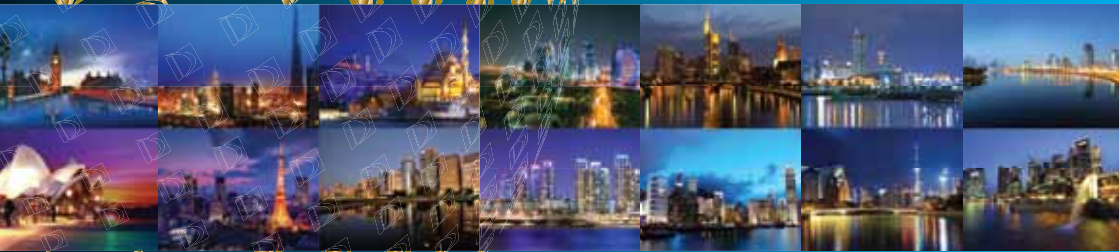




SUMMARY REPORT 2013

ACROSS THE GLOBE AND ON EVERY CORNER



BANK OF THE YEAR 2013 IN QATAR



Going from strength to strength, Doha Bank has achieved the accolade of 'Bank of the Year 2013 – Qatar', awarded by The Banker magazine. 2013 was a landmark year for Doha Bank, with outstanding results, a successful rights issue, and an expanding global network, which now includes 13 strategic financial centres around the globe. Looking forward, the management is confident that it can repeat the performance of 2013 next year, underpinned by the ongoing strategy of placing the customer first.

www.dohabank.com.qa



بنك الدوحة
DOHA BANK

There's so much to look forward to.

CONTENTS

<u>INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS</u>	<u>4</u>
<u>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</u>	<u>5</u>
<u>CONSOLIDATED INCOME STATEMENT</u>	<u>6</u>
<u>CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME</u>	<u>7</u>
<u>CONSOLIDATED STATEMENT OF CHANGES IN EQUITY</u>	<u>8</u>
<u>THE BOARD OF DIRECTORS' REPORT</u>	<u>10</u>
<u>GOVERNANCE REPORT</u>	<u>16</u>
<u>RETAIL BANKING PRODUCTS & SERVICES</u>	<u>28</u>
<u>DOHA BANK BRANCH DIRECTORY LOCAL BRANCHES</u>	<u>30</u>
<u>OVERSEAS BRANCHES & REPRESENTATIVE OFFICES</u>	<u>31</u>
<u>DOHA BANK AWARDS</u>	<u>32</u>

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DOHA BANK Q.S.C.

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Doha Bank Q.S.C. (the 'Bank') and its subsidiaries (the 'Group'), which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and the applicable provisions of Qatar Central Bank regulations, and for such internal control as board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures

that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by board of directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 31 December 2013, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the applicable provisions of Qatar Central Bank regulations.

Report on other legal and regulatory matters

We have obtained all the information and explanations which we considered necessary for the purpose of our audit. We further confirm that the financial information included in the Annual Report of the Board of Directors is in agreement with the books and records of the Group and that we are not aware of any contravention by the Bank of its Articles of Association, the applicable provisions of Qatar Central Bank Law No.33 of 2006 and amendments thereto and of the Qatar Commercial Companies Law No. 5 of 2002 during the financial year that would materially affect its activities or its financial position.


Firas Qoussous
Ernst & Young
Qatar Auditors' Registry No. 236
20 January 2014
Doha

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2013

	2013 QAR'000	2012 QAR'000
ASSETS		
Cash and balances with central banks	3,435,761	2,598,365
Due from banks	9,180,420	7,786,587
Loans and advances to customers	41,109,116	33,774,849
Investment securities	11,703,577	9,581,013
Investment in an associate	9,382	10,532
Property, furniture and equipment	759,471	794,822
Other assets	772,097	666,296
TOTAL ASSETS	66,969,824	55,212,464
LIABILITIES		
Due to banks	7,719,781	8,716,479
Customer deposits	42,522,489	34,401,083
Debt securities	2,575,831	2,571,968
Other borrowings	455,188	-
Other liabilities	2,425,632	1,971,769
TOTAL LIABILITIES	55,698,921	47,661,299
EQUITY		
Share capital	2,583,723	2,066,978
Legal reserve	4,311,133	3,283,600
Risk reserve	960,650	773,650
Fair value reserves	(43,355)	126,856
Foreign currency translation reserve	(4,647)	(3,467)
Proposed dividend	1,162,675	930,140
Retained earnings	300,724	373,408
TOTAL EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE BANK	9,270,903	7,551,165
Instrument eligible as additional capital	2,000,000	-
TOTAL EQUITY	11,270,903	7,551,165
TOTAL LIABILITIES AND EQUITY	66,969,824	55,212,464

These consolidated financial statements were approved by the Board of Directors on 20 January 2014 and were signed on its behalf by:



**Fahad Bin Mohammad
Bin Jabor Al Thani**

Chairman



**Abdul Rahman Bin Mohammad
Bin Jabor Al Thani**

Managing Director



Dr. Raghavan Seetharaman
Group Chief Executive Officer

CONSOLIDATED INCOME STATEMENT

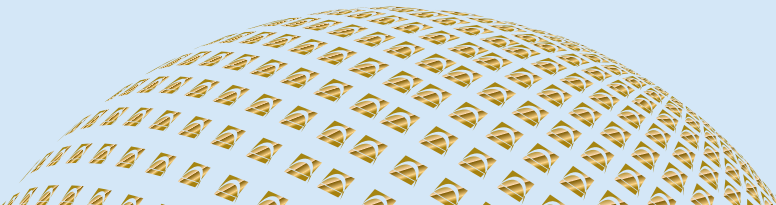
FOR THE YEAR ENDED 31 DECEMBER 2013

	2013 QAR'000	2012 QAR'000
Interest income	2,394,462	2,275,919
Interest expense	<u>(572,211)</u>	<u>(596,833)</u>
Net interest income	<u>1,822,251</u>	<u>1,679,086</u>
Fee and commission income	409,153	354,316
Fee and commission expense	<u>(3,806)</u>	<u>(4,478)</u>
Net fee and commission income	<u>405,347</u>	<u>349,838</u>
Gross written premium	107,777	92,161
Premium ceded	(56,820)	(37,498)
Net claims paid	<u>(33,591)</u>	<u>(37,048)</u>
Net income from insurance activities	<u>17,366</u>	<u>17,615</u>
Foreign exchange gain	88,654	83,783
Income from investment securities	149,094	231,098
Other operating income	<u>58,453</u>	<u>57,653</u>
	<u>296,201</u>	<u>372,534</u>
Net operating income	<u>2,541,165</u>	<u>2,419,073</u>
Staff costs	(458,213)	(411,630)
Depreciation	(81,873)	(73,401)
Impairment loss on investment securities and due from banks	(10,769)	(85,939)
Net impairment loss on loans and advances to customers	(318,158)	(189,643)
Other expenses	<u>(354,536)</u>	<u>(349,937)</u>
	<u>(1,223,549)</u>	<u>(1,110,550)</u>
Share of results of associates	<u>143</u>	<u>246</u>
Profit for the year before tax	<u>1,317,759</u>	<u>1,308,769</u>
Tax expense	<u>(5,107)</u>	<u>(3,797)</u>
Profit for the year	<u>1,312,652</u>	<u>1,304,972</u>
Earnings per share		
Basic earnings per share (QAR per share)	<u>5.29</u>	<u>5.91</u>
Diluted earnings per share (QAR per share)	<u>5.29</u>	<u>5.91</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

	2013 QAR'000	2012 QAR'000
Profit for the year	1,312,652	1,304,972
Other comprehensive income:		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Foreign currency translation differences for foreign operations	(1,180)	414
Net change in fair value of cash flow hedge	-	23,576
Available-for-sale investment securities:		
Net change in fair value	(78,357)	250,507
Reclassified during the year to the consolidated income statement	(91,854)	(146,743)
Net other comprehensive (loss) income to be reclassified to profit or loss in subsequent periods	(171,391)	127,754
Items not to be reclassified to profit or loss in subsequent periods	-	-
Other comprehensive (loss) income	(171,391)	127,754
Total comprehensive income for the year	1,141,261	1,432,726



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

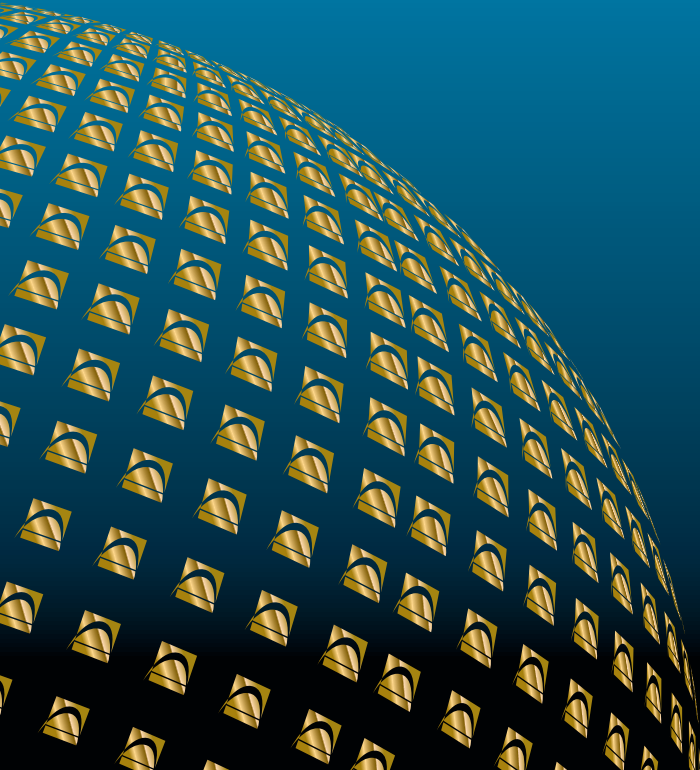
	Share capital QAR'000	Legal reserve QAR'000	Risk reserve QAR'000	Fair value reserves QAR'000	Foreign currency translation reserve QAR'000	Proposed dividend QAR'000	Retained earnings QAR'000	Total equity QAR'000
Balance as at 1 January 2012	2,066,978	3,283,600	597,650	(484)	(3,881)	930,140	207,200	7,081,203
Total comprehensive income for the year:								
Profit for the year	-	-	-	-	-	-	1,304,972	1,304,972
Other comprehensive income	-	-	-	127,340	414	-	-	127,754
Total comprehensive income for the year	-	-	-	127,340	414	-	1,304,972	1,432,726
Transfer to risk reserve	-	-	176,000	-	-	-	(176,000)	-
Contribution to social and sports fund	-	-	-	-	-	-	(32,624)	(32,624)
Transactions with equity holders, recognised directly in equity:								
Dividends paid	-	-	-	-	-	(930,140)	-	(930,140)
Proposed dividends	-	-	-	-	-	930,140	(930,140)	-
Total contributions by and distributions to equity holders	-	-	-	-	-	-	(930,140)	(930,140)
Balance as at 31 December 2012	<u>2,066,978</u>	<u>3,283,600</u>	<u>773,650</u>	<u>126,856</u>	<u>(3,467)</u>	<u>930,140</u>	<u>373,408</u>	<u>7,551,165</u>

