

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR
ENDED 31 DECEMBER 2023

KEY GOVERNANCE EVENTS IN 2023

January

- Appointment of new Shari'a Supervisory Board
- Sheikh Dr. Walid Bin Hadi
 - Sheikh Dr. Abdoulaziz KH H A Al Qassar
 - Sheikh Dr. Mohammed Ohmain

March

- The Bank held its Annual General Meeting (AGM).

April

- Appointment of Muhammad Tauseef Malik as the Bank's Chief Financial Officer (CFO).

July

- Appointment of Mohammed Ismail Al Emadi as the Bank's Chief Executive Officer (CEO).

September

- Appointment of Glenn Johnstone as the Bank's Chief Investment Officer (CIO).

CHAIRMAN'S GOVERNANCE STATEMENT

Dear Shareholders,
I am pleased to present the Board's Annual Report on Corporate Governance for fiscal year 2023.

In the face of dynamic shifts in the global investment market, Lesha Bank LLC (Public) underscores the significance of Governance in securing our long-term stability, growth, and success. We emphasize that effective governance transcends mere compliance, becoming a cornerstone of our corporate culture. This requires the awareness and active engagement of our entire staff.

As we navigate the trajectory of further business expansion and portfolio diversification, striving for adaptability, sustainability, resilience, and agility, the Board of Directors affirms that for the fiscal year concluding on December 31, 2023, Lesha Bank adhered to the Corporate Governance requirements outlined in the Governance Code for Companies and Legal Entities Listed in the Main Market No. (5) of 2016 issued by the Qatar Financial Markets Authority, and the Governance and Controlled Functions Regulation of 2020 issued by the Qatar Financial Centre Regulatory Authority.

The Board further attests to Lesha Bank's continued compliance with the rules and regulations pertinent to its status as a Qatar Stock Exchange-listed entity. This adherence

extends to the Offering and Listing of Securities Rulebook issued by the Qatar Financial Markets Authority and its subsequent amendments.

This report was compiled with meticulous attention to detail in line with our firm commitment to disclosure and transparency. We recognize the paramount importance of building trust and confidence among our customers and investors and we will remain dedicated to updating our governance practices continually to meet the evolving demands of our business and the markets in which we operate.



Sheikh Faisal bin Thani Al Thani
Chairman of the Board

1. INTRODUCTION

This Corporate Governance Report presents the corporate governance model and system adopted by Lesha Bank LLC (Public) ("Bank" or "Lesha Bank"). Lesha Bank's corporate governance system is consistent with the principles contained in the Governance Code for Companies and Legal Entities Listed in the Main Market No. (5) of 2016 ("QFMA Corporate Governance Code") issued by Qatar Financial Markets Authority, the Governance and Controlled Functions Regulation of 2020 issued by Qatar Financial Centre Regulatory Authority ("QFMA"), and the applicable rules and regulations relevant to its business and to being a listed entity on Qatar Stock Exchange including the Offering and Listing of Securities Rulebook issued by Qatar Financial Markets Authority as amended from time to time to which the Bank has adhered to. Lesha Bank is aware that an efficient corporate governance system is one of the essential elements for achieving its strategic objectives and the interests of its shareholders and other stakeholders. It is key to highlight that throughout the year ended 31 December 2023, Lesha Bank has achieved compliance with the provisions of the QFMA Corporate Governance Code as set out in Article 3 of the mentioned code. Lesha Bank has also complied with the disclosure requirements of Qatar Exchange ("QE"), including the disclosure of quarterly, semi-annual and annual accounts, immediate announcement to the market of price-sensitive information, and disclosure of the notice of the Annual General Assembly and Extraordinary General Assembly, according to the deadlines specified by QE regulations. Lesha Bank will continue next year to apply further enhancements on its corporate governance framework as it embarks on a journey with a new name and head office.

2. CORPORATE GOVERNANCE FRAMEWORK

Lesha Bank's Board of Directors is committed to have a corporate governance framework that ensures that processes are in place to maintain an environment with efficient oversight and clear accountability in order to retain the trust of the Bank's shareholders, customers, employees, regulators and other stakeholders. This has been achieved by a corporate governance model that was approved by the Board with clearly defined responsibilities and efficient internal controls. In addition, the Board has approved a transparent decision-making process with clear reporting lines and responsibilities, along with efficient policies to manage stakeholder accountability, related party transactions, conflicts of interest, disclosure and transparency, business practices and ethics. The corporate governance culture at Lesha Bank is characterized by accountability, integrity, transparency, compliance and risk awareness.

Compliance with the Corporate Governance Regulations

During the year 2023, Lesha Bank continued to enhance its corporate governance practices to adapt to the evolving business and strategic directions of the Bank and the changing regulatory environment. With the influx of new workforce following the transition from QFB to Lesha, we saw it most

appropriate and optimal to update our Corporate Governance Manual in December 2023. The detailed Corporate Governance Report 2023 is an attachment to the Bank's Annual Report and forms an integral part of it. This report is presented to shareholders for approval at the Bank's AGM to be held in February 2024 and it can be viewed on the bank's website www.leshabank.com

3. OWNERSHIP STRUCTURE AND SHAREHOLDERS

On this date, the issued and paid-up share capital of Lesha Bank amounts to QAR 1,120,000,000 (Qatari Riyals one billion one hundred and twenty million), and is represented by 1,120,000,000 ordinary shares with a nominal value of QAR 1 (One Qatari Riyal) per share.

The Shareholders of Lesha Bank can exercise their statutory rights through participation in the general assembly. As per the articles of association of Lesha Bank, the Annual General Assembly ("AGA" or "AGM") shall be held before the end of April. Resolutions by the AGA are made by voting, with right to approve or object to the items listed on the agenda of AGA if they think that such item is not in the interest of the shareholders or the Bank. All shareholders, including minor shareholders, may have the right to appoint a proxy to represent them at the AGA. The AGA's resolutions include:

- Adoption of the yearly income statement and balance sheet
- Approval of board remuneration (if any) and discharge from liability for Board members
- Election of the board of directors, when the board or a board member term comes to an end
- Approval of Dividends (if any)
- Appointment of the external auditors and approval of their annual fees
- Approval of the annual report and the corporate governance report.

3.1 Major Shareholders

As of 31 December 2023, the following shareholders owned more than 5% of the Bank's shares:

Shareholder	Number of Shares	Ownership Percentage
Al Zubarah Real Estate Investment Company W.L.L.	168,000,000	15%
Brooq Trading Company W.L.L.	112,000,000	10%
Shift W.L.L.	112,000,000	10%
Azum Real Estate Investment Company	102,615,292	9.16%

3.2 Shareholders Rights

The shareholders' rights are protected by the QFC's Companies Regulation of 2005, as amended from time to time, the Articles of Association of the Bank, Lesh Bank's Board charter, the QFMA Governance Code, and other applicable rules and regulations. In accordance with the procedures described in the Articles of Association, the Bank makes available the following documents to the shareholders:

- Shareholders' register (upon request)
- Board member information (available on the website).
- Articles of Association (available on the website).
- Instruments creating a charge or right on the Bank's assets.
- Annual Report which is submitted to the General Assembly on a yearly basis (available on the website).
- Any other document submitted to the General Assembly (available on the website).

3.3 Annual General Assembly 2023

The 2023 AGA was held virtually by videoconference. The AGA was held on (15 March 2023) in Doha - Qatar. A total of 17 shareholders attended the meeting (in person or by proxy), owning 678,748,353 shares in the Bank and representing about 60.60 per cent of the Bank's total issued share capital.

3.4 Access to Information, Dividend Distribution, and Right to Extraordinary Decisions

Lesh Bank ensures that the Bank's shareholders have timely access to the information through the Bank's website or by contacting Lesh Bank's Investor Relations.

Additionally, the Bank's AOA and Dividend Policy sets out the terms and conditions for the distribution of profits, which are in accordance with the applicable laws. The audited financial statements presented to the AGA for endorsement determines if profits would be distributed.

Furthermore, Lesh Bank's Articles of Association guarantees the rights of the shareholders, in particular, the minorities in the event where the Bank enters into major transactions, change in capital structure, and other matters as stipulated in the AOA of the Bank.

4. BOARD OF DIRECTORS

The Board of Directors of Lesh Bank is entrusted with the overall strategy and direction of the bank and with the supervision of its management.

4.1 Board Composition

According to the Bank's AOA, the Board consists of seven directors, with three (3) members being Independent Board Members and four (4) being Non-Independent Board Members. The strategic shareholders of the Bank may, according to the Articles of Association ("AOA") of the Bank appoint two members of the Board, including the Chairman who is at all times appointed by Al Zubara Real Estate Investment Company LLC. The remaining board members are elected by secret ballot at the Annual General Assembly ("AGA") of the shareholders. Elected and appointed directors shall serve for a term of three years and shall be eligible for re-election.

4.2 Directors' Qualifications

In accordance with Lesh Bank's Board Charter, board members are required to be skilled professionals with diverse commercial expertise, leadership capabilities for shaping strategy, and a comprehensive understanding of banking and corporate governance. The members should possess relevant professional qualifications and a proven track record of success, enabling them to contribute meaningfully to strategic decisions and policies, ensuring effective oversight of Management.

Lesh Bank's board members uphold high integrity, align closely with shareholders, and actively focus on value creation, demonstrating a steadfast commitment to the institution's long-term success. They possess knowledge of corporate governance requirements and practices, extending their commitment to corporate responsibility beyond direct stakeholders.

Detailed information on the Board of Directors, including their professional backgrounds and education, is provided below.

HE Sheikh Faisal bin Thani Al Thani

Chairman

Re-appointed in 2022 for a term of three years

Representing Al Zubara Real Estate Investment Company LLC ("Al Zubara")

Number of shares owned: 0 (0 %)

Number of shares owned indirectly: 174,353,017 (15.567%)

Number of shares owned by Al Zubara: 168,000,000 (15 %)

HE Sheikh Faisal bin Thani Al Thani has occupied the position of Chairman of Lesh Bank's Board of Directors since April 2019. In addition to his directorship at Lesh Bank, His Excellency holds many positions across various industries. He currently serves as the Chairman of the Board of Directors of Ooredoo Group, a position that he has held since March 2020, and he is also a board member of Qatar Insurance Company and the Chief of Asia-Pacific & Africa Investments at Qatar Investment Authority. Additionally, His Excellency has extensive experience in investment, banking, telecommunication, real estate development and construction. Sheikh Faisal bin Thani Al Thani holds bachelor's degree in Business Administration from Marymount University in Arlington Virginia, US, and a Master's in Business Administration from HEC Paris in Doha, Qatar.

Mr. Mohamed Yousef Al Mana

Vice Chairman

Non-Executive Member - Re-elected in 2022 for a term of three years

Representing all shareholders

Number of shares owned: 7,000 (0.001 %)

Mr. Al Mana has been a Lesh Bank Board member since April 2019 and a Member of the Board Audit, Risk and Compliance Committee. Mr. Al Mana has extensive experience in security and defense in the public sector occupying various security and enforcement roles with the Qatari Police and the Ministry of Internal Affairs. Mr. Al Mana is an avid champion of the weight-lifting sport in Qatar, a member of the Arab Olympic Committee and the first vice president of the Qatar Olympic Committee. He is also a member of the Shura Council and the Chairman of the Economic and Financial Affairs Committee within the Shura Council. Mr. Al Mana holds Bachelor's Degree in Homeland Security from the Academy of Homeland Security in Doha, Qatar.

Mr. Ibrahim Al Jaidah

Non-Executive Member since incorporation

Re-elected in 2022 for a term of three years

Representing all shareholders

Number of shares owned: 3,000,000 (0.268 %)

Mr. Al Jaidah has served as Board member of Lesh Bank since incorporation. He is also a member of the Board Nomination, Remuneration, and Corporate Governance Committee ("NRCGC"). Mr. Al Jaidah has extensive experience in urban planning, construction, real estate development and design. He currently serves as the Group Chief Executive Officer and Chief Architect of the Arab Engineering Bureau which has branches spanning across Doha, Muscat, Manilla, and Kuala Lumpur. Mr. Al Jaidah holds a Bachelor's Degree in Environmental Design and Architecture from the University of Oklahoma in Norman, Oklahoma, in the US.

