

# **Investor Relations Presentation**

February 2012

I.	QNB – At a Glance	P. 3
II.	QNB – Operating Environment	P. 7
III.	QNB – Financial Results	P. 14
IV.	Qatar's Economy	P. 25

### **QNB** at a Glance: Overview

Canital

#### Overview

- Established in 1964 as the first Qatari owned bank
- Owned (50%) by the Government of Qatar via **Qatar Investment Authority (QIA)**
- Largest bank in Qatar
- Listed on Qatar Exchange (QNBK)

### Credit Rating

	Moody's	S&P	Fitch	Intelligence
LT	Aa3	A+	A+	AA-
ST	P-1	A-1	A1+	F1
Outlook	Stable	Stable	Stable	Stable

#### **Presence**

• ONB Group, subsidiaries and associate companies operate in 24 countries around the world, through 334 branches and offices, supported by more than 600 ATMs, and employing almost 7,000 staff.

#### **Stock Info** (Share Price as at 31/12/2011; ratios based on vear-end 2011 financials)

**Market Cap** US\$26.6 bn (+33.5% over 2010) (Share Price: OR 152 OV

Pric

Pric

are Price: QR152.0)	
ce/Earnings	12.
ce/Book	2.

### Financials (in US\$)

	2011	2010	5yr CAGR
<b>Total Assets</b>	82.9 bn	61.4bn	33%
<b>Loans &amp; Advances</b>	53.3 bn	36.2bn	33%
<b>Operating Income</b>	2.8 bn	2.1 bn	30%
Profitability	2.1 bn	1.6 bn	30%
NPL Coverage	119%	118%	44%

#### **Global Presence**





### **QNB** at a Glance: Performance Excellence

#### **Dominant Market Share Amongst Qatari Banks**

**Assets 49.7% Loans 51.8% Deposits 53.0%** 

Best Bank in Qatar Award from The Banker, Euromoney, Global Finance, and Asian Banker

High Asset Quality with an NPLs Ratio of 1.1% in December 2011

### **Comprehensive Banking Activities**

Retail

- Corporate
- Treasury
- Private Banking
- Asset & Wealth Management
- Financial Advisory (QNB Capital)
- Brokerage & Custody (QNB Financial Services)



Strong Capital Adequacy Ratio 22% in December 2011, compared with 8% for Basel II and 10% for Qatar Central Bank

High Coverage Ratio with Specific Provisions amounting to 119% of NPLs in December 2011

First Qatari Bank to launch Local Equity Funds. One of the Largest Fund Managers in the region



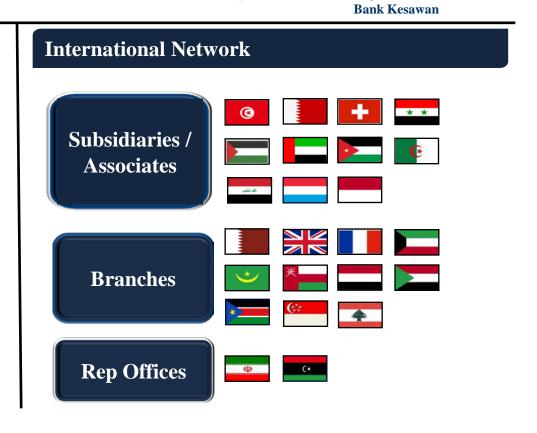
# QNB at a Glance: History, Network and Subsidiaries

#### **Corporate History** 1978 2007 2008 2010 1964 1976 2009 2011 Established as Acquired stake in Established ■ Established QNB - ■ **Established QNB** London Paris Acquired 24% the first Oatari-**QNB** Capital stake in CBI -Swiss and QNB -**Financial Services &** branch branch the second **UAE** owned bank opened largest bank in **Syria** acquired 70% of

Jordan

Subsidiaries & Associates				
Entity	Country	Ownership		
QNB Capital	Qatar	100%		
QNB Financial Services	Qatar	100%		
QNB Banque Privée (Suisse)	Switzerland	100%		
Ansbacher	UK	100%		
Bank Kesawan	Indonesia	70%		
Tunisian Qatari Bank	Tunisia	50%		
QNB – Syria	Syria	51%		
<b>Housing Bank for Trade &amp; Finance</b>	Jordan	35%		
Commercial Bank International	UAE	24%		
Mansour Bank	Iraq	23%		
Al Jazeera Finance Company	Qatar	20%		

opened





I. QNB – At a Glance	P. 3
II. QNB – Operating Environment	P. 7
III. QNB – Financial Results	P. 14
IV. Qatar's Economy	P. 25

# **Qatari Banking Sector – Overview**

#### **Key Features**

- •Comprised of six local conventional commercial banks, four Islamic institutions, seven branches of foreign banks and one development bank
- ""Stable" outlook provided by Moody's, S&P and Fitch
- •Steady growth in assets and lending, fueled by increased economic activity in recent years
- According to the IMF, the local banking sector has good asset quality, is well capitalized and maintained good profitability
- Proactive government assistance further strengthened an already healthy banking sector

#### **Qatari Banking Sector Snapshot**

Segment	2008	2009	2010	2011
Total Assets (US\$ bn)	110.4	128.5	155.9	190.7
Loans & Advance (US\$ bn)	66.7	74.3	86.4	101.9
NPL Ratio (%)	1.2%	1.7%	2.0%	1.7%
Deposits (US\$ bn)	58.4	67.9	84.3	99.9
CAR (%)	15.4%	16.1%	16.1%	20.6%

Source: Qatar Central Bank

Strong liquidity and capitalization comfortably above regulatory requirements

Strong Financial support provided by the State of Qatar

Sound and Healthy Banking Sector

Lending concentration limits and robust borrower qualification framework

Short term liquidity facilities in place through Qatar Central Bank to address potential market disruptions

