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45 years old
45 times stronger

Annual Corporate Governance
Report 2020











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1. Chairman's Message

Dear Commercial Bank Stakeholders,

On behalf of myself and my Board of Director colleagues, I am pleased to present the Annual Corporate Governance Report of 2020 that describes the corporate governance best practices that Commercial Bank has adopted and highlights how we apply the principles and provisions of applicable governance laws and regulations of the Qatar Central Bank (QCB), the Qatar Financial Markets Authority (QFMA) and leading international frameworks.

The Board of Directors firmly believes that good corporate governance is fundamental in ensuring the proper management of Commercial Bank in the interests of all of our stakeholders. We recognise that the way we interact with stakeholders is key for the success of our business and the transparent disclosure of our governance assists investors in their investment decisions.

Following the election of the Board of Directors at the AGM on 23 March 2020, the Board welcomed a newly elected Member, HE. Mr. Bader Omar Al Dafa, whose skills and experience are an asset to the Board and Commercial Bank. During 2020, we continued to enhance our corporate governance practices as the Bank's business evolves and regulatory requirements change. Commercial Bank's Corporate Governance Charter and Board Committees Charter were reviewed and updated for increased alignment with applicable regulation and changes to the Bank's business. In response to QCB Circular No. 25 of 2020, the Board of Directors and senior management underwent a disclosure exercise regarding identification of any first-degree relatives with a direct or indirect interest with the Bank.

During 2020, we participated in two new digital initiatives: the XBRL-based reporting system covering financial statements and non-financial disclosures (a joint initiative of the Qatar Stock Exchange and QFMA); and the QCB's F2F digital financial sector correspondence system. We also participated in the Qatar Stock Exchange's voluntary Environment Social Governance ("ESG") disclosure initiative and our MSCI ESG rating was upgraded to "A".

The Board of Directors and Board Committees continued to operate as normal during lockdown restrictions as a result of COVID-19, with the Board fully embracing remote working technologies to allow for virtual meetings and the digital distribution and signature of documents. In support of Commercial Bank's five-year strategic plan, the Board of Directors continued to work with the Executive Management team towards our vision to be the best bank in Qatar recognised for our five Cs: corporate earnings quality, client experience, creativity and innovation, culture, and compliance. As one of the five Cs, compliance is a fundamental part of Commercial Bank's strategy in recognition that good governance is the essential foundation for growth.

Actions taken under our five-year strategic plan are reflected in the Bank's financial performance and the market is recognising our achievements in the form of business award wins such as "Excellence in Leadership in the Middle East," "Most Innovative Digital Bank" and "Best Performing Bank in Qatar." Commercial Bank has strong credit ratings of (A3) from Moody's, (A) from Fitch, and (BBB+) from Standard & Poor's.

Being a publicly listed Qatari company engaged in banking activities, Commercial Bank has complied with the provisions of the QFMA Corporate Governance Code, QCB Corporate Governance Guidelines, and all the disclosure requirements (including financial reporting), as required by Qatar Exchange and other regulatory authorities.

On behalf of The Board of Directors of Commercial Bank and the Executive Management team, we thank all of our shareholders for their continuing trust and confidence.

Abdulla Bin Ali Bin Jabor Al Thani
Chairman





2. Governance Framework

Effective governance is, at its core, simply about doing the right things for stakeholders. It is enabled by having the right checks and balances throughout the organisation to ensure that the right things are always done. It comprises the processes and structures which affect the way an organisation is directed, managed and monitored and its activities are reported, including: the elements of internal control, ethics, various risk functions, policies and procedures, internal audit, external audit and formal committees that promote greater transparency and facilitate efficient and effective management for the best interests of stakeholders.

The main rules, procedures and practical application of Commercial Bank's governance are contained in the Bank's Corporate Governance Charter, Board of Directors Charter and Board Committees Charter. These charters reflect Commercial Bank's long-standing ethical governance practices and the regulatory requirements mandated by:

- guidelines and instructions issued by the Qatar Central Bank on 26 July 2015 by virtue of Circular No. 68/2015 (QCB Corporate Governance Guidelines);
- the Commercial Companies Law promulgated by Law No. 11 of 2015 (CCL); and
- the Governance Code for Companies and Legal Entities Listed on the Main Market issued by Qatar Financial Markets Authority pursuant to Decision No. 5 of 2016 (QFMA Corporate Governance Code).

These charters also follow the recommendations of leading international best practice for corporate governance developed by the Organisation for Economic Cooperation and Development (OECD), the Bank for International Settlements (BIS), and the International Institute of Finance (IIF).

In 2020, the Corporate Governance Charter and the Board Committees Charter were updated for enhanced compliance with applicable regulation and changes to the Bank's business.

The Bank's Corporate Governance Charter, Board of Directors Charter, Board Committees Charter and the Articles of Association can be found on the Bank's website at www.cbq.qa.

2.1 Commercial Bank's Corporate Governance Principles

The Board understands that sound corporate governance principles and practices are fundamental to maintaining the trust of its stakeholders, which is also critical in business growth, sustainability and profitability. The Board is committed to implement the corporate governance principles of justice, equality among stakeholders without discrimination, transparency and disclosure, while upholding the values of corporate social responsibility and acting in the public interest of Commercial Bank and stakeholders over their personal interests, as well as performing their duties, tasks and functions in good faith, integrity, honour and sincerity. The implementation of these principles is driven by a qualified Board aided by a seasoned and experienced Executive Management team. The Board ensures that the Bank adheres to these corporate governance principles in its day-to-day activities at all times.

2.2 Shareholders' Rights and Communication

The Board and Chairman's responsibilities detailed in the Corporate Governance Charter are to govern the interests of not only the Bank but also "partners, shareholders and stakeholders, and to achieve public interest and investment development in the State as well as the community" as per Article 2 of the QFMA Corporate Governance Code.

Commercial Bank upholds the principle of equality among shareholders, with shareholders' rights detailed in the Bank's AOA and Corporate Governance Charter including (but not limited to) the:

- Equitable treatment of all holders of shares falling under the same class, and between holders of different classes of shares without prejudice to the rights of shareholders of those classes which have priority in ranking;



- Protection of minority shareholders in major transactions;
- Right to vote;
- Right to attend and participate at the AGM personally or by proxy; and
- Approve the dividend distribution endorsed by the Board.

A hallmark of an effective and transparent communication is one which puts emphasis on the integrity, timeliness and relevance of information provided but continually mindful that the level of information disclosed does not negate the Board's duty to protect the long-term sustainability of the Bank or provide unfair advantage to some shareholders over the others.

In line with the Bank's AOA and Corporate Governance Charter, the Bank maintains effective and candid communication with its shareholders, which enables them to understand the business, its financial condition, its operating performance and trends, actively participate in the AGM and to execute their voting rights. Commercial Bank has a dedicated Head of Shareholder Relationships position to oversee effective communication channels with shareholders, receive their opinions and complaints, and make shareholders' opinions known to the Board.

Apart from the Annual Report and formal shareholders' meetings, the Bank regularly provides a wide range of information for all stakeholders through its website www.cbq.qa which contains the Bank's corporate governance charters, financial data and non-financial information.

2.3 Corporate Social Responsibility

Commercial Bank's longstanding commitment to Corporate Social Responsibility (CSR) is formalised in the Corporate Governance Charter which includes the provisions of QFMA Corporate Governance Code Article 39 relating to community development and preservation of the environment. A detailed report of the Bank's CSR activities in 2020 is contained in the Annual Report.

Pursuant to QFMA Law No. 13 of 2008 the Bank calculates an appropriation from retained earnings for its contribution to the social and sports activities fund ('DAAM') which is 2.5% of the annually reported net consolidated profit. For the year ended 31 December 2019, the Bank appropriated an amount of QAR 50,526,000 which was paid in April 2020.

For the year ended 31 December 2020, the Bank appropriated an amount of QAR 32,530,000 to be paid following shareholder approval of the consolidated financial statements at the Bank's AGM.

2.4 Code of Conduct

In addition to Commercial Bank's corporate governance charters, the Board is responsible for setting the Bank's professional conduct rules found in the Bank-wide Code of Conduct, and regularly reviews the Bank's internal policies and procedures that are binding on the Board, Executive Management and employees.

The Bank-wide Code of Conduct serves as a guide to the everyday professional conduct of Board Members, Executive Management and employees. The Code covers all applicable laws and regulations and the highest standards of business ethics that Bank employees should be aware of and comply with in the conduct of their day-to-day business activities. Further standards of conduct expected from the Board are also covered in the Board of Directors Charter.

The Code extends to the Bank's subsidiaries and outsourced staff and covers the following specific topics:

- Compliance with laws and regulations;
- Board and employee conduct;
- Prohibition on soliciting, accepting or offering money, gifts, favours, entertainment or bribes which might influence, or be seen to influence our business judgement;
- Avoiding conflict of interest;
- Quality service and operational efficiency;

- Protection and proper use of Bank assets;
- Prohibition on insider trading;
- Media relations and publicity;
- Whistle-blowing;
- Relations between employees and the Bank;
- Use of proprietary and insider information and stakeholder information;
- Employee information and privacy; and
- Respect for human rights and prohibition of discrimination within the workplace.

2.5 Conflict of Interests and Related Party Transactions

The Bank has adopted clear rules and procedures governing granting of credits, outside employment, outside directorships, business interests, related parties and any transaction/situation that raises questions or doubts with respect to possible conflicts of interest. These rules and procedures are documented in the Bank's Code of Conduct and Corporate Governance Charter, and are applicable to the Bank's Board, Executive Management, employees and other stakeholders (including shareholders, customers, and service providers, among others).

As per QCB Circular 25 of 2020, Board Members and senior Management cannot have any direct or indirect participation in any activity similar to the Bank or an interest in any contract, project or undertaking with or by the Bank. In response to QCB Circular No. 25 of 2020, the Board of Directors and senior management underwent a disclosure exercise to list (if any):

1. family member or immediate relative who has any direct or indirect: (a) participation in any activity similar to the Bank or (b) interest in any contract, project or undertaking with or by the Bank; and
2. companies / firms in which they or any first-degree relatives have an interest or relations that have commercial dealings (not including credit facilities) with the Bank.

The disclosures were subsequently evaluated and managed by the Bank's Conflict Management Office.

Further, the Corporate Governance Charter requires the Bank's Board, Executive Management, employees and other stakeholders (where applicable) to:

- Avoid situations that may create actual or perceived conflict of interest;
- Act in a responsible and respectable manner and remain free of influences that may result in the loss of objectivity on business conducted with the Bank's customers or with the Bank itself;
- Protect staff members who prepare conflict of interest reports from any retribution made by those included in such reports (whistle blowing);
- Avoid soliciting gifts from prospective or current customers, vendors or any other individual or business;
- Avoid disclosing inside information to outside entities with malicious intention to benefit from the disclosure;
- Restrict persons from using the Bank's information for personal gain; and
- Disclose Board Member holdings to the public/stakeholders.

In regards to insider trading, the Bank has clear rules and procedures governing the trading of securities which are documented in the Bank's Corporate Governance Charter. In general, in accordance with QSE bylaws, Commercial Bank's Board Members, Executive Management or employees are not permitted to exploit inside information about the Bank for trading in its shares to seek personal benefit or benefit to other persons, nor disclose information which is not yet disclosed to QSE and is capable of affecting the prices of the securities or trading in the QSE.

Related Party Transactions:

The Board is required to approve related party transactions, and material related party transactions require subsequent approval by shareholders at the Bank's AGM. The Bank has adopted clear rules and procedures governing transactions with related parties, which are documented in the Bank's Corporate Governance Charter.

Board Members and Executive Management are required to disclose to the Board whether they have directly, indirectly or through third parties, a material interest in any transaction or matter directly affecting Commercial Bank. Related party transactions require the prior review and endorsement of the Board and when considering the approval of a related party transaction, a legitimate business case must be developed including the arm's length nature of the proposed transaction and the disclosure implications of such a transaction.

To ensure independent decisions, related parties are not permitted to attend the Board meeting while discussing that related party transaction or relationship in question, and are not entitled to vote regarding the transaction. The Board must disclose related party transactions in detail to shareholders and material related party transactions are approved by shareholders at the Bank's AGM.

The Bank has observed and complied with the definition and protocols required by applicable regulatory authorities with respect to related party transactions it has entered into during 2020. In compliance with QFMA Corporate Governance Code Article 4.11, related party transactions are disclosed in the Bank's consolidated financial statements within the Annual Report 2020, Note No.38.

3. The Board of Directors

3.1 Role of the Board, Board Committees and Executive Management

The Board is entrusted by the shareholders with the authority to govern the Bank, oversee its operations and provide effective governance over the Bank's key affairs. The responsibilities of the Board of Directors are clearly defined in the Bank's AOA, Corporate Governance Charter, and Board of Directors Charter in compliance QFMA Corporate Governance Code Article 8, which can be found on the Bank's website at www.cbq.qa

In order to provide an organised and focused means of achieving the Bank's goals and to properly address issues in a timely manner, the Board has set up Board Committees in accordance with leading practices and applicable local governance regulations. In addition, the Board has assigned the day-to-day management of the Bank to the Executive Management, subject to clear instructions and within the bounds of their delegated authority.

3.2 Board Composition & Directors' Qualifications

The Bank has nine Directors, whose details and qualifications can be found in Disclosures, Section 1. Three Directors are independent and five are non-executive. The Bank is in compliance with QFMA Corporate Governance Code Article 6 by at least one-third of the Board being comprised of independent Board Members, and a majority comprised of non-executive Board Members.

Notwithstanding Commercial Bank's designations of Board Members as "non-independent" and "executive" as per the QCB and QFMA definitions, no Board Members have a full-time management position at Commercial Bank and no Board Members receive a wage. Directors' remunerations can be found in Disclosures, Section 6.

As per QFMA Corporate Governance Code Article 7, each Board Member provided their annual acknowledgement in 2020 that they are not combining their position as a Board Member of Commercial Bank with prohibited positions being:

- A board chairman or vice-chairman for more than two listed companies headquartered in Qatar;
- A managing director in more than one listed company headquartered in Qatar;
- A board member in more than three shareholding companies headquartered in Qatar; and
- A board member combining memberships in two listed companies headquartered in Qatar exercising a homogenous activity.

The positions of Commercial Bank's Chairman and the Group Chief Executive Officer are distinct and separate and the Chairman is prohibited from exercising the position of Chief Executive Officer and any other full time management position in Commercial Bank and from receiving a wage as per the Corporate Governance Charter.

The Board Remuneration, Nomination & Governance Committee annually assesses that the Board is the right size and has an appropriate balance of skill, experience and background to ensure optimum effectiveness as part of the Board self-assessment exercise detailed in Section 3.4.

Members of the Board possess the personal qualities and technical skills required to effectively carry out their assigned roles, provide leadership of the Bank and supervise management. Requirements for all Board Members include the provisions of QFMA Corporate Governance Code Article 5 and QCB Corporate Governance Guidelines Second Principle 1 at a minimum, together with additional criteria established by the Board Remuneration, Nomination & Governance Committee to ensure a highly qualified Board with a diverse range of skills.

