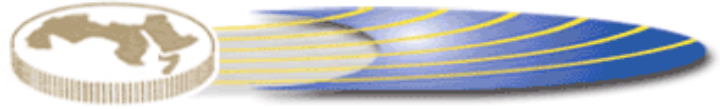


اتحاد المصارف العربية
Union of Arab Banks



**Survey Results: Corporate Governance Survey of the
Arab Banking Sector**

Prepared By
Union of Arab Banks

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Executive Summary:

This report provides an overview of the results pertinent to the Corporate Governance Survey of the Arab Banking Sector conducted during January through Dec 2006. The report offers a summary of the perception of key senior bank personnel in a number of Arab countries, pertaining to the banks' level of compliance with international best practice in corporate governance. Report findings are only indicative of the overall compliance level with good corporate governance practices among the banking sector in the surveyed countries, from which broad conclusions can be drawn.

A total of 67 banks participated in the survey from Qatar, Oman, United Arab Emirates (UAE), Yemen, Jordan and Egypt. Among the majority of respondents, the questionnaires were completed by representatives of the banks' top management, (e.g. Assistant General Managers) as well as heads of business divisions (e.g. Head of Compliance, Chief of Internal Audit). Banks that have rejected the offer to participate in the survey cited confidentiality issues and lack of interest in the topic as the main reasons for their rejection.

The conclusions drawn from the survey results were grouped into the following areas:

- General framework for Good Corporate Governance
- Rights of Shareholders
- Equitable Treatment of all Shareholders
- The Role of Stakeholders in Corporate Governance
- Transparency
- Structure, Functioning and Responsibility of the Board of Directors
- External Monitoring Role

The survey revealed the following key findings:

- Banks have in place a good general framework for good corporate governance. More emphasis is needed in communicating the shareholders structure, and conducting structured reporting on compliance with good governance practices.
- Banks have in place written policies regarding corporate governance and codes of ethics.
- Banks ensure to a large extent equitable treatment of shareholders, and they protect to a considerable extent the rights of their stakeholders. More policies need to be in place in terms of protecting minority rights.
- Banks enjoy a high level of disclosure of material information and financial transparency in line with international standards.
- More effort needs to be geared towards designing and implementing special training programs on corporate governance and internal control practise for employees.

- Banks have specialized committees for supervising and monitoring major business functions. Limited responses indicated the presence of specialized committees concerned with good governance and risk management.
- Banks have internal and independent persons in their Board, however independent directors do not have a majority presence in these Boards.
- Banks, in general, do not take into consideration the evaluation of clients' corporate governance practices in their credit risk assessment systems.

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1. INTRODUCTION

Background

Based on the OECD's principles, corporate governance is usually defined as involving "a set of relationships between a company's management, its board, its shareholders, and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. Good corporate governance should provide proper incentives for the board and management to pursue objectives that are in the interests of the company and shareholders and should facilitate effective monitoring, thereby encouraging firms to use resources more efficiently".

From a banking industry perspective, corporate governance involves the manner in which the business and affairs of individual institutions are governed by the supervisory boards and senior managements, affecting how banks*:

- i) Set corporate objectives to generate sustainable banking returns to owners;
- ii) Run the day-to-day operations of the business;
- iii) Consider the interests of recognized stakeholders;
- iv) Align corporate activities and behaviours with the expectation that banks will operate in a sound manner and in compliance with applicable laws and regulations; and
- v) Protect the interests of depositors and other stakeholders.

Banks are a critical and important component of any economy. They provide financing for economic enterprises, basic financial services to a broad segment of the population, and access to payment systems. In addition, some banks are expected to make credit and liquidity available in different market conditions. The importance of banks to national economies is underscored by the fact that banking is, almost universally, a regulated industry and that banks have access to government safety nets. It is of crucial importance, therefore, that banks have strong corporate governance, which in turn would enhance the banking sector's contribution towards sound economic governance in any country.

Given the critical contribution of good corporate governance to the sound development of the banking sector, the past few years witnessed several initiatives to enhance

* Basel Committee on Banking Supervision, Enhancing Corporate Governance in Banking organizations February 2006

compliance of banks in several Arab countries with good corporate governance practices.

This report provides an overview of the *perception* of key senior bank personnel in a number of Arab countries pertaining to the banks' level of compliance with international best practice in corporate governance. Report findings serve as an indication of the status of corporate governance practices among the banking sector in the surveyed countries from which general conclusions can be drawn.

Survey Objectives

The main objectives of this survey were to determine and understand:

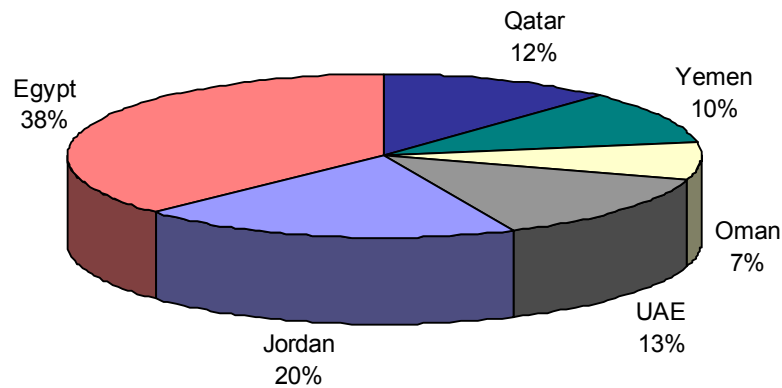
- i) The extent to which internationally recognized and applicable corporate governance best practices are implemented in the day-to-day activities of banks in selected Arab countries; and
- ii) Whether banks have and use evaluation methods for clients' corporate governance practices while providing financial services;
- iii) Identify the major areas requiring further enhancement in the banking sector operating in key Arab countries.

2. SURVEY SCOPE AND METHODOLOGY

Scope & Sample Profile

A total of 67 banks responded, in year 2006, to the survey covering the following countries: Qatar, Oman, United Arab Emirates, Yemen, Jordan and Egypt. The following chart shows the sample distribution according to number of responses received from each country.

Survey Distribution According to Country



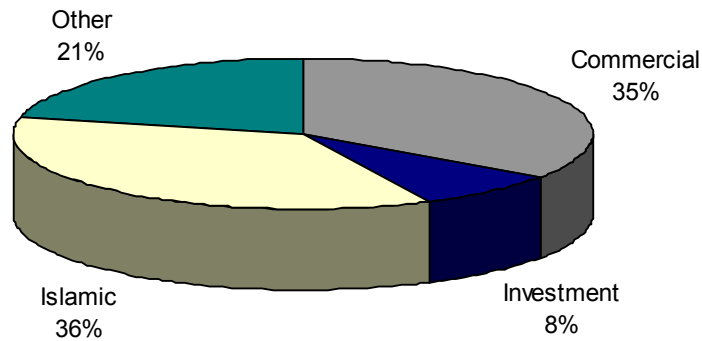
In terms of the surveyed bank size and contribution to the banking sector, the following table provides a summary of the surveyed banks contribution to the total consolidated assets account, percent of total lending, percent of deposits and percent of shareholders equity of the banking sector in their respective economy:

		Total Assets of Surveyed Banks	Lending	Deposits	Shareholders Equity
Yemen	Banking Sector	3495	998	3101	190
	Surveyed Banks	1638	701	1016	90.8
Sample size		47%	70%	33%	48%
Qatar	Banking Sector	30084	17413	21157	5725
	Surveyed Banks	26173	16890	19253	5553
Sample size		87%	97%	91%	97%
Oman	Banking Sector	12723	9129	8006	1294
	Surveyed Banks	11757	7716	7813	1255

Sample size		92%	85%	98%	97%
UAE	Banking Sector	122622	70027	77497	14925
	Surveyed Banks	70119	41546	48952	9478
Sample size		57%	59%	63%	64%
JORDAN	Banking Sector	29700	16456	15042	3173
	Surveyed Banks	24057	13329	12635	2633
Sample size		81%	81%	84%	83%
EGYPT	Banking Sector	121998	53321	89905	6119
	Surveyed Banks	98240	43299	79994	5475
Sample size		80%	81%	89%	90%

In terms of the principal activity of the bank, the survey covered the following categories: commercial banks, Islamic banks, investment banks among others. The chart below shows sample distribution according to the bank's primary activity.

Sample Distribution According to the Bank's Key Activity



Methodology

A questionnaire was developed with the assistance of Financial Services Volunteer Corps (FSVC) and was based on the key principals proclaimed by institution active in the field of banks supervision and corporate governance (specifically as related to the banking sector) mainly Basel Committee on Banking Supervision, Organization for Economic Cooperation and Development (OECD), the International Finance Corporation (IFC) and World Banks' ROSC assessment template.

The questionnaire was sent to a number of central banks for testing and feedback, after which the final draft was developed incorporating the comments received.

3. SURVEY FINDINGS AND ANALYSIS

The following section provides a summary of the key findings across the seven key categories covered by the survey.

General Framework for Good Corporate Governance

Under the general framework for good governance section, banks were asked to give information on the existence of an internal corporate governance framework and internal code of ethics as well as corporate governance policies. Following are the major findings in this regard.

Shareholders Structure Chart and Shares Listing

Table 1 – Shareholders Structure and Shares Listing

In terms of publishing detailed charts that illustrate the banks' shareholders structure (including beneficial ownership, relevant holding companies, subsidiaries and affiliates), a low majority of (62%) indicated that such charts are published and disseminated.

Among the surveyed banks, the lower rates were reported by both Yemen (14%) and UAE (33%). While (100%) and (92%) and (68%) of the surveyed banks in Oman, Jordan and Egypt indicated that such chart(s) are disclosed and published.

(76%) of the surveyed banks indicated that the banks charter and other legal documents are prepared in both English and Arabic. It is worthy to note that the sample average was impacted by the low percent reported among the banks in Yemen as only (40%) indicated that the above-mentioned documents are prepared in English as well.

The highest majority of banks seem to either focus on attracting domestic investors, indicated by the low percent of banks (11%) that list their shares on international stock markets, or possibly by their need to further enhance their compliance with international market requirements

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank publish a shareholders structure chart(s)	62%	38%	0%
Is there an English version of the bank's charter and other legal documents?	76%	23%	1%
Are the bank's shares listed on any stock market other than that of its home country?	11%	89%	1%

Governance Structure, Policies and Compliance

Table 2 – Governance Structure, Policies and Compliance

(55%) of the surveyed banks publish a chart outlining the bank's governance structure, principal organs and relevant reporting relationships. A higher percent (80%) indicated that written policies, codes or manuals are issued by the bank which set out the bank's approach to governance. However, when it relates to reporting on bank's compliance with its established corporate governance policies, only (59%) reported that such reports are prepared and shared with the shareholders.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank publish a current chart which describes the governance structure	55%	37%	9%
Does the bank have written policies, codes or manuals, approved by BOD setting out bank's approach to governance	80%	20%	0%
Does the bank disclose to shareholders extent to which it complies with its Corporate Governance policies	59%	36%	5%
Does the bank have a "Code of Ethics," approved by BOD	75%	22%	3%

All surveyed banks in Oman indicated that such documents that outline the governance structure and reports disclosing the banks' compliance level with set corporate governance policies are published and shared with the relevant stakeholders. However, sampled banks operating in Yemen reported the lowest level of compliance with the aforementioned criteria. For example, only (14%) of surveyed banks in Yemen publish a chart describing the bank's governance structure, while only (28.5%) publish a report pertinent to the bank's compliance with the established corporate governance policies.

A good majority of surveyed banks (75%) have a code of ethics that is approved by the board of directors. The lowest percent was reported by Yemen whereby only (14.5%) have an established code of ethics.

Corporate Events

Table 3 – Annual Corporate Calendar

The executive management of (84%) of the surveyed banks approve an annual calendar of corporate events and both shareholders and boards meetings. Egypt (92%), Jordan (85%) and UAE banks (78%) averaged higher than the rest of the sample.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does Executive Management approve an annual calendar of corporate events, including shareholders' and BOD meetings	84%	14%	3%

Rights of Shareholders

Surveyed banks were asked to express their attitude towards the rights of shareholders across all levels and especially with regard to share ownership, voting in general meetings, access to relevant information on a timely basis, access to corporate decisions, obtain information about new shareholders and others. Following are the main findings in this regard.

Elements of Shareholders' Rights

Table 4 – Elements of Shareholders' Rights

Generally speaking, and across all surveyed countries, shareholders enjoy considerable rights in terms of access to secure methods of ownership registration (95%), ability to transfer shares (94%), obtain relevant information on timely basis (91%), participate and vote in general shareholders meetings (96%), sole authority to elect/dismiss BOD members (92%), and profit sharing (95%).

Banks that indicated absence of the above-mentioned shareholders rights were reported by banks in both Yemen and Qatar – though to a minimal extent.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Do shareholders at your bank have the following rights			
Access to secure methods of ownership registration	95%	0%	5%
Ability to convey or transfer shares	94%	1%	5%
Ability to obtain relevant information on a timely basis	91%	4%	4%
Right to participate and vote in general shareholder meetings	96%	2%	2%
Sole authority to elect/dismiss members of the board	92%	4%	4%
Right to share in profits of the bank	95%	0%	5%

Participation in Corporate Decisions

Table 5 – Participation in Corporate Decisions

The responses of the majority of surveyed banks (96%) revealed that shareholders possess high level of authority to participate and be sufficiently informed of decisions concerning fundamental changes to the bank pertinent to amendments in articles of incorporation, authorization of additional shares (98%) and extraordinary transactions that effectively result in sale of the bank (92%).

Question	Yes	No	NA
Do shareholders have the right to participate and be informed of decisions and changes such as:			
Amendments to the statutes, articles of incorporation or similar governing documents	96%	2%	2%
Authorization of additional shares	98%	0%	2%
Extraordinary transactions that effectively result in sale of the bank	92%	4%	4%

Publication of Voting Procedures

Table 6 – Publication of Voting Procedures

(82%) of respondents indicated that the procedures by which shareholders may vote at general shareholder meetings published. UAE and Jordan ranked highest (100%) in terms of publishing shareholders voting procedures at general meetings, whereby Yemen ranked lowest, with only (33%) of respondents publishing such information.

Question	Yes	No	NA
Are the procedures by which shareholders may vote at general shareholder meetings published	82%	10%	8%

Controlling Rights and Disclosure of Changes of Controlling Structures

Table 7 – Controlling Rights & Disclosure of Controlling rights changes

The capital structures of the majority of the surveyed banks (75%) do not grant differential rights to certain shareholders. However, (77%) that do have capital structures that allow differing controlling rights do disclose such information to shareholders.

Question	Yes	No	NA
Are there capital structures which give different controlling rights to certain shareholders	16%	75%	9%
If the controlling shareholders of a bank change, is the bank required to disclose who the new shareholders are	78%	13%	9%

Furthermore, should the controlling shareholders of a bank change, the majority of surveyed banks (78%) indicated that they are required to disclose the new shareholder structure.

Additional Shareholders Rights

Table 8 – Additional Shareholders Rights

Question	Yes	No	NA
Do shareholders have the right to:			
Force the board to take binding action, including revocation of previous board decisions	80%	16%	4%
Appoint auditors	95%	1%	4%
Approve dividends	96%	0%	4%
Approve charter amendments without restrictions	91%	1%	8%
Wind-up/liquidate the bank	94%	0%	6%
Add to general meeting agendas, submit advance questions	87%	10%	3%

Shareholders enjoy considerably high level of authority to participate in appointing auditors (95%) and approving dividends (96%), wind-up/liquidate the bank (94%). A slight decrease in shareholders flexibility was apparent in terms of approving charter amendments (91%) and adding to general meetings agendas (87%). But generally speaking, shareholders have high leverage in participating in decisions related to the aforementioned items.

However, shareholders seem to have a slightly lower leeway in forcing the BOD to take binding actions (including the revocation of pervious BOD decisions) indicated by the (80%) response rate. Such right was particularly high among the banking sector in Oman (100%) followed by Jordan (92%), while sampled banks from Qatar reported the lowest shareholder leverage (63%) in this area.

Shareholders Meetings

Table 9 – Shareholders Meetings

Question	Yes	No	NA
Does the law applicable to the bank deal with/allow:			
Pre-emptive rights/restrictions on pre-emptive rights	72%	22%	6%
Calling extra-ordinary meetings	95%	4%	1%
Allow super majority and simple majority voting on specific issues	95%	3%	1%
Participation in shareholder meetings by writing or other means	89%	4%	7%
Required quorum rules and procedures	97%	2%	1%
Communications about shareholders' meetings, agendas for meetings; penalties for failure to communicate	87%	7%	6%
Restrictions on cross-shareholding	59%	29%	12%
Conflict of interest, related transactions	78%	10%	12%

The previous section revealed that (87%) of surveyed banks allow shareholders to add to general meeting agendas and submit advance questions. To elaborate more on the legal provisions that guide the shareholders meetings, surveyed banks were asked about the shareholders rights in terms of both decision making and procedures.

In terms of procedures, most of the banks' laws allow for participation in shareholders meetings by writing or other means (89%), require quorum (97%) and communicating to shareholders information about shareholders meetings agenda (87%).

Furthermore, shareholders have fairly high level of authority in terms of calling for extra-ordinary meetings (95%) and allowing super and simple majority voting on specific issues (95%).

However, there seemed to be lower level of legal requirements pertaining to shareholders pre-emptive rights/restrictions on pre-emptive rights (72%), restrictions on cross shareholding (59%) and conflict of interest (78%).

Equitable Treatment of All Shareholders

The surveyed banks were asked several questions regarding the policies and procedures of treating various shareholders, especially their rights, general meetings, insider training, voting rights and others. Following are the major findings in this regard:

Rights and Violation

Table 10 – Shareholders Rights and Rights Violations

The majority of surveyed banks (88%) have documents and necessary mechanisms by which shareholders can find out their rights vis-à-vis the bank. Also, (81%) of surveyed banks allow shareholders to have the opportunity to obtain redress for violation of their rights. It is worthy to note that banks in Egypt reported the lowest response rate (52%) when asked about shareholders rights in terms of redress for their rights violations.

Question	Yes	No	NA
Does the bank have public documents or any other mechanism by which shareholders can find out the rights they have vis-à-vis the bank	88%	8%	4%
Do all shareholders have the opportunity to obtain redress for violations of their rights	81%	13%	6%
Do all shareholders			
Have the same voting rights within each class	93%	2%	3%
Have access to information about all voting rights arrangements prior to purchasing shares	86%	6%	8%

In addition, shareholders in (93%) of surveyed banks have the same voting rights within each class, while (86%) allow shareholders to have access to information about all voting rights arrangements prior to purchasing shares.