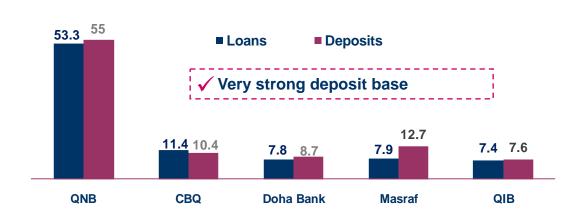


### **QNB & Local Peers**

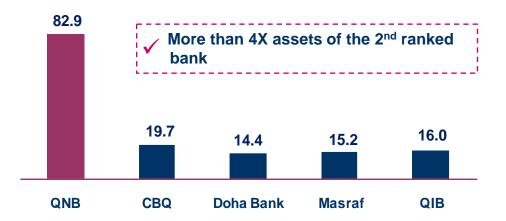
#### **Highlights**

- QNB has the strongest balance sheet among Qatari Banks, with a strong deposit base of US\$ 55 billion.
- Its loan portfolio is also the largest among Qatari Banks and amounts to around US\$ 53.3 billion
- In terms of profitability, QNB is the leader in the Qatari Banking Market with Net profits of US\$ 2,063 million (FY-2011).

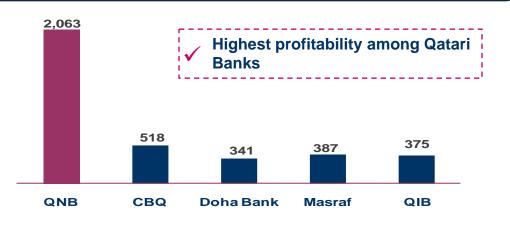
#### **Loans and Deposits (US\$ Bn)**



#### Assets (US\$ Bn)



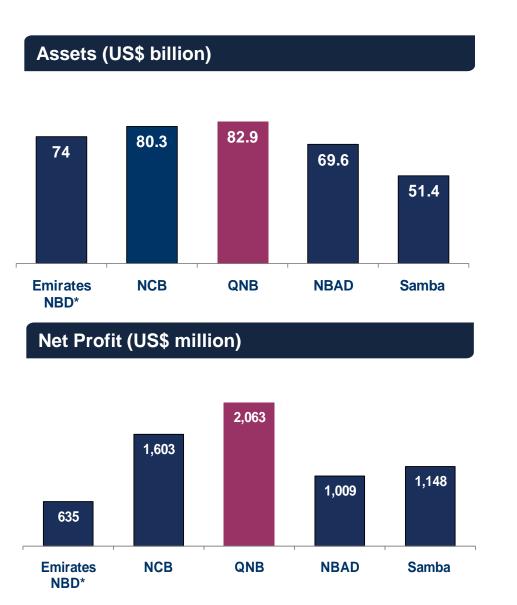
#### Net Profit (US\$ Mn)

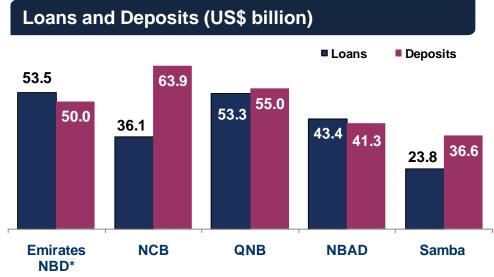


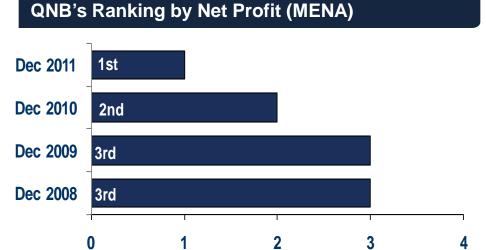
Source: Financial statements, Dec 2011



# **QNB** – Regional Peers (December 2011)











# **QNB** – Risk Management

Group Risk Management Committees						
Risk Committee	Strategy Committee	Credit Committee	Asset & Liability Committee	Information Technology Committee	Infrastructure Committee	Human Capital
<ul> <li>Diversification of investments, capital markets, lending and financing activities – avoid concentration</li> <li>Collaterals (cash, treasury bills and bonds, real estate and equity) used where appropriate</li> </ul>						

**Credit Risk** 

- Substantial exposure towards high credit quality issues (approx. 91% of bond portfolio is rated AA or better)
- Credit policy driven by Group Credit Committee which reviews credit applications/limits and approval authority
- Appropriate monitoring of credit risk robust provisioning policy and recovery processes

**Market Risk** 

- Regular scenario and stress analysis to manage and monitor market risk
- Interest rate risk managed primarily via interest rate swaps while limits on currency exposure are in place
- Daily mark to market and reporting to management negligible trading or open positions
- Robust risk management system

**Liquidity Risk** 

- Diversification of funding base
- Broad portfolio of high quality liquid assets and readily marketable securities
- Constant monitoring of liquidity position
- Managed centrally by the Group

**Operational** Risk

- Comprehensive operational risk management policy augmented by sophisticated risk management software
- Key risk indicators monitored and risk/loss database maintained
- Strong IT infrastructure and detailed contingency plans/procedures with two Disaster Recovery sites supporting main data center
- First bank in Qatar with ISO 27001:2005 Standard Disaster Recovery Operations Certification

**Other Risks** 

Regulatory, legal and reputational risks through compliance and risk frameworks with counsel from legal advisers



### **Corporate Governance**

### Enhance Transparency and Public Confidence in QNB and its Practices

# **Group Audit and Compliance Committee**

- Consisting of three Board members with meetings attended by senior management
- Responsible for final approval of financial statements and appointing external auditors
- Internal control, compliance and reporting responsibilities are also part of its mandate

# Group Policies, Governance, Development and Remuneration Committee

- Consisting of two Board members and the Group CEO
- Mandate is to develop long-term strategy while monitoring quarterly performance
- Entrusted to develop Group's Corporate Social Responsibility Strategy
- Monitors changes in local and International governance practice to recommend best practice
- Oversees the remuneration policy of the Group

