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Dear Shareholders,

On my behalf and on behalf of the Directors, I am pleased to lay between your hands the annual governance report of Qatar International Islamic Bank (**INTERNATIONAL ISLAMIC**) for 2012, in line with the requirements of Article 30 of the Corporate Governance Regulations issued by Qatar Financial Markets Authority and as an expression of **INTERNATIONAL ISLAMIC**'s recognition of the importance of the Corporate Governance Regulations issued by Qatar Financial Markets Authority and the instructions and directions concerning governance in banks and financial institutions, issued by the Qatar Central Bank,

In the light of our culture based on "balance methodology", we at **INTERNATIONAL ISLAMIC**, commit to comply with the governance principles and to use our best endeavors to reach the highest international levels and to apply the best international standards in prudent governance and social responsibility,

We understand that proper governance methods improve the efficiency of utilizing resources, maximize the Value of the Bank, support its competitive ability in the markets and improve its image internally and externally. That is why, we at **INTERNATIONAL ISLAMIC**, procure to comply with the values, criteria and commitments and to observe them as against our shareholders, clients, personnel, suppliers and all the concerned parties and to enhance our relationship with them and to observe their interests and to comply with the disclosure and transparency principles.

Hoping to be successful for the welfare of Islam and the Muslims

Best regards,

HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani
Chairman and Managing Director

1. Preamble

1.1 ABOUT INTERNATIONAL ISLAMIC

INTERNATIONAL ISLAMIC achieved great success from the inception of its activities on January 1, 1991, thanks to the support of its strong client base, to following prudent and balanced investment and operational policies and to making remarkable returns on the deposit and capital investments.

1.2 OUR SERVICES

INTERNATIONAL ISLAMIC provides integrated and modern banking services to corporate and individual clients through many channels including a branch network consisting of 16 branches geographically distributed all over Qatar, an ATM network of 74 machines, in addition to phone banking and mobile phone banking services, customers service center that provides its services 24 hours a day and internet banking services, which started in April 2009.

INTERNATIONAL ISLAMIC individual services are distinguished by their speed and efficiency. Operations in the branches of the Bank are executed using the latest banking technologies and electronic transactions that facilitate linking the clients with the Bank and providing customized and distinguished services. These services include deposits, financing, credit cards, funds deposit, investments, cash remittances, currency exchange and many other services. **INTERNATIONAL ISLAMIC** is keen on adopting such applications and policies aiming to improve the customer satisfaction level and to achieve good quality in the various activities and to provide an integrated package of Islamic banking services to meet the needs of the various sectors.

1.3 MESSAGE AND VISION

Message: in the light of our culture based on “balance methodology”, we at **INTERNATIONAL ISLAMIC**, endeavor to reach the highest international levels in administrative governance and social responsibility by activating two main mechanisms, namely:

1. **INTERNATIONAL ISLAMIC** charters.
2. **INTERNATIONAL ISLAMIC** bridges.

Vision: **INTERNATIONAL ISLAMIC** as a national public shareholding company aims to be consistent with the latest proper governance and administrative laws and instructions at the GCC and Middle East level.

1.4 INTERNATIONAL ISLAMIC VALUES

- **Social service:** to contribute in making the society reach a better future by all means.
- **Innovation:** to nurture ideas and to encourage innovation to attain the best results.
- **Service passion:** to provide services beyond expectations, to fully observe the customers’ service and to stay prepared to meet their needs.
- **Finding solutions:** to contribute in social service and to help customers achieve their objectives by the best, fastest and easiest means possible.
- **Merit:** to define, identify and support excellence at the individual and community levels.
- **Integrity and transparency:** openness and credibility in the implementation of the highest professional ethics at the levels of all activities.
- **Modesty:** to have the spirit of modesty in thought and practice in all endeavors.

2. Objective

2.1 COMPLIANCE WITH GOVERNANCE RULES

INTERNATIONAL ISLAMIC seeks to adopt the best international governance standards and practices as laid by the Organization for Economic Cooperation and Development (OECD), the Bank for International Settlements (BIS), the International Corporate Governance Network (ICGN) as well as the International Institute of Finance (IIF) and Basel Committee resolutions. **INTERNATIONAL ISLAMIC** seeks to adapt these standards, practices and provisions to the particular nature of the State of Qatar, to implement the instructions and directions concerning governance in banks and financial institutions, issued by the Qatar Central Bank, and to comply with the principles issued as provided by the Corporate Governance Regulation issued by Qatar Financial Markets Authority and the Qatari Commercial Companies Law for the purpose of promoting corporate culture and implementing proper management rules in the Bank in addition to the strict compliance with the implementation of Islamic standards and values in all **INTERNATIONAL ISLAMIC** transactions and using efforts to implement the same by adopting a number of values, mainly honesty, benevolence and fear of Allah, which are international undisputed values.

The major aspects of **INTERNATIONAL ISLAMIC** practices are reflected in the thrive to meet the governance requirements in our obligations towards the rights of the shareholders, the clients, the personnel and all stakeholders to enhance the relationship with those parties, to protect their interests and to comply with the disclosure and transparency principles. **INTERNATIONAL ISLAMIC** practices will aim to activate the role of the Board of Directors and the executive management, to determine their responsibilities, to train them continuously and to continuously ensure that there are mechanisms to promote the efficiency of internal controls and risk management.

In the light of the experiments, acquired experiences and business requirements, and in accordance with the local laws and national and international principles and standards, **INTERNATIONAL ISLAMIC** commits to review and update the code of conduct that embodies the values of the Bank as well as all other policies and internal procedures of the Bank. The Directors, personnel and consultants of the Bank must abide by that code to ensure the Bank's compliance with the highest standards of governance practices that would accompany current changes, whether in the practices or development of relevant laws and procedures.

2.2 PRUDENT GOVERNANCE

This report has been prepared in compliance with the corporate governance regulation of public shareholding companies listed in the Qatar Stock Exchange, issued by Qatar Financial Markets Authority and the directions for governance in banks and financial institutions, issued by the Qatar Central Bank.

This report identifies the Directors and the board committees, in addition to the reference conditions concerning the duties and responsibilities of the Board committees and the executive committees. This report also states the procedures for distributing responsibilities among the members of the Board of Directors and senior management, stating the authorities granted to the Board of Directors and its committees.

INTERNATIONAL ISLAMIC has deep faith and belief that prudent governance will enhance the Bank's ability to achieve quality and excellence in performance through the selection of appropriate and effective methods to carry out the plans and objectives of the Bank. Proper Governance will improve the bank's reputation both locally and internationally and increase the confidence of its shareholders, clients and all stakeholders, in addition to the support and stabilization of the Bank's position in the capital market.

To that end, the Bank's management is adopting proper governance policies and practices in consistency with best international governance standards and practices as well as local laws, particularly with the directions for governance in banks and financial institutions issued by the Qatar Central Bank and the implementation of the principles as stated in the Corporate Governance Regulation issued by Qatar Financial Markets Authority.

2.3 CORPORATE GOVERNANCE REGULATION

The Bank shall operate according to the Corporate Governance Regulation issued by Qatar Financial Markets Authority. The management of the Bank has applied the mandatory provisions of the Regulation. In 2010, the Bank laid and adopted its own corporate governance policy, taking into consideration the requirements of the Corporate Governance Regulation issued by Qatar Financial Markets Authority. The Bank is also in the process of drafting an independent policy related to conflicts of interest, to be adopted before the end of the second quarter of 2013, in line with the resolution issued by the Qatar Financial Markets Authority.

The Bank's management implemented most of the Regulation's provisions in addition to the requirements of the Qatar Central Bank in relation to the Remuneration Regulation and to the provisions of the Qatari Companies Regulation. Through its internal policies and procedures, the Bank ensures the disclosure of material information to all stakeholders including clients, suppliers, personnel and borrowers. The Bank has also adopted a disclosure policy for banking data and information consistent with the instructions of the Central Bank. In addition to that, the Bank is committed to comply with all disclosure requirements, as set out in the regulations of the Qatar Financial Markets Authority.

With respect to the provisions of the corporate governance Regulation which have not been applied by the Bank during the financial year 2012, and that the Bank will endeavor to comply with, they are as follows:

- To draft and enforce a written policy that includes clear and specific standards and procedures for Board Directorship.
- To prepare written procedures to acquaint the newly appointed Directors with the Bank's business, particularly the financial and legal aspects and to acquaint and train them, as necessary, on the latest legislative, regulatory, economical and other issues so as to help them to carry out their duties as Directors.

2. Objective (Continued)

2.4 APPLICATION OF CORPORATE PRINCIPLES

Within the scope of the Bank's efforts to apply proper governance rules in accordance with the instructions and directions concerning governance in banks and financial institutions, issued by the Qatar Central Bank, and compliance with the principles issued as provided by the Corporate Governance Regulation issued by Qatar Financial Markets Authority, **INTERNATIONAL ISLAMIC** shall implement and enforce governance policies and procedures. The last of these procedures was the approval of the board charter and the governance charter.

