



Application for the Nomination for Membership of the Board of Directors of Qatar National Bank (Qatari Public Shareholding Company)

Application for nomination for membership of the Board of Directors

Qatar National Bank (Qatari Public Shareholding Company)

For a period of three years (2025-2027)

Representative of the private sector

Independent member

Date: / / 2024

Mr. Chairman of the Board of Directors of Qatar National Bank,

Greetings,

I am honored to submit my application for nomination for the membership of the Board of Directors of Qatar National Bank (Q.P.S.C.) for the period from 2025 to 2027 (three years) through the elections that will be held at the next meeting of the Bank's Ordinary General Assembly.

I hereby acknowledge that I have reviewed all the conditions required for candidates for membership - stated below - and that I fulfill these conditions under my full responsibility.

(For the legal person: We nominate Mr. _____ ID Card No. _____ as our representative).

Best regards,

Name: _____

ID/Commercial Registration Number: _____

Telephone Number: _____

Shareholder Number: _____

Signature: _____

Attachments:

- 1- A copy of the ID card (for individuals)
- 2- Commercial Registration (for companies) + ID card of its representative + a copy of the establishment registration card.
- 3- Personal questionnaire according to Appendix (2) issued by Qatar Central Bank.
- 4- Bank declaration and undertaking according to Appendix No. (3) issued by Qatar Central Bank.
- 5- Undertaking and declaration to Qatar Financial Markets Authority according to Appendix No. (4).
- 6- Statement from Qatar Central Securities Depository (Edaa) regarding the shares owned in the bank.

- In the event of representation of a legal person, the application shall be signed by its legal representative according to what is stated in its commercial registration, specifying the name of the represented nominee for membership of the Board of Directors and his questionnaire shall be completed. A copy of the his ID card and a copy of the legal person's commercial registration shall be attached to the application.

General conditions that must be met by the candidate for the membership of the Board of Directors:

- 1- He must not be less than twenty-one years old and must have full capacity to perform the legal actions.
- 2- He must have a university degree or a higher academic degree.
- 3- He must own a number of shares in the bank, not less than 400,000 shares, which must be allocated to guarantee the rights of the bank, shareholders, creditors and others for the responsibility undertaken by the members of the Board of Directors. The candidate undertakes to deposit the membership guarantee shares in the Qatar Central Securities Depository (Edaa) within sixty days from the date of commencement of membership, provided that they continue to be allocated without being tradable, mortgaged or seized until the end of the membership term and the approval of the budget of the last fiscal year in which the member performed his work. Independent members who are not shareholders are exempted from the condition of owning or depositing these shares.
- 4- He must not be subject to any legal or administrative procedures that may negatively affect his financial position or his ability to meet any of the regulatory conditions and requirements.
- 5- He shall not have been previously convicted in any country of a felony or a crime that violates honor or trust or of any of the crimes referred to in Articles 334 and 335 of the Commercial Companies Law No. (11) of 2015, or of any of the crimes referred to in Article (40) of Law No. (8) of 2012 regarding the Qatar Financial Markets Authority (QFMA), or be prohibited from practicing any work in entities subject to the QFMA's supervision or subject to a penalty restricting freedom in any of the crimes stipulated in any of the laws of commercial companies or Qatar Central Bank, or have been declared bankrupt unless he was rehabilitated.
- 6- He shall not have stopped paying his debts and he shall not be the owner of a company or institution that has been subject to judicial custody due to the inability to pay its debts or as a result of its financial insolvency.
- 7- He shall not have previously been a member of the board of directors of any bank or company whose license has been revoked or liquidated by a judicial ruling.
- 8- He shall not be a member of the board of directors of more than three joint stock companies whose main headquarters are in the State of Qatar (except for representatives of the State and persons who own at least 10% of the shares of these companies) and not to be the chairman of the board of directors or vice chairman of more than two companies whose main headquarters are in Qatar.
- 9- He or any of his first-degree relatives shall not be a member of the board of directors of a company with an activity similar to the bank's activity, or have any direct or indirect interest in contracts, projects and engagements made on behalf of the bank.
- 10- He must be aware of the relevant financial and banking laws and regulations and adhere to them, especially Qatar Central Bank Law No. 13 of 2012, including but not limited to Articles 129, 130 and 146 of the aforementioned law and Law No. 20 of 2019 regarding combating money laundering and terrorist financing, and to adhere to all instructions and laws of the Central Bank, including but not limited to the disclosure and governance instructions, non-conflict of interest, and the limits permitted in credit facilities for a member of the Board of Directors and the conditions regulating them, as well as the instructions and laws of other regulatory bodies to which the bank is subject, and to make all required disclosures.
- 11- The candidate shall not have any kinship with the CEO or any member of the bank's senior executive management up to the second degree.
- 12- The candidate must submit a written pledge and acknowledgment that he meets all the conditions mentioned above.