Equity attributable to shareholders of the Bank

	Share capital QAR' 000	Legal reserve QAR' 000	Risk reserve QAR' 000	Fair value reserves QAR' 000	Foreign currency translation reserve QAR' 000	Proposed dividend QAR' 000	Retained earnings QAR' 000	Total QAR' 000	Instrument eligible as additional capital QAR' 000	Total equity QAR' 000
Balance as at 1 January 2013	2,066,978	3,283,600	773,650	126,856	(3,467)	930,140	373,408	7,551,165	-	7,551,165
Total comprehensive income for the year:										
Profit for the year	-	-	-	-	-	-	1,312,652	1,312,652	-	1,312,652
Other comprehensive income	-	-	-	(170,211)	(1,180)	-	-	(171,391)	-	(171,391)
Total comprehensive income for the year	-	-	-	(170,211)	(1,180)	-	1,312,652	1,141,261	-	1,141,261
Transfer to legal reserve	-	2,845	-	-	-	-	(2,845)	-	-	-
Transfer to risk reserve	-	-	187,000	-	-	-	(187,000)	-	-	-
Contribution to social and sports fund	-	-	-	-	-	-	(32,816)	(32,816)	-	(32,816)
Issuance of instrument eligible as additional capital	-	-	-	-	-	-	-	-	2,000,000	2,000,000
Transactions with equity holders, recognised directly in equity:										
Dividends paid	-	-	-	-	-	(930,140)	-	(930,140)	-	(930,140)
Proposed dividends	-	-	-	-	-	1,162,675	(1,162,675)	-	-	-
Increase in share capital	516,745	1,024,688	-	-	-	-	-	1,541,433	-	1,541,433
Total contributions by and distributions to equity holders	516,745	1,024,688	-	-	-	232,535	(1,162,675)	611,293	-	611,293
Balance as at 31 December 2013	2,583,723	4,311,133	960,650	(43,355)	(4,647)	1,162,675	300,724	9,270,903	2,000,000	11,270,903

THE BOARD OF DIRECTORS' REPORT

FOR THE
FINANCIAL YEAR
ENDING
31 DEC, 2013





Board Members

Doha Bank has continued its success journey every year by achieving remarkable financial results as well as a commendable performance at the financial, organizational and service delivery levels. During 2013, all the objectives defined in the bank's strategic plan and the planned annual budgets were successfully achieved. The bank enhanced and strengthened its financial position, achieved excellent rates of return on average shareholders' equity and average assets, and launched a wide range of advanced banking products and services particularly in the field of e-banking. Achievements also included the recruitment of highly competent and experienced professionals at various key senior positions, expanded its network of branches and representative offices at domestic, regional and global levels.

In the same year, the management concentrated on recruiting Qatari nationals who were enrolled in intensive training programs, were also given the opportunities to gain international business banking skills and in-depth experience by joining bank's various branches and representative offices spread all over the world.

On the domestic level, the total number of Doha Bank's network inside Qatar reached to 31 branches, 9 e-branches, 13 pay offices, three mobile branches and 120 ATMs. On the other hand, Globally the bank has one branch in the Emirate of Dubai and another new branch in the Emirate of Abu Dhabi in UAE in addition to one branch in State of Kuwait plus eleven representative offices located in Singapore, Turkey, Japan, China, London, South Korea, Frankfurt, Sydney (Australia), Toronto (Canada), Hong Kong and the Emirate of Sharjah (UAE). During the year, Doha bank

has been granted a license to commence its banking operations in India and is permitted to open a branch in the city of Mumbai to provide full-scale banking services. Currently, we are in the process of taking all necessary steps to commence our banking operations in India as soon as possible.

The bank also owns Doha Assurance Company, which is fully owned by Doha Bank and has a strategic share of 44% of the capital of one of the Indian brokerage companies which was later re-named as Doha Brokerage and Financial Services and positioned to practice brokerage and asset management businesses.

On April 2013, Doha Bank successfully completed raising its capital from 206,697,802 shares to 258,372,252 shares through a rights issue where 51,674,450 new shares were offered to Doha Bank's existing shareholders who were registered at Qatar Exchange at the close of business on February 19, 2013 at a rate of QR 30 per share representing a premium of QR 20 in addition to a nominal value of QR10 per share. The issue, which was conducted from 28/02/2013 to 13/03/2013, generated an overwhelming response as the total actual subscription amount reached QR 2.8 billion while the required amount was QR 1.55 billion resulting into the fact that the issue was oversubscribed by 1.8 times. The new shares of 51,674,450 were listed on Qatar Exchange on April 8, 2013, and excess amounts were refunded to the subscribers. This capital increase will undoubtedly strengthen bank's lending capacity and improve its competitive edge and realize the highest levels of performance. It will also support the bank's prospects for achieving its strategic goals at the local, regional and Global levels.



Management Group

Doha Bank progressed in the implementation of the second phase of its plan to strengthen its capital base. The Extraordinary General Assembly of the Shareholders in its meeting held on 24 November 2013 agreed to issue capital instruments either directly or through a Special Purpose Vehicle amounting to QR 2 billion qualifying as additional Tier 1 Capital as per the terms and requirements of Qatar Central Bank. This instrument was issued at the end of December 2013 based on the EGM resolutions. This issue will enhance Doha Bank's Tier 1 Capital base, strengthen its Capital Adequacy Ratio and support bank's prospects for achieving its strategic goals. It will also strengthen bank's lending ability and improve its competitive edge especially in the light of anticipated boom in various economic sectors in Qatar in the coming years.

During 2013, Doha Bank achieved noticeable growth rates in all financial indicators where the total assets rose from QR 55.2 Bn in 2012 to QR 67 Bn in 2013; an increase of QR 11.8 Bn with a growth rate of 21.3%. The growth rate of loans and advances was 21.7%; an increase from QR 33.8 Bn in 2012 to QR 41.1 Bn in 2013.

The growth rate in total customers' deposits was 23.6%; an increase from QR 34.4 Bn in 2012 to QR 42.5 Bn in 2013, i.e., an increase of QR 8.1 Bn. As for the growth rate in total shareholders' equity it was 49.3 % rising from QR 7.6 Bn in 2012 to QR 11.3 Bn in 2013, an increase of QR 3.7 Bn.

The financial statements of the bank clearly shows that it achieved a growth rate in net profit of 0.6% rising from QR 1,305 Mn in 2012 to QR 1,313 Mn in 2013. The statements also demonstrate a growth rate in total operating income of 5% with an increase of QR 122 Mn. These impressive results

reflected positively on the performance ratios, where the return on the average shareholders' equity reached 17.9% and the return on average assets reached 2.18 %.

Based on these results, the Board of Directors passed a resolution in its meeting held on the 20th of January, 2014 proposing to the Shareholders General Assembly to approve the distribution of a cash dividend of QR 4.5 per share which is equivalent to 45% of the paid up capital.

Future Plan of the Bank:

The three-year strategic plan of the bank includes carrying out some amendments on the business strategy of the overseas branches and the representative offices all over the world. It also entails the implementation of effective risk management strategies both locally and globally and recruiting Qatari nationals and upgrading the level of performance through hiring highly qualified and experienced personnel, and focusing on specialized training programs at all functional levels. The plan also focused on improving and developing Corporate Governance practices, rendering state-of-the-art banking products and services with a special emphasis on e-banking, cross-selling, and enhancing the financial position of the bank through diversification and enhancing of total assets and maintaining the highest levels of operational performance. The strategy also focuses on achieving continuous growth in main income items, diversifying income sources particularly the non-interest income, close and professional monitoring and management of costs to keep them within the acceptable norms in the banking industry while optimizing funding costs as well.

Products and Services:

The year 2013 witnessed the launch of many new advanced products and services and the implementation of substantial modifications to the existing service offerings particularly the e-banking services with the objective of satisfying the needs of our valued customer from all walks of life in the Qatari society.

With a view of maintaining the highest level of performance within the retail banking group and confronting the challenges in the market, we focused on strengthening this group by recruiting additional competent staff members with a solid experience in retail business and customer service quality. The back office operations in the branches were centralized and quality of the services of customer-interaction center, Tawasol, and the complaint-processing system within the bank were both further improved. Al-Riyada Unit was also strengthened with banking professionals aiming at providing comprehensive banking services to corporate and VIP customers.

