

## IMPORTANT NOTICE

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THIS DOCUMENT MAY ONLY BE DISTRIBUTED IN “**OFFSHORE TRANSACTIONS**” TO PERSONS OTHER THAN U.S. PERSONS AS DEFINED IN, AND AS PERMITTED BY, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933 (THE “**SECURITIES ACT**”). ANY FORWARDING, REDISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

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**MiFID II product governance / target market** – The Final Terms in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**PRIPs / IMPORTANT – EEA RETAIL INVESTORS** – If the Final Terms in respect of any Notes includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended, to be offered, sold or otherwise made available to and, and should not be offered, sold or otherwise made available to, any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

**Restriction:** Nothing in this electronic transmission constitutes an offer of securities for sale to persons other than the specified Qualified Investors described above and to whom it is directed, and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

Neither the Dealers nor any of their respective affiliates accepts any responsibility whatsoever for the contents of this document or for any statement made or purported to be made by any of them, or on any of their behalf, in connection with the Issuer or any offer of the securities described in the document. The Dealers and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract, or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty, express or implied, is made by any of the Dealers or their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this document.

The Dealers are acting exclusively for QNB and the Issuer and no one else in connection with any offer of the securities described in the document. They will not regard any other person (whether or not a recipient of this document) as its client in relation to any offer of the securities described in the document and will not be responsible to anyone other than QNB and the Issuer for providing the protections afforded to its clients nor for giving advice in relation to any offer of the securities described in the document or any transaction or arrangement referred to herein.

**You are responsible for protecting against viruses and other destructive items.** Your receipt of the electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.



# QNB Finance Ltd

*(an exempted company incorporated in the Cayman Islands with limited liability)*

**U.S.\$17,500,000,000**

## Medium Term Note Programme

guaranteed by

# Qatar National Bank (Q.P.S.C.)

*(incorporated as a Qatari public shareholding company in Qatar)*

Under the Medium Term Note Programme described in this Prospectus (the “**Programme**”), QNB Finance Ltd (the “**Issuer**”), subject to compliance with all relevant laws, regulations and directives, may from time to time issue Medium Term Notes (the “**Notes**”) guaranteed (the “**Guarantee**”) by Qatar National Bank (Q.P.S.C.) (the “**Guarantor**” or “**QNB**” and, together with its subsidiaries and associates, the “**QNB Group**”). Notes to be issued under the Programme may comprise senior Notes (the “**Senior Notes**”) and subordinated Notes (the “**Subordinated Notes**”). The aggregate nominal amount of Notes outstanding will not at any time exceed U.S.\$17,500,000,000 (or the equivalent in other currencies).

This Prospectus has been approved by the United Kingdom Financial Conduct Authority (“**FCA**”) under Part VI of the Financial Services and Markets Act 2000 (“**FSMA**”) (the “**UK Listing Authority**”) as a base prospectus issued in compliance with the Prospectus Directive (as defined herein) and relevant implementing measures in the United Kingdom for the purposes of giving information with regard to the issue of the Notes described in this Prospectus for the period of 12 months from the date of this Prospectus. Application has been made for such Notes (other than PD Exempt Instruments (as defined below)) to be admitted to the official list (the “**Official List**”) of the UK Listing Authority and to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Notes to be admitted to trading on the London Stock Exchange’s Regulated Market (the “**Market**”). References in this Prospectus to Notes (other than PD Exempt Instruments) being “**listed**” (and all related references) shall mean that such Notes have been admitted to the Official List and have been admitted to trading on the Market. The Market is a regulated market for the purposes of the Directive 2014/65/EU (“**MiFID II**”) of the European Parliament and of the Council on markets in financial instruments (a “**Regulated Market**”). The relevant Final Terms in respect of the issue of any Notes (other than PD Exempt Instruments) will specify whether or not such Notes will be listed on the Official List and admitted to trading on the Market (or any other stock exchange). If any Notes (other than PD Exempt Instruments) are to be admitted to trading on any other stock exchange, such admission will be in addition (rather than as an alternative) to their admission to trading on the Market. In the case of PD Exempt Instruments, the relevant Notes will not be listed and/or admitted to trading on the Market or any other Regulated Market, and the relevant pricing supplement document (the “**Pricing Supplement**”) will state whether or not the relevant Notes will be listed and/or admitted to trading on an unregulated market. Accordingly, in the case of PD Exempt Instruments, each reference in this Prospectus to the relevant Final Terms shall be read and construed as a reference to the relevant Pricing Supplement, unless the context requires otherwise.

**References in this Prospectus to “PD Exempt Instruments” are to instruments for which no prospectus is required to be published under the Prospectus Directive (as defined herein). For the purposes of any PD Exempt Instruments issued pursuant to this Programme, this document does not constitute a base prospectus within the meaning of Article 2.1 of the Prospectus Directive and will constitute listing particulars. Information contained in this Prospectus regarding PD Exempt Instruments and any Pricing Supplement relating thereto shall not be deemed to form part of this Prospectus, and the UK Listing Authority has neither approved nor reviewed information contained in this Prospectus in connection with the offering and sale of PD Exempt Instruments or in the related Pricing Supplement to which the PD Exempt Instruments are subject.**

Each Series (as defined in “*Overview of the Programme—Method of Issue*”) of Notes in bearer form will be represented on issue by a temporary global note in bearer form (each a “**temporary Global Note**”) or a permanent global note in bearer form (each a “**permanent Global Note**”). Notes in registered form will be represented by registered certificates (each a “**Certificate**”), one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Global Notes and Certificates may be deposited on the issue date with a common depositary on behalf of Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream, Luxembourg**”) (the “**Common Depositary**”). The provisions governing the exchange of interests in Global Notes for other Global Notes and definitive Notes are described in “*Summary of Provisions Relating to the Notes while in Global Form*”.

The credit ratings included or referred to in this Prospectus will be treated for the purposes of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the “**CRA Regulation**”) as having been issued by Moody’s Investors Service Cyprus Limited (“**Moody’s**”), Fitch Ratings Limited (“**Fitch**”) and Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”). Each of Moody’s, Fitch and S&P is established in the European Union and is registered under the CRA Regulation. As such, each of Moody’s, Fitch and S&P is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

The Programme has been rated by Moody’s, Fitch and S&P, subject to the Final Terms in respect of each issuance of Notes hereunder. Moody’s has assigned Senior Notes and Subordinated Notes issued under the Programme the rating of (P)Aa3 and (P)A2, respectively. Fitch has assigned Notes of a long-term senior unsecured nature the rating of A+ and Notes of a short-term senior unsecured nature the rating of F1 under the Programme. S&P has assigned the rating of A to senior unsecured Notes with a maturity of one year or more and A-1 for senior unsecured Notes with a maturity of less than one year.

Whether or not a rating has been given in relation to any Tranche (as defined in “*Overview of the Programme—Method of Issue*”) of Notes will be disclosed in the relevant Final Terms. Tranches of Notes to be issued under the Programme will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the rating assigned to the Notes already issued.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Prospective investors should have regard to the factors described under the section headed “*Risk Factors*” in this Prospectus.

The Notes to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Notes offered should conduct their own due diligence on the Notes. If you do not understand the contents of this Prospectus, you should consult an authorised financial adviser.

*Arrangers*

**Barclays**

**QNB Capital LLC**

**Standard Chartered Bank**

*Dealers*

**ANZ  
Crédit Agricole CIB  
J.P. Morgan  
Morgan Stanley  
SMBC Nikko Capital Markets  
Limited**

**Barclays  
HSBC  
BofA Merrill Lynch  
MUFG  
Société Générale  
Corporate & Investment Banking**

**Citigroup  
ING  
Mizuho Securities  
QNB Capital LLC  
Standard Chartered Bank**

The date of this Prospectus is 6 September 2018

## TABLE OF CONTENTS

	Page
IMPORTANT NOTICES .....	i
PRESENTATION OF FINANCIAL AND OTHER INFORMATION .....	v
PRESENTATION OF CERTAIN RESERVES INFORMATION .....	vi
PRESENTATION OF HYDROCARBON DATA .....	vi
PRESENTATION OF CERTAIN OTHER DATA RELATED TO QATAR.....	vii
OVERVIEW OF THE PROGRAMME .....	1
DOCUMENTS INCORPORATED BY REFERENCE.....	6
SUPPLEMENTARY PROSPECTUS .....	7
RISK FACTORS .....	8
FORM OF FINAL TERMS.....	34
FORM OF PRICING SUPPLEMENT .....	42
TERMS AND CONDITIONS OF THE NOTES .....	51
SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM.....	87
USE OF PROCEEDS .....	92
SELECTED FINANCIAL INFORMATION OF QNB.....	93
BUSINESS DESCRIPTION OF THE ISSUER.....	100
BUSINESS DESCRIPTION OF THE QNB GROUP .....	103
RISK MANAGEMENT AND COMPLIANCE .....	130
MANAGEMENT .....	154
OVERVIEW OF QATAR.....	165
BANKING INDUSTRY AND REGULATION IN QATAR.....	178
TAXATION.....	189
SUBSCRIPTION AND SALE .....	191
GENERAL INFORMATION.....	197

## IMPORTANT NOTICES

This Prospectus comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and for the purpose of giving information with regard to the Issuer, the Guarantor, the Guarantor and its subsidiaries and associates taken as a whole (the “**QNB Group**”) and the Notes which, according to the particular nature of the Issuer, the Guarantor and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the Guarantor.

The Issuer and the Guarantor each accepts responsibility for the information contained in this Prospectus. To the best of the knowledge of the Issuer and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Prospectus must be read and construed together with any supplements hereto and with any information incorporated by reference herein (see “*Documents Incorporated by Reference*”) and, in relation to any Tranche of Notes which is the subject of Final Terms, must be read and construed together with the relevant Final Terms.

Certain information under the headings “*Risk Factors*”, “*Overview of Qatar*”, “*Banking Industry and Regulation in Qatar*” and “*Business Description of the QNB Group*” has been extracted from industry sources and information provided by third-party sources that the Guarantor believes to be reliable (including Moody’s and S&P) and, in each case, the relevant source of such information is specified where it appears under those headings. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the relevant sources referred to, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No person has been authorised to give any information or to make any representation other than those contained in this Prospectus in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor or any of the Dealers or the Arrangers (as defined in “*Overview of the Programme*”). Neither the delivery of this Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Guarantor since the date hereof or the date upon which this Prospectus has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer or the Guarantor since the date hereof or the date upon which this Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

In the case of any Notes which are to be admitted to trading on a regulated market within the European Economic Area (the “**EEA**”) or offered to the public in a Member State of the EEA in circumstances which require the publication of a prospectus under the Prospectus Directive, the minimum specified denomination shall be €100,000 (or its equivalent in any other currency as at the date of issue of the Notes).

**MiFID II product governance / target market** – The Final Terms in respect of any Notes (or Pricing Supplement, in the case of PD Exempt Instruments) may include a legend entitled “MiFID II product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

The distribution of this Prospectus and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer, the Guarantor, the Dealers and the Arrangers to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Prospectus, see “*Subscription and Sale*”.

This Prospectus does not constitute an offer of, or an invitation by or on behalf of, the Issuer, the Guarantor or the Dealers to subscribe for, or purchase, any Notes.

To the fullest extent permitted by law, none of the Dealers or the Arrangers accept any responsibility for the contents of this Prospectus or for any other statement made or purported to be made by an Arranger or a Dealer or on its behalf in connection with the Issuer, the Guarantor or the issue and offering of the Notes. Each Arranger and Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Prospectus or any such statement. No representation or warranty is made or implied by the Arrangers or the Dealers or any of their respective affiliates, and neither the Arrangers, the Dealers nor any of their respective affiliates makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Prospectus or any responsibility for any acts or omissions of the Issuer, the Guarantor or any other person in connection with this Prospectus or the issue and offering of any Notes under the Programme. Neither this Prospectus nor any financial statements of the Issuer or the Guarantor are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Guarantor, the Arrangers or the Dealers that any recipient of this Prospectus or any financial statements of the Issuer or the Guarantor should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Prospectus and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers or the Arrangers undertakes to review the financial condition or affairs of the Issuer or the Guarantor during the life of the arrangements contemplated by this Prospectus nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arrangers.

In making an investment decision, investors must rely on their own independent examination of the Issuer and the Guarantor and the terms of the Notes being offered, including the merits and risks involved. None of the Arrangers, the Dealers or any of their respective affiliates, the Issuer or the Guarantor makes any representation to any investor regarding the legality of its investment under any applicable laws. Any investor should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

The Notes may not be a suitable investment for all investors. Accordingly, each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference in this Prospectus or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor’s currency;
- understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and

- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (1) the Notes are legal investments for it; (2) the Notes can be used as collateral for various types of borrowing; and (3) other restrictions apply to its purchase or pledge of Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

### **PROHIBITION ON SALES TO EEA RETAIL INVESTORS**

**IF THE FINAL TERMS (OR PRICING SUPPLEMENT, AS THE CASE MAY BE) IN RESPECT OF ANY NOTES INCLUDES A LEGEND ENTITLED "PROHIBITION OF SALES TO EEA RETAIL INVESTORS", THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO, AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO, ANY RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF MIFID II; (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC ("IMD"), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS DIRECTIVE. CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.**

### **BENCHMARKS REGULATION**

Interest and/or other amounts payable under the Notes may be calculated by reference to certain reference rates. Any such reference rate may constitute a benchmark for the purposes of Regulation (EU) 2016/2011 (the "Benchmarks Regulation"). If any such reference rate does constitute such a benchmark, the Final Terms or Pricing Supplement will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmarks Regulation. Transitional provisions in the Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the Final Terms or Pricing Supplement. The registration status of any administrator under the Benchmarks Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the relevant Final Terms or Pricing Supplement to reflect any change in the registration status of the administrator.

### **STABILISATION**

In connection with the issue of any Tranche of Notes, a Dealer or Dealers (if any) appointed as the stabilising manager(s) (the "Stabilising Manager(s)") (or person(s) acting on behalf of any Stabilising Manager(s)) in the applicable Final Terms or Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilising action may

begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilising action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

#### **NOTICE TO RESIDENTS OF QATAR**

The Notes have not been and will not be offered, sold or delivered at any time, directly or indirectly, in the State of Qatar (“Qatar”) (including the Qatar Financial Centre), in a manner that would constitute a public offering. This Prospectus has not been and will not be reviewed or approved by or registered with the Qatar Central Bank (the “QCB”), the Qatar Financial Markets Authority (the “QFMA”), the Qatar Financial Centre Regulatory Authority (the “QFCRA”) or the Qatar Stock Exchange (the “QSE”) in accordance with their regulations or any other regulations in Qatar (including the Qatar Financial Centre). The Notes are not and will not be traded on the QSE. The Notes and interests therein will not be offered to investors domiciled or resident in Qatar and do not constitute an issue of bonds by a Qatari company under the Qatar Commercial Companies Law No. (11) of 2015 or otherwise under the laws of Qatar.

#### **NOTICE TO RESIDENTS OF THE KINGDOM OF BAHRAIN**

In relation to investors in the Kingdom of Bahrain (“Bahrain”), Notes issued in connection with this Prospectus and related offering documents may only be offered in registered form to existing accountholders and accredited investors as defined by the Central Bank of Bahrain (the “CBB”) in Bahrain where such investors make a minimum investment of at least U.S.\$100,000 or any equivalent amount in another currency or such other amount as the CBB may determine.

This Prospectus does not constitute an offer of securities in Bahrain pursuant to the terms of Article (81) of the Central Bank and Financial Institutions Law 2006 (decree Law No. 64 of 2006). This Prospectus and related offering documents have not been and will not be registered as a prospectus with the CBB. Accordingly, no Notes may be offered, sold or made the subject of an invitation for subscription or purchase, nor will this Prospectus or any other related document or material be used in connection with any offer, sale or invitation to subscribe or purchase Notes, whether directly or indirectly, to persons in Bahrain, other than to accredited investors for an offer outside Bahrain.

The CBB has not reviewed, approved or registered this Prospectus or related offering documents and it has not in any way considered the merits of the Notes to be offered for investment, whether in or outside Bahrain. Therefore, the CBB assumes no responsibility for the accuracy and completeness of the statements and information contained in this Prospectus and expressly disclaims any liability whatsoever for any loss howsoever arising from reliance upon the whole or any part of the content of this Prospectus. No offer of Notes will be made to the public in Bahrain, and this Prospectus must be read by the addressee only and must not be issued, passed to, or made available to the public generally.

#### **NOTICE TO RESIDENTS OF THE KINGDOM OF SAUDI ARABIA**

This Prospectus may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority of the Kingdom of Saudi Arabia (the “Capital Market Authority”). The Capital Market Authority does not make any representations as to the accuracy or completeness of this Prospectus, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Prospectus. Prospective purchasers of Notes issued under the Programme should conduct their own due diligence on the accuracy of the information relating to the Notes. If a prospective purchaser does not understand the contents of this Prospectus, he or she should consult an authorised financial adviser.

## NOTICE TO CAYMAN ISLANDS RESIDENTS

No invitation, whether directly or indirectly, may be made to any member of the public of the Cayman Islands to subscribe for the Notes, and this Prospectus shall not be construed as an invitation to any member of the public of the Cayman Islands to subscribe for the Notes.

## NOTICE TO RESIDENTS OF JAPAN

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “Financial Instruments and Exchange Act”). The Notes will not be, directly or indirectly, offered or sold in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

## NOTICE TO RESIDENTS OF SINGAPORE

**Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

QNB prepared its audited consolidated financial statements as at and for the years ended 31 December 2017 and 2016 (the “**2017 Financial Statements**” and the “**2016 Financial Statements**”, respectively) in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and applicable QCB regulations. QNB prepared its unaudited interim condensed consolidated financial statements as at and for the six-month period ended 30 June 2018 (the “**2018 Interim Financial Statements**”) in accordance with International Accounting Standard No. 34, “Interim Financial Reporting” and applicable QCB regulations.

The Issuer prepared its audited financial statements as at and for the years ended 31 December 2017 and 2016 in accordance with IFRS as issued by the IASB. The Issuer prepared its unaudited interim condensed financial statements as at and for the six-month period ended 30 June 2018 in accordance with International Accounting Standard No. 34, “Interim Financial Reporting”.

The financial information of QNB as at and for the financial year ended 31 December 2017 included in this Prospectus has been derived from the 2017 Financial Statements (including the related notes thereto), the financial information of QNB as at and for the financial year ended 31 December 2016 included in this Prospectus has been derived from the 2016 Financial Statements (including the related notes thereto) and (only in respect of the financial information relating to capital adequacy disclosed on pages 146 and 147 of this Prospectus) the comparative information as at and for the financial year ended 31 December 2016 contained in the 2017 Financial Statements (including the related notes thereto), and the financial information of QNB as at and for the financial year ended 31 December 2015 included in this Prospectus has been derived from the comparative information as at and for the financial year ended 31 December 2015 contained in the 2016 Financial Statements (including the related notes thereto). The financial information as at and for the six-month periods ended 30 June 2018 and 2017, respectively, included in this Prospectus has been derived from the 2018 Interim Financial Statements (including the comparative information as at and for the six-month period ended 30 June 2017 contained therein and including the related notes thereto).

In this Prospectus, unless otherwise specified or the context otherwise requires, all references to “**Hong Kong**” are to the Hong Kong Special Administrative Region of the People’s Republic of China, all references to the “**PRC**” and “**China**” are to the People’s Republic of China, excluding Taiwan, Hong Kong and Macau,

all references to “QR”, “Qatari riyals” and “riyals” are to the lawful currency for the time being of Qatar, all references to “dollars”, “U.S. dollars”, “\$”, “USD” and “U.S.\$” are to the lawful currency for the time being of the United States of America, all references to “EUR”, “euro” or “€” are to the single currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the functioning of the European Community, as amended from time to time, all references to “JPY” are to the lawful currency for the time being of Japan, all references to “HKD” are to the lawful currency for the time being of Hong Kong, all references to “CHF” are to the lawful currency for the time being of Switzerland, all references to “CNY”, “RMB” and “Renminbi” are to the lawful currency for the time being of the People’s Republic of China and all references to “AUD” and “Australian dollar” are to the lawful currency for the time being of Australia. Translations of amounts from riyals to U.S. dollars in this Prospectus are solely for the convenience of the reader. The riyal currently is, and since the mid-1980s has been, pegged to the U.S. dollar at a fixed exchange rate of 3.64 riyals per U.S. dollar and, accordingly, translations of amounts from riyals to U.S. dollars have been made at this exchange rate for all periods presented in this Prospectus.

Certain figures and percentages included in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

References to a “billion” are to a thousand million.

### PRESENTATION OF CERTAIN RESERVES INFORMATION

The “proven” reserves classification contained in this Prospectus is similar to, but does not directly correspond with, the definition of “proved” reserves used by the Society of Petroleum Engineers. Proven reserves are defined in this Prospectus as reserves that are equal to proven ultimate recovery minus cumulative production. Proven ultimate recovery includes:

- (i) the ultimate recovery that is assigned to areas defined by wells that have been drilled and the ultimate recovery that can be obtained from locations falling within areas defined by geological and engineering information, provided that there is no reasonable doubt as to their productivity;
- (ii) the ultimate recovery to be obtained from reservoirs which have proved to be productive by production tests, but which are not yet developed to the stage of production; and
- (iii) the ultimate recovery to be obtained from successful application of supplementary recovery methods, based on experience gained from pilot tests or actual practices in similar reservoir conditions.

Certain reserves information presented in this Prospectus is based on BP’s annual “Statistical Review of World Energy”. This report has not been reviewed by an independent consultant for the purposes of this offering.

### PRESENTATION OF HYDROCARBON DATA

Barrel measurements for volumes sold will vary from volumes produced and will differ between the oil produced onshore, which is lighter and sweeter, and the oil produced offshore, which is heavier and more sour.

For information on dry gas, normal cubic metres have been converted to standard cubic feet, with one actual cubic metre equivalent to 37.32584 standard cubic feet. This is not a straight volumetric conversion, as normal cubic metres are measured at one bar and zero degrees Celsius, while standard cubic feet are measured at one bar and 60 degrees Fahrenheit.

Propane has been converted based on 12.40 barrels per tonne and normal butane has been converted based on 10.94 barrels per tonne.

All converted data in this Prospectus with respect to butane, propane and dry gas are estimates only and actual volumes may differ.

Proven and expected reserves of natural gas have been converted to BOE in this Prospectus using the methodology in BP's "Statistical Review of World Energy", which converts gas to BOE on a calorific basis according to a conversion factor of 1 bcf of gas to 0.19 million BOE.

The information provided in this Prospectus on production capacity includes an allowance for plant reliability and as a result does not represent peak throughput capacity for the relevant plant or equipment. Production capacity data is consistent with expected typical average production rates. Volumes presented for production capacity following completion of certain projects are forward-looking projections based upon engineering estimates and actual performance may vary.

References in this Prospectus to "**tonnes**" are to metric tonnes. One tonne in this Prospectus equals 1,000 kilograms. References in this Prospectus to "**bcf**" are to billion standard cubic feet and references to "**tcf**" are to trillion standard cubic feet. References in this Prospectus to "**BOE**" are to barrels of oil equivalent.

## PRESENTATION OF CERTAIN OTHER DATA RELATED TO QATAR

Unless otherwise stated, all annual information contained in this Prospectus has been prepared on the basis of calendar years. Certain figures included in this Prospectus have been rounded and, as a result, the totals of the figures presented may vary slightly from the actual arithmetic totals of such figures.

Statistical data and other information presented herein related to Qatar, in particular information presented under "*Overview of Qatar*", "*Banking Industry and Regulation in Qatar*" and "*Business Description of the QNB Group*", is based on information made available by governmental agencies and entities of Qatar, including the Ministry of Finance, Qatar Petroleum ("**QP**"), QCB and the Ministry of Development Planning and Statistics (the "**MDPS**"). In addition, all references in this document to "**Qatar**" or the "**State**" are to the State of Qatar. References to the "**Government**" are to the Government of the State of Qatar.

All of the data relating to Qatar appearing in this Prospectus under "*Overview of Qatar*" and the market, industry and competitive position appearing in this Prospectus under "*Banking Industry and Regulation in Qatar*" has been obtained from: (i) the 2013, 2014, 2015, 2016 and 2017 Annual Reports issued by the QCB; Statistical Bulletins issued by the QCB; the "Annual Energy Review" published by the U.S. Energy Information Administration (the "**USEIA**"); BP's annual "Statistical Review of World Energy"; the CIA Factbook; and reports issued by the MDPS; (ii) third-party industry expert reports; (iii) Qatari press reports and publications, edicts and resolutions of Qatar; and (iv) published financial statements of certain commercial banks in Qatar. In the case of the presented statistical information, similar statistics may be obtainable from other sources, although the underlying assumptions and methodology, and consequently the resulting data, may vary from source to source. The Issuer and QNB have relied on the accuracy of such aforementioned information without carrying out an independent verification thereof and cannot guarantee their accuracy. The Issuer and QNB confirm that such information has been accurately reproduced, and, as far as the Issuer and QNB are aware and able to ascertain from information published by such sources, no facts have been omitted from the information in this Prospectus that would render it inaccurate or misleading. See "*Presentation of Financial and Other Information*", "*Presentation of Certain Reserves Information*", and "*Presentation of Hydrocarbon Data*".

Prospective investors in the Notes should review the description of the economy of Qatar set forth in this Prospectus in light of the following observations. Statistics contained in this Prospectus, including those in relation to nominal gross domestic product ("**GDP**"), have been obtained from, among others, the Ministry of Finance, the QCB and the MDPS. Such statistics, and the component data on which they are based, may be unreliable and may not have been compiled in the same manner as data provided by similar sources in Western Europe and the United States. Similar statistics may be obtainable from other sources, although the underlying assumptions, methodology and consequently the resulting data may vary from source to source. There may also be material variances between preliminary or estimated data set forth in this Prospectus and actual results, and between the data set forth in this Prospectus and corresponding data previously published by or on behalf of Qatar. In addition, due to deficiencies in the currency of certain data, some information for recent years is not available as at the date of this Prospectus. Consequently, the statistical data contained in this Prospectus should be treated with caution by prospective investors.

## OVERVIEW OF THE PROGRAMME

The following overview does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Prospectus and, in relation to the terms and conditions of any particular Tranche, the applicable Final Terms. The Issuer, the Guarantor and any relevant Dealer(s) may agree that Notes shall be issued in a form other than that contemplated in the terms and conditions of the Notes (the “**Conditions**”), in which event, in the case of listed Notes only, if appropriate, a supplemental prospectus will be published.

<b>Issuer</b> .....	QNB Finance Ltd
<b>Guarantor</b> .....	Qatar National Bank (Q.P.S.C.)
<b>Description</b> .....	Guaranteed Medium Term Note Programme.
<b>Size</b> .....	Up to U.S.\$17,500,000,000 (or the equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time.
<b>Arrangers</b> .....	Barclays Bank PLC, QNB Capital LLC and Standard Chartered Bank.
<b>Dealers</b> .....	Australia and New Zealand Banking Group Limited, Barclays Bank PLC, Citigroup Global Markets Limited, Crédit Agricole Corporate and Investment Bank, HSBC Bank plc, ING Bank N.V., J.P. Morgan Securities plc, Merrill Lynch International, Mizuho International plc, Morgan Stanley & Co International plc, MUFG Securities EMEA plc, QNB Capital LLC, SMBC Nikko Capital Markets Limited, Société Générale and Standard Chartered Bank.

The Issuer may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers either in respect of one or more Tranches or in respect of the whole Programme. References in this Prospectus to “**Permanent Dealers**” are to the persons listed above as Dealers and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to “**Dealers**” are to all Permanent Dealers and all persons appointed as a dealer in respect of one or more Tranches.

### **Fiscal and Principal**

<b>Paying Agent</b> .....	The Bank of New York Mellon, acting through its London Branch.
<b>Method of Issue</b> .....	The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “ <b>Series</b> ”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “ <b>Tranche</b> ”) issued on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the final terms (the “ <b>Final Terms</b> ”).
<b>Issue Price</b> .....	Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. The price and amount of Notes to be issued will be determined by the Issuer, QNB and the relevant Dealer(s).
<b>Form of Notes</b> .....	The Notes may be issued in bearer form (“ <b>Bearer Notes</b> ”) or in registered form (“ <b>Registered Notes</b> ”) only. Each Tranche of Bearer Notes will be represented on issue by a temporary Global Note if (i) definitive Notes are to be made available to Noteholders following the expiry of 40 days after their issue date or (ii) such Notes have an initial maturity of more than one year and

are being issued in compliance with the D Rules (as defined in “*Selling Restrictions*” below); otherwise such Tranche will be represented by a permanent Global Note. Registered Notes will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates representing Registered Notes that are registered in the name of a nominee for one or more clearing systems are referred to as “**Global Certificates**”.

**Clearing Systems**..... Clearstream, Luxembourg, Euroclear and, in relation to any Tranche, such other clearing system as may be agreed between the Issuer, the Fiscal and Principal Paying Agent and the relevant Dealer.

**Initial Delivery of Notes** .... On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream, Luxembourg. Global Notes or Certificates may also be deposited with any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Fiscal and Principal Paying Agent and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of nominees or a common nominee for such clearing systems.

**Currencies** ..... Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer, the Guarantor and the relevant Dealers.

**Maturities** ..... Subject to compliance with all relevant laws, regulations and directives, any maturity as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s). Unless otherwise permitted by then-current laws, regulations and directives, Subordinated Notes will have a maturity of not less than five years.

**Specified Denomination** .... Definitive Notes will be in such denominations as may be specified in the relevant Final Terms save that: (i) in the case of any Notes which are to be admitted to trading on a regulated market within the EEA or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive, the minimum specified denomination shall be €100,000 (or its equivalent in any other currency as at the date of issue of the Notes); and (ii) unless otherwise permitted by then-current laws and regulations, Notes (including Notes denominated in sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise would constitute a contravention of section 19 of the FSMA will have a minimum denomination of £100,000 (or its equivalent in other currencies).

**Fixed Rate Notes** ..... Fixed interest will be payable in arrear on the date or dates in each year specified in the relevant Final Terms.

**Floating Rate Notes** ..... Floating Rate Notes (as defined in “*Terms and Conditions of the Notes*”) will bear interest determined separately for each Series as follows:

- (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc.; or
- (ii) by reference to the relevant Reference Rate, subject to adjustment according to Condition 5 (*Interest and other Calculations*).

Interest periods will be specified in the relevant Final Terms.

**Zero Coupon Notes** ..... Zero Coupon Notes (as defined in “*Terms and Conditions of the Notes*”) may be issued at their nominal amount or at a discount to it and will not bear interest.

**Interest Periods and**

**Interest Rates** ..... The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Notes may have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Final Terms.

**Redemption** ..... The relevant Final Terms will specify the basis for calculating the redemption amounts payable. Unless permitted by then-current laws and regulations, Notes (including Notes denominated in sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA must have a minimum redemption amount of £100,000 (or its equivalent in other currencies).

**Optional Redemption** ..... The Final Terms issued in respect of each issue of Notes will state whether such Notes may be redeemed prior to their stated maturity at the option of the Issuer (either in whole or in part) and/or the holders and, if so, the terms applicable to such redemption.

**Guarantee** ..... Payment obligations of the Issuer under the Senior Notes will be unconditionally and irrevocably guaranteed by the Guarantor.

**Subordinated Guarantee**.... Payment obligations of the Issuer under the Subordinated Notes will (subject as provided in the Subordinated Guarantee) be unconditionally and irrevocably guaranteed by the Guarantor on a subordinated basis.

**Status of the Senior Notes**

**and Guarantee** ..... The Senior Notes and Guarantee will constitute direct, unconditional and (subject to the provisions of Condition 4 (*Negative Pledge*)) unsecured obligations of the Issuer and the Guarantor, respectively, and will rank *pari passu* among themselves and (save for such exceptions as may be provided by applicable legislation and subject to Condition 4 (*Negative Pledge*)) at least equally with all other unsecured and unsubordinated obligations of the Issuer and the Guarantor, respectively, from time to time outstanding.

**Status of the**

**Subordinated Notes** ..... The Subordinated Notes are direct, conditional and unsecured obligations of the Issuer and rank *pari passu* and without any preference among themselves. Payments in respect of the Subordinated Notes will be subordinated as described in Condition 3(d) (*Status of the Subordinated Notes*).

**Negative Pledge** ..... The Senior Notes will have the benefit of a negative pledge as described in Condition 4 (*Negative Pledge*).

**Cross-Default** ..... The Senior Notes will have the benefit of a cross-default provision as described in Condition 10 (*Events of Default*).

**Ratings** ..... The Programme has been rated by Moody’s, Fitch and S&P, subject to the Final Terms in each case. Moody’s has assigned Senior Notes and Subordinated Notes issued under the Programme the rating of (P)Aa3 and (P)A2, respectively. Fitch has assigned Notes of a long-term senior unsecured nature the rating of A+ and Notes of a short-term senior unsecured nature the

rating of F1 under the Programme. S&P has assigned the rating of A to senior unsecured Notes with a maturity of one year or more and A-1 for senior unsecured Notes with a maturity of less than one year. Tranches of Notes will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will be specified in the relevant Final Terms.

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

**Early Redemption** ..... Except as provided in “*Optional Redemption*” above, Notes will be redeemable at the option of the Issuer prior to maturity only for tax reasons. See Condition 6 (*Redemption, Purchase and Options*).

**Withholding Tax** ..... All payments of principal and interest in respect of the Notes will be made free and clear of withholding taxes of the Cayman Islands or Qatar, unless the withholding is required by law. In such event, the Issuer or the Guarantor shall (subject to the exceptions in Condition 8 (*Taxation*)) pay such additional amounts as shall result in receipt by the Noteholder of such amounts as would have been received by it had no such withholding been required, all as described in Condition 8 (*Taxation*).

**Governing Law** ..... English law (save for the provisions of Conditions 3(c) and 3(d) relating to subordination and waiver of set-off of the Subordinated Notes, which are governed by Qatari law).

**Listing and Admission to Trading** ..... Application has been made to list Notes (other than PD Exempt Instruments) issued under the Programme on the Official List and to admit them to trading on the Market. In the case of PD Exempt Instruments, the relevant Notes will not be listed and/or admitted to trading on the Market or any other Regulated Market, and the applicable Pricing Supplement will state whether or not the relevant Notes will be listed and/or admitted to trading on an unregulated market.

Information contained in this Prospectus regarding PD Exempt Instruments shall not be deemed to form part of this Prospectus, and the UK Listing Authority has neither approved nor reviewed information contained in this Prospectus in connection with PD Exempt Instruments.

**Immunity** ..... To the extent that the Issuer or the Guarantor, respectively, may claim for itself or its assets or revenues immunity from jurisdiction, enforcement, prejudgment proceedings, injunctions and all other legal proceedings and relief and to the extent that such immunity (whether or not claimed) may be attributed to it or its assets or revenues, the Issuer and the Guarantor will agree in the Notes not to claim and will irrevocably and unconditionally waive such immunity in relation to any legal proceedings or disputes. Further, the Issuer and the Guarantor, respectively, will irrevocably and unconditionally consent to the giving of any relief or the issue of any legal proceedings, including, without limitation, jurisdiction, enforcement, prejudgment, proceedings and injunctions in connection with any legal proceedings or disputes.

**Selling Restrictions** ..... The United States, the EEA (including a prohibition of sales to EEA retail investors), the United Kingdom, the Cayman Islands, Qatar, the Dubai International Financial Centre (“**DIFC**”), the United Arab Emirates (the “**UAE**”) (excluding the DIFC), the Kingdom of Bahrain, the Kingdom of Saudi Arabia, Japan, Singapore, Hong Kong and the PRC. See “*Subscription and Sale*”.

The Issuer is Category 2 for the purposes of Regulation S under the Securities Act.

The Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”)) (the “**D Rules**”) unless (i) the relevant Final Terms states that Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (the “**C Rules**”) or (ii) the Notes are issued other than in compliance with the D Rules or the C Rules but in circumstances in which the Notes will not constitute “registration required obligations” under the United States Tax Equity and Fiscal Responsibility Act of 1982 (“**TEFRA**”), which circumstances will be referred to in the relevant Final Terms as a transaction to which TEFRA is not applicable.

## DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus should be read and construed in conjunction with:

- the 2016 Financial Statements, the 2017 Financial Statements and the 2018 Interim Financial Statements, in each case, of the Guarantor; and
- the audited financial statements of the Issuer as at and for the years ended 31 December 2016 and 2017 and the unaudited interim condensed financial statements of the Issuer as at and for the six-month period ended 30 June 2018,

which have been previously published and which have been filed with the Financial Conduct Authority. This Prospectus should also be read and construed in conjunction with the Terms and Conditions set out on pages 30 to 66 of the prospectus dated 5 November 2012 relating to the Programme, the Terms and Conditions set out on pages 44 to 75 of the prospectus dated 18 November 2013 relating to the Programme, the Terms and Conditions set out on pages 48 to 80 of the prospectus dated 17 November 2014 relating to the Programme, the Terms and Conditions set out on pages 48 to 80 of the prospectus dated 3 November 2015 relating to the Programme, the Terms and Conditions set out on pages 45 to 76 of the prospectus dated 7 November 2016 relating to the Programme and the Terms and Conditions set out on pages 49 to 80 of the prospectus dated 2 November 2017 relating to the Programme. Such documents shall be incorporated in, and form part of, this Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

Those parts of the documents incorporated by reference in this Prospectus which are not specifically incorporated by reference in this Prospectus are either not relevant for prospective investors in the Notes or the relevant information is included elsewhere in this Prospectus. Any documents themselves incorporated by reference in the documents incorporated by reference in this Prospectus shall not form part of this Prospectus.

Copies of documents incorporated by reference in this Prospectus may be obtained (without charge) from the registered office of the Issuer or the Principal Paying Agent, or the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

## **SUPPLEMENTARY PROSPECTUS**

If at any time the Issuer shall be required to prepare a supplementary prospectus pursuant to section 87Q(4) of the FSMA, the Issuer will prepare and make available an appropriate amendment or supplement to this Prospectus which, in respect of any subsequent issue of Notes to be listed on the Official List and admitted to trading on the Market, shall constitute a supplementary prospectus as required by the UK Listing Authority and section 87Q(4) of the FSMA.

Each of the Issuer and the Guarantor has given an undertaking to the Dealers that if at any time during the duration of the Programme there is a significant new factor, material mistake or material inaccuracy relating to information contained in this Prospectus which is capable of affecting the assessment of any Notes and whose inclusion in or removal from this Prospectus is necessary for the purpose of allowing an investor to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer and the Guarantor, and the rights attaching to the Notes, the Issuer shall prepare an amendment or supplement to this Prospectus or publish a replacement Prospectus for use in connection with any subsequent offering of the Notes, and shall supply to each Dealer such number of copies of such supplement hereto as such Dealer may reasonably request.

## RISK FACTORS

*Each of the Issuer and the Guarantor believes that the following factors may affect its ability to fulfil its obligations under the Notes and the Deed of Guarantee, as the case may be. Most of these factors are contingencies that may or may not occur and neither the Issuer nor the Guarantor is in a position to express a view on the likelihood of any such contingency occurring. The order in which the risks are presented below does not necessarily reflect the likelihood of their occurrence or the magnitude of their potential impact on the Issuer or the Guarantor. In addition, factors that the Issuer and the Guarantor believe are material for the purpose of assessing the market risks associated with the Notes are described below.*

*Each of the Issuer and the Guarantor believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer or the Guarantor to pay interest, principal or other amounts on or in respect of the Notes may occur for other reasons which may not be considered significant risks by the Issuer and the Guarantor based on information currently available to them or which they may not currently be able to anticipate. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision. Prospective investors should also consult their own financial and legal advisers about risks associated with an investment in the Notes and the suitability of investing in the Notes in light of their particular circumstances, without relying on the Issuer, the Guarantor, the Arrangers or the Dealers. Prospective investors are advised to make, and will be deemed by the Arrangers, the Dealers, the Issuer and the Guarantor to have made, their own investigations in relation to such factors before making any investment decision.*

### **Factors that may affect the Issuer's ability to fulfil its obligations under the Notes**

***The Issuer is a special purpose company that is entirely dependent on QNB to service its payment obligations under the Notes***

The Issuer is an exempted company with limited liability incorporated under the laws of the Cayman Islands for the principal purpose of providing funding, through the international capital markets, to QNB. The first of such funding activities was undertaken on 16 November 2010 when the Issuer issued its U.S.\$1.5 billion 3.125 per cent. notes due 2015. Since such date, the Issuer has from time to time issued Notes under the Programme. See "*Business Description of the Issuer*". In the case of each such issuance under the Programme, the notes are guaranteed by QNB and the proceeds of each issuance made available to QNB pursuant to one or more loan agreements (each, a "**Notes Loan Agreement**"), whereby QNB will be obligated to make payments to the Issuer that match the payment obligations of the Issuer under the Notes.

As the Issuer does not have any business operations, the Issuer will be entirely dependent on QNB to service its payment obligations under the Notes. Therefore, the Issuer's ability to fulfil its payment obligations under the Notes is entirely dependent on QNB's performance, and thus the Issuer is subject to all the risks to which QNB is subject, including to the extent that such risks could limit QNB's ability to satisfy in full and on a timely basis its obligations under the Deed of Guarantee. See "*—Factors that may affect QNB's ability to fulfil its obligations under the Deed of Guarantee and the Notes Loan Agreements*" for a further description of certain of these risks.

### **Factors that may affect QNB's ability to fulfil its obligations under the Deed of Guarantee and the Notes Loan Agreements**

***QNB's business, financial condition, results of operations and prospects are and will continue to be affected by global and regional financial markets and economic conditions***

The financial services industry generally prospers in periods of economic growth and stable geopolitical conditions and benefits from capital markets that are transparent, liquid and buoyant and experience positive investor sentiment. Any future increase in market volatility could result in a material reduction in the availability of financing, both for financial institutions and their customers, compelling many financial institutions to rely on central banks and governments to provide liquidity and, in some cases, additional capital. More recently, the anticipated exit of the UK from the European Union has also caused, and threatens to continue to be a source of, market disruption, particularly with respect to the UK and its main trading partners in Europe. Enhanced credit risks could arise from a general deterioration in local or global economic conditions or from systemic risks within the financial systems.

A key source of potential risk in the global financial system comes from tighter U.S. monetary policy. Short-term interest rates in the U.S. have risen since the U.S. Federal Reserve Bank began increasing its policy interest rate in December 2015 from close to zero to almost 2.0 per cent. The U.S. Federal Reserve Bank has signalled that it expects to lift its policy interest rate by a further 0.50 per cent. in the second half of 2018 and another 1.0 per cent. in 2019. The U.S. Federal Reserve Bank has also commenced shrinking its balance sheet by not reinvesting interest payments on its substantial holdings of U.S. Treasury and Agency debt. With the European Central Bank not expected to commence policy tightening until September 2019, relative interest rates have moved in the United States' favour, increasing the value of the U.S. dollar. This dynamic has led to capital outflows from emerging markets and to many emerging markets central banks increasing their interest rates in response. These factors may lead to tighter financial conditions and slower growth in emerging markets. In turn, the burden of servicing U.S. dollar-denominated debt has increased along with credit and systemic risks. Governments around the world, including in Qatar and some of the other countries in the Middle East and North Africa ("MENA") region, have taken actions intended to stabilise financial markets and prevent the failure of financial institutions. See "*Banking Industry and Regulation in Qatar*".

Changes in interest rates and/or widening credit spreads can create a less favourable environment for certain of QNB Group's businesses and could lead to a decrease in the demand for certain loans and other products and services offered by the QNB Group. In addition, fluctuations in interest rates and credit spreads have affected the fair value of financial instruments held by QNB.

QNB's operations are concentrated in economies that are relatively dependent on the price of crude oil. International oil prices have been volatile since 2014 with prices steadily rising after sharp falls between the second half of 2014 and 2016. Brent crude oil prices averaged over U.S.\$100 per barrel for the period 2011 to 2013 and for the first half of 2014, but then fell sharply to reach lows of an average U.S.\$32 per barrel in January 2016, before recovering to an average of U.S.\$45 per barrel throughout 2016 and U.S.\$55 per barrel in 2017. This led to reduced revenues in a number of countries in which QNB operates. Reduced economic activity resulting from lower oil prices could impact the demand for loans and other products and services offered by QNB. The price of Brent crude oil has averaged U.S.\$71 in the first half of 2018, an increase of 30 per cent. as compared to the average price in 2017. Following the decision taken by the Organisation of Petroleum Exporting Countries ("OPEC") in June 2018 to increase production of crude oil, QNB expects broadly stable oil prices over the next 18 months, forecasting Brent crude oil prices to average U.S.\$69 in 2018, followed by U.S.\$66 in 2019. Non-performing loans as a share of total loans were 1.7 per cent. in 2017, according to the QCB, an increase from 1.3 per cent. in 2016 but a decrease from 1.9 per cent. in 2013. If volatility in the oil market recurs, the QNB Group may experience reductions in business activity, increased funding costs and funding pressures, decreased asset values, credit losses, write-downs and impairment charges, and lower profitability and cash flows. QNB's business and financial performance may also be affected by future recovery rates on assets and the historical assumptions underlying asset recovery rates, which may not be as accurate given the unprecedented market volatility and disruption during the past several years.

Accordingly, as a result of the foregoing, QNB's business, financial condition, results of operations or prospects may be adversely affected by conditions in global and regional financial markets and by global and regional economic conditions which may, in turn, affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

#### ***Slower economic growth in the countries where the QNB Group operates could adversely impact QNB***

The QNB Group's total net loans and advances have increased in recent years, growing by: (i) 3.4 per cent. to QR604.0 billion (U.S.\$165.9 billion) as at 30 June 2018 from QR584.3 billion (U.S.\$160.5 billion) as at 31 December 2017; (ii) 12.3 per cent. to QR584.3 billion (U.S.\$160.5 billion) as at 31 December 2017 from QR520.4 billion (U.S.\$143.0 billion) as at 31 December 2016; and (iii) 34.0 per cent. to QR520.4 billion (U.S.\$143.0 billion) as at 31 December 2016 from QR388.3 billion (U.S.\$106.7 billion) as at 31 December 2015. The growth in QNB's assets and loan portfolio over the past several years has been supported by the rapid growth of the economy in Qatar. The economies of Qatar and the other Gulf Cooperation Council ("GCC") countries are dependent on oil and gas and related industries, as well as the prices and quantities of these commodities. Although over the past few years Qatar has made efforts to develop its non-hydrocarbon economy, a significant portion of government revenue is dominated by oil and gas, contributing an estimated U.S.\$36.5 billion, or 82.7 per cent., of total revenues by 31 December 2017. Furthermore, a recurrence of declines in global crude oil prices such as those seen in 2011 to 2013, the first half of 2014 and early 2016 could potentially adversely affect economic activity in Qatar and the other GCC countries.

QNB's financial performance has been and will continue to remain closely linked to the rate of economic growth in Qatar and the other countries in which the QNB Group operates. Any deterioration in economic conditions in Qatar or the other countries in which the QNB Group operates, due to a deterioration in the oil and gas or related industries or due to other factors, could materially adversely affect many of QNB's borrowers and contractual counterparties which may, in turn, adversely affect QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee. See "*—QNB's investment and loan portfolios and deposit base are concentrated in Qatar and the MENA region, in Qatari riyals and U.S. dollars, in oil and gas and related industries and in sovereign and public sector entities*".

***QNB does not have a long track record of operating its recently established and acquired international businesses, which are located in emerging markets and are thus subject to various risks relating to emerging markets generally***

QNB has made significant investments since 2005 to implement its international expansion plan. For example, QNB has acquired a 34.5 per cent. stake in the Jordan-based Housing Bank for Trade & Finance, a 50.8 per cent. stake in QNB-Syria and a 82.59 per cent. stake in QNB Indonesia (known as QNB Kesawan until November 2014), and a 49.0 per cent. stake in the Libya-based Bank of Commerce and Development, among other acquisitions and investments made outside Qatar since 2005. Also, in line with its international expansion strategy, QNB has increased the stake it holds in a number of institutions in the Eastern Europe, Middle East and Africa (including Turkey) ("**EEMEA**") region to include increasing its stake from 23.8 per cent. to 40.0 per cent. in the UAE-based Commercial Bank International ("**CBI**") and from 23.1 per cent. to 54.2 per cent. in the Iraq-based Mansour Bank. On 2 June 2014, QNB increased its stake in QNB Indonesia to 78.59 per cent. and on 7 November 2014, QNB further increased its stake in QNB Indonesia to 82.59 per cent. On 4 September 2014, QNB acquired 12.5 per cent. (taking into account the convertible preference shares acquired by QNB) of Ecobank Transnational Incorporated ("**Ecobank**"), a leading pan-African bank, and later acquired an additional 11.0 per cent. on 15 September 2014, increasing the total stake held by QNB in Ecobank to 23.5 per cent. (taking into account the convertible preference shares acquired by QNB). Subsequently, in October 2014, Nedbank Group Ltd ("**Nedbank**") exercised its right to increase its stake in Ecobank to 20.0 per cent., reducing QNB's stake to 19.4 per cent. (taking into account the convertible preference shares held by QNB). In January 2015, QNB increased its stake in Ecobank in various tranches, resulting in QNB holding a stake of 20.0 per cent. in Ecobank (taking into account the convertible preference shares held by QNB). On 13 October 2016, QNB exercised its option to convert its preference shares in Ecobank into ordinary shares. In May 2017, QNB increased its stake in Ecobank to 20.1 per cent. On 15 June 2016, the QNB Group completed the acquisition of 99.81 per cent. of the shares of Finansbank A.Ş. (now known as "**QNB Finansbank**") from National Bank of Greece S.A. ("**NBG**"). QNB has subsequently increased its ownership stake in QNB Finansbank from 99.81 per cent. to 99.88 per cent. by purchasing shares from minority shareholders for a total cost of QR12.3 million (U.S.\$3.4 million).

QNB has announced its commitment to expand internationally by carefully selecting markets in the GCC and EEMEA region as well as the Southeast Asia region. See also "*Business Description of the QNB Group—Competitive Strengths—Leading Regional Presence and Growing International Network*".

QNB's projected growth over the coming years is, to a certain extent, dependent on the success and performance of these international acquisitions and investments in certain emerging markets, including, among others, Egypt, Iraq, Libya, India, China, Jordan, Syria, Indonesia, Sudan, South Sudan, Turkey and Yemen. Moreover, given the recent political turmoil, civil unrest and violence in Egypt, Iraq, Libya, Sudan, Syria, Turkey and Yemen, the QNB Group's investments in these markets, as well as other emerging markets, along with its related growth prospects and economic performance, could be materially adversely affected. There can be no assurance that such events in these countries or other countries in which the QNB Group operates will not escalate or occur in the future or that the governments of such countries will be successful in maintaining domestic order and stability. See "*—Factors relating to Qatar—Investing in securities involving emerging markets generally involves a higher degree of risk*".

In addition, QNB does not have a long history of operating in some of the countries in which the QNB Group now operates, and its ability to manage its existing businesses and its future growth depends upon a number of factors, including its ability to: (i) effectively increase the scope of its operational and financial systems and controls to handle the increased complexity and expanded geographic area of its operations; (ii) recruit, train and retain qualified personnel to manage and operate its growing business; and (iii) explore new markets and operate new businesses. There can be no assurance that QNB will be able to effectively implement its

international expansion strategy, nor that the interests of QNB and its associates or the other shareholders of its associates will not conflict from time to time.

QNB will continue to consider and review potential acquisition targets as well as other investment opportunities, both within and outside Qatar, if and when they present themselves. QNB evaluates and, in certain cases, engages in discussions and negotiations regarding these types of opportunities on an ongoing basis, some of which, if they are acted upon and are not ultimately successful, could have an adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***QNB's ability to achieve its strategic objectives could be impaired if it is unable to maintain or obtain required licences, permits, approvals and consents***

In order to carry out and expand its businesses, it is necessary for the QNB Group to maintain or obtain a variety of licences, permits, approvals and consents from various regulatory, legal, administrative, tax and other governmental authorities and agencies. The processes for obtaining these licences, permits, approvals and consents are often lengthy, complex, unpredictable and costly. If the QNB Group is unable to maintain or obtain the relevant licences, permits, approvals and consents, QNB's ability to achieve its strategic objectives could be impaired, with a consequent adverse effect on the market value of the Notes and/or on the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***QNB is subject to the risk that liquidity may not always be readily available; this risk may be exacerbated by conditions in global financial markets***

Liquidity risk is the risk that QNB will be unable to meet its obligations, including funding commitments, as they become due. This risk is inherent in banking operations and can be heightened by a number of enterprise-specific factors, including over-reliance on a particular source of funding (including, for example, short-term and overnight funding), changes in credit ratings, political concerns or market-wide phenomena such as market dislocation and major disasters. Credit markets worldwide have, since the final quarter of 2008, experienced a severe reduction in liquidity and term-funding in the aftermath of events in the U.S. sub-prime residential mortgage market and the resulting severe market dislocation. Since then, market fundamentals have improved, although a level of risk aversion still remains.

Perception of counterparty risk between banks has also increased significantly since the final quarter of 2008, which has led to reductions of certain traditional sources of liquidity, such as the debt markets, asset sales and redemption of investments. QNB's access to these traditional sources of liquidity may be restricted or available only at a higher cost, and there can be no assurance that the State will continue to provide the levels of support that it has provided to date, either to the Qatari banking sector generally or to QNB in particular.

In addition, uncertainty or volatility in the capital and credit markets may limit QNB's ability to refinance maturing liabilities with long-term funding and increase the cost of such funding. The availability to QNB of any additional financing it may need will depend on a variety of factors, such as market conditions, the availability of credit generally and to borrowers in the financial services industry specifically, the funding policies and positions of key depositors and QNB's financial condition, credit ratings and credit capacity.

In extreme market stress, QNB may be exposed to situations whereby it is unable to realise its high quality liquid assets in the market. If QNB is unable to realise its stock of high quality liquid assets to manage its liquidity requirements, this could affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

QNB has historically relied on corporate, retail and Qatari sovereign or public sector entity (PSE) deposits to meet most of its funding needs. Such deposits are subject to fluctuation due to certain factors outside QNB's control, such as any possible loss of confidence and competitive pressures, which could result in a significant outflow of deposits within a short period of time. As at 30 June 2018, 68.8 per cent. of QNB's funding (which includes amounts due to banks and financial institutions, customer deposits and other borrowed funds) had remaining maturities of one year or less or were payable on demand. Moreover, QNB is reliant on certain large deposits from a limited group of government-related and private sector corporate customers. It should be noted that the Government, through the Qatar Investment Authority (the "QIA"), holds a 50 per

cent. stake in QNB, and QNB is categorised as a Domestic Systemically Important Bank (“DSIB”). As at 30 June 2018, QNB’s top 20 depositors accounted for 25.5 per cent. of its total deposits. If a substantial portion of QNB’s depositors withdraw their demand deposits or do not roll over their time deposits at maturity, QNB may need to seek other sources of funding to meet its funding requirements, and there can be no assurance that QNB will be able to obtain additional funding on commercially reasonable terms as and when required, or at all. If QNB is unable to refinance or replace such deposits with alternative sources of funding or meet its liquidity needs, through deposits, the interbank markets or international capital markets, it could have an adverse effect on QNB’s business, financial condition, results of operations or prospects and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee.

***QNB’s historical consolidated financial condition and results of operations may not be indicative of future performance***

QNB’s historical consolidated financial condition and results of operations may not be indicative of QNB’s future financial condition and results of operations. Thus, there can be no assurance of QNB’s continued profitability or increase in net assets in any future periods.

***QNB may be subject to increased capital requirements or standards due to new governmental or regulatory requirements and changes in perceived levels of adequate capitalisation, and may also need additional capital in the future due to worsening economic conditions***

Regulators in the markets in which the QNB Group operates have increased, and may in the future determine to increase, the capital requirements for the QNB Group’s operations. For example, the QCB adopted IFRS 9 from 1 January 2018 and thereby amended its requirements for calculating credit impairment, which had a transitional impact on the capital adequacy ratios of Qatari banks. Various other regulatory regimes to which QNB and its associates are subject, such as Basel III, which are to be implemented will affect capital adequacy ratios (and the level of capital required) applicable to financial institutions. QNB is categorised as a DSIB in Qatar and is required to hold an additional capital buffer as a consequence. For additional information regarding the QCB’s Basel III requirements and QNB’s procedures and controls implemented in respect of such requirements, please see “*Risk Management and Compliance*” and “*Banking Industry and Regulation in Qatar*”. An increase in capital requirements may also arise due to market perception of adequate capitalisation levels and perceptions of rating agencies. QNB may also require additional capital in the future in the event that it experiences higher-than-expected increases in losses in QNB’s operations or declines in asset quality resulting in higher-than-expected risk-weighted asset growth.

It therefore cannot be ruled out that QNB may need to obtain additional capital in the future. Such capital, whether in the form of debt financing or additional equity, may not be available on commercially favourable terms, or at all. Moreover, any such development may expose QNB to additional costs and liabilities requiring it to change how it conducts its business, including by reducing the risk and leverage of certain activities, or otherwise have an adverse effect on its business, the products and services it offers and the value of its assets. If QNB is unable to increase its capital adequacy ratios sufficiently, its credit ratings may be lowered and its cost of funding may increase.

***Current market conditions in certain markets have increased the risk of loans being impaired, and loan losses have generally increased in the global banking sector***

The QNB Group is exposed to the risk that borrowers may not repay their loans according to their contractual terms and that the collateral securing the payment of these loans may be insufficient. QNB continuously reviews and analyses its loan portfolio and credit risks, and QNB’s provision for losses on loans is based on, among other things, its analysis of current and historical delinquency rates and loan management and the valuation of the underlying assets, as well as numerous other management assumptions.

QNB conducts regular stress tests of its credit portfolio under scenarios of differing severity in order to identify key vulnerabilities and to measure resultant impacts on asset quality and performance. However, these stress-testing activities do not provide assurance against impacts that may be realised through external shocks.

IFRS 9 principles for the measurement of expected credit losses similarly consider forward-looking estimates of impairment calculations predicated on a set of alternate scenarios that include adverse credit conditions

modelled with reference to the credit cycle. These adjustments could influence the level of impairments held and increase its variability due to external factors.

A material increase in loan losses could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***The growth and diversification of QNB's loan portfolio has resulted in an increase in its credit exposure and risk profile***

As QNB continues to grow and diversify its loan portfolio in both Qatar and the other markets in which the QNB Group operates, its management team will be required to continually monitor the credit quality of its loan portfolio. See "*Risk Management and Compliance*". QNB's overall growth strategy may further increase its exposure to credit risk, particularly as QNB expands its lending to a greater range of customers in markets outside of Qatar.

In March 2011, the QCB launched the Central Credit Bureau, the purpose of which is to collate information about customers based in Qatar and their credit history. However, given its lack of operational history, there can be no assurance that the Central Credit Bureau will support QNB's assessment of the overall debt level and creditworthiness of credit applicants in Qatar. Because the availability of accurate and comprehensive financial and general credit information on individuals and small businesses in Qatar and the MENA region is limited, it is likely to be more difficult for the QNB Group to accurately assess the credit risk associated with such lending.

As a result, retail and small business customers may be overextended by virtue of other credit obligations about which the QNB Group does not have knowledge. QNB is therefore exposed to retail and small business credit risks that it may not be able to accurately assess and provide for, particularly in those jurisdictions in which the QNB Group operates with complex rules relating to recoveries of problem loans. These factors may result in the QNB Group facing credit delinquencies in its loan portfolio. Although QNB has policies to deal with problem loans, there can be no assurance that these policies will result in full or partial recovery of these loans.

QNB's failure to maintain the growth of its loan portfolio through effective risk management policies could lead to higher loan loss provisioning and result in higher levels of defaults and write-offs, which, in turn, could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***QNB is exposed to declining property values in Qatar on the collateral supporting residential and commercial real estate loans***

QNB's total credit portfolio (before deducting specific provisions for impairment of loans and advances to customers and deferred profits) (see "*Business Description of the QNB Group—Competitive Strengths—Strong Qatari Government Support*") as at 30 June 2018 and 31 December 2017 was QR618.6 billion (U.S.\$169.9 billion) and QR596.1 billion (U.S.\$163.8 billion), respectively, of which real estate and contracting amounted to 11.7 per cent., or QR71.6 billion (U.S.\$19.7 billion), and 12.5 per cent., or QR74.3 billion (U.S.\$20.4 billion), respectively. Residential property prices and commercial property prices in Qatar and most of the other markets in which the QNB Group operates generally declined from 2009, reflecting the decrease in global economic growth and the reduction in the availability of credit. Property prices in Qatar recovered strongly between 2010 and 2015 as the population continued to increase. However, the property market has weakened since 2016. The QCB's real estate index declined by 13.5 per cent. between 31 December 2015 and 31 December 2017. Notwithstanding, the property market was broadly stable during the first three months of 2018, and there is a possibility that activity may increase in the future. Housing costs in the Consumer Price Index (the "CPI") decreased by 5.8 per cent. from December 2017 to December 2018 and by 4.3 per cent. from June 2017 to June 2018. The latest IMF Article IV report, published in May 2018, noted that developments in the real estate market continue to "*warrant vigilance*". Property prices are generally subject to fluctuation and volatility. Economic and other factors impacting Qatar's property market could lead to contraction in the residential mortgage and commercial lending market and to decreases in residential and commercial property prices which would impact on QNB's profitability. See "*—A recurrence of rising inflation, or deflation, may adversely affect QNB's profitability*".

***Market fluctuations and volatility may adversely affect the value of QNB's positions in certain securities and make it more difficult to assess the fair value of certain of its assets***

As a result of the 2008-2009 global financial crisis, financial markets were subject to significant stress conditions, with steep declines in perceived or actual asset values accompanied by a severe reduction in market liquidity. These events affected the prices of bonds, equities and other securities that QNB holds. While financial markets have generally improved since the global financial crisis, they are still exposed to significant changes in the value of assets. The expected tightening of monetary policy in the U.S. and capital flows from emerging markets has created sharp changes in asset values and a tightening of financial market conditions. Any further deterioration in economic and financial market conditions could lead to future impairment charges and markdowns of QNB's investment portfolio. Moreover, market volatility and illiquidity may make it difficult to value certain investment exposures. Valuations in future periods, reflecting then-prevailing market conditions, may result in significant changes in the fair values of QNB's exposure. In addition, the value ultimately realised by QNB may be materially different from the current or estimated fair value. Any of these factors could require QNB to recognise valuation losses or realise impairment charges, any of which may adversely affect its business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***QNB's investment and loan portfolios and deposit base are concentrated in Qatar and the MENA region, in Qatari riyals and U.S. dollars, in oil and gas and related industries and in sovereign and public sector entities***

QNB's investment and loan portfolios are concentrated, geographically, in Qatar and the MENA region. QNB's loans and advances to customers constituted 71.4 per cent. of total assets, or QR604.0 billion (U.S.\$165.9 billion), as at 30 June 2018, and 69.2 per cent. of these loans and advances to customers were concentrated in Qatar. Amounts due from banks and financial institutions constituted 6.6 per cent. of total assets, or QR56.2 billion (U.S.\$15.4 billion), as at 30 June 2018. QNB's investment securities and investments in associates constituted 11.9 per cent. of total assets, or QR101.0 billion (U.S.\$27.8 billion), as at 30 June 2018. QNB's customer deposits constituted 79.7 per cent. of total liabilities, or QR613.8 billion (U.S.\$168.6 billion), as at 30 June 2018, and 55.9 per cent. of these deposits were concentrated in Qatar. QNB's top 20 loans constituted 37.2 per cent. of its total loan portfolio as at 30 June 2018. Any deterioration in general economic conditions in Qatar or the MENA region or the failure of QNB to manage effectively its risk concentrations could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

In particular, QNB's loan portfolio as at 30 June 2018 is also concentrated in government and government agencies, accounting for 44.8 per cent. of the total loan portfolio.

QNB's investment and loan portfolios are primarily concentrated, in terms of currencies, in Qatar riyals and U.S. dollars. The total value of QNB's Qatar riyal-denominated assets was QR352.0 billion (U.S.\$96.7 billion) as at 30 June 2018, or 41.6 per cent. of total assets. The total value of QNB's U.S. dollar-denominated assets was QR267.5 billion (U.S.\$73.5 billion) as at 30 June 2018, or 31.6 per cent. of total assets. Any volatility in the values of these currencies could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

Furthermore, QNB's loan portfolio, as well as the economy of Qatar, is driven by oil and gas and related industries. Many of QNB's corporate customers engage in the production and/or export of oil and gas, or provide related businesses and services (such as construction services) to the oil and gas industry. See "*—Slower economic growth in the countries where the QNB Group operates could adversely impact QNB*". A prolonged and material downturn in hydrocarbon demand and/or related prices will likely slow economic growth and may adversely affect the business of many of QNB's customers and may result in reduced profits, liquidity and cash flow, a fall in loan growth and asset values, and an increase in loan defaults, in each case, of QNB.

***QNB could be adversely affected by the soundness or the perceived soundness of other financial institutions and counterparties, which could result in significant systemic liquidity problems, losses or defaults***

QNB, like other financial institutions, is subject to the risk of deterioration of the commercial and financial soundness, or perceived soundness, of other financial institutions. Within the financial services industry, the default of any one institution could lead to defaults by other institutions. Concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions, because the commercial and financial soundness of many financial institutions may be closely related as a result of their credit, trading, clearing or other relationships. Even the perceived lack of creditworthiness of, or questions about, a counterparty may lead to market-wide liquidity problems and losses or defaults by QNB or other institutions. This risk is sometimes referred to as “systemic risk” and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom QNB interacts on a daily basis. Systemic risk could have a material adverse effect on QNB’s ability to raise new funding and on its business, financial condition, results of operations or prospects and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee.

***QNB may not be able to recruit and retain qualified and experienced personnel, which could have an adverse effect on its business and its ability to implement its growth strategy***

QNB’s success and ability to maintain current business levels and sustain growth will depend, in part, on QNB’s ability to continue to recruit and retain qualified and experienced banking and management personnel. QNB could face challenges in recruiting qualified personnel to manage its businesses. In addition, if QNB continues to grow, it will need to continue to increase its number of employees. Furthermore, QNB is guided in its human resources decisions by the Qatari government’s Qatarisation initiative, and QNB believes that it has effective recruitment, training and incentive programmes in place, and QNB’s Qatarisation level is well above 50 per cent. In Qatar, QNB’s failure to recruit, train and retain necessary personnel, or the shortage of qualified Qatari or other nationals prepared to relocate to Qatar, could have a material adverse effect on QNB’s business, financial condition, results of operations or prospects and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee.

***The loss of key personnel may adversely affect QNB’s ability to implement its strategies***

QNB’s future success and growth depends to a substantial degree on its ability to retain and motivate QNB’s senior management and other key personnel. QNB depends especially on the efforts, skill, reputation and experience of its key senior management personnel, as well as synergies among their diverse fields of expertise and knowledge. Furthermore, the loss of key personnel could delay or prevent QNB from implementing its strategies. Moreover, QNB is not insured against losses that may be incurred in the event of the loss or dismissal of its key personnel.

***QNB is a highly regulated entity, and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have a material adverse effect on QNB***

QNB is subject to a number of prudential and regulatory controls designed to maintain the safety and soundness of banks, ensure their compliance with economic and other objectives and limit their exposure to risk. These controls include Qatari laws and regulations (particularly those of the QCB, the QFMA and the QSE), as well as the laws and regulations of the other countries in which the QNB Group operates. Relevant regulatory authorities may impose penalties and fines for any non-compliance with such controls. In addition to various legal restrictions and regulations in the various countries in which the QNB Group operates, in Qatar, QNB is subject to the following legal restrictions and QCB regulations, among others:

- total real estate financing may not exceed 150.0 per cent. of QNB’s capital and reserves;
- credit limits for a single customer and certain related persons/entities should not exceed 20.0 per cent. of QNB’s capital and reserves;

- credit limits for a major shareholder and certain related persons/entities should not exceed 10.0 per cent. of QNB’s capital and reserves;
- total investment and credit facilities provided to a single customer and certain related persons/entities should not exceed 25.0 per cent. of QNB’s capital and reserves;
- in all cases, the maximum limit of the credit facilities granted by QNB to a single customer and its borrower group must not exceed QR8 billion;
- total credit facilities granted to all customers and their borrower groups, at 10.0 per cent. or more of QNB’s capital and reserves, must not exceed 600.0 per cent. of QNB’s capital and reserves;
- the maximum limit of investments and credit facilities that can be granted to subsidiary or affiliate must not exceed 25.0 per cent. of QNB’s capital and reserves, and total funds invested in all subsidiaries should not exceed 40.0 per cent. of QNB’s capital and reserves;
- certain concentration limits on total credit and other risk exposures to retail customers, banks, and investments;
- QNB should not exceed the following ceilings of risk concentration for each country as a percentage of the its capital and reserves:
  - First Category countries: 250 per cent.
  - Second Category countries: 100 per cent.
  - Third Category countries: 50 per cent.
- QNB must maintain a minimum individual and consolidated capital adequacy ratio, at all times, pursuant to the QCB’s Basel III requirements, per the following minimum limits:

Capital Tier	Minimum without Capital Conservation Buffer	Minimum Conservation Buffer, DSIB Buffer and ICAAP Capital Charge (per cent.)	Total Minimum Ratio Limit
Common Equity.....	6.0	4.38	10.38
Total Tier 1 Capital (Common Equity plus additional, if any).....	8.0	4.38	12.38
Capital Adequacy Ratio (Tier 1 plus Tier 2, if any).....	10.0	5.38	15.38

- QNB is required to calculate its liquidity coverage ratio (“LCR”) at the following three levels:
  - in respect of QNB in Qatar pursuant to its monthly balance sheet;
  - in respect of QNB and its branches outside Qatar pursuant to its aggregate standalone monthly balance sheet; and
  - in respect of QNB and its branches and subsidiaries inside and outside Qatar pursuant to its consolidated monthly balance sheet;
- QNB is required to maintain its LCR for each of the above levels at percentages not less than 100.0 per cent.;
- the QCB’s confirmation of no objection is required for any commercial bills, certificates of deposit, bonds or other financing bills issued by QNB to finance its banking activities;
- total loans and advances should not exceed 90.0 per cent. of QNB’s deposits and borrowed funds;
- fixed assets may not exceed 20.0 per cent. of QNB’s capital and reserves without the prior approval of QCB;

- QNB must maintain employment of 20.0 per cent. Qatar nationals within QNB, in accordance with the Qatari Council of Ministers Resolution No. (11) of 1997;
- a mandatory cash reserve of 4.5 per cent. of QNB's total deposits must be maintained;
- the QCB must approve investments by QNB in its associates if the investment is greater than 20.0 per cent. of the share capital of that investee company; and
- the Ministry of Finance must approve any grant or renewal of any credit facility by QNB to any governmental entity or companies/corporations in which the government owns, either directly or indirectly, more than 50.0 per cent. of the share capital, including for the issuance of debt instruments.