The Bank ensures that all Bank's personnel observe the governance principles and standards through periodical review, the development of the personnel's skills and through updating the code of conduct in line with the latest developments and techniques, continuous training and holding professional seminars inside and outside the Bank to update governance practices.

The Bank believes that governance implementation will protect it from unexpected crises, will prevent the spread of corruption within it and will contribute to a large extent in minimizing the risks faced by the Bank's credit portfolios. Moreover, the failure to implement good governance will lead to considerable losses such as those we have witnessed in international financial crises; among their reasons were the failure by international financial institutions to implement governance principles.

For all these reasons, the Board of Directors and the executive management cooperate and coordinate to gradually implement prudent governance principles.

3. Accomplishments of the Bank in 2012 to reinforce the management's methodology

- In April 2012, a new organizational structure for the Bank was approved and comprised the identification of duties, competencies, functions, responsibilities, relationships and reporting among the various levels of management, including the Directors, executive officers, executive sections as well as the audit sections.
- The Bank adopted a Board charter that aims at identifying the duties, functions and responsibilities of the directors, in accordance with the provisions of the Corporate Governance Regulation issued by Qatar Financial Markets Authority.
- The Bank adopted a Governance charter that aims at providing a framework for control and responsibility at the Bank. In addition to that, the charter requires a management based on the respect of values, in compliance with the principles of the Islamic Shariah and the provisions of the applicable laws in the State of Qatar.
- The Bank aims at developing and updating the annual governance report on a continuous basis and at publishing it on the Bank's website to allow shareholders and clients to communicate with the Bank, enquire about its services and obtain all financial information and reports transparently, regularly and accurately, whether through the said website or the various means of media.

4. Business Methodology and Scope

INTERNATIONAL ISLAMIC laid a work plan of which implementation started as of 2007 for the application of prudent governance in the Bank, provided that the plan would be implemented in three successive stages. The first stage consisted of setting executive policies and procedures as well as setting the governance unit general structure inside the Bank and clarifying the unit's documentary cycle in order to comply with the instructions and directives concerning governance in banks and financial institutions, issued by the Qatar Central Bank and its instructions with regards to administrative risk. In 2009, the second stage involved the implementation of Basel 2 mechanisms concerning governance according to the nature and circumstances of the Bank, particularly in connection with the share capital and number of the personnel and branches as well as compliance with the instructions and directives concerning governance in banks and financial institutions, issued by the Qatar Central Bank. The third stage of the work plan involved the compliance and observation of the Corporate Governance Regulations issued by Qatar Financial Markets Authority. This stage commenced in 2011 and continues through this year and the years to come so as to ensure the regular update of implemented standards and the Bank's continuous compliance with the best governance practices to accompany the current and future changes, whether in the practices or the developments in the relevant procedures and laws.

5. Organizational Structure of the Bank Governance



5. Organizational Structure of the Bank Governance (Continued)

5.1 FORMATION OF THE BOARD OF DIRECTORS

Pursuant to the Articles of Association of the Bank and to the applicable laws and regulations, the directors shall be nominated and elected for three renewable years, in accordance with the Commercial Companies Law. The current Directors were elected during the Bank's general assembly held on 1 March, 2011.

The current number of Directors is 9, but there are no independent Directors, as the Directors are elected according to the Articles of Association of the Bank and the Commercial Companies Law.

It will be taken into account that the Board of Directors include experienced three independent Directors should independent directors apply to be nominated for the board directorship or should the applicable laws are amended, so that the Board of Directors is given the right to appoint independent directors irrespective of the percentages of shareholding as set out in the Articles of Association.

The Chairman and Managing Director of the Bank is an executive director but is not undertaking the duties of the chief executive officer of the Bank. The CEO of the Bank sits as a director in addition to his office as the CEO of the Bank, with no voting rights for board resolutions, as he represents a private company, as approved by the Qatar Central Bank.

The 9 Directors of the Bank also sit as directors for other companies, but are all in compliance with the provisions of the Commercial Companies Law concerning the prohibition of being a director in more than three companies, noting that some of the current directors are businessmen with private companies and have adequate sense of responsibility and give sufficient time and effort to perform their duties.

The Board of Directors shall determine the procedures to form committees, and will determine the functions of each committee, its term and its authorities, the requirements to hold its meetings and the reporting lines as well as monitoring process for each of these committees.

5.2 BOARD OF DIRECTORS

The Board of Directors manages the Bank in the best interest of its shareholders. The Board implements, adopts and develops business strategies, objectives and policies and sets plans to monitor them and supervises the execution thereof, lays risk and follow up policies and prepares the relevant procedures, reviews the risk standards and procedures annually or as required, sets governance policies, takes resolutions regarding the Bank's balance sheets and work plans, organizes the nominations for directorship transparently and discloses information in connection with the nomination procedures to shareholders. The board also takes resolutions concerning the nomination, compensation and monitoring of the senior executives and sets the appropriate standards for the performance of the directors and senior executives. The Board also maintains appropriate and adequate standards for the business continuity plan and follows up on the execution thereof.

It is noteworthy that the directors of the Bank are professionally qualified and have adequate skills and expertise to be able to undertake their supervisory functions. The Directors have the ability to provide professional contributions in relation to operational strategies and activities, risk assessment and management, compliance with the laws and executive and accounting regulations and the preparation of financial reports.

The Board of Directors adopted a formal training program for Directors and executive management to enhance their capabilities to perform all their professional duties and commitment.

In line with international best governance practices, the Board of Directors approved the board charter that details the duties, functions and responsibilities of the directors as well as the functions of the Supervisory Authorities and confirms not only the compliance therewith by the directors but also the compliance by all the Bank's personnel with the contents of that charter.

The Board of Directors also approved the governance charter that provides a framework for control and responsibility at the Bank and ensures the presence of a management of values, in compliance with the principles of the Islamic Shariah and with the provisions of the applicable laws in the State of Qatar.

In this context, a detailed introductory program was prepared for the current directors. The program includes steps to introduce new directors to the Bank's business, particularly its financial and legal aspects.

Presently, standards and criteria to assess the directors' performance according to best international governance practices are being prepared. They will entail self assessment of the Board, as well as its committees and the executive committee.

5. Organizational Structure of the Bank Governance (Continued)

5.3 DIRECTORS



HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani
Chairman and Managing Director



**HE Sheikh Abdullah Bin Thani
Abdullah Al-Thani**
Vice Chairman



Dr. Yousef Ahmad Al-Nama
Director



Mr. Ali Mohammad Al Obaidli
Director



**Mr. Abdullah Mohammad
Abdulrahim Al-Emadi**
Director



Mr. Ali Abdulrahman Al-Hashemi
Director



**Mr. Abdulla Mohammed
Seif Al-Suwaidi**
Director



**Mr. Hesham Mustafa
Mohammed Al-Sehtery**
Director



Mr. Abdulbasit Ahmad Al-Shaibei
Director and Chief Executive Officer

5. Organizational Structure of the Bank Governance (Continued)

5.3 DIRECTORS (Continued)

Directors	Office
HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani, Representative of Al Kara Trading Company. No. of shares: 2,373,894 shares as at 31.12.2012= 1.57%	Chairman and managing director
HE Sheikh Abdullah Bin Thani Abdullah Al-Thani, Representative of Manazel Trading Company No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Vice Chairman
Dr. Yousef Ahmad Al-Nama, Representative of Arkan Company for Import and Export No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Abdullah Mohammad Abdulrahim Al-Emadi, Representative of Ethmar Company for Construction and Trade No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Ali Mohammad Al Obaidli, Representative of Al Manara Company for Medical Equipments No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Ali Abdulrahman Al-Hashemi, Representative of Atkan Trading Company No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Abdulla Mohammed Seif Al-Suwaidi, Representative of Ain Galoot Trading Company No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Hesham Mustafa Mohammed Al-Sehtery, Representative of Al-Aklem Company for Real Estate Brokerage No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director
Mr. Abdulbasit Ahmad Al-Shaibei, Representative of Al-Namaa Company for Maintenance No. of shares: 2,373,891 shares as at 31.12.2012= 1.57%	Director and Chief Executive Officer

5.4 FUNCTIONS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall manage the Bank and supervise its affairs adequately and effectively. The Directors are jointly responsible for:

- The proper management of the Bank, in addition to the duties and responsibilities of the directors as set out in the board charter;
- Approval of the strategic objectives of the Bank, to appoint, remove and determine the remuneration of directors, to review the performance of the management and to ensure planning and succession for the management of the Bank.
- To ensure the compliance by the Bank with applicable laws and regulations and with the Memorandum and Articles of Association of the Bank. The board shall also be responsible for the protection of the Bank from unlawful, prejudicial or improper activities and practices.

The board may delegate some of its powers, and form special committees to handle specific operations. In such event, clear written instructions in connection with the assignment or authorization are given, provided that the former consent of the board is obtained in respect of certain issues. Even if the board delegates any of its duties or authorities, it shall remain responsible for all the powers or authorities delegated.