# **Group Executive Committee**

- Consisting of five Board members, with meetings attended by the Group CEO
- Reviews overall credit and investment exposures
- Approves credit facilities and investments above authorized set for management
- Reviews the status of litigation matters and recommend action to be taken on impaired loans
- Oversees and approves Corporate
   Social responsibility expenditures



# **QNB** – Corporate Strategy

### Become a Middle East and Africa Icon

Protect Dominant Position In **Qatar** 

Launch New and Develop Ongoing High ROE Businesses Implement Operational Excellence across all Activities in the Group

Refocus International Expansion Approach

Capitalize on Qatar's strong growth

- Protect dominant position with corporate clients and government agencies
- Maintain QNB's image as leading issuer of structured finance in Qatar
- Protect share in affluent Qatari segment and continue to expand into expat segment
- Build the credit card and merchant acquiring business

Launch New and Develop Ongoing High ROE Businesses

- Launch custody services and grow brokerage business
- Strengthen the private banking value proposition
- Enhance QNB Capital capability

Promote Operational Excellence

- Continued improvement in operational processes through Total Quality initiative
- Migrate lower mass retail customers from branches to e-channels
- Improve asset quality through enhanced risk management and monitoring
- Leverage IT investment across borders through centralized data processing and operations

**International Expansion** 

- Increase share and profitability in key existing markets
- Achieve scale by pursuing acquisitions in priority markets
- Leverage on dominant domestic market position to cross sell outside Qatar
- Focus on markets high growth potential that conform to QNB's risk appetite

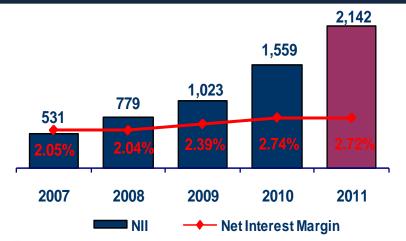


I.	QNB – At a Glance	P. 3
II.	QNB – Operating Environment	P. 7
III.	QNB – Financial Results	P. 14
IV.	Qatar's Economy	P. 25

### **Income Overview**



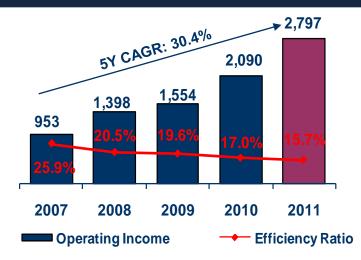
#### Net Int. Income (US\$ m) and NIM (%)



#### **Highlights**

- The Bank has seen continued growth in its revenues on the back of increasing market share and expanding international and domestic networks.
- Net profit increased 31.6% to US\$2,063 million from the last year.
- Despite QNB's growing operations, the Bank has witnessed improving cost efficiencies – a testament to its ability to generate synergies.
- The Bank's bottom line has been growing, driven by a robust net interest margin.

#### **Operating Income (US\$ m) and Efficiency (%)**





# **Net Profit by Quarter**

	Q4	Q1	Q2	Q3	Q4
US\$000	2010	2011	2011	2011	2011
Net Interest Income	453,649	469,020	481,014	531,475	660,731
FX Gain	25,945	26,311	29,255	39,143	46,783
Fees & Commissions	74,792	78,333	86,694	90,500	100,742
Invest. Income – Dividends	2	9,582	6,700	4	-
Invest. Income – Capital Gain	22,226	21,820	21,786	20,902	21,098
Invest. Income – Associates	13,096	12,410	15,099	13,662	4,470
Other Income	3,243	1,954	3,882	1,590	2,480
<b>Total Other Income</b>	139,304	150,411	163,417	165,801	175,573
<b>Total Operating Income</b>	592,953	619,431	644,432	697,276	836,304
G&A Expenses	(98,998)	(100,055)	(100,243)	(100,556)	(138,485)
<b>Total Operating Profit</b>	493,955	519,376	544,189	596,720	697,819
<b>Loan Loss Provisions</b>	(63,223)	(48,691)	(57,409)	(68,782)	(109,356)
Other Provisions & Taxes	(4,884)	(1,863)	10,236	(5,871)	(13,748)
Net Profit	425,847	468,822	497,016	522,067	574,715



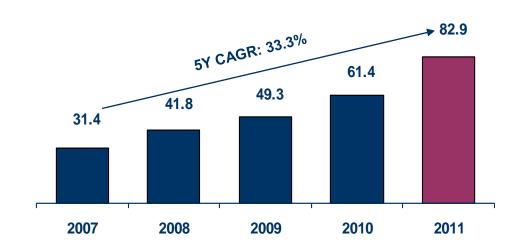
# **QNB Group – Diversified Business Model**

	Corporate Banking	International Banking	Asset & Wealth Management	Consumer Banking
Assets Share of Total	51%	38%	5%	6%
Loans and Deposits Share of Total	78% / 53%	14% / 30%	4% / 8%	4% / 9%
Net Profit Share of Total	71%	19%	7%	3%
Key Highlights	<ul> <li>Divided into client relationship business units and support units</li> <li>Covers two wide client groups: Government &amp; Corporate</li> <li>Products offered include structured &amp; project finance, syndication, trade finance, other corporate products &amp; cash management</li> <li>Includes also Treasury Operations (Sales &amp; Trading)</li> </ul>	<ul> <li>Operates either directly, or through its branches, representative offices, subsidiaries or associates in 24 countries</li> <li>Operations consisting of managing all of QNB Group's international banking services (Trade Finance, Corporate Banking, Asset &amp; Wealth Mgt, Retail &amp; Treasury)</li> </ul>	<ul> <li>Suite of products consists of equities, local, regional &amp; emerging markets, capital guaranteed products &amp; fixed income products</li> <li>Comprises also QNB FS, the 1st independently regulated, licensed brokerage unit launched by a bank in Qatar</li> </ul>	<ul> <li>Product and service offerings include current accounts, deposit accounts, credit &amp; debit cards, travel insurance, personal loans, vehicle loans, mortgages, safety deposit boxes and traveler's cheques.</li> <li>Possesses the largest distribution network in Qatar (60 branches &amp; 220 ATM's)</li> </ul>