Mr. Mohammed Al Hajiri

Non-Executive Member since incorporation

Re-elected in 2022 for a term of three years

Representing all shareholders

Number of shares owned: 63.700 (0.006 %)

Mr. Al Hajiri has served as a member of the Board of Directors of Lesh Bank since incorporation, and he is also a member of the Board Audit, Risk and Compliance Committee. Mr. Al Hajiri has a robust career in economic research working for the Qatari Government and he served as the Head of Political and Economic Research at the Amiri Diwan. Mr. Al Hajiri holds Bachelor's Degree in Economics and Management from Qatar University, and he has earned an Economics Certificate from the London School of Economics and Political Science, and an Economics and Strategic Studies Certificate from Harvard University.

Mr. Saad Nasser Rashed Sraiya Al Kaabi

Non-Executive Member

Elected in 2022 for a term of three years

Representing Al Wajba Business Development

Number of shares owned: 0 (0 %)

Number of shares owned Al Wajba Business Development:

44,675,204 (3.99%)

Mr. Al-Kaabi was elected as Board Member in March 2022. He also serves as member of the Board Nomination, Remuneration, and Corporate Governance Committee. He has extensive experience in leadership and management roles and has been a board member of several companies including Widam Food and Al-Khaleej Takaful Insurance. He is also a member of the Amiri Diwan. Mr. Al-Kaabi holds a BA in Business Administration from Applied Science Private University in Jordan and an MA in International Affairs Coventry University from the UK.

Mr. Eisa Mohamad Al Mohannadi

Elected in 2022 for a term of three years

Representing Shift Company W.L.L

Number of shares owned: 100,000 (0.009%)

Number of Shares owned by Shift W.L.L. 112,000,000 (10%)

Mr. Almohannadi was elected as Board Member in March 2022 and is a member of the Board Executive Committee and the Board Audit, Risk and Compliance Committee. He held various administrative and senior positions at Ooredoo Qatar going from being Director of Revenue Assurance and Compliance at the company to becoming its Senior Director of Finance between 2013 and 2021, after which he was promoted to the position of CFO which he still holds today. Mr. Almohannadi also occupies the position of Board Member at Ooredoo Oman, and at QLM Life and Medical Insurance Company. He holds a BA in Business Administration and Finance from Marymount University and an MBA in Business Administration and Digital Transformation from HEC Paris.

Mr. Jassim Mohammed Al Kaabi

Elected in 2022 for a term of three years
Representing Broog Trading Company W.L.L
Number of shares owned: 0 (0%)
Number of Shares owned by Broog Trading Company
112,000,000 (10%)

Mr. Jassim Al-Kaabi is a former QFB Board Member during the 2016-2019 board cycle, and has been recently re-elected as board member at Lesha Bank and currently operating within its Executive and NRCGC Committees. He has a broad network of connections with extensive business administration experience as Director of Hunting Affairs at the Office of the Father Amir and Board Member of QLM Life and Medical Insurance Company. He holds a BA in Business Administration from the UK.

4.3 Independent Members

A director will be considered to be independent for the purposes of service on the Board and any Board Committee, if that Director satisfies the standards adopted by the Board to determine the independence status of a director including but not limited to:

- To be independent from the Management;
- Not to be an employee or member of a Board of Directors or owner or partner or a large shareholder of a consultant employed by the Bank, including the external auditor of the Bank;
- Not to be a first-degree relative or a representative of any Board member or senior executive manager of the Bank

Lesha Bank's independent members satisfy the independent directorship criteria as stipulated under the AOA of the Bank and the applicable corporate governance laws and regulations.

4.4 Chairman

According to Lesha Bank's AOA, the Chairman is at all times appointed by Al Zubara Real Estate Investment Company LLC. During 2023, the Chairman continued to provide leadership for all aspects of the Board's activities and ensure that the Board meets its commitments in compliance with the applicable laws and regulations and that all the resolutions adopted by the Board are effectively implemented.

The AOA of the Bank stipulates that the Vice Chairman shall replace the Chairman if the latter is prevented in any other way from fulfilling his duties and responsibilities. The role of the Chairman includes, among others:

- To be primarily responsible for the activities of the Board and its committees.
- To act as the spokesman for the Board and a principal contact for the CEO, ensuring that regular meetings are held with the CEO to discuss updates on the Bank's business.
- To chair and coordinate the Board meetings, ensure that appropriate issues are addressed in a timely manner and attend to the affairs of the Board externally.
- To maintain regular contact with the Board, and consult with them on strategy, business development and risk management of the Bank.

- To ensure the proper and effective functioning of the Board.
- To coordinate the agenda, information packages and related events for Board meetings in conjunction with the Board Secretary.
- To approve the agenda of the Board meeting, taking into consideration matters proposed by any Board member.
- To encourage all Board members to collectively and effectively participate in dealing with the Board affairs to ensure that the Board is working with its responsibilities to achieve the best interest of the Bank.
- To make all data, information, documents and records of the Bank, and of the Board and its committees, available for Board members and ensure Board receives proper information including:
 - Information on Lesha Bank's business, strategy and affairs.
 - Information and resources required to fulfill the Board's responsibilities, including regular updates from the CEO, as well as executive management on all issues important to the welfare and future of the Bank.
 - Management strategies, plans, policies and key performance indicators.
- To create effective communication channels with the shareholders and make their opinions heard to the Board.
- To allow effective participation of the non-executive Board members in particular, and promote constructive relations between executive, non-executive and independent board members.
- To build consensus and develop teamwork within the Board to foster a constructive and harmonious relationship between the Board and Management.
- To keep the members constantly informed about the implementation of the provisions of the QFMA Corporate Governance Code. To this end, the Chairman may authorize another Board committee to follow up on this matter.
- To ensure that the Board has a process for assessing its own performance, and the performance of its committees and the individual directors. The task to conduct the performance assessment is delegated to the Nomination and Remuneration Committee and the results are reported to the Board.
- To chair the Annual General Assembly meetings and ensure these meetings are efficiently and effectively organized with the assistance of the Board Secretary, and that the shareholders are adequately informed of the performance of the Bank.
- To ensure that all directors are offered regular training in addition to initial induction, and that the annual budget includes an allocation for board trainings.
- To maintain high levels of corporate governance standards within Lesha Bank in line with local regulations and better practices.
- To ensure the implementation of the Disclosure and Communication Policy of the Bank.
- To sign the Annual Report and Corporate Governance Report of the Bank.

4.5 Board Meetings

4.5.1 Company Secretary

The Board shall appoint a Board/Company Secretary to organize the meetings of the Board and Board committees in addition to other tasks as approved by the Board. All board members shall have direct access to the Company Secretary.

On 23 March 2022 the Board re-appointed Mrs. Rita El Helou to the role of Company Secretary. She serves also as the Head of Legal & Compliance for the Bank and has over 16 years of experience in legal, compliance and corporate governance. Prior to joining Lesha Bank, she served as Head of Legal at Vodafone Qatar. Her main functions as Company Secretary can be summarized as follows:

1. Drafting minutes of Board and Board committees' meetings, and keeping records of all minutes and resolutions passed by the Board and its committees in a special log to facilitate follow up on the matters requiring action.
2. Keep paper and electronic records of all resolutions passed by circulation and all communications and correspondence related to Board affairs.
3. Coordinate and work closely with the Chairman of the Board and the respective chairman of each Board committee to prepare and organize meetings, agendas and paperwork related to the meetings, as well as to facilitate communication with the other Directors and members of the executive management.
4. Sending invitations on behalf of the Chairman to all Board members and participants to attend the Board or Board committees' meetings, and receiving Directors' requests to add any items on the agenda;
5. Facilitate timely access to all information, documents, and data pertaining to the Company to all Directors;
6. Arrange to receive Directors' acknowledgments related to the segregation of duties pursuant to the Commercial Companies Law and the provisions of the QFMA Corporate Governance Code.

4.5.2 Frequency of meetings

The Board may be called to a meeting and a Board meeting shall be held at least six times in each year at the headquarters of the Bank or any such place as the directors may determine. Additional ad hoc meetings may be called as required.

4.5.3 Attendance and Quorum:

1. Board members are expected to prepare adequately, attend and participate at Board and Board Committee meetings.
2. Members who fail to attend more than three consecutive meetings without an excuse accepted by the Board shall be considered as having resigned.

3. The Board and each Board Committee shall be in quorum if the majority of the Members are in attendance. A Board or a Board Committee member may also attend by written proxy issued to an attending Board Member. No Member shall deputize for more than one Director and the Director acting as a proxy for another Director shall have two votes. Proxies shall be duly recorded in the Minutes of the meeting and stored among the records kept by the Company Secretary.
4. The Board and its Committees pass their resolutions by a simple majority. In case of equal division of votes, the Chairman of the Board or, in his absence, the Vice Chairman shall cast the deciding vote. The Chairmen of Board Committees shall not have a casting vote.
5. The Chief Executive Officer and the Company Secretary shall attend each Board meeting with no voting rights. Other persons may be invited to attend when addressing specific matters at Board meetings, subject to the Chairman's approval.

In 2023, the Board held the following meetings:

Date of Board Meeting	Director's Attendance
15/02/2023	All Members
12/04/2023	All members
14/06/2023	All members
09/08/2023	All members
18/10/2023	6 members including the Vice Chairman
04/12/2023	6 members including the Chairman

The attendance of the Directors at Board meetings and Board committees' meetings in 2023 was as follows:

Director's Name	BOD ¹ Meetings	EXCOM ² Meetings	ARCC ³ Meetings	NRCGC ⁴ Meetings
	6 meetings	3 meetings	6 meetings	3 meetings
HE Sheikh Faisal bin Thani Al Thani, Chairman	5/6	3/3	NA	NA
Mr. Mohamed Yousef Al Mana, Vice Chairman	6/6	NA	6/6	NA
Mr. Ibrahim Al Jaidah	6/6	NA	NA	3/3
Mr. Mohammed Al Hajiri	6/6	NA	6/6	NA
Mr. Jassim Mohamad Al Kaabi	6/6	3/3	NA	3/3
Mr. Saad Nasser Al Kaabi	5/6	NA	NA	3/3
Mr. Eisa Mohamad Al Mohannadi	6/6	2/3	6/6	NA

1 BOD: Board of Directors
2 EXCOM: Executive Committee
3 ARCC: Audit, Risk and Compliance Committee
4 NRCGC: Nomination, Remuneration and Corporate Governance Committee

The main decisions taken by the Board in 2023 are as follows:

- Approval and review of various policies including: the Corporate Governance Manual, AML policy, Treasury policies, risk policies, and other policies
- Approval of appointment of Muhammad Tauseef Malik as the Bank's Chief Financial Officer (CFO)
- Approval of appointment of Mohammed Ismail Al Emadi as the Bank's Chief Executive Officer (CEO)
- Approval of appointment of Glenn Johnstone as the Bank's Chief Investment Officer (CIO)
- Approval of the Financial Statements for the year ended 2023

4.6 External Advice

Lesha Bank's Board and each Board Committee may seek, at the Bank's expense, appropriate independent professional advice as and when it considers necessary.

4.7 Board Performance Review

Lesha Bank's Board of Directors comply with its Board and Board Committees Performance Policy which outline the parameters of assessing the Board's role in exercising accountability towards its stakeholders and examining the role and responsibilities of the Board and Board Committees and how effectively they are fulfilled.

The Board has implemented a process for evaluating its performance on a continuing basis. This evaluation requires the assessment of the Board, its committees, and each individual director. The Board members have completed an annual self-assessment form for the year 2023 indicating their contribution and interaction within the Board and the committees, the quality of their output as well as their understanding of their role within the Board and Board committees. Furthermore, the assessment indicated their opinion and satisfaction on the Board/Committee structure, operations, interactions as well as roles and responsibilities. The results of these evaluations have been reported to the full Board, and there will be a follow-up on any issues and concerns that emerged from the assessment.

