Commercial Bank
Whistleblowing Policy

06-02-POL-009
July 2024

Version 1.0

البنك التجاري
COMMERCIAL
BANK

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II. Introduction

1. Objective of the Policy

The objective of the Whistleblowing Policy is to establish a framework for employees, contractors, and other stakeholders to report any suspected misconduct, unethical behavior, or violations of the Bank's policies and legal requirements. This Policy aims to promote a culture of transparency, integrity, and accountability within the organization, ensuring that all concerned are addressed promptly and effectively. By providing a secure and confidential reporting mechanism, the policy framework encourages whistleblowers to speak up and report incidents as they are protected from retaliation, fostering an environment where individuals feel safe to raise issues without fear of reprisal.

2. Scope

This Whistleblowing Policy applies to Commercial Bank, its Subsidiaries and Associates (subject to legal jurisdictions and country regulations) including the Board of Directors, all employees, temporary staff, contractors, suppliers, customers, and other stakeholders associated with the Bank. It covers a wide range of issues including, but not limited to, financial misconduct, fraudulent activities, and any other actions that compromise the ethical standards and legal obligations of the bank. The Policy outlines the Bank's principles, definitions, channels, procedures for reporting incidents, confidentiality, Improper Conduct, retaliation, investigation of an incident, and encourage employee engagement due to protection being offered to whistleblowers. It ensures that all incidents reported are treated seriously, investigated thoroughly, and resolved in a timely manner, maintaining confidentiality and fairness throughout the process.

3. Confidentiality and Distribution of the Policy

The contents of this Policy are to be treated as confidential and are not to be disclosed or distributed to any unauthorized persons. The signed hard copy of the Policy must be kept in safe custody and must not be copied or revealed to unauthorized third parties without the express written permission of the Chief Compliance Officer. Distribution to third parties may be performed only in specific / exceptional cases where there is a proper justification for document content disclosure (e.g., special projects with contracted consultants.)

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Concerned Commercial Bank employees should read and understand the Policy and its relevant appendices so that they can comply and help others to comply with the Policy established. Bank personnel across Commercial Bank have the responsibility of complying fully with the Policy.

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Maintenance of the Policy

This Policy should be reviewed at least annually for updates by the Chief Compliance Officer. Relevant employees and appropriate direct reporting line authority.

All subsequent amendments should also be approved in the same manner through the below:

- Chief Compliance Officer;
- Compliance Risk Committee; and
- Board Risk and Compliance Committee.

Review and Update of the Policy

Revisions of this Policy are the principal way of implementing and communicating changes that may arise in response to the changing needs and requirements of the Bank. The objective of formalizing the Policy revision procedures is to ensure that all amendments, additions or deletions to the Policy are properly documented and authorized / approved prior to implementation. The Chief Compliance Officer will be the focal point for Policy revisions to reflect new (or updates in) laws and regulations (if any). The Policy also needs to be reviewed due to internal factors that include but are not restrict to the introduction / change / discontinuation of new services / operations or other organizational re-alignments. Requests for revision of this Policy shall be made to the Chief Compliance Officer through a Policy Revision Proposal (Appendix A).

The Chief Compliance Officer will formally review the Policy for its completeness, adequacy, and alignment to business imperatives (current and future) every two years or on a more frequent basis if deemed necessary. All amendments, additions or deletions of the Policy should be properly documented and authorized/approved prior to implementation. (Refer to Board Delegation of Authority (01-01-DOA-001) for DOA revision approval process.)

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Revision Procedures

Upon updating the Policy, the following activities and revisions should take place:

1. The date should be updated through the use of the Month and Year on the cover page, revision history page and header of the document.
2. The version number should be updated on the cover page, revision history page and the header of the document. The version number increases by one with every update.
3. The revision details are highlighted in the "Amendments Description" table found on the revision history page.
4. The file name should be updated in accordance with the latest date and version number.
5. The Policy is distributed to the relevant stakeholders and acknowledged using the form provided in Appendix B.
6. The non-editable soft copy of the Policy is maintained for internal distribution. The custody of the signed hardcopy document will be held by the Compliance SBU.

Audit

Compliance of this Policy will be regularly reviewed by the Bank's Internal Audit function. In cases where non-compliance is identified, the Chief Internal Auditor will review the reasons for such non-compliance and report them as required. Dependent on the conclusions of this review, the need for a revision to the Policy may be identified. The Chief Compliance Officer (or Group Chief Executive Officer if required) may be asked to issue either general or specific notifications / reminders to staff regarding the Policy established.

4. Policy on Non-Compliance

It is the responsibility of the Chief Compliance Officer (i.e., ‘the owning entity’) to report an incident of non-compliance with respect to this Policy. Such non-compliance will be reported by the concerned employees. Bank employees who fail to comply with this Policy will be subject to disciplinary action in line with the Human Capital Disciplinary Matrix.

