



Articles of Association

Qatar National Bank (Q.P.S.C.)

2022

Qatar National Bank (Q.P.S.C.)

Amended Articles of Association

For the Articles of Association Notarized under serial number 4498/2022
dated 5/4/2022 and the resolution of the Extraordinary General
Assembly Meeting dated 13/02/2022.

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Chapter I

Establishment of the Company

Preamble: The Company was incorporated by the Emiri Decree No. 7 of 1964 which is published in the official Gazette, issue No. 5 of 1964, registered under the Commercial Register No. 21 according to the provisions of the Law No. 3 of 1961 organizing shareholding companies and adjusted its status in accordance with the Commercial Companies Law No. 11 of 1981, the Law No. 5 of 2002 and the Law No. 11 of 2015.

Article (1)

In accordance with the rules of the applicable law and these Articles of Association, the provisions of which are set out hereinafter, a Qatari Public shareholding company has been established among its shareholders.

Article (2)

Name of the Company: Qatar National Bank (Qatari Public Shareholding Company).

Article (3)

Object of the Company:

The object for which the Company is established is:

The pursuit for its own account or for the account of third parties, and either in Qatar or abroad, of all banking business such as discounting, lending, opening credit and current accounts and accepting time deposits and the likes, dealing in financial papers, commercial bills, shares, bonds, money orders, cash, precious metals, jewellery, foreign exchange and commission; storage; export and import; subscription to the shares of companies; securities; mortgaging of real estate or movable goods, or commercial pledging; land securities; goods insurance; acquisition of movable or immovable assets and disposal thereof in various ways;

The provision of all kinds of financial services and Islamic banking, and insurance services within and outside Qatar, and the establishment and management of investment funds of different kinds for its own account or for the account of third parties.

In general, to carry out, for its account or for the account of others, any business which is normally carried out, or which may be carried out, by banks and financial institutions. The Company may also have interest in organizations which are conducting business similar to its business or which may assist it in achieving its object in Qatar or abroad. It may likewise participate in any manner with such organizations or merge with, purchase or annex them.

Article (4)

The main office of the Company and its legal domicile shall be in the city of Doha. The Board of Directors may establish branches, offices or agencies in Qatar or abroad.

Article (5)

The term of the Company is a hundred calendar years with effect from the date of the decree licensing its establishment.

Any extension to the duration of the Company shall be ratified by a resolution of an extraordinary meeting of the General Assembly.

Chapter II

Capital of the Company

Article (6)*

The capital of the Company is in the amount of QR 9,236,428,570 (nine billion, two hundred and thirty-six million, four hundred and twenty-eight thousand and five hundred and seventy Qatari Riyals), divided into 9,236,428,570 (nine billion, two hundred and thirty-six million, four hundred and twenty-eight thousand and five hundred and seventy) shares of one Qatari Riyal each.

Article (7)

Except for Qatar Investment Authority (the owner of 50% of the company's capital) and the General Retirement and Social Insurance Authority, no natural or legal person may, at any time, whether directly or indirectly, hold more than 5% of the company's shares.

Article (8)

The shares shall be nominal.

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 10/02/2019

Article (9)

The shares or the stocks representing the shares shall be derived from a book of counterfoils and shall be serially numbered and signed by two of the members of the Board of Directors and shall be stamped by the Company's seal.

The stock shall contain the date of the decree issued authorizing the establishment of the Company and the date of its publication in the Official Gazette, the amount of the capital, the number of shares distributed with their particulars and the object of the Company, its main office and its duration and the date determined for its General Assembly meeting.

Article (10)*

The Company's share capital shall be transferred in accordance with the applicable rules of the Qatar Financial Market Authority and the financial market in which such shares are listed. The Company may buy its own shares for the purpose of resale, in accordance with the regulations specified by the Qatar Financial Markets Authority and the Qatar Central Bank. In accordance with the provisions of Article (7) of this Articles of Association, non-Qatari investors may own up to 100% of the Company's capital in accordance with the provisions of relevant law.