Furthermore, the Board has also completed an annual assessment of the senior management. The results reflected continued satisfaction with the Executive Management's performance.

The NRCGC reviewed the results of all performance reviews and submitted its report to the Board to discuss and evaluate the overall performance of the Board and its sub-committees during 2023 in accordance with the requirements of the QFMA Corporate Governance Code. The Board concluded that the Board and its subcommittees embody the desired culture and values of the Bank.

4.8 Development & Learning

The Board Induction and Training Policy is included in the Corporate Governance Manual to ensure that Directors and Board Committees Members undergo a comprehensive induction process and that they are continuously trained and equipped with the necessary skillsets to excel at their respective roles through carefully designed and selected development and learning programs.

A recent training program was organized in December 2023, to ensure that all Board and Committee members transition seamlessly into the new operational paradigms introduced by Lesha Bank's strategic shift.

4.9 Segregation of Duties

Lesha Bank ensures that the roles of the Chairman and Chief Executive Officer are separated to promote overall board independence while allowing the CEO to focus on the everyday demands of managing the Bank. This helps the Board to provide a better and more balanced governance structure by enabling more effective supervision of the management. The roles of the Chairman and the CEO are held by different persons and are clearly defined and approved by the Board at Lesha Bank.

During the year ended 31 December 2023, Lesha Bank was fully compliant with Article 7 of the QFMA Corporate Governance Code whereas none of the members of the Board is a director on more than 3 local public companies' boards and none of them is a chairman or vice chairman on more than two public companies' boards. All Lesha Bank Board members sign an annual Independence and Conflict of Interest Declaration that is maintained by the Company Secretary as part of the Board records.

The Board members of Lesha Bank assume the following positions at Lesha Bank and other public companies:

Name	Board-level Membership at Lesha Bank	Board-level Membership and Senior Positions in other companies
HE Sheikh Faisal bin Thani Al Thani	<ul style="list-style-type: none"> Chairman of the Board Chairman of EXCOM¹ 	<ul style="list-style-type: none"> Chairman of the Board of Directors of Ooredoo Group Board member of Qatar Insurance Company. Chief of Asia-Pacific & Africa Investments at Qatar Investment Authority
Mr. Mohamed Yousef Al Mana	<ul style="list-style-type: none"> Vice Chairman of the Board Chairman of ARCC² 	<ul style="list-style-type: none"> Vice President of Qatar Olympic Committee Member of the Arab Olympic Committee Member of the Shura Council Chairman of the Economic and Financial Affairs Committee of the Shura Council.
Mr. Jassim Mohammed Al Kaabi	<ul style="list-style-type: none"> Member of the Board Member of NRCGC³ Member of EXCOM 	<ul style="list-style-type: none"> QLM Life and Medical Insurance Company Board Member
Mr. Saad Nasser Al Kaabi	<ul style="list-style-type: none"> Member of the Board Member of NRCGC 	<ul style="list-style-type: none"> Head of Political and Economic Research at the Amiri Diwan Al-Khaleej Board Member Takaful Insurance Board Member
Mr. Ibrahim Al Jaidah	<ul style="list-style-type: none"> Member of the Board Chairman of NRCGC 	<ul style="list-style-type: none"> Group Chief Executive Officer and Chief Architect of the Arab Engineering Bureau.
Mr. Mohammed Al Hajiri	<ul style="list-style-type: none"> Member of the Board Member of ARCC 	<ul style="list-style-type: none"> Member of the Amiri Diwan
Mr. Eisa Mohamad Al Mohannadi	<ul style="list-style-type: none"> Member of the Board Member of ARCC Member of EXCOM 	<ul style="list-style-type: none"> Chief Finance Officer at Ooredoo QLM Life and Medical Insurance Company Board Member Starlink Board Member Ooredoo Oman Board Member

1 EXCOM: Executive Committee of the Board
2 ARCC: Audit, Risk and Compliance Committee of the Board
3 NRCGC: Nomination, Remuneration and Corporate Governance Committee of the Board

4.10 Remuneration of Directors

Only Executive Directors are entitled to, and eligible for, remunerations for their services. All other individuals who occupy the role of Director under another function within Lesha Bank will not receive any compensation for services rendered.

Lesha Bank has in place a policy outlining the basis and method of determining the Board remunerations which is approved by the AGA.

For the year 2023, the Board did not propose the payment of remuneration for the board's performance during the year 2023.

4.11 Conflict of Interest and Insider Trading

Members of the Board and employees may not, in connection with their work, demand nor accept from third-party payments or other advantages for themselves or for any other person or grant third parties' unlawful advantages.

Members of the Board are bound by Lesha Bank's best interests. No member of the Board may pursue personal interests in his/her decisions or use business opportunities intended for the Bank for himself/herself. Board must disclose insider information directly relating to the Bank without delay unless it is exempted from the disclosure requirement in an individual case.

All Board members and executive management and people who have access to the Bank's financial results and obtain remuneration from the Bank are prohibited from trading in Lesha Bank stock during the Blackout periods as per Qatar Stock

Exchange's and Article 111 of the QFMA Listing Rules.

The Board members sign annually an Independence and Conflict of Interest Declaration to confirm that they are not aware of any conflicts of interest that exists or is likely to exist with Lesha Bank and disclose their trading in the Bank's securities during the reported year as well as the trading of their spouses and minor children. The Conflict-of-Interest Statement was signed by all members of the Board of Directors upon the election of the new Board in 2022, and annually thereafter.

4.12 Related-Party Transactions

In 2023, the Board of Directors continued to comply with the policy and procedure for related-parties' transactions, which establishes the rules for the approval and execution of the related-parties transactions conducted by Lesha Bank.

Lesha Bank's Directors have fully complied with this requirement during 2023. A special section of the financial statements shows the principal transactions with related parties undertaken by the Bank whenever approved and concluded. Below is a table summarizing said information:

	QAR '000	
	Associates	Others*
Consolidated statements of financial position		
Financing Assets	7,138	
Other Assets		9,100
Customer's Balances		22,006
Liabilities held-for-sale	13,723	
Consolidated income statement for the year ended		
Income from financing assets	1,127	
Dividend and other income	2,330	
Reversal of impairment of financing assets	(10,012)	
Other operating expenses		(1,340)
Off balance sheet instruments		
Assets under management		93,173

* Other related parties include affiliated parties of the board members and senior management.

4.13 Role and Responsibilities of the Board of Directors

The Board of Directors approved the Board's Charter which describes the role and responsibilities of Lesha Bank's Board of Directors in accordance with the Bank's AOA and the applicable laws and regulations.

Lesha Bank's Board enjoys the widest powers necessary to carry out the activities and functions required to fulfil the objectives of the Bank. The Board is responsible for the development of a strategy for the Bank and ensuring that the Bank manages risk effectively through approving and monitoring the Bank's risk appetite. The Board equally monitors and oversees the Bank's operations and ensures their compliance with applicable statutory and regulatory requirements and obligations.

The main responsibilities of the Board are as follows:

- Adopt a corporate governance manual for the Bank that ensures implementation of solid internal controls and disclosure controls and the establishment of adequate policies and procedures to ensure that the Bank operates at all times within the applicable regulatory and statutory framework;
- Adopt and review the strategic directions of the Bank, including, as appropriate, the strategies for each of the main business units of the Bank;
- Determine, review and approve the financial objectives and results, accounting policies and principles, and annual budget of the Bank;
- Approve and monitor the Bank's risk management strategy, risk appetite and risk policies;
- Ensure that the Management adopts an appropriate framework to ensure the effective management of risk, including appropriate systems, policies and controls;
- Monitor the Bank's capital structure;
- Supervising the main capital expenses of the company and acquisition/disposal of assets;
- Consider any emerging issues and matters which may have a material impact on the Bank's business and affairs;
- Receive regular financial performance reports from the Management and monitor actual performance in light of the Bank's strategic objectives and budgets;
- Approve the appointment and compensation of senior executive officers of the Bank and the compensation and incentive pool for the staff;
- Approve arrangements for the AGA and other general meetings of the shareholders;
- Recommend to the AGA approval of the Bank's annual report and accounts, the Board's annual remuneration, the appointment of external auditors and other items as stipulated under the AOA of the Bank and the applicable laws and regulations;
- Determine the Bank's dividend policy;
- Determine and approve the Bank's policies as required under the corporate governance regulations and other applicable laws and regulations
- Receive and review reports prepared by the Management

on main material matters, including but not limited to:

- Relationship with regulatory authorities;
- Human Resources matters
- Litigation, claims and insurance matters;
- Fraud, security and compliance with anti-money laundering (AML) and sanctions requirements;
- Business continuity management and disaster recovery;
- Investor relations and corporate and public communication;
- Corporate Social Responsibility (CSR);
- Information systems and technology; and
- Insider trading and whistle-blowing;
- Receive and review the Minutes of the Board and Board Committees;
- Establish and review the terms of reference of the Board Committees;
- Review the performance of the Board and Board Committees on an annual basis;
- Approve a delegation of authority matrix for expenditure, lending and other risk exposures;
- Extent of compliance with applicable statutory, regulatory and banking requirements; and
- Any other responsibilities as stipulated under the applicable laws and regulations

4.14 Director Obligations and Duties

- To have the necessary skills, qualifications and knowledge of the Bank's affairs and business
- To observe their fiduciary duty and act honestly and in good faith with a view to protecting the best commercial interests of the Bank
- To observe confidentiality, conflict of interest and transparency requirements when assuming their responsibilities as Directors
- To act in accordance with the obligations stipulated under the AOA and all applicable laws and regulations.
- Not to be convicted of any crime or felony or a crime involving moral turpitude
- To disclose any direct or indirect interests that they may have in connection with the Bank and which could conflict with the proper performance of their duties
- To regularly attend and participate effectively in Board meetings and general meetings of the shareholders

5. BOARD COMMITTEES

Lesha Bank's Board has established three subcommittees to assist the Board in discharging its duties and obligations and provide more detailed review of important areas of responsibility. The Board has approved the formation of the following Board Committees and approved their terms of reference. The full responsibilities of the Board committees are detailed in their respective terms of reference:

Following the election of the new Board in 2022, the Board of Directors issued a resolution to amend of the composition of each Board committee, taking into consideration the membership criteria set out in the terms of reference of each committee.

5.1 The Audit, Risk and Compliance Committee ("ARCC")

ARCC responsibilities are divided as follows:

Supervision responsibilities:

- To supervise compliance with documented procedures for the preparation and publication of the different financial reports and any other financial information.
- To supervise the internal control and audit mechanisms for external financial reporting.
- To ensure that the consolidated financial statements and the condensed consolidated financial statements in the half-year and the quarterly financial reports are prepared in accordance with the International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) and in accordance with the Accounting Standards issued by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI).
- To review the financial and accounting policies and procedures of the Bank and express an opinion and make recommendations to the board in this regard, as well as review the company's dealings with the related parties, and ensure that such dealings comply with the relevant controls.
- To conduct investigations into financial control matters when requested by the Board.
- To oversee the accuracy and validity of the financial reports and any disclosed numbers, data and financial statements submitted to the General Assembly.
- To consider reviewing and following up the external auditor's reports on the Bank financial statements and ensuring their compliance with the implementation of the International Standards on Auditing (ISA) in accordance with the Accounting Standards issued by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI).

Duties regarding external auditors

- Meet with the external auditors at least once a year to raise issues, ask questions and seek feedback from external auditors.
- Coordinate between the Internal Audit unit in the Bank and the external auditor.
- Ensure external auditor obtains significant clarifications he/she requests from senior management regarding the accounting records, the financial accounts or control systems.
- Ensure the timely reply by the board of directors to the queries and matters contained in the external auditor's letters or reports.
- Conduct a discussion with the external auditor and senior executive management about risk audits especially the appropriateness of the accounting decisions and estimates, and submit them to the board to be included in the annual report.
- Set the procedures of selecting and contracting with and nominating external auditors, and ensuring their independence while performing their work.