Special conditions that must be met by the independent candidate for membership of the Board of Directors:

- 1- He must have a university degree, preferably in the financial fields or related to the banking business, and he must have appropriate experience of not less than (5) years in the financial fields or specialized in banking business.
- 2- He must preferably have strategic planning and communication skills, knowledge of the fields related to corporate governance, risk management, auditing, financial supervision and internal control, cyber security, digital transformation, artificial intelligence, environmental and community governance and an understanding of local, regional and international economic developments, and the legal and regulatory environment.
- 3- He shall not have served as a member of the Board of Directors of any company within the QNB Group for two terms.
- 4- He shall have a kinship up to the first degree with any of the other Board members or senior executive management within the QNB Group.
- 5- He shall not work or have previously worked, he or any of his first degree relatives (father, mother, husband/wife, children) for the QNB Group during the previous five years.
- 6- He or any of his first degree relatives shall not have any direct or indirect interest in the contracts, projects and engagements conducted by the Bank and its Group or be a party to them during the two years preceding the election of the Board of Directors.
- 7- He shall not work or hold shares in an institution that provides the Bank and its Group with advisory or professional services such as external auditing services, external outsourcing and other services, whether in his personal capacity or through any of his first degree relatives (father, mother, husband/wife, children).
- 8- He or any of his first-degree relatives (father, mother, husband/wife, children) and the companies they own shall not have any contractual relationship or direct or indirect interest with QNB Group, including obtaining credit facilities or receiving any salary or material benefit that may affect his ability to make independent decisions (except for the rewards and allowances he receives for his membership in the Board of Directors).
- 9- He or any of his first-degree relatives (father, mother, husband/wife, children) shall not be a member of a group or association of natural or legal persons who together exercise control over the Bank and its Group.
- 10- He or any of his first-degree relatives (father, mother, husband/wife, children) shall not own, directly or indirectly (through companies that he owns with his relatives up to the first degree or in which they hold a controlling stake) any of the shares of QNB and its group or be major shareholders in any of the bank's affiliated companies. The candidate for an independent member seat shall be exempted from submitting a pledge to reserve membership guarantee shares.

The following are some definitions related to the above:

- First-degree relatives (for example, but not limited to): father, mother, husband, wife, children, father-in-law or father-in-law, mother-in-law or mother-in-law.
- Second-degree relatives (for example, but not limited to): paternal or maternal grandfather or grandmother, paternal or maternal brother or sister, grandchildren (son's or daughter's children), husband's or wife's brother, husband's or wife's sister.
- Indirect ownership: i.e. through companies owned or controlled by the candidate or any of his or her first-degree relatives, individually or collectively.
- Control: This is achieved by owning (50%) of the company's capital or controlling its decisions by acquiring voting power in the decisions of the Board of Directors or the General Assembly of the company.
- Major shareholder: A shareholder who owns (5%) of the company's capital, directly or indirectly.

Note:

Qatar Central Bank has the right to accept or reject the nomination of any person for the membership of the Board of Directors in accordance with the provisions of Article No. (128) of Law No. (13) of 2012 regarding Qatar Central Bank.