Shareholders General Meetings, Attendance and Related Party

Transactions Records

Table 11 – General Meetings, Attendance & Related Party Transaction

(93%) of surveyed banks follow processes and practices that treat all shareholders fairly as far as general shareholders' meetings are concerned.

Also, a high percent (88%) of surveyed banks keep a record of attendance at shareholders meetings, be it annual or extraordinary, including the number of shares represented and a record of the votes. As for party transactions, (74%) of surveyed banks stated that they keep a record of related party transactions that require shareholder approval.

Question	Yes	No	NA
Do general shareholder meetings follow processes and practices that treat all shareholders fairly	93%	5%	2%
Does the bank keep a record of attendance at Shareholder Meetings (annual and extraordinary) including the number of shares represented and a record of the votes	88%	7%	5%
Does the bank keep a record of related party transactions which require shareholder approval	74%	19%	7%

Insider Trading

Table 12 – Insider Trading

In terms of unfair share trading, the majority of surveyed banks (88%) stated that the country has laws or regulations that prohibit insider trading or abusive self-dealing. Also, (88%) of responses stated that banks disclose information on allowable transactions by insiders or related parties of which (88%) have policies which define such allowable transactions.

Question	Yes	No	NA
Does your country have laws/regulations prohibiting insider trading/abusive self-dealing	88%	7%	5%
Are allowable transactions by insiders/related parties disclosed	88%	6%	6%
If yes, do the bank's policies define what such allowable transactions are?	88%	12%	0%

Material Interests in Transactions

Table 13 – Material Interests in Transactions

Most of surveyed banks (88%) oblige the Board of Directors and executive management to disclose material interest in transactions or matters affecting the bank. Only sampled banks from Yemen reported below average (72%) regarding BOB and executive management disclosure requirements of such information.

Question	Yes	No	NA
Are the board/managers required to disclose material interests in transactions or matters affecting the bank	88%	8%	4%

Minority & Controlling Shareholders

Table 14 – Minority and Controlling Shareholders

Around (91%) of surveyed banks ensure an equitable treatment of minority shareholders when there is a change of control in the bank. Also, only (54%) of banks have in place mechanisms, such as cumulative or block voting, which enable these minority shareholders to nominate members of the Board. However, only (39%) of surveyed banks have provisions in their by-laws which permit minority shareholders to take action against the bank, its managers or controllers to prevent actions which might be unfairly prejudicial to them.

Question	Yes	No	NA
Are minority shareholders treated equitably if there is a change of control	91%	2%	7%
Are there any mechanisms, such as cumulative or block voting, which enable minority shareholders to nominate members of the board	54%	34%	12%
Are there any special provisions in the bank's bi-laws which permit minority shareholders to take action against the bank, its managers or controllers, to prevent actions which might be unfairly prejudicial to the minority	39%	49%	12%
Are there any restrictions on what types of legal persons or individuals may be shareholders or controlling shareholders	55%	42%	3%

As for restrictions pertaining to legal persons becoming shareholders, (55%) of surveyed banks stated that there are restrictions on the types of legal persons who may be shareholders or controlling shareholders.

Voting Rights

The majority of surveyed banks (88%) do not issue different classes of equity which have different voting rights.

Only (51%) indicated that domestic regulations restrict the amount of ownership of voting shares which may be held by a single owner or group. The percent was particularly high among the UAE banking sector where (78%) of respondents indicated that such regulations are not in place.

Table 15 – Voting Rights

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Has the bank issued different classes of equity, which have different voting rights	8%	88%	4%
Does the financial sector legislation or regulation in your country restrict the amount of ownership of voting shares which may be held by a single owner or group	51%	45%	4%

The Role of Stakeholders in Corporate Governance

Surveyed banks were asked about the impact of the banks' corporate governance policies on the different stakeholders categories. Following are the key findings.

Protection of Stakeholders Rights

From the survey results, it is clear that the exiting regulations provide priority protection for the banks customers (82%), employees (79%) and creditors (79%), followed by protection of the environment (70%) and suppliers (70%).

Stakeholders enjoying the least level of protection include the communities (58%) and competitors (57%).

Table 16 – Protection of Stakeholders Rights

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the law explicitly refer to and protect the rights of stakeholders, other than shareholders, i.e.:			
Employees	79%	20%	1%
Customers	82%	18%	0%
Suppliers	70%	30%	0%
Competitors	57%	42%	0%
Creditors	79%	18%	3%
Communities	58%	32%	11%
The Environment	70%	26%	4%

Violations of Rights and Remedy

Around (82%) of surveyed banks indicated that existing laws and vehicles allow stakeholders whose rights have been violated to obtain redress or remedy.

Table 17 – Violations of Rights and Remedy

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the law or other vehicles allow stakeholders whose rights have been violated to obtain redress/remedy	82%	13%	6%

Profit Sharing

Table 18 – Profit Sharing

A low percent of surveyed banks (46%) indicate that there are internal mechanisms to allow employees to participate in profits such as, share ownership, options, or profit sharing schemes. It is worthy to note that Yemen (86%) and Egypt (88%) reported the highest percent in terms of profit sharing schemes for employees, while none of the banks in UAE adopt employee profit sharing schemes.

Question	Yes	No	NA
Are there mechanisms to allow for employees to participate in profits such as, share ownership, options, or profit sharing schemes	46%	54%	0%

Publishing Regular Reports

Table 19 – Publishing Regular Reports

(76%) of surveyed banks publish regular reports specifically for stakeholders.

Question	Yes	No	NA
Does the bank publish regular reports specifically for stakeholders	76%	23%	2%

Transparency

The surveyed banks were asked several questions regarding the bank's disclosures, compliance by international standards, internal and external audit, financial and non-financial information, training programs, credit risk assessment and corporate governance environment. Following are the major findings in this regard.

Disclosure of Information and Compliance with International Standards

Table 20 – Disclosure of Information & Compliance with International Standards

Regarding information disclosure, surveyed banks indicated that they disclose material information pertinent to: financial and operating results (100%), bank's objective (90%), major share ownership and voting rights (82%), remuneration of Board members (91%), remuneration of senior key executives (63%), and material issues regarding employees and other stakeholders (78%).

In terms of compliance with international standards, (769%)

of respondents indicated that the information is prepared, audited, and disclosed in accordance with International Financial Reporting Standards (IFRS), while (9%) of surveyed banks stated that such information is not prepared according to IFRS (primarily respondents from Qatar, Egypt and Yemen). Banks in both Qatar and

Question	Yes	No	NA
Does the bank's disclosure include material information on:			
Financial and operating results	100%	0%	0%
Bank objectives	90%	10%	0%
Major share ownership and voting rights	82%	16%	2%
Remuneration of board members	91%	9%	0%
Remuneration of senior key executives	63%	35%	2%
Material issues regarding employees and other stakeholders	78%	22%	0%
Is information prepared, audited, and disclosed in accordance with International Financial Reporting Standards (IFRS)	76%	9%	15%

Egypt indicated that while IFRS are not followed, local financial reporting standards are followed. No responses were available for banks operating in Yemen that stated their non-compliance with IFRS.

External Audit

Table 21 – External Audit

(91%) of the surveyed banks have an annual external audit that is conducted by an independent auditor who gives an opinion on the integrity of the bank's financial statements and the adequacy of the bank's internal controls. Furthermore, (94%) of responses indicated that the external auditors reports provide a written comment on the adequacy of the bank's internal controls.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Is an annual external audit conducted by an independent auditor who gives an opinion on the integrity of the bank's financial statements and the adequacy of the bank's internal controls	91%	2%	7%
Does the external auditor provide a written comment on the adequacy of the bank's internal controls	94%	4%	2%

Preparation and Dissemination of Information

Table 22 – Preparation and Dissemination of Information

The majority of the surveyed banks (63%) have a written policy with respect to the preparation and dissemination of financial and non-financial information, particularly those that goes beyond what the bank is required to disseminate either by its regulator or by the terms of any stock exchange on which it is listed

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank have a written policy regarding the preparation and dissemination of financial and non-financial information which goes beyond what the bank is required to disseminate either by its regulator or by the terms of any stock exchange on which it is listed	63%	32%	5%
Does the bank disseminate information through a website	90%	8%	2%

In terms of dissemination of such information, (90%) of respondents indicated that they do disseminate such information publicly on their websites.

Internal Audit Functions

Table 23 – Internal Audit Functions

The majority of surveyed banks (96%) mention that the functions of the internal audit process include testing the bank's compliance with laws, regulations and bank policy/procedures.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Do the functions of the internal audit process include testing the bank's compliance with laws, regulations and bank policy/procedures	96%	2%	2%

Regulation and Rotation of Auditors

Table 24 – Regulation and Rotation of Auditors

Around (78%) of surveyed banks indicated that their internal policies include the rotation of external auditors according to specific terms. Also, most surveyed banks (89%) indicate that their external auditors are internationally recognized firms.

Question	Yes	No	NA
Is the bank's policy to rotate its auditors	78%	19%	3%
Is the bank's auditor an internationally recognized firm	89%	4%	6%

Board's Accessibility to External Auditors' Reports

Table 25 – Regulation and Rotation of Auditors

With regard to board's accessibility to external auditors reports, (93%) of surveyed banks indicated that their Board of Directors do have access to "deficiency letters" or "letters of recommendations" prepared by external auditors.

Question	Yes	No	NA
Does the Board of Directors have access to "deficiency letters" or "letters of recommendations" prepared by external auditors	93%	3%	4%

Training Programs

Table 26 – Training Programs

Around (70%) of surveyed banks have formal programs for training employees on issues of governance, compliance and internal control processes. However, a slightly lower percent of responses (67%) indicated that their bank employees receive adequate training to enhance their understanding of the role they have in the internal control process.

Question	Yes	No	NA
Does the bank have a formal training program for training employees on issues of governance and compliance	70%	26%	4%
Do the personnel at the bank receive an adequate training to understand their role in the internal control process	67%	11%	22%

Shareholders Agreements Concerning Their Rights

Table 27 – Shareholders Agreements Concerning their Rights

Only (24%) of the surveyed banks show that their major shareholders have reached an agreement on how to exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other), while a higher portion (60%) indicated the absence of such agreements. (53%) of those banks who have such agreements among controlling shareholders do disclose them to the public, while (47%) of responses indicated that said reports are not disclosed to the public.

Question	Yes	No	NA
Have the major shareholders of the bank come to any agreements on how they will exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other)	24%	60%	16%
If yes, is the existence of any such agreements among controlling shareholders publicly disclosed	53%	47%	0%

Transactions Disclosure

Table 28 – Transactions Disclosure

Approximately (74%) of surveyed banks have a written policy for disclosing major transactions and other material events.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does your bank have a written policy for disclosing major transactions and other material events	74%	21%	5%

Meetings with Ratings Analysts

Table 29 – Meetings with Analysts

The majority of the surveyed banks (75%) hold periodic meetings with ratings analysts or securities analysts, while (19%) do not hold such meetings on regular basis. (6%) did not respond.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank hold periodic meetings with ratings analysts or securities analysts	75%	19%	6%

Employees' Remuneration Schemes

Table 30 – Employees Remuneration

The majority of surveyed banks (82%) do not have employee stock ownership or employee stock option schemes.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank have an employee stock ownership scheme or an employee stock option scheme	14%	82%	4%

Credit Risk Assessment System and Implications of Corporate Governance Practices

Table 31 – Credit Risk Assessment System and Implications of Clients Corporate Governance Practices

Only (42%) of the surveyed banks indicated that their systems of credit risk assessment include an evaluation of the clients' corporate governance practices.

Also, (62%) of the surveyed banks pointed out that adherence to sound corporate governance practices have positive implications on the credit decision making process (in addition to an adequate pledge, cash flows, financial soundness, etc.). However, it is worthy to note that (25%) of respondents did not provide a response to questions related to risk assessment of clients corporate governance practices relevance to the bank's risk assessment analysis.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the banks system of credit risk assessment include an evaluation of the clients Corporate Governance practices	42%	37%	21%
Does adherence to sound CG practices have positive implications on credit decision making process (in addition to an adequate pledge, cash flows, financial soundness, etc..)	62%	13%	25%

Structure, Functioning and Responsibilities of the Board of Directors

The surveyed banks were asked several questions regarding the bank's structure, functions and responsibilities of the Board of Directories. Following are the major findings in this regard:

Board Meetings

Almost all surveyed banks (99%) indicate that they have a formal board that meets regularly. Only (35%) conduct formal training of elected board, (43%) do not and (22%) did not provide any response. It is worthy to mention that the highest percent was recorded by banks operating in Oman whereby (100%) of banks in Oman organize induction training.

In terms of meetings organization, (82%) indicated the presence of a Corporate Secretary tasked with organizing board meetings. However, (96%) indicated that meeting agendas are prepared in advance and that minutes of meeting are documented and circulated and approved by the BOD.

(77%) of the surveyed banks indicate that their board of directors can and do meet without the presence of management, thus enforcing the independency of the work of the board of directors from that of the top executive management, allowing board members to communicate and discuss freely various issues, including that of top executive management performance.

Table 32 – Board of Directors Meetings

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank have a formal board that meets regularly	99%	0%	1%
Does the bank organize an induction training for its newly elected Board members	35%	43%	22%
Does the bank have a Corporate Secretary whose responsibilities include the organization of board meetings	82%	9%	9%
Is an agenda prepared and distributed , at least two	96%	1%	3%
Are minutes of Board meetings prepared and approved at Board meetings	96%	1%	3%
Does the board of directors ever meet without the presence of management	77%	20%	3%

Board Members Conduct

(72%) of the surveyed banks have written policies and bi-laws that refer to the conduct of the Board of Directors. Yemen scored lowest with a total of (42%) indicating that such written policies and by-laws exist.

Table 33 – Board Members Conduct

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the bank have any written policies or bi-laws specifically referring to the conduct of the Board of Directors	72%	24%	6%

Board Structure, Appointment, Committees and Membership

Table 34 – Board Structure, Appointment, Committees and Membership

On average, (70%) of the surveyed banks indicated that their Board of Directors is comprised of both internal and independent persons. It is worthy to note that while responses from Qatar, Oman, UAE, Jordan and Egypt ranged from 63% to 100% indicating that both internal and independent members form their board membership, only (14%) of the banks in Yemen reported that such a membership structure exists.

However, when banks were asked whether certain seats are actually "reserved" for independent directors, only (25%) responded that certain seats are in fact reserved for independent members. Of the (25%), around (32%) indicated that their Boards are comprised of (50%+1) - majority - of independent persons.

Question	Yes	No	NA
Does the Board of Directors contain both internal and independent persons	70%	25%	5%
Are some of the seats of the Board reserved for "Independent" Directors (independent of both the shareholders and management)	25%	67%	9%
If answer to the above is "Yes" is the Board comprised of (50%+1) - majority - of independent persons	32%	58%	10%
Are there any formal provisions in the bank's charter or bi-laws which specify that certain shareholders may appoint certain directors	41%	51%	8%
Does the Board of Directors have specialized committees	90%	2%	8%
Does the Board have an audit committee with a charter defined by international best practices	84%	9%	7%
Does the Board have an appointment and remuneration committee	55%	37%	8%
Does the Board have a committee responsible for CG practices	38%	34%	29%
Does the Board have a credit committee	84%	9%	7%
Does the Board have a risk management committee	51%	22%	26%

This indicates that while banks do focus on attracting independent directors to their boards, the vast majority of these banks do not do it in a structured and formal manner (i.e. by reserving certain seats for independent members). Further, of the few banks who do reserve seats for independent members, they usually constitute the minority of the board membership.

Only 41% of the surveyed banks have formal provisions in their charters and bi-laws which allow certain shareholders to appoint certain directors. UAE scored highest (67%), while Yemen scored lowest (29%).

This implies that shareholders, in general, do not have internal powers and authorities to appoint certain directors, something which further enhances independence and lack of influence that may impact the performance of the bank.

In terms of the board committees, most of the surveyed banks form specialized committees to look into the different aspects pertaining to the banks operations. The most common committees that the majority of banks have are the credit and audit committees (84% respectively). The less common form of committees were found to be the remuneration (55%), risk management (51%) and good governance practice (38%) committees.

Board Functions and Responsibility

Table 35 – Board Functions and Responsibilities

As indicated in table 35, the board functions seem to cover a wide range of approval oversight. Items that scored highest were found to relate to the following: approving the budgets and business plans (96%), setting performance objectives (97%), and approving capital expenditures, acquisitions and divestitures (97%). The board was also found to be highly involved in approving staff salaries and benefits (95%), key executives and board nomination/remuneration (93%), and approving internal and external audit and setting control systems (92%). The board is also responsible for approving the quality of accounting framework/financial reporting systems (89%), approving good governance practices (85%) as well as disclosure and communications (85%).

Items that scored lower in terms of board functions were found to be in the following areas: succession planning (73%), approving the bank's business strategy (78%) and conflict of interest (82%).

In terms of responsibility acceptance by the board, the majority of surveyed banks indicated that their boards accept of the responsibility for: being fully informed of conducting due diligence where needed (91%), compliance with laws and regulations (95%), and relations with stakeholders (88%).

Board's Approval on Financial Functions

Table 36 – Board's Approval on Financial Functions

Findings revealed that Board members play a key role in supervising and approving special financial functions. Specifically, the findings revealed that boards oversee and approve special financial functions related to: Credit policy, operations (88%); credit, market, operational risk management (93%); large exposures (96%); loan and credit classifications (91%); loss reserves and provisions (92%); code of ethics/stakeholder relations (78%); legal and regulatory compliance (88%);

Question	Yes	No	NA
Do the functions of the board include oversight approval of:			
Business strategy	78%	14%	8%
Budgets and business plans	96%	1%	3%
Performance/Performance Objectives	97%	0%	3%
Capital expenditures, acquisitions, divestitures	97%	0%	3%
Salaries and benefits	95%	2%	3%
Key executive and board nomination/remuneration	93%	4%	3%
Succession planning	73%	19%	9%
Conflict of interest	82%	11%	8%
Quality of accounting framework, financial reporting systems	89%	3%	8%
Internal and external audit	92%	3%	6%
Control systems	92%	3%	6%
Governance practices	85%	5%	9%
Disclosure and communications	85%	8%	7%
Does the board accept responsibility for			
Being fully informed of conducting due diligence where needed	91%	2%	7%
Compliance with laws / regulations	95%	1%	4%
Relations with stakeholders	88%	3%	9%

Question	Yes	No	NA
Does the board oversee/approve special financial functions related to:			
Credit policy, operations	88%	10%	2%
Credit, market, operational risk management	93%	5%	2%
Large exposures	96%	2%	2%
Loan/credit classifications	91%	7%	2%
Loss reserves/provisions	92%	6%	2%
Code of ethics/stakeholder relations	78%	16%	6%
Legal/regulatory compliance	88%	6%	6%
Money laundering/terrorism finance	86%	6%	9%
Internal controls, external audit preparation	92%	2%	6%

money laundering and terrorism finance (86%); and finally internal controls as well as external audit financial statements (92%).