These and other regulations may limit QNB's ability to increase its loan portfolio or raise capital. Changes in these regulations may also increase QNB's cost of doing business. Increased regulations or changes in laws and regulations and the manner in which they are interpreted or enforced may have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

In response to the 2008-2009 global financial crisis, regulation of financial institutions has increased, as evidenced by recent actions around the world. Increased regulations or changes in laws and regulations (such as Basel III) and the manner in which they are interpreted or enforced (such as the Qatari Council of Ministers Resolution No. (11) of 1997) may have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

In January 2014, the QCB issued a circular to all commercial banks in Qatar (No. AR/2/2014) with instructions regarding the implementation of the QCB's Basel III requirements. The QCB's minimum recommended capital adequacy ratio under Basel III is currently 12.5 per cent. (including a capital conservation buffer of 2.5 per cent.). Furthermore, banks identified as DSIBs are subject to an additional buffer, as determined by the QCB for each identified DSIB. As part of the internal capital adequacy assessment process ("ICAAP") (Pillar II) framework, the QCB introduced the minimum ICAAP capital charge of 1.0 per cent., which constitutes part of the minimum capital requirement over and above the ICAAP (Pillar I) minimum capital requirement. QNB's minimum capital adequacy requirement (including the capital conservation buffer, the applicable DSIB buffer and the ICAAP capital charge) is currently 15.38 per cent.

QCB has undertaken extensive groundwork in order to implement the QCB's Basel III requirements, including the initiation of a test phase. Any breach of either the minimum capital requirements or the additional capital buffers outlined above may lead to constraints on distributions and/or other potential business impacts such as the infusion of additional capital into, or a reduction in assets of, QNB. In addition, the QCB retains the discretion to apply a higher capital requirement for banks (or specific banks) as it deems appropriate or necessary.

In addition, the Government has issued a Banking Law (13 of 2012) which is aimed at advancing the framework for financial regulation in Qatar and expanding the ambit of regulation to cover areas requiring new and enhanced financial regulation. It also lays the foundation for increased cooperation between the regulatory bodies in Qatar. The Banking Law, among other matters, mandates the QCB to act as the competent supreme authority in framing the policies for the regulation and supervision of all financial services and markets in Qatar, including the insurance sector which was previously regulated by the Ministry of Economy and Commerce (formerly known as the Ministry of Business and Trade). The Banking Law may also change the way that current regulations are implemented or enforced. The QCB may not consult with industry participants prior to the introduction of new regulations, and it is not always possible for QNB to anticipate when a new regulation will be introduced. This creates a risk that the profitability of QNB may be adversely affected as a result of QNB being unable to adequately prepare for regulatory changes introduced by the QCB. Furthermore, non-compliance by QNB with regulatory guidelines implemented from time to time by the QCB could expose QNB to potential liabilities and fines.

The QNB Group is also required to comply with applicable risk mitigation, anti-money laundering and anti-terrorism laws and other regulations in Qatar and other jurisdictions where it has operations, including those

related to countries subject to sanctions by the United States Office of Foreign Assets Control (“OFAC”), similar regulations of the European Union (the “EU”) and other jurisdictions, and the United States Foreign Corrupt Practices Act (the “USFCPA”), the United Kingdom Anti-Bribery Act and other similar regulations of other jurisdictions such as the United States Foreign Account Tax Compliance Act (“FATCA”), Regulation (EU) No. 648/2012 on OTC derivatives, central counterparties and trade repositories and the United Kingdom Criminal Finance Act 2017 (the “UK Criminal Finance Act”). To the extent that the QNB Group fails, or is perceived to fail, to fully comply with applicable laws and regulations, the regulatory agencies having authority over the QNB Group have the power and authority to impose fines and other penalties on the QNB Group. In addition, QNB’s business and reputation could suffer if customers use QNB for money laundering or illegal or improper purposes.

***A substantial increase in new impairment allowances or losses greater than the level of previously recorded impairment allowances for doubtful loans and advances to customers would adversely affect QNB’s results of operations and financial condition***

In connection with lending activities, QNB periodically establishes impairment allowances for loan losses, which are recorded in its income statement. QNB’s overall level of impairment allowances is based upon its assessment of prior loss experience, the volume and type of lending being conducted, collateral held, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although QNB endeavours to establish an appropriate level of impairment allowances based on expected credit losses determined in accordance with IFRS 9 and incorporating forward-looking parameter estimates and probabilistic scenarios, it might be possible, for example, due to economic stress situations or changes in the regulatory environment, that QNB has to significantly increase its impairment allowances for loan losses.

Any significant increase in impairment allowances for loan losses or a significant change in QNB’s estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the impairment allowances allocated with respect thereto, would have an adverse effect on its business, results of operations, financial condition and prospects. Following the adoption of IFRS 9 from 1 January 2018, the initial impact is recorded against QNB’s consolidated statement of changes in equity, and in the subsequent periods the impact will be recorded to QNB’s consolidated income statement.

***A recurrence of rising inflation, or deflation, may adversely affect QNB’s profitability***

In 2010, Qatar experienced an overall annual deflation rate of 2.4 per cent., which mirrored a decrease in housing and food costs. Since then, the overall annual inflation rate was 2.0 per cent. in 2011, 1.8 per cent. in 2012, 3.2 per cent. in 2013, 3.4 per cent. in 2014, 1.7 per cent. in 2015, 2.7 per cent. in 2016 and 0.5 per cent. in 2017. The latest available data shows that inflation has decreased to 0.1 per cent. as of June 2018 (as compared to June 2017), reflecting declining residential rental prices and a reduction in food prices.

Housing costs fell by 12.8 per cent. in 2010, 4.8 per cent. in 2011 and 3.3 per cent. in 2012, but thereafter rose by 5.8 per cent. in 2013, 7.8 per cent. in 2014, 2.9 per cent. in 2015, 4.1 per cent. in 2016 and then fell by 3.0 per cent. in 2017. Housing costs fell 4.3 per cent. in June 2018 (as compared to June 2017). See “Banking Industry and Regulation in Qatar—Inflation”.

High inflation could slow the rate of economic growth and consumer spending in Qatar. A deflationary environment in Qatar could also adversely affect QNB’s profitability by adversely affecting property values, which could have an adverse effect on QNB’s real estate loan portfolio. High rates of inflation or deflation thus could have a material adverse effect on QNB’s business, financial condition, results of operations or prospects and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee. Although the Government and the QCB have announced their intention to continue to take measures to ensure that inflation is stabilised, there can be no assurance that the Government and the QCB will be able to achieve or maintain price stability, in the real estate market or otherwise, and thus control inflation.

***QNB is at risk of fraud from both internal and external parties***

QNB is exposed to many types of operational risk, including fraud and other criminal activities (both internal and external). Fraudulent activities can have a material adverse effect on QNB’s business, reputation and financial condition, and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee.

### ***QNB's financial condition and results of operations could be affected by market risks***

QNB's financial condition and results of operations could be affected by market risks that are outside QNB's control, including, without limitation, volatility in interest rates, prices of securities and currency exchange rates. Fluctuations in interest rates could adversely affect QNB's financial condition and results of operations in a number of different ways. An increase in interest rates generally may decrease the value of QNB's fixed-rate loans and raise QNB's funding costs. Such an increase could also generally decrease the value of fixed-rate debt securities in QNB's securities portfolio. Volatility in interest rates may also result in a re-pricing gap between QNB's interest-rate sensitive assets and liabilities. As a result, QNB may incur additional costs. See "*Risk Management and Compliance—Interest Rate Risk*". Interest rates are sensitive to many factors beyond QNB's control, including the policies of central banks, such as the QCB and the U.S. Federal Reserve Bank, political factors and domestic and international economic conditions. Furthermore, there is market risk relating to the possible de-pegging of various GCC currencies from the dollar, although the effect of such event would depend on the level of open positions and exposure to the U.S. dollar of the QNB Group. QNB's operations could be adversely affected if Qatar (or any country where the QNB Group operates and which also pegs its currency to the U.S. dollar) should de-peg their currencies. Ultimately, there can be no assurance that QNB will be able to protect itself from any adverse effects of a currency revaluation or future interest rate fluctuations or the de-pegging from the U.S. dollar, which could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

QNB's financial condition and results of operations may also be affected by changes in the market value of QNB's securities portfolio. QNB's income from securities operations depends on numerous factors beyond its control, such as overall market trading activity, interest rate levels, fluctuations in currency exchange rates and general market volatility. Although QNB has risk management processes that review and monitor the market risk aspects of investment proposals and investment portfolios, including overall structure and investment limits, market price fluctuations may still adversely affect the value of QNB's securities portfolio. See "*Risk Management and Compliance—Market Risk*".

QNB also engages in foreign currency transactions and maintains open currency positions in relation to the Qatari riyal and U.S. dollar, which give rise to currency risks. Although QNB's foreign currency related risks are controlled by QNB's market risk and structural risk management policies, future changes in currency exchange rates (including de-pegging of currencies to the U.S. dollar) may adversely affect QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

### ***Increasing competition may adversely affect QNB's results of operations***

The QNB Group faces high levels of competition for all of its products and services, particularly with respect to retail banking. QNB competes with other domestic banks in Qatar and such competition may increase. In addition, QNB believes that the Qatari banking sector faces increased pressure for consolidation and that its current competition in Qatar may consider acquiring or merging with each other in order to compete with QNB. In addition to domestic banks, international banks are increasing their presence in Qatar, either directly or through strategic investments, and compete with QNB for its wholesale corporate and government clients. As at 30 June 2018, there were a total of 18 banks registered with the QCB in Qatar. In addition to the existing retail banks in Qatar, more international banks are expected to commence business through the QFC, which would allow them to compete for large corporate and government business. See "*Banking Industry and Regulation in Qatar*". The competitive nature of the Qatari banking market and QNB's potential failure to continue to compete successfully may adversely affect QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee. Increased competition in the countries where the QNB Group currently operates could similarly adversely affect the QNB Group's businesses in those countries.

### ***QNB's compliance systems might not be fully effective***

QNB's ability to comply with all applicable legal restrictions and QCB regulations is largely dependent on its maintenance of compliance, audit and reporting systems and procedures, and its ability to attract and retain personnel qualified to manage and monitor such systems and procedures. QNB cannot ensure that these

systems and procedures are fully effective. The QNB Group is subject to extensive oversight by regulatory authorities, including regular examination activity. In addition, QNB performs regular internal audits and employs an external auditor to monitor and test its compliance systems. In the case of actual or alleged non-compliance with applicable laws and regulations, QNB could be subject to investigations and judicial or administrative proceedings that may result in substantial penalties or civil lawsuits for damages. Any of these could have a material adverse effect on QNB's business, financial condition, results of operations or prospects. Notwithstanding the foregoing, QNB believes that its risk management and internal control policies and procedures are sufficient to ensure compliance with the requirements of the QCB and the Disclosure and Transparency Rules made by the Financial Conduct Authority in the UK pursuant to section 73A(3) of the FSMA applicable to the Issuer and QNB. Notwithstanding anything discussed in this risk factor, this risk factor should not be taken as implying that any of the Issuer, the Guarantor or the QNB Group will be unable to comply with the obligations of a company with securities admitted to the Official List.

***QNB's risk management policies and procedures may leave it exposed to unidentified or unanticipated risks***

In the course of its business activities, the QNB Group is exposed to a variety of risks, the most significant of which are credit risk, market risk, liquidity risk and operational risk. See "*Risk Management and Compliance*". Investors should note that any failure to adequately control these risks could result in adverse effects on QNB's business, financial condition, results of operations or prospects, as well as its reputation, and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***The Government, with its 50.0 per cent. shareholding, exerts significant control over QNB, and its interests may, in certain circumstances, conflict with those of Noteholders and/or of QNB itself***

The Government, through the QIA, is QNB's most significant shareholder, owning 50.0 per cent. of QNB's outstanding voting shares. As a result of QNB's Articles of Association and the Government's shareholding, the Government has the power to appoint five of the ten members of QNB's Board of Directors. A proposal at an extraordinary general assembly of shareholders of QNB requires a vote of two-thirds of the shareholders present at the meeting to be passed, while a simple majority vote is required to pass a proposal at an annual general assembly. As a result, the Government may be able to block certain actions or resolutions proposed at QNB's annual or extraordinary assembly of shareholders. Consequently, investors should note that the interests of the Government may, in certain circumstances, be different from those of the QNB Group's creditors (including the holders of the Notes). See "*Business Description of the QNB Group—Ownership and Operational Structure of the QNB Group*".

***QNB has significant credit-related contingent items and commitments that may lead to potential losses***

As part of its normal banking business, QNB issues loan commitments, guarantees, letters of credit and other financial facilities, all of which are accounted for off QNB's balance sheet until such time as they are actually funded or cancelled. Although these commitments are contingent and therefore off-balance sheet, they nonetheless subject QNB to related credit and liquidity risks. Credit-related commitments are subject to the same credit approval terms and compliance procedures as loans and advances, and commitments to extend credit are contingent on customers maintaining required credit standards. Although QNB anticipates that only a portion of QNB's obligations in respect of these commitments will be triggered, QNB may become obligated to make payments in respect of a greater portion of such commitments, which could have a material adverse effect on QNB's funding needs and credit risks. As at 30 June 2018, QNB had QR233.9 billion (U.S.\$64.3 billion) in such contingent liabilities and other commitments.

***A downgrade in QNB's credit ratings could limit its ability to negotiate new loan facilities, access the debt capital markets and may increase its borrowing costs and/or adversely affect its relationship with creditors***

QNB's credit ratings, which are intended to measure its ability to meet its debt obligations as they mature, are an important factor in determining QNB's cost of borrowing funds. The interest rates on QNB's borrowings are partly dependent on its credit ratings. As at the date of this Prospectus, QNB's long-term credit rating was assessed by Fitch at A+ with a stable outlook, Moody's at Aa3 with a stable outlook, S&P at A with a negative outlook and Capital Intelligence at AA- with a negative outlook. See "*Overview of Qatar—Qatar's Indebtedness*" for further details on the downgrade of Qatar's sovereign rating.

A further downgrade of QNB's credit ratings may increase its cost of borrowing and materially adversely affect its business, financial condition, results of operations or prospects. This may thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee. While QNB's financial performance may be affected in the short term, QNB has the ability to transfer the increased cost of borrowing to customers when the underlying interest bearing assets reprice in the next cycle.

A further downgrade of QNB's credit ratings or the sovereign credit ratings of Qatar may also limit QNB's or its associates' ability to raise capital. Moreover, actual or anticipated changes in QNB's credit ratings or the credit ratings of the Notes generally may affect the market value of the Notes. In addition, ratings assigned to the Notes may not reflect the potential impact of all risks related to the transaction, the market or any additional factors discussed in this Prospectus, and other factors may affect the value of the Notes. A securities rating is not a recommendation to buy, sell or hold securities. Ratings may be subject to revision or withdrawal at any time by the assigning rating organisation, and each rating should be evaluated independently of any other rating.

#### ***Fluctuations in foreign exchange rates may adversely affect QNB's profitability***

QNB maintains its accounts, and reports its results, in Qatari riyals. The Qatari riyal has been pegged at a fixed exchange rate of QR3.64 per U.S. dollar since 1981. QNB is exposed to the potential impact of any alteration to, or abolition of, this foreign exchange rate peg. Also, as a financial intermediary, QNB is exposed to foreign exchange rate risk. This risk includes the possibility that the value of a foreign currency asset or liability will change due to changes in currency exchange rates, as well as the possibility that QNB may have to close out any long or short open position in a foreign currency at a loss due to an adverse movement in exchange rates. QNB generally employs cross-currency forwards, options and swaps to match the currencies of its assets and liabilities. However, where QNB is not so hedged, QNB is exposed to fluctuations in foreign exchange rates, and any such hedging activity may not in all cases protect QNB against such risks. QNB's exposure to foreign exchange risk is also significant as a result of a number of QNB's material subsidiaries being located in jurisdictions that do not use the Qatari riyal, international growth and the further diversification of QNB's business activities and geographical coverage.

Adverse movements in foreign exchange rates may also adversely impact the revenues and financial condition of QNB's depositors and borrowers which, in turn, may impact QNB's deposit base and the quality of its exposures to certain borrowers. Any volatility in foreign exchange rates, including the re-fixing of the Qatari riyal-U.S. dollar exchange rate, could have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

#### ***QNB is subject to risks relating to its information technology systems***

QNB depends on its information technology ("IT") systems to process a large number of transactions on an accurate and timely basis, and to store and process substantially all of QNB's business and operating data. The proper functioning of QNB's financial control, risk management, credit analysis and reporting, accounting, customer service and other IT systems, as well as the communication networks between its branches and main data processing centres, are critical to QNB's business and ability to compete effectively. QNB's business activities would be materially disrupted if there is a partial or complete failure of any of these IT systems or communications networks. Such failures can be caused by a variety of external factors, including natural disasters, extended utility failures and cyber-attacks. The proper functioning of QNB's IT systems also depends on accurate and reliable data and other system input, which are subject to human errors. Any failure or delay in recording or processing QNB's transaction data could subject it to claims for losses and regulatory fines and penalties. QNB has implemented and tested detailed business continuity plans and processes as well as disaster recovery procedures, but there can be no assurance that these safeguards will be fully effective, and any failure may have a material adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee.

***QNB may not receive future support from the Government, or it may not receive future support that is commensurate with the support that it has received in the past***

In light of the 2008-2009 global financial crisis and its impact on the Qatari banking sector, the Government initiated several plans to support domestic banks, and these banks (including QNB) have benefited from this support. See “*Business Description of the QNB Group—Competitive Strengths—Strong Qatari Government Support*”. Although the Government did support the domestic banking industry (including QNB) during the 2008-2009 global financial crisis, there can be no assurance that the Government will provide any additional support to the domestic banking industry (including QNB) if another major economic disruption occurs in the future.

***From time to time, QNB may be a defendant in various legal proceedings and may, from time to time, be subject to inspections by tax and other authorities***

QNB may, from time to time, be a defendant in legal proceedings incidental to its business activities. QNB has established a reserve for litigation and other contingent liabilities, which amounted to QR78.3 million (U.S.\$21.5 million) as at 30 June 2018. QNB may also, from time to time, be subject to inspections by tax and other authorities. However, QNB is not able to predict the ultimate outcome of any of the claims currently pending against it or future claims or investigations that may be brought against it, which may be in excess of its existing reserves. Adverse outcomes in existing or future proceedings, claims or investigations could have an adverse effect on QNB’s business, financial condition, results of operations or prospects and thereby affect the Issuer’s ability to perform its obligations under the Notes and QNB’s ability to perform its obligations under the Deed of Guarantee.

#### **Factors relating to Qatar**

***Investing in securities involving emerging markets generally involves a higher degree of risk***

Investing in securities involving emerging markets, such as Qatar, generally involves a higher degree of risk than investments in securities of issuers from more developed countries. These higher risks include, but are not limited to, higher volatility, limited liquidity and changes in the political environment. Qatar’s economy is susceptible to future adverse effects similar to those suffered by other emerging market countries. In any event, there can be no assurance that the market for securities bearing emerging market risk, such as the Notes, will not be affected negatively by events elsewhere, especially in emerging markets.

Specific risks in Qatar and the EEMEA region that could have a material adverse effect on QNB’s business, financial condition, results of operations or prospects include, without limitation, the following:

- political, economic or social instability;
- external acts of warfare, civil clashes or other hostilities or conflict;
- domestic unrest or violence;
- increases in inflation and the cost of living;
- changing tax regimes and tax laws, including the imposition of taxes in tax-free jurisdictions or the increase of taxes in low-tax jurisdictions;
- a slowing global and regional economic environment;
- a material curtailment of the industrial and economic infrastructure development that is currently underway across the MENA region;
- government interventions, including expropriation or nationalisation of assets, and protectionism;
- arbitrary, inconsistent or unlawful government action;
- potential adverse changes in laws and regulatory practices, including legal structures and tax laws;

- difficulties in staffing and managing operations;
- legal systems which could make it difficult for QNB to enforce its intellectual property and contractual rights;
- restrictions on the right to convert or repatriate currency or export assets;
- greater risk of uncollectible accounts and longer collection cycles;
- currency fluctuations;
- logistical and communications challenges; and
- changes in labour conditions.

Accordingly, prospective investors should exercise particular care in evaluating the risks involved and must determine for themselves whether, in light of those risks, an investment in the Notes is appropriate.

***Any further economic downturn may have an impact on the financial condition of Qatar, including the financial sector***

Following the 2008-2009 global financial crisis, financial markets in the United States, Europe and Asia experienced a period of unprecedented turmoil and upheaval characterised by extreme volatility and declines in security prices, severely diminished liquidity and credit availability, inability to access capital markets, financial instability of various financial institutions and an unprecedented level of intervention from the United States and other governments. These circumstances were further exacerbated by the deteriorating economic situation in certain European countries during such period, such as Greece, Portugal and Spain, among others, political instability, turmoil and conflict in the EEMEA region and natural disasters or other catastrophic events. More recently, capital flight from emerging markets has led to tighter financial conditions in a number of countries, including some countries in the EEMEA region.

These deteriorating economic conditions resulted in the State's determination to provide financial support to Qatar's banking sector by making equity and other investments in domestic commercial banks. Although macroeconomic indicators have improved since the 2008-2009 global financial crisis, and the State's policies have generally resulted in improved economic performance in Qatar, there can be no assurance that such level of performance will be sustained. In addition, should there be a further deterioration in economic conditions in the EEMEA region, including Qatar, the State may find it necessary to assume responsibility for the financial liabilities of both State-owned and non-State-owned enterprises in Qatar. Any such intervention by the State could materially adversely affect the economy and financial condition of the State, and expose the State to additional liabilities. Furthermore, if the current lower oil price environment is sustained for an extended period, the capacity of the State to support enterprises in Qatar could be eroded. This could adversely impact the capacity of the State to implement its infrastructure investment programme, amongst other initiatives, which could lead to lower than expected medium-term growth.

***Qatar is located in a region that is subject to ongoing political and security concerns***

Although Qatar enjoys domestic political stability and generally healthy international relations, as a country located in the EEMEA region, there is a risk that regional geopolitical instability could impact the country. The EEMEA region is currently experiencing an unprecedented level of political instability, and in recent years there has been significant political and social unrest in a number of countries in the EEMEA region, ranging from public demonstrations, sometimes violent, in countries such as Algeria, Bahrain, Egypt, Lebanon, Tunisia and Turkey, to armed conflict and even civil war in countries such as Iraq, Libya, Syria, Palestine and Yemen.

On 5 June 2017, three GCC member states, namely the Kingdom of Saudi Arabia, the UAE, and Bahrain, together with other states in the MENA region, such as Egypt, moved to cut diplomatic ties, trade, and transport links with Qatar (the "**Qatar Political Developments**"). The measures adopted included a closure of land, sea, and air access and the expulsion of Qatari officials, residents, and visitors from those countries. Kuwait and Oman, the remaining two member states of the GCC, have maintained ties with Qatar, and as at

the date of this Prospectus, the former is mediating between Qatar and the relevant governments. The Qatari government has issued statements through various ministers that the above-mentioned measures have not significantly affected Qatar's economy, but the full economic impact of this dispute on the country and on the public and private institutions operating within its borders is currently unknown. In a credit opinion published by Moody's in respect of QNB on 10 July 2017, Moody's noted that *"Domestically, the continued uncertainty over Qatar's relations with its neighbors could negatively impact the supply of credit and weaken economic growth. Consequently, this could modestly increase asset quality pressures on the banks over the coming quarters."*

In an S&P's rating report in respect of QNB published on 20 September 2017, the following statements were also made:

*"At midyear 2017, over 80% of the bank's funding came from customer deposits, almost equally split between Qatar and other countries. We take comfort from the fact that the total contribution of GCC countries that imposed sanctions on Qatar was around 3.8% of total deposits at midyear 2017. Nevertheless, if the sanctions are not lifted or if additional sanctions are imposed on Qatar, we do not rule out a scenario where the bank would experience higher outflows of deposits, which could pressure its liquidity profile. During the first half of 2017, the government of Qatar intervened significantly (directly and through GREs) by injecting deposits into the Qatari banking system to help banks mitigate the negative impacts of outflows."*

*"The industry risk trend remains negative on the back of high reliance on external funding. While we have observed a reduction of the Qatari banking system's foreign deposits by around \$15 billion on July 31, 2017, the government has taken measures to support confidence in Qatar's banking system, including the transfer of significant public sector funding (around \$19 billion as of the same date)."*

Source: S&P Global Ratings Report on Qatar National Bank (Q.P.S.C.), 20 September 2017

Other potential sources of instability in the region include a worsening of the situation in Iraq and Syria, the ongoing civil war in Yemen and an escalation in the Israeli-Palestinian conflict. A further deterioration, and possible conflict, between the United States and certain governments in the EEMEA region, such as Syria, has the potential to adversely affect regional security, as well as global oil and gas prices. Such a deterioration in relations, should it materialise, could adversely impact Qatar and broader regional security, potentially including the outbreak of a regional conflict.

These recent and continued developments, along with historic regional wars and terrorist acts, acts of maritime piracy and other forms of instability in the EEMEA region, could have an adverse effect on Qatar's economy and its ability to engage in international trade which, in turn, could have an adverse effect on QNB's business, financial condition, results of operations or prospects and thereby affect the Issuer's ability to perform its obligations under the Notes and QNB's ability to perform its obligations under the Deed of Guarantee. See *"Business Description of the QNB Group—International Banking Overview"*.

***The statistical data contained in this Prospectus should be treated with caution by prospective investors***

Statistics contained in this Prospectus, including in relation to nominal GDP, balance of payments, revenues and expenditures, and indebtedness of the Government, have been obtained from, among other sources, the Ministry of Finance, the QCB and the MDPS. Such statistics, and the component data on which they are based, may be unreliable and may not have been compiled in the same manner as data provided by similar sources in Western Europe and other regions. Similar statistics may be obtainable from other sources, although the underlying assumptions, methodology and, consequently, the resulting data may vary from source to source.

There may also be material variances between preliminary or estimated statistics set forth in this Prospectus and actual results, and between statistics set forth in this Prospectus and corresponding data previously published by or on behalf of the State. Consequently, the statistical data contained in this Prospectus should be treated with caution by prospective investors.

***There is no certainty as to how Qatari courts will construe or enforce the provisions of Qatar’s insolvency law in the event of a bankruptcy affecting QNB***

The provisions of Qatar’s bankruptcy and insolvency law (part of new Commercial Code No. 27 of 2006) (the “**Bankruptcy Law**”) came into effect on 13 May 2007. The Bankruptcy Law provisions are similar to those included in the Egyptian and most other GCC laws and relate largely to the declaration of bankruptcy, its effects and its administration, and include conciliation to prevent bankruptcy. However, because the Bankruptcy Law is relatively new and untested by Qatari courts, there is no certainty as to how Qatari courts would construe or enforce the Bankruptcy Law in the event of a bankruptcy affecting QNB. There can also be no assurance that a Qatari court would compel a bankruptcy administrator to perform any of the Issuer’s or QNB’s obligations under the Notes or the Deed of Guarantee, as applicable, during an administration period. The Bankruptcy Law also enables Qatari courts to defer adjudication of a company’s bankruptcy if the court decides that it is possible to improve that company’s financial position during a period (such period to be specified by the court) or if judged to be in the interest of the national economy. Similarly, given the lack of precedent, there is no certainty as to if and how the QCB might exercise its powers of temporary management and control under the Banking Law (including putting a financial institution into liquidation) in relation to financial institutions experiencing financial difficulties.

In April 2017, the Cabinet of Qatar approved a draft law on corporate bankruptcy and prevention which is aimed at developing detailed regulations for corporate bankruptcy and prevention, taking into account international standards in this regard. It is not clear when this law will come into force.

***The future attitude of Qatari courts and the related interpretation or application of Qatari law regarding the payment of interest cannot be predicted***

Although under the laws of Qatar, contractual provisions for the charging and payment of interest are not prohibited and have been routinely enforced by Qatari courts, a court applying Qatari law may not enforce such a provision either to pay interest on or, to the extent that, on a given date, accrued but unpaid interest exceeded outstanding principal, such amounts. Thus the future attitude of Qatari courts and the related interpretation or application of Qatari law regarding the payment of interest cannot be predicted.

***There is no principle of binding precedent in the Qatari courts***

There is no doctrine of binding precedent in the Qatari courts, and reports of the decisions of the Qatari courts are not always published. As a result, any experience with and knowledge of prior rulings of the Qatari courts may not be a reliable basis on which to predict decisions that Qatari courts may render in the future. Thus the outcome of any legal dispute remains uncertain.

**Factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme**

***Risks related to the structure of a particular issue of Notes***

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

***The Notes may be redeemed prior to maturity***

Unless in the case of any particular Tranche of Notes the relevant Final Terms specifies otherwise, in the event that the Issuer (or the Guarantor, if the Senior Guarantee in the case of Senior Notes, or the Subordinated Guarantee in the case of Subordinated Notes, has been called) would be obliged to increase the amounts payable in respect of any Notes due to any change of law in the Cayman Islands (in the case of payment by the Issuer) or Qatar (in the case of payment by the Guarantor), effective on or after the date on which agreement is reached to issue the first tranche of the Notes, which results in withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Qatar or the Cayman Islands or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all outstanding Notes in accordance with the Conditions. See Condition 6(c) for further details.

In addition, if in the case of any particular Tranche of Notes the relevant Final Terms specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances, an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

#### ***Notes subject to optional redemption by the Issuer***

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

***Because the Global Notes are held by or on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the Issuer and/or the Guarantor***

Notes issued under the Programme may be represented by one or more Global Notes. Such Global Notes will be deposited with a common depository for Euroclear and Clearstream, Luxembourg. Except in the circumstances described in the relevant Global Note, investors will not be entitled to receive definitive Notes. Euroclear and Clearstream, Luxembourg will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by one or more Global Notes, investors will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg.

While the Notes are represented by one or more Global Notes, the Issuer and the Guarantor will discharge their payment obligations under the Notes by making payments to the, where applicable, common depository for Euroclear and Clearstream, Luxembourg for distribution to their account holders. A holder of a beneficial interest in a Global Note must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the relevant Notes. The Issuers and the Guarantor have no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

Holders of beneficial interests in the Global Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear and Clearstream, Luxembourg to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Notes will not have a direct right under the Global Notes to take enforcement action against the Issuer or the Guarantor in the event of a default under the relevant Notes, but will have to rely upon their rights under the Deed of Covenant.

#### ***The Issuer's and the Guarantor's obligations under Subordinated Notes are subordinated***

The Issuer's and the Guarantor's obligations under Subordinated Notes will be unsecured and subordinated and will rank junior in priority to the claims of Senior Creditors (as defined in "*Terms and Conditions of the Notes*" herein). Although Subordinated Notes may pay a higher rate of interest than comparable Notes which are not subordinated, there is a real risk that an investor in Subordinated Notes will lose all or some of their investment should the Issuer or the Guarantor become insolvent. In such an event, the Issuer or the Guarantor, as applicable, will be required to pay holders of senior debt and meet its obligations to all its other creditors (including unsecured creditors but excluding any obligations in respect of subordinated debt) in full before it can make any payments on the Subordinated Notes. If this occurs, the Issuer and the Guarantor may not have enough assets remaining after these payments to pay amounts due under the Subordinated Notes.

#### **Risks Related to Notes Generally**

Set out below is a brief description of certain risks relating to the Notes generally:

### ***Modification, waivers and substitution***

The Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally and to obtain Written Resolutions (as defined in the Agency Agreement) on matters relating to the Notes from Noteholders without calling a meeting. A Written Resolution signed by or on behalf of the holders of not less than 75 per cent. in principal amount of the Notes of the relevant Series who for the time being are entitled to receive notice of a meeting in accordance with the provisions of the Agency Agreement and whose Notes are outstanding shall, for all purposes, take effect as an Extraordinary Resolution.

In certain circumstances, where the Notes are held in global form in the clearing systems, the Issuer or the Guarantor (as the case may be) will be entitled to rely upon:

- (i) where the terms of the resolution proposed by the Issuer or the Guarantor (as the case may be) have been notified to the Noteholders through the relevant clearing system(s), approval of such resolution given by way of electronic consents communicated through the electronic communications systems of the relevant clearing systems in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75 per cent. in nominal amount of the Notes of the relevant Series for the time being outstanding; and
- (ii) where electronic consent is not being sought, for the purpose of determining whether a Written Resolution has been validly passed: (a) consent or instructions given in writing directly to the Issuer or the Guarantor (as the case may be) by accountholders in the clearing systems with entitlements to such global note or certificate; and/or (b) where the accountholders hold such entitlement on behalf of another person, written consent from or written instruction by the person identified by that accountholder as the person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer or the Guarantor shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, Euroclear, Clearstream, Luxembourg or any other relevant alternative clearing system (the “**relevant clearing system**”) and, in the case of (b) above, the relevant clearing system and the accountholder identified by the relevant clearing system for the purposes of (b) above;

Any resolution passed in such manner shall be binding on all Noteholders, even if the relevant consent or instruction proves to be defective. A Written Resolution or an Electronic Consent (as described below) may be effected in connection with any matter affecting the interests of Noteholders, including the modification of the Conditions, that would otherwise be required to be passed at a meeting of Noteholders satisfying the special quorum in accordance with the provisions of the Agency Agreement, and shall for all purposes take effect as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Conditions also provide that (i) the Issuer may, without the consent of Noteholders, agree to the substitution of another company as principal debtor under any Notes in place of the Issuer, in the circumstances described in Condition 11 (*Meetings of Noteholders and Modifications*) and (ii) the Issuer or the Guarantor (as the case may be) may, in consultation with an Independent Adviser (as defined in the Conditions), vary the Conditions to ensure the proper operation of a Successor Rate or Alternative Rate (each as defined in the Conditions) to be used in place of the London Interbank Offered Rate (“**LIBOR**”) or any other Benchmark (as defined below) without any requirement for consent or approval of Noteholders (see “*Risks related to Notes which are linked to “benchmarks”*”).

### ***Change of law***

The Conditions are based on English law in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the relevant Notes.

### ***Change of tax law***

Statements in this Prospectus concerning the taxation of investors are of a general nature and are based upon current law and practice in the jurisdictions stated. Such law and practice is, in principle, subject to change, possibly with retrospective effect, and this could adversely affect investors.

In addition, any change in legislation or in practice in a relevant jurisdiction could adversely impact (i) the ability of the Issuer and/or the Guarantor to service the Notes and (ii) the market value of the Notes.

### ***Appointment of Dealers as Calculation Agents***

The Issuer may appoint a Dealer as Calculation Agent in respect of an issuance of Notes. In such a case, the Calculation Agent is likely to be a member of an international financial group that is involved, in the ordinary course of its business, in a wide range of banking activities out of which conflicting interests may arise. Whilst such a Calculation Agent will, where relevant, have information barriers and procedures in place to manage conflicts of interest, it may in its other banking activities from time to time be engaged in transactions involving an index or related derivatives which may affect amounts receivable by Noteholders during the term and on the maturity of the Notes or the market price, liquidity or value of the Notes and which could be deemed to be adverse to the interests of the Noteholders.

### ***Enforcement of arbitration awards and foreign judgments in Qatar***

Under the Conditions of the Notes and the terms of the Guarantee, the parties have agreed that any dispute arising out of or in connection with the Notes and the Guarantee may be referred to and finally resolved by arbitration in accordance with the rules of the LCIA, with a Noteholder having the option to require that the courts of England have exclusive jurisdiction to settle the dispute. In the event that proceedings are brought against the Guarantor in Qatar, the Qatari courts would, in accordance with their normal practice, enforce the contractual terms of the Guarantee and the Notes (including the contractual choice of a governing law other than Qatari law to govern the Guarantee and the Notes, provided that, this would not apply to any provision of that law which Qatari courts held to be contrary to any mandatory provision of Qatari law or to public order or morality in Qatar). Qatari courts have consistently enforced commercial interest obligations computed in accordance with the terms of the relevant agreement. It is, however, uncertain whether the Qatari courts would enforce the payment of interest on interest, or the payment of accrued interest which exceeds the amount of the principal sum. The Court of Cassation in Qatar recently refused to grant a claimant a right to receive default interest and instead awarded damages, and such damages were lower than the contractual default interest.

There is currently no treaty or convention for the reciprocal enforcement of judgments between Qatar on the one hand and England on the other. A judgment obtained from a court in England will be enforceable in Qatar subject to the provisions of Articles 379 and 380 of the Civil and Commercial Procedure Law, which provides, (i) in the case of Article 379, that judgments and orders pronounced in a foreign country may be ordered to be executed in Qatar upon the conditions determined in that country for the execution of Qatari judgments and orders; and (ii) in the case of Article 380, that an order for execution of a foreign judgment or order will not be made unless and until the following have been ascertained, that: (a) the judgment or order was delivered by a competent court of the foreign jurisdiction in question; (b) the parties to the action were properly served with notice of proceedings and properly represented; (c) the judgment or order is one that is capable of being executed by the successful party to the proceedings in conformity with the laws of the foreign jurisdiction in question; and (d) the foreign judgment or order does not conflict with a previous judgment or order of a competent Qatari court and is not contrary to public policy or morality in Qatar.

A Qatari court would be entitled to call for textual evidence on the laws of England concerning the conditions that would be applicable for the execution of the judgment of a Qatari court in England and the Qatari court would then be entitled to execute the judgment of the English court upon those conditions. Accordingly, although a judgment obtained from a court in England would be admissible in evidence in any proceedings brought in Qatar to enforce such judgment, it would still be necessary to initiate proceedings in Qatar.

In accordance with their normal practice, Qatari courts would uphold the choice of arbitration as a dispute resolution method. However, this would be subject to the same qualifications as are stated above with regard to choice of law, and a Qatari court may not accept that its own jurisdiction had been excluded by any provision providing that the submission to any particular jurisdiction was exclusive.

Qatar is a party to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the “**New York Convention**”), with effect from 30 March 2003. The United Kingdom is also a party to the New York Convention and therefore an arbitration award made in England should be enforceable in Qatar in accordance with the terms of the New York Convention. The interpretation and application of the New York Convention by the Qatari courts and the enforcement of foreign arbitration awards by the Qatari courts in accordance with the New York Convention is developing, and the parameters of enforcement are starting to be tested more regularly in the Qatari courts.

Furthermore, in February 2017, Qatar enacted Law No. (2) of 2017 promulgating the Civil and Commercial Arbitration Law (the “**Arbitration Law**”) which came into force in April 2017. The Arbitration Law addresses the enforcement of arbitration awards. Article 34 of the Arbitration Law states that an arbitration award is enforceable in Qatar regardless of the state in which such award was issued. The Arbitration Law sets out limited grounds for refusing to enforce an arbitration award issued in any state. The grounds are similar to those set out in the New York Convention.

It is worth noting that while the Qatari courts tend to be pro-enforcement, the jurisprudence is still evolving, and the Arbitration Law is still in its infancy, and there is a risk that a foreign arbitration award rendered in connection with the Notes will be refused enforcement by the Qatari courts.

#### ***The Qatari courts may not award judgment in a currency other than Qatari riyals***

There is no certainty that a judgment in a foreign currency would be awarded by the Qatari courts in relation to a claim under the Notes or whether any judgment obtained in another jurisdiction in a foreign currency would be enforced by the Qatari courts in relation to that currency. In the event that the Qatari courts were to make an award in Qatari riyals, the courts would not necessarily calculate the award on the basis of any conversion provisions contractually agreed between the parties. The basis of the calculation of any such award would be at the discretion of the court.

#### ***Sovereign immunity***

Under the Notes and the Deed of Guarantee, the Issuer and the Guarantor, as the case may be, has each waived its rights in relation to sovereign immunity in respect of such documents. However, there can be no assurance as to whether such waivers of immunity from jurisdiction, enforcement, prejudgment proceedings, injunctions and all other legal proceedings by the Issuer or the Guarantor under the Notes and/or the Guarantee (as applicable) are valid and binding under Qatari law and enforceable in Qatar.

#### **Risks Related to the Market Generally**

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

#### ***The secondary market generally***

Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities.

Although applications have been made for the Notes issued under the Programme to be admitted to listing on the Official List of the UK Listing Authority and to trading on the Regulated Market of the London Stock Exchange, there is no assurance that such applications will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes. Illiquidity may have a severely adverse effect on the market value of Notes.

### ***Exchange rate risks and exchange controls***

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency-equivalent value of the principal payable on the Notes and (3) the Investor's Currency-equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

### ***Risks related to Notes which are linked to "benchmarks"***

Reference rates and indices, including interest rate benchmarks, such as LIBOR, which are used to determine the amounts payable under financial instruments or the value of such financial instruments ("**Benchmarks**"), have, in recent years, been the subject of political and regulatory scrutiny as to how they are created and operated. This has resulted in regulatory reform and changes to existing Benchmarks, with further changes anticipated. These reforms and changes may cause a Benchmark to perform differently than it has done in the past or to be discontinued. Any change in the performance of a Benchmark or its discontinuation, could have a material adverse effect on any Notes referencing or linked to such Benchmark.

Where Screen Rate Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, the Conditions provide that the Rate of Interest shall be determined by reference to the Relevant Screen Page (or its successor or replacement). In circumstances where such Original Reference Rate is discontinued, neither the Relevant Screen Page, nor any successor or replacement may be available.

Where the Relevant Screen Page is not available, and no successor or replacement for the Relevant Screen Page is available, the Conditions provide for the Rate of Interest to be determined by the Calculation Agent by reference to quotations from banks communicated to the Calculation Agent.

Where such quotations are not available (as may be the case if the relevant banks are not submitting rates for the determination of such Original Reference Rate), the Rate of Interest may ultimately revert to the Rate of Interest applicable as at the last preceding Interest Determination Date before the Original Reference Rate was discontinued. Uncertainty as to the continuation of the Original Reference Rate, the availability of quotes from reference banks, and the rate that would be applicable if the Original Reference Rate is discontinued may adversely affect the value of, and return on, the Floating Rate Notes.

If a Benchmark Event (which, amongst other events, includes the permanent discontinuation of an Original Reference Rate) occurs, the Issuer or the Guarantor, as the case may be, shall use its reasonable endeavours to appoint an Independent Adviser. The Independent Adviser shall endeavour to determine a Successor Rate or Alternative Rate to be used in place of the Original Reference Rate. The use of any such Successor Rate or Alternative Rate to determine the Rate of Interest will result in Notes linked to or referencing the Original Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

Furthermore, if a Successor Rate or Alternative Rate for the Original Reference Rate is determined by the Independent Adviser, the Conditions provide that the Issuer or the Guarantor (as applicable) may vary the Conditions, as necessary to ensure the proper operation of such Successor Rate or Alternative Rate, without any requirement for consent or approval of the Noteholders.

If a Successor Rate or Alternative Rate is determined by the Independent Adviser, the Conditions also provide that an Adjustment Spread may be determined by the Independent Adviser and applied to such Successor Rate or Alternative Rate. The aim of the Adjustment Spread is to reduce or eliminate, to the extent reasonably practicable, any economic prejudice or benefit (as the case may be) to Noteholders as a result of

the replacement of the Original Reference Rate with the Successor Rate or the Alternative Rate. However, it may not be possible to determine or apply an Adjustment Spread and even if an Adjustment Spread is applied, such Adjustment Spread may not be effective to reduce or eliminate economic prejudice to Noteholders and Couponholders. If no Adjustment Spread can be determined, a Successor Rate or Alternative Rate may nonetheless be used to determine the Rate of Interest. The use of any Successor Rate or Alternative Rate (including with the application of an Adjustment Spread) will still result in Notes linked to or referencing the Original Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would if the Original Reference Rate were to continue to apply in its current form.

The Issuer or the Guarantor, as the case may be, may be unable to appoint an Independent Adviser or the Independent Adviser may not be able to determine a Successor Rate or Alternative Rate in accordance with the Conditions.

Where the Issuer or the Guarantor (as applicable) is unable to appoint an Independent Adviser in a timely manner, or the Independent Adviser is unable to determine a Successor Rate or Alternative Rate before the next Interest Determination Date, the Rate of Interest for the next succeeding Interest Period will be the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, or where the Benchmark Event occurs before the first Interest Determination Date, the Rate of Interest will be the initial Rate of Interest.

Where the Issuer or the Guarantor, as the case may be, has been unable to appoint an Independent Adviser or, the Independent Adviser has failed, to determine a Successor Rate or Alternative Rate in respect of any given Interest Period, it will continue to attempt to appoint an Independent Adviser in a timely manner before the next succeeding Interest Determination Date and/or to determine a Successor Rate or Alternative Rate to apply to the next succeeding and any subsequent Interest Periods, as necessary.

Applying the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event will result in Notes linked to or referencing the relevant Benchmark performing differently (which may include payment of a lower Rate of Interest) than they would do if the relevant Benchmark were to continue to apply, or if a Successor Rate or Alternative Rate could be determined.

If the Issuer or the Guarantor, as the case may be, is unable to appoint an Independent Adviser or the Independent Adviser fails to determine a Successor Rate or Alternative Rate for the life of the relevant Notes, the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, will continue to apply to maturity. This will result in the Floating Rate Notes, in effect, becoming Fixed Rate Notes.

Where ISDA Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, the Conditions provide that the Rate of Interest in respect of the Notes shall be determined by reference to the relevant Floating Rate Option in the 2006 ISDA Definitions. Where the Floating Rate Option specified is an "IBOR" Floating Rate Option, the Rate of Interest may be determined by reference to the relevant screen rate or the rate determined on the basis of quotations from certain banks. If the relevant IBOR is permanently discontinued and the relevant screen rate or quotations from banks (as applicable) are not available, the operation of these provisions may lead to uncertainty as to the Rate of Interest that would be applicable, and may, adversely affect the value of, and return on, the Floating Rate Notes.

Terms and expressions used but not defined in this risk factor have the respective meanings given to them in the Conditions.

### ***Price volatility***

The market price of the Notes may be volatile, which could cause the value of a purchaser's investment to decline. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, and corresponding fluctuations in the prices of the Notes, may not be correlated in a predictable way to the performance or operating results of the Guarantor. Events and factors that may cause the prices of the Notes to fluctuate or decrease significantly from the issue price include variations in interest rates; general business, political, social and economic developments, particularly in the Middle East; and variations in actual or anticipated operating results of the Guarantor.

### ***Interest rate risks***

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes. A drop in the level of interest rates will have a positive impact on the price of the Fixed Rate Notes, as such Notes pay a fixed annual rate of interest. Conversely, an increase in the interest rate level will have an adverse impact on the price of the Fixed Rate Notes. For investors holding the Fixed Rate Notes until maturity, any changes in the interest rate level during the term will not affect the yield of the Fixed Rate Notes, as the Fixed Rate Notes will be redeemed at par.

### ***Credit ratings may not reflect all risks***

One or more independent credit rating agencies may assign credit ratings to an issue of Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

### ***Legal investment considerations may restrict certain investments***

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (1) Notes are legal investments for it; (2) Notes can be used as collateral for various types of borrowing; and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

### ***Risks relating to Renminbi-denominated Notes***

Notes denominated in RMB (“**RMB Notes**”) may be issued under the Programme. RMB Notes contain particular risks for potential investors.

### ***Renminbi is not freely convertible and may adversely affect the liquidity of RMB Notes***

Renminbi is not freely convertible at present. The PRC government continues to regulate conversion between Renminbi and foreign currencies, including the U.S. dollar, despite the significant reduction over the years by the PRC government of its control over routine foreign exchange transactions under current accounts. In efforts to internationalise the Renminbi, the People’s Bank of China (“**PBOC**”) has established Renminbi clearing and settlement systems in a number of major global financial centres (each an “**RMB Clearing Bank**”), including Hong Kong, London, New York, Frankfurt and Singapore. A clearing hub was also established in Doha in 2015.

However, the current size of Renminbi-denominated financial assets outside the PRC is limited. The relevant RMB Clearing Bank only has access to its own onshore liquidity support from the PBOC to square open positions of its relevant participating banks for limited types of transactions. Moreover, the offshore RMB clearing and settlement system operated by one RMB Clearing Bank is not linked to the offshore RMB clearing and settlement system operated by other RMB Clearing Banks, resulting in the segregation of offshore RMB into separate and discrete pools.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated in the future which will have the effect of restricting availability of Renminbi offshore. The limited availability of Renminbi outside the PRC may affect the liquidity of RMB Notes. To the extent the Issuer or the Guarantor is required to source Renminbi in the offshore market to service its RMB Notes, there is no assurance that either the Issuer or the Guarantor will be able to source such Renminbi on satisfactory terms, if at all.

### ***Investment in RMB Notes is subject to exchange rate risks***

The value of the Renminbi against the U.S. dollar and other foreign currencies fluctuates and is affected by changes in the PRC, by international political and economic conditions and by many other factors. All payments of interest and principal will be made with respect to the RMB Notes in Renminbi unless otherwise

specified. As a result, the value of these Renminbi payments in U.S. dollars or other foreign currencies may vary with the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against the U.S. dollar or other foreign currencies, the value of investment in U.S. dollars or other applicable foreign currencies will decline. In August 2015, the PBOC changed the way it calculates the mid-point price of Renminbi against the U.S. dollar, requiring the market-makers who submit for the PBOC's reference rates to consider the previous day's closing spot rate, foreign-exchange demand and supply as well as changes in major currency rates. This change, and other changes such as widening the trading band that may be implemented, may increase volatility in the value of the Renminbi against foreign currencies. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in RMB Notes.

***Interest rate risk***

The value of Renminbi payments under RMB Notes may be susceptible to interest rate fluctuations occurring within and outside the PRC, including PRC Renminbi repo rates and/or the Shanghai inter-bank offered rate.

***Payments in respect of RMB Notes will only be made to investors in the manner specified in the RMB Notes***

All payments to investors in respect of RMB Notes will be made solely (i) for so long as the RMB Notes are represented by a temporary Global Note or a permanent Global Note held with the common depository or common safekeeper, as the case may be, for Clearstream, Luxembourg and Euroclear Bank or any alternative clearing system by transfer to a Renminbi bank account maintained in Hong Kong, or (ii) for so long as the RMB Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong, in accordance with the prevailing rules and regulations. Neither the Issuer nor the Guarantor can be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).

## FORM OF FINAL TERMS

*The form of Final Terms that will be issued in respect of each Tranche, subject only to the deletion of non-applicable provisions, is set out below.*

**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]<sup>1</sup>

**Final Terms dated [•]**

**QNB Finance Ltd**  
**(LEI: 549300MY0DXTHQEX5057)**

**Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]**  
**Guaranteed by Qatar National Bank (Q.P.S.C.)**  
**under the U.S.\$17,500,000,000**  
**Medium Term Note Programme**

**[MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes [are]/[are not] ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and [are] [Excluded]/[Specified] Investment Products (as defined in MAS Notice SFA 04 N12: Notice on the Sale of Investment Products and MAS Notice FAA N16: Notice on Recommendations on Investment Products).]<sup>2</sup>

## PART A – CONTRACTUAL TERMS

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the prospectus dated 6 September 2018 [and the supplement(s) thereto dated [•]], which [together] constitute[s] a base prospectus (the “**Prospectus**”) for the purposes of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in

<sup>1</sup> Include where item 25 of Part A of the Final Terms specifies “Applicable”.

<sup>2</sup> For any Notes to be offered to Singapore investors, the Issuer is to consider whether it needs to reclassify the Notes pursuant to Section 309B of the SFA prior to the launch of the offer.

conjunction with the Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus [and the supplement(s) thereto] [is] [are] available for viewing at the market news section of the London Stock Exchange website ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)) and during normal business hours at the registered offices of the Issuer at c/o Maples Corporate Services Limited, P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands, and copies may be obtained from the registered offices of the Fiscal Agent at One Canada Square, London E14 5AL, United Kingdom.]

*The following alternative language applies if the first tranche of an issue which is being increased was issued under a Prospectus with an earlier date.*

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the prospectus dated [date of original prospectus] [and the supplement(s) thereto dated [●]] which are incorporated by reference into the prospectus dated 6 September 2018. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and must be read in conjunction with the prospectus dated 6 September 2018 [and the supplement(s) thereto dated [●]], which [together] constitute[s] a base prospectus (the “**Prospectus**”) for the purposes of the Prospectus Directive, save in respect of the Conditions, which are extracted from the prospectus dated [date of original prospectus] [and the supplement(s) thereto dated [●]]. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus [and the supplement(s) thereto] [is] [are] available for viewing at the market news section of the London Stock Exchange website ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)) and during normal business hours at the registered offices of the Issuer at c/o Maples Corporate Services Limited, P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands, and copies may be obtained from the registered offices of the Fiscal Agent at One Canada Square, London E14 5AL, United Kingdom.]

<b>1</b>	(a) Issuer:	QNB Finance Ltd
	(b) Guarantor:	Qatar National Bank (Q.P.S.C.)
<b>2</b>	[(a)] Series Number:	[●]
	[(b)] Tranche Number:	[●]
<b>3</b>	<b>Specified Currency or Currencies:</b>	[●]
<b>4</b>	<b>Aggregate Nominal Amount of Notes:</b>	[●]
	[(a)] Series:	[●]
	[(b)] Tranche:	[●]
<b>5</b>	<b>Issue Price:</b>	[●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [●]]
<b>6</b>	[(a)] Specified Denominations:	[●]
	(b) Calculation Amount:	[●]
<b>7</b>	(a) Issue Date:	[●]
	(b) Interest Commencement Date:	[[●]/Issue Date/Not Applicable]
<b>8</b>	<b>Maturity Date:</b>	[●]
<b>9</b>	<b>Interest Basis:</b>	[[●] per cent. Fixed Rate]

		[[●] +/- [●] per cent. Floating Rate] [Zero Coupon]
<b>10</b>	<b>Redemption/Payment Basis:</b>	[Redemption at par] [●]
<b>11</b>	<b>Change of Interest or Redemption/Payment Basis:</b>	[●]
<b>12</b>	<b>Put/Call Options:</b>	[Put Option] [Call Option] [Change of Control Put Event] [(further particulars specified below)]
<b>13</b>	(a) Status of the Notes:	[Senior/Subordinated]
	(b) Status of the Guarantee:	[Senior/Subordinated]
	(c) [Date [Board] approval for issuance of Notes [and Guarantee] obtained:	[●] [and [●], respectively]]

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14</b>	<b>Fixed Rate Note Provisions:</b>	[Applicable/Not Applicable]
	(a) Rate[(s)] of Interest:	[●] per cent. per annum [payable [annually/semi-annually/quarterly/monthly/[●]] in arrear]
	(b) Interest Payment Date(s):	[●] in each year [adjusted in accordance with] [[●]/not adjusted]
	(c) Fixed Coupon Amount[(s)]:	[●] per Calculation Amount
	(d) Broken Amount(s):	[●] per Calculation Amount payable on the Interest Payment Date falling [in/on] [●]
	(e) Day Count Fraction:	[30/360/Actual/Actual (ICMA/ISDA)/[●]]
	(f) [Determination Dates:	[●] in each year]
	(g) Other terms relating to the method of calculating interest for Fixed Rate Notes:	[Not Applicable/[●]]
<b>15</b>	<b>Floating Rate Note Provisions:</b>	[Applicable/Not Applicable]
	(a) Interest Period(s):	[●]
	(b) Specified Interest Payment Dates:	[●]
	(c) First Interest Payment Date:	[●]
	(d) Interest Period Date:	[●] (Not applicable unless different from Interest Payment Date)
	(e) Business Day Convention:	[Floating Rate Business Day Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day

- Convention/[●]]
- (f) Business Centre(s): [●]
- (g) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination]
- (h) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Fiscal Agent]): [Name] shall be the Calculation Agent
- (i) Screen Rate Determination:
- Reference Rate: [[●] is provided by [administrator legal name] [repeat as necessary].] [As at the date hereof, [administrator legal name] [appears]/[does not appear] [repeat as necessary] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of Regulation (EU) 2016/1011, as amended]/[As far as the Issuer is aware, as at the date hereof, the [specify benchmark] does not fall within the scope of Regulation (EU) 2016/1011, as amended] / [Not Applicable]
- Interest Determination Date(s): [●]
- Relevant Time: [●]
- Relevant Screen Page: [●]
- Relevant Financial Centre: [●]
- (j) ISDA Determination:
- Floating Rate Option: [●]
- Designated Maturity: [●]
- Reset Date: [●]
- (k) Linear Interpolation: [Not applicable/Applicable – the Rate of Interest for the [long/short][first/last] Interest Period shall be calculated using linear interpolation (*specify for each short or long Interest Period*)]
- (l) Margin(s): [+/-][●] per cent. per annum
- (m) Minimum Rate of Interest: [●] per cent. per annum
- (n) Maximum Rate of Interest: [●] per cent. per annum
- (o) Day Count Fraction: [●]
- (p) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in [●]

the Conditions:

(q) ISDA Definitions: [2000 ISDA Definitions (as amended and updated)/2006 ISDA Definitions (as amended and updated)]

**16 Zero Coupon Note Provisions:** [Applicable/Not Applicable]

(a) Amortisation Yield: [●] per cent. per annum

(b) Any other formula/basis of determining amount payable: [●]

#### **PROVISIONS RELATING TO REDEMPTION**

**17 Call Option:** [Applicable/Not Applicable]

(a) Optional Redemption Date(s): [●]

(b) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [[●] per Calculation Amount]  
[Condition 6(b) applies]

(c) If redeemable in part:

(i) Minimum Redemption Amount: [●] per Calculation Amount

(ii) Maximum Redemption Amount: [●] per Calculation Amount

(iii) Notice period: [●]

**18 Put Option:** [Applicable/Not Applicable]

(a) Optional Redemption Date(s): [●]

(b) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount  
[Condition 6(b) applies]

(c) Notice period: [●]

**19 Change of Control Put:** [Applicable/Not Applicable]

(a) Change of Control Put Date: [●]

(b) Change of Control Put Period: [●]

**20 Final Redemption Amount of each Note:** [●] per Calculation Amount

**21 Early Redemption Amount:** [Applicable/Not Applicable]

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●]

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 22 Form of Notes:**
- Bearer Notes:
- [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]
- [Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]
- [Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]
- Registered Notes:
- [Regulation S Global Note registered in the name of a nominee for [a common depository for Euroclear and Clearstream, Luxembourg]]
- 23 Financial Centre(s) or other special provisions relating to payment dates:** [Not Applicable/[●]]
- 24 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** [Yes [●]/No]
- 25 Prohibition of Sales to EEA Retail Investors:** [Applicable/Not Applicable]<sup>3</sup>

Signed on behalf of QNB Finance Ltd:

By: .....  
Duly authorised

Signed on behalf of Qatar National Bank (Q.P.S.C.):

By: .....  
Duly authorised

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<sup>3</sup> If the Notes potentially constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.

## PART B— OTHER INFORMATION

### 1 Listing

- (a) Listing: [London/([•])] [•]
- (b) Admission to trading: [Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange’s Regulated Market with effect from [•].] [Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange’s Regulated Market with effect from [•].]
- (c) Estimate of total expenses related to admission to trading: [•]

### 2 Ratings:

The Notes to be issued have been rated:  
[S&P: [•]]  
[Moody’s: [•]]  
[Fitch: [•]]

### 3 [Interests of Natural and Legal Persons Involved in the Issue/Offer]

[Save as discussed in [“*Subscription and Sale/General Information*”], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.]

### 4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (a) Reasons for the offer: [•]
- [(b)] Estimated net proceeds: [•]
- [(c)] Estimated total expenses: [•]

### 5 [Fixed Rate Notes only—Yield]

Indication of yield: [•]  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

### 6 Operational Information

- ISIN: [•]
- Common Code: [•]
- CFI: [•]
- FISN: [•]
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): [Not Applicable/[•]]
- Names and addresses of initial Paying Agent(s): [•]
- Names and addresses of additional Paying Agent(s) (if any): [•]

**7 Distribution**

- (a) Method of distribution: [Syndicated/Non-syndicated]
- (b) If syndicated, names of Managers: [Not Applicable/*give names*]
- (c) Stabilising Manager(s) (if any): [Not Applicable/*give names*]
- (d) If non-syndicated, name of Dealer: [Not Applicable/*give name*]
- (e) US Selling Restrictions: [Reg. S Compliance Category [1/2/3];  
TEFRA C/TEFRA D/TEFRA not applicable]

## FORM OF PRICING SUPPLEMENT

*The Pricing Supplement in respect of each Tranche of Instruments issued under the Programme will be substantially in the following form, duly completed to reflect the particular terms of the relevant PD Exempt Instruments and their issue.*

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC, AS AMENDED (THE “**PROSPECTUS DIRECTIVE**”) FOR THE ISSUE OF THE INSTRUMENTS DESCRIBED BELOW. THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED ANY INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT AND ANY INSTRUMENTS ISSUED PURSUANT TO THIS PRICING SUPPLEMENT ARE NOT COMPLIANT WITH THE PROSPECTUS DIRECTIVE.

**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The PD Exempt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the PD Exempt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the PD Exempt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]<sup>4</sup>

**[MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the PD Exempt Instruments has led to the conclusion that: (i) the target market for the PD Exempt Instruments is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the PD Exempt Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the PD Exempt Instruments (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the PD Exempt Instruments (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the PD Exempt Instruments [are]/[are not] ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and [are] [Excluded]/[Specified] Investment Products (as defined in MAS Notice SFA 04 N12: Notice on the Sale of Investment Products and MAS Notice FAA N16: Notice on Recommendations on Investment Products).]<sup>5</sup>

**Pricing Supplement dated [•]**

**QNB Finance Ltd  
(LEI: 549300MY0DXTHQEX5057)**

**Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]  
Guaranteed by Qatar National Bank (Q.P.S.C.)**

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<sup>4</sup> Include where item 25 of Part A of the Pricing Supplement specifies “Applicable”.

<sup>5</sup> For any PD Exempt Instruments to be offered to Singapore investors, the Issuer is to consider whether it needs to reclassify the PD Exempt Instruments pursuant to Section 309B of the SFA prior to the launch of the offer.

**under the U.S.\$17,500,000,000**  
**Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the prospectus dated 6 September 2018 [and the supplementary listing particulars dated [●]], which [together] constitute[s] listing particulars (the “**Listing Particulars**”). This document constitutes the Pricing Supplement of the PD Exempt Instruments described herein and must be read in conjunction with the Listing Particulars. Full information on the Issuer and the offer of the PD Exempt Instruments is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars. The Listing Particulars [and the supplement(s) thereto] [is] [are] available for viewing during normal business hours at the registered offices of the Issuer at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and copies may be obtained from the registered offices of the Fiscal Agent at One Canada Square, London E14 5AL, United Kingdom.]

*The following alternative language applies if the first tranche of an issue which is being increased was issued under a Prospectus with an earlier date.*

[Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) contained in the trust deed dated [date of original trust deed], a copy of which is set forth in the prospectus dated [date of original prospectus] [and the supplement(s) thereto dated [●]] which are incorporated by reference into the prospectus dated 6 September 2018 [and the supplementary listing particulars dated [●]], which [together] constitute[s] listing particulars (the “**Listing Particulars**”), and which are attached hereto. This document constitutes the Pricing Supplement of the PD Exempt Instruments described herein and must be read in conjunction with the Listing Particulars, save in respect of the Conditions, which are extracted from the Listing Particulars dated [date of original prospectus] [and the supplement(s) thereto dated [●]]. Full information on the Issuer and the offer of the PD Exempt Instruments is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars. The Listing Particulars [and the supplement(s) thereto] [is] [are] available for viewing during normal business hours at the registered offices of the Issuer at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and copies may be obtained from the registered offices of the Fiscal Agent at One Canada Square, London E14 5AL, United Kingdom.]

- |          |   |  |
|----------|---|--|
| <b>1</b> | (a) Issuer:                               | QNB Finance Ltd  |
|          | (b) Guarantor:                            | Qatar National Bank (Q.P.S.C.)   |
| <b>2</b> | [(a)] Series Number:                      | [●]  |
|          | [(b)] Tranche Number:                     | [●]  |
| <b>3</b> | <b>Specified Currency or Currencies:</b>  | [●]  |
| <b>4</b> | <b>Aggregate Nominal Amount of Notes:</b> | [●]  |
|          | [(a)] Series:                             | [●]  |
|          | [(b)] Tranche:                            | [●]  |
| <b>5</b> | <b>Issue Price:</b>                       | [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [●]] |
| <b>6</b> | [(a)] Specified Denominations:            | [●]  |

- (b) Calculation Amount: [●]
- 7 (a) Issue Date: [●]
- (b) Interest Commencement Date: [[●]/Issue Date/Not Applicable]
- 8 **Maturity Date:** [●]
- 9 **Interest Basis:** [[●] per cent. Fixed Rate]
- [[●] +/- [●] per cent. Floating Rate] [Zero Coupon]
- 10 **Redemption/Payment Basis:** [Redemption at par]
- [●]
- 11 **Change of Interest or Redemption/Payment Basis:** [●]
- 12 **Put/Call Options:** [Put Option]  
[Call Option]  
[Change of Control Put Event]  
[(further particulars specified below)]
- 13 (a) Status of the Notes: [Senior/Subordinated]
- (b) Status of the Guarantee: [Senior/Subordinated]
- (c) [Date [Board] approval for issuance of [●] [and [●], respectively]]  
Notes [and Guarantee] obtained:

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14 **Fixed Rate Note Provisions:** [Applicable/Not Applicable]
- (a) Rate[(s)] of Interest: [●] per cent. per annum [payable [annually/semi-annually/quarterly/monthly/[●]] in arrear]
- (b) Interest Payment Date(s): [●] in each year [adjusted in accordance with]
- [[●]/not adjusted]
- (c) Fixed Coupon Amount[(s)]: [●] per Calculation Amount
- (d) Broken Amount(s): [●] per Calculation Amount payable on the Interest Payment Date falling [in/on] [●]
- (e) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/[●]]
- (f) [Determination Dates: [●] in each year]
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/[●]]
- 15 **Floating Rate Note Provisions:** [Applicable/Not Applicable]

- (a) Interest Period(s): [●]
- (b) Specified Interest Payment Dates: [●]
- (c) First Interest Payment Date: [●]
- (d) Interest Period Date: [●] (Not applicable unless different from Interest Payment Date)
- (e) Business Day Convention: [Floating Rate Business Day Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/[●]]
- (f) Business Centre(s): [●]
- (g) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination]
- (h) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Fiscal Agent]): [Name] shall be the Calculation Agent
- (i) Screen Rate Determination:
- Reference Rate: [[●] is provided by *[administrator legal name]* [*repeat as necessary*].] [As at the date hereof, *[administrator legal name]* [appears]/[does not appear] [*repeat as necessary*] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of Regulation (EU) 2016/1011, as amended]/[As far as the Issuer is aware, as at the date hereof, the *[specify benchmark]* does not fall within the scope of Regulation (EU) 2016/1011, as amended] / [Not Applicable]
- Interest Determination Date(s): [●]
- Relevant Time: [●]
- Relevant Screen Page: [●]
- Relevant Financial Centre: [●]
- (j) ISDA Determination:
- Floating Rate Option: [●]
- Designated Maturity: [●]
- Reset Date: [●]
- (k) Linear Interpolation: [Not applicable/Applicable – the Rate of Interest for the [long/short][first/last] Interest Period shall be calculated using linear interpolation (*specify for each short or long Interest Period*)]

(l) Margin(s):	[+/-][●] per cent. per annum
(m) Minimum Rate of Interest:	[●] per cent. per annum
(n) Maximum Rate of Interest:	[●] per cent. per annum
(o) Day Count Fraction:	[●]
(p) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[●]
(q) ISDA Definitions:	[2000 ISDA Definitions (as amended and updated)/2006 ISDA Definitions (as amended and updated)]
<b>16 Zero Coupon Note Provisions:</b>	[Applicable/Not Applicable]
(a) Amortisation Yield:	[●] per cent. per annum
(b) Any other formula/basis of determining amount payable:	[●]
<b>PROVISIONS RELATING TO REDEMPTION</b>	
<b>17 Call Option:</b>	[Applicable/Not Applicable]
(a) Optional Redemption Date(s):	[●]
(b) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[[●] per Calculation Amount [Condition 6(b) applies]
(c) If redeemable in part:	
(i) Minimum Redemption Amount:	[●] per Calculation Amount
(ii) Maximum Redemption Amount:	[●] per Calculation Amount
(iii) Notice period:	[●]
<b>18 Put Option:</b>	[Applicable/Not Applicable]
(a) Optional Redemption Date(s):	[●]
(b) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[●] per Calculation Amount [Condition 6(b) applies]
(c) Notice period:	[●]
<b>19 Change of Control Put:</b>	[Applicable/Not Applicable]
(a) Change of Control Put Date:	[●]

- (b) Change of Control Put Period: [●]
- 20 Final Redemption Amount of each Note:** [●] per Calculation Amount
- 21 Early Redemption Amount:** [Applicable/Not Applicable]
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●]

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 22 Form of Notes:**
- Bearer Notes:
- [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]
- [Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]
- [Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]
- Registered Notes:
- [Regulation S Global Note registered in the name of a nominee for [a common depository for Euroclear and Clearstream, Luxembourg]]
- 23 Financial Centre(s) or other special provisions relating to payment dates:** [Not Applicable/[●]]
- 24 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** [Yes [●]/No]
- 25 Prohibition of Sales to EEA Retail Investors:** [Applicable/Not Applicable]
- (If the Instruments clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Instruments constitute or potentially constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.)*
- 26 Other terms or special conditions:** [Not Applicable/give details]

Signed on behalf of QNB Finance Ltd:

By: .....  
Duly authorised

Signed on behalf of Qatar National Bank (Q.P.S.C.):

By: .....  
Duly authorised

## PART B— OTHER INFORMATION

### 1 Listing

- (a) Listing: /None
- (b) Admission to trading: /Not Applicable
- (c) Estimate of total expenses related to admission to trading:

### 2 Ratings:

The Notes to be issued have been rated:

[S&P:

[Moody's:

[Fitch:

### 3 [Interests of Natural and Legal Persons Involved in the Issue/Offer]

[Save as discussed in [*Subscription and Sale/General Information*"], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.]