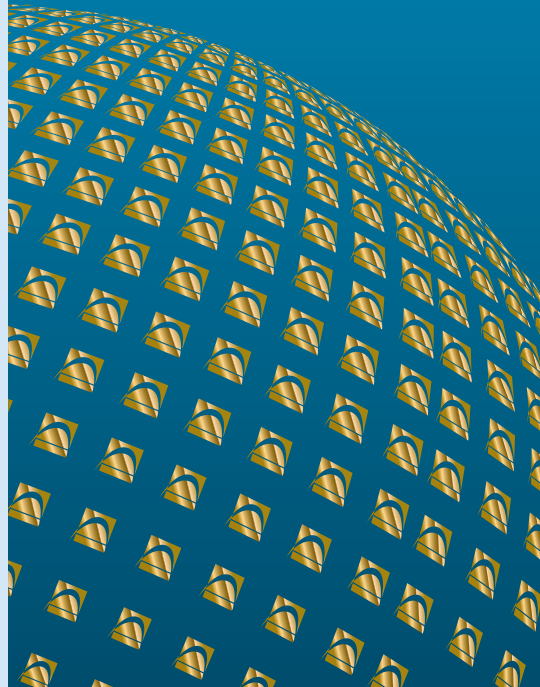
In the middle of 2012, Doha Bank unveiled the new corporate identity branding of its branches which was designed to offer customer convenience and guaranteed smooth workflow and high service standards. The new design was already implemented in West Bay "The Gate" and Museum branches in 2012. During this year, the new design was implemented in several other branches including Abu Hamour Branch at Dar Al-Salam Mall and the new Mirqab Branch. The same design will be implemented at the remaining branches.

In addition to the e-banking services provided through DBank, i.e. the DCardless banking service where the beneficiary can receive the transferred amount through Doha Banks ATM network without using the ATM Card, e- remittances, SMS messaging, Infovest, Telebanking, Internet banking and e-branches, this year the bank also offered additional mobile banking services that allow users to access their bank accounts easily and make transfers among their own accounts or to any other registered beneficiary of the service, pay utility bills, repay credit card dues, recharge prepaid service cards for both Ooredoo and Vodafone.

We concentrated on improving the information security systems of the bank to protect the users of our mobile phone banking services. Additional services to the ATM network were implemented to benefit both Doha Bank and Ooredoo customers enabling them to make Ooredoo bill inquiries and make payments through any of Doha Bank's ATMs. New measures were introduced on our website where more effective security elements were implemented to safeguard DBank service users. Doha bank was the first to launch an online shopping portal in the Middle East through its Doha Souq shopping website.

THE BOARD OF DIRECTORS' REPORT

FOR THE
FINANCIAL YEAR
ENDING
31 DEC, 2013



THE BOARD OF DIRECTORS' REPORT

FOR THE
FINANCIAL YEAR
ENDING
31 DEC, 2013

Since its launch to the public in 2007, this scheme has been achieving impressive success. Now, customers can easily purchase what they need online and pay electronically.

"Tadbeer", on the other hand, which is a unique and innovative product in internet banking, was further enhanced to facilitate necessary solutions for customers' cash management, collections, payments, and liquidity both domestically and globally in accordance with the best standards and practices. In addition to this, institutions through this product would now be able to monitor, control and centralize receivables and payables via one e-banking system with guaranteed effective controls and financial affairs management in addition to Doha SecureDoc service which provides pickup and delivery of documents, cheques and postdated cheques in a secured way.

During 2013 and for the fourth consecutive year, new privileges were added to Dream credit card holders for both old and new customers. Customers were able to double their loyalty points on all their local and overseas spending throughout the months of June, July and August 2013, and customers were also able to redeem these points into cash. These promotional campaigns are the most attractive in the Qatari market and they encouraged most customers to use their Dream credit cards during the summer vacation. This campaign was followed by other attractive offers for Doha Bank credit card holders to motivate them to use their cards on a daily basis through introducing 0% interest rate offers and valuable discounts for using their cards at certain stores.

Doha Bank continued its co-branded credit card with Lulu Hypermarkets with special attractive privileges offered to card holders. The overwhelming response was a huge success since its launch in 2011, where a large number of people obtained the card that became a unique card not only in Qatar but also across the GCC countries. The card rewards shoppers generously with a 5% savings on their purchases from Lulu stores throughout the year and this percentage was raised to 10% during the Holy month of Ramadan. The bank also continued to offer the "Infinite" credit card to Al-Riyada customers to ensure granting them a distinguished and specialized treatment. The Dream cards' Loyalty scheme was also continued and card holders were able to either exchange the points earned through their purchases from point-of-sale machines available at all participating commercial outlets or use these points for purchasing air tickets.

On celebrating the 10th anniversary of Al Dana programme and the success it has made over the last ten years, we have made the rewards structure more attuned to the celebrations of 10th anniversary of this programme by rewarding Al Dana customers with prizes of QR 10 million, 10 E-300 Class and

10 vacation packages during 2013. The prizes were distributed during raffle draws that took place on a monthly basis.

The car loans campaign was re-launched with a number of attractive benefits and discounts such as a 0% interest rate for the first year with a grace period of three months, comprehensive insurance coverage option for 1 to 3 years, extending the guarantee coverage to 5 years, free membership for roadside assistance, and much more. The bank collaborated with many of the leading car dealers in Qatar and jointly launched promotions on different vehicle brands and this promotion was reinforced by additional offers during the month of Ramadan and festive holidays.

Awards:

Due to the strong financial position enjoyed by Doha Bank at the local and global levels and its pioneering role in delivering innovative banking products and services which elevated the banking experience in Qatar to new horizons, the Bank was conferred with appreciation and recognition from a number of professional bankers and institutions. In addition to the accolades awarded to the Bank in previous years, it was conferred with the award of "Bank of the Year 2013- Qatar" from The Banker, "Best Regional Commercial Bank in the Middle East 2013" and "Best Credit Card in the Middle East 2013" by Banker Middle East Magazine, "Most Innovative Retail Bank in the Middle East for 2013" by Global Banking Finance Magazine, "E Banking 2013 Excellence Award" from Middle East Excellence Awards Institute, "The BIZZ – Peak of Success Award" from World Confederation of Businesses and "The Golden Peacock Award for Global Sustainability 2013" from The Institute of Directors.

H.E. Sheikh Fahad Bin Mohammad Bin Jabor Al-Thani, Chairman of the Board of Directors, also received the "Banking Oscar: The Arab Golden Coin" award from the Union of Arab Banks in recognition of his efforts, achievements and leadership in the banking field. His Excellency received this award in the ceremony held on 15 November, 2013 at the Hilton Beirut Habtoor Grand Hotel marking 40 years since the inception of Union of Arab Banks. The ceremony was attended by a number of dignitaries in the Republic of Lebanon in addition to a number of Arab ministers, ambassadors and leading Arab and international bankers.

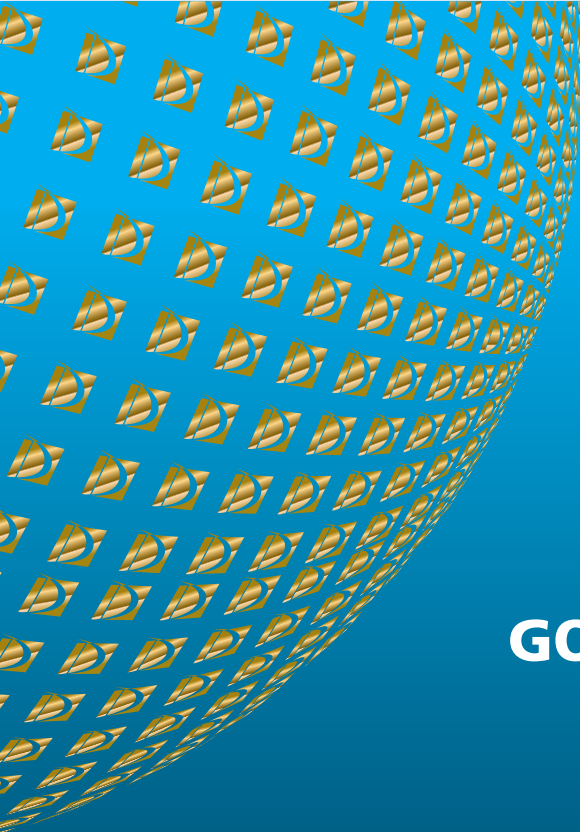
Acknowledgement:

The Board of Directors of Doha Bank would like to extend their sincere thanks and gratitude to H.H. the Emir, Sheikh Tamim Bin Hamad Al-Thani, H.E. the Prime Minister, Sheikh Abdullah Bin Nasser Al-Thani, and the Minister of Finance, H.E. Mr. Ali Sherif Al-Emadi, and the Minister of Economy & Trade, H.E. Sheikh Ahmed Bin Jassim Bin Mohammad Al-Thani,

and H.E. the Governor of Qatar Central Bank, Sheikh Abdullah Bin Saud Al-Thani, and H.E. the Deputy Governor of Qatar Central Bank, Sheikh Fahad Bin Faisal Al-Thani, and to all the officials of Qatar Central Bank, the Ministry of Economy and Trade, Qatar Financial Markets Authority and Qatar Exchange for their continued cooperation and support.

The Board of Directors would like to sincerely thank all the shareholders, customers, bank's executive management and all Bank's staff for their cooperation and efforts towards these remarkable achievements.

Fahad Bin Mohammad Bin Jabor Al-Thani
Chairman



GOVERNANCE REPORT

FOR THE
YEAR 2013

OVERVIEW

As part of the compliance requirement of the Corporate Governance code for listed companies; issued by Qatar Financial Markets Authority; Doha Bank as a Qatari shareholding company listed on the Qatar Exchange is required to disclose the extent to which it complies with the provisions of the code. The Code adopted by the QFMA is based on the principle of comply or explain.

During the year, the Bank was keen on enhancing the corporate governance framework by approving a corporate governance policies and procedures manual and adopting best practices. This report summarizes Doha Bank's governance processes for 2013 in accordance with QFMA disclosure requirements as illustrated below.

BOARD OF DIRECTORS AND BOARD COMMITTEES

Roles and Responsibilities:

The Board of Directors is responsible for the stewardship of the Bank and to provide effective leadership and supervision of Doha Bank's business, whilst growing value in a profitable and sustainable manner.