Conflict of Interest

Table 37 – Conflict of Interest

The sample was almost equally split when asked about whether written policies and rules on how to review transactions which involve conflicts of interest and related parties existed. The conclusions drawn do not elude that unethical behaviour or conflict of interest instances are not handled with the highest level of integrity, but rather that these measures require institutionalization and streamlining within these organizations through developing clear policies on pertinent controversial issues.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the board have written policies or rules on how to review transactions which involve conflicts of interest and related parties	53%	42%	5%

Board Self Evaluation

Table 38 – Board Self Evaluation

Another area where the sample was found to be almost equally divided relate to board self evaluation, (55%) of the surveyed banks indicated that their boards do conduct self-evaluations and reviews for their effectiveness.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the board conduct self-evaluations or reviews of its effectiveness	55%	33%	12%

External Assistance

Table 39 – External Assistance

(91%) of the surveyed banks indicated that their boards have the ability – and the funding – to commission independent analysts or hire external consultants if they believe such outside help is necessary to enable them to perform their oversight function. Accordingly, board members can have access to such advisors on needs basis.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the board have the ability – and the funding – to commission independent analysts or hire external consultants if it believes such outside help is necessary to enable it to perform its oversight function	91%	0%	9%

Board Accessibility to Information and Knowledge about Communication between Banks and Regulators

Table 40 – Board Accessibility to Information and Communications between Banks and Regulators

Most of the surveyed banks (92%) indicate that their boards have access to accurate and relevant information in a timely on all issues related to the bank's activities, thus supporting the BOD and in ensuring a successful and effective decision-making process by the board of directors.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Does the board have access to accurate, relevant, timely information	92%	0%	8%
Does the Board receive copies of communications between the bank and regulators, including periodic reports, requests from regulators for information and investigation	94%	20%	4%

Board members appear to always be aware of the communications between their banks and the regulatory as well as supervisory authorities as (94%) of surveyed banks indicated that their boards receive copies of communications between the bank and its regulators, including periodic reports, requests from regulators for information and investigation and enforcement actions.

Board Independence and Separation between Executive Management and Board

Table 41 – Board Independence and Separation between Executive Management and the Board

The majority of surveyed banks (86%) designate that their boards are independent of management. This helps reduce the existence of mutual material benefits between board members and members of the top executive management.

<i>Question</i>	<i>Yes</i>	<i>No</i>	<i>NA</i>
Is the board independent of management	86%	5%	9%
Is there separation between:			
Executive management and board	81%	15%	4%
CEO and chairmanship position	74%	19%	7%

Several questions were asked to determine the extent of separation between executive management and board membership. Survey findings revealed that the majority of banks (81%) indicated that there is a separation between executive management and the Board. Furthermore, (74%) stated the existence of separation between the CEO and chairmanship position.

External Monitoring Role

The surveyed banks were asked several questions regarding their information and constraints about the CG practices of their corporate clients; the channels that they use to monitor borrowers, and requirements imposed by banks on their corporate clients.

Banks Access to Clients Corporate Governance Information

Table 42 – Banks Access to Clients Corporate Governance Information

Only (50%) of the surveyed banks indicated that they are well informed about the CG practices of their corporate clients (*It is worthy to note that the percent of non responses to this question was (23%)*).

Furthermore, (91%) of those banks that have access to clients' CG information, get these information from documentation provided by clients. (86%) of these banks consider that it is important for them that their corporate clients apply the principles of good Corporate Governance, while (76%) of those banks monitor the CG practices of corporate clients. In addition, a limited percent of the surveyed banks indicate that there are constraints to monitoring CG practices of corporate clients, such as: the cost of the bank's active involvement (29%) and lack of competencies (31%).

Question	Yes	No	NA
Is the bank well informed about CG practices of its corporate clients	50%	28%	23%
If answer to the above is "Yes":			
For information about corporate clients, does the bank use documentation provided by clients	91%	4%	5%
In general, is it important to your bank that corporate clients apply principles of good CG	86%	9%	5%
Does the bank monitor the CG practices of corporate clients	76%	19%	5%
Are there constraints to monitoring CG practices of corporate clients, such as:			
The cost of an active bank involvement	29%	46%	25%
Lack of competencies	31%	43%	27%

Channels of Monitoring Borrowers

Table 43 – Channels of Monitoring Borrowers

The minority of the surveyed banks (25%) indicated that the main channels they use to monitor borrowers is through acting as a director in the Board or by giving advice on Board's independent Directors (11%). Further, (49%) of the surveyed banks indicated that they use loan loss provision as a channel for monitoring borrowers, while (67%) use other covenants.

Question	Yes	No	NA
What are the main channels your bank use to monitor borrowers:			
To act as a director in the Board	25%	50%	26%
To advise on Board's independent Directors	11%	65%	24%
To use loan loss provision	49%	29%	23%
To use other covenants	67%	10%	23%

Financial Transparency by Corporate Clients

Table 44 – Financial Transparency by Corporate Clients

(76%) of the surveyed banks indicated that they require corporate clients to submit audited financial statements on periodic basis.

Question	Yes	No	NA
Does the bank require corporate clients to submit audited financial statements periodically	76%	3%	21%

Clients External Auditors

Table 45 – Clients External Auditors

(64%) of surveyed banks stated that they require their corporate clients to periodically submit audited financial statements. Of the (64%) who indicated such a requirement, (60%) require clients to deal with local auditors, (20%) require that their clients auditors be an international audit firm, while (31%) require that the clients' auditor be a local company with international affiliation (*it is worthy to note that the no response rate for this section averaged 40%*).

Question	Yes	No	NA
Does the bank require corporate clients to submit audited financial statements periodically	64%	8%	28%
If yes, is there a specific type of auditor required by the bank			
Local	60%	21%	19%
International	20%	23%	56%
Local- International associate	31%	19%	50%
Has the bank instructed corporate clients to change an auditor in the past four years	32%	41%	27%

Only (32%) of the surveyed banks have instructed their corporate clients to change their auditors in the past four years. This indicates that little emphasis is placed on rotation of external auditors by their corporate clients for a specific term.

4. CONCLUSION

From the preceding analysis of findings pertaining to the bank corporate governance survey in selected Arab countries, following are the main conclusions:

General Framework for Good Corporate Governance

While individual country analysis reveal some variations in terms of publishing shareholders charts, the total sample averaged around (62%), indicating the need to further enhance this aspect of good corporate governance practice (an aspect crucial to maintaining high confidence level by shareholders and a mechanism that helps curtail abusive dealings).

In terms of governance structure, policies and compliance, the survey results show the presence of a good level of understanding among the surveyed banks about the key principles of good corporate governance. However, in terms of institutionalization, more emphasis is needed in documenting and publishing such policies and issuing regular reporting on compliance level with set policies, as only (59%) of the sample indicated that compliance reports are issued and published.

Rights of Shareholders

Generally speaking, and across all surveyed countries, shareholders enjoy considerable rights in terms of access to secure methods of ownership registration, ability to transfer shares, obtain relevant information on timely basis, participate and vote in general shareholders meetings, sole authority to elect/dismiss BOD members and profit sharing.

They also seem to have high level of rights in actively participating in shareholders meetings and corporate decisions, appointing auditors, approving dividends and winding-up/liquidating the bank, and to high extent approving charter amendments. Also, the capital structures of the surveyed banks do not grant differential rights to shareholders. Results showed that only 59% have restrictions on cross shareholding.

Equitable Treatment of All Shareholders

Shareholders were found to have equitable rights in terms of voting, access to information and participation in general meetings. There was found to be adequate level of transparency in terms of communicating shareholders rights, including rights of redress should their rights be violated. However, while banks generally indicated that they do treat their shareholders equitably, it is worthy to note that only a limited percent of respondents indicated that they have in place rules and regulations to

protect minority shareholders (39%) of surveyed banks indicated the presence of special provisions in the bank's by-laws which permit minority stakeholders to take action against the bank to prevent activities that might be unfairly prejudicial to the minority).

The Role of Shareholders in Corporate Governance

Surveyed banks were found to abide by the banking regulations regarding the social and corporate responsibility towards their stakeholders by protecting the rights of their various stakeholder groups (though communities and competitors to a lesser extent). In addition banks communicate and disclose information on their activities and performance to their different stakeholder categories. However, an area requiring further enhancement pertains to employees' profit sharing schemes. Only (46%) of surveyed banks reported the presence of mechanisms that allow employees to participate in profits. Being a cornerstone aspect of corporate governance, this area needs to be further enhanced.

Transparency

Surveyed banks exhibited high disclosure level in terms of material information and financial transparency. Such financial transparency is supported by annual independent and rotated external audit, besides strong internal audit. Said level of transparency is expected given that the banking sector is highly regulated in the Arab region.

An area requiring further enhancement relate to training employees on issues relevant to corporate governance, compliance and internal control processes as (70%) of banks offer training on corporate governance and (67%) on internal control processes.

Also, to enhance the banks compliance with BIS and OECD's Corporate Governance principles among others, more effort need to be dedicated toward full disclosure of information pertaining remuneration of senior key executives, structure of board and material issues regarding stakeholders. Only (24%) of surveyed banks indicated that their major shareholders have reached agreement on how they will exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other.

Another area requiring enhancement pertains to credit risk assessment as only (42%) indicated that the bank's system of credit risk assessment include an evaluation of the clients Corporate Governance practices, and (62%) indicated that their clients adherence to sound CG practices have positive implications on credit decision making process.

Structure, Functioning and Responsibilities of the Board of Directors

The majority of banks were found to enjoy high level of independence between their Boards and senior management, complying with BIS and OECD corporate governance principles.

To further compliance of banks with OECD & BIS principles, more banks need to conduct formal training of board members to educate them in their role and responsibilities, and have boards with mixed membership of both internal and independent persons.

The number of Board committees need also be expanded to have more banks form committees responsible for CG practices, remuneration and risk management.

Two other areas that require furthering to ensure more compliance with BIS principles pertain to conflict of interest and board self evaluation as only (55%) of respondents indicated the presence of written policies governing the mechanism by which transactions involving conflict of interest are looked into, and only (55%) of banks conduct board self-evaluation.

External Monitoring Role

In general terms, survey findings revealed that the role banks play in external monitoring of clients is quite limited. Little monitoring and emphasis is placed on clients' adherence to good corporate governance practices, specifically as related to monitoring borrowers. Several responses revealed that measures adopted in monitoring borrowers is highly dependent on the loan size, thus placing little emphasis on attaining information and reports pertaining to corporate clients compliance with good corporate governance practices.

APPENDICES**Appendix A: Survey Questionnaire**

Corporate Governance Survey of Banks

استقصاء حول الحوكمة في المصارف

Country:Bank's name:Bank's Activity: Commercial Investment Islamic Other (please specify) _____Ownership structure: Private State PublicPerson who filled out the questionnaire (name & title):Person's contact details:Telephone number:Fax number:Mobile number:Email address:

I. General Framework for Good Corporate Governance	I – الإطار العام لحوكمة الشركات
1. Does the bank publish a chart(s) which illustrate its complete shareholder structure, including beneficial ownership, and all related holding companies, subsidiaries and affiliates?	1. هل ينشر المصرف رسوماً إيضاحية تشرح كامل بنية المساهمين فيه، بما في ذلك المالكين المستفيدين وكل الشركات القابضة أو الشركات التابعة أو المتفرعة المرتبطة به؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Is there an English version of the bank's charter and other legal documents?	2. هل هناك نسخة بالإنكليزية عن النظام الأساسي للمصرف وغيره من المستندات القانونية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. Does the bank publish a current chart which describes the governance structure, principal organs of governance, and reporting relationships between them?	3. هل ينشر المصرف رسماً توضيحياً يصف بنية الحوكمة فيه، والأعضاء الأساسيين للحوكمة، وعلاقات رفع التقارير بين هؤلاء الأعضاء؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Does the bank have written policies, codes or manuals, approved by the Board of Directors, setting out its bank's approach to governance?	4. هل لدى المصرف سياسات مكتوبة، أو قوانين أو أدلة، مصادق عليها من قبل مجلس الإدارة، بحيث تحدد أسلوب المصرف لتحقيق الحوكمة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. Does Executive Management approve an annual calendar of corporate events, including the shareholders' meeting and Board meetings?	5. هل تُعد الإدارة التنفيذية برنامج السنوي للأحداث المؤسسية، بما في ذلك مواعيد اجتماعات مجلس الإدارة والجمعية العمومية للمساهمين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. Does the bank have a "Code of Ethics," which has been approved by the Board of Directors?	6. هل لدى المصرف "ميثاقاً لأخلاقيات العمل" مصادق عليه من قبل مجلس الإدارة؟

Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Does the bank disclose in a report to shareholders the extent to which it is complying with its policies on Corporate Governance?	7. هل يفصح المصرف في تقرير للمساهمين عن مدى إلتزامه بالسياسات الخاصة بالحوكمة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
8. Are the bank's shares listed on any stock market other than that of its home country?	8. هل أسهم المصرف مدرجة في أي بورصة غير البورصة المحلية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
II. Rights of Shareholders	
II – حقوق المساهمين	
1. Do shareholders at your bank have the following rights i.e.:	1. هل يمتلك المساهمون في مصرفك الحقوق التالية:
a. Access to secure methods of ownership registration?	أ – الوصول إلى طرق آمنة لتسجيل الملكية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Ability to convey or transfer shares?	ب – القدرة على إيصال أو نقل الأسهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Ability to obtain relevant information on a timely basis?	ج – القدرة على الحصول على معلومات هامة، وفي موعدها؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Right to participate and vote in general shareholder meetings?	د – الحق في المشاركة والتصويت في إجتماعات المساهمين العامة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Sole authority to elect/dismiss members of the board?	هـ – السلطة المطلقة لإنتخاب/ صرف(فصل) أعضاء مجلس الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Right to share in profits of the bank?	و – الحق بالمشاركة في الأرباح التي يحققها المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Do shareholders have the right to participate and be sufficiently informed of decisions concerning fundamental changes to the bank, such as:	2 – هل يمتلك المساهمون الحق في المشاركة، وأن يكونوا على علم كاف بالقرارات المرتبطة بالتغيرات الأساسية في المصرف، مثل:
a. Amendments to the statutes, articles of incorporation or similar governing documents?	أ – التعديلات على النظام الأساسي أو أي بند من بنود قانون التأسيس أو أي مستندات حاكمة أخرى؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Authorization of additional shares?	ب – الترخيص بالحصول على أسهم إضافية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Extraordinary transactions that effectively result in sale of the bank?	ج – عمليات غير اعتيادية قد تؤدي بشكل فعال إلى بيع المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. Are the procedures by which shareholders may vote at general shareholder meetings published?	3 – هل تنشر الإجراءات التي تحكم عملية تصويت المساهمين في إجتماعات الجمعية العمومية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Are there capital structures which give different controlling rights to certain shareholders?	4 – هل هناك بنيات لرأس المال تمنح مساهمين معينين حقوق سيطرة مختلفة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>

a. If "yes" are such capital structures publicly disclosed?	أ - إذا نعم، هل يتم الإفصاح عن بنيات رأس المال هذه للعموم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. If the controlling shareholders of a bank change, is the bank required to disclose who the new shareholders are ?	5 - إذا تغيّر المساهمون المسيطرون في المصرف، هل يطلب من المصرف الإفصاح عن المساهمين الجدد؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. Do shareholders have the right to:	6 - هل لدى المساهمين الحق في:
a. Force the board to take binding action, including revocation of previous board decisions?	أ - اجبار مجلس الإدارة على إتخاذ إجراءات ملزمة، بما في ذلك إعادة النظر في قرارات المجلس السابقة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Appoint auditors?	ب - تعيين المدققين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Approve dividends?	ج - المصادقة على الأرباح الموزعة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Approve charter amendments without restrictions?	د - المصادقة على التعديلات في النظام الأساسي بدون قيود؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Wind-up/liquidate the bank?	هـ - تصفية المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Add to general meeting agendas, submit advance questions?	و - إضافة بنود إلى جدول أعمال إجتماع المساهمين العام، وتقديم أسئلة بشكل مسبق؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Does the law applicable to the bank deal with/allow:	7 - هل القانون المطبق على المصرف يتعامل مع/ يسمح بـ:
a. Pre-emptive rights/restrictions on pre-emptive rights?	أ - حقوق وقائية / قيود على هذه الحقوق؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Calling extra-ordinary meetings?	ب - طلب عقد إجتماعات غير عادية (إستثنائية)؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Allow super majority and simple majority voting on specific issues?	ج - السماح بتصويت الأغلبية الفائقة والأغلبية العادية على قضايا محددة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Participation in shareholder meetings by writing or other means?	د - المشاركة في إجتماعات المساهمين بطلب خطي أو بطرق أخرى؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Required quorum rules and procedures?	هـ - اقتضاء توفر نصاب أو إجراءات قانونية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Communications about shareholders' meetings, agendas for meetings; penalties for failure to communicate?	و - التواصل مع المساهمين بشأن إجتماعاتهم وجدول أعمال هذه الإجتماعات، والجزاءات في حال التقصير في الإتصال؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
g. Restrictions on cross-shareholding?	ز - قيود على المساهمة المتداخلة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
h. Conflict of interest, related transactions?	ح - تضارب المصالح، عمليات ذات الصلة؟

Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
III. Equitable Treatment of All Shareholders	III – المعاملة المتساوية لكل المساهمين
1. Does the bank have public documents or any other mechanism by which shareholders can find out the rights they have vis-à-vis the bank?	1 – هل لدى المصرف مطبوعات منشورة للعامّة (العموم) أو أي آلية أخرى يمكن بموجبها للمساهمين التعرف على حقوقهم تجاه المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Do all shareholders have the opportunity to obtain redress for violations of their rights?	2 – هل يتاح لكل المساهمين الفرصة في الحصول على تعويض في حال انتهاك حقوقهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. Do all shareholders:	3 – هل لكل المساهمين؟
a. Have the same voting rights within each class?	أ – نفس حقوق التصويت ضمن كل فئة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Have access to information about all voting rights arrangements prior to purchasing shares?	ب – إمكانية الحصول على المعلومات حول كافة ترتيبات حقوق التصويت قبل شرائهم الأسهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Do general shareholder meetings follow processes and practices that treat all shareholders fairly?	4 – هل إجتماعات المساهمين العامة تتبع عمليات وممارسات تعامل كل المساهمين بشكل عادل؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. Does your country have laws/regulations prohibiting insider trading/abusive self-dealing?	5 – هل تسري ببلدك قوانين/ تشريعات تمنع التداول للمصلحة الشخصية أو التزيج نتيجة الحصول على معلومات أكثر من الغير بحكم العمل بالمصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. Are allowable transactions by insiders/related parties disclosed?	6 – هل يتم الإفصاح عن العمليات التي تتم لصالح أفراد داخليين أو ذوي صلة بالمصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
a. If yes, do the bank's policies define what such allowable transactions are?	أ – إذا نعم، هل تحدد سياسات المصرف العمليات المسموح بتنفيذها للجهات ذات الصلة أو الأفراد المطلعين بحكم عملهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Are the board/managers required to disclose material interests in transactions or matters affecting the bank?	7 – هل مجلس الإدارة / المدراء مطلوب منهم الإفصاح عن مصالح جوهرية في عمليات أو شؤون تؤثر على المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
8. Are minority shareholders treated equitably if there is a change of control?	8 – هل يعامل المساهمين ذوي الأقلية بشكل متساو إذا حدث تغيير بالملكية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
9. Does the bank keep a record of attendance at Shareholder Meetings (annual and extraordinary) including the number of shares represented and a record of the votes?	9 – هل يحفظ المصرف سجل للحضور خلال إجتماعات المساهمين (السنوية وغير العادية)، بما في ذلك حصر عدد الأسهم الممثلة وسجل التصويت؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
10. Does the bank keep a record of related party transactions which require shareholder approval?	10 – هل يحفظ البنك سجلاً لعمليات الأطراف ذات الصلة والتي تتطلب موافقة المساهمين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>

11. Are there any mechanisms, such as cumulative or block voting, which enable minority shareholders to nominate members of the board?	11 – هل يوجد آليات مثل التصويت المتراكم أو التكتلي بما يتيح للمساهمين ذوي الأقلية المشاركة الفعالة في تسمية أعضاء مجلس الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
12. Are there any special provisions in the bank's bi-laws which permit minority shareholders to take action against the bank, its managers or controllers, to prevent actions which might be unfairly prejudicial to the minority?	12 – هل يوجد نصوص خاصة في أنظمة المصرف تسمح للمساهمين ذوي الأقلية بإتخاذ إجراءات ضد المصرف أو مدرائه أو المراقبين عليه، من أجل منع الإجراءات التي يمكن أن تكون متحيزة بشكل غير عادل في حقهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
13. Has the bank issued different classes of equity, which have different voting rights?	13 – هل أصدر المصرف فئات متنوعة من الأسهم ذات حقوق تصويت مختلفة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
14. Does the financial sector legislation or regulation in your country restrict the amount of ownership of voting shares which may be held by a single owner or group?	14 – هل تضع التشريعات أو الأنظمة الحاكمة للقطاع المالي في بلدك قيوداً على قيمة الأسهم المخولة للتصويت والتي يمكن أن يحملها مالك واحد أو مجموعة من المالكين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
15. Are there any restrictions on what types of legal persons or individuals may be shareholders or controlling shareholders?	15 – هل هناك أية قيود على أنواع الأشخاص القانونيين الاعتباريين أو الأفراد الذين يمكن أن يكونوا مساهمين أو مساهمين مسيطرين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
IV. The Role of Stakeholders in Corporate Governance	IV – دور أصحاب المصالح في حوكمة الشركات
1. Does the law explicitly refer to and protect the rights of stakeholders, other than shareholders, i.e.	1 – هل ينص القانون صراحة، ويحمي، حقوق أصحاب المصالح غير المساهمين مثل:
a. Employees	أ – الموظفين:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Customers	ب – الزبائن (العملاء):
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Suppliers	ج – الموردين:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Competitors	د – المنافسين:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Creditors	هـ – المقرضين:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Communities	و – المجتمعات:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
g. The environment	ز – البيئة:
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Does the law or other vehicles allow stakeholders whose rights have been violated to obtain redress/remedy?	2 – هل يسمح القانون أو الآليات الأخرى لأصحاب المصالح الذين تعرضت حقوقهم للانتهاك بالحصول على تعويضات؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. Are there mechanisms to allow for employees to participate in profits such	3 – هل هناك آليات تسمح للموظفين بالمشاركة في الأرباح مثل تملك الأسهم، أو الخيارات، أو تقاسم الأرباح؟

as, share ownership, options, or profit sharing schemes?	
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Does the bank publish regular reports specifically for stakeholders?	4- هل ينشر المصرف تقارير دورية مخصصة لأصحاب المصالح؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
V. Transparency	V- الشفافية
1. Does the bank's disclosure include material information on:	1 - هل يتضمن إفصاح المصرف معلومات مادية عن:
a. Financial and operating results?	أ - النتائج المالية والتشغيلية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Bank objectives?	ب - أهداف المصرف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Major share ownership and voting rights?	ج - الملكية الغالبة للأسهم الأساسية وحقوق التصويت؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Remuneration of board members?	د - مكافآت أعضاء مجلس الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Remuneration of senior key executives?	هـ - مكافآت كبار المسؤولين التنفيذيين الأساسيين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Material issues regarding employees and other stakeholders?	و - المسائل الجوهرية المتعلقة بالموظفين وغيرهم من أصحاب المصالح؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Is information prepared, audited, and disclosed in accordance with International Financial Reporting Standards (IFRS)?	2 - هل يتم إعداد، وتدقيق، والإفصاح عن المعلومات بما يتلاءم ومعايير إعداد التقارير المالية الدولية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. If answer to the above is "No": Is it prepared, audited and disclosed by local Financial Reporting Standards?	3- إذا كان الجواب "لا" أعلاه: هل يتم الإعداد والتدقيق والإفصاح بموجب معايير محاسبية محلية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Is an annual external audit conducted by an independent auditor who gives an opinion on the integrity of the bank's financial statements and the adequacy of the bank's internal controls?	4 - هل يتم إجراء تدقيق خارجي سنوي من قبل مدقق مستقل والذي يبدي رأيه حول سلامة البيانات المالية للمصرف وملاءمة كفاية الضبط الداخلي فيه؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. Does the bank have a written policy in respect to the preparation and dissemination of financial and non-financial information which goes beyond what the bank is required to disseminate either by its regulator or by the terms of any stock exchange on which it is listed?	5 - هل لدى المصرف سياسة مكتوبة خاصة بإعداد وتوزيع المعلومات المالية وغير المالية والتي تتعدى ما هو مطلوب من المصرف توزيعه سواء من قبل السلطة الرقابية أو من قبل البورصة التي تدرج فيها أسهمه والتي تضع شروطاً محددة خاصة بذلك؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. Does the bank disseminate information through a website?	6- هل يوزع المصرف معلومات من خلال موقع إلكتروني؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Do the functions of the internal audit process include testing the bank's	7 - هل تتضمن مهام عملية التدقيق الداخلي اختبار مدى الالتزام بالقوانين والتعليمات وسياسة المصرف

compliance with laws, regulations and bank policy/procedures? Yes <input type="checkbox"/> No <input type="checkbox"/>	واجراءات العمل لديه؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
8. Does the external auditor provide a written comment on the adequacy of the bank's internal controls? Yes <input type="checkbox"/> No <input type="checkbox"/>	8 - هل يوفر المدقق الخارجي تعليقا مكتوباً حول مدى كفاية الضبط الداخلي في المصرف؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
9. Is the bank's policy to rotate its auditors? Yes <input type="checkbox"/> No <input type="checkbox"/>	9 - هل تتضمن سياسة المصرف مداورة في المدققين؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
10. Is the bank's auditor an internationally recognized firm? Yes <input type="checkbox"/> No <input type="checkbox"/>	10 - هل المدقق الخارجي في حسابات المصرف مؤسسة معترف بها دولياً؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
11. Does the Board of Directors have access to "deficiency letters" or "letters of recommendations" prepared by external auditors? Yes <input type="checkbox"/> No <input type="checkbox"/>	11 - هل يستطيع مجلس الإدارة الاطلاع على "تقارير القصور" و"تقارير التوصيات" التي يعدها المدققون الخارجيون؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
12. Does the bank have a formal training program for training employees on issues of governance and compliance? Yes <input type="checkbox"/> No <input type="checkbox"/>	12 - هل لدى المصرف برنامجاً تدريبياً رسمياً لتدريب الموظفين حول مسائل الحوكمة والإلتزام؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
13. Do the personnel at the bank receive an adequate training to understand their role in the internal control process? Yes <input type="checkbox"/> No <input type="checkbox"/>	13 - هل هناك تدريب كافٍ للموظفين لمعرفة دورهم في الضبط الداخلي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
14. Have the major shareholders of the bank come to any agreements on how they will exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other)? Yes <input type="checkbox"/> No <input type="checkbox"/>	14 - هل توصل المساهمون الرئيسيون في المصرف إلى أية إتفاقات حول كيفية ممارستهم لحقوقهم (على سبيل المثال، إتفاقات حول كيفية التصويت في الإجتماعات، أو إتفاقات حول بيع الأسهم فقط لبعضهم البعض)؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
a. If yes, is the existence of any such agreements among controlling shareholders publicly disclosed? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ - إذا نعم، هل وجود مثل هذه الإتفاقات بين المساهمين المسيطرين يتم الإفصاح عنه للعموم؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
15. Does your bank have a written policy for disclosing major transactions and other material events? Yes <input type="checkbox"/> No <input type="checkbox"/>	15 - هل لدى المصرف سياسات مكتوبة للإفصاح عن العمليات الرئيسية وغيرها من الأحداث الجوهرية؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
16. Does the bank hold periodic meetings with ratings analysts or securities analysts? Yes <input type="checkbox"/> No <input type="checkbox"/>	16 - هل يعقد المصرف إجتماعات دورية مع المحللين المختصين في مجال التصنيف والأوراق المالية؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
17. Does the bank have an employee stock ownership scheme or an employee stock option scheme? Yes <input type="checkbox"/> No <input type="checkbox"/>	17 - هل لدى المصرف نظاماً لتملك الأسهم من قبل الموظفين أو لخيارات الأسهم؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
18. Does the banks system of credit risk assessment include an evaluation of the clients Corporate Governance practices? Yes <input type="checkbox"/> No <input type="checkbox"/>	18 - هل نظام المصرف لقياس مخاطر ائتمان العملاء (الزبائن) يشمل تقييم لممارسات الحوكمة لدى العملاء(الزبائن)؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
19. Does adherence to sound CG practices	19 - هل التزام العميل (الزبون) بممارسات حوكمة سليمة له

have positive implications on credit decision making process (in addition to an adequate pledge, cash flows, financial soundness, etc..)?	أثر إيجابي على قرار المصرف حول تمويل العميل(الزبون) (بالإضافة إلى التزام مناسب، تدفق نقدي، وسلامة مالية... الخ)؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
VI. Structure, Functioning and Responsibilities of the Board of Directors	VI- بنية ووظائف ومسؤوليات مجلس الإدارة
1. Does the bank organize an induction training for its newly elected Board members?	1- هل يقوم المصرف بتدريب أعضاء مجلس الإدارة الجدد لتعرفهم على دورهم ومهامهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Does the bank have a formal board that meets regularly?	2- هل لدى المصرف مجلس إدارة رسمي يجتمع بشكل دوري؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. Does the bank have any written policies or bi-laws specifically referring to the conduct of the Board of Directors?	3- هل لدى المصرف أي سياسات مكتوبة أو "أنظمة داخلية" تشير إلى سلوك وتصرفات أعضاء مجلس الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Is an agenda prepared and distributed , at least two weeks in advance of Board meetings?	4- هل يتم إعداد جداول أعمال لإجتماعات مجلس الإدارة وتوزيعها عليهم بشكل مسبق قبل موعد انعقاد هذه الإجتماعات بأسبوعين على الأقل؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. Are minutes of Board meetings prepared and approved at Board meetings?	5- هل يتم إعداد محاضر لإجتماعات مجلس الإدارة ويتم المصادقة عليها في إجتماعات المجلس؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. Does the Board of Directors contain both internal and independent persons?	6- هل يشتمل مجلس الإدارة على أفراد داخليين وأفراد مستقلين؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Are there any formal provisions in the bank's charter or bi-laws which specify that certain shareholders may appoint certain directors?	7- هل يوجد أية نصوص رسمية في النظام الأساسي للمصرف أو أنظمتها الداخلية تحدد إمكانية تعيين بعض المساهمين لأعضاء محددين في مجلس الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
8. Are some of the seats of the Board reserved for "Independent" Directors (who are independent of the shareholders and of the management)?	8- هل يتم حجز بعض المقاعد في مجلس الإدارة لأعضاء مستقلين (أي مستقلين عن المساهمين والإدارة)؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
9. If answer to the above is "Yes" is the Board comprised of (50%+1) - majority - of independent persons?	9- إذا كان الجواب أعلاه نعم، هل يمثل الأشخاص المستقلين نسبة (50%+1) - أكثرية - ؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
10. Do the functions of the board include oversight approval of:	10- هل تتضمن وظائف مجلس الإدارة الموافقة الرقابية على:
a. Business strategy?	أ - إستراتيجية العمل؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Budgets and business plans?	ب - الميزانيات وخطط الأعمال؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Performance/Performance Objectives?	ج - الإنجاز أو تحقيق الأهداف؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Capital expenditures, acquisitions,	د - المصروفات الرأسمالية والتملك والحيازة

divestitures?	والتجريد من الحيازة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Salaries and benefits?	هـ - الرواتب والمنافع؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Key executive and board nomination/remuneration?	و- تسمية أعضاء مجلس الإدارة والمسؤولين التنفيذيين الأساسيين و مكافأتهم؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
g. Succession planning?	ز- الاعداد للخلافة في المناصب؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
h. Conflicts of interest?	ح- تضارب المصالح؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
i. Quality of accounting framework, financial reporting systems?	ط- نوعية الأطر المحاسبية وأنظمة إعداد التقارير المالية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
j. Internal and external audit?	ي- التدقيق الداخلي والخارجي؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
k. Control systems?	ق- أنظمة الرقابة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
l. Governance practices?	ل- ممارسات الحوكمة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
m. Disclosure and communications?	م- الإفصاح والإتصال (التواصل)؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
11. Is the board independent of management?	11 - هل مجلس الإدارة مستقل عن الإدارة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
12. Does the board have access to accurate, relevant, timely information?	12 - هل يمكن لمجلس الإدارة الحصول على المعلومات الدقيقة والهامة في اوقاتها المناسبة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
13. Does the board of directors ever meet without the presence of management?	13 - هل يمكن أن يجتمع مجلس الإدارة بدون حضور الإدارة التنفيذية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
14. Does the Board of Directors have specialized committees?	14 - هل لدى مجلس الإدارة لجان متخصصة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
15. Does the Board have an audit committee with a charter defined by international best practices?	15 - هل لدى مجلس الإدارة لجنة تدقيق منصوص عليها بالنظام الأساسي وفقاً لأفضل الممارسات الدولية؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
16. Does the Board have an appointment and remuneration committee?	16 - هل لدى مجلس الإدارة لجنة للتعيين والمكافآت؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
17. Does the Board have a committee responsible for CG practices?	17 - هل لدى مجلس الإدارة لجنة مسؤولة عن ممارسات الحوكمة؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
18. Does the Board have a credit committee?	18- هل لدى مجلس الإدارة لجنة للتسليف (الإئتمان)؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
19. Does the Board have a risk management committee?	19- هل لدى مجلس الإدارة لجنة لإدارة المخاطر؟
Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
20. Does the board have written policies or rules on how to review transactions	20 - هل لدى مجلس الإدارة سياسات أو قواعد مكتوبة حول

which involve conflicts of interest and related parties? Yes <input type="checkbox"/> No <input type="checkbox"/>	كيفية مراجعة العمليات التي تتضمن تضارباً في المصالح ذات الصلة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
21. Does the board conduct self-evaluations or reviews of its effectiveness? Yes <input type="checkbox"/> No <input type="checkbox"/>	21 - هل يجري مجلس الإدارة تقييمات ذاتية أو مراجعات حول فعاليتها؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
22. Does the bank have a Corporate Secretary whose responsibilities include the organization of board meetings? Yes <input type="checkbox"/> No <input type="checkbox"/>	22 - هل لدى المصرف أمين سر تتضمن مسؤولياته تنظيم اجتماعات مجلس الإدارة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
23. Does the board oversee/approve special financial functions related to: a. Credit policy, operations? Yes <input type="checkbox"/> No <input type="checkbox"/>	23- هل يشرف/ يوافق مجلس الإدارة على وظائف مالية خاصة ب: أ - سياسة أو عمليات التسليف (الإئتمان)؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Credit, market, operational risk management? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب- إدارة مخاطر التسليف (الإئتمان)، والسوق، والتشغيل؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Large exposures? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج - التعرضات الكبيرة للمخاطر؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Loan/credit classifications? Yes <input type="checkbox"/> No <input type="checkbox"/>	د- تصنيفات القروض/التسليفات؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Loss reserves/provisions? Yes <input type="checkbox"/> No <input type="checkbox"/>	هـ- إحتياطيات/ مخصصات الخسائر؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
f. Code of ethics/stakeholder relations? Yes <input type="checkbox"/> No <input type="checkbox"/>	و- ميثاق أخلاقيات المهنة/ العلاقات بين أصحاب المصالح؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
g. Legal/regulatory compliance? Yes <input type="checkbox"/> No <input type="checkbox"/>	ز- إلتزام قانوني/رقابي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
h. Money laundering/terrorism finance? Yes <input type="checkbox"/> No <input type="checkbox"/>	ح- تبييض الأموال/تمويل الإرهاب؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
i. Internal controls, external audit preparation of financial statements? Yes <input type="checkbox"/> No <input type="checkbox"/>	ط- الضبط الداخلي، تحضير التدقيق الخارجي للبيانات المالية؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
24. Does the board have the ability – and the funding – to commission independent analysts or hire external consultants if it believes such outside help is necessary to enable it to perform its oversight function? Yes <input type="checkbox"/> No <input type="checkbox"/>	24 - هل يملك مجلس الإدارة القدرة على - وتمويل - تفويض محللين مستقلين أو التعاقد مع مستشارين خارجيين إذا كان يعتقد بأن هذه المساعدة الخارجية ضرورية لتمكينه من إنجاز وظيفة الرقابة/الإشراف؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
25. Does the Board receive copies of communications between the bank and regulators, including periodic reports, requests from regulators for information and investigation and enforcement actions? Yes <input type="checkbox"/> No <input type="checkbox"/>	25 - هل يتسلم مجلس الإدارة نسخ من المراسلات التي تجري بين المصرف والجهات الرقابية، بما في ذلك التقارير الدورية، طلبات المعلومات من الجهات الرقابية، وإجراءات التحقق والتطبيق؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
26. Does the board accept responsibility for: a. Being fully informed of conducting due diligence where	26 - هل يقبل مجلس الإدارة المسؤولية عن: أ - أن يكون على معرفة تامة بضرورة إنجاز فحص كامل للمصرف متى تدعو الحاجة؟