### 4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (a) Reasons for the offer:
- [(b)] Estimated net proceeds:
- [(c)] Estimated total expenses:

### 5 [Fixed Rate Notes only—Yield

Indication of yield:

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

### 6 Operational Information

ISIN:

Common Code:

CFI:

FISN:

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):

Names and addresses of initial Paying Agent(s):

Names and addresses of additional Paying Agent(s) (if any):

**7 Distribution**

- (a) Method of distribution: [Syndicated/Non-syndicated]
- (b) If syndicated, names of Managers: [Not Applicable/*give names*]
- (c) Stabilising Manager(s) (if any): [Not Applicable/*give names*]
- (d) If non-syndicated, name of Dealer: [Not Applicable/*give name*]
- (e) US Selling Restrictions: [Reg. S Compliance Category [1/2/3];  
TEFRA C/TEFRA D/TEFRA not applicable]
- (f) Additional selling restrictions: [Not Applicable/*give details*]

## TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions that, subject to completion and amendment and as supplemented or varied in accordance with the provisions of Part A of the relevant Final Terms, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of Part A of the Final Terms or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in Part A of the relevant Final Terms. Those definitions will be endorsed on the definitive Notes or Certificates, as the case may be. References in the Conditions to “**Notes**” are to the Notes of one Series only, not to all Notes that may be issued under the Programme. Notes to be issued may be senior Notes (“**Senior Notes**”) or subordinated Notes (“**Subordinated Notes**”). In the case of PD Exempt Instruments issued under the Programme, references to the Final Terms in these Conditions shall be construed as references to the Pricing Supplement.

The Notes are issued pursuant to an agency agreement (as amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated 6 September 2018 between QNB Finance Ltd (the “**Issuer**”), Qatar National Bank (Q.P.S.C.) (the “**Guarantor**”), The Bank of New York Mellon, acting through its London Branch as fiscal agent and the other agents named in it and with the benefit of a deed of covenant (as amended or supplemented as at the Issue Date, the “**Deed of Covenant**”) dated 6 September 2018 executed by the Issuer and the Guarantor in relation to the Notes and a deed of guarantee (as amended or supplemented as at the Issue Date, the “**Deed of Guarantee**”) dated 6 September 2018 executed by the Guarantor in relation to the Notes. The fiscal agent, the paying agents, the registrar, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below, respectively, as the “**Fiscal Agent**”, the “**Paying Agents**” (which expression shall include the Fiscal Agent), the “**Registrar**”, the “**Transfer Agents**” and the “**Calculation Agent(s)**”. The Noteholders (as defined below), the holders of the interest coupons (the “**Coupons**”) relating to interest bearing Notes in bearer form and, where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) are deemed to have notice of all of the provisions of the Agency Agreement applicable to them.

As used in these terms and conditions (the “**Conditions**”), “**Tranche**” means Notes which are identical in all respects.

Copies of the Agency Agreement, the Deed of Covenant and the Deed of Guarantee are available for inspection at the specified offices of each of the Paying Agents, the Registrar and the Transfer Agents.

### 1. Form, Denomination and Title

The Notes are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”) in each case in the Specified Denomination(s) shown hereon, provided that, in the case of any Notes which are to be admitted to trading on a regulated market within the EEA or offered to the public in a Member State of the EEA in circumstances which require the publication of a Prospectus under the Prospectus Directive, the minimum Specified Denomination shall be €100,000 (or its equivalent in any other currency as at the date of issue of the relevant Notes).

All Registered Notes shall have the same Specified Denomination.

This Note may be a Fixed Rate Note, a Floating Rate Note or a Zero Coupon Note, a combination of any of the foregoing or any other kind of Note, depending upon the Interest and Redemption/Payment Basis shown hereon.

This Note may also be a Senior Note, or a Subordinated Note, as indicated in the applicable Final Terms.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable.

Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes, whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate), and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Note, Coupon or Talon) means the bearer of any Bearer Note, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

## **2. No Exchange of Notes and Transfers of Registered Notes**

### **(a) No Exchange of Notes**

Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.

### **(b) Transfer of Registered Notes**

One or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Noteholders. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.

### **(c) Exercise of Options or Partial Redemption in Respect of Registered Notes**

In the case of an exercise of an Issuer’s or Noteholders’ option in respect of, or a partial redemption of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

### **(d) Delivery of New Certificates**

Each new Certificate to be issued pursuant to Conditions 2(b) or (c) shall be available for delivery within three business days of receipt of the form of transfer or Exercise Notice (as defined in Condition 6(e)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the

Registrar (as the case may be) to whom delivery or surrender of such form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Agent (as defined in the Agency Agreement) the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), “**business day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).

(e) **Transfer Free of Charge**

Transfers of Notes and Certificates on registration, transfer, partial redemption or exercise of an option shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar or the relevant Transfer Agent may require).

(f) **Closed Periods**

No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days ending on the due date for redemption of that Note, (ii) during the period of 15 days before any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 6(d), (iii) after any such Note has been called for redemption or (iv) during the period of seven days ending on (and including) any Record Date.

**3. Guarantee and Status**

(a) **Senior Guarantee**

The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Senior Notes and the Coupons. Its obligations in that respect (the “**Senior Guarantee**”) are contained in the Deed of Guarantee.

(b) **Status of Senior Notes and Senior Guarantee**

The Senior Notes (being those Notes that specify their status as Senior) and the Coupons relating to them constitute direct, unconditional and (subject to Condition 4) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Senior Notes and the Coupons relating to them and of the Guarantor under the Senior Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4, at all times rank at least equally with all other outstanding, present and future, unsecured and unsubordinated obligations of the Issuer and the Guarantor respectively.

(c) **Subordinated Guarantee**

The Guarantor has irrevocably and (subject as provided in the Subordinated Guarantee referred to below) unconditionally guaranteed the due payment of all sums expressed to be payable by the Issuer under the Subordinated Notes and Coupons on a subordinated basis. Its obligations in that respect (the “**Subordinated Guarantee**”) are contained in the Deed of Guarantee.

The payment obligations of the Guarantor under the Subordinated Guarantee will be subordinated to all unsubordinated payment obligations of the Guarantor in the manner described below but will rank *pari passu* with all other subordinated payment obligations of the Guarantor which do not rank or are not expressed by their terms to rank junior to the payment obligations under the Subordinated Guarantee and in priority to all claims of

shareholders of the Guarantor. The rights of the holders of Subordinated Notes against the Guarantor are subordinated in right of payment to the claims of all Senior Creditors of the Guarantor and, accordingly, payments under the Subordinated Guarantee by the Guarantor are conditional upon the Guarantor being solvent at the time of such payment and no payment shall be payable by the Guarantor in respect of the Subordinated Guarantee except to the extent that the Guarantor could make such payment, and any other payment required to be made to a creditor in respect of indebtedness which ranks or is expressed to rank *pari passu* with, or senior to, the Subordinated Guarantee and still be solvent immediately thereafter. For this purpose, the Guarantor shall be solvent if (i) it is able to pay its debts as they fall due and (ii) its assets exceed its liabilities, and the term “**Senior Creditors of the Guarantor**” shall mean creditors of the Guarantor (including depositors) other than creditors in respect of indebtedness where, by the terms of such indebtedness, the claims of the holders of that indebtedness rank or are expressed to rank *pari passu* with, or junior to, the claims of the holders of the Subordinated Notes and the Coupons relating to them.

Each holder of a Subordinated Note unconditionally and irrevocably waives any right of set-off, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction, in respect of the Subordinated Guarantee. No collateral is or will be given for the payment obligations under the Subordinated Guarantee, and any collateral that may have been or may in the future be given in connection with other indebtedness of the Guarantor shall not secure the payment obligations under the Subordinated Guarantee.

(d) **Status of Subordinated Notes**

The Subordinated Notes (being those Notes that specify their status as Subordinated) and the Coupons relating to them constitute direct, conditional and, as described below, unsecured obligations of the Issuer and rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer in respect of the Subordinated Notes (whether on account of principal, interest or otherwise) will be subordinated to all unsubordinated payment obligations of the Issuer in the manner described below but will rank *pari passu* with all other subordinated payment obligations of the Issuer which do not rank or are not expressed by their terms to rank junior to the payment obligations under the Subordinated Notes and in priority to all claims of shareholders of the Issuer. The rights of the holders of Subordinated Notes against the Issuer are subordinated in right of payment to the claims of all Senior Creditors of the Issuer and, accordingly, payments in respect of the Subordinated Notes (whether on account of principal, interest or otherwise) by the Issuer are conditional upon the Issuer being solvent at the time of such payment, and no payment shall be payable by the Issuer in respect of the Subordinated Notes except to the extent that the Issuer could make such payment and any other payment required to be made to a creditor in respect of indebtedness which ranks or is expressed to rank *pari passu* with the Subordinated Notes and still be solvent immediately thereafter. For this purpose, the Issuer shall be solvent if (i) it is able to pay its debts as they fall due and (ii) its assets exceed its liabilities, and the term “**Senior Creditors**” shall mean creditors of the Issuer (including depositors) other than creditors in respect of indebtedness where, by the terms of such indebtedness, the claims of the holders of that indebtedness rank or are expressed to rank *pari passu* with, or junior to, the claims of the holders of the Subordinated Notes and the Coupons relating to them.

Each holder of a Subordinated Note unconditionally and irrevocably waives any right of set-off, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction, in respect of such Note. No collateral is or will be given for the payment obligations under the Subordinated Notes, and any collateral that may have been or may in the future be given in connection with other indebtedness of the Issuer shall not secure the payment obligations under the Subordinated Notes.

**4. Negative Pledge**

This Condition 4 only applies to Senior Notes.

So long as any Senior Note or Coupon remains outstanding (as defined in the Agency Agreement) neither the Issuer nor the Guarantor will, and the Issuer and the Guarantor will procure that none of their respective Principal Subsidiaries (as defined below) will, create, permit to subsist or have outstanding any mortgage, charge, lien, pledge or other security interest other than a Permitted Security Interest (each, a “**Security Interest**”) upon, or with respect to, any of its present or future business, undertaking, assets or revenues (including any uncalled capital) or any part thereof to secure (i) any Relevant Indebtedness (as defined below) or Relevant Sukuk Obligation (as defined below), or (ii) any guarantee or indemnity in respect of any Relevant Indebtedness or Relevant Sukuk Obligation, unless the Issuer or the Guarantor, as the case may be, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:

- (a) all amounts payable by it under the Senior Notes, Coupons and/or the Deed of Guarantee, as the case may be, are secured by the Security Interest equally and rateably with the Relevant Indebtedness, Relevant Sukuk Obligation, guarantee or indemnity, as the case may be; or
- (b) such other Security Interest or other arrangement (whether or not it includes the giving of a Security Interest) is approved by an Extraordinary Resolution (as defined in the Agency Agreement) of the Noteholders.

For the purposes of these Conditions:

“**Excluded Subsidiary**” means at any time a Subsidiary of the Issuer or the Guarantor, as the case may be, which is a special purpose entity whose principal assets are constituted by a project or projects and none of whose Indebtedness or Sukuk Obligations are directly or indirectly the subject of security or a guarantee, indemnity or any other form of assurance, undertaking or support from the Issuer or the Guarantor or any of their respective Principal Subsidiaries.

“**Group**” means the Guarantor together with its Subsidiaries.

“**Indebtedness**” means any indebtedness of any Person for money borrowed or raised including (without limitation) any indebtedness for or in respect of:

- (i) amounts raised by acceptance under any acceptance credit facility;
- (ii) amounts raised under any note purchase facility;
- (iii) the amount of any liability in respect of leases or hire purchase contracts which would, in accordance with applicable law and generally accepted accounting principles, be treated as finance or capital leases;
- (iv) the amount of any liability in respect of any purchase price for assets or services the payment of which is deferred for a period in excess of 60 days; and
- (v) amounts raised under any other transaction (including, without limitation, any forward sale or purchase agreement) having the commercial effect of a borrowing,

and for the avoidance of doubt “**Indebtedness**” shall be deemed to include any debt or other financing arrangement issued (or intended to be issued) in compliance with the principles of Shariah, whether entered into directly or indirectly by the Issuer or the Guarantor or a member of the Group, as the case may be.

“**Permitted Security Interest**” means any Security Interest (i) in respect of any Relevant Indebtedness or Relevant Sukuk Obligation of any member of the Group incurred (a) to finance the ownership, acquisition, development, redevelopment or operation of any asset or (b) to finance or facilitate the receipt of any specified asset, revenues or receivables in respect of which the Person or Persons to whom any such Relevant Indebtedness or Relevant Sukuk Obligation is or may be owed by such member of the Group (for the purposes of this definition, the “**Borrower**”) has or have no recourse whatsoever to any other member of the Group for the repayment thereof other than (1)

recourse to the relevant Borrower for amounts limited to the cash flow or the net cash flow from such asset, revenues or receivables, as the case may be, and/or (2) recourse to the proceeds of enforcement of any Security Interest (x) given by such Borrower over such asset, revenues or receivables or the income, cash flow or other proceeds deriving therefrom and/or (y) given by any owner of a voting equity interest in a Borrower over such equity interest to secure such Relevant Indebtedness or Relevant Sukuk Obligation; provided that the extent of such recourse to such Borrower is limited solely to the amount of any recoveries made in respect of such enforcement; (ii) securing Relevant Indebtedness or Relevant Sukuk Obligations of any Person existing at the time that such Person is acquired by or merged into or consolidated with any member of the Group; provided, however, that such Security Interest was not created in contemplation of such acquisition, merger or consolidation and does not extend to any assets or property of any member of the Group other than that of such Person prior to such acquisition, merger or consolidation, as the case may be; or (iii) upon, or with respect to, any present or future business, undertakings, assets or revenues of any member of the Group, including any uncalled capital or any part thereof, which is created pursuant to any Relevant Indebtedness or any Relevant Sukuk Obligation whereby the payment obligations in connection therewith are secured on a segregated pool of assets (whether held by the Issuer, the Guarantor or any of their respective Principal Subsidiaries, as the case may be, or any third party guarantor) (any such Relevant Indebtedness or Relevant Sukuk Obligation, a “**Covered Bond**”), provided that, the then aggregate existing balance sheet value of receivables subject to such Security Interest, when aggregated with any and all existing Security Interests, in each case created in respect of Covered Bonds does not, on the date of the relevant issuance, exceed 15.0 per cent. of the consolidated total assets of the Group (as shown in the then most recent audited consolidated financial statements of the Group).

“**Person**” means any individual, company, corporation, firm, partnership, joint venture, association, organisation, state or agency of a state or other entity, whether or not having separate legal personality.

“**Principal Subsidiary**” means, in relation to the Issuer or the Guarantor, any Subsidiary not being an Excluded Subsidiary (i) whose total assets represent not less than 10.0 per cent. of the consolidated total assets of the Issuer or the Guarantor (as the case may be) and its Subsidiaries taken as a whole, (ii) whose external revenues are not less than 10.0 per cent. of the consolidated revenues of the Issuer or the Guarantor (as the case may be) and its Subsidiaries taken as a whole, in each case in respect of the immediately preceding sub-paragraphs (i) and (ii), as calculated by reference to the most recent audited consolidated financial statements of the Issuer or the Guarantor (as the case may be) or (iii) to which is transferred all or substantially all of the business, undertaking or assets of a Subsidiary that immediately prior to such transfer is a Principal Subsidiary, whereupon the transferor Subsidiary shall immediately cease to be a Principal Subsidiary and the transferee Subsidiary shall immediately become a Principal Subsidiary, but shall cease to be a Principal Subsidiary under this sub-paragraph (iii) (but without prejudice to the provisions of sub-paragraph (i) or (ii) above) upon publication of its next audited consolidated financial statements. If (i) the Issuer or any other Subsidiary of the Guarantor or the Issuer (as the case may be) shall not in respect of any relevant financial period for whatever reason produce audited accounts or (ii) the Issuer or any other Subsidiary of the Guarantor or the Issuer (as the case may be) shall not have produced at the relevant time for the calculations required pursuant to this definition audited accounts for the same period as the period to which the latest audited consolidated accounts of the Issuer or the Guarantor (as the case may be) and its Subsidiaries relate, then there shall be substituted for the purposes of this definition the management accounts of the Issuer or such Subsidiary (as the case may be) for such period.

A report by the Chief Executive Officer and the Chief Financial Officer (or any person who at any time carries out the equivalent functions of such person (regardless of such person’s title)) of the Issuer or the Guarantor, as applicable, that in their opinion a Subsidiary is or was or was not at any particular time or throughout a specified period a Principal Subsidiary shall, in the absence of manifest error, be conclusive and binding on all parties.

“**Relevant Indebtedness**” means any present or future Indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities which for the time being are, or are intended to be, or are

capable of being, quoted, listed or ordinarily dealt in or traded on any stock exchange, over-the-counter or other securities market.

“**Relevant Sukuk Obligation**” means any undertaking or other obligation to pay any money given in connection with the issue of Islamic-compliant certificates, whether or not in return for consideration of any kind, which for the time being are, or are intended to be, or are capable of being, quoted, listed or ordinarily dealt in or traded on any stock exchange, over-the-counter or other securities market.

“**Subsidiary**” means any entity whose financial statements at any time are required by law or in accordance with generally accepted accounting principles to be fully consolidated with those of the Issuer or the Guarantor, as applicable.

“**Sukuk Obligation**” means any undertaking or other obligation to pay money given in connection with the issue of certificates whether or not in return for consideration of any kind.

## **5. Interest and other Calculations**

### **(a) Interest on Fixed Rate Notes**

Each Fixed Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date provided that if the Specified Currency is Renminbi and any Interest Payment Date falls on a day which is not a Business Day, the Interest Payment Date will be the next succeeding Business Day unless it would thereby fall in the next calendar month in which event the Interest Payment Date shall be brought forward to the immediately preceding Business Day. The amount of interest payable shall be determined in accordance with Condition 5(g).

### **(b) Interest on Floating Rate Notes**

(i) Interest Payment Dates: Each Floating Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(g). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

(ii) Business Day Convention: If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(iii) Rate of Interest for Floating Rate Notes: The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

(A) ISDA Determination for Floating Rate Notes

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this sub-paragraph (A), “**ISDA Rate**” for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- a. the Floating Rate Option is as specified hereon;
- b. the Designated Maturity is a period specified hereon; and
- c. the relevant Reset Date is the first day of that Interest Accrual Period unless otherwise specified hereon.

For the purposes of this sub-paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Reset Date**” and “**Swap Transaction**” have the meanings given to those terms in the ISDA Definitions.

Unless otherwise stated in the applicable Final Terms or (in the case of PD Exempt Instruments) the Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero.

(B) Screen Rate Determination for Floating Rate Notes

a. Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be either:

- (1) the offered quotation; or
- (2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page at the Relevant Time on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

b. if the Relevant Screen Page is not available or, if sub-paragraph a.(1) applies and no such offered quotation appears on the

Relevant Screen Page, or, if sub-paragraph a.(2) applies and fewer than three such offered quotations appear on the Relevant Screen Page, in each case as at the Relevant Time, subject as provided below, the Calculation Agent shall request the principal Relevant Financial Centre office of each of the Reference Banks to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate at approximately the Relevant Time on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

- c. if paragraph b. above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered at the Relevant Time on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in the Relevant Financial Centre interbank market or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, the Relevant Time on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in the Relevant Financial Centre interbank market provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).

Unless otherwise stated in the applicable Final Terms or (in the case of PD Exempt Instruments) the Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero.

(c) **Linear Interpolation**

Where Linear Interpolation is specified hereon as applicable in respect of an Interest Accrual Period, the Rate of Interest for such Interest Accrual Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate (where Screen Rate Determination is specified hereon as applicable) or the relevant Floating Rate Option (where ISDA Determination is specified hereon as applicable), one of which shall be determined as if the Applicable Maturity were

the period of time for which rates are available next shorter than the length of the relevant Interest Accrual Period and the other of which shall be determined as if the Applicable Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Accrual Period; provided, however, that if there is no rate available for the period of time next shorter or, as the case may be, next longer, then the Calculation Agent shall determine such rate at such time and by reference to such sources as the Issuer shall determine appropriate.

“**Applicable Maturity**” means: (a) in relation to Screen Rate Determination, the period of time designated in the Reference Rate, and (b) in relation to ISDA Determination, the Designated Maturity.

(d) **Zero Coupon Notes**

Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 6(b)(i)).

(e) **Accrual of Interest**

Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 5 to the Relevant Date (as defined in Condition 8).

(f) **Margin, Maximum/Minimum Rates of Interest and Redemption Amounts and Rounding**

(i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with (b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin subject always to the next paragraph.

(ii) If any Maximum or Minimum Rate of Interest or Redemption Amount is specified hereon, then any Rate of Interest or Redemption Amount shall be subject to such maximum or minimum, as the case may be.

(iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 of a percentage point being rounded up), (y) all figures shall be rounded to seven significant figures (provided that, if the eighth significant figure is a five or greater, the seventh significant figure shall be rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with half a unit being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes “**unit**” means the lowest amount of such currency that is available as legal tender in the country of such currency.

(g) **Calculations**

The amount of interest payable per Calculation Amount in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount specified hereon, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount is applicable to such Interest Accrual Period, in which case the

amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount. Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.

(h) **Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts and Optional Redemption Amounts**

The Calculation Agent shall, as soon as practicable on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount to be notified to the Fiscal Agent, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period Date is subject to adjustment pursuant to Condition 5(b)(ii), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest or the Interest Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

(i) **Calculation Agent**

The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Note is outstanding (as defined in the Agency Agreement). Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Accrual Period or to calculate any Interest Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

(j) **Benchmark Discontinuation**

(i) *Independent Adviser*

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer or the Guarantor, as the case may be, shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, failing which an Alternative Rate (in accordance with Condition 5(j)(ii)) and, in either case, an Adjustment Spread if any (in accordance with Condition 5(j)(iii)) and any Benchmark Amendments (in accordance with Condition 5(j)(iv)).

An Independent Adviser appointed pursuant to this Condition 5(j) shall act in good faith and in a commercially reasonable manner as an expert and in consultation with the Issuer and the Guarantor. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Guarantor, the Fiscal Agent, the Paying Agents, the Noteholders or the Couponholders for any determination made by it pursuant to this Condition 5(j).

If (A) the Issuer or the Guarantor, as the case may be, is unable to appoint an Independent Adviser; or (B) the Independent Adviser appointed by the Issuer or the Guarantor, as the case may be, fails to determine a Successor Rate or, failing which, an Alternative Rate in accordance with this Condition 5(j) prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Period shall be substituted in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Period. For the avoidance of doubt, this Condition 5(j) shall apply to the relevant next succeeding Interest Period only and any subsequent Interest Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 5(j).

(ii) *Successor Rate or Alternative Rate*

If the Independent Adviser determines that:

- (A) there is a Successor Rate, then such Successor Rate shall (subject to adjustment as provided in Condition 5(j)(iii)) subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 5(j)); or
- (B) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate shall (subject to adjustment as provided in Condition 5(j)(iii)) subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 5(j)).

(iii) *Adjustment Spread*

If the Independent Adviser determines (A) that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Rate (as the case may be) and (B) the quantum of, or a formula or methodology for determining, such

Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Rate (as the case may be).

(iv) *Benchmark Amendments*

If any Successor Rate, Alternative Rate or Adjustment Spread is determined in accordance with this Condition 5(j) and the Independent Adviser determines (A) that amendments to these Conditions, including, but not limited to amendments to the Day Count Fraction, Relevant Screen Page, Business Day Convention, Interest Determination Date, the definition of Business Days, and/or the definition of Reference Rate applicable to the Notes, are necessary to ensure the proper operation of such Successor Rate, Alternative Rate and/or Adjustment Spread (such amendments, the “**Benchmark Amendments**”) and (B) the terms of the Benchmark Amendments, then the Issuer or the Guarantor, as the case may be, shall, subject to giving notice thereof in accordance with Condition 5(j)(v), without any requirement for the consent or approval of Noteholders, vary these Conditions to give effect to such Benchmark Amendments with effect from the date specified in such notice.

In connection with any such variation in accordance with this Condition 5(j)(iv), the Issuer or the Guarantor, as the case may be, shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

(v) *Notices, etc.*

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined in accordance with this Condition 5(j) will be notified promptly by the Issuer or the Guarantor, as the case may be, to the Fiscal Agent, the Calculation Agent, the Paying Agents and, in accordance with Condition 14, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

No later than notifying the Noteholders of the same, the Issuer or the Guarantor, as the case may be, shall deliver to the Fiscal Agent a certificate signed by two authorised signatories of the Issuer or the Guarantor, as the case may be:

- (A) confirming (x) that a Benchmark Event has occurred, (y) the Successor Rate or, as the case may be, the Alternative Rate and, (z) where applicable, any Adjustment Spread and/or the specific terms of any Benchmark Amendments, in each case as determined in accordance with the provisions of this Condition 5(j);
- (B) certifying that the Benchmark Amendments are necessary to ensure the proper operation of such Successor Rate, Alternative Rate and/or Adjustment Spread; and
- (C) certifying that (i) the Issuer or the Guarantor, as the case may be, has duly consulted with an Independent Adviser with respect to each of the matters above or, if that is not the case, (ii) explaining, in reasonable detail, why the Issuer and/or the Guarantor has not done so.

The Fiscal Agent shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. The Successor Rate or Alternative Rate and the Adjustment Spread (if any) and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate or Alternative Rate and the Adjustment Spread (if any) and the Benchmark Amendments (if any) and without prejudice to the Fiscal Agent’s ability to rely on such certificate as aforesaid) be binding on the

Issuer, the Guarantor, the Fiscal Agent, the Calculation Agent, the Paying Agents and the Noteholders.

(vi) *Survival of Original Reference Rate*

Without prejudice to the obligations of the Issuer and the Guarantor under Conditions 5(j)(i), 5(j)(ii), 5(j)(iii) and 5(j)(iv), the Original Reference Rate and the fallback provisions provided for in Conditions 5(b)(iii)(A) and 5(b)(iii)(B) will continue to apply unless and until a Benchmark Event has occurred.

(k) **Definitions**

In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“**Adjustment Spread**” means either a spread (which may be positive or negative), or the formula or methodology for calculating a spread, in either case, which the Independent Adviser determines is required to be applied to the Successor Rate or the Alternative Rate (as the case may be) to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Noteholders and Couponholders as a result of the replacement of the Original Reference Rate with the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

- (1) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or (if no such recommendation has been made, or in the case of an Alternative Rate);
- (2) the Independent Adviser determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions or is in customary market usage in international debt capital markets for transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be); (or if the Issuer or the Guarantor (as the case may be) determines that no such industry standard is recognised or acknowledged);
- (3) the Independent Adviser determines to be appropriate.

“**Alternative Rate**” means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with Condition 5(j)(ii) is customary in market usage in the international debt capital markets for the purposes of determining rates of interest (or the relevant component part thereof) in the same Specified Currency as the Notes.

“**Benchmark Amendments**” has the meaning given to it in Condition 5(j)(iv).

“**Benchmark Event**” means:

- (1) the Original Reference Rate ceasing to be published for a period of at least 5 Business Days or ceasing to exist; or
- (2) a public statement by the administrator of the Original Reference Rate that it will, by a specified date within the following six months, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (3) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specified date within the following six months, be permanently or indefinitely discontinued; or

- (4) a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes, in each case within the following six months; or
- (5) it has become unlawful for any Paying Agent, Calculation Agent, the Issuer, the Guarantor or other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate.

“**Business Day**” means:

- (1) in the case of a currency other than euro and Renminbi, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in the principal financial centre for such currency and/or
- (2) in the case of euro, a day on which the TARGET System is operating (a “**TARGET Business Day**”);
- (3) in the case of Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong; and/or
- (4) in the case of a currency and/or one or more Business Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each of the Business Centres.

“**Day Count Fraction**” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the “**Calculation Period**”):

- (1) if “**Actual/Actual**” or “**Actual/Actual – ISDA**” is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (2) if “**Actual/365 (Fixed)**” is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (3) if “**Actual/360**” is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (4) if “**Actual 365 (Sterling)**” is specified hereon, the actual number of days in the Calculation Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;
- (5) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y<sub>1</sub>**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“D<sub>2</sub>” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D<sub>1</sub> is greater than 29, in which case D<sub>2</sub> will be 30;

- (6) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“Y<sub>1</sub>” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“D<sub>2</sub>” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case D<sub>2</sub> will be 30;

- (7) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“Y<sub>1</sub>” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D<sub>1</sub> will be 30; and

“D<sub>2</sub>” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D<sub>2</sub> will be 30; and

(8) if “**Actual/Actual-ICMA**” is specified hereon,

(i) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and

(ii) if the Calculation Period is longer than one Determination Period, the sum of:

(x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and

(y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year,

where:

“**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date.

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s).

“**Euro-zone**” means the region comprising member states of the European Union that adopt the single currency in accordance with the Treaty on the Functioning of the European Union, as amended.

“**Independent Adviser**” means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by the Issuer or the Guarantor, as the case may be, under Condition 5(j)(i).

“**Interest Accrual Period**” means the period beginning on and including the Interest Commencement Date and ending on but excluding the first Interest Period Date and each successive period beginning on and including an Interest Period Date and ending on but excluding the next succeeding Interest Period Date.

“**Interest Amount**” means:

- (1) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part provided that if the Specified Currency is Renminbi, the Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01 (CNY0.005 being rounded upwards); and
- (2) in respect of any other period, the amount of interest payable per Calculation Amount for that period “**Interest Commencement Date**” means the Issue Date or such other date as may be specified hereon.

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling or Renminbi other than where the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR or (ii) the day falling two Business Days in London for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is neither Sterling nor euro nor Renminbi or (iii) the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is euro or (iv) the day falling two Business Days in Hong Kong prior to the first day of such Interest Accrual Period if the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR.

“**Interest Period**” means the period beginning on and including the Interest Commencement Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date unless otherwise specified hereon.

“**Interest Period Date**” means each Interest Payment Date unless otherwise specified hereon.

“**ISDA Definitions**” means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., unless otherwise specified hereon.

“**Original Reference Rate**” means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes.

“**Rate of Interest**” means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon.

“**Reference Banks**” means four major banks selected by the Calculation Agent in the interbank market that is most closely connected with the Reference Rate.

“**Reference Rate**” means one of the following benchmark rates (as specified in the relevant Final Terms) in respect of the currency and period specified in the relevant Final Terms:

- (i) LIBOR;
- (ii) EURIBOR;
- (iii) KIBOR;
- (iv) SHIBOR;
- (v) HIBOR;
- (vi) CNH HIBOR;

- (vii) KLIBOR;
- (viii) TRLIBOR or TRYLIBOR;
- (ix) SIBOR;
- (x) EIBOR;
- (xi) TIBOR;
- (xii) SAIBOR;
- (xiii) BBSW;
- (xiv) CHF LIBOR;
- (xv) GBP LIBOR;
- (xvi) CAD LIBOR;
- (xvii) NZD LIBOR;
- (xviii) DKK LIBOR;
- (xix) SEK LIBOR;
- (xx) AUD LIBOR;
- (xxi) JPY LIBOR;
- (xxii) MIBOR;
- (xxiii) PRIBOR;
- (xxiv) LIBID; or
- (xxv) LIMEAN.

“**Relevant Financial Centre**” means the financial centre specified as such hereon.

“**Relevant Nominating Body**” means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (c) a group of the aforementioned central banks or other supervisory authorities or (d) the Financial Stability Board or any part thereof.

“**Relevant Screen Page**” means such page, section, caption, column or other part of a particular information service as may be specified hereon (or any successor or replacement page, section, caption, column or other part of a particular information service).

“**Relevant Time**” means the time specified as such hereon.

“**Specified Currency**” means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated.

“**Successor Rate**” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

“**TARGET System**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

## 6. Redemption, Purchase and Options

### (a) Final Redemption

Unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided, is its nominal amount). In the case of Fixed Rate Notes where the Specified Currency is Renminbi, if the Maturity Date falls on a day which is not a Business Day, the Maturity Date will be the next succeeding Business Day unless it would thereby fall in the next calendar month in which event the Maturity Date shall be brought forward to the immediately preceding Business Day.

### (b) Early Redemption

Zero Coupon Notes:

- (i) The Early Redemption Amount payable in respect of any Zero Coupon Note shall be the Amortised Face Amount (calculated as provided below) of such Note upon redemption of such Note pursuant to Condition 6(c), Condition 6(d) or Condition 6(e) or upon it becoming due and payable as provided in Condition 10 unless otherwise specified hereon.
- (ii) Subject to the provisions of sub-paragraph (iii) below, the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (iii) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(c), Condition 6(d) or Condition 6(e) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in sub-paragraph (ii) above, except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this sub-paragraph shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 5(c).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

Other Notes: The Early Redemption Amount payable in respect of any Note (other than Notes described in (i) above), upon redemption of such Note pursuant to Condition 6(c), Condition 6(d) or Condition 6(e) or upon it becoming due and payable as provided in Condition 10, shall be the Final Redemption Amount unless otherwise specified hereon.

(c) **Redemption for Taxation Reasons**

The Notes may be redeemed at the option of the Issuer in whole, but not in part, (but subject to consent, in the case of Subordinated Notes, having been obtained from the Central Bank of Qatar (the “**Regulator**”, which expression shall include any successor thereto as the relevant regulator of banks in Qatar, where required) on any Interest Payment Date (if this Note is a Floating Rate Note) or, at any time, (if this Note is not a Floating Rate Note), on giving not less than 30 nor more than 60 days’ notice to the Noteholders (which notice shall be irrevocable), at their Early Redemption Amount (as described in Condition 6(b) above) (together with interest accrued to the date fixed for redemption), if (i) the Issuer (or, if the Senior Guarantee in the case of Senior Notes, or the Subordinated Guarantee, in the case of Subordinated Notes, were called, the Guarantor) has or will become obliged to pay additional amounts as provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of the Cayman Islands (in the case of payment by the Issuer) or Qatar (in the case of payment by the Guarantor) or, in each case, any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes (save in each case where such additional amounts are payable under the Income Tax Law No. (21) of 2009 of Qatar and/or The Executive Regulations issued in September 2011 thereunder, in each case as originally enacted), and (ii) such obligation cannot be avoided by the Issuer (or the Guarantor, as the case may be) taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer (or the Guarantor, as the case may be) would be obliged to pay such additional amounts were a payment in respect of the Notes (or either Guarantee, as the case may be) then due. Prior to the publication of any notice of redemption pursuant to this Condition 6(c), the Issuer shall deliver to the Fiscal Agent a certificate signed by two Directors of the Issuer (or the Guarantor, as the case may be) stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisers of recognised standing to the effect that the Issuer (or the Guarantor, as the case may be) has or will become obliged to pay such additional amounts as a result of such change or amendment.

(d) **Redemption at the Option of the Issuer**

If Call Option is specified hereon, the Issuer may, on giving not less than 15 nor more than 30 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem, all or, if so provided, some, of the Notes on any Optional Redemption Date. Any such redemption of Notes shall be at their Optional Redemption Amount specified hereon (which may be the Early Redemption Amount (as described in Condition 6(b) above), together with interest accrued to the date fixed for redemption. Any such redemption or exercise must relate to Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition.

In the case of a partial redemption the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the nominal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject

to compliance with any applicable laws and stock exchange or other relevant authority requirements.

(e) **Redemption at the Option of Noteholders**

- (A) If Put Option is specified hereon, the Issuer shall, at the option of the holder of any such Note, upon the holder of such Note giving not less than 15 nor more than 30 days' notice to the Issuer (or such other notice period as may be specified hereon) redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount specified hereon (which may be the Early Redemption Amount (as described in Condition 6(b) above)), together with interest accrued to the date fixed for redemption.

To exercise such option the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice ("**Exercise Notice**") in the form obtainable from any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the notice period. No Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

- (B) If Change of Control Put Event is specified hereon and a Change of Control Put Event occurs, the holder of any such Note will have the option (a "**Change of Control Put Option**") (unless prior to the giving of the relevant Change of Control Put Event Notice (as defined below) the Issuer has given notice of redemption under Conditions 6(c) or 6(d) above) to require the Issuer to redeem or, at the Issuer's option, purchase (or procure the purchase of) that Note on the Change of Control Put Date (as defined below) at its principal amount together with interest accrued to (but excluding) the Change of Control Put Date.

A "**Change of Control Put Event**" will be deemed to occur if at any time the Government of Qatar ceases to own, directly or indirectly, through the Qatar Investment Authority or otherwise 50.0 per cent. of the issued share capital of the Guarantor.

Promptly upon the Issuer becoming aware that a Change of Control Put Event has occurred, the Issuer shall give notice (a "**Change of Control Put Event Notice**") to the Noteholders in accordance with Condition 14 specifying the nature of the Change of Control Put Event and the procedure for exercising the Change of Control Put Option.

To exercise the Change of Control Put Option, the holder of a Bearer Note must deliver such Note to the specified office of any Paying Agent at any time during normal business hours of such Paying Agent falling within the period (the "**Change of Control Put Period**") of 30 days after a Change of Control Put Event Notice is given, accompanied by a duly signed and completed notice of exercise in the form (for the time being current) obtainable from the specified office of any Paying Agent (a "**Change of Control Put Notice**"). The Note should be delivered together with all Coupons appertaining thereto maturing after the date which is seven Business Days after the expiration of the Change of Control Put Period (the "**Change of Control Put Date**"), failing which the Paying Agent will require payment from or on behalf of the Noteholder of an amount equal to the face value of any missing such Coupon. Any amount so paid will be reimbursed to the Noteholder against presentation and surrender of the relevant missing Coupon (or any replacement therefore issued pursuant to Condition 12) at any time after such payment, but before the expiry of the period of five years from the date on which such Coupon would have become due, but not thereafter. The Paying Agent to which such Note and Change of Control Put Notice are delivered will issue to the

Noteholder concerned a non-transferable receipt in respect of the Note so delivered. Payment in respect of any Note so delivered will be made, if the holder duly specified a bank account in the Change of Control Put Notice to which payment is to be made, on the Change of Control Put Date by transfer to that bank account and, in every other case, on or after the Change of Control Put Date against presentation and surrender or (as the case may be) endorsement of such receipt at the specified office of any Paying Agent. A Change of Control Put Notice, once given, shall be irrevocable. For the purposes of these Conditions, receipts issued pursuant to this Condition 6(e) shall be treated as if they were Notes.

To exercise the Change of Control Put Option, the holder of a Registered Note must deposit the Certificate evidencing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly signed and completed Change of Control Put Notice obtainable from the Registrar or any Transfer Agent within the Change of Control Put Period. No Certificate so deposited and option so exercised may be withdrawn without the prior consent of the Issuer. Payment in respect of any Certificate so deposited will be made, if the holder duly specified a bank account in the Change of Control Put Notice to which payment is to be made, on the Change of Control Put Date by transfer to that bank account and, in every other case, by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register.

The Issuer shall redeem or purchase (or procure the purchase of) the relevant Notes on the Change of Control Put Date unless previously redeemed (or purchased) and cancelled.

(f) **Purchases**

Each of the Issuer, the Guarantor and their Subsidiaries as defined in the Agency Agreement (with the consent of the Regulator in the case of Subordinated Notes) may at any time purchase Notes (provided that all unmatured Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price and such Notes may be held, resold or, at the option of the Issuer or the Guarantor or any of their respective Subsidiaries, as the case may be, surrendered to the Paying Agent for cancellation.

(g) **Cancellation**

All Notes purchased by or on behalf of the Issuer, the Guarantor or any of their Subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Coupons and all unexchanged Talons to the Fiscal Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer and the Guarantor in respect of any such Notes shall be discharged. Notes so purchased, if not surrendered for cancellation, may also be held to maturity or resold in the open market or otherwise.

**7. Payments and Talons**

- (a) **Bearer Notes:** Payments of principal and interest in respect of Bearer Notes shall, subject as mentioned below, be made against presentation and surrender of the relevant Notes (in the case of all payments of principal and, in the case of interest, as specified in Condition 7(f)(v)) or Coupons (in the case of interest, save as specified in Condition 7(f)(v)), as the case may be:

- (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank.
- (ii) in the case of Renminbi, by transfer to a Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong.

In this Condition 7(a), “**Bank**” means a bank in the principal financial centre for such currency or, in the case of euro, in a city in which banks have access to the TARGET System.

(b) **Registered Notes**

- (i) Payments of principal in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in paragraph (ii) below.
- (ii) Interest on Registered Notes shall be paid to the person shown on the Register at the close of business on the fifth (in the case of Renminbi) and fifteenth (in the case of a currency other than Renminbi) day before the due date for payment thereof (the “**Record Date**”). Payments of interest on each Registered Note shall be made:

(x) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first-named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and

(y) in the case of Renminbi, by transfer to the registered account of the Noteholder.

In this Condition 7(b)(ii), “**registered account**” means the Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong, details of which appear on the Register at the close of business on the fifth business day before the due date for payment.

(c) **Payments in the United States**

Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.

(d) **Payments Subject to Fiscal Laws**

All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, in the place of payment or other laws to which the Issuer or the Guarantor or their agents agree to be subject, but without prejudice to the provisions of Condition 8. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

(e) **Appointment of Agents**

The Fiscal Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and the Guarantor and their respective specified offices are listed below. The Fiscal Agent, the Paying Agents, the Registrar, Transfer Agents and the Calculation Agent(s) act solely as agents of the Issuer and the Guarantor and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuer and the Guarantor reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, provided that the Issuer shall at all times maintain (i) a Fiscal Agent, (ii) a Registrar in relation to Registered Notes, (iii) a Transfer Agent in relation to Registered Notes, (iv) one or more Calculation Agent(s) where the Conditions so require and (v) such other agents as may be required by any other stock exchange on which the Notes may be listed.

In addition, the Issuer and the Guarantor shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. dollars in the circumstances described in paragraph (c) above.

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

(f) **Unmatured Coupons and unexchanged Talons**

- (i) Upon the due date for redemption of Bearer Notes which comprise Fixed Rate Notes, those Notes should be surrendered for payment together with all unmaturing Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unmaturing Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmaturing Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).
- (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note, unmaturing Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Where any Bearer Note that provides that the relative unmaturing Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unmaturing Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
- (v) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note

against presentation of the relevant Note or Certificate representing it, as the case may be.

(g) **Talons**

On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Fiscal Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).

(h) **Non-Business Days**

If any date for payment in respect of any Note or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such jurisdictions as shall be specified as “**Financial Centres**” hereon and:

- (i) (in the case of a payment in a currency other than euro and Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
- (ii) (in the case of a payment in euro) which is a TARGET Business Day; or
- (iii) (in the case of a payment in Renminbi) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong.

**8. Taxation**

All payments of principal and interest by or on behalf of the Issuer or the Guarantor in respect of the Notes and the Coupons or under the Senior Guarantee and the Subordinated Guarantee shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by the Cayman Islands or Qatar or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer or, as the case may be, the Guarantor shall pay such additional amounts as shall result in receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable with respect to any Note or Coupon:

- (a) *Other connection*: to, or to a third-party on behalf of, a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Note or Coupon by reason of his having some connection with the Cayman Islands or, in the case of payments by the Guarantor, Qatar other than the mere holding of the Note or Coupon; or
- (b) *Presentation more than 30 days after the Relevant Date*: presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such additional amounts on presenting it for payment on the thirtieth such day.

As used in these Conditions, “**Relevant Date**” in respect of any Note or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relative Certificate) or Coupon being made in

accordance with the Conditions, such payment will be made, provided that payment is in fact made upon such presentation. References in these Conditions to (i) “**principal**” shall be deemed to include any premium payable in respect of the Notes, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 or any amendment or supplement to it, (ii) “**interest**” shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 or any amendment or supplement to it and (iii) “**principal**” and/or “**interest**” shall be deemed to include any additional amounts that may be payable under this Condition.

## 9. Prescription

Claims against the Issuer and/or the Guarantor for payment in respect of the Notes and Coupons (which for this purpose shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

## 10. Events of Default

(a) **Events of Default for Subordinated Notes:** This Condition 10(a) only applies to Subordinated Notes:

- (i) If default is made in the payment of any principal or interest due under the Notes or any of them and the default continues for a period of seven days or more in the case of principal and 14 days or more in the case of interest, or
- (ii) If default is made in any payment due under the Deed of Guarantee and the default continues for a period of 14 days, then any Noteholder may give written notice to the Issuer and the Guarantor at the specified office of the Fiscal Agent, effective upon the date of receipt thereof by the Fiscal Agent, that such Note is due and payable, whereupon the same shall, subject to Condition 3, become forthwith due and payable at its principal amount, together with accrued interest (if any) to the date of repayment without presentation, demand, protest or other notice of any kind and the Noteholder shall be entitled to the remedy set out in Condition 10(a)(iv),
- (iii) If any one or more of the following events shall occur and be continuing:
  - (A) any order is made by any competent court or resolution passed for the winding up or dissolution of the Issuer or the Guarantor save for the purposes of reorganisation on terms previously approved by an Extraordinary Resolution of Noteholders; or
  - (B) any event which under the laws of the Cayman Islands or Qatar or any other jurisdiction has an analogous effect to any of the events referred to in paragraph (A) above,

the rights and claims of the Subordinated Noteholders against (A) the Issuer in respect of or arising under the Subordinated Notes, or (B) the Guarantor in respect of or arising under the Subordinated Guarantee will, in each case, be subordinated in the manner provided in Condition 3(d) in the case of the Subordinated Notes and Condition 3(c) in the case of the Subordinated Guarantee.

- (iv) No remedy against the Issuer or the Guarantor other than petitioning for the winding up or liquidation of the Issuer and/or the Guarantor, as the case may be, and the proving or claiming in any dissolution and liquidation of the Issuer or the Guarantor shall be available to the Noteholders whether for the recovering of amounts owing in respect of the Notes or in respect of any breach by the Issuer or the Guarantor of any other obligation, condition or provision binding on it under the Notes or the Deed of Guarantee.

(b) **Events of Default for Senior Notes**

This Condition 10(b) only applies to Senior Notes.

If any of the following events (“**Events of Default**”) occurs and is continuing, the holder of any Note may give written notice to the Fiscal Agent at its specified office that such Note is immediately repayable, whereupon the Early Redemption Amount of such Note together (if applicable) with accrued interest to the date of payment shall become immediately due and payable:

- (i) if default is made in the payment of any principal or interest due under the Notes or any of them and the default continues for a period of seven days or more in the case of principal or 14 days or more in the case of interest; or
- (ii) if the Issuer or the Guarantor fails to perform or observe any of its other obligations under the Conditions or the Deed of Guarantee and (except in any case where the failure is incapable of remedy when no such continuation or notice as is hereinafter mentioned will be required) the failure continues for the period of 30 days next following the service by a Noteholder on the Issuer or the Guarantor, as the case may be, of written notice requiring the same to be remedied; or
- (iii) (A) any Indebtedness or Sukuk Obligation of the Issuer, the Guarantor or any of their respective Principal Subsidiaries is not paid when due or (as the case may be) within any originally applicable grace period, (B) any such Indebtedness or Sukuk Obligation becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of default (however described) or (C) the Issuer, the Guarantor or any of their respective Principal Subsidiaries fails to pay when due or (as the case may be) within any originally applicable grace period any amount payable by it under any Guarantee of any Indebtedness or Sukuk Obligation, provided that each such event shall not constitute an Event of Default unless the aggregate amount of all such Indebtedness or Sukuk Obligation, either alone or when aggregated with all other Indebtedness or Sukuk Obligations in respect of which such an event shall have occurred and be continuing, shall be more than U.S.\$15,000,000 (or its equivalent in any other currency or currencies); or
- (iv) one or more judgments or orders for the payment of any sum in excess of U.S.\$15,000,000 is rendered against the Issuer, the Guarantor or any of their respective Subsidiaries and continues unsatisfied, unstayed and unappealed (or, if appealed, the appeal is unsuccessful and thereafter the judgment continues unsatisfied and unstayed for a period of 30 days) for a period of 60 days after the date thereof; or
- (v) any order is made by any competent court or resolution passed for the winding up or dissolution of the Issuer, the Guarantor or any of their respective Principal Subsidiaries, save in connection with a Permitted Reorganisation; or
- (vi) the Issuer, the Guarantor or any of their respective Principal Subsidiaries ceases or threatens to cease to carry on the whole or a substantial part of its business, save in connection with a Permitted Reorganisation, or the Issuer, the Guarantor or any of their respective Principal Subsidiaries stops or threatens to stop payment of, or is unable to, or admits inability to, pay its debts (or any class of its debts) as they fall due, or is deemed unable to pay its debts pursuant to or for the purposes of any applicable law, or is adjudicated or found bankrupt or insolvent; or
- (vii) (A) court or other formal proceedings are initiated against the Issuer, the Guarantor or any of their respective Principal Subsidiaries under any applicable liquidation, insolvency, composition, reorganisation or other similar laws, or an application is made (or documents filed with a court) for the appointment of an administrative or other receiver, manager, administrator or other similar official,

or an administrative or other receiver, manager, administrator or other similar official is appointed, in relation to the Issuer, the Guarantor or any of their respective Principal Subsidiaries or, as the case may be, in relation to the whole or a substantial part of the undertaking or assets of any of them, or an encumbrancer takes possession of the whole or a substantial part of the undertaking or assets of any of them, or a distress, execution, attachment, sequestration or other process is levied, enforced upon, sued out or put in force against the whole or a substantial part of the undertaking or assets of any of them and (B) in any case (other than the appointment of an administrator) is not discharged within 30 days unless such proceedings are being actively pursued in good faith; or

- (viii) the Issuer, the Guarantor or any of their respective Principal Subsidiaries initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganisation or other similar laws (including the obtaining of a moratorium) or makes a conveyance or assignment for the benefit of, or enters into any composition or other arrangement with, its creditors generally (or any class of its creditors) or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally (or any class of its creditors) save in connection with a Permitted Reorganisation; or
- (ix) any event occurs which under the laws of the Cayman Islands or Qatar or any other jurisdiction has an analogous effect to any of the events referred to in paragraphs (v) to (viii) above; or
- (x) at any time it is or becomes unlawful for the Issuer or the Guarantor to perform or comply with any or all of its obligations under or in respect of the Notes, the Deed of Guarantee or any of the obligations of the Issuer or of the Guarantor thereunder are not or cease to be legal, valid, binding or enforceable; or
- (xi) by or under the authority of any government, (A) the management of the Issuer, the Guarantor or any of their respective Principal Subsidiaries is wholly or substantially displaced or the authority of the Issuer, the Guarantor or any of their respective Principal Subsidiaries in the conduct of its business is wholly or substantially curtailed or (B) all or a majority of the issued share capital of the Issuer, the Guarantor or any of their respective Principal Subsidiaries or the whole or a substantial part of its revenues or assets are seized, nationalised, expropriated or compulsorily acquired; or
- (xii) if the Deed of Guarantee ceases to be, or is claimed by the Guarantor not to be, in full force and effect; or
- (xiii) if the Issuer ceases to be a subsidiary wholly-owned and controlled, directly or indirectly, by the Guarantor.

For the purposes of these Conditions:

**“Guarantee of any Indebtedness”** means, in relation to any Indebtedness or Sukuk Obligation of any Person, any obligation of another Person to pay such Indebtedness or Sukuk Obligation including, without limitation:

- (a) any obligation to purchase such Indebtedness or Sukuk Obligation;
- (b) any obligation to lend money, to purchase or subscribe shares or other securities or to purchase assets or services in order to provide funds for the payment of such Indebtedness or Sukuk Obligation;
- (c) any indemnity against the consequences of a default in the payment of such Indebtedness or Sukuk Obligation; and

- (d) any other agreement to be responsible for such Indebtedness or Sukuk Obligation.

“Permitted Reorganisation” means:

- (a) any disposal by a Principal Subsidiary of the whole or a substantial part of its business, undertaking or assets to the Issuer or the Guarantor or any other wholly-owned Subsidiary of the Issuer or the Guarantor;
- (b) any amalgamation, consolidation or merger of a Principal Subsidiary with any other Principal Subsidiary or any other wholly-owned Subsidiary of the Issuer or the Guarantor; or
- (c) any amalgamation, consolidation, restructuring, merger or reorganisation on terms previously approved by an Extraordinary Resolution of Noteholders.

## 11. Meeting of Noteholders and Modifications

### (a) Meetings of Noteholders

The Agency Agreement contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Agency Agreement) of a modification of any of these Conditions. Such a meeting may be convened by Noteholders holding not less than 10.0 per cent. in nominal amount of the Notes for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing a clear majority in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the nominal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, inter alia, (i) to amend the dates of maturity or redemption of the Notes or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the nominal amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes (other than any amendment arising from the discontinuation of any interest rate benchmark used to determine the amount of any payment in respect of the Notes), (iv) if a Minimum and/or a Maximum Rate of Interest or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount, (vi) to vary the currency or currencies of payment or denomination of the Notes, or (vii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution, or (viii) to modify or cancel the Senior Guarantee or the Subordinated Guarantee, in which case the necessary quorum shall be two or more persons holding or representing not less than two thirds or at any adjourned meeting not less than one-third in nominal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

The Agency Agreement provides that a resolution in writing signed by or on behalf of the holders of not less than 75.0 per cent. in nominal amount of the Notes outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

These Conditions may be amended, modified or varied in relation to any Series of Notes by the terms of the relevant Final Terms in relation to such Series.

(b) **Modification of Agency Agreement**

The Issuer and the Guarantor shall only permit any modification of, or any waiver or authorisation of any breach or proposed breach of or any failure to comply with, the Agency Agreement, if to do so could not reasonably be expected to be prejudicial to the interests of the Noteholders.

(c) **Substitution**

The Issuer, or any previous substituted company, may at any time, without the consent of the Noteholders or the Couponholders, substitute for itself as principal debtor under the Notes, the Coupons and the Talons, any company (the “**Substituted Debtor**”) that is the Guarantor, or a Subsidiary of the Guarantor, provided that no payment in respect of the Notes or the Coupons is at the relevant time overdue. The substitution shall be made by a deed poll (the “**Deed Poll**”), to be substantially in the form scheduled to the Agency Agreement as Schedule 8, and may take place only if:

- (i) a deed poll and such other documents (if any) shall be executed by the Issuer, the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor as may be necessary to give full effect to the substitution (together, the “**Documents**”) and (without limiting the generality of the foregoing) pursuant to which the Substituted Debtor shall undertake in favour of each Noteholder and Couponholder to be bound by the Conditions of the Notes and the provisions of the Agency Agreement as fully as if the Substituted Debtor had been named in the Notes, the Coupons and the Talons and the Agency Agreement as the principal debtor in respect of the Notes, the Coupons and the Talons in place of the Issuer (or any previous substitute) and (if the Substituted Debtor is not the Guarantor) pursuant to which the Guarantor shall unconditionally and irrevocably guarantee (the “**New Deed of Guarantee**”) in favour of each Noteholder and Couponholder the payment of all sums payable by the Substituted Debtor as such principal debtor on the same terms *mutatis mutandis* as the Deed of Guarantee;
- (ii) without prejudice to the generality of Condition 11(c)(i) above, where the Substituted Debtor is incorporated, domiciled or resident for taxation purposes in a territory other than the Cayman Islands, the Documents shall contain a covenant by the Substituted Debtor and/or such other provisions as may be necessary to ensure that each Noteholder and Couponholder has the benefit of a covenant in terms corresponding to the provisions of Condition 8 with the substitution for the references to the Cayman Islands of references to the territory or territories in which the Substituted Debtor is incorporated, domiciled and/or resident for taxation purposes. The Documents shall also contain a covenant by the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor to indemnify and hold harmless each Noteholder and Couponholder against all taxes or duties which arise by reason of a law or regulation having legal effect or being in reasonable contemplation thereof on the date such substitution becomes effective, which may be incurred or levied against such holder as a result of any substitution pursuant to this Condition and which would not have been so incurred or levied had such substitution not been made (and, without limiting the foregoing, any and all taxes or duties which are imposed on any such Noteholder or Couponholder by any political sub-division or taxing authority of any country in which such Noteholder or Couponholder resides or is subject to any such tax or duty and which would not have been so imposed had such substitution not been made);
- (iii) the Documents shall contain a representation and warranty by the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor (A) that the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor have obtained all necessary governmental and regulatory approvals and consents for such substitution and (if the Substituted Debtor is not the Guarantor) for the giving by the Guarantor of the New Deed of Guarantee in respect of the

obligations of the Substituted Debtor on the same terms *mutatis mutandis* as the Deed of Guarantee and for the performance by each of the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor of its obligations under the Documents and that all such approvals and consents are in full force and effect and (B) that the obligations assumed by the Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor under the Documents are all legal, valid and binding in accordance with their respective terms;

- (iv) each stock exchange on which the Notes are listed shall have confirmed that following the proposed substitution of the Substituted Debtor the Notes will continue to be listed on such stock exchange;
- (v) the Issuer shall have delivered to the Fiscal Agent or procured the delivery to the Fiscal Agent of a legal opinion addressed to the Issuer, the Substituted Debtor and the Guarantor from a leading firm of lawyers in the country of incorporation of the Substituted Debtor to the effect that the Documents constitute legal, valid and binding obligations of the Substituted Debtor and that there are no circumstances which, upon the substitution becoming effective, would give rise to any of the events described in Condition 6(c) in respect of the Substituted Debtor, such opinion to be dated not more than seven days prior to the date of the substitution of the Substituted Debtor for the Issuer and to be available for inspection by Noteholders or Couponholders at the specified office of the Fiscal Agent;
- (vi) the Guarantor shall have delivered to the Fiscal Agent or procured the delivery to the Fiscal Agent of a legal opinion addressed to the Issuer, the Substituted Debtor and the Guarantor from a leading firm of Qatari lawyers acting for the Guarantor to the effect that, in the case where the Substituted Debtor is not the Guarantor, the Documents (including the New Deed of Guarantee given by the Guarantor in respect of the obligations of the Substituted Debtor) constitute legal, valid and binding obligations of the Guarantor, such opinion to be dated not more than seven days prior to the date of substitution of the Substituted Debtor for the Issuer and to be available for inspection by Noteholders or Couponholders at the specified office of the Fiscal Agent;
- (vii) the Guarantor shall have delivered to the Fiscal Agent or procured the delivery to the Fiscal Agent of a legal opinion addressed to the Issuer, the Substituted Debtor and the Guarantor from a leading firm of English lawyers to the effect that the Documents (including, if the Substituted Debtor is not the Guarantor, the New Deed of Guarantee given by the Guarantor in respect of the obligations of the Substituted Debtor) constitute legal, valid and binding obligations of the parties thereto under English law, such opinion to be dated not more than seven days prior to the date of substitution of the Substituted Debtor for the Issuer and to be available for inspection by Noteholders or Couponholders at the specified office of the Fiscal Agent;
- (viii) the Substituted Debtor shall have appointed the process agent appointed by the Issuer in Condition 17(c) or another person with an office in England as its agent in England to receive service of process on its behalf in relation to any legal action or proceedings arising out of or in connection with the Notes or the Documents;
- (ix) there being no outstanding Event of Default in respect of the Notes; and
- (x) any credit rating assigned to the Notes will remain the same or be improved when the Substituted Debtor replaces and substitutes the Issuer in respect of the Notes.

(d) **Assumption by Substitute Debtor**

Upon execution of the Documents as referred to in Condition 11(c) above, the Substituted Debtor shall be deemed to be named in the Notes as the principal debtor in place of the Issuer (or of any previous substitute under these provisions) and the Notes shall thereupon

be deemed to be amended to give effect to the substitution. The execution of the Documents shall operate to release the Issuer as issuer (or such previous substitute as aforesaid) from all of its obligations as principal debtor in respect of the Notes.

(e) **Deposit of Documents**

The Documents shall be deposited with and held by the Fiscal Agent for so long as any Note remains outstanding and for so long as any claim made against the Substituted Debtor or (if the Substituted Debtor is not the Guarantor) the Guarantor by any Noteholder or Couponholder in relation to the Notes or the Documents shall not have been finally adjudicated, settled or discharged. The Substituted Debtor and (if the Substituted Debtor is not the Guarantor) the Guarantor shall acknowledge in the Documents the right of every Noteholder or Couponholder to production of the Documents for the enforcement of any of the Notes, the Coupons, the Talons or the Documents.

(f) **Notice of Substitution**

Not less than 15 business days after execution of the Documents, the Substituted Debtor shall give notice thereof to the Noteholders in accordance with Condition 14. References in Condition 10 to obligations under the Notes shall be deemed to include obligations under the Deed Poll, and, where the Deed Poll contains a guarantee, the events listed in Condition 10 shall be deemed to include that guarantee not being (or being claimed by the Guarantor not to be) in full force and effect.

**12. Replacement of Notes, Certificates, Coupons and Talons**

If a Note, Certificate, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of any Fiscal Agent (in the case of Bearer Notes, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, inter alia, that if the allegedly lost, stolen or destroyed Note, Certificate, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Notes, Certificates, Coupons or further Coupons) and otherwise as the Issuer may require. Mutilated or defaced Notes, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

**13. Further Issues**

The Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further notes having the same terms and conditions as the Notes (so that, for the avoidance of doubt, references in these Conditions to “**Issue Date**” shall be to the first issue date of the Notes) and so that the same shall be consolidated and form a single series with such Notes, and references in these Conditions to “**Notes**” shall be construed accordingly.

**14. Notices**

Notices required to be given to the holders of Registered Notes pursuant to these Conditions shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices required to be given to the holders of Bearer Notes pursuant to these Conditions shall be valid if published in a daily newspaper of general circulation in London (which is expected to be the *Financial Times*). So long as the Notes are listed and/or admitted to trading, notices required to be given to the holders of the Notes pursuant to these Conditions shall also be published (if such publication is required) in a manner which complies with the rules and regulations of any stock exchange or other relevant authority on which the Notes are listed and/or admitted to trading. If any such publication is not practicable, notice required to be given pursuant to these Conditions shall be

validly given if published in another leading daily English language newspaper with general circulation in Europe. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the date of the first publication as provided above.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition.

#### **15. Currency Indemnity**

Any amount received or recovered in a currency other than the currency in which payment under the relevant Note or Coupon is due (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the insolvency, winding-up or dissolution of the Issuer or the Guarantor or otherwise) by any Noteholder or Couponholder in respect of any sum expressed to be due to it from the Issuer or the Guarantor shall only constitute a discharge to the Issuer or the Guarantor, as the case may be, to the extent of the amount in the currency of payment under the relevant Note or Coupon that the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If the amount received or recovered is less than the amount expressed to be due to the recipient under any Note or Coupon, the Issuer, failing whom the Guarantor, shall indemnify it against any loss sustained by it as a result. In any event, the Issuer, failing whom the Guarantor, shall indemnify the recipient against the cost of making any such purchase. For the purposes of this Condition, it shall be sufficient for the Noteholder or Couponholder, as the case may be, to demonstrate that it would have suffered a loss had an actual purchase been made. These indemnities constitute a separate and independent obligation from the Issuer's and the Guarantor's other obligations, shall give rise to a separate and independent cause of action, shall apply irrespective of any indulgence granted by any Noteholder or Couponholder and shall continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note or Coupon or any other judgment or order.

#### **16. Contracts (Rights of Third Parties) Act 1999**

No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999.

#### **17. Governing Law and Dispute Resolution**

##### **(a) Governing Law**

The Notes, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law save that the provisions of Conditions 3(c) and 3(d) (and related provisions of the Agency Agreement) relating to Subordination and waiver of set off of the Subordinated Notes are governed by, and shall be construed in accordance with, Qatari law.

##### **(b) Agreement to Arbitrate**

Subject to Condition 17(c), any dispute arising out of, relating to or having any connection with the Notes and/or the Coupons (including any dispute as to its existence, validity, interpretation, performance, breach or termination or the consequences of its nullity and any dispute relating to any non-contractual obligations arising out of or in connection with them) (a "**Dispute**") shall be referred to and finally resolved by arbitration in accordance with the Arbitration Rules of the LCIA (the "**Rules**"), which Rules (as amended from time to time) are incorporated by reference into this Condition. For these purposes:

- (i) the seat of arbitration shall be London;
- (ii) there shall be three arbitrators, each of whom shall have no connection with any party thereto and shall be an attorney experienced in international securities

transactions. The parties to the Dispute shall each nominate one arbitrator and both arbitrators in turn shall appoint a further arbitrator who shall be the chairman of the tribunal. In cases where there are multiple claimants and/or multiple respondents, the class of claimants jointly, and the class of respondents jointly shall each nominate one arbitrator. If one party or both fails to nominate an arbitrator within the time limits specified by the Rules, such arbitrator(s) shall be appointed by the LCIA. If the party nominated arbitrators fail to nominate the third arbitrator within 15 days of the appointment of the second arbitrator, such arbitrator shall be appointed by the LCIA; and

(iii) the language of the arbitration shall be English.

(c) **Option to Litigate**

Notwithstanding Condition 17(b), any Noteholder may, in the alternative, and at its sole discretion, by notice in writing to the Issuer and the Guarantor:

(i) within 28 days of service of a Request for Arbitration (as defined in the Rules); or

(ii) in the event no arbitration is commenced,

require that a Dispute be heard by a court of law. If a Noteholder gives such notice, the Dispute to which such notice refers shall be determined in accordance with Condition 17(d) and any arbitration commenced under Condition 17(b) in respect of that Dispute will be terminated. Each of the parties to the terminated arbitration will bear its own costs in relation thereto.

(d) **Effect of Exercise of Option to Litigate**

In the event that a notice pursuant to Condition 17(c) is issued, the following provisions shall apply:

(i) subject to paragraph (iii) below, the courts of England shall have exclusive jurisdiction to settle any Dispute and each of Issuer and the Guarantor submits to the exclusive jurisdiction of such courts;

(ii) each of Issuer and the Guarantor agrees that the courts of England are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary; and

(iii) this Condition 17(d) is for the benefit of the Noteholders only. As a result, and notwithstanding paragraph (i) above, a Noteholder may take proceedings relating to a Dispute (“**Proceedings**”) in any other courts with jurisdiction. To the extent allowed by law, a Noteholder may take concurrent Proceedings in any number of jurisdictions.

(e) **Joinder**

The following shall apply to any Dispute arising out of or in connection with the Notes in respect of which a request for arbitration has been served. In relation to any such disputes if, in the absolute discretion of the first arbitral tribunal to be appointed in any of the disputes, they are so closely connected that it is expedient for them to be resolved in the same proceedings, that arbitral tribunal shall have the power to order that the proceedings to resolve that dispute shall be consolidated with those to resolve any of the other disputes, provided that no date for the final hearing of the first arbitration has been fixed. If that arbitral tribunal so orders, the parties to each dispute which is a subject of its order shall be treated as having consented to that dispute being finally decided:

(i) by the arbitral tribunal that ordered the consolidation unless the LCIA decides that arbitral tribunal would not be suitable or impartial; and

- (ii) in accordance with the procedure, at the seat and in the language specified in the relevant agreement under which the arbitral tribunal that ordered the consolidation was appointed, save as otherwise agreed by all parties to the consolidated proceedings or, in the absence of any such agreement, ordered by the arbitral tribunal in the consolidated proceedings.

Any dispute which is subject to a contractual option to litigate shall only be capable of consolidation pursuant to this Condition 17(e) if:

- (A) the time limit for exercise of the option to which the dispute is subject has expired and the option has not been exercised; or
- (B) the right of the option-holder to exercise the option has otherwise been validly waived.

(f) **Service of Process**

Each of the Issuer and the Guarantor hereby irrevocably and unconditionally appoints Qatar National Bank (Q.P.S.C.) (London Branch), at its registered office for the time being, as its agent for service of process in England in respect of any Proceedings and undertakes that in the event of such agent ceasing so to act it will appoint another person as its agent for that purpose. Such service shall be deemed completed on delivery to such process agent (whether or not, it is forwarded to and received by the Issuer or the Guarantor). If for any reason such process agent ceases to be able to act as such or no longer has an address in London, each of the Issuer and the Guarantor irrevocably agrees to appoint a substitute process agent and shall immediately notify Noteholders of such appointment in accordance with Condition 14. Nothing shall affect the right to serve process in any manner permitted by law.

(g) **Waiver of Immunity**

To the extent that the Issuer or the Guarantor, respectively, may claim for itself or its assets or revenues immunity from jurisdiction, enforcement, prejudgment proceedings, injunctions and all other legal proceedings and relief and to the extent that such immunity (whether or not claimed) may be attributed to it or its assets or revenues, the Issuer and the Guarantor agrees not to claim and irrevocably and unconditionally waives such immunity in relation to any Proceedings or Disputes. Further, the Issuer and the Guarantor, respectively, irrevocably and unconditionally consents to the giving of any relief or the issue of any legal proceedings, including, without limitation, jurisdiction, enforcement, prejudgment proceedings and injunctions in connection with any Proceedings or Disputes.

## SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

### 1. Initial Issue of Notes

Global Notes and Certificates may be delivered on or prior to the original issue date of the Tranche to a Common Depositary.

Upon the initial deposit of a Global Note with a common depositary for Euroclear and Clearstream, Luxembourg (the “**Common Depositary**”) or registration of Registered Notes in the name of any nominee for Euroclear and Clearstream, Luxembourg and delivery of the relative Global Certificate to the Common Depositary, Euroclear or Clearstream, Luxembourg will credit each subscriber with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depositary may also be credited to the accounts of subscribers with (if indicated in the relevant Final Terms) other clearing systems through direct or indirect accounts with Euroclear and Clearstream, Luxembourg held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with Euroclear, Clearstream, Luxembourg or other clearing systems.