5.5 FIDUCIARY DUTIES OF THE DIRECTORS

- A director of the Bank must act carefully and loyally and abide by corporate authority as set out in the relevant laws and regulations including this system and the board charter.
- The directors will act on the basis of transparency and in good faith with such care and attention and in the best interest of the Bank and all the shareholders.
- The directors will act efficiently to comply with their responsibilities to the Bank.
- The directors will ensure there is no conflict of interest with their offices at the board and to give the interests of the Bank priority to any personal consideration.

5. Organizational Structure of the Bank Governance (Continued)

5.6 DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The chairman will be responsible for good performance of the board in an adequate and effective manner, including the directors' obtaining full and correct information in due time.

In addition to those as provided by the board charter, the duties of the chairman include, but are not limited to:

- Ensure that the board considers all primary issues effectively and in due time.
- Approve the agenda of every board meeting, taking into account any issue raised by a director. The Chairman may delegate such duty to any other director provided that the Chairman remains liable for the proper performance of such duty by such director.
- Encourage all directors to fully and effectively participate in conducting the affairs of the board to ensure that the board acts in the very interest of the Bank.
- Ensure efficient communication with the shareholders and to present their opinions to the board.
- Permit effective participation of non executive directors in particular and encourage constructive relationships among the executive and non executive directors.
- Ensure annual assessment of the performance of the directors.

5.7 DUTIES OF THE NON-EXECUTIVE DIRECTORS

INTERNATIONAL ISLAMIC Board of Directors mostly consists of non executive directors. The duties of the non executive directors include, but are not limited to:

- Participating in board meetings and giving an independent opinion concerning strategic issues, accountability, resources, major nominations and work standards.
- Ensuring to give priority to the interests of the Bank and the shareholders in the event of any conflict of interest.
- Participating in the audit, compliance and governance committee.
- Monitoring the performance of the Bank to achieve its objectives and purposes as agreed and to review the relevant performance reports including the annual, biannual and quarterly reports.
- Supervising the development of procedural rules concerning the governance of the Bank to supervise their implementation consistently with such rules.
- Making their various skills, experiences, specialties and qualifications available to the board of directors or its various committees by their regular attendance to the board meetings, their effective participation in the general assembly meetings and their understanding of the shareholders' opinions in a fair and balanced manner.
- The majority of the non executive directors may request any independent advisor's opinion in connection with any issue related to the Bank on the Bank's expenses.

5.8 DUTIES AND OTHER FUNCTIONS OF THE BOARD

The directors shall have full and immediate access to all information, documents and records related to the Bank. The executive management of the Bank shall provide the board and its committees with all such documents and information promptly upon request. The directors shall ensure the presence of the members of the nominations and remuneration committees and the external auditors at the general assembly.

The board will set a training program for the newly appointed directors to ensure that upon their election, they will understand the business and operations of the Bank and fully apprehend their responsibilities.

The directors understand well their responsibilities, roles and duties and they will educate themselves in financial and commercial issues in connection with the business of the Bank. To this end, a formal training program has been prepared for the directors and the executive management to enhance their ability to carry out their professional duties and their commitment.

The directors will keep updated to the developments in corporate governance and best practices in this respect. The board will delegate the audit, compliance and governance committee to undertake this task.

The governance report will be presented to the audit, compliance and governance committee. The committee will review the report to confirm its adequacy and consistency with the requirements of Qatar Financial Markets Authority and seek the assistance of the legal affairs department in this respect prior to approving the report.

The Articles of Association of the Bank will include clear procedures to remove the directors if they are absent from the board meetings without excuse.

5.9 SECRETARY

The secretary of the Board of Directors was appointed as by a formal resolution of the board and operates within an independent unit that directly reports to the Board of Directors. The secretary will be appointed or removed as by a resolution issued by the Board of Directors. The secretary has expertise in his administrative and legal work and holds a university degree (degree of law and a business management diploma) and he has extensive experience in secretariat for over 9 years. The services and consultancies of the secretary are available to all Directors.

The main duties of the secretary will include:

- The registration, coordination and keeping all minutes of meeting of the board and its records, books and the reports presented to the board. The secretary will also, and under the supervision of the chairman, ensure proper delivery and distribution of information as well as the coordination between the directors themselves and between the board and other stakeholders of the Bank, including shareholders, the management and the personnel.
- The secretary will ensure that the directors have full and prompt access to all minutes of the board meetings, information, documents and records related to the Bank.

5. Organizational Structure of the Bank Governance (Continued)

5.10 BOARD MEETINGS

The periodical board meetings will be held according to the internal regulations of the Bank. The board will hold at least six meetings during a year and at least one meeting will be held in any quarter. The minutes of meetings will be obligatory and will form part of the records of the Bank. In 2012, the board held seventeen (17) meetings.

5.11 BOARD COMMITTEES

The board will exercise its supervisory functions and decision making authorities by forming committees from among the Directors. The Board of Directors may also involve or be assisted by executive directors. Each committee will have one or more of the functions under the responsibility of the Board of Directors.

Each board committee will have a clear agenda, specifying the duties, responsibilities and powers, how to take resolutions and the dates of the meetings. The minutes of the meetings will be recorded regularly and safely for ease of reference, for follow up and audit purposes, through the secretariat of the Bank, who will have the duty to keep the records of the Bank.

The details of all the board committees meetings will be listed in the agenda of the first board meeting following the committee meeting, whether for the purpose of approval of the committee's resolutions or for information, according to the powers delegated to the committee.

The Board of Directors will delegate the authorities to take resolutions, to sign on behalf of the Bank and to move its funds gradually among the administrative levels starting with the board itself to the chairman and other directors and the board committees, to the executive management. The Board of Directors will restrict the scope of individual authorities and powers and concentrate on granting joint and common authorities and powers.

Types of Committees

- Permanent committees are those committees that play an effective role in the management, direction and follow up of one or more activities of the Bank and therefore they have the capacity to continue such activities. The Board of Directors will issue the resolution to form each committee and to determine its role, members, functions, authorities and responsibilities assigned thereto, intervals of its meetings and its work plan.
- Temporary committees are those formed by the Board of Directors to perform a specific project or task and are dissolved upon completion of the relevant project or task.

Board Committees

1. Policies and Development Committee

This committee includes five members, three directors and two members of the senior management of the Bank. The term of the members of the Policies and Development Committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank. .

	Head and members of Policies and Development Committee	Capacity
1	Dr. Yousef Ahmad Al-Nama Director	Chairman
2	Mr. Ali Mohammad Al Obaidli Director	Member
3	Mr. Ali Abdulrahman Al-Hashemi Director	Member
4	Mr. Abdulbasit Ahmad Al-Shaibei CEO	Member
5	Mr. Jamal Abdullah Al Jammal Deputy CEO	Member

The committee will study, prepare and develop the strategies and objectives of the Bank, will supervise the preparation and approval of different policies, regulations, plans and budgets of the Bank and evaluate and develop such policies and the procedures for their implementation in accordance with the objectives of the Bank, the local and international financial and banking developments and the rules, regulations and instructions of Qatar Central Bank.

The committee will hold its ordinary meetings at least once every two months under invitation by its chairman. The committee may also hold exceptional meetings to consider any special or urgent issues.

The number of meetings of the policies and development committee in 2012 was seven (7) meetings.

5. Organizational Structure of the Bank Governance (Continued)

5.11 BOARD COMMITTEES (Continued)

Board Committees (Continued)

2. Executive Committee

This committee includes four members, three directors and the CEO of the Bank in his capacity. The term of the members of the committee is three years maximum or the term of the board, whichever is shorter. The heads of the various sectors of the Bank may, as applicable attend the meetings of the committee, without having the right to vote.

	Name	Capacity
1	HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani Chairman	Chairman
2	Dr. Yousef Ahmad Al-Nama Director	Member
3	Mr. Abdullah Mohammad Abdulrahim Al-Emadi Director	Member
4	Mr. Abdulbasit Ahmad Al-Shaibei CEO	Member

The committee shall have such powers as delegated thereto by the Board of Directors to grant credit as determined for the committee and to renew and follow up such credit, to resolve to invest money beyond the powers of the executive management and according to such powers as determined by the Board of Directors. The committee will also study the reports of the executive management and verify the extent of its compliance with the objectives laid, consider the reasons for deviation from the objectives and propose recommendations to correct such deviations.

The committee will hold its ordinary meetings at least once every two months under invitation by its chairman. The committee may also hold exceptional meetings on invitation by its chairman to consider any special or urgent issues. The committee may also issue certain "urgent" resolutions by circulation to the members of the committee, provided that such resolutions shall be recorded in the minutes of the first meeting of the committee following the date of issuing such resolutions. The number of meetings of the executive committee in 2012 was seven (7) meetings.