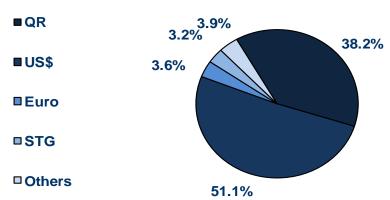


### **Total Assets Overview**

#### **Total Assets (US\$ billion)**



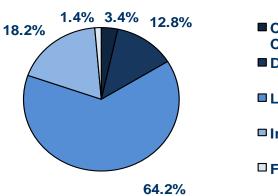
#### **Breakdown of Assets by Currency**



#### Highlights

- The strong balance sheet growth witnessed by QNB in recent years has sustained with growth of 35.2% from December 2010.
- This growth has been predominantly driven by increased lending with loans and advances representing 64% of total assets.
- QNB's assets are predominantly in Qatari Riyal and US\$ (to which the Qatari Riyal is pegged) also constitutes a material portion of assets.

#### **Breakdown of Assets by Type**

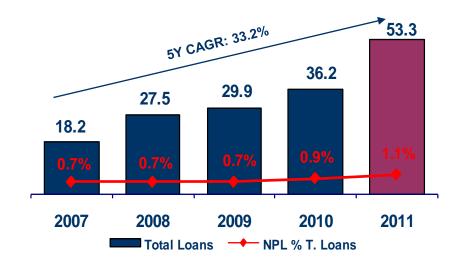


- Cash and Balances with Central Bank
- **■** Due from Banks
- **■** Loans and Advances
- Investments
- ☐ Fixed & Other Assets

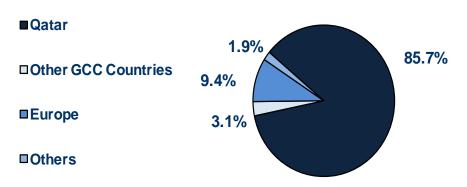


### **Loans Profile**

#### **Loans and Advances (US\$ billion)**



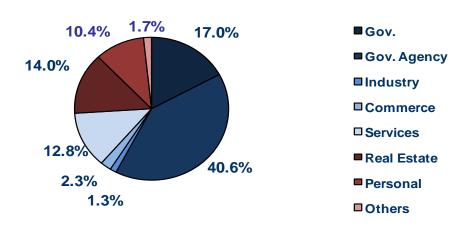
#### Breakdown of Loans by Geography



#### **Highlights**

- Customer financing has grown substantially in recent years.
- Loans & advances increased to US\$53.3 billion up by 47.2% from December 2010.
- NPL as % of loans and advances stood at only 1.1%.
- The Bank's loan portfolio is relatively well balanced, with a concentration in high quality credit exposures (Government & Government Agencies).
- Being a Qatar focused bank, QNB's loan portfolio is mainly comprised of loans to Qatari entities.

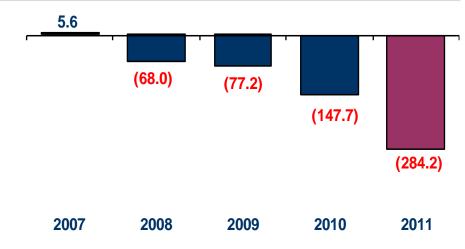
#### **Breakdown of Loans by Industry**



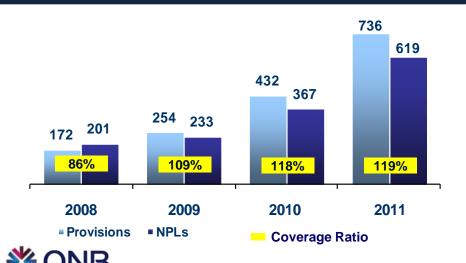


### **Asset Quality**

#### **Recoveries / (Provisions) (US\$ million)**



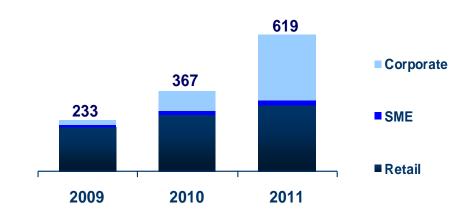
#### **NPL Coverage (US\$ million)**



#### **Highlights**

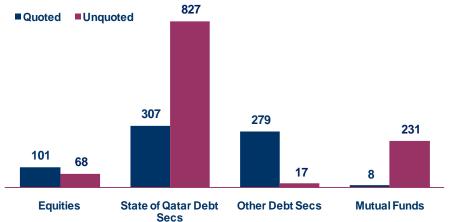
- Since 2008, in response to the global financial crisis, QNB has increased its provisions.
- QNB reported an NPL ratio of 1.1% as of Dec 2011 one of the lowest in the MENA region.
- The Bank's provisions coverage has remained strong amidst the economic slowdown, with a coverage of 119% reported in Q4 2011.
- An additional Risk Reserve of US\$27.5m was taken in 2011 to bring total balance to US\$440 million representing nearly 3.25% of private lending against QCB requirement of only 1.50%.