### 2. Relationship of Accountholders with Clearing Systems

Each of the persons shown in the records of Euroclear, Clearstream, Luxembourg or any other clearing system (“**Alternative Clearing System**”) as the holder of a Note represented by a Global Note or a Global Certificate must look solely to Euroclear, Clearstream, Luxembourg or any such Alternative Clearing System (as the case may be) for its share of each payment made by the Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream, Luxembourg, or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

### 3. Exchange

#### 3.1 Temporary Global Notes

Each temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date:

- (i) if the relevant Final Terms indicate that such Global Note is issued in compliance with the C Rules or in a transaction to which TEFRA is not applicable (as to which, see “*Overview of the Programme—Selling Restrictions*”), in whole, but not in part, for the Definitive Notes defined and described below; and
- (ii) otherwise, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a permanent Global Note or, if so provided in the relevant Final Terms, for Definitive Notes.

#### 3.2 Permanent Global Notes

Each permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under paragraph 3.4 below, in part for Definitive Notes:

- (i) if the permanent Global Note is held on behalf of Euroclear or Clearstream, Luxembourg or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or
- (ii) if principal in respect of any Notes is not paid when due, by the holder giving notice to the Fiscal and Principal Paying Agent of its election for such exchange.

In the event that a Global Note is exchanged for Definitive Notes (as defined below), such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a principal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

### **3.3 Permanent Global Certificates**

If the applicable Final Terms state that the Notes are to be represented by a permanent Global Certificate on issue, the following will apply in respect of transfers of Notes held in Euroclear or Clearstream, Luxembourg or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system while they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system.

Transfers of the holding of Notes represented by any Global Certificate pursuant to Condition 2(b) may only be made in part:

- (i) if the relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so; or
- (ii) if principal in respect of any Notes is not paid when due; or
- (iii) with the consent of the Issuer,

provided that, in the case of the first transfer of part of a holding pursuant to paragraph 3.3(i) or 3.3(ii) above, the Registered Holder has given the Registrar not less than 30 days' notice at its specified office of the Registered Holder's intention to effect such transfer.

### **3.4 Partial Exchange of Permanent Global Notes**

For so long as a permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such permanent Global Note will be exchangeable in part on one or more occasions for Definitive Notes if principal in respect of any Notes is not paid when due.

### **3.5 Delivery of Notes**

On or after any due date for exchange the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Fiscal and Principal Paying Agent. In exchange for any Global Note, or the part thereof to be exchanged, the Issuer will (i) in the case of a temporary Global Note exchangeable for a permanent Global Note, deliver, or procure the delivery of, a permanent Global Note in an aggregate nominal amount equal to that of the whole or that part of a temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a permanent Global Note to reflect such exchange or (ii) in the case of a Global Note exchangeable for Definitive Notes, deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Notes. In this Prospectus, "**Definitive Notes**" means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if

appropriate, having attached to them all Coupons in respect of interest that have not already been paid on the Global Note and a Talon). Definitive Notes will be security printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the Schedules to the Agency Agreement. On exchange in full of each permanent Global Note, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

### 3.6 Exchange Date

“**Exchange Date**” means, in relation to a temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a permanent Global Note, a day falling not less than 60 days, or in the case of failure to pay principal in respect of any Notes when due 30 days, after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Fiscal and Principal Paying Agent is located and in the city in which the relevant clearing system is located.

## 4. Amendment to Conditions

The temporary Global Notes, permanent Global Notes and Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the Conditions set out in this Prospectus. The following is a summary of certain of those provisions:

### 4.1 Payments

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a permanent Global Note or for Definitive Notes is improperly withheld or refused. Payments on any temporary Global Note issued in compliance with the D Rules before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes represented by a Global Note will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Fiscal and Principal Paying Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed on each Global Note, which endorsement will be *prima facie* evidence that such payment has been made in respect of the Notes. For the purpose of any payments made in respect of a Global Note, the relevant place of presentation shall be disregarded in the definition of “**business day**” set out in Condition 7(h) (*Non-Business Days*).

All payments in respect of Notes represented by a Global Certificate will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the date for payment, where “**Clearing System Business Day**” means Monday to Friday inclusive except 25 December and 1 January.

### 4.2 Prescription

Claims against the Issuer in respect of Notes that are represented by a permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest) from the appropriate Relevant Date (as defined in Condition 9).

### 4.3 Meetings

The holder of a permanent Global Note or of the Notes represented by a Global Certificate shall (unless such permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a permanent Global Note shall be treated as having one vote in respect of each integral currency unit of the Specified

Currency of the Notes. All holders of Registered Notes are entitled to one vote in respect of each integral currency unit of the Specified Currency of the Notes comprising such Noteholder's holding, whether or not represented by a Global Certificate.

#### **4.4 Cancellation**

Cancellation of any Note represented by a permanent Global Note that is required by the Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the nominal amount of the relevant permanent Global Note.

#### **4.5 Purchase**

Notes represented by a permanent Global Note may only be purchased by the Issuer, the Guarantor or any of their respective subsidiaries if they are purchased together with the rights to receive all future payments of interest (if any) thereon.

#### **4.6 Issuer's Option**

Any option of the Issuer provided for in the Conditions of any Notes while such Notes are represented by a permanent Global Note shall be exercised by the Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the Conditions, except that the notice shall not be required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and accordingly no drawing of Notes shall be required. In the event that any option of the Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of Euroclear, Clearstream, Luxembourg or any other clearing system (as the case may be).

#### **4.7 Noteholders' Options**

Any option of the Noteholders provided for in the Conditions of any Notes while such Notes are represented by a permanent Global Note may be exercised by the holder of the permanent Global Note giving notice to the Fiscal and Principal Paying Agent within the time limits relating to the deposit of Notes with a Paying Agent or Transfer Agent set out in the Conditions, in accordance with the rules and procedures of Euroclear and Clearstream, Luxembourg and any Alternative Clearing System, as applicable, failing which, in the form of the notice available from any Paying Agent and stating the nominal amount of Notes in respect of which the option is exercised and at the same time presenting the permanent Global Note to the Fiscal Agent, or to a Paying Agent acting on behalf of the Fiscal Agent, for notation.

#### **4.8 Events of Default**

Each Global Note provides that the holder may cause such Global Note, or a portion of it, to become due and repayable in the circumstances described in Condition 10 (*Events of Default*) by stating in the notice to the Fiscal and Principal Paying Agent the nominal amount of such Global Note that is becoming due and repayable. If principal in respect of any Note is not paid when due, the holder of a Global Note or Registered Notes represented by a Global Certificate may elect for direct enforcement rights against the Issuer and the Guarantor under the terms of an Amended and Restated Deed of Covenant executed as a deed by the Issuer and the Guarantor on 6 September 2018 to come into effect in relation to the whole or a part of such Global Note or one or more Registered Notes in favour of the persons entitled to such part of such Global Note or such Registered Notes, as the case may be, as accountholders with a clearing system. Following any such acquisition of direct rights, the Global Note or, as the case may be, the Global Certificate and the corresponding entry in the register kept by the Registrar will become void as to the specified portion or Registered Notes, as the case may be. However, no such election may be made in respect of Notes represented by a Global Certificate unless the transfer of the whole or a part of the holding of Notes represented by that Global Certificate shall have been improperly withheld or refused.

#### 4.9 Notices

So long as any Notes are represented by a Global Note and such Global Note is held on behalf of a clearing system, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note. The Issuer shall also ensure that notices are duly published in a manner that complies with any relevant rules of any stock exchange or other relevant authority on which the Notes are listed and/or admitted to trading.

#### 5. Electronic Consent and Written Resolution

While any Global Note is held on behalf of, or any Global Certificate is registered in the name of any nominee for, a clearing system, then:

- (i) in respect of any resolution proposed by the Issuer or the Guarantor where the terms of the resolution proposed by the Issuer or the Guarantor (as the case may be) have been notified to the Noteholders through the relevant clearing system(s), each of the Issuer and the Guarantor shall be entitled to rely upon approval of such resolution given by way of electronic consents communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75.0 per cent. in nominal amount of the Notes outstanding (an “**Electronic Consent**” as defined in the Agency Agreement). Any resolution passed in such manner shall be binding on all Noteholders and Couponholders, even if the relevant consent or instruction proves to be defective. Neither the Issuer nor the Guarantor shall be liable or responsible to anyone for such reliance; and
- (ii) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution (as defined in the Agency Agreement) has been validly passed, the Issuer and the Guarantor shall be entitled to rely on: (a) consents or instructions given in writing directly to the Issuer and/or the Guarantor, as the case may be, by accountholders in the clearing system with entitlements to such Global Note or Global Certificate; and/or (b) where the accountholders hold any such entitlement on behalf of another person, written consent from or written instruction by the person identified by that accountholder as the person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer and the Guarantor shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, Euroclear, Clearstream, Luxembourg or any other relevant Alternative Clearing System (the “**relevant clearing system**”) and, in the case of (b) above, the relevant clearing system and the accountholder identified by the relevant clearing system for the purposes of (b) above. Any resolution passed in such manner shall be binding on all Noteholders and Couponholders, even if the relevant consent or instruction proves to be defective. Any such certificate or other document shall, in the absence of manifest error, be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear’s EUCLID or Clearstream, Luxembourg’s CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal or nominal amount of the Notes is clearly identified together with the amount of such holding. The Issuer and/or the Guarantor shall not be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

A Written Resolution and/or Electronic Consent shall take effect as an Extraordinary Resolution. A Written Resolution and/or Electronic Consent will be binding on all Noteholders and holders of Coupons and Talons, whether or not they participated in such Written Resolution and/or Electronic Consent.

## USE OF PROCEEDS

The net proceeds from the issue of each Tranche will be loaned by the Issuer to QNB under a Notes Loan Agreement and applied by QNB for general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms. See “*Business Description of the Issuer—Material Contracts*”.

None of the proceeds from the issuance of any Tranche of Notes will be used to fund, finance or facilitate any activities, business or transaction of the QNB Group’s operations in Libya, Sudan, Iran, Syria and/or Yemen, or transactions with any individual or entity or in any country that is the subject of any sanctions administered or enforced by the U.S. Department of Treasury’s OFAC, the UN Security Council, the European Union, the United States, the United Kingdom or other relevant sanctions authorities. Similarly, repayment of any principal or interest in connection with any Tranche of Notes will not be from funds originating in or involving, directly or indirectly, any of the countries identified above or any sanctioned individual, entity or country.

## SELECTED FINANCIAL INFORMATION OF QNB

QNB's selected historical consolidated financial data as at and for the financial year ended 31 December 2017 set forth below has been derived from the 2017 Financial Statements (including the related notes thereto), QNB's selected historical consolidated financial data as at and for the financial year ended 31 December 2016 set forth below has been derived from the 2016 Financial Statements (including the related notes thereto) and (only in respect of the financial information relating to capital adequacy disclosed on pages 146 and 147 of this Prospectus) the comparative information as at and for the financial year ended 31 December 2016 contained in the 2017 Financial Statements (including the related notes thereto), and QNB's selected historical consolidated financial data as at and for the financial year ended 31 December 2015 set forth below has been derived from the comparative information as at and for the financial year ended 31 December 2015 contained in the 2016 Financial Statements (including the related notes thereto). QNB's selected historical consolidated financial data as at and for the six-month periods ended 30 June 2018 and 2017, respectively, set forth below has been derived from the 2018 Interim Financial Statements (including the comparative information as at and for the six-month period ended 30 June 2017 contained therein and including the related notes thereto). The 2016 Financial Statements, the 2017 Financial Statements and the 2018 Interim Financial Statements (including the related notes thereto) (collectively, the "**Consolidated Financial Statements**"), have been incorporated by reference into this Prospectus. The selected historical consolidated financial data set forth below should be read in conjunction with, and is qualified by reference to, the Consolidated Financial Statements. The Consolidated Financial Statements are available as described under "*General Information*". The results of operations for any period are not necessarily indicative of the results to be expected for any future period.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA

	As at 31 December				As at 30 June		
	2015	2016	2017	2017 <sup>(1)</sup>	2017	2018	2018 <sup>(1)</sup>
	(QR)	(QR)	(QR)	(U.S.\$) (in thousands)	(QR)	(QR)	(U.S.\$)
						(unaudited)	
<b>ASSETS</b>							
Cash and Balances with							
Central Banks .....	31,565,771	43,183,576	52,768,616	14,496,873	51,377,990	54,942,498	15,094,093
Due from Banks .....	17,100,764	45,721,215	43,630,943	11,986,523	45,658,852	56,207,088	15,441,508
Loans and Advances to							
Customers .....	388,292,129	520,417,231	584,319,216	160,527,257	552,238,337	603,992,746	165,932,073
Investment Securities .....	81,157,075	79,993,550	97,234,282	26,712,715	86,037,432	93,524,914	25,693,658
Investments in Associates .....	7,950,721	7,340,355	7,411,867	2,036,227	7,078,254	7,490,357	2,057,790
Property and Equipment .....	1,753,715	4,208,679	4,538,364	1,246,803	4,244,696	4,527,339	1,243,774
Intangible Assets .....	5,377,758	3,882,648	3,833,339	1,053,115	3,845,272	3,917,138	1,076,137
Other Assets .....	5,409,207	14,947,261	17,341,363	4,764,111	17,570,885	21,067,378	5,787,741
<b>Total Assets .....</b>	<b><u>538,607,140</u></b>	<b><u>719,694,515</u></b>	<b><u>811,077,990</u></b>	<b><u>222,823,624</u></b>	<b><u>768,051,718</u></b>	<b><u>845,669,458</u></b>	<b><u>232,326,774</u></b>
<b>LIABILITIES</b>							
Due to Banks .....	36,281,598	61,834,516	67,741,685	18,610,353	53,409,996	71,518,817	19,648,027
Customer Deposits .....	395,190,302	506,694,587	585,523,114	160,857,998	562,055,473	613,790,681	168,623,813
Debt Securities .....	16,342,420	28,825,874	26,707,284	7,337,166	25,816,943	28,733,320	7,893,769
Other Borrowings .....	15,120,489	23,728,887	24,079,316	6,615,197	22,913,248	25,637,935	7,043,389
Other Liabilities .....	13,616,933	27,757,233	28,280,251	7,769,300	30,061,437	29,981,525	8,236,683
<b>Total Liabilities .....</b>	<b><u>476,551,742</u></b>	<b><u>648,841,097</u></b>	<b><u>732,331,650</u></b>	<b><u>201,190,014</u></b>	<b><u>694,257,097</u></b>	<b><u>769,662,278</u></b>	<b><u>211,445,681</u></b>
<b>EQUITY</b>							
Issued Capital .....	6,997,294	8,396,753	9,236,429	2,537,480	9,236,429	9,236,429	2,537,480
Legal Reserve .....	23,086,902	24,486,361	25,326,037	6,957,702	25,326,037	25,326,037	6,957,702
Risk Reserve .....	5,000,000	7,000,000	7,500,000	2,060,440	7,000,000	7,500,000	2,060,440
Fair Value Reserve .....	283,607	24,456	(1,169,875)	(321,394)	(908,614)	(218,488)	(60,024)
Foreign Currency							
Translation Reserve .....	(2,033,640)	(11,604,928)	(12,369,012)	(3,398,080)	(11,435,108)	(14,771,903)	(4,058,215)
Other Reserves .....	1,212,210	608,600	832,429	228,689	749,650	669,946	184,051
Retained Earnings .....	26,556,932	31,112,008	38,397,772	10,548,838	32,885,535	37,291,138	10,244,818
<b>Total Equity Attributable to Equity Holders of the Bank .....</b>	<b><u>61,103,305</u></b>	<b><u>60,023,250</u></b>	<b><u>67,753,780</u></b>	<b><u>18,613,676</u></b>	<b><u>62,853,929</u></b>	<b><u>65,033,159</u></b>	<b><u>17,866,252</u></b>
Non-Controlling Interests .....	952,093	830,168	992,560	272,681	940,692	974,021	267,588
Instrument Eligible for Additional Tier 1 Capital .....	—	10,000,000	10,000,000	2,747,253	10,000,000	10,000,000	2,747,253
<b>Total Equity .....</b>	<b><u>62,055,398</u></b>	<b><u>70,853,418</u></b>	<b><u>78,746,340</u></b>	<b><u>21,633,610</u></b>	<b><u>73,794,621</u></b>	<b><u>76,007,180</u></b>	<b><u>20,881,093</u></b>
<b>Total Liabilities and Equity .....</b>	<b><u>538,607,140</u></b>	<b><u>719,694,515</u></b>	<b><u>811,077,990</u></b>	<b><u>222,823,624</u></b>	<b><u>768,051,718</u></b>	<b><u>845,669,458</u></b>	<b><u>232,326,774</u></b>

Notes:

(1) This column reflects a translation of Qatari Riyal amounts into U.S.\$ at an exchange rate of QR3.64 per U.S. dollar.

## CONSOLIDATED INCOME STATEMENT DATA

	Year ended 31 December				Six-month period ended 30 June		
	2015	2016	2017	2017 <sup>(1)</sup>	2017	2018	2018 <sup>(1)</sup>
	(QR)	(QR)	(QR)	(U.S.\$)	(QR)	(QR)	(U.S.\$)
	(in thousands)				(in thousands) (unaudited)		
Interest Income .....	20,019,476	36,936,478	41,958,662	11,527,105	19,424,019	24,164,275	6,638,537
Interest Expense .....	(7,273,706)	(19,049,363)	(24,070,437)	(6,612,757)	(10,828,699)	(14,749,736)	(4,052,125)
<b>Net Interest Income</b> .....	<b>12,745,770</b>	<b>17,887,115</b>	<b>17,888,225</b>	<b>4,914,348</b>	<b>8,595,320</b>	<b>9,414,539</b>	<b>2,586,412</b>
Fee and Commission							
Income .....	2,499,966	4,056,830	4,245,918	1,166,461	2,039,945	2,345,006	644,232
Fee and Commission							
Expense .....	(257,049)	(603,652)	(602,632)	(165,558)	(256,423)	(461,309)	(126,733)
<b>Net Fee and Commission</b>							
<b>Income</b> .....	<b>2,242,917</b>	<b>3,453,178</b>	<b>3,643,286</b>	<b>1,000,903</b>	<b>1,783,522</b>	<b>1,883,697</b>	<b>517,499</b>
Foreign Exchange Gain .....	746,295	1,013,328	874,319	240,198	445,793	532,178	146,203
Income from Investment							
Securities .....	162,418	240,105	318,230	87,426	256,637	52,244	14,353
Other Operating Income .....	5,036	314,062	82,272	22,602	45,554	39,274	10,790
<b>Operating Income</b> .....	<b>15,902,436</b>	<b>22,907,788</b>	<b>22,806,332</b>	<b>6,265,476</b>	<b>11,126,826</b>	<b>11,921,932</b>	<b>3,275,256</b>
Staff Expenses .....	(2,055,104)	(3,628,234)	(3,433,558)	(943,285)	(1,672,509)	(1,738,547)	(477,623)
Depreciation .....	(241,370)	(544,462)	(489,261)	(134,412)	(240,517)	(235,707)	(64,755)
Net Impairment Losses on							
Investment Securities .....	(179,774)	(52,300)	(44,429)	(12,206)	(14,172)	(2,400)	(659)
Net Impairment Losses on							
Loans and advances to							
Customers .....	(433,043)	(2,493,012)	(2,014,419)	(553,412)	(620,615)	(975,658)	(268,038)
Net Impairment Losses on							
Other Financial							
Instruments .....	—	—	—	—	—	(60,360)	(16,582)
Other Expenses <sup>(2)</sup> .....	(1,357,528)	(3,023,377)	(2,890,990)	(794,228)	(1,377,463)	(1,413,365)	(388,287)
	<b>(4,266,819)</b>	<b>(9,741,385)</b>	<b>(8,872,657)</b>	<b>(2,437,543)</b>	<b>(3,925,276)</b>	<b>(4,426,037)</b>	<b>(1,215,944)</b>
Share of Results of							
Associates .....	365,938	176,924	120,960	33,231	(115,106)	245,892	67,553
<b>Profit Before Income Tax</b>	<b>12,001,555</b>	<b>13,343,327</b>	<b>14,054,635</b>	<b>3,861,163</b>	<b>7,086,444</b>	<b>7,741,787</b>	<b>2,126,865</b>
Income Tax Expense .....	(672,791)	(939,048)	(913,565)	(250,979)	(423,947)	(598,541)	(164,434)
<b>Profit for the Year/Period</b> .....	<b>11,328,764</b>	<b>12,404,279</b>	<b>13,141,070</b>	<b>3,610,184</b>	<b>6,662,497</b>	<b>7,143,246</b>	<b>1,962,430</b>
<b>Attributable to:</b>							
Equity Holders of the Bank .....	11,264,242	12,364,637	13,128,138	3,606,631	6,654,078	7,097,644	1,949,902
Non-Controlling Interests .....	64,522	39,642	12,932	3,553	8,419	45,602	12,528
<b>Profit for the Year/Period</b> .....	<b>11,328,764</b>	<b>12,404,279</b>	<b>13,141,070</b>	<b>3,610,184</b>	<b>6,662,497</b>	<b>7,143,246</b>	<b>1,962,430</b>
Basic and Diluted Earnings							
Per Share (QR) <sup>(3)</sup> .....	13.4	14.4	13.7	3.8	7.0	7.4	2.0

Notes:

- (1) This column reflects a translation of Qatari Riyal amounts into U.S.\$ at an exchange rate of QR3.64 per U.S. dollar.
- (2) This figure also includes amortisation of intangible assets and other provisions.
- (3) Basic and Diluted Earnings Per Share for the year ended 31 December 2015 has been restated for the effect of bonus shares issued during 2017.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME DATA**

	Year ended 31 December				Six-month period ended 30 June		
	2015	2016	2017	2017 <sup>(1)</sup>	2017	2018	2018 <sup>(1)</sup>
	(QR)	(QR)	(QR)	(U.S.\$)	(QR)	(QR)	(U.S.\$)
		(in thousands)				(in thousands)	
						(unaudited)	
<b>Profit for the Year/Period .....</b>	<b>11,328,764</b>	<b>12,404,279</b>	<b>13,141,070</b>	<b>3,610,184</b>	<b>6,662,497</b>	<b>7,143,246</b>	<b>1,962,430</b>
<b>Other Comprehensive Income that are or may be Reclassified to Consolidated Income Statement in Subsequent Periods</b>							
Foreign Currency Translation Differences for Foreign Operations .....	(703,843)	(9,676,445)	(608,587)	(167,194)	278,069	(2,543,612)	(698,795)
Share of Other Comprehensive Income of Associates .....	(493,913)	(603,726)	223,755	61,471	141,215	(162,145)	(44,545)
Effective Portion of Changes in Fair Value of Cash Flow Hedges.....	(17,329)	(24,609)	338,891	93,102	(32,780)	799,638	219,681
Effective Portion of Changes in Fair Value of Net Investment in Foreign Operation .....	—	581,930	(1,363,943)	(374,710)	(837,507)	275,687	75,738
Investments in Debt Instruments Measured at FVOCI (IFRS 9)							
Net Change in Fair Value.....	—	—	—	—	—	(360,279)	(98,978)
Net Amount Transferred to Income Statement.....	—	—	—	—	—	(8,929)	(2,453)
Available-for-Sale Investment Securities (IAS 39)							
Net Change in Fair Value .....	(196,495)	(653,595)	46,161	12,682	143,247	—	—
Net Amount Transferred to Income Statement.....	(76,377)	(160,185)	(213,497)	(58,653)	(204,938)	—	—
<b>Items that will not be Reclassified to Consolidated Income Statement</b>							
Net Amount that will not be Transferred to Income Statement.....	—	—	—	—	—	126,084	34,638
<b>Total Other Comprehensive Income for the Year/Period, net of Income Tax.....</b>	<b>(1,487,957)</b>	<b>(10,536,630)</b>	<b>(1,577,220)</b>	<b>(433,302)</b>	<b>(512,694)</b>	<b>(1,873,556)</b>	<b>(514,713)</b>
<b>Total Comprehensive Income for the Year/Period.....</b>	<b>9,840,807</b>	<b>1,867,649</b>	<b>11,563,850</b>	<b>3,176,882</b>	<b>6,149,803</b>	<b>5,269,690</b>	<b>1,447,717</b>
<b>Attributable to:</b>							
Equity Holders of the Bank.....	9,776,285	1,930,588	11,393,552	3,130,097	6,031,878	5,280,106	1,450,579
Non-Controlling Interests .....	64,522	(62,939)	170,298	46,785	117,925	(10,416)	(2,862)
<b>Total Comprehensive Income for the Year/Period.....</b>	<b>9,840,807</b>	<b>1,867,649</b>	<b>11,563,850</b>	<b>3,176,882</b>	<b>6,149,803</b>	<b>5,269,690</b>	<b>1,447,717</b>

Note:  
(1) This column reflects a translation of Qatari Riyal amounts into U.S.\$ at an exchange rate of QR3.64 per U.S. dollar.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY DATA

	Issued Capital	Legal Reserve	Risk Reserve	Fair Value Reserve	Foreign Currency Translation Reserve	Other Reserves	Retained Earnings	Equity Attributable to Equity Holders of Bank	Non-Controlling Interests	Instrument Eligible for Additional Tier 1 Capital	Total
Balance at 1 January 2017.....	8,396,753	24,486,361	7,000,000	24,456	(11,604,928)	608,600	31,112,008	60,023,250	830,168	10,000,000	70,853,418
<b>Total Comprehensive Income for the Year</b>											
Profit for the Year.....	-	-	-	-	-	-	13,128,138	13,128,138	12,932	-	13,141,070
Total Other Comprehensive Income.....	-	-	-	(1,194,331)	(764,084)	223,829	-	(1,734,586)	157,366	-	(1,577,220)
<b>Total Comprehensive Income for the Year.....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,194,331)</b>	<b>(764,084)</b>	<b>223,829</b>	<b>13,128,138</b>	<b>11,393,552</b>	<b>170,298</b>	<b>-</b>	<b>11,563,850</b>
Transfer to Legal Reserve for the Year 2016.....	-	839,676	-	-	-	-	(839,676)	-	-	-	-
Transfer to Risk Reserve.....	-	-	500,000	-	-	-	(500,000)	-	-	-	-
Transfer to Social and Sports Fund.....	-	-	-	-	-	-	(209,324)	(209,324)	-	-	(209,324)
<b>Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity</b>											
Dividend for the year 2016.....	-	-	-	-	-	-	(2,938,864)	(2,938,864)	-	-	(2,938,864)
Bonus Shares for the Year 2016.....	839,676	-	-	-	-	-	(839,676)	-	-	-	-
Dividend Appropriation for Instrument Eligible for Additional Capital.....	-	-	-	-	-	-	(450,000)	(450,000)	-	-	(450,000)
Net Movement in Non-controlling Interests.....	-	-	-	-	-	-	-	-	(7,906)	-	(7,906)
Other Movements.....	-	-	-	-	-	-	(64,834)	(64,834)	-	-	(64,834)
<b>Total Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity.....</b>	<b>839,676</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4,293,374)</b>	<b>(3,453,698)</b>	<b>(7,906)</b>	<b>-</b>	<b>(3,461,604)</b>
<b>Balance at 31 December 2017.....</b>	<b>9,236,429</b>	<b>25,326,037</b>	<b>7,500,000</b>	<b>(1,169,875)</b>	<b>(12,369,012)</b>	<b>832,429</b>	<b>38,397,772</b>	<b>67,753,780</b>	<b>992,560</b>	<b>10,000,000</b>	<b>78,746,340</b>
Balance at 1 January 2016.....	6,997,294	23,086,902	5,000,000	283,607	(2,033,640)	1,212,210	26,556,932	61,103,305	952,093	-	62,055,398
<b>Total Comprehensive Income for the Year</b>											
Profit for the Year.....	-	-	-	-	-	-	12,364,637	12,364,637	39,642	-	12,404,279
Total Other Comprehensive Income.....	-	-	-	(259,151)	(9,571,288)	(603,610)	-	(10,434,049)	(102,581)	-	(10,536,630)
<b>Total Comprehensive Income for the Year.....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(259,151)</b>	<b>(9,571,288)</b>	<b>(603,610)</b>	<b>12,364,637</b>	<b>1,930,588</b>	<b>(62,939)</b>	<b>-</b>	<b>1,867,649</b>
Transfer to Legal Reserve for the Year 2015.....	-	1,399,459	-	-	-	-	(1,399,459)	-	-	-	-
Transfer to Risk Reserve.....	-	-	2,000,000	-	-	-	(2,000,000)	-	-	-	-
Transfer to Social and Sports Fund.....	-	-	-	-	-	-	(195,007)	(195,007)	-	-	(195,007)
<b>Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity</b>											
Dividend for the year 2015.....	-	-	-	-	-	-	(2,449,053)	(2,449,053)	-	-	(2,449,053)
Bonus Shares for the Year 2015.....	1,399,459	-	-	-	-	-	(1,399,459)	-	-	-	-
Issuance of Instrument Eligible for Additional Capital (Note 24).....	-	-	-	-	-	-	-	-	-	10,000,000	10,000,000
Dividend Appropriation for Instrument Eligible for Additional Capital.....	-	-	-	-	-	-	(252,500)	(252,500)	-	-	(252,500)
Net Movement in Non-controlling Interests.....	-	-	-	-	-	-	-	-	(58,986)	-	(58,986)
Other Movements.....	-	-	-	-	-	-	(114,083)	(114,083)	-	-	(114,083)
<b>Total Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity.....</b>	<b>1,399,459</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4,215,095)</b>	<b>(2,815,636)</b>	<b>(58,986)</b>	<b>10,000,000</b>	<b>7,125,378</b>
<b>Balance at 31 December 2016.....</b>	<b>8,396,753</b>	<b>24,486,361</b>	<b>7,000,000</b>	<b>24,456</b>	<b>(11,604,928)</b>	<b>608,600</b>	<b>31,112,008</b>	<b>60,023,250</b>	<b>830,168</b>	<b>10,000,000</b>	<b>70,853,418</b>
Balance at 1 January 2015.....	6,997,294	23,086,902	3,500,000	573,808	(1,329,797)	1,706,123	22,448,494	56,982,824	979,102	-	57,961,926
<b>Total Comprehensive Income for the Year</b>											
Profit for the Year.....	-	-	-	-	-	-	11,264,242	11,264,242	64,522	-	11,328,764
Total Other Comprehensive Income.....	-	-	-	(290,201)	(703,843)	(493,913)	-	(1,487,957)	-	-	(1,487,957)
<b>Total Comprehensive Income for the Year.....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(290,201)</b>	<b>(703,843)</b>	<b>(493,913)</b>	<b>11,264,242</b>	<b>9,776,285</b>	<b>64,522</b>	<b>-</b>	<b>9,840,807</b>
Transfer to Risk Reserve.....	-	-	1,500,000	-	-	-	(1,500,000)	-	-	-	-
Transfer to Social and Sports Fund.....	-	-	-	-	-	-	(195,520)	(195,520)	-	-	(195,520)
<b>Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity</b>											
Dividend for the year 2014.....	-	-	-	-	-	-	(5,247,971)	(5,247,971)	-	-	(5,247,971)
Net Movement in Non-controlling Interests.....	-	-	-	-	-	-	-	-	(91,531)	-	(91,531)
Other Movements.....	-	-	-	-	-	-	(212,313)	(212,313)	-	-	(212,313)
<b>Total Transactions with Equity Holders, Recognised</b>											
<b>Directly in Equity.....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(5,460,284)</b>	<b>(5,460,284)</b>	<b>(91,531)</b>	<b>-</b>	<b>(5,551,815)</b>
<b>Balance at 31 December 2015.....</b>	<b>6,997,294</b>	<b>23,086,902</b>	<b>5,000,000</b>	<b>283,607</b>	<b>(2,033,640)</b>	<b>1,212,210</b>	<b>26,556,932</b>	<b>61,103,305</b>	<b>952,093</b>	<b>-</b>	<b>62,055,398</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS DATA

	Year ended 31 December			
	2015	2016	2017	2017 <sup>(1)</sup>
	(QR)	(QR)	(QR)	(U.S.\$)
<b>Cash Flows from Operating Activities:</b>				
Profit for the Year Before Income Taxes .....	12,001,555	13,343,327	14,054,635	3,861,163
<b>Adjustments for:</b>				
Interest Income .....	(20,019,476)	(36,936,478)	(41,958,662)	(11,527,105)
Interest Expense.....	7,273,706	19,049,363	24,070,437	6,612,757
Depreciation.....	241,370	544,462	489,261	134,412
Net Impairment Losses on Loans and Advances.....	433,043	2,493,012	2,014,419	553,412
Net Impairment Losses on Investment Securities .....	179,774	52,300	44,429	12,206
Other Provisions .....	12,969	73,124	72,052	19,795
Dividend Income.....	(86,041)	(79,920)	(104,733)	(28,773)
Net (Gain) / Loss on Sale of Property and Equipment .....	(159)	2,542	(9,266)	(2,546)
Net Gain on Sale of Investment Securities.....	(76,377)	(160,185)	(213,497)	(58,653)
Amortisation of Intangible Assets.....	79,775	77,754	71,377	19,609
Net Amortisation of Premium or Discount on Financial Investments .....	(27,148)	(11,606)	(11,606)	(3,188)
Net Share of Results of Associates .....	(178,566)	7,644	25,411	6,981
	<b>(165,575)</b>	<b>(1,544,661)</b>	<b>(1,455,743)</b>	<b>(399,929)</b>
<b>Changes in:</b>				
Due from Banks .....	(1,338,061)	(6,208,185)	(3,831,699)	(1,052,665)
Loans and Advances to Customers .....	(50,595,177)	(78,453,499)	(68,598,794)	(18,845,823)
Other Assets.....	(372,896)	44,406	(1,647,937)	(452,730)
Due to Banks.....	14,167,893	8,085,183	6,868,281	1,886,890
Customer Deposits.....	37,698,823	85,380,684	74,000,655	20,329,850
Other Liabilities .....	(2,391,977)	(3,985,840)	2,711,283	744,858
<b>Cash (used in) from Operations</b>	<b>(2,996,970)</b>	<b>3,318,088</b>	<b>8,046,046</b>	<b>2,210,452</b>
Interest Received.....	19,546,140	36,561,563	41,074,906	11,284,315
Interest Paid .....	(7,600,125)	(18,079,917)	(23,211,230)	(6,376,712)
Dividends Received .....	86,041	79,920	104,733	28,773
Income Tax Paid.....	(661,824)	(567,803)	(713,603)	(196,045)
Other Provisions Paid .....	(5,372)	(66,005)	(48,313)	(13,273)
<b>Net Cash from Operating Activities</b>	<b>8,367,890</b>	<b>21,245,846</b>	<b>25,252,539</b>	<b>6,937,511</b>
<b>Cash Flows from Investing Activities:</b>				
Acquisition of Investment Securities .....	(71,073,236)	(63,962,428)	(79,576,452)	(21,861,663)
Proceeds from Sale/Redemption of Investment Securities .....	55,220,622	59,714,925	62,712,207	17,228,628
Investments in Associates .....	(49,909)	—	(8,124)	(2,232)
Acquisition of Subsidiary, Net of Cash Acquired .....	—	(9,610,068)	—	—
Acquisition of Property and Equipment.....	(290,301)	(1,105,261)	(867,040)	(238,198)
Proceeds from Sale of Property and Equipment.....	1,833	596	11,294	3,103
<b>Net Cash used in Investing Activities</b>	<b>(16,190,991)</b>	<b>(14,962,236)</b>	<b>(17,728,115)</b>	<b>(4,870,361)</b>
<b>Cash Flows from Financing Activities:</b>				
Proceeds from Issuance of Debt Securities	—	13,026,589	5,534,904	1,520,578
Repayment of Debt Securities.....	(5,460,750)	(5,228,893)	(5,254,720)	(1,443,604)
Proceeds from Issuance of Other Borrowings.....	12,827,191	10,998,695	3,124,001	858,242
Repayment of Other Borrowings .....	(10,264,017)	(4,033,225)	(2,661,108)	(731,074)
Proceeds from Issuance of Instrument Eligible for Additional Tier 1 Capital .....	—	10,000,000	—	—
Payments of Coupon on Instrument Eligible for Additional Tier 1 Capital	—	—	(450,000)	(123,626)
Dividends Paid.....	(5,231,852)	(2,468,978)	(2,930,666)	(805,128)
<b>Net Cash (used in) from Financing Activities</b>	<b>(8,129,428)</b>	<b>22,294,188</b>	<b>(2,637,589)</b>	<b>(724,612)</b>
Net (Decrease)/Increase in Cash and Cash Equivalents .....	<b>(15,952,529)</b>	<b>28,577,798</b>	4,886,835	1,342,537
Effect of Exchange Rate Fluctuations on Cash Held....	2,571,816	(5,764,365)	(261,007)	(71,705)
Cash and Cash Equivalents at 1 January .....	43,431,327	30,050,614	52,864,047	14,523,090
<b>Cash and Cash Equivalents at 31 December.....</b>	<b>30,050,614</b>	<b>52,864,047</b>	<b>57,489,875</b>	<b>15,793,922</b>

Note:

(1) This column reflects a translation of Qatari Riyal amounts into U.S.\$ at an exchange rate of QR3.64 per U.S. dollar.

## INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS DATA

	Six-month period ended 30 June (Unaudited)		
	2017	2018	2018 <sup>(1)</sup>
	(QR)	(QR) (in thousands)	(U.S.\$)
<b>Net Cash Flows from Operating Activities</b> .....	<b>17,857,123</b>	<b>9,268,228</b>	<b>2,546,216</b>
<b>Cash Flows from Investing Activities</b>			
Acquisition of Investment Securities.....	(34,202,210)	(38,497,701)	(10,576,291)
Proceeds from Sale/Redemption of Investment Securities.....	28,914,539	40,740,554	11,192,460
Investments in Associates .....	—	—	—
Additions to Property and Equipment .....	(284,908)	(357,155)	(98,120)
Proceeds from Sale of Property and Equipment.....	40	1,276	351
<b>Net Cash Flows (used in)/from Investing Activities</b> .....	<b>(5,572,539)</b>	<b>1,886,974</b>	<b>518,399</b>
<b>Cash Flows from Financing Activities</b>			
Payment of coupon on Instrument Eligible for Additional Tier 1 Capital .....	(450,000)	—	—
Proceeds from Issuance of Debt Securities .....	2,834,144	10,913,786	2,998,293
Repayment of Debt Securities .....	(5,879,811)	(7,695,875)	(2,114,251)
Proceeds from issuance of Other Borrowings .....	901,273	15,872,798	4,360,659
Repayment of Other Borrowings .....	(1,731,904)	(13,823,464)	(3,797,655)
Dividends Paid .....	(2,929,192)	(5,538,379)	(1,521,533)
<b>Net Cash Flows used in Financing Activities</b> .....	<b>(7,255,490)</b>	<b>(271,134)</b>	<b>(74,487)</b>
Net Increase in Cash and Cash Equivalents .....	5,029,094	10,884,068	2,990,129
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents.....	(53,742)	(1,401,392)	(384,998)
Cash and Cash Equivalents at 1 January .....	52,864,047	57,489,875	15,793,922
<b>Cash and Cash Equivalents at 30 June</b> .....	<b>57,839,399</b>	<b>66,972,551</b>	<b>18,399,052</b>

### SELECTED RATIOS

	As at and for the year ended 31 December			As at and for the six- month period ended 30 June
	2015	2016	2017	2018
<b>Selected Ratios</b>				
Cost to Income Ratio <sup>(2)</sup> .....	21.5%	30.4%	29.1%	27.2%
Non-Performing Loans Ratio <sup>(3)</sup> .....	1.4%	1.8%	1.8%	1.8%
Loan Loss Coverage Ratio <sup>(4)</sup> .....	127.4%	113.9%	111.9%	109.6%
Loans to Deposits Ratio <sup>(5)</sup> .....	98.3%	102.7%	99.8%	98.4%
Capital Adequacy Ratio <sup>(6)(7)</sup> .....	16.3%	16.0%	16.5%	15.8%

Notes:

- (1) This column reflects a translation of Qatari Riyal amounts into U.S.\$ at an exchange rate of QR3.64 per U.S. dollar.
- (2) This represents staff expenses, depreciation and other expenses divided by the operating income plus share of results of associates.
- (3) This represents non-performing loans divided by gross loans and advances to customers.
- (4) For the years ended 31 December 2015, 2016 and 2017, this represents Allowance for Impairment of Loans and Advances to Customers divided by non-performing loans and advances. With effect from 1 January 2018, this represents stage 3 expected credit losses divided by stage 3 non-performing loans and advances.
- (5) This represents Net Loans and Advances to Customers divided by customer deposits.
- (6) This represents total eligible capital divided by risk-weighted assets.
- (7) Capital Adequacy Ratio has been computed in accordance with the QCB's Basel III requirements.

## BUSINESS DESCRIPTION OF THE ISSUER

### General

The Issuer was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on 18 October 2010 under the name QNB Finance Ltd (with registered number 246643). The registered office of the Issuer is at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The issued share capital of the Issuer comprises 100 ordinary shares of par value U.S.\$1.00 each. The Issuer is a wholly-owned subsidiary of QNB.

### Business/Principal Activities

The Issuer was established to raise capital through the issue of its U.S.\$1.5 billion 3.125 per cent. notes due 2015 issued on 16 November 2010, or any other financing instruments in accordance with its Memorandum of Association and Articles of Association, including the Notes.

On 27 April 2016, the Issuer established an AUD 2 billion debt issuance programme for the issuance of Australian dollar-denominated medium-term notes, which may be issued in the Australian wholesale capital market. As at the date of this Prospectus, no issuance has yet taken place under this programme.

The Issuer has not engaged, since its incorporation, in any activities other than those incidental to: (i) its registration as an exempted company; (ii) the authorisation and issue from time to time of the Notes and the execution and completion of other documents and matters related thereto; (iii) the ownership of such interests and other assets in relation to the Notes; (iv) the other matters contemplated in this Prospectus; (v) the authorisation and execution of the other documents referred to in this Prospectus to which it is or will be a party; and (vi) other matters which are incidental or ancillary to those activities.

The Issuer's ongoing activities will principally comprise: (i) the issue of the Notes (or any other financing instruments in accordance with its Memorandum of Association and Articles of Association); (ii) the entering into of any documents related to the issue of the Notes; and (iii) the exercise of related rights and powers and other activities referred to in this Prospectus or reasonably incidental to those activities.

### Organisational Structure

The Issuer has no subsidiaries, employees or non-executive directors.

### Management/Directors

The Directors of the Issuer and their respective business addresses and principal activities are:

Name	Business Address	Principal Activities
Mr. Abdulla Mubarak Al-Khalifa .....	c/o Qatar National Bank (Q.P.S.C.), P.O. Box 1000, Doha, Qatar	Qatar National Bank (Q.P.S.C.), Executive General Manager, Chief Business Officer
Ms. Noor Mohamed Al-Naimi.....	c/o Qatar National Bank (Q.P.S.C.), P.O. Box 1000, Doha, Qatar	Qatar National Bank (Q.P.S.C.), General Manager, Group Treasury

The Company Secretary of the Issuer is Maples Secretaries (Cayman) Limited ("MSL"), whose business address is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The directors of MSL are Alasdair Robertson and Scott Somerville.

There are no potential conflicts of interest between the private interests or other duties of the Directors or the Company Secretary of the Issuer listed above and their duties to the Issuer.

### Material Contracts

The Issuer has entered and will enter, on or subsequent to the issue of any Series of Notes under the Programme, into a Notes Loan Agreement with QNB, pursuant to which the Issuer provides the net proceeds received from the issue of the Notes to QNB. Under each Notes Loan Agreement, QNB agrees to repay the

proceeds of the loan made thereunder to the Issuer on the relevant maturity date of the Notes (subject to other relevant terms of that Notes Loan Agreement). In the case of each such issuance, the notes are guaranteed by QNB and the proceeds of each issuance made available to QNB pursuant to one or more Notes Loan Agreements, whereby QNB will be obligated to make payments to the Issuer that match the payment obligations of the Issuer under the Notes.

The following table sets forth a summary of the Issuer's outstanding Notes by maturity and currency of denomination, as at the date of this Prospectus:

<b>Year of Maturity</b>	<b>USD</b>	<b>AUD</b>	<b>CHF</b>	<b>CNY</b>	<b>EUR</b>	<b>HKD</b>	<b>JPY</b>	<b>Total</b>
2018 .....	949	—	—	—	208	—	—	1,157
2019 .....	257	—	50	80	502	42	147	1,078
2020 .....	3,713	22	—	19	—	—	144	3,898
2021 .....	2,979	—	151	707	—	—	42	3,879
2022 .....	290	—	—	—	—	25	—	315
2023 .....	172	313	101	—	46	58	—	690
2024 .....	20	—	—	—	—	—	—	20
2028 .....	—	202	—	—	—	—	—	202
2033 .....	50	—	—	—	—	—	—	50
2047 .....	629	—	—	—	—	—	—	629
2048 .....	719	—	—	—	—	—	—	719
<b>Total .....</b>	<b>9,778</b>	<b>537</b>	<b>302</b>	<b>806</b>	<b>756</b>	<b>125</b>	<b>333</b>	<b>12,637</b>

### Financial Information

The Issuer's selected historical financial data as at and for the six-month period ended 30 June 2018 and as at and for the year ended 31 December 2017 has been derived from the unaudited interim condensed consolidated financial statements as at and for the six-month period ended 30 June 2018 and the audited financial statements as at and for the year ended 31 December 2017, in each case, of the Issuer (including the related notes thereto), respectively incorporated by reference in this Prospectus (collectively, the "**Issuer Financial Statements**"). The selected historical financial data set forth below should be read in conjunction with, and are qualified by reference to, the Issuer Financial Statements. The Issuer Financial Statements are available as described under "*General Information*". The results of operations for any period are not necessarily indicative of the results to be expected for any future period.

## STATEMENT OF FINANCIAL POSITION DATA

	<b>As at 31 December 2017</b>	<b>As at 30 June 2018</b>
	(U.S.\$ in thousands)	
	(Unaudited)	
<b>Assets:</b>		
Due from Parent Company .....	11,984,720	12,708,137
<b>Total Assets</b> .....	<b>11,984,720</b>	<b>12,708,137</b>
<b>Liabilities:</b>		
Debt Securities.....	5,796,514	6,430,290
Other Borrowings .....	6,108,175	6,171,386
Other Liabilities .....	80,031	106,461
<b>Total Liabilities</b> .....	<b>11,984,720</b>	<b>12,708,137</b>
<b>Equity:</b>		
Share Capital <sup>(1)</sup> .....	—	—
Retained Earnings .....	—	—
<b>Total Equity</b> .....	<b>—</b>	<b>—</b>
<b>Total Liabilities and Equity</b> .....	<b>11,984,720</b>	<b>12,708,137</b>

## STATEMENT OF COMPREHENSIVE INCOME DATA

	<b>Year ended 31 December 2017</b>	<b>Six months ended 30 June 2018</b>
	(U.S.\$ in thousands)	
	(Unaudited)	
<b>Income:</b>		
Interest Income .....	260,389	195,322
<b>Expenses:</b>		
Interest Expense.....	(260,389)	(195,322)
<b>Profit for the Year/Period</b> .....	<b>—</b>	<b>—</b>
<b>Total Comprehensive Income for the Year/Period</b> .....	<b>—</b>	<b>—</b>

## STATEMENT OF CASH FLOW DATA

	<b>Year ended 31 December 2017</b>	<b>Six months ended 30 June 2018</b>
	(U.S.\$ in thousands)	
	(Unaudited)	
Net Cash used in Operating Activities .....	(1,077,746)	(592,838)
Net Cash from Investing Activities.....	237,825	100,879
Net Cash from Financing Activities.....	839,921	491,959
<b>Cash and cash equivalents at 31 December / 30 June</b> .....	<b>—</b>	<b>—</b>

Note:

(1) The share capital of the Issuer is U.S.\$100.

## BUSINESS DESCRIPTION OF THE QNB GROUP

### Overview

QNB was established in 1964 as the country's first Qatari-owned commercial bank and is now the largest commercial bank in Qatar for which financial statements are published, and the largest bank in the Middle East and Africa (“MEA”) region, where the bank has a strong focus. The Government, through the QIA, owns 50.0 per cent. of QNB's share capital (all of which is listed on the QSE), with the other 50.0 per cent. being held by various investors. As at 30 June 2018, QNB had a market capitalisation of QR140.4 billion (U.S.\$38.6 billion), making QNB the largest bank overall listed on the QSE. Moreover, as at 30 June 2018 (the most recent date for which financial figures are publicly available for QSE listed banks), QNB held the largest market share of total assets by value at 57.7 per cent., loans and advances by value at 59.8 per cent. and customer deposits at 62.2 per cent. as compared to all other banks operating in Qatar (excluding the International Bank of Qatar (“IBQ”), for which published interim financial statements are not available).

QNB is one of the fastest growing banks in the MENA region, particularly in the GCC, having achieved compound annual growth rates in both net profit and total assets of 10.0 per cent. and 17.0 per cent., respectively, from the year ended and as at 31 December 2012 to the year ended and as at 31 December 2017. For the six-month period ended 30 June 2018 and the year ended 31 December 2017, QNB had the highest net profit of any bank in Qatar, amounting to QR7.1 billion (U.S.\$1.9 billion) and QR13.1 billion (U.S.\$3.6 billion), respectively. In addition, based on published financial statements of financial institutions in the GCC that publish such financial statements, QNB had the highest profits for the six-month period ended 30 June 2018 of any financial institution in the GCC that publishes financial statements.

QNB offers a broad suite of financial products and services to its customers, with business divisions focused on corporate banking, retail banking, international banking, asset and wealth management services and treasury. Through these business divisions, QNB caters to the needs of individuals (including high-net-worth), corporates, institutional, government and government-related clients, both domestically and internationally. QNB also has the largest distribution network in Qatar, comprising 64 branches and service centres and more than 440 automatic teller machine (“ATM”) locations as at 30 June 2018.

Through a combination of QNB's own branches, representative offices, subsidiaries and associates, QNB is present in more than 31 countries around the world (including Qatar), primarily in the MENA region, having expanded its international network since 2005. QNB has achieved its extended regional coverage through a combination of organic growth and acquisitions. For example, in 2009, QNB established a new bank in Syria, QNB-Syria, in which QNB has a 50.8 per cent. equity ownership stake as at the date of this Prospectus. QNB also launched a new private bank in Switzerland in 2009. In 2011, QNB established branches in Lebanon and South Sudan. In addition, since 2005, QNB has acquired strategic ownership interests in banks throughout the MENA region, including a 34.5 per cent. stake in the Housing Bank for Trade & Finance (Jordan), a 54.2 per cent. stake in Mansour Bank (Iraq), a 40.0 per cent. stake in CBI (UAE) and a 99.96 per cent. stake in QNB Tunisia (Tunisia). In early 2011, QNB also acquired a 69.6 per cent. stake in QNB Indonesia (known as QNB Kesawan until November 2014) and in August 2012, it acquired a 49.0 per cent. stake in Bank of Commerce and Development (Libya), one of the country's leading private sector banks. On 31 March 2013, QNB acquired 97.12 per cent. of Société Générale's Egyptian unit, National Société Générale Bank (“NSGB”). On 4 July 2013, QNB commenced operations in India through a wholly-owned subsidiary and on 30 July 2013, QNB established a representative office in Shanghai. On 2 June 2014, QNB increased its stake in QNB Indonesia to 78.59 per cent. and on 7 November 2014, QNB further increased its stake in QNB Indonesia to 82.59 per cent. On 4 September 2014, QNB acquired 12.5 per cent. (taking into account the convertible preference shares acquired by QNB) of Ecobank, a leading pan-African bank, and later acquired an additional 11.0 per cent. on 15 September 2014, increasing the total stake held by QNB to 23.5 per cent. (taking into account the convertible preference shares acquired by QNB). Subsequently, in October 2014, Nedbank exercised its right to increase its stake in Ecobank to 20.0 per cent., reducing QNB's stake to 19.4 per cent. (taking into account the convertible preference shares held by QNB). In January 2015, QNB increased its stake in Ecobank in various tranches, resulting in QNB holding a stake of 20.0 per cent. in Ecobank (taking into account the convertible preference shares held by QNB). On 13 October 2016, QNB exercised its option to convert its preference shares in Ecobank into ordinary shares. In May 2017, QNB increased its stake in Ecobank to 20.1 per cent. On 30 March 2015, QNB commenced operations at a new representative office in Ho Chi Minh City, Vietnam. On 15 June 2016, the QNB Group completed the acquisition of 99.81 per cent. of the shares of Finansbank A.Ş. (now known as QNB Finansbank) from NBG. In March 2017, QNB officially opened its branch in Riyadh, the Kingdom of Saudi Arabia. In July 2017, QNB opened its branch in

Mumbai, India. See also “—*Competitive Strengths—Leading Regional Presence and Growing International Network*”. During the first quarter of 2018, QNB opened its second branch in Kuwait and increased its holdings in QNB Indonesia, Mansour Bank (Iraq) and QNB Tunisia to 90.96 per cent., 54.2 per cent. and 99.99 per cent., respectively. During the second quarter of 2018, QNB reduced its holdings in QNB ALAHLI Egypt from 97.12 per cent. to 95.0 per cent. in order to comply with local stock exchange regulations relating to free float requirements in Egypt.

QNB has launched a wide range of initiatives in Qatar, where the Qatar operations of QNB’s corporate banking services accounted for 60.7 per cent. of total segment profit for the year ended 31 December 2017 and 58.4 per cent. of total segment profit for the six-month period ended 30 June 2018. In 2008, for example, QNB established QNB Capital LLC (“**QNB Capital**”), a QFC-registered entity, to provide high quality investment banking and advisory services in Qatar and the MENA region. QNB Capital is split primarily into six business divisions focusing on: (i) mergers and acquisitions; (ii) equity capital markets; (iii) debt capital markets; (iv) strategic advisory; (v) project finance and infrastructure; and (vi) asset management.

Since its inception, QNB Capital has been mandated on a number of high-profile transactions, supporting QNB’s market-leading position in the area of corporate finance and advisory services in Qatar. Specifically, QNB Capital has acted as a joint lead manager on a number of local, regional and international sovereign and corporate bond and sukuk offerings totalling over U.S.\$40 billion over the last six years. In April 2018, QNB Capital acted as a joint lead manager on the State of Qatar’s U.S.\$12 billion global triple bond issuance, which is the largest bond issuance from Qatar to date. In May 2018, QNB Capital acted as a joint lead manager for Commercial Bank of Qatar’s U.S.\$500 million bond issuance. QNB Capital has also provided financial advice in connection with the merger of a number of Qatar-based entities, including Qatar Navigation and Qatar Shipping, one of the largest public company mergers ever undertaken in Qatar. During 2016, QNB Capital advised the QNB Group on its successful acquisition of Finansbank A.Ş. (now known as QNB Finansbank) in Turkey, a transaction with a value of EUR 2.71 billion (QR11.0 billion). QNB Capital continues to provide financial and strategic advisory services to a number of Qatari companies across various mandates, including a number of large companies considering an initial public offering, a real estate development project in the hospitality sector and advising government-related entities on utilising public-private partnership models for large scale projects based in Qatar. In addition, QNB Capital advises on and undertakes the asset management of a large real estate portfolio predominantly based in Europe that includes properties such as The Shard in London.

QNB believes that its direct involvement in many of the largest transactions involving Qatar locally and internationally provides QNB Capital with a competitive advantage in this area.

QNB’s conservative credit policy and effective utilisation of risk management tools has enabled the QNB Group to maintain a high quality loan portfolio. QNB had a non-performing loan ratio (the ratio of non-performing loans to gross loans) of 1.8 per cent. as at 31 December 2017 and 1.8 per cent. as at 30 June 2018, with a corresponding loan loss coverage ratio of 111.9 per cent. as at 31 December 2017 and 109.6 per cent. as at 30 June 2018. For the year ended 31 December 2017, loan loss coverage ratio represented Allowance for Impairment of Loans and Advances to Customers divided by non-performing loans and advances. With effect from 1 January 2018, it has represented stage 3 expected credit losses divided by stage 3 non-performing loans and advances. Moreover, as at 31 December 2017 and 30 June 2018, QNB’s total capital adequacy ratio stood at 16.5 per cent. and 15.8 per cent., respectively, which is above the 15.38 per cent. minimum threshold set by the QCB’s Basel III requirements (including a capital conservation buffer of 2.5 per cent, the applicable DSIB buffer of 1.875 per cent., and the ICAAP capital charge of 1.0 per cent.) for the year ending 31 December 2018. In addition, QNB’s total assets increased by QR34.6 billion (U.S.\$9.5 billion), or 4.3 per cent., from QR811.1 billion (U.S.\$222.8 billion) as at 31 December 2017 to QR845.7 billion (U.S.\$232.3 billion) as at 30 June 2018.

As a result of QNB’s historically strong operating performance and financial condition, QNB has the highest credit rating among banks operating in Qatar and is among the highest rated banks in the GCC and MENA region with current long-term ratings of Aa3 (Moody’s), A (S&P), A+ (Fitch) and AA- (Capital Intelligence). In addition, QNB has demonstrated its ability to raise additional capital through its May 2011 U.S.\$3.5 billion rights offer (which was fully subscribed), and its ability to issue debt instruments through its February 2012 U.S.\$1.0 billion debt issuance under the Programme, its November 2012 U.S.\$1.0 billion debt issuance under the Programme, its April 2013 U.S.\$1.0 billion debt issuance under the Programme, its October 2013 U.S.\$1.5 billion debt issuance under the Programme, its May 2016 U.S.\$1.1 billion debt issuance under the Programme and its August 2016 U.S.\$1.0 billion debt issuance under the Programme. Additionally, in May

2016, QNB entered into a EUR 2.25 billion senior unsecured term loan facility with a syndicate of international banks and, in June 2016, QNB issued its inaugural QR10 billion Additional Tier 1 Perpetual Capital Notes, which represented the largest issuance of Tier 1 capital instruments in the MEA region to date.

QNB’s successful funding from the international markets during the first six months of 2018 included, amongst others, (1) the successful closing of the syndication for its U.S.\$3.5 billion three year senior unsecured term loan facility in February 2018 (the syndication was well supported by 21 international banks and the facility was upsized due to strong demand from the market) and (2) capital market issuances, which included (i) U.S.\$560 million (AUD700 million) bonds with a 5 and 10-year maturity in Australia and (ii) U.S.\$720 million bonds with a 30 year maturity in Taiwan.

Since 2013, QNB has been ranked as one of the safest banks in the emerging markets, according to Global Finance Magazine.

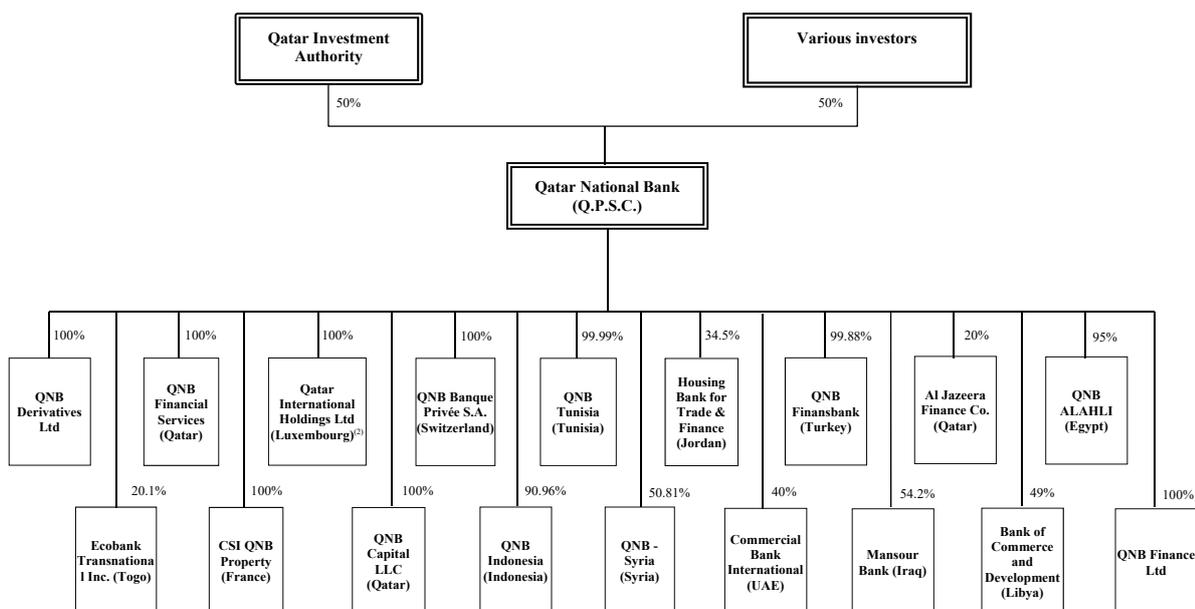
Based on the QNB Group’s continuous strong performance and its diversified international presence, QNB is now the most valuable banking brand in the MEA region, according to The Banker’s 2018 Brand Finance Global 500 report, with the value of its brand amounting to U.S.\$4.2 billion, making it the 60th most valuable banking brand in the world. In addition to attaining the highest rating of AA+ in brand strength, it is the only Qatari banking brand among the world’s top 100, according to Brand Finance Magazine. The QNB Group’s vision is to become a leading bank in the Middle East, Africa, and Southeast Asia by 2020, in addition to establishing a foothold in highly competitive markets.

Management believes that QNB is well positioned to leverage its strengths and capitalise on the opportunities to continue its growth in an effort to achieve its objective to be recognised as the largest financial institution within the MEA region, as measured by both net profit and total assets.

### Ownership and Operational Structure of the QNB Group

QNB’s shareholding structure has remained stable since its incorporation, when it was established by Emiri Decree No. (7) of 1964. The Government, through the QIA, holds 50 per cent. of QNB’s share capital (all of which is listed on the QSE), with the remaining 50.0 per cent. being held by various investors. See “Management—Directors’ and Senior Managers’ Interests”. Moreover, the QIA has demonstrated its support of QNB by keeping its equity ownership unchanged, having participated in rights issues in 2008 and 2011.

The organisational structure chart below sets forth the shareholding structure of the QNB Group as at the date of this Prospectus:



Notes:

(1) Ansbacher Group Holdings Limited (Luxembourg) is held indirectly through QNB International Holdings Ltd (Luxembourg).

## **Competitive Strengths**

QNB believes that its business is characterised by the competitive strengths discussed below, and that these competitive strengths position QNB to successfully implement its strategy and to continue its growth plans.

### ***Leading Domestic Presence***

QNB is the largest commercial bank in Qatar and, as at 30 June 2018 (the most recent date for which figures are publicly available for QSE listed banks), held the largest market share of total assets by value (57.7 per cent.), loans and advances by value (59.8 per cent.) and customer deposits (62.2 per cent.) as compared to all other Qatari banks (based on the published financial statements of all banks in Qatar, excluding IBQ, for which published interim financial statements are not available). QNB believes that its substantial market share lead over its competitors, as well as its long history, extensive distribution network, broad suite of innovative financial products and services, and positive brand recognition are some of its key strengths. These strengths, coupled with QNB's strong operating performance and financial position, are expected to assist QNB in its customer retention and acquisition efforts and to help QNB to achieve further growth as Qatar's economy continues to grow.

### ***Leading Regional Presence and Growing International Network***

Through a combination of QNB's own branches, representative offices, subsidiaries and associates, QNB is present in more than 31 countries, including Qatar, Algeria, Bahrain, China, Egypt, France, Jordan, India, Indonesia, Iran, Iraq, Kuwait, Lebanon, Libya, Mauritania, Myanmar, Oman, Palestine (West Bank), the Kingdom of Saudi Arabia, Singapore, Sudan, South Sudan, Switzerland, Syria, Togo, Tunisia, Turkey, the UAE, the United Kingdom, Vietnam and Yemen. QNB's regional presence and international network exceeds the international coverage of any other Qatari bank. Furthermore, the QNB Group maintains and adheres to its risk management, compliance and internal control policies and procedures in its international operations. QNB's head office directly oversees and supervises risk management, compliance and internal control policies and procedures of the QNB Group's international operations in certain high risk countries such as Sudan and Syria. Given QNB's successful international expansion undertaken through a combination of organic growth and acquisitions, QNB believes that it is well positioned to enhance further its international presence. QNB also believes that its continued international growth and expansion will diversify QNB's business activities and geographical coverage and, in turn, reduce its reliance on the Qatari market.

For example, on 31 March 2013, QNB completed the acquisition of a controlling stake in NSGB, representing 97.12 per cent. of its total share capital, which included Société Générale's entire stake of 77.17 per cent. and a further 19.95 per cent. stake acquired by way of a mandatory tender offer at a total cost of QR8.7 billion. NSGB (now QNB ALAHLI), an Egypt-based bank, was founded in 1978 and is the second largest private bank in Egypt with 216 branches across the country and more than 6,000 employees and has assets of U.S.\$13.4 billion as at 30 June 2018.

On 22 January 2013, QNB acquired an additional 49.96 per cent. stake in QNB-Tunisia at a cost of U.S.\$64.5 million, bringing its total shareholding to 99.96 per cent. It had previously purchased a 50 per cent. stake in 2008.

On 4 July 2013, QNB commenced operations in India having received all regulatory approvals required to establish a fully-owned subsidiary under the name of "QNB India Private Limited", which offers consultancy and advisory services in investment and finance for Middle Eastern companies looking to establish business and/or invest in India. In addition, as part of its international expansion strategy, QNB plans to expand in selected countries in the MENA region, such as Morocco.

On 30 July 2013, QNB commenced operations of its Qatar National Bank (Q.P.S.C.) Shanghai Representative Office after receiving all of the required regulatory approvals. The main activity of QNB's Shanghai representative office will be extending intermediary services in the field of investment and trade with Middle Eastern companies that are looking to establish their business or invest money in China. QNB's Shanghai representative office will also act as a liaison with Chinese companies that are looking to expand into the ever growing Middle Eastern market and facilitate investments by Chinese companies in the Middle East.

On 4 September 2014, QNB acquired 12.5 per cent. (taking into account the convertible preference shares acquired by QNB) of Ecobank, a leading pan-African bank. QNB later acquired an additional 11.0 per cent. on 15 September 2014, increasing the total stake held by QNB to 23.5 per cent. (taking into account the convertible preference shares acquired by QNB). Subsequently, in October 2014, Nedbank exercised its right to increase its stake in Ecobank to 20.0 per cent., reducing QNB's stake to 19.4 per cent. (taking into account the convertible preference shares held by QNB). In January 2015, QNB increased its stake in Ecobank in various tranches, resulting in QNB holding a stake of 20.0 per cent. in Ecobank (taking into account the convertible preference shares held by QNB). On 13 October 2016, QNB exercised its option to convert its preference shares in Ecobank into ordinary shares. In May 2017, QNB increased its stake in Ecobank to 20.1 per cent. The acquisitions have enabled the QNB Group to become a significant shareholder of Ecobank, while strengthening the partnership with the bank. The QNB Group believes the acquisition is a fundamental step towards achieving QNB's long-term strategic vision (See "*Strategy*").

On 30 March 2015, QNB commenced operations at a new representative office in Ho Chi Minh City, Vietnam. QNB Group's strategy in respect of this representative office is to promote the development of trade flows between Qatar and Vietnam and provide trade and investment intermediary services for companies in the Middle East that intend to establish their business or to invest in Vietnam. In addition, QNB will also act as a liaison with Vietnamese companies that intend to expand into the Middle East market.

In 2016, QNB Group established a representative office in Myanmar after receiving approval from the Central Bank of Myanmar. QNB believes that Myanmar is one of the fastest growing frontier markets in Asia. Moreover, a few of QNB's global clients are intending to break into Myanmar's market. As a result, QNB intends to improve its understanding of Myanmar's market to assess its full potential.

On 15 June 2016, the QNB Group completed the acquisition of 99.81 per cent. of the shares of Finansbank A.Ş. (now known as QNB Finansbank) from NBG for EUR 2.71 billion (QR11.0 billion). QNB has subsequently increased its ownership stake in QNB Finansbank from 99.81 per cent. to 99.88 per cent. by purchasing shares from minority shareholders for a total cost of QR12.3 million (U.S.\$3.4 million). QNB Finansbank, which was incorporated in 1987, is the fifth-largest privately owned universal bank by total assets, customer deposits and loans in Turkey. As of 30 June 2018, QNB Finansbank had U.S.\$34.8 billion of total assets, U.S.\$21.8 billion in net loans and U.S.\$18.1 billion in customer deposits.

With the addition of QNB Finansbank to its network and access to a new market, QNB Group has further extended its international presence, having already seen interest from both regional companies doing business in Turkey and from Turkish contractors and businesses based in the MEA region. Following the acquisition of QNB Finansbank, QNB Group has begun to work closely with such businesses towards an integrated offering from and into Turkey vis-à-vis the other countries in which QNB operates.

In March 2017, QNB officially opened its branch in Riyadh, the capital of the Kingdom of Saudi Arabia, after receiving approval in 2016 for a branch licence from the Saudi Arabian Monetary Authority. In July 2017, QNB officially opened its India branch in Mumbai after obtaining approval from the Reserve Bank of India in August 2016. In these markets, QNB will support the various existing economic development initiatives by initially offering its broad suite of wholesale and commercial banking products and services and leveraging its in-depth expertise in areas such as structured and project finance and transaction banking.

During the first quarter of 2018, QNB opened its second branch in Kuwait and increased its holdings in QNB Indonesia, Mansour Bank (Iraq) and QNB Tunisia to 90.96 per cent., 54.2 per cent. and 99.99 per cent., respectively. During the second quarter of 2018, QNB reduced its holdings in QNB ALAHLI Egypt from 97.12 per cent. to 95.0 per cent. in order to comply with local stock exchange regulations relating to free float requirements in Egypt.