The roles and responsibilities of the Board are defined in the Board Charter. The Board Charter shall be published to the public through the Doha Bank website and will be available to shareholders before the Shareholder's meeting and also will be included as an AGM Agenda Item. The Board's roles and responsibilities are compliant with the requirements of the Code, and cover the following areas:

- Strategy
- Governance
- Compliance
- Risk Management
- Authorities and Delegations
- Internal and External Audit
- Board Committees
- Board Code of Conduct
- Board Composition
- Board Meetings
- Board Membership Requirements.

Each Board Member duties have been updated and defined in Job Descriptions prepared for this purpose. Moreover, each Board Member is also required to provide sufficient time to perform his duties. Currently,

time commitments are not contractually set but are understood by all Directors. Director Appointment forms have been developed and approved by the Board of Directors and will be put in place as a matter of course. Each Director shall be required to sign this form upon enrollment in the Board.

Composition

The Board currently consists of eight members:

- Chairman;
- Vice Chairman;
- Managing Director;
- 5 Non-Executive directors including two independent members

Briefs of each Board Member's education and experience profile are depicted below:

Sheikh Fahad Bin Mohammad Bin Jabor Al Thani

- Chairman
- Chairman of the Executive Committee
- Date of Appointment on Board: June 3, 1996
- Education/ Experience: Graduate of the Royal Academy, Sandhurst, UK
- Other Board Memberships: Board Member at Al Khaleej Takaful Group
- Ownership: 1.68% (December 31, 2013)

Mr. Ahmed Abdul Rehman Yousef Obeidan

- Vice Chairman
- Member in the Executive Committee and member in the Audit, Compliance and Risk Committee
- Date of Appointment on Board: April 20, 1982
- Education/ Experience: General Manager, Al Waha Contracting & Trading Est.
- Ownership: 1.67% (December 31, 2013)

Sheikh Abdul Rahman Bin Mohammad Bin Jabor Al Thani

- Managing Director
- Chairman of Policies, Development and Remuneration committee and Chairman of Nomination and Governance committee
- Member of Executive Committee
- Date of Appointment on Board: December 21, 1978
- Education/ Experience: Bachelor of Civil Engineering, Missouri University, USA

- Other Board Memberships: Chairman of the Board of Directors, Qatar Industrial Manufacturing Co. Chairman of the Board of Directors (State of Qatar representative): Qatari Oman Investment Company and Board Member: National Leasing Holding
- Ownership: 1.72% (December 31, 2013)

Sheikh Abdulla Mohamed Jabor Al-Thani

- Non-Executive Board Member
- Chairman of Audit, Compliance and Risk Committee
- Member of Policies, Development and Remuneration committee and member of Nomination and Governance committee
- Date of Appointment on Board: April 20, 1982
- Other Board Memberships: Chairman of Al Khaleej Takaful Group
- Ownership: 0.8% (December 31, 2013)

Mr. Jabor Bin Sultan Towar Al Kuwari

- Non-Executive Board Member
- Date of Appointment on Board: April 12, 1993
- Education/ Experience: Businessman
- Ownership: 1.1% (December 31, 2013)

Mr. Hamad Mohammed Hamad Abdulla Al Mana

- Non-Executive Board Member
- Member of Nomination and Governance committee
- Date of Appointment on Board: April 13, 1999
- Other Board Memberships: Vice Chairman: Mohammad Hamad Al Mana Group Companies,
- Board Member: Qatar General Insurance & Re Insurance Co, Board Member: Qatar Navigation Co., Board Member: Arab Qatari Co. for Dairy Products
- Ownership: 1.57% (December 31, 2013)

Messrs. Jassim and Falah Trading and Contracting Co. – represented by Sh. Falah Bin Jassim Bin Jabor Bin Mohammad Al - Thani

- Non-Executive Board Member and Independent
- Member of Policies, Development and Remuneration committee
- Date of Appointment on Board: 27th Feb 2011
- Education: Bachelor of Finance
- Experience: EX- Minster of Civil Servant Affair Housing : 1996 to 2006

- Other Board Membership : Chairman of Board of Directors : National Leasing Holding
- Ownership: 1% (December 31, 2013)

Messrs. Al Khaleej Takaful Group – represented by Mr. Khalid Abdulaziz Al-Baker

- Non-Executive Board Member and Independent
- Date of Appointment on Board: 20h Feb 2013
- Education: Bachelor of Business Administration, Alexandria University - 1980
- Ownership: 0.77% (December 31, 2013)

Independent Board Members

The current composition of the Board does not include independent directors as required by the Code except for two. This is due to the fact that Board Members have been involved in the stewardship of the Bank over previous terms, and current market and social conditions.

Duties of Non-Executive Board Members

Non-Executive Board Members perform their role “as defined in the Bank’s approved Job Description” contributing by considering strategy objectively and providing effective stewardship of the governance framework in safeguarding shareholders’ interests.

The Non-Executive Board Members are actively involved in providing input to the Board’s activities as stipulated in the Board Charter, and review the Bank’s performance periodically and scrutinize the performance of management in achieving agreed goals. Where conflicts of interest arise they should have oversight in ensuring that Bank and Shareholders’ interests are maintained.

Duties of the Chairman of the Board

The role of the Chairman is to lead Doha Bank in achieving its strategic goals and to provide its shareholders with sustainable gains. The Chairman also leads the Board and oversees all aspects of its role and in setting its agenda. He may delegate specific duties to Board Members, Board Committees, Managing Director and CEO as appropriate. Additionally, he discusses with board members recommendations, improvements, strategic initiatives, annual budgets, new investment opportunities available and ensures that the board has performed its assigned duties. He also discusses general bank issues periodically with the members, ensures that there is a mechanism for evaluating board members, and communicates with shareholders. The Chairman also coordinates regularly with the CEO to retain the necessary financial and human resources to achieve the Bank’s goal, whilst monitoring performance periodically through the CEO.

Fiduciary Responsibilities

Each Board member owes the Bank by employing diligence, loyalty and integrity in support of the Bank's overall vision and in line with the Board Charter and the Bank's Code of Ethics. Board members act on an informed basis in the best interests of the Bank and in fulfillment of their responsibilities to the Bank. Board members therefore require to possess the required knowledge, experience and skills.

Board Meetings

The Board meets based on the invitation of the Chairman or two members of the Board. Each Board meeting has an agenda which is submitted to all members prior to the meeting giving enough time for preparation purposes. As per the Board Charter, the Board meets a minimum of 6 times (once every two months at a minimum). The Board met a total of seven times in 2013, last meeting was held on 24th November 2013.

Board Remuneration

The Bank has adopted a policy which regulates the disbursement of remuneration, bonuses and benefits. At the end of each year prior to the General Assembly meeting, the proposed remuneration for board members and the chairman is made available to the shareholders for discussion and approval. Additionally, other benefits provided to board members are reviewed by the Qatar Central Bank and the External Auditors, and subsequently sent to Qatar Central Bank and thereafter presented to the shareholders.

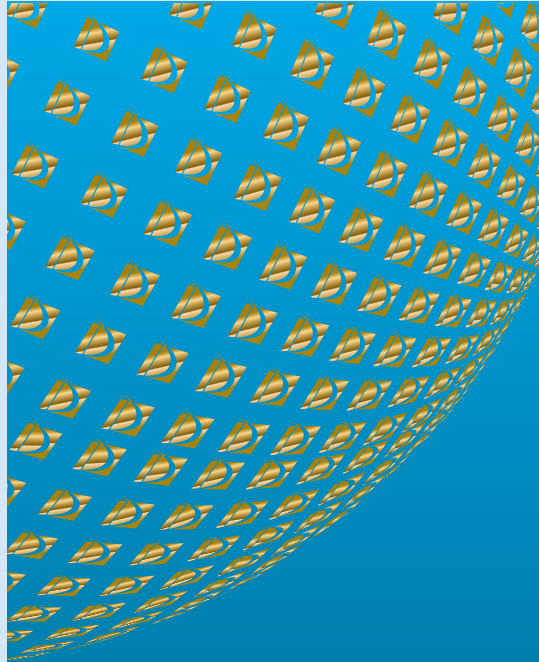
Senior Management Remuneration

The Bank has adopted a policy which regulates the process for assessing the performance of Senior Management according to strategic goals which are set on a 3 year basis. Based on the performance assessment and the Bank's results the additional benefits and bonuses are set. With regard to salaries, the Bank has adopted a salary scale which is approved by the Board.

Board Secretary

The Board appointed the current Board Secretary in July 2007, holding a Bachelor degree in law from Ain Shams University since 1987 and a Diploma in Law, 1988. It is in Doha Bank's view that the Board Secretary meets all the requirements of the Code.

The Board Secretary maintains all Board documentation and manages the overall processes related to Board Meetings. The Board Secretary reports directly to the Chairman, however, all members have access to the secretary's services.



GOVERNANCE REPORT

**FOR THE YEAR
2013**

GOVERNANCE REPORT

FOR THE YEAR
2013

Separation of Positions of Chairman and CEO

The Chairman and CEO duties and responsibilities are separated in the Bank and each position has clearly defined roles and responsibilities under its own Job Description.

Conflict of Interest and Insider Trading

Doha Bank has set in place several controls to prevent conflict of interest situations from occurring. Specifically, the bank has adopted a related party policy which will be published to shareholders in the near future. Related party transactions are approved by the Board/ Management based on materiality. As per Commercial Companies Law, if a board member has a conflict, he does not participate in the board meeting. It is also worth noting that the Bank has adopted a conflict of interest policy which must be complied with by all employees of the Bank.

Currently, monitoring and controls on insider trading are done by Qatar Exchange directly. A policy on insider trading has been adopted by the Bank.

Disclosure of Related Party Transactions

During the year, the bank has engaged with companies belonging to members of the Board of Directors. The bank has dealt with these companies in accordance with the bank's internal policy for dealing with related parties. These transactions were disclosed at the General Assembly Meeting of the bank held on February 20, 2013.

With regard to trading in the bank's shares, we would like to note that the bank's policy prevents the Chairman, Board members and executive managers from concluding any deals to buy or sell the bank's shares during the period of announcing to the public the date of the meeting of the Board of Directors to discuss the financial statements until the convention of the Board meeting and the disclosure of the financial statements to the public.