3.3 Nominating and Electing Directors

The Board Remuneration, Nomination & Governance Committee is responsible for recommending Board Members' appointments and nomination for election at the AGM. Nominations, appointment and removal of Board Members are made in accordance with formal, rigorous and transparent procedures in line with the Bank's AOA, Board of Directors Charter and Board Committees Charter. Members of the Board are elected by the AGM for a period of three years, and a Director may be re-elected more than once.

The Board opened the nomination period on 1 December 2019 for the election of three independent Board Members and six non-independent Board Members to serve a three year

term from 2020 to 2022. In line with the provisions of the Board of Directors Charter, the nomination process is transparent, with the announcement detailing the dates of the nomination period with references to eligibility requirements for Board Members and the application procedure published in Arabic and English local newspapers, on the Bank's website and via the QSE. The Bank's shareholders elected the Board of Directors at the AGM on 23 March 2020 for the period of three following years and welcomed a new Member, HE. Mr. Bader Omar Al Dafa.

3.4 Board Self-Assessment and Training

In compliance with international leading practices, QCB Corporate Governance Guidelines, the QFMA Corporate Governance Code and the Board of Directors Charter, the Board and Board Committees completed their annual self-assessment for 2020.

The Board and Board Committees self-assessment exercise was approved by the Board Remuneration, Nomination & Governance Committee, and the results were reviewed to help ensure the Board of Directors, Board Committees and each Board Member continually improves towards carrying out their roles and responsibilities effectively and efficiently. A headline summary of the Board and Board Committees self-assessment in compliance with QFMA Corporate Governance Code Article 4.7 is found in Disclosures, Section 2.

The expertise of the Board is augmented by the continuing Board Member education programme. The Board underwent their annual corporate governance, AML and CFT training programme in 2020 as approved by the Board Remuneration, Nomination & Governance Committee to ensure they are updated with the very latest local and international regulations and best practice. In addition, in 2020 the Board received training in regards to cyber security as per QCB Circular 4-2018.

3.5 Board Responsibilities

3.5.1 Board Chairman and Managing Director

The Chairman is the president of Commercial Bank, represents it before others, and is primarily responsible for ensuring the proper management of Commercial Bank in an effective and productive manner and working to achieve the interests of the Bank, partners, shareholders and stakeholders.

Among the duties of the Managing Director are supporting the Chairman in leading Board meetings, supervising the GCEO to achieve the Bank's Board-approved strategy, monitoring the Bank's performance and supporting the Chairman to oversee the Bank's Corporate Affairs and governance functions.

The full duties of the Chairman in compliance with QFMA Corporate Governance Code Article 11 are detailed in the Board of Directors Charter, together with the duties of the Managing Director.

3.5.2 Board of Directors

The Board of Directors is responsible for the stewardship of the Bank, providing effective supervision over Executive Management and leading the Bank's business to grow in a profitable and sustainable manner. The Board's key functions and responsibilities include (but are not limited to):

- Providing strategic direction to the Bank;
- Appoint and renew the mandate of the GCEO;
- Review, approve and ensure the accuracy of the Bank's financial statements;
- Monitor the Bank's financial performance;
- Monitor the development of the Bank's internal control framework;
- Overseeing a strong risk governance framework; and
- Oversee overall corporate governance of the Bank.

The full responsibilities of the Board are clearly defined in the Bank's AOA, Corporate Governance Charter, and Board of Directors Charter in compliance QFMA Corporate Governance Code Article 8.

Each Board Member exercises the fiduciary duties of care, loyalty and compliance with the rules set out in applicable laws and regulations including the QCB Corporate Governance Guidelines, the QFMA Corporate Governance Code and the Bank's governance documents. At all times, the Board Members are expected to act on an informed basis, in good faith, with due diligence and care, and in the best interests of the Bank and all shareholders/ stakeholders in the fulfilment of their responsibilities and tasks towards the Bank.

3.5.3 Board Reserved Matters

Among the matters reserved for Board approval are certain written policies as per QCB Instructions to Banks, QCB Corporate Governance Guidelines, the QFMA Corporate Governance Code, other applicable laws and regulations, and the Bank's governance documents.

The Bank's Risk Policy (Risk Appetite Statement), Board Remuneration Policy and Employee Remuneration Policy underwent their mandatory annual review in 2020.

The Director Remuneration Policy, Employee Remuneration Policy and Dividend Distribution Policy were approved by the Bank's shareholders at the Annual General Assembly on 23 March 2020.

The Board is required to approve transactions of certain nature and over a certain amount as provided in the Board delegation of authority, and applicable laws and regulations.

3.6 Board Meetings

The Board held eight meetings in 2020, with dates and attendance details listed in Disclosures, Section 3. Invitations, participation frequency, and decisions of Board meetings are conducted in line with QCB Corporate Governance Guidelines, QFMA Corporate Governance Code Articles 13, 14 and 15, Commercial Bank's AOA and the Board of Directors Charter. The minutes of Board meetings are prepared by the Board Secretary with details of the matters considered by the Board and decisions reached, including any concerns raised by Members. The draft minutes are circulated to all Members of the Board for their comments. The Board formally adopts the draft minutes at the subsequent meeting. Minutes of Board meetings are kept by the Board Secretary.

The draft agenda for Board meetings is prepared by the Board Secretary and approved by the Chairman of the Board. It is usually sent to the Members not less than 10 days before the intended date of the Board meeting. All Members of the Board have full and timely access to relevant information.

3.7 Board Secretary

The Board appointed Ms. Marie-Therese Lebbos Auger as Board Secretary and Head of Commercial Bank's Corporate Affairs Department in 2018 in accordance with QFMA Corporate Governance Code Article 16.

In her role as Board Secretary and in accordance with QFMA Corporate Governance Code Article 17, Ms. Auger provides administrative support to Board Members, the Board Committees and the Chairman to facilitate the execution of all their functions.

All Members of the Board have access to the advice and services of the Board Secretary, who is responsible for ensuring that the correct Board procedures are followed and advising the Board on all corporate governance matters.

4. Board Committees

To increase the efficiency of the Board's control over the Bank's various activities and the risks to which it is exposed in an independent and professional manner, the Board has established committees, which are delegated specific responsibilities and authorities to act on behalf of the Board. In addition, in line with its commitment to corporate governance principles, the committees instituted by the Board meet the minimum committee requirements set by applicable corporate governance regulations.

The Board has formed four Board Committees:

1. Board Audit and Compliance Committee;
2. Board Risk Committee;
3. Board Executive Committee;
4. Board Remuneration, Nomination and Governance Committee.

Each Board Committee has detailed and specific roles, duties and authorities as determined by the Board and captured in the Board Committees Charter approved by the Board. The Board Committees Charter has been developed taking into consideration regulatory requirements including QFMA Corporate Governance Code Article 18, QCB Corporate Governance Guidelines Fourth Principle, Commercial Companies Law, and leading corporate governance practices.

Members and chairs of the four Board Committees are found in Disclosures, Section 4. In compliance with QFMA Corporate Governance Code Article 19, no Board Member is the chairman of more than one Board Committee and the Chairman of the Board of Directors is not a member of the Board Audit and Compliance Committee, Board Risk Committee and Board Remuneration, Nomination and Governance Committee as per Article 7.

4.1 Board Audit and Compliance Committee (BACC)

The Board Audit and Compliance Committee is primarily responsible for overseeing the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the Bank as well as setting forth compliance and Anti-Money Laundering and Combating Financing of Terrorism (AML/CFT) requirements, and defining criteria and control mechanisms for all activities involving Bank-wide related risks. The Committee's role, responsibilities, composition, membership requirements and other protocols are fully documented in the Board Committees Charter.

Members of the Board Audit and Compliance Committee are found in Disclosures, Section 4. In compliance with QFMA Corporate Governance Code Article 18, the chairperson and the majority of the Board Audit and Compliance Committee are independent Board Members, and in compliance with QCB Corporate Governance Guidelines Fourth Principle 1, the members are not members of any other Committee.

Conforming to the transparency and independence principle, the Bank's Internal Audit Department and Compliance Department reports directly to the Board Audit and Compliance Committee whereby the heads of both the Internal Audit and Compliance Departments are responsible to submit reports and observations to the Committee on a periodic basis and as needed.

Activities during the year

During the year, the Committee undertook the following key activities:

- Reviewed and recommended to the Board the adoption of the Bank's interim and annual financial statements;
- Reviewed the scope of the 2020 internal audit and compliance plans;
- Performed oversight on the work performed by the External Auditors throughout the year and made recommendations regarding their re-appointment;

- Reviewed the significant accounting, financial reporting and other issues raised by management, and the internal and External Auditors, including a review of all reports issued by the Bank's Internal Audit Department (which includes credit reviews and investigation reports);
- Reviewed the progress made by the Bank in resolving the various issues raised in Internal Audit reports, the External Auditor's management letter and the QCB inspection report;
- Reviewed all Compliance's findings on all the Bank's business units raised by the Bank's Compliance and AML/CFT Department as well as other regulatory bodies;
- Ensured that the Bank's Executive Management was made aware of the Foreign Account Tax Compliance Act (FATCA) with an impact assessment conducted and an implementation roadmap developed towards the same;
- Held private meetings with the Chief Internal Auditor and the Head of Compliance and AML/CFT, at least every two months, without the presence of Executive Management;
- Finalized the QCB-mandated AML audit of the subsidiary Alternatif Bank;
- Introduced and approved the "Oversight Policy" for Alternatif Bank being a regulatory requirement in addition to enhance Alternatif Bank's overall control environment;
- Conducted "Follow up Audit Review" reports for the non-satisfactory audits issued in 2019, and according to the newly introduced process;
- Presented the annual Audit report to the Board of Directors based on corporate governance requirements.

The Committee is required to meet at least six times a year. During 2020, the Board Audit and Compliance Committee met a total of twelve times and minutes of such meetings are duly documented. The dates and attendance details of the Committee meetings are listed in Disclosures, Section 5.1.

4.2 Board Risk Committee (BRC)

The Board Risk Committee has been delegated risk oversight functions by the Board of Directors, including, but not limited to: credit, interest rate, liquidity, operational, strategic, and reputational risks. The Board Risk Committee is responsible for advising the Board on the Bank's overall and future risk appetite, overseeing Executive Management's implementation of the "Risk Appetite Statement", reporting on the state of risk culture in the Bank, and interacting and overseeing the Chief Risk Officer. The Board Risk Committee's role, responsibilities, composition, membership requirements and other protocols are fully documented in the Board Committees Charter, and members of the Board Risk Committee are found in Disclosures, Section 4.

The Board Risk Committee maintains oversight of enterprise-wide risks through the Management Risk Committee (MRC), the GCEO, and the Chief Risk Officer, and provides risk management directives through the GCEO and the Chief Risk Officer.

Activities during the year

During the year, the Board Risk Committee undertook the following key activities:

- Reviewed and ratified risk appetite, risk tolerance levels, and portfolio limits, including limits at Bank-level, as well as at the SBU-level for Wholesale Banking, Enterprise Banking and Retail Banking separately;
- Recommended enhancements to the risk management structure (through the Risk Charter) where the role of the Management Credit Committee was significantly strengthened;
- Reviewed periodically the Bank's loan portfolios, concentration metrics, adequacy of the expected credit losses and actions taken to ensure stability in credit quality;
- Reviewed credit quality and performance of Retail and Consumer Banking's loan portfolio;
- Reviewed and approved various credit policies and underwriting guidelines related to corporate lending, financial institutions lending and others;

- Reviewed the actions taken by the Bank to deal with the COVID-19 pandemic impact including: policy actions relating to forbearance; expected credit loss; and business continuity;
- Reviewed the Investment Portfolio Strategy, limits, products and key portfolio and asset liability metrics including deposit rate, duration, funds providers, concentrations, and geographic risks;
- Periodically updated on the status of legal cases both filed by and against the Bank and the progress thereof;
- Reviewed the Bank's engagement on matters pertaining to the National Response Guarantee Programme financial assistance package by the Government of Qatar;
- Approved policies pertaining to Operational Risk; Business Continuity; Outsourcing and other risk policies;
- Approved revised Credit Delegations of Authority for provisioning and write-offs, as well as others;
- Performed oversight on actions taken by the MRC throughout the year, along with ratification of MRC decisions requiring Board Risk Committee approval; and
- Reviewed and approved the Bank's ICAAP, Stress Tests and Capital & Recovery plan.

The Board Risk Committee is required to meet at least four times a year. During 2020, the Board Risk Committee met a total of six times and minutes of such meetings are duly documented. The dates and attendance details of the Board Risk Committee meetings are listed in Disclosures, Section 5.2.

4.3 Board Executive Committee (BEC)

The Board Executive Committee is responsible for approving credit facilities and major investments within Board-approved limits. In addition, the Board Executive Committee is also responsible for approving strategies, plans, budgets/objectives and policies, procedures and systems as well as reviewing the performance of the Bank. The Board Executive Committee's role, responsibilities, composition, membership requirements and

other protocols are fully documented in the Board Committees Charter and members of the Board Executive Committee are found in Disclosures, Section 4.

Activities during the year

During the year, the Board Executive Committee undertook the following key activities:

- Reviewed and approved credit facilities in accordance with its mandate and within its delegated authority;
- Recommended credit facilities to the Board above 10% of the capital and reserves of the Bank;
- Reviewed country risk and financial institutions exposures and recommended amendments in country limits to the Board;
- Reviewed and approved all policies relating to the Bank's organisation and operations including all necessary authorities required by Executive Management in the execution of their responsibilities (except those policies which are subject to other relevant Board Committee review as provided in the Board Delegation of Authority);
- Received reports of the Bank's financial and operating performance and evaluated key performance indicators against their accompanying strategies;
- Reviewed and approved the Bank's operating and capital expenditure budgets; and
- Decided on all matters related to corporate premises.

The Committee is required to meet at least twelve times a year. During 2020, the Board Executive Committee met a total of 29 times and minutes of such meetings were duly documented. The dates and attendance details of the Committee meetings are listed in Disclosures, Section 5.3.

4.4 Board Remuneration, Nomination and Governance Committee (BRNGC)

The Board Remuneration, Nomination and Governance Committee is responsible for evaluating the Bank's compensation and remuneration framework for Board Members, Executive Management and staff, based on the long-term performance and objectives of the Bank. The Committee is also responsible for recommending Board Members' appointments and re-nomination for election by the General Assembly, recommending Executive Management appointments, supervising the training of the Board Members with regard to corporate governance of the Bank, and conducting the annual self-assessment of the Board and Board Committee's performance. In addition, the Committee is primarily responsible for attending to issues relating to governance.

Members of the Board Remuneration, Nomination and Governance Committee are found in Disclosures, Section 4 and the Committee's role, responsibilities, composition, membership requirements and other protocols are documented in the Board Committees Charter.