### ***Strong Operating Performance, Financial Position and Credit Ratings***

QNB has historically been one of the best performing banks in Qatar and the MENA region. For the six months ended 30 June 2018 and the year ended 31 December 2017, QNB had the highest net profit of any bank in Qatar (based on the published financial statements of all commercial banks in Qatar, excluding IBQ, for which published interim financial statements are not available), amounting to QR7.1 billion (U.S.\$1.9 billion) and QR13.1 billion (U.S.\$3.6 billion), respectively. Moreover, QNB's total assets increased by QR34.6 billion (U.S.\$9.5 billion), or 4.3 per cent., from QR811.1 billion (U.S.\$222.8 billion) as at 31 December 2017 to QR845.7 billion (U.S.\$232.3 billion) as at 30 June 2018. QNB's conservative credit policy

and effective utilisation of risk management tools has enabled the QNB Group to maintain a high quality loan portfolio. For example, QNB had a non-performing loan ratio (the ratio of non-performing loans to total loans) of 1.8 per cent. as at 30 June 2018, with the corresponding coverage ratio of 109.6 per cent., as compared to a non-performing loan ratio of 1.8 per cent. as at 31 December 2017, with the corresponding coverage ratio of 111.9 per cent. For the year ended 31 December 2017, loan loss coverage ratio represented Allowance for Impairment of Loans and Advances to Customers divided by non-performing loans and advances. With effect from 1 January 2018, it has represented stage 3 expected credit losses divided by stage 3 non-performing loans and advances. In addition, as at 30 June 2018, QNB's total capital adequacy ratio was 15.8 per cent., which is marginally higher than the 15.38 per cent. minimum threshold (including the applicable buffers relating to capital conservation, DSIB and ICAAP) set by the QCB's Basel III requirements. QNB has the highest credit rating among banks operating in Qatar and is among the highest rated banks in the MENA region. QNB's current long-term ratings are Aa3 (Moody's), A (S&P), A+ (Fitch) and AA- (Capital Intelligence). QNB believes that its strong operating performance and financial condition, together with its investment grade credit ratings, will enable QNB to take advantage of new opportunities in the MENA region and internationally thus enabling QNB to continue its international growth and expansion strategy.

### ***Strong Qatari Government Support***

QNB's shareholding structure has remained stable since its incorporation in 1964, when it was established by Emiri Decree No. (7) of 1964. QNB is currently, and has always been, 50.0 per cent. owned by the Government. The Government's stake is currently held through the QIA with the remaining 50.0 per cent. held publicly by various investors. The QIA has demonstrated its support of QNB by maintaining a constant equity ownership through participating in rights issues in 2008 and 2011. Furthermore, the Government's recent financial support initiatives extended to domestic banks listed on the QSE (including QNB) during the 2008-2009 global financial crisis demonstrated the Government's willingness to maintain investor confidence in the Qatari economy as well as the Qatari banking sector. As part of the initiatives taken by the Government to support domestic banks listed on the QSE, QNB sold a portion of its portfolio of Qatari equity securities to the Government in March 2009, receiving a proportion of the support in such programme offered by the Government to seven of the nine domestic banks listed on the QSE by reference to its market share of bank exposure to listed equities in Qatar. In June 2009, the Government purchased certain loans, advances and other exposures relating to the real estate sector from QNB and a number of other Qatari domestic banks for an aggregate amount of QR15.5 billion (U.S.\$4.3 billion), with QNB receiving a portion of the amount by reference to its market share of bank exposure to real estate in Qatar. Overall, QNB believes that this financial support ensured that the Qatari banking sector as a whole remained liquid and also that it fostered investor confidence. QNB also believes that it will continue to benefit, both directly and indirectly, from its strong ties to the Government.

### ***Exposure to High-Value Transactions***

QNB Capital continues to be mandated on high-profile transactions, supporting QNB's market-leading position in the area of corporate finance and financial and strategic advisory services. QNB Capital has acted as a joint lead manager on a number of local, regional and international sovereign and corporate bond and sukuk offerings totalling over U.S.\$40 billion over the last six years. In April 2018, QNB Capital acted as a joint lead manager on the State of Qatar's U.S.\$12 billion global triple tranche bond issuance which is the largest bond issuance from Qatar to date and in May 2018, QNB Capital acted as a joint lead manager for Commercial Bank of Qatar's U.S.\$500 million bond issuance. QNB Capital has also provided financial advice in connection with the merger of a number of Qatar-based entities, including Qatar Navigation and Qatar Shipping, one of the largest public company mergers ever undertaken in Qatar. During 2016, QNB Capital advised the QNB Group on its successful acquisition of Finansbank A.Ş. (now known as QNB Finansbank) in Turkey, a transaction with a value of EUR2.71 billion (QR11.0 billion). QNB Capital continues to provide financial and strategic advisory services to a number of Qatari companies across various mandates, including a number of large companies considering an initial public offering, a real estate development project in the hospitality sector and advising government-related entities on utilising public-private partnership models for large scale projects based in Qatar. In addition, QNB Capital advises on and undertakes the asset management of a large real estate portfolio predominantly based in Europe that includes properties such as The Shard in London. QNB believes that the increasingly important role that Qatar plays internationally, coupled with global appetite for investing in the GCC (and Qatar in particular) and the MENA region, will provide increased opportunities for QNB Capital to create new revenue streams.

### ***Experienced Management Team and Commitment to Corporate Governance***

QNB Group believes in the value of its people and particularly the value of its experienced management team. The QNB Group Chairman, H.E. Mr. Ali Shareef Al-Emadi, has over 20 years of experience in the banking sector, including eight years serving as Group Chief Executive Officer of the QNB Group, until his appointment as Minister of Finance in June 2013.

Day-to-day management of the QNB Group is entrusted to its Chief Executive Officer, Mr. Ali Ahmed Al-Kuwari, who has almost 25 years of experience in the banking sector, including seven years serving as Chief Business Officer of the QNB Group. Mr. Al-Kuwari is aided by an experienced executive management team. All of the senior members of QNB's Board of Directors and executive management team have extensive knowledge of the banking sector in Qatar and the MENA region and bring with them a wealth of experience in leading financial institutions with an international presence.

QNB's Board of Directors sets the standard for a robust and effective corporate governance framework for the entire QNB Group. Management believes that corporate governance is a matter of vital importance and a fundamental part of the business practices of the QNB Group and that the combination of an existing team of highly experienced professionals, coupled with best practice corporate governance standards, positions the QNB Group well for future growth.

### ***Commitment to Training and Development of Personnel***

QNB is committed to the training and development of its employees, having created and implemented a number of training and development programmes for both domestic and international staff. QNB has also introduced a Management Development Programme, an Executive Development Programme in conjunction with Duke University and a Graduate Development Programme all in an effort to reinforce QNB's commitment to the development of its staff. In 2014, QNB also introduced the "QNB Leadership Development Programme", a specialised development programme for senior management in Qatar. Management believes that QNB is unique in this approach to training and development and that, with the current policies in place, a new generation of business leaders will continue to drive QNB's historical success.

In 2016, QNB launched its 'Career Progression and Career Options' project for more than 140 nominated staff (including 122 Qatari nationals) in selected positions and business groups. The project, which reflects QNB's emphasis on career development and talent retention, entails a structured development plan with a particular focus on formal courses and certifications, as well as practical learning in the workplace through on-the-job training, projects and assignments.

More recently, QNB has deployed Qatari nationals to targeted branches and subsidiaries overseas, so as to expose them to the countries and markets in which QNB operates. In 2017, QNB expanded the scope of this programme by deploying Qatari staff permanently in key markets and countries with the aim of aiding their personal development and improving the services offered to Qatari customers in such markets.

### **Strategy**

Over the last decade, QNB has achieved significant growth and profitability. Consequently, QNB Group is now the largest bank in the MEA region. QNB's key strengths are buttressed by several "core qualities", such as the strength of the QNB brand, robust cost controls, market leading capital ratios, broad sectoral expertise, prudent risk management and strong and growing relationships with the public and private sector in Qatar and also internationally. Two key factors have contributed to economic growth and the domestic banking sector in recent years. Firstly, the favourable macroeconomic environment in Qatar, driven by hydrocarbon revenues, a large investment spending programme and the resulting rapidly growing population. Secondly, the State's diversification drive (with the non-hydrocarbon sector growing 3.7 per cent. year-on-year as at the last quarter of 2017). These two factors have provided resilience in the face of declining oil prices to the economy and banking sector overall. QNB is committed to invest in Qatar's future and it continues today with significant financing support deployed on major projects that support the continued diversification drive. QNB remains focused on four primary areas: utilities, transport, 2022 FIFA World Cup infrastructure and real estate. In addition to these four core areas, QNB is supporting a number of private sector initiatives to make Qatar more self-sufficient in the areas of food production, logistics and manufacturing to ensure long-

term economic sustainability. This is reflected by continued strong performance from QNB's Corporate portfolio. Secondly, QNB's international expansion has offered QNB the opportunity to enter new markets, where it has a competitive advantage and offer its wide range of products and services to a broader customer base, while leveraging its capabilities, in-depth expertise and diversified geographical reach. This is reflected by the increasingly strong performance of QNB's international operations, with loan contribution rising from 31.5 per cent. as at 31 December 2016 to 33.0 per cent. as at 31 December 2017. Finally, the financial services industry is evolving and is experiencing increased disruption from new competitors with traditionally a non-financial focus. In response, QNB has implemented a group-wide innovation programme with the aim of fostering an employee-led innovation culture, as well as identifying new technological trends within the banking industry. QNB's management believes that QNB's growth strategy is aligned with Qatar's overall objectives as a country and that, going forward, it is imperative for QNB to establish a significant presence in other markets and to maximise the strengths of its business while also diversifying sources of risk and earnings.

In 2005, QNB announced its commitment to expand internationally and in 2011 stated its Vision 2017: "To be a Middle East and Africa Icon". With its remarkable growth in the early part of this decade, QNB became the largest financial institution in the MEA region in 2015, based on key financial metrics including assets, loans, deposits and net profit. Following a group-wide strategic review in 2014, QNB defined its Vision 2020 to become "one of the leading banks in the Middle East, Africa and South East Asia". QNB intends to position itself as the gateway bank to the MEA region where it, as financial intermediary, can facilitate economic growth. The Middle East, Africa and Southeast Asia (the "MEASEA") continue to be the focal points for QNB Group's global growth. These regions require trade and investment flows to support the building of the foundations for socio-economic development such as infrastructure, including transport, real estate, power, telecoms, healthcare, education and tourism. This will, in turn, also drive population growth, consumer demand and consumption, resulting in higher economic growth across these markets. By strategically positioning its business in these key growth corridors, QNB is securing its vision to become the leading bank in MEASEA. Through its own network as well as through its partners and alliances, QNB has the necessary local knowledge, niche expertise and an understanding of the risks and opportunities to successfully create and capture significant value in those markets. This positively contributes to the growth and strength of the QNB Group by diversifying its sources of revenue and profit. Furthermore, to realise this vision, QNB has developed a five-year strategy with an implementation roadmap, focused on organic and inorganic growth complemented by stepping up QNB's human capital and technology infrastructure. In summary, QNB has a two-pronged strategy: (i) to protect its market-leading domestic universal banking franchise and (ii) to accelerate international growth in MEASEA, both organically and inorganically. QNB regularly engages leading international management consulting firms to assist in developing its corporate or country strategies. QNB's corporate level strategy comprises the following key elements:

### ***Consolidation and Strengthening of the Corporate Banking Line***

QNB intends to further strengthen its market position by consolidating its corporate banking line, which has proven to be its strongest performing business line. The total segment revenue (operating income and share of results of associates) generated by QNB's corporate banking division (Qatar operations) amounted to 39.4 per cent., 39.9 per cent., 40.2 per cent. and 39.1 per cent. of the QNB Group's total segment revenue (operating income and share of results of associates) for the six-month periods ended 30 June 2018 and 2017 and for the years ended 31 December 2017 and 31 December 2016, respectively. QNB believes that its corporate banking line has the potential for further growth in parallel with the rapid development of Qatar's economy. In addition to wholesale commercial banking, in 2008 the QNB Group established QNB Capital, a fully-owned subsidiary offering a full range of capital market advisory services covering equity capital markets, debt capital markets and mergers and acquisitions. Through this subsidiary, QNB has participated in a number of key Government and quasi-Government financial mandates. Reflecting Qatar's economy, the management of QNB believes that these key opportunities in the corporate banking line are primarily within the oil and gas, utilities, telecommunications, real estate, aviation, health and education sectors. Accordingly, QNB Capital is targeting these sectors, particularly transactions involving private corporate clients and major governmental contracts, as well as leveraging its experience in arranging Qatari Riyal denominated facilities. QNB also believes that it is well-placed to further strengthen its corporate banking line and to continue to develop strong commercial relationships with private and public corporate clients internationally.

### ***Geographic Expansion and Diversification***

International expansion is one of the cornerstones of QNB's strategy to achieve its vision of becoming a leading Middle East, Africa and South East Asian bank by 2020. QNB aims to increase the contribution from its international operations by strengthening its presence in markets which it has already entered and entering new high growth markets. In order to realise these opportunities, QNB aims to capture relevant market share and risk-adjusted returns in markets that demonstrate strong macroeconomic and banking sector growth by pursuing opportunistic mergers and acquisitions when they are aligned with the QNB Group's strategy. In addition, these markets are characterised by higher than average net interest margins (NIMs) as well as a balance between interest and non-interest income.

QNB is positioning itself as a gateway to the MEA. QNB will continue to bolster its specialised global wholesale business by expanding its presence to regional hubs and business origination centres as well as refining its value proposition. Moreover, QNB is further deepening its integration activities by aligning its existing subsidiaries with the QNB Group's overall strategy, business and operating model to realise cost and revenue synergies.

QNB will continue to strategically invest in markets that expand its geographic footprint while ensuring adequate due diligence is conducted. These regions have several of the world's fastest-growing markets, fuelled by ongoing improvement in business conditions, favourable demographics and increasing globalisation. Furthermore, there are significant trade and investment flows within and across these regions, which QNB, as financial intermediary, could facilitate. Growth in these regions is key to QNB achieving its goals, and this is shown not just with QNB's history but also by its alliance with Ecobank, a key player in the western and sub-Saharan African markets. Across QNB's defined geography, new markets would be considered from the following perspectives: the macroeconomic outlook, banking sector penetration, growth potential (competitive attractiveness) and regulatory requirements for market entry. See also "*Competitive Strengths—Leading Regional Presence and Growing International Network*".

QNB believes that its investments in established banking sectors, such as Switzerland, coupled with its investments in emerging markets, will allow QNB to diversify its geographical sources of revenues. The QNB Group seeks to benefit from such diversification by obtaining stable returns from mature markets while gaining higher returns and growth rates from higher risk emerging markets. Although international expansion continues to be an integral part of QNB's growth strategy, in response to global economic realities over the past several years, QNB has adopted a cautious approach to its international expansion activities.

QNB intends to further its international expansion into markets in which some of its existing clients are particularly active through a combination of organic growth and carefully planned acquisitions. QNB believes that a wider geographical presence gained through such expansion will reduce the QNB Group's exposure to certain economic risks in the event of any economic downturn and, in turn, provide stability to its financial position. See "*Overview of the Business—International Banking*". QNB also intends to focus on cross-selling its existing products and services, leveraging its market-leading position in Qatar, to markets in the GCC, MENA and wider regions, and will focus on both conventional and Islamic banking in international markets, as QNB deems appropriate. QNB will continue to consider and review potential acquisition targets as well as other investment opportunities, if and when they present themselves. QNB evaluates and, in certain cases, engages in discussions and negotiations regarding these types of opportunities on a continual basis, some of which, if acted upon, could have a material impact on the business, financial condition, results of operations and prospects of the QNB Group. See "*Risk Factors—Factors that may affect QNB's ability to fulfil its obligations under the Deed of Guarantee and the Notes Loan Agreements—QNB began its international expansion plans in 2005 and does not have a long track record of operating its recently established and acquired international businesses, which are located in emerging markets and are thus subject to various risks relating to emerging markets generally*".

### ***Diversified Product Offerings***

QNB intends to diversify the QNB Group's product offerings, both conventional and Islamic, in order to increase and solidify its client base and fee-generating business. For example, the QNB Group has already established "QNB First", a retail banking service targeted at high-income individuals. Furthermore, QNB began offering new brokerage services in May 2011 through QNB's wholly-owned subsidiary, QNB Financial Services ("QNB FS"). In September 2014, QNB also announced seven new product offerings, to meet the growing market and customer demands within the SME sector in Qatar. QNB is also expanding in

the asset and wealth management sector by broadening its private banking offering and strengthening its fund production and distribution capabilities internationally. Through its network, the QNB Group will offer a mixture of conventional corporate, wealth management and retail banking products and services to address the needs of local customers of certain selected markets where QNB believes it has a competitive advantage and its offering is differentiated. By creating new income streams in selected markets, the QNB Group seeks to reduce its exposure to the risks inherent in banking business through diversification of its product offerings, revenue stream, as well as customers.

### ***Operational Performance throughout the QNB Group***

One of the QNB Group's main strategic initiatives is to maximise its operational performance in order to further increase its market share by (i) developing products that address the customers' needs, (ii) realising operational and financial synergies across the QNB Group and (iii) utilising the experience of the QNB Group's management to oversee the operational performance across its regional and international network. QNB seeks to increase its operational performance by improving its asset quality through risk management and investing in strong IT infrastructure to centralise data processing and operations. QNB has invested in sophisticated risk management software to support QNB's comprehensive operational risk management policy. Through QNB's software system and risk management policy, QNB monitors key risk areas and effectively manages liquidity and funding requirements.

### ***Maintaining a High Quality Debt Portfolio through its Risk Management Programme***

The QNB Group is focused on minimising its exposure to credit risks through the maintenance and improvement of a thorough risk management programme and organised control system. The QNB Group has in place a conservative credit and risk assessment programme that has supported its strong and stable growth across the MENA region in recent years. The QNB Group continues to seek profitable opportunities in lending while employing a conservative approach towards risk management. See "Risk Management and Compliance".

## **Operating Performance and Financial Position**

### ***Operating Segments of Business***

The QNB Group is primarily organised into four operating segments of business: (i) corporate banking; (ii) consumer banking; (iii) asset and wealth management; and (iv) international banking. The table below shows the contribution that each of these operating segments made to consolidated net profit and consolidated total assets for the six-month period ended and as at 30 June 2018, respectively, as compared to the prior respective period:

	<b>Qatar Operations</b>				<b>Unallocated and Intra-group Transactions</b>	<b>Total</b>
	<b>Corporate Banking</b>	<b>Consumer Banking</b>	<b>Asset and Wealth Management</b>	<b>International Banking</b>		
	(Unaudited)					
	(QR in thousands)					
<b>As at and for the six-month period ended 30 June 2018:</b>						
Total Segment Revenue						
(Operating Income and Share of Results of Associates).....	4,799,694	440,765	552,327	6,333,104	41,934	12,167,824
Segment Profit <sup>(1)</sup> .....	4,143,038	99,133	377,056	2,605,329	(126,912)	7,097,644
Segment Investments .....	58,241,177	—	13,843	35,269,894	—	93,524,914
Segment Loans and Advances ..	384,298,547	10,207,821	23,678,640	185,807,738	—	603,992,746
Segment Customer Deposits .....	264,484,063	25,339,841	53,575,077	270,391,700	—	613,790,681
Segment Assets .....	551,085,912	26,088,375	55,156,652	413,292,656	(199,954,137)	845,669,458
<b>As at and for the six-month period ended 30 June 2017:</b>						
Total Segment Revenue						
(Operating Income and Share of Results of Associates).....	4,390,355	409,131	473,308	5,709,410	29,516	11,011,720
Segment Profit <sup>(1)</sup> .....	4,026,692	75,554	212,458	2,459,180	(119,806)	6,654,078
Segment Investments .....	54,149,906	—	4,773	31,882,753	—	86,037,432
Segment Loans and Advances ..	334,353,669	9,778,476	19,596,750	188,509,442	—	552,238,337

Segment Customer Deposits .....	230,294,349	24,821,100	47,865,388	259,074,636	—	562,055,473
Segment Assets .....	490,658,709	24,823,325	47,299,312	420,615,271	(215,344,899)	768,051,718

Notes:

(1) Attributable to the equity holders of QNB.

The table below shows the contribution that QNB's five principal business divisions made to the QNB Group (see "Description of The QNB Group—Overview of the Business") as at and for the years ended 31 December 2017, 2016 and 2015, respectively. The QNB Group does not, for reporting purposes, treat Treasury as a separate reporting segment and it is reported as part of corporate banking.

	Qatar Operations				Unallocated and Intra- group Transactions	Total
	Corporate Banking	Consumer Banking	Asset and Wealth Management	International Banking		
	(QR in thousands)					
<b>As at and for the year ended 31 December 2017:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	9,222,168	838,166	924,650	11,867,406	74,902	22,927,292
Segment Profit <sup>(2)</sup> .....	7,962,598	153,293	512,900	4,755,175	(255,828)	13,128,138
Segment Assets .....	519,989,202	24,051,004	53,489,724	394,540,345	(180,992,285)	811,077,990
<b>As at and for the year ended 31 December 2016:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	9,035,882	755,953	880,883	12,339,152	72,842	23,084,712
Segment Profit <sup>(2)</sup> .....	7,414,276	144,836	476,985	4,564,338	(235,798)	12,364,637
Segment Assets .....	460,115,608	24,099,669	47,284,937	387,647,257	(199,452,956)	719,694,515
<b>As at and for the year ended 31 December 2015:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	8,824,808	722,942	855,351	5,829,084	36,189	16,268,374
Segment Profit <sup>(2)</sup> .....	7,301,958	93,602	517,812	3,443,441	(92,571)	11,264,242
Segment Assets .....	376,540,078	22,904,930	46,490,602	246,111,429	(153,439,899)	538,607,140

Notes:

(1) Treasury contributes income to Corporate Banking for financial reporting purposes.

(2) Attributable to the equity holders of QNB.

Set forth below is a brief discussion of QNB's consolidated operating performance and financial position as at and for the six-month period ended 30 June 2018, as compared to the corresponding six-month period for the prior year, QNB's consolidated operating performance and financial position as at and for the year ended 31 December 2017, as compared to the year ended 31 December 2016, and QNB's consolidated operating performance and financial position as at and for the year ended 31 December 2016, as compared to the year ended 31 December 2015.

### ***Six-Month Period Ended and as at 30 June 2018 Compared to Six-Month Period Ended and as at 30 June 2017***

#### ***Operating Income***

Operating income increased by QR0.8 billion (U.S.\$0.2 billion), or 7.1 per cent., to QR11.9 billion (U.S.\$3.3 billion) for the six-month period ended 30 June 2018 from QR11.1 billion (U.S.\$3.1 billion) for the six-month period ended 30 June 2017. This increase was primarily due to the increase in net interest income, which increased by QR0.8 billion (U.S.\$0.2 billion), or 9.5 per cent., to QR9.4 billion (U.S.\$2.6 billion) for the six-month period ended 30 June 2018 from QR8.6 billion (U.S.\$2.4 billion) for the six-month period ended 30 June 2017. The primary drivers for the foregoing increase in the various components of operating income were net interest income and net fees and commission income.

### *Net Profit*

As a result of the foregoing increase in operating income, net profit increased by QR0.5 billion (U.S.\$0.1 billion), or 7.2 per cent., to QR7.1 billion (U.S.\$2.0 billion) for the six-month period ended 30 June 2018 from QR6.7 billion (U.S.\$1.8 billion) for the six-month period ended 30 June 2017. The primary drivers for the increase in net profit were increases in net interest income and net fees and commission income.

### *Financial Position*

Total assets increased by QR77.6 billion (U.S.\$21.3 billion), or 10.1 per cent., to QR845.7 billion (U.S.\$232.3 billion) as at 30 June 2018 from QR768.1 billion (U.S.\$211.0 billion) as at 30 June 2017. Contributing to this increase in total assets was an increase in loans and advances to customers by QR51.8 billion (U.S.\$14.2 billion), or 9.4 per cent., to QR604.0 billion (U.S.\$165.9 billion) as at 30 June 2018 from QR552.2 billion (U.S.\$151.7 billion) as at 30 June 2017. In addition, total liabilities increased by QR75.4 billion (U.S.\$20.7 billion), or 10.9 per cent., to QR769.7 billion (U.S.\$211.4 billion) as at 30 June 2018 from QR694.3 billion (U.S.\$190.7 billion) as at 30 June 2017. The foregoing increases resulted in total equity increasing by QR2.2 billion (U.S.\$0.6 billion), or 3.0 per cent., to QR76.0 billion (U.S.\$20.9 billion) as at 30 June 2018 from QR73.8 billion (U.S.\$20.3 billion) as at 30 June 2017.

### ***Year Ended and as at 31 December 2017 Compared to Year Ended and as at 31 December 2016***

#### *Operating Income*

Operating income decreased by QR0.1 billion (U.S.\$0.03 billion) or 0.4 per cent., to QR22.8 billion (U.S.\$6.3 billion) for the year ended 31 December 2017 from QR22.9 billion (U.S.\$6.3 billion) for the year ended 31 December 2016. This decrease was primarily due to the decrease in other operating income, which decreased by QR0.2 billion (U.S.\$0.06 billion), or 73.8 per cent., to QR0.08 billion (U.S.\$0.02 billion) for the year ended 31 December 2017 from QR0.3 billion (U.S.\$0.09 billion) for the year ended 31 December 2016. The primary drivers for the foregoing decreases in the various components of operating income were the decreases in foreign exchange income and other operating income.

#### *Net Profit*

Despite the foregoing decrease in operating income, net profit increased by QR0.7 billion (U.S.\$0.2 billion), or 5.9 per cent., to QR13.1 billion (U.S.\$3.6 billion) for the year ended 31 December 2017 from QR12.4 billion (U.S.\$3.4 billion) for the year ended 31 December 2016.

#### *Financial Position*

Total assets increased by QR91.4 billion (U.S.\$25.1 billion), or 12.7 per cent., to QR811.1 billion (U.S.\$222.8 billion) as at 31 December 2017 from QR719.7 billion (U.S.\$197.7 billion) as at 31 December 2016. Contributing to this increase in total assets was an increase in loans and advances to customers, which increased by QR63.9 billion (U.S.\$17.6 billion), or 12.3 per cent., to QR584.3 billion (U.S.\$160.5 billion) as at 31 December 2017 from QR520.4 billion (U.S.\$143.0 billion) as at 31 December 2016.

In addition, total liabilities increased by QR83.5 billion (U.S.\$22.9 billion), or 12.9 per cent., to QR732.3 billion (U.S.\$201.2 billion) as at 31 December 2017 from QR648.8 billion (U.S.\$178.3 billion) as at 31 December 2016. The foregoing increases in total assets and total liabilities resulted in total equity of QNB increasing by QR7.9 billion (U.S.\$2.2 billion), or 11.1 per cent., to QR78.7 billion (U.S.\$21.6 billion) as at 31 December 2017 from QR70.9 billion (U.S.\$19.5 billion) as at 31 December 2016.

### ***Year Ended and as at 31 December 2016 Compared to Year Ended and as at 31 December 2015***

#### *Operating Income*

Operating income increased by QR7.0 billion (U.S.\$1.9 billion) or 44.1 per cent., to QR22.9 billion (U.S.\$6.3 billion) for the year ended 31 December 2016 from QR15.9 billion (U.S.\$4.4 billion) for the year ended 31 December 2015. This increase was primarily due to the increase in net interest income, which increased by QR5.1 billion (U.S.\$1.4 billion), or 40.3 per cent., to QR17.9 billion (U.S.\$4.9 billion) for the year ended 31

December 2016 from QR12.7 billion (U.S.\$3.5 billion) for the year ended 31 December 2015. The primary drivers for the foregoing increases in the various components of operating income were the increases in net interest income and net fee and commission income.

### *Net Profit*

The foregoing increase in operating income resulted in increasing net profit by QR1.1 billion (U.S.\$0.3 billion), or 9.5 per cent., to QR12.4 billion (U.S.\$3.4 billion) for the year ended 31 December 2016 from QR11.3 billion (U.S.\$3.1 billion) for the year ended 31 December 2015.

### *Financial Position*

Total assets increased by QR181.1 billion (U.S.\$49.7 billion), or 33.6 per cent., to QR719.7 billion (U.S.\$197.7 billion) as at 31 December 2016 from QR538.6 billion (U.S.\$148.0 billion) as at 31 December 2015. Contributing to this increase in total assets was an increase in loans and advances to customers, which increased by QR132.1 billion (U.S.\$36.3 billion), or 34.0 per cent., to QR520.4 billion (U.S.\$143.0 billion) as at 31 December 2016 from QR388.3 billion (U.S.\$106.7 billion) as at 31 December 2015.

In addition, total liabilities increased by QR172.3 billion (U.S.\$47.3 billion), or 36.2 per cent., to QR648.8 billion (U.S.\$178.3 billion) as at 31 December 2016 from QR476.6 billion (U.S.\$130.9 billion) as at 31 December 2015. The foregoing increases in total assets and total liabilities resulted in total equity of QNB increasing by QR8.8 billion (U.S.\$2.4 billion), or 14.2 per cent., to QR70.9 billion (U.S.\$19.5 billion) as at 31 December 2016 from QR62.1 billion (U.S.\$17.0 billion) as at 31 December 2015.

### **Overview of the Business**

Within the main operating segment of conventional banking, QNB has five principal divisions, as follows:

- ***Corporate and Institutional Banking:*** QNB's corporate and institutional banking division offers a full spectrum of products and services catering to the needs of diverse customers across sectors ranging from large corporates, contractors finance, commercial banking (traders and manufacturers), small and medium sized enterprises ("SMEs"), government and semi-government sector agencies, and financial institutions domestically, as well as providing support to international corporate and financial institutions. The products and services offered by the corporate banking division include structured and project finance, syndication, cash management and trade finance, as well as other commercial banking products and services through Treasury and Asset Management functions. Revenues of the corporate banking division are derived mainly from products and services provided to large corporates, medium-sized companies, contracting sectors, and government and semi-government organisations. QNB's corporate banking products and services are tailored to suit the particular needs of each client.
- ***Retail Banking:*** QNB's retail banking division offers a wide range of products and services to individuals in Qatar, where the retail banking sector is highly competitive. High-income/affluent individuals are served through QNB First. QNB's retail banking product and service offering includes current accounts, savings accounts, deposit accounts, credit and debit cards, travel insurance, personal loans, vehicle loans, mortgages, and safety deposit boxes. QNB also provides tailored accounts for expatriate Indians and Jordanians through arrangements with HDFC Bank and the Housing Bank for Trade & Finance, respectively. QNB has the largest distribution network in Qatar, comprising 64 branches and service centres and more than 440 ATM locations as at 30 June 2018.
- ***International Banking:*** QNB operates internationally, either directly or through its branches, representative offices, subsidiaries or associates, in more than 31 countries (including Qatar).
- ***Asset and Wealth Management:*** QNB commenced asset and wealth management services in 2005. QNB is the largest provider of asset management services in Qatar and has assets under management of QR12.8 billion (U.S.\$3.5 billion) as at 30 June 2018. QNB's asset management suite of products consists of equities, local, regional and emerging markets, capital guaranteed products and fixed income products. This division also caters to the needs of high-net-worth

investors through its private banking unit, QNB Private. QNB Private offers a broad array of onshore and offshore products as well as services tailored to the needs of the target segment. QNB FS, the first independently regulated, licensed brokerage unit launched by a bank in Qatar, is also a part of QNB's asset and wealth management services division. It commenced trading activities on the QSE in May 2011 and offers a multi-market, multi-currency trading platform with access to several GCC markets, including Qatar, the UAE and Oman. It also provides a trading solution for buying and selling securities in the U.S. and European markets.

- **Treasury:** QNB's treasury operations are primarily split into trading and sales activities. Trading activities consist of asset and liability management, foreign exchange, fixed income and derivatives trading. Sales activities are focused on corporate and retail customers, including high-net-worth individuals.

In addition to the five principal divisions mentioned above, the QNB Group also includes QNB Capital, which is an investment banking arm within the conventional banking segment of the QNB Group.

The table below shows the contribution that QNB's five principal business divisions (i.e., those discussed above along with QNB ALAHLI) made to the QNB Group as at and for the years ended 31 December 2017, 2016 and 2015. The QNB Group does not, for reporting purposes, treat Treasury as a separate reporting segment and it is reported as part of corporate banking.

	Qatar Operations				Unallocated and Intra-group Transactions	Total
	Corporate Banking	Consumer Banking	Asset and Wealth Management	International Banking		
(QR in thousands)						
<b>As at and for the year ended 31 December 2017:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	9,222,168	838,166	924,650	11,867,406	74,902	22,927,292
Segment Profit <sup>(2)</sup> .....	7,962,598	153,293	512,900	4,755,175	(255,828)	13,128,138
Segment Assets .....	519,989,202	24,051,004	53,489,724	394,540,345	(180,992,285)	811,077,990
<b>As at and for the year ended 31 December 2016:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	9,035,882	755,953	880,883	12,339,152	72,842	23,084,712
Segment Profit <sup>(2)</sup> .....	7,414,276	144,836	476,985	4,564,338	(235,798)	12,364,637
Segment Assets .....	460,115,608	24,099,669	47,284,937	387,647,257	(199,452,956)	719,694,515
<b>As at and for the year ended 31 December 2015:</b>						
Total Segment Revenue (Operating Income and Share of Results of Associates).....	8,824,808	722,942	855,351	5,829,084	36,189	16,268,374
Segment Profit <sup>(2)</sup> .....	7,301,958	93,602	517,812	3,443,441	(92,571)	11,264,242
Segment Assets .....	376,540,078	22,904,930	46,490,602	246,111,429	(153,439,899)	538,607,140

Notes:

- (1) Treasury contributes income to Corporate Banking for financial reporting purposes.
- (2) Attributable to the equity holders of QNB.

### **Corporate and Institutional Banking**

The corporate and institutional banking division constitutes a significant part of the QNB Group's business, contributing 40.2 per cent., 39.1 per cent., and 54.2 per cent. to the QNB Group's total segment revenue (operating income and share of results of associates) for the years ended 31 December 2017, 2016 and 2015, respectively, and 39.4 per cent. and 39.9 per cent. for the six-month periods ended 30 June 2018 and 2017, respectively. QNB's corporate and institutional banking division is further divided into client relationship business units and support units (that support the operations of the client relationship business units). These

client relationship business units are further divided into (i) Corporate and Government Clients and (ii) Financial Institutions and Correspondent Banking Clients. These are more fully described below:

*Client Relationship Business Units: Corporate, Government, Financial Institutions and Correspondent Banking Clients*

The corporate and institutional banking unit comprises the following:

- *Large Corporates:* This business unit provides a comprehensive suite of sophisticated banking products and services to both large local corporates and multi-national companies doing business in Qatar and globally. Its customers include large State-owned entities and quasi-Governmental entities such as QP, Ooredoo Q.S.C. (“**Ooredoo**”), Qatar Airways and Qatar Foundation. Other customers include large local business conglomerates as well as prominent multi-nationals operating in Qatar and those countries in which QNB Group either has a footprint or an interest.
- *Commercial Banking:* QNB offers a full range of depositary and credit-related banking services to medium-sized business customers in Qatar as well as across QNB’s international network. The focus of the business unit is on financing the trade cycle as well as certain manufacturing activities. Industries and sectors predominantly include import and export of commodities; components, spare parts and tools; transport, vehicles and heavy equipment; “white goods”, appliances and furnishings; foodstuffs, agricultural products and consumables; telecommunications equipment; foreign exchange; insurance services; brokers; and general commercial banking services.
- *SMEs:* QNB also has banking relationships with, and provides a wide range of corporate banking products and services to, its customers who are classified as SMEs and who have active operations within Qatar. These SME clients range from small and medium sized companies and family businesses to local Qatari entities who require specialist corporate banking services.
- *Government and Semi-Government Sector:* QNB provides services to various Governmental ministries and semi-Government agencies and is responsible for supervising the execution of orders and requests as well as advising the concerned authorities on the management and distribution of their capital and resources, as appropriate for each client.
- *Construction and Contracting Clients:* Various reputable, local and international construction and contracting clients use QNB’s services for contractor finance as well as other products and services related to engineering and procurement contracts in both the public and private sectors. QNB’s clients include top tier contractors operating in Qatar as well as across QNB’s international network. The client base has grown recently along with the rapid expansion of the construction industry in Qatar and some other key markets in the GCC.
- *International Corporate Clients:* QNB provides the international network with support in offering a full range of banking services, including short-term and long-term banking facilities and services in meeting the needs of clients spread across QNB branches.
- *Financial Institutions and Correspondent Banking Clients:* QNB services financial institutions globally and has correspondent banking arrangements with more than 700 banks worldwide. This department is also responsible for QNB’s banking relationships and financial services relationships with other banks, and is responsible for maintaining existing banking and financial services relationships and fostering new ones. In addition, this department coordinates with other internal departments, overseas branches and offices to expand QNB’s market share position of direct trade and investment into Qatar.

*Support Units*

The various business units described above are supported by four dedicated units within QNB which employ product experts and work with the client relationship business units to deliver the appropriate product or service to the relevant client:

- *Syndication*: QNB often enters into syndications with other financial institutions on corporate loans and actively sources primary and selected secondary syndicated loan participation opportunities from financial institutions and large corporates, with a focus on taking large participations in and/or underwriting strategic transactions, or more modest transactions in non-relationship corporate syndications on a case-by-case basis.
- *Structured and Project Finance*: This support unit focuses on the financing of major infrastructure projects and large corporate loans, an area where QNB has become an active and important player in Qatar and the MENA region, with an historic focus on the GCC. This support unit has been involved at various levels in structured and project finance transactions covering several industry sectors, including power and water, oil and gas, petrochemicals, infrastructure and telecommunications. This unit also utilises other structured financing techniques such as project finance and asset-based finance (including aircraft and ship financing) to achieve its customers' objectives.
- *Corporate Products and Cash Management*: QNB provides products and services with the aim of enhancing corporate clients' access to, and management of, their capital. Products provided by this support unit include: (i) internet corporate banking, allowing for the management of corporate accounts over the internet; (ii) corporate credit cards; (iii) e-statement services; (iv) QNB Express, a secure cash and document collection service; (v) Swift transfer services; and (vi) an electronic cheque clearance service.
- *Trade Finance*: QNB offers tailored solutions to the trade financing requirements of the QNB Group's diverse client base. Concurrently, products are also constantly being developed to meet the needs of the changing global economy to ensure that clients have access to effective solutions which are in accordance with international standards and practices.

### ***Retail Banking Overview***

The Qatar operations of QNB's retail banking division are an important part of the QNB Group's business and contributed 3.6 per cent., 3.7 per cent., 3.7 per cent., 3.3 per cent. and 4.4 per cent. to the QNB Group's total segment revenue (operating income and share of results of associates) for the six-month periods ended 30 June 2018 and 2017 and the years ended 31 December 2017, 2016 and 2015, respectively.

#### *QNB Group Retail Domestic Business*

QNB Retail Division operates through the largest distribution network in Qatar with 64 branches and more than 440 ATMs as at 30 June 2018. It offers a wide range of personal banking solutions such as current accounts, savings and deposit products, personal lending products, mortgages, insurance, credit cards and various other payment solutions for its domestic customers.

#### *QNB Group Retail International*

In line with QNB Group's international expansion strategy, QNB Group Retail has increased its global footprint through business operations in the Kingdom of Saudi Arabia, India, Oman, Kuwait, Lebanon, Egypt, Tunisia, UK, France and Turkey. The process of fully integrating the international business operations and functions with those in Qatar is currently underway to achieve greater synergies within the Group Retail Division and to offer a greater choice of products and services to customers domestically and internationally. QNB intends to open a branch in Hong Kong before the end of 2018 and has submitted its application to the Hong Kong Monetary Authority.

#### *QNB First Premium Banking Services*

Since its launch in 2008, "QNB First" has grown to over 24,000 clients domestically and has extended its reach internationally to Lebanon, Oman, Kuwait, Tunisia, Indonesia, with the UK and France as receiving countries, with further plans for international expansion in the coming years. While QNB First enjoys the market leading position in premium banking services in Qatar, it has taken several initiatives in recent years to further strengthen its position by enhancing its unique "Global Recognition" programme, lifestyle offerings, cross-border mortgage solutions and real estate advisory services, introducing Global Account

Access across QNB's international network and launching its QNB Explorer mobile application as a new platform offering various banking privileges.

QNB First has further differentiated itself from its domestic peers with the recent introduction of the new sub-segment "QNB First Plus" which offers its most valuable customers a premium banking proposition which includes a dedicated senior relationship manager, a unique on-boarding experience, exclusive lifestyle privileges, a premium credit card and customised wealth management solutions.

#### *Electronic Banking Services*

In order to provide its customers with a convenient banking experience, QNB has always been committed to adopting the latest banking and technological innovations. In this regard, QNB has expanded its offerings to provide customers with global banking services and to allow them access to banking services digitally.

QNB's digital products give customers the option of performing most of their financial transactions remotely and digitally, while also ensuring greater coverage of customers' needs in other aspects of their lives by working with QNB partners from other industries such as travel, telecommunications and insurance.

In this regard, QNB Retail has recently upgraded and enhanced its internet and mobile banking services including through biometric verification to provide customers with a banking experience that is convenient and secure.

Following the successful launch of interactive teller machines ("ITM") in 2016, QNB Retail launched an automated self-service cheque deposit system intended to give customers greater flexibility in depositing their cheques using one of the following methods:

- 1) use of an automated self-service cheque deposit system which transfers the corresponding amount into the customer's account directly within a few minutes;
- 2) use of ITM virtual tellers to deposit cheques into any account; or
- 3) use of the mobile banking remote cheque deposit function to deposit customer cheques remotely.

While continuing to enhance its direct channels of mobile banking, internet banking and other third generation platforms, QNB has also focused on optimising customer experience at its physical branches to provide a fast, convenient and secure self-service experience to QNB and non-QNB customers.

QNB has also expanded its biometric verification at ATMs following increased demand for such services and positive growth in customer adoption. In addition, in 2017, QNB upgraded its ATM platform with a new interface called ACTIVATE. The ACTIVATE interface acts as a full service platform for customers allowing them to perform international and Western Union transfers as well as personalising their experience with the ATM.

In 2017, QNB Retail's digital banking initiatives were recognised at QITCOM, the largest telecommunications and technology exhibition in Qatar where it was awarded "Best Mobile App in Qatar". In addition, QNB was also awarded "Best Smart Branch Project in Middle East and Africa" (*Asian Banker*), "Best Mobile Banking App in the Middle-East and Africa" (*Asian Banker*) and "Best Mobile Banking Project in the region" (*Asian Banker*).

## Customer Service

Customer satisfaction and service excellence continue to be among the top priorities for QNB Retail. In line with this, several initiatives have been undertaken by QNB Retail, such as the Annual Customer Satisfaction Survey, “Customer Forum” for understanding users’ experiences on QNB’s digital banking services, and frequent “Mystery Shopper Audits” across QNB Retail’s branches, card centres and call centres. To ensure greater consistency and quality of its services to customers, QNB Retail has introduced a standard customer service protocol for its front-line staff across all service channels.

## International Banking Overview

The international banking division’s contribution to the QNB Group’s operations was 52.0 per cent., 51.8 per cent., 51.8 per cent., 53.5 per cent. and 35.8 per cent. to the QNB Group’s total segment revenue (operating income and share of results of associates) for the six-month periods ended 30 June 2018 and 2017 and the years ended 31 December 2017, 2016 and 2015, respectively. QNB operates internationally, either directly or through its branches, representative offices, subsidiaries or associates, in more than 31 countries, including the following: Qatar, Algeria, Bahrain, China, Egypt, France, India, Jordan, Kuwait, Lebanon, Libya, Indonesia, Iran, Iraq, Mauritania, Myanmar, Oman, Palestine (West Bank), Singapore, Sudan, South Sudan, Switzerland, Syria, Tunisia, Turkey, Togo, the Kingdom of Saudi Arabia, the UAE, the United Kingdom, Vietnam and Yemen.

The QNB Group maintains and adheres to its risk management, compliance and internal controls policies and procedures in its international operations. See “*Risk Management and Compliance—Group Compliance*”. In particular, the QNB Group has policies, procedures and processes designed to ensure compliance with the sanctions regulations including UN, OFAC and EU sanctions programmes which are in line with international practices and guidelines. QNB maintains electronic systems and a database to monitor various international referral lists, such as those released by OFAC, the United Nations Security Council (the “**UN Security Council**”) and the European Union, and ensure that none of QNB’s existing and new customers are included in such lists. The electronic systems and database are updated automatically on a timely basis to reflect the current referral lists. QNB’s head office in Qatar also directly oversees and monitors those aspects of the operations in certain high risk countries such as Syria, Sudan and Yemen. Given the current situation on the ground in Syria and Yemen, QNB’s level of activity in those markets has diminished substantially. The QNB Group has a representative office in Iran which has been dormant since 2007 and remains so at the date of this Prospectus. As at the date of this Prospectus, the QNB Group has a 49.0 per cent. stake in Bank of Commerce and Development (BCD), a Benghazi-based institution that is considered to be the leading private sector bank in the country. The QNB Group has five branches in Sudan which provide corporate banking activities and transactional services, mainly to Qatari entities with business interests in Sudan, and has established a branch in South Sudan.

The table below sets forth a list of markets in which QNB operates as at the date of this Prospectus, along with the type of operation therein operated by the QNB Group:

Type of Interest	Territory
Branches .....	France, Kuwait, Mauritania, Oman, Qatar, Singapore, Sudan, South Sudan, the United Kingdom, Lebanon, Yemen, the Kingdom of Saudi Arabia and India
Representative Offices .....	Iran (dormant), China, Vietnam and Myanmar
34.5% Shareholding in Housing Bank for Trade & Finance.....	Jordan, with operations in Algeria, Bahrain, Palestine (West Bank) and Syria
99.99% Shareholding in QNB Tunisia .....	Tunisia
99.88% Shareholding in QNB Finansbank.....	Turkey
54.2% Shareholding in Mansour Bank .....	Iraq
40.0% Shareholding in CBI .....	UAE
100.0% Shareholding in QNB Capital.....	Qatar Financial Centre
100.0% Shareholding in QNB Financial Services.....	Qatar
100.0% Shareholding in QIHL .....	Luxembourg
100.0% Shareholding in QNB India Private Ltd .....	India
20.0% Shareholding in Al Jazeera Finance Co.....	Qatar
50.8% Shareholding in QNB-Syria.....	Syria
100.0% Shareholding in QNB Banque Privée S.A.....	Switzerland
90.96% Shareholding in QNB Indonesia.....	Indonesia
49.0% Shareholding in Bank of Commerce and Development.....	Libya
95.0% Shareholding in QNB ALAHLI .....	Egypt

20.1% Shareholding in Ecobank.....	Togo
100.0% Shareholding in QNB Finance Ltd.....	Cayman Islands
100.0% Shareholding in QNB (Derivatives) Ltd.....	Cayman Islands

QNB's international banking operations are comprised primarily of managing all of the QNB Group's international banking services, including those provided by QNB's branches overseas, representative offices, subsidiaries and associates. These services primarily comprise trade finance, corporate banking, asset and wealth management, retail and treasury. Although international expansion continues to be an integral part of QNB's growth strategy, in response to global economic realities over the past several years, QNB has adopted a cautious but opportunistic approach to its international expansion activities.

With respect to international expansion, QNB's objectives are to: (i) maximise shareholder value; (ii) create access to markets outside Qatar; (iii) diversify its sources of revenue; (iv) diversify its risk profile; and (v) generally support Qatar's economic and trade flows. In determining markets for international expansion, QNB follows the following selection criteria: (a) ability to follow QNB's existing customers; (b) ability to pursue opportunities in markets associated with high growth potential; and (c) balancing QNB's risk appetite, from both an economic and a political perspective. See "*Strategy—Geographic Expansion and Diversification*".

QNB's business model is differentiated based upon individual country strategies and comprises: (i) developing full-scale commercial banking products and services in home market target countries; (ii) focusing on public sector business with an emphasis on gathering customer deposits; (iii) focusing on transactional banking by serving as an intermediary for trade and capital flows between Qatar and countries in the MENA region and Southeast Asia; (iv) offering select retail banking products and services with a regional focus; (v) focusing on private banking services between Qatar and certain countries in the EU; and (vi) offering a wide array of investment banking services through QNB Capital.

#### *MENA Region*

QNB established its international expansion plan in 2005 and has continued its international expansion activities in the MENA region, which have, historically, focused on the GCC. QNB has increased its branch network in a number of countries in the region in an effort to enhance the ability of the QNB Group to meet increased levels of activity in these markets.

QNB's second most significant investment in the MENA region, by value of investment, has been in the Housing Bank for Trade & Finance (Jordan), in which QNB has a 34.5 per cent. equity ownership interest as at the date of this Prospectus. The Housing Bank for Trade & Finance (Jordan) has more than 180 branches and more than 300 ATMs in Jordan as at 30 June 2018, and offers a range of retail, investment, treasury and corporate banking services. The table below sets forth certain overall financial information with respect to the Housing Bank for Trade & Finance:

	<b>As at and for the year ended 31 December 2017</b>	<b>As at and for the six-month period ended 30 June 2018</b>
	(U.S.\$ in billions)	
Total Assets .....	11.5	11.6
Customer Deposits.....	8.2	8.3
Loans .....	5.9	6.0
Net Profit <sup>(1)</sup> .....	0.2	0.04

Notes:

(1) Attributable to Housing Bank for Trade & Finance shareholders.

Source: *Housing Bank for Trade & Finance*

QNB-Syria had a total of 15 branches and 17 ATMs in various locations across Syria as at 30 June 2018, providing primarily corporate banking products and services to large corporates who have a strong link with Qatari-based entities and conduct business activities within Syria. QNB-Syria also offers a retail banking service limited to high-net-worth individuals in Syria. Given the ongoing situation in Syria, new business activities have been curtailed.

In early 2011, the QNB Group opened a branch in Lebanon, which has further enhanced the presence of the QNB Group in the Arab Levant region given its existing presence in Syria, Jordan and Palestine (West Bank).

The QNB Group also has six branches in Oman, through which it provides corporate banking activities and transactional services and retail services to high-net-worth individuals. The QNB Group also has five branches in Sudan and one branch in South Sudan. In addition, in line with QNB's international expansion activities, a QNB branch was established in 2010 in Nouakchott, the capital of Mauritania, making QNB the first bank from the MENA region to establish a presence in Mauritania. On 31 March 2013, QNB completed the acquisition of a controlling stake of 97.12 per cent. in QNB ALAHLI (formerly known as NSGB) for a total cost of QR8.7 billion. The results for QNB ALAHLI are fully consolidated into the QNB Group's Financial Statements. QNB acquired 99.96 per cent. of Tunisia Qatari Bank (renamed QNB Tunisia in 2013); therefore the presence of the QNB Group in North Africa, through QNB's own branches, representative offices and its subsidiaries and associates, now amounts to six countries including Algeria, Egypt, Libya, Mauritania, and Sudan.

During the first quarter of 2018, QNB opened its second branch in Kuwait and increased its holdings in QNB Indonesia, Mansour Bank (Iraq) and QNB Tunisia to 90.96 per cent., 54.2 per cent. and 99.99 per cent., respectively. During the second quarter of 2018, QNB reduced its holdings in QNB ALAHLI Egypt from 97.12 per cent. to 95.0 per cent. in order to comply with local stock exchange regulations relating to free float requirements in Egypt.

In 2017, as part of its international expansion plans, QNB opened a branch in the Kingdom of Saudi Arabia, which is the largest economy in GCC. This further cements QNB's presence in each of the GCC countries. The branch in the Kingdom of Saudi Arabia is fully functional, and continues business as usual.

While the full economic impact of the recent Qatar Political Developments on QNB is unknown, it should be noted that QNB has negligible limited interbank activity with the banks of the four countries involved (namely the Kingdom of Saudi Arabia, the UAE, Bahrain and Egypt), in the context of QNB's overall interbank business. Combined, the four countries mentioned above represent less than 1.0 per cent. of QNB's total interbank transaction volume. QNB operates in these four locations through local headquartered banks in which QNB owns a stake (the UAE and Egypt), its own branches (Kingdom of Saudi Arabia) or branches of its subsidiaries (QNB Finansbank in Bahrain). As at 30 June 2018, QNB's loan book in these four countries represented only 1.1 per cent. (excluding QNB ALAHLI) of QNB's total assets. From the perspective of deposits as at 30 June 2018, only 0.1 per cent. (excluding QNB ALAHLI) of the total funding came from these countries. As at 30 June 2018, QNB ALAHLI's contribution to QNB's consolidated total assets, consolidated loans and advances and consolidated customer deposits amounted to 5.8 per cent., 4.2 per cent. and 6.3 per cent., respectively.

On 15 June 2016, the QNB Group completed the acquisition of 99.81 per cent. of the shares of Finansbank A.Ş. (now known as QNB Finansbank) from NBG for EUR 2.71 billion (QR11.0 billion). QNB has subsequently increased its ownership stake in QNB Finansbank from 99.81 per cent. to 99.88 per cent. by purchasing shares from minority shareholders for a total cost of QR12.3 million (U.S.\$3.4 million). QNB Finansbank, which was incorporated in 1987, is the fifth-largest privately owned universal bank by total assets, customer deposits and loans in Turkey. As of 30 June 2018, QNB Finansbank had U.S.\$34.8 billion of total assets, U.S.\$21.8 billion in net loans and U.S.\$18.1 billion in customer deposits.

Egypt and Turkey remain key markets for QNB. In 2017, Egypt accounted for 7.5 per cent. of QNB Group net profits and 5.7 per cent. of QNB Group assets. Turkey accounted for 12.9 per cent. of QNB Group net profits and 15.8 per cent. of QNB Group assets. QNB plans to continue to strengthen its operations in Egypt and Turkey. In both these markets, QNB recognises further growth potential and an increase in economic growth. In Egypt, a manufacturing boom is underway as a result of increased competitiveness due to the devaluation of the exchange rate and removal of foreign exchange restrictions. Meanwhile, Turkey's growth has accelerated due to fiscal stimulus and a government credit guarantee programme that has led to an increase in bank lending. The IMF forecasts that Egypt's GDP will increase by 5.2 per cent. in 2018 and 5.5 per cent. in 2019, an increase from 4.2 per cent. in 2017, and that Turkey's GDP will increase by 4.4 per cent. in 2018, a decrease from 7.0 per cent. in 2017 and an increase from 3.2 per cent. in 2016.

## *Europe*

In November 2009, QNB (Suisse) S.A. (formerly QNB-Banque Privée) was launched in Geneva. QNB (Suisse) S.A., a wholly-owned subsidiary of QNB, complements QNB's existing private banking franchise by offering private banking services in Switzerland to customers in Qatar and throughout the QNB Group's international network. The subsidiary also provides wholesale and commercial banking services by leveraging the QNB group's international network. QNB (Suisse) S.A. is located at Quai du Mont Blanc 1 in Geneva and is managed as part of QNB's European operations.

## *Asia and Southeast Asia*

In 2013, as part of QNB's international expansion plans, QNB established a representative office in Shanghai, China.

In early 2011, QNB acquired a controlling stake of 69.6 per cent. in QNB Indonesia (known as QNB Kesawan until November 2014). On 2 June 2014, QNB increased its stake in QNB Indonesia to 78.59 per cent. and, on 7 November 2014, QNB further increased its stake in QNB Indonesia to 82.59 per cent.

QNB Indonesia was founded in 1913 and is headquartered in Jakarta, Indonesia. It operates a network of 41 branches and 63 ATMs, and had 822 employees as at 30 June 2018. Currently, QNB has worked closely with QNB Indonesia on harmonising policies and procedures, and has developed a five-year strategy to position it as one of Indonesia's leading full-service wholesale banks, with additional focus on selected retail segment customers.

On 30 March 2015, QNB commenced operations at a new representative office in Ho Chi Minh City, Vietnam. QNB Group's strategy in respect of this representative office is to promote the development of trade flows between Qatar and Vietnam and provide trade and investment intermediary services for companies in the Middle East that intend to establish their business or to invest in Vietnam. In addition, QNB will also act as a liaison with Vietnamese companies that intend to expand into the Middle East market.

In 2017, QNB established a branch in Mumbai, India. According to the IMF, the Indian economy is the seventh largest in the world and one of the fastest growing major economies. It has expanding trade and population ties with Qatar, the Middle East, Africa and Southeast Asia. QNB's strategy in respect of this branch is to support various existing economic development initiatives in the country by offering its broad suite of wholesale and commercial banking products and services and leveraging its in-depth expertise in areas such as structured and project finance and transaction banking.

In addition, the QNB Group has already benefited from opportunities in markets further afield, particularly in the Far East, where it has built strong relationships with institutional investors.

## *Africa*

On 4 September 2014, QNB acquired 12.5 per cent. (taking into account the convertible preference shares acquired by QNB) of Ecobank, a leading pan-African bank. QNB later acquired an additional 11.0 per cent. on 15 September 2014, increasing the total stake held by QNB to 23.5 per cent. (taking into account the convertible preference shares acquired by QNB). Subsequently, in October 2014, Nedbank exercised its right to increase its stake in Ecobank to 20.0 per cent., reducing QNB's stake to 19.4 per cent. (taking into account the convertible preference shares held by QNB). In January 2015, QNB increased its stake in Ecobank in various tranches, resulting in QNB holding a stake of 20.0 per cent. in Ecobank (taking into account the convertible preference shares held by QNB). On 13 October 2016, QNB exercised its option to convert its preference shares in Ecobank into ordinary shares.

## *Future Expansion*

QNB will specifically target future expansion in export-orientated ASEAN economies which have exceeded global economic growth in the last two decades. QNB expects growth in these markets to continue.

QNB cautiously evaluates and considers opportunities for international expansion in emerging markets, based upon well-defined criteria, including the following: (i) whether the State and/or Qatari companies have economic and business relationships in such markets; (ii) the size of the population in such markets; (iii)

legal, regulatory and compliance issues with doing business in such markets; (iv) the penetration in such markets for the types of banking products and services offered by QNB; and (v) the ability for QNB to differentiate and leverage its competitive advantage.

QNB intends to open a branch in Hong Kong in 2018 and has submitted its application to the Hong Kong Monetary Authority. Positioned as the gateway to greater China and Asia, QNB believes that Hong Kong is an attractive market to raise liquidity. QNB intends to capitalise on Hong Kong's opportunities for raising liquidity, with a focus on corporate lending, trade and structured finance. Furthermore, the proposed Hong Kong branch is intended to complement QNB's current branches in Singapore and India by enhancing QNB's coverage across Asia.

### *Treasury*

QNB's treasury operations are primarily split into trading and sales activities. Trading activities encompass areas of asset and liability management, foreign exchange, fixed income and derivatives. The asset and liability business is divided into three distinct "desks": (i) a local currency money markets desk; (ii) a major international currencies money markets desk; and (iii) an international treasury desk, which provides comprehensive coverage across the full offering of conventional and Islamic treasury products to the overseas QNB network. Sales activities are focused on corporate and retail customers, including high-net-worth individuals, by providing bespoke, client-driven solutions in connection with hedging and investment products across multiple asset classes.

QNB's treasury division actively manages its interest rate and foreign exchange risks using various reports and risk controls, with the QNB Group's Board of Directors setting risk limits that cover products, issuers, geographies, maturities, currency and interest rate sensitivities. Treasury Control and Market Risk provide autonomous monitoring of all transactions to ensure that they are in compliance with all of QNB's risk limits, and asset and liability reports are prepared on a daily basis by QNB's risk department for review by executive management. QNB's treasury division also monitors and reports on positions and profitability to the QNB Group Asset Liability Committee (the "**Group ALCO**") on a monthly basis.

With respect to its investment portfolio, although liquidity has remained strong, due to the 2008-2009 global financial crisis, QNB's treasury division is focused on high quality Qatari, GCC and MENA region debt, with selective investment in high quality emerging markets debt on a case-by-case basis. All investments are categorised as available for sale or held to maturity and are accounted for in accordance with International Financial Reporting Standards ("**IFRS**"). Before any investment is made, approval is sought from the QNB Group Credit Committee, assuming such investment is within pre-approved limits; any potential investment beyond these risk limits requires the approval of the QNB Group's Board of Directors. Additionally, QNB's treasury division is not seeking to diversify its portfolio into new asset classes at present while market uncertainty persists. QNB has no exposure to alternative asset classes, and has only minimal legacy investments in private equity funds with MENA region exposure.

### *Asset and Wealth Management*

QNB's Asset and Wealth Management Division offers an extensive range of private banking products and services which are particularly suited to high-net-worth and ultra-high-net-worth individuals. QNB's Asset and Wealth Management Division operates from offices and branches located in Doha, Singapore, London, Paris and Geneva. Supported by an extensive private banking network, QNB's Asset and Wealth Management Division is able to provide its clients with 'tailored' banking, investment, concierge, international mortgage lending, and trust/fiduciary services. Further services include tax advisory and management, specialised lending for extraordinary purchases, the issuance of exclusive (by-invitation-only) credit cards and the use of safety deposit boxes. Additionally, QNB's Asset and Wealth Management Division offers a range of investment services via its Asset Management department. These services can be tailored to match an individual client's appetite for risk, and strategic investment preferences. It should be noted that they are available to all types of investors, whether they be Qatari or non-Qatari, resident or non-resident, domestic or international.

QNB's Asset and Wealth Management Division offers a wide range of asset classes: equities, fixed income, and alternative investments, with a focus on frontier and emerging markets. QNB's Asset and Wealth Management Division has launched many innovative products since it was established. In recent years, QNB's investment product launches have included the Cayman-regulated 'BRICQ Fund', as well as a GCC

Debt fund, the central aim of which is to generate a return in excess of the prevailing domestic deposit rates. In 2014, QNB launched two investment products: 'QNB Note 2' in February and the 'QNB Commodity Fund' in May. QNB Note 2 is a three-year, 100 per cent., capital-protected structured product with a basket of eight major international companies' equities as the underlying assets. The QNB Commodity Fund is a mutual fund, the primary aim of which is to generate competitive returns from selected commodities on an 'absolute return' basis. In March 2015, QNB launched a two-year, 100 per cent., capital-protected structured product known as 'QNB Note 3'. This product's investment returns are linked to gold. A number of other investment products are currently undergoing preparation for future launch. In 2016, QNB's Asset and Wealth Management Division established an Undertakings for the Collective Investment of Transferable Securities (UCITS) fund platform to provide products that are regulatory compliant and available to a wider client base (both institutional and individuals) in Europe.

QNB's Asset and Wealth Management Division is the principal fund/portfolio manager in Qatar, with assets under management of QR12.8 billion (U.S.\$3.5 billion) as at 30 June 2018.

QNB's Asset and Wealth Management Division contributed 4.5 per cent., 4.3 per cent., 4.0 per cent., 3.8 per cent. and 5.3 per cent. to the QNB Group's consolidated total segment revenue (operating income and share of results of associates) for the six-month periods ending 30 June 2018 and 2017 and the years ended 31 December 2017, 2016 and 2015, respectively.

QNB's Asset and Wealth Management Division is regulated by the QCB.

### ***Brokerage Services***

QNB FS is the first independently regulated, licensed brokerage unit launched by a bank in Qatar. It commenced trading on the QSE in May 2011. QNB FS brokerage offers a trading platform that allows investors to trade on the QSE. In addition, the dealing desk provides access to the U.S., European and GCC markets. QNB FS's services are strengthened by its in-house research team that provides fundamental research and analysis, sector reviews and both daily technical analysis, as well as a daily commentary on QSE listed equities. In addition, QNB FS provides unparalleled corporate access to institutional investors. Its sales and trading teams are structured to service institutional investors, mutual funds, high-net-worth individuals and corporate clients locally, regionally and globally. QNB FS has become the preferred broker for foreign institutional investors, and has been recognised as the 'best broker' in Qatar by Global ISF for the last five years in a row.

### ***Custody Services***

In July 2012, QNB was licensed by the Qatar Financial Market Authority to provide custody services. In 2013, QNB implemented its new custody system which facilitates the provision of SWIFT corporate action processing, safe-keeping and settlement services. QNB's Custody department utilises a developing network of sub-custodians and the International Central Securities Depository, thereby providing comprehensive Custody services to a diverse client base which includes ultra-high-net-worth individuals, regional custodians, financial institutions and government institutions.

### ***Investment Banking and Advisory Services***

QNB Capital, a wholly-owned subsidiary of QNB registered with the QFC, was established in 2008 in response to growing customer demand for high quality investment banking and advisory services in Qatar and the MENA region. QNB Capital is split primarily into six business divisions focusing on: (i) mergers and acquisitions; (ii) equity capital markets; (iii) debt capital markets; (iv) strategic advisory; (v) project finance and infrastructure; and (vi) asset management.

Since its inception, QNB Capital has been mandated on a number of high-profile transactions, supporting QNB's market-leading position in the area of corporate finance and advisory services in Qatar. Specifically, QNB Capital has acted as a joint lead manager on a number of local, regional and international sovereign and corporate bond and sukuk offerings totalling over U.S.\$40 billion over the last six years. In April 2018, QNB Capital acted as a joint lead manager on the State of Qatar's U.S.\$12 billion global triple bond issuance, which is the largest bond issuance from Qatar to date. In May 2018, QNB Capital acted as a joint lead manager for Commercial Bank of Qatar's U.S.\$500 million bond issuance. QNB Capital has also provided financial advice in connection with the merger of a number of Qatar-based entities, including Qatar

Navigation and Qatar Shipping, one of the largest public company mergers ever undertaken in Qatar. During 2016, QNB Capital advised the QNB Group on its successful acquisition of Finansbank A.Ş. (now known as QNB Finansbank) in Turkey, a transaction with a value of EUR 2.71 billion (QR11.0 billion). QNB Capital continues to provide financial and strategic advisory services to a number of Qatari companies across various mandates, including a number of large companies considering an initial public offering, a real estate development project in the hospitality sector and advising government-related entities on utilising public-private partnership models for large scale projects based in Qatar. In addition, QNB Capital advises on and undertakes the asset management of a large real estate portfolio predominantly based in Europe that includes properties such as The Shard in London.

QNB believes that its direct involvement in many of the largest transactions involving Qatar locally and internationally provides QNB Capital with a competitive advantage in this area.

### **Competition**

The Qatari banking sector is highly competitive, particularly with respect to retail banking activities, and currently comprises 18 banks (10 of which are Qatari domestic banks), including six conventional banks, four Islamic banks, seven local branches of foreign banks and one specialised development bank owned by the State. The table below sets forth QNB's competitors in Qatar, along with QNB's operations in Qatar:

<b>Conventional Banks</b>	<b>Islamic Banks</b>	<b>Foreign Banks</b>	<b>Development Banks</b>
Ahlibank <sup>(1)</sup>	Masraf Al Rayan	Arab Bank	Qatar Development Bank
Al Khaliji Commercial Bank	Barwa Bank	Bank Saderat Iran	
Commercial Bank of Qatar	Qatar International	BNP Paribas	
Doha Bank	Islamic Bank	HSBC	
International Bank of Qatar	Qatar Islamic Bank	Mashreq Bank	
Qatar National Bank		Standard Chartered Bank	
		United Bank	

Note:

(1) Partially owned by other GCC institutions.

The focus of foreign banks in Qatar is primarily related to trade finance, foreign currency operations and government-related business, although several of these foreign banks also provide personal accounts and related services to individuals resident in Qatar. QNB's principal competitors in Qatar for non-Islamic banking services include Commercial Bank of Qatar and Doha Bank. As at 30 June 2018, QNB had a market capitalisation of QR140.4 billion (U.S.\$38.6 billion), making QNB the largest bank overall listed on the QSE.

The Qatari banking sector is highly competitive, particularly with respect to retail banking activities, given the comparative size of Qatar's economy, demography, and the number of financial institutions already established in the market. Foreign banks in Qatar compete for the same business as QNB and other domestic banks, but operate under certain restrictions imposed by the QCB. The lending limits of foreign banks are based on their local capital base; however, foreign banks have historically been permitted to obtain guarantees from their head offices when credits exceed their legal lending limits. Notably, some foreign banks in Qatar have begun increasing their "on-the-ground" presence in order to take advantage of Qatar's growing economy.

There is likely to be consolidation in the Qatar banking sector. In December 2016, it was announced that subject to shareholder and regulatory approval, Masraf Al Rayan, Barwa Bank and International Bank of Qatar would merge to form one consolidated entity. In August 2018, it was announced that Barwa Bank and International Bank of Qatar had reached a final merger agreement.

The QFC seeks to attract new banks given the low-tax environment, with a 10.0 per cent. tax on profits, 100.0 per cent. foreign ownership and profit repatriation. These new banks include investment banking firms which advise regional clients from offices in Dubai and London. The QFC is targeting global institutions relevant to the energy and other key sectors of the Qatari economy and which have expertise in banking, insurance, reinsurance, asset management, financial advisory services, and securities and derivatives dealing, as well as Islamic finance. Institutions registered with the QFC fall into two categories: (i) "regulated" activities (essentially financial services); and (ii) "non-regulated" activities (essentially activities in support of financial services). QFC-registered banks are currently subject to explicit restrictions on their local banking activities and, as a result, they cannot transact with retail customers in Qatar.

In markets outside of Qatar, QNB competes with local incumbents, regional and international banks operating in the respective markets.

### **Information Technology**

QNB is committed to investing in the latest technologies available in order to give a competitive advantage to the QNB Group's business. QNB became one of the first banks in the MENA region to have a global banking offering that services QNB's customers within and outside of Qatar.

QNB completed the upgrade of its electronic fund transfer switch in 2017 and currently the core banking system and trade finance systems are being upgraded, making QNB one of the few banks in the world to have the latest technological banking systems in operation. In addition, QNB continued to roll out to its global branches its updated e-Channel applications, such as internet banking, cash management and mobile banking solutions. Various new features have been added to these systems including PayPal Cash withdrawal, Western Union payments, online merchant services and SWIFT payments for corporates.