Other Board Practices and Duties

Consultancy: The Board may consult at the Bank's expense any independent expert or consultant. The Bank will consider including a clause in its Board Charter to allow non-executive members to seek consultancy services without obtaining Chairman/ Managing Director approval.

Access to documentation: As defined in the Board Charter, Board Members shall have full and immediate access to information, documents, and records pertaining to the Bank. The Bank's executive management shall provide the Board and its committees with all requested documents and information pertaining to Board decisions.

Nominations: the Bank has established a system for the nomination/appointment of Board Members. As



Senior Doha Bank officials cutting the ribbon at the inauguration of Doha Bank's new Al Mirqab branch

per the Nomination and Governance Committee roles and responsibilities, the committee should consider terms, qualifications and experience required for a nominee to take an active role as a Board Member. Hence, the committee will determine the standards necessary to elect the new Board Member.

Induction: Though a formal induction program has not yet been implemented, the Bank has put in place Corporate Governance Policies which include guidelines on Board induction program and formal trainings.

Governance: the Board will be kept up to date on governance practices through Management and the Board Nomination and Governance Committee.

Termination: Members whom do not attend Board meetings on a regular basis can be removed based on the Articles of Association of Doha Bank.

Self-Assessment: Templates and tools have been approved to perform an annual self-assessment which will be implemented in due course.

Remuneration: Doha Bank has adopted a Remuneration Policy for the Board and estimates Executive Management remunerations based on the Bank's overall performance and achievements of goals as stipulated in the Bank's strategy.

Board Committees

Board Committees are established to assist the Board of Directors in conducting their duties. Each

committee has developed terms of reference that defines the committee's roles and responsibilities in accordance with QFMA regulations and leading governance practices. Board Committee Terms of Reference will be published in the near future.

The following four Board Committees have been established at Doha Bank:

Audit, Compliance and Risk Committee

Membership: Non-Executive Board Member (Chairman), Vice Chairman (Member), Independent Member – not a member of the board and not a bank employee.

Roles and Responsibilities: The Committee is responsible for reviewing the financial statements, the work of external and internal auditors, the internal control environment, the compliance with regulations and laws and the management of risk at the Bank. The Audit Committee may seek independent professional advice for risk management and may hire consultants to assist it in performing its functions, and exercising its powers and responsibilities soundly. The Committee discusses with the external auditors the nature, scope and efficiency of the undertaken audits in accordance with International Audit Standards and International Financial Reporting Standards, and it also ensures the independence and objectivity of the external auditors by collecting information from them on their relationship with the bank, including the non-auditing services.

The Committee also reviews the annual and quarterly financial statements and inspects the bank's annual report and the notes contained therein, and in the other related control reports. It also reviews the important financial and accounting reports, including the complex cases and the unusual operations and the areas that require a high level of diligence and good judgment.

The Committee considers the effectiveness of the bank's risk management and internal control over annual, interim and regulatory financial reporting and other regulatory reporting, including information technology security. It also seeks clarifications from the management and the internal and external auditors as to whether the financial and operational controls are adequate and effective. The Committee ensures that the financial statements and the issued reports are in compliance with the accounting standards and practices accepted by QCB and QFMA, and with the listing regulations enforced by QE, as well as the disclosure rules and any other requirements governing the preparation of financial reports.

The Committee meets regularly during the year to discuss the reports of the Internal Audit Department, the Compliance Department and the Risk Management in addition to the reports issued by the External Auditors and QCB's inspection reports.

The Committee also reviews the quotations submitted by the external auditors for auditing the bank's accounts every year and submits recommendations thereof to the Board of Directors to select the most suitable auditor or to renew the term of the current auditor so as to submit a Board recommendation to the General Assembly of Shareholders.

The bank has approved a whistle-blowing policy to encourage the bank's employees to detect/ disclose any violations that may adversely affect the Bank. The critical issues are then reported to the Audit, Compliance & Risk Evaluation Committee which in turn ensures taking the necessary actions to rectify the violations.

The Audit Committee has met a total of seven times in 2013, which is above the requirements of quarterly meetings as defined by the code.

There has been no conflict between the Committee's recommendations and the Board's resolutions during the year.

Nomination and Governance Committee

Membership: Managing Director (Chairman of Committee) and 2 Non-executive Board Members (Members)

Roles and Responsibilities: The Committee reviews the nominations for the Board of Directors' membership and monitors the adherence to corporate governance principles at Doha Bank. It also identifies and nominates new members for the Board who have the

ability to make sound decisions on behalf of the bank and shareholders. The Committee takes into account the availability of a sufficient number of potential candidates who can perform their duties as Board Members. It also assesses their skills, knowledge and experience as well as their professional, technical, and academic qualifications and their personality. The Committee evaluates the candidates for the membership of the Board based on criteria including integrity, insight, acquired experience and the ability to devote sufficient time to manage the bank's affairs.

Policies, Development and Remuneration Committee

Membership: Managing Director (Chairman), 2 Non-Executive Board Members

Roles and Responsibilities: The Committee approves the bank's policies and strategies, and reviews the remuneration framework for the executive management and the Board. The Committee is also responsible for drawing up the general policy of bonuses and benefits of the Board of Directors, CEO and senior executives based on the achievement of the bank's long-term strategic goals. The Committee also reviews the pay scale and other employment benefits of the bank's employees and makes recommendations to the Board of Directors for approval. The allowances and benefits of the Chairman, Board members and Board committees are presented to the shareholders at the General Assembly Meeting at the end of each financial year for approval.

Executive Committee

Membership: Chairman (Chairman of Committee), Vice Chairman (Member) and Managing Director (Member)

Roles and Responsibilities: providing assistance to the Board and reviewing/ approving credit facilities within delegated authority

Due to the current Board composition, Doha Bank has been unable to fulfill the requirement of having a majority of members being independent in the Audit, Compliance and Risk Committee and in the Policies, Development and Remuneration Committee, and the Nomination and Governance Committee. Doha Bank will consider changes in the composition of these committees in the future taking into consideration market considerations.

INTERNAL CONTROL, COMPLIANCE, RISK MANAGEMENT AND INTERNAL AUDIT

Internal Control

The general objective of the internal controls procedures of Doha Bank is to safeguard assets and capital and to ensure the reliability of Doha Bank's and its subsidiaries' financial recordkeeping. Doha Bank has adopted a process of internal controls that allow Management to detect errors in procedures or

financial recordkeeping. Doha Bank's internal control framework includes the establishment of strong finance, risk management, compliance and internal audit departments which support in establishing a strong internal control framework.

The Internal Control Framework is overseen by the Audit, Compliance and Risk Committee. The Internal Audit, Compliance and Risk Departments respectively provide periodic reports to the Audit, Compliance and Risk Committee on:

- The major risks associated with the banking business related to Strategic, Reputation, Compliance, Legal, Credit, Liquidity, Market, and Operational Risks;
- Overall compliance of the Bank with rules and regulations;
- Internal Audit and External Audit recommendations and findings.

The Board of Directors has approved policies related to Internal Audit Department, Compliance Department and Risk Management Department.

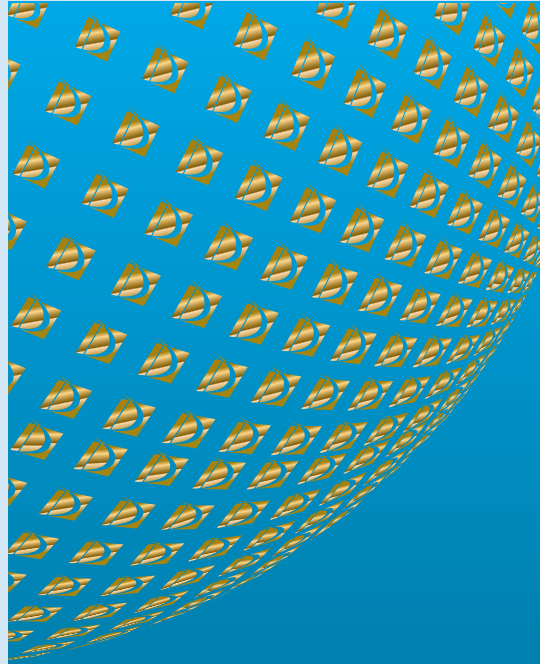
Compliance

The main responsibility of the Compliance Department at the Bank is to assist the Board and Bank's Executive Management in managing and controlling the Compliance risks efficiently and to protect the Bank from financial losses "if any" due to failure of compliance. Compliance risks include risk of legal/regulatory sanctions, material financial loss, or loss of reputation. Compliance also assists the board of directors and executive management in improving the internal controls procedures that will mitigate Compliance, AML and Anti – Terrorist Financing (ATF) risks. Moreover, Compliance acts as a liaison between the Bank and the respective regulators and updates management with new laws and regulations.

Internal Audit

The Bank has an independent Internal Audit Department that reports to the Board of Directors through the Audit, Compliance and Risk Evaluation Committee on a periodic basis. The Internal Audit is carried out by operationally independent, appropriately trained and competent staff. The Internal Audit employees have access to all the bank's activities, documents and reports that are needed to accomplish their missions. The Internal Audit team does not perform any activities in relation to bank's daily regular activities and all their bonuses and benefits are directly determined by the Board of Directors.

The Internal Audit Department operates in accordance with an audit plan that is approved by the Audit, Compliance and Risk Evaluation Committee. This plan includes a review and evaluation of the internal control systems of the various branches and departments of the bank.



GOVERNANCE REPORT

**FOR THE YEAR
2013**

GOVERNANCE REPORT

FOR THE YEAR 2013

Risk Management

The Bank has consistently and continually monitored risks and processes across the organization to identify, assess, measure, manage and report on opportunities and threats that could impact the achievement of the Bank's objectives. The Board and the Executive Management are ultimately responsible for all the risks assumed by the Bank. They seek to balance the risk profile against sustainable returns to achieve the business goals of the Bank. The Board has engaged qualified professionals and has set policies and procedures, risk limits, organizational framework, committees, authority levels and accountability. Currently, the process of identifying and assessing risk is performed through periodic risk assessments.