Duties regarding internal controls

- Prepare and present to the Board, a proposed internal control system for the Bank and conducting periodic audits whenever necessary.
- Coordinate the communications among the board and management regarding the internal controls of the Bank.
- Implement the assignments of the board regarding the company's internal controls.

Duties regarding internal audit

- Approve decisions regarding the appointment and removal of the internal audit director.
- Approve the Internal Audit Charter, Internal Audit Manual and Annual Audit Plan.
- Review with the internal audit director the budget, resources plan, activities and organizational structure of the Internal Audit function.
- Review the performance of the internal audit director in collaboration with the Nomination, Remuneration and Corporate Governance Committee.
- Receive quarterly reports from the internal audit director on the audit activities and findings.
- Review the effectiveness of the Internal Audit function, including compliance with the standard for the Professional Practice of Internal Auditing of the Institute of Internal Auditors (IIA) and applicable internal audit related regulatory requirements.

Duties regarding risk management

- Review the systems of risk management.
- Develop and regularly reviewing the company's policies on risk management.
- Supervise the risk management training programs prepared by the Bank and its nominees.
- Prepare and submit periodic reports about risks and their management within the Bank to the board.

Duties regarding compliance

- Obtain quarterly and regular updates from the Compliance function regarding legal, corporate governance, regulatory requirements, and compliance matters.
- Review the process of communicating the Code of Conduct to the employees and monitor compliance with this.
- Review the results of management's investigation and follow-up of any instances of non-compliance.
- Review the findings of any examinations by regulatory agencies and any auditor observations.

Duties regarding whistleblowing:

- The ARCC shall monitor the implementation of the Whistleblowing Policy.
- The ARCC shall establish performance measurement schemes e.g. the number of complaints received, number of investigations, and time to resolve a complaint and corrective action taken.
- The ARCC receive all complains from whistle-blowers to ensure that serious concerns are properly raised and addressed by the company.

5.2 The Nomination, Remuneration and Corporate Governance Committee ("NRCGC")

NRCGC identifies, selects and recommends nominees for appointments and re-nomination to the Board for election by the General Assembly and nominating those whom it deems fit to fill any job of the senior executive management.

The main responsibilities of the Committee are as follows:

- Develop and see AGA approval of a Nomination Policy that sets out a formal, rigorous and transparent procedures to select candidates for Board memberships and elect the fittest among them for board membership.
- Ensure that Board nomination and election process is undertaken in accordance with the Bank's AOA and the applicable laws and corporate governance regulations, taking in consideration the 'Fit and proper guidelines' for nomination of board members
- Assess the independence of independent non-executive directors, on an annual basis at least, by taking into account the interests disclosed by each director and other relevant information.
- Recommend to the Board the approval of the appointment of key executive positions, in addition to the appointment of the Head of Internal Audit and Head of Compliance.
- Actively liaise with the relevant departments of the Bank to study the requirement for executive management personnel.
- Develop succession plans and make recommendations to the Board regarding plans for succession of directors and executive management.

- Recommend to the Board, the Bank's Annual Remuneration Policy identifying the remuneration to be paid to the chairman and other executive, non-executive and independent board members.
- Set the foundations of granting allowances and incentives in the Bank and recommend to the board the remuneration payable to the executive management.
- Ensure that remuneration packages are set at levels that attract and retain talent, taking into account the responsibilities and scope of the functions of the board members and the executive management, as well as the long-term performance of the Bank.
- Review the Board and the Board committees' performance on an annual basis with the support of the Board Secretary, who will report the results to the Board. To this end, the Committee is responsible for:
- Submit an annual report to the Board, including a comprehensive analysis of the board performance.

5.3 The Executive Committee of the Board ("EXCOM")

The key task of EXCOM is to handle the Bank's strategy, investments and financing by reviewing, evaluating and recommending on the strategic plans and decisions made by the board, including:

- Annual budgets and business plan
- Oversight on the management's implementation of the Bank's strategy and monitoring of actual financial, operational and administrative performance of the Bank against plans.
- Review any urgent matter which, in the opinion of the chairman of the board, does not permit the calling of a regular or special meeting of the board, as well as approve the transactions if specifically delegated by the Board on a case-to-case basis, and submit for board re-approval and/or ratification at the next board meeting.
- Partial or full asset write-offs within its delegated financial authorities, if any.
- Capital and project, or other significant overhead expenditure.
- Material issues relating to the organizational structure of the Bank.
- Treasury activities and performance.
- Acquisitions and disposals, where delegated by the Board.
- Investment diversification in terms of products and markets.
- Disaster Recovery, Business Continuity and Crisis Management plans.
- Assist the Board in coordinating, supervising and monitoring the performance of the executive management and general managers through periodic reports to the Board.
- Analyze and examine the Bank's potential investment opportunities and monitor the implementation of such investment opportunities by the executive management.

Main Decisions taken by the Board Committees in 2023

Committee	Recommendations & Decisions issued in 2023
ARCC	<ul style="list-style-type: none"> - Recommended the approval of the Bank's financial statements, the External Auditor's reports on the financial statements, including provisions, write-offs, valuations, and related parties' transactions; - Recommended the approval of the key control functions' reports including Internal Audit, Risk Management, and Compliance and AML. - Recommended the approval of key control policies including compliance (AML) and Risk
EXCOM	<ul style="list-style-type: none"> - Annual budget and business plan and strategy along with the explanations and justifications for the adoption and subsequent changes relating to these; - Recommended the approval of the Bank's deals, investments, and other transactions undertake by during the year 2023 in accordance with the authority limit given to EXCOM as per the DOA.
NRCGC	<ul style="list-style-type: none"> - Recommended the approval annual report, corporate governance report and management report on ICOFR; - Reviewed the Board, Board committees and executive management performance for the year 2023 - Recommended the amendment of the Bank's organizational chart

5.4 Shari'a Supervisory Board (SSB)

The Shari'a Supervisory Board is an independent body from the Board of Directors and advises the Board and the Management of the Bank on Shari'a compliance matters and guides the business and investment activities of the Bank to ensure compliance with Shari'a principles.

The Articles of Association state that the SSB consists of no less than Three (3) members and no more than Five (5) members. As of 31 December, 2023, the Shari'a Supervisory Board consisted of three members of which one was chosen as a Presiding Member by virtue of an election. The Shari'a Supervisory Board members are appointed by the Board of Directors for a three-year term which may be renewed for additional terms. The SSB members do not hold any executive roles within the Bank.

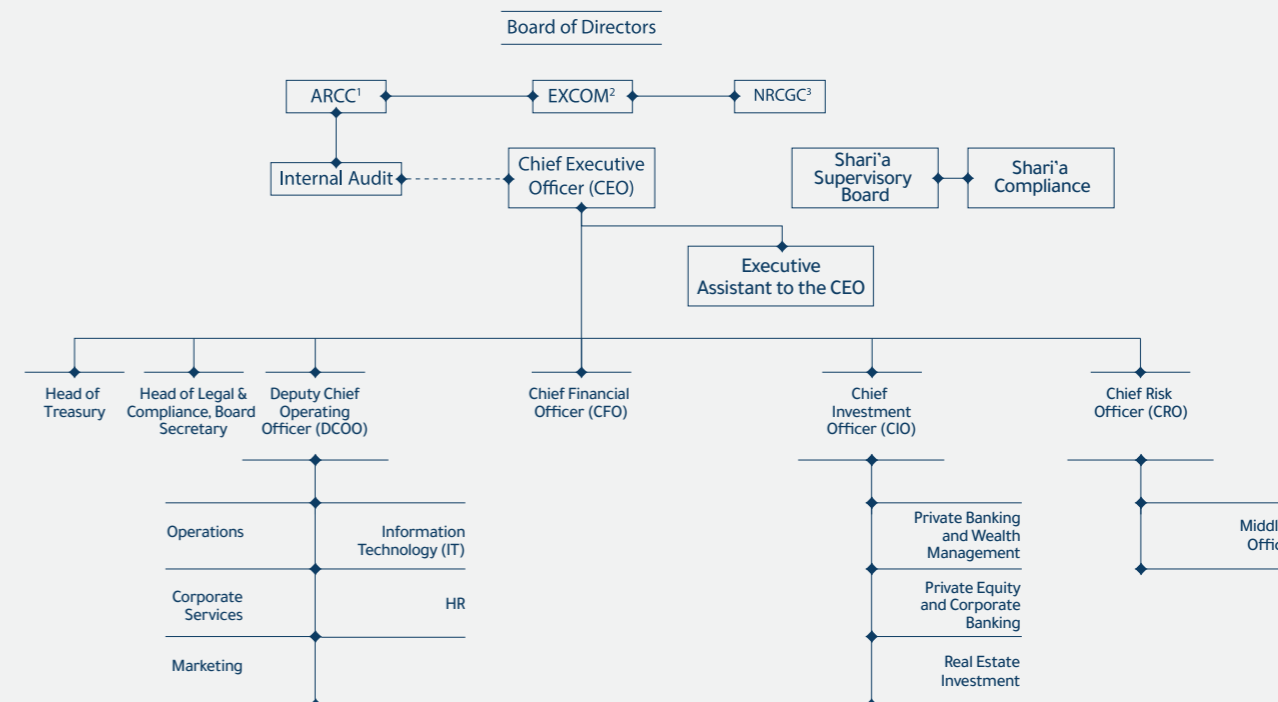
Name	Position	Member Status
Sheikh Dr. Walid Bin Hadi	Presiding and Executive Member	Independent Non-executive
Sheikh Dr. Abdoulaziz KH H A Al Qassar	Member	Independent Non-executive
Sheikh Dr. Mohammed Ohmain	Member	Independent Non-executive

During the year 2023, the Shari'a Supervisory Board held 4 meetings and 37 meetings through delegation of authority to the Presiding and Executive Member of the Shari'a Supervisory Board. The meetings covered, among other things, the following matters:

- Provide advice and guidance to the Board and Management on Shari'a-related matters and how to best comply with Shari'a rules and principles at all time,
- Provide Shari'a pronouncements and recommendations on relevant legal documents, products, services, and transactions undertaken by the Bank.

The SSB oversees the activities of the Shari'a Compliance function within the Bank and issues an annual report which includes the details of the SSB's activities during the reported year and the Zakat calculation due on each share. The annual report is presented during the Annual General Assembly. It also reviews the Bank Financial Statements.

6. EXECUTIVE MANAGEMENT AND MANAGEMENT COMMITTEES



- 1- Audit, Risk and Compliance Committee of the Board
- 2- Executive Committee of the Board of Directors
- 3- Nomination, Remuneration and Corporate Governance Committee of the Board

6.1 Management Committees

Lesh Bank Board of Directors have approved the formation of the following committees which shall report to the CEO on their activities, who in his turn report back to the Board with regard to the conduct of the business of the Bank. The mandate of each committee is outlined in its relevant Terms of Reference which are part of the Bank's Corporate Governance Manual:

6.1.1 Investment Committee (IC)

- Reviews, recommends and/or approves investment opportunities.
- Reviews the status of the existing investments.
- Monitor and reviews the performance of the Bank's investment portfolio activities.

6.1.2 Credit Committee (CC)

- Approves credit requests within the limits of its delegated authority, and reviews, recommends and implements, approved credit policies and procedures relating to the Bank.
- Reviews all delegated credit authorities and recommends amendments to the Board where appropriate.
- Monitors and reviews the performance of the credit portfolio activities and recommends and/or escalates credit proposals to the Board for decisions as necessary on all credit related risk issues facing the Bank.

6.1.3 Assets & Liabilities Committee (ALCO)

- ALCO is the highest decision-making body in regards to managing the Bank's capital allocation and determining the best asset and liability management strategy for the Bank and supervising its implementation with the aim to maximize net profit income over both the short and long term, within acceptable Board approved risk tolerances for credit risk, liquidity risk, profit rate risk and capital.
- Ensures that the pricing of Lesha Bank funding sources are properly monitored, allocated and managed in a way to maximize profit and manage the liquidity and profit rate risk. The day-to-day asset and liability management is delegated to the Bank's Treasury Department.