needed? Yes <input type="checkbox"/> No <input type="checkbox"/>	نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Compliance with law/regulation? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب – الإلتزام بالقانون / التعليمات؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Relations with stakeholders? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج – العلاقات مع أصحاب المصالح؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
27. Is there separation between executive management and Board? Yes <input type="checkbox"/> No <input type="checkbox"/>	27- هل هناك فصل بين الإدارة التنفيذية ومجلس الإدارة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
a. CEO and General Manager positions? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ – الفصل بين مركز الرئيس التنفيذي والمدير العام؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. CEO and Chairmanship Positions? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب – الفصل بين مركز رئاسة المجلس و الرئيس التنفيذي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. General Manager and Chairmanship Positions? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج – الفصل بين مركز رئاسة المجلس و المدير العام؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
VII. External Monitoring Role:	VII. دور الرقابة الخارجية:
1. Is the bank well informed about the CG practices of its corporate clients? Yes <input type="checkbox"/> No <input type="checkbox"/>	1- هل يتوفر لدى المصرف معلومات كافية عن ممارسات الحوكمة لعملائهم من الشركات؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
If answer to the above is "Yes":	إذا كان الجواب أعلاه "نعم":
a. For information about corporate clients, does the bank use documentation provided by clients ? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ. بالنسبة للمعلومات عن العملاء (الزبائن) من الشركات، هل يستند المصرف على مستندات قام العميل بتزويده بها؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. In general, is it important to your bank that corporate clients apply the principles of good Corporate Governance? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب. بشكل عام، هل من الضروري أن يطبق العملاء (الزبائن) من الشركات للمصرف قواعد الحوكمة السليمة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Does the bank monitor the CG practices of corporate clients? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج. هل يراقب المصرف ممارسات الحوكمة لدى عملائه من الشركات؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
2. Are there constraints to monitoring CG practices of corporate clients, such as:	2- هل هناك قيود لرقابة المصرف على ممارسات الحوكمة لدى العملاء (الزبائن) من الشركات مثل:
a. The cost of an active bank involvement? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ- كلفة الانخراط الفعال للمصرف بالرقابة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. Lack of competencies? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب- افتقاد الكفاءات؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
3. What are the main channels your bank use to monitor borrowers:	3- ما هي القنوات الأساسية التي يستخدمها المصرف للرقابة على المقترضين:
a. To act as a director in the Board? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ- من خلال مشاركة المصرف في عضوية مجلس الإدارة؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. To advise on Board's independent Directors? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب- هل لدى المصرف رأي في اختيار أعضاء مجلس الإدارة المستقلين؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>

c. To use loan loss provision? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج- استعمال مخصصات للديون؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. To use other covenants? Yes <input type="checkbox"/> No <input type="checkbox"/>	د- استخدام اتفاقيات قانونية أخرى؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
4. Does the bank require corporate clients to submit audited financial statements periodically? Yes <input type="checkbox"/> No <input type="checkbox"/>	4- هل يشترط المصرف أن يقوم العملاء (الزبائن) من الشركات بتسليم ميزانيات مدققة بشكل دوري؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
5. Does the bank require its corporate clients to have external auditors? Yes <input type="checkbox"/> No <input type="checkbox"/>	5- هل يطلب المصرف أن يكون لدى عملائه (زبائنه) من الشركات مدققين خارجيين؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
6. If yes, is there a specific type of auditor required by the bank: Yes <input type="checkbox"/> No <input type="checkbox"/>	6- إذا كانت الإجابة نعم، هل هناك مواصفات محددة للمدقق: نعم <input type="checkbox"/> كلا <input type="checkbox"/>
a. Local ? Yes <input type="checkbox"/> No <input type="checkbox"/>	أ- محلي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
b. International? Yes <input type="checkbox"/> No <input type="checkbox"/>	ب- دولي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
c. Local- International associate? Yes <input type="checkbox"/> No <input type="checkbox"/>	ج- شراكة محلية - دولية؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
d. Individual ? Yes <input type="checkbox"/> No <input type="checkbox"/>	د- فردي؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
e. Any of the above? Yes <input type="checkbox"/> No <input type="checkbox"/>	هـ- أي مما سبق؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>
7. Has the bank instructed corporate clients to change an auditor in the past four years? Yes <input type="checkbox"/> No <input type="checkbox"/>	7- هل خلال الأربع سنوات السابقة طلب المصرف من أي من عملائه (زبائنه) من الشركات تغيير المدقق؟ نعم <input type="checkbox"/> كلا <input type="checkbox"/>

Appendix B: Survey Results Tabulation

Section I - General Framework for Good Corporate Governance

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q1.1 Does the bank publish shareholder structure chart	63%	37%	0%	14%	84%	0%	100%	0%	0%	33%	67%	0%	92%	8%	0%	68%	32%	0%	62%	38%	0%
Q1.2. Is there an English version of the bank's charter and other legal documents	75%	25%	0%	29%	71%	0%	100%	0%	0%	89%	11%	0%	92%	8%	0%	72%	20%	8%	76%	23%	1%
Q1.3. Does the bank publish a current chart which describes the governance structure, principal organs of governance, and reporting relationships between them	50%	50%	0%	14%	57%	29%	100%	0%	0%	56%	22%	22%	77%	23%	0%	32%	68%	0%	55%	37%	9%
Q1.4 Does the bank have written policies, codes or manuals, approved by the Board of Directors, setting out its bank's approach to governance	88%	12%	0%	86%	14%	0%	100%	0%	0%	56%	44%	0%	77%	23%	0%	72%	28%	0%	80%	20%	0%
Q1.5 Does Executive Management approve an annual calendar of corporate events, including the shareholders' meeting and Board meetings	75%	12.5%	12.5%	71%	29%	0%	100%	0%	0%	78%	22%	0%	85%	15%	0%	92%	4%	4%	84%	14%	3%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q1.6 Does the bank have a "Code of Ethics," which has been approved by the Board of Directors	88%	12%	0%	14.5%	71%	14.5%	100%	0%	0%	89%	11%	0%	85%	15%	0%	72%	20%	8%	75%	22%	4%
Q1.7 Does the bank disclose in a report to shareholders the extent to which it is complying with its policies on Corporate Governance	50%	50%	0%	43%	28.5%	28%	100%	0%	0%	33%	67%	0%	69%	31%	0%	56%	40%	4%	59%	36%	5%
Q1.8 Are the bank's shares listed on any stock market other than that of its home country	25%	75%	0%	0%	100%	0%	20%	80%	0%	0%	100%	0%	8%	92%	0%	12%	84%	4%	11%	89%	1%

Section II – Rights of Shareholders

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q2.1 Do shareholders at your bank have the following rights																					
Access to secure methods of ownership registration	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	0%	16%	95%	0%	5%
Ability to convey or transfer shares	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	80%	4%	16%	94%	1%	5%
Ability to obtain relevant information on a timely basis	88%	12%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	0%	12%	91%	4%	4%
Right to participate and vote in general	88%	12%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	0%	12%	96%	2%	2%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
shareholder meetings																						
Sole authority to elect/dismiss members of the board	88%	12%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	92%	8%	0%	84%	4%	12%	92%	4%	4%	
Right to share in profits of the bank	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	0%	16%	95%	0%	5%	
Q2.2 Do shareholders have the right to participate and be informed of decisions and changes such as:																			0%	0%	0%	
Amendments to the statutes, articles of incorporation or similar governing documents	100%	0%	0%	86%	14%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	0%	12%	96%	2%	2%	
Authorization of additional shares	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	0%	12%	98%	0%	2%	
Extraordinary transactions that effectively result in sale of the bank	100%	0%	0%	86%	0%	14%	100%	0%	0%	78%	22%	0%	100%	0%	0%	88%	0%	12%	92%	4%	4%	
Q2.3 Are the procedures by which shareholders may vote at general shareholder meetings published	88%	12%	0%	43%	43%	14%	80%	0%	20%	100%	0%	0%	100%	0%	0%	80%	4%	16%	82%	10%	8%	
Q2.4 Are there capital structures which give different controlling rights to certain shareholders	8%	83%	8%	33%	50%	17%	20%	80%	0%	0%	89%	11%	8%	92%	0%	28%	56%	16%	16%	75%	9%	
If "yes" are such capital structures publicly disclosed			100%	100%		0%	100%			100%			100%			72%	28%		79%	5%	17%	

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q2.5 If the controlling shareholders of a bank change, is the bank required to disclose who the new shareholders are	50%	50%	0%	57%	14%	29%	100%	0%	0%	78%	11%	11%	100%	0%	0%	84%	4%	12%	78%	13%	9%
Q2.6 Do shareholders have the right to																					
Force the board to take binding action, including revocation of previous board decisions	63%	37%	0%	71%	14.5%	14.5%	100%	0%	0%	78%	22%	0%	92%	8%	0%	76%	12%	12%	80%	16%	4%
Appoint auditors	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	4%	12%	95%	1%	4%
Approve dividends	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	0%	12%	96%	0%	4%
Approve charter amendments without restrictions	100%	0%	0%	86%	0%	14%	80%	0%	20%	100%	0%	0%	92%	8%	0%	88%	0%	12%	91%	1%	8%
Wind-up/liquidate the bank	100%	0%	0%	86%	0%	14%	100%	0%	0%	89%	0%	11%	100%	0%	0%	88%	0%	12%	94%	0%	6%
Add to general meeting agendas, submit advance questions	100%	0%	0%	71%	14.5%	14.5%	80%	20%	0%	89%	11%	0%	100%	0%	0%	80%	12%	8%	87%	10%	4%
Q2.7 Does the law applicable to the bank deal with/allow																			0%	0%	0%
Pre-emptive rights/restrictions on pre-emptive rights	38%	62%	0%	100%	0%	0%	100%	0%	0%	56%	33%	11%	69%	15.5%	15.5%	68%	20%	12%	72%	22%	6%
Calling extra-ordinary meetings	100%	0%	0%	100%	0%	0%	100%	0%	0%	89%	11%	0%	92%	8%	0%	88%	4%	8%	95%	4%	1%
Allow super majority and simple majority voting on specific	100%	0%	0%	100%	0%	0%	100%	0%	0%	89%	11%	0%	92%	8%	0%	92%	0%	8%	95%	3%	1%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
issues																						
Participation in shareholder meetings by writing or other means	100%	0%	0%	75%	0%	25%	100%	0%	0%	78%	11%	11%	92%	8%	0%	88%	4%	12%	89%	4%	8%	
Required quorum rules and procedures	100%	0%	0%	100%	0%	0%	100%	0%	0%	89%	11%	0%	100%	0%	0%	92%	0%	8%	97%	2%	1%	
Communications about shareholders' meetings, agendas for meetings; penalties for failure to communicate	100%	0%	0%	71%	0%	29%	80%	20%	0%	89%	11%	0%	100%	0%	0%	84%	8%	8%	87%	7%	6%	
Restrictions on cross-shareholding	63%	37%	0%	29%	14%	57%	100%	0%	0%	33%	67%	0%	62%	38%	0%	64%	20%	16%	59%	29%	12%	
Conflict of interest, related transactions	88%	12%	0%	29%	14%	57%	100%	0%	0%	89%	11%	0%	92%	8%	0%	68%	16%	16%	78%	10%	12%	

Section III – Equitable Treatment of All Shareholders

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q3.1 Does the bank have public documents or any other mechanism by which shareholders can find out the rights they have vis-à-vis the bank	100%	0%	0%	71%	14.5%	14.5%	100%	0%	0%	89%	11%	0	92%	8%	0%	76%	12%	12%	88%	8%	4%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q3.2 Do all shareholders have the opportunity to obtain redress for violations of their rights	88%	12%	0%	71%	14.5%	14.5%	100%	0%	0%	89%	11%	0	85%	15%	0%	52%	28%	20%	81%	13%	6%
Q3.3 Do all shareholders																					
Have the same voting rights within each class	100%	0%	0%	71%	14.5%	14.5%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	0%	16%	93%	2%	5%
Have access to information about all voting rights arrangements prior to purchasing shares	100%	0%	0%	71%	14.5%	14.5%	80%	0%	20%	89%	11%	0%	100%	0%	0%	76%	8%	16%	86%	6%	8%
Q3.4 Do general shareholder meetings follow processes and practices that treat all shareholders fairly	100%	0%	0%	86%	14%	0%	100%	0%	0%	89%	11%	0%	100%	0%	0%	80%	4%	16%	93%	5%	3%
Q3.5 Does your country have laws/regulations prohibiting insider trading/abusive self-dealing	100%	0%	0%	57%	29%	14%	100%	0%	0%	89%	11%	0%	100%	0%	0%	84%	4%	12%	88%	7%	4%
Q3.6 Are allowable transactions by insiders/related parties disclosed	100%	0%	0%	43%	28.5%	28.5%	100%	0%	0%	100%	0%	0%	100%	0%	0%	76%	12%	12%	87%	7%	7%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q3.6 a If yes, do the bank's policies define what such allowable transactions are?	63%	37%	0%	100%	0%	0%	100%	0%	0%	89%	11%	0%	100%	0%	0%	74%	21%	5%	88%	12%	1%
Q3.7 Are the board/managers required to disclose material interests in transactions or matters affecting the bank	88%	12%	0%	72%	14%	14%	100%	0%	0%	89%	11%	0%	100%	0%	0%	80%	12%	8%	88%	8%	4%
Q3.8 Are minority shareholders treated equitably if there is a change of control	88%	12%	0%	86%	0%	14%	100%	0%	0%	89%	0%	11%	100%	0%	0%	84%	0%	16%	91%	2%	7%
Q3.9 Does the bank keep a record of attendance at Shareholder Meetings (annual and extraordinary) including the number of shares represented and a record of the votes	88%	12%	0%	57%	29%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	0%	16%	88%	7%	5%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q3.10 Does the bank keep a record of related party transactions which require shareholder approval	100%	0%	0%	43%	43%	14%	80%	20%	0%	89%	11%	0%	85%	15%	0%	48%	24%	28%	74%	19%	7%
Q3.11 Are there any mechanisms, such as cumulative or block voting, which enable minority shareholders to nominate members of the board	100%	0%	0%	72%	14%	14%	80%	0%	20%	33%	56%	11%	23%	70%	7%	16%	64%	20%	54%	34%	12%
Q3.12 Are there any special provisions in the bank's bi-laws which permit minority shareholders to take action against the bank, its managers or controllers, to prevent actions which might be unfairly prejudicial to the minority	25%	75%	0%	43%	43%	14%	60%	20%	20%	22%	67%	11%	46%	54%	0%	40%	36%	24%	39%	49%	12%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q3.13 Has the bank issued different classes of equity, which have different voting rights	25%	75%	0%	0%	86%	14%	20%	80%	0%	0%	100%	0%	0%	100%	0%	0%	84%	16%	8%	88%	5%
Q3.14 Does the financial sector legislation or regulation in your country restrict the amount of ownership of voting shares which may be held by a single owner or group	75%	25%	0%	57%	43%	0%	100%	0%	0%	22%	78%	0%	8%	92%	0%	44%	32%	24%	51%	45%	4%
Q3.15 Are there any restrictions on what types of legal persons or individuals may be shareholders or controlling shareholders	63%	37%	0%	43%	57%	0%	80%	20%	0%	56%	44%	0%	30%	70%	0%	56%	24%	20%	55%	42%	3%

Section IV – The Role of Stakeholders in Corporate Governance

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.1 Does the bank's disclosure include material information on																					

Financial and operating results	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%
Bank objectives	75%	25%	0%	100%	0%	0%	80%	20%	0%	100%	0%	0%	100%	0%	0%	84%	16%	0%	90%	10%	0%
Major share ownership and voting rights	75%	25%	0%	72%	14%	14%	100%	0%	0%	56%	44%	0%	100%	0%	0%	88%	12%	0%	82%	16%	2%
Remuneration of board members	88%	12%	0%	100%	0%	0%	100%	0%	0%	67%	33%	0%	100%	0%	0%	92%	8%	0%	91%	9%	0%
Remuneration of senior key executives	38%	50%	12%	57%	43%	0%	100%	0%	0%	44%	56%	0%	100%	0%	0%	40%	60%	0%	63%	35%	2%
Material issues regarding employees and other stakeholders	75%	25%	0%	86%	14%	0%	100%	0%	0%	56%	44%	0%	92%	8%	0%	60%	40%	0%	78%	22%	0%
Q5.2 Is information prepared, audited, and disclosed in accordance with International Financial Reporting Standards (IFRS)	88%	12%	0%	14%	14%	72%	100%	0%	0%	100%	0%	0%	92%	0%	8%	64%	28%	8%	76%	9%	15%
Q5.3 If answer to the above is "No": Is it prepared, audited and disclosed by local Financial Reporting Standards	100%		0%			100%									100%						

<p>Q5.4 Is an annual external audit conducted by an independent auditor who gives an opinion on the integrity of the bank's financial statements and the adequacy of the bank's internal controls</p>	100%	0%	0%	57%	14%	29%	100%	0%	0%	89%	0%	11%	100%	0%	0%	100%	0%	0%	91%	2%	7%
<p>Q5.5 Does the bank have a written policy in respect to the preparation and dissemination of financial and non-financial information which goes beyond what the bank is required to disseminate either by its regulator or by the terms of any stock exchange on</p>	63%	37%	0%	72%	0%	28%	100%	0%	0%	44%	56%	0%	46%	54%	0%	52%	44%	4%	63%	32%	5%
<p>Q5.6 Does the bank disseminate information through a website</p>	88%	12%	0%	72%	14%	14%	100%	0%	0%	89%	11%	0%	100%	0%	0%	88%	12%	0%	90%	8%	2%

