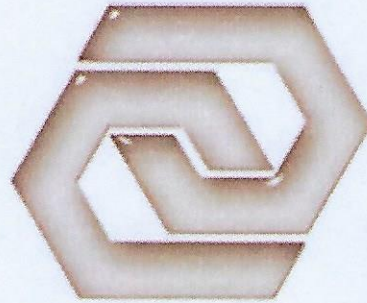


مصرف القابض الإسلامي للتمويل والاستثمار

Al-Qabidh Islamic Bank For Finance & Investment

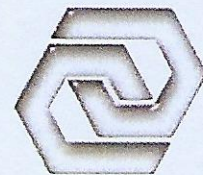
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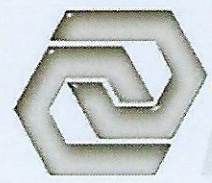
Corporate Governance

Guide 2019



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Governance Guide

The Bank's Governance Guide is necessary to assist the Board and its members in performing their role efficiently and professionally. The Guide should be reviewed periodically to include any legal or regulatory developments or updates to the criteria on which the Guide is based, Or authorization a new tasks by General Authority to the Board In addition, the Board is responsible for the existence of effective corporate governance based on the laws and instructions issued by the supervisory bodies, mainly represented by the Central Bank of Iraq and the policies of the Bank. This is done by discussing the aspects of corporate governance, identifying the Bank's objectives, adopting the best methods and the performs that contribute to the Bank's growth and achieve its strategies, or the Board's desire to add new responsibilities that it deems necessary, The content of this guide comply with the following legal references :

- Governance Guide issued by the Central Bank in October 2018.
- The Law of the Banks No. (94) for the year 2004.
- The Law of the Islamic Banks No. (43) for the year 2015.
- The Law of the Iraqi Companies No. (21) for the year 1997 amended for the year 2004.
- The Law of the Central Bank No. (56) for the year 2004.
- The Law of Electronic Signature and Electronic Transactions No. (78) for the year 2012 .
- The Law of the AML / CFT No. (39) for the year 2015.

Taking into consideration the following:

- The Committee on Corporate Governance that emanating from the Board is responsible for the preparation, follow-up and implementation of this Guide.
- The Bank shall prepare in its annual report a report to the public showing the extent to which its executive management complies with the laws and instructions issued with respect to corporate governance, This report shall also include cases of non-compliance (if any).
- The Bank shall disclose information that interest to the stakeholders, That specified on with laws and related instructions, and its board of directors must make sure of that.



- The Department of Awareness and Public Protection is responsible for publishing the Material contained in the Corporate Governance Guide on the website of the Bank, or in any other way suitable for the public with publishing the culture of governance in the Bank, encouraging employees and executive management to apply their performing and attend training courses, In addition to the Bank's work to encourage its clients to apply the rules of governance in their institutions, as well as to verify that the bank's credit policy includes the application of corporate governance to its clients, especially from companies, to assessment risk with strengths, In accordance with their corporate governance practices, The Corporate Governance Guide is a reference to all corporate governance rules adopted by the "Bank" with the internal bodies represented by the Board of Directors "the Board" and the Senior Executive Management of the Bank, And this Guide achieve To :-
- Helping the Board and Executive Management , department and units in the bank to apply rules of good Corporate Governance to ensure that the bank complies with the regulations and instructions issued by the supervisory bodies represented by the Central Bank of Iraq, in addition to the practices applied to reach a high degree of efficiency and effectiveness in all operations, especially the Board of Directors of the bank and senior executive management .
- Organize a systematic decision-making within the bank and to stimulate the transparency and credibility of those decisions.
- Work as a reference reliable and certified by the Board of Bank Management.
- Define the rules and responsibilities for the management and implementation of this guide.
- ❖ Through inserting the Structural developments, legislative and regulatory that aimed at reducing risks exposed to the banking sector, as investors tend to deal with banks that have with sound governance structures, where governance aims at determining the nature of the relationship between the Board of Directors and the executive management including Protects the funds of depositors , shareholders and stakeholders as well as focus on disclosure and transparency, This guide has been prepared in accordance with best internationally accepted practices and based on relevant Iraqi laws with international standards issued by international institutions and bodies, International Finance Corporation (IFC), Organization for Economic Cooperation and Development (OECD), Basel Committee on Banking Supervision , The Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI) , The Islamic Financial Services Board (IFSB), to assist banks in-strengthening governance frameworks ,Rational management ,as well as assisting board members and executive management to oversee and monitor the activities of the Bank, ensuring the protection of depositors, shareholders and stakeholders rights.



Governance

Is the set of comprehensive systems that define the relationships between the Board of Directors, the Bank Executive Management, the shareholders and other stakeholders, Governance deals with the system in which directs the Bank Board of Directors and monitors its activity, which affects on :-

- ❖ the determination of the Bank's strategy.
- ❖ Operate the risks system of the bank.
- ❖ Bank activities.
- ❖ The balancing between responsibility of the shareholders and protect the interests of the depositors and take the interests stakeholders and other interests in account .
- ❖ Banks Compliance with the laws and regulations .
- ❖ disclosure and transparency Practices.

Definitions

for the words and phrases contained in this Guide has its specific meanings for later on , unless context indicates otherwise , are referenced to the laws and instructions of the Central Bank of Iraq and Banks Law No. (94) of 2004 and the Islamic Banks Law No. (43) for the year 2015 and the law to facilitate the implementation of the Banking Law No. (4) for the year 2010 and the Companies Law No. (21) for the year 1997 amended for the year 2004, on any other definitions that are not mentioned in this Charter.

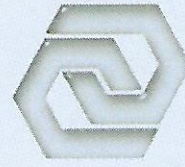
Corporate Governance of Banks where the definition is divided into two perspectives:

Legal perspective: it's the legal framework and legal rules that protect the interests of parties related to the bank .

Accounting perspective: is to provide protection components Investor's funds and access to appropriate returns and non-use of their funds in the field of inappropriate investments.

appropriateness: Provides certain requirements in the members of the Board of Directors of the Bank, the Islamic legitimate Supervisory Board and members of the senior executive management .

Bank: AL QABIDH Islamic Bank for Finance and Investment.



The Board: The Board of Directors of the Bank.

General Authority: The General authority for shareholders.

Authority: The legitimate Supervisory Board.

The senior Executive Management: High-level employees includes:

- CEO and his Associate Managing Director.
- As well as :
 - A- Manager of financial accounting Department.
 - B- Manager of Administration Department.
 - C- Manager of Finance and Investment.
 - D- Manager of Awareness and Public protection department .
 - E- Manager of Information and Communication Technology Department .
 - F- Manager of Branch Operations.
 - G-Manager of Payments Department.
 - H- Manager of the Shareholders Unit.
 - I - Manager of Legal Department.
 - J- Manager of International Department.
 - K- Manager Of Legitimate Compliance Department And Compliance Control.
 - L- Manager of AML/CFT .
 - M-Manager of Risks Management Department.
 - N- Manager of control department and internal legitimate audit.
 - O- any employee with executive authority, equals to who is responsible for the activities mentioned above , is functionally related directly to the CEO.
 - P- any other person at the level of a Director, to whom the Central Bank is required to comply with the requirements of the Central Bank of Iraq Law No. (56) for the year 2004 and the Banking Law No. (94) for the year 2004.

Stakeholders: with interest in the Bank such as depositors, shareholders, employees, creditors, clients (customers) or the concerned regulators.

Principal shareholder: The person who owns (10%) or more of the bank's capital, directly or indirectly.

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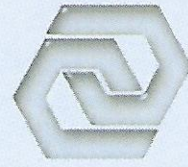
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AL-QABIDH ISLAMIC BANK FOR
FINANCE AND INVESTMENT



Membership of Board of Directors

1. The members of the Board of Directors shall be elected at the meeting of the general authority for a period of not more than four years after the approval of the CBI it's allowed to re-election the member in case of maximum 2 rounds.
2. The members of the Board shall not be less than (7) of the members and elected in the meeting of the general authority according to the Cumulative voting system.
3. The Board Vote from among it's members as Chairman Of The Board And Vice-President in the meetings of the general authority.
4. The Vice-President of the board may assume the duties of chairman when absentee, or unable to preside the board meeting.
5. No member of the Board may be a member of executive employee in the bank, except for the CEO, or the elected member under the legislation and instructions issued by the legislative authorities in Iraq.
6. The Nomination and Remuneration Committee of the Bank shall determine the necessary requirements to ensure the independence of the Board member, including the following as minimum :-
 - To have a legal capacity and be decent and fit person with the fulfillment of the legal and administrative requirements contained in the Banking Law No. (94) for the year 2019 and the Companies Law No. (21) of 1997 and its amendments.
 - Not be a member of the board of directors of any other bank inside Iraq, a general manager, a CEO, a regional manager or an employee thereof unless the latter bank is subsidiary to that bank.
 - Not be a lawyer, legal advisor or accounts Revision of the bank.
 - Must have at least a bachelor's degree in finance, banking, business administration, accounting, economics, law or similar or related disciplines.
 - Not be a member of the boards of more than five private joint stock companies within Iraq in his personal capacity in some of them and legalize as a representative of a legal person in others.
 - Should he not be an employee of the Government or of any public official institution unless he is a representative thereof, and he shall not be a civil servant who heads a ministry or has a status in the Council of Ministers.
 - Not be a partner or employee of the external auditor of the bank, nor be a partner or employee during the three years preceding the date of election as a member of the board.