6.1.4 IT Governance (ITGC)

- Monitors the strategic direction of the IT Department to ensure it supports Lesha Bank long-term goals within the ambit of its strategic framework;
- Understand risks and controls associated with IT strategy to ensure appropriate mitigation is built into the implementation process;
- Discusses incidents occurred during the reporting period and making sure preventative actions are well implemented
- Monitors implementation of the IT strategy and ensure that changing business needs are being met in the context of the Company's strategic goals and competitive position
- Provides financial oversight over the IT program as the Committee deems necessary, including ensuring an appropriate framework within which budgetary decisions are made and review possible staffing requirements

6.2 Executive Management Team

In 2023, the Board has approved a number of management changes to onboard new executive management members that bring proven expertise and experience across industries to lead the growing business and ambitious strategy of the Bank.

Mohammed Ismail Al Emadi Chief Executive Officer Joined on 11 July 2023

Mohammed Ismail Al Emadi, the current CEO of Lesha Bank, boasts over sixteen years of diverse banking expertise, excelling across corporate, retail, private, international, and investment sectors. Renowned in his field, he also leads as Chairman at Oryx Corniche Developments QPJS, showcasing expansive leadership capabilities.

Formerly serving as the Group Chief Business Officer at Masraf Al Rayan, Mohammed played a pivotal role with exceptional leadership, contributing significantly to the national economy by orchestrating customer-centric products and driving business growth.

Throughout his distinguished career, Mohammed consistently displayed unwavering commitment, exceptional leadership acumen, and an insightful understanding of the banking industry. His achievements garnered a prestigious reputation as a highly respected and influential figure in the financial sector.

In addition to professional accomplishments, Mohammed holds a bachelor's degree in Business Management and Finance from George Washington University, solidifying his financial acumen and strategic business leadership. His dual role as Lesha Bank CEO and Chairman of Oryx Corniche exemplifies comprehensive expertise, showcasing enduring commitment to advancing the banking and financial sectors.

Glenn Johnstone Chief Investment Officer (CIO) Joined in 2023

Glenn Johnstone is Lesha Bank's Chief Investment Officer, with over 20 years of expertise in investment banking and investment management. Glenn currently oversees the private equity, real estate investment, and wealth management businesses, which together comprise the overall investment function of the Bank.

He commenced his career at Goldman Sachs in the Investment Banking Division in Sydney, after which he transferred to London with the ultimate role of Executive Director in UK Investment Banking. Additionally, he occupied senior investment roles at both Qatar Foundation Endowment and Qatar Investment Authority (QIA).

Glenn's education includes a Bachelor of Commerce with Honours from the University of Melbourne.

Muhammad Tauseef Malik Chief Financial Officer (CFO) Joined in 2023

Muhammad is the Chief Financial Officer (CFO) of Lesha Bank, overseeing the Bank's financial operations and strategies. His career in finance, spanning over 26 years, is backed by a rich professional journey across various prestigious financial institutions.

His career kick-started at Grays Leasing Limited in Pakistan, where he showed promising growth. This led to a fast-paced progression through the ranks at Bank AlFalah Limited, building a strong foundation for his financial expertise. His noteworthy 15-year tenure at Masraf Al Rayan in Qatar saw him thriving in several roles, ultimately leading to his position as the Chief Financial Officer. Before joining Lesha Bank, Muhammad made significant contributions as the Director of Investment at the Family Office.

As a Harvard Alumni, Muhammad completed the General Management Program at Harvard Business School, USA. Muhammad also holds an MBA in Banking & Finance from Pakistan, along with certifications such as the DipIFR from ACCA and Islamic Finance Qualification (IFQ).

Fulya Plas Chief Risk Officer (CRO) Joined in 2021

Fulya joined Lesha Bank in 2021 as a Chief Risk Officer. She has over 22 years of experience in financial risk management in the investment banking sector across Qatar, Bahrain, Kuwait and Turkey. Prior to joining Lesha Bank, she held the position of a Managing Director responsible for risk management at First Energy Bank in Bahrain. She led the risk management functions at Seera Investment Bank in Bahrain, Ryada Capital in Kuwait, and Industrial Development Bank of Turkey.

Fulya holds an MSc in Risk Management and Insurance from Cass Business School, London. She also followed her postgraduate management studies at Middlesex University, London.

She holds a BSc in Mathematics Engineering from Istanbul Technical University. She is a certified FRM.

Mohammed Mohammed Deputy Chief Operating Officer (DCOO) Joined in 2020

Mohammed serves as the Deputy Chief Operating Officer at Lesha Bank, having joined the organization in 2020. With a distinguished career spanning over 15 years, he brings extensive expertise in Human Resources and Operations Technology functions. Mohammed oversees a diverse portfolio, including Operations, Human Resources, Information Technology, Marketing, and Corporate Services. In his capacity as DCOO, he leads transformative projects that contribute to Lesha Bank's strategic objectives.

Drawing upon his extensive background in various sectors, including Banking, Real Estate, Investments, Retail, Education, Telecom, Hospitality, Construction, Manufacturing, and F&B, Mohammed is well-versed in navigating the complexities of the business landscape. His leadership is instrumental in driving operational efficiency and spearheading innovative projects at Lesha Bank.

Mohammed holds an MBA with a concentration in Human Resources from Louisiana State University and a BA in Business Administration from AIU. Additionally, he is recognized as a Senior Certified Professional by the Society of Human Resource Management.

Mohamad Abu-Khalaf Head - Treasury Joined in 2020

Mohamed is the Head of the Treasury at Lesha Bank. He is an executive banker and senior corporate with over 35 years of professional experience across International Banking and corporate Fields. He is responsible for overall treasury functions and investments under treasury profile and has extensive experience in managing liquidity, raising funds, trading, and financial engineering.

Prior joining to Lesha Bank, he was the Director of Credit Risk Management and Treasurer at Qatar Chemical and Petrochemical Marketing and Distribution Company (Muntajat) where he managed Bank operations, Cash management, trade finance and Credit Risk. He also worked as Deputy Head of Treasury and Financial Markets at Commercial Bank of Qatar looking after Treasury Asset & Liability Management, Funding and managing the investment portfolio. He worked as Financial Analyst at Treasury in Central Bank of Jordan also covering foreign and International protocol and foreign debt unit (World Bank and IMF).

He holds two Masters MSc. International Securities, Investment and Banking. ISMA/ Reading University (UK) and MSc. International Capital Markets from Brighton University, UK. He graduated with B.Sc. Business Administration and Economics from University of Jordan.

Rita El Helou

Head - Legal and compliance, Board Secretary
Joined in 2021

Rita is the Head of Legal and Compliance and Board Secretary at Lesha Bank. She has over 16 years of experience in both private and public listed companies in legal and compliance, providing guidance in the commercial and operational context.

Prior to joining Lesha Bank, Rita, worked with Vodafone Qatar P.Q.S.C. and Infinity Solutions LLC. Rita worked also at Jaidah Group and SGBL.

Rita holds a master's degree in Law from the Lebanese University - Filiere Francophone de Droit - Faculty of Law and Political Science, Mini-MBA in Telecommunications from Telecom and Tech Academy United Kingdom Academy (Qatar) and a certificate from INSEAD in Leading Organizations in Disruptive Times.

Rita holds a certificate on Qatar Financial Centre Rules and Regulations from the Chartered Institute for Securities and Investments (CISI).

Alexandre Bernassau

Head - Real Estate Investments
Joined in 2020

Alexandre is the Head of Investment at Lesha Bank with over 15 years of experience in the field of investment management. Alex is responsible for covering international markets with a cross-asset mandate focusing on real estate, leasing funds, and structured products. He also oversees the syndication process for the private clientele of the bank. Prior to joining Lesha Bank, Alex was Director of Investments at Aspire Zone Foundation in Doha. Alex started his career in a structuring role working on derivatives and investment strategies at ABN Amro, London, and prior to that, he worked for Conduit Capital Markets, and AlgoAM, Zurich.

Alex holds a French Engineering diploma, a doctoral degree from Dauphine University in applied mathematics and economics and an MSc from Cass Business School in Mathematical Trading and Finance. Alex also holds an Islamic Finance Qualification, is a certified FRM, a certified ERP, and a CAIA Charterholder.

Suhaib AIMabrouk

Head - Private Equity and Corporate Banking
Joined in 2014

Suhaib is the Head of Private Equity and Corporate Banking. He brings over 18 years of experience in the banking and financial field. He manages a diverse investment portfolio in healthcare, food and beverage, luxury retail, tech, and consumer services spread across the globe.

Suhaib holds a successful track record in sourcing and exiting private equity investments in different markets and a diverse range of sectors. He also worked at numerous multinational financial institutions such as Standard Chartered and Mashreq Bank with an expertise in finance, corporate banking, credit, and investment management.

Suhaib holds a BSc in business and economics from the University of Applied Science, Jordan, and an MBA from Heriot-Watt University, UK.

Thanwa Al Naimi

Head - Private Banking and Wealth Management
Joined in 2014

Thanwa is an experienced Banker who brings over 20 years of banking experience. Having joined Lesha Bank in 2014, she is currently leading the Private Banking team in managing and overseeing the private banking business, client base, Investment and Wealth Management.

Thanwa has an in-depth knowledge and experience in UHNWI & HNWI client segment, Investments and Wealth Management while she took the forefront role in establishing the Private Banking business in Lesha Bank. Prior to joining Lesha Bank, she was the Senior Manager at Qatar Islamic Bank (QIB) for a period of 16 Years.

She holds a bachelor's degree in Economics from Qatar University and attended many courses in Private Banking, Anti Money laundering, Portfolio Management, Investment and Wealth Management Business.

Prem Anandh Kasilingam

Head - Operations
Joined in 2015

Prem is Lesha Bank's Head of Operations. With over 21 years of banking experience, he brings a wealth of knowledge to the bank. Prem joined Lesha Bank as a Senior Manager of Operations in 2015. He has experience in securities, investments, treasury, and cash management. Prior to Lesha Bank, Prem was managing Global Securities Operations, System Implementation Projects, and Standard Operating Model implementations across 36 countries around the Globe with Standard Chartered Bank's Global Operations and Change Management unit based in Singapore. Prem also managed Global Custody Settlement Operations and Client servicing for Standard Chartered Bank, Singapore as a Senior Manager.

Prem holds a master's degree in Bank Management (MBM) and a master's degree in Business Administration (MBA). He is a certified Project Management Professional (PMP) and Certified Agile Practitioner (PMI-ACP) by Project Management Institute (PMI), USA. He is also a certified Block Chain and finances professional by Blockchain Council, USA.

Mohamed Thahir

Head - Middle office
Joined in 2022

Mohamed Thahir has more than 19 years of banking experience. Prior to joining Lesha Bank Thahir was Head of Treasury Operation at Masraf Al Rayan in Doha. Before moving Qatar, he held senior treasury operation and senior IT support roles in Commercial Bank of Dubai and Dubai Islamic Bank. Prior to that he worked as a software developer in India.

Thahir is experienced in accounting and operation for Treasury products and other derivative products. He has excellent IT skills, hands on experience in banking application system.

Thahir holds Bachelor of Science in Mathematics from Pondicherry University and master's degree in Computer Application (MCA) and Business Administration (MBA) from Madras University.

Ahmed Abou Elela

Head - Corporate Services
Joined in 2020

Ahmed is the Head of Corporate Services at Lesha Bank. He has over 18 years of experience in corporate services. Ahmed is responsible for the Corporate Services, Investor Relations, Admin and Government relations department. Prior to joining Lesha Bank, Ahmed worked for a multitude of companies with various activities in trading, construction, manufacturing, retail, real estate, and hospitality.

Ahmed holds a BA in Education Department of Press & Media from Suez Canal University, Arab Republic of Egypt. In addition, he holds level 3 certificate from the Chartered Institute of Personnel and Development, England.