5. Regulatory Compliance

The Policy is prepared in consideration of laws and regulations in the State of Qatar, including instructions received from Qatar Central Bank. In the event that a conflict exists between this Policy and regulatory pronouncements, the latter, shall take precedence. Amendments to this Policy should then be made to ensure Compliance. Moreover, the Bank shall ensure

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that it follows applicable laws and regulations of the countries that it operates in. If any such conflicts arise, the Legal SBU should be contacted.

6. Policy Summaries

This Policy provides guidance as follows:

Principles: This Policy provides an overview of principle strategies being adopted to encourage whistleblowing.

Whistleblowing: This Policy describes the definition of whistleblowing, and the various categories of potential whistleblowers as well we excluded matters.

Whistleblowing Channels: This Policy describes the various channels made available to speak up and report whistleblowing incidents, as well as anonymous reporting, protected disclosure and how to prepare yourself to report an incident. In addition, the Policy describes who are the designated recipients of the whistleblowing reports, their roles, and obligations, as well as the extend of maintaining confidentiality of a report.

Confidentiality: This Policy describes how confidentiality is managed by the Bank as well as certain occasions where confidentiality cannot be maintained.

Improper Conduct: This Policy describes the definition of “Improper Conduct and provides examples to elaborate what constitutes Improper Conduct. Excluded matters that are not applicable to the scope of this Policy.

Retaliation: This Policy describes the definition of retaliation, types of retaliation and anti-retaliation protection offered to whistleblowers by Commercial Bank.

Investigation of an Incident: This Policy elaborates the importance of conducting a thorough investigation and the parties involved in such investigations, as such incidents are treated by the Bank as serious.

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7. Reference to Related Documents

This Policy should be in line with Commercial Bank's:

- Articles of Association
- Board Committees Charter (01-01-CTR-003)
- Compliance SBU Organizational Structure
- Compliance SBU Delegation of Authority (06-02-DOA-001)
- Human Capital Policies Manual (12-01-POL-001)
- Code of Conduct (12-01-POL-002)
- Fraud Investigation and Enforcement Protocol (14-04-PROTO-001)
- Anti-Fraud Policy (06-02-POL-005)
- Anti-Bribery and Corruption Policy (06-02-POL-004)
- Conflict of Interest Policy
- Disciplinary matrix
- Employee Handbook

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III. Policy

The Policy Statements section includes broad guidelines, formulated after an analysis of internal and external factors affecting Commercial Bank's objectives, operations, and plans. It also determines the formulation and implementation of strategy, and directs and provides the plans, decisions, and actions of the Bank in achieving its objectives.

1. Principles

- Commercial Bank adopts the highest standards of corporate governance, ethics, and compliance.
- Commercial Bank requires all employees to speak up and immediately report incidents, or suspected incidents, of Improper Conduct.
- Commercial Bank values the whistleblower and the information they disclose in good faith, which helps the Bank to uncover and address Improper Conduct.
- Whistleblowers who act in good faith will be protected against retaliation or other unfair treatment.
- Deliberate false allegations will result in disciplinary action.

2. Whistleblowing

Whistleblowing is the deliberate, voluntary disclosure of Improper Conduct by a person who has (or has had) access to data, events, or information about an actual, suspected, or anticipated wrongdoing within Commercial Bank which is within management's ability to control. In essence, whistleblowing is a critical mechanism for maintaining integrity, transparency, and accountability at Commercial Bank, helping to prevent and address financial crimes and unethical practices.

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A “Whistleblower” may be any employee, director, or contractor of Commercial Bank, or a member of the public, who anonymously (or not) makes, or attempts to make, a Whistleblowing disclosure as defined in this Policy.

Whistleblowing can be undertaken by a variety of individuals who have access to information about unethical, illegal, or fraudulent activities. The main categories of potential whistleblowers include:

a. **Employees:** Current employees of Commercial Bank or its subsidiaries at any level of the Bank, from junior staff to senior executives, who become aware of misconduct can function as whistleblowers.

b. **Former Employees:** Individuals who previously worked for Commercial Bank and have knowledge of past or ongoing misconduct may also come forward as whistleblowers.

c. **Contractors and Consultants:** External parties who work with Commercial Bank on a contractual basis, such as consultants, contractors, or temporary workers, may report misconduct they encounter during their engagements.

d. **Third-Party Vendors:** Employees or representatives of third-party companies that provide services or products to the Commercial Bank may also blow the whistle if they observe wrongdoing.

e. **Auditors and Compliance Officers:** Internal and external auditors, as well as compliance officers, who are in positions to review and monitor the Bank's activities, can identify and report violations.

f. **Shareholders and Investors:** Individuals or entities with a financial stake in the institution who suspect or have evidence of misconduct may also serve as whistleblowers.

g. **Customers and Clients:** Customers or clients of the Bank who notice irregularities or unethical behavior affecting their transactions or investments might report these issues.

h. **Regulators and Law Enforcement:** Occasionally, individuals from regulatory bodies or Law Enforcement agencies who uncover misconduct during the course of their duties might also function as whistleblowers, though this is less common and typically occurs through formal investigation channels.

i. **General Public:** Non-customers or clients of the Bank who notice irregularities or unethical behavior.