- He shall not have been a member of the Board of Directors of the Bank or any of its subsidiaries for more than 8 consecutive years.
- Not be (he or any company he is a member of it's board of Directors , owner, principal shareholder) , entitled to any credit from the Bank exceeds (5%) of the Bank's subscribed capital, and shall not be a guarantor from the bank exceeds of it.
- Most members of the Board are qualified and experienced banking , financial or Accounting , administrative , economic , legal or similar or related disciplines.
- Must not be under 30 years of age.
- A one member of the Board of Directors should be a femal at least .
- It's allowed for the member of the board to be a non-resident and non-Iraqi , and the foreign member shall have a valid residence document.
- Must have qualified and experienced banking ,and the Board of Directors members should be subject to an interview by the nomination and remuneration Committee, otherwise they shall be involved by the Bank in appropriate training sessions, Development of knowledge , concepts and skills in the field of banking.
- The members of the Board of Directors are appointed at the general authorities meeting, For a period not exceeding four years. Re-appointment of the Member for four consecutive years are allowed .
- Members of the Board shall enjoy the highest degree of credibility , integrity, Competence , expertise and commitment , the board and the nomination and remuneration committee shall be responsible for ensuring that.
- The Central Bank may object to the nomination of any person for membership of the board if it is found that he is not fit to fill this position .
- To any person who occupies the presidency or membership of the borad,a signature shall be signed in accordance with the approved form issued by the Central Bank. A copy of which is kept with the bank and a copy thereof with the Central Bank attached by a CV for the member.
- The chairman of the Board shall ensure that the Central Bank is informed of any material information that may adversely affect the suitability of any of its members.
- The chairman of the Board, or any of the members of the Board of Directors or the principal shareholders , shall not be associated with the CEO in charge of the relationship up to the fourth degree.
- Not be an employee of the Bank or any of the related parties during the previous three years.
- Not be a principal shareholder in the bank or his representative.



- Not be an administrative or employee of another bank or a CEO by another bank .
 - Does not directly or indirectly (include the ownership of family members shareholders or parties related to) more than (5%) of the shares of any company from any type.
 - A members of board of directors allowed to be non-residents and non-iraqies.
7. The Board of Directors must take into consideration the diversity of professional and practical experience in selecting the members of the Board of Directors in a manner consistent with the bank's activities, Board Members are organization through the **Cumulative Voting**: It's a voting method for selecting board of directors members of an organization through general assemblies of the listed companies,each shareholder shall have a voting capacity according to the number of shares he holds in the listed company multiplied by the number of directors to be elected.
 8. Must elected the members who represent integrity and who have proven to possess a high degree of skills and leadership qualities And the responsibility to support the Board of Directors of the Bank .

Functions And Responsibilities Of The Board Of Directors:

- 1.The mandate of the General authorities powers of the board does not exempt them From assuming their responsibilities in respect of the operations of the Bank.
- 2.Adoption of the Bank's plans including vision , mission , forests and strategic objectives and core values of the bank in the sight of the directions of the General authorities and then direct the executive management to implement the plans and monitor their performance and standardization and amendment if needed , to ensure the implementation of those plans.
- 3.The Board is required to supervise the senior executive management, monitor its performance and ensure the soundness of the financial situation and the solvency of the bank, It must adopt appropriate policies and procedures for the supervision and periodic supervision of the performance of the bank, in addition , the Board should ensure that the Senior Executive Management is responsible for managing the day-to-day operations of the Bank and that it contributes to the implementation of corporate governance, and delegates authority to employees and establishes an effective administrative structure that promotes accountability and carries out tasks in various areas and activities in line with the Bank's strategy,Policies and procedures adopted by the Board .



4. The Board shall adopt a policy to monitor and review the performance of the executive management by establishing key performance indicators to identify, measure and monitor performance and progress towards the Bank's objectives.
5. The Board of Directors shall ensure that the Bank's policies, plans and procedures are in place, including all its activities and in line with the relevant legislation, and that it has been circulated at all administrative levels, in addition, they are reviewed periodically, in addition, the Board shall ensure that the organizational structure clearly articulates all duties and responsibilities, including the following supervisory levels :
 - Board of Directors of the Bank.
 - Separate departments for risk management, legitimate compliance, compliance control, control department, internal legitimate auditing, AML/CFT, and ensure not to do a daily executive tasks.
6. The Board should determine the core values of the bank, draw clear lines of responsibility and accountability for all the activities of the bank, and instill a high culture of ethical standards, integrity and professional conduct of the bank's managers.
7. The Board is responsible for the safety of all operations of the Bank, including financial situation and the responsibility of implementing the requirements of the Central Bank and the requirements of other regulatory and regulatory bodies related to its work, taking into consideration the stakeholders and ensuring the management of the bank within the framework of the legislation and internal bank policies, and the effective supervision are constantly available of the Bank's activities, including the activities of the bank assigned to external parties.
8. The Board shall implement the decisions of the general authority and follow up the progress made by the Executive Management in the execution of these decisions.
9. The Board shall submit the final accounts and financial statements of the Bank and a comprehensive report of the results Implementation of the annual plan to the General Authority for discussion and approval .
10. The Board must ensure compliance with international standards in all activities and operations of the bank.
11. The Board should discuss and approve the annual plans and budgets related to the activities of the Bank and follow up its implementation and abide by them.



12. The Board shall Formation of standing committees related to the board and temporary committees which are called for from the member of the borad or other else.
13. The board shall ensure appointment the manager of control department and the internal legitimate Auditing in the bank, base on the recommendation of the Audit Committee, in addition to appointing the manager of the Risk Department and the legitimate Compliance Officer Compliance control and the manager of AML / CFT and acceptance of their resignations, after obtaining the approval of the central bank and the recommendation of the Nomination and Remuneration Committee.
14. The Board shall adopt control systems and internal audit for the bank annually, in coordination with the auditing committee, to ensure accountability the senior executive management, and ensure that the manager of control department and Internal legitimate Audit of the bank and the external auditor (The Accounts Revision) to review these regulations at least once a year, and the board should include the Bank's annual report confirming the adequacy of these regulations.
15. The Board shall ensure the independence of the external accounts auditor at the beginning and continuation of.
16. The Board shall adopt risk management strategy and monitor their implementation coordinating with the risk management committee , that includes the level of acceptable risks, and ensure the bank is not exposed to high risks and that the Board has covered the Bank's operational work and the risks associated with it, and to ensure that there are adequate tools and infrastructure enough and sufficient to the risk management in the bank that will be able to identify, measure, control and monitor all types of risks to which it is exposed.
17. The board shall ensure the implementation of the executive principles of the basic principles of good governance as set forth in the rules of "good governance and internal control system" in chapter (24) of the Instructions No. (4) of 2010 to facilitate the implementation of the banking law No.(94) for the year 2004, such as to ensure proper return of shareholders, protect and respect their rights, manage the Bank properly, comply with applicable laws in Iraq and protect the rights of depositors, as this is achieved through the supervision and control of the board on the operations of the bank, the existence of adequate setting and control and full disclosure of financial information and the information about the bank.



18. The Board should ensure that there are adequate and reliable management information systems covering all the activities of the bank.
19. The Board should verify that the bank's grant policy includes a clear and comprehensive application of corporate governance concepts to its corporate clients, especially private shareholding companies, for that risks are evaluated by identifying weaknesses and strengths, depending on their practice in field of corporate governance and islamic rulings.
20. The Board should ensure that the bank adopts appropriate social initiatives in the field of environmental protection, health and education, taking into consideration the provision of financing for small and medium-sized enterprises at appropriate prices.
21. The Board shall take effective measures to find a clear separation between the powers of shareholders who have an influential interest on the one hand and executive management on the other , in order to promote sound corporate governance and to develop appropriate mechanisms to reduce the impact of shareholders Those who have an effective interest, through, for example, is not limited to the following are :
 - None of the shareholders who have an influential interest occupy any position in the executive management.
 - The Senior Executive Management shall obtain the executive powers and responsibilities from the board alone and to operate in frame mandate which is given by it, when making the necessary decisions to manage operations and activities.
22. The Board of Directors shall adopting the Organizational structure of the bank Indicating the clear chain of management, including the committees emanating from the board, and the executive management.
23. The Board of Directors shall oppointing one of its member to be a CEO who shall have the integrity, technical competence and experience of banking, In which he shall be responsible for implementing the Board's decisions and managing its day- to-day operations and separating executive and supervisory functions.
24. The Board shall ensure that the position of the Chairman of the Board and the Managing Director shall not be combined .
25. The Board's approval of a (Succession Plan) for the members of the senior Executive Management of the Bank. Those who not apply the requierment to be provided for to fill this post or those who are about resign ,and the board shall review the plan at least once in a year.



26. The board shall inform the Central Bank of any material information that could adversely affect the safety of any member of its Executive Directorate.
27. Approval on selecting the nominees to fill executive positions, and rating, monitoring the performance periodically and supervising it and charges them, and gain a clear explanation for the matter.
28. To spread the culture of governance in the bank and to encourage all employees and executive management to apply their practices and attend training courses in addition to working on the bank. To encourage its clients to apply the rules of governance in their institutions, as well as to verify that the bank's development policy includes the application of corporate governance to its clients, especially from companies, so that risks are assessed by weaknesses and strengths based on their practices in corporate governance.
29. To ensure that the bank is in line with the sustainability criteria listed in appendix (1) of this guide.
30. Defining the executive powers of the bank's operations (whether The Authorized Director or The Executive Management, whether Banking Operations, Credit Granting or signing of remittances, Networks, Guarantees, uarantees, borrowing, ledge and letters of guarantee).
31. Ensure that the Executive Directorate is informed of the official website of the Anti-Money Laundering Office in relation to the daily lists and flags of the AML, and inform anti-money laundering office and the banking control department of the Central Bank, immediately in the case of the presence of a person whose name has been included in the list of terrorist funds.
32. The Board's performance should be evaluated as a whole at least once in a year and presenting the results of the evaluation to the general authority depending on a system rates the work of the board, provided that this system shall include a minimum limit of:
 - Setting specific objectives and determining the role of the board in supervising the achievement of these objectives in a measurable manner.
 - Setting primary Indicators for the performance of CEO and executive management can be drawn from the bank's strategic objectives and annual work plans can be used to measure the performance of the executive management periodically.
 - Communicate between the board and the shareholders, and the necessary of the periodicity of this communication.
 - Board of directors period meetings with executive management.



33. The member role and his functions in the meetings of the Board and the extent of its commitment to attend, as well as Comparing his performance with the other members performance, as well as obtain of the (feedback) from the member concerned in order to improve the evaluation process, which is the group of information received by the individual for his performance and results, to clarify the mistakes that occurred and how far he developed, learned, and the appropriateness of his performance to reach desired goals.
34. The Bank shall provide the central bank with information concerning the members of the boards of directors or managers committee, executive management of its companies within and outside Iraq, on a semi-annual basis, as well any amendments thereto.
35. The Board of Directors must supervise the quality of disclosure, transparency and information about the Bank.
36. The Board shall reconcile the status of the members of the executive management who have been appointed in a manner that does not guarantee non-compliance with the instructions contained in the relevant laws, instructions and legislations, till period of time not exceeded than (3 years) until the year (2020), with the need to request them to sign the declarations required by these instructions.