#### **NPLs by Sector (US\$ million)**

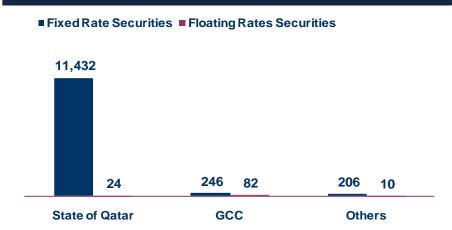


### Investment Portfolio Breakdown

# Available For Sale Investment Securities (US\$m) 827



#### **Held to Maturity Financial Investments (US\$m)**



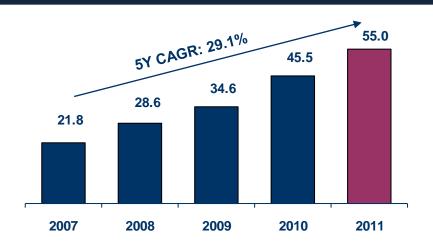
#### **Highlights**

- As of 31 December 2011, Investments totaled US\$13.8bn (Fixed & Floating rates).
- Most investments are in fixed rate, which hedges the returns in case of interest rate fluctuations.
- As of 31 December 2011, approximately 91% of the debt securities portfolio had a credit rating of AA or higher.

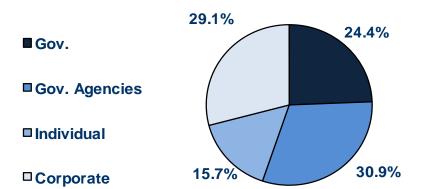


### **Funding Profile**

#### **Customer Deposits (US\$ billion)**



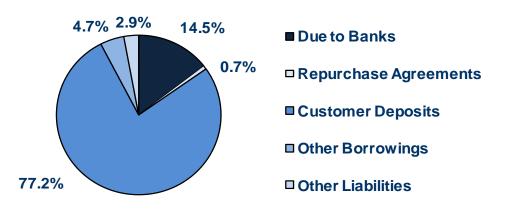
#### **Breakdown of Deposits by Sector**



#### **Highlights**

- Customer deposits and unrestricted investment accounts increased to US\$55.0 billion up by 20.9% from December 2010.
- QNB's funding is predominantly driven by customer deposits.
- Leveraging on the Bank's extensive branch network, QNB has attracted the relevant financing to fund its growing balance sheet.
- In line with its status as the country's leading bank, QNB remains the public sector's preferred bank in terms of deposits.

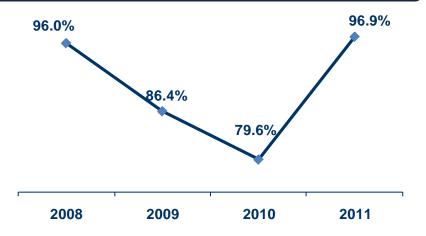
#### **Funding Split**



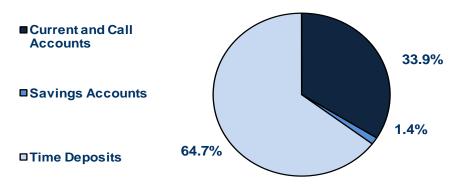


### Liquidity





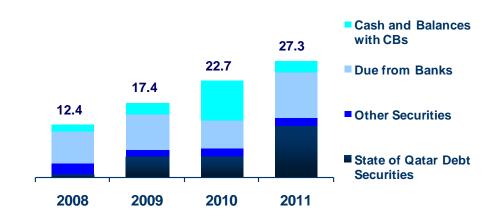
#### **Composition of Deposits By Type**



#### Highlights

- QNB's loans to deposit ratio has remained anchored below 100%, providing the Bank with a strong liquidity profile.
- The Bank's deposits are also predominantly in the form of time deposits, providing an added buffer.
- QNB's liquid assets also constitute a substantial portion of the Bank's balance sheet, with the amount of State of Qatar Debt Securities notably increasing since 2008.

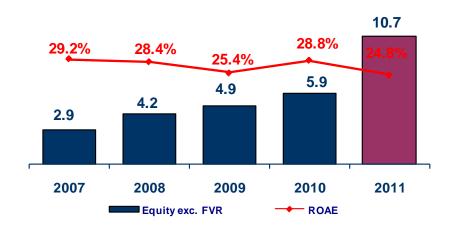
#### **Liquid Assets (US\$ billion)**





### **Strong Capital Growth with Stable Returns**

#### **Equity (US\$ billion)**



#### **Eligible Capital (US\$ billion)**



#### Highlights

- In line with the strong surge in the Bank's balance sheet, QNB has also regularly increased its capital base, most recently in early 2011.
- QNB's capital is in the form of Tier 1 Capital, and the Bank has maintained its CAR above the 10% as required by the Qatar Central Bank.
- QNB continued to enjoy strong ROAE above 24%.

#### **Capital Adequacy Ratios (%)**



I.	QNB – At a Glance	P. 3
II.	QNB – Operating Environment	P. 7
III.	QNB – Financial Results	P. 14
IV.	Qatar's Economy	P. 25

### **Qatar Overview**



•Located in the Gulf with a land border with Saudi Arabia and maritime borders with Bahrain, Iran and the UAE

# **Key Facts**

- **Economy:** Fastest growing economy in the world (2007-11) with highest LNG exports
- Natural Resources: Qatar has the world's highest level of oil and gas reserves and revenue per national





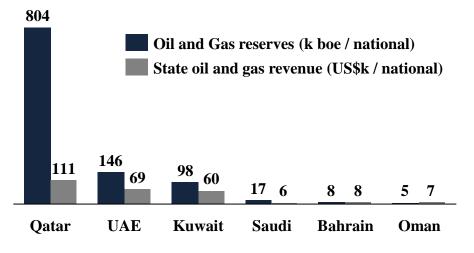
### **Sovereign Ratings**

Long -Term	Moody's	S&P
Qatar	Aa2	AA

#### **Key Economic Indicators**

	2009	2010	2011f	2012f
Population (m)	1.6	1.7	1.8	1.8
Nominal GDP (US\$ bn)	97.8	127.3	173.0	196.6
Real GDP Growth (%)	12.0	15.2	21.0	10.2
GDP per Capita (US\$ k, PPP)	77.6	88.2	102.9	106.0
Inflation (%)	-4.9	-2.4	1.9	2.8
QR/USS (End of Period)	3.64	3.64	3.64	3.64
External Debt as % of GDP	55.2	54.6	45.3	43.6
International Reserves (US\$ bn)	17.9	30.1	22.6	24.8