QNB is currently implementing a new platform to transform its payment landscape through the implementation of a centralised payment processing hub to cater to QNB's retail and corporate payments processing needs. The new platform will not only integrate with middleware and support various payment instruments of QNB but also enable the introduction of newer channels and services.

In 2017, QNB implemented a self-service cheque deposit system for customers to deposit cheques without visiting a branch. This service is available to customers 24 hours a day, prevents delays in processing cheques, reduces queuing in branches and automates decision-making mechanisms, such as validation rules, quality controls and risk controls. QNB is replacing the current fund management system with a new platform to support investments in multiple asset classes, including equity, fixed income, derivative instruments and commodities, and investment in multiple currencies and multiple markets.

QNB has also implemented, or is implementing, various IT security projects, including protection from cyber-attacks, enterprise fraud detection and data leakage prevention solutions. In addition, QNB has received the ISO 27001 certification for its internet banking, cash management and mobile banking services. QNB has received both the ISO 22301 certification and the British Standards Institution's certification, BS 2599-2:2007, for its business continuity management system.

In order to avoid service disruption to its customers, QNB constantly monitors its IT infrastructure using advanced monitoring tools. QNB's IT infrastructure is also continually upgraded to incorporate the latest technologies and recent developments include the deployment of a state of the art data centre.

QNB has comprehensive and regularly tested disaster recovery plans, and two back-up data centres, also known as disaster recovery sites. QNB has a management system (the "**Business Continuity System**") which enables it to continue its critical functions and related critical systems in case of any disaster. QNB also has an alternative site available at all times that includes the data centre failover site which comes into operation automatically if a fault or failure is detected, complete with seating arrangements for QNB staff to continue their critical functions. The data centre failover site is also capable of ensuring that international branches continue their daily operations. The secondary data centre is located within Qatar and the tertiary site, which is intended for critical applications and extreme scenarios, is located outside Qatar. QNB's primary data centre is certified to the international standard ISO 27001 for its information security management system, and the Business Continuity System is certified to the international standard ISO 22301.

The QNB Group Information Technology Committee is responsible for establishing IT standards and aligning all IT activities across the QNB Group to meet business plans and objectives. This committee also formulates and monitors implementation of the annual IT strategy across the QNB Group, including capital and operating expenditure budgets assigned to IT projects and services.

A key component of the QNB Group's international expansion strategy is to leverage its investment in IT across borders. Centralisation of data processing and operations, where appropriate, is another goal and initiative of the QNB Group. To date, with the cooperation of various regulators, the QNB Group has successfully centralised data processing functions for all its new ventures. As at the date of this Prospectus, all of QNB's customer data in Qatar and overseas is stored at a central location and replicated online to

QNB's disaster recovery sites. Moreover, customer data for all critical applications is also stored in one of QNB's international branches.

QNB has made significant investments in security technologies and has installed systems to prevent and counter cyber-attacks. Group Information Security has designed QNB's protections to include multiple layers of security controls, such as infrastructure and web application firewalls, intrusion-monitoring systems, advanced malware endpoint detection systems, database activity monitoring and user activity monitoring.

The QNB Security Operation Centre constantly monitors cyber activity and takes measures to prevent any exposure to cyber-attacks. Attempted cyber-attacks have previously been successfully defended with no effect to QNB's systems or data. The QNB Security Operation Centre is creating and maintaining instruction manuals with respect to common cyber-security scenarios and QNB also has a cyber-security insurance policy in place.

### **Properties**

QNB has interests in a number of properties, primarily in Qatar, but also outside of Qatar, including in Egypt, France, Indonesia, Iraq, Lebanon, Oman, Sudan, Switzerland, Syria, Tunisia, Turkey and the United Kingdom.

### **Employees and Related Matters**

As at 30 June 2018, the QNB Group had approximately 29,400 employees, of which more than 2,400 are located in Qatar.

The effective management of employees is a top priority and a key business objective for QNB. The QNB Group continues to address the challenge of sourcing, attracting and retaining talent to support continued global expansion in diverse geographic locations and cultures.

As part of the ongoing expansion plans and in order to meet internal and external growth objectives, the Board of Directors approved changes to the QNB Group's organisation structure, recognising that the structure of the organisation plays an integral role in the global expansion of the QNB Group as well as the development of its financial and banking services in Qatar and overseas. During 2012, the QNB Group's organisational structure was revised and changes were implemented in line with the QNB Group's expansion strategy.

In 2018, the QNB Group continued its programme initiatives related to its 'Global Leadership and Talent Management Programme' for its staff in Qatar and in its international locations. One of the key objectives of the talent management programme is to identify high potential employees and offer fast-track career development opportunities. As a result, more than 1,100 employees are now following a structured short/long-term development plan and have been recommended to participate in career development opportunities through courses, certifications, training and leadership and management development programmes. QNB continues to offer employees short- and long-term learning and development opportunities linked to specific career and succession paths. In 2018, QNB also continued the "QNB Leadership Development Programme", a specialised development programme previously introduced for senior management in Qatar, in collaboration with Franklin Covey. The programme specialises in modern leadership theories and techniques to develop the leadership skills within the framework of QNB's long-term talent management strategy.

To ensure that the QNB Group has a strong and competent leadership pipeline ready to address current and future business growth, a succession planning programme was implemented in 2013 with a quarterly review of all business units with strong emphasis on the programme in the Division KPIs. The scope of the exercise was to identify the key leadership positions for which primary and secondary successors are required and offering such identified successors career progression opportunities. A short- and long-term development plan is established for the successors to enable ongoing development to enhance and build their leadership skills.

During the first half of 2018, more than 400 employees enrolled in QNB Group's range of intensive Certified Management and Leadership Development Programmes in order to strengthen their leadership capabilities. To drive individuals' career development and enhance technical/functional competence, various key

certification programmes were also conducted, such as Certified Business Operations Professional (CBOP), International Introduction to Securities & Investment (CISI), Operational Risk, Credit Risk, Project Management Professional, ACI Dealing, CIPD, Certified Internal Auditor, Chartered Financial Analyst, Lean Six Sigma (Black Belt and Green Belt) and others. During the first half of 2018, QNB has conducted a total of 12,350 man-hours of classroom training and more than 6,000 e-learning hours for staff based in Qatar and international locations. QNB has also continued the ‘Ambassador Programme’ since its launch in 2012, which is designed to provide Qataris in mid-management careers with opportunities to undertake work assignments in overseas locations within the QNB Group. The programme provides international learning opportunities and prepares Qataris for global leadership roles.

During the first half of 2018, QNB continued with its scholarship programme, which accommodates up to 100 sponsored participants annually. Additionally, QNB continues to support its one-month summer internship programme, offering training placements to over 200 participants representing various Qatari high schools and universities.

QNB has a fully equipped and dedicated Learning and Development centre and deploys a team of expert trainers. In addition to the internal learning resources and expertise, strategic partnerships have been established with a number of specialised external training vendors and, as a result of these partnerships, a range of externally accredited, certified programmes are available to QNB employees.

QNB has maintained its position as “Employer of Choice” in Qatar through its systematic annual review of compensation and rewards strategy. QNB participates in banking sector salary benchmarking studies to ensure competitive and market leadership position in compensation practices and benefits.

### **Insurance**

QNB maintains insurance coverage for all of its operations in Qatar and internationally that QNB deems adequate and appropriate.

## RISK MANAGEMENT AND COMPLIANCE

### Overview

The QNB Group faces various financial and non-financial risks in its business and operations, including: capital, credit, liquidity, market (trading and banking book), compliance, legal and operational risks. In order to manage these risks, QNB has developed procedures (the “**Risk Policies and Procedures**”) designed to ensure appropriate risk governance is exercised at several levels of the QNB Group, including the Board of Directors, the Group Executive Committees, the Senior Management team and through various management committees.

The QNB Group’s Risk Policies and Procedures document the framework for the identification and measurement of a much wider array of risk types as set out above, prescribe appropriate risk limitations, monitor and record the incidence of such risks on an ongoing basis and prescribe appropriate remedial action. The QNB Group has established a risk management framework for the QNB Group, which is reviewed on an annual basis. At the same time, the QNB Group maintains its compliance with Basel III and other regulatory guidelines. A comprehensive, centralised and proactive risk management approach is exercised at all levels of the QNB Group.

The risk management framework and procedures implemented by the QNB Group have allowed it to maintain a low non-performing loan ratio (the ratio of non-performing loans to total loans) of 1.8 per cent. as at 30 June 2018 and 1.8 per cent. as at 31 December 2017. The QNB Group also maintained its loan loss coverage ratio of 109.6 per cent. as at 30 June 2018 and 111.9 per cent. as at 31 December 2017. For the year ended 31 December 2017, loan loss coverage ratio represented Allowance for Impairment of Loans and Advances to Customers divided by non-performing loans and advances. With effect from 1 January 2018, it has represented stage 3 expected credit losses divided by stage 3 non-performing loans and advances. The QNB Group has also improved its overall liquidity ratios by diversifying its liquidity sources through its international expansion plans. As at 30 June 2018 and 31 December 2017, the QNB Group’s international operations contributed 44.1 per cent. and 44.5 per cent. of total deposits of the QNB Group, respectively.

### Risk Management Framework

Risk is inherent in the QNB Group’s activities, but it is managed through a process of established mechanisms that identify, assess, monitor and control those risks. The success of the QNB Group’s risk management framework is focused largely on encouraging pre-determined roles and responsibilities from the Board of Directors and Group Board Risk Committee level, down to the various executive managers, senior managers and individual employees. This process of risk management is critical to the QNB Group’s continuing profitability and sustainability, and each individual within the QNB Group is accountable for the risk exposures relating to his or her responsibilities in accordance with the “three lines of defence” principle.

QNB uses a risk adjusted return on capital (“**RAROC**”) methodology (based on the Basel foundation’s internal rating based approach) alongside Moody’s Risk rating and portfolio management systems to assess corporate credits as well as risk-based decision making processes to drive allocation, utilisation and management of capital resources. These tools and techniques provide the Risk Committee and the Board of Directors with the ability to control risk appetite, capital allocations and the active monitoring of strategic targets.

QNB uses a leading asset-liability management and liquidity management solution to help optimise the management of the balance sheet and ensure risk monitoring and controls are of the highest standards.

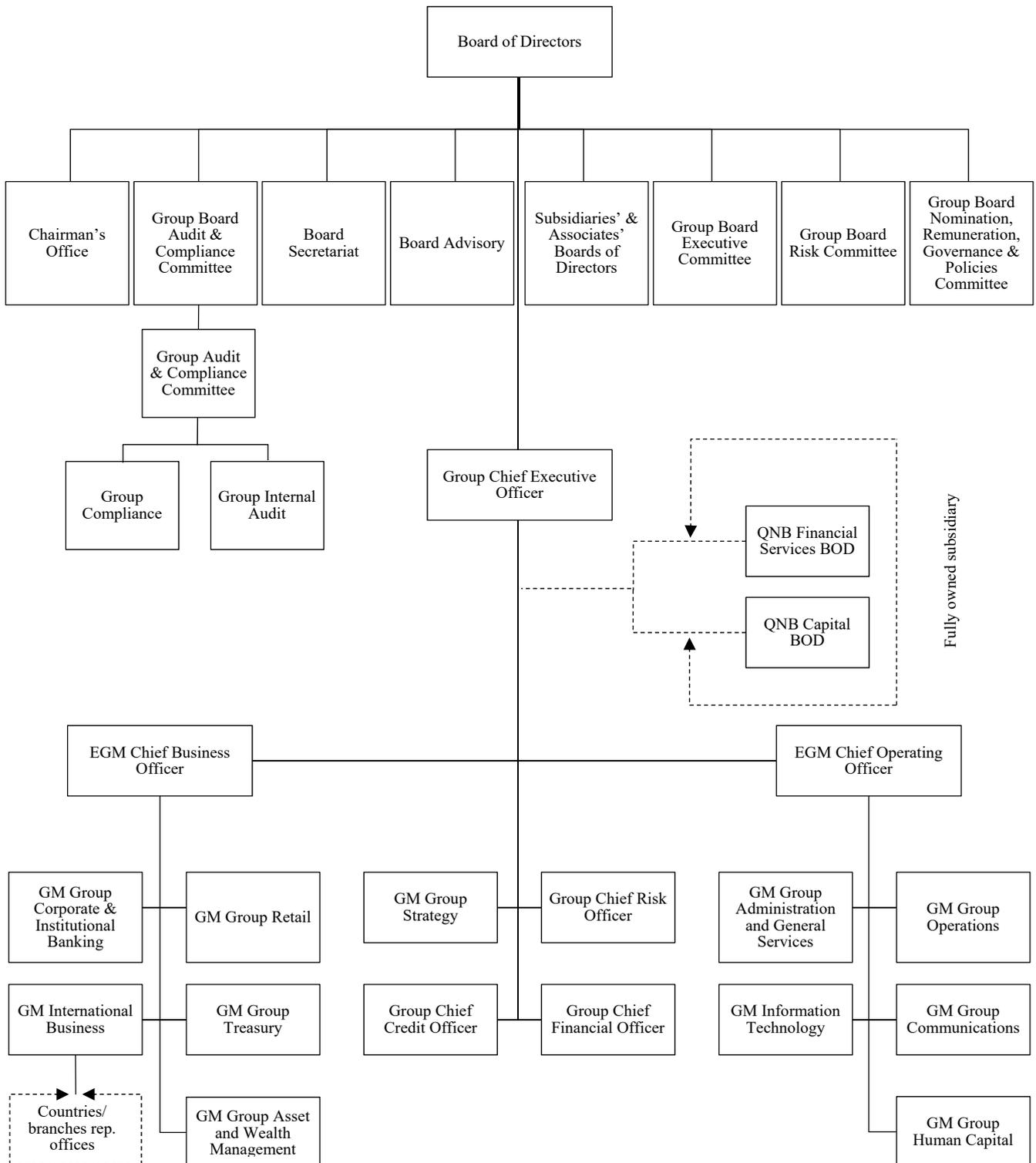
Operational risk has been enhanced with further implementation of data security systems, continuous training and awareness, improved business continuity infrastructure and disaster recovery sites. The same risk governance impetus is scheduled to continue in line with the continued implementation of the QNB Group’s business strategy.

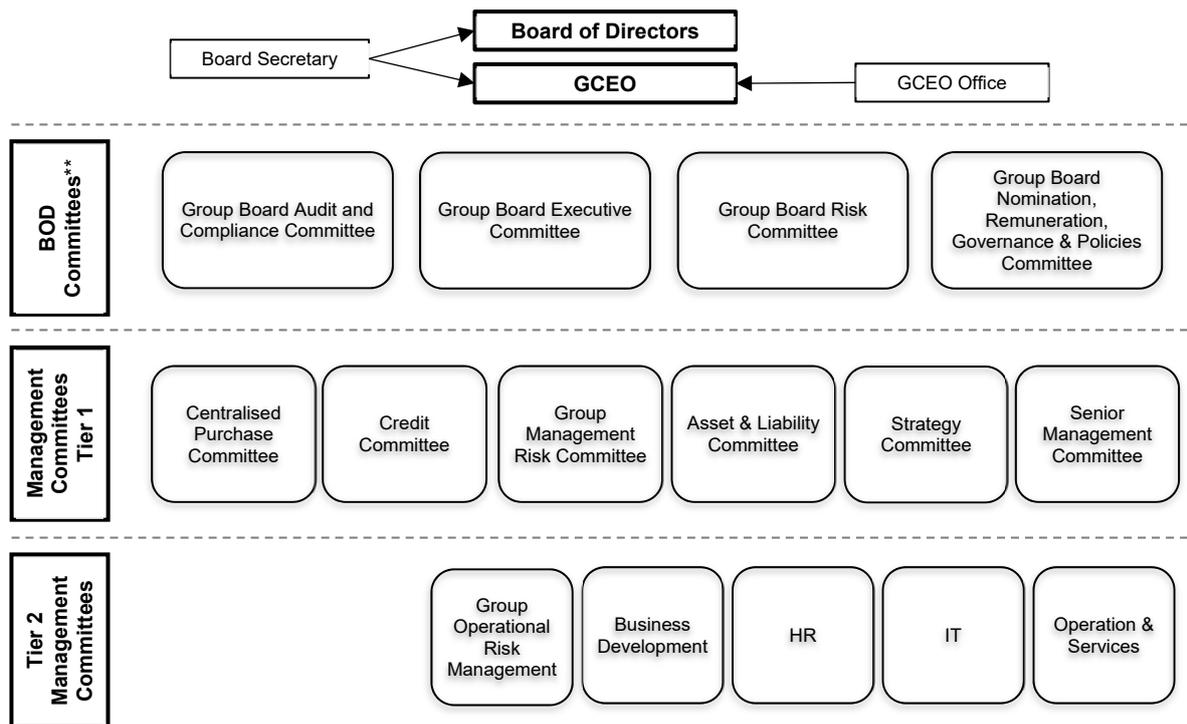
The QNB Group strategic risk management function has group-wide responsibility for portfolio management, enterprise risk standards, asset/liability risk management, liquidity and market risk management, risk systems, projects, ICAAP and regulatory relationships. Enterprise risk management standards are established in order to direct the overall internal control and governance activities, including risk model validations, and the establishment of relevant group policies in relation to principle risks and overall group risk classification.

## Board and Management Committees for Risk Management

An overview of the QNB Group's risk management committee structure is set out below.

The committees are further organised into committees at the Board of Directors level and at the management level.





## Risk Measurement and Reporting Systems

The QNB Group monitors and controls the risks inherent in its businesses primarily by performing certain tests and controls based on risk-sensitive thresholds and limits. Such thresholds and limits are established in line with the QNB Group’s business strategy, the market environments in which it operates and the level of risk acceptable and capital available, with additional focus on certain selected industries with recognised risks. Group Risk compiles and examines the information gathered from such tests and controls in order to analyse and identify risks at an early stage. This information is presented and explained to the Board of Directors, the Group Board Risk Committee, and the head of each business division.

### Board of Directors

The Board of Directors of QNB heads the QNB Group’s governance structure. The Group Board Risk Committee evaluates and oversees the QNB Group’s risk profile in coordination with the Group Chief Executive Officer, the Risk Committee and the Credit Committee. See “*Management*”. The Board of Directors, in its entirety, takes responsibility for all aspects of the QNB Group’s risk management, including the management of credit, market and operational risks.

The Board of Directors has set forth the policy objectives and framework for the QNB Group on all risk-related issues and maintains the day-to-day oversight of all risks through various committees. These committees are responsible for formulating the QNB Group’s risk management policies, in line with the overall guideline and objectives set by the Board of Directors. The Group Risk Division, headed by the Group Chief Risk Officer, carries out the implementation of such policies.

### Board Committees

#### Group Board Audit and Compliance Committee

The Group Board Audit and Compliance Committee (the “**GBACC**”) sets the QNB Group’s policy on all audit and compliance issues and maintains an oversight of both external and internal audit processes. The committee consists of three elected board members. The Group Chief Audit Executive (“**GCAE**”) and Group Chief Compliance Officer report to the GBACC and are therefore required to be present at the GBACC meetings. In addition to these members, certain other members of the executive management may also participate in committee meetings when required, including the Group Chief Executive Officer, Group Chief Financial Officer, Group Chief Risk Officer and External Auditors of QNB.

The GBACC carries out responsibilities relating to financial statements, internal controls, internal and external audits and compliance matters. These responsibilities include reviewing significant accounting and reporting issues (including complex or unusual transactions) in light of regulatory directives and professional pronouncements and conducting an analysis of the impact on the QNB Group's financials. The committee also directly oversees audit compliance of the QNB Group. See "*Risk Management Programmes—Group Audit*" and "*Group Compliance*". The committee reviews the QNB Group's annual report, notes thereto, related regulatory filings, and considers the accuracy and completeness of the information prior to release. See "*Management—Corporate Governance—Group Board Audit and Compliance Committee*".

The QNB Group's risk management processes are audited by the internal audit function which examines the adequacy of, and the QNB Group's compliance with, the procedures. The internal audit team discusses the results of all assessments with management and reports its findings and recommendations to the GBACC.

### ***Group Board Risk Committee***

The Group Board Risk Committee is the highest management authority in the QNB Group for various risk related issues. The Group Board Risk Committee, among other matters:

- reviews and endorses for Board approval the risk management strategy of the QNB Group as well as risk appetite and portfolio strategies recommended by the Group Management Risk Committee (the "GMRC"), and reviews any changes that arise in the QNB Group's risk strategy and/or risk appetite;
- reviews and compares the QNB Group's portfolio risk profile with the approved risk appetite and endorses GMRC recommended portfolio strategies for approval by the Board of Directors;
- approves risk frameworks and QNB Group's risk policies and control structures in accordance with the approved strategy by the Board of Directors and oversees implementation of policies pertaining to QNB's internal control system;
- ensures the effectiveness of the risk control framework and oversees the GMRC's evaluation outcomes;
- approves and oversees stress testing scenarios and results, as well as management action plans;
- approves the QNB Group's capital management framework and any further enhancement proposed by the GMRC;
- oversees the monitoring process performed by the GMRC and controls the risk management framework and the defined related roles and responsibilities across the QNB Group;
- evaluates the monitoring process carried out by the GMRC in respect of QNB Group entities in the identification of operational, credit, market, strategic, legal and reputational risks, and the action plans implemented to monitor and manage these risks;
- approves the Contingency Funding Planning ("CFP") document;
- ensures that no material impact and/or risk identified by GMRC relates to anti-money laundering and/or terrorist financing and ensures the satisfaction of 'know your customer' requirements; and
- reviews any breaches of risk limits or internal control failures (if any) and reviews investigation results performed by the GMRC.

### ***Management Committees***

#### ***Group Management Risk Committee (GMRC)***

The GMRC establishes, reviews and recommends QNB Group's risk management strategy and defines risk policies. It reviews the processes and control framework for the management of risks and defines related

roles and responsibilities across the QNB Group. The GMRC also reviews the QNB Group portfolio risk profile, recommends portfolio risk management strategies to the Group Board Risk Committee for endorsement in order to obtain approval from the Board of Directors, reviews the effectiveness of the operation of the risk control framework and submits to the Group Board Risk Committee the annual evaluation for approval by the Board of Directors. The GMRC monitors risk management activities from several perspectives: operational, credit, market, strategic, legal and reputational.

- The review of the GMRC’s policies and supervision of its activities falls under the responsibilities of the Board of Directors. The GMRC reviews compliance with policies and procedures, audit recommendations and regulatory requirements, including combating Money Laundering and Counter Terrorist Financing requirements.
- The GMRC implements and manages the Crisis Management Plan and framework and provides strategic directions during a crisis, including the management of external communications with media, regulatory authorities, emergency services and government agencies.
- The GMRC also provides the Group Risk report and reports to the Group Board Risk Committee as and when required.

### ***Group Asset and Liability Committee***

The Group ALCO has authority delegated by the Board of Directors for developing policies related to all asset and liability management matters, including balance sheet structure, funding, pricing, hedging and investment limits. Under the overall risk management framework, the Group ALCO is a key component of risk management within the QNB Group. The Group ALCO, among other matters: (i) reviews and recommends strategy, policies and procedures relating to asset and liability management across the QNB Group to the Executive Committee and the Board of Directors; (ii) monitors and reviews the performance of all treasury activities across the QNB Group including the grouping and trading book portfolios in terms of profitability, credit performance, other risks, volatility and volumes; (iii) monitors and reviews the management of interest rate risk across the QNB Group, particularly the interest rate gap reports, projected net interest income reports and current hedging strategy; (iv) monitors and reviews the management of liquidity and foreign exchange risks across the QNB Group; (v) oversees the inter-group transfer pricing policy for cost of funds allocation within the management information system; (vi) establishes and amends the base rates applicable to each entity in the QNB Group and related changes in deposits and risk asset interest rate structures; and (vii) monitors monthly financial performance and budget targets.

The Group Chief Executive Officer serves as the Chairman of the Group ALCO and the Group Chief Financial Officer serves as the Vice-Chairman. See “*Management—Corporate Governance*”.

### ***Management Sub-Committees***

#### ***Risk Model Validation and Usage Committee (“RMAUC”)***

Serving as technical advisers, and under the delegation of the GMRC for the review and approval of risk models, the responsibilities of the RMAUC in relation to model validation and governance activities cover several perspectives in relation to the approval of all existing models in use, newly proposed model development or refinement/redevelopment requirements that include:

- assessing evaluation reports submitted by independent model validation units, whether internal or external, to the Bank;
- review of recommendations whilst performing an assessment of severity, performed by model validation units in their evaluation of the technical soundness of models and its application in business/risk processes; and
- regular reporting to the GMRC on the status of model inventory and of approved models.

## **Risk Appetite**

Risk appetite is the aggregate amount of risk that the QNB Group is willing to accept in pursuit of its mission, vision, business objectives and strategic goals, that is commensurate with its risk capacity as well as its culture, desired level of risk, risk management capability and business strategy. The QNB Group's risk appetite statement serves to articulate the risk culture, boundaries and governance of the QNB Group and provides a framework for the QNB Group's attitudes towards risk-taking. QNB's risk appetite is reviewed, reassessed and agreed alongside QNB's strategy, business and financial planning and budgeting processes.

The Board of Directors also expresses its preferred risk appetite through a set of metrics, key among them being RAROC. Apart from its use for competitive and risk-based pricing, RAROC is used for communicating and cascading risk appetite as a performance metric throughout QNB.

## **Credit Risk**

The QNB Group manages its credit risk exposure through diversification of its lending and financing, investments and capital markets activities to avoid undue concentrations of risk with individuals or groups of customers in specific locations or business lines. It also ensures that adequate collateral is obtained wherever possible, including cash, treasury bills, guarantees, bonds, mortgages over real estate properties and pledges over shares. The QNB Group uses the same credit risk procedures when entering into derivative transactions as it does for traditional lending products.

The QNB Group, acting through the Group Credit Committee, has implemented corporate credit approval processes governing all lending by the QNB Group. Management believes that the QNB Group's success in achieving low levels of non-performing loans has been due to the QNB Group's strict adherence to this approval process. Before any credit exposure can be incurred by the QNB Group, the relationship manager for the respective customer must provide a credit application, in a prescribed format, to the Group Credit Risk Department, which will review, analyse and prepare an independent credit assessment and a recommendation for consideration by the Group Credit Committee. The credit presentation must include a detailed background on the borrower, including its intermediate and ultimate owners, sector, business operations, non-financial risks, historic financial statements, forward-looking financial information, the facility structure, relevant documentation and available collateral. Each such credit application also includes a calculation of the RAROC at both facility and customer level and an obligor risk rating and facility risk rating in accordance with QNB Group's group-wide corporate risk rating policy.

QNB operates a highly centralised credit approval process with limited delegated authorities. Any credit approval which would lead to aggregate obligor group exposure for an amount over U.S.\$15 million equivalent must be submitted to and approved by the Group Credit Committee. If the credit application is within the Group Credit Committee limits, being less than 5.5 per cent. of the QNB Group's eligible capital, the committee may approve the loan without further reference. Otherwise, the credit application is further submitted to the Group Board Executive Committee, with the Group Credit Committee's recommendation. The Group Board Executive Committee comprises five members of the Board of Directors and is chaired by the Vice-Chairman of QNB Group. Any approval by the Group Board Executive Committee is then reported to the Board of Directors for their information.

QNB is active in the credit approval process of its subsidiaries, either through requiring submission of credit applications (after the initial approval by the subsidiary credit committee) to QNB Group's Credit Department for a final decision or through QNB senior management representation on the subsidiary credit committee or supervisory board (through consultation). Credit Authorities delegated to subsidiary credit committees are set at levels determined by the obligor risk rating and tenor, with exclusions for certain sectors deemed high risk from time to time.

Any credit approval request recommended by a division for an amount below U.S.\$15 million equivalent may be approved by "Group Credit", which has been delegated approval authority by the Group Credit Committee. Group Credit also has the authority to approve renewal of previously approved credit facilities with a credit rating of 6- or better (see "*Internal Risk Ratings and Related Credit Exposure*" below), provided there has been no adverse change in the business and/or financial condition of the borrower, nor deterioration of the terms and conditions of the credit facility, including security and collateral and where there has been no more than a one-level adverse change in the credit rating.

In addition to the credit approval threshold levels described above, the QNB Group has established four elements of “approval philosophy” to govern the entire credit approval process. In order for each credit to be approved:

- the borrower must have a clear repayment plan with two sources of repayment identified at the time of lending;
- the borrower’s primary source of repayment must be from business cash flows and not from proceeds of the sale of any collateral or insurance policy (which are considered secondary sources of repayment);
- the borrower must provide complete, accurate and current financial information and, where appropriate, satisfactory collateral or security; and
- the transaction must not fall within the scope of activities that are against the QNB Group’s policies.

The table below shows the QNB Group’s maximum exposure to credit risk for on-balance sheet and certain off-balance sheet items as at 31 December 2017, 2016 and 2015. The maximum exposure set forth below is the gross amount, before taking into account the effect of mitigation through the use of master netting and collateral agreements.

	<b>Gross Maximum Exposure</b>		
	<b>As at 31 December</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(QR in thousands)		
Cash and Balances with Central Banks (Excluding Cash on Hand) .....	45,559,487	37,877,059	26,417,352
Due from Banks .....	43,630,943	45,721,215	17,100,764
Loans and Advances to Customers .....	584,319,216	520,417,231	388,292,129
Investment Securities .....	95,217,160	78,044,718	78,799,227
Other Assets .....	12,948,480	12,344,996	4,488,214
	<b>781,675,286</b>	<b>694,405,219</b>	<b>515,097,686</b>
Contingent Liabilities .....	226,872,331	204,574,146	109,676,423
<b>Total .....</b>	<b>1,008,547,617</b>	<b>898,979,365</b>	<b>624,774,109</b>

### Internal Risk Ratings and Related Credit Exposure

It is the QNB Group’s policy to maintain accurate and consistent risk ratings across its credit portfolio. This facilitates focused management of the applicable risks and the comparison of credit exposures across all lines of business, geographic regions and products. The rating system is supported by a variety of financial analytics, combined with processed market information to provide the main inputs for the measurement of counterparty risk. All internal risk ratings are tailored to the various categories and are derived in accordance with the QNB Group’s rating policy. The attributable risk ratings are assessed and updated regularly, and the system consists of a ten-scale credit rating system with positive and negative modifiers, giving a total scale range of 22 (compared to QCB’s five-scale credit rating system), of which 19 (with positive and negative modifiers) relate to “performing”, and three to “non-performing”, as follows:

ORR	QCB Rating	Moody's Rating Equivalent	S&P Rating Equivalent	Grades
1	A	Aaa	AAA	Investment Grade
2+		Aa1	AA+	
2		Aa2	AA	
2-		Aa3	AA-	
3+		A1	A+	
3		A2	A	
3-		A3	A-	
4+		Baa1	BBB+	
4		Baa2	BBB	
4-	Baa3	BBB-		
5+	B	Ba1	BB+	Sub-Investment Grade
5		Ba2	BB	
5-		Ba3	BB-	
6+		B1	B+	
6		B2	B	
6-		B3	B-	
7+		Caa1	CCC+	
7	C	Caa2	CCC+	Watch List
7-		Caa3 to C	CCC- to C	
8	C	20 per cent. Specific Provision	Default Grade	
9	D	50 per cent. Specific Provision		
10	E	100 per cent. Specific Provision		

QNB classifies problem loans as “Substandard” (8), “Doubtful” (9) and “Bad Debt” (10). The overall management of problem loans is the responsibility of the Remedial Department, which reports to the Group Chief Credit Officer. Interest payments in respect of problem loans are suspended automatically when the underlying loans have not been serviced for 90 days and, consequently, such loans are downgraded. If a borrower has more than one credit facility with the QNB Group, a downgrade of any single facility will lead to a full assessment of all outstanding credit with that borrower and will require the Remedial Department to recommend a plan of recovery.

### Credit Risk Mitigation

The credit risk exposure in respect of a debtor, counterparty or other obligor is mitigated or reduced by taking various types of collateral. Every effort is made to ensure that any collateral provided by a potential client is perfected in accordance with local legal requirements before credit is provided against that collateral. Such collateral is also maintained in a secure format, and valuations are undertaken as required during the lifetime of the credit exposure.

The QNB Group has historically implemented a conservative credit policy. The QNB Group believes that its conservative approach to lending ensures that there is an adequate spread of the risk through a diverse product range and customer base (by geography, industry and obligor type). The QNB Group also believes that its conservative credit policy promotes the application of effective credit risk limits in its business, while providing adequate returns on the risk that is on par with the management’s expectations. The QNB Group’s effective monitoring of its risk, together with a conservative internal risk rating system and a timely recovery

strategy, further strengthens QNB Group's belief that it adequately meets and exceeds all regulatory limits and guidelines to which its business is subject.

### Risk Concentration for Maximum Exposure to Credit Risk by Industry Sector

The table below shows the QNB Group's financial assets and contingent liabilities in terms of industry sector for each of the years 2017, 2016 and 2015. The gross maximum exposure amounts and net maximum exposure amounts show such figures before and after, respectively, taking into account collateral held or other credit enhancements.

	<b>Gross Maximum Exposure</b>	<b>Net Maximum Exposure</b>	<b>Gross Maximum Exposure</b>	<b>Net Maximum Exposure</b>	<b>Gross Maximum Exposure</b>	<b>Net Maximum Exposure</b>
	<b>2017</b>		<b>2016</b>		<b>2015</b>	
	(QR in thousands)					
Government .....	213,182,340	—	173,585,573	—	122,640,902	—
Government Agencies.....	188,052,349	57,591,253	170,544,293	46,763,219	153,502,145	41,982,778
Industry .....	43,418,570	38,101,126	34,854,144	30,914,623	24,096,227	21,064,373
Commercial .....	25,107,342	12,920,612	24,097,501	10,399,708	22,053,942	1,727,857
Services .....	158,601,175	115,380,362	156,365,459	118,498,753	94,712,640	59,397,471
Contracting .....	17,183,030	13,210,054	13,447,744	9,954,403	9,323,308	4,534,765
Real Estate .....	57,134,479	36,366,527	53,149,655	28,661,297	42,821,970	4,745,336
Personal .....	66,850,949	49,680,743	58,842,366	41,657,236	38,339,766	13,058,491
Others .....	12,145,052	9,630,883	9,518,484	6,627,062	7,606,786	6,910,514
Contingent Liabilities .....	226,872,331	226,872,331	204,574,146	204,574,146	109,676,423	109,676,423
<b>Total .....</b>	<b>1,008,547,617</b>	<b>559,753,891</b>	<b>898,979,365</b>	<b>498,050,447</b>	<b>624,774,109</b>	<b>263,098,008</b>

### Credit Risk Reporting

The QNB Group has monitoring procedures put in place for all of its loans. These procedures include an annual (or more frequently on adverse developments) credit review by the Credit Department and monthly credit portfolio reporting. Any required change to a credit rating is performed immediately as deemed necessary. As part of the monitoring process, a reporting system is also in place that includes monthly Management Information Service reports sent to the responsible heads of business sections along with monthly reporting to senior management at the QNB Group and periodic reporting to the QCB.

International branch portfolios and QNB subsidiary portfolios are closely monitored at a monthly meeting of QNB Senior Risk staff (including the QNB Chief Risk Officer), at which concentrations, rating migration, NPLs, restructurings and watch list trends are reviewed and action and/or direction is given as appropriate. Risk Dashboards are maintained for each branch/entity.

Loss provisions are made by the QNB Group, following an automatic suspension of interest after non-servicing of the debt after a period of 90 days to reflect the potential loss from the borrowing relationship as follows: for credit rated '8' a provision of 20.0 per cent. loss is applied; for credit rated '9' a provision of 50.0 per cent. loss is applied; and for credit rated '10' a provision of 100.0 per cent. loss is applied.

The table below shows the value of the credit portfolio held by the QNB Group in terms of various credit rating ranges for each of the years 2017, 2016 and 2015.

	<b>Year ended 31 December</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(QR in thousands)		
<b>Equivalent Grades</b>			
AAA to AA- .....	311,987,314	290,686,854	154,746,273
A+ to A-.....	293,533,362	237,848,873	229,824,136
BBB+ to BBB-.....	315,819,261	286,868,718	3,603,693
BB+ and below .....	31,170,073	28,647,241	62,467,088
Unrated <sup>(1)</sup> .....	56,037,607	54,927,679	174,132,919
<b>Total.....</b>	<b>1,008,547,617</b>	<b>898,979,365</b>	<b>624,774,109</b>

Note:

(1) Unrated exposures represent credit facilities granted to those corporations and individuals without external credit ratings.

The ratings used by the QNB Group are in line with the ratings and definitions published by international rating agencies. The above exposures include loans and advances which are neither past due nor impaired amounting to QR577.2 billion (U.S.\$158.6 billion) for 2017, QR513.5 billion (U.S.\$141.1 billion) for 2016 and QR387.7 billion (U.S.\$106.5 billion) for 2015.

The table below shows the amount of loans and advances that were past due, but not impaired, in terms of the type of loans and advances made and the length of the delinquency as at 31 December 2017, 2016 and 2015.

	<b>Less than 30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>Total</b>
	(QR in thousands)			
<b>As at 31 December 2017</b>				
Corporate Lending .....	1,505,794	379,362	465,079	2,350,235
Small Business Lending .....	1,623,460	516,618	429,657	2,569,735
Consumer Lending .....	1,868,471	593,306	125,700	2,587,477
Residential Mortgages .....	362,650	128,470	343,122	834,242
<b>Total .....</b>	<b>5,360,375</b>	<b>1,617,756</b>	<b>1,363,558</b>	<b>8,341,689</b>
<b>As at 31 December 2016</b>				
Corporate Lending .....	1,541,215	424,387	630,631	2,596,233
Small Business Lending .....	1,711,749	428,974	394,683	2,535,406
Consumer Lending .....	1,992,028	445,135	138,055	2,575,218
Residential Mortgages .....	385,544	138,016	52,044	575,604
<b>Total .....</b>	<b>5,630,536</b>	<b>1,436,512</b>	<b>1,215,413</b>	<b>8,282,461</b>
<b>As at 31 December 2015</b>				
Corporate Lending .....	571,781	681,300	51,610	1,304,691
Small Business Lending .....	9,614	4,940	11,895	26,449
Consumer Lending .....	442,912	87,050	49,971	579,933
Residential Mortgages .....	108,660	36,305	33,494	178,459
<b>Total .....</b>	<b>1,132,967</b>	<b>809,595</b>	<b>146,970</b>	<b>2,089,532</b>

The table below shows the amount of loans and advances that have been renegotiated in terms of the type of loans and advances made for each of the years ended 2017, 2016 and 2015.

	<b>Year ended 31 December</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
	(QR in thousands)		
Corporate Lending .....	1,548,229	1,456,964	1,701,323
Small Business Lending .....	827,482	1,143,679	17,606
Consumer Lending .....	942,831	837,628	225,207
Residential Mortgages .....	17,464	15,291	21,039
<b>Total .....</b>	<b>3,336,006</b>	<b>3,453,562</b>	<b>1,965,175</b>

The table below sets forth certain information in respect of loans and related information as at 30 June 2018 and 2017.

	<b>As at 30 June</b>	
	<b>2018</b>	<b>2017</b>
	(U.S.\$ in millions, except for percentages) (unaudited)	
Non-performing Loans (NPL) .....	2,982.7	2,800.0
NPL Ratio <sup>(1)</sup> (%) .....	1.8	1.8
Allowance for Impairment of Loans and Advances (stage 3) .....	3,268.1	3,086.2
Coverage Ratio <sup>(2)</sup> (%) .....	109.6	110.2
Net Loans and Advances .....	165,932.1	151,713.8

Notes:

- (1) NPL Ratio means non-performing loans (stage 3) divided by gross loans and advances.
- (2) For the years ended 31 December 2015, 2016 and 2017, this represents Allowance for Impairment of Loans and Advances to Customers divided by non-performing loans and advances. With effect from 1 January 2018, this represents stage 3 expected credit losses divided by stage 3 non-performing loans and advances.

QNB uses a ratings system to enhance the accuracy in both obligor and facility ratings, in line with Basel recommendations.

## Market Risk

Market risk is the risk to the QNB Group's earnings or capital due to changes in interest rates, foreign exchange rates, equity and bond security prices. The QNB Group's exposure to market risk arises due to positions held in both trading and banking books. All trading book transactions are hedged to within tightly defined limits or part of a 'back-to-back' transaction package, reflecting QNB's risk averse approach to trading risk.

The QNB Group applies standard and internal methodologies to quantify the trading market risk of positions held and the maximum losses expected, based upon a number of assumptions for various changes in market conditions. The QNB Group has defined limits on the value of risk that may be accepted (including the basis point value of interest rate positions, the currency open positions, value at risk and daily and monthly stop loss limits). The limits are monitored on a daily basis. Regular stress testing results and scenario analysis and periodic reports are provided to the Board of Directors, Group ALCO and Risk Committees on a regular basis to manage the risk.

Market risk to the QNB Group is managed through a conservative set of policies covering both trading and banking book risks.

## Interest Rate Risk

Interest rate risk reflects the risk of a change in interest rates which might affect future earnings or the fair value of financial instruments. The QNB Group's exposure to trading interest rate risk is minimal. The QNB Group's exposure to interest rate risk in the banking book is managed by the QNB Group using, where appropriate, various off-balance sheet instruments, primarily interest rate swaps. The following table summarises the repricing profile of the QNB Group's assets, liabilities and off-balance sheet exposures:

	Within 3 Months	3-12 Months	1-5 Years	More than 5 years	Non- interest sensitive	Total	Effective Interest Rate
<b>(QR in thousands)</b>							
<b>At 31 December 2017:</b>							
Cash and Balances with							
Central Banks .....	14,164,506	—	—	—	38,604,110	52,768,616	
Due from Banks .....	40,018,017	495,099	105,419	—	3,012,408	43,630,943	1.98%
Loans and Advances .....	317,328,404	82,612,278	161,180,198	15,787,499	7,410,837	584,319,216	5.74%
Investments .....	15,585,217	15,815,118	45,695,526	18,121,299	9,428,989	104,646,149	7.45%
Other Assets .....	—	—	—	—	25,713,066	25,713,066	
<b>Total Assets .....</b>	<b>387,096,144</b>	<b>98,922,495</b>	<b>206,981,143</b>	<b>33,908,798</b>	<b>84,169,410</b>	<b>811,077,990</b>	
Due to Banks .....	48,404,402	12,728,361	2,754,830	640,842	3,213,250	67,741,685	2.51%
Customer Deposits .....	372,119,181	88,611,970	60,829,420	1,643,281	62,319,262	585,523,114	2.92%
Debt Securities .....	10,063,498	5,551,313	8,819,071	2,273,402	—	26,707,284	
Other Borrowings .....	21,079,581	79,134	2,902,659	17,942	—	24,079,316	
Other Liabilities .....	—	—	—	—	28,280,251	28,280,251	
Total Equity .....	—	—	—	—	78,746,340	78,746,340	
<b>Total Liabilities and Equity .....</b>	<b>451,666,662</b>	<b>106,970,778</b>	<b>75,305,980</b>	<b>4,575,467</b>	<b>172,559,103</b>	<b>811,077,990</b>	
Balance Sheet Items .....	(64,570,518)	(8,048,283)	131,675,163	29,333,331	(88,389,693)	—	
Off-Balance Sheet Items .....	43,816,675	(5,402,532)	(27,455,769)	(7,773,732)	(3,184,642)	—	
<b>Interest Rate Sensitivity Gap .....</b>	<b>(20,753,843)</b>	<b>(13,450,815)</b>	<b>104,219,394</b>	<b>21,559,599</b>	<b>(91,574,335)</b>	—	
<b>Cumulative Interest Rate Sensitivity Gap .....</b>	<b>(20,753,843)</b>	<b>(34,204,658)</b>	<b>70,014,736</b>	<b>91,574,335</b>	—	—	
<b>At 31 December 2016:</b>							
Cash and Balances with							
Central Banks .....	12,291,499	—	—	—	30,892,077	43,183,576	
Due from Banks .....	39,956,011	391,746	214,429	—	5,159,029	45,721,215	1.48%
Loans and Advances .....	273,726,476	82,966,892	144,565,797	15,886,055	3,272,011	520,417,231	5.12%
Investments .....	16,148,573	14,790,254	33,059,147	14,046,744	9,289,187	87,333,905	7.56%
Other Assets .....	155,288	—	—	—	22,883,300	23,038,588	
<b>Total Assets .....</b>	<b>342,277,847</b>	<b>98,148,892</b>	<b>177,839,373</b>	<b>29,932,799</b>	<b>71,495,604</b>	<b>719,694,515</b>	
Due to Banks .....	46,603,092	12,446,037	2,235,682	28,824	520,881	61,834,516	1.69%

	Within 3 Months	3-12 Months	1-5 Years	More than 5 years	Non- interest sensitive	Total	Effective Interest Rate
<b>(QR in thousands)</b>							
Customer Deposits .....	283,659,470	136,384,447	32,019,009	827,567	53,804,094	506,694,587	2.55%
Debt Securities .....	11,910,307	1,597,599	15,317,968	—	—	28,825,874	
Other Borrowings .....	21,485,178	2,143,637	100,072	—	—	23,728,887	
Other Liabilities .....	270,735	990	305	491	27,484,712	27,757,233	
Total Equity .....	—	—	—	—	70,853,418	70,853,418	
<b>Total Liabilities and Equity .....</b>	<b>363,928,782</b>	<b>152,572,710</b>	<b>49,673,036</b>	<b>856,882</b>	<b>152,663,105</b>	<b>719,694,515</b>	
Balance Sheet Items .....	(21,650,935)	(54,423,818)	128,166,337	29,075,917	(81,167,501)	—	
Off-Balance Sheet Items .....	44,724,949	(3,106,834)	(27,045,297)	(10,805,613)	(3,767,205)	—	
<b>Interest Rate Sensitivity Gap .....</b>	<b>23,074,014</b>	<b>(57,530,652)</b>	<b>101,121,040</b>	<b>18,270,304</b>	<b>(84,934,706)</b>	—	
<b>Cumulative Interest Rate Sensitivity Gap .....</b>	<b>23,074,014</b>	<b>(34,456,638)</b>	<b>66,664,402</b>	<b>84,934,706</b>	—	—	
<b>At 31 December 2015:</b>							
Cash and Balances with Central Banks .....	4,685,411	—	—	—	26,880,360	31,565,771	
Due from Banks .....	15,895,096	648,306	—	—	557,362	17,100,764	1.64%
Loans and Advances .....	192,473,246	57,969,518	125,687,043	11,918,300	244,022	388,292,129	4.45%
Investments .....	11,608,068	18,259,328	39,552,073	9,379,758	10,308,569	89,107,796	6.12%
Other Assets .....	—	—	—	—	12,540,680	12,540,680	
<b>Total Assets .....</b>	<b>224,661,821</b>	<b>76,877,152</b>	<b>165,239,116</b>	<b>21,298,058</b>	<b>50,530,993</b>	<b>538,607,140</b>	
Due to Banks .....	28,687,926	6,891,377	49,613	—	652,682	36,281,598	1.63%
Customer Deposits .....	232,595,364	105,422,913	11,993,901	92,848	45,085,276	395,190,302	1.64%
Debt Securities .....	2,730,376	—	13,612,044	—	—	16,342,420	
Other Borrowings .....	14,059,486	800,038	260,965	—	—	15,120,489	
Other Liabilities .....	—	—	—	—	13,616,933	13,616,933	
Total Equity .....	—	—	—	—	62,055,398	62,055,398	
<b>Total Liabilities and Equity .....</b>	<b>278,073,152</b>	<b>113,114,328</b>	<b>25,916,523</b>	<b>92,848</b>	<b>121,410,289</b>	<b>538,607,140</b>	
Balance Sheet Items .....	(53,411,331)	(36,237,176)	139,322,593	21,205,210	(70,879,296)	—	
Off-Balance Sheet Items .....	21,488,080	10,093,332	(18,522,663)	(13,058,749)	—	—	
<b>Interest Rate Sensitivity Gap .....</b>	<b>(31,923,251)</b>	<b>(26,143,844)</b>	<b>120,799,930</b>	<b>8,146,461</b>	<b>(70,879,296)</b>	—	
<b>Cumulative Interest Rate Sensitivity Gap .....</b>	<b>(31,923,251)</b>	<b>(58,067,095)</b>	<b>62,732,835</b>	<b>70,879,296</b>	—	—	

## Liquidity Risk

Liquidity risk is the risk that an institution is unable to meet its funding obligations as they fall due, leading to an inability to support normal business activity or to incur unacceptable costs. QNB considers the prudent management of liquidity essential to ensuring a sustainable and profitable business and retaining the confidence of the financial markets. Liquidity risk can materialise as a result of firm-specific, industry-wide and market-wide liquidity events which may lead to cash outflows and may disrupt the availability of existing sources of funding.

To mitigate liquidity risk, the QNB Group maintains a portfolio of liquid assets and readily marketable securities and considers itself to be well-placed in terms of available liquidity, compliance, internal stress tests and regulatory standards (including Basel III) and day-to-day management of liquidity requirements and respective controls.

The QNB Group also maintains a Contingency Funding Plan that details its plan of action in emergency and stress situations.

As part of the liquidity risk framework, the QNB Group has diversified its funding sources across markets, products and counterparties and ensures sufficient stable sources of funding on the balance sheet. In addition, careful consideration is given to maintain liabilities of appropriate tenor relative to QNB's asset base.

The table below summarises the maturity profile of the QNB Group's assets and liabilities. The contractual maturities of assets and liabilities have been determined on the basis of the remaining period at the balance sheet date to the contractual maturity date and do not take account of the effective maturities as indicated by the QNB Group's deposit retention history. Management monitors the maturity profile to ensure that adequate liquidity is maintained.

	Within 1 Month	1-3 Months	3-12 Months	1-5 Years	More than 5 Years	Total
	(QR in thousands)					
<b>At 31 December 2017:</b>						
Cash and Balances with						
Central Banks .....	18,321,271	—	—	—	34,447,345	52,768,616
Due from Bank .....	38,131,249	1,037,355	3,508,502	953,837	—	43,630,943
Loans and Advances .....	72,836,013	31,135,814	82,190,604	293,019,785	105,137,000	584,319,216
Investment Securities .....	5,247,895	7,451,744	12,180,066	49,612,036	30,154,408	104,646,149
Other Assets .....	14,205,671	706,561	1,881,563	7,246,295	1,672,976	25,713,066
<b>Total Assets .....</b>	<b>148,742,099</b>	<b>40,331,474</b>	<b>99,760,735</b>	<b>350,831,953</b>	<b>171,411,729</b>	<b>811,077,990</b>
Due to Banks .....	40,930,590	5,550,785	9,589,716	7,861,422	3,809,172	67,741,685
Customer Deposits .....	256,676,823	75,943,944	119,743,982	126,475,172	6,683,193	585,523,114
Debt Securities .....	—	3,429,046	6,993,873	13,825,412	2,458,953	26,707,284
Other Borrowings .....	147,869	10,997,392	2,958,472	9,975,583	—	24,079,316
Other Liabilities and Equity .....	16,484,975	2,509,163	4,401,440	3,894,031	79,736,982	107,026,591
<b>Total Liabilities and Equity .....</b>	<b>314,240,257</b>	<b>98,430,330</b>	<b>143,687,483</b>	<b>162,031,620</b>	<b>92,688,300</b>	<b>811,077,990</b>
<b>Difference .....</b>	<b>(165,498,158)</b>	<b>(58,098,856)</b>	<b>(43,926,748)</b>	<b>188,800,333</b>	<b>78,723,429</b>	<b>-</b>
<b>At 31 December 2016:</b>						
Cash and Balances with						
Central Banks .....	13,816,989	—	—	—	29,366,587	43,183,576
Due from Bank .....	36,890,649	2,156,409	4,968,389	1,705,768	—	45,721,215
Loans and Advances .....	57,597,910	25,505,748	83,399,142	264,745,539	89,168,892	520,417,231
Investment Securities .....	9,536,449	4,090,954	11,845,178	35,889,642	25,971,682	87,333,905
Other Assets .....	11,405,251	717,889	1,955,580	7,826,635	1,133,233	23,038,588
<b>Total Assets .....</b>	<b>129,247,248</b>	<b>32,471,000</b>	<b>102,168,289</b>	<b>310,167,584</b>	<b>145,640,394</b>	<b>719,694,515</b>
Due to Banks .....	35,406,197	9,323,930	12,125,857	4,386,901	591,631	61,834,516
Customer Deposits .....	245,287,382	78,281,393	141,415,956	41,533,171	176,685	506,694,587
Debt Securities .....	729,552	4,569,289	1,807,182	21,656,418	63,433	28,825,874
Other Borrowings .....	1,231,354	268,585	2,326,165	19,902,783	—	23,728,887
Other Liabilities and Equity .....	8,867,904	10,799,730	4,212,090	3,211,137	71,519,790	98,610,651
<b>Total Liabilities and Equity .....</b>	<b>291,522,389</b>	<b>103,242,927</b>	<b>161,887,250</b>	<b>90,690,410</b>	<b>72,351,539</b>	<b>719,694,515</b>
<b>Difference .....</b>	<b>(162,275,141)</b>	<b>(70,771,927)</b>	<b>(59,718,961)</b>	<b>219,477,174</b>	<b>73,288,855</b>	<b>—</b>
<b>At 31 December 2015:</b>						
Cash and Balances with						
Central Banks .....	15,340,996	—	—	—	16,224,775	31,565,771
Due from Bank .....	9,971,956	765,971	4,179,106	1,940,367	243,364	17,100,764
Loans and Advances .....	25,653,933	25,783,012	56,219,259	211,534,781	69,101,144	388,292,129
Investment Securities .....	6,481,768	5,189,374	18,353,435	39,612,721	19,470,498	89,107,796
Other Assets .....	2,789,199	158,509	2,373,866	1,590,702	5,628,404	12,540,680
<b>Total Assets .....</b>	<b>60,237,852</b>	<b>31,896,866</b>	<b>81,125,666</b>	<b>254,678,571</b>	<b>110,668,185</b>	<b>538,607,140</b>
Due to Banks .....	23,926,089	6,058,066	4,707,225	1,590,218	—	36,281,598
Customer Deposits .....	219,759,456	58,153,381	99,018,404	18,166,213	92,848	395,190,302
Debt Securities .....	—	—	2,730,376	13,612,044	—	16,342,420
Other Borrowings .....	107,811	618,046	2,716,192	11,678,440	—	15,120,489
Other Liabilities and Equity .....	5,761,778	6,347,469	1,354,211	150,353	62,058,520	75,672,331
<b>Total Liabilities and Equity .....</b>	<b>249,555,134</b>	<b>71,176,962</b>	<b>110,526,408</b>	<b>45,197,268</b>	<b>62,151,368</b>	<b>538,607,140</b>
<b>Difference .....</b>	<b>(189,317,282)</b>	<b>(39,280,096)</b>	<b>(29,400,742)</b>	<b>209,481,303</b>	<b>48,516,817</b>	<b>—</b>

The table below summarises the maturity profile of the QNB Group's financial liabilities based on contractual undiscounted repayment obligations. Repayments which are subject to notice are treated as if notice were to be given immediately.

The QNB Group maintains a portfolio of highly marketable and diverse assets that can be easily liquidated in the event of an unforeseen interruption to cash flow. The QNB Group maintains statutory reserves with the QCB and other Central Banks. Liquidity is also assessed for a variety of stressed scenarios applicable to the QNB Group.

The Bank uses an asset-liability management and liquidity management solution to help optimise the management of the balance sheet, forecast key ratios over various timescales and ensure best practice is adhered to in monitoring limits and controls.

	Within 1 Month	1-3 Months	3-12 Months	1-5 Years	More than 5 Years	Total
<b>(QR in thousands)</b>						
<b>At 31 December 2017:</b>						
Due to Banks .....	40,990,566	6,480,832	9,624,159	8,585,442	4,091,492	69,772,491
Derivative Financial Instruments						
– Contractual Amounts Payable						
– Forward Contracts .....	28,019,172	16,730,376	19,914,626	1,506,866	—	66,171,040
– Contractual Amounts						
Receivable – Forward Contracts						
– Contractual Amounts	(27,812,752)	(16,406,071)	(19,361,822)	(1,434,783)	—	(65,015,428)
Payable/(Receivable) – Others	(91,920)	(22,544)	(318,366)	271,743	(535,526)	(696,613)
Customer Deposits .....	257,835,572	80,295,146	122,896,938	129,991,963	7,699,675	598,719,294
Debt Securities	34,560	3,901,000	7,486,275	14,708,153	2,917,026	29,047,014
Other Borrowings .....	148,230	11,107,075	3,099,242	10,062,198	—	24,416,745
<b>Total Liabilities .....</b>	<b>299,123,428</b>	<b>102,085,814</b>	<b>143,341,052</b>	<b>163,691,582</b>	<b>14,172,667</b>	<b>722,414,543</b>
<b>At 31 December 2016:</b>						
Due to Banks .....	35,501,436	9,443,419	12,458,013	4,753,165	591,631	62,747,664
Derivative Financial Instruments						
– Contractual Amounts Payable						
– Forward Contracts .....	21,961,803	19,991,591	26,404,869	599,896	—	68,958,159
– Contractual Amounts						
Receivable – Forward Contracts						
– Contractual Amounts	(21,401,605)	(19,648,436)	(25,775,950)	(601,752)	—	(67,427,743)
Payable/(Receivable) – Others	5,827	126,851	485,502	603,413	(37,659)	1,183,934
Customer Deposits .....	247,739,597	80,322,776	144,020,740	42,228,058	176,920	514,488,091
Debt Securities	886,209	4,709,877	1,944,982	22,304,628	64,283	29,909,979
Other Borrowings .....	1,232,380	269,256	2,343,611	20,150,839	—	23,996,086
<b>Total Liabilities .....</b>	<b>285,925,647</b>	<b>95,215,334</b>	<b>161,881,767</b>	<b>90,038,247</b>	<b>795,175</b>	<b>633,856,170</b>
<b>At 31 December 2015:</b>						
Due to Banks .....	23,956,928	6,151,375	4,893,843	1,963,460	—	36,965,606
Derivative Financial Instruments						
– Contractual Amounts Payable						
– Forward Contracts .....	8,903,707	16,477,270	14,074,312	—	—	39,455,289
– Contractual Amounts						
Receivable – Forward Contracts						
Contractual Amounts	(9,362,906)	(16,176,400)	(13,973,879)	—	—	(39,513,185)
Payable/(Receivable) – Others	30,896	34,696	231,556	235,892	37,103	570,143
Customer Deposits .....	220,332,347	59,874,547	102,475,712	18,166,213	93,098	400,941,917
Debt Securities	18,593	27,203	2,952,554	14,365,713	—	17,364,063
Other Borrowings .....	107,928	623,088	2,722,795	11,682,820	—	15,136,631
<b>Total Liabilities .....</b>	<b>243,987,493</b>	<b>67,011,779</b>	<b>113,376,893</b>	<b>46,414,098</b>	<b>130,201</b>	<b>470,920,464</b>

The table below shows a breakdown of QNB's deposits by sector as at 30 June 2018:

Source of Funding	Percentage of total deposits (unaudited)
Corporate Clients .....	47.7%
Individuals .....	18.4%
Government and Government Agencies .....	33.9%

The table below summarises the contractual expiry dates by maturity of contingent liabilities:

	Contingent Liabilities					Total
	On Demand	1-3 months	3-12 months	1-5 years	More than 5 years	
	(QR in thousands)					
As at 31 December 2017.....	94,375,998	32,345,953	63,052,952	42,223,679	20,807,027	<b>252,805,609</b>
As at 31 December 2016.....	70,430,934	28,486,468	60,021,248	45,604,237	18,159,002	<b>222,701,889</b>
As at 31 December 2015.....	33,252,004	29,104,103	49,511,585	12,278,901	12,617,635	<b>136,764,228</b>

### Foreign Exchange Risk

The QNB Group takes on exposure to fluctuations in prevailing foreign currency exchange rates on its financial position. The QNB Group has a set of operational limits on the level of currency exposure, which are monitored daily. The QNB Group has the following significant net exposures denominated in foreign currencies:

	QR	U.S.\$	Euro	Pounds Sterling	Other Currencies	Total
	(QR in thousands)					
<b>At 31 December 2017:</b>						
Assets.....	328,100,962	265,479,108	64,065,334	27,775,804	125,656,782	811,077,990
Liabilities and Equity.....	222,933,823	372,874,037	64,413,639	27,831,034	123,025,457	811,077,990
<b>Net Balance Sheet Position</b> .....	<b>105,167,139</b>	<b>(107,394,929)</b>	<b>(348,305)</b>	<b>(55,230)</b>	<b>2,631,325</b>	<b>—</b>
<b>At 31 December 2016:</b>						
Assets.....	289,212,331	212,895,292	49,760,497	42,700,460	125,125,935	719,694,515
Liabilities and Equity.....	205,833,812	299,286,373	48,885,017	42,695,636	122,993,677	719,694,515
<b>Net Balance Sheet Position</b> .....	<b>83,378,519</b>	<b>(86,391,081)</b>	<b>875,480</b>	<b>4,824</b>	<b>2,132,258</b>	<b>—</b>
<b>At 31 December 2015:</b>						
Assets.....	250,227,539	134,731,302	29,091,545	29,294,975	95,261,779	538,607,140
Liabilities and Equity.....	180,536,357	217,675,112	29,509,381	29,302,230	81,584,060	538,607,140
<b>Net Balance Sheet Position</b> .....	<b>69,691,182</b>	<b>(82,943,810)</b>	<b>(417,836)</b>	<b>(7,255)</b>	<b>13,677,719</b>	<b>—</b>

### Currency Risk—Effect of Change in Fair Value of Currency

The table below indicates the effect of a reasonably likely movement of the currency rate against the Qatari Riyal on the income statement, with all other variables held constant:

	Change in Currency Rate %	Effect on Income Statement As at 31 December		
		2017	2016	2015
(QR in thousands)				
Currency.....				
U.S.\$.....	+2	(2,147,899)	(1,727,822)	(1,658,876)
Euro.....	+3	(10,449)	26,264	(12,535)
Pounds Sterling.....	+2	(1,105)	96	(145)
Other Currencies.....	+3	78,940	63,968	410,332
U.S.\$.....	-2	2,147,899	1,727,822	1,658,876
Euro.....	-3	10,449	(26,264)	12,535
Pounds Sterling.....	-2	1,105	(96)	145
Other Currencies.....	-3	(78,940)	(63,968)	(410,332)

## Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. The effect on equity due to a reasonably possible change in equity indices, with all other variables held constant, is as follows:

	Change in Equity Price	Effect on Other Comprehen sive Income 2017	Change in Equity Price	Effect on Other Comprehen sive Income 2016	Change in Equity Price	Effect on Other Comprehen sive Income 2015
	(%)	(QR) (in thousands)	(%)	(QR) (in thousands)	(%)	(QR) (in thousands)
Market Indices						
Qatar Stock Exchange.....	±5	17,577	±5	20,846	±5	71,542

## Risk Mitigation

As part of its management of market risk, the QNB Group uses derivatives and other instruments to manage exposures to changes in interest rates, foreign currencies and equity investments.

The table below shows the positive and negative fair values of derivative financial instruments, together with the notional amounts analysed by the term to maturity as at 31 December 2017, 2016 and 2015. The notional amounts, which provide an indication of the volumes of the transactions outstanding as at the year-end, do not necessarily reflect the amounts of future cash flows involved. These notional amounts, therefore, are neither indicative of the QNB Group's exposure to credit risk, which is generally limited to the positive fair value of the derivatives, or market risk.

	Positive Fair Value	Negative Fair Value	Notional Amount	Notional/Expected amount by term to maturity			
				Within 3 Months	3-12 Months	1-5 Years	More than 5 Years
(QR in thousands)							
<b>As at 31 December 2017:</b>							
<b>Derivatives Held for Trading:</b>							
Forward Foreign Exchange							
Contracts.....	122,134	160,268	66,312,385	44,943,711	19,897,849	1,470,825	—
Caps and Floors .....	12,164	12,164	1,066,708	371,518	—	695,190	—
Interest Rate Swaps .....	212,407	146,876	47,005,498	40,718	4,217,852	13,340,217	29,406,711
Futures .....	23	98	200,608	46,351	154,257	—	—
Credit Default Swaps .....	78	—	600,795	—	291,296	309,499	—
Cross Currency Swaps .....	2,160,207	1,722,990	95,071,824	44,449,010	30,367,165	19,731,769	523,880
Options .....	59,766	21,540	7,311,704	5,559,164	1,752,540	—	—
<b>Derivatives Held as Cash Flow Hedges:</b>							
Interest Rate Swaps .....	446,841	994,564	64,998,604	7,633,902	11,670,104	28,581,341	17,113,257
Cross Currency Swaps .....	839,466	67,299	13,215,632	638,120	2,561,379	10,016,133	—
<b>Derivatives Held as Fair Value Hedges:</b>							
Interest Rate Swaps .....	13,840	189,051	6,026,290	—	—	3,374,428	2,651,862
Cross Currency Swaps .....	1,894,310	28,156	13,198,026	1,819,575	2,387,081	8,905,885	85,485
<b>Total .....</b>	<b>5,761,236</b>	<b>3,343,006</b>	<b>315,008,074</b>	<b>105,502,069</b>	<b>73,299,523</b>	<b>86,425,287</b>	<b>49,781,195</b>
<b>As at 31 December 2016:</b>							
<b>Derivatives Held for Trading:</b>							
Forward Foreign Exchange							
Contracts.....	222,158	320,741	73,549,192	45,396,454	27,536,259	616,479	—
Caps and Floors .....	2,182	2,182	615,064	—	—	615,064	—
Interest Rate Swaps .....	140,405	203,188	39,286,691	1,570,334	4,595,926	9,223,544	23,896,887
Futures .....	400	(344)	76,804	3,474	1,972	71,358	—
Credit Default Swaps .....	1,368	—	910,763	—	291,444	601,104	18,215
Cross Currency Swaps .....	2,549,536	2,222,260	80,510,465	50,685,254	16,734,831	12,998,709	91,671

	Positive Fair Value	Negative Fair Value	Notional Amount	Notional/Expected amount by term to maturity			
				Within 3 Months (QR in thousands)	3-12 Months	1-5 Years	More than 5 Years
Options .....	59,681	52,137	9,891,879	8,141,589	1,738,685	11,605	—
<b>Derivatives Held as Cash Flow Hedges:</b>							
Interest Rate Swaps .....	344,220	1,202,256	62,947,869	584,099	13,789,837	34,847,915	13,726,018
Cross Currency Swaps .....	1,092,612	—	6,803,097	1,292,534	993,343	4,517,220	—
<b>Derivatives Held as Fair Value Hedges:</b>							
Interest Rate Swaps .....	19,092	196,562	5,959,464	—	—	2,955,008	3,004,456
Cross Currency Swaps .....	2,420,513	—	10,360,512	538,835	2,286,054	7,447,540	88,083
<b>Total .....</b>	<b>6,852,167</b>	<b>4,198,982</b>	<b>290,911,800</b>	<b>108,212,573</b>	<b>67,968,351</b>	<b>73,905,546</b>	<b>40,825,330</b>
<b>As at 31 December 2015:</b>							
<b>Derivatives Held for Trading:</b>							
Forward Foreign Exchange							
Contracts.....	72,107	58,572	39,513,185	25,539,306	13,973,879	—	—
Caps and Floors .....	18,803	18,803	634,992	—	—	634,992	—
Interest Rate Swaps .....	27,321	—	14,290,767	—	553,818	3,426,180	10,310,769
<b>Derivatives Held as Cash Flow Hedges:</b>							
Interest Rate Swaps .....	102,795	599,330	36,545,129	400,455	4,563,262	18,522,663	13,058,749
<b>Derivatives Held as Fair Value Hedges:</b>							
Interest Rate Swaps .....	74	32	14,375	14,375	—	—	—
<b>Total .....</b>	<b>221,100</b>	<b>676,737</b>	<b>90,998,448</b>	<b>25,954,136</b>	<b>19,090,959</b>	<b>22,583,835</b>	<b>23,369,518</b>

## Capital Management

The QNB Group maintains an actively managed capital base to cover risks inherent in the business. The adequacy of the QNB Group's capital is monitored using, among other measures, the rules and ratios established by the Basel Committee on Banking Supervision and adopted by the QCB in supervising the QNB Group.

The primary objectives of the QNB Group's capital management are to ensure that the QNB Group complies with externally imposed capital requirements and that the QNB Group maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholders' value.

The table below shows the capital adequacy of the QNB Group by tiers and for each of the years 2017, 2016 and 2015 as per the QCB's Basel III requirements:

	As at 31 December		
	2017	2016	2015
		(QR in thousands)	
Common Equity Tier 1 Capital (CET1).....	63,105,668	55,651,754	54,296,516
Eligible Additional Tier 1 (AT1) Capital Instrument	10,000,000	10,000,000	—
Additional Tier 1 Capital .....	87,561	69,093	57,145
Additional Tier 2 Capital .....	68,996	68,637	34,852
<b>Total Eligible Capital.....</b>	<b>73,262,225</b>	<b>65,789,484</b>	<b>54,388,513</b>
Less: Proposed Cash Dividends.....	(5,541,857)	(2,938,864)	(2,449,053)
<b>Eligible Capital (net of proposed cash dividends) ....</b>	<b>67,720,368</b>	<b>62,850,620</b>	<b>51,939,460</b>
<b>Total Risk-Weighted Assets .....</b>	<b>410,687,410</b>	<b>393,899,971</b>	<b>318,371,905</b>
CET1 ratio .....	14.0%	13.4%	16.3%
Tier 1 Capital ratio.....	16.5%	15.9%	16.3%
Total Capital ratio .....	16.5%	16.0%	16.3%

The table below shows the QNB Group's capital adequacy ratio for the last four financial quarters.