Mirna Naccache

Director - Marketing and Communications
Joined in 2021

Mirna is the Marketing and Communications Director at Lesha Bank. She has over 11 years of experience in strategic communications, campaign and brand management, and social and digital marketing. She executed award-winning projects with creative networks, such as Ogilvy & Mather handling a global, regional, and local range of clients across various fields, including education, health, sports, arts and culture, banking, and real estate.

Prior to joining Lesha Bank, Mirna worked with TripleTwo, Qatar Museums, and The Creative Union.

Mirna holds a BA in Communications and Design from the American University of Science and Technology, Beirut - Lebanon, in addition to an Entrepreneurship and Innovation in Emerging Economies Certificate from Harvard Business School.

6.3 Compensation & Incentives

The Board of Directors of Lesha Bank approved the Remuneration Policy that sets out the principles, content and method of determining the compensation principles and guidelines for the CEO, other senior executives and the staff. The Board delegated the Nomination, Remuneration and Corporate Governance Committee ("NRCGC") to oversee the implementation of the Policy. According to the policy, the NRCGC verifies that the Bank's remuneration systems generally conform to efficient risk management practices and regulatory requirements. It also reviews proposals for remuneration systems and recommends variable remuneration for employees to the Board for approval. In 2023, Lesha Bank remuneration systems were exercised in compliance with its approved policies and the applicable rules.

The compensation structure must be oriented towards the sustainable growth of the Bank and its continued adaptability, resilience and agility. The monetary compensation elements shall comprise of fixed and variable elements. The Board shall ensure that the variable compensation elements are, in general, based on a multi-year assessment and the long-term performance of the Bank. Both positive and negative developments shall be taken into account when determining variable compensation components. All compensation components must be appropriate, both individually and in total, and, in particular, must not encourage taking unreasonable risks.

The annual Remuneration Policy planned for the next financial year shall be submitted to the General Assembly for its approval. Every change to the Remuneration Policy shall also be submitted to the General Assembly for its approval.

As required by the Disclosure Policy, the remuneration for directors and senior executive management shall be disclosed in the Annual Report.

Key management compensation as disclosed under Note 24 of the Audited Financial Statement for the year ended 31 December 2023 was as follows:

Description	Remuneration (expressed in QAR'000)
Senior management personnel	12,217
Shari'a Supervisory Board remuneration	460
Total Compensation	12,677

6.4 Senior Management Performance Review

As part of the Remuneration Policy, the Board has completed an annual assessment of the senior management. The results reflected continued satisfaction with the Executive Management's performance on Key Performance Indicators (KPIs) set by the Board. The financial and non-financial achievements highlighted in the Annual Report reflect the Executive Management's delivery on those KPIs.

6.5 Succession Planning

The Board of Lesha Bank has adopted a policy on succession planning in order to ensure continuity in the Bank's corporate culture. The policy sets out the criteria identified for the succession plans covering top and senior management in general, in order to guarantee the continuity of business strategies. The Policy covers that Lesha Bank shall focus on developing internal talents in order to retain the top skilled staff through ongoing staff training and development.

7. RISK GOVERNANCE & INTERNAL CONTROLS

7.1 Risk Governance

Lesha Bank's internal control and risk management system is designed to contribute to the operation of a healthy and proper business, consistent with the objectives established by the Board of Directors, by identifying, managing and monitoring the principal risks faced by the Bank. The responsibility for the adoption of an adequate internal control and risk management system lies with the Board of Directors which, with the support of the ARCC, carries out the tasks assigned to it in the Corporate Governance rules and regulations.

The Bank applies the principles of sound corporate governance to the identification, measurement, monitoring, and controlling of risks, ensuring that risk-taking activities are in line with the Bank's strategy. Lesha Bank ensures that its Board, Committees, Executive Management, officers, and staff focus fully on their defined roles and responsibilities in relation to risk management.

The Board of Directors takes the lead in establishing the tone at the top by promoting risk awareness within a sound risk culture by conveying its expectations to all employees that the Board does not support excessive risk taking, and that all employees are responsible for ensuring the Bank operates within the established risk limits. The Executive Management implements and reinforces a sound risk culture and provides incentives that reward risk-adjusted approach towards transactions and dealings. The Bank's risk strategy revolves around the continuous assessment of the aggregate level and types of risk that the Board and Executive Management are willing to assume to achieve the Bank's goals, objectives, and operating plan, consistent with applicable capital, liquidity, and other requirements. The Risk Management Framework within Lesha Bank includes the policies, processes, personnel, and control systems used to identify, measure, monitor, control, and report risk exposures consistent with the Board-established business strategy.

The Risk Management Framework within Lesha Bank includes the policies, processes, personnel, and control systems used to identify, measure, monitor, control, and report risk exposures consistent with the Board-established risk appetite. The Chief Risk Officer has primary responsibility for overseeing the development and implementation of the Bank's independent risk management function. This includes, among others, the ongoing strengthening of staff skills and enhancements to risk management systems, policies, processes, quantitative models, and reports as necessary to ensure the Bank's risk management capabilities are sufficiently robust and effective to fully support its strategic objectives and all of its risk-taking activities. The Chief Risk Officer reports on quarterly basis to the ARCC on all major risks that the Bank faces. The Chief Risk Officer is also a permanent member of the management committees: (i) Investment Committee (ii) Credit Committee (iii) Assets and Liabilities Committee (iv) IT Governance Committee (v) Tender Committee (vi) Valuation Committee.

At Lesha Bank, the basis for efficient risk management is a strong, shared risk culture. The Bank's functions for internal control and risk management are based on three lines of defence:

First line of defence - risk management by business units

The first line of defence refers to all risk management activities carried out by the business operations. Each business function owns the risks within their respective area of responsibility and are also responsible for ensuring that structures for internal control and reliable processes are in place so that risks are identified, assessed, managed, monitored, reported and kept within the Bank's business strategy and in accordance with the Risk Management Framework. First line responsibilities also include establishing a relevant governance structure to ensure compliance with regulatory and policy requirements.

Second line of defence - independent control functions

The second line of defence refers to the independent control functions, including the Risk Department and the Compliance Department. These functions define the risk management framework, which covers all material risks within the Bank. The framework determines how risks are identified, assessed, measured, managed, monitored and reported. The second line of defence also monitors and assesses the efficiency of the risk management processes and controls implemented by relevant risk owners. The second line of defence challenges and validates the first line's risk management activities, controls and analyses the Bank's material risks, and provides the CEO, the Board and ARCC with independent risk reporting.

The second line of defence is organizationally independent from first line and does not carry out operational activities in the business or the unit they monitor and control.

Third line of defence - Internal Audit (IA)

Lesha Bank maintains an independent Internal Audit function, with the Internal Auditor appointed by and reporting to the Audit, Risk & Compliance Committee (ARCC). This structure ensures independence from executive management while the Bank collaborates with Deloitte, one of the prominent big four Audit firms, on a co-sourcing basis to support the in-house internal auditor in fulfilling roles and responsibilities.

The responsibility of developing and maintaining robust systems of governance, risk management, and control processes, as well as identifying, preventing, and detecting irregularities and fraud, lies with the Management. Internal Audit plays a crucial role in this by independently evaluating the Bank's governance, risk management, and internal control processes, aiming to enhance operational efficiency. The activities of Internal Audit adhere to a policy established by the Board and follow a risk-based internal audit approach in line with international standards set by the Institute of Internal Auditors (IIA) and best practices.

Internal Audit annually prepares a risk-based internal audit plan, subject to approval by the ARCC, with the flexibility to be revised and updated as needed. The findings of Internal Audit are submitted to management, and comprehensive reports, including conclusions and proposed measures along with their status, are regularly presented to the ARCC and the Board for review and action. Internal Audit also provides reports on the purpose, authority, responsibility, and performance of the internal audit activity, addressing matters requested by the Board for their review and action.

In 2023, the ARCC was briefed by Internal Audit on key findings, observations, related risks, recommendations for ratification, improvement and other matters needed or requested by the ARCC. The update included the total number of observations raised for functions/activities reviewed during the period, aligning with the approved risk-based audit plan.

7.2 Internal Controls

The Bank's internal control framework is embedded within the Bank's Corporate Governance Framework and the entire body of policies and procedures implemented across the Bank's departments and functions. Each document within that universe outlines the set of controls relevant to the activity or the department.

The Articles of Association set out the limits on the Board's authority and refers all matters outside that scope of authority to the General Assembly. The authorities delegated from the Board to the Executive Management and other functions within the Bank are set out in the Delegation of Authority Matrix and the relevant policies, as approved and amended from time to time.

The Board of Directors has the ultimate responsibility to ensure that the internal control framework of the Bank is effective and sufficiently addresses the risks associated with the Bank's internal and external activities. The Board delegates part of that responsibility to the ARCC which is tasked with monitoring the effectiveness and efficiency of the Bank's internal control framework. The ARCC oversees the control functions (risk, compliance, internal audit) which report on a regular basis on the relevant risks. Internal Audit function performs independent audit of the Bank covering all businesses, functions as per risk-based Audit methodology to assess the effectiveness of the controls within each department and function, identifies gaps, and provides remedies and corrective measures. Such reviews include all material controls, including financial, operational and compliance controls, risk management systems, and regulatory issues. The internal audit reports to the ARCC on the adequacy of the existing internal controls among other matters. In evaluating the impact of such assessments on the Bank, the Board and ARCC take into consideration the results of the Bank's External Auditor's evaluation. This internal control framework aims to safeguard shareholders' investment and the Bank's assets and to ensure the reliability of the Bank's financial record keeping and reporting.

Also, the Bank successfully conducted an assessment of its internal controls on financial reporting and issued its management report on the effectiveness of its internal controls on financial reporting (ICOFR) for the year 2023 in accordance with the requirements of the QFCRA and QFMA.

7.3 Shari'a Compliance

The Shari'a Compliance function coordinates closely with the Shari'a Supervisory Board to ensure the adherence of the Bank to Shari'a principles. The Shari'a Compliance function operates as an extension of the Compliance function and aligns its tasks with the mandate of the Compliance function. At Lesha Bank, the role is performed by the Shar'ia Compliance Senior Manager. The Shari'a Compliance acts as the secretary of the Shari'a Supervisory Board (SSB) and prepares all the minutes, pronouncements, and resolutions of the Shari'a Supervisory Board. The SSB also prepares the Annual Shari'a Report in conjunction with the Bank's Annual Report which is presented to the shareholders during the annual General Assembly and is published on the Bank's website. The SSB provides a sounding board to the Executive Management on Sharia-related matters, and provides feedback on the compliance, or possible non-compliance of the Bank's activities with Shari'a principles including feedback on the following:

- The structures of investment and financing products and services and how the structures could be aligned with Shari'a principles.
- Align legal documentation to Shari'a principles, including the terms and conditions contained in the forms, contracts, agreements, or other documents used in executing the investment and financing transactions.

7.4 Internal Audit

The objective of Internal Audit is to provide independent and objective assessment and consulting services to add value and improve an organization's governance, risk management, and internal control processes. The purpose is to determine whether Bank's Control, Risk Management and Governance processes have been designed and implemented by the Management adequately and effectively.

The activities of Internal Audit adhere to a policy established by the Board and follow a risk-based internal audit approach in line with international standards set by the Institute of Internal Auditors (IIA) and best practices. Internal Audit annually prepares a risk-based internal audit plan, subject to approval by the ARCC, with the flexibility to be revised and updated as needed.

The findings of Internal Audit are submitted to management which includes observations, related risk, recommendations for ratification, along with their status. Further, audit observations are regularly tracked for remediation and corrective action by the management and independently validated prior to their closure.

Per standard procedure, the Appointed Internal Audit Executive meets up on a quarterly basis with the ARCC and periodically attends ARCC meetings and reports on the internal audit activity's purpose, authority, responsibility, and performance relative to its plan, significant risk exposures and control issues and other matters needed or requested by the Board for their review and action.