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Excluded Matters

Whist all employees and stakeholders are encourages to report whistleblowing incidents not all types of incidents, concerns or grievances are intended to be covered by the scope of this Policy. Generally, workplace grievances and customer complaints not related to illegal, unethical, or non-compliant behavior are not covered by the scope of this Policy and does not qualify for whistleblower protected disclosure. Examples of excluded matters are:

Employment-related disputes:

- Performance appraisals, compensation, transfers, and other matters related to terms of employment.
- Complaints concerning personal career prospects, including lack of professional development or promotion opportunities.
- Personal disputes or interpersonal conflicts with colleagues or supervisors.
- Employment terms and conditions or changes applied.

Customer Complaints:

- Complaints on quality, service, or other similar issues are to be managed through customer service channels.

All excluded matters are to be reported to either Human Capital Department or to Customer Service Channels as deemed appropriate.

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3. Whistleblowing Channels

Commercial Bank encourages open and honest communication. Protected disclosure may be delivered orally and / or in writing. Whistleblowers can call the dedicated 24/7 mobile number, which is managed by the Fraud Control & Investigations Department.

Whistleblowing Hotline : +974 5574 2107

Whistleblowing Email : whistleblowing@cbq.qa

Online Portal : Whistleblowing Online Portal on CBnet

Anonymous Reporting

You can remain anonymous when reporting a whistleblowing incident, however this can limit the Bank's ability to effectively investigate your concerns and protect and support you. Therefore, the Bank encourages whistleblowers to reveal their identity as deemed appropriate.

Protected Disclosure

Protected disclosure is any good faith communication, based on reasonable grounds, which discloses or demonstrates an intention to disclose, information that may evidence Improper Conduct relating to activities or behaviors within the organization that are illegal, unethical, or violate regulatory requirements.

Such disclosures made in good faith are protected under the Bank's Whistleblowing Policy to ensure the whistleblower is safeguarded from any form of retaliation or adverse consequences. Protected disclosures encourage transparency and accountability within the Bank by ensuring that individuals can report concerns without fear of reprisal.

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Preparing to Report a Whistleblowing incident

Gather information and review policy	Collect as much information as possible about the incident. Such as dates, times, involved individuals and specific actions. Familiarize yourself with the Bank's Whistleblowing Policy.
Be clear and concise	Provide a clear and concise account of the Improper Conduct. Stick to factual information and avoid speculative or emotional language.
Provide all evidence	Include all evidence that supports the report, such as documents, emails, or witness testimonies etc...
Specify anonymity preferences	Clearly state if you wish to remain anonymous or not.

Key Recipients of Whistleblowing Incident reports

The following designates are authorized by the Board to receive, assess, and investigate information disclosed by a whistleblower. It is an independent function that reports into the Board Risk & Compliance Committee (BRCC).

Designates	Role	Obligations
Senior Manager Fraud Investigations	Initial point of contact for reporting whistleblowing incidents and conducting investigations.	• Receive reports and assess • Conduct investigations • Ensure confidentiality of whistleblowers identity • Protect whistleblowers from retaliation • Manage integrity of the Whistleblowing Program
Head of Anti-Fraud Control & Investigations	Overseeing adherence to laws, regulations, policy, and investigation protocols.	
EGM, & Chief Compliance Officer	Governing the integrity and compliance of the whistleblowing program as the designated "Whistleblowing Protection Officer" of the Bank.	

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4. Confidentiality

Where a whistleblowing report is made and your identity is disclosed, Commercial Bank will maintain the confidentiality of your identity to the fullest extent. Only limited designates authorized by the Board are permitted to know your identity. These designates of the Fraud Control & Investigation Department, have measures in place to ensure that confidentiality and secure record-keeping is established, such as:

- Using alias name in place of your name;
- Referring to you in a gender-neutral context;
- Removing your personal information or references to you witnessing an event;
- All paper and electronic documents and other materials relating to whistleblowing disclosures are stored securely;
- Segregation of duties by limiting the number of staff who have access to whistleblowing reports and investigations;
- Disciplinary action will be enforced to anyone who breaches the confidentiality of a whistleblower.