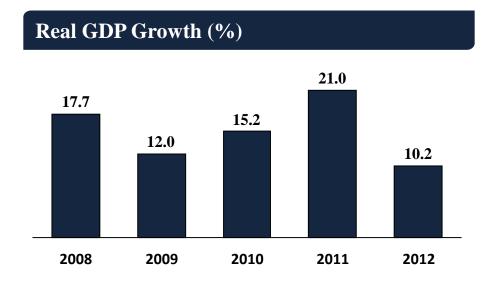
#### GCC Oil and Gas Wealth (2010)

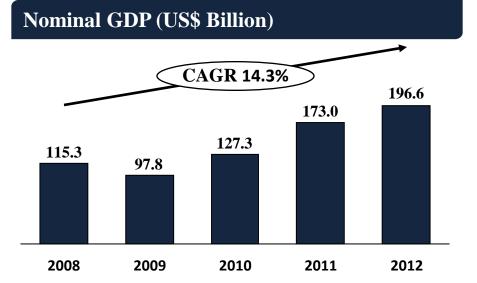




Source: Qatar Statistics Authority, IMF and QNB forecasts and estimates

### **Qatar Economic Overview**

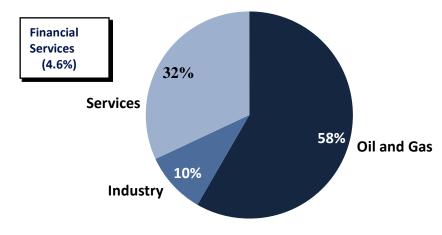




#### **Key Highlights**

- Real GDP growth is estimated at 21.0% in 2011 driven by large increases in natural gas and condensate production. This also provided a boost to the non-oil and gas sector
- Real GDP growth is expected to remain strong at 10.2% in 2012 as further expansion in the natural gas sector, condensate production, petrochemicals, infrastructure and services all support growth

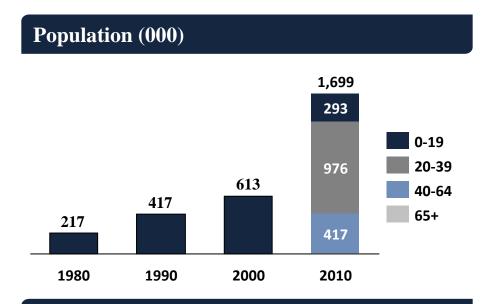
#### **Nominal GDP Composition (2011)**



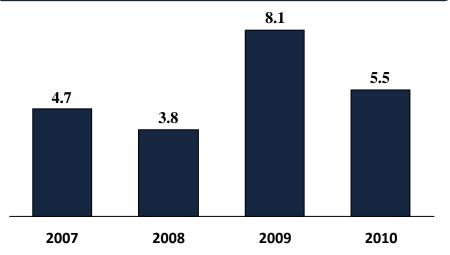
Source: Source: Qatar Statistics Authority, IMF and QNB analysis



### **Qatar Economic Overview**



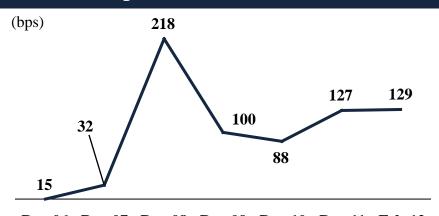
#### **FDI Inflows (US\$ Billion)**



#### **Key Highlights**

- The total population grew at a CAGR of 17.7% between the censuses in 2004 and 2010, mainly due to expansion of the expatriate labour force
- FDI inflows have remained strong as large projects continue to be implemented
- Qatar has the lowest CDS spreads in the region along with Abu Dhabi

#### **5-Yr CDS Spreads**



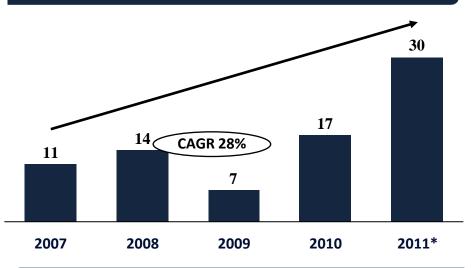
Dec-06 Dec-07 Dec-08 Dec-09 Dec-10 Dec-11 Feb-12

Source: Qatar Statistics Authority ,IMF, Bloomberg and QNB analysis

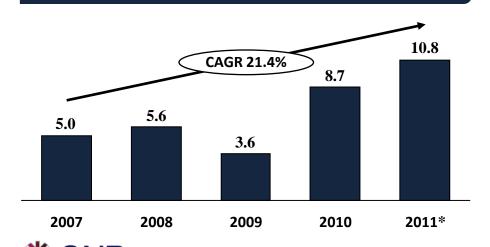


### **Qatar Economic Overview**

### **Current Account Surplus (% of GDP)**



#### **Income from Overseas (US\$ bn)**



#### **Key Highlights**

- Rising gas production and high prices for hydrocarbons have ensured a large and growing current-account surplus
- Qatar is moving up the hydrocarbons value change exports of processed hydrocarbons, petrochemicals and fertilisers grew at a CAGR of 17.5% in 2007-11
- Qatar is diversifying into energy-intensive industries exports of metals grew at a CAGR of 43.2% in 2007-11
- Exchange Rate: the Riyal is pegged to the US dollar at 3.64 to help stability of inflows from dollar-priced oil and gas

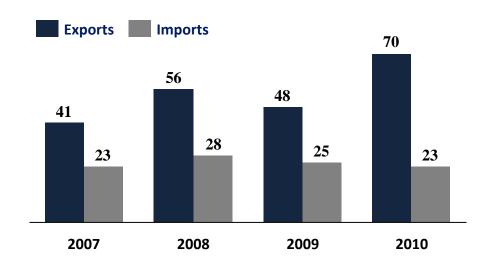
#### **Key Highlights**

- Current-Account surpluses are re-invested in the hydrocarbons sector and to support Qatar's development and infrastructure investments
- Additional surpluses are invested overseas helping the country to diversify its sources of income