In addition to its assurance role, the IA function provides adequate support and advice to the different business and control functions of the Bank, without exercising any decision-making/authorization responsibilities or in contradiction of independence requirements of Internal Auditors. The IA contributes to sound management of the Bank by providing feedback and advice on the reliability of the systems and operations, the adequacy of policies and procedures and the framework of risk management.

7.5 External Auditors

Appointment, Replacement and Duration in Office

As of the date of this report, Ernst & Young (EY) serve as the External Auditors of the Bank. The consolidated financial statements and the statutory accounts of Lesha Bank are audited by EY. The external auditors are elected for one-year periods at the Annual General Assembly of shareholders and were re-elected at the AGM 2022. EY was first elected on 7 April 2020. The external auditors' performance is reviewed by the ARCC on a yearly basis, following which a recommendation is submitted to the Board for replacement or re-appointment.

Fees and Autonomy

According to the AOA of the Bank, the Annual General Assembly appoints the External Auditors and determines their remuneration, based on a recommendation submitted by the Board to this end. In the spirit of upholding good corporate governance, ARCC periodically conducts appraisals of the audit mandate, in which budget issues, in particular, are reviewed to ensure audit fees are kept at a competitive level in the best interests of shareholders. The external auditors act with autonomy and independence, also with regard to the shareholders that elected them.

In its meeting of 15 March 2023, the Annual General Meeting ("AGM") approved the Board/Audit Committee's recommendation to appoint Ernst & Young (EY) for the fourth year in a row, as external auditors of the Bank for the fiscal year ended 31 December 2023. The fees paid/payable to EY for the year 2023 is QR 0.4 million for the audit services and QR 0.83 million for non-audit related services.

Access to Information

The Board of Directors of Lesha Bank adopted a procedure for information flows to the External Auditors, to guarantee the transparent management of the Bank's business. The Board established conditions for the effective & efficient management and control of the activities of the Bank and the operations of the business by the Board of Directors. It provided the External Auditors with the sources of information needed for the efficient performance of their supervisory role.

Supervision and control vis-à-vis the External Auditors

The Board of Directors is responsible for the acceptance and processing of the reports from the external auditors. In this, the Board of Directors is supported by the Audit, Risk and Compliance Committee ("ARCC"), which periodically interacts with and monitors the qualification, independence and performance of the external auditors.

EY meets regularly with the ARCC and the Board of Directors to evaluate all audit findings. ARCC is charged with conducting its assessment of the findings and reporting accordingly to the Board. During fiscal year 2023, the external auditors participated in three (3) meetings of the ARCC in order to discuss audit processes as well as regulatory guidelines and monitoring. Among others, the external auditors were also involved in evaluating findings on risk factors and processes.

7.6 Compliance and Anti-Money Laundering (AML)

Lesha Bank dedicated a Compliance, Legal and Company Secretary Department that works closely at every level of the organization to ensure that the Bank's internal regulations, processes and activities are constantly aligned with the applicable regulatory framework and the strategic objectives of the Bank, participating actively in the identification of any non-compliance risks that might give rise to judicial or administrative penalties, with consequent reputational damage. Compliance main role is to ensure that the Bank is conducting its activities in accordance with the Board approved policies and the QFC, QFCRA, QFCA and QFMA rules. The Head of Compliance meets regularly with ARCC to review the status of the business compliance with the procedures set by the Board, to assess the compliance risks and opportunities faced at all levels of the organization and develop specific plans to address them.

The Compliance function identifies documents and assesses the compliance risks associated with the Bank's business activities, including but not limited to the development of new products and business practices, and the proposed establishment of new types of business or customer relationships, or material changes in the nature of such relationships. Compliance risks include risk of legal or regulatory sanctions, material financial loss, or loss to reputation resulting from failure to comply with applicable laws, regulations, and standards.

Other major responsibilities of the Compliance & AML function include:

- Ensuring the adherence of departments, subsidiaries and investee companies to the Rules and Regulations concerning AML and CFT issues, regulatory circulars and instructions, and any other relevant rules impacting any aspect of the Bank's activities.
- Providing proper guidance and instructions to employees on the proper application of AML and CFT related laws, regulations, and standards.
- Putting forth relevant recommendations to enhance/improve the internal control procedures that help mitigate non-compliance and AML/CFT sanctions and fraud risks.

- Keeping abreast with new laws and regulations and informing the Executive Management and the concerned departments for their timely implementation.
- Monitoring the financial transactions of clients, conducting investigations, and raising reports of suspicious transactions to the Financial Information Unit (FIU) and the regulatory authorities.
- Ensuring the proper implementation of Client Due Diligence and enhanced due diligence (EDD) for high-risk clients.
- Ensuring the proper implementation of FATCA and CRS regulations; and
- Providing training and awareness to the Bank's staff on governance, QFCRA regulations, AML/CFT, sanctions, fraud, and FATCA/CRS regulations on frequent basis.

The Compliance function monitors and tests compliance by performing independent compliance reviews to identify regulatory breaches and noncompliance issues. The results of the compliance reviews are reported to the Board and ARCC, the CEO and the concerned Executive Management on a regular basis.

The Compliance function provides regular quarterly reports to the ARCC on the activities undertaken by the function and raises any flags concerning possible breaches or gaps in the Bank's policies or practices. The reports provide and recommend corrective measures and a list of remedies applied to existing identified incidents.

At Lesha Bank, the Compliance function is performed by the Compliance Department, headed by the Head of Compliance who is supported by the Senior Compliance Manager which assumes the responsibility of the Anti-Money Laundering Reporting Officer for the Bank, and the Deputy Anti-Money Laundering Reporting Officer.

The Head of Compliance has primary responsibility for overseeing the development and implementation of the Bank's compliance and AML function. This includes, among others, the ongoing strengthening of staff skills and enhancements to compliance and AML, policies, processes, and reports as necessary to ensure the Bank's compliance and regulatory risk management capabilities are sufficiently robust and effective to fully support its strategic objectives.

The Head of Compliance reports on quarterly basis to the ARCC on all compliance and regulatory issues that the Bank faces to ensure that the governance framework, policies and procedures and practices relating to compliance matters in Lesha Bank align well with global leading AML/CFT practice, QFCRA's regulations, and applicable regulations within the State of Qatar.

During 2023, the Compliance function updated the AML/CTF Policy. The Compliance Department also provided regular monthly, quarterly, and annual reporting to the following regulatory authorities: QFCRA, QFCA, QFC, and supported the Corporate Affairs department in its disclosures and reports to QSE and QFMA.

In addition, the Compliance function had undertaken the following tasks during the year 2023:

- Provided compliance advice and guidance on all daily inquiries raised by the Bank's Executive Management and staff on any compliance related matters concerning the Bank's activities and operations.
- Addressed all the Bank's business units' inquiries with the regulators including QFCRA and QFMA.
- Completed all regulatory reporting requirements for the year 2023.
- Oversaw the implementation progress of QFCRA notifications and advices.
- Coordinated the implementation and improvement of the KYC/AML/CTF risk-based approach controls.

7.7 Litigation and Legal Cases

Lesha Bank have several ongoing legal cases and disputes mostly minor in nature and both on an individual and collective basis.

7.8 Business Continuity Management

Lesha Bank has a Business Continuity Management policy that sets the framework for the Bank to respond to internal and external threats and ensures its preparedness, resilience and ability to continue delivering its strategic goals when such threats occur. An updated version of the CG manual was approved by the BoD in December 2023 to ensure that Lesha Bank maintains its alignment with the latest development in governance policies, protocols and practices.

7.9 Policies approved by the Board

- Board Charter
- Board Code of Conduct
- Board Induction and training Policy
- Executive Committee Charter
- ARCC Charter
- NRCGC Charter
- Nomination Policy for Board Members
- Nomination Policy for Senior Management
- Remuneration Policy
- Board/Board Committees Performance Policy
- Chairman Terms of Reference
- CEO Terms of Reference
- Board Secretary Terms of Reference
- Related Parties Transaction Policy
- Conflict of Interest Policy
- Insider Trading Policy
- Whistleblowing Policy
- External Audit Appointment Policy
- Dividend Policy
- Disclosure & Communications & IR Policy
- Internal Audit Charter
- Stakeholders Policy

8. EMPLOYEE AND OTHER STAKEHOLDERS RIGHTS

The corporate governance manual of Lesha Bank ensures that the rights and responsibilities for the different parties in the Bank, such as the board of directors, senior managers, employees, shareholders and other stakeholders are protected and fulfilled. Lesha Bank's Corporate Governance manual ensures the Bank is run in the interests of shareholders and other stakeholders, in such a way that the Bank's resources are used efficiently. Lesha Bank has identified internal stakeholders such as the board, management and employees; and external stakeholders such as the regulators, customers, suppliers, and local community.

In protection of the employee and other stakeholders' rights, Lesha Bank ensures compliance with the corporate governance principle that stakeholders should have access to information that they need in order to make rational, informed decisions and to protect themselves from negative consequences of corporate actions. This is achieved through timely, accurate and objective disclosure.

All Lesha Bank's employees are provided with information necessary to satisfy concerns regarding workplace conditions, regulatory impact, commitment to the Bank's strategic objectives and other areas of corporate social responsibility. Employees has also access to information needed to make fully informed decisions, and to protect themselves in the workplace and in other relations with the bank. Employees have also the right to express any concern without the fear of being judged, reprimanded or subject to any disciplinary action.

For all other stakeholders, Lesha Bank makes regular and timely public announcements and disclosures in line with the regulatory requirements to keep all stakeholders informed of the Bank's activities, services and products. This includes financial data, information on new products and services, and other key strategic decisions.

9. ENVIRONMENT, SOCIAL & GOVERNANCE (ESG)

As part of its commitment to ESG principles, Lesha Bank ensures that sustainability is associated with the conduct of the activities of the Bank and with its dynamics of interaction with all the stakeholders are maintained at all times. It also ensures that the guidelines defined by the Board of Directors are implemented.

Lesha Bank has in place a Corporate Social Responsibility & Environmental, Social, and Governance Policy which was approved by the Board to foster constructive relationships with the communities that Lesha Bank operates within and provides the guidelines for its commitment to preserving the principles of ESG within its practical reach and under the supervision of the Board.

9.1 Corporate Social Responsibility (CSR)

Pursuant to the Qatar Law No. 13 of 2008 and the related clarifications issued in 2012, as applicable to all Qatari listed shareholding companies with publicly traded shares, Lesha Bank allocates 2.5% of its annual net profit to the state Social and Sports Fund.

We recognize the profound impact of Corporate Social Responsibility (CSR) on both our organization and the communities we serve. Our commitment to CSR is not just a responsibility but a strategic imperative, and by integrating social and environmental considerations into our business practices, we aim to create positive change and contribute to the well-being of society at large.

In 2023, we undertook several impactful initiatives namely Donation to Qatar Charity Tayf program, Blood donation drive, employee awareness sessions on breast cancer, mental health, environment conservation and diabetic prevention.

Through a shared sense of purpose and collective engagement in CSR endeavors, we not only contribute to the greater good but also build a more cohesive and resilient team poised for future success.

9.2 Financial Inclusion

Financial inclusion is incorporated as we enhance product accessibility by introducing diversified investment products and customizing private banking services. Adopting digital inclusion, we invest in user-friendly platforms. This strategy reflects our steady commitment to corporate governance, ensuring transparency, and accountability in our pursuit of a more inclusive and sustainable financial future.

10. CORPORATE GOVERNANCE DISCLOSURES

Lesha Bank has throughout 2023 complied with the disclosure requirements set out in the rules and regulations of the QFMA and the QSE, and particularly those stipulated under Article 25 of the QFMA Corporate Governance Code.

10.1 Financial and Sensitive Information Disclosure to Qatar Exchange

Lesha Bank ensured timely disclosure of its quarterly, semi-annual and annual financial as well as all key and sensitive decision taken by the Board and its subcommittees. This included the appointment of new executive roles, launching of new investment products, Board meeting dates, AGA and EGA invitations, agenda and resolutions, and other information with material impact on the performance of the Bank or with potential impact on the share price.