	As at 30 June 2018	As at 31 March 2018	As at 31 December 2017	As at 30 September 2017
Eligible Capital (net of proposed cash dividends) (U.S.\$ in millions) <sup>(1)</sup> ....	18,016.7	18,585.7	18,604.5	16,757.7
Total Risk-Weighted Assets (U.S.\$ in millions) <sup>(2)</sup> .....	114,298.6	115,896.9	112,826.2	108,591.3
Capital Adequacy Ratio(%) <sup>(3)</sup> .....	15.8%	16.0%	16.5%	15.4%

Notes:

- (1) Total Eligible Capital means Tier 1 capital (composed of Common Equity Tier 1 (“CET1”) and Additional Tier 1 (“AT1”)) and Tier 2 capital after required adjustments (as per the QCB’s Basel III requirements). As per the QCB’s Basel III requirements, Tier 1 capital (CET1 and AT1) includes eligible Tier 1 instruments, retained earnings, disclosed reserves and eligible portion of non-controlling interests. Tier 2 capital includes eligible Tier 2 instruments, amounts allocated towards allowances for loan loss and eligible portion of non-controlling interests.
- (2) Total Risk-Weighted Assets means total on and off-balance sheet items being multiplied by the associated risk factors relating to credit risk and amounts allocated for market risk and operational risk.
- (3) Capital Adequacy Ratio means total eligible capital divided by total risk-weighted assets.

The required capital adequacy ratio (i.e., minimum threshold including capital conservation buffer, the DSIB buffer, the ICAAP buffer) is 15.38 per cent. under the QCB’s Basel III requirements. QNB exceeds these thresholds with a capital adequacy ratio of 15.8 per cent. as at 30 June 2018.

QNB has already implemented internal procedures to comply with the QCB’s Basel III requirements. QNB’s current capital adequacy ratios are above the minimum requirements outlined under the QCB’s Basel III requirements. The table below highlights QNB’s current capital adequacy ratio against the requirements as set out by the QCB:

	QNB Ratios	The QCB’s Basel III Required Ratios <sup>(1)(2)(3)</sup>		
	30 June 2018	2018 <sup>(4)</sup>	2019	2020
		(per cent.)		
CET1 Capital/ Risk-Weighted Assets.....	12.6	10.4	11.0	11.0
Tier 1 Capital/ Risk-Weighted Assets.....	15.0	12.4	13.0	13.0
Total Capital/ Risk-Weighted Assets.....	15.8	15.4	16.0	16.0
Leverage Ratio (Tier 1 Capital/Exposure Measure).....	7.2	3.0	3.0	3.0

Notes:

- (1) Minimum thresholds implemented by the QCB, including a “capital conservation buffer” of 2.5 per cent. (to be met by CET1 capital).
- (2) Under the QCB’s Basel III requirements, the QCB has the discretion to implement an additional “countercyclical buffer” during periods of excessive credit growth that would increase capital adequacy ratio requirements by up to 2.5 per cent. The QCB retained the countercyclical buffer at 0.0 per cent. for the year ending 31 December 2018.
- (3) The Total Capital / Risk-Weighted Assets ratio is inclusive of the ICAAP capital charge of 1.0 per cent., which constitutes the minimum buffer and became effective from December 2016. This minimum charge calibration is subject to periodic review by the QCB, and the QCB may, upon its discretion, impose a revised minimum ICAAP charge.
- (4) QNB, having been identified as a DSIB by the QCB, is subject to an additional “DSIB buffer” of 2.5 per cent. (to be met by CET1 capital). The DSIB buffer has been and will continue to be phased in from 2016 to 2019 at 0.625 per cent. per year. The QCB may, at its discretion, increase this DSIB buffer to up to 3.5 per cent.

The table below shows cash and other balances of the QNB Group held by the QCB and the central banks of certain other countries.

	<b>As at 31 December</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
		<b>(QR in thousands)</b>	
Cash .....	7,209,129	5,306,517	5,148,419
Cash Reserve with Qatar Central Bank.....	17,289,898	14,069,874	12,253,084
Other Balances with Qatar Central Bank .....	1,175,939	1,184,879	288,743
Balances with other Central Banks .....	27,093,650	22,622,306	13,875,525
<b>Total</b> .....	<b>52,768,616</b>	<b>43,183,576</b>	<b>31,565,771</b>

The QNB Group's cash reserve held with the QCB is a mandatory reserve and cannot be used to fund the QNB Group's day-to-day operations.

The table below shows the amounts due to the QNB Group from other banks and financial institutions.

	<b>As at 31 December</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
		<b>(QR in thousands)</b>	
Current Accounts .....	6,755,995	8,031,530	989,708
Placements .....	35,823,561	36,515,148	13,187,021
Loans .....	1,051,387	1,174,537	2,924,035
<b>Total</b> .....	<b>43,630,943</b>	<b>45,721,215</b>	<b>17,100,764</b>

## Operational Risk

Operational risk is the risk of direct or indirect loss due to an event or action causing failure of technology, process, infrastructure, personnel and other risks having an operational risk impact. The QNB Group seeks to minimise actual or potential losses from operational risk failure through implementing a framework of policies and procedures to identify, assess, control, manage and report those risks. Controls include, but are not limited to, segregation of duties, system controls, authorisation and reconciliation procedures, staff education and assessment processes.

From an operational perspective, the QNB Group continues to fulfil, on an ongoing basis, its commitments in relation to the first pillar of Basel III and, as part of the compliance requirements under the second pillar, it has put in place an internal capital adequacy assessment process (ICAAP).

The QNB Group has a "three lines of defence" model to manage and mitigate operational risk and ensure proper segregation of functions and that roles and responsibilities are clearly defined through a top down approach. The QNB Group uses tools defined by the Basel guidelines such as Risk Control Self Assessment and Key Risk Indicators. A system is used to log all incidents and track the ongoing risk mitigating actions, with escalation procedures in place. Operational risk is managed in the following ways:

- Group Operational Risk communicates with executive management through the monthly reporting of key items.
- The QNB Group has a Group Operational Risk Management Committee (which is mandated by the GMRC and chaired by the Group Chief Risk Officer) that oversees the international network.
- Group Operational Risk is part of the approval process for any new product launched within the QNB Group and is part of the policies and procedures approval process.

## Group Information Security

Ensuring data security is critical to the success of, and is a key area of focus for, the Bank. Cyber threats are increasing in frequency and sophistication. QNB is constantly reviewing and enhancing its cyber and overall information security controls. There are three key pillars to QNB's approach to digital security: technology, people and processes. In 2011, QNB became the first bank in Qatar to receive the 'ISO 27001:2005' standard relating to documenting information security management systems. QNB continues to retain its ISO 22301

certification from the British Standards Institution (or BSI Group) relating to business continuity management, which covers retail, corporate, investment, treasury, and wealth management divisions. In 2017, the QNB Group appointed a Chief Information Security Officer responsible for the development and execution of the Information Security Strategy of the QNB Group. The QNB Group also launched a Service Operations Centre, which constantly monitors all of QNB's systems for cyber-attacks. Employee training has also been enhanced with the delivery of an information security training curriculum and the introduction of a cyber-attack simulation programme to train employees to detect and respond to phishing attacks.

## **Other Risks**

Other risks to which the QNB Group is exposed are regulatory risk, legal risk and reputational risk. Regulatory risk is controlled through a framework of compliance policies and procedures. With recent developments in the context of Basel III, the QNB Group has been proactive in participating in workshops held by the QCB and other financial organisations such as the Institute of International Finance (“IIF”). The QNB Group is also becoming more active in developing and strengthening its relationships with all host regulators where the QNB Group operates, especially the FCA, the Central Bank of Oman and the Singapore Monetary Authority. Legal risk is managed through the effective use of internal and external legal advisers.

Reputational risk is identified, assessed and managed by the Group Operational Risk Department. The Bank considers the potential negative publicity regarding the Bank's solvency or business practices as a material risk. The Board of Directors has the ultimate responsibility of retaining the confidence and trust of the stakeholders in the business, customers, regulatory and supervisory authorities, institutional lenders, employees as well as the shareholders. The Bank communicates with shareholders through annual reports, the QNB website, Annual General Assemblies, press conferences and announcements. Communications that involve public announcements shall be open, honest, transparent, timely and consistent.

The QNB Group has a detailed crisis management plan to handle emergency situations that relate to reputational risk.

## **Risk of Managing Customer Investments**

The QNB Group provides custody and corporate administration to third-parties in relation to mutual funds marketed or managed by the QNB Group. These services give rise to legal and operational risk. Such risks are mitigated through detailed daily procedures and the monitoring and controlling of activities by line and department management to assure compliance with the established policies and procedures.

## **Risk Management Programmes**

### ***Group Risk Division***

QNB has established the Group Risk Division (“GRD”) to monitor and report on the QNB Group's risk management. GRD advises the Board of Directors (through the Group Board Risk Committee and the Group Chief Executive Officer) of the major risks which QNB faces and other related issues at least on a monthly basis. GRD discusses with the Board of Directors certain regular topics, including those items that the Risk Committee rates as most critical, and a list of all material risks or loss events (if any). In addition, GRD provides the Board of Directors with updates regarding key credit risk indicators, business continuity challenges, intellectual property security issues, capital adequacy and legal cases raised by QNB. GRD reports directly to the Group Chief Executive Officer.

### ***Group Internal Audit Division***

QNB's Group Internal Audit Division (“GIAD”) is functionally independent from the management of the Bank and reports directly to GBACC. GIAD is headed by the GCAE and comprises departments such as Domestic Audit, International Audit and IT Audit and Follow-Up teams as described below.

The Domestic Audit Department covers Head Office operations and all areas of QNB's business in Qatar. It is staffed by auditors specialised in all relevant areas of the business, such as Retail, Corporate Banking and Credit, Private Banking, Treasury, Investments, Governance and Financial Control, Risk Management, Funds Management and Custody. All centralised services located in Qatar and those supporting the QNB Group's business across all jurisdictions are also audited as part of the domestic audit activity by functional specialists

in the respective areas. Wholly-owned subsidiaries of the QNB Group, such as QNB Capital and QNB FS, are also covered by the Domestic Audit Department.

The International Audit Department covers overseas branches, subsidiaries and associates of the QNB Group in jurisdictions outside Qatar in conformity with regulatory and corporate governance requirements and management agreements, as applicable.

The IT Audit and Follow-Up Department covers issues relating to IT systems and applications, IT development and change management, IT infrastructure, governance and information security. In addition, the IT Audit and Follow-Up Department addresses any outstanding issues as well as other special assignments and reviews.

GIAD's audit implementation is in conformity with regulatory requirements in local and host operational jurisdictions, professional standards and guidelines issued by the relevant professional bodies such as the IIA-USA, IIA-UK & Ireland and ISACA-USA. In conformity with governance standards, Terms of Reference of the GBACC, formalised Internal Audit Charter and downstream formal Policy and Procedures are in place.

As required by the Internal Audit Charter, GIAD also participates in major projects in QNB supporting governance, technology, systems development and implementation providing added value to the QNB Group.

GIAD continuously monitors the changes in the control infrastructure resulting from the organic and acquisitive growth of the QNB Group. GIAD also participates actively in ensuring integration of the Internal Audit and Governance related activities across the QNB Group.

In the reports issued covering each Audit, GIAD classifies each issue as either a high, medium or low risk priority in order to facilitate prioritisation of appropriate action by management. Action plans with target dates for implementation by management are also included in each report. Implementation of action plans and closure of issues is monitored by GIAD regularly. Periodic discussions are held with the executive management and line management on the status follow-up report with a focus on resolution of audit issues. An Open Issues Dashboard is reported to the executive management on a monthly and quarterly basis and also presented to the Group Management Risk Committee, GBACC and Group Board of Directors.

### ***Group Compliance Division***

The Group Compliance Division's primary function is to assist the Board of Directors and the Executive Management team to identify, evaluate, monitor and mitigate the compliance risks faced by the QNB Group. It is an independent function within the QNB Group and was established under a formal charter and policies approved by the GBACC.

The Group Compliance Division identifies, assesses and reports on compliance risks associated with the Bank's business activities, including the risk of legal sanctions, legislative and financial losses, or damage to the reputation of the QNB Group as a result of failure to abide by laws and regulations, the charter of professional conduct and/or standards of good practice.

QNB's Group Compliance Team supports and provides advice on the QNB Group's governance structure and reports directly to the GBACC. One of the goals of QNB's Group Compliance Team is to ensure that all aspects of QNB's domestic and international operations are fully compliant with the applicable local and international jurisdictional statutory requirements and standards. These statutory requirements include the Organisation for Economic Cooperation and Development's ("OECD") corporate governance principles, the Basel Committee's compliance requirements and Financial Action Task Force recommendations on anti-money laundering ("AML") and counter-terrorism financing ("CTF").

In line with the expansion of QNB's international operations, and in order to optimise its international footprint, QNB has continued to introduce new approaches and policies to better monitor and assess compliance.

### **Corporate Governance**

The QNB Group considers that good corporate governance is a key factor in enhancing the image of the QNB Group, both locally and internationally, through a commitment to corporate culture that motivates directors,

managers and employees to maximise operational efficiency and comply with principles of conduct, to ensure returns on investment and sustainable growth.

To ensure the proper application of the principles of good corporate governance, as stipulated in the guidelines issued by the QCB and the Corporate Governance Code issued by the QFMA, the Board of Directors has approved the application of a comprehensive set of corporate governance policies and procedures within the QNB Group. Such governance policies and procedures also comply with all necessary legal and regulatory requirements and reflect the QNB Group's commitment to adhere to international standards developed by the OECD, recommendations of the Basel Commission, the International Network for Corporate Governance, and other international institutions.

### **Anti-Money Laundering**

QNB's Group Compliance Team is responsible for overseeing the countering of money laundering and terrorist financing risks in the QNB Group. The Group Chief Compliance Officer directly reports to the Group Board Audit and Compliance Committee for AML and CTF matters.

QNB's compliance division continuously evaluates the Group's processes, operations and structures, and assesses environments in which it operates to improve controls and monitor compliance risks, in line with QCB directives, Financial Action Task Force recommendations and local AML and CTF laws and regulations.

On an annual basis, the AML and CTF Report is submitted to the Board by QNB's Group Compliance Team for appropriate review and consideration. The Report assesses the adequacy and effectiveness of QNB Group's policies, procedures, systems and controls in preventing money laundering and terrorist financing risks, which is in line with the risk based approach concept. This approach helps facilitate appropriate transaction oversight in accordance with the designated risk category.

AML and CTF activities are also subject to regular reviews and quality assurance assessment by the external auditors and the Group Internal Audit Division, together with other independent firms from time to time.

### **Sanctions**

QNB's Group Compliance Team has a dedicated sanctions team to oversee sanctions compliance activities across the QNB Group. The sanctions team takes into consideration all applicable sanctions programs including sanctions measures in each country or region in which QNB operates, such as the United States, the EU and UN sanctions programs.

QNB's Group Compliance Team has designed and put in place appropriate policies, procedures, systems and controls and maintains electronic systems and databases to monitor various international referral lists and ensure that none of QNB's existing or new customers are included in such lists. Moreover, QNB has adopted a centralised due diligence system to monitor and review all transactions potentially involving sanctioned or high-risk countries for proper screening and due diligence on a real time basis before a transaction is processed.

### **QNB Fraud Control**

A comprehensive Fraud Control Unit was established within QNB's Group Compliance Team. The Fraud Control Unit designed and manages a compliance and ethics mechanism that is used to prevent and detect criminal, civil and administrative violations within the QNB Group.

The Fraud Control Unit also communicates, through presentations and Dashboards, with executive management and the Board of Directors.

### **Monitoring Compliance with respect to QNB's Overseas Operations**

QNB's Group Compliance Team provides support with respect to QNB's overseas operations by identifying the key regulatory requirements of the jurisdictions within which it operates and developing relationships with the relevant regulators. This is aimed at standardising the compliance and internal control framework between QNB's overseas branches.

In this regard, QNB has sought to establish an effective reporting structure which clearly defines the roles and responsibilities of each of its overseas operations with regard to compliance matters. QNB's Group Compliance Team provides quarterly compliance reporting, studies and analysis that categorise risk levels for a wide range of banking sector components in respect of the countries in which the QNB Group is operating.

### **Transparency**

The QNB Group is committed to implementing high transparency and accountability standards through diligent monitoring of compliance-related issues and maintenance of an effective whistle-blowing, conflicts of interests and reporting policy.

### **Stress Testing**

Following the principles set out in the Basel III Accord by the Basel Committee on Banking Supervision, QNB has in place an advanced framework for stress testing, which is wholly integrated with QNB's decision-making process based on the Basel III principles. The key components of the QNB stress testing framework emphasise the use of stress testing and integration within QNB's risk governance, the methodologies being applied at each level of testing, the scenarios being used at each level of testing and stress testing of specific risks and products of QNB.

In accordance with IFRS 9 guidelines for determining applicable credit impairment losses, the methodology incorporates forward-looking indicators in both the assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and the measurement of expected credit loss (ECL). The Bank formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Bank operates, supranational organisations such as the OECD and the International Monetary Fund (the "IMF"), and selected private-sector and academic forecasters.

QNB's stress tests take into account a range of scenarios across QNB's business and its written policies and procedures for the stress tests are sufficiently granular for the purposes of Basel III. The stress testing framework at QNB covers all of the risks under Pillars I and II of Basel III, with special emphasis on risk materiality. Reverse stress testing is already being utilised within QNB to identify and to update QNB's risk profile and risk strategy. On a monthly basis, the mitigation framework is reviewed by the risk team and considered for further improvement. The Bank has also developed a recovery plan in line with industry best practice and regulatory requirements.

### **Related Party Transactions**

QNB adheres to, and is fully compliant with, strict guidelines set by the QCB with respect to related party transactions. Under the QCB guidelines, any loan or advance made by QNB to a member of the Board of Directors (or to certain related persons/entities, his direct family members and any organisation where he is a partner or is able to exert management control or has given a guarantee ("**Connected Persons**")) must not exceed 7.0 per cent. of QNB's capital and reserves. The aggregate total for loans and advances made to the Board of Directors as a whole and their Connected Persons must not exceed 35.0 per cent. of QNB's capital and reserves. QNB has strict internal guidelines when dealing with related parties. Collateral is always required for any loan or advance to a related party and, moreover, the borrowing member of the Board of Directors cannot be part of any decision process as to whether or not to extend credit. QNB strictly prohibits any preferential treatment to members of the Board of Directors or their Connected Persons.

QNB's level of dealings with related parties is significantly lower than QCB's required thresholds. The table below shows QNB's aggregate related party dealings as at and for the years ended 31 December 2017, 2016 and 2015 quantified:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
	(QR in thousands)		
<b>Statement of Financial Position Items:</b>			
Loans and Advances .....	3,395,869	1,945,372	1,797,141
Deposits .....	605,087	286,328	535,298
Contingent Liabilities and Other Commitments <sup>(1)</sup> .....	79,177	65,246	41,209
<b>Income Statement Items:</b>			
Interest and Commission Income.....	101,057	57,589	49,287
Interest and Commission Expense .....	2,115	3,973	4,545

Note:

- (1) The QNB Group has transactions in the ordinary course of business with directors, officers of the QNB Group and entities over which they have significant influence and control. The key management personnel are those persons having authority and responsibility in making financial and operating decisions.

## MANAGEMENT

QNB's principal decision-making forum is the Board of Directors, which has overall responsibility for the management and strategy of QNB and is accountable for creating and delivering sustainable shareholder value through its guidance of QNB's business. It has unrestricted management powers, except to the extent provided by law, the Articles of Association or a resolution of the shareholders in General Assembly. The Board of Directors has delegated responsibility for the day-to-day management of QNB to the Group Chief Executive Officer and the Executive Management Team. QNB is committed to implementing high standards of corporate governance in order to enhance transparency and public confidence. In this regard, QNB has a number of Board and Management Committees to oversee this function.

### **Board of Directors**

The Board of Directors is responsible for the overall strategic direction, supervision and control of QNB through the review and approval of major strategic initiatives, policies and objectives. The Board of Directors sets the standard for a sound corporate governance framework for the entire QNB Group. The Board of Directors has delegated responsibility for overall executive management to QNB's experienced Executive Management team under the leadership of the Group Chief Executive Officer.

The Board of Directors reviews and approves all of QNB's credit and investment policies through agreed-upon limits and risk parameters. The Board of Directors meets regularly, at least six times a year, and reviews and approves QNB's annual budget, business plans and all capital expenditure. It is also the Board's responsibility to ensure the implementation of a framework of control covering Internal Audit, Compliance, Risk Management (credit risk, liquidity risk, market risk and operational risk) and Financial Control. See "*Risk Management and Compliance*".

Assisting the Board of Directors in carrying out its duties and responsibilities are four sub-committees that report directly to it. These are the Group Board Executive Committee, the Group Board Risk Committee, the GBACC and the Group Board Nomination, Remuneration, Governance and Policies Committee.

As set out in the Articles of Association, the Board of Directors has 10 members. The composition of QNB's Board of Directors reflects the ownership structure of QNB, with five members of the Board of Directors, including the Chairman, being representatives of the QIA, with the remaining five members from the private sector being elected by shareholders at the General Assembly meeting. Members of the Board of Directors are appointed or elected for a period of three years. The majority of the Directors are required to attend for there to be a quorate Board of Directors meeting. A Director may appoint another Director to represent and vote for him in his absence. Decisions of the Board of Directors are made by majority votes of those present (in person or by proxy) at the meeting. In the event of a split decision, the Chairman holds the casting vote.

Members of the Board of Directors (with the exception of those appointed by the QIA) are required to own at least 40,000 shares, which are used as a collateral guarantee against the relevant Board of Directors' members' liability to QNB, the other shareholders, debtors and third-parties.

### **General Assembly**

The General Assembly represents all of the shareholders of QNB and all of its meetings are to be held in Doha, Qatar. Every shareholder has the right to attend the General Assembly, either in person or by way of proxy, and has a number of votes equivalent to the number of shares held. The Board of Directors is required to be represented in the General Assembly by not less than the quorum required for meetings of the Board of Directors, which must include the Chairman or the Vice-Chairman.

An Ordinary General Assembly must be convened at least once a year, within the first four months following the end of QNB's financial year. The Board of Directors can call a meeting of the General Assembly or one can be called at the request of the auditor of QNB or the request of a number of shareholders representing not less than 10.0 per cent. of the share capital of QNB. A meeting of the Ordinary General Assembly is not valid unless it is attended by a number of shareholders representing at least 50.0 per cent. of QNB's share capital. If a quorum is not achieved, another meeting may be called and is valid, irrespective of the number of attendees. Resolutions of the Ordinary General Assembly are passed by majority of votes cast.

An Extraordinary General Assembly may be called by the Board of Directors or by a written request addressed to the Board of Directors from a number of shareholders holding not less than 25.0 per cent. of QNB's share capital. A meeting of the Extraordinary General Assembly is not valid unless it is attended by a number of shareholders representing at least 75.0 per cent. of QNB's share capital. If a quorum is not achieved, another meeting may be called and is valid if shareholders representing at least 50.0 per cent. of QNB's share capital attend. If a quorum is not secured at this second meeting, a third meeting may be called, which will be valid regardless of the number of attendees. Resolutions of the Extraordinary General Assembly are passed by a two-thirds majority of the shares represented at the meeting.

### Members of the Board of Directors

As at the date of this Prospectus, the Board of Directors comprises the 10 members listed below:

Name	Position(s)	Date of Appointment <sup>(1)</sup>
H.E. Ali Shareef Al-Emadi .....	Chairman	2013
H.E. Sheikh Abdallah Bin Mohammed Bin Saud Al-Thani.....	Vice-Chairman	2015
H.E. Sheikh Hamad Bin Jaber Bin Jassim Al-Thani.....	Member	2004
H.E. Sheikh Abdulrahman Bin Saud Bin F J Al-Thani.....	Member	2016
Mr. Ali Hussain Ali Al-Sada .....	Member	1998
Mr. Bader Abdullah Darwish Fakhroo.....	Member	2001
Mr. Fahad Mohammed Fahad Buzwair .....	Member	2001
Mr. Mansoor Ebrahim Al-Mahmoud <sup>(2)</sup> .....	Member	2004
Mr. Ahmad Yousuf H A Kamal <sup>(2)</sup> .....	Member	2016
Mr. Khaled Hamad Al-Hajeri <sup>(2)</sup> .....	Member	2016

Notes:

- (1) The Board of Directors are appointed for a three-year period. The last annual general meeting held on 31 January 2016 approved the appointment/election of the Board of Directors for another term of three years commencing from 2016.
- (2) Denotes membership of the GBACC.

The business address of each of the directors is P.O. Box 1000, Doha, State of Qatar.

There are no potential conflicts of interest between the private interests or other duties of the Directors of QNB listed above and their duties to QNB, the Issuer or the Guarantor. However, the QNB Group does enter into transactions in the ordinary course of business with certain Directors. In the previous five years, no member of the Board of Directors of QNB has been convicted of any fraudulent offence, served as a director, partner, founder or senior manager of any organisation at the time of any bankruptcy, receivership, any official public incrimination or sanctions by statutory or regulatory authorities, including designated professional bodies, or has been disqualified by a court from acting as a director of an issuer or from acting in the management or conduct of affairs of any issuer.

### Biographies

#### *H.E. Ali Shareef Al-Emadi, Chairman*

H.E. Ali Shareef Al-Emadi has been the Chairman of the Board of Directors since 7 July 2013, and previously served as Group Chief Executive Officer for QNB from 2005 to 2013. His Excellency is also currently the Minister of Finance of Qatar, the Secretary General to the Supreme Council for Economic Affairs & Investment, President of the Executive Board of Qatar Airways and a member of the Supreme Committee for Delivery and Legacy. His Excellency is also a Governor at the IMF, the International Bank for Reconstruction and Development, the Islamic Development Bank, the OPEC Fund for International Development and the Arab Monetary Fund, Vice-Chairman of Ooredoo and a board member of Lycée Voltaire and the QIA and Chairman of its Investment Committee. His Excellency has a Bachelor's of Science degree in Finance from the University of Arizona in the United States.

#### *H.E. Sheikh Abdallah Bin Mohammed Bin Saud Al-Thani, Vice-Chairman*

H.E. Sheikh Abdallah Bin Mohammed Bin Saud Al-Thani is a Minister of State and has been a member of the Board of Directors since 2015. He was subsequently appointed as Vice-Chairman of the Board of Directors on 31 January 2016. Sheikh Abdullah is also currently the Chief Executive Officer of QIA, as well as being Chairman of Ooredoo, President Commissioner of Indosat (Indonesia) and Chairman of Wataniya

Telecom (Kuwait). Sheikh Abdullah previously held the positions of Chief of the Royal Court (Amiri Diwan) from 2000 to 2005 and Member of the Qatari Planning Council from 2001 to 2004. Sheikh Abdullah has a background in aviation and the military. He is certified as a pilot instructor by the British Royal Air Force, having graduated from the British Army Air Corps in the United Kingdom. He then completed his studies at the Senior Army War College, Carlisle Barracks in the United States of America.

*H.E. Sheikh Hamad Bin Jaber Bin Jassim Al-Thani, Member*

H.E. Sheikh Hamad Bin Jaber Bin Jassim Al-Thani is the Chairman of the Group Board Executive Committee and a member of the Group Board Nomination, Remuneration, Governance and Policies Committee. He has been a member of the Board of Directors since 2004. He is also currently a Chairman of the permanent Population Committee and a member of the boards of Qatar University, Hamad Medical Corporation and Qatar Water & Electricity Company. Sheikh Hamad has a Bachelor's degree in Business Administration from the Metropolitan State College in the United States.

*H.E. Sheikh Abdulrahman Bin Saud Bin F J Al-Thani, Member*

H.E. Sheikh Abdulrahman Bin Saud Bin F J Al-Thani has been a member of the Board of Directors since 2016. He also serves on the Group Nomination, Remuneration, Governance and Policies Committee. Sheikh Abdulrahman is a Minister of State, and has previously held the positions of Chief of the Royal Court (the “**Emiri Diwan**”) from 2005 to 2011, Personal Secretary to His Highness the Emir from 2003 to 2005, Deputy Minister of the Emiri Diwan from 2001 to 2003, Ambassador – Ministry of Foreign Affairs from 2000 to 2001 and Head of Political Administration of the Emiri Diwan from 1997 to 2000. He also serves as head of the Qatar Paralympic Committee, and is a member of the Council of the Ruling Family Affairs, the Consultative Council for the Georgetown University Branch in Qatar, Faculty of International Affairs, the Consultative Council for the Center for Contemporary Arab Studies – Georgetown University, Washington and the Board of Trustees for Qatar Museums Authority. Sheikh Abdulrahman holds a Master's degree in International Relations.

*Mr. Ali-Hussain Ali Al-Sada, Member*

Mr. Ali-Hussain Ali Al-Sada is a member of the Group Board Executive Committee and has been a member of the Board of Directors since 1998. He is also currently the Chairman of Qatar Syrian Company for Investment and Development, as well as being a member of the boards of Safwah Financial Services, Tharawat Investment House and Dalala Holding Company.

*Mr. Bader Abdullah Darwish Fakhroo, Member*

Mr. Bader Abdullah Darwish Fakhroo is a member of the Group Board Executive Committee and has been a member of the Board of Directors since 2001. He is also currently the Chairman of Darwish Holdings.

*Mr. Fahad Mohammed Fahad Buzwair, Member*

Mr. Fahad Mohammed Fahad Buzwair is the Chairman of the Group Board Nomination, Remuneration, Governance and Policies Committee. He has been a member of the Board of Directors since 2001. He is also currently the Chairman of Buzwair Group. Mr. Buzwair has a Bachelor's degree in Management Information Systems from George Washington University in the United States.

*Mr. Mansoor Ebrahim Al-Mahmoud, Member*

Mr. Mansoor Ebrahim Al-Mahmoud is the Chairman of the GBACC and has been a member of the Board of Directors since 2004. Mr. Al-Mahmoud is a member of the board of directors of Qatari Diar, Hassad Food Company, Enterprise Qatar and Doha Film Institute. Mr. Al-Mahmoud has a Bachelor's degree in Business Administration from George Washington University in the United States.

*Mr. Ahmad Yousuf H A Kamal, Member*

Mr. Ahmad Yousuf H A Kamal has been a member of the Board of Directors since 2016. Mr. Kamal also serves on the GBACC. Mr. Kamal is a board member of Qatar Industrial Manufacturing Company Q.S.C.

Mr. Kamal has broad business experience and is involved with various family business interests, particularly in the GCC region.

*Mr. Khaled Hamad Al-Hajeri, Member*

Mr. Khaled Hamad Al-Hajeri is currently the Director of the Financial Control Department at the Ministry of Finance, having previously held the positions of Head of Internal Audit and Assistant Director for the Budgetary Department. Mr. Al-Hajeri is also a board member of Qatar Satellite Company (Es'hailSat) and Qatar Media Services Company (Q.Media). He holds a Bachelor's degree in Marketing from the University of Colorado Denver in the United States. Mr. Al-Hajeri also serves on the GBACC.

## Senior Management

In addition to the executive management appointed to the Board of Directors, the day-to-day management of QNB's business is conducted by the following senior managers (the "**Senior Managers**") who are considered relevant to establishing that QNB has the appropriate expertise and experience for the management of its business.

Name	Position(s)
Mr. Ali Ahmed Al-Kuwari .....	Group Chief Executive Officer
Mr. Abdullah Al-Khalifa .....	Executive General Manager, Chief Business Officer
Mr. Ali Rashid Al-Mohannadi.....	Executive General Manager, Chief Operating Officer
Mr. Ramzi Mari.....	General Manager, Chief Financial Officer
Mr. Yousef Mahmoud Al-Neama .....	General Manager, Group Corporate and Institutional Banking
Mr. Adel Abdulaziz Khashabi .....	General Manager, Asset and Wealth Management
Ms. Heba Ali Ghaith Al-Tamimi .....	General Manager, Retail Banking
Ms. Noor Mohamed Al-Naimi.....	General Manager, Group Treasury
Ms. Fatma Abdulla Al-Suwaidi .....	General Manager, Group Chief Risk Officer
Mr. Khalid Ahmed Al Sada .....	Acting General Manager, International Banking
Mr. Abdulla Nasser Al-Khalifa.....	General Manager, Group Human Capital
Mr. Abdulla Abbas Kamal.....	General Manager, Group Administration and General Services
Mr. Yousef Darwish .....	General Manager, Group Communications
Mr. Adel Ali Al-Malki.....	General Manager, Group Information Technology
Mr. Nidal Al Naimi.....	General Manager, Group Operations
Mr. Christian Eichner .....	General Manager, Group Strategy
Mr. Khaled Gamaleldin .....	Group Chief Audit Executive
Mr. Saleh Nofal.....	Group Chief Compliance Officer

The business address of each of the Senior Managers is P.O. Box 1000, Doha, State of Qatar.

There are no potential conflicts of interest between the private interests or other duties of the Senior Managers listed above and their duties to QNB. However, the QNB Group does enter into transactions in the ordinary course of business with certain Senior Managers.

## Biographies

*Mr. Ali Ahmed Al-Kuwari, Group Chief Executive Officer*

Mr. Ali Ahmed Al-Kuwari joined QNB in 1988. He was appointed as Acting Group Chief Executive Officer in July 2013 and then Group Chief Executive Officer in December 2014. Prior to this, he was the Executive General Manager and Chief Business Officer of QNB. Mr. Al-Kuwari is responsible for all business lines of QNB and has played a key role in QNB becoming the largest financial institution in the MEA region. Mr. Al-Kuwari is the Chairman of MasterCard Middle East and North Africa Advisory Board, Chairman of QNB Capital LLC and Chairman of QNB Suisse in Switzerland. He is also Vice-Chairman of QNB ALAHLI in Egypt, Vice-Chairman of CBI in the UAE, Vice-Chairman of the Qatar Stock Exchange, and a member of the Board of Directors of each of Ooredoo, Qatar Navigation (Milaha) and Nakilat. Mr. Al-Kuwari has a Master's degree of Science in Management Information System from the Seattle Pacific University, and a Bachelor's degree in Math and Computer Science from Eastern Washington University. He also has attended a number of Executive programmes at Wharton School of Business, London Business School, Cambridge University and Duke University.

*Mr. Abdullah Al-Khalifa, Executive General Manager, Chief Business Officer*

Mr. Abdullah Al-Khalifa joined QNB in 1996 and currently serves as the Executive General Manager, Chief Business Officer and was previously General Manager, Corporate Banking. Mr. Al-Khalifa has almost 20 years of banking experience and is a member of the Board of Directors of the Housing Bank for Trade & Finance in Jordan, QNB ALAHLI in Egypt, Ecobank in Togo, QNB Finansbank in Turkey and QNB Capital in Qatar. Mr. Al-Khalifa holds a Bachelor's degree in Business Administration from Eastern Washington University in the United States.

*Mr. Ali Rashid Al-Mohannadi, Executive General Manager, Chief Operating Officer*

Mr. Ali Rashid Al-Mohannadi joined QNB in 1996 and currently serves as the Executive General Manager and Chief Operating Officer and was previously General Manager, Retail Banking and General Manager, Information Technology. Mr. Al-Mohannadi is a member of the board of directors of the Housing Bank for Trade & Finance in Jordan, QNB ALAHLI in Egypt, QNB Finansbank in Turkey and QNB Syria in Syria. Mr. Al-Mohannadi has almost 20 years of experience in the financial sector, and has a Bachelor's degree in Computer Science from Qatar University.

*Mr. Ramzi Mari, General Manager, Chief Financial Officer*

Mr. Ramzi Mari joined QNB in 1997 from the Bank of Jordan, and currently serves as the General Manager, Chief Financial Officer. Mr. Mari has almost 25 years of experience in the banking sector and passed the certified public accountant exam in the State of California in 1989. Mr. Mari holds a Master's degree in Accounting from California State University in the United States. Mr. Mari is a member of the Board of the Housing Bank for Trade & Finance in Jordan, QNB Finansbank in Turkey, QNB Capital in Qatar, Qatar International Holdings LLC in Luxembourg and QNB ALAHLI in Egypt.

*Mr. Yousef Mahmoud Al-Neama, General Manager, Corporate and Institutional Banking*

Mr. Yousef Mahmoud Al-Neama joined QNB in 2005 and currently serves as the General Manager, Corporate Banking. Prior to joining QNB, Mr. Al-Neama held a variety of roles in financial institutions and corporations within Qatar and has over 15 years of experience in financial institutions. Mr. Al-Neama holds a BS in Aviation Management from Florida Tech. in the United States and a Diploma in Business Administration from Glamorgan University in Wales.

*Mr. Adel Abdulaziz Khashabi, General Manager, Asset & Wealth Management*

Mr. Adel Abdulaziz Khashabi joined QNB in 2008 and currently serves as the General Manager, Asset & Wealth Management. Prior to joining QNB, Mr. Khashabi held a variety of roles in financial institutions and corporations within Qatar and has over 25 years of experience in financial institutions. Mr. Khashabi holds a Bachelor's degree in Business Administration from the University of Arizona. He is also the Chairman of QNB Financial Services SPC, board member of CBI in the UAE and board member of QNB Banque Privée (Suisse) SA.

*Ms. Heba Ali Ghaith Al-Tamimi, General Manager, Retail Banking*

Ms. Heba Ali Ghaith Al-Tamimi started her career at QNB in 1998, having previously worked at Qatar National Navigation & Transport Co. Ltd. She has extensive experience in all aspects of corporate and treasury business streams through various senior management roles representing over 15 years of experience in financial institutions. Ms. Al-Tamimi graduated with a Bachelors of Commerce degree from Qatar University in 1995. Ms. Al-Tamimi is a member of the board of directors of QNB Financial Services SPC, Growth Gate Capital (Abu Dhabi), QNB ALAHLI and Chairman of QNB Indonesia.

*Ms. Noor Mohamed Al-Naimi, General Manager, Group Treasury*

Ms. Noor Mohamed Al-Naimi has 14 years of banking experience, joining QNB in April 2000. She has held various positions in the Treasury Operations and Control Division with her last position being Assistant General Manager Treasury Operations Trading & Investment before she was appointed as Acting General Manager Group Treasury in 2014, followed by General Manager, Group Treasury in June 2015. Ms. Al-

Naimi has a Bachelor's degree in Business Administration from Qatar University. Ms. Al-Naimi is currently a member of the Board of QNB Finansbank.

*Ms. Fatma Abdulla Al-Suwaidi, General Manager, Group Chief Risk Officer*

Ms. Fatma Abdulla Al-Suwaidi joined QNB in 1999 and currently serves as the General Manager, Group Chief Risk Officer. She is currently a board member of QNB Tunisia and QNB Finansbank, as well as a member of both the Audit Committee of QNB Finansbank and the Risk Committee of QNB Capital LLC. Ms Al-Suwaidi holds a Bachelor's Degree in Accounting and a Master's degree in Business Administration from Qatar University, as well as a Master's degree in Science of Risk Management from the NYU Stern School of Business.

*Mr. Khalid Ahmed Al Sada, Acting General Manager, International Banking*

Mr. Khalid Al Sada has 21 years of banking experience. He started his career with the QNB Group in December 2004 as an Islamic Retail Branch Manager and, since then, has held positions such as Head of QNB First, Head of Islamic Business Development & Quality Assurance and Head of AGM International Business Development & Performance. Currently, Mr. Al Sada serves as Acting General Manager of the International Banking Department where he is responsible for the overall development of QNB's overseas businesses and management of the international network of branches. Mr. Al Sada is currently a member of the Board of QNB Syria.

*Mr. Abdulla Nasser Al-Khalifa, General Manager, Group Human Capital*

Mr. Abdulla Nasser Al-Khalifa joined QNB in 1992 and currently serves as the General Manager, Group Human Capital. Prior to joining QNB, Mr. Al-Khalifa held a variety of roles within QNB and has over 25 years of experience at QNB. Mr. Al-Khalifa holds a Bachelor's degree in Business Administration from the Eastern Washington University and is a board member of QNB Tunisia.

*Mr. Abdulla Abbas Kamal, General Manager, Group Administration and General Services*

Mr. Abdulla Abbas Kamal joined QNB in 1989 and currently serves as the General Manager, Group Administration and General Services. Prior to joining QNB, Mr. Kamal held a variety of roles in financial institutions and corporations within Qatar and has over 25 years of experience in financial institutions. Mr. Kamal holds a diploma in Banking and Credit Analysis from a number of reputed international institutions. Mr. Kamal is a board member of Al Jazeera Finance QSC.

*Mr. Yousef Darwish, General Manager, Group Communications*

Mr. Yousef Darwish joined QNB in 2010 and currently serves as the General Manager, Group Communications. Prior to joining QNB, Mr. Darwish held a variety of roles in financial institutions and corporations within Qatar and has over 10 years of experience in financial institutions. Mr. Darwish holds a Bachelor's degree in Marketing from Franklin University in the United States.

*Mr. Adel Ali Al-Malki, General Manager, Group Information Technology*

Mr. Adel Ali Al-Malki joined QNB in 2003 and currently serves as the General Manager, Group Information Technology. Prior to joining QNB, Mr. Al-Malki held a variety of information technology roles in organisations and Government within Qatar and has over 18 years of experience in information technology, information security and financial systems.

*Mr. Nidal Al Naimi, General Manager, Group Operations*

Mr. Nidal Al Naimi joined QNB in 2005 and currently serves as the General Manager, Group Operations. Prior to joining QNB, Mr Al Naimi was with HSBC Bank, Qatar. Mr Al Naimi has a Bachelor's degree in marketing and he has around 15 years of experience between Retail and Operation banking sectors.

*Mr. Christian Eichner, General Manager, Group Strategy*

Mr. Christian Eichner joined QNB in 2009 and currently serves as the General Manager, Group Strategy. Prior to joining QNB, he worked in the financial services practice of a leading global consulting firm in Dubai since 2006. Before moving to the region, Mr. Eichner worked for a specialised consulting firm where he advised financial services providers in Germany. Mr. Eichner holds a Master’s degree in Business Administration from the University of Cologne in Germany.

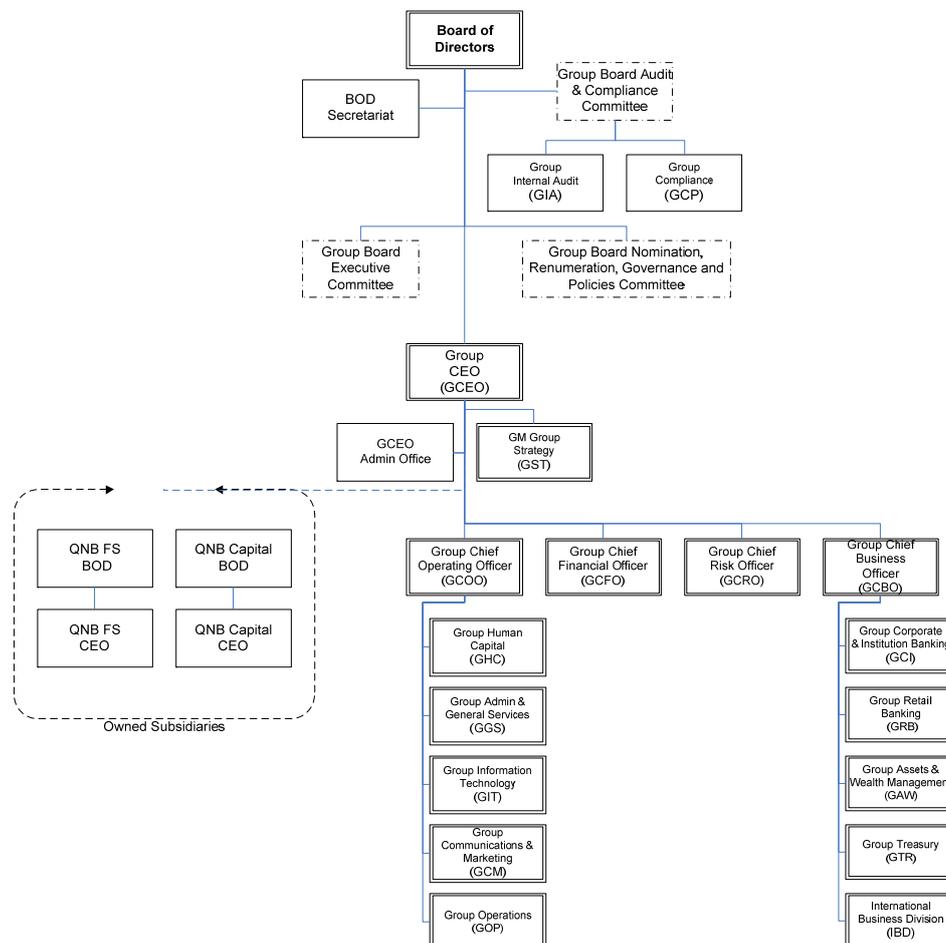
*Mr. Khaled Gamaleldin, Group Chief Audit Executive*

Mr. Khaled Gamaleldin joined QNB in March 2014 as the Group Chief Audit Executive with 28 years of banking experience in leading banks in the region. Prior to joining QNB, Mr. Gamaleldin worked as GM – Chief Internal auditor for Al Rajhi Bank in the Kingdom of Saudi Arabia and as GM – Chief Internal Auditor for Gulf Bank in Kuwait. In addition, Mr. Gamaleldin was previously working with QNB for 11 years in different roles in Internal Audit and as the Head of the Compliance Department. Mr. Gamaleldin is a Certified Public Accountant (CPA) from the State of Colorado, a Certified Fraud Examiner (CFE), Certified Anti-Money Laundering Specialist (CAMS) and has an MBA in International Finance and a Diploma in Risk Management.

*Mr. Saleh Nofal, Group Chief Compliance Officer*

Mr. Saleh Nofal joined QNB in June 2003 and currently serves as the Group Chief Compliance Officer. Prior to joining QNB, Mr. Nofal was with Arab Bank, Jordan National Bank, the Arab World Auditing Bureau and a Jordanian public accountancy firm. Mr. Nofal has more than 28 years of experience in the banking sector and is a Certified Internal Auditor, a Certified Fraud Examiner and a Certified Compliance Officer, holding a Bachelor’s degree in Commerce and a professional Diploma in Auditing and Accounting.

The table below sets out the reporting lines within the Executive Management Team.



## Compensation

For the year ended 31 December 2017, the aggregate total remuneration paid by QNB to the Senior Managers was QR43.7 million (U.S.\$12.0 million). In addition, QR11.7 million (U.S.\$3.2 million) was spent on Directors' fees.

The total amount set aside or accrued by QNB for fringe benefits (which include pension, retirement or other benefits) to the Directors, Senior Managers and certain other managers as at 31 December 2017 was QR1.1 million (U.S.\$302.2 thousand).

None of the Directors is under a service contract with QNB with respect to their role as a director, and QNB does not have contractual obligations to provide benefits to the Directors upon termination of their directorships.

## Directors' and Senior Managers' Interests

QNB's Articles of Association require each of the members of the Board of Directors to own a minimum of 40,000 shares in QNB (except for those members appointed by QIA) while prohibiting any single person or a private entity from owning more than 5.0 per cent. of the shares in QNB. In compliance with both requirements, each member of the Board of Directors holds at least 40,000 shares in QNB, not to exceed 1.0 per cent. of the total outstanding shares as at the date of this Prospectus.

## Other Directorships

In addition to their directorships of QNB and certain subsidiaries of QNB, the Directors hold or have held the following directorships, and are or were members of the following partnerships, within the past five years:

<u>Name</u>	<u>Directorships/Partnerships</u>
H.E. Ali Shareef Al-Emadi .....	Supreme Committee for Delivery and Legacy, Qatar Airways, Ooredoo, QIA, Lycée Voltaire, the IMF, International Bank for Reconstruction and Development, Islamic Development Bank, OPEC Fund for International Development, the Arab Monetary Fund and Supreme Council for Economic Affairs and Investment.
H.E. Sheikh Abdallah Bin Mohammed Bin Saud Al-Thani.....	QIA, Ooredoo, Indosat and Wataniya Telecom.
H.E. Sheikh Hamad Bin Jabor Bin Jassim Al-Thani.....	Qatar University, Hamad Medical Corporation, Qatar Water & Electricity Company and Former President Qatar Statistics Authority.
H.E. Sheikh Abdulrahman Bin Saud Bin F J Al-Thani.....	Head of the Qatar Paralympic Committee, the Consultative Council for the Georgetown University Branch in Qatar, Faculty of International Affairs, the Consultative Council for the Center for Contemporary Arab Studies – Georgetown University, Washington and the Board of Trustees for Qatar Museums Authority.
Mr. Ali Hussain Ali Al-Sada .....	Qatar Syrian Company for Investment and Development, Tharawat Investment House, Safwah Financial Services and Dalala Holding Company.
Mr. Bader Abdullah Darwish Fakhro.....	Darwish Holdings.
Mr. Fahad Mohammed Fahad Buzwair .....	Buzwair Group.
Mr. Mansoor Ebrahim Al-Mahmoud .....	Qatari Diar, Hassad Food Company, Enterprise Qatar and Doha Film Institute.
Mr. Ahmad Yousuf H A Kamal.....	Qatar Industrial Manufacturing Company Q.S.C.
Mr. Khaled Hamad Al-Hajeri .....	Qatar Satellite Company and Qatar Media Services Company.

## Corporate Governance

QNB is committed to maintaining standards of corporate governance in order to enhance transparency and public confidence in QNB and its practices.

QNB's governance structure benefits extensively from the expert advice and support of QNB's Group Compliance Team, which reports directly to the GBACC. QNB's Group Compliance Team continually monitors and assesses all policies and procedures related to the QNB Group's operations exerting additional efforts to ensure compliance with local and international jurisdictional statutory requirements and QCB regulations, laws and standards. See "*Risk Management and Compliance—Risk Management Programmes—Group Compliance*".

QNB's Group Compliance Team also ensures that employees are aware of QNB's anti-money laundering and whistle-blowing policies.

In compliance with the QCB's guidelines, QNB has established a Group Board Executive Committee, a GBACC and a Group Board Nomination, Remuneration, Governance and Policies Committee with formally delegated duties and responsibilities and written terms of reference. The terms of reference of the Board of Directors include, but are not limited to:

- providing entrepreneurial leadership to the QNB Group within a framework of prudent and effective controls which enable risks to be assessed and managed;
- ensuring the establishment of a sound and robust risk management framework;
- approving the annual Corporate Governance Report in accordance with regulatory requirements;
- ensuring the independence, competence and balance of related entities' Boards of Directors either directly through the Group Board of Directors or through representatives thereto; and
- ensuring compliance with the Articles of Association and to recommend to the General Assembly any changes to be made therein.

QNB has adopted the latest corporate governance instructions for banks issued by the QCB in 2015 and the Corporate Governance Code issued by the QFMA in 2017, which sets forth rules and standards aiming to improve corporate governance principles and practices for companies listed on the QSE. As at the date of this Prospectus, QNB is fully compliant with all applicable regulatory requirements with respect to corporate governance.

### ***Group Board Audit and Compliance Committee***

The GBACC consists of three Board members, with Mr. Mansoor Ebrahim Al-Mahmoud as the Chairman. The Group Chief Executive Officer, Group Chief Audit Executive, Group Chief Compliance Officer, Chief Financial Officer and Chief Risk Officer, together with the QNB Group's External Auditors may also attend as invitees, whenever required. The committee held eight meetings and five meetings during 2017 and 2018 (until the date of this Prospectus), respectively.

The committee carries out its responsibilities dealing with a number of major areas including Financial Statements, Internal Control, Internal Audit, External Audit, Compliance, and Reporting Responsibilities. The committee also performs other activities as required by the Board of Directors. The committee reviews significant accounting and reporting issues, including complex or unusual transactions, in the light of regulatory directives and professional pronouncements, and correlates their impact on the financial statements of the QNB Group. The committee reviews the QNB Group's annual report, the notes thereto and related regulatory filings and considers the accuracy and completeness of the information before release. See "*Risk Management and Compliance—Group Board Audit and Compliance Committee*".

### ***Group Board Nomination, Remuneration, Governance and Policies Committee***

The Group Board Nomination, Remuneration, Governance and Policies Committee consists of three Board members, with Mr. Fahad Mohammed Fahad Buzwair as the Chairman. The committee held four meetings and three meetings during 2017 and 2018 (until the date of this Prospectus), respectively.

The committee is primarily responsible for:

- identifying and assessing eligible and qualified candidates for Board and executive management positions according to the “fit-and-proper” criteria set by the committee, in addition to requirements for independent and non-executive directors;
- monitoring the induction, training and continuous professional development of the QNB Group’s directors with regard to corporate governance matters;
- approving and reviewing QNB Group’s remuneration and incentives guidelines and ensuring that the remuneration of the Board and executive management is in line with the criteria and limits set forth by the QCB and the Commercial Companies Law; and
- directing and overseeing the preparation and update of QNB Group’s corporate governance manual, in collaboration with executive management and the GBACC.

### ***Group Board Executive Committee***

The Group Board Executive Committee is composed of three Board members, with H.E. Sheikh Hamad Bin Jabor Bin Jassim Al-Thani as the Chairman. The Group Chief Executive Officer attends all meetings, without voting powers. The committee held four meetings and three meetings during 2017 and 2018 (until the date of this Prospectus), respectively.

The committee is primarily responsible for:

- reviewing and endorsing for Board approval QNB Group’s long-term strategy, annual business plans and budgets, based on economic and market conditions and Board directives;
- reviewing and approving credit proposals as per QNB Group’s approved authority matrix;
- reviewing and approving QNB Group’s corporate social responsibility strategy, in light of brand values across the QNB Group;
- reviewing and consolidating QNB Group’s marketing, communications and resource distribution plans to support business development and growth; and
- reviewing and recommending action to be taken in respect of impaired loans, in line with delegated limits and authorities as approved by the Board and in line with QCB regulations.

### ***Group Board Risk Committee***

The Group Board Risk Committee is composed of three Board members, with H.E. Sheikh Hamad Bin Jabor Bin Jassim Al-Thani as the Chairman. The Group Chief Executive Officer attends all meetings of the Group Board Risk Committee, without voting powers. The committee held five meetings and four meetings during 2017 and 2018 (until the date of this Prospectus), respectively. See “*Risk Management and Compliance—Board of Directors—Board Committees*” for further details regarding the Group Board Risk Committee.

### ***Management Committees***

The Board of Directors has established a number of Management Committees and criteria for management supervision through policy statements addressing both the major business activities of the QNB Group and the performance of Management. Such criteria include, but are not limited to:

- setting and developing strategies, plans, objectives and main policies for the QNB Group;
- ensuring adequate corporate governance policies and mechanisms are adopted and implemented across the QNB Group; and
- approving directly or through authorities delegated to the related Board level committees, the credit and investment policies of the QNB Group through setting particular parameterised risk appetite limits, including, among others, the following: country limits; industry and sector limits; counterparty limits; and transaction limits.

All of these committees have a majority for the quorum including the Chairman or Vice-Chairman. If a member is not available, a deputy representing that member must be present at the meeting. Decision consensus for all committees is by majority with the Chairman having a casting vote in the case of a tie, except for the Group Credit Committee where unanimous consensus is required. See “*Risk Management and Compliance*”.

Day-to-day risk management is overseen by the Group Credit, Group Risk and Group Asset and Liability Committees who report directly to the Group Chief Executive Officer. These three Committees are the highest management level authorities on counterparty risk exposure and strategic investments (in the case of the Group Credit Committee) and asset and liability management (in the case of the Group Asset and Liability Committee). The Group Chief Risk Officer sits on all three Committees, whose other members are made up from various members of Senior Management. See “*Risk Management and Compliance—Risk Management Framework*”.

#### **Litigation Statement about Directors and Senior Management**

Within the period of five years preceding the date of this Prospectus, none of the Directors or Senior Managers:

- has any convictions in relation to fraudulent offences;
- has been a director or senior manager of any company at the time of any bankruptcy, receivership or liquidation of such company; or
- has received any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies) or has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

## OVERVIEW OF QATAR

### Introduction

Qatar is one of the fastest growing economies in the Middle East, with a real GDP growing at 1.6 per cent. and 2.1 per cent., respectively, in 2017 and 2016. Strong growth year-on-year has led to Qatar becoming one of the most prosperous countries in the world, with a nominal GDP per capita of QR223.9 thousand (U.S.\$61.5 thousand) in 2017. Much of Qatar's wealth is derived from its hydrocarbon resources. As at 31 December 2017, Qatar's proven reserves of oil amounted to approximately 25.5 billion barrels, while its proven reserves of natural gas amounted to 879.9 tcf, according to BP's most recent "Statistical Review of World Energy" published in June 2018. According to the same report, Qatar's natural gas reserves are the third largest in the world and translated into 12.9 per cent. of overall global reserves in 2017. In December 2010, Qatar made world headlines when it was awarded the right to host the *Fédération Internationale de Football Association* (FIFA) 2022 World Cup. The World Cup provides opportunities for Qatar to invest in further developing its infrastructure and diversifying its economy.

In recent years, Qatar has focused on diversifying its economy in an effort to reduce its historical dependence on oil and gas revenues. The construction and real estate sectors have recently made substantial contributions to Qatar's economic growth, and significant investments have been made to increase economic returns from, in particular, petrochemicals, financial services, infrastructure development and tourism. As a result, nominal GDP for the non-oil and gas sector grew at a CAGR of 16.5 per cent. between 2005 and 2017. Nominal GDP for the non-oil and gas sector reached QR411.6 billion (U.S.\$113 billion), or 67.7 per cent. of Qatar's total nominal GDP, in 2017.

Qatar, which gained independence from the United Kingdom on 3 September 1971, was ruled by His Highness Sheikh Hamad Bin Khalifa Al-Thani from 27 June 1995 until 25 June 2013, on which date he handed power over to his fourth son, and the current Emir of Qatar, His Highness Sheikh Tamim bin Hamad bin Khalifa Al-Thani. During his reign, H.H. Sheikh Hamad implemented various initiatives designed to exploit the State's oil and gas resources in a responsible manner, thereby making rapid economic development and the construction of modern infrastructure possible in Qatar. During a period of rapid economic and social progress, Qatar has maintained its cultural and traditional values as an Arab and Islamic nation.

H.H. Sheikh Hamad also instituted a number of governmental reforms, including establishing a constitution that formally separates power among the executive, legislative and judicial branches. Qatar has also reformed its legal system to bring it in line with international laws, standards and practices. There is an organised set of institutions within Qatar that support growth in trade and commerce, both internally and externally, including the QFC, the QSE, and regulators, namely the QCB and the Qatar Financial Centre Regulatory Authority ("QFCRA"). Qatar has strong ties with the West, notably the United States, which maintains a significant military presence in the country. Qatar is a member of, among other international organisations, the United Nations ("UN"), the World Trade Organisation ("WTO") and OPEC. Qatar has low levels of corruption and has established the National Committee for Integrity and Transparency and the Administrative Control and Transparency Authority, which are each responsible for implementing its obligations as a member of the UN. Qatar is also a signatory to the General Agreement on Tariffs and Trade and a number of other conventions and protocols. In addition to its memberships in international organisations, Qatar has hosted numerous economic, political and financial summits and conferences and, over the past several years, has become an important mediator in regional conflicts.

### Geography

Qatar, which shares a land border as well as maritime boundaries with the Kingdom of Saudi Arabia, and maritime boundaries with Bahrain, the UAE and Iran, extends over a relatively flat, barren peninsula covered with sand that is approximately 160 kilometres long, covering a total area of approximately 11,493 square kilometres. Doha, which is located on the east coast of the Qatar peninsula, is Qatar's capital city as well as its commercial, financial and cultural centre. Doha is also the location of Qatar's international airport and main port facility. Qatar's most important industrial cities are Ras Laffan Industrial City (located to the north of Doha) and Mesaieed Industrial City (located to the south of Doha).

## **Population**

The Ministry of Development Planning and Statistics (“**MDPS**”) estimated the total number of people in Qatar was 2,580,734 as of June 2018. The 2015 census conducted by the MDPS showed that the population in Qatar in 2015 was 2,404,776, a 41.5 per cent. increase from the 2010 census population figure of 1,699,435. The 2015 census indicated that 39.8 per cent. of the total population resided in the capital city of Doha, with a further 25.2 per cent. residing in Al Rayyan. Non-Qatari nationals, primarily expatriate workers, make up a significant portion of the population in Qatar.

The official language of Qatar is Arabic, although English is widely spoken.

## **National Vision**

In October 2008, the State’s General Secretariat for Development Planning developed and published the Qatar National Vision 2030 (the “**National Vision**”). The National Vision defines broad future trends and long-term objectives for Qatar, providing the framework within which national strategies and implementation plans can be developed. Besides establishing the foundation for developing Qatar’s future strategies and policies, the National Vision has also helped to strengthen the coordination among governmental agencies and integrate planning efforts for the Government, the private sector and civic organisations. The four cornerstones of the National Vision are human, social, economic and environmental development, in the context of which the State aims to balance: (i) modernisation and the preservation of traditions; (ii) the needs of the current generation and the needs of future generations; (iii) managed growth and uncontrolled expansion; (iv) the size and quality of the expatriate labour force; and (v) economic growth, social development and environmental management. The Qatar National Vision is to be achieved through a series of medium term plans. The first such six-year plan, referred to as the National Development Strategy (NDS 2011-16), was released in March 2011 and in March 2018, the Second National Development Strategy (NDS 2018-2022) was launched.

## **Foreign Relations**

Qatar has been a member of the WTO since 1996. In line with its commitment to the WTO, Qatar’s policies are focused on the liberalisation of the economy and trade, the reduction of tariffs, as well as increasing and diversifying exports. In 2001, Qatar hosted the Fourth WTO Ministerial Conference, which launched the current round of trade negotiations known as the Doha Development Agenda.

Qatar is also a member of OPEC and numerous other international and multilateral organisations, including, among others, the UN (where Qatar was a non-permanent member of the UN Security Council for the 2006-2007 term, and has served as the president of the 66th session of the UN General Assembly), the League of Arab States, the Organisation of The Islamic Conference, UNESCO, the Multinational Investment Guarantee Agency, the IMF and the International Bank for Reconstruction and Development.

On 23 December 2008, representatives of 11 gas-producing nations, including Qatar, Russia and Iran, signed an intergovernmental memorandum and charter formally establishing the Gas Exporter Countries Forum (“**GECF**”), which chose Doha as the future headquarters for its permanent secretariat. The GECF Secretary General commenced his duties in Doha in February 2010. The GECF Liaison Office, which facilitates the affairs of the GECF, is also based in Doha. Apart from the regular Ministerial meetings, the first GECF gas summit was held in Doha in December 2011. The GECF’s objectives include exchanging information on a broad range of issues such as new technologies, investment programmes, relations with natural gas consuming countries and environmental protection.

## **GCC Membership**

Qatar is a member of the GCC, whose other members are Bahrain, Kuwait, the UAE, Oman and the Kingdom of Saudi Arabia. In 2003, the GCC established a customs union under which Qatar applies a common customs tariff of 5.0 per cent. to most products, with a limited number of exceptions. In 2005, as part of the GCC, Qatar joined the Istanbul Cooperation Initiative, which is a North Atlantic Treaty Organisation initiative to enhance regional security in the broader Middle East. In June 2017, as a result of a diplomatic events, Bahrain, the UAE and the Kingdom of Saudi Arabia took a number of measures to restrict trade and travel between these countries and Qatar.

In November 2016, GCC states executed the GCC Framework Agreement on Value Added Tax (“VAT”), which has already come into force in the UAE and Saudi Arabia and is expected to come into force in the other GCC states in the second half of 2018 or 2019. The tax will apply a single rate of 5.0 per cent. to a broad basket of goods and services, with likely exceptions including basic food items, healthcare and education. On 3 May 2017, the Qatari Council of Ministers approved the Qatar VAT law and its executive regulations which are expected to reflect the provisions of the GCC Framework Agreement. The Qatar VAT law and its executive regulations have not been published in the Official Gazette yet and as such they are not yet in force. It is not clear when VAT will be introduced in Qatar.

## **Economic Policy**

Qatar’s primary economic objective has been to create a thriving investment climate that both encourages domestic investment and identifies positive opportunities for outward investment. Qatar has increased its liquefied natural gas (“LNG”) production capacity to 77 million tonnes per year, making investments across the LNG value chain. It has also worked to diversify its economy, resulting in strong growth in the non-oil and gas sectors.

Historically, Qatar’s economy has been dependent on crude oil production. In the early 1990s, however, the State developed a multi-directional and fast-track strategy to accelerate the commercialisation of Qatar’s substantial natural gas reserves as a means to diversify and ultimately modernise the economy. This strategy was implemented pursuant to a three-pronged approach, namely by developing LNG and gas-to-liquids (“GTL”) for global export, pipeline gas for regional export markets, and by utilising gas for domestic petrochemical production and industrial consumption. In line with this strategy, Qatar has made large-scale investments across the entire value chain of LNG trains, tankers, and storage and receiving facilities, becoming the leading LNG producing and exporting country in the world, according to the USEIA.

Although Qatar is focused on ensuring optimal and sustainable development and commercialisation of the oil and gas sector, which continues to be the backbone of the economy, one of the cornerstones of Qatar’s current economic policy is a commitment to diversify the overall economy so that Government revenues from the oil and gas sector are supplemented by an increased percentage of Government revenues from non-oil and gas-related activities. As set forth in the National Vision, Qatar’s long-term economic objectives include developing its infrastructure and strengthening its private sector. In pursuit of these objectives, and consistent with increased revenues and surpluses, the State has increased total expenditure to QR221.7 billion (U.S.\$60.9 billion) for the fiscal year ended 31 December 2017, funnelling much of this expenditure into major construction projects such as railway, the Lusail real estate development (including Energy City), the New Doha International Airport, ports, roads, healthcare and education.

Qatar is also strengthening the private sector by undertaking regulatory reforms aimed at improving Qatar’s business climate and creating an environment that will support enterprise creation, private competition and foreign direct investment, including through taking steps such as liberalising the telecommunications sector and creating special economic zones. In addition, Qatar has sought to increase the country’s attractiveness to foreign direct investment by implementing laws that allow more foreign participation in the domestic economy. For example, the Government has established the QFC, which enables global financial firms to operate in Qatar, although there are restrictions on such financial institutions dealing with retail customers.

In addition, on 1 January 2010, Law No. (21) of 2009 on Income Tax (the “**Income Tax Law**”) came into effect. Under the Income Tax Law (which is applicable outside the QFC), taxable income in any taxable year is now taxed at a flat tax rate of 10.0 per cent., except for certain oil and gas companies that will continue to be taxed at the previous rate of 35.0 per cent. This is part of a broad plan to diversify the Qatari economy to reduce reliance on the oil and gas sector, which accounted for approximately 32.3 per cent. of total nominal GDP in 2017. However, Qatari companies that are 100 per cent. owned by Qataris do not pay income tax. In May 2017, the Cabinet of Qatar approved a draft law on income tax, although it is not clear when such law is likely to come into force. According to news reports, the new law is intended to replace the Income Tax Law and Law No. (17) of 2014 exempting from income tax profits due to non-Qatari investors arising from their shareholding in certain companies and investment funds. The new law is intended to facilitate examination, connection and collection procedures in order to promote tax compliance and enhance tax revenues.

In July 2014, a law was issued amending Law No. (13) of 2000 relating to foreign investment in Qatar, whereby the ceiling for non-Qatari ownership in companies listed on the QSE was increased from 25 per cent. to 49 per cent., subject to approval from the Ministry of Economy and Commerce. This replaced the

requirement to obtain an exemption from the Council of Ministers in connection with any increase above the previous 25 per cent. ownership threshold. Citizens of the other GCC countries would be treated equally to Qatari citizens in connection with ownership of shares in companies listed on the QSE. In early 2018, the Cabinet of Qatar approved a draft law that regulates non-Qatari investments in the economy and seeks to replace Law No.13 of 2000, referring it to the Advisory Council. The new law is expected to allow 100 per cent. foreign investment in all sectors of the national economy. However, the draft is not publicly available and as such the details are not known at the date of this Prospectus.

In June 2014, in its Annual Market Classification Review, MSCI Inc. upgraded Qatar from a “frontier market” to an “emerging market”. This classification is among the criteria used by a large number of institutional investors and private equity funds to identify markets in which they can invest. This upgrade is expected to increase investment in Qatari securities with the entry of foreign institutional investors and passive or index-tracking investors.

## Gross Domestic Product

Qatar’s nominal GDP declined by 6.2 per cent. in 2016, but increased by 10.0 per cent. in 2017, principally as a result of higher oil prices boosting income in the hydrocarbon sector. Previously, annual nominal GDP grew by 11.4 per cent. in 2012, 6.4 per cent. in 2013 and 3.8 per cent. in 2014, generally reflecting trends in commodity prices during these periods. Qatar’s total nominal GDP for the first quarter of 2018 increased by 7.0 per cent. as compared to the first quarter of 2017, based on preliminary MDPS data.

The following table sets forth certain information about Qatar’s nominal GDP by economic sector and by percentage contribution to total nominal GDP for each of the five years ended 31 December 2016.

	Year end December									
	2013		2014		2015		2016		2017	
	Value	%	Value	%	Value	%	Value	%	Value	%
<b>Oil and gas sector</b> .....	<b>403,031</b>	<b>55.7</b>	<b>394,190</b>	<b>52.5</b>	<b>231,311</b>	<b>38.6</b>	<b>168,253</b>	<b>30.3</b>	<b>195,981</b>	<b>32.3</b>
<b>Non-oil and gas sector by activity:</b>										
Finance, business services, insurance and real estate.....	67,335	9.3	78,291	10.4	87,643	14.6	95,878	17.3	92,107	15.2
Manufacturing <sup>(2)</sup> .....	73,820	10.2	76,133	10.4	58,059	9.7	50,202	9.05	52,785	8.7
Construction .....	39,305	5.4	50,031	6.7	57,767	9.6	65,902	11.9	91,089	15.0
Trade, restaurants and hotels.....	47,831	6.6	54,030	7.2	59,656	9.6	62,333	11.2	52,953	8.7
Transport and communications .....	22,953	3.2	25,091	3.3	26,847	4.5	28,065	5.1	35,393	5.8
Electricity and water.....	2,994	0.4	3,290	0.4	3,464	0.6	3,623	0.7	6,161	1.0
Agriculture and fisheries .....	695	0.1	880	0.2	957	0.2	1,016	0.2	1,129	0.2
Other services <sup>(3)</sup> .....	65,408	9.0	68,732	9.2	73,591	12.3	79,652	14.4	80,023	13.2
<b>Total non-oil and gas sector</b> .....	<b>320,341</b>	<b>44.3</b>	<b>356,478</b>	<b>47.5</b>	<b>367,984</b>	<b>61.4</b>	<b>386,671</b>	<b>69.7</b>	<b>411,640</b>	<b>67.7</b>
<b>Total nominal GDP</b> .....	<b>723,369</b>	<b>100.0</b>	<b>750,658</b>	<b>100.0</b>	<b>599,295</b>	<b>100.0</b>	<b>554,925</b>	<b>100.0</b>	<b>607,620</b>	<b>100.0</b>

Notes:

- (1) The GDP figures are based on the latest available data from the MDPS.
- (2) For purposes of calculating GDP, certain downstream activities generally associated with Qatar’s oil and gas industry, such as the production and export of gas to liquids, petrochemicals, fertilisers, steel, aluminium, iron and metal coating, are included in the manufacturing sector as part of the non-oil and gas sector.
- (3) Includes social services, imputed bank service charges, government services, household services and import duties.