Tasks And Responsibilities Of Members Of The Board Of Directors:

Each member of the Board to perform the functions and responsibilities entrusted to him in addition to ensuring effective control over the work done by the executive management and compliance by the bank with the laws and regulations the tasks and legislations issued by the Central Bank of Iraq and the legislative and supervisory bodies in Iraq, and the main responsibilities of the members, for example, but not limited to the following :-

1. Legislation and material related to banking and bank operational environment, and Keep up the developments within, In addition, the developments that related to his work, including the appointing requirements for the Senior Executive Management in the bank, in the legislation and principles related to banking work, Including the functions of the senior executive management of the bank.
2. Attend meetings of the Board and meetings of the committees emanating from the Board as required and meetings of the general committee.
3. Not to disclose the confidential information of the Bank or to use it for its own benefit or for the interest of others.



4. Not to take advantage of business opportunities to act in their own interest, to avoid any conflict of interest, and to disclose to the Board in a detailed manner of any conflict of interest, if any, with the obligation not to attend or participate the decision taken in meeting that discussed within these manner, and to include this disclose in the board meeting record.
5. The elected Board of Directors shall perform their duties in accordance with the highest standards and ethical values to which the Bank is committed to.
6. Determine the executive powers of the Bank's operations (whether the CEO or the Executive management). (Whether for banking, credit granting, signing or signing of remittances, guarantees, borrowing, mortgage and letters of guarantee).
7. The member shall have sufficient time to fulfill his responsibilities as a member of the Board of Directors of the Bank.
8. Ensure that the Executive Directorate is informed of the official website of the anti-money Laundering Office regarding the lists of the freezing of terrorist funds on a daily basis and inform the Anti-Money Laundering Office and the Central Bank's banking Control Department immediately if a person has been included in the list of the freezing of terrorist funds.

Powers Of Members Of The Board Of Directors:

1. Members of the Board and its committees shall have the right to communicate directly with the Supreme Executive Management and the Secretary of the Board to facilitate the performance of the tasks assigned to them, and Including when necessary and at the expense of the Bank to external sources, in coordination with the President of the Board, Ensuring that any member of the board shall not affect the Senior Executive Management decisions, except through the deliberations in the meetings of the Board and its decisions or the committees emanating from it.
2. Members of the Board are not entitled to interfere in the daily executive work of the Bank.

Tasks And Responsibilities Of The Chairman Of The Board Of Directors

The Chairman of the Board of Directors shall carry out the following duties and responsibilities

1. To establish a constructive relationship between the Board and the executive management of bank on the one hand, and between the bank with the shareholders and stakeholders on the other.
2. Ensure that all members of the Board shall be bound by the previous record of meetings, with signatures of the minutes, and members receive agenda of any



- meeting before its start in sufficient time, as the agenda includes sufficient information on topics to be discussed at the meeting, and delivered by the Secretary of the Board.
3. Encouraging constructive criticism and expressing opinion on the issues that are discussed in general, and those around which there is a divergence of views among members and to encourage discussions and vote on those issues.
 4. Ensure of existence of an internal system that controls and determine the board work.
 5. sent an invitation to the central bank to attend the general committee meetings, and that in periodic of time not less than (15) days, in order to be named as the representative.
 6. The Chairman of the Board of Directors shall ensure that members of the Board of directors are constantly updated on the latest developments in the field, administrative and financial affairs of the Bank by reviewing the reports prepared by the Executive Management of the Bank and reviewing its plans, management and other important issues and issues on a regular basis.
 7. Ensuring the Central Bank flags of any material information.
 8. Identifying the needs of the members of the Board of Directors, in the matter of developing their expertise and their constantly learning, and allowing for new member to attend the program Guidance to learn about the activities of the bank.

Board of Directors Meetings:

1. The board member should meet at least (6) meetings a year or whenever necessary.
2. Members of the board should attend meetings in person, and if they are unable to attend the meetings, the member of the Board may present a point of view through the video or telephone, after the approval of the Chairman of the Board twice a maximum of one year shall have the right to vote or sign the minutes of the meeting.
3. Meetings of the Board shall take place at the headquarters of the bank or any other place inside Iraq if it can't be held at the headquarters.
4. In case number of absences is (3 or more times during the year), chairman of the board shall notify the general authority of the bank in order to take deems appropriate.
5. The meeting of the Governing Board shall be quorum if the Board of Directors exist in the event equals to (50%) of the members or (4) members or whichever is more are present.
6. Decisions made by the Board shall be based on the majority of the members present, in equal vote cases then the Board's vote is Decisive.
7. The Board Decisions is issued by the signature of his chairman, Stamped by bank and the Chairman of Board is responsible for following up his decisions.



8. The Senior Executive Management has to do before at least a (5) of working days from the board meeting to provide the members of board with adequate info on the topics that will be presented during the meeting, and board chairman should follow up on.
9. Chairman of the Board shall verify the minutes of the meetings of the Board and its committees in a precise and complete manner and to record any reservations made by any Member. And The Bank shall keep all such records appropriately.
10. Each member shall be provided with a sufficient summary For the work of the Bank at the time of election, appointment or upon request.

Qualifications and Tasks of the Secretary of the Board of Directors:

1. Have the legal capacity and be a decent and fit person.
2. Have a university degree in the primary competencies related to his work (Law, Public Administration, Financial Management Accounting, Science Financial and Banking) or one of the terms of reference work-related banking.
3. To be a resident of Iraq and full time for this position and not be an employee of a bank or company or financial institution.
4. Not be convicted of a felony or misdemeanor dishonorable.
5. Attend all meetings of the board and record all deliberations and proposals, objections and reservations and how to vote on draft resolutions of the Board.
6. Sets the dates of meetings of The Board, in coordination with the chairman of the board.
7. Shall ensure that the members of the Board sign the minutes of the meetings and decisions taken by the Board.
8. Follow up the implementation of the decisions taken by the Board, and follow up the discussion of any topics that were postponed at a previous meeting.
9. Keep records, documents and minutes of meetings of the board.
10. Follow up of committees emanating from the Board of Directors and presenting their reports to the President of the Board.
11. Serial numbering of decisions from the beginning of the year to the end (age, Where, the decision number, and session number, and date)
12. Take the necessary measures to ensure that the topics of the draft resolutions to be issued by the Board are in accordance with the relevant legislation, instructions and laws.



13. Present the topics that will be discussed during the Board meeting, after preparing A brief summary of each topic and explaining the opinion of the senior executive management and the various committees therein, Linking documents and priorities to each subject and submitting them to the Chairman of the Board for approval during the meeting.
14. Provide each member with an adequate summary of the Bank's activities upon election, appointment or upon demands.
15. Provide each member of the Board of Directors upon his election with the texts of the laws related to the work of banks and the instructions of the Central Bank of Iraq related to the work of the Board, including the Corporate Governance Manual issued by the Central Bank, in addition to the work guide of the Board of Directors, which explains the member's rights, responsibilities, duties, tasks and duties of the Board Secretary.
16. Discuss with any new member and with the assistance of the Legal Advisor or the Director of Legal Affairs of the Bank on the tasks and responsibilities of the Board and powers, especially with regard to legal and regulatory requirements to clarify the tasks and reforms and other matters related to membership, including the duration of membership and the dates of meetings as well as providing the new member with the texts of laws related to work Banks and instructions issued by this bank concerning the work of the Board.
17. Receive the reports of the committees associated with the Board and submit them to the Board.
18. Ensure compliance with all legal requirements with regard to the affairs of the Board.
19. Provide the Central Bank with the appropriate decisions signed by the members Of the Board.
20. Taking the following :
 - Requests of the chairman of the Board to submit topics to the Board.
 - Requests of external parties such as the Central Bank and the Registrar of Companies.
 - Requests from shareholders and members of the Board of directors.
 - Accounts Revision Report.
 - Notifications and decisions issued by the higher authorities and topics and reports of committees.
21. Communicate with shareholders and assist in organizing the meetings of the General Authority, in particular:



- Retain shareholder data.
- Maintain the records of the meetings of the General Authority.
- Send invitations to shareholders and the Central Bank.
- Securing the attendance of the members of the Board of Directors, members of the executive management, the external auditor or the head of the Audit Office at the general Authority meetings.
- The Bank handed over Board Member Noor Mowaffaq Abdul Rahman as Board Secretary tasks.

Selection And Appointment Of The CEO And His Assistant:

- 1.The Board shall appoint one of its members as an CEO, on condition that own the banking financial experience and scientific qualifications , and independence in taking the proper decision in the executive management , his membership in the board of directors and separating them.
- 2.He shall be responsible for implementing the decisions of the Board of Directors and managing the daily operations of the Bank and conducting it's activities in accordance with the powers granted to him by the Board.

I. Terms and Conditions:

- 1.He must be at least (30) years old.
- 2.To have legal capacity and to be a person fit and healthy in terms of health and fatty and physical ability to develop and follow-up field.
- 3.He must be a resident of Iraq and have a permanent, well-known and full-time residence in the bank's headquarters and not be an employee of a bank, company or other financial institution.
- 4.Must have a university degree in the disciplines related to his work (economics,law, general administration , financial management , accounting , finance and banking sciences, or other disciplines related to banking).
- 5.He must have the competence and banking experience required by banking operations and have at least five years of banking experience and practice.
- 6.He must not be convicted of a felony or misdemeanor violating honor and no decision has been issued against him by a competent authority that prevents him from exercising any leading position in a bank or company.
- 7.Not to be appointed in his position before obtaining a clearance from the previous bank if he occupies this position or any other job therein.



8. should not have been dismissed by the Central Bank of Iraq for any reason and should not be a former director of a bank whose license has been revoked or decided to be liquidated or declared bankrupt during his tenure, The Central Bank may, upon his conviction of his qualifications, experience and conduct, exclude the candidate from this condition after ten years have elapsed Event related.
9. The CEO may be non-Iraqi on condition that provided the same conditions are met in his Iraqi counterpart.
10. The approval of the Central Bank of Iraq for his appointment to the post shall be obtained.
11. It is not permissible to combine the positions of the Chairman of the Board with the General Director or the CEO, Excluding government banks till amend the Public Companies Law No. (22/ of the year 1997) amended and the laws pertaining to government banks to achieve the clear separation of these tasks.

