. Set policies and procedures to ensure the Bank's compliance with the laws and regulations and the Company's obligation to disclose material Information to shareholders, creditors and other Stakeholders.
- 2.9.7. Develop a clear policy for contracting with the Related Parties and presenting it to the General Assembly for approval.

3. Qualification of Directors

3.1. Ideal Director Profile:

- 3.1.1. Excellent leadership qualities
- 3.1.2. Exhibits exceptional ethical character
- 3.1.3. Diverse representation
- 3.1.4. Accounting knowledge
- 3.1.5. Understand local regulations and laws
- 3.1.6. Broad industry knowledge
- 3.1.7. Strong risk management, systems and control knowledge
- 3.1.8. Compliance knowledge

4. Qualities of Directors

4.1. Independence

- 4.1.1. Directors should have no business or family relationship with the Bank that could impact independence of their judgment and is not under the influence of any factor that may limit

his capacity to consider, discuss and decide on the Banks matters in an unbiased and objective manner i.e. (on the basis of facts only). By way of illustration, a Director shall be considered not to be independent in any of the following situations:

- a) Owns at least (1%) of shares of the Bank or any company of its group.
- b) Is a representative of a legal person that owns at least (5%) of the shares of the Bank or any company of its group
- c) If the Director, during the last 3 years, was employed by any related party to the Bank or any of its affiliates such as the auditors, biggest vendors or with any of his/her close relatives or has the majority shares in any of the aforementioned parties within the last 3 years.
- d) If the Director is considered as one of the major executives in the company or any of its affiliates or any of his family members during the last 3 years.
- e) If the Director is a related party of the executives in the Bank or any of its affiliates.
- f) If the Director is a relative of any of the major executives in the Bank or its affiliates.
- g) If the Director has, or is a relative of an individual has, currently or within the last 3 years any significant direct or indirect commercial or financial dealings with the company.
- h) If the member is a member of the Board of another company under the same group.
- i) If a member has been sitting on the Bank's Board for more than 9 consecutive years.

4.1.2. In the absence of specific definitions in this charter, reference shall be made to the relevant laws and regulations of the QFCRA, QFMA, and other applicable laws and regulations.

4.1.3. Directors should be a shareholder owning, when elected, or within thirty days from its election date, a number of the Bank's shares determined by the Articles of Association. Such shares shall be deposited to the Qatar Central Securities Depository within sixty days from starting date of membership with prohibition from trading, mortgage or seize until the end of membership period, approved on the last budget of financial year of doing business. Such shares shall also be allocated to ensure the rights of the Company, shareholders, creditors and third parties for the responsibility of the Board members. If the Board member does not provide the guarantee as mentioned, its membership becomes invalid. The Independent Board member shall be exempted from this requirement.

4.2. Prohibition of Combining Position

4.2.1. It is prohibited for any one, whether in person or in capacity,

- 4.2.1.1. To be a chairman or a vice-chairman of the board of directors for more than two companies with their headquarters located in the State of Qatar.
- 4.2.1.2. To be a member of a board of directors for more than three shareholding companies with their headquarters located in the State of Qatar.
- 4.2.1.3. To be a managing director in more than one company with their headquarters located in the State of Qatar.
- 4.2.1.4. To combine two memberships of two companies exercising a homogenous activity.
- 4.2.1.5. To combine the position of Chairman with any other executive position in the Bank. The Chairman shall not be a member of any of the Board committees set out in the QFMA Corporate Governance Code.

4.2.2. The Chairman and the members of the Board must provide an annual acknowledgment that no one of them shall combine the prohibited positions according to the Law and the QFMA Corporate Governance Code provisions. The Secretary shall keep such acknowledgment in the file prepared for this purpose.

4.3. Network Access

- 4.3.1. Ability to identify investment opportunities (e.g. access to major business or government opportunities).
- 4.3.2. Ability to introduce the Bank to individuals and businesses that can assist with QFB's business growth.

4.4. Relevant Skills

- 4.4.1. Knowledge of banking.
- 4.4.2. Knowledge of other areas of interest to the Bank.
- 4.4.3. Knowledge of Risk management (to serve on Audit, Risk, and Compliance committee).
- 4.4.4. Knowledge of Real estate development.
- 4.4.5. Other business areas where QFB sees investment opportunities such energy development and infrastructure development.
- 4.4.6. Capacity to participate as part of a team.
- 4.4.7. Ability to debate issues and to positively challenge management.
- 4.4.8. Able to commit the time to actively participate and attend meetings.