Activities during the year

During the year, the Committee undertook the following key activities:

- Approved the Bank's annual remuneration policies for Board Members and employees;
- Approved the Bank's 2020 employee bonus pool and deferral strategy;
- Approved matters relating to the Bank's Long Term Incentive Scheme (LTIS);
- Reviewed and approved the Bank's Corporate Governance Charter and Board Committees Charter in line with applicable regulations;
- Reviewed and approved relevant amendments to the Board Delegation of Authority;
- Reviewed and assessed the annual self-assessment of the Board and Board Committees' performance;
- Reviewed and approved the Bank's revised induction program for new Board Members;

- Reviewed the Bank's annual corporate governance training programme for all Board Members;
- Reviewed and assessed any changes to international and local corporate governance practices that could have an impact on how the Bank operates and manages its governance policies and recommended actions with regard to changes, where required.

The Committee is required to meet at least two times a year. During 2020, the Board Remuneration, Nomination and Governance Committee met a total of 5 times and minutes of such meeting were duly documented. The dates and attendance details of the Committee meetings are listed in Disclosures, Section 5.4.

Directors' Remuneration

Rules on Directors' remuneration are contained in the Bank's AOA, Corporate Governance Charter and Board Committees Charter. Directors' remuneration takes into account the responsibilities and scope of functions of the Board Members and the Bank's performance. In addition, the remuneration may include fixed elements and matters, which are related to the performance of the Bank in the long-term. The Board Committees Charter restricts the maximum annual remuneration of the Chairman (QAR 2 million); a Board member (QAR 1.5 million); and additional remuneration for Board members on Committees (QAR 500,000) as per QCB Circular 18/2014.

The Board Remuneration, Nomination and Governance Committee approves the annual remuneration policy for Board Members. Board Members' remuneration is disclosed in accordance with QCB Circular No. 18/2014. This remuneration policy is presented to the shareholders at the AGM for approval and made public. The Board regularly evaluates and measures risks involved in determining and paying incentives and compensations and reviews the remuneration policy accordingly.

Directors' remuneration for 2020 can be found in Disclosures, Section 6, and is subject to shareholder approval at the Bank's AGM.

The annual Directors' remuneration policy (subject to shareholder approval at the Bank's AGM in 2021) was revised in 2020 to align with QCB Corporate Governance Guidelines, Principle 9 and can be found in Disclosures, Section 6.1.

Executive Management Remuneration

The Board Remuneration, Nomination and Governance Committee also approves the annual remuneration plan for Executive Management and staff. This plan outlines the compensation structures for Executive Management and employees, which are competitive relative to the market, reward performance that contributes to the Bank's growth and profitability and are consistent with the Bank's strategy. In 2018, Commercial Bank was the first bank in Qatar to introduce deferred bonuses for Executive Management with provisions for malus and clawback, in line with international best practice and good governance.

Remuneration linked to sustainable performance

The Bank's Employee Remuneration Policy that is applicable to all employees was approved by the Bank's shareholders at the Annual General Assembly on 23 March 2020.

As per this Policy, Commercial Bank Board regularly reviews compensation and benefits to make sure we:

- Pay fairly and competitively;
- Reward high performers;
- Manage risk by:
 - Considering the mix between salary and incentives;
 - Considering the balance between profit, risk and the time horizons associated with those risks; and
 - Linking a proportion of senior employees' bonuses directly to the long-term performance of Commercial Bank, and to shareholders' interests.

To promote a sustainable and performance driven culture, Commercial Bank applies a variable pay framework that uses key corporate performance metrics to determine an available bonus pool. A minimum level corporate performance must be achieved for the bonus pool to accumulate and maximum size restrictions apply. The governance of the framework lies with the Board Remuneration, Nomination and Governance Committee.

It is compulsory for Executive Management, other senior managers and key risk takers to defer their individual bonuses, with 50% of the awarded bonus deferred over a total of three years from the award date and with provisions for malus and clawback.

Executive Management remuneration is disclosed in the Bank's Annual Report 2020 consolidated financial statements, Note No. 38.

The Bank's annual Employee Remuneration Policy (subject to shareholder approval at the Bank's AGM in 2021) is disclosed in Section 7.2.

5. Executive Management

While the Board has the ultimate responsibility for the governance of the Bank, the Board delegates the day-to-day responsibility of managing Commercial Bank to the GCEO, and to Executive Management through the GCEO. This delegation of authority must be within the limits detailed in the Board Delegation of Authority document.

Executive Management is composed of a group of the Bank's highly qualified senior employees headed by the GCEO, who implement the processes, activities, and Board resolutions according to the strategies and the policies approved by the Board and the Bank's risk structure. Executive Management contribute to the implementation and development of a sound governance system and ensures that operations are carried out in an effective, safe and sound manner, and in compliance with applicable internal Bank policies and procedures and external laws and regulations.

Executive Management profiles can be found in Disclosures, Section 8.

To ensure high quality replacements for those individuals who currently hold positions that are key to the Bank's success, a succession planning policy section is included in the Corporate Governance Charter to capture the mechanism followed by the Bank in ensuring the availability and placement of suitably qualified and experienced employees with the appropriate competency level and leadership skills for key leadership roles within the Bank. The Board Remuneration, Nomination and Governance Committee can nominate whoever it deems fit to fill any Executive Management position.

6. Management Committees

The GCEO relies on a number of internal Management Committees in the day-to-day management of the Bank. Based on governance requirements and the broad nature of the Bank's operations, ten Management Committees have been formed. Decisions are formalised if the required Committee quorum is achieved, including the chairperson or his deputy.

Management Committees' activities are summarised below.

Executive Committee (EXCO)

- EXCO is chaired by the GCEO, Mr. Joseph Abraham and meets on a regular basis or as required by the business. Its principal function is to develop the annual business plan and budget for the Bank, and to monitor performance against these items.
- During 2020, the Executive Committee met a total of eleven times and minutes of such meetings were duly documented.

Management Risk Committee (MRC)

- The MRC is the highest management-level authority on all risk-related issues facing the Bank, and reports on all risk policies and portfolio issues to the Board Risk Committee.
- The Chief Risk Officer, Mr. Paul Gossiaux, serves as chairperson of the MRC, which meets at least eight times a year, and more frequently if necessary.
- During 2020, the MRC met a total of nine times and minutes of such meetings were duly documented.

Asset and Liability Committee (ALCO)

- ALCO is a decision making body for developing policies relating to asset and liability risk management with the objective of maximising shareholder value, enhancing profitability and protecting the Bank from facing adverse consequences arising from changes in extreme market condition and compliance with regulatory guidelines.
- The Chief Financial Officer, Mr. Rehan Ahmed Khan serves as chairperson of ALCO. Meetings of ALCO are held monthly and more frequently if necessary, particularly in the case of a volatile operating environment.
- During 2020, ALCO met a total of twelve times and minutes of such meetings were duly documented.

Management Credit Committee (MCC)

- The MCC is the third highest level authority on all borrower and counterparty credit risk exposure, after the Board of Directors and Board Executive Committee. The MCC approves credit requests within the limits of its delegated authority, and reviews, recommends and implements approved credit policies and procedures relating to the Bank. The Committee reviews all delegated credit authorities, and recommends amendments to the Board Risk Committee where appropriate. It also recommends and/or escalates credit proposals to the Board Executive Committee for decision as necessary.

- The Chief Risk Officer, Mr. Paul Gossiaux, serves as chairperson of the MCC. Meetings are held as and when required.
- During 2020, the MCC met a total of 47 times and minutes of such meetings were duly documented.

Investment Committee (ICO)

- The ICO is the decision making committee for the Bank's investment activities, with a view to optimise returns, ensuring that the investment book provides a liquidity buffer for the Bank and mitigates market risk attached to the nature of targeted investment. ICO is responsible for ensuring appropriate controls are in place that effectively identify, measure, monitor, and control market, credit, liquidity, legal, operational (transactional), and other risks of investment securities and associated end-user derivative activities on a daily basis. ICO is directly accountable to the Asset & Liability Committee (ALCO) for all individual investment and portfolio management decisions made by ICO.
- The Group Chief Executive Officer, Mr. Joseph Abraham serves as chairperson of the Committee. ICO comprises of seven permanent voting members.
- During 2020, ICO met a total of five times and minutes of such meetings were duly documented.

Operational Risk Committee (ORC)

- The ORC oversees management of operational risk which is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.
- The GCEO, Mr. Joseph Abraham serves as the chairperson of the ORC and the Chief Risk Officer, Mr. Paul Gossiaux, is the deputy chairperson.
- ORC is required to meet at least four times a year. During 2020, ORC met a total of five times and minutes of these meetings were duly documented.

Technology Risk Committee (TRC)

- The TRC is the highest management-level authority on all technology risk related issues facing the Bank, and reports on all technology related policies and portfolio issues to the Management Risk Committee.
- The TRC is responsible for handling matters relating to technology risk and policies which may arise across Commercial Bank. The TRC is also responsible for approving all strategies, policies, procedures and systems as well as reviewing the performance of the Bank's technology risk capability.
- The Chief Operating Officer, Ms. Leonie Lethbridge, serves as chairperson of the TRC, and the Chief Risk Officer, Mr. Paul Gossiaux as deputy chairperson.

Information Security Committee (ISC)

- The ISC is the highest management-level authority on all information-security related issues facing the Bank, and reports on all information security policies and portfolio issues to the Board Risk Committee.
- The Information Security Committee is responsible for handling matters relating to information security strategy, policies and information security risks which may arise across Commercial Bank, as per QCB Circular 4-2018. The ISC is also responsible for approving all strategies, policies, procedures and systems as well as reviewing the performance of the Bank's information security capability.
- The Chief Operating Officer, Ms. Leonie Lethbridge, serves as chairperson of the ISC, and the Chief Information Security Officer, Mr. Benjamin Beaston as deputy chairperson. ISC was established in 2019 and met once during 2020.

Compliance Risk Committee

- The Compliance Risk Committee (CRC) facilitates / monitors the implementation of the Compliance and Financial Crimes Control Management Framework in the Bank (Compliance, AML / CFT / WMDP sanctions

and fraud controls), including but not limited to: ensuring customers' risk based rating methodology; KYC data mapping; quality of customers' data is adequately and efficiently maintained and implemented as per the regulatory requirements; reviewing and monitoring the resolution of compliance critical issues and ensuring appropriate mitigation of compliance risk exposures.

- The Senior AGM & Chief Compliance Officer, Mr. Abdulla Al Fadli, serves as chairperson of the CRC. During 2020, the CRC met thirteen times and minutes of such meetings were duly documented.

Crisis Management Committee (CMC)

- The CMC oversees implementation of the Bank's crisis management and business continuity framework. Commercial Bank has a documented Crisis Management Plan (CMP) and Crisis Communication Plan (CCP) in place to manage crisis incidents. A Crisis Management Team (CMT) has been formed to respond to any crisis incident and act as a central command during a crisis.
- The GCEO, Mr. Joseph Abraham serves as the Chairperson of the CMC and Chief Operating Officer, Ms. Leonie Lethbridge is the Deputy Chairperson.
- During 2020, the CMC met a total of four times and minutes of these meetings were duly documented.
- The Bank demonstrated robust operational resilience capability in managing the COVID-19 crisis. The Bank moved swiftly and took proactive measures that ensured seamless provision of its products and services to its customers and stakeholders.

7. Risk Management

Risk governance at Commercial Bank applies the principles of sound corporate governance to the identification, measurement, monitoring, and controlling of risks, ensuring that risk-taking activities are in line with the Bank's strategy and risk appetite. Key components of risk governance include:

Risk Culture: the shared values, attitudes, competencies, and behaviours throughout the Bank that share and influence governance practices and risk decisions. To promote a sound risk culture:

- a. the Board of Directors takes the lead in establishing the tone at the top by promoting risk awareness within a sound risk culture by conveying its expectations to all employees that the Board does not support excessive risk taking, and that all employees are responsible for ensuring the Bank operates within the established risk appetite and limits; and
- b. Executive Management implements and reinforces a sound risk culture, and provides incentives that reward appropriate behaviour and penalizes inappropriate behaviour.

Risk Appetite: the aggregate level and types of risk that the Board and Executive Management are willing to assume to achieve the Bank's goals, objectives, and operating plan, consistent with applicable capital, liquidity, and other requirements.

Risk Management System: the policies, processes, personnel, and control systems used to identify, measure, monitor, control, and report risk exposures consistent with the Board-established risk appetite. The categories of risk covered by the Risk Management System include: credit; interest rate; liquidity; operational; compliance; strategic; and reputation.

The core values of the Bank are embodied in the Board-approved Risk Charter and Risk Appetite Statement, as well as in risk policies outlining enterprise-wide risk management activities of the

Bank, and detailing the organisation, authorities and processes relating to all aspects of risk management.

Commercial Bank's Risk Management System is built on three lines of defence, namely:

First Line of Defence: front line business units or functions that create risk. These groups are responsible and accountable for identifying, assessing, and managing the risks that they take. These groups are the Bank's primary risk takers, and are responsible for implementing effective internal controls, and maintaining processes for identifying, assessing, controlling, and mitigating the risks associated with their activities consistent with the Bank's established risk appetite and risk limits.

Second Line of Defence: independent risk management function. The independent risk management function oversees risk taking, and assesses risks independent of the front line business units or functions that create risk. The independent risk management complements the front line units' risk-taking activities through its monitoring and reporting responsibilities, including compliance with the Bank's risk appetite. The independent risk management function provides input into key risk decisions, and is responsible for identifying, measuring, monitoring, and controlling aggregate and emerging risks enterprise-wide.

At Commercial Bank, the independent risk management function is performed by the Risk Management SBU, headed by the EGM Chief Risk Officer, and the Compliance and Anti-Money Laundering SBU, headed by the Senior AGM Chief Compliance Officer.

Third Line of Defence: internal audit function. The internal audit function provides independent assurance to the Board on the quality and effectiveness of governance, risk management, and internal controls. At Commercial Bank, the Internal Audit function is performed by the Internal Audit SBU, headed by the EGM Chief Internal Audit Officer.

As part of the overall corporate governance framework, the Board is responsible for overseeing a strong risk governance framework, including: a strong risk culture; a well-developed risk appetite articulated through the Risk Appetite Statement; and, well-defined responsibilities for risk management and control functions. The Board may delegate some of its functions, though not its responsibilities, to Board Committees (including the Board Risk Committee and Board Executive Committee) where appropriate.

The Board Risk Committee has been delegated risk oversight functions by the Board of Directors and its responsibilities are detailed in Section 4.2.

The Chief Risk Officer has primary responsibility for overseeing the development and implementation of the Bank's independent risk management function. This includes, among others, the ongoing strengthening of staff skills and enhancements to risk management systems, policies, processes, quantitative models, and reports as necessary to ensure the Bank's risk management capabilities are sufficiently robust and effective to fully support its strategic objectives and all of its risk taking activities.

The Bank has enhanced its controls and processes in all areas of risk management by implementing dynamic risk appetite and better management of current and expected provisions, as well as addressing information security matters under the broader digitization strategy and providing updates with regards to meeting the strategic risk objectives of the Bank.

In addition, the Bank has strategically consolidated the functions of multiple credit committees under the umbrella of the Management Credit Committee which now has a broader mandate that covers performing credits, impairments and provisions, and exclusions/write-offs. The Board of Directors or their sub-committees are regularly updated on all major risks that the Bank faces.