II Duties:

1. Supervising the bank's formations and monitoring its activities.
2. Representing the Bank before the courts and all departments, bodies, organizations and persons, And he has the right to delegate others in this regard.
3. Implementing the Board's decisions and any other tasks or duties assigned to it by the Board, He shall be directly responsible before the Board for all the Bank's activities.
4. Decisions, orders, instructions and correspondence shall be issued in his name in all matters relating to the affairs of the Bank.
5. He shall be fully engaged in the business of the Bank and shall not perform any other work unrelated to the work of the Bank even if he is outside the official working hours.
6. Signing all bank letters and correspondence.
7. Announce vacancies and organize interviews for applicants through the appointment and Promotion Committee and after the Board's approval.
8. Appointing bank employees nominated by the Appointments and Promotions Committee (except those who are at the level of Director and above), determining their salaries and remuneration in accordance with the salary system and transferring them from one place to another and from one job to another within the scope of their functions & empowering them to appoint in the initial positions such as enumerators, guards, technicians and motorists, After the approval of the Board of Directors.
9. Granting regular leave to all bank employees.



10. Accept the resignation of employees who are below the grade of director and terminate their services in accordance with the labor law and the valid instructions and obtain the approval of the Board for those who are a manager and above.
11. Blocking the annual increase for employees when there is a reason to do so and to inform the Board of Directors.
12. Form investigative and audit committees, standing committees and any other committees of interest to conduct the work of the Bank and follow up its work and present the results to the Board.
13. Approve the dispatch of employees to the branches outside the city of Baghdad for various purposes.
14. Placement of directors to manage departments and branches in the absence of their directors because of regular or sick ,leave or for any other reason.
15. Approve the participation of employees in banking courses held by specialized centers and training bodies inside and outside the country and pay the resulting wages and with the approval of the Board.
16. Authorization for the signature of grades (a) and (b) shall be granted to employee and shall be submitted to the Board of Directors for approval.
17. Propose amendments and additions to the duties of sections and branches and form committees to improve work flow and performance.
18. Send letters of thanks and appreciation or penalties to the bank's employees.
19. Termination of employees services owing to underemployment, inefficiency or redundancy.
20. Assigning employees to additional work after working hours or during public holidays.
21. Consider interruption of the employee without prior permission as a regular leave or absent without pay, as the case may be.
22. Formation of Executive Management Committees (Credit Committee, Investment Committee, Information and Communication Technology Committee).
23. Representing the Bank before the various State departments and the judiciary, appointing specialized lawyers, signing correspondence and books in the name of the Bank, or authorizing its representative in such cases.



24. Signing all contracts related to the Bank with the other concerned representative of the Bank to carry out works or equip the equipment needed by the Bank or any sale or purchase process, and after the approval of the Board of Directors, In order to do so, he may sign statements, minutes book and records in front of the departments and employees of real estate registration and traffic departments and their officers and in front of the tax departments and its appraisers and employees and any other department or institution in all its branches and divisions throughout Iraq in a manner that does not conflict with the Laws and Instructions of the Central Bank and the relevant authorities.

Deputy Executive Director

Elected with the approval of the Board of Directors and assist the CEO in charge of the management and implementation of the day-to-day operations of the Bank and the powers granted to him and replace the CEO and the promotion of all his powers in his absence for any reason

1st- Conditions and specifications:

1. Not less than 30 years of age.
2. Have a legal capacity and be a healthy and mentally fit person. and physical development and follow-up in the field.
3. Be a resident of Iraq and has a permanent residence and known and full-time banking work at the Headquarters of the general management of the bank and not be an employee in a bank or a company or other financial institution.
4. He must have a university degree in the relevant fields related to his work [Economics, Law, General Administration, Financial Management, Accounting, Finance and Banking], or other specialties related to banking.
5. He must have the banking skills and expertise required by the banking operations and have experience and banking practice not less than (5) years.
6. He shall not be convicted that violates the honor and has not been issued a decision against him by a competent authority preventing him from exercising any leadership position in a bank or company.
7. He shall not be appointed in his position before obtaining a patent from the Previous bank if he filled up same position of or any other job therein.
8. shall not be a key employee in a bank or company that has already declared bankruptcy.
9. Gain the approval of the Central Bank of Iraq to obtain the position.



2ND- Administrative Powers:

1. may assume the duties ,promotion of all CEO powers in his absence
2. Be supervisor of the incoming mail from the departments and branches or from abroad.
3. Signing administrative orders and internal circulars after the approval of the CEO authorized by them.
4. Signing the Correspondence of the Bank with the relevant departments and authorities except the received corresponding and entities to the CEO.
5. Suggest the amendment and additions to duties of the departments and branches and forming committees to improve the workflow and performance level.
6. Recommendation to write Books of thanks and appreciation or penalties for bank employees
7. Granting regular vacations up to 10 days to bank employees who are below the manager's grade.
8. Signing of referral books to health centers and medical committees for the Bank employees who are below the manager's grade.
9. Contribute to the preparation of reports and Studies related to the Bank's work.
10. Submit applications for acceptance of resignation of the employees to the CEO with a statement of opinion.
11. Recommend termination of employees services due to inadequate performance In work, Inefficiency or Surplus of employees.
12. Recommend approval on changing job titles or granting (Class A),(Class B), internal and external signature powers for the bank employees through the appointments Committee.
13. Recommending to assign the employees to work overtime after working hours or during public holidays.
14. Suggest and nominate bank employees to participate in development courses that be held inside/outside iraq.
15. Agree to consider the employee's suspension from work without prior permission A regular vacations or absent without salary, as the case may be.
16. Direct supervision of the work of the department and branches of the bank and monitor performance and inform the CEO with it.



legitimate Supervisory Authority:

1. The General Authority of the Bank shall be appointed with the approval of the Central Bank of Iraq called (legitimate Supervisory Authority) And this legitimate Supervisory Authority involve under the name (Board of legitimate Supervisory Authority of the AL-Qabidh Islamic Bank), For the purpose of documenting the advisory opinion, The Board is chaired by the Chairman of legitimate Supervisory Authority, The advisory opinion of the Board shall be adopted in similar cases, Among the demands of the drafting of Islamic financial standards
2. The legitimate Supervisory Authority consists of (5) members, of which (3) of them shall have experience in Islamic Jurisprudence and its origins, and At least (2) of them are experienced and specialized in banking, legal and financial business, Members of the legitimate Supervisory Authority shall elect a Chairman after obtaining the approval of this Bank from among them, provided that they are as follows:
 - A) The scientific qualification of the Chairman of the legitimate Committee shall be at least a Master's degree from a recognized university in the legitimate sciences including the jurisprudence of transactions, he shall have at least (3) years of experience in issuing advisory opinion and legitimate rulings or (4) years after graduation in teaching or scientific research In the field of Islamic finance.
 - B) Members of the legitimate Supervisory authority shall have at least a bachelor's degree in the field of specialization, The legitimate Supervisory authority shall be subject to examination by the legitimate Supervisory authority of the Central Bank of Iraq.
3. The members of the Commission shall elect a Chairperson and an Executive Member, and may seek the assistance of persons and authorities it deems appropriate to achieve its objectives.
4. Members of the legitimate Supervisory authority shall not be a shareholder of the Bank, members of the Board of Directors of the Bank or of the Bank's executive officers or employees of the subsidiaries of the Bank during the last two years from the date of appointment or any second degree relationship with senior executives or current or former employees (In the current and past year) at the bank or its subsidiaries.
5. The term of membership (3) years renewable with the approval of the General authority of the Bank after obtaining the approval of the Central Bank of Iraq.
6. The Authority's decisions shall be binding on the Bank
7. It is not permissible to dissolve the legitimate authority or exempt any member thereof except by reasoned decision of the Board of Directors of the Bank by a two-thirds majority of the members and the approval of the General Authority of the Bank.

Tasks and responsibilities of the Authority :

1. The legitimate Supervisory authority shall convene at least (6) meetings per year to follow up on the legitimate commitment of the Bank's operations, Whenever necessary, a meeting shall be held to discuss Emergency and urgent matters and to edit minutes of meetings in a manner that documents any differences of views.



2. Writing a guide that includes the method of submitting the advisory opinion request by the administrative institutions of the bank to the legitimate Supervisory authority, conducting its meetings and the Mechanism to ensure actual commitment with of any decision issued by the legitimate Supervisory authority, and verifying the written record in writing, which is saved in paper and electronic form.
3. Approval and adoption of documents relating to new services and review of old documents and the ratification of contracts and agreements and other legal documents used in commercial transactions of the bank.
4. The development of an annual plan that includes the supervision of the legitimate Supervisory authority of the activities of the bank legitimacy and monitor the extent of its commitment to the decisions of the legitimate supervisory authority and non – violation.
5. To propose possible legitimate solutions to the problems of financial transactions to be compatible with Islamic law and find appropriate alternatives within the appropriate period.
6. Providing the legitimate opinion on the non-violation of the financial rules to the legitimate requirements and ensuring the bank's commitment to calculate real losses and profits without misleading by hiding some returns or expenses puring the performance progress and after its completion.
7. Supervising the method of calculating and distributing Zakat and any other funds destined for charity.
8. To express an opinion on the legitimacy of the sources of the amount paid to increase the capital, and consider it a condition for its validity.
9. Provide guidance to employees of the bank and raise awareness in the principles of Islamic education and Islamic financing tools.
10. To view the reports of the control Department of Internal legitimate Audit in the bank and its branches.
11. Consider the matters assigned to it and referred to it by the Board of Directors of the Bank and prepare the necessary reports accordingly.
12. To submit a report on its activities and the extent of the Bank's compliance with the provisions of Islamic law to the shareholders of the Bank at their general meeting held annually, as well as to submit periodic reports to the Central Bank, CEO, control department and Internal legitimate Audit.
13. Interview the Board of Directors on a quarterly basis to discuss matters of common interest.
14. Preparation of a Method for the training of employees on the principles and processes of Islamic banking and jurisprudence of transactions.
15. To express opinions and approve all contracts, transactions, agreements, products, services, investment policies and policies that regulate the relationship between shareholders and investment account holders, including distribution of profits and bearing losses after approval, avoidance of income on investment accounts and not conforming to religious law income management mechanism.