Q5.7 Do the functions of the internal audit process include testing the bank's compliance with laws, regulations and bank policy/procedures	100%	0%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	95%	2%	2%
Q5.8 Does the external auditor provide a written comment on the adequacy of the bank's internal controls	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	85%	15%	0%	92%	8%	0%	94%	4%	2%
Q5.9 Is the bank's policy to rotate its auditors	100%	0%	0%	86%	0%	14%	100%	0%	0%	56%	44%	0%	54%	46%	0%	72%	24%	4%	78%	19%	3%
Q5.10 Is the bank's auditor an internationally recognized firm	100%	0%	0%	72%	14%	14%	80%	0%	20%	100%	0%	0%	100%	0%	0%	84%	12%	4%	89%	4%	6%
Q5.11 Does the Board of Directors have access to "deficiency letters" or "letters of recommendations" prepared by external auditors	100%	0%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	4%	8%	93%	3%	4%

Q5.12 Does the bank have a formal training program for training employees on issues of governance and compliance	75%	25%	0%	57%	29%	14%	100%	0%	0%	56%	44%	0%	62%	30%	8%	68%	32%	0%	70%	27%	4%
Q5.13 Do the personnel at the bank receive an adequate training to understand their role in the internal control process	38%	12%	50%	43%	29%	29%	100%	0%	0%	44%	12%	44%	100%	0%	0%	76%	16%	8%	67%	11%	22%
Q5.14 Have the major shareholders of the bank come to any agreements on how they will exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other)	12%	88%	0%	28.5%	28.5%	43%	40%	60%	0%	11%	78%	11%	23%	69%	8%	32%	36%	32%	24%	60%	16%
Q5.14 a If yes, is the existence of any such agreements among controlling shareholders publicly	100%	0%	0%	50%	50%	0%	50%	50%	0%	0%	100%	0%	66%	34%	0%	75%	25%	0%	57%	43%	0%

disclosed																						
Q5.15 Does your bank have a written policy for disclosing major transactions and other material events	75%	12.5%	12.5%	57%	29%	14%	100%	0%	0%	56%	44%	0%	92%	8%	0%	64%	32%	4%	74%	21%	5%	
Q5.16 Does the bank hold periodic meetings with ratings analysts or securities analysts	88%	12%	0%	28.5%	43%	28.5%	80%	20%	0%	100%	0%	0%	85%	15%	0%	68%	24%	8%	75%	19%	6%	
Q5.17 Does the bank have an employee stock ownership scheme or an employee stock option scheme	12%	88%	0%	14%	72%	14%	0%	100%	0%	0%	100%	0%	31%	69%	0%	24%	64%	12%	14%	82%	4%	
Q5.18 Does the banks system of credit risk assessment include an evaluation of the clients Corporate Governance practices	38%	24%	38%	86%	0%	14%	40%	60%	0%	0%	33%	67%	38%	62%	0%	48%	44%	8%	42%	37%	21%	

Q5.19 Does adherence to sound CG practices have positive implications on credit decision making process (in addition to an adequate pledge, cash flows, financial soundness, etc..)	50%	12%	38%	72%	0%	28%	80%	20%	0%	22%	11%	67%	85%	15%	0%	64%	20%	16%	62%	13%	25%
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	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
Q4.1 Does the law explicitly refer to and protect the rights of stakeholders, other than shareholders, i.e.																						
Employees	63%	37%	0%	86%	14%	0%	80%	20%	0%	67%	33%	0%	92%	8%	0%	88%	8%	4%	79%	20%	1%	
Customers	75%	25%	0%	86%	14%	0%	80%	20%	0%	67%	33%	0%	92%	8%	0%	92%	8%	0%	82%	18%	0%	
Suppliers	50%	50%	0%	72%	28%	0%	80%	20%	0%	56%	44%	0%	85%	15%	0%	76%	24%	0%	70%	30%	0%	
Competitors	37%	63%	0%	72%	28%	0%	40%	60%	0%	56%	44%	0%	69%	31%	0%	68%	28%	4%	57%	42%	1%	
Creditors	63%	37%	0%	72%	14%	14%	80%	20%	0%	89%	11%	0%	92%	8%	0%	76%	16%	8%	79%	18%	4%	
Communities	63%	37%	0%	58%	14%	28%	40%	40%	20%	56%	44%	0%	69%	31%	0%	60%	24%	16%	58%	32%	11%	
The environment	50%	50%	0%	72%	14%	14%	80%	20%	0%	67%	33%	0%	85%	15%	0%	64%	24%	12%	70%	26%	4%	
Q4.2 Does the law or other vehicles allow stakeholders whose rights have been violated to obtain redress/remedy																						
	63%	37%	0%	86%	0%	14%	80%	20%	0%	78%	11%	11%	100%	0%	0%	84%	8%	8%	82%	13%	6%	

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q4.3 Are there mechanisms to allow for employees to participate in profits such as, share ownership, options, or profit sharing schemes	0%	100%	0%	86%	14%	0%	40%	60%	0%	0%	100%	0%	62%	38%	0%	88%	12%	0%	46%	54%	0%
Q4.4 Does the bank publish regular reports specifically for stakeholders	75%	25%	0%	86%	0%	14%	100%	0%	0%	44%	56%	0%	77%	33%	0%	76%	24%	0%	76%	23%	2%

Section V – Transparency

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.1 Does the bank's disclosure include material information on																					
Financial and operating results	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%
Bank objectives	75%	25%	0%	100%	0%	0%	80%	20%	0%	100%	0%	0%	100%	0%	0%	84%	16%	0%	90%	10%	0%
Major share ownership and voting rights	75%	25%	0%	72%	14%	14%	100%	0%	0%	56%	44%	0%	100%	0%	0%	88%	12%	0%	82%	16%	2%
Remuneration of board members	88%	12%	0%	100%	0%	0%	100%	0%	0%	67%	33%	0%	100%	0%	0%	92%	8%	0%	91%	9%	0%
Remuneration of senior key executives	38%	50%	12%	57%	43%	0%	100%	0%	0%	44%	56%	0%	100%	0%	0%	40%	60%	0%	63%	35%	2%
Material issues regarding employees and other stakeholders	75%	25%	0%	86%	14%	0%	100%	0%	0%	56%	44%	0%	92%	8%	0%	60%	40%	0%	78%	22%	0%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.2 Is information prepared, audited, and disclosed in accordance with International Financial Reporting Standards (IFRS)	88%	12%	0%	14%	14%	72%	100%	0%	0%	100%	0%	0%	92%	0%	8%	64%	28%	8%	76%	9%	15%
Q5.3 If answer to the above is "No": Is it prepared, audited and disclosed by local Financial Reporting Standards	100%		0%			100%									100%						
Q5.4 Is an annual external audit conducted by an independent auditor who gives an opinion on the integrity of the bank's financial statements and the adequacy of the bank's internal controls	100%	0%	0%	57%	14%	29%	100%	0%	0%	89%	0%	11%	100%	0%	0%	100%	0%	0%	91%	2%	7%
Q5.5 Does the bank have a written policy in respect to the preparation and dissemination of financial and non-financial information which goes beyond what the bank is required to disseminate either by its regulator or by the terms of any stock exchange on	63%	37%	0%	72%	0%	28%	100%	0%	0%	44%	56%	0%	46%	54%	0%	52%	44%	4%	63%	32%	5%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.6 Does the bank disseminate information through a website	88%	12%	0%	72%	14%	14%	100%	0%	0%	89%	11%	0%	100%	0%	0%	88%	12%	0%	90%	8%	2%
Q5.7 Do the functions of the internal audit process include testing the bank's compliance with laws, regulations and bank policy/procedures	100%	0%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	95%	2%	2%
Q5.8 Does the external auditor provide a written comment on the adequacy of the bank's internal controls	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	85%	15%	0%	92%	8%	0%	94%	4%	2%
Q5.9 Is the bank's policy to rotate its auditors	100%	0%	0%	86%	0%	14%	100%	0%	0%	56%	44%	0%	54%	46%	0%	72%	24%	4%	78%	19%	3%
Q5.10 Is the bank's auditor an internationally recognized firm	100%	0%	0%	72%	14%	14%	80%	0%	20%	100%	0%	0%	100%	0%	0%	84%	12%	4%	89%	4%	6%
Q5.11 Does the Board of Directors have access to "deficiency letters" or "letters of recommendations" prepared by external auditors	100%	0%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	4%	8%	93%	3%	4%
Q5.12 Does the bank have a formal training program for training employees on issues of governance and compliance	75%	25%	0%	57%	29%	14%	100%	0%	0%	56%	44%	0%	62%	30%	8%	68%	32%	0%	70%	27%	4%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.13 Do the personnel at the bank receive an adequate training to understand their role in the internal control process	38%	12%	50%	43%	29%	29%	100%	0%	0%	44%	12%	44%	100%	0%	0%	76%	16%	8%	67%	11%	22%
Q5.14 Have the major shareholders of the bank come to any agreements on how they will exercise their rights (for example, agreements on how they will vote in meetings, or agreements only to sell shares to each other)	12%	88%	0%	28.5%	28.5%	43%	40%	60%	0%	11%	78%	11%	23%	69%	8%	32%	36%	32%	24%	60%	16%
Q5.14 a If yes, is the existence of any such agreements among controlling shareholders publicly disclosed	100%	0%	0%	50%	50%	0%	50%	50%	0%	0%	100%	0%	66%	34%	0%	75%	25%	0%	57%	43%	0%
Q5.15 Does your bank have a written policy for disclosing major transactions and other material events	75%	12.5%	12.5%	57%	29%	14%	100%	0%	0%	56%	44%	0%	92%	8%	0%	64%	32%	4%	74%	21%	5%
Q5.16 Does the bank hold periodic meetings with ratings analysts or securities analysts	88%	12%	0%	28.5%	43%	28.5%	80%	20%	0%	100%	0%	0%	85%	15%	0%	68%	24%	8%	75%	19%	6%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q5.17 Does the bank have an employee stock ownership scheme or an employee stock option scheme	12%	88%	0%	14%	72%	14%	0%	100%	0%	0%	100%	0%	31%	69%	0%	24%	64%	12%	14%	82%	4%
Q5.18 Does the banks system of credit risk assessment include an evaluation of the clients Corporate Governance practices	38%	24%	38%	86%	0%	14%	40%	60%	0%	0%	33%	67%	38%	62%	0%	48%	44%	8%	42%	37%	21%
Q5.19 Does adherence to sound CG practices have positive implications on credit decision making process (in addition to an adequate pledge, cash flows, financial soundness, etc..)	50%	12%	38%	72%	0%	28%	80%	20%	0%	22%	11%	67%	85%	15%	0%	64%	20%	16%	62%	13%	25%

Section VI – Structure, Functioning and Responsibilities of the Board of Directors

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q6.1 Does the bank organize an induction training for its newly	0%	63%	37%	14%	72%	14%	100%	0%	0%	11%	22%	67%	62%	38%	0%	20%	64%	16%	35%	43%	22%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
elected Board members																					
Q6.2 Does the bank have a formal board that meets regularly	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	100%	0%	0%	96%	0%	4%	99%	0%	1%
Q6.3 Does the bank have any written policies or bi-laws specifically referring to the conduct of the Board of Directors	75%	25%	0%	42%	29%	29%	100%	0%	0%	67%	33%	0%	77%	33%	0%	68%	28%	4%	72%	25%	6%
Q6.4 Is an agenda prepared and distributed , at least two	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	8%	4%	96%	1%	3%
Q6.5 Are minutes of Board meetings prepared and approved at Board meetings	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	92%	8%	0%	96%	0%	4%	96%	1%	3%
Q6.6 Does the Board of Directors contain both internal and independent persons	63%	37%	0%	14%	57%	29%	80%	20%	0%	100%	0%	0%	69%	31%	0%	92%	4%	4%	70%	25%	6%
Q6.7 Are there any formal provisions in the bank's charter or bi-laws which specify that certain shareholders may appoint certain directors	37%	63%	0%	29%	42%	29%	40%	60%	0%	67%	33%	0%	31%	69%	0%	44%	40%	16%	41%	51%	8%
Q6.8 Are some of the seats of the Board reserved for "Independent" Directors (who are independent of the shareholders and of	12%	88%	0%	0%	72%	28%	40%	60%	0%	33%	67%	0%	15%	85%	0%	48%	28%	24%	25%	67%	9%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
the management)																						
Q6.9 If answer to the above is “Yes” is the Board comprised of (50%+1) - majority - of independent persons	0%	100%	0%	0%	0%	0%	60%	40%	0%	100%	0%	0%	0%	50%	50%	0%	100%	0%	27%	48%	8%	
Q6.10 Do the functions of the board include oversight approval of:																			0%	0%	0%	
Business strategy	88%	12%	0%	86%	0%	14%	80%	0%	20%	22%	67%	11%	100%	0%	0%	92%	4%	4%	78%	14%	8%	
Budgets and business plans	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	92%	4%	4%	96%	1%	3%	
Performance/Performance Objectives	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	96%	0%	4%	97%	0%	3%	
Capital expenditures, acquisitions, divestitures	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	96%	0%	4%	97%	0%	3%	
Salaries and benefits	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	92%	8%	0%	92%	4%	4%	95%	2%	3%	
Key executive and board nomination/remuneration	100%	0%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	12%	4%	93%	4%	3%	
Succession planning	88%	12%	0%	28.5%	28.5%	43%	100%	0%	0%	67%	33%	0%	85%	15%	0%	68%	24%	8%	73%	19%	9%	
Conflict of interest	88%	12%	0%	43%	14%	43%	100%	0%	0%	67%	33%	0%	100%	0%	0%	92%	4%	4%	82%	11%	8%	
Quality of accounting framework, financial reporting systems	100%	0%	0%	57%	0%	43%	100%	0%	0%	89%	11%	0%	100%	0%	0%	88%	8%	4%	89%	3%	8%	
Internal and external audit	100%	0%	0%	72%	0%	28%	100%	0%	0%	89%	11%	0%	100%	0%	0%	88%	4%	8%	92%	3%	6%	
Control systems	100%	0%	0%	72%	0%	28%	100%	0%	0%	89%	11%	0%	100%	0%	0%	88%	8%	4%	92%	3%	5%	

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Governance practices	88%	12%	0%	57%	0%	43%	100%	0%	0%	89%	11%	0%	100%	0%	0%	76%	12%	12%	85%	6%	9%
Disclosure and communications	88%	12%	0%	58%	14%	28%	100%	0%	0%	89%	11%	0%	100%	0%	0%	76%	12%	12%	85%	8%	7%
Q6.11 Is the board independent of management	100%	0%	0%	72%	0%	28%	100%	0%	0%	100%	0%	0%	69%	15.5%	15.5%	72%	16%	12%	86%	5%	9%
Q6.12 Does the board have access to accurate, relevant, timely information	100%	0%	0%	57%	0%	43%	100%	0%	0%	100%	0%	0%	100%	0%	0%	96%	0%	4%	92%	0%	8%
Q6.13 Does the board of directors ever meet without the presence of management	75%	25%	0%	72%	14%	14%	100%	0%	0%	78%	22%	0%	85%	15%	0%	52%	44%	4%	77%	20%	3%
Q6.14 Does the Board of Directors have specialized committees	88%	12%	0%	57%	0%	43%	100%	0%	0%	100%	0%	0%	100%	0%	0%	92%	4%	4%	90%	3%	8%
Q6.15 Does the Board have an audit committee with a charter defined by international best practices	88%	12%	0%	43%	14%	43%	100%	0%	0%	89%	11%	0%	100%	0%	0%	84%	16%	0%	84%	9%	7%
Q6.16 Does the Board have an appointment and remuneration committee	50%	50%	0%	14%	43%	43%	100%	0%	0%	67%	33%	0%	46%	54%	0%	52%	44%	4%	55%	37%	8%
Q6.17 Does the Board have a committee responsible for CG practices	25%	12%	63%	33.3%	33.3%	33%	80%	20%	0%	22%	11%	67%	23%	69%	8%	44%	56%	0%	38%	34%	29%
Q6.18 Does the Board have a credit committee	100%	0%	0%	57%	0%	43%	80%	20%	0%	89%	11%	0%	85%	15%	0%	92%	8%	0%	84%	9%	7%
Q6.19 Does the Board have a risk management	37%	0%	63%	43%	28.5%	28.5%	100%	0%	0%	22%	11%	67%	38%	62%	0%	68%	32%	0%	51%	22%	26%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
committee																						
Q6.20 Does the board have written policies or rules on how to review transactions which involve conflicts of interest and related parties	37%	63%	0%	28.5%	43%	28.5%	100%	0%	0%	33%	67%	0%	62%	38%	0%	56%	38%	6%	53%	42%	6%	
Q6.21 Does the board conduct self-evaluations or reviews of its effectiveness	63%	37%	0%	14%	43%	43%	100%	0%	0%	33%	56%	11%	69%	31%	0%	52%	32%	16%	55%	33%	12%	
Q6.22 Does the bank have a Corporate Secretary whose responsibilities include the organization of board meetings	88%	12%	0%	57%	0%	43%	80%	20%	0%	67%	22%	11%	100%	0%	0%	100%	0%	0%	82%	9%	9%	
Q6.23 Does the board oversee/approve special financial functions related to																						
Credit policy, operations	88%	12%	0%	86%	0%	14%	100%	0%	0%	67%	33%	0%	92%	8%	0%	92%	8%	0%	88%	10%	2%	
Credit, market, operational risk management	100%	0%	0%	86%	0%	14%	100%	0%	0%	89%	11%	0%	92%	8%	0%	88%	12%	0%	93%	5%	2%	
Large exposures	100%	0%	0%	86%	0%	14%	100%	0%	0%	89%	11%	0%	100%	0%	0%	100%	0%	0%	96%	2%	2%	
Loan/credit classifications	88%	12%	0%	86%	0%	14%	100%	0%	0%	89%	11%	0%	92%	8%	0%	88%	12%	0%	91%	7%	2%	
Loss reserves/provisions	100%	0%	0%	72%	14%	14%	100%	0%	0%	89%	11%	0%	92%	8%	0%	100%	0%	0%	92%	6%	2%	
Code of ethics/stakeholder	88%	12%	0%	28.5%	43%	28.5%	100%	0%	0%	89%	11%	0%	92%	8%	0%	72%	24%	4%	78%	16%	5%	