4.5. Candidate Disqualifications

- 4.5.1. Is an individual under the age of 21.
- 4.5.2. Has been disqualified from being a director in the Qatar Financial Centre (QFC) or in any other jurisdiction.
- 4.5.3. Is an un-discharged bankrupt in any country.
- 4.5.4. Is a Body Corporate.
- 4.5.5. Has been sentenced to criminal penalty, or a crime against honor or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the Qatar Financial Markets Authority, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law, or be prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35 paragraph 12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated.

5. Board Composition

- 5.1. The Board of Directors shall be composed of no less than 7 and not more than 11 Directors. However, the Bank may under an ordinary resolution, increase or decrease the number set for the Directors.
- 5.2. The same person may not hold or exercise the position of Chairman and CEO at the same time. The division of responsibilities between the two positions shall be clear.
- 5.3. At least 1/3 of the Directors shall be Independent Directors and the majority shall be Non-Executive Members.
- 5.4. All Directors shall be approved by the QFCRA.
- 5.5. Initial Directors are elected for 3 years.
- 5.6. Succession planning of the Board will revolve around a three-year cycle.

6. Appointment and Re-Election of Directors

- 6.1. The Board shall appoint the NRCGC to provide recommendations for the appointment and/or re-election of Directors. These recommendations will be presented at the AGM and approved by the shareholders.
- 6.2. The main principles of the NRCGC are outlined in the NRCGC's TOR.

7. Process of Directors' Education

7.1. Induction

- 7.1.1. The BOD will ensure that newly-appointed Directors receive a full, formal, and tailored induction training upon joining the Board. This is to ensure that Directors are fully aware of their responsibilities and have an adequate understanding of the Bank's operations.
- 7.1.2. Newly-elected Directors will participate in an induction program which shall comprise of an introduction to the Bank by way of being provided the Bank's Articles of Association and Corporate Governance Manual and briefing sessions with the Chairman and Senior Executive Management on the Bank's goals and visions.
- 7.1.3. The program aims to:
 - 7.1.3.1. Educate Directors on best practice.
 - 7.1.3.2. Define roles and responsibilities of Directors.
 - 7.1.3.3. Provide a brief on current Board issues and future challenges.
 - 7.1.3.4. Provide structure and communicate responsibilities.
 - 7.1.3.5. Provide copy of the strategic plan, policies, budgets and the latest Annual Report.
 - 7.1.3.6. Receive a copy of the Board Charter.

7.2. Continuing Education

- 7.2.1. In addition to the initial induction, Directors should receive regular updates and trainings in order to maintain the level of competency required for their role.
- 7.2.2. The Board will provide opportunities for Directors to:
 - 7.2.2.1. Attend conferences and seminars that complement the member skill set requirements.
 - 7.2.2.2. Select programs to enhance specialty skills such as governance and regulatory requirements.
 - 7.2.2.3. Attend annual meetings with local and overseas experts in subjects relevant to the Bank.

8. Board of Directors Meetings

8.1. Board Meetings

- 8.1.1. Meetings of the Board shall be convened by an invitation from the Chairman of the Board or any other method prescribed by the Articles of Association.
- 8.1.2. The Board shall schedule a minimum of 6 Board meetings (minimum once every two months) in the Board Calendar according to key events and financial period closures of the

Bank. Additional meetings may be scheduled as often as necessary for the conduct of the Bank's affairs.

8.1.3. The Board can convene a meeting via conference call, electronic means, or other communication facilities subject to obtaining the signature of all Directors on the Board's resolutions which can be obtained by circulation. The participation of Directors in such meetings shall be considered a personal attendance

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

8.2. Agenda

8.2.1. The Board secretary will circulate the Board agenda and any papers for discussion at least two weeks prior to the scheduled Board meeting.

8.2.2. Agenda items and supporting documents circulated less than two weeks in advance may be included on the agenda at the discretion of the Board Chairman. Additional items will be included in the agenda despite the Chairman's objections if two or more Directors insist on including the items.