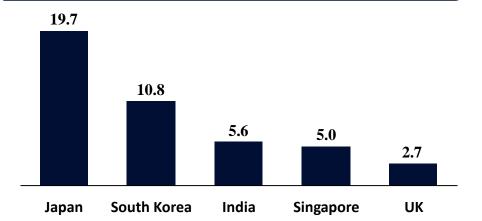


### **Qatar: Trade and Partners**

#### **Exports and Imports (US\$ billion)**



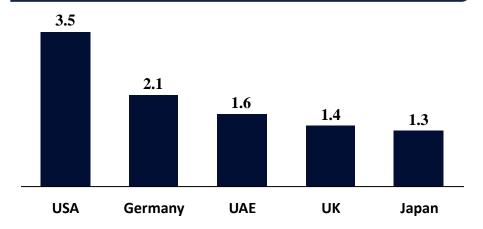
### **Top Export Trade Partners (US\$ billion) - 2010**



#### **Key Highlights**

- Qatar has consistently recorded a trade surplus owing to strong hydrocarbons exports
- Asia, particularly Japan, has become increasingly important as an export destination
- The EU remains the most important source for Qatar's imports
- The EU area accounts for 14.7% of overall exports and 30% of imports

#### Top Import Trade Partners (US\$ billion) – 2010



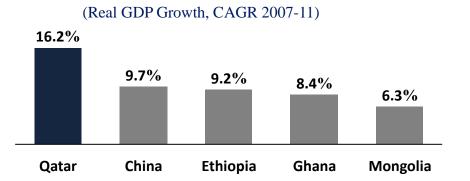


### **Qatar: Key Opportunities**

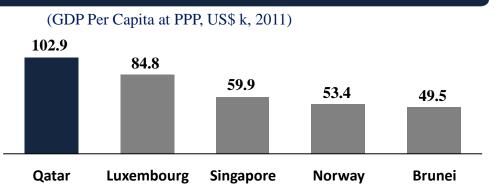
#### **Key Opportunities**

- World's fastest growing economy with a real GDP growth CAGR of 16.2% in 2007-11
- Wealthy population with the world's highest GDP per capita in PPP terms
- A sustainable economy with at least 100 years of gas production
- A visionary leadership with big development plans and global ambition
- A proactive government that has a proven commitment to supporting the economy and financial sector