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total			
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	
relations																						
Legal/regulatory compliance	88%	12%	0%	57%	15%	28%	100%	0%	0%	100%	0%	0%	92%	8%	0%	92%	0%	8%	88%	6%	6%	
Money laundering/terrorism finance	100%	0%	0%	43%	14%	43%	100%	0%	0%	89%	11%	0%	100%	0%	0%	84%	8%	8%	86%	6%	9%	
Internal controls, external audit preparation	88%	12%	0%	72%	0%	28%	100%	0%	0%	100%	0%	0%	100%	0%	0%	92%	0%	8%	92%	2%	6%	
Q6.24 Does the board have the ability – and the funding – to commission independent analysts or hire external consultants if it believes such outside help is necessary to enable it to perform its oversight function	100%	0%	0%	57%	0%	43%	100%	0%	0%	100%	0%	0%	100%	0%	0%	88%	4%	8%	91%	1%	9%	
Q6.25 Does the Board receive copies of communications between the bank and regulators, including periodic reports, requests from regulators for information and investigation	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	80%	12%	8%	94%	2%	4%	
Q6.26 Does the board accept responsibility for																			0%	0%	0%	
Being fully informed of conducting due diligence where needed	88%	12%	0%	72%	0%	28%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	4%	12%	91%	3%	7%	
Compliance with law/regulation	100%	0%	0%	86%	0%	14%	100%	0%	0%	100%	0%	0%	100%	0%	0%	84%	8%	8%	95%	1%	4%	

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Relations with stakeholders	100%	0%	0%	57%	0%	43%	100%	0%	0%	100%	0%	0%	92%	8%	0%	80%	12%	8%	88%	3%	9%
Q6.27 Is there separation between																			0%	0%	0%
Executive management and board	88%	12%	0%	72%	14%	14%	100%	0%	0%	100%	0%	0%	38%	54%	8%	88%	12%	0%	81%	15%	4%
CEO and General Manager positions	50%	50%	0%	43%	43%	14%	100%	0%	0%	56%	22%	22%	46%	46%	8%	60%	24%	16%	59%	31%	10%
CEO and chairmanship position	88%	12%	0%	28%	57%	15%	100%	0%	0%	100%	0%	0%	69%	31%	0%	56%	36%	8%	74%	23%	4%
General Manager and Chairmanship Positions	50%	50%	0%	72%	14%	14%	100%	0%	0%	78%	11%	11%	69%	31%	0%	76%	8%	16%	74%	19%	7%

Section VII – External Monitoring Role

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q7.1 Is the bank well informed about the CG practices of its corporate clients	50%	12.5%	37.5%	28.5%	28.5%	49%	100%	0%	0%	33%	22%	45%	31%	69%	0%	56%	36%	8%	50%	28%	23%
Q7.1 a-c If answer to the above is "Yes":																					
For information about corporate clients, does the bank use documentation	100%	0%	0%	100%	0%	0%	80%	20%	0%	100%	0%	0%	75%	0%	25%	93%	0%	7%	91%	3%	5%
In general, is it important to your bank that corporate clients apply the principles of good Corporate Governance	100%	0%	0%	100%	0%	0%	80%	20%	0%	100%	0%	0%	50%	25%	25%	86%	7%	7%	86%	9%	5%
Does the bank monitor the CG practices of corporate clients	100%	0%	0%	100%	0%	0%	100%	0%	0%	33%	67%	0%	50%	25%	25%	72%	21%	7%	76%	19%	5%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
Q7.2 Are there constraints to monitoring CG practices of corporate clients, such as:																					
The cost of an active bank involvement	38%	25%	37%	0%	57%	43%	20%	80%	0%	33%	22%	45%	46%	46%	8%	36%	48%	16%	29%	46%	25%
Lack of competencies	13%	38%	49%	14%	43%	43%	80%	20%	0%	11%	44.5%	44.5%	38%	54%	8%	28%	56%	16%	31%	43%	27%
Q7.3 What are the main channels your bank use to monitor borrowers:																					
To act as a director in the Board	0%	50%	50%	14%	43%	43%	80%	20%	0%	0%	56%	44%	15%	77%	8%	40%	52%	8%	25%	50%	26%
To advise on Board's independent Directors	0%	50%	50%	14%	57%	29%	20%	80%	0%	11%	44.5%	44.5%	0%	92%	8%	20%	68%	12%	11%	65%	24%
To use loan loss provision	37.5%	25%	37.5%	57%	0%	43%	20%	80%	0%	44.5%	11%	44.5%	62%	31%	7%	72%	24%	4%	49%	29%	23%
To use other covenants	50%	13%	37%	57%	0%	43%	80%	20%	0%	56%	0%	44%	69%	23%	8%	88%	4%	8%	67%	10%	23%
Q7.4 Does the bank require corporate clients to submit audited financial statements periodically	50%	13%	37%	57%	0%	43%	100%	0%	0%	56%	0%	44%	100%	0%	0%	92%	4%	4%	76%	3%	21%
Q7.5 Does the bank require its corporate clients to have external auditors	50%	13%	37%	43%	14%	43%	100%	0%	0%	56%	0%	44%	85%	15%	0%	92%	8%	0%	64%	8%	28%
Q7.6 If yes, is there a specific type of auditor required by the bank																					
Local	25%	75%	0%	67%	0%	33%	100%	0%	0%	80%	0%	20%	36%	45%	19%	52%	5%	43%	60%	21%	19%
International	25%	25%	50%	0%	33%	67%	40%	0%	60%	20%	20%	60%	9%	45.5%	45%	28%	17%	55%	20%	23%	56%

	Qatar			Yemen			Oman			UAE			Jordan			Egypt			Total		
	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA	Yes	No	NA
		%												%	%					%	
Local- International associate	50%	0%	50%	0%	33%	67%	40%	0%	60%	40%	20%	40%	18%	46%	36%	39%	13%	48%	31%	19%	50%
Individual	0%	25%	75%	0%	33%	67%	40%	0%	60%	0%	40%	60%	0%	55%	45%	35%	9%	56%	9%	56%	61%
Any of the above	25%	0%	75%	33%	33%	34%	0%	60%	40%	80%	0%	20%	64%	26%	10%	57%	4%	39%	43%	21%	36%
Q7.7 Has the bank instructed corporate clients to change an auditor in the past four years	13%	50%	37%	14%	43%	43%	60%	20%	20%	44.5%	11%	44.5%	0%	100%	0%	60%	24%	16%	32%	41%	27%

Appendix C: Glossary of Terms

مصطلحات الحوكمة

Term	Definition	تعريفات عامة	
Adequate Pledge	Collateral given or held as security to guarantee payment of a debt or fulfillment of an obligation.	هو نوع من التأمين الذي يضمن دفع الدين وانجاز الالتزام تجاه المؤسسة.	الالتزام المناسب
Anti-take over measures	Measures taken by firms when faced by big corporations that try to control over it by buying large number of its shares. In some instances, take-over defenses can simply be devices to shield the management or the board from shareholder monitoring. In implementing any anti-takeover devices and in dealing with take-over proposals, the fiduciary duty of the board to shareholders and the company must remain paramount.	هي إجراءات تتخذها المؤسسة عندما تواجه شركات كبرى تحاول السيطرة عليها من خلال شراء عدد كبير من اسهمها وفي بعض الأحيان فإن إجراءات مواجهة الإستحواذ تكون وسيلة من جانب الإدارة أو مجالس الإدارة للحد من تداخلات المساهمين. وفي حالة تطبيق اساليب مواجهة الإستحوا	إجراءات للحد من الإستحواذ والسيطرة على المصرف
Bank, Banking Organization or Group	The terms "bank" and "banking organization" as used in this document generally refer to banks, holding companies or other companies considered by banking supervisors to be the parent of a banking group according to accredited national law. This paper makes no distinction in the application to the terms "banks" or "banking organizations".	يشير مصطلح "المصرف" أو "المنظمة المصرفية" كما هو مستخدم في هذه الدراسة بشكل عام إلى المصارف أو الشركات القابضة أو الشركات التي تعتبرها الجهات الإشرافية على المصارف الشركة الأم لأحد المصارف طبقاً للقوانين المعتمدة محلياً. ولا تفرق هذه الدراسة بين المصارف	المصرف، أو المنظمة المصرفية أو مجموعة من المصارف
Block Trading	A large number of shares of stocks or other securities. Usually 10,000 shares or more of stock is considered a block.	هو تداول عدد كبير من الأسهم أو السندات المالية التي في العادة تكون 10,000 ورقة مالية أو أكثر	التداول بكميات كبيرة من الأسهم

Term	Definition	تعريفات عامة	
<i>Convertible Bonds</i>	A bond that can be converted into a pre-determined amount of the company's equity. Issuing convertible bonds is one way for a company to minimize negative investor interpretation of its corporate actions. For example, if an already public company chooses to issue stock, the market usually interprets this as a sign that the company's share price is somewhat overvalued. To avoid this negative impression, the company may choose to issue convertible bonds, which shareholders will likely convert to equity anyway should the company continue to do well.	هو سند لعدد محدد مسبقاً من أسهم الشركة. ويعتبر إصدار مثل هذا النوع من السندات هو أسلوب تلجأ إليه الشركة للتقليل من التحليلات السلبية للمستثمرين تجاه تحركاتها. مثال على ذلك، إذا قررت شركة ما إصدار أسهم جديدة لها في البورصة فقد يفسر ذلك على أن أسهم هذه	<i>سندات قابلة للتحويل</i>
Charter of the Corporation/Articles of incorporation	A document incorporating an institution and specifying its rights. Articles of incorporation are documents filed with a state by the founders of the corporation describing the purpose, place of business and other details of the corporation.	هي وثيقة تتضمن تعريف بالمؤسسة وتحديد الصلاحيات. وتحفظ الدولة بهذه الوثيقة/الوثائق التي يحدد فيها المؤسسون أهداف الشركة و مكان العمل و تفاصيل أخرى عن الشركة.	<i>النظام الأساسي للشركة</i>
<i>Charts</i>	Governance structure (chart) of the institution, indicating the principle organs of the institution's governance and to whom reports are presented (including the Shareholders Meeting, the Board of Directors, any Board committees, senior management, credit committees, internal audit, external audit and principal management units).	يحدد الرسم البياني للحوكمة بنية الحوكمة داخل المؤسسة والأعضاء الأساسية المعنيين بحوكمة المؤسسة و هيكل تقديم التقارير (بما في ذلك اجتماعات المساهمين، مجلس الإدارة، لجان المجلس، الإدارة العليا، لجان الائتمان، المراجعة الداخلة والخارجية و وحدات الإدارة الأ	<i>الهيكل التنظيمي</i>
Code of Ethics	Define acceptable behaviors, promote high standards of practice, provide a benchmark for members to use for self-evaluation and establish a framework for professional behaviors and responsibilities.	يشمل ميثاق أخلاقيات المهنة التصرفات المقبولة داخل المؤسسة، ويروج لمعايير تطبيق أفضل الممارسات بين للأفراد داخل المؤسسة، ويمنح المعايير المثلى التي تمكن الأعضاء من محاسبة أنفسهم كما يؤسس إطار للسلوكيات والمسؤوليات المهنية.	<i>ميثاق أخلاقيات المهنة</i>
Conflict of interest	Refers to a situation where an officer in the bank has a clash between his/her related parties and his/her professional duty to act in the best interest of the bank.	هو تضارب بين المصلحة الشخصية ومصحة العمل	<i>تضارب المصالح</i>
Cross-shareholding	Cross-shareholdings are said to exist when 2 companies mutually hold each others' shares.	المساهمة المتداخلة تنتج عندما يتبادل شركتان ملكية الأسهم.	<i>المساهمة المتداخلة</i>
Pre-emptive rights	Rights given to shareholders which entitle them to buy additional shares in a new issue before it is offered to the general public.	هو مستند رسمي موقع عليه من جانب المساهمين لتحويل مساهم آخر - وإدارة الشركة بالتصويت بالمحافظة على نسبة حصتهم في ملكية الشركة عن طريق إعطائهم الفرصة في شراء أسهم إضافية بالنسبة والتناسب مع أسهمهم، وقبل طرح هذه الأسهم على الجمهور	<i>حقوق وقائية</i>

Term	Definition	تعريفات عامة	
Proxies	A formal document signed by a shareholder to authorize another shareholder, or commonly the company's management, to vote the holder's shares at the annual meeting.	هو قيام المساهمين بمنح السلطة لأخرين، وفي معظم الأحيان إلى إدارات الشركات، للتصويت بموجب أسهمهم في الاجتماعات السنوية أو الاجتماعات الخاصة للمساهمين.	تفويضات
Institutional Investor	A non-bank person or organization that trades securities in large enough share quantities or dollar amounts that they qualify for preferential treatment and lower commissions. Institutional investors face less protective regulations because it is assumed that they are more knowledgeable and better able to protect themselves.	نعني به شخص أو مؤسسة غير بنكية مثل صناديق المعاشات و شركات التأمين و صناديق الاستثمار و بنوك الاستثمار .. الخ غرضها الأساسي استثمار أموالها أو أموال الغير التي في حوزتها في الاستثمارات المختلفة.	المستثمر المؤسسي
Insider trading	The buying or selling of a security by someone who has access to material, non-public information about the security.	بيع وشراء أوراق مالية من قبل شخص داخلي لديه معلومات خاصة غير معلنه عن الورقة المالية.	المتداول الداخلي
Stakeholders	People who are affected by any action taken by the corporation. An individual or group with an interest in the success of a company in delivering intended results and maintaining the viability of the company's product and/or service.	هم الأشخاص الذين يتأثرون بنشاطات الشركة ويهتمون بنجاحها بخلاف مجموعة المساهمين مثل المجتمعات المحلية، والعاملين، والموردين، و الدائنين وغيرهم.	أصحاب المصالح
Merger	The combining of two or more companies, generally by offering the stockholders of one company securities in the acquiring company in exchange for the surrender of their stock.	هو اتفاق بين شركتين أو أكثر للاندماج وتكوين كيان اقتصادي جديد	الدمج
Shares held in custody	A system in which shares must be registered to the holder by name and can only be traded in physical form.	هو نظام يسجل الأسهم باسم المالك ولا يمكن التداول بها إلا بشكل مادي ملموس. (أسهم منقولة لحامله)	الأسهم المحفوظة بالأمانة
Stock Options	A privilege, sold by one party to another, that gives the buyer the right, but not the obligation, to buy (call) or sell (put) a stock at an agreed-upon price during a certain period of time or on a specific date.	هي ميزة يمنحها أحد الأطراف للآخر مما يعطي المشتري الحق و ليس الالتزام بشراء و بيع الأسهم بسعر متفق عليه مسبقا في فترة محددة أو يوم محدد.	خيارات الأسهم
Subpoena Power	The power to command an individual to appear at a particular time and place to testify on a specific matter.	هو سلطة استدعاء شخص معين في وقت ومكان محددين للشهادة حول مسألة معينة.	سلطة الاستدعاء

Term	Definition	تعريفات عامة	
<i>Voting Caps</i>	Limit the votes a single shareholder can cast no matter how many shares he owns.	هو تحديد تصويت المساهم الواحد بغض النظر عن عدد الأسهم التي يمتلكها.	<i>حدود التصويت</i>
I- General Frame Work of Good Governance		الإطار العام لحوكمة المصارف	
<i>Policies clarifying approach to governance</i>	The board should establish the strategic objectives and ethical standards that will direct the ongoing activities of the bank, taking into account the interests of stakeholders. As important as, if not more important than, any written set of values and high ethical standards is a corporate culture that mandates and provides incentives for ethical behavior. In this regard, the board should take the lead in establishing the "tone at the top" and approving ethical standards and corporate values for itself, senior management and other employees. The consistent practice of high ethical standards is in the bank's best interests and will enhance its credibility and trustworthiness in its day-to-day and long-term operations. It is especially important that the standards address corruption (including bribery), self-dealing and other unethical or illegal behavior in banks' internal and external activities.	يجب على مجلس الإدارة أن يضع أهداف إستراتيجية ومعايير أخلاقية لتوجيه النشاطات الدائمة للبنك مع الأخذ في الاعتبار اهتمامات المساهمين. فمن الضروري في أي مكان وجود ثقافة أخلاقية مكتوبة، تمثل مجموعة من القيم والمعايير الأخلاقية، وتعطي حوافز للسلوك الأخلاقي. و	<i>سياسات توضح الهدف من الحوكمة</i>
<i>Governance Structure</i>	Corporate Governance structure specifies the distribution of rights and responsibilities among different participants in the corporation, such as, the board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provides the structure through which the company objectives are set, and the means of attaining those objectives and monitoring performance.	يحدد هيكل حوكمة الشركة كيفية توزيع الحقوق والواجبات على المشاركين في الشركة مثل مجلس الإدارة والمديرين والمساهمين وغيرهم من أصحاب المصالح. كما يحدد القواعد والإجراءات التي يجب إتباعها في اتخاذ القرارات المتعلقة بشؤون الحوكمة. وهو بالتالي يحدد الهيكل الأه	<i>هيكل الحوكمة</i>
<i>Corporate Secretary</i>	He/she is a bank's official, who is responsible for ensuring compliance with the corporate governance code and policies of the bank he/she also coordinates the interaction between the bank's shareholders, Board of Directors and senior management.	هو موظف في البنك توكل إليه مسؤولية التأكد من الالتزام بميثاق الحوكمة وسياسات البنك، كما يقوم بتنسيق العلاقات بين المساهمين وأعضاء مجلس الإدارة والإدارة العليا.	<i>سكرتير حوكمة</i>

Term	Definition	تعريفات عامة	
II - Rights of Shareholders		حقوق المساهمين	
Secure methods of ownership registration	secure methods to obtain and register shares in stock markets.	هي أساليب تضمن تسجيل ملكية الأسهم في البورصة.	أساليب ضمان تسجيل الملكية
Extraordinary transactions that effectively result in the sale of the bank	the rules and procedures governing the acquisition of corporate control in capital markets, and extraordinary transactions such as mergers, and sale of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.	إن القواعد والإجراءات التي تحكم عمليات شراء الشركات في الأسواق المالية، والصفقات الغير اعتيادية كالمدمج وبيع أجزاء من الشركة يجب الإفصاح عنها بشكل واضح حتى يتمكن المستثمرين من فهم حقوقهم ومعرفة تعويضاتهم. و يجب أن تتم هذه الصفقات وفق ظروف عادلة وبأسعار	صفقات غير اعتيادية تؤدي إلى بيع البنك
Participation in shareholder meetings by writing or other means	shareholders should be able to vote in person or in absentia, and equal effort should be given to votes whether cast in person or in absentia	يستطيع المساهمون التصويت سواء كانوا حاضرين أو غائبين دون أن يؤثر ذلك على فعالية تصويتهم.	المشاركة في اجتماعات المساهمين عن طريق الكتابة أو طرق أخرى
Ability to obtain relevant information on a timely basis	shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the general meeting.	يجب تزويد المساهمين بشكل دوري بقدر كاف من المعلومات عن تاريخ، و مكان و برنامج عمل اجتماعات الجمعية العمومية و كذلك المسائل التي يجب اتخاذ القرارات فيها خلال الاجتماعات.	القدرة للحصول على معلومات هامة في الوقت المناسب
Super majority	A proposal requiring more than a simple majority of the votes eligible to be cast at an annual or special meeting. A super majority is often a 2/3 (66.66%) vote, but it can be as high as 3/4 (75%) or 4/5 (80%).	و هي المقترحات التي تتطلب الموافقة عليها من قبل عدد أكثر من الأغلبية أو الأغلبية العظمى و تبلغ نسبة الأغلبية العظمى 2/3 أي 66.66% و قد تصل إلى 3/4 أي 75% أو 4/5 أي 80%.	الأغلبية الساحقة
III - Equitable Treatment of All Shareholders		المعاملة المتساوية لكل المساهمين	
Violation of rights of shareholders	within any series of class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares could be negatively affected.	يجب أن يتمتع كل المساهمين بنفس الحقوق مهما اختلفت أنواعهم. كما يحق للمستثمرين الاطلاع على حقوق كل أنواع الأسهم قبل شرائها. ويجب أن تخضع كل التعديلات الطارئة على حقوق التصويت لموافقة أصحاب الأسهم قد تتأثر سلبيا.	اختراق حقوق المساهمين