Overall, the governance framework, policies and administrative procedures and practices relating to risk management in Commercial Bank align well with global leading practice, the recommendations of the Basel Committee, and QCB guidelines.

8. Information Security

Information security is the responsibility of the Board and Executive Management and an integral and transparent part of enterprise governance. In general, whilst senior executives have the responsibility to consider and respond to the concerns and sensitivities raised by information security, boards of directors are increasingly expected to make information security an intrinsic part of governance, integrated with processes they already have in place to govern other critical organizational resources. To this end and in compliance with QCB Circular 4-2018, oversight of the Bank's technology and cyber security risks have been clearly designated to the Board Risk Committee.

The highest management-level authority on all cyber-security related issues is the Information Security Committee, which is responsible for handling matters relating to information security strategy, policies and information security risks which may arise across the Commercial Bank environment, as well as reviewing the performance of the Bank's information security capability.

Specific responsibilities of the Information Security Committee include:

- Oversee and facilitate implementation of a Information Security Risk Management Framework in the Bank
- Review and recommend for approval of the Board, the Information security risk policy and Information security risk appetite statements
- Review and approve material strategic & architectural decisions in relation to information security

- Review and monitor key risk indicators of the various Strategic Business Units (SBU's) and ensure appropriate mitigation of the information security risk exposures
- Ensure that a strong information security risk management culture exists throughout the organization
- Review external and internal audit reports of the information security risks facing Commercial Bank and ensure appropriate actions are taken to address the issues highlighted in these reports

The benefits of good information security are not just a reduction in risk or a reduction in the impact should something go wrong. Good security can improve reputation, confidence and trust from others with whom business is conducted, and can even improve efficiency by avoiding wasted time and effort recovering from a security incident. Educating staff on how to protect themselves from cyber threats is a key goal of the Bank and all staff were required to complete a mandatory e-training course in 2020 covering awareness around threats such as phishing, malware/viruses and data protection. The Board also received cyber security training in 2020 as per QCB Circular 4-2018.

The threat landscape across the financial industry within Qatar and Worldwide continued to grow in 2020 as a result of new technologies and the growth of the digital interconnected world. The threats which have seen the largest increase in 2020 are; phishing, data breaches, hacking attempts, cyber crime and ransomware. Despite the increasing threat landscape, Commercial Bank is in a strong position to combat these threats, with enhanced information security capabilities and new security controls implemented in 2020 via the information security strategy.

In 2020 Commercial Bank was awarded the Payment Card Data Security Standard (PCI DSS) certificate, a world-class independent certification reflecting the Bank's commitment to providing a safe and secure banking environment for all customers.

9. Commercial Bank's Control Framework

The Bank has adopted a set of internal control policies, approved by the Board, to evaluate the methods and procedures for risk management, implementation of the Bank's corporate governance framework and compliance with related laws and regulations. This internal control framework also aims to safeguard shareholders' investment and the Bank's assets and to ensure the reliability of Commercial Bank's financial record keeping and reporting.

The Board Audit and Compliance Committee performs a periodic review of the effectiveness of the Bank's internal control framework through evaluations carried out by the Internal Audit and Compliance Departments. Such review includes all material controls, including financial, operational and compliance controls and risk management systems. In addition, the Board Audit and Compliance Committee also takes into consideration the results of the Bank's External Auditor's evaluation. The Committee reports results of these assessments on the adequacy of the existing internal controls and processes to the Board.

9.1 Compliance & Financial Crimes Control

The Compliance & Financial Crimes Control SBU on a pro-active basis, identifies documents and assesses the compliance risks associated with the Bank's business activities, including but not limited to the development of new products and business practices, and the proposed establishment of new types of business or customer relationships, or material changes in the nature of such relationships. Compliance risks include risk of legal or regulatory sanctions, material financial loss, or loss to reputation as a result of failure to comply with applicable laws, regulations and standards.

Other major responsibilities of Compliance & Financial Crimes Control SBU include:

- Ensuring complete adherence of branches/ departments to relevant laws/regulations, QCB instructions and AML/CTF laws issued and applicable in the State of Qatar;

- Issue written instructions to employees on the proper application of laws, regulations and standards;
- Monitoring and ensuring the Bank's compliance with QCB, QFMA, Labour Law, CCL, FATF and AML/CTF/WMDP and Sanctions regulations;
- Proposing relevant recommendations to enhance/improve the internal control procedures that help mitigate non-compliance and ML/TF/WMDP sanctions and fraud risks;
- Keeping up-to-date with new laws and regulations and informing Executive Management and the concerned departments for their timely implementation;
- Monitoring customers' financial transactions, investigate and raise suspicious transaction reports to the Financial Information Unit (FIU);
- Ensuring proper implementation of enhanced due diligence (EDD) for correspondent relations and high risk customers;
- Ensuring the proper implementation of FATCA/CRS regulations; and
- Providing training and awareness to the Bank's staff on governance, QCB regulations, AML/CTF sanctions, fraud and FATCA/CRS regulations on frequent basis.

The Compliance & Financial Crimes Control SBU monitors and tests compliance by performing independent compliance reviews, testing and monitoring, and quality assurance to identify regulatory breaches and non-compliance issues. The results of the compliance reviews are reported to the Board Audit and Compliance Committee, the GCEO and the concerned Executive Management on a regular basis. The reports summarise deficiencies and/or breaches and recommend measures to address them, in addition to the corrective measures already taken and those which shall be taken in accordance with agreed target dates.

During 2020, the Compliance & Financial Crimes Control SBU carried out 20 assignments comprising of compliance reviews, testing and monitoring, quality assurance and other ad-hoc assignments which identified compliance and

controls deficiencies, all of which were appropriately addressed by the Bank's Executive Management. None of the compliance issues identified in the Department's compliance reviews had any material financial impact on the Bank.

The Compliance & Financial Crimes Control SBU was also involved in all the following tasks:

- Provided compliance advice and guidance on all daily inquiries raised by the Bank's Executive Management and staff in a timely manner;
- Represented compliance in all Operational Risk Assessment Process (ORAPs) and Management Committee meetings;
- Addressed all the Bank's business units' inquiries with QCB;
- Addressed all inquiries raised by QCB on behalf of business units;
- Facilitated and responded to all QCB examiners' requests for the 2020 QCB regulatory review on the Bank's business units;
- Regulatory reporting: investigated and responded to all inquiries raised by the QFIU, QCB, and other regulatory inquiries;
- Monitored the Bank's ratios versus QCB mandated ratios;
- Followed-up the closure of the compliance observations;
- Track the implementation progress of QCB circulars and letters;
- Coordinated the implementation and improvement of the KYC – AML/CTF/WMDP Risk Based Approach controls;
- Coordinated with subsidiaries to ensure meeting the consolidated supervision requirements; and
- Led the compliance transformation plan in line with the Bank's 5Cs strategic plan.

9.2 Internal Audit

The Internal Audit Department is an independent function that enhances Commercial Bank's overall control environment. Its mandate and authority are defined in its Internal Audit Charter which has been approved by the Board Audit and Compliance Committee and ratified by the Board.

To maintain its independence, the Internal Audit Department reports to the Board, through the Board Audit and Compliance Committee. The remuneration of the Department is determined by the Board Audit and Compliance Committee. The Chief Internal Auditor is nominated by the Board Audit and Compliance Committee and submits periodic reports directly to the Committee and the senior Management.

The Department is tasked to provide an independent assurance to the Board and Executive Management as to the adequacy of the Bank's control environment and the effectiveness of the operation of these controls with respect to the management/mitigation of the key risks to which the Bank is exposed. The Department's risk-based internal audit plan focuses on the following:

- Adequacy, effectiveness and efficiency of the Bank's internal control structure;
- Reliability and integrity of financial and operational information;
- Effectiveness and efficiency of operations;
- Safeguarding and utilisation of assets; and
- Compliance with laws, regulations and contracts.

In addition, the Department is also tasked with the following key responsibilities:

- Performing a scheduled audit of branches/ departments/divisions, products, processes, systems, procedures and controls in conformity with the annual audit plan agreed with and approved by the Board Audit and Compliance Committee. This includes:
 - Independent risk assessments of risk and control elements applicable to the area under review;
 - Assist the Bank in maintaining effective controls by evaluating their effectiveness and efficiency and by promoting continuous improvement; and
 - Assess and make appropriate recommendations for improving governance process.

- Performing independent assessments of the quality of the Bank's various credit portfolios. A credit review team within Internal Audit function undertakes this role;
- Providing consulting services to the Bank's Executive Management and businesses such as special reviews of new projects, systems/ applications, outsourced facilities, and policies and procedures. In this role, Internal Audit will maintain its independence and objectivity and will not assume responsibility for the management, design or implementation of new processes, products, systems or applications; and
- Performing unscheduled/ad hoc tasks such as fraud investigations and other assignments at the request of the Board Audit and Compliance Committee, the regulator or the Bank's Executive Management, as and when necessary.

The Internal Audit function regularly makes recommendations to the Bank's Executive Management on areas where controls could be improved or where better adherence is required. Despite the existence of such recommendations, there have been no instances of major control failures that have or could have had an impact on the Bank's overall financial performance. In addition, results of the aforementioned assessment showed that the Bank's internal controls, risk management and governance processes were adequate and operating effectively. There were no material risks, weakness or instances of non-compliance which were beyond the Bank's risk tolerance level.

In line with the 2020 Internal Audit Plan, the Department issued and submitted a total of 35 Internal Audit reports and investigation reports to the Board Audit and Compliance Committee. These reports in total covered more than 100 units within the Bank's inventory of "auditable units", with certain units, including the majority of the Bank's branches, being covered in more than one audit assignment. All key recommendations with respect to these

reports were presented and discussed during the Board Audit and Compliance Committee meetings, with twelve meetings of this Committee being held during 2020. The Bank's management proactively and timely responded to all recommendations made within Internal Audit reports, such that there was no requirement for the Bank's Board Audit and Compliance Committee to become involved in ensuring the resolution of any such matters. However, there is a governance framework in place to enable the escalation of issues to the Board Audit and Compliance Committee in need.

As of the end of December 2020, the Department is composed of the Chief Internal Audit Officer, 12 auditors and two trainee auditors.

9.3 External Audit

As per the CCL and regulatory requirements, and based on the proposal of the Board, the Bank's External Auditor is appointed annually at the AGM and their fees approved. The External Auditor's appointment is made in consultation with QCB.

The shareholders approved the re-appointment of Ernst & Young (Qatar auditor's registration No. 114) as the Bank's External Auditor for the financial year 2020 during the AGM held on 23 March 2020. The External Auditor's annual fee for 2020 is QAR 760,000.

The External Auditor performs the audit of the Bank's financial statements quarterly and annually, in accordance with the relevant International Standards on Auditing (ISA). Such standards require the External Auditor to comply with ethical requirements and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

The Independent Auditor's Report to Shareholders of Commercial Bank is published in the Bank's Annual Report 2020.

10. Environment, Social, Governance (ESG)

In 2020, Commercial Bank continued to lead its banking peers in most ESG parameters and has an ESG rating of "A" from MSCI.

Commercial Bank is committed to supporting the Qatar Stock Exchange's ESG reporting initiative that encourages companies to disclose their ESG data and promote transparency via the Sustainability and ESG Dashboard <http://qse.arabsustainability.com>

For the year 2019, Commercial Bank topped the reporting leaderboard with 100% disclosure against 37 ESG indicators. Our ESG data for 2016-2019 and selected data for 2020 disclosed on the Sustainability and ESG Dashboard is replicated in the ESG Disclosures section of this Report.

10.1 Environment

We recognize the direct and indirect impacts of our operations on the environment and we are committed to reducing our greenhouse gas emissions as well as material usage. Commercial Bank has introduced several initiatives to minimize the negative impact of our operations on the environment:

- Commercial Bank's digital transformation has markedly reduced the use of paper within our organization and centralized printing and monitoring has reduced paper usage further.
- Introducing a paper recycling program for our branches, buildings and acquired properties with a local provider;
- Reducing one-time plastic consumables usage by removing bottled water and introducing glass jugs and drinking glasses to meeting rooms and office spaces. This initiative has been temporarily suspended to prevent the transmission of COVID-19 situation.
- Replacing lighting with LED lights to reduce energy consumption and increase efficiency

We also engage with our employees through internal communications to encourage environmentally-friendly practices such as encouraging recycling.

Our greenhouse gas, energy use, water use and waste data is disclosed in the ESG Disclosures Section of this Report.

10.2 Social

10.2.1 Human Capital Development

Recruitment, development and training

Commercial Bank remains committed to a policy of attracting, recruiting, training and developing Qatari nationals and fostering home-grown ideas and talents. With physical attendance at careers fairs not possible due to COVID-19, in 2020 Commercial Bank had virtual partnerships with Qatar University and universities within Education City to recruit Qatari nationals as the next generation of highly skilled banking leaders. We also collaborated with the Ministry of Labour by participating in their e-recruitment portal. The Bank provides support for employees to complete degrees in terms of study leave and costs, and we sponsor young students as early as high school graduate level.

Commercial Bank's National Development

Programme is a formal development strategy for Qatari nationals that invests in the skills and training of young Qataris, focusing on their career development and enabling them to take senior roles within the Bank. Training is tailored to the individual and can be specialized depending on the employee's area of interest or department. For example, Retail Banking has its own structured training and curriculum.

We invest in making Commercial Bank a great place for learning. We target our development resources toward our people who are skilled in sharing knowledge and training others through leader-led training. For the leaders themselves, the Bank is introducing an induction programme for new leaders to ensure they are aware of their responsibilities, knowledge transfer takes place and experiences are shared, and they can differentiate between the roles of a manager versus a leader.

At a minimum, all staff must complete mandatory e-training courses required by regulation on information security, anti-money laundering, anti-fraud, FATCA and CRS reporting, together with courses required by the Bank on our Code of Conduct and business continuity management. The Bank partners with educational institutions to provide more targeted training for employees, such executive training by HEC Paris in Qatar and in 2020 the Bank cooperated with the Qatar National Library (QNL) to provide all staff with access to QNL's digital library. The average hours of training per employee in 2020 was 16.

Remuneration

The Board of Directors regularly reviews compensation and benefits to ensure we pay fairly and competitively, reward high performers, and link incentive payments to the overall performance of the Bank. The Board of Directors also focuses on risk management by considering the split between salary and incentives, and the balance between profit, risk and the time horizons associated with those risks.

The Bank operates a Long-Term Incentive Scheme (LTIS) that is applicable to Executive Management, key risk takers and staff who elected to defer part of their annual bonus for the financial years 2016-2019 inclusive. The LTIS promotes alignment of interests of Executive Management and shareholders by linking variable executive pay to the Bank's share price performance. Further details on remuneration can be found in Section 4.4.

Work life balance and employee engagement

Commercial Bank continues to encourage all staff to take their full amount of leave and provides flexibility for leave planning. Emphasis has been placed on ease of submitting leave, which can be done via mobile and is system-based, without requiring multiple or physical signatures.