Implementation of the Risk Management Framework is entrusted to a highly competent team and is controlled and implemented through various senior level management committees chaired by the Chief Executive Officer covering Credit, Investment and Asset & Liability Management.

INTERNAL CONTROL ASSESSMENT

The Board receives periodic reports on the internal control framework from Senior Management and control functions such as Internal Audit, Compliance and Risk Management. Such reports are assessed and scrutinized by the Board to ensure that the internal control framework is being implemented according to management prerogatives. The Board views that the current processes adopted for internal control by the Board and Senior Management are robust for Doha Bank's operations.

No major breach of control or internal control failure has taken place which has affected or may affect Bank's financial performance during 2013.

VIOLATIONS OF LISTING REQUIREMENTS

The Bank complies with the rules and conditions which control the disclosure and listing operations in the market. For the financial year 2013, the Company did not have any violations.

EXTERNAL AUDIT

Annually, the external account auditors are appointed by the General Assembly of Shareholders based on a recommendation submitted by the Board of Directors. The bank takes into consideration the instructions of the regulatory authorities related to the appointment of external auditors in terms of the number of times for the appointment of any auditor. The Board of Directors also takes QCB's prior approval for the nomination of an external auditor/ more than one external auditor for the approval of the General Assembly of Shareholders. After choosing an external auditor by the General Assembly of Shareholders, an engagement letter is signed between the two parties.



Dr. R. Seetharaman, Doha Bank Group CEO, receiving The Banker's award at the awards ceremony in London

Under this engagement, the external auditor shall be required to comply with the best professional standards and exert the necessary professional due diligence upon conducting any audit assignment, and to inform the regulatory authorities in the event of the failure of the Bank (the Board) to take appropriate actions towards the material issues that have been raised by them. The external auditor also reviews the balance sheet and profit & loss accounts.

Qatar Financial Markets' Authority stipulated that the external auditor cannot conclude any contracts to provide any consultancy or other services apart from its audit missions for the bank (Article 19 of QFMA's Code). However, the bank believes that more value will be achieved for the bank if the external auditor performs at certain times some advisory tasks in addition to their auditing tasks, and that this doesn't involve any conflict of interests.

DISCLOSURE AND SHAREHOLDERS RIGHTS

Doha Bank considers its shareholders as key stakeholders. Doha Bank has established a Shareholder Relations function which is responsible for addressing shareholder queries. Currently, the shareholder register details are maintained by the Qatar Exchange, while Doha Bank can provide general information such as financial statements, articles of association and by-laws of the Bank to its shareholders.

Doha Bank strives to provide shareholders with sufficient data to analyze Doha Bank performance

and to take decisions on Board Member elections and other matters such as dividends (a dividend policy is adopted). Doha Bank ensures that its assembly meetings and the mechanism for voting adopted is in accordance with commercial companies' law.

Disclosure Duty

Doha Bank adheres to all the disclosure requirements issued by Qatar Financial Markets' Authority, where the bank discloses all its financial information and any activities carried out by the bank in a transparent manner to its shareholders and the public through Qatar Exchange and the local newspapers and the Bank's website. The bank's Board is keen to ensure that all information is accurate, correct and not misleading. The Corporate Governance Report contains details on the composition of the Board of Directors as well as information about the Board members and the Board committees.

Doha Bank confirms that all financial statements are prepared in accordance with the International Financial Reporting Standards and the relevant QCB regulations, and that the external auditor of the Bank prepares its reports in accordance with the International Standards on Auditing (ISA) after obtaining all the necessary information, evidences and confirmations and following the appropriate audit procedures. The bank has provided the shareholders with all the interim and annual financial reports.

Access to Information

Doha Bank has a web site through which all information about the bank is published, such as the annual and quarterly financial statements and the Board of Directors' Report and the Corporate Governance Report in addition to the annual report and any other information relating to the management of the Bank and the Board of Directors and the products, services and branches of the bank.

Shareholders' Rights and Shareholders' Meetings

The bank's Articles of Association include provisions that ensure the shareholders' right to attend the General Assembly meetings. The General Assembly shall meet at the invitation of the Board of Directors at least once a year at the time and place determined by the Board of Directors after the approval of the Commercial Affairs Department at the Ministry of Business and Trade. The Assembly should be convened within four months as of the end of the financial year of the bank. The Board may call the General Assembly for convention whenever necessary, but it should call for a meeting if such a request has been submitted for serious reasons by the auditor or by a number of shareholders holding not less than 10% of the capital within fifteen days as of the date of the request. The Extraordinary General Assembly may be convened based upon an invitation from the Board of Directors itself, but the Board should also call for such a meeting if requested to do so by a number of shareholders holding at least 25% of the bank's share capital.

Equitable Treatment of Shareholders

According to the bank's Articles of Association, each shareholder shall have the right to vote on the General Assembly's resolutions and shall have a number of votes equal to the number of his shares. Minors and incompetent shareholders shall be represented by their legal proxies at the meeting.

Voting at the General Assembly shall take place by raising hands or as decided by the General Assembly. Voting must be by secret ballot if the decision relates to the election of the Board members, or their dismissal or initiating legal procedures against them; or if the Chairman of the Board of Directors or a number of shareholders comprising at least one tenth of the voters present at the meeting so request.

Proxy for attending the General Assembly is permissible, but it is stipulated that the proxy must be a shareholder and it should be private and confirmed in writing. Moreover, a shareholder may not appoint one of the board members to attend the meetings of the General Assembly on his behalf.

Under all circumstances, the number of shares which the proxy possesses in this capacity may not exceed 5% of the bank share capital except in the case where the proxy represents Qatar Investment Authority.

Shareholders' Concerning Board Members' Elections

After obtaining the approval of the competent regulatory authorities, the bank shall announce that nominations are open for the membership of the Board of Directors in the local newspapers, and then the Nomination & Corporate Governance Committee, after the closure of the nomination period, shall study the applications received from shareholders. After obtaining Qatar Central Bank approval and the Ministry of Business and Trade, these names shall be submitted to the Ordinary General Assembly of Shareholders to elect new Board members from the nominees. Each share shall have one vote and there is nothing stated in the bank's Articles of Association providing for the cumulative voting of shareholders.

Shareholders' Rights Concerning Dividend Distribution

The Board of Directors shall propose the distribution of dividends to the General Assembly every year according to the bank's policy for dividend distribution as approved by the Board of Directors under the governance policy and the bank's Articles of Association. The Articles of Association of the bank allow the distribution of dividends to the shareholders after deducting 10% of the net profit of the bank to be appropriated for the legal reserve. The General Assembly may suspend this deduction once the reserve reaches 100% of the paid up capital. But if this reserve becomes less than the mentioned percentage, then the deduction should be resumed until the reserve reaches that percentage. The legal reserve may not be distributed to the shareholders except in the cases permitted by the Qatari Commercial Companies Law and after obtaining the approval of Qatar Central Bank. Upon a proposal from the Board of Directors, the General Assembly may annually decide to deduct a portion of the net profits to the optional reserve account. This reserve may be used as deemed fit by the General Assembly. A portion of the profits as determined by the General Assembly shall be deducted to meet the obligations imposed on the company by virtue of the Labor Law. The remaining profit amount shall then be distributed to the shareholders or shall be brought forward to the next year, based upon a proposal from the Board of Directors and subject to the approval of the General Assembly.

Shareholders' Rights and Major Transactions

Doha Bank is a Qatari shareholding company with a capital of QR 2,583,722,520 divided into 258,372,252 ordinary nominal shares, at a value of QR (10) per share, listed on Qatar Exchange. With the exception of Qatar Holding "The Government of Qatar", which owns 16.68% of the shares, any natural or legal person neither shall possess more than 2% of the bank's shares nor less than 100 shares, with

the exception of ownership by way of inheritance. However, Qatar Investment Authority may buy and own up to 20% of the bank's share capital. The Extraordinary General Assembly may approve the registration of a number of shares, not exceeding 20% of the share capital, in the name of a trusted depository agent in the event of a capital increase through the issuance of global depository receipts. The investment funds shall be considered as a single investment group, regardless of their number, if each is managed by one natural or judicial person, or if the founder in each is a natural or judicial person. In these two cases, the investment group shall not own more than 2% of the capital shares. Foreigners, on the other hand, may invest in the shares of the bank up to 25% of the issued capital. Doha Bank hereby confirms that there are no shareholder agreements related to capital structuring and the exercise of shareholder rights.

STAKEHOLDER RIGHTS

Doha Bank endeavors to maintain equitable and fair treatment of all its stakeholders. To enhance ethical conduct by the Bank's employees, each employee must abide by Doha Bank's Code of Ethics which stipulates ethical principles that each employee must demonstrate. Any breaches of ethical conduct are investigated and, as appropriate, disciplinary and corrective action is taken. Moreover,

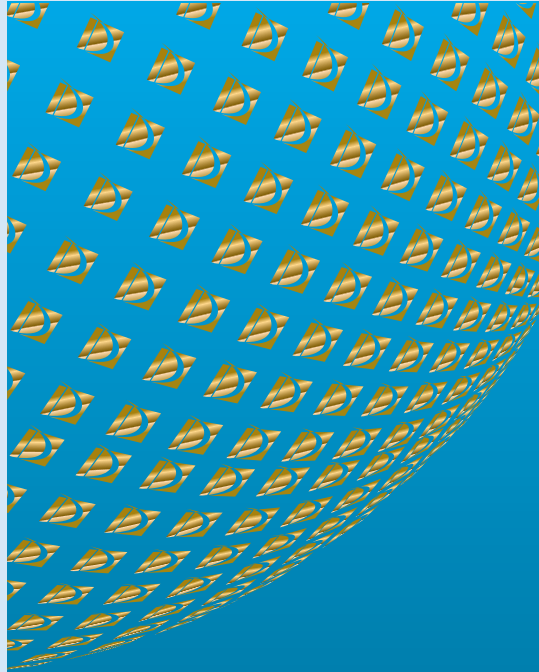
Doha Bank has established a whistle-blowing policy, whereby employees can report concerns without fear of retribution. Such concerns are reviewed and, as necessary, investigated and reported to the Audit, Compliance and Risk Committee.