Article (11)

Shareholders shall only be liable for the value of each share and their liabilities shall not be increased.

Article (12)

The ownership of shares shall inevitably involve the acceptance of the Articles of Association of the Company and the resolutions of its General Assembly

Article (13)

Each share is indivisible vis-à-vis the Company.

Where a share is owned by more than one person, the owners shall appoint from among them a representative for the purpose of exercising the rights associated with the shares. Such owners shall be jointly liable for the obligations arising from share ownership.

Shares shall not be issued at less than their nominal value, but may be issued at a greater value, where the Articles of Association of the Company so provide or if the Extraordinary General Assembly so approves. In that event, the difference in value shall be added to the legal reserve fund.

Article (14)

Neither the heirs of the shareholder nor his creditors may, on any plea whatsoever, demand placement of stamps on the Company's books, papers or assets. Likewise, they may not interfere in any manner in the management of the Company.

In exercising their rights, they shall depend on the stock taking lists of the company, its closing accounts and the resolutions of the General Assembly.

Article (15)

Each share shall entitle for an interest equal to the interest of any other share, without discrimination, in the ownership of the Company's assets and earning divisible in the manner shown hereinafter.

Article (16)

The dividends due on shares and the amounts which shall become due, in case of distributing the assets of the Company, shall be paid to the shareholder and, so long as the shares are nominal, to the last owner of the shares whose name has been recorded in the Register of the Company.

This owner alone shall have the right to receive the amounts due on the shares whether they are dividends or a portion in the assets of the Company.

Article (17)

Subject to the provisions of articles 190 to 200 of the Commercial Companies Law No. 11 of 2015, the share capital of the Company may be increased by a resolution of the Extraordinary General Assembly after the approval of the Companies' Affairs Department and the Qatar Central Bank.

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 13/02/2022.

Article (18)

The amount of the increase and the issue value of the new shares shall be determined by the said resolution. The Extraordinary General Assembly may authorise the Board of Directors to determine the date of execution of such resolution, which shall in no event be later than one year from the date of its issuance.

The new shares shall not be issued at an amount less than their nominal value. If they are issued at a greater value, the difference shall be added to the legal reserve fund or shall be used for the redemption of shares.

The share capital may not be increased until the value of the shares is paid up in full. The share capital may be increased by either:

1. Issuance of new shares;
2. Capitalization of reserves or earnings, or any part thereof;
3. Conversion of bonds into shares;
4. Issuance of new shares in exchange for in kind shares or intangible rights.

Taking into consideration the provisions of articles 201 to 204 of the Commercial Companies Law No. 11 of 2015 as amended by the Law No. 8 of 2020, the share capital may not be decreased except by a resolution of the Extraordinary General Assembly after hearing the External Auditor's report and subject to the approvals of the Companies' Affairs Department and the Qatar Central Bank, in either of the following two cases:

1. If the share capital exceeds the Company's needs; or
2. If the Company sustains losses. The share capital may be decreased by any of the following means:
 1. Reduction of the number of shares by cancelling a number of shares in the value of the intended capital reduction;
 2. Reduction of the number of shares in proportion to the loss sustained by the Company;
 3. Purchase and cancellation of a number of shares in the value of the required reduction;
 4. Reduction of the nominal value of shares.

Article (19)

The Company may issue capital instruments that are eligible for inclusion in the additional and/or supplementary share capital, in accordance with the instructions of the Qatar Central Bank.

The Company may, in line with the provisions of Articles 169 to 180 of the Commercial Companies Law and after the approval of the General Assembly, issue tradable bonds whether convertible into shares or not, of equal value for each respective issuance. The Company may also issue tradable Shariah law compliant Sukuks subject to the same conditions, requirements and rules stated in the Commercial Companies' Law without prejudice to the nature of such Sukuks.

The General Assembly authorizes the Board of Directors to determine the size and terms and conditions of such issuances.