16. Review and approve policies and guidelines related to the provisions of Islamic law to ensure the adequacy and effectiveness of the Bank's internal legitimate control system.
17. To propose the necessary legitimate training courses for the Bank's employees in coordination with the human resources department.
18. Attending the meetings of the General authority of Shareholders and presenting the report of the legitimate committee from its chairman or his delegate from the members of the committee For the purpose of its adoption.
19. Form and express an opinion on the extent of the Bank's compliance with the provisions and principles of Islamic law, so that the committee does the following :
 - Review and approve the annual internal legitimate audit report.
 - Issuing a semi-annual and annual report on legitimate compliance to include the effectiveness of internal legitimate controls and any weaknesses in the legitimate Control Systems and internal legitimate audit that have a material impact, The semi-annual report of the Board and the annual report of the General authority of Shareholders and a copy of each shall be submitted to the Central Bank.
20. Express opinion on the Articles of Association of the Bank and the essential system and ensure their conformity with the provisions and principles of Islamic law.
21. Placement to the Board of Directors on the appointment and disqualification of the Director of the Internal legitimate Audit Department, provided that the Final decision is taken after approval of the Central Bank.

Legitimate Supervisory authority Meetings:

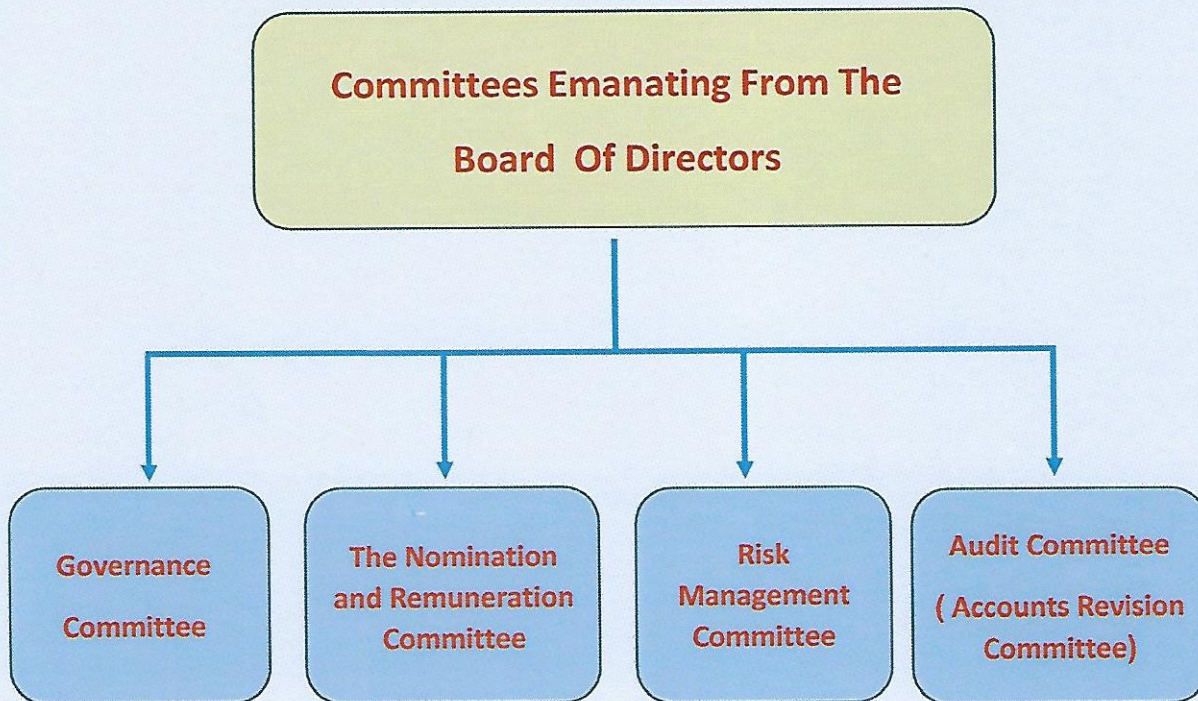
1. The legitimate authority shall hold at least (6) meetings per year to follow up the legitimate compliance of the Bank's operations.
2. The legitimate authority shall meet with the Board, the legitimate Audit department and the External Auditor on a quarterly basis to discuss matters of common interest.
3. Members of the legitimate authority shall attend their meetings in person, In case of a personal inability to attend the member of the authority can attend by video or telephone, after the approval of the Chairman of the authority, this method can be used in the absence of the member for a maximum of two times during the year.
4. In case the number of absences (3 times), the Chairman of the legitimate authority must notify the Board of Directors in order to take what it deems appropriate.

Secretary of the authority:

1. Schedule the meetings of the legitimate authority in coordination with the Chairman of the authority and inform the members.

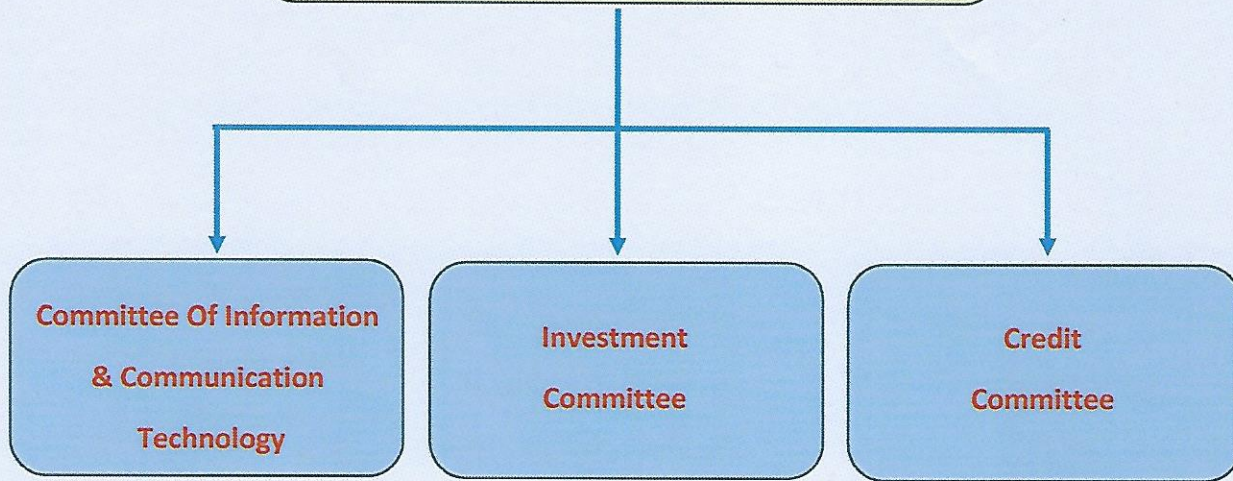


2. Verify that the executive management and sufficient time before the meeting of the legitimate authority to provides detailed information on the activities of the Bank and the relevant topics of the meeting.
3. Attend and Notation all meetings of the legitimate authority, deliberations, proposals and any reservations raised by any member and that all these minutes are properly kept and documented.
4. Write down the name of the non-present member to the meeting, with a statement as to whether it was an excuse or not and this is stated in the minutes of the meeting.
5. Follow up the implementation of the advisory opinions and decisions taken from The legitimate Authority & Provide the internal legitimate audit department And the legitimate compliance management to be aware and work and follow-up on topics that were postponed at a previous meeting.
6. Submit the minutes of the legitimate committee meeting when requested by the internal legitimate auditor and the inspectors of the Central Bank.
7. keep the reports of the internal legitimate audit department and follow up the implementation of the recommendations of the Internal legitimate Audit.





Committees Emanating From The Executive Management.



Committees Emanating From The board of directors

1. The Board must form a committees among its members and set its objectives, and delegating powers to them, with the commitment not to take decisions alone without a vote of the Board of Directors of the Bank, and the Board should follow the ongoing work of the committees to ensure the effectiveness of its role, with possible of merge some of these committees in accordance with their profession only if there is no conflict between the duties and responsibilities of these committees.
2. Ensuring that the committees have sufficient information from the Department, and any committee can obtain consultation and technical support from outside sources, with the knowledge and the approval of the Board.
3. Each committee shall have an internal charter specifying its functions, scope of work and procedures, including the manner of preparing the reports to the board of directors, and what is expected from the members of the board of directors in their membership in these committees.



4. It is not permissible to combine the positions of the chairman of the board with the CEO, and he shall determine its objectives and delegate powers thereto.
5. Any committee of the Board may obtain advice and technical support from external sources, To be informed and approved by the board.
6. Transparency in the composition of committees should be taken into account with the names of their members being disclosed in the annual report.
7. The Bank shall provide the Central Bank with a list of all the Committees of the board, its functions, procedures, and the names of its members.
8. The rapporteur of the committee emanating from the board shall be chosen either by the secretary of the board or any executive officer chosen by the committee other than the director of the department concerned with the work of the committee.
9. Specialization, experience, neutrality and non-conflict of interest must be taken into account in the formation of committees.
10. The Board shall follow up its committees and review their reports and results to the Board of Directors of the Bank.
11. Committees should hold regular meetings and determine their number according to the nature of the work of each committee.
12. The Rapporteur of the Committee shall set the minutes of the meetings of the Committee and write down its recommendations or decisions according to the powers granted to it.
13. The Chairman of the Committee shall submit the minutes of its meetings and recommendations to the Board of Directors for approval.
14. Decisions of the Committee shall be taken unanimously or by a majority of votes, with the reservation of the unaccompanied members.
15. The Committees undertake to submit periodic reports and an annual report on the results of their work to the Board of directors.
16. The provisional committees shall be formed by a decision of the Board or its Chairman, and the resolution shall determine the composition of the committee, the scope of its work, its responsibilities and the period required to complete its work.
17. The Board may determine remuneration for participation in the work of the committees in accordance with the regulations in force.
18. The term of membership of the Committee shall be the same as that of the Board of Directors.
19. The Central Bank of Iraq has identified and documented the main committees to be formed in addition to the tasks, responsibilities and powers entrusted to it in the Corporate governance Manual issued in November 2018, knowing that the bank has formed the following committees to comply with the relevant laws and instructions as follows:



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Committees Emerging From the Board of Directors:

- Corporate Governance Committee
- Audit Committee (Accounts Revision Committee).
- The Nomination and Remuneration Committee.
- Risks management Committee.