Term	Definition	تعريفات عامة	
Violation of stakeholders' rights	rights & interests of shareholders that are established by law should be respected	هو احترام حقوق واهتمامات أصحاب المصالح طبقاً للقانون.	احترام حقوق أصحاب المصالح
Material interests (issues)	major transactions and material events over the past five years (in particular, corporate acquisitions, mergers, restructurings and sales or purchases of major assets, etc.). What material events disclosures were made to the markets in each case?	نعني بها الصفقات الأساسية والأحداث الجوهرية التي حدثت خلال الخمس سنوات الماضية (بالتحديد شراء الشركات و الدمج و إعادة الهيكلة وبيع وشراء أصول أساسية، الخ...) ما هو نوع الإفصاح عن هذه الأحداث المادية التي يتم نشرها في كل حالة على حدا؟	اهتمامات/قضايا مادية
Abusive self-dealing	Abusive self-dealing occurs when persons having close relationships to the company, including controlling shareholders, exploit those relationships to the detriment of the company and investors.	عندما يقوم أشخاص داخل المؤسسة باستخدام معلومات خاصة بها لخدمة مصالحهم الشخصية دون مصلحة الشركة والمستثمرين فيها.	التربح للمصلحة الشخصية
Cumulative or block voting	is a system of shareholder voting which multiples one's voting shares by the number of candidates and votes them all for one person (director). This system was designed to provide minority shareholders with the opportunity to elect on director whom they favor.	عادة ما يقوم كل مساهم بإعطاء صوت واحد عن كل سهم يملكه لمصلحة عضو أو أعضاء مجلس الإدارة. أما نظام التصويت التراكمي فيسمح للمساهمين بتجزئة إجمالي الأصوات المتاحة لهم بأى طريقة يرونها بين المرشحين لمجلس الإدارة، وعندما يستخدم التصويت التراكمي فقد تتمكن الأقل	التصويت التراكمي
Minority Shareholders	own a stake in the bank's shares, but does not affect decisions of general shareholders meeting and is not affiliated with the bank's large shareholders and management.	هم الذين يملكون حصة من أسهم البنك دون أن يكون لهم أي تأثير على التصويت داخل اجتماعات الجمعية العمومية و هم غير تابعين للمساهمين الكبار أو الإدارة.	المساهمين ذوي الأقلية
Redress on violations	A legal system that provides for legal remedies at a reasonable cost and without excessive delay for violations of the rights of non-controlling shareholders is key in enhancing overall investor confidence. Its perceived effectiveness is much more important than the actual amount of litigation that is being processed through it, as it builds confidence into the corporate governance system.	يعتبر وجود نظام قانوني يعطي تعويضات قانونية وبتكلفة مقبولة و دون تأخير عند حدوث اختراق لحقوق المساهمين الغير مسيطرين ، أمر ضروري لكسب ثقة المستثمرين. وتعتبر فعالية هذا النظام أهم من العمليات القانونية التي تمر بها إجراءات التعويضات لأنه يؤكد الثقة في نظام	التعويض عن اختراق الحقوق

Term	Definition	تعريفات عامة	
Risk management committee	providing oversight of senior management's activities in managing credit, market, liquidity, operational, legal, compliance, reputation and other risks of the bank. (This role should include receiving from senior management periodic information on risk exposures and risk management activities).	هي لجنة تقوم بمراقبة نشاطات الإدارة العليا في إدارة الائتمان و السوق و السيولة و التشغيل و القانون و الالتزام و السمعة و غيرها من المخاطر التي قد يتعرض لها البنك. ويجب أن يتضمن هذا الدور معلومات دورية من الإدارة العليا عن التعرض للمخاطر ونشاطات إدارة المخاطر	لجنة إدارة المخاطر
Party is related to an entity if:	(a) directly, or indirectly through one or more intermediaries, the party:	أ) ينتمي فريق ما إلى مؤسسة إذا قام الفريق بشكل مباشر أو غير طريق وسطاء بالمهام التالية مباشر عن	ينتمي فريق ما إلى مؤسسة إذا:
	(i) controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);	السيطرة على المؤسسة - الشركات (بما يتضمن الشركة الأم و الشركات التابعة و شركاء التابعة	
	(ii) has an interest in the entity that gives it significant influence over the entity; or	الاهتمام بالمؤسسة - تمنحه التأثير الفعال عليها، أو بطريقة	
	(iii) has joint control over the entity;	أن يشترك مع شركة - أخرى في مراقبة المؤسسة	
	(b) the party is an associate of the entity;	ب) أن يكون الفريق شريك في المؤسسة	
	(c) the party is a joint venture in which the entity is a venture ;	ج) أن يكون الفريق شريك ممول ومخاطر في المؤسسة	
	(d) the party is a member of the key management personnel of the entity or its parent;	د) أن يكون لفريق عضو في الإدارة الأساسية للمؤسسة أو الشركة لها الأم	
	(e) the party is a close member of the family of any individual referred to in (a) or (d);	مقرب من عائلة أي شخص تم الإشارة عنصر ه) أن يكون الفريق (إليه في أ) و ب)	

Term	Definition	تعريفات عامة	
	(f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or	مسيطر أو متأثر بسلطة التصويت داخل كيان أن يكون الفريق (و) شخص تم الإشارة هذا الكيان بشكل مباشر أو غير مباشر أو بأي (د) و (ه) إليه في	
	(g) the party is a post-employment benefit plan for the benefit of employees of the entity, or of any entity that is a related party of the entity.	منافع ومكافآت تحديد أن يكون الفريق له علاقة بوضع خطة (ز) الموظفين بعد انتهاء الخدمة داخل هذا الكيان أو أي كيان آخر له علاقة بهذا الكيان	
Nominations/corporate governance committee	providing assessment of board effectiveness and directing the process of renewing and replacing board members.	هي لجنة تعطي تقييم لفعالية مجلس الإدارة وتوجه عملية التجديد واستبدال أعضاء مجلس الإدارة.	لجنة الترشيحات أو لجنة الحوكمة
Is management prevented from using proxies?	The corporate governance framework should ensure that proxies are voted in accordance with the direction of the proxy holder and that disclosure is provided in relation to how undirected proxies will be voted. In those jurisdictions where companies are allowed to obtain proxies, it is important to disclose how the Chairperson of the meeting (as the usual recipient of shareholder proxies obtained by the company) will exercise the voting rights attaching to undirected proxies. Where proxies are held by the board or management for company pension funds and for employee stock ownership plans, the directions for voting should be disclosed.	يجب أن يؤكد إطار الحوكمة على أن التصويت عن طريق التفويض يتم وفق إرادة المفوض وأن الإفصاح يتم في حالة التصويت بالتفويضات الغير مباشرة. وفي الأحكام التي تسمح بالتفويضات، من الضروري الإفصاح عن كيفية استخدام رئيس الاجتماع (المستقبل المعتاد لتفويضات المساهم)	هل الإدارة ممنوعة من الحصول على تفويضات؟
Are institutional investors required to disclose their voting policy?	Institutional investors acting in a fiduciary capacity should disclose how they manage material conflicts of interest that may affect the exercise of key ownership rights regarding their investments.	يجب على المستثمرين المؤسسيين الذين يتصرفون بالوكالة الإفصاح عن طرق إدارتهم لمسائل تضارب المصالح المادية والتي قد تؤثر على استخدام حقوق الملكية الأساسية فيما خص استثماراتهم. وتؤهل مبالغ هذه الاستثمارات للحصول على معلومات متميزة وعمولات خاصة. ولا تتمتع هذ	هل هناك قوانين أو تعليمات (قواعد) تشجع المستثمرين المؤسسيين على استخدام حقهم في التصويت؟
Is there a provision to allow shareholders to vote on compensation packages for executives?	Disclosure should include, but not be limited to, material information on: Remuneration policy for members of the board and key executives, and information about board members, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board.	يجب أن يتضمن الإفصاح (دون الحصر) معلومات جوهرية عن: سياسية المكافآت لأعضاء مجلس الإدارة والتنفيذيين الأساسيين، ومعلومات عن أعضاء مجلس الإدارة بما في ذلك مؤهلاتهم و عملية اختيارهم، وإدارات الشركة الأخرى وما إذا كان المجلس يعتبرها مستقلة أم لا.	هل هناك نص يسمح للمساهمين بالتصويت على حزم المكافآت التي تخصص للإدارة التنفيذية؟

Term	Definition	تعريفات عامة	
Deficiency letters	Letters indicating the deficiencies to either violations of laws or rules, or internal control weaknesses	تقارير تشير إلى خرق القوانين والقواعد أو إلى ضعف المراقبة الداخلية	تقارير القصور
Internal Control	consists of the policies, procedures, practices and organizational structures, designed to provide reasonable assurance that business objectives will be achieved and the undesired event will be prevented or detected or corrected.	تحتوي على السياسات و الإجراءات والتطبيقات والهياكل التنظيمية التي تؤكد أن أهداف العمل سوف يتم تحقيقها وأن الأهداف الغير مرغوبة سوف يتم كشفها و تصحيحها أو تجنبها.	المراقبة الداخلية
International Financial Reporting Standards	A set of international accounting standards stating how particular types of transactions and other events should be reported in financial statements. IFRS are issued by the International Accounting Standards Board.	هي مجموعة من المعايير المحاسبية العالمية توضح كيفية نشر بعض أنواع من الصفقات في التقارير المالية.	المعايير العالمية للتقارير المالية
VI - Structure, functioning and Responsibilities of Board of Directors		بنية ووظائف ومسئوليات مجلس الإدارة	
Independent Director	A person whose directorship constitutes his or her only connection to the corporation. The purpose of identifying and appointing independent directors is to ensure that the board includes directors who can effectively exercise their best judgment for the exclusive benefit of the Company, judgment that is not clouded by real or perceived conflicts of interest.	ربما كانت أكثر توصيات الحوكمة تكرارا هي زيادة استقلال مجلس الإدارة عن كل من الإدارة والمساهمين ذوي النسب الحاكمة. وغالبا ما يستخدم هذا التعريف النموذجي لعضو مجلس الإدارة المستقل أثناء تبادل المناقشات والبحث مع العميل لتوضيح تقييم الاحتياجات الحالية والمست	المدير المستقل
Conduct of the board of directors	Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and the shareholders	يجب على أعضاء مجلس الإدارة التصرف بشكل معلوم وواضح و بنية صادقة، و اهتمام بما يتوافق مع مصلحة الشركة والمساهمين.	سلوك مجلس الإدارة
Ability of the board to obtain funds to commission independent analysts	The corporate governance framework should be complemented by an effective approach that addresses and promotes the provision of analysis or advice by analysts, brokers, rating agencies and others, that is relevant to decisions by investors, free from material conflicts of interest that might compromise the integrity of their analysis or advice.	يتكامل إطار الحوكمة من خلال إيجاد أسلوب فعال يدعو إلى أهمية التحليل واستشارة المحللين، والوسطاء وشركات التصنيف وغيرهم من الجهات المماثلة التي تشارك في اتخاذ القرارات المتعلقة بالمستثمرين دون وجود أدنى تضارب مادي في المصالح كي لا يؤثر ذلك على نزاهة تحلي	قدرة مجلس الإدارة في الحصول على المحللين المستقلين

Term	Definition	تعريفات عامة	
Members of the board and managers should be required to disclose any material interests in transactions or matters affecting the corporation.	This is obviously a key obligation if any of the self-dealing abuses are to be effectively addressed. Directors and managers should have a responsibility to make periodic disclosures on their business interests, their stakes in the company or their positions in other companies as directors or managers. The key element for making such requirements effective is a clear civil and criminal liability regime for a company's directors and managers.	إن هذا الالتزام أساسي لمنع أي انتهاك من قبل الأشخاص الداخليين. يتعين على المدراء وأعضاء مجلس الإدارة مسؤولية الإفصاح الدوري عن اهتماماتهم العملية داخل المؤسسة أو عن أي منصب مماثل في شركات أخرى. و يعد العنصر الأساسي لتفعيل هذه المتطلبات هو نظام يوضح المسئ	يجب على أعضاء مجلس الإدارة والمدراء الإفصاح عن اهتماماتهم المادية في الصفقات التي قد تؤثر على الشركة.
Credit classifications	A published ranking, based on detailed financial analysis by a credit bureau, of a corporation's financial history, specifically as it relates to one's ability to meet debt obligations. The highest rating is usually AAA and the lowest is D. Lenders use this information to decide whether to approve a loan or not.	انه تصنيف معلن، مبني على تحليلات مالية دقيقة تنشر من قبل مكاتب الاستعلام الائتماني يتحتوى على تاريخ الشركة المالي ويكون التركيز فيه على قدرة الشركة على سداد ديونها ويشير التصنيف الأعلى إلى AAA و التصنيف الأدنى إلى D . ويستعين المقرضون بهذه التصنيفات لدر	تصنيفات الائتمان
Compensation committee	Monitoring of remuneration of senior management and other key personnel and ensuring that compensation is consistent with the bank's culture, objectives, strategy and control environment, as reflected in the formulation of compensation policy.	تهتم بمراقبة مكافآت الإدارة العليا وغيرها من الموظفين الأساسيين و تتأكد من أن التعويضات متوافقة مع ثقافة وأهداف و إستراتيجية و بيئة المراقبة للمصرف، كما هو مبين في صياغة السياسة العامة للتعويضات.	لجنة التعويضات
Are there laws or regulations that call for non-automatic re-appointment of board members?	Laws or regulations should be in effect to enhance the effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The Fairness component of compensation schemes for board members and employees should be subject to shareholder approval.	يجب أن تهدف القوانين والتعليمات إلى تحسين فعالية مشاركة المساهمين في قرارات الحوكمة الأساسية للشركة، كتسهيل عملية ترشيح وانتخاب أعضاء مجلس الإدارة. كما يجب على المساهمين إيضاح آرائهم فيما يخص سياسة مكافآت أعضاء مجلس الإدارة والتنفيذيين الأساسيين. كما يجب	هل هناك قوانين أو تعليمات (قواعد) تقضي بعدم إعادة التجديد التلقائي لأعضاء مجلس الإدارة؟

Term	Definition	تعريفات عامة	
Are there laws or regulations that call for the board to ensure that an ethical culture pervades the bank?	There should be a call for the Board members to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and the shareholders. The effectiveness of internal controls cannot rise above the integrity and ethical values of the people who create, administer and monitor them. Senior management should communicate the entity's values and behavioral standards to employees.	يجب أن يكون هناك دعوة لأعضاء مجالس الإدارات للتصرف بناء على معلومات كافية وبنّقة وشفافية فيما يضمن مصالح الشركة والمساهمين. إن فعالية المراقبة الداخلية يجب أن لا تعلق فوق القيم الأخلاقية ونزاهة الأشخاص الذين يقومون بمراقبتهم. كما يتحتم على الإدارة العليا ش	هل هناك قوانين أو تعليمات تدعو مجلس الإدارة إلى ضمان سيادة ثقافة أخلاقية في المصرف؟
V Transparency		الشفافية	
Deficiency letters	Letters indicating the deficiencies to either violations of laws or rules, or internal control weaknesses	تقارير تشير إلى خرق القوانين والقواعد أو إلى ضعف المراقبة الداخلية	تقارير القصور
Internal Control	consists of the policies, procedures, practices and organizational structures, designed to provide reasonable assurance that business objectives will be achieved and the undesired event will be prevented or detected or corrected.	تحتوي على السياسات والإجراءات والتطبيقات والهيكل التنظيمية التي تؤكد أن أهداف العمل سوف يتم تحقيقها وأن الأهداف الغير مرغوبة سوف يتم كشفها وتصحيحها أو تجنبها.	المراقبة الداخلية
International Financial Reporting Standards	A set of international accounting standards stating how particular types of transactions and other events should be reported in financial statements. IFRS are issued by the International Accounting Standards Board.	هي مجموعة من المعايير المحاسبية العالمية توضح كيفية نشر بعض أنواع من الصفقات في التقارير المالية.	المعايير العالمية للتقارير المالية
VI- External Monitoring Role			دور الرقابة الخارجية
Constraints to monitoring CG practices of corporate clients:	relates to the monitoring of the performance of the entire CG process of corporate clients in the bank, and advising modifications as warranted by changing conditions.	يتعلق هذا الأمر بمراقبة ممارسات الحوكمة لعملاء البنك من الشركات والإشارة إلى التعديلات اللازمة التي تقتضيها التغييرات الجديدة.	قيود مراقبة ممارسات الحوكمة الخاصة بالعملاء من الشركات

Term	Definition	تعريفات عامة	
<p><i>Are there laws or regulations that call for providers of corporate information to disclose any material conflict of interest?</i></p>	<p>Members of the board and key executives have an obligation to inform the board whether they have a business, family or other special relationship outside of the company that could affect their judgment with respect to a particular transaction or matter affecting the company. Such special relationships include situations where executives and board members have a relationship with the company via their association with a shareholder who is in a position to exercise control. Where a material interest has been declared, it is good practice for that person not to be involved in any decision involving the transaction or matter.</p>	<p>يُتَحْتَم على أعضاء الإدارة والتنفيذيين الأساسيين إعلام المجلس بأى أنشطة خاصة أو عائلية أو أى علاقات أخرى خارج الشركة خاصة بهم قد تؤثر في حكمهم على صفقات معينة قد تؤثر على الشركة. إن مثل هذه العلاقات قد تتضمن حالات يكون لأعضاء مجلس الإدارة أو المدراء التنفيذي</p>	<p>هل هناك قوانين أو تعليمات (قواعد) تلزم مزودي المعلومات في المصرف الإفصاح عن أي تضارب جوهري في المصالح؟</p>