Chapter III

Management of the Company

Article (20)

The management of the Company shall be undertaken by a Board of Directors of ten members. Qatar Investment Authority shall be entitled to appoint five of these members and the General Assembly shall elect the remaining members by secret ballot in which Qatar Investment Authority shall not take part. The voting method shall be in accordance with the provisions of the Commercial Companies Law and the regulations and instructions of the Qatar Financial Markets Authority.

Article (21)*

A member of the Board of Directors shall:

1. Not be less than 21 years of age and be in full legal capacity;
2. Not have been convicted of a felony or a crime in breach of honour or trust or of any of the crimes provided for under articles 334 and 335 of the Commercial Companies Law, nor have been declared bankrupt unless he has been rehabilitated;

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 13/02/2022.

3. Not be in default;
4. Not be a former Board member of a bank that has lost its license or been liquidated by a court order;
5. Not be a member of the Board of Directors of more than 3 joint-stock companies with their headquarters in the State of Qatar (except for persons holding at least 10% of the shares of such companies)
6. shall not be a Chairman or Vice Chairman of more than two companies with headquarters in Qatar and shall not be a Board member of a company with an activity similar to the bank's business;
7. Be a shareholder and hold at least four hundred thousand (400,000) shares in the Company's share capital, deposited with one of the accredited banks or with the Qatar Central Securities Depository, within sixty days from the date of his appointment. The shares shall remain deposited, non-transferrable and free of any pledge or lien rights until the end of his term of office and the approval of the balance sheet of the last fiscal year during which he assumed his duties.

The shares referred to in the previous paragraph shall be held as a security for the rights of the Company, the shareholders, the creditors and third parties against the liabilities of the Board of Directors. Should a Board member fail to provide the said guarantee as required, his membership shall become null and void. The representatives of the Qatar Investment Authority are exempt from the requirement to hold membership guarantee shares.

One third of the Board members must be independent and experienced individuals. The majority of the members should not be exclusively occupied with the management of the company

Article (22)

The term of the Board of Directors' membership is three years.

Article (23)

If the position of any of the elected members of the Board of Directors becomes vacant, such vacancy shall be filled by the shareholder with the highest number of votes among those who did not succeed in winning the membership of the Board. Should anything prevent him from assuming office, the next in order shall fill the vacancy, and the new member shall only complete the remaining term of office of his predecessor.

In respect of the positions held by the representatives of Qatar Investment Authority, Qatar Investment Authority shall be entitled to appoint, at any time, a person to fill a vacant position. In case no incumbent is found to fill the vacancy, the Board shall keep functioning with the remaining number of directors, provided that their number does not fall below five.

Should the number of vacant positions reach one quarter of the number of directors, or where the number of directors falls below five, the Board shall invite the General Assembly to convene within two months of the date when the last position became vacant or the number of remaining positions fell below five, to elect members to fill the vacancies.

Article (24)

The Board of Directors shall elect, by secret voting, the Chairman and Vice-Chairman of the Board from among its members, for a term of three years.

Article (25)

The Board of Directors may elect, by secret voting from among its members, one Managing Director or more, and the Board shall define his powers and remuneration.

Article (26)

The Board of Directors shall hold its meetings at the headquarters of the Company whenever its interest so justifies upon the invitation of the Chairman or upon the request of two of its members.

The Board shall meet at least six times during each fiscal year and a period of three months shall not elapse without the holding of a meeting.

The meeting may also be held outside the headquarters of the Company, whether inside or outside Qatar.

Article (27)

A Board meeting shall not be valid unless attended by six (6) members.

Should a member fail to attend three consecutive meetings or four non-consecutive meetings without an excuse acceptable to the Board, he shall be deemed to have resigned.

Article (28)

A member of the Board of Directors may appoint, if necessary, by a letter addressed to the Chairman, another Board member to act on his behalf, and in this case, the representative shall have two (2) votes. No single member of the Board shall represent more than one member.

Article (29)

The resolutions of the Board of Directors shall be passed by majority of votes of the members who are present. If the votes are equal, the vote of the Chairman or his substitute shall prevail.