#### **World's Fastest Growing Economies**



#### **World's Wealthiest Economies**

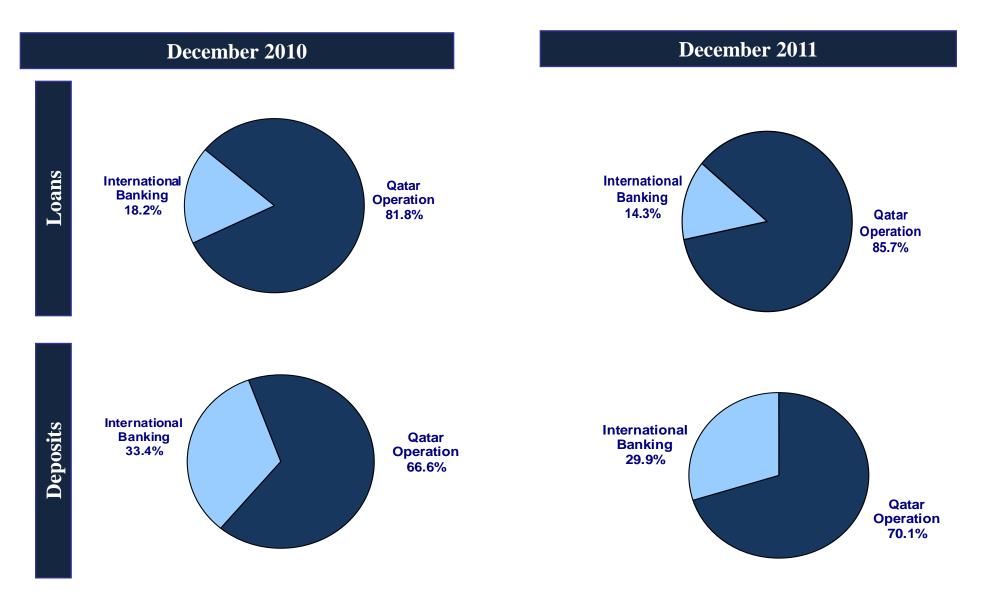




Source: WEO Database, IMF - Sep 2011

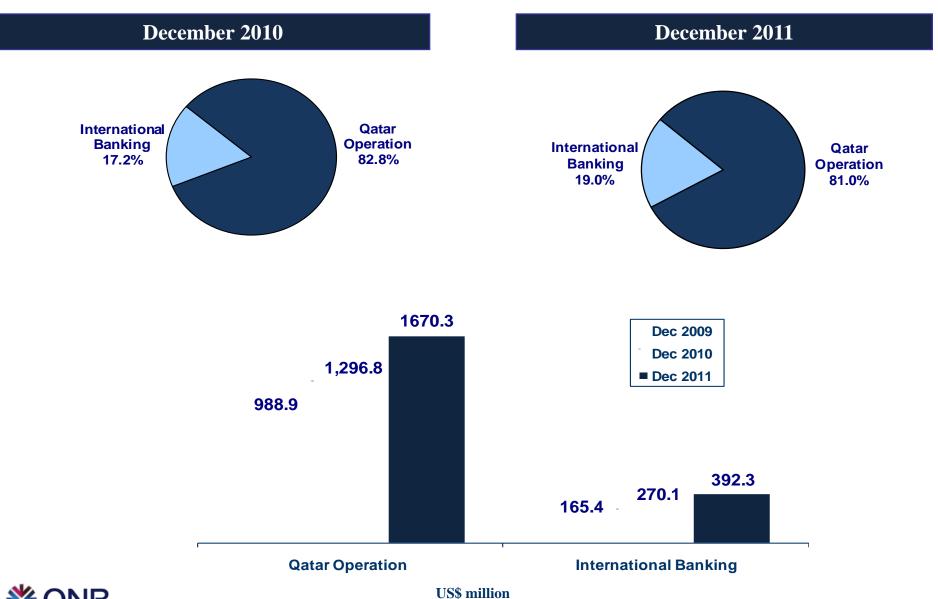


# **Loans & Deposits by Segment**





### **Net Profit by Sector**





### **Disclaimer**

- By attending the meeting where this presentation is made, or by reading the presentation slides, you agree to be bound by the following limitations:
- The information in this document has been prepared by Qatar National Bank S.A.Q. (the "Company") solely for use at a presentation to be held in connection with the proposed offering (the "Offering") of notes under the U.S.\$7,500,000,000 Medium Term Note Programme of QNB Finance Ltd (the "Securities") guaranteed by the Company.
- These materials contain statements about future events and expectations that are forward-looking statements. These statements typically contain words such as "expects" and "anticipates" and words of similar import. Any statement in these materials that is not a statement of historical fact is a forward-looking statement that involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. None of the future projections, expectations, estimates or prospects in this presentation should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such future projections, expectations, estimates or prospects have been prepared are correct or exhaustive or, in the case of the assumptions, fully stated in the presentation. We assume no obligations to update the forward-looking statements contained herein to reflect actual results, changes in assumptions or changes in factors affecting these statements.
- Investment in the Securities will also involve certain risks. A summary of the material risks relating to the Offering will be set out in the section headed "Risk Factors" in the prospectus. There may be additional material risks that are currently not considered to be material or of which the Company and its advisors or representatives are unaware.
- This document and its contents are confidential and are being provided to you solely for your information and may not be retransmitted, further distributed to any other person or published, in whole or in part, by any medium or in any form for any purpose. The opinions presented herein are based on general information gathered at the time of writing and are subject to change without notice. The Company relies on information obtained from sources believed to be reliable but does not guarantee its accuracy or completeness.
- This presentation has not been approved by the UK Financial Services Authority. This presentation does not constitute an offer or invitation to sell, or any solicitation of any offer to subscribe for or purchase any securities, and nothing contained herein shall form the basis of any contract or commitment whatsoever. No reliance may be placed for any purposes whatsoever on the information contained in this presentation or on its completeness, accuracy or fairness. The information in this presentation is subject to verification, completion and change. The contents of this presentation have not been verified by the Company or by Barclays Capital, Citigroup, HSBC, QNB Capital and Standard Chartered Bank (the "Managers"). Accordingly, no representation or warranty, express or implied, is made or given by or on behalf of the Company or any of its shareholders, directors, officers or employees or any of the Managers (and their shareholders, directors, officers or employees) or any other person as to the accuracy, completeness or fairness of the information or opinions contained in this presentation. None of the Company nor any of its shareholders, directors, officers or employees nor the Managers nor any of their shareholders, affiliates (within the meaning of Rule 405 under the U.S. Securities Act of 1933, as amended (the "Securities Act")), directors, officers or employees nor any other person accepts any liability (in negligence or otherwise) whatsoever for any loss howsoever arising from any use of this presentation or its contents or otherwise arising in connection therewith. In giving this presentation, neither the Company nor its respective advisers and/or agents undertake any obligation to provide the recipient with access to any additional information or to update this presentation or any additional information or to correct any inaccuracies in any such information which may become apparent.
- Investors and prospective investors in the Securities of the Company are required to make their own independent investigation and appraisal of the business and financial condition of the Company and the nature of the Securities. Any decision to purchase Securities in the context of the proposed Offering, if any, should be made solely on the basis of information contained in an offering circular or prospectus published in relation to such Offering. No reliance may be placed for any purpose whatsoever on the information contained in this presentation, or any other material discussed verbally, or on its completeness, accuracy or fairness. This presentation does not constitute a recommendation regarding the Securities of the Company.



- Any offer of Securities to the public that may be deemed to be made pursuant to this document in any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "Prospectus Directive") is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive.
- This document is an advertisement for the purposes of the applicable measures implementing the Prospectus Directive. A prospectus prepared pursuant to the Prospective Directive has been published and a supplemental prospectus is intended to be published, which, if published, can be obtained in accordance with the applicable rules.
- This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, failing within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Any investment activity to which this communication may relate is only available to, and any invitation, offer, or agreement to engage in such investment activity will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.
- The information in this presentation is given in confidence and the recipients of this presentation should not engage in any behaviour in relation to qualifying investments or related investments (as defined in the Financial Services and Markets Act 2000 (FSMA) and the Code of Market Conduct made pursuant to FSMA) which would or might amount to market abuse for the purposes of FSMA.
- Neither this presentation nor any copy of it may be taken or transmitted into, or distributed, directly or indirectly in, the United States of America, its territories or possessions. This presentation is not a public offer of securities for sale in the United States. The Securities proposed in the Offering have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The Company does not intend to register any portion of the proposed Offering under the applicable securities laws of the United States, or conduct a public offering of any Securities in the United States. Subject to certain exceptions, the Securities may not be offered or sold within or to any national, resident or citizen of any other country where it is unlawful to do so. Any failure to comply with these restrictions may constitute a violation of U.S., or other countries' securities laws, as applicable. The distribution of this document in other jurisdictions may also be restricted by law, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.
- The Managers are acting for the Company in connection with the proposed Offering and for no one else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Managers, nor for providing advice in relation to the proposed Offering or any other matter referred to herein. Any prospective purchaser of the Securities in the Company is recommended to seek its own independent financial advice. The Managers have not authorized the contents of, or any part of, this document.