3. Risks Committee

This committee includes five members, three directors and two members of the senior management of the Bank. The term of the members of the policies and development committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

	Name	Capacity
1	Dr. Yousef Ahmad Al-Nama Director	Chairman
2	Mr. Ali Mohammad Al Obaidli Director	Member
3	Mr. Ali Abdulrahman Al-Hashemi Director	Member
4	Mr. Abdulbasit Ahmad Al-Shaibei CEO	Member
5	Mr. Jamal Ahmed Al Asmar Senior officer for risks sector	Member

The committee will supervise the operations and credit risk section and will create an effective system to manage risks and to update and develop such system so as to include the strategy and work policies of the risks department at the Bank and to evaluate them periodically to ensure that they are consistent with the changes that may occur in the banking market and review such reports referred to the committee by the risks sector in relation with the risks of operations, credit and market.

The committee will ensure that the policies, procedures, audit requirements as well the requirements of Qatar Central Bank are implemented. The committee will also ensure that the risk department of the Bank is monitoring all risk factors and the assets portfolio and will ensure that the requirements for credit studies and analyses are accurately and regularly implemented.

The committee will hold its ordinary meetings at least once every two months under invitation by its chairman. The committee may also hold exceptional meetings on invitation by its chairman to consider any special or urgent issues. The committee may also issue certain "urgent" resolutions by circulation if it is difficult to hold a meeting, subject to the consent of four members at least, including the chairman of the committee and a director, provided that such consent will be recorded in the minutes of the first meeting of the committee following the date of issuing such resolutions. The number of meetings of the risks committee in 2012 was three (3) meetings.

5. Organizational Structure of the Bank Governance (Continued)

5.11 BOARD COMMITTEES (Continued)

Board Committees (Continued)

4. Audit, Governance and Compliance Committee

This committee includes two members, who are directors. The chairman will be appointed by the Board of Directors. The term of the membership of the audit, governance and compliance committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

Amendments to the tasks of the audit committee took place as of 2011 to include governance, commitment, anti-money laundering and terrorism financing in addition to its current tasks.

	Name	Capacity
1	Mr. Abdulla Mohammed Seif Al-Suwaidi Director	Chairman
2	Mr. Ali Mohammad Al Obaidli Director	Member

The committee will have an effective role in auditing all the activities of the Bank from all aspects within the powers and responsibilities of each party and the extent of compliance of employees with the policies, procedures and regulations approved by the Board of Directors and the policies and instructions of the Qatar Central Bank. The committee shall also supervise the internal and external audit, performance and risk assessment and supervise all governance management, compliance and anti money laundering and terrorism financing activities.

The **INTERNATIONAL ISLAMIC** audit committee does not include any independent members as there are no independent directors, since the directors are elected in accordance with the Articles of Association of the Bank and the Commercial Companies Law. The number of meetings of the audit, governance and compliance committee in 2012 was six (6) meetings.

5. Real Investment Committee

This committee includes three members, who are directors. The chairman is be appointed by the Board of Directors. The term of the members of the real investment committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

	Name	Capacity
1	Mr. Hesham Mustafa Mohammed Al-Sehtery Director	Chairman
2	Mr. Ali Abdulrahman Al-Hashemi Director	Member
3	Mr. Abdulla Mohammed Seif Al-Suwaidi Director	Member

The committee will undertake investment in the existing real property or purchase or sell real property within the available real investment limit, provided that the resolutions of the committee are to be referred to the first board meeting following the meeting of the real investment committee.

The number of meetings of the real investment committee in 2012 was fourteen (14) meetings.

6. Share Investment Committee

This committee includes two members, a director and a member of the senior management. The chairman will be appointed by the Board of Directors. The term of the members of the share investment committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

	Name	Capacity
1	Dr. Yousef Ahmad Al-Nama Director	Chairman
2	Mr. Jamal Abdullah Al Jammal Deputy CEO	Member

The Committee undertakes the investment process for the equity or buy and sell of Equity within the available equity portfolio ceiling and the Committee's decisions are to be enhanced in the first subsequent meeting of Equity investment Committee Meeting of the Board of Directors.

Meetings of the equity investment committee are followed up daily. Results of Equity investment committee meetings are not displayed to Board of Directors meetings, and the committee has no written minutes of meetings.

5. Organizational Structure of the Bank Governance (Continued)

5.11 THE BOARD COMMITTEES (Continued)

Board Committees (Continued)

7. Overdue and Allocation Follow up Committee

This committee includes six members, two directors including the CEO and four members of the senior management. The chairman will be appointed by the Board of Directors. The term of the members of the overdue and allocation committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

	Name	Capacity
1	Dr. Yousef Ahmad Al-Nama Director	Chairman
2	Mr. Abdulbasit Ahmad Al-Shaibei CEO	Member
3	Mr. Jamal Abdullah Al Jammal Deputy CEO	Member
4	Mr. Masoun Mohammed Al Asfar Senior officer for corporate sector	Member
5	Mr. Hussein Ahmad Jibril Senior officer for legal affairs sector	Member
6	Mr. Jamal Ahmed Al-Asmar Senior officer for risk sector	Member

The committee will follow up the overdue payments to minimize the rate of the overdue payments of the financing portfolio as much as possible and to consider the management reports on the doubtful debt allocations and the sufficiency of these allocations.

The committee will hold its ordinary meetings at least once every month under invitation by its chairman. The committee may also hold exceptional meetings on invitation by its chairman to consider any special or urgent issues. The committee may invite any of the officers of the Bank to attend the meetings of this committee, as required. The number of meetings of the committee in 2012 was six (6) meetings.

8. Nominations, Remunerations and Compensations Committee

This committee includes three members, who are directors including the chairman and the CEO. The chairman will be appointed by the Board of Directors. The term of the members of the nominations, remunerations and compensations committee is three years maximum or the term of the board, whichever is shorter. The Board of Directors may re-form the committee as it may consider in the best interest of the Bank.

	Name	Capacity
1	HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani Chairman	Chairman
2	Dr. Yousef Ahmad Al-Nama, director Director	Member
3	Mr. Abdulbasit Ahmad Al-Shaibei CEO	Member

The committee will monitor and ensure the transparent nomination, renewal and substitution of directors, the CEO and the members of the Shariah Control Authority, assess the extent of effectiveness of the Board of Directors as a whole and the efficiency of each director individually. It will assess the efficiency of the members of the Shariah Control Authority as a whole and individually and will assess the performance and efficiency of the executive officers of the Bank. The Committee will supervise the remunerations, compensations and benefits policies and practices of the senior and executive management and all the applicable jobs, ensure their compliance with the instructions of the supervisory authorities, observe the interest of the Bank and of the shareholders and ensure these policies and practices' consistency with the best banking and governance practices.

The committee will hold its ordinary meetings periodically every three months or upon invitation by its chairman, as needed, or to consider such issues as received by the committee.

In accordance with international governance practices, a new policy and strategic plan are currently being prepared, on the basis of which the management and employees' incentives program will be linked to the long term success and strategy of the Bank. The number of meetings of the committee in 2012 was four (4) meetings.

(There are no independent members in the committee as there are no independent directors and most members of the committee are executive directors).

6. Remuneration of the Directors and the Executive Management

The Bank will implement a policy covering the remuneration of the Directors and executive management in accordance with the Articles of Association of the Bank and the Commercial Companies Law No. 5 of 2002, as amended, and the Qatar Central Bank Law No. 23 of 2006. Objective standards have been set to assess the efficiency of the Board of Directors as a whole and the contribution by each director and board committee and to assess the performance and efficiency of the executive directors of the Bank. The policy will ensure that remuneration, incentives and benefits are consistent with the performance and outcomes of the Bank. A mechanism to determine the remuneration of directors has been set; the latter proved to be lower than as provided by the Commercial Companies Law. This mechanism ensures that remuneration is consistent with the efforts used in the development and profitability of the operations of the Bank. The remuneration of directors includes all allowances, wages and benefits received by the directors and the remuneration is calculated as a percentage of the profits, provided that it will not exceed 5% of the profits of the year and that such remuneration is referred to the general assembly of the Bank for approval.

7. Executive Management and Supporting Departments

Pursuant to best banking practices, governance and the regulation of the Qatar Financial Markets Authority to fully separate the duties of the chairman from those of the CEO of the Bank, the management of the Bank adopted this separation policy by the CEO's performing the day to day affairs of the Bank, assisted in this respect by the executive management consisting of a number of highly qualified and experienced individuals. The CEO is also assisted in performing his duties by specialized administrative committees covering the various activities and operations of the Bank, and formed from highly qualified and experienced individuals. The following administrative committees have been formed:

7.1 ASSETS AND LIABILITIES COMMITTEE

The committee monitors the movement of funds in the Bank (assets and liabilities) through financial and control reports, takes the required corrective procedures and monitors the execution of the executive management of the recommendations and resolutions of the committee to achieve the highest return to depositors and shareholders in compliance with the instructions of the Qatar Central Bank.

The number of the meetings of the assets and liabilities committee in 2012 was seven (7) meetings.