The Board, in case of urgency, may pass its resolutions by circulation provided the consent of all members is procured in writing and the resolutions are discussed in the next meeting and recorded in the minutes of meeting.

Participation in the meeting by any common technological means which allows directors to listen and effectively carry out their Board duties is also permissible.

Article (30)

The Board of Directors shall have the widest authority to manage the Company, excluding that authority which has been expressly reserved in the Articles of Association for the General Assembly. Without limiting this authority, the Board may engage in all other activities.

Article (31)

The Chairman of the Board represents the Company before the law courts whether it is a plaintiff or a defendant.

Article (32)

The Chairman and the Vice-Chairman of the Board of Directors and the Managing Director(s) shall have, severally or jointly, the right to sign on behalf of the Company in accordance with the resolution passed by the Board of Directors for this purpose.

The Board of Directors shall have the right to appoint several managers or authorized deputies and to vest on them the right to sign jointly or severally on behalf of the Company.

Article (33)

The General Assembly shall determine the remuneration of the members of the Board of Directors, provided such remuneration and/or salary of the Managing Director be from the percentage provided for in Article (50) of these Articles of Association.

Chapter IV

The General Assembly

Article (34)*

The General Assembly, properly constituted, shall represent all shareholders and shall not be convened except in State of Qatar. It can be held using modern technology means of communication as permitted by relevant laws and regulations

Article (35)*

Each shareholder shall have the right to attend the General Assembly meetings in person or by proxy. For a proxy to be valid, the proxy himself must be a shareholder and the proxy must be confirmed by a special written delegation. A shareholder may not delegate a Board member, and in all cases, the number of shares held by a shareholder in his capacity as a proxy may not exceed (5%) of the shares of the Company's share capital.

Shareholders can vote electronically at the General Assembly meetings.

Article (36)

The trading of the Company's shares on the day of the General Assembly shall be subject to the rules and regulations of Qatar Financial Markets Authority.

Article (37)

The General Assembly shall be presided by the Chairman or the Vice-Chairman of the Board of Directors or by a person delegated by the Board of Directors for this purpose.

Should the foregoing be absent from the meeting, the General Assembly shall appoint from among the Board members or the shareholders a Chairman for this meeting. As well, the General Assembly shall appoint a secretary for the meeting.

Where the deliberations of the General Assembly are related to the Chairman of the meeting, the General Assembly shall choose from among the shareholders a person to preside the meeting.

Article (38)*

The General Assembly shall hold at least one ordinary meeting every year during the four months following the end of the Company's fiscal year at the place, date and time specified in the notice of the invitation for the meeting. The General Assembly shall have the full powers assigned to it by the Commercial Companies Law and any other applicable regulations in the State of Qatar.

The Ordinary General Assembly shall have the power, in particular, to practice the following:

Firstly: Hearing the report of the Board on the activities of the Company, its financial standing during the year and its future plan.

Secondly: Hearing the report of the External Auditors on the balance sheet of the Company and the accounts presented by the Board of Directors.

Thirdly: Discussing and approving the balance sheet and the profit and loss account and determining the dividends to be distributed to the shareholders.

Fourthly: Considering the absolution of the members of the Board of Directors from responsibility.

Fifthly: Electing the members of the Board of Directors who represent the private sector subject to Article (21) of these Articles, and appointing the External Auditors and determining their remuneration.

Sixthly: Discuss and endorse the annual corporate governance report;

Seventhly: Hearing any other proposal included in the agenda by the Board of Directors for taking decision thereon. Such a proposal may be presented, during the convening of the General Assembly, by a number of shareholders representing at least (5%) of the total Company shares.

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 13/02/2022.

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Article (39)

The Board of Directors may call for a meeting of the General Assembly at its own discretion.

The Board of Directors shall call for a meeting of the General Assembly whenever requested to do so for a certain purpose by the External Auditors or by shareholders holding at least one tenth of the capital.

In this latter case, such shareholders shall confirm, before sending any invitation, that they have deposited their shares at the Company’s Head Office or at any of the accredited banks in Qatar. They shall not have the right to withdraw these shares before the adjournment of the General Assembly.