Committee emanating from Executive Management:

1. The senior management shall form committees to assist them in carrying out their tasks and report to the relevant committees of the board of directors periodically to ensure effective of control and supervision, The executive management committees shall be composed of at least three members. The members of the board of directors may be present as observers to assist them, The committees shall send their meeting dates to the Board of Directors Before the meeting so that any of Board member may attend as an observer, Nowing that The Bank has formed the following committees to comply with the related laws and regulations as follows:

- Credit Committee.
- Investment Committee.
- Committee of Information and Communication Technology.

2. The charters of committees emanating from the board of directors and the executive management were prepared and documented in order to organize the work of these committees in accordance with the laws, instructions and related legislations, and the responsibility of the Corporate Governance Committee emanating from the board of directors to review the Bank's governance guide and the charters of its committees and to ensure that they are updated or amended periodically and that the Board approves these amendments or updates.

Senior Executive Management :

The appropriateness of members of the executive management and the conditions for appointment

- The senior executive management of the Bank consist of officials, names or job positions identified in the definitions item.
- The members of the senior executive management should have the highest credibility, integrity, competence, experience, ability to commit and devote time to the Bank work. The Board and the Nomination and Remuneration Committee are responsible for ensuring that.



- The approval of the Board must be obtained when appointing any member of the Executive Management of the Bank.
- A member of the executive management shall not be a member of the board of directors of any other bank unless the other bank is subordinate to that bank Follower to that bank.
- To dedicated full time for managing the bank's business.
- To have a minimum undergraduate degree in finance, banking, business administration Accounting , economics or law or any other similar disciplines related to the Bank's business.
- To have at least five years' experience in banking or related business, except for the position of the CEO who must have at least 10 years of experience in the field of banking or related works.
- No objection should be obtained from the Central Bank of Iraq before the appointment of any members of the executive management, and therefore the bank must obtain from the nominee for appointment on his curriculum vitae (CV), accompanied by the documents and scientific certificates and certificates of experience and certificates of good conduct and other supporting documents and the request of the candidate to sign the required declarations under the laws of the central bank of Iraq and providing them with it.
- The Central Bank shall be entitled to call any member of the Board of Directors and /or any person nominated for a position in the executive management of any bank to conduct a personal interview with him before the appointment.
- The administrator who has been dismissed by the Central Bank may not become a member of any bank board, or CEO to any bank or any bank branch, or to work administratively or within the executive management in any other bank.
- The Central Bank shall be notified through the CEO on who Dismissal or resignation of any member of the executive management within (3) days in addition to the reasons for dismissal or resignation.
- In accordance with the instructions of the Central Bank, The person who was a member of the executive management of a Bank canceled its license or decided to liquidate him during his tenure not allowed To be part of the executive management of any other bank.



Tasks And Responsibilities of Senior Executive Management.

The members of executive management shall Have the highest degree of credibility, integrity, competence and banking expertise And the ability to commit and devote time to the work of the bank, The Board and The Nomination and Remuneration Committee shall be responsible for ensuring that this is done in accordance with the responsibilities set forth in the Guide.

- The Executive Management shall exercise it's powers and perform it's responsibilities in accordance with the mandate and decisions issued by the board of directors.
- The executive management is responsible in front of the Board for achieving the Bank's objectives and operations.
- The Executive management shall prepare and implement the strategic and operational plans and execute it after their approval by the Board of Directors.
- Implementation of laws, regulations, related instructions and the policies and directives issued by the Board of Directors with the authority, honesty and responsibility.
- Recommendations for making important decisions related to banking operations including deposit management, Financing and investments And providing local and international services In terms of requirements and the method of implementation and continuous improvement.
- Review plans expansion in new branches and offices.
- Preparing and developing policies and procedures for all details of the work.
- Preparation of the organizational structure of the bank including the identification of duties and distribution of the organizational formations and the determination of vertical and horizontal lines of communication.
- Preparation of the annual budgets required for the bank.
- Setting internal control systems to protect the bank's assets and ensure good and safety Conduct and financial information and work on their application.
- Develop appropriate risk management systems of all kinds.
- Provide the internal and external regulators with the reports and information required by them and facilitate the completion of their supervisory and inspection tasks.
- Ensure compliance with international standards in all activities and operations of the bank.
- Report to the Board of directors on the progress of the bank's operations.
- Keep records and information systems adequate for all activities and decisions and strength them with the necessary documentation.



- Discussing and following up the progress of work in the bank and proposing appropriate solutions.
- Coordination between different departments to ensure compatibility, harmony and integration.
- Review the results of inspection and auditing.
- Discuss the policies guides, procedures and work systems and make adjustments to them.
- Monitor the financial position of the bank and achieve the appropriate profits, in the context of sound exchange between risk and return.
- Identify the needs of human resources and follow-up training to develop its performance.
- Check the official website of the Anti-Money Laundering Office regarding lists of the freezing of terrorists' funds daily, and inform the office and the Banking Control department in the Central Bank immediately in case of suspicion and the presence of a person whose name has been included in the lists of the freezing of terrorist funds.
- The approval of the Board is required when appointing any member of the Executive management of the Bank.

Financial Rewards of the Administrators :

- The board through the Nomination and Remuneration Committee resulting in, insert policy of granting financial rewards to the administrators characterized by objectivity and transparency, and to be approved by the Board within an appropriate timeline.
- Encourage to keep managers with the necessary skills and expertise, attract and motivate them and improve their performance.
- To be designed to ensure that they are not used in a way that affects the solvency and reputation of the bank.
- Take into consideration the risks and the liquidity position ,profits, and its timing.

Conflicts of Interest

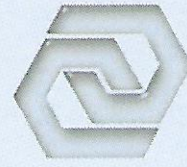
- 1.The Board shall ensure that due diligence is made to arrange matters concerning the Bank's business and personal affairs in such a manner as to avoid conflicts of personal interest with the interests of the Bank.
- 2.The Board shall adopt policies and procedures to address any conflicts of interest that may arise if The Bank wanted to become part of a banking group and to disclose any conflict of interest that might result from the bank being associated with this group.



3. The Board should adopt policies and procedures for dealing with stakeholders, including the definition of such parties, Taking into consideration legislation, policies, procedures and monitoring mechanism so as not to be allowed to exceed them.
4. The audit departments of the bank must ensure that the operations of the stakeholders have been carried out in accordance with the approved policies and procedures, the audit committee should review all the transactions of the stakeholders and monitor them And to inform the Board thereon.
5. The board shall provide the preparation of controls for the transfer of information between the various departments to prevent their exploitation of self benefit.
6. The Board shall adopt the policies and the charter of the rules of service and circulate them to all administrators so as to include a minimum of the following:
 - Not exploiting any of the administrators for internal information in the bank exchange for their own benefit.
 - Rules and procedures organizing deals with stakeholders.
 - Addressing situations where conflicts of interest may arise.
7. The Board shall Ensure that executive management is fairly honest in the conduct of its business , implements policies and procedures and takes measures to avoid conflicts of interest.
8. Board members must receive timely, clearly and accurate information in order to be able to fulfill their duties to the fullest.
9. The Bank shall provide the Central Bank with the number of shares mortgaged by the shareholders of the Bank, who own (1%) or more of the Bank's capital , The entity that owns these shares.

Relationship of the Board with the Stakeholders:-

1. The Board shall provide a mechanism To ensure communication with stakeholders by active disclosing and providing meaningful information about the Bank's activities to stakeholders through the following :
 - Meetings of the General Authority.
 - Annual Report and Governance Report.
 - Quarterly reports containing financial information, in addition to the Board's report on the Bank's trading and financial position during the year.
 - The Bank's website.
 - Report on shareholder relations department.



2. The board shall ensure the effectiveness of dialogue with shareholders by providing the following factors at a minimum :
3. Ensure that members of the Board are aware of the shareholders' views, especially with regard to the Bank's strategies and governance systems.
4. Regular meetings with Senior Shareholders and Non-Executive and independent members to identify their views and viewpoints on the Bank's strategies.
5. The disclosure in the annual report of the steps taken by it's members, in particular the Non-Executive members in the framework of reaching an agreement and a common understanding of the views of the major shareholders regarding the Bank's performance on the heads of the "**Audit**" and "**Nomination & Remuneration**" Committees, and any other committees emanating from the board , Attend the annual meetings of the General authority.
6. The heads of the audit and nominations and remuneration committees and any other committees emanating from the board must attend the annual meetings of the General Authority.
7. Representatives of external auditors or their representatives must attend the annual meeting of the General Authority in order to answer any questions that might be raised about the external audit and auditor.
8. Taking into account the need to vote individually on each issue raised at the annual meeting of the General Authority.
9. The members of the Board shall be elected and re-elected at the annual meeting of the General Authority.
10. After the annual meeting of the General Authority, reports are prepared to inform the shareholders or owners about the observations made during it and the results, including the results of the voting, the questions raised by the owners or the shareholders, and the responses of the executive management.

Shareholders' Rights

1. shareholders shall have access to all relevant information that enable them to exercise their rights to the fullest extent periodically and without delay.
2. Participate and vote in the meetings of the General Authority, taking into consideration the subjects that the shareholders wish to raise In such meetings.
3. discuss the topics on the agenda of the General Authority and direct inquiries to the members of the Board.
4. Election the Board of Directors of the Bank.



5. Providing shareholders with information on the date and place of the General Authority and its agenda 30 days before the date of the meeting.
6. Nominating, electing and terminating the members of Board of Directors and inquire about their qualifications and expertise and their ability to perform their work and discuss the size of the bonuses and financial incentives required by members of the Board of Directors and senior executives, in addition to their right to submit any inquiry to the Board on any non-professional practices.
7. Minor shareholders have the right to elect one or more members to represent them on the Board of Directors based on the cumulative voting mechanism.