8.3. Meeting Minutes

8.3.1. All decisions made by the BOD will be minuted.

8.3.2. The objections of one or more Director to any matter may be minuted.

8.3.3. The minutes will include the names of Directors present and will be signed by both the chairman and secretary of the meeting at which the proceedings took place (or by the chairman and secretary of the next succeeding meeting) as evidence of approval of the proceedings / minutes.

8.3.4. The minutes and resolutions shall be kept in the Arabic language.

8.4. Proxy

8.4.1. A member is entitled to appoint another member as his proxy to attend and vote in his place.

8.5. Quorum and Voting rules (applies to the full Board and committees)

8.5.1. A member may accept only one proxy each.

8.5.2. The quorum at the Board meetings is a majority of Directors.

8.5.3. Each member holds 1 vote. In the case of a tie vote, the Chairman or the relevant chairman of the meeting holds the deciding vote.

8.6. Attendance

8.6.1. To support the full contribution of all Directors, Directors should not be absent from meetings without giving prior notice of their absence (due to a prior engagement or emergency) to the Board Secretary.

8.6.2. Normally, a Director will be expected to attend meetings in person. However, with prior notification, a Director may attend via telephone or other electronic communication.

8.6.3. The BOD and other committees may also request the attendance at a meeting of such persons which may be needed for the purpose of deliberation on certain matters in the agenda and may conduct the meeting without any executive management in attendance.

8.6.4. Attendance Infraction

8.6.4.1. An attendance infraction occurs when there are:

- a) 2 un-notified absences in a row, without advanced notification.
- b) 3 notified absences in a row.

8.6.5. Response to the Attendance Infraction

8.6.5.1. The following steps are followed when an infraction is highlighted:

8.6.5.1.1. The Chairman discusses the infraction with member.

8.6.5.1.2. The Member's response will be shared with Board.

8.6.5.1.3. The Board determines the action to be taken regarding membership.

8.6.5.1.4. If an action to terminate is taken, it will be conducted as specified under local laws and regulations.

9. Board Remuneration

9.1.1. The Remuneration of each Director shall be recommended by the NRCGC. The NRCGC will supervise the payment of the compensation of the Directors as well as the Senior Executive Management and QFB employees, including the CEO.

9.1.2. The amount, timing, practice and payments to the Directors of the Bank will be assessed taking into consideration the following:

9.1.2.1. Time dedication requested from each member

9.1.2.2. Number of Board meetings and committee meetings each one has attended and overall level of responsibility.

Please refer to the NRCGC TOR and the Remuneration Policy for more information.

10. Required Behavior Standards and Duties

10.1. Conflict of Interest

(Please refer to the Corporate Governance Manual for greater detail on this subject)

10.2. Objectives

- 10.2.1. To act as a model for Corporate Governance, QFB needs clear guidelines to manage conflicts of interest.
- 10.2.2. QFB accepts that conflicts of interest are unavoidable; the objective is to handle them in a transparent and objective manner.
- 10.2.3. To handle any conflict in a transparent manner, Directors must:
 - 10.2.3.1. Disclose possible conflicts when they occur.
 - 10.2.3.2. Allow the Chairman to determine whether the conflict of interest is material.
 - 10.2.3.3. Eliminate themselves from discussions where they have a material conflict of interest.

10.3. Share Dealing

- 10.3.1. Directors must adhere to good governance and follow the rules of timing of any share trades.

11. Board Interaction with Senior Executive Management

11.1. Role definition:

- 11.1.1. The Board is responsible for oversight of Senior Executive Management, while Senior Executive Management is responsible for the day to day operations of the Bank.

11.2. Interaction with Senior Executive Management:

- 11.2.1. Board requests for information from Senior Executive Management should be routed through the office of the CEO.
- 11.2.2. Direct contact with Senior Executive Management should be through the CEO or his designated nominee.
- 11.2.3. Directors should not make direct contact with QFB employees aside from the CEO, the Board Secretary, Head of Compliance, CFO, and CRO. Should any other employees (i.e. other than the aforementioned employees) be contacted, the employees must log the contact and report to a member of Senior Executive Management.

11.2.4. Rationale

- 11.2.4.1. Allows transparent access to information in a controlled manner without causing unnecessary confusion.

11.2.4.2. Supports the need for independence.

11.2.4.3. Avoids undue influence of decision making.

11.2.4.4. Supports the smooth operation of the day-to-day activities of the Bank and avoids undermining authority of management over employees.