Commercial Bank has a Staff Club, committed to offering high quality recreational and social facilities and programmes for staff outside of the work environment. The Club is run by a Staff Club

Forum led by volunteers. Under the Staff Club, Commercial Bank operates a gym, yoga studio, game room and music studio within its premises for staff, with two dedicated gym instructors. With the closure of these facilities due to COVID-19, fitness classes moved online to ensure staff could continue with their health and fitness goals. For non-sports, the Staff Club also has organizes groups with interests in cooking, photography and music.

Commercial Bank has numerous other staff engagement programs, including a quarterly Retail Achievers event; “CB’s Got Talent” competition; CB Chamber of Innovation where staff pitch an innovative idea out of their day-to day projects to Executive Management; a weekly reading initiative run via the Bank’s staff WhatsApp group; and CB Toastmasters Club.

Commercial Bank places a strong emphasis on staff communications, with internal communication emails managed by the Marketing Department. Quarterly town hall meetings are held led by the GCEO and members of Executive Management, where staff are updated on progress towards achieving the Bank’s strategic plan and other key developments. These town halls moved to Zoom format during 2020 due to COVID-19. Further, the Bank launched a weekly communications initiative in 2020 called “CB FIKA,” which is an informal chat forum held via Zoom for all staff, with topics of “anything and everything.” CB FIKA speakers included the Vice Chairman on the Bank’s history, the GCEO, and a doctor from Hamad Medical Corporation with insights on the treatment of COVID-19 in Qatar.

Performance appraisal and grievance reporting

Commercial Bank has a performance appraisal system and staff have regular performance appraisals based on evidence and objectives. Staff undergo a mid-year feedback process and an end of year performance appraisal is calibrated by a group of manager peers.

Commercial Bank’s Code of Conduct details reporting mechanisms for improper conduct and anonymous complaints procedures for both fraud and non-fraud cases. There is protected disclosure and an investigation procedure mechanism. A disciplinary committee oversees serious cases of improper conduct.

Diversity

Commercial Bank has a diverse workforce, comprising of 37 different nationalities. 33.5% of staff are Qatari nationals and 45% are female. As stated in the Bank’s Code of Conduct, we recognize the power and importance of workplace diversity and we respect each other’s differences. Further, as stated in the Bank’s Code of Conduct, we do not tolerate discrimination, bullying, harassment or any other offensive conduct.

Workforce trends

	2020	2019	2018	2017	2016
Commercial Bank workforce	853	899	981	1114	1210
Employee turnover rate	8.9%	8%	10.9%	10.9%	8.5%
Women in the workforce	45%	45%	43%	43%	44%
Qatarization	33.5%	32%	29%	27%	28%

10.2.2 Information Security

Commercial Bank strengthened its information security capabilities in 2020 and was awarded the Payment Card Data Security Standard (PCI DSS) certificate, a world-class independent certification reflecting the Bank’s commitment in providing a safe and secure banking environment for all customers. More details can be found in Section 8.

10.2.3 Access to Finance

Our reach

Commercial Bank has one of the largest retail franchises in Qatar, with the Retail Banking Department managing the banking and financial needs of individuals, and through our Enterprise Banking team we also cater to small and medium enterprises (SMEs).

Details of the Bank's innovation in mobile and digital channels and awards recognition can be found in the 2020 Annual Report (Retail and Enterprise Banking section).

Our physical distribution is through a varied network of branches, evenly spread across the country, with a natural higher density in Doha. We operate different branch types to cater for differing customer needs. Many branches include high levels of automation, self-service machines and access beyond standard banking hours. Our branch network is supplemented by over 170 ATMs.

Innovation in targeting underserved demographics

Qatar has a large expatriate workforce, many of whom are low-salaried and are traditionally an underserved demographic. Commercial Bank is leading the low-salary segment in line with the government's vision for wage protection system (WPS) customers. Our low cost but efficient payroll card (PayCard) business model is the market leader with an estimated 50%+ market share of this segment. Paycard customers are supported by a dedicated multilingual call center to address complaints or service issues and regular training is conducted in labour camps to help PayCard customers download and use a mobile remittance app.

Commercial Bank offers a first-to-market and market-leading 60 Seconds Remittance service allowing customers to send money abroad within one minute via Internet Banking and our Mobile Banking App. The service initially covered home countries of the majority of Qatar's low-salaried workers: India, Pakistan, Bangladesh, the Philippines, Sri Lanka and Nepal, and has since been expanded to other geographies including Turkey, Jordan, the UK and Europe to reach 30 countries. Low-salaried workers are targeted in their native language and by using the 60 Seconds Remittance service, expatriate workers do not have to spend time in banks or exchange houses during their time off.

In April 2020, Commercial Bank launched the Household Worker PayCard. This product is specifically targeted at domestic, farm or other personal staff such as cooks and drivers who are a traditionally underserved demographic in Qatar. Instead of paying cash, employers create a PayCard account for his / her domestic staff on which a salary can be credited and remittances set up for staff to send money home. The Household Worker PayCard supports financial inclusion and extends digital services to more people in the country.

During lockdown measures due to COVID-19, domestic workers were prevented from going to exchange houses and using cash to send money home. The Household Worker PayCard product was launched in this context and provides a solution for domestic workers who could otherwise not send money home. Further, CB Smart payroll was another new digital product launched in 2020 where the employer collects overseas beneficiary details from his employees and assists the transfer of remittances to overseas banks.

Support for SMEs

SMEs are globally recognised as essential drivers for economic diversification, job creation and new sources of innovation and are key to Qatar's sustainable development under the Qatar National Vision 2030. In support of the Qatar National Vision 2030, Commercial Bank is actively committed to empowering entrepreneurs and supporting the needs of SMEs through our Enterprise Banking team.

With over 8,000 active SME customers, Commercial Bank continues to have a significant share of the transaction volumes in the local market. The Bank stays focused on engaging with SMEs across sectors servicing them through more digital channels, while maintaining dedicated service centres.

Further details of Enterprise Banking's activities can be found in the 2020 Annual Report (Retail and Enterprise Banking section).

Commercial Bank is one of the largest providers of loans to SMEs and sectors particularly affected by COVID-19 under Qatar Development Bank's National Response Guarantee Programme, with the Bank having approximately a 30% share of the Government's initial allocation of QAR 3 billion towards the Programme. With this, Commercial Bank has doubled both the number of borrowing customers as well as the lending portfolio.

The Bank also launched a dedicated payment app, CB Merchant Pay, for SMEs to facilitate seamless digital payments.

10.2.4 Investment in the Community

Commercial Bank is committed to supporting Qatar's national development by giving back to the wider community through a comprehensive range of meaningful corporate social responsibility programmes. Further details on the Bank's CSR can be found in the Annual Report (Marketing Section).

The Bank also made a number of charitable donations in 2020, including to Qatar Red Crescent's urgent relief for those affected by the Sudan floods and to Qatar Charity for the people of Syria and Lebanon.

As a listed company, Commercial Bank contributes 2.5% of the annually reported net consolidated profit to the Social & Sport Contribution Fund (Daam) inaugurated as per the Emiri decree which aims to support social and sports activities and enhance sustainable social development in alignment with Qatar National Vision 2030. For the year ended 31 December 2019, the Bank appropriated an amount of QAR 50,526,000 which was paid in April 2020. For the year ended 31 December 2020, the Bank appropriated an amount of QAR 32,530,000 to be paid following shareholder approval of the consolidated financial statements at the Bank's AGM.

In total for 2020, 2.75% of pre-tax profits were invested in the community and 85.8% of spending was on locally based suppliers.

10.3 Governance

The governance component of ESG is critical for the interests of all our stakeholders. Commercial Bank's corporate governance best practices and disclosures are detailed in this Annual Corporate Governance Report and are considered part of ESG.

11. Abbreviations

Abbreviation	Meaning
AGM	Annual General Meeting / General Assembly
AML	Anti-Money Laundering
AOA	Articles of Association
Bank	Commercial Bank
The State	The State of Qatar
The Board	Commercial Bank Board of Directors
CCL	Commercial Companies Law
CFT	Combating Financing of Terrorism
EGM	Executive General Manager
FATCA	Foreign Account Tax Compliance Act
GCEO	Group Chief Executive Officer
ICAAP	The Internal Capital Adequacy Assessment Process
MRC	Management Risk Committee
SBU	Strategic Business Unit
QCB	Qatar Central Bank
QSE	Qatar Stock Exchange
QFMA	Qatar Financial Markets Authority

Corporate Governance Disclosures

1. Board Members

Sheikh Abdulla bin Ali bin Jabor Al Thani

Chairman

Date of First Appointment	1990
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Executive
Number & Percentage of Shares %*	1.69% 68,487,705 shares

Experience and Membership in Other Boards

- Graduated from Qatar University with a BA in Social Science;
- Owner of Vista Trading Company;
- Partner in Integrated Intelligence Services Company;
- Vice Chairman of National Bank of Oman;
- Director of United Arab Bank.

Alfardan Investment Company

Vice Chairman

(Represented by Mr. Hussain Ibrahim Alfardan)

(The representative is Non-Independent & Executive))

Date of First Appointment	2020
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Executive
Number & Percentage of Shares %*	1.75% 70,876,690 shares

Experience and Membership in Other Boards

- Chairman of Alfardan Group;
- Vice Chairman of Gulf Publishing and Printing Company;
- Vice Chairman of the Qatar Businessmen Association;
- Director of Qatar Insurance Company Q.S.P.C. (QIC) and Chairman of QIC's investment committee.

HE Mr. Abdul Rahman Bin Hamad Al Attiyah

Member

Date of First Appointment	2014
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Executive
Number & Percentage of Shares %*	0.25% 10,118,134 shares

Experience and Membership in Other Boards

- Graduated from the USA with a BA in Political Science;
- State Minister;
- Vice President of the Board of Trustees of the Arab Thought Forum – Amman, Jordan
- Former Secretary General of the Cooperation Council for the Arab States of the Gulf;
- Former Undersecretary of the Foreign Ministry;
- Former Ambassador of the State of Qatar to Saudi Arabia, France, Italy, Greece, Yemen, Switzerland and Djibouti;
- Former permanent representative of the State of Qatar to the United Nations and other international organizations (Geneva, Rome and Paris);
- Owner and Chairman of Mawten Trading Co.;
- Former Director of the National Bank of Oman (NBO);
- Former Director of UDC;
- Holder of the Orders of Merit from France, Italy, Yemen, and Sudan as well as the Award of Excellence from the Cooperation Council for the Arab States of the Gulf.
- Holder of the State Award of Appreciation.

Mr. Omar Hussain Alfardan

Managing Director

Date of First Appointment	2002
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Executive
Number & Percentage of Shares %*	0.25% 10,218,130 shares

Experience and Membership in Other Boards

- Graduated from Webster University, Geneva with a Bachelor's degree in Business Administration and a Master's degree in Finance;
- President & CEO of Alfardan Group and its subsidiaries in Qatar and Oman;
- Board Member of Alfardan Jewellery, Alfardan Investment and Alfardan Marine Services in Qatar;
- Chairman of the Board of Directors of Alternatif Bank in Turkey;
- Vice Chairman of the Board of Directors and Chairman of the Board Governance & Remuneration Committee of United Arab Bank in UAE;
- Managing Director of Marsa Arabia;
- Advisory Board Member of the Qatar Financial Centre Authority; Advisory Board Member of Qatar Financial Centre Authority; Advisory Board Member of Qatar Red Crescent Society;
- Member of the Board of Governors at Sidra Medicine;
- Member of Qatari Businessmen Association.

HE. Mr. Bader Omar Al Dafa

Member

Date of First Appointment	2020
Expiry of Current Appointment	2022
Status on the Board	Independent & Non-Executive
Number & Percentage of Shares %*	None

Experience and Membership in Other Boards

- Holds a Master's degree in international public policy from Johns Hopkins University and a Bachelor's degree in political science and economics from Western Michigan University in the United States;
- Executive Director of the Global Dryland Alliance;
- Served as Undersecretary General of the United Nations and Executive Secretary of the Economic and Social Commission for Western Asia (ESCWA);
- Served as Ambassador to the United States, Permanent Observer to the Organization of American States (OAS) and Ambassador to Mexico;
- Served as Ambassador to the Russian Federation, France, Egypt, Spain, Greece, Finland, Latvia, Estonia and Lithuania among other countries.

Sheikh Faisal bin Fahad bin Jassim Al Thani

Member

Date of First Appointment	2017
Expiry of Current Appointment	2022
Status on the Board	Independent & Non-Executive
Number & Percentage of Shares %*	0.25% 10,118,130 shares

Experience and Membership in Other Boards

- Completed his education under Fullbright Scholarship from Colorado University of Boulder, USA;
- Holds a Bachelor in Petroleum Engineering from Tulsa University, USA;
- Holds a Master of Science in Construction Management from the University of Bath, UK;
- Holds a PhD in Project Finance from Leeds, UK;
- Board member of United Development Company (Q.P.S.C.);
- Board member of Aamal Company (Q.P.S.C.)
- Chairman of Alwataniya International Holding Company (Q.C.S.C.);
- Chairman of Al Namma Real Estate;
- Chairman of Capstone Real Estate;
- Chairman of Qatar Petroleum Society;

- Chairman of Doha Petroleum Club;
- Chairman of Sheikh Faisal bin Fahad bin Jassim Al Thani charity organisation;
- Member of the Qatar Businessmen Association (QBA);
- Joined Qatar Petroleum (QP) in 1987 – 2017;
- Previously seconded to several companies - Shell from 1987 to 1992; Qatar Petroleum from 1987 to 1997; Arco Petroleum from 1997 to 2001; BP from 2001 to 2003; Anadarko Petroleum from 2003 to 2007; Maersk Oil Qatar from 2008 – 2017.

Mr. Mohd Ismail Mandani Al Emadi

Member

Date of First Appointment	2014
Expiry of Current Appointment	2022
Status on the Board	Independent & Non-Executive
Number & Percentage of Shares %*	None

Experience and Membership in Other Boards

- Graduated from Holy Names University, California with a BSc in Business Administration & Economics;
- Over 30 years of experience in banking;
- Occupied a number of key roles in Commercial Bank from 1983 to 2006 including Head of Banking, Operations, Commercial Services and Risk Management;
- Deputy General Manager of Commercial Bank from 2004 to 2007;
- Director of National Bank of Oman;
- Director of Alternatif Bank in Turkey;
- CEO of Qatar Real Estate Investment Co. from 2008 to 2011;
- Former Managing Director of Qatar Cinema & Film Distribution Co. in Qatar;
- Former Director of Qatar Real Estate Investment Co.;
- Former Director of Mannai Corporation;
- Former Director of Qatar Shipping Co.;
- Former Director of Doha Securities Market.

Qatar Insurance Company

Member

(Represented by HE Mr. Khalaf Ahmed Al Mannai)
(The representative is Independent & Non-Executive, whose date of appointment is 2018)

Date of First Appointment	2017
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Non-Executive
Number & Percentage of Shares %*	0.59% 23,980,992 shares

Experience and Membership in Other Boards

- Graduated from Cairo University with in Bachelor's degree in Business Administration;
- Undersecretary of the Ministry of Finance;
- Chairman of the Board of Directors of OQIC;
- Member of the Board of Directors of Qatar Insurance Company Q.S.P.C. (QIC);
- Member of the Administrative Committee of Al Aqsa and Al Quds Funds "Islamic development Bank" Jeddah;
- Former Member of the Advisory Council, the QCB Board of Directors, the Qatar Financial Markets Authority and Hamad Medical Corporation;
- Former Chairman of the Board of Directors of the Tunisian-Qatari Bank, Vice Chairman of Al Jazeera and Vice Chairman of the General Retirement Authority.