7.2 INVESTMENT AND LIMITS COMMITTEE

This committee considers and approves such recommendations and proposals received from the banking services management to determine the limits for the dealings by states, banks and financial institutions and the various transactions; the committee reviews these limits from time to time according to the international financial and economical circumstances and conditions, so as to avoid any contingent risks to the Bank.

7.3 FINANCE COMMITTEE

The committee considers and approves various types of financing referred to the committee within the limits of the powers granted to the committee in accordance with the finance and investment authorities' policy approved by the Board of Directors. The committee performs financing services as required within the scope of the principle of delegating authorities so as to achieve the interest of the Bank and to convey the best services to the clients according to proper professional standards, in compliance with the rules, regulations and instructions of the supervisory and control entities.

7.4 PROCUREMENTS AND EXPENSES COMMITTEE

The committee considers and approves the current and capital costs of the Bank within the limits of the discretionary budget and in accordance with the powers granted to the committee, as approved by the Board of Directors.

7.5 TENDERS AND AUCTIONS COMMITTEE

The committee considers and approves tenders and auctions within the limits of the assessed budget in accordance with the powers granted to the committee, as approved by the Board of Directors.

7.6 INFORMATION TECHNOLOGY (IT) STEERING COMMITTEE

The committee is responsible for setting the applicable IT standards and coordinates the various activities to perform the plans and activities of the Bank. The committee approves the annual strategy for information technology to perform IT projects and services within the limits of the assessed budget and according to the powers granted to the committee, as approved by the Board of Directors.

The number of meetings of the computer alienation committee in 2012 was eight (8) meetings.

7.7 SENIOR EMPLOYMENT COMMITTEE

This committee interviews and selects those nominated to hold medium and senior administrative jobs and its resolutions are approved by the entity having the authority to appoint according to the human resources regulation.

7.8 EMPLOYMENT COMMITTEE

This committee interviews and selects those nominated to hold executive jobs and the executive management and its resolutions are approved by the entity having the authority to appoint according to the human resources regulation. The number of meetings of the employment committee in 2011 was six (6) meetings.

8. Organizational Structure of the Bank and Authority Sequence Plan



8. Organizational Structure of the Bank and Authority Sequence Plan (Continued)

8.1 ORGANIZATIONAL STRUCTURE OF THE BANK

Within the scope of the prudent governance plan of the Bank, the Board of Directors approved the new organizational structure of the Bank in April 2012 to be consistent with the supervisory requirements and the present and future plans of the Bank and the expansion in the various projects of the Bank.

8.2 SUCCESSION PLAN

As the management of the Bank believes that it is significant to have plans for succession in the Bank and upon approval of the new organizational structure of the Bank in April 2012, the promotion and appointment policy of the Bank was developed according to specific policies, and upon accurate reviews and assessment of the professional and technical abilities of employees at administrative levels and various jobs regularly. The policy will be adopted immediately upon completion of the final review in 2013.

8.3 TRAINING AND DEVELOPMENT OF PROMISING FUTURE LEADERS

In the same context, the Board of Directors of the Bank set an ambitious policy to recruit the Qatari nationals in general and those recently graduated in particular. Qualification programmes were laid to give them banking experience and skills to enable them to perform their duties properly and to qualify those who overachieve to occupy leading jobs in the Bank on the short and long term according to the general strategic interest of the Bank.

9. Risk Management

Risks related the activities of the Bank will be managed through a number of specific mechanisms for the assessment and control of those risks. One of the most important mechanisms is to focus on duties and responsibilities already identified, starting with the Board of Directors through the various committees and departments and all the personnel of the Bank, as every employee is responsible for handling the contingent risks upon performing his/ her duties. Risk management is one of the most important elements of the Bank for continuous development and profitability.

TYPES OF RISKS

9.1 OPERATIONAL RISKS

The Bank encounters operational risks represented by the risk of loss resulting from inconvenient or disruption of the internal procedures, persons, systems or external events.

The most important losses that the Bank may suffer due to operational risks include:

Internal deceit and fraud/ unauthorized operations/ external deceit and fraud/ robbery and forgery/ hacking of information systems/ money laundering/ natural disasters/ disruption of communications or information systems.

To face and mitigate those risks, the Bank has:

- Purchased a special program to record and combine all the direct and indirect losses arising from operational risks from a supplier (Chase Coopers), as the Bank currently has historical risk database since 2008 until now for all losses and events faced by the Bank.
- Designed a special form called "loss reporting form" which was circulated to all the relevant branches and departments.
- Identified a network of coordinators spread through all sections and branches to report incidents and losses immediately upon their occurrence.
- Applied the principle of self assessment of risk, by preparing checklists, forms and workshops to identify strengths and weaknesses.
- Applied risk mapping.

The Bank measured the risks of the operations through the risk appetite matrix based on 3 dimensions, namely probability, severity and frequency.

- Risk indicators were identified as 7 risk indicators have been set.
- The minimum and acceptable limit of losses resulting from the operations was determined according to the risk appetite matrix.
- The Bank also calculates the capital adequacy ratio, monitors it and ensures that there is a strong capital base to face the operational risks after the assets outweigh the risks. The capital adequacy rate as at 31.12.2012 was 18.33%, which exceeds the required limit of 10% in accordance with the instructions of Qatar Central Bank and 8% according to Basel resolutions.

9.2 CREDIT RISKS

The Bank faces credit risks represented by insolvent clients who were unable to pay, and therefore the risk of the Bank's not recovering its funds.

To face and mitigate those risks, the Bank has:

- At the individual level of a client, all credit memos (credit study) of a client are referred to the risk department to assess the credit risk before the financing is granted to the client and it will be recommended upon consideration of the conditions of the client.
- At the credit portfolio (finance) level, whether companies, individuals or commercial financing, the risk department will prepare quarterly reports and refer those reports to the risk committee for resolution, as the report includes the following:
 - Determining the concentrations rate of a certain department/ determining the concentrations rate in accordance with the sections/ determining the rate of growth/ determining the rate of late payments/ determining the capital adequacy rate and average/ credit portfolio stress testing according to client classifications/ determining the anticipated scope of risk exposure/ determining the anticipated and unanticipated scope of losses from assets exposed to risks.
 - Two forms for internal classification of risks for corporate clients and commercial financing have been designed and they will be used by the corporate and commercial financing departments, as the Bank adopts the internal risk classification policy (from 1 to 10).
 - The class of each client is entered in the Bank's system and the classification is to be updated annually according to the position of the current client.

9.3 LIQUIDITY RISKS

- The Bank analyses its liquidity via stress testing and establishes very strict scenarios to assess and measure the liquidity risks in the Bank according to the ordinary operational condition or facing external economical circumstances, economical crisis or internal effects by sudden withdrawal of deposits in accordance with three levels (first, liquidity of the bank; second, stress 5% and third, stress 10%).
- The liquidity rate of the Bank as at 31.12.2012 reached 189% and according to the most pessimistic scenarios, the liquidity surplus will be QR 552,000.

10. Internal Audit Department

The audit, governance and compliance committee formed by the Board of Directors has the competency to appoint the manager and staff of the internal audit and the officers of follow up, compliance, anti money laundering and terrorism financing and determine their salaries, remuneration and promotions or terminate their services, any other issue related to those personnel such as administrative or financial issues according to the human resources policy adopted by the Board of Directors, so as to achieve complete independence of the Internal Audit Department, the follow up and compliance officers and internal auditors specialized in auditing and have excellent professional and personal qualifications so as to positively contribute to the performance of the Bank.

10.1 INTERNAL AUDIT DEPARTMENT

The internal audit constitutes a tool of the Board of Directors to follow up compliance, as the internal audit section directly reports to the audit committee of the board and applies the following rules on internal audit:

The head of internal audit is appointed in agreement with the Qatar Central Bank and direct contact with the Board of Directors, the audit committee or the Central Bank. The audit committee also instructs the internal audit to perform some duties and to directly report the results, and provide the audit committee with reports about communication of the internal audit with the other departments of the Bank to enable the committee to take a proper resolution in respect of such reports.

10.2 RESULTS OF THE ANNUAL REVIEW OF THE EFFECTIVENESS OF THE INTERNAL CONTROL PROCEDURES

The Bank enjoys a proper and effective internal audit system in terms of design and application. This system is assessed continuously and it is procured to be improved and to increase its effectiveness whenever there are control gaps or opportunities to improve its mechanism due to the availability of the following factors:

- The Bank enjoys a number of policies and procedures that control the business system and the Bank procures to update and review such policies and procedures regularly to confirm the efficiency and adequacy of such policies.
- Most operations in the Bank are executed automatically through a number of electronic systems to limit mistakes and to reduce fraud opportunities.
- Work in general and significant resolutions are taken by committees formed for the purpose of ensuring proper progress of the work and keeping the safety and quality of the assets of the Bank is monitored.
- The Bank has sectors specialized in internal audit, compliance and management of various risks.
- The presence of an effective audit and compliance committee formed by the Board of Directors to supervise the internal and external auditors so as to enhance their independence and provide the committee reports on the units and activities the subject of audit periodically and regularly.
- To review the extent of adequacy and efficiency of the internal control system continuously by the internal audit group according to an annual plan approved by the audit and compliance committee. Some aspects of the internal audit will also be reviewed periodically by the internal auditors and through the inspections by the Qatar Central Bank.
- The management of the Bank pays adequate attention to the results of review of the internal audit system, representing the extent of adequacy and efficiency of some control procedures, so that any notes disclosed seriously will be dealt with and procured to follow up the remedy of those notes and lay such measures to avoid their recurrence.