11.3. Restrictions on share trading

11.3.1. The rules limit any such dealings by Directors, close family member (spouse, children, children of the spouse, dependents and dependents of the spouse) or related parties.

11.3.2. Rules

11.3.2.1. Directors may not deal in the securities of the Bank or any related company when they have or may be perceived as having relevant unpublished price-sensitive information.

11.3.2.2. Directors are only permitted to deal in the securities of the Bank in accordance with guidelines issued by the Bank from time to time.

11.3.2.3. Directors are prohibited from any hedging of shareholding positions.

11.3.2.4. Full disclosure of shareholding and any purchases or sales of shares of the Bank.

11.3.2.5. Directors are prohibited from dealing in shares of QFB for a certain period of time (14 days) before the announcement of financial results or any other relevant financial information.

11.3.2.6. Directors are prohibited from dealing in shares in the case where they are aware of an event affecting the activities or the financial position of QFB and stakeholders have not yet been informed.

12. Board Performance

12.1. The performance assessment of the Board will be carried out in the form of self-assessment. Board members will complete self-assessment worksheets and submit them to the NRCGC, which will review the results.

12.2. The BOD will state in its Annual Report to shareholders how the performance evaluation of the BOD, its committees, and its individual Directors has been conducted.

12.3. The Board will also confirm the Board performance evaluation process in the Corporate Governance Report.

Please refer to the NRCGC TOR for more details on the performance assessment of Board members

12.4. Board Secretary

12.4.1. The Board Secretary shall be appointed by the Board of Directors in accordance with the Articles of Association or as may be prescribed by the law. The Board Secretary shall be responsible for the following matters:

12.4.1.1. Identifying pertinent regulatory authority laws and regulations controlling governance of the business pertaining to shareholders relevant to the Bank.

12.4.1.2. Advising on matters reserved for decisions for shareholders are put to the vote of the shareholders.

12.4.1.3. Managing the conduct of the meetings in line with the statutory and regulatory requirements.

12.4.1.4. Maintaining statutory records of the Bank including:

- a) Minute book of BOD meetings.
- b) Minute book of General Meetings (AGM and EGM).
- c) Register of Directors.
- d) Register of Directors' secretaries and Directors' interests.

12.4.1.5. Oversight of the company seal, share certificates and any documentation relating to the statutory records of the Bank:

- a) Articles of Association.
- b) Certificate of Incorporation.
- c) Specific licenses and approvals for the Bank.

12.4.1.6. Safekeeping of the Board members' acknowledgments of not combining prohibited positions pursuant to the Law and the provisions of the QFMA Corporate Governance Code.

12.4.2. A sub-delegation for the secretary position shall be appointed based on the approval from chairman for assistance to perform the duties.

Please refer to the Corporate Governance Manual for more information on the Board Secretary.

12.5. Board Chairman

12.5.1. The Board Chairman shall be responsible for the following matters:

12.5.1.1. Ensuring that the Board discusses all the main issues in an efficient and timely manner;

12.5.1.2. Approving the agenda of the Board meeting taking into consideration any matter proposed by any other Board member;

- 12.5.1.3. Encouraging all Board members to collectively and effectively participate in dealing with the Board affairs for ensuring that the Board is working with its responsibilities to achieve the best interest of the Bank;
- 12.5.1.4. Making available for the Board members all data, information, documents and records of the Bank, and of the Board and its committees.
- 12.5.1.5. Creating effective communication channels with shareholders and making their opinions heard to the Board;
- 12.5.1.6. Encourage transparent and candid debate by promoting contributions of all Board members, particularly those of both Non-Executive and independent directors; and
- 12.5.1.7. Keeping the members constantly informed about the implementation of the provisions of the QFMA Corporate Governance Code, the Chairman may authorize Audit Committee or other committee in this mission.
- 12.5.1.8. The Vice-Chairman shall replace the Chairman during his absence, and the Chairman may authorize another of the Board members in some of his/her powers.

1.1. **Committees**

- 1.1.1. The Board may delegate some of its functions and constitute special committees, for the purpose of undertaking specific operations on its behalf. In this case written and clear instructions shall be given concerning the delegated function or authority with the requirements to obtain Board prior approval on specific matters. In any event and even where the Board delegates one of its functions or authorities the Board remains liable for all of its functions or authorities so delegated.