Article (40)

The External Auditor, in extreme necessity, may invite the General Assembly to convene. In this case, he shall draw up the agenda himself. A copy of the agenda shall be sent to the Controller of Companies at the same time as it is sent to the shareholders.

Article (41)*

The meeting of the General Assembly shall be valid if at least one half of the Company’s capital is represented.

If such minimum attendance is not fulfilled in the first meeting, the General Assembly shall be convened within the following twenty one (21) days from the date fixed for the first meeting by an invitation to be published in two local daily Arabic newspapers. Its second meeting shall be valid regardless of the number of the shares represented therein.

Resolutions shall be passed by majority of votes.

Article (42)*

The General Assembly, in general, shall not discuss matters other than those included in the agenda specified in the invitation. However, in case of necessity, the General Assembly may hear any proposal included in the agenda by the Board of Directors, and such proposal may be presented during the meeting by a number of shareholders owning not less than 5% of the total number of shares.

Article (43)*

Resolutions of the General Assembly passed in accordance with the Articles of Association shall be binding on all shareholders even those who are absent or dissenting.

The shareholders shall enjoy all the rights granted to them under the relevant laws and regulations. The Board shall ensure that the shareholders’ rights are respected so as to achieve justice and equality. Any resolution issued by the Ordinary or Extraordinary General Assembly which would affect the rights of the shareholders granted by the law or under these Articles of Association shall be null and void.

Chapter V

Extraordinary General Assembly

Article (44)

An Extraordinary General Assembly meeting may be called only by an invitation of the Board of Directors or on an application in writing made to the Board by a number of shareholders holding at least (25%) of the Company share capital. Should the Board of Directors fail to call a meeting within fifteen days from the presentation of such request, the requesting shareholders may apply to the Ministry of Commerce and Trade to issue the invitation to convene the meeting at the expense of the Company.

Article (45)

The Extraordinary General Assembly meeting shall not be valid unless attended by shareholders representing at least (75%) of the Company share capital. Should this quorum fail, an invitation for a second meeting of the Assembly, to be held within thirty days from the date of the first meeting, shall be made.

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 13/02/2022.

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Article (46)*

The second meeting shall be valid if attended by shareholders representing (50%) of the Company share capital.

Should the said quorum fail in the second meeting, an invitation for a third meeting of the Assembly, to be held after expiry of thirty days from the date of the second meeting, shall be made. The third meeting shall be valid regardless of the number of attendants. Where a decision is to be taken in relation to any of the matters listed under points 4 and 5 of article 137 of the Commercial Companies Law, such a decision shall be valid only if it is passed in a meeting attended by shareholders representing at least (75%) of the share capital of the Company.

The Board of Directors shall publish the resolutions of the Extraordinary General Assembly if such resolutions include an amendment of the company's Articles of Association.

The resolutions of the Extraordinary General Assembly shall be passed by the absolute majority of the shares represented in the meeting.

No resolution shall be taken on the following matters except at an Assembly convened in an extraordinary manner:

1. Amendment of the Articles or Memorandum of Association and its purpose;
2. Increasing or decreasing the capital of the Company;
3. Extending the duration of the Company;
4. The Company's dissolution, liquidation, acquisition or merger with another company;
5. The sale of the entire project for which the Company was established, or its disposal in any manner whatsoever.

In the event of taking a resolution approving any of the above matters, an entry to that effect should be made in the Commercial Register. Notwithstanding, this Assembly shall not be permitted to carry out any amendment of the Articles of Association of the Company that may in any way increase the liabilities of the shareholders, change the nationality of the Company or transfer the Head Office of the Company from the State of Qatar to another State. Any decision to the contrary shall be null and void.

Chapter VI**External Auditors****Article (47)**

The Company shall have one or more External Auditors appointed by the General Assembly who shall also set their remuneration.