It is also worth noting, that Doha Bank has standardized its processes related to compensation and assessment of employees by adopting a performance appraisal scheme and a staff compensation and benefits structure.

BANK BRANCHES, REPRESENTATIVE OFFICE AND SUBSIDIARIES

Doha Bank has 31 local branches, three overseas branches in the United Arab Emirates (Dubai and Abu Dhabi) and the State of Kuwait, and eleven representative offices in the London, Singapore, Turkey, China, Japan, South Korea, Germany, Australia, Canada, Hong Kong and Sharja. In addition, the Bank fully owns Doha Bank Assurance Company L.L.C., a company registered under the Qatar Financial Centre and owns Doha Finance Limited registered in the Cayman Islands and primarily used for debt issuance on behalf of the Bank's Shareholders.

Fahad Bin Mohammed Bin Jabor Al Thani
Chairman



GOVERNANCE REPORT

FOR THE YEAR
2013

RETAIL BANKING PRODUCTS & SERVICES

Accounts

- Current Accounts
- Al Dana Saving Accounts
- Call Accounts
- Fixed Deposit Accounts
- Smart Deposit Accounts
- Al Dana Young Saver Accounts
- Upfront Fixed Deposit

Special Packages

- Welcome Pack for newcomers
- Q's Pack
- Ladies Pack (Al Asriya)
- Non Resident Indian Pack
- Non Resident Lebanon Pack

DBank Channels & Services

(Electronic Channels & Services)

- DBank Online
- DBank Remit
- DBank ATM Network
- DBank ATM Cash Deposit
- DBank ATM Cheque Deposit
- DBank SMS
- DBank Dial
- DBank eBranches
- DBank Mobile Banking
- DBank eStatement
- Electronic Bill Payments & Direct Debit
- Doha Sooq
- Ooredoo Hala eVouchers
- Vodafone Red eVouchers
- D-Cardless (withdrawals/bill payments/credit card payments)
- Instant Fund Transfers

Doha Bank Cards

- Dream Credit Card (Free for Life)
- VISA Electron Debit Card
- Dream Loyalty Program
- Merchant Acquiring Services
- Dream Platinum Credit Card
- Payroll Card

- Doha Bank Gold American Express Card
- Doha Bank LULU Co-Branded Credit Card
- Al Riyada Infinite Card
- Al Riyada Platinum Debit Card
- Green Credit Card
- SME Debit Card
- SME Credit Card
- 0% Payment plans

Loans

- Personal Loans
- Car Loans
- Gold Loan
- Housing Loans (New Construction, Under Construction, Freehold & Leasehold)
- Education Loans
- Personal Loan – Rental Income
- Air for Surrogate Loan

Bancassurance

Services & Products

- Home Insurance
- Travel Insurance
- Medical Insurance
- Personal Accident Insurance
- Motor Insurance
- Child Educational Plan
- Retirement/Pension Plan
- Critical Insurance
- Life insurance

e-Commerce

- www.dohasooq.com
- Doha Bank Internet Payment Gateway
- Internet Card – Click Card

Hello Doha Services

44456000 Available 24 / 7



DOHA BANK BRANCH DIRECTORY

LOCAL BRANCHES

1. **Main Branch**
P.O. Box: 3818, Doha, Qatar
Tel: 44456600
Fax: 44416631 / 44456837
Telex: 4534-DOHBNK
Swift: DOHA QA QA
2. **Mushaireb**
P.O. Box: 2822, Doha, Qatar
Tel: 44025342 / 43 / 44
Fax: 44025335 / 44025336
Telex: 4825-DBMSB DH
Swift: DOHBQAQAMSB
3. **Museum**
P.O. Box: 32311, Doha, Qatar
Tel: 40153152 / 53
Fax: 40153150
Telex: 4534-DOHBNK
Swift: DOHA QA QA
4. **New Souq Area**
P.O. Box: 24586, Doha, Qatar
Tel: 44375990 / 44372639
44375816
Fax: 44358071
5. **Central Market**
P.O. Box: 3818, Doha, Qatar
Tel: 40153191 / 96
Fax: 40153186
Swift: DOHB QA QA
6. **City Center**
P.O. Box: 31490, Doha, Qatar
Tel: 44115038 / 39 / 41 / 42
Fax: 44115018
Swift: DOHB QA QA
7. **West Bay**
P.O. Box: 9818, Doha, Qatar
Tel: 40153101 / 09
Fax: 40153100
Telex: 4883-DBBAY DH
Swift: DOHB QA QA
8. **Al Kheratiyat**
P.O. Box: 8212, Al Kheratiyat, Qatar
Tel: 44783397 / 98
Fax: 44783326 / 44780618
Telex: 5051 DOHB QA QA
Swift: DOHB QA QA
9. **Bin Omran**
P.O. Box: 8646, Doha, Qatar
Tel: 44875031 / 33 / 34
Fax: 44874670
10. **C-Ring Road**
P.O. Box: 3846, Doha, Qatar
Tel: 44659419 / 20 / 21
Fax: 44659288
Telex: 4534
Swift: DOHB QA QA
11. **Gharafah**
P.O. Box: 31636, Doha, Qatar
Tel: 44874665 / 67
Fax: 44874673
12. **Najma**
P.O. Box: 23449, Doha, Qatar
Tel: 44270575 / 44250576
Fax: 44270595
13. **Handasa**
P.O. Box: 31430, Doha, Qatar
Tel: 44371843 / 44375148
Fax: 44371330
14. **D-Ring Road**
P.O. Box: 31420, Doha, Qatar
Tel: 44257649 / 50 / 51
Fax: 44257646
15. **Old Airport**
P.O. Box: 22714, Doha, Qatar
Tel: 44257667 / 69
Fax: 44257657
Swift: DOHA QA QA
16. **Corporate**
P.O. Box: 3818, Doha, Qatar
Tel: 40155750 / 51 / 54
Fax: 40155745
Swift: DOHA QA QA
17. **Al Mirqab**
P.O. Box: 8120, Doha, Qatar
Tel: 40153266 / 67
Fax: 40153264
18. **Salwa Road**
P.O. Box: 2176, Doha, Qatar
Tel: 44682180 / 81
Fax: 44681768
Telex: 4744-DBSWA DH
Swift: DOHB QA QA SRB
19. **Industrial Area**
P.O. Box: 40665, Doha, Qatar
Tel: 44606941 / 42 / 43
Fax: 44606175
20. **Abu Hamour**
P.O. Box: 47277, Doha, Qatar
Tel: 40153253 / 54
Fax: 40153250
21. **Abu Samra**
P.O. Box: 30828, Abu Samra, Qatar
Tel: 44715634 / 44715623
Fax: 44715618 / 31
22. **Dukhan**
P.O. Box: 100188, Dukhan, Qatar
Tel: 40153312 / 17
Fax: 44711090
Telex: 4210-DBDKN DH
Swift: DOHB QA QA DKB
23. **Al Khor**
P.O. Box: 60660, Al Khor, Qatar
Tel: 44722916 / 15
Fax: 44722157
Swift: DOHB QA QA
24. **Umm Salal**
P.O. Box: 2389, Doha, Qatar
Tel: 44257403 / 05 / 06
Fax: 44172010
Swift: DOHB QA QA
25. **Ras Laffan**
P.O. Box: 31660, Ras Laffan, Qatar
Tel: 44748665 / 66
Fax: 44748664
Telex: 4825-DBMSB DH
Swift: DOHB QA QA
26. **Al Ruwais**
P.O. Box: 70800, Al Ruwais, Qatar
Tel: 44731378
Fax: 44731372
Swift: DOHB QA QA
27. **Wakra**
P.O. Box: 19727, Wakra, Qatar
Tel: 40153177 / 78
Fax: 40153185
Swift: DOHB QA QA
28. **Mesaieed**
P.O. Box: 50111, Mesaieed, Qatar
Tel: 44771984 / 85
Fax: 44770639
Telex: 4164-DBUSB DH
Swift: DOHB QA QA USB
29. **Al Rayyan**
P.O. Box: 90424, Al Rayyan, Qatar
Tel: 44257135 / 36
Fax: 44119471
Swift: DOHB QA QA
30. **Aswaq Moaither**
P.O. Box: 31620, Doha, Qatar
Tel: 44818075 / 76 / 78
Fax: 44818079
Swift: DOHB QA QA
31. **Aspire**
P.O. Box: 22082, Doha, Qatar
Tel: 44144942 / 45
Fax: 44144947
Swift: DOHB QA QA

OVERSEAS BRANCHES & REPRESENTATIVE OFFICES

International Banking Department - Head Office

Mr. Ganesan Ramakrishnan

Acting Head - International Banking
P.O. Box 3818, Doha, Qatar
Tel: +974 4015 4844
Fax: +974 4015 4822
Mobile: +974 5589 5101
E-mail: gramakrishnan@dohabank.com.qa

Overseas Branches

Kuwait Branch

Mr. Ahmed Yusuf Ahmed Almezza

Chief Country Manager
Ahmed Al-Jaber Street
Abdullatif Al-Sarraf Tower
Block No. 1, Plot No.3
P.O. Box 506, Safat 13006, Sharq, Kuwait
Tel: +965 2291 7217
Fax: +965 2291 7229
Mobile: +965 6632 0202
Email: aalmezza@dohabank.com.kw

Abu Dhabi (UAE) Branch

Mr. Pierre Matar

Head of Abu Dhabi Branch
Al Otaiba Tower, Najda Street
P.O. Box 27448, Abu Dhabi, UAE
Tel: + 971 2 6944888
Fax: + 971 2 6944844
Mobile: + 971 50 6416739
Email: pmatar@dohabank.com.qa

