

INDEPENDENT ASSURANCE REPORT TO THE SHAREHOLDERS OF AHLI BANK Q.P.S.C.

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 the Ahli Bank Q.P.S.C. (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 2022.

Responsibilities of the Board of Directors and Those Charged with Governance

The Board of Directors of the Bank is responsible for preparing the accompanying 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').

In Corporate Governance section of the Annual Report, the Board of Directors provide its 'Report on compliance with the QFMA's law and relevant legislations including the Code' (the "Corporate Governance Report").

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 Responsibility

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

**INDEPENDENT ASSURANCE REPORT
TO THE SHAREHOLDERS OF AHLI BANK Q.P.S.C. (CONTINUED)**

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 (Continued)

Our Responsibility (continued)

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 these requirements.

Our limited assurance procedures do not involve assessing the qualitative aspects or effectiveness of the procedures adopted by management to comply with these 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 Qatar. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Other Information

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

Our conclusion on the Board of Directors 'Report on compliance with QFMA's law and relevant legislations including the Code' 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 Board of Directors 'Report on compliance with QFMA's law and relevant legislations including the Code', our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Board of Directors 'Report on compliance with QFMA's law and relevant legislations including the Code' or our knowledge obtained in the engagement, or otherwise appears to be materially misstated.

**INDEPENDENT ASSURANCE REPORT
TO THE SHAREHOLDERS OF AHLI BANK Q.P.S.C. (CONTINUED)**

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 (Continued)

Other Information (continued)

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

Conclusion

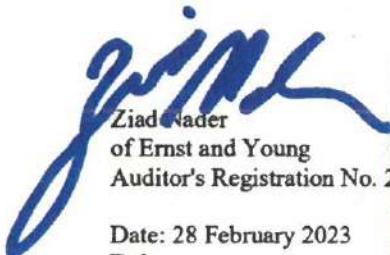
Based on our limited assurance procedures, nothing has come to our attention that causes us to believe that the Board of Directors' Report on compliance with QFMA's law and relevant legislations including the Code do not present fairly, in all material respects, the Bank's compliance with the QFMA's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

Emphasis of matter

We draw attention to the sections 2.3 and 8.1B of Corporate Governance section of the Annual Report, which describes the following non-compliances with QFMA's law and relevant legislations, including the Code along, with the reasons and justifications.

- The Bank's Article of Association and Board Charter states that the Board of Directors shall be comprised of nine members. However, the Board of Directors is currently comprised of eight members (Section 8.1B of Corporate Governance section of the Annual Report).
- The Chairman of the Board of Directors is a member of a number of Board Committees contrary to the Governance Code (Section 8.1B of Corporate Governance section of the Annual Report).
- The Chairman of the Audit Committee is a non-independent member of the Board of Directors contrary to the Governance Code (Section 8.1B of Corporate Governance section of the Annual Report).
- The minority shareholders' rights are not sufficiently addressed in the Articles of Association of the Bank. The proposed amendment to the Articles of Association to further emphasis on the minority protection rights will be presented to the upcoming Extraordinary General Meeting to be held on 28 February 2023 (Section 8.1B of Corporate Governance section of the Annual Report).
- A member of the Board of Directors, considered as an independent member by the Bank, whose appointment was approved by Qatar Central Bank, owns shares that are currently in the process of being transferred to a third party (Section 2.3 of Corporate Governance section of the Annual Report).

Our conclusion is not modified in respect of these matters.



Ziad Nader
of Ernst and Young
Auditor's Registration No. 257

Date: 28 February 2023
Doha

