



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

The Board of Directors of Doha Bank is honored to invite the esteemed shareholders to attend the Ordinary and Extra Ordinary General Assembly Meeting of the Shareholders, which will be held at 05:30 PM on Wednesday 7/3/2018 in Head Office Tower – West Bay – floor no. (1). However, if the quorum required is not attained, a second meeting will be held on Wednesday 14/3/2018 at the same time and venue to look in:

Ordinary General Meeting:

1. Hearing the report of the Board of Directors on the Bank's activities and its financial position for the financial year ended on 31/12/2017 and discussing the Bank's future plans.
2. To discuss and endorse the Board of Directors' report on Corporate Governance for the year 2017.
3. Hearing the External Auditors' report on the balance sheet and the accounts presented by the Board of Directors for the financial year ended on 31/12/2017.
4. To discuss and endorse the balance sheet and the profit & loss account for the financial year ended on 31/12/2017 and the Board of Directors' recommendation to distribute cash dividends for QR (3) per share to the shareholders.
5. Discharging the Board of Directors from the responsibility for the year 2017 and determining their remuneration.
6. To approve issuance of Debt Notes "Bonds" using Doha Bank EMTN programme whose main components would be as follows:
 - In varying amounts which would, in aggregate, not exceed the EMTN programme valuing US\$ 2 Billion.

- That no single deal would exceed US\$ 1.0 Billion.
 - In various major currencies including US Dollar, Australian Dollar, Yen, Swiss Francs, Sterling Pound.
 - To varying maturities not exceeding 30 years.
 - Be issued either by an SPV guaranteed by Doha Bank or through Doha Bank directly.
 - Total outstanding/due Debt Notes "Bonds" of the Bank should not exceed at any time the Bank's capital and reserves.
 - To authorize the Board of Directors of Doha Bank and those authorized by the Board to take all necessary actions to execute these issuances within the programme after obtaining the approval of Qatar Central Bank, the Ministry of Economy and Commerce and any other competent authorities.
 - Delegation from AGM of shareholders to the Board would be valid for 3 years.
7. To approve reduction of the minimum amount per issuance from USD 50.0 Million under the Commercial Papers (CP) Program which was earlier approved by the Shareholders in its meeting held on 10-May-2016 to USD 1.0 Mn.

8. Appointing the External Auditor for the financial year 2018 and determining their audit fees.

Extra Ordinary General Meeting:

1. Approving the proposed amendments to the Articles of Association of the Company, in accordance with the Corporate Governance Code issued by Qatar Financial Markets Authority and Qatar Central Bank. These amendments were made to Articles (3-14-14 bis – 23-24-26-26 bis – 27-32-38-43-65-69).
2. Authorizing the Chairman and/or the Vice Chairman and/or the Managing Director to individually sign the amended Articles of Association and complete the procedures for obtaining the necessary approvals from the concerned parties, and ratifying the authorization.

Note: Please visit the bank's website: www.dohabank.com for viewing the detailed proposed amendments to the Articles of Association. The amended Articles of Association are available in hardcopy to the bank's shareholders in the Legal Department at Doha Bank, Head Office Tower, 24th floor, West Bay, Doha - Qatar.

Notes

- The invitation to attend the General Assembly Meeting of the shareholders was published earlier in the local newspapers.
- If unable to attend personally, the shareholder may nominate another shareholder as his proxy (other than board members) to attend the meeting. Proxy shall be submitted to Bank's official before commencement of the meeting in order to prove the capacity to attend. However; shares in possession of the nominated proxy should not in any way exceed 5% of the total shares i.e. (15,502,335) shares. In case the shareholder is a juridical person (company, establishment etc...), the attending representative should submit a written authorization for this effect duly signed and stamped by the company/establishment.
- Invitation to attend the meeting, balance sheet, income statement, Board of Directors report, External auditors report, corporate Governance report and the proposed amendments to the AoA were posted on Doha bank's website "www.dohabank.com".
- A statement including the information stipulated by article [122] of the Commercial Companies Act issued by law No. (11) for year 2015 which contains charges, fees, cash loans, L/C or guarantees in addition to any tangible privileges and remunerations availed by the Chairman and every member of the Board of Directors, shall be placed for shareholders minimum one week prior to the general assembly meeting date in the Compliance Department located on the 24th floor of the bank's Head Office Tower at West Bay during the working hours.
- Shareholders are kindly requested to be in the meeting venue one hour prior to the meeting time to facilitate the registration.
- This invitation constitute a legal announcement to all shareholders to attend the meeting without a need to send special invitation by mail according to commercial companies by law No. (11) for year 2015.