HE Mr. Saleh Abdulla Mohamed Al Ibrahim Al Mannai

Member

Date of First Appointment	2017
Expiry of Current Appointment	2022
Status on the Board	Non-Independent & Non-Executive
Number & Percentage of Shares %*	0.35% 14,304,000 shares

Experience and Membership in Other Boards

- Holds a degree in Business Administration and a diploma in International Economy from Ain Shams University;
- Member of the Shura Council (2018)
- Board Member of Al Dar for Exchange Works (2018)
- Director and proprietor of Qatar Marble & Islamic Mosaic Co. and Ampex.
- Joined Qatar National Bank in 1994 and held various positions: teller, Officer in Charge, Assistance Branch Manager, Branch Manager, Group Branch Manager and Corporate Branch Manager.

the right size and has an appropriate balance of skill, experience and background to ensure optimum effectiveness.” Board Members then assess each statement as follows:

- 5 = strongly agree
- 4 = frequently agree
- 3 = satisfactory or not sure
- 2 = disagree
- 1 = strongly disagree

The Board also assesses the Board’s overall general performance as follows:

- Excellent: Performance is clearly outstanding and superior – it far exceeds standards or expectations
- Good: Performance generally meets or exceeds standards or expectations
- Average: Performance is satisfactory
- Unsatisfactory / poor: Fails to meet expectations

Based on the questionnaire responses, all 9 Board Members scored the overall performance of the Board as “Excellent.”

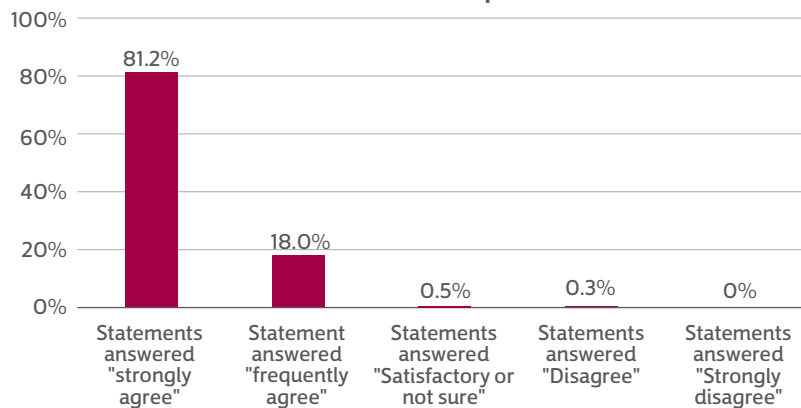
2. Board and Board Committees Self-Assessment Summary

2.1 The Board

The Board is assessed on range of criteria: Board structure; Board meetings; Board Chairman; training & development; succession planning & incentives; Company Secretary; interaction with Executive Management; Bank strategy; governance; oversight of control functions; financial reporting / disclosure.

There are 45 statements about the Board. Each statement is phrased positively e.g. “The Board is

Breakdown of Responses




Charts show the breakdown of responses to 45 positively phrased statements provided by all 9 Directors





Board of Directors





1	2	3
4	5	6
7	8	9

- 1. Sheikh Abdulla Bin Ali bin Jabor Al Thani**
Chairman
 - 2. Mr. Hussain Ibrahim Alfardan**
Vice Chairman
(Representing Alfardan Investment Company)
 - 3. HE Mr. Abdul Rahman Bin Hamad Al Attiyah**
Member
 - 4. Mr. Omar Hussain Alfardan**
Managing Director
 - 5. HE. Mr. Bader Omar Al Dafa**
Member
 - 6. Sheikh Faisal Bin Fahad bin Jassim Al Thani**
Member
 - 7. Mr. Mohd Ismail Mandani Al Emadi**
Member
 - 8. HE Mr. Khalaf Ahmed Al Mannai**
Member
(Representing Qatar Insurance Company)
 - 9. HE Mr. Saleh Abdulla Mohamed Al Ibrahim Al Mannai**
Member
- 
- 

2.2 Board Committees

Each Board Committee is assessed on range of criteria that:

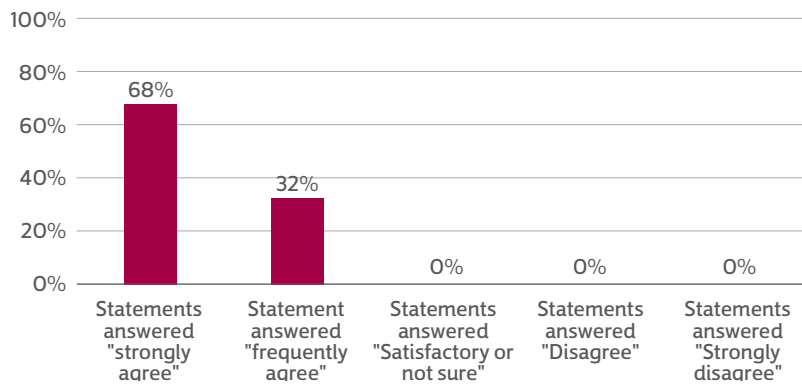
1. Applies generally to all Committees e.g. Committee processes, contribution of individual Committee members; relationship with Management; and
2. Is specific to the work of that Committee.

Board Committee scoring works the same as for the Board. Positively phrased statements are scored 1 to 5 and overall ratings are calculated by adding together the total.

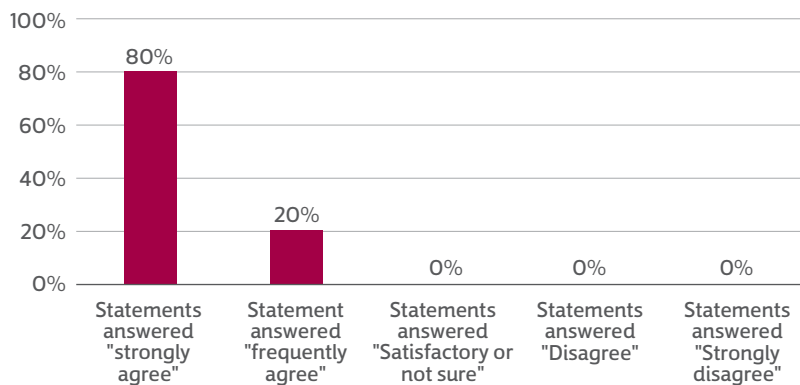
Based on the questionnaire responses:

- all 3 BRC members scored the overall performance of the BRC as “Excellent”
- all 3 BRNGC members scored the overall performance of the BRNGC as “Excellent”
- all 4 BEC members scored the overall performance of the BEC as “Excellent”
- all 3 BACC members scored the overall performance of the BACC as “Excellent”

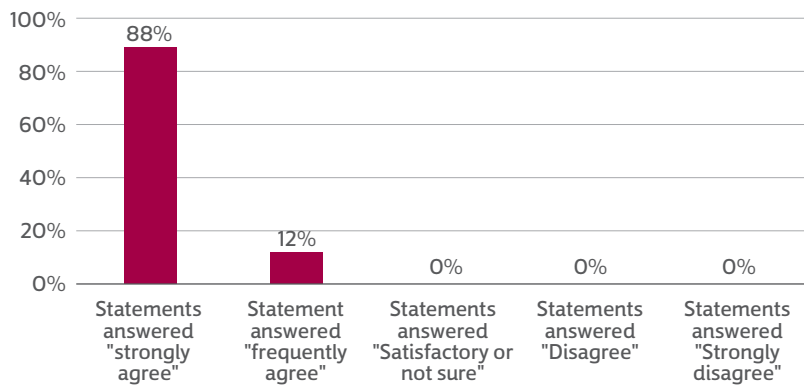
BRC Breakdown
(24 statements)



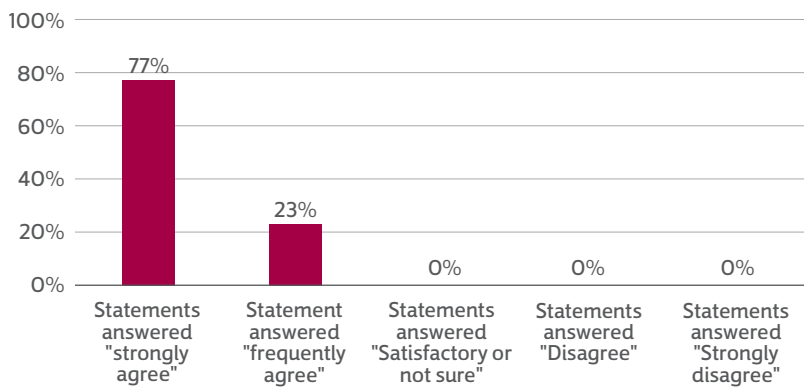
BRNGC Breakdown
(27 statements)



BEC Breakdown
(24 statements)



BACC Breakdown
(28 statements)



Charts show the breakdown of responses to positively phrased statements provided by Committee members

3. Board Meetings Dates and Attendance

Meeting Dates	Attendance
29 January	9
23 March	9
21 April	8
14 June	9
23 July	8
8 September	8
25 October	8
16 December	9

4. Board Committees Members

Board Member Name	Status on the Board	Board Executive Committee	Board Risk Committee	Board Audit and Compliance Committee	Board Remuneration, Nomination and Governance Committee
Sheikh Abdulla bin Ali bin Jabor Al Thani	Board Chairman Non-Independent & Executive	X Committee Chairman			
Alfardan Investment Company (represented by Mr. Hussain Ibrahim Alfardan)	Non-Independent & Executive	X			X Committee Chairman
HE Mr. Abdul Rahman Bin Hamad Al Attiyah	Non-Independent & Executive	X	X		
Mr. Omar Hussain Alfardan	Non-Independent & Executive	X			X
HE. Mr. Bader Omar Al Dafa	Independent & Non-Executive			X	
Qatar Insurance Company (represented by HE Mr. Khalaf Ahmed Al Mannai)	Non-Independent & Non-Executive		X		
Sheikh Faisal bin Fahad bin Jassim Al Thani	Independent & Non-Executive			X Committee Chairman	
Mr. Mohd Ismail Mandani Al Emadi	Independent & Non-Executive		X Committee Chairman		X
HE Mr. Saleh Abdulla Mohamed Al Ibrahim Al Mannai	Non-Independent & Non-Executive			X	

5. Board Committees Dates and Attendance

5.1 Board Audit and Compliance Committee

Meeting Dates	Attendance
9 January	2
29 January	3
4 February	2
31 March	3
22 April	3
23 June	3
23 July	3
22 September	3
25 October	3
26 October	3
25 November	3
22 December	3

5.2 Board Risk Committee

Meeting Dates	Attendance
19 February	3
20 April	3
22 June	3
8 September	2
16 November	3
9 December	3

5.3 Board Executive Committee (BEC)

Meeting Dates	Attendance
13 January (Credit)	4
20 January (Policy & Strategy)	4
26 February (Credit)	3
26 February (Policy & Strategy)	3
9 March (Credit)	3
9 March (Policy & Strategy)	3
16 March (Credit)	4
16 March (Policy & Strategy)	4
5 April (Credit)	4

21 April (Credit)	4
18 May (Credit)	4
18 May (Policy & Strategy)	4
21 June (Policy & Strategy)	4
29 June (Credit)	4
13 July (Credit)	3
13 July (Policy & Strategy)	3
10 August (Credit)	4
24 August (Credit)	4
24 August (Policy & Strategy)	4
21 September (Credit)	4
21 September (Policy & Strategy)	4
5 October (Credit)	3
5 October (Policy & Strategy)	3
19 October (Credit)	3
9 November (Credit)	4
9 November (Policy & Strategy)	4
23 November (Policy & Strategy)	4
7 December (Credit)	4
7 December (Policy & Strategy)	3

5.4 Board Remuneration, Nomination and Governance Committee

Meeting Dates	Attendance
20 January	3
18 May	3
29 June	3
27 September	3
23 November	3

6. Directors' Remuneration

As reported in the Bank's Annual Report 2020, the total amount earned for participation in Board and Board Committees in 2020 was QAR 18.5 million (subject to approval during the Bank's AGM) (2019: QAR 18.5 million).

6.1 Directors Remuneration Policy

The Directors remuneration policy (subject to approval at the Bank's AGM) is as follows:

The Commercial Bank P.S.Q.C. (the "Bank")

Directors Remuneration Policy 2020

The Board of Directors of the Bank (the "Board") hereby approves the following Director Remuneration Policy:

1. Governance

- 1.1 The Board Remuneration, Nomination and Governance Committee ("BRNGC") shall recommend the directors' annual remuneration to the Board.
- 1.2 The Board shall approve the directors' annual remuneration and subject to QCB approval, recommend it for shareholder approval at the Bank's Annual General Meeting.

2. Fees

- 2.1 The annual remuneration of the Chairman of the Board for participation on the Board of the Bank shall be determined by the BRNGC following their performance assessment of the Bank in accordance with Article 3 below.
- 2.2 The annual remuneration of each member of the Board for participation on the Board of the Bank shall be determined by the BRNGC following their performance assessment of the Bank in accordance with Article 3 below.
- 2.3 The annual remuneration of the Chairman and each member of the Board for participation on any of the Board Committees shall be fixed at

QAR 500,000 per member. For the avoidance of doubt, if the Board member is a member of more than one Board Committee then he shall be entitled to one Board Committee Remuneration in the amount of QAR 500,000.

3. Performance Assessment

When determining the amount of directors' annual remuneration in Article 1.1. 2.1 and 2.2 above, the BRNGC shall evaluate the Bank's corporate performance measured against profitability, risk, capital adequacy and liquidity.

4. Maximum Annual Remuneration

- 4.1 The maximum annual remuneration of the Chairman of the Board for participation on the Board of the Bank shall be QAR 2,000,000. For the avoidance of doubt, this excludes Board Committee fees, if any, due and payable to the Chairman of the Board, the maximum of which shall be fixed at QAR 500,000 in accordance with Article 2.3 above.
- 4.2 The maximum annual remuneration of a member of the Board for participation on the Board of the Bank shall be QAR 1,500,000. For the avoidance of doubt, this excludes Board Committee fees, if any, due and payable to a member of the Board, which shall be fixed at QAR 500,000 in accordance with Article 2.3 above.

5. In Advance Fees

The Board may recommend (conditional on subsequent Shareholder approval) the advance payment of remuneration to any member of the Board who is required to spend a substantial amount of time on behalf of the Board on work related to the Bank provided however that any such amounts received by a member of the Board shall be deducted from the Annual Remuneration due and payable to such Board member at the end of such financial year.

