

**Main Administrative and Executive Resolutions  
of The Board of Directors of Al Khalij Commercial Bank  
(al khaliji) (Q.S.C.)  
at Its Meetings Held In Year 2009**

**February 16, 2009**

1. Endorse the appointment of H.E. Sheikh Hamad Bin Faisal Bin Thani Al Thani as new Chairman of the al khaliji Board, pursuant to Qatari Diar Board of Directors' Resolution No. 2/2009, dated 21/1/2009.
2. Appointment of Rima Boutros as Company Secretary and authorize her to attend the meetings of the Board and Board Committees and take minutes of the deliberations.
3. Endorse the Kuwaiti Al Dana Real Estate Company resolution to appoint Mr. Issam Khalaf as representative for the company on the al khaliji Board in replacement of Mr. Mohammad Al Sager.
4. Split the Audit and Risk Committee into two committees being the Compliance and Risk Committee and the Audit Committee.

**February 25, 2009**

1. Approve the resolution passed by Bahraini Union Investment House to appoint Mr. Hisham Al Saei, as new representative of the company on the Board, to replace Mr. Salah Asheer.
2. Approve the Financial Statements of the period ending 31 December 2008
3. Approve the Corporate Strategy for the year 2009.

**March 22, 2009**

- A. Approve the appointment of Robin McCall as Acting CEO
- B. Approve the issuance of the following AGA & EGA agendas and to invite the shareholders on 12 April 2009 to attend, speak, ask questions, and, on a poll, to vote on the items listed on the following AGA & EGA agendas. In case of no quorum constituted, the meeting will be re-scheduled for April 15, 2009:

### Agenda of the First Annual General Assembly

1. 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 31.12.2008 and the future plans of the Company.
2. Hear and approve the Auditor's Report on the Company's financial statements presented by the Board of Directors for the financial year ended 31.12.2008
3. Discuss and approve the Company's financial statements for the year ended 31.12.2008.
4. Approve the Board of Director's recommendation regarding the distribution of cash dividend for the year ended 31.12.2008
5. Fix the remuneration of the Directors of the Board for the year ended 31.12.2008 and to approve the policy to define the basis of calculation of remuneration granted to them.
6. Clear the Board members from any liability for the financial year ended 31.12.2008
7. Clear the External Auditors from any liability for the financial year ended 31.12.2008 and re-appoint them for the year 2009 and determine their remuneration

### Agenda of the Extraordinary General Assembly

- I. Approve the appointment of the Shariah Board
- II. Approve the following amendments to the Articles of Association ("AOA"):
  - **Amend Article 5 of the AOA by adding a new item No. 5 as follows:**
    - a) Marketing of Insurance products on behalf of third parties inside and outside Qatar
    - b) Providing customary insurance services
  - **Amend the following provisions of article 57 of the AOA by deleting the provisions of the second paragraph (Subject to the provision of Article 55 .... domicile into any other country)**

*The General Assembly of Shareholders shall not deliberate any topics other than those listed under the agenda. However, the General Assembly shall*

*have the right to deliberate upon any serious matters that may be revealed during the meeting, or in case a number of shareholders representing at least one tenth of the capital request that a specific matter be incorporated in the agenda.*

*Subject to the provisions of Article (55) of these Articles, decisions shall not be taken on any of the following topics by the General Assembly of Shareholders except by consent of holders of 80% of the total shareholding:*

- 1. Amendment of provisions of the Memorandum of Association that relate to formation of the Board of Directors.*
  - 2. Amendment of maximum percentage permitted to be held by the non-Qatari citizens in the Company and the minimum percentage of shareholding to be held by Qatari citizens.*
  - 3. Dissolving or liquidating the Company or merging it with another corporate entity.*
  - 4. Sale of the whole project for which the Company was incorporated or disposing of it in any other way.*
  - 5. Relocation of main corporate domicile into any other country.*
- **Amend Article 69, paragraph 1 of the AOA by changing the annual legal reserve from 20% of net profits to 10%, so as to read as follows:**  
*Net profits shall be distributed as follows:*
- 1. 10% of the annual net profits shall be deducted in order to form a statutory reserve. Such deduction may be suspended in case the reserve balance reaches 100% of the nominal capital. Allocation of funds to and from the reserve may be reviewed from time to time by a resolution of the shareholders, provided that such reserve shall not drop below the minimum limit stipulated under the law of the Central Bank of Qatar and regulations issued in implementation of such law.*

III. Authorize and delegate powers to the Board to execute the EGA resolutions.

IV. Amendment of Article (10) of the Articles of Association by removing the following clause:

*“Balance amount in respect of each share shall be payable within no more than five years effective from the date of issue of the Ministerial Resolution which authorised the incorporation of the Company. The first call and/or call for payment of balance payable on each share shall be made after at least two years from date of issue of the Ministerial Resolution which authorised the incorporation of the Company. Payment shall be made on the dates and in the manner stipulated by the Board of Directors. Such dates shall be declared at least fifteen days prior thereto by posting a public notice in two local daily newspapers. In case the Shareholder fails to timely pay the installment due, provisions of Article (157) of the Commercial Companies Law shall apply”.*

And to make the necessary legal arrangements, including the amendment of Articles 6 and 7 accordingly.

#### April 16, 2009

1. Approve the Audit Committee recommendation regarding the disclosure of the Quarterly Financial Statements as reviewed by the Committee
2. Take all necessary actions towards implementing the AGA & EGA resolutions and to start immediate investigations with competent regulatory entities to waive al khaliji's right to call the unpaid capital.
3. Approve the Group Whistle-blowing Policy which shall become effective immediately
4. Approve the TOR of the Corporate Governance & Nomination Committee and the TOR of the Management Executive Committee (ManCo)
5. Approve the high level Corporate Governance Structure
6. Approve the launching campaign of the Islamic Business
7. Approve the Interim Condensed Consolidated Financial Statements for the three months ended 31 March 2009.

#### June 3, 2009

1. Approve the allocation of Capital to the Islamic Branch
2. Approve the winding up of al khaliji DIFC subsidiary (Al Khaliji Services) voluntarily subject to QCB, DSM and DIFC applicable laws and regulations

3. Approve the issuance and the amendment of the following Terms of Reference (TOR):

- Reviewed TORs for the Managing Executive Committee (ManCo)
- Amended TOR of the Shariah Supervisory Board
- Amended TOR of the Audit Committee
- TOR of the al khaliji Board of Directors
- TOR of Al Khaliji (France) Board of Directors

4. Approve the issuance and implementation of the following policies:

- Delegation of Authorities Group Policy and Matrix
- Group Corporate Governance Policy & Instructions
- Islamic Risk Group Policies and Compliance Manual
- Business Continuity Group Policy
- Related-Party and Conflict of Interest Group Policy
- Insider Trader Group Policy
- Budget Group Policy
- External Auditors Group Policy
- Procurement Group Policy
- Transparency & Disclosure Group Policy
- Group Legal Policies

5. Approve the new organization structure of the Bank and inform competent regulatory bodies of the new changes as soon as it is effectively implemented

### July 20, 2009

Approve the Group consolidated financial results for the first half of 2009

### October 19, 2009

Approve the Group consolidated financial results for the 9 months period ended 30 September 2009

### December 7, 2009

1. Approve of the 2010 Corporate Calendar

2. Approve the Group strategy which is designed to respond to the current market circumstances and to survive the continued financial crisis that hits the international and regional market
3. Approve the 2010 budget