10.3 COMPLIANCE DEPARTMENT

Supervision of the compliance with the laws, provisions and criteria represents the most significant responsibility of the executive management of the Bank and the Board of Directors represented by the audit, compliance and governance committee.

The compliance department undertakes the responsibilities to supervise and follow up compliance with any directions or instructions issued by the competent authorities that regulate **INTERNATIONAL ISLAMIC** in the State of Qatar, and its duties include the confirmation of the application of the anti money laundering and terrorism financing laws and regulations.

The compliance department also determines, assesses and recommends controls for non compliance risks, risks of application of the laws regulating the business of the Bank and the financial losses suffered by the Bank as the loss of its reputation in the event of failure to apply the applicable laws, regulations, procedures and standards.

The compliance department presents reports to the audit, compliance and governance committee and the executive department on a periodical (quarterly) basis in connection with the discipline issues, contraventions and corrective procedures taken in this respect.

To enable the compliance department to perform its duties and responsibilities, the department was granted the power to deal with all the discipline issues in the activities of the Bank and granted it unrestricted powers for access to the information, records, individuals and operations of the Bank. The compliance department has the right to conduct investigations in respect of any contingent contraventions.

The compliance department also includes an anti money laundering and terrorism financing independent unit and the unit has adequate powers and responsibilities to follow up and fight money laundering and terrorism financing.

The anti money laundering and terrorism financing unit supervises the suspected banking financial operations, for the purpose of avoiding the Bank's entry into any suspected money laundering and terrorism financing. To achieve this, the unit implements a work methodology to ensure the compliance by the Bank with the procedures issued by the Qatar Central Bank and the Qatari Anti Money Laundering and Terrorism Financing Law No. 4 of 2010. The work methodology involves the performance of the duties of the unit efficiently and effectively. The unit also applies many strict and effective control systems by ensuring the follow up of all the financial transactions and client accounts daily and monthly according to the instructions of the Qatar Central Bank and the FATF recommendations.

10. Internal Audit Department (Continued)

10.3 COMPLIANCE DEPARTMENT (Continued)

In the light of the updating and development plan of the Bank and to maximize efficiency and strict control and to minimize the risk of exposure to money laundering and terrorism financing transactions, the Bank appointed in November 2012 one of the largest companies specialized in compliance and money laundering and terrorism financing (Thomson Reuters) to conduct a full review of the systems, procedures and policies currently applied by the Bank in respect of money laundering and terrorism financing and to lay appropriate systems and procedures involving sister companies whose risk may be reflected on the Bank.

10.4 PENALTIES AND FINES IMPOSED ON THE BANK

There are no penalties with material effect imposed on the Bank during the financial year 2012 and most of the penalties imposed on the Bank in this respect are penalties against operations, which have been remedied. Following are the penalties imposed by the supervisory authorities against the Bank:

Authority and type of violation	Amount in QR
Qatar Central Bank- statement of account fine	10,000
Qatar Central Bank- statement of account fine	10,000
Qatar Central Bank- statement of account fine	5,000
Qatar Central Bank- statement of account fine	40,200
Qatar Central Bank- statement of account fine	10,500
Qatar Central Bank- credit information center	15,000
Qatar Central Bank- non compliance with the Qatar Central Bank instructions concerning money laundering and terrorism financing	818,000

11. External Auditor

Pursuant to the Commercial Companies Law No. 5 of 2002 and the instructions of the Qatar Central Bank, the general assembly of the Bank appoints one or more auditors for one year and determines their fees. The general assembly may reappoint such auditors provided that their term of service will not exceed five successive years. The auditor must be entered in the auditors register as provided by Law No. 30 of 2004 on regulating the auditing profession and to have practiced the profession for at least 10 continuous years.

At the ordinary shareholders' general assembly held on 1.3.2011, Messrs. Deloitte and Touche were reappointed to audit the accounts of the Bank until 31 December 2012.

The next ordinary general assembly will reappoint the current auditors or appoint others for the financial year 2013, on recommendation by the audit, compliance committee in this respect.

The auditor attends the general assembly of the shareholders and gives his opinion during the meeting in respect of everything related to his work, particularly the balance sheet of the Bank. The auditor also reads his report before the general assembly, and his report must include all the statements as provided by the Commercial Companies Law. Every shareholder may discuss the auditor and demand explanations in respect of the incidents contained in his report.

Note: according to the Corporate Governance Regulation of Qatar Financial Markets Authority, the maximum term of the external auditor is three years and the current external auditor is the same for five years in accordance with the Commercial Companies Law. From this year 2013, the Bank will change the external auditor every three years maximum in compliance with the Corporate Governance Regulation of Qatar Financial Markets Authority.

12. Classification

The international classification agency **"Fitch"** reconfirmed in April 2012 the credit classification of **INTERNATIONAL ISLAMIC** as **(A-)** with stable future outlook.

Moody's Rating also reconfirmed in June 2012 the credit classification of **INTERNATIONAL ISLAMIC** as **(A3)** with stable future outlook.

In April 2012, Capital Intelligence Rating reconfirmed the credit classification of **INTERNATIONAL ISLAMIC** as **(BBB+)** with stable future outlook.

13. Share Capital and Shares

The issued and authorized share capital of **INTERNATIONAL ISLAMIC** at 31 December 2012 was QR 1,513,687 divided into 151.3 million shares with a nominal value of QR 10 per share. Qatar Investment Agency holds 16.7% of the share capital of the Bank, representing 12.6 million shares of QR 10 per share.

13.1 STRUCTURE OF SHARE CAPITAL AND EQUITY

The Bank keeps a special electronic record called the “shareholders’ register” stating the names, nationalities, domiciles and shareholding of the shareholders “based on the Qatar Stock Exchange database”. The Ministry of Business and Trade has the right to inspect those particulars and to obtain a copy thereof. This register is a copy of the title to the shares whose particulars are available at Qatar Stock Exchange.

The Bank may file a copy of this register with any other entity for the purpose of follow up of the affairs of the shareholders, and such entity may be authorized to keep and regulate that register at its own discretion. Any shareholder may inspect this register for free.

Any concerned party may demand to correct the particulars contained in the register in coordination with Qatar Stock Exchange, particularly if a person is entered or deleted from that register without good reason. A copy of the particulars in the register will be dispatched.

13.2 COMMUNICATION WITH THE SHAREHOLDERS

INTERNATIONAL ISLAMIC gives great importance to the transparent conversation with the shareholders, whether corporate or individual, as there is an independent department for investors’ relationships to be the main link with the shareholders and financial analysts. In addition, the CEO and the head of the financial section are fully prepared to discuss any issues of interest to the shareholders and to provide all the required information in connection with the business of the Bank and its financial position, in accordance with the applicable disclosure rules of Qatar Stock Exchange.

13.3 EQUITY

INTERNATIONAL ISLAMIC Articles of Association observes the rights of the shareholders and secures their basis rights. For this purpose, **INTERNATIONAL ISLAMIC** laid a written policy in support of such rights, which in particular includes:

- The right to inspect information and the shareholders records.
- The right to attend the general assembly meetings.
- The right to fair treatment.
- The right to exercise the right to vote.
- Election and removal of the directors.
- Profit distribution.

The internal regulations and procedures of the Bank enable the shareholders to exercise their rights completely, as those regulations and procedures secure all rights of the shareholders including the right to elect the chairman and other directors, the right to a share of the profits resolved to be distributed, the right to attend the general assembly meetings and effective participation in its discussions and to vote at its resolutions, the right to dispose of the shares, the right to monitor the acts of the directors, the right to enquire and demand information to the extent not to cause damage to the interests of the Bank and not in conflict with the financial market regulation and its executive statement.

The general assembly of the shareholders is invited to convene within three months from the end of the financial year according to the legal requirements under the Commercial Companies Law No. 5 of 2002. The annual report of the financial statements of the Bank is also published and the shareholders are notified of the date of convention and the agenda of the meeting through the various means of media and the website of the Bank at such sufficient time under the Commercial Companies Law and the Articles of Association of the Bank.

13.4 TITLE RECORDS

The Bank keeps updated, proper and accurate records showing title to the shares as is at Qatar Stock Exchange. A shareholder may inspect the shareholders’ register at the Bank free of charge during the official working hours of the Bank, in accordance with the procedures of the Bank in respect of obtaining information in the copy available at the Bank.

The shareholders may obtain a copy of the following documents:

Shareholders’ register, directors’ register, Memorandum and Articles of Association of the Bank, documents showing liens or rights on the assets of the Bank and related parties’ contracts, and such other document as determined by Qatar Financial Markets Authority from time to time, upon payment of such fee as determined by the Authority or Qatar Stock Exchange.