In his capacity as agent of all shareholders, the External Auditor shall be accountable for the correctness of the statements included in his report. Any shareholder may, during the meeting of the General Assembly, discuss the External Auditor's report and ask him for an explanation of its contents.

Chapter VII**The Fiscal Year of the Company, Stocktaking, Closing Accounts, Reserve Fund Distribution of Dividends****Article (48)**

The fiscal year of the Company shall commence on 1st of January and end on the 31st of December of each year.

Article (49)

The Board of Directors shall prepare, for every fiscal year, the Company's balance sheet, profit and loss account, cash flow statement and notes compared to the preceding fiscal year, all endorsed by the External Auditors of the Company together with a report on the activities of the Company and its financial position during the past financial year and the future plans for the next year. These documents shall be completed within a period not exceeding three months from the end of the Company's fiscal year and presented to the General Assembly meeting which should be held within a maximum period of four months from the end of the Company's fiscal year.

*Amended based on the resolution of the Extraordinary General Assembly Meeting dated 13/02/2022.

Article (50)

- A. The net annual profits of the Company shall be distributed after deducting all general expenses and other costs as follows:
- 1- A sum equivalent to (20%) of the profits shall at first be deducted to from the compulsory reserve. Such deduction shall cease when the total reserve reaches an amount equivalent to (100%) of the Company’s capital. When the reserve is impaired, the deduction shall be resumed.
 - 2- Then, there shall be deducted the necessary amount for distribution to shareholders as the first portion of profits amounting at least to (5%) of, the paid-up amount of the value of their shares.
 - 3- After that, an amount not exceeding at maximum (5%) of the remainder shall be assigned to remunerate the Board of Directors.

The remaining profits shall then be distributed as an additional dividend of the profits or it shall be carried forward, subject to the proposal of the Board of Directors, to the next year or it shall be allocated for setting up an extraordinary reserve fund or depreciation fund.

- B. The Board of Directors may, at its own discretion, in compliance with the applicable laws and regulations, decide announcing, determining and distributing to shareholders a portion of the profits during the fiscal year in accordance with the regulations and approval of the Companies’ Affairs Department at the Ministry of Commerce and Industry.

Article (51)

The optional reserve fund shall be employed according to the resolution of the General Assembly upon a proposal from the Board of Directors.

Article (52)

Dividends shall be paid to shareholders at the place and on the dates determined by the Board of Directors.

Chapter VIII

Disputes

Article (53)

Without prejudice to any legally established right of shareholders, no disputes affecting the public and common interest of the Company shall be raised against the Board of Directors or against one or more of its members for mistakes resulting in damages to all the shareholders except in the name of all shareholders as a whole and in accordance with a resolution of the General Assembly. Notwithstanding the foregoing, every shareholder may bring a civil court action individually should the Company fail to initiate an action, if the relevant results in a special damage to him as a shareholder provided he shall notify the Company of his intention to bring such an action.

Chapter IX

Dissolution and Liquidation of the Company

Article (54)

In case the Company losses amount to half of the capital, the Board of Directors shall call an Extraordinary General Assembly meeting to decide on the continuation of the Company or its dissolution before the expiry of the term fixed in its Articles of Association.

Article (55)

On expiry of the duration of the Company or in case of its dissolution before the expiry of its fixed term, the Company shall be dissolved in accordance with the provisions of articles 304 to 321 of the Commercial Companies Law No. 11 of 2015.

The powers of the managers and the Board of Directors shall cease upon dissolution of the Company, and they shall become de jure liquidators vis-à-vis third parties until a liquidator is appointed. The Company bodies shall continue to operate during the liquidation period with their powers limited to the liquidation acts which do not come within the powers of liquidators.

Chapter X

Final Provisions

Article (56)

Where no special provision is made in these Articles, the provisions of the Commercial Companies Law No. 11 of 2015 shall apply. All amendments to that law shall be complementary to these Articles of Association or amendment thereto.

*These Articles of Association shall be published in the official gazette.

In case of dispute between the two versions, the Arabic version shall prevail.

Articles of Association
Qatar National Bank (Q.P.S.C.)