10.2 Website Disclosure

Lesha Bank continues to update its website to include information about the composition of the Board of Directors, Board Committees, Senior Executive Management, major shareholders holding 5% and above of the Bank's share capital and corporate governance manual. The Bank's annual reports and corporate governance reports can also be found on the website of the Bank. As a general principle, Lesha Bank abstains to comment, affirmatively or negatively, on rumors, unless so requested by QSE or QFMA as a response to undisclosed material information, noting that no such incident happened during 2023.

10.3 Speaking on behalf of the Bank

Lesha Bank's Board has delegated the authority to speak publicly on behalf of the Bank to designated spokespersons. The procedures are well defined under the Disclosure, Communication Investor Relations Policy of the Bank, which sets out the disclosure and transparency principles that the Bank has to comply with and the process to ensure that the Bank is protected against reputational risk and against any rumors or misstatements.

10.4 Whistleblowing Policy and Complaints Handling

Lesha Bank's Board approved a Whistleblowing Policy and delegated ARCC with the authority to monitor the implementation of the policy. The ARCC has established a performance measurement schemes for the process adopted to receive complaints, monitor the number of complaints received, number of investigations, and time to resolve a complaint and the corrective action taken. The details of the whistleblowing process can be found in the Whistleblowing Policy of the Bank.

In 2023, the ARCC has reviewed the whistle-blowing process to ensure that no minor or serious concern were left without being properly handled and addressed by the Bank; noting that no material complaints or grievances were raised in 2023.

11. EXTERNAL AUDITORS REPORT ON CORPORATE GOVERNANCE

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LESHA BANK L.L.C. (PUBLIC)

Reporting on the Compliance with the Qatar Financial Markets Authority's Law and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market

Introduction

In accordance with Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, we have carried out a limited assurance engagement over the Board of Directors' assessment of compliance of Lesha Bank L.L.C. (Public) (the "Bank") with the QFMA's law and relevant legislations including the Governance Code for Companies & Legal Entities Listed on the Main Market as at 31 December 2023.

Responsibilities of the Board of Directors and Those Charged with Governance

The Board of Directors of the Bank is responsible for preparing the 'Corporate Governance Report' that covers at the minimum the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 (the "Code") as included in the Annual Report 2023.

In the Corporate Governance Report, the Board of Directors present their statement on compliance with the QFMA's law and relevant legislations including the Code.

In addition, the Board of Directors of the Bank is responsible for the design, implementation and maintenance of adequate internal controls that would ensure the orderly and efficient conduct of its business, including:

- adherence to Bank's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and compliance with applicable laws and regulations, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016.

Our Responsibilities

Our responsibility is to issue a limited assurance conclusion on whether anything has come to our attention that causes us to believe that the Corporate Governance Report on compliance with the QFMA's law and relevant legislations including the provisions of the Code do not present fairly, in all material respects, the Bank's compliance with the QFMA's law and relevant legislations including the provisions of the Code, based on our limited assurance procedures.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Corporate Governance Report with the QFMA law and relevant legislations including the Code, taken as a whole, is not prepared in all material respects in accordance with the Code.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform any additional procedures that would have been required if this were to be a reasonable assurance engagement.

Our limited assurance procedures comprise mainly of inquiries of management to obtain an understanding of the processes followed to identify the requirements of the QFMA law and relevant legislations including the Code (the "Requirements"); the procedures adopted by management to comply with these Requirements; and the methodology adopted by management to assess compliance with these Requirements. When deemed necessary, we observed evidences gathered by management to assess compliance with the Requirements.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with the Requirements. Therefore, we do not provide any assurance as to whether the procedures adopted by management were functioning effectively to achieve the objectives of the QFMA's law and relevant legislations, including the Code.

Inherent Limitations

Non-financial information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining such information.

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another and from one country to another, which do not form a clear set of criteria to compare with.

Our Independence and Quality Control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in the State of Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

EY also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements*, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Bank's Annual Report 2023, but does not include the Corporate Governance Report on compliance with QFMA's law and relevant legislations including the Code, and our report thereon.

Our conclusion on the Corporate Governance Report does not cover the other information and we do not and will not express any form of assurance conclusion thereon. We have been engaged by the Bank to provide a separate reasonable assurance report on the Management's Report on Internal Control over Financial Reporting, included within the other information..

In connection with our engagement of the Corporate Governance Report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Corporate Governance Report or our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the complete Annual Report 2023, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Conclusion

Based on our limited assurance procedures, nothing has come to our attention that causes us to believe that the Corporate Governance Report on compliance with QFMA's law and relevant legislations including the Code do not present fairly, in all material respects, the Bank's compliance with the QFMA's law and relevant legislations including the Code.



Ahmed Sayed
of Ernst & Young
Auditor's Registration No. 326

Doha, State of Qatar
Date: 14 February 2024

12. EXTERNAL AUDITORS REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF LESHA BANK L.L.C. (PUBLIC)

Report on the Description of the Processes and Internal Controls and Suitability of the Design, Implementation and Operating Effectiveness of Internal Controls over Financial Reporting

Introduction

In accordance with Article 24 of the Governance Code for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority ("QFMA") Board pursuant to Decision No. (5) of 2016, we have carried out a reasonable assurance engagement over the Board of Directors' description of the processes and internal controls and assessment of suitability of the design, implementation and operating effectiveness of Lesha Bank L.L.C. (Public) (the "Bank's") and its subsidiaries (together referred to as the "Group's") internal controls over financial reporting as at 31 December 2023.

Responsibilities of the Board of Directors and Those Charged with Governance

The Board of Directors of the Bank is responsible for preparing the accompanying Management's Assessment of Internal Control over Financial Reporting that covers at the minimum the requirements of Article 4 of the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016 (the 'Code').

The Board of Directors present in their Corporate Governance Report 2023, the Management's Assessment of Internal Control over Financial Reporting, which includes:

- the Board of Directors' assessment of the suitability of design, implementation and operating effectiveness of internal control framework over financial reporting;
- the description of the process and internal controls over financial reporting for the processes of treasury, private equity investments, private banking, human resources and payroll, general ledger and financial reporting and entity-level controls;
- the control objectives; identifying the risks that threaten the achievement of the control objectives;
- designing and implementing controls that are operating effectively to achieve the stated control objectives; and
- identification of control gaps and failures; how they are remediated; and procedures set to prevent such failures or to close control gaps.

The Board of Directors is responsible for establishing and maintaining internal financial controls based on the criteria of framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO framework").

These responsibilities include the design, implementation, operation and maintenance of adequate internal financial controls that if operating effectively would ensure the orderly and efficient conduct of its business, including:

- adherence to Bank's policies;
- the safeguarding of its assets;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the timely preparation of reliable financial information; and
- compliance with applicable laws and regulations, including the QFMA's law and relevant legislations and the Governance Code for Companies & Legal Entities Listed on the Main Market issued by the QFMA's Board pursuant to Decision No. (5) of 2016.

Our Responsibilities

Our responsibilities are to express a reasonable assurance opinion on the fairness of the presentation of the "Board of Directors' description and on the suitability of the design, implementation and operating effectiveness of the Bank's internal controls over financial reporting of Significant Processes" presented in Management's Assessment of Internal Controls over Financial Reporting in the Corporate Governance Report 2023 to achieve the related control objectives stated in that description based on our assurance procedures.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information' issued by the International Auditing and Assurance Standards Board ('IAASB'). This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Board of Directors' description of the processes and internal controls over financial reporting is fairly presented and the internal controls were suitably designed, implemented and operating effectively, in all material respects, to achieve the related control objectives stated in the description.

An assurance engagement to issue a reasonable assurance opinion on the description of the processes and internal controls and the design, implementation and operating effectiveness of internal controls over financial reporting at an organization involves performing procedures to obtain evidence about the fairness of the presentation of the description of the processes and internal controls and the suitability of design, implementation and operating effectiveness of the controls. Our procedures on internal controls over financial reporting included, for all significant processes:

- obtaining an understanding of internal controls over financial reporting for all significant processes;

- assessing the risk that a material weakness exists; and testing and evaluating the design, implementation and operating effectiveness of internal control based on the assessed risk.

A process is considered significant if a misstatement due to fraud or error in the stream of transactions or financial statement amount would reasonably be expected to affect the decisions of the users of financial statements. For the purpose of this engagement, the processes that were determined as significant are: treasury, private equity investments, private banking, human resources and payroll, general ledger and financial reporting and entity-level controls..

In carrying out our engagement, we obtained understanding of the following components of the control system:

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring

The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the suitability of design, implementation and operating effectiveness, whether due to fraud or error. Our procedures also included assessing the risks that the Board of Directors' description of the processes and internal controls is not fairly presented and that the controls were not suitably designed, implemented and operating effectively to achieve the related control objectives stated in the Management's Assessment of Internal Controls over Financial Reporting presented in the Corporate Governance Report 2023.

An assurance engagement of this type also includes evaluating Board of Directors' assessment of the suitability of the control objectives stated therein. It further includes performing such other procedures as considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion on the Bank's internal control system over financial reporting.

Meaning of Internal Controls over Financial Reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. An entity's internal control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of the management of the entity; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements, which would reasonably be expected to impact the decisions of the users of financial statements.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining such information.

Because of the inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Therefore, internal controls over financial reporting may not prevent or detect all errors or omissions in processing or reporting transactions and consequently cannot provide absolute assurance that the control objectives will be met.

In addition, projections of any evaluation of the internal controls over financial reporting to future periods are subject to the risk that the internal control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Furthermore, the controls activities designed, implemented and operated during the period covered by our assurance report will not have retrospectively remedied any weaknesses or deficiencies that existed in relation to the internal controls over financial reporting prior to the date those controls were placed in operation.

Many of the procedures followed by entities to adopt governance and legal requirements depend on the personnel applying the procedure, their interpretation of the objective of such procedure, their assessment of whether the compliance procedure was implemented effectively, and in certain cases would not maintain audit trail. It is also noticeable that the design of compliance procedures would follow best practices that vary from one entity to another and from one country to another, which do not form a clear set of criteria to compare with.

Our Independence and Quality Control

In carrying out our work, we have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour and the ethical requirements that are relevant in State of Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

EY also applies International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Corporate Governance Report, but does not include the Management's Assessment of Internal Control Framework over Financial Reporting, and our report thereon.

Our conclusion on the Management's Assessment of Internal Control Framework over Financial Reporting does not cover the other information and we do not and will not express any form of assurance conclusion thereon. We have been engaged by the Bank to provide a separate limited assurance report on the compliance with the Qatar Financial Markets Authority's Law and relevant legislations including the Governance Code, for Companies & Legal Entities Listed on the Main Market Issued by the Qatar Financial Markets Authority (QFMA) Board pursuant to Decision No. (5) of 2016, to be included within the other information.

In connection with our engagement on the Management's Assessment of Internal Control Framework over Financial Reporting, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Management's Assessment of Internal Control Framework over Financial Reporting or our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the complete Corporate Governance Report 2023, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Conclusion

In our opinion, based on the results of our reasonable assurance procedures:

a) the Management's Assessment of Internal Control over Financial Reporting presents fairly the Bank's system that had been designed as at 31 December 2023; and

b) the controls related to the control objectives were suitably designed, implemented and operating effectively as at 31 December 2023,

in all material respects, based on the COSO framework.



Ahmed Sayed
Of Ernst & Young
Auditor's Registration No.: 326

Date: 18 February 2024
Doha

13. BOARD OF DIRECTORS ASSESSMENT OF CORPORATE GOVERNANCE REVIEW AND INTERNAL CONTROL

Based on the disclosures made in the report and the corporate governance review made by the NRCGC, the Board of Directors of Lesha Bank concludes that the Bank is compliant, in all material respects, with the applicable Governance Regulations as at 31 December 2023.

Signed on behalf of the Board of Directors by:



Sheikh Faisal bin Thani Al Thani
Chairman of the Board