14. Policies and Internal Regulations

14.1 CODE OF CONDUCT

The management of the Bank adopted the policy of work ethics charter, which aims to give formal characteristic to the responsibilities, authorities and obligations in connection with the work ethics. This policy regulates professional conduct and lays the rules that determine the appropriate professional and behavioral responsibilities and practices for the directors and personnel of the Bank. This policy explains the common principles and values invoked upon taking resolutions and applying procedures and regulations in the Bank so as to achieve the expectations of the major interested parties and observe the rights of all concerned with the activities and practices of the Bank.

14.2 SEPARATION OF DUTIES AND RESPONSIBILITIES AND DELEGATING AUTHORITIES

INTERNATIONAL ISLAMIC believes that separation between the duties and responsibilities is quite important, contributes to the effective internal audit and mitigates the risks resulting from the various activities and works. This also contributes to ensuring that duties and responsibilities are not concentrated in a single person or a number of persons and to distribute the roles and positions to various individuals at all times. To achieve this purpose, the functions and authorities of the Board of Directors were separated from the functions and authorities of the executive management of the Bank.

In this context, the Board of Directors delegates the authorities to take resolutions, to determine the powers to sign on behalf of the Bank and to move funds gradually among the various administrative levels, starting from the board itself to the chairman and directors and the board committees and ending with the executive management. In this respect, the Board of Directors takes into account limiting the scope of the individual authorities and powers and to expand them in a common and joint manner.

14.3 NON TRADING POLICY

The Bank adopted the non trading policy. This policy aims to protect the good reputation of the Bank and its Board of Directors and management and to enhance the confidence of the investors of the Bank that the directors and personnel of the Bank do not utilize the material information not disclosed and to disclose the same for the purpose of achieving commercial benefits by compliance and implementation of all the legal requirements as provided by the relevant regulations to those aware of the secrets and internal affairs of the Bank and decision making, particularly upon trading in the shares of the Bank, to avoid any responsibility that may result in a penalty in this respect.

14.4 EQUAL TREATMENT OF THE SHAREHOLDERS

The procedures and internal regulations of the Bank achieve fairness and equality among all the shareholders and protect the minority shareholders from utilization in favor of major shareholders, whether directly or indirectly, and ensure that all shareholders obtain equal information and absence of obstacles against the voting process. Those procedures and regulations also provide to the major and minor shareholders the opportunities to participate in the voting process and the right to enquire about any Clause in the financial statements or others, and to require the directors and senior officers to disclose whether they have a material interest in any transaction or issue that may directly or indirectly prejudice the Bank.

14.5 ACTIVATION OF THE ROLE OF INTERESTS CONNECTED WITH THE BANK

The internal procedures and regulations of the Bank observe the legal rights of those having interests related to the Bank, such as the clients of the Bank and its personnel and suppliers and any entities or associations representing them and enabling them to monitor the activities of the Bank and to obtain reliable information relevant to their interests in due time and to an adequate extent and on a regular basis, through the governance unit of the Bank responsible for enabling the interested parties to separately communicate with the Board of Directors to express their interest in any illegal or unethical practices, if any.

14. Policies and Internal Regulations (Continued)

14.6 DISCLOSURE AND TRANSPARENCY

The Bank is compliant with the principle of disclosure and transparency as it is disclosed in due time of all information connected with the financial statements, the performance of the Bank and the title structure according to the applicable local and international accounting and audit standards and the provisions of the Islamic Shariah.

The Bank is compliant with the principle of disclosure of the share capital structure or public offering and ensuring the exercise of equal rights in share sales and in the event of change in the shareholders of the Bank in excess of a specific percentage (ceiling).

Recently, the Bank has updated the website of the Bank (www.qiib.com.qa) as the shareholders and the clients of the Bank can communicate with the Bank, identify its services and obtain all financial information and reports transparently, regularly and strictly, whether through the said website or the various means of media.

Disclosure includes the following information: the objectives of the Bank, the board structure, the senior management structure, major shareholders and voting rights, the financial results of the Bank's activities, the types of anticipated risks and the reasons for their contingent occurrence, the policy of remuneration, qualifications and experience of the directors and executive directors, general assemblies and their dates, financial periodical reports, etc....

The Bank also assigns external audit to recognized, qualified and experienced international firms, which operate independently and provide confirmations that the financial statements truly represent the financial position of the Bank and the relevant disclosures. In addition, the Bank provides all the required statements to Qatar Central Bank in the light of the records of the Bank clearly and transparently.

14.7 CONFLICT OF INTEREST AND INTERNAL TRADING

The directors and personnel of the Bank apply all the legal requirements as provided in the relevant regulations to those aware of the secrets, internal affairs and decision making of the Bank, particularly at the time of trading in the shares of the Bank, to avoid any responsibility that may result in a penalty in this respect, and there are measures and regulatory rules to prevent trading in the shares of the Bank for a specific period of time prior to the declaration of the quarterly and biannual financial results or any other relevant financial information, and that those parties are fully aware of their responsibility in connection with this issue. This policy aims to maintain the good reputation of the Bank and its Board of Directors and management and to enhance the confidence of the investors of the Bank that the directors and personnel of the Bank do not utilize the material information not disclosed and to disclose the same for the purpose of achieving commercial benefits.

14.8 CLIENT COMPLAINTS

In confirmation of the principle of fairness and equality and in compliance with all the applicable laws and regulations upon providing services to the clients, **INTERNATIONAL ISLAMIC** believes that the client is the real key to prosperity and success, and the Bank sees that the client represents the skeleton for its sustainability, continuance and success. Therefore, a department was established to measure the client satisfaction level and follow up the complaints and proposals made by them.

To achieve this purpose, an independent unit in charge of the management of the complaints and proposals of the clients. This unit is responsible for the preparation and implementation of advanced mechanisms to receive the complaints and proposals of the clients and the relevant parties including shareholders, investors and service providers. The unit analyses complaints and procures to handle them and make use of the proposals as soon as possible, for the purpose of enhancing transparency and achieving fairness in dealings with all parties alike.

The complaints unit prepares a detailed report regularly including the nature of the complaint, the proposals provided and the departments concerned with handling them. The report is presented to the risk department and the executive management of the Bank, in addition to the Board of Directors.

Annex No. 1: Curriculum Vitae of INTERNATIONAL ISLAMIC Directors



**HE Sheikh Dr. Khalid Bin Thani
Abdullah Al-Thani**

Representing AL-Kara Trading Company
Chairman and Managing Director

Date of appointment: 24/4/1996

Scientific qualifications:

PHD Ph.D. from Britain in business succession for family businesses and Graduate Bachelor and Master in Technology of factories management from the University of Michigan in the United States of America.

Current board positions:

- Qatar International Islamic Bank (Q.S.C), Chairman, Managing Director and Chairman of the Executive Committee - Qatar
- Qatar Islamic Insurance (Q.S.C), Vice Chairman
- Medical care Group (Q.S.C)
- Arcapita Bank - Bahrain
- Ezdan Holding (Q.S.C), Chairman
- Aljarah Holding (Q.S.C)



**HE Sheikh Abdullah Bin Thani
Abdullah Al-Thani**

Representative of Manazel Trading Company
Vice Chairman

Date of appointment: 15/04/2002

Scientific qualifications:

- Specialization in Business Administration, banks and financial institutions

Current board positions:

- Qatar International Islamic Bank (Q.S.C), Vice Chairman
- Medical care Group (Q.S.C), Chairman
- Qatar Islamic Insurance (Q.S.C), Chairman
- Ezdan Holding (Q.S.C), Vice Chairman
- Altadaul Holding
- Wifaq Trading & Contracting company

Some former practical experiences:

- CEO, Aqarat Brokerage and Contracting Co .
- Director, Islamic Holding Group
- Director, Al Ahli Hospital formerly



Dr. Yousef Ahmad Al-Nama

Representative of Arkan Company for Import and Export
Director

Date of appointment: 24/4/1996

Scientific qualifications:

- PHD in law with excellent degree

Current board positions:

- Qatar International Islamic Bank (Q.S.C) and Member of the executive Committee
- Islamic Holding Group (Q.S.C), Chairman
- Ezdan Holding (Q.S.C)
- Mackeen Holding

Some former practical experience:

- Chairman of the Boards of Syrian International Islamic Bank - Syria
- Chairman of the Boards of Syrian Islamic Insurance - Syria
- Adviser of the Boards of Qatar Islamic Insurance Company (Q.S.C)
- Member of the Boards of Milaha Qatar (Q.S.C)
- Acting Undersecretary of the Ministry of Justice
- Lawyer



Mr. Abdullah Mohammad Abdulrahim Al-Emadi

Representative of Ethmar Company for
Construction and Trade
Director

Date of appointment: 12/7/2005

Scientific qualifications:

- Bachelor of Business Administration from Cairo university in 1980

Current board positions:

- From 2003 to date - Director, Qatar Islamic Insurance Co.
- From 2004 to date - CEO and managing director, Islamic Facilities Co.
- From 2005 to date - Director and member of executive committee, Qatar International Islamic Bank (Q.S.C)

Some former practical experience:

- From 1980 to date- businessman trading in furniture, real estate and others
- From 1993- 2002, Director, Qatar Islamic Bank
- From 1996- 2002, CEO, Al Jazeera Investment Co.
- Former CEO, Aqar Co.
- From 2004 to date, Islamic Facilities Co.