6. Payment of Director's fees

- 6.1 The total value of remuneration amounts set out in Articles 1 to 5 (the "Director Remuneration") - received collectively by all members of the Board shall not exceed 5% of the net profits after deduction of depreciation, transfers to Legal reserves and distribution of a dividend payment not less than 5% of the paid-up capital of the Bank.
- 6.2 Such Director Remuneration shall only be paid upon obtaining the approval of Qatar Central Bank.
- 6.3 The policy set out above is established in accordance with Qatar Central Bank Circular No. 18 of 2014, Qatar Central Bank Circular No. 68/2015 Principle 9, and is in compliance with the Commercial Companies Law (Law No.(11) of 2015) and the Bank's Articles of Association.

7. Clawback

Director Remuneration paid shall be subject to clawback in the event that the basis on which the remuneration was set involved unacceptably high risks which exceeded the Bank's acceptable risk limits.

8. Approval and disclosure of this policy

- 8.1 This policy shall be reviewed annually by the Board, and shall be presented for approval annually to the Annual General Meeting of Shareholders held for considering and approving the Bank's financial statements.
- 8.2 This policy supersedes any previous directors remuneration policies.

7. Executive Management Remuneration

Executive Management remuneration is disclosed in the Bank's Annual Report 2020 consolidated financial statements, Note No. 38.

7.1 Remuneration Policy Principles

Commercial Bank's remuneration policy principles, applicable to all staff (subject to approval at the Bank's AGM) is as follows:

CBQ Remuneration Principles

Our Vision: Maintain a responsible, performance-based Remuneration Policy that is aligned with the short, medium and long-term interests of our employees and shareholders.

Our Goal: Strike the right balance between meeting shareholders' expectations, paying our employees competitively, and responding appropriately to the legal and regulatory requirements and guidelines.

CBQ Remuneration Principles aim to:

- Attract and motivate great people without any discrimination based on race, gender or religion
- Reward our people for acting responsibly and professionally having regard to customers, shareholders and the communities in which we operate
- Align the interest of management and shareholders by ensuring that management makes decisions for the long-term good of CBQ as a whole
- Link total remuneration with performance and risk over the short, medium and long term
- Represent global, regional and regulatory best practice in regard to the design and governance of variable pay and incentives

Governance: The Board Remuneration, Nomination and Governance Committee (BRNGC) is responsible for setting the Bank's remuneration framework for the Board members, management and staff. All incentives and variable pay programs are strictly supervised and controlled by the Board through appropriate delegation to BRNGC.

Risk Alignment: Relevant risk and compliance measures are considered in evaluating performance and allocating variable pay. The risk assessment for performance assessment and performance-linked pay includes all types of risks of CBQ (as relevant to the role) including credit risk, liquidity risk, reputation risk, market risk and capital adequacy risk. Collective and individual performance measures are calibrated over the short, medium and long term.

Bonus deferral: Mandatory deferral of variable remuneration is one of a number of elements implemented to ensure prudent risk management. Mandatory deferral places an increased emphasis on having a variable remuneration structure that is:

- flexible,
- continues to be performance-linked,
- has significant retention elements and
- motivates employees to drive continued performance over the longer term by aligning a significant portion of variable remuneration to sustained growth in shareholder value over the longer term.

Claw-Back: CBQ's Malus and Claw-back provisions allow the BRNGC to determine that, if appropriate, vested elements under all variable pay plans can be adjusted or cancelled in certain situations relating to risk and compliance and standards of conduct of participating managers and key risk takers.

Prudential Guidelines for Governance of Remuneration (QCB Circular dated 26 July 2015)
How CBQ Complies

Key requirements of QCB Principles	How We Comply
Governance Principles	
The firm's board of directors must actively oversee the Remuneration system's design and operation	<ul style="list-style-type: none"> • All incentives and variable pay programs are strictly supervised and controlled by the Board through appropriate delegation to BRNGC. • BRNGC meets regularly to review adherence to Policy and procedure for remuneration and variable pay policy. Variable pay governance includes 3 distinct steps: <ul style="list-style-type: none"> - BRNGC meets regularly to review adherence to Policy and procedure for remuneration and variable pay policy. Variable pay governance includes 3 distinct steps: BRNGC approval of bonus pool accumulation principles - BRNGC review of business performance including risk and audit review and determination of pay-out ratio for bonus pool - BRNGC review of proposed variable pay allocation for GCEO, EXCO and all staff.
The firm's board of directors must monitor and review the Remuneration system to ensure the system operates as intended	<ul style="list-style-type: none"> • The BRNGC will consult with Board Risk Committee on the alignment of risk and remuneration and on any risk adjustments to be applied in setting the variable pay pool. • The BRNGC also considers material issues raised by the Board Audit Committee resulting from the work of Internal Audit including communication of relevant Internal Audit finding on remuneration matters. • The BRNGC is responsible for reviewing and making recommendations on the Remuneration Policy at least every three years to ensure it remains appropriate for the intended purpose. Regular health checks of the Policy will be conducted on an annual basis.
Staff engaged in financial and risk control must be independent, have appropriate authority, and be compensated in a manner that is independent of the business areas they oversee and commensurate with their key role in the firm	<ul style="list-style-type: none"> • While the fixed pay and benefits are competitively designed to attract and reward employees based on their skill and expertise, variable remuneration is designed to retain talent and align remuneration with performance and risk to the bank. • Board Audit and Compliance Committee reviews and determines fixed and variable remuneration for all staff in Audit and Compliance functions. Control function remuneration is set independently of the business lines they supervise.

Alignment Principles	
Remuneration for all staff must be designed to promote sound risk management and be adjusted for all types of risk	<ul style="list-style-type: none"> • Risk indicators are included in the Group performance scorecard defined at the start of each plan year and in the Performance Indicators of all staff. • At the end of each plan year, the Board reviews actual CBQ Group Performance against the performance score card metrics – including risk and compliance measures. • The Group performance assessment in addition to the assessment inputs from control functions – Risk, Compliance and Internal Audit forms the basis of the Board’s decision on variable remuneration.
Remuneration payment schedules must be sensitive to the time horizon of risks and incentives must be relative to long term achievement	<ul style="list-style-type: none"> • Mandatory deferral of variable remuneration is one of a number of elements implemented to ensure prudent risk management. • For staff deemed to be Senior Managers or Key Risk Takers mandatory bonus deferral will apply up to 50% of variable pay. A substantial portion of deferred bonus – to be determined each year by BRNGC - will be deferred for at least 3 years from the date of bonus grant. • The class of employees to which mandatory deferral applies, the quantum of variable remuneration which is subject to deferral and the time period over which deferral occurs are regularly reviewed and determined by the BRNGC and will always be set to meet regulatory and best practice governance standards.
The mix of cash, equity and other forms of Remuneration must be consistent with risk alignment	<ul style="list-style-type: none"> • Variable payments are delivered as a combination of cash and deferred cash and mandatory participation in CBQ Long Term Incentive Scheme (Equity-linked). • To ensure the interests of the GCEO, Executive Committee and Senior Managers and Key Risk Takers continue to be aligned with those of shareholders, employees subject to mandatory bonus deferral will be required to participate in the CBQ Long Term Incentive Scheme.
Incentives must be sensitive to risk in the short, medium and long term	<ul style="list-style-type: none"> • The Bank’s Malus and Claw-back provisions applicable to the Variable remuneration allows the BRNGC to determine that, if appropriate, vested elements under all variable pay plans can be adjusted or cancelled in certain situations relating to risk and compliance and conduct standards of participating managers and key risk takers.
Engagement Principles	
Banks must disclose clear, comprehensive and timely information about their Remuneration practices to facilitate constructive engagement by all stakeholders	<ul style="list-style-type: none"> • BRNGC and the Board report on Remuneration Principles in CBQ’s Annual Corporate Governance Report as per QFMA Corporate Governance Code Article 4. Remuneration Principles are presented to shareholders at the AGM for approval on an annual basis as per QFMA Corporate Governance Code Article 8.11, and is also made publicly available via CBQ’s website. • CBQ discloses to QCB for review the details of variable pay awards made to GCEO and EGMs annually before any such payments are made.

8. Executive Management Profiles

Mr. Joseph Abraham

Group Chief Executive Officer

He owns 291,258 shares in Commercial Bank

Education, Experience and Affiliations

- Holds an MBA from the Graduate School of Business, Stanford University in California, USA.
- Joined Commercial Bank in June 2016 as Group Chief Executive Officer.
- Prior to joining Commercial Bank, served as CEO of ANZ Indonesia (Australia and New Zealand Banking Group) based in Jakarta (2008-2016).
- Worked in Indonesia, Singapore, Hong Kong, Ghana, UK and India in various country and regional banking roles with a successful track record covering general management, corporate banking, strategy, product management as well as acquisitions and integrations.
- Vice Chairman of the Board of Alternatif Bank in Turkey (fully owned subsidiary).
- Board Director of National Bank of Oman.
- Board Director of United Arab Bank, UAE.
- Director of CB Innovation Services LLC, Orient 1, CBQ Finance, CBQ Global Trading Limited and CB Global Limited.

Mr. Rehan Khan

EGM, Chief Financial Officer

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Graduated from London School of Economics with a Bachelor in Economics.
- Trained with KPMG in London and member of the Institute of Chartered Accountants in England and Wales.
- 23 years banking experience with HSBC working in London, India, Malaysia and Saudi Arabia.
- Joined Commercial Bank as Chief Financial Officer in 2013.
- Director of Orient 1, CBQ Finance, CB Global Trading, CB Global Limited, CB Real Estate Properties LLC and CB Financial Services.

Mr. Raju Buddhiraju

EGM, Chief Wholesale Banking

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Graduated from Indian School of Mines, India with a Bachelor in Petroleum Engineering.
- MBA from Indian Institute of Management, Calcutta.
- Joined Commercial Bank in 2014 as EGM, Head of Wholesale Banking.
- Previously EGM, Retail & SME Banking, Dubai Islamic Bank, Dubai, U.A.E.
- Joined Commercial Bank as EGM in Retail and Enterprise Banking in 2008 till Sept of 2012.
- General Manager & Head of Retail & Consumer Group, Arab National Bank, Saudi Arabia in May 2006 and Head of Retail Assets in Sept. 2002.
- Worked in CitiGroup for 13 years in India, Singapore, Poland and Hungary (1989-2002).
- Deputy Chairman of Orient 1 Limited.

Sheikh Jassim Saud Abdulaziz Hamad Al Thani

EGM, Chief Human Capital Officer

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds a Masters in Strategic Management from HEC Paris and a Bachelor's degree in Computer Science from University of Qatar.
- Extensive experience leading HR functions including management of HR operations in Maersk Oil Qatar and partnering with major business units in Maersk Oil in Denmark.
- Led the Qatarization function for Maersk.
- Joined Commercial Bank from North Oil where he was Public Relations and Communications Manager.

Mr. Parvez Khan

EGM, Treasury & Strategy

He owns 101,890 shares in Commercial Bank

Education, Experience and Affiliations

- Graduated from Aligarh Muslim University with BSC in Chemical Engineering.
- Joined Commercial Bank in 1994 and was responsible for setting up Investment services business.
- Over 20 years of experience in Treasury Capital Markets and Investment Banking.
- Holds a Diploma in International Capital Markets from New York Institute of Finance.
- Director of CBQ Finance Limited and CB Global.

Mr. Fahad Badar

EGM, International Banking

He owns 28,960 shares in Commercial Bank

Education, Experience and Affiliations

- Holds an MBA from Durham University, UK and a Bachelor's in Banking & Finance from Bangor University, UK.
- Joined Commercial Bank as a graduate in 2000, rising up in his career to the position of EGM, International Banking in 2015.
- A seasoned banker with over 21 years of banking experience at Commercial Bank, having successfully held several key roles including EGM Wholesale Banking and EGM Government Sector and International Banking, as well as other senior positions in Retail Banking and Operations across the Bank.
- Currently as EGM, International Banking at Commercial Bank he has the responsibility of the Bank's international lending and financial institutions relationships.
- Director of National Bank of Oman.
- Director of United Arab Bank.

Dr. Leonie Ruth Lethbridge

EGM, Chief Operating Officer

She does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds a PhD from Swinburne University of Technology and a Master's Degree in Applied Science from RMIT University.
- Joined Commercial Bank as Chief Operating Officer in July 2017.
- Has oversight of Commercial Bank's innovation entity – CB Innovation Services.
- Previously CEO of ANZ Royal Bank in Cambodia from 2016 to 2017.
- In her 15 years at ANZ, Dr Lethbridge served in senior roles across developed and emerging markets, including as a CEO, COO and CRO.
- Previously a management consultant, advising clients in the financial services, manufacturing and telecommunication sectors.
- Held executive roles in the manufacturing industry in Australia and Asia in a range of organisations and acted in numerous advisory positions for both government and private sector organisations.
- Director of Alternatif Bank and Chairman of Alternatif Bank's Board Audit and Compliance Committee.
- Director of Alternatif Lease Co.

Ms. Rana Salatt

EGM, Chief Internal Audit Officer

She owns 13,280 shares in Commercial Bank.

Education, Experience and Affiliations

- Graduated from Qatar University in 1996 with a major in English.
- Joined Commercial Bank in 1996 as a graduate trainee in Retail Banking and then promoted to Risk Management Assistant.
- A number of promotions followed: Manager, Credit Risk Administration in 2003, Head of Credit Administration & Control in 2005, Head of Client Relations in 2008, Head of Credit Control in 2009, Assistant General Manager and Head of Risk Controls in 2011 and EGM, Chief Risk Officer in 2013.
- 20 years of banking experience in Commercial Bank between Retail and Risk.
- Handled the role as Chief Risk Officer, from April 2013 until Jan 2018 where her primary role was to lead and establish a comprehensive and effective enterprise wide integrated risk management framework for the Bank ensuring all risks (including credit, market, liquidity, operational, reputational, corporate governance and regulatory risk) are effectively managed within the defined risk appetite and government regulations.
- Currently she is EGM Chief Internal Audit Officer, leading, the development and implementation of strategies, policies, and procedures related to Internal Audit and give professional independent opinions and recommendations on critical risk and compliance issues.

Mr. Amit Sah

EGM, Consumer Banking

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds an MBA from Indian Institute & Management, Ahmedabad, India and a Bachelor of Engineering degree from Indian Institute of Technology, Roorkee, India.

- Joined Commercial Bank in December 2016.
- In his current role, Mr. Amit is responsible for managing the Retail Banking (including SME) franchise for Commercial Bank with focus on defining and executing a growth strategy for sustained profitability driven by market leading value propositions, enhanced customer experience and improved operational efficiencies.
- Mr. Amit is a veteran in the financial services industry and has benefitted from his experience of working in multiple geographies and across multiple functional units.
- Prior to joining Commercial Bank, he worked with Citibank for over 28 years in various roles including Country Management responsibilities in Thailand and Russia and regional management for the EMEA region based out of London.

