



Invitation for the attendance at the Extraordinary and Ordinary General Assembly Meetings of Qatar National Bank (Q.P.S.C.)

The Board of Directors of Qatar National Bank (Q.P.S.C.) is pleased to invite you to attend the Extraordinary and Ordinary General Assembly Meetings to be held on Sunday, February 23rd 2025, at 4:00pm at the Sharq Village and Spa Hotel, Al Dasha Ballroom. In case a quorum is not met, a second meeting will be held on Sunday, March 2nd 2025, at 10:00pm at the same location. The Agenda shown below shall be discussed during the meetings. Accordingly, shareholders are kindly requested to be available at the meeting hall one hour before the meeting time to enable taking of a record of the attending shareholders' names and the number of shares held by each.

Agenda of the Extraordinary General Assembly

To approve the amendment of below mentioned Articles of Association of QNB in accordance with the Corporate Governance Instructions to Banks issued by Qatar Central Bank Circular no. 25/2022 and its further amendments.

Article #	Existing Articles	Amended Articles
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.	The management of the Company shall be undertaken by a Board of Directors of eleven members. Qatar Investment Authority shall be entitled to appoint four of these members and the General Assembly shall elect four members from the shareholders by secret ballot in which Qatar Investment Authority shall not take part. A third of the members of the Board of Directors and no less than three must be comprised of non-shareholding independent members elected by the General Assembly through secret ballot. The independent member must fulfil the independency requirements as stipulated by Qatar Central Bank's related instructions. The majority of the members of the Board of Directors must be comprised of non-executive members where such members are not part of any Board committee whose work is related to executive management duties of the Bank. 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.
21	A member of the Board of Directors shall: 7. Be a shareholder and hold at least 400,000 (four hundred thousand) 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.	A member of the Board of Directors shall: 7. Be a shareholder and hold at least 400,000 (four hundred thousand) shares in the Company's share capital. Independent members and members appointed by Qatar Investment Authority shall be excluded from this requirement. These shares shall be deposited with one of the accredited banks or with Edaa (Qatar Central Securities Depository), within sixty days from the beginning of the membership and shall remain deposited, non-transferrable and free of any pledge or seizure until the end of the membership and the approval of the financial statements of the last fiscal year during which the member 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. Should a Board member fall short of fulfilling any of the conditions that apply to him, his membership shall be revoked from the date he failed to fulfil such condition.
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.	If the position of a member of the Board of Directors becomes vacant, such vacancy shall be filled by the shareholder with the highest number of votes among the shareholders, or non-shareholders if the position was held by an independent member, who did not succeed in being elected to the membership of the Board. Should anything prevent the member 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 such vacant position. In case no incumbent is found to fill the vacancy, the Board shall keep functioning with the remaining number of board members, provided that their number does not fall below five and that at least one of them is an independent Board member. Should the number of remaining board members fall below five, or should there be no independent Board member available, 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 board members to fill the vacancies.
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.	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 meeting shall not be valid unless at least half of the members are present, provided that the number of attendees is not less than three. The Board shall meet at least six times during each fiscal year and a period of two 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.
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.	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. An independent Board member shall only be allowed to appoint another independent member to act on his behalf.
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 to Fourthly: [No Changes] 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.	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 to Fourthly: [No Changes] Fifthly: Electing the members of the Board of Directors who represent the private sector and independent board members subject to Article (20) and (21) of these Articles. Sixthly: Appointing the External Auditors and determining their remuneration. Seventhly: Discussing and endorsing the annual corporate governance report. Eighthly: Discuss any other proposal included in the agenda by the Board of Directors to take a 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.
50	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.	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 applicable regulations of Qatar Financial Markets Authority and the approval of Qatar Central Bank.



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Agenda of the Ordinary General Assembly

1. To hear the statement of His Excellency the Chairman and the report of the Board of Directors on the Company's activities, financial position for the year ended 31 December 2024 and the business plan for 2025.
2. To approve the report of the External Auditors on the Bank's balance sheet and on the accounts submitted by the Board of Directors.
3. To approve the balance sheet and profit and loss for the year ended 31 December 2024.
4. To approve the proposal of the Board of Directors to distribute cash dividends to the shareholders for the second half of the year ended 31 December 2024 at the rate of 37% of the nominal share value, i.e. QR0.37 for each share. The total dividend distribution for the year ended 31 December 2024 amounts to 70% of the nominal share value (QR0.70 per share).
5. To release from liability the members of the Board of Directors and approve their remuneration for the financial year ended 31 December 2024.
6. To elect board members in accordance with QNB's amended Articles of Association.
7. To approve the Bank's Corporate Governance Report for the year ended 31 December 2024.
8. To approve the below:
 - (i) To confirm the previous approval of the General Assembly dated 28 February 1999 authorising the Board of Directors of the Bank to, amongst other things, issue bonds, bills of exchange, certificate of deposits, or any other debt securities or medium or long term borrowing (whether in Qatari Riyals or other currencies) as determined by the Board of Directors of the Bank.
 - (ii) To ratify the decision of the Board of Directors of the Bank at its meeting held on 7 May 2024 (Decision number 024/3/60/275/2970/ إى ر) to approve the limit of the Bank's Medium Term Note Programme (the "MTN Programme") (issued through its Cayman Island subsidiary (QNB Finance Ltd) and guaranteed by the Bank) up to USD 30 billion.
 - (iii) To authorize the Board of Directors to approve any future debt issuance programmes (including but not limited to sukuks) of any limit it deems appropriate from time to time, whether issued directly or through a subsidiary of the Bank ("New Programmes") (the MTN Programme and any New Programmes being referred to as the "Programmes"), subject to obtaining regulatory approvals, and the Bank may guarantee the obligations under the Programmes.
 - (iv) The Board of Directors is authorised to take any and all actions necessary for and on behalf of the Bank in respect of any of the Programmes, its establishment (as required), their periodic updates (including any increase in a Programme limit) or any issuance under any Programme, subject to regulatory approvals as required. For this purpose, the Board of Directors may authorise one or more members of the Board of Directors and/or the senior management to agree any structure, any commercial terms (including without limitation using or disposing any of the Bank's assets in case of a sukuk) and any issuance under any Programme and to sign (or to delegate the signing of) any document relating to any Programme on behalf of the Bank as it deems fit.
9. To appoint an External Auditor for the Bank for the financial year 2025 and to approve their remuneration.

Reminder:

- Exclusively for the review of the Company's shareholders, the Bank will make available, seven days before the convening of the Extraordinary and Ordinary General Assembly, statements showing the remuneration, charges, commissions, loans, letters of credit, letters of guarantee and privileges in kind received by the Chairman and each member of the Board of Directors, along with the External Auditors' report in this regard at the Board of Director's Office, 5th floor, of the QNB Head Office, Corniche Street, Doha.
- Every shareholder has the right to authorise another person to attend the meeting on their behalf, provided such an authorisation should be special and in writing and the authorised deputy should be a shareholder. However, a Board member may not be deputised for this purpose and only an authorisation made using the authorisation form to the invitation letter shall be acceptable. In all respects, the number of shares held by a deputy in this capacity may not exceed 5% of the Company's total shares (i.e. 461,821,428 shares). In case the shareholder is a corporate person (company, establishment, etc) the representative of the shareholder who will attend the meeting should present a written authorisation from the company/establishment duly signed and stamped per normal practice to be able to attend the meeting.
- This invitation shall be deemed as a legal announcement to all shareholders, without the need to send special invitations by mail according to the Law No 11 of the year 2015 amending some provisions of the Commercial Companies law.