However, there may be occasions where confidentiality is not possible, for example:

- When the investigation leads to charges that are heard in court;
- Where the law requires the disclosure of the whistleblower's identity to a Law Enforcement authority;
- Where the nature of the allegation is such that the identity of the person can be assumed from the information that is provided by the whistleblower;
- Where the incident was made public by the whistleblower or an associate;
- You have previously mentioned to other people that you intend in making a disclosure.

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5. Improper Conduct

Refers to any actions or behaviors by employees, contractors, or other stakeholders that are unethical, illegal, or in violation of the Bank's policies and regulatory requirements. Such conduct can undermine the integrity, transparency, and stability of the Bank. Improper conduct is also known as misconduct or wrongdoing.

Examples of Improper Conduct includes, but is not limited to:

a. Conduct violating any laws;
b. Fraudulent activity;
c. Violations of accounting, auditing, or internal control policies or procedures;
d. Improper dealings with government officials, such as bribery;
e. A substantial mismanagement of Commercial Bank's resources;
f. Conduct involving substantial risk to public health or safety;
g. Harassment and unethical behavior;
h. Conduct involving risk to Commercial Bank's reputation that would, if proven, constitute:
    a. a criminal offence;
    b. reasonable grounds for terminating the employment of any employee who was, or is, engaged in the conduct; or
    c. reasonable grounds for disciplinary action.
i. Any other conduct that constitutes a violation of the Code of Conduct or Conflict of Interest.

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Whistleblowers implicated in Improper Conduct

The act of whistleblowing will not shield a whistleblower from the reasonable consequences flowing from their own involvement in Improper Conduct. A person's liability for their conduct is not affected by the person's disclosure of that conduct. In some circumstances the reporting of Improper Conduct and an admission may be a mitigating factor when considering disciplinary action.

Evidence and false claims

A whistleblower is not expected to provide conclusive proof of Improper Conduct. However, to make a valid protected disclosure the person must act in good faith and have reasonable grounds for believing or suspecting that Improper Conduct has or may have occurred. The whistleblower must provide sufficient information to enable an investigation.

6. Retaliation

Retaliation means any act of discrimination, reprisal, harassment, or vengeance, direct or indirect, recommended, threatened, or taken against a whistleblower by any person because the whistleblower has made a disclosure pursuant to this Policy. Such retaliative actions are intended to penalize, intimidate, or deter the whistleblower or others from reporting future incidents.

Common types of retaliation

- Unfair or biased task assignments
- Demotion or termination
- Denial of promotion
- Defamation
- Reduction of pay, bonus or benefits
- Negative performance evaluation
- Unwarranted inspections

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- Intimidation, harassment or psychological pressure
- Invasion of privacy
- Discrimination, isolation and blacklisting
- Early contract termination
- Prosecution or legal actions
- Physical and psychological violence
- Discrediting or humiliation

Anti-Retaliation Protection offered to Whistleblowers

The Board has appointed EGM, Chief Compliance Officer as the “Whistleblower Protection Officer” to provide dedicated protection and support to whistleblower(s). When Improper Conduct or wrongdoing is reported, the whistleblower’s identity is protected unless the individual wishes not to receive identity protection. The whistleblower will have direct access to the “Whistleblower Protection Officer”, who will:

- Assist in maintaining your wellbeing;
- Work with the whistleblower to understand and manage any risk of reprisals being made against you;
- Seek to deter any reprisals, threats of reprisal or retaliation (with disciplinary actions enforced on those found to have committed such unjust acts);
- Ensure your workplace arrangements are appropriate and safe while the incident is being investigated; and
- Protect your identity and information from being identified.

These protections are also extended to employees who engage in conducting an investigation of a whistleblowing incident.

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7. Investigation of an incident

The Fraud Control & Investigation Department will assess all reported incidents via whistleblowing channels and investigate such incidents in line with the Bank's fraud investigation protocol to conduct a thorough investigation since such whistleblowing incidents are treated by the Bank as serious. In case the incident relates to an excluded matter (i.e., employee grievance) as mentioned in this Policy, such incidents will be referred to the Human Capital Strategy and Governance unit to intervene and investigate, in accordance with the Bank's Human Capital Policy.

Records Retention

All incidents and evidence(s) relating to whistleblowing incidents will be retained for a period of 15 years from date of case closure in a secure fireproof safe.

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IV. Abbreviations

BRCC	Board Risk & Compliance Committee
BOD	Board of Directors
CRC	Compliance Risk Committee
The Bank	Commercial Bank
DOA	Delegation of Authority
EGM	Executive General Manager
GCEO	Group Chief Executive Officer
HC	Human Capital Department
FCID	Fraud Control & Investigation Department
SBU	Strategic Business Unit
SOP	Standard Operating Procedure
QCB	Qatar Central Bank

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