Dubai (UAE) Branch

Mr. Nael Zahi Rashed El - Zaghera

Acting Head of Dubai Branch,
Ground Floor, 21st Century Tower
Sheikh Zayed Road
P.O. Box 125465, Dubai, UAE
Tel: +9714 407 3100
Fax: +9714 321 9972
Mobile: +971 56 2120595
Email: nelzaghera@dohabank.com.qa

Representative Offices

Australia Representative Office

Mr. Hilton Wood

Chief Representative
Level 33,264 George Street
Australia Square
Sydney, NSW 2000, Australia
Tel: +612 8211 0628
Fax: +612 9258 1111
Mobile: +61 419032419
Email: hilton.wood@dohabank.com.au

Japan Representative Office

Mr. Kanji Shinomiya

Chief Representative
Kioicho Building 8F B-3
3-12 Kioicho, Chiyoda-ku
Tokyo, 102-0094, Japan
Tel: +813 5210 1228
Fax: +813 5210 1224
Mobile: +81 90 1776 6197
Email: kanji.shinomiya@dohabank.jp

South Korea Representative Office

Mr. K. S. Kwon

Chief Representative
18th Floor, Kwanghwamoon Building
211, Sejong-Ro, Chongro-ku
Seoul, Postal Code 110822
South Korea
Tel: +82 2 723 6440/ 44
Fax: +82 2 723 6443
Mobile: +82 103 897 6607
Email: kskwon@dohabank.co.kr

China Representative Office

Mr. Peter Lo

Chief Representative
Suite 360, No.1376 Nanjing Road (W)
Shanghai Center, Shanghai 200040
Peoples Republic of China
Tel: +8621 6279 8006 / 8008
Fax: +8621 6279 8009
Mobile: +86 13 9179 81454
Email: peterlo@dohabanksh.com.cn

Singapore Representative Office

Mr. M. Sathyamurthy

Regional Manager - Asia
7 Temasek Boulevard
#08-03A, Suntec Tower One
Singapore, 038987 Singapore
Tel: +65 6513 1298
Mobile: +65 8 126 6333
Email: sathyamurthy@dohabank.com.sg

Hong Kong Representative Office

Mr. Ivan Lew Chee Beng

Chief Representative
Suite 1937, Level 19
Two International Finance Centre
8 Finance Street, Central, Hong Kong
Tel: +852 2251 1961
Fax: +852 2251 1818
Mobile: +852 9666 5237
Email: ivanlew@dohabank.com.hk

Turkey Representative Office

Mr. Nezh Akalan

Chief Representative
Bagdat Palace Apt.
Bagdat Cad.No. 302/1, D:14
Caddebostan Kadikoy, 34728,
Istanbul, Turkey
Tel: +90 216 356 2928 / 2929
Fax: +90 216 356 2927
Mobile: +90 532 331 0616
Email: nezhakalan@dohabankturkey.com

Germany Representative Office

Mr. Maik Geller

Chief Representative
16th Floor, Excellent Business Center
Opera Tower
Bockenheimer Landstrasse 2 - 4
D-60306 Frankfurt/Main, Germany
Tel: +49 69 667 748 214 / 215
Fax: +49 69 667 748 450
Mobile: +49 170 321 4999
E-mail: office@dohabank.eu

United Kingdom Representative Office

Mr. Richard H. Whiting

Chief Representative
67 / 68 First Floor,
Jermyn Street
London SW1Y 6NY UK
Tel: +44 20 7930 5667
Mobile: +44 790 232 2326
Email: office@dohabank.co.uk

Sharjah (UAE) Representative Office

Mr. S. Krishna Kumar

Chief Representative
First Floor,
104, Index Tower,
Al Majaaz Area,
Sharjah, U.A.E.
Tel: +9716 552 5656/5612/5615
Fax: +9716 552 5657
Mobile: +971 56 176 0625
Email: Krishnakumar@dohabank.ae

Canada Representative Office

First Canadian Place
100 King Street West
Suite # 5600, Toronto, ON
M5X 1C9, Canada
Tel: + 1 647 255 3130
Fax: + 1 647 255 3129

Pay Offices

Office Name	Telephone No.	Fax No.
QP, Ras Abu Aboud, Doha	44402997 / 44402580	44402439
QP, NGL, Mesaieed	44774359	44774359
QP, Central Office Bldg	44771309	44771309
QP, Pay Office, Dukhan	44712298	44712660
Umm Baab, Dukhan	44712236	44712678
Chamber of Commerce (D Ring Rd.)	44674515	44674035
QPost - Main	44839210	44839157
QPost - Teyseer	44621299	44621552
QPost - Muntaza	44352894	44354284
Woqood	77846485 / 44114375	44114372
Pakistan Embassy	55629705 / 44176196	44176196
QP Al Handasa	44375738 / 44374870	44376022

E-Branches

Royal Plaza	Tel : +974 44131894 / 95 Fax : +974 44341760
Lulu Gharafa	Tel : +974 44780673 / 59 Fax : +974 44780615
Moaitheer	Tel : +974 44801949 Fax : +974 44802285
DBAC Office	Tel : +974 44434179
Muntazah	Tel : +974 44434178
LuluHypermarket	Tel : +974 44660761 / 44665122 Fax : +974 44663719
Parco Mall	Tel : +974 40153126 / 3127 Fax : +974 40153130
Lulu Al Khor	Tel : +974 40153128 / 30 Fax : +974 44726147
Abu Hamour	Tel : +974 44692198 Fax : +974 44509259
Payroll Card Center	Tel : +974 44420726 Fax : +974 44420632

DOHA BANK AWARDS

Due to the strong financial position enjoyed by Doha Bank and its pioneering role in delivering innovative banking products and services, Doha Bank has been recognised by numerous professional bankers and institutions.

The Bank is recognised for its strong financial as well as non-financial indicators. The categories in which Doha Bank scored high points were the development of innovative quality products, the expansion of the Bank's distribution network, and the Bank's commitment to continually improving product and service quality, along with its unique approach to customer service.

In addition to the accolades awarded to the Bank, in recognition of his visionary leadership, Doha Bank Chairman H.E. Sheikh Fahad Bin Mohammad Bin Jabor Al Thani was honored in 2013 with the Business Excellence Award from the Asian Business Leadership Forum.

The Bank's areas of leadership include:

Bank of the Year Qatar 2013

The Banker

Best Regional Commercial Bank in the Middle East 2013

Banker Middle East

Best Commercial Bank - Qatar 2013

International Finance Magazine

Global Award for Sustainability 2013

Golden Peacock

Innovative Retail Bank in the Middle East 2013

Global Banking and Finance

Peak of Success Award 2013

The Bizz

Best Credit Card 2013

Banker Middle East

eBanking Excellence Award 2013

Middle East Excellence Awards Institute

Best Corporate Social Responsibility Programme in the Middle East 2013

EMEA finance Magazine

2013



Bank of the Year - Qatar

2013



Best Regional Commercial Bank
In The Middle East

2013



The BIZZ - Peak of Success Award

2013



Golden Peacock Award
For Global Sustainability

2013



Best Commercial Bank in Qatar

2013



Most Innovative
Retail Bank

2012



Best Corporate social
Responsibility Programme
in the Middle East

2012



Best Bank in Qatar

2012



The BIZZ - World
Business Leader Award

2012



The Golden Europe Award for
Quality & Commercial Prestige

2012



Best Corporate CSR Award

2012



Best Performing Trade
Correspondent

2012



Most Innovative Bank
in the Middle East

2012



Best Bank in Qatar

2011



Best Bank in Qatar

2011



Bank of the Year in Qatar

2011



Best Commercial Bank in Qatar

2011



Golden Peacock Global Award
for Corporate Social Responsibility

2011



Golden Peacock Global Award
for Sustainability

2010



Best Customer Care Centre

2010



Best Commercial Bank
in the Middle East

2009



Best Commercial Bank
in the Middle East

2008



Best Bank in Qatar

2008



Best Green Bank

GLOBAL PERSPECTIVE LOCAL EXPERTISE



تورنتو
TORONTO



د. ر. سيتارامان
الرئيس التنفيذي لمجموعة
بنك الفوجة
Dr. R. Seetharaman
Group Chief Executive
Officer



ريتشارد وايتنج
رئيس تمثيلي
Richard Whiting
Chief Representative

لندن
LONDON



مايك جيلرت
رئيس تمثيلي
Maik Gellert
Chief Representative

فرانكفورت
FRANKFURT



نزيه عقلان
رئيس تمثيلي
Nezh Alkalan
Chief Representative

اسطنبول
ISTANBUL



أحمد يوسف
أحمد المهزع
المدير الإقليمي
Ahmed Yusuf
Ahmed Almhza
Chief Country Manager



بيير ماطر
مدير الأعمال
Pierre Matar
Head of Branch



اس كريشنا كومار
رئيس تمثيلي
S. Krishna Kumar
Chief Representative



نائل زاهي راشد الزاغة
رئيس الفرع بالإتابة
Nael Zahi Rashed
El - Zagha
Acting Head of Branch

الكويت
KUWAIT

الدوحة
DOHA

أبو ظبي
ABU DHABI

دبي
DUBAI

الشارقة
SHARJAH

ACROSS THE GLOBE AND ON EVERY CORNER

رؤية عالمية شاملة. خبرات محلية متميزة.



ك. س. كيون
رئيس تمثيلي
K. S. Kwon
Chief Representative



كانجي شينومييا
رئيس تمثيلي
Kanji Shinomiya
Chief Representative



بيتر لو
رئيس تمثيلي
Peter Lo
Chief Representative



ايفان لو تشي بينغ
رئيس تمثيلي
Ivan Lew Chee Beng
Chief Representative



هيلتون وود
رئيس تمثيلي
Hilton Keith Wood
Chief Representative



م. ساتيامورثي
رئيس تمثيلي
M. Sathyamurthy
Chief Representative

سيول
SEOUL
شانغهاي
SHANGHAI
هونغ كونغ
HONG KONG

سنغافورة
SINGAPORE

طوكيو
TOKYO

سيدني
SYDNEY

حول العالم وبالقرب منك.