



THE COMMERCIAL BANK OF QATAR (Q.S.C.)

Invitation to Shareholders to attend The Ordinary and Extraordinary General Meetings

The Board of Directors of the Commercial Bank of Qatar (Q.S.C.) is pleased to invite you to the Shareholders' Ordinary and Extraordinary General Meetings to be held on **Sunday 16 March 2014 at Commercial Bank Plaza, 21st Floor, Al Markhiyah Street, Al Dafna at 6:30 p.m.** to discuss the following Agendas:

AGENDA OF THE ORDINARY GENERAL MEETING

1. To hear the Chairman's Statement and the report of the Board of Directors on the activities of the Company and its financial position for the financial year ended 31 December 2013, and the future plans of the Company.
2. To hear the Auditors' Report on the Company's financial statements presented by the Board of Directors for the financial year ended 31 December 2013.
3. To discuss and approve the Company's financial statements for the year ended 31 December 2013.
4. To approve the Board of Directors recommendation to distribute a cash dividend of 20% of the share's nominal value to the shareholders for 2013, i.e. QAR 2/- for each share held, and bonus shares of 20% i.e. one share for every five held, subject to the approval of the Extraordinary General Assembly.
5. To absolve the Directors of the Board from liability for the financial year ended 31 December 2013.
6. To fix the remuneration of the Directors of the Board for the year ended 31 December 2013 and to approve the policy to define the basis of calculation of remuneration granted to them.
7. To appoint the External Auditors for the year 2014 and determine their remuneration.
8. To present the Bank's Corporate Governance Report for 2013.
9. To elect the Directors of the Board for the next three years.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. To approve the increase in the Bank's capital by 20% from QAR 2,474,463,720 to QAR 2,969,356,460 by issuing bonus shares to the shareholders on the basis of one new share for every five shares held, and authorise the Board of Directors to dispose of fractional shares.
2. To approve the amendment of Article (6) of the Articles of Association concerning the Bank's capital to reflect the increase in capital.

Abdullah bin Khalifa Al Attiyah
Chairman

NOTES

- A shareholder who cannot attend the meeting in person may appoint another shareholder in writing to represent him. The shareholder may not appoint a Board Member as a proxy, and the number of shares held by a shareholder as a proxy should not under any circumstances exceed 5% of the total shares (i.e. 12,372,318 shares), except in the case of a proxy given on behalf of (a) Qatar Investment Authority, Qatar Holding LLC, or any of their associated companies, and (b) on behalf of a Custodian Bank or Depository Bank which is holding shares in respect of an offering of Global Depository Receipts approved by an Extraordinary General Assembly of the Company.
- Companies' representatives are requested to present an authorisation letter appointing them as representative of said companies for the Ordinary General Assembly.
- Shareholders are requested to attend the meeting one hour before the specified time, carrying the proxy forms if available, along with their ID cards in order to facilitate the registration procedures.
- In case the quorum of the above meeting is not met, **the second meeting shall be held at Commercial Bank Plaza, 21st vFloor, Al Markhiyah Street, Al Dafna at 6:30 p.m. on Wednesday 19 March 2014.**
- A statement that includes the information stipulated by article (121) of the Commercial Companies Law No 5 of 2002 including amounts received by the Chairman and Directors of the Board as remuneration, fees, salaries, credit facilities, and benefits in kind, will be available for the shareholders review three days before the AGM in the office of the Secretary of the Board on the 18th floor of the Commercial Bank Plaza.
- The invitation constitutes a legal announcement to all shareholders without the need to send invitations by mail according to Law No. 28 of the year 2008 amending the Commercial Companies Law.