Disclosure and Transparency

1. The Board shall ensure to publish the financial and non-financial information that interest to stakeholders.
2. The annual report of the Bank shall include text stating that The Board is responsible for The accuracy and adequacy of the bank's financial statements and The information contained in that report and the adequacy of internal control and control systems.
3. The Board shall ensure that the Bank complies with the disclosures set by the International Financial Reporting Standards (IFRS), and the instructions of Central Bank of Iraq and the relevant legislation and other instructions, and ensures that the Executive Management is aware of changes in international financial reporting standards and other related standards.
4. The Board shall ensure to included the Bank's annual report and quarterly reports. and disclosures that allow current or prospective shareholders to review the results of operations and the financial status of the Bank and preferably to be disclosed in both (Arabic and English).
5. The Board shall ensure that the annual report includes as a minimum the following :
 - The organizational structure of the bank indicating the committees emanating from the Board of Directors.
 - A summary of the functions and responsibilities of the committees of the Board and any powers that the Board delegated to these committees.
 - Information on each member of Board of Directors in terms of his qualifications, experience and the amount of his contribution to the capital of the Bank, his membership in the committees of the Board and the date of his appointment and any membership held in the boards of other companies and bonuses in all forms obtained from the Bank for the previous year, As well as loans granted to him by the bank And any other transactions between the Bank and board member Or between the parties involved in it.
 - Information on risk management, including structure, nature of operations & developments.
 - The number of meetings of the Board and its committees, and the number of times each member attended of these meetings.



- Names of the members of the Board and the senior executive management who are resigning during the year.
- A summary of the bank's awarding policy with the disclosure of all forms of remuneration of members of the Board of Directors separately, and bonuses in all its forms which were given to the Executive Management separately from the previous year.
- Names of shareholders who own (1%) And related groups that have a (5%) or more of the Bank's capital, With the final beneficiary identified (ultimate beneficial owner) of such contributions or any part thereof, and to indicate whether any of these contributions are wholly or partly Mortgaged.
- Decisions by all members of the Board that the member did not receive any benefits from his work at the bank, and He did not disclose them Whether or not such benefits are material or in kind and whether it is personal or to anyone involved in it to the previous year.
- Publication a report on the practice of corporate governance.
- Informations that interest to stakeholders described in this guide.
- Ensure that the bank's governance report is prepared and included in the annual report.
- The Code of Conduct of the work managing and the names of each of the members of the Board and the Executive Management and the resignors during this year.

Control Systems & Internal Audit

1. The structure of the internal Audit and control systems is reviewed by the Audit Committee, the Internal legitimate Audit and Auditing Department and the External Auditor at least once a year.
2. The Board shall include in the annual report of the Bank a report on the adequacy of the internal control and control systems in respect of financial reporting, provided that the report contains the following points at a minimum:
 - A paragraph clarifying the responsibility of the internal auditor in association with the executive management for the establishment of control system and internal controls on financial reporting in the bank And to maintain those systems.
 - A section on the framework that the internal auditor used and evaluated to determine the effectiveness of Control systems and internal control.
 - Evaluation of executive management of internal control and control systems, as at the date of the financial statements included in the annual report of the bank.
 - Ensure compliance with international standards in all activities and operations of the bank.



- Ensure that there is an (AML / CFT) office linked to the Board, and it applies special operations policies (Know Your Customer "KYC") tasks and duties it follows, including the preparation by the Office of periodic reports on its activity.
 - The monitoring of US Tax Compliance (FATCA).
 - Disclosure of any weaknesses on the internal control and control systems with intrinsic value, the fact that any weak fundamental site is a point or a group of weak points clear lead to the possibility can not prevent or detect an incorrect statement of a material effect.
 - Report from the external auditor stating his opinion on the executive management's assessment of the effectiveness of the internal control and control systems.
3. The Board shall ensure that the Bank establish procedures that enable staff to report confidentially in time regarding concerns of possible irregularities that are investigated independently of these concerns and follow-up and monitor the implementation of these procedures by the Audit Committee.

DEPARTMENT OF CONTROL AND INTERNAL LEGITIMATE AUDIT:

Responsible for monitoring and reviewing the work manuals and working procedures in the Islamic Bank in terms of their suitability to the rules established and reviewed by the Shariah Authority and ensures that the products and services provided by the bank have been approved by the Shariah Authority.

❖ The Relationship Between Control And Internal Shariah Audit Department and Shariah Supervisory Authority:

Shariah Supervisory authority shall ensure that the internal Shariah Audit Department at the Bank is able to perform the following tasks as a minimum:

- To examine and evaluate the adequacy and effectiveness of the Bank's internal Shariah supervision system.
- Follow-up compliance of the bank's management with the legal aspects, advisory opinion and decisions issued by the authority.
- Follow-up of the Bank's compliance with the International Accounting and Auditing Standards issued by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOLFI) and the Financial Services Board (IFSB).
- Review the working manual that explains the purposes, powers and responsibilities of the department.
- Prepare the annual Shariah audit plan to be approved by the authority and the commitment to implement its provisions.



- Examining of receivables and financing that classified as non-operating facilities or set to disposed of, and financed from joint investment accounts to verify that there is no infringement by the bank.
- Limiting illegitimate gains and following up on their disposition in accordance with the authority's decisions.
- Verify that executive management complies with the policy that regulate the relationship between shareholders and investment account holders, and in particular the basis for dividend distribution.
- Ensure the completion rate of the audit plan and follow-up updates on them and based on the observation field.
- The internal Shariah auditor does not have authority or executive responsibility for the work he / she performs.
- Defining deviations in the implementation of decisions and advisory opinion of the Shariah Supervisory Authority.
- Evaluate the performance of the internal Shariah audit manager and employees.

❖ **The Board's Relationship With The Internal Legitimate Audit :**

1. The Board shall ensure and enhance the independence of the internal Shariah auditors, and give them an appropriate place in the Bank's functional hierarchy, and ensure that they are qualified to perform their duties including access to all records And information and communicate with any of the Bank's employees, to Perform tasks entrusted to them and prepare their reports without any external interference.
2. The Board shall take the necessary measures to enhance the effectiveness of the internal Shariah Audit by:
 - Giving due importance to the audit process and consolidating its concepts in the Bank.
 - Follow-up correction audit notes.
3. The Board shall verify the availability of sufficient financial resources and sufficient qualified human resources for the control and Shariah auditing department and training them, The minimum Each employee should have the following:
 - A specialized university degree with knowledge of the fundamentals of Islamic financial transactions and the terms of each contract and the reasons for its corruption.



- The head of the internal legitimate audit department must have the certificate of the **(Controller & The Legitimate Auditor)**, which includes the certificate of **(The Authorized Legitimate Advisor)** and **(The Certified Legitimate Auditor)**, which is granted by the accounting & auditing organization for Islamic financial institutions, As obtaining one of the above mentioned certificates is sufficient to fill the application.
- Be familiar with and know the standards issued by the Accounting & Auditing organization for Islamic Financial Institutions (an authority & its headquarters is outside of Iraq).
- 4. The Board of Directors must ensure the rotation of the internal legitimate audit employees to audit the activities of the Bank every three years as a maximum.
- 5. The Board of Directors must ensure that the internal legitimate audit officers are not assigned to any executive tasks.
- 6. The Board of Directors must ensure that all activities of the Bank are subject to legitimate auditing, including the activities of outsourced activities.
- 7. The Board shall adopt the Internal Audit Charter, which includes the duties, powers & responsibilities of managing the legitimate Audit & publishing it within the Bank.
- 8. The Board shall verify that the Internal legitimate Audit Department is subject to direct supervision by the authority and that it submits its reports to the Chairman of the authority and a copy thereof to the Audit Committee.
- 9. The authority shall in coordination with the Audit Committee, evaluate the performance of the internal legitimate audit manager and employees and determine their remuneration.

Relationship of the Audit Committee to the Internal Auditor :

The committee has direct responsibility for the following:

- Appointing the internal auditor or recommending his removal, promotion or transfer after obtaining the approval of the Central Bank.
- Study and approve the internal audit plan.
- Request reports from the Internal Audit Manager.
- The Audit Committee shall verify the availability of sufficient financial resources and sufficient qualified human resources to manage and train the internal audit.
- The Audit Committee shall ensure that internal audit employees are not assigned to any executive functions and ensure their independence.



The Board's Relationship with the External Auditor :

- 1.The Board shall ensure the regular rotation of the External Auditor between the Audit Offices and their subsidiaries or associates in any way, every five years as a maximum from the date of election.
- 2.The Board shall take appropriate measures to address weaknesses in the Control systems and internal control or any other points shown by the external auditor.
- 3.Ensure the importance of effective communication between the external auditor and the audit committee of the bank.
- 4.Contribution of the Board in strengthening the role of external auditor to ensure that the financial statements reflect the performance of the bank in all important aspects or any other points shown by the external auditor.

Relationship of the Audit Committee to the External Auditor:

The Committee has direct responsibility for the following:

- Propose qualified persons to act as external auditors or recommend their removal.
- Provide direct contact between the external auditor and the Committee.
- Agree on the scope of audit with the external auditor.
- Receiving audit reports and ensuring that the Bank's management takes the necessary corrective actions in time for the problems identified by the external auditor.

Bank Risk Management Strategy:

- 1.The Board shall verify that violations are addressed at acceptable risk levels , Including accountability of the Executive management concerned for such abuses.
- 2.The Board shall ensure that risk management conducts (stress tests) periodically to measure the bank's ability to withstand shocks and face high risks, and the Board has a key role in adopting the hypotheses and scenarios used, discussing the results of the tests and adopting the procedures to be taken based on these results.
- 3.The Executive Management , in coordination with the Board of Directors of the Bank represented by the Risk Management Committee , shall develop a risk management strategy and submit it to the Board of Directors for approval and to update it periodically and whenever required, and the risk management strategy of the Bank shall cover the following items:



- Risk Appetite.
- Culture and awareness of risk management in the bank.
- Internal assessment of the adequacy of the bank's capital and associated risks.
- Risks of financing granted.
- Financial risks.
- Operational risks.
- Other risks.