Mr. Hussain Ali Al-Abdulla

EGM, Chief Marketing Officer

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds a degree in Petroleum Engineering from Colorado School of Mines in Golden Colorado, USA.
- Holds a Bachelor's in Business Administration and Management (2007) from University of Qatar - Masters in "The Adaptation of Digital Transformation in the Banking Sector" from the United Kingdom.
- Joined Commercial Bank in July 2017, as EGM, Chief Marketing Officer.
- Prior to joining Commercial Bank, served as General Manager - Personal Banking (2012-2017) in Barwa Bank, Doha Qatar.
- Held various roles for 13 years (1999 – 2012) in HSBC Bank Middle East Ltd, Doha Qatar, including Head of Retail Banking from 2009 – 2012.

Mr. Paul Gossiaux

EGM, Acting Chief Risk Officer

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds an MIA degree from the School of International and Public Affairs, Columbia University, New York, New York.
- Graduated with a BA degree from Fordham University, New York;
- Joined Commercial Bank in 2010 as Head of International Credit, subsequently appointed Chief Credit Officer in 2016 and EGM Chief Risk Officer in 2018.
- Appointed Member of the Board of Directors of Alternatif Bank, Turkey, in 2016.
- Over 25 years' experience building and managing risk management and control teams in both commercial banking and investment banking sectors across the UK, Europe, Middle East, and Asia.
- Previous positions include: Executive Director, UBS Investment Bank (London); Director, Deutsche Bank (London); and, senior credit and business development positions with Bank of America (New York, London, Madrid), among others.

Mr. Abdulla Ahmed Al-Fadli

Senior AGM, Chief Compliance Officer

He does not own any shares in Commercial Bank.

Education, Experience and Affiliations

- Holds a Master of Business Administration from Hull University, UK;
- Previously Acting Head of Human Capital.
- Joined Commercial Bank as Head of Internal Audit Strategy & Operations.
- Prior to joining Commercial Bank, led internal audit at United Development Company and was Deputy Chief Audit Executive at Barwa Bank.

9. Ownership Structure

In accordance with Article 6 of the Bank's AOA, no natural person or corporate body shall own at any time 5% or more of the Bank's shares directly or indirectly, with the exception of (a) Qatar Investment Authority, Qatar Holding LLC or any of their subsidiaries and (b) a custodian bank or depository bank holding shares in respect of an offering of Global Depositary Receipts.

On 31 December 2020, 79.67% of the total number of shares in the Bank were held by Qatari nationals (whether individuals or entities) and 20.33% of shares by foreign investors.

On 31 December 2020, Qatar Holding LLC held 16.67% of the Bank's shares. No other individuals or entities held more than 5% of the Bank's shares.

10. General Statements

Commercial Bank has complied with all the provisions of the QFMA Corporate Governance Code.

In line with our commitment to transparency, Commercial Bank has rigorously complied with all the disclosure requirements, including financial reporting, as required by Qatar Exchange and other regulatory authorities. Such disclosures represent accurate and non-misleading data and information.

11. Management's Report on Internal Control over Financial Reporting

The Board of Directors of The Commercial Bank (P.S.Q.C.) (the 'Company') and its consolidated subsidiaries (the 'Group') is responsible for establishing and maintaining adequate internal control over financial reporting (ICOFR). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

We have conducted an evaluation of the design and operating effectiveness of internal control over financial reporting, for the year ended December 31, 2020, 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").

Risks in Financial Reporting

The main risks in financial reporting are that either financial statements do not present a true and fair view due to inadvertent or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. A lack of fair presentation arises when one or more financial statement amounts or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could, individually or collectively, influence economic decisions that users make on the basis of the financial statements.

To confine those risks of financial reporting, the Company has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements and conducted an assessment of the design effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system.

COSO Framework includes 17 basic principles, and five components:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring

Controls covering each of the 17 principles and five components have been identified and documented. As a result in establishing ICOFR, management has adopted the following financial statement objectives:

- Existence/ Occurrence- assets and liabilities exist and transactions have occurred.
- Completeness - all transactions are recorded, account statements.
- Valuation/ Measurement - assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts
- Rights and Obligations and ownership - rights and obligations are appropriately recorded as assets and liabilities
- Presentation and disclosures - classification, disclosure and presentation of financial reporting is appropriate.

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Organization of the Internal Control System

Functions Involved in the System of Internal Control over Financial Reporting

Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based in various functions across the organization and covers the following major process:

- Treasury and investments
- Loans and advances
- Customer deposits
- Net interest income
- Net fee and commission income
- Other operating income
- Operating expenses
- Financial reporting and entity-level controls

Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements. Such controls are integrated into the operating process and include those which:

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,
- operate on a periodic basis such as those which are performed as part of the annual financial statement preparation process,
- are preventative or detective in nature,
- have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on the financial statements include entity level controls and IT general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a

reconciliation which directly supports a balance sheet line item,

- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

Measuring Effectiveness of Internal Control

The Group has undertaken a formal evaluation of the adequacy and operating effectiveness of the Internal Controls over Financial Reporting. This evaluation incorporates an assessment of the design of the control environment as well as individual controls which make up the system of ICOFR taking into account:

- The risk of misstatement of the financial statement line items, considering such factors as materiality and the susceptibility of the particular financial statement item to misstatement.
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, and risk of management override, competence of personnel and the level of judgment required.

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the ICOFR is effective. The evidence itself is generated from procedures integrated within the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also form an important component of the evaluation since such evidence may either bring additional control issues to the attention of management or may corroborate findings.

As a result of the evaluation, management has concluded that ICOFR is appropriately designed and operating effectively for the year ended December 31, 2020.

Procedures followed by the Bank in addressing Internal Control failures:

This is managed through the following:

- Risk and Control Self-Assessment (RCSA)
- Key Risk Indicators (KRI)
- Incident Management Process
- An independent Internal Audit process

The ongoing monitoring and effectiveness of controls is managed through a designated risk champion in each department, coordinated by Operational Risk and periodically and systematically audited by Internal Audit.

The Board of Directors is responsible for ensuring that there is an appropriate control culture and oversees the adherence to the framework by all concerned through the regular reports submitted to the Board by the internal control functions (Compliance, Risk and Internal Audit).

Senior Management is responsible for coordinating and facilitating the implementation of the control framework and addressing risk related issues.

Senior Management ensures that all controls are functioning effectively at all times and coordinates with the Business, Operations, Support Services, Operational Risk, Compliance and Internal Audit to resolve control weaknesses reported by the control functions in a timely manner.

Internal Audit has continuous involvement in the verification and reporting of the adequacy of the control framework. If Internal Audit identifies control weaknesses through the regular audit process or otherwise, Management will provide Internal Audit with

its action plan for mitigation of identified deficiency. Each action plan will have a target due date for resolution and depending on the severity and potential impact of the risk to the organization, the remediation action is prioritized.

As at 31 December 2020, no failures or weaknesses in the internal control system occurred that had a material adverse impact on the financial position of the Bank.

12. Violations

No violations were committed by Commercial Bank during 2020 that could have a material impact on its financial position.

13. Disputes

A small number of legal cases have been filed against the Bank in 2020. These are all being defended in accordance with proper procedures. All disputes and lawsuits in which the Bank is a party are handled and tracked by the Bank's Legal Department. These cases together with the latest updates are regularly reported to the Management Risk Committee and the Board Risk Committee for information and proper decision.

14. Scope

Commercial Bank is a group of companies including foreign and domestic subsidiaries and associates which operate independent businesses in Qatar, Oman, UAE and Turkey.

Commercial Bank exercises its control and oversight through adoption of management practices and policies that are appropriate to the activities and geographical situation of each, taking into consideration the local governance requirements.

QCB Corporate Governance Disclosure Requirements

Article No.	Article Title	Item No.	Description	Disclosure
1	Share Ownership	1.1	Ownership by Nationality	Local: 79.67%. Other Nationalities: 20.33%.
		1.2	Ownership by Number of Shareholders	3,163 shareholders. Total Number of Shares: 4,047,253,750 (as at 31 December 2020).
		1.3	State Ownership	22.12%
		1.4	Major Shareholders (above 10% holdings)	Qatar Holding LLC (16.67%)
		1.5	Minor Shareholders (above 5% holdings)	None (excluding Qatar Holding LLC)
2	Board of Directors and Executive Management	2.1	Board Functions Detailed Statement	Corporate Governance Report (Section 3.5)
		2.2	Transactions Requiring Board Approval	Corporate Governance Report (Sections 2.5 and 3.5.3)
		2.3	Members of the Board (indicating names, authorities, capacities, details, including membership on boards of other financial institutions, positions, qualifications and expertise)	Corporate Governance Report (Disclosures Section 1)
		2.4	Number and Name of Independent Members	Corporate Governance Report (Section 3.2 and Disclosures Section 1)
		2.5	Appointment Date and Expiry Date	Corporate Governance Report (Disclosures Section 1)
		2.6	Board Members Training and Induction Program	Corporate Governance Report (Section 3.4)
		2.7	Board Members Ownership in Bank's Shares	Corporate Governance Report (Disclosures Section 1)
		2.8	Board Election Process	Corporate Governance Report (Section 3.3)
		2.9	Insiders Trading	QSE website
		2.10	Number of Board Meetings and Dates	Corporate Governance Report (Section 3.6 and Disclosures Section 3)
		2.11	Board Members Meeting Attendance	Corporate Governance Report (Disclosures Section 3)

Article No.	Article Title	Item No.	Description	Disclosure
		2.12	Total Remuneration Paid to Board Members	Corporate Governance Report (Disclosures Section 6)
		2.13	Total Remuneration Paid to Executive Management	Disclosed in the Bank's Annual Report 2020 consolidated financial statements, Note No. 38
		2.14	Bank Policy on Remuneration to the Board and Executive Management	Corporate Governance Report (Section 4.4)
		2.15	Senior Executives Names and Biographies	Corporate Governance Report (Disclosures Section 8)
		2.16	Shares Owned by Senior Executives	Corporate Governance Report (Disclosures Section 8)
		2.17	Bank-wide Code of Conduct	Corporate Governance Report (Section 2.5)
3	Board Committees	3.1	Board Committee Names	Corporate Governance Report (Section 4)
		3.2	Board Committee Duties and Responsibilities	Corporate Governance Report (Sections 4.1 to 4.4)
		3.3	Board Committee Members	Corporate Governance Report (Disclosures Section 4)
		3.4	Minimum Number of Meetings Per Year	Corporate Governance Report (Sections 4.1 to 4.4)
		3.5	Total Number of Board Committee Meetings	Corporate Governance Report (Sections 4.1 to 4.4)
		3.6	Board Committee Members Meeting Attendance	Corporate Governance Report (Disclosures Section 5.1 to 5.4)
		3.7	Total Remuneration for Board Committee Members	Corporate Governance Report (Disclosures Section 6)
		3.8	Board Committee Activities During the Year	Corporate Governance Report (Sections 4.1 to 4.4)
4	Corporate Governance	4.1	Separate Section in the Annual Report	This Corporate Governance Report
		4.2	Reference to Corporate Governance Charter	Corporate Governance Report (Section 2)

Article No.	Article Title	Item No.	Description	Disclosure
5	External Auditors	5.1	Commercial Bank Statutory Audit Fee	QAR 760,000
		5.1.1	Qatar Subsidiaries and Regulatory Audit Fee	QAR 2,286,250
		5.2	Services falling outside the audit scope and provided by the external auditors and fees of such services	QAR 1,510,800
		5.3	Reasons for Replacing/ Reappointing External Auditors	Corporate Governance Report (Section 9.3)
6	Other Matters	6.1	Related Party Transactions	Disclosed in the Bank's Annual Report 2019 consolidated financial statements, Note No. 38
		6.2	Approval Procedures for Related Party Transactions	Corporate Governance Report (Section 2.5)
		6.3	Communications with Shareholders and Investors	Corporate Governance Report (Section 2.2)
		6.4	Risk Management Report	Corporate Governance Report (Section 7)
		6.5	Review of Internal Control Procedures & Publication of Financial Statements	Review of internal control is found in the Corporate Governance Report (Section 9). The Bank's quarterly financial results for 2020 were published Arabic and English local newspapers and can be found on the Bank's website
		6.6	Statement of Board's Responsibilities	Board responsibilities are found in the financial statements published on the Bank's website and Annual Report 2020
		6.7	Directors' Independence for Related Party Transactions	Corporate Governance Report (Section 2.6)
		6.8	Periodical Assessment of the Board Members and the Board Committee Members	Corporate Governance Report (Section 3.4 and Disclosures Section 2)

ESG Disclosures

	2020	2019	2018	2017	2016
Environment					
Does the company publish and follow an environmental policy?		No	No	No	No
Any legal or regulatory responsibility for an environmental impact?		No	No	No	No
Energy used: Amount of energy used per FTE (full time employee)	97.45	112.34	112.01		
Total amount of energy used: Total amount of energy usage in GJ		100,996	109,886		
The total volume of water recycled/reused in m3 by the organization per year		0	0	0	0
Total waste produced (kg)	65,040	73,389	69,001	67,500	67,164
Total greenhouse gas emissions (tonnes)	10,526	12,797	13,911		
Percentage of renewable energy used	0	0	0	0	0
Specify the primary source of energy used by the company		Electricity	Electricity	Electricity	Electricity
Total water use (m3)		54,342	46,559		
Social					
Does the company prohibit the use of child or forced labor throughout the supply chain?		Yes	Yes	Yes	Yes
Number of grievances about human rights issues filed, addressed and resolved		0	1	0	0
Total number of injuries and fatal accidents (employees)	0	0			
Total number of injuries and fatal accidents for contractors in FTE	0	0			
Total number of injuries and fatal accidents for employees and contractors in FTE	0	0			
Disclosure and adherence to a Human Rights Policy?		Yes	Yes	Yes	Yes
Employee turnover rate	8.9%	8%	10.86%	10.91%	8.47%
Total workforce	853	899	981	1114	1210

	2020	2019	2018	2017	2016
Nationalisation rate (%)	33.5%	32.15%	29%	27%	28%
Spending on locally-based suppliers (%)	85.8%	87%	85%	85%	87%
Employee wages and benefits (million USD)		218	185	195	238
Average hours of training per employee	16	16	19.25	13.06	15.11
Women in the workforce (%)	45%	45%	43%	43%	44%
Does the company publish and follow a policy for occupational and global health issues?		No	No	No	No
Pre-tax profits invested in the community (%)	2.75%	2.76%	2.86%	3.31%	4.03%

Corporate Governance

Disclosure of the voting results of the latest AGM		Yes	Yes	Yes	Yes
Ratio of CEO salary and bonus against the median FTE salary and bonus		36.5			
Median male salary to median female salary		1.18	1.17	1.19	1.16
Does the company publish and follow a Supplier Code of Conduct?		Yes	Yes	No	No
Role separation of Chairman and CEO	Yes	Yes	Yes	Yes	Yes
Independent directors on the board	33.33%	33.33%	33.33%	33.33%	11.11%
Female directors on the board	0	0	0	0	0
Executive compensation linked to performance indicators	Yes	Yes	Yes	Yes	Yes
Does the company publish and follow an Ethics Code of Conduct?		Yes	Yes	Yes	Yes
Sustainability report published	Yes	No	No	No	No
Use a firm in third-party assurance of non-financial information	No	No	No	No	No
Does the company publish and follow a Bribery/Anti-Corruption Code?		Yes	Yes		





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