Mr. Ali Mohammad Al Obaidli

Representative of Al Manara Company
for Medical Equipments
Director

Date of appointment: 5/5/2012

Scientific qualifications:

- MBA Financial at the year of 1995- University of Oklahoma.
- Bachelor of Management and Economics at the year of 1989- Qatar University.

Current board positions:

- Qatar First Investment Bank – Qatar
- Ezdan Holding (Q.S.C). Board of Directors and Chief Executive Officer
- Qatar International Islamic Bank (Q.S.C)
- Qatar Charitable Society- Qatar

Some former practical experience:

- Advisor to Chairman of the Investment from 6/2006 to 5/2011 at Barwa (Q.S.C)
- Assistant General Manager Qatar International Islamic Bank from 2/2006 to 6/2006
- Investment Manager of the General Authority for Minors from 2004 to 2006
- Executive Director of the Investment Qatar Islamic bank from 1996 to 2004
- Assistant lecturer of the Faculty of Business and Economics from 1990 to 1996
- A former board member of Barwa Real Estate Company PJSC.
- A former board member of the Insurance Company of the Islamic insurance (Bama)
- Board Member of the Board of Directors earlier Arab Company for equipment - The United Arab Emirates.



Mr. Ali Abdulrahman Al-Hashemi

Representative of Atkan Trading Company
Director

Date of appointment: 26/2/2007

Scientific qualifications:

- Business administration, MA, Britain, 2001

Current board positions:

- From September 2007 to date, managing director and CEO, Makeen Holding Co.
- Director, Islamic Holding Group
- Director, Ezdan Holding Group

Some former practical experience:

- Director General, General Authority for Minors Affairs: 2003 - 2006
- Vice Chairman, Aqar for Real Development and Investment: 2002 - 2006
- Director, Ritag Marketing and Project Management Co.: 2004 - 2006
- Director, Qatar Finance House: 2004 - 2006
- Chairman, Qatar Islamic Cultural Center
- Vice Chairman and CEO, Makeen Real Estate Co.: September 2007
- Director, Zakat Fund: 2005 to date



Mr. Abdulla Mohammed Seif Al-Suwaidi
Representative of Ain Galoot Trading Company
Director

Date of appointment: 1/4/2008

Scientific qualifications:

- High school diploma

Current board positions:

- Director, Qatar Islamic Insurance Co.
- From 2008: Director and Head of the audit committee, Qatar International Islamic Bank (Q.S.C)

Some former practical experience:

- Financial and administrative affairs director, Ministry of Municipal Affairs and Agriculture
- Private business and various experiences in trading in local real property and investments



Mr. Hesham Mustafa Mohammed Al-Sehtery
Representative of Al-Aklem Company
for Real Estate Brokerage
Director

Date of Appointment in the Board: 1/4/2008

Scientific qualifications:

- Bachelor of Architecture

Current board positions:

- Director, Qatar Islamic Insurance Co.
- Director, Qatar International Islamic Bank (Q.S.C)

Some former practical experience:

- Managing Director and CEO, Ezdan Real Estate Co.
- Director General, International Housing Co.
- Supervision and performance of huge real propjets in Doha
- Specialized in large real investment projects



Mr. Abdulbasit Ahmad Al-Shaibei
Representative of Al-Namaa Co. for Maintenance
Director and Chief Executive Officer

Date of Appointment in the Board: 1/11/2008

Scientific qualifications:

- Business administration, bachelor, North Carolina University, USA
- Executive administration, bachelor, Wharton Business, Pennsylvania University, USA

Current board positions:

- Director, Qatar International Islamic Bank (Q.S.C) and CEO since 2000
- Director, Ezdan Real Estate Co.
- Director, Medical Care Group
- Director, Qatar International Islamic Bank (Q.S.C)

Some former practical experience:

- Investment and foreign exchange manager, Qatar Central Bank
- Managing Director, Islamic Holding Group
- Director, Al Baraka Bank, Algeria, Al Baraka Banking Group
- Director, Qatar Real Investments Co.
- Director, General Authority for Pensions and Retirement
- Trustee, Banking Training Institute

Annex No. 2: INTERNATIONAL ISLAMIC Organizational Structure

QATAR INTERNATIONAL ISLAMIC BANK is a public shareholding company regulated by Qatar Central Bank and is governed by the laws and regulations applicable to banks operating in Qatar, particularly Qatar Central Bank Law No. 33 of 2006, the Commercial Companies Law No. 5 of 2002, as amended, the Regulation of Qatar Financial Market Authority and Qatar Stock Exchange.

Scope of business	Provides all types of banking services and Islamic financing
No. of commercial registration	13023
No. of licence granted by Qatar Central Bank	RM/14/1991
Authorized share capital	QR 1,513,687,490
Paid share capital	QR 1,513,687,490
No. of shares	151.3 million shares (with a nominal value of QR 10 per share)

GENERAL INFORMATION

- **Year of incorporation:** 1990
- **No. of employees:** 370
- **No. of branches:** Main branch (A), 13 branches (B), 2 branches (C)
- **Chairman:** HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani
- **CEO:** Mr. Abdulbasit Ahmad Al-Shaibei
- **Website:** <http://www.qiib.com.qa>
- **Address:** Doha, Qatar
- **Post Office Box:** No. 664

MAIN SHAREHOLDERS

S.N.	Name of company	Country of incorporation	No. of share Million	Property ownership %
1	Qatar Investment Agency (Qatar Holding Co.)	Qatar	25,23	16,7
2	Ein Jaloot Trading Co.	Qatar	2,37	1,6
3	Continental Trading Co. (WLL)	Qatar	2,37	1,6
4	Al Itqan Trading Co.	Qatar	2,37	1,6
5	Al Manara Medical Equipment Co. (WLL)	Qatar	2,37	1,6
6	Al Namaa Co. for Maintenance (WLL)	Qatar	2,37	1,6
7	Tareeq Al Khair Trading Co.	Qatar	2,12	1,4
8	Al Raba Al Khali Trading Co.	Qatar	1,70	1,1
9	Territory Real Brokerage Co. (WLL)	Qatar	2,37	1,6
10	Manazel Trading Co.	Qatar	2,37	1,6
11	Arkan Import and Export Co	Qatar	2,37	1,6
12	Golden Globe (WLL)	Qatar	2,31	1,5
13	Ethmar Construction and Trading Co (WLL)	Qatar	2,37	1,6
14	Al Tayebyn Trading Co. (WLL)	Qatar	2,31	1,5
15	Nile Beach Co.	Qatar	2,33	1,5
16	Right Road Trading Co.	Qatar	2,10	1,4
	Total	Qatar	59.47	39,5

ASSOCIATE COMPANIES

Name of company	Country of incorporation	Activity	Book value QR ,000	Property ownership %
Entrepreneur (WLL)	Qatar	Contracting	1.470	49.00 %
Makeen Real Investment and Development (PJSC)	Qatar	Real development	215.933	49.00%
Islamic Facilities Co. (WLL)	Qatar	Sale by installments	49.343	49.00 %
Syria International Islamic Bank	Syria	Islamic banking	102.246	20.00 %
Syria Islamic Insurance Co.	Syria	Islamic insurance	12.999	20.00 %
Total			381.991	

THE BOARD OF DIRECTORS COMPRISES OF 9 DIRECTORS AS FOLLOWS:

	Name	Title
1	HE Sheikh Dr. Khalid Bin Thani Abdullah Al-Thani Representative of Al Kara Trading Company	Chairman and Managing Director
2	HE Sheikh Abdullah Bin Thani Abdullah Al-Thani Representative of Manazel Trading Company	Vice Chairman
3	Dr. Yousef Ahmad Al-Nama Representative of Arkan Company for Import and Export	Director
4	Mr. Ali Mohammad Al Obaidli Representative of Al Manara Company for Medical Equipments	Director
5	Mr. Abdullah Mohammad Abdulrahim Al-Emadi Representative of Ethmar Company for Construction and Trade	Director
6	Mr. Ali Abdulrahman Al-Hashemi Representative of Atkan Trading Company	Director
7	Mr. Abdulla Mohammed Seif Al-Suwaidi Representative of Ain Galoot Trading Company	Director
8	Mr. Hesham Mustafa Mohammed Al-Sehtery Representative of Al-Aklem Company for Real Estate Brokerage	Director
9	Mr. Abdulbasit Ahmad Al-Shaibei Representative of Al-Namaa Company for Maintenance	Director and CEO