Board Relationship with Risk Management:

1. The Board through the Risk Management Committee, shall monitor the compliance of the Bank's executive departments and sections with the specified levels of acceptable risk, by obtaining periodic reports of compliance levels by the Risk Management Department.
2. The Board shall verify that violations are addressed at acceptable risk levels, including accountability of the Senior Executive management concerned for such abuses.
3. The Board shall ensure that risk management conducts (Stress Testing) periodically to measure the bank's ability to withstand shocks and face high risks, The Board has a key role in adopting the hypotheses and scenarios used, discussing the results of the tests and adopting the procedures to be taken based on these results.
4. The Board shall adopt the internal evaluation methodology for the adequacy of the Bank's capital, in line with the Basel (II) Basel (III) and any other international standards, so that this methodology is comprehensive and effective and able to identify all risks that the Bank may face, Taking into account the Bank's strategic plan and capital plan, periodically reviewing this methodology, verifying its application and ensuring that the Bank maintains adequate capital to meet all risks it faces.
5. The Board shall prior to approving any expansion of the activities of the Bank, take into account the risks involved and the capabilities and qualifications of the Risk Management employees.
6. Policies adopted by the Board of Directors should include the acceptable limits to the risks to which the Bank may be exposed, Such limits should be consistent with the Bank's ability to accept risks and the appropriateness of this with the size of the capital.



7. Measure the extent to which the action steps are appropriate for measuring, monitoring and controlling risks and to make any adjustments if necessary in accordance with market developments and the environment in which the Bank operates.
8. Use appropriate and effective information and communication systems, Especially with regard Follow up and monitor the risks, and ensuring the efficiency of the informations management system, so as to provide the bank's senior management, the Risk Committee and the Board with periodic reports (at least monthly) that reflect the extent of the Bank's compliance with the specific risk limits, And explain the abuses on these borders and their causes and corrective plan necessary.
9. The Board shall ensure the independence of the Risk Management Department of the Bank by submitting its reports to the Risk Management Committee and granting the Authority the necessary powers to enable it to obtain information from the other departments of the Bank and to cooperate with other committees to carry out its duties.
10. The Board shall adopt a document of acceptable risks to the Bank.

Risk management tasks: The minimum risk management functions shall be as follows:

- study and analyze all types of risks faced by the bank.
- Prepare the risk management framework in the bank and submit it to the Board of Directors.
- Implement a risk management strategy as well as develop policies and procedures to manage all types of risks.
- Develop methodologies for identifying, measuring, controlling and setting each type of risk.
- Reporting to the Board through the Risk Management Committee emanating from the Board of Directors containing information on the actual risk system of all the Bank's activities in relation to the acceptable risk document and following the treatment of deviations
- Verify the integrity of risk measurement mechanisms with the Management information systems used.
- recommend to the Risk Management Committee emanating from the Board of Directors on the Bank's risk exposures and to record exceptions to the risk management policy.



- Provide the necessary information about the Bank's risks for disclosure purposes.

The Board's Relationship With The Legitimate Compliance Department And Compliance Control:

1. The board shall adopt a clear policy to ensure that the Bank complies with all relevant legislation & regulations & periodically reviews this policy and verifies its application.
2. The Board shall adopt the tasks and responsibilities of legitimate Compliance and Compliance Control.
3. The Compliance Control Department shall report to the Board or Audit Committee.
4. The Board shall establish an independent department for the legitimate Compliance Monitor and ensure that it is provided with trained and efficient human resources in accordance with the instructions of the Central Bank issued in this regard.
5. The Compliance Monitoring Department shall adopt an effective methodology to ensure that the Bank complies with all applicable legislation and regulations and any relevant guidelines and evidence, The Bank shall document the functions, powers and responsibilities of the Compliance Department and shall be circulated within the Bank.
6. The Board shall adopt and monitor the compliance policy and shall prepare, develop and ensure its application in the Bank by the powers of the Compliance Controller department.

The Board's relationship with the Money Laundering and Terrorism Financing Reporting department:

1. The Board of Directors of the Bank shall ensure that the Bank complies with the laws and instructions contained in the Central Bank's Laws of Anti-Money Laundering and Financing of Terrorism Law No. (39) for the year 2015 and the Control Regulations on Combating Money Laundering and Terrorist Financing of 2016 issued by the Central bank of Iraq.
2. The Board shall through the Audit Committee, Departments or Control Departments of the Bank, ensure that the Bank takes due diligence measures against customers in accordance with the AML / CFT Law No. (39) of (2015) and the instructions issued thereunder.
3. Adoption of programs to prevent money laundering and the financing terrorism, including :



- Conducting an AML / CFT risk assessment Which are vulnerable to them.
- Adopting internal policies, procedures and controls appropriate to the implementation of AML / CFT obligations.
- Independent auditing to test the effectiveness and applicability of policies and procedures.

4.The Board shall ensure that the Bank maintains the following records and documents for a period of (5) years from the date of termination of the relationship with the client or from the date of closing the account or executing a transaction for the Customer who has no ongoing relationship with the bank. whichever is longer and ensuring that it is available to the competent authorities as soon as possible, Which include, as a minimum, the following :

- Copies of all records obtained through the due diligence process in verifying transactions, including documents identifying the identity of actual beneficiaries, accounting files and work correspondence.
- Copies of the announcement sent to the AML / CFT Office and related thereto up to the expiry of (5) years from the date of submission of the report or the date of the judgment in a related lawsuit, and that period has exceeded that period.
- All domestic and international transaction logs, whether executed or attempted, to be implemented, provided that such records are detailed to the extent that the steps of each transaction are allowed to be re-represented.
- Records relating to risk assessment or any information that is planned to be inherited or updated.

Code Of Professional Conduct :

- 1.Board of director members are expected to comply with the Bank's Code of Professional conduct As stipulated in the blog of Professional Conduct and reflect the Board's commitment to the highest standards of business and ethical conduct , Each Member shall be aware of Requirements of the blog of Professional Conduct And to abide by the specific ethical standards set out in the blog As well as any interpretations and procedures issued thereunder.
- 2.Members of the Board shall consult with the Legal Department of the Bank or an independent external legal adviser if there is any doubt as to whether any transaction or conduct is not complying or not subject to the local laws and instructions issued by the regulatory authorities.



3. The board, in coordination with the Senior Executive Management and all members of the committees emanating from the board, should employ different mechanisms to encourage the application of desired behaviors, avoid undesirable behaviors, and instill the principles of accountability, responsibility and professional behavior of the Bank's administrative and non-administrative employees.

Periodic Performance Assessment:

- 1) The General authority shall adopt a system to evaluate the work of the board and its administrative work, provided that this system shall include, at a minimum, the following:
 - 1.1) Set specific targets and define the board's role in achieving these objectives in a manner that can be measured periodically.
 - 1.2) Identify key performance indicators to be derived from the Strategic Objectives and annual workplans and use them to measure the performance of the Board periodically.
 - 1.3) The need for periodic communication between the Board and the shareholders.
 - 1.4) periodic meetings of the Board with the senior executive management.
 - 1.5) the role of the member in the meetings of the Board as well as the comparison of performance with the performance of the other members, and feedback should be obtained from the member concerned in order to improve the evaluation process.
- 2) The Bank shall provide the Central Bank with information concerning the Chairman and members of the board and members of its senior executive management, including the committees emanating from the board semi-annually and also when any amendment thereto occurs.
- 3) The Bank shall provide the Central Bank with information concerning the members of the boards or the boards of directors and senior executive departments of its subsidiaries within and outside Iraq, on a semi-annual basis, upon the occurrence of any amendment thereto.
- 4) The Board shall evaluate the performance of the legitimate control authority as a whole and its members annually in accordance with a system prepared by the Nomination and Rewards Committee, Includes the development of key performance indicators shall include the criteria for evaluating the performance of the Authority and its members through the role of the member in the authority meetings as well as the comparison of performance with the performance of the other members in the authority and feedback should be obtained from the member concerned in order to improve the evaluation process and should include the evaluation system and the extent of the completion of the tasks and duties of the Authority and the effectiveness of the system of controls and legitimate supervision in the bank and the bank to inform the Central Bank of the results of this evaluation.



- 5) assign to the members of the Authority a financial rewards determined by the General authority.
- 6) The Board of the Islamic Bank shall evaluate the performance of the General Manager or the CEO annually in accordance with an evaluation system prepared by the Nomination and rewards Committee , Including the development of key performance indicators to include criteria for assessing the performance of the General director or the CEO include both financial and administrative performance of the bank, And its commitment to the application of legitimate controls adopted at the bank and the extent of completion of the plans and strategies of the Bank medium and long term and inform the Central Bank of the results of this evaluation.
- 7) The Central Bank may at any time invite members of the Audit Committee, the manager of the Internal Audit Department of the Bank or the manager of the Compliance Department to discuss any matters relating to their work.
- 8) The Board shall adopt a system for the measurement and evaluation of the performance of the Bank's managers, non-members of the Board and the General Manager or the CEO , This system shall include as minimum the following :
 - 8.1) to allocate an appropriate weight to measure the performance of compliance with the risk management framework and the application of internal controls , Regulatory and supervisory requirements
 - 8.2) total income and net income should not be the only measure of performance but should consider other elements to measure the performance of managers, such as risks associated with core operations , customer satisfaction and others where applicable.
 - 8.3) Non-exploitation of influence and conflict of interest.
- 9) The General authority shall establish procedures for determining the equivalence of the members of the board based on a system for measuring the evaluation approved by it.



(Annex 1)
Principles of sustainability criteria

No.	Principles	Text
1	Business Activities (Banking and Environmental Risk Management)	Integrating environmental and social considerations into the decision-making process of the Bank's activities to avoid, minimize or compensate negative impacts
2	Business Processes (Environment and Social Footprint)	Avoiding, minimizing or offsetting the negative impacts of the business operations on the communities and the environment in which they operate and where positive impacts can be enhanced
3	Human rights	Respect for human rights in the business operations and activities of the institution.
4	Women's economic empowerment	To promote the economic empowerment of women through workplace culture, including male and female, in the business operations of the institution and to seek products and services specifically designed for women through commercial activities
5	Financial Inclusion	To provide financial services to individuals and communities that are considered traditional and have limited or no access to the formal financial sector
6	Governance	Implementing strong and transparent corporate governance practices.
7	Capacity-building	Develop individual and sectoral institutions needed to identify social risk management and the environment and opportunities associated with business activities and processes.
8	Collaborative partnerships	Cooperate with all sectors and benefit from international partnerships to accelerate collective progress and improve the sector as a unit to ensure that the institution's vision is in line with international standards and local development requirements.
9	Reports	Regular review and review of progress reports to meet these principles at the individual and sectoral level.