Source: MDPS

The following table sets forth certain information about Qatar’s nominal GDP by economic sector and by percentage contribution to total nominal GDP for the first quarter of 2017 and 2018, including the percentage change between these periods.

	Three months ended 31 March				Percentage Change (%)
	2017		2018		
	Value	%	Value	%	
<b>Oil and gas sector</b> .....	<b>48,940</b>	<b>33.3</b>	<b>51,067</b>	<b>31.9</b>	<b>4.4</b>
<b>Non-oil and gas sector by activity:</b>					
Finance, business services, insurance and real estate .....	23,196	16.3	23,447	14.6	1.1
Manufacturing <sup>(1)</sup> .....	11,875	8.4	13,423	8.4	13.0

	Three months ended 31 March				Percentage Change (%)
	2017		2018		
	Value	%	Value	%	
	<b>(QR in millions, except for percentages)</b>				
Oil and gas sector.....	48,940	33.3	51,067	31.9	4.4
Construction.....	22,382	12.6	27,259	17.0	21.8
Trade, restaurants and hotels.....	13,124	9.9	13,137	8.2	0.1
Transport and communications.....	8,942	4.8	9,723	6.1	8.7
Electricity and water.....	719	0.5	1,060	0.7	47.4
Agriculture and fisheries.....	256	0.2	313	0.2	22.3
Other services <sup>(2)</sup> .....	20,098	14.1	21,012	13.1	4.6
<b>Total non-oil and gas sector .....</b>	<b>100,987</b>	<b>66.8</b>	<b>109,373</b>	<b>68.3</b>	<b>8.3</b>
<b>Total nominal GDP.....</b>	<b>149,927</b>	<b>100.0</b>	<b>160,217</b>	<b>100.0</b>	<b>6.9</b>

Notes:

- (1) For purposes of calculating GDP, certain downstream activities generally associated with Qatar's oil and gas industry, such as the production and export of gas to liquids, petrochemicals, fertilisers, steel, aluminium, iron and metal coating, are included in the manufacturing sector as part of the non-oil and gas sector.
- (2) Includes social services, imputed bank service charges, government services, household services and import duties.

Source: MDPS

## The Economy of Qatar

In 2017, Qatar's economic growth reached 1.6 per cent. Qatar is one of the most prosperous countries in the world, with a nominal GDP per capita of QR224.0 thousand (U.S.\$61.5 thousand) in 2017. Much of Qatar's wealth is derived from its hydrocarbon resources. As at year-end 2017, Qatar's proven reserves of oil amounted to approximately 25.5 billion barrels, while its proven reserves of natural gas amounted to 879.9 tcf, according to BP's "Statistical Review of World Energy" published in June 2018. According to the same report, Qatar's natural gas reserves are the third largest in the world and translated into 12.9 per cent. of overall global reserves in 2017. Virtually all of Qatar's proven reserves of natural gas and condensate are located in the North Field, which is estimated by the International Energy Agency (IEA) to be the largest non-associated gas field in the world. Qatar has approximately 142 years of proven gas reserves at current production levels, according to BP.

Qatar's carefully planned exploitation of its hydrocarbon reserves resulted in a nominal GDP CAGR of 16.5 per cent. from 2005 to 2017. Qatar's total nominal GDP increased by 10.0 per cent. in 2017 reaching QR607.6 billion (U.S.\$166.9 billion), as oil prices climbed. Total nominal GDP in the first quarter of 2018 increased by 7.0 per cent. to reach QR160 billion (U.S.\$44 billion), from QR150 billion (U.S.\$41 billion) in the first quarter of 2017.

In the early 1990s, Qatar developed a multi-directional and fast-track strategy to accelerate the commercialisation of its substantial natural gas reserves as a means to diversify and ultimately modernise Qatar's economy. In line with this strategy, Qatar has made large-scale investments across the entire value chain of LNG, including liquefaction trains, tankers, and storage and regasification facilities abroad. Qatar has been the world's leading LNG exporter since 2006. Qatar continues to be the leading global LNG exporter accounting for 26.3 per cent. of overall global LNG trade in 2017, according to BP. Through its flagship Qatargas and RasGas LNG projects, Qatar has developed its LNG business through strategic partnerships with a number of the world's leading oil and gas companies, including ExxonMobil, Shell, Total and ConocoPhillips. By investing across the entire LNG value chain, Qatar now enjoys meaningful cost advantages in the gas sector due to significant economies of scale and a low-cost structure. Qatar also has a good central geographic location for global shipping to all major gas consuming regions of the world and, based on contractual commitments, Qatari LNG is expected to be sold globally to customers in various regions, including Central and South America (Mexico and Argentina), Northwest Europe (the United Kingdom and Belgium), Western Europe (Italy, France and Spain), South Asia (India), East Asia (China, Malaysia, Thailand, South Korea, Japan and Taiwan) and the Middle East (UAE). Most of the LNG produced by Qatar's upstream ventures is sold under long-term take-or-pay agreements that provide certainty of volume offtake.

Qatar has also focused on developing and exploiting its natural gas resource base prudently beyond the LNG industry, implementing a downstream strategy driven by opportunities to add value to existing oil and gas

production as well as the requirements of the domestic economy. QP has developed pipeline gas both for regional export markets and for domestic petrochemicals and industrial consumption. In addition, QP is the majority shareholder in a number of industrial companies located primarily at Mesaieed Industrial City, which use natural gas as feedstock and/or fuel to produce various value-added products, such as petrochemicals and fertiliser, steel, iron, aluminium and metal coating, both for domestic consumption and for export.

In years where Qatar has experienced a budget surplus, Qatar has used its budget surpluses to diversify the economy through increased spending on infrastructure, social programmes, healthcare and education, which have modernised Qatar's economy. Qatar's economic growth has also enabled it to diversify its economy through domestic and international investment into different classes of assets. In 2005, the State established the QIA to propose and implement investments for Qatar's growing financial reserves, both domestically and abroad. The aim of the QIA is to strengthen the nation's economy through the diversification of asset classes across a wide range of geographies. Through the QIA, Qatar has made investments in private equity, the banking sector, real estate, publicly traded securities and alternative assets. With its growing portfolio of international and domestic long-term strategic investments, the QIA has continued to develop Qatar's economic diversification strategy while contributing to the nation's significant economic expansion. Since 2015, Qatar has incurred budget deficits and has turned to deficit financing, including the issuance of bonds, as a way of continuing its investments in its economy. Such deficits reflect Qatar's continued commitment to capital expenditure with respect to ongoing infrastructure projects combined with conservative oil prices.

As a response to the 2008-2009 global financial crisis and as a supportive measure to preserve the general stability in Qatar's banking sector, Qatar has provided financial support to its financial sector. During the first quarter of 2009 and in 2010 and 2011, the QIA began making direct capital injections into Qatar's commercial banking sector through the planned purchase in equity of ownership interests of up to 20.0 per cent. in all domestic banks listed on the QSE, excluding QNB. In addition, on 9 March 2009, the Government declared that in order to further support Qatar's banking sector, the State would purchase a portion of the investment portfolios of seven of the nine domestic banks listed on the QSE. These purchases were completed on 22 March 2009 at a total purchase price of approximately QR6.5 billion (U.S.\$1.8 billion). A significant portion of this investment portfolio purchase programme has been used by the Government to purchase QNB's investment portfolio by reference to QNB's market share of bank exposure to listed equities in Qatar. In an effort to further boost liquidity and encourage lending, in early September 2009, the State offered to buy a portion of the real estate portfolios and investments of nine domestic commercial banks at a sale price equivalent to the net book value of such portfolios and investments with a total ceiling amount of QR15.5 billion (U.S.\$4.3 billion). QNB took part in this real estate portfolio purchase programme offered by the Government, receiving a portion of that amount by reference to its market share of bank exposure to real estate in Qatar.

With regard to the continuing diplomatic rift between Qatar and some countries in the region, the IMF provided the following commentary in its latest Article IV consultation, published in May 2018. The IMF noted:

*“Growth performance remains resilient. The direct economic and financial impact of the diplomatic rift between Qatar and some countries in the region has been manageable. While economic activity was affected by the compression in imports, this has been mostly transitory and new trade routes were quickly established. Trade has been re-routed through other countries in the region, culminating in significant recovery in imports. The implementation of key infrastructure projects remains unaffected due to the availability of inventory of construction materials and alternative, and competitive, sources of imports.*

*The banking system has also adjusted, thanks to support from the central bank and Qatar Investment Authority. Following the diplomatic rift, foreign financing (nonresident deposits and inter-bank placements) and resident private sector deposits fell by about US\$40 billion (11 percent of total liabilities). This decline has been offset by liquidity injections by the central bank and public-sector deposits, particularly from QIA. The decline in nonresident liabilities of banks has abated, obviating the need for further support of the QCB and QIA to the banking system, as banks mobilize funding from other (non-GCC) sources.*

*The banking sector remains healthy, with high asset quality and strong capitalization. A sound regulatory and supervisory framework has contributed to the resiliency of the banking sector.”*

Source: IMF Article IV Consultation, IMF Country Report No.18/135  
<https://www.imf.org/en/Publications/CR/Issues/2018/05/30/Qatar-2018-Article-IV-Consultation-Press-Release-Staff-Report-and-Statement-by-the-Executive-45915>

The main impact of the diplomatic rift on Qatar, albeit minimal, was mostly through trade. However, the trade links between Qatar, on the one hand, and the Kingdom of Saudi Arabia, the UAE, Bahrain and Egypt, on the other, are weak. Most Qatari exports are to Asia and Qatari exports to the four countries, mentioned above, accounted for only 2.7 per cent. of GDP in 2017. In respect of imports, imports from the four countries are also small, accounting for 1.9 per cent. of Qatar’s GDP in 2017. Some consumer goods have been swiftly substituted with products from Turkey and other countries. Furthermore, some of these imports are only transited through some of these four countries and trade routes can be diverted, if needed. Indeed, Qatar has diverted some shipping routes away from Dubai ports to Sohar and Salalah ports in Oman. Finally, most flights in and out of Qatar continue to operate normally, with diversions made when necessary.

### **Oil and Gas Sector**

The following table sets forth Qatar’s total proven reserves of crude oil, natural gas and field condensate, as of 31 December 2017.

	As of 31 December 2017 <sup>(1)</sup>
	<b>Proven</b>
Natural gas (in tcf).....	879.9
Oil and Condensates (in billions of barrels).....	25.2
<b>Total BOE (in billions)<sup>(2)</sup></b> .....	<b>174.8</b>

Notes:

- (1) For a description of how Qatar classifies proven reserves, see “*Presentation of Certain Reserves Information*”.
- (2) Proven reserves of natural gas have been converted to BOE using the methodology in BP’s “*Statistical Review of World Energy*”, which converts gas to BOE on a calorific basis according to a conversion factor of 1 bcf of gas to 0.17 million BOE. See “*Presentation of Hydrocarbon Data*”.

Source: BP and QP

QP, which is wholly-owned by the State and represents the State’s primary source of revenues, is responsible for all phases of the oil and gas industry in Qatar. The principal activities of QP and its subsidiaries and joint ventures cover exploration, drilling and production, storage and transport, and the marketing and sale of crude oil, condensates, pipeline gas, LNG, petrochemicals, GTL, steel, fertilisers and other products and services. QP conducts its operations and activities at various onshore and offshore locations, while certain hydrocarbon exploration activities and new projects are conducted under Production Sharing Agreements with international oil and gas companies. QP’s downstream strategy is driven by opportunities to add value to existing oil and gas production as well as the requirements of the domestic economy. QP is also the majority shareholder in a number of industrial companies located primarily at Mesaieed Industrial City, which use natural gas as feedstock and/or fuel to produce various value-added products, such as petrochemicals, fertilisers and steel, both for domestic consumption and export. Although oil-related activities currently account for a significant portion of QP’s revenues and net cash flows, the State expects that the contribution of non-oil revenues to QP’s net cash flow will steadily increase relative to other sources of income, with the State deriving a majority of its oil and gas revenue from the sale of LNG and other natural gas in 2011 as a result of its investment in the commercialisation of Qatar’s substantial natural gas reserves. Crude oil and refined products sales, however, continue to remain significant.

QP’s strategy is to continue to contribute to the diversification of Qatar’s economy and the State’s assets by leveraging QP’s experience along with the State’s vast hydrocarbon wealth, to generate long-term returns on investment in the international oil and gas industry. In line with this strategy, QP has begun to invest outside Qatar in the oil and gas industry in foreign markets through its wholly-owned subsidiary, Qatar Petroleum International (“QPI”). QPI has also begun to explore and evaluate various investment and acquisition opportunities that would further optimise the operations of QP as well as maximise the value of Qatar’s hydrocarbon resources, including by expanding into downstream activities in the natural gas sector, so that the State has greater involvement and ownership in the entire LNG value chain.

## Non-Oil and Gas Sector

In recent years, Qatar has invested heavily in diversifying its economy to reduce its historically high dependence on oil and gas revenues. The non-oil and gas sector of Qatar now contributes significantly to the overall economy of the State, contributing 67.7 per cent. of total nominal GDP in 2017, as compared to 46.6 per cent. in 2004. In the coming years, the absolute value of the non-oil and gas sector is expected to continue to grow along with the overall economy of Qatar. The relative contribution of the non-oil and gas sector to total nominal GDP as compared to the oil and gas sector has fluctuated in recent years largely due to increases in production and volatile commodity prices. Within the non-oil and gas sector, the finance, business services, insurance and real estate sectors made the largest contribution to total nominal GDP in 2017, as has been the case since 2006.

The following table sets forth the nominal and percentage contribution of the non-oil and gas sector to Qatar's total nominal GDP for each of the last five years.

	Year end 31 December									
	2013		2014		2015		2016		2017	
	Value	%	Value	%	Value	%	Value	%	Value	%
	(QR in millions, except for percentages)									
Non-oil and gas sector.....	320,338	44.3	356,468	47.5	367,984	61.4	386,671	69.7	411,640	67.7

Source: MDPS

## Qatar's Public Finance

### General

Qatar experienced significant revenue growth and large budget surpluses from 2000 until 2014, driven primarily by the rapid development of its hydrocarbon sector. As a result of the lower oil prices then prevailing, Qatar experienced lower revenue and budget deficits in 2015, 2016 and 2017. For the year ended 31 December 2016, the deficit was QR50.8 billion (U.S.\$13,964 million), or 29.7 per cent. of total Government revenues, primarily as a result of a decrease in oil and gas revenues. Government revenues stood at QR160.5 billion (U.S.\$44.1 billion) at the end of 2017. By 31 December 2017, there was an overall deficit of QR35.4 billion (U.S.\$9.7 billion), or 5.8 per cent. of GDP, as a result of lower global oil prices.

The Government's primary sources of budget revenues are oil and gas related revenues generated by QP's activities. In 2017 (the latest period for which a full-year breakdown is available), this accounted for 82.7 per cent. of the total revenues, up from 82.4 per cent. in the previous year. The Government's budget is formulated using a conservative estimate of the oil price per barrel for the relevant fiscal year: U.S.\$65 for the budget for each of the fiscal years ended 31 March 2014 and 2015; U.S.\$65 for the budget for the shortened nine-month fiscal period ended 31 December 2015; U.S.\$48 for the budget for the fiscal year ended 31 December 2016, U.S.\$45 for the budget for the fiscal year ended 31 December 2017 and U.S.\$45 for the budget for the fiscal year ended 31 December 2018. The Ministry of Finance receives royalties and tax revenue on export sales of crude oil, refined products and gas products, including LNG and downstream products from QP and its joint venture partners. In addition to such export sale receipts, the Government receives a significant portion of QP's net income as miscellaneous transferables. Miscellaneous transferables accounted for 17.3 per cent. of total revenue in 2017 (based on both QP and non-QP related investment income earned by the Government). The Government has other revenue sources including customs duties, taxes on the operations of foreign owned businesses and charges for certain services provided by the Government.

The principal items of Government expenditure are the development of Qatar's infrastructure, the wages and salaries of Government employees and principal and interest payments in respect of Government indebtedness (both internal and external). Other items of Government expenditure include the provision of social services such as healthcare, education and the pensions of former Government employees, as well as utilities, such as water, electricity and telephone services. In recent years, the Government has increased aggregate expenditures substantially as the Government has invested in the development of Qatar's physical infrastructure to meet the needs of its growing population and to develop Qatar into a trade centre and leading LNG exporter. Expenditure growth has been characterised by gradual year-on-year growth at a CAGR of 10.2 per cent. between the fiscal year ended 31 March 2001 and the fiscal year ended 31 March 2004 and

more significant year-on-year growth at a CAGR of 33.5 per cent. between the fiscal year ended 31 March 2004 and the fiscal year ended 31 March 2008, as Qatar's larger infrastructure projects have moved from the planning phase to the development and construction phases. Qatar's expenditure continued to grow at a CAGR of 6.8 per cent. from the fiscal year ended 31 March 2008 to 31 December 2017, as the total expenditure increased to QR196.0 billion (U.S.\$53.8 billion) from QR86.2 billion (U.S.\$23.7 billion) in the fiscal year ended 31 March 2008.

In years where Qatar has experienced a budget surplus, the Government has used the budget surplus for the purpose of investment both in Qatar and abroad. Investment of the surplus in Qatar has been focused on capital projects, particularly related to real estate development and transportation and social infrastructure. Investment outside Qatar has been focused primarily on securities and other capital market instruments, with Qatar acquiring stakes in leading international financial institutions and real estate holdings. These investments are administered by the QIA on the Government's behalf. A portion of the budget surplus has also been placed into stabilisation funds administered by the QIA. Education and health services are expected to be funded in future years by the interest derived from revenues of designated LNG trains currently being placed into dedicated stabilisation funds. The Government does not publish figures relating to the size, scope or performance of the portfolio of investments administered by the QIA. Since 2015, Qatar has incurred budget deficits and has turned to deficit financing, including the issuance of bonds, as a way of continuing its investments in its economy. Such deficits reflect Qatar's continued commitment to capital expenditure with respect to ongoing infrastructure projects combined with conservative oil prices.

### ***Budget Policy and Process***

The State budget plays a central role in Qatar's economy and is a key tool in achieving the Government's economic development goals. Fiscal policy is considered to be the core of the State's general economic policy, which aims to utilise fully Qatar's economic resources to raise the standard of living in Qatar and to achieve sustainable development through cooperation between the private and public sectors. Governmental expenditure is considered by the Government to be a primary stimulant of economic activity, and consequently a facilitator of economic growth in Qatar.

Until 31 March 2015, the Government operated under a fiscal year running from 1 April to 31 March. From 1 January 2016, the Government changed to a calendar year budget (1 January to 31 December). Therefore, the Government operated under a shortened nine-month fiscal period from 1 April 2015 to 31 December 2015, and has issued budgets for the full 2017 and 2018 calendar years. Each year, the Budget Department of the Ministry of Finance supervises the preparation of ministerial and agency budgets for the following fiscal year. After approval by the Minister of Finance, the consolidated budget is submitted to the Council of Ministers for its approval (normally by 1 December in advance of the fiscal year, which commences on 1 January). The budget for capital projects is sent to the Advisory Council for discussion, and the Advisory Council submits its recommendations to the Council of Ministers for approval. Thereafter, the budget is submitted to the Emir for his approval and, if approved, a decree implementing the budget is issued.

Along with the release of the budget, the Ministry of Finance publishes a circular regarding the preparation of the State's budget. The circular provides that the financial policy of the State focuses on achieving the highest value for money possible for the State's budgetary resources, ensuring appropriate allocation of resources to enable timely execution of projects, including infrastructure and public services projects, improving efficiency and cost savings in connection with government-related services, and stimulating private sector economic activity to increase growth and expand employment opportunities for Qatari nationals.

The following table sets forth the actual revenues, expenditure and overall surplus of the Government for each of the two fiscal years up to 31 March 2015, for the shortened nine-month fiscal period ended 31 December 2015 and for the fiscal years ended 31 December 2016 and 2017.

	Fiscal year ended 31		Shortened	Fiscal year ended 31	
	March		nine-month	December	
	2013/2014	2014/2015	fiscal	2016	2017
			period		
			ended 31		
			December		
			2015		
	(QR in millions, actuals)				
<b>Revenue:</b>					
Oil, gas and investment revenues.....	321,930	286,947	170,594	140,717	132,696
Miscellaneous transferables.....	26,606	40,270	12,890	30,139	27,816
<b>Total revenue.....</b>	<b>348,536</b>	<b>327,217</b>	<b>183,484</b>	<b>170,856</b>	<b>160,512</b>
<b>Expenditure:</b>					
Salaries and wages.....	42,349	45,264	37,169	59,241	52,613
Current expenditure .....	115,067	101,151	71,410	59,766	59,950
Secondary capital.....	15,060	15,459	30,931	3,929	4,125
Major projects.....	69,780	63,274	49,579	98,748	79,219
<b>Total expenditure.....</b>	<b>242,256</b>	<b>225,148</b>	<b>189,089</b>	<b>221,684</b>	<b>195,907</b>
<b>Overall surplus.....</b>	<b>106,280</b>	<b>102,069</b>	<b>(5,605)</b>	<b>(50,828)</b>	<b>(35,395)</b>

Source: Ministry of Finance and QCB citing the Ministry of Finance

### Qatar's Indebtedness

The Government's total outstanding indebtedness as at 31 December 2017 was QR326.7 billion (U.S.\$89.7 billion), with internal indebtedness of QR217.8 billion (U.S.\$59.8 billion) or 36.0 per cent. of total indebtedness, and external indebtedness of QR108.9 billion (U.S.\$29.9 billion), or 18.0 per cent. of total indebtedness. Total indebtedness as at 31 December 2017 constituted 54.0 per cent. of Qatar's total nominal GDP in 2017.

A decision of the Council of Ministers, No. (17) of 2008 (as amended) established the State Finance Policy Committee, which comprises senior government officials, including the Minister of Finance as chairman, a representative of QCB as deputy chairman, and representatives of the QIA and QP. Under its mandate, the State Finance Policy Committee (a) provides guidance to all government-related entities that seek to access the international capital markets and (b) coordinates debt offerings by Qatari issuers in order to increase liquidity and optimise borrowing costs for Qatari borrowers.

The following table sets forth the Government's direct indebtedness as at 31 December 2015, 2016 and 2017.

	As at 31 December <sup>(1)</sup>		
	(U.S.\$ in millions, except for percentages)		
	2015	2016	2017
<b>Total internal indebtedness<sup>(2)</sup> .....</b>	<b>37,320</b>	<b>38,940</b>	<b>59,820</b>
% of nominal GDP .....	22.7%	25.5%	36.0%
<b>Total external indebtedness<sup>(3)(4)</sup>.....</b>	<b>20,160</b>	<b>31,910</b>	<b>29,910</b>
% of nominal GDP .....	12.2%	20.9%	18.0%
<b>Total indebtedness<sup>(4)</sup>.....</b>	<b>57,408</b>	<b>70,850</b>	<b>89,730</b>
<b>Total nominal GDP<sup>(2)</sup>.....</b>	<b>164,590</b>	<b>152,430</b>	<b>166,270</b>
% of nominal GDP .....	34.9%	46.5%	54.0%

Notes:

- (1) Numbers presented on a calendar year basis. In 2015, budget is based on a 9-month period (April-December).
- (2) Internal indebtedness means direct indebtedness of the Government incurred inside Qatar (excluding guarantees by the Government), regardless of the currency of denomination.
- (3) External indebtedness means direct indebtedness of the Government incurred by the Government outside Qatar (excluding guarantees by the Government), regardless of the currency of denomination.
- (4) Does not include any indebtedness guaranteed by the State.

Source: IMF

Qatar has never defaulted on any payment of principal, premium or interest on any of its internal or external indebtedness. Qatar's long-term credit rating was downgraded to AA- as of June 2017 and placed on "CreditWatch with negative implications" with a negative outlook as a result of the Qatar Political

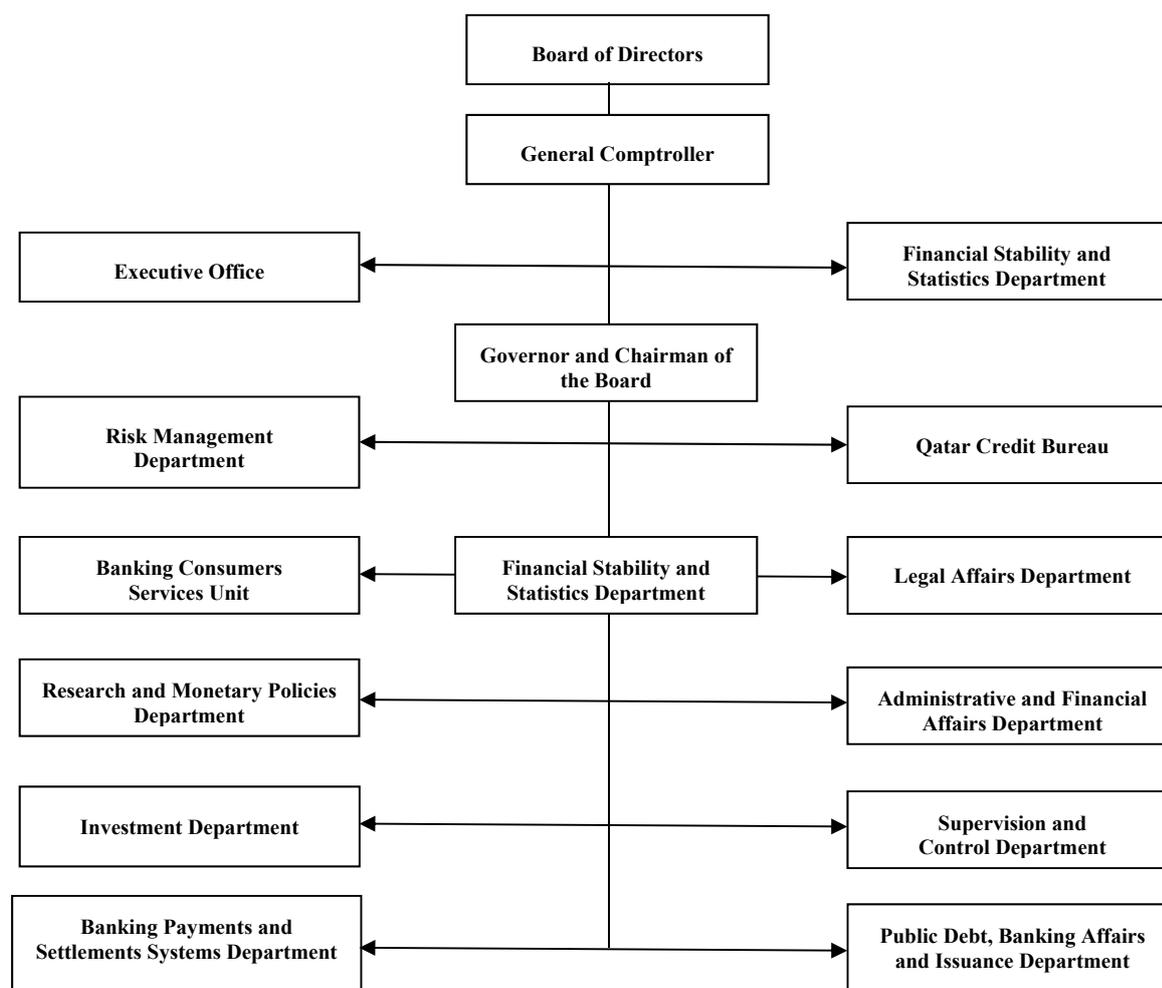
Developments. In August 2017, S&P removed Qatar from “CreditWatch with negative implications”, stating that, “*This reflects our expectation that the authorities will continue to actively manage the impact of the boycott while preserving Qatar’s core rating strengths, including strong public finances*”. Similarly, Qatar’s foreign and local currency bond rating by Moody’s was downgraded to Aa3 in May 2017. In July 2017, Qatar’s Moody’s rating was placed on negative outlook while the Aa3 rating was affirmed. In June 2018, Fitch raised its sovereign rating outlook for Qatar to “stable” from “negative”, citing a “stabilising business sector due to public sector liquidity injections, and a narrowing government fiscal deficit.” Following that, Fitch upgraded the outlook of all Qatari banks to “stable” in July 2018, reflecting Fitch’s view that Qatar has successfully managed the effects of the diplomatic rift with some of its neighbours. Moody’s took similar action in mid-July 2018, raising its long-term issuer rating to “stable” from “negative”, citing “evidence of broad resilience of Qatar’s credit metrics” as the key driver.

### ***Monetary and Financial System of Qatar***

The QCB, the QFCRA and the QFMA are the three regulatory authorities tasked with regulating and supervising the monetary, banking and financial system, and the capital markets in Qatar. The Government issued a new Banking Law (Law No. (13) of 2012) which is aimed at advancing the framework for financial regulation in Qatar and expanding the ambit of regulation to cover areas requiring new and enhanced financial regulation. It also lays the foundation for increased cooperation between the regulatory bodies in Qatar. The Banking Law, among other matters, mandates the QCB to act as the competent supreme authority in framing the policies for the regulation and supervision of all financial services and markets in Qatar, including the insurance sector which was previously regulated by the Ministry of Economy and Commerce (formerly known as the Ministry of Business and Trade).

The QCB formulates and implements monetary and exchange rate policies and is entrusted with the supervision of the banking system and non-bank financial institutions (including insurance companies). Its objectives include maintaining the stability of the riyal and its free convertibility to other currencies, the stability of commodity and service prices and the stability of the financial and banking system in Qatar. The QCB also acts as the primary supervisory authority and regulator for Qatar’s commercial banks, and issues licences and consents to banking and financial services companies operating in Qatar. The QFCRA is an independent statutory body of the QFC that licenses and supervises banking, financial and insurance-related businesses that provide financial and advisory services in or from the QFC. The QFMA is the independent regulatory authority for Qatar’s capital markets that regulates and supervises the QSE along with the securities industry and associated activities.

## *Qatar Central Bank*



Source: QCB

The QCB was established as an independent organisation in 1993 and operates in coordination with the Ministry of Finance, which currently has one of five seats on the board of directors. The QCB is tasked with maintaining both monetary and financial stability. Monetary stability refers to stable prices and currency, while financial stability refers mainly to supervision, support and development of the financial sector. The QCB is managed by a board of directors, which is chaired by its Governor. The board of directors includes the Deputy Governor of the QCB and at least three other members, including a representative from the Ministry of Finance and a representative from the Ministry of Economy and Commerce (formerly known as the Ministry of Business and Trade). See “*Banking Industry and Regulation in Qatar*”. The diagram above outlines the organisational structure of the QCB.

## *Qatar Financial Centre*

The QFC is a financial and business centre established by the Government in 2005 with a view to attracting international financial services institutions and multinational corporations to Doha in order to grow and develop the market for financial services in the region. Unlike other financial centres in the region, the QFC is an onshore financial and business environment.

The QFC comprises four primary bodies: the QFC Authority (“QFCA”), the QFCRA, the QFC Civil and Commercial Court and the QFC Tribunal. The QFCA determines the commercial strategy of the QFC, while the QFCRA regulates, authorises, supervises and, when necessary, disciplines banking, securities, insurance and other financial businesses carried on in or from the QFC. The QFCRA also registers and supervises the directors and other designated officers of the businesses authorised by it. The QFCRA regulatory approach is modelled closely on that of the UK’s Financial Conduct Authority. The QFC Civil and Commercial Court

has jurisdiction over disputes arising within the QFC, and the QFC Tribunal hears appeals against decisions of the QFCRA. The QFCRA, the Court and the Tribunal are all statutory independent bodies reporting to the Council of Ministers.

Firms operating under the QFC umbrella fall into two categories: those providing financial services, which are regulated activities and those engaged in non-regulated activities in support of financial services.

Approximately 15.0 per cent. of the firms operating under the QFC umbrella in 2017 were regulated financial institutions, including global financial institutions. The QFCA has imposed tax at a rate of 10.0 per cent. on local source business profits to be applied retroactively from 1 January 2010. Firms licensed in the QFC are exempt from Qatarisation laws, are permitted full foreign ownership and are not bound by any restrictions on the remittance of profits outside Qatar.

Firms licensed by the QFCRA as banking business firms are authorised to conduct banking businesses, including, among other things, deposit taking and credit services. Under the QFC's licensing policy, such firms are currently prohibited from conducting retail banking with, or on behalf of, retail customers unless they obtain authorisation from the QFCRA. Financial institutions authorised by the QFCRA as investment management and advisory firms will be authorised to conduct activities such as dealing in investments (as agent), managing investments and providing custody services, among other things (depending on the scope of authorisation). As at 31 December 2017, the QFC included 57 regulated and 323 non-regulated firms. As of the same date, of the regulated firms, there were 13 corporate and investment banking institutions, 24 insurance, reinsurance and insurance mediation firms, 7 investment management firms and 14 advisory firms. From the non-regulated firms, permitted activities include, among others, professional services such as legal, audit and recruitment services.

### ***Monetary Policy***

Currently, Qatar's monetary policy is formulated by the QCB to, among other things, regulate interest rates, maintain the stability of the riyal, and control inflation. See "*Banking Industry and Regulation in Qatar—Interest Rates*" and "*Inflation*". While the QCB operates in coordination with the Ministry of Finance, it is independent from political interference in its management of monetary policy.

## BANKING INDUSTRY AND REGULATION IN QATAR

### Qatar Central Bank

In its supervisory capacity, the QCB oversees the activities of Qatar's commercial banks and non-bank financial institutions (including insurance companies) with a view to minimising banking and financial risk in Qatar's financial sector. The QCB conducts regular inspections of commercial banks and reviews reports and other mandatory data submitted by commercial banks, including monthly capital adequacy compliance reports.

The QCB has implemented regulations regarding non-performing loans, large exposures, country risk, money market and foreign exchange accounts, credit ratios, fixed assets for banks' use, reserve requirements and banks' investments. The QCB has the authority to impose penalties in the event that banks fail to comply with these regulations. The QCB requires commercial banks to maintain a minimum reserve requirement of 4.50 per cent. and a capital adequacy requirement of 15.38 per cent. (including the capital conservation buffer, the applicable DSIB buffer and the ICAAP capital charge) in line with the "well-capitalised" level in the Basel III guidelines and above the guidelines minimum recommended level of 10.0 per cent. (excluding the capital conservation buffer). The QCB also requires each commercial bank to maintain a risk reserve balance of not less than 2.5 per cent. of the total amount of direct credit facilities provided by the bank and its subsidiaries as determined at the end of each year. Certain provisions and credit provided to the Ministry of Finance and credit secured by cash collateral are excluded from the calculation of the total amount of direct credit facilities for the purposes of determining the minimum risk reserve balance. A bank may not use any portion of its risk reserve amount without the prior approval of the QCB. Commercial banks are also required to have their annual accounts audited by the QCB's approved independent auditors and to obtain prior approval from the QCB to appoint senior management.

In January 2014, the QCB issued a circular to all commercial banks in Qatar (No. AR/2/2014) with instructions regarding the implementation of the QCB's Basel III requirements. The QCB's minimum recommended capital adequacy requirements under Basel III are currently 15.38 per cent. (including a capital conservation buffer of 2.5 per cent.). Furthermore, banks identified as DSIBs are subject to an additional buffer, as determined by the QCB for each identified DSIB. The DSIB buffer applicable to QNB is 4.38 per cent., which is being implemented in a phased manner which commenced on 1 January 2016, with full implementation by 1 January 2019. As part of the ICAAP (Pillar II) framework, QCB introduced the minimum ICAAP capital charge of 1.25 per cent., which constitutes part of the minimum capital requirement over and above the Pillar I minimum capital requirement. From 1 January 2018, commercial banks in Qatar have also been required to maintain a minimum LCR of 100 per cent.

The QCB also imposes certain exposure limits and credit controls on commercial banks. No more than 20.0 per cent. of any bank's capital and reserves may be extended to a single customer in the form of credit facilities and no more than 25.0 per cent. of any commercial bank's capital and reserves may be extended to a single customer in the form of credit or investment facilities. Additionally, no customer may borrow more than QR3.0 billion (U.S.\$824.1 million) in aggregate from Qatar's commercial banks. Credit facilities extended to a single major shareholder in any bank cannot exceed 10.0 per cent. of that bank's capital and reserves. Credit facilities granted to a single country in the form of loans to customers or the government must not exceed 20.0 to 150.0 per cent. of banks' capital and reserves depending on the category of country. The maximum real estate finance that can be granted to all customers should not exceed 150.0 per cent. of the bank's capital and reserves. In April 2011, the QCB introduced maximum limits for individual consumer loans secured against salaries. Qatari nationals are not permitted to borrow more than QR2.0 million (U.S.\$549,450) with a maximum repayment period of six years. Expatriates are not permitted to borrow more than QR0.4 million (U.S.\$109,890) with a maximum repayment period of four years. In relation to real estate finance made available to individuals against their salary, the total real estate finance must not exceed 70.0 per cent. of the value of the mortgaged property. In relation to financing provided to other types of borrowers, the finance must not exceed 60.0 per cent. of the value of the mortgaged property. In 2010, the QCB also began the process of establishing the Qatar Credit Bureau in order to collect and make available consumer credit information to commercial banks. The Qatar Credit Bureau began operations in March 2011.

In its Article IV Country Report for Qatar published in May 2018, the IMF noted the following: (i) Qatar's macroeconomic performance remains resilient with real GDP growth expected at 2.6 per cent. in 2018, rising to 2.7 per cent. in 2019, underpinned by expansion in the non-hydrocarbon sector driven by the public investment programme and a slower pace of fiscal consolidation; (ii) inflation should increase due to a

recovery in commodity prices and the expected introduction of VAT in the second half of 2018 or 2019; (iii) fiscal balances are expected to improve due to continued expenditure restraint, a rise in oil prices and the expected introduction of VAT and (iv) the main macro-economic risks related to lower hydrocarbon prices and the uncertainty associated with the ongoing impact of the diplomatic rift with some of Qatar's neighbours.

The QCB initiated single-factor stress testing of the portfolios of commercial banks in Qatar in 2010. The testing covers the broad areas of liquidity risk, credit risk, interest rate risk, foreign exchange risk and equity market risk. The results of these stress tests illustrate the possible impact of adverse financial conditions on a commercial banks' capital adequacy ratio or return on assets. Stress testing of commercial banks, on an aggregate basis, conducted by the QCB based on data for March 2010, suggested that neither the capital adequacy ratio nor the returns on assets of Qatar's commercial banks were significantly impaired.

In its Article IV Country Report for Qatar published in May 2018, the IMF concluded that "*Qatar's banking sector remains healthy overall, reflecting high asset quality and strong capitalization*". Overall liquidity has remained "comfortable" in the first half of 2018, with deposit growth mainly driven by an increase in domestic deposits while non-resident deposits recovered slightly to QR140.1 billion at the end of May 2018 from QR137.1 billion at the end of December 2017. The IMF also stated that the impact on banks' balance sheets from the fall in non-resident deposits "...has been offset by liquidity injections from the central bank and public-sector deposits, particularly from QIA. The decline in non-resident deposits has abated, obviating the need for further support of the QCB and QIA to the banking system, as banks mobilize funding from other (non-GCC) sources". As at 31 May 2018, deposits from Qatari residents accounted for 82.2 per cent. and non-resident deposits accounted for 17.8 per cent. of QNB's customer deposits.

The QCB also issues domestic currency and conducts bank clearing operations and settlements. The investment department of the QCB manages the investments of the QCB's financial reserves that are primarily in the form of securities issued or guaranteed by other governments with maturities of up to 10 years. These investments are maintained at a level at least equal to 100.0 per cent. of the riyals issued by the QCB at any time.

The QCB directive to close the Islamic branches of conventional banks was made with the aim of bringing in enhanced supervision, more financial stability, and also enhancing monetary policy tools for Islamic banks.

The following table sets forth the QCB's balance sheet data as at 31 December 2013 to 31 May 2018.

	As at 31 December					As at 31 May
	2013	2014	2015	2016	2017	2018
	(QR in millions, except as otherwise noted)					
<b>Assets:</b>						
<b>Foreign assets:</b>						
Gold.....	2,189.5	2,150.1	2,758.0	3,986.7	4,528.1	4,049.4
Foreign securities .....	85,154.3	105,203.9	90,248.9	72,307.1	14,166.8	23,154.2
Balances with foreign banks .....	64,166.3	47,699.2	40,756.5	37,506.5	33,793.6	61,524.8
IMF reserve position .....	85.9	62.7	27.9	0.0	0.0	0.0
SDR holdings .....	1,524.1	1,434.4	1,372.2	1,331.6	1,414.8	1,410.1
<b>Total foreign assets.....</b>	<b>153,120.1</b>	<b>156,550.3</b>	<b>135,163.5</b>	<b>115,131.9</b>	<b>53,903.3</b>	<b>90,138.5</b>
Claims on commercial banks .....	59,204.8	55,863.4	55,976.2	44,567.2	110,460.7	83,673.2
Unclassified assets.....	670	1,134.8	2,833.6	21,750.4	24,042.4	24,057.4
<b>Total assets.....</b>	<b>212,994.4</b>	<b>213,548.5</b>	<b>193,973.3</b>	<b>181,449.5</b>	<b>188,406.4</b>	<b>197,869.1</b>
<b>Liabilities:</b>						
Reserve money: <sup>(1)</sup>						
Currency issued.....	12,340.4	14,075.8	14,985.2	16,184.1	16,539.5	17,768.7
Deposits of local banks .....	6,234.0	11,592.2	3,196.8	5,781.3	10,278.0	16,194.0
Reserve requirement <sup>(1)</sup> .....	25,464.3	28,541.2	30,479.9	33,022.4	35,953.8	36,184.5
Government deposits.....	52,805.0	34,632.7	7,946.5	1,312	312.0	1,951.0
Capital and reserves .....	12,444.5	30,603.7	51,795.1	51,762.2	52,031.5	52,031.5
Revaluation account .....	3,382.0	2,175.7	0.0	0.0	3,655.0	3,760.9
Other liabilities.....	100,324.2	91,927.2	85,569.8	73,387.5	69,636.6	69,978.5
<b>Total liabilities<sup>(2)</sup>.....</b>	<b>212,994.4</b>	<b>213,548.5</b>	<b>193,973.3</b>	<b>181,449.5</b>	<b>188,406.4</b>	<b>197,869.1</b>

Notes:

- (1) Reserve requirements were QR25.5 billion (U.S.\$7.0 billion), QR28.5 billion (U.S.\$7.8 billion), QR30.5 billion (U.S.\$8.4 billion), QR33.0 billion (U.S.\$9.1 billion), QR36.0 (U.S.\$9.9 billion) and QR36.2 (U.S.\$9.9 billion) as at 31 December 2013, 2014, 2015, 2016, 2017 and 31 May 2018, respectively.

- (2) Total liabilities is equal to the sum of Total Reserve Money, Foreign Liabilities, Government Deposits, Capital Accounts, Reserve Revaluation and Unclassified Liabilities.

Source: QCB

## Interest Rates

Prior to 2000, the QCB imposed certain ceilings on the credit and deposit interest rates offered by commercial banks. The QCB removed these restrictions in order to further liberalise the financial sector. However, in April 2011 the QCB introduced a cap on interest rates that can be charged on personal loans of 1.5 per cent. over its benchmark lending rate and 1.0 per cent. per month for credit cards. Otherwise, Qatar's banking system is free from any form of interest rate ceilings.

The QCB utilises three different interest rates: a lending rate, a deposit rate and a reverse repo rate. The lending rate is used for the lending facility through which commercial banks can obtain liquidity from the QCB. The deposit rate is used for the deposit facility through which commercial banks can place deposits with the QCB. Both of these facilities may be rolled over to the next day, when transactions are executed electronically. The reverse repo rate is a pre-determined interest rate set by the QCB for reverse repo transactions entered into between the QCB and commercial banks. The overnight liquidity facility rate is used for overnight lending by the QCB to commercial banks.

Prior to July 2007, the QCB closely tracked the interest rates of the U.S. Federal Reserve Bank as the Qatari riyal is pegged to the U.S. dollar. However, the QCB did not deem it necessary to reduce interest rates to the same extent, or as quickly, as the U.S. Federal Reserve Bank on the last several occasions that the latter has reduced its interest rates. Since December 2016, the QCB has again begun closely tracking the interest rates of the U.S. Federal Reserve Bank. As at the date of this Prospectus, the QCB deposit rate is 2.00 per cent. (up from 1.75 per cent. in early 2017) and its lending rate is 5.00 per cent., (up from 4.75 per cent. in early 2017).

## Currency

The Qatari riyal has been fixed to the U.S. dollar at a rate of QR3.64 per U.S. dollar since 1980. It is one of the QCB's objectives to keep the riyal stable against the U.S. dollar. As the riyal is pegged to the U.S. dollar, the exchange rate of the riyal against other major currencies fluctuates in line with the movements of the exchange rate of the U.S. dollar against such currencies. The IMF's May 2018 Article IV report emphasised that, "the peg to the U.S. dollar continues to serve Qatar well, providing a clear and credible monetary anchor."

## Inflation

CPI inflation in Qatar increased by 3.1 per cent. in 2014, 1.8 per cent. in 2015, 2.7 per cent. in 2016 and 0.4 per cent. in 2017. The Ministry of Development Planning and Statistics has recently revised the representative basket of consumer goods and the weights upon which the CPI calculations are based. The CPI index has been rebased on 2013 prices (previously it was based on 2007 prices). According to the MDPS, the revision was done to better reflect the changing pattern of consumption in Qatar. As a result, the latest available data suggests that inflation has decreased to 0.1 per cent. for June 2018 (as compared to June 2017), mainly reflecting lower housing inflation (given that housing constitutes 21.9 per cent. of the overall inflation rate) and lower food prices (given that food constitutes 12.6 per cent. of the overall inflation rate).

The housing cost component of the CPI rose by 5.8 per cent. in 2013, 6.9 per cent. in 2014, 2.1 per cent. in 2015, 4.0 per cent. in 2016 and fell by 3.0 per cent. in 2017. Housing cost inflation has slowed this year and has fallen by 4.3 per cent. in June 2018 (as compared to June 2017).

The QCB uses various monetary instruments to address price stability. The required reserve ratio for commercial banks was increased by two percentage points to 4.75 per cent. in 2008 in an effort to absorb excess liquidity from the domestic markets. In April 2017, this was reduced to 4.50 per cent. Certificates of deposit for terms of one, three, six and nine months were increased from zero at the end of 2007 to a total of QR8.0 billion (U.S.\$2.2 billion) as at March 2010, and were subsequently reduced to zero in 2011. They have remained at zero until the date of this Prospectus. In addition, the QCB maintained its lending interest rate at 5.5 per cent. from 2007 until April 2011 and its deposit interest rate at 2.0 per cent. from May 2008 until August 2010. The most recent cuts took place in August 2011, wherein rates went down on lending from 5.0 per cent. to 4.5 per cent. and for deposits from 1.0 per cent. to 0.75 per cent. These were later increased and,

at the date of this Prospectus, are 5.0 per cent. and 2.0 per cent., respectively. The U.S. Federal Reserve Bank reduced its benchmark deposit rate on several occasions from 5.25 per cent. in September 2007 to 0.00–0.25 per cent. in December 2008.

The following table sets forth the CPI and annual average percentage change for each of the years indicated, as well as the share represented by each item in the general index using the previous series, which was based on 2007 prices using a basket of eight goods and services.

Based on 2007 prices:	% share in index	Annual Averages			
		2013		2014	
		Index	%	Index	%
Housing .....	32.2	89.5	5.8	95.7	6.9
Food, beverages and tobacco .....	13.2	137.3	2.3	137.8	0.4
Clothing and footwear.....	5.8	116.6	0.1	119.9	2.8
Furniture, textiles and home appliances .....	8.2	122.4	3.2	127.9	4.5
Medical care and services .....	2.0	116.9	2.4	117.9	0.9
Transport and communications.....	20.5	118.3	1.4	120.4	1.8
Entertainment, recreation and culture.....	10.9	129.5	7.3	131.7	1.7
Miscellaneous goods and services .	7.2	136.4	(2.4)	135.4	(0.7)
<b>General Index .....</b>	<b>100.0</b>	<b>114.4</b>	<b>3.2</b>	<b>117.9</b>	<b>3.1</b>

Source: MDPS

The following table sets forth the CPI and annual average percentage change for the year ended 31 December 2016 and 2017, and the latest available data (June 2018), as well as the share represented by each item in the general index using the new series, which is based on 2013 prices using a basket of 12 goods and services.

Based on 2013 prices:	% share in index	Annual Average					
		2016		2017		June 2018	
		Index	%	Index	%	Index	%
Housing, water, electricity and gas.....	21.9	115.4	4.0	111.9	(3.0)	107.1	(4.3)
Food and beverages.....	12.6	99.2	(1.9)	101.1	1.9	99.7	0.0
Clothing and footwear.....	5.1	102.9	0.7	101.7	(1.2)	102.1	0.5
Tobacco .....	0.3	114.0	0.0	114.0	0.0	114.0	0.0
Furnishings and household equipment .....	7.7	107.7	1.5	108.2	0.5	109.4	1.0
Health .....	1.8	101.0	(0.8)	103.2	2.2	106.8	3.4
Transportation .....	14.6	110.1	3.4	118.1	7.3	127.3	7.2
Communication .....	5.9	99.3	0.1	98.7	(0.6)	98.2	(1.1)
Recreation and culture.....	12.7	109.2	7.3	107.1	(2.0)	105.1	(2.3)
Education.....	5.8	121.4	5.7	124.1	2.2	124.9	0.9
Restaurants and hotels.....	6.1	100.2	(1.0)	98.7	(1.5)	99.4	0.9
Miscellaneous goods and services .....	5.7	102.6	2.5	102.8	0.2	103.9	0.5
<b>General Index .....</b>	<b>100.0</b>	<b>108.1</b>	<b>2.7</b>	<b>108.5</b>	<b>0.4</b>	<b>108.7</b>	<b>0.1</b>

Source: MDPS

## VAT

As at the date of this Prospectus, Qatar does not impose VAT on the sale of goods and services. However, in November 2016, the GCC states executed the GCC Framework Agreement on VAT, which is expected to come into force in the various GCC states in the second half of 2018 or 2019. The tax will apply a single rate of 5.0 per cent. to a broad basket of goods and services, with likely exceptions including basic food items, healthcare and education. On 3 May 2017, the Qatari Council of Ministers approved the Qatar VAT law and its executive regulations, which are expected to reflect the provisions of the GCC Framework Agreement.

The introduction of VAT in Qatar may impact QNB negatively to the extent that it is unable to recover input VAT. However, the Qatar VAT law and its executive regulations have not been published in the Official

Gazette yet and as such they are not yet in force. It is not clear when VAT will be introduced in Qatar but it is expected to be in the second half of 2018 or in early 2019.

## Money Supply and Liquidity

### Money Supply

Since 2006, the money supply in Qatar has grown steadily, primarily as a result of significant increases in Government spending and an expansion of private sector credit, which has increased more than 3.3 times within the period from 2007 to 2017. The expansion in private sector credit occurred despite the Government's implementation of a credit ratio and an increase in reserve requirements designed to moderate such credit expansion.

As of May 2018, the narrow measure of money ("M1"), which comprises currency held by the public and deposits denominated in riyals of the private sector, government and semi-government institutions, increased to QR133.0 billion (U.S.\$36.5 billion), a 2.5 per cent. increase from May 2017. This led to a decrease of M1 domestic share in liquidity (M3) to 20.1 per cent. in May 2018 compared to 21.8 per cent. in May 2017. As of May 2018, currency in circulation increased to QR12.6 billion (U.S.\$3.5 billion) from QR12.4 billion (U.S.\$3.4 billion) in May 2017. As of May 2018, demand deposits increased to QR120.4 billion (U.S.\$33.1 billion) from QR117.3 billion (U.S.\$32.2 billion) from May 2017. As of May 2018, the broad measure of money ("M2"), which comprises M1 plus savings and time deposits denominated in riyals and foreign currency deposits of the private sector, government and semi-government institutions, increased to QR581.2 billion (U.S.\$159.7 billion), an increase of 11.6 per cent. from the end of May 2017. Time deposits decreased by 3.9 per cent. from the end of May 2017 to QR246.5 billion (U.S.\$67.7 billion) in May 2018. Foreign currency deposits increased by 50.2 per cent. from QR134.3 billion (U.S.\$36.9 billion) in May 2017 to QR201.7 billion (U.S.\$55.4 billion) in May 2018. Total quasi-money represented by time deposits and foreign currency deposits increased to QR448.2 billion (U.S.\$123.1 billion) as of May 2018, a 14.7 per cent. increase from the end of May 2017.

The following table provides an overview of the money supply and sets forth certain liquidity indicators for Qatar as at 31 December 2013 to 31 May 2018.

	Foreign assets: QCB: As at 31 December					As at 31 May
	2013	2014	2015	2016	2017	2018
	(QR in millions, except as otherwise noted)					
Assets <sup>(1)</sup> .....	153,482.5	156,894.9	135,565.0	115,523.0	54,314.5	90,547.8
Liabilities.....	(1,452.3)	(1,357.7)	(1,314.0)	(1,262.3)	(1,316.5)	(1,306.9)
<b>QCB foreign assets (net)</b> .....	<b>152,030.2</b>	<b>155,537.2</b>	<b>134,251.0</b>	<b>114,260.7</b>	<b>52,998.0</b>	<b>89,240.9</b>
Commercial banks:						
Assets.....	163,312.4	196,511.5	222,931.8	273,202.1	234,442.2	222,461.0
Liabilities.....	(208,689.9)	(227,394.0)	(309,998.0)	(446,819.1)	(361,878.3)	(394,872.2)
<b>Commercial bank foreign assets (net)</b> .....	<b>(45,377.5)</b>	<b>(30,882.5)</b>	<b>(87,066.2)</b>	<b>(173,617.0)</b>	<b>(127,436.1)</b>	<b>(172,411.2)</b>
<b>Foreign assets (net)</b> .....	<b>106,652.7</b>	<b>124,654.7</b>	<b>47,184.8</b>	<b>(59,356.3)</b>	<b>(74,438.1)</b>	<b>(83,170.3)</b>
<b>Domestic assets:</b>						
Claims on Government:						
Claims <sup>(2)</sup> .....	181,784.8	166,692.5	193,399.0	256,679.6	332,125.1	294,441.2
Deposits <sup>(3)</sup> .....	(121,099.0)	(93,885.0)	(61,224.9)	(59,366.9)	(94,479.6)	(78,781.4)
<b>Claims on Government (net)</b> .....	<b>60,685.8</b>	<b>72,807.5</b>	<b>132,174.1</b>	<b>197,312.7</b>	<b>237,645.5</b>	<b>215,659.8</b>
Domestic credit: Claims on public enterprises <sup>(4)</sup> .....	183,195.5	168,826.9	161,460.1	155,192.7	165,983.2	167,198.3
Claims on private sector <sup>(5)</sup> .....	309,434.6	368,353.8	437,283.9	464,122.6	493,251.6	519,644.8
<b>Total domestic credit</b> .....	<b>492,630.1</b>	<b>537,180.7</b>	<b>598,744.0</b>	<b>619,315.3</b>	<b>659,234.8</b>	<b>686,843.1</b>
Other items (net).....	(204,253.7)	(230,617.8)	(256,719.9)	(259,723.8)	(219,110.1)	(238,177.2)
<b>Domestic assets (net)</b> .....	<b>349,062.2</b>	<b>379,370.4</b>	<b>474,198.2</b>	<b>556,904.2</b>	<b>677,770.2</b>	<b>664,325.7</b>
Broad money:						
Money (M1):						
Currency in circulation.....	9,204.6	10,322.3	11,032.7	11,947	11,590.3	12,619.4
Demand deposits.....	96,726.7	113,934.1	115,892.1	116,401.5	111,497.4	120,350.6
<b>Total money</b> .....	<b>105,931.3</b>	<b>124,256.4</b>	<b>126,924.8</b>	<b>128,348.5</b>	<b>123,087.7</b>	<b>132,970.0</b>
<b>Quasi-money:</b>						
Savings and time deposits.....	208,225.5	223,437.4	242,417.1	244,790.4	259,691.2	246,484.3
Foreign currency deposits.....	141,558.1	156,331.3	152,041.1	124,409.0	220,553.2	201,701.1
Total quasi-money.....	349,783.6	379,768.7	394,458.2	369,199.4	480,244.4	448,185.4
Total broad money (M2).....	455,714.9	504,025.1	521,383.0	497,547.9	603,332.1	581,155.4

	Foreign assets: QCB: As at 31 December					As at 31 May
	2013	2014	2015	2016	2017	2018
Change (%) <sup>(6)</sup> :						
Foreign assets (net).....	359.7	16.9	(62.1)	(225.8)	25.4	9.1
Domestic assets (net).....	(2.5)	8.7	25.0	17.4	21.7	11.3
<b>Total broad money</b> .....	<b>19.6</b>	<b>10.6</b>	<b>3.4</b>	<b>(4.6)</b>	<b>21.3</b>	<b>11.6</b>
Velocity of broad money (to total nominal GDP) <sup>(7)</sup> .....	1.6	1.5	1.1	1.1	1.0	1.0
Velocity of broad money (to non-oil and gas nominal GDP) <sup>(7)</sup> .....	0.7	0.7	0.7	0.8	0.7	0.7

Notes:

- (1) Excludes the QCB's foreign currency deposits with local commercial banks.
- (2) Includes Government borrowing on behalf of public enterprises in 2001.
- (3) Includes foreign and local currency deposits.
- (4) Non-financial sector enterprises with some Government ownership.
- (5) Includes financial securities.
- (6) The percentage change in August 2018 is the year-on-year change for the period August 2017 to August 2018.
- (7) Velocity of broad money calculations use the sum of nominal GDP for the last four available quarters (Q2 2017 to Q1 2018).

Source: QCB and MDPS

## Liquidity

The QCB, on behalf of the Government, issues bonds, sukuk and T-bills to absorb domestic liquidity. The QCB has issued a number of domestic bonds since 1999. The Government had a total of QR357.2 billion (U.S.\$98.1 billion) of domestic bonds, sukuk, T-bills and term loans outstanding as at 23 July 2018, according to Bloomberg. As at 23 July 2018, Government domestic issuance included: T-bills denominated in local currency each month, with QR5.4 billion (U.S.\$1.5 billion) outstanding; QR40.1 billion (U.S.\$11.0 billion) in sukuk; QR59.4 billion (U.S.\$16.3 billion) in Government long-term bonds, and QR20.0 billion (U.S.\$5.5 billion) in term loans, according to Bloomberg. Additionally, the Government has also issued QR116.1 billion (U.S.\$31.9 billion) in U.S.\$-denominated long-term bonds as at 23 July 2018, according to Bloomberg. As at 23 July 2018, Government issuance denominated in foreign currency included QR108.8 billion (U.S.\$29.9 billion) in long-term government bonds and QR7.3 billion (U.S.\$2.0 billion) in long-term sukuk.

## Banking System

### Commercial Banks (Outside the QFC)

Commercial banks in Qatar consist of six locally owned conventional banks (including QNB, which is 50.0 per cent. Government owned), four Islamic banks that operate according to Islamic Shari'a principles (including the prohibition on the charging of interest on loans), seven branches of foreign banks and one specialised bank.

The conventional local banks in Qatar are QNB, Commercialbank, Doha Bank, IBQ, Al Khaliji and Ahli Bank. The conventional banks accounted for 68.4 per cent. of total banking sector assets as at 31 December 2017.

The Islamic banks in Qatar are Qatar Islamic Bank, Qatar International Islamic Bank, Masraf Al Rayan, and Barwa Bank. The Islamic banks account for 20.2 per cent. of market share by total assets as at 31 December 2017.

The seven foreign banks present in Qatar had a total of QR185.6 billion (U.S.\$51.0 billion) in total assets as at 31 December 2017, equivalent to 10.8 per cent. of the total banking sector. The foreign banks in Qatar are Arab Bank, Bank Saderat Iran, BNP Paribas, HSBC, Mashreq Bank, Standard Chartered Bank and United Bank Limited.

One state-owned specialised bank, Qatar Development Bank, accounts for the remaining 0.6 per cent. of the total banking sector.

Commercial banks are the primary financial institutions in Qatar, receiving deposits and providing credit and investment services, as well as foreign exchange and clearance services. The deposits made in Qatar's commercial banks are not insured as there is no deposit insurance scheme in Qatar.

There is likely to be consolidation in the Qatar banking sector. In December 2016, it was announced that subject to shareholder and regulatory approval, Masraf Al Rayan, Barwa Bank and International Bank of Qatar would merge to form one consolidated entity. In August 2018, it was announced that Barwa Bank and International Bank of Qatar had reached a final merger agreement.

In June 2018, Fitch revised upward Qatar's outlook to "stable" from "negative" and affirmed its long-term foreign currency issuer default rating of AA-. The upward revision resulted from Fitch's assessment that Qatar has successfully managed the effects of the diplomatic rift and that the economy has reconfigured its supply chain and continues to grow at a steady rate. Fitch also emphasised that Qatar's sovereign net foreign assets are far above most AA and A-rated peers. In July 2018, Moody's also revised its outlook for Qatar to "stable" from "negative" and reaffirmed its long-term issuer rating of Aa3. Moody's emphasised a number of credit strengths embedded in Qatar's credit profile, including the large net asset position of Qatar's government, exceptionally high levels of per-capita income, substantial hydrocarbon reserves and relatively low fiscal and external break-even oil prices. These factors will continue to provide significant shock absorption capacity for Qatar.

The QCB requires commercial banks to maintain a total minimum capital adequacy ratio ("CAR") of 12.5 per cent. (including a capital conservation buffer but excluding the ICAAP capital charge) in accordance with the new the QCB's Basel III requirements. QCB issued a circular in January 2014 introducing new requirements in accordance with Basel III recommendations. Historically, commercial banks have complied with QCB capital adequacy requirements and, at the end of 2017, the average CAR of the sector was 16.8 per cent. compared with 16.1 per cent. in 2016, 15.6 per cent. in 2015, 16.3 per cent. in 2014 and 16.0 per cent. in 2013. At the end of 2017, Tier 1 average CAR for all banks was 16.5 per cent. compared with 15.7 per cent. in 2016, 15.2 per cent. in 2015, 15.8 per cent. in 2014 and 15.3 per cent. in 2013. As a result of challenging economic conditions, in May 2009, the QCB amended its methods for calculating its capital adequacy ratio. See *"Risk Factors—Factors that may affect QNB's ability to fulfil its obligations under the Deed of Guarantee and the Notes Loan Agreements—QNB may be subject to increased capital requirements or standards due to new governmental or regulatory requirements and changes in perceived levels of adequate capitalisation, and may also need additional capital in the future due to worsening economic conditions"*. Currently, Qatar's commercial banks are compliant with Basel III Pillar I and, as of January 2014, the QCB instructed all commercial banks in Qatar to comply with the QCB's Basel III requirements.

The State has provided financial support to Qatar's financial sector as a response to the 2008-2009 global economic downturn and as a preventative measure to preserve the general stability into Qatar's banking sector. In late 2008 and early 2009, the QIA began making direct capital injections in Qatar's commercial banking sector through a plan to purchase equity ownership interests of up to 20.0 per cent. in all domestic banks listed on the QSE but excluding QNB. In January 2009, the QIA acquired 5.0 per cent. of the shares of Qatar Islamic Bank for QR956 million (U.S.\$263 million), 5.0 per cent. of the shares of Commercial Bank of Qatar for approximately QR807 million (U.S.\$221.7 million), 5.0 per cent. of the shares of Qatar International Islamic Bank for QR464 million (U.S.\$127.5 million), 5.0 per cent. of the shares of Ahli Bank for QR161 million (U.S.\$44.2 million), and 5.0 per cent. of the shares of Doha Bank for QR369 million (U.S.\$101.4 million). In February 2009, the QIA acquired 20.0 per cent. of the shares of First Finance Company for QR257 million (U.S.\$70.6 million). No shares in QNB were issued to the QIA. These capital injections were based on the share price of the relevant bank as at 12 October 2008. In addition, the shareholders of Masraf Al Rayan have approved a share capital increase to be issued to the QIA, and the shareholders of Al Khaliji Bank have approved a share capital increase of up to 20.0 per cent. to be issued to the QIA. The QIA implemented procedures to acquire an additional 5.0 per cent. stake in the capital of Qatari banks consistent with the above-mentioned plan to purchase equity ownership interests of up to 20.0 per cent. in domestic commercial banks. In late 2009 and early 2010, the QIA purchased approximately QR2.7 billion (U.S.\$741.7 million) worth of shares in local banks, representing the fourth support package extended by the Government in line with the 2008/2009 plan referenced above. In December 2009, the QIA acquired shares of Commercial Bank of Qatar for QR807 million (U.S.\$221.7 million), increasing its shareholding to 9.1 per cent.

In addition, on 9 March 2009, the Government declared that, in order to further support Qatar's banking sector, the Government would purchase a portion of the investment portfolios of seven of the nine domestic

banks listed on the QSE (including QNB). These purchases were completed on 22 March 2009 at a total purchase price of approximately QR6.5 billion (U.S.\$1.8 billion) paid through a combination of cash and domestic Government bonds. This purchase price was equal to the net book value of such investment portfolios as registered in the records of each bank as at 28 February 2009. QNB benefited from this Government intervention, receiving a significant proportion of the support by reference to its market share of bank exposure to listed equities in Qatar by selling its investment portfolio of QSE-listed equity securities to the Government.

In an effort to further boost liquidity and encourage lending, in early June 2009, the State offered to buy a portion of the real estate portfolios and investments of nine domestic commercial banks at a sale price equivalent to the net book value of such portfolios and investments with a total ceiling amount of QR15.5 billion (U.S.\$4.3 billion). QNB participated in the real estate portfolio purchase programme offered by the Government and sold a portion of its real estate portfolio to the Government by reference to its market share of bank exposure to real estate in Qatar. See “*Business Description of the QNB Group—Competitive Strengths—Strong Qatari Government Support*”.

The amount of credit extended by commercial banks to the private sector grew at a CAGR of 20.5 per cent. from QR190.9 billion (U.S.\$52.4 billion) at the end of 2010 to QR479.0 billion (U.S.\$131.6 billion) at the end of 2017. As at 31 May 2018, consumer credit accounted for 25.1 per cent. of total private sector credit extended by commercial banks, while credit extended to other sectors amounted to: real estate, 29.2 per cent.; general trade, 13.7 per cent.; services, 15.6 per cent.; and other sectors, 41.5 per cent. of total private sector credit. In May 2018 compared with May 2017, the amount of consumer credit increased by 4.6 per cent., credit extended to the real estate sector increased by 7.5 per cent., credit for general trade increased by 11.9 per cent. and credit to the services sector increased by 29.2 per cent.

The level of “non-performing” loans of all commercial banks decreased by 1.7 per cent. in 2012, and then increased to 1.9 per cent. in 2013 and decreased to 1.7 per cent. in 2014 and decreased to 1.6 per cent. in 2015 and decreased to 1.3 per cent. in 2016 and increased to 1.6 per cent. in 2017. Under QCB regulations, non-performing loans are defined as those loans that meet one of the following conditions for at least three months: (i) the borrower is not able to meet its loan repayments and the loan is past due; (ii) other credit facilities of that borrower are past due; (iii) the existing credit limits granted to that borrower for its other credit facilities are not renewed; or (iv) a borrower exceeds its agreed credit limit by 10.0 per cent. or more without prior authorisation. Commercial banks in Qatar categorise non-performing loans into three groups: sub-standard, doubtful and bad. Sub-standard loans are those that have not performed for three or more months, doubtful loans are those that have not performed for six or more months, and bad loans are those that have not performed for nine or more months.

The following table summarises the capital adequacy ratio and the ratio of non-performing loans to total loans for the banking system as at 31 December 2013 to 31 December 2017.

	As at 31 December				
	2013	2014	2015	2016	2017
Capital Adequacy ratio (%) .....	16.0	16.3	15.6	16.1	16.8
Non-performing loans/total loans (%) .....	1.9	1.7	1.6	1.3	1.6

Source: QCB

The following table sets out the distribution of commercial bank credit facilities as at 31 December 2013 to 31 May 2018.

	As at 31 December					As at
	2013	2014	2015	2016	2017	31 May
	(QR in millions)					2018
<b>Public Sector:</b>						
Government .....	40,801.2	64,737.0	76,822.1	138,683.2	175,578.3	146,122.2
Government institution .....	90,618.9	140,426.8	140,148.0	139,386.4	146,198.5	146,931.6
Semi-government institutions .....	17,750.3	28,400.1	21,312.1	15,806.3	19,784.7	20,266.7
<b>Total public sector loans .....</b>	<b>149,170.4</b>	<b>233,563.9</b>	<b>238,282.2</b>	<b>293,875.9</b>	<b>341,561.5</b>	<b>313,320.5</b>
<b>Private sector:</b>						
General trade .....	26,855.3	48,154.4	59,015.8	64,520.7	64,535.5	69,559.5
Industry .....	6,534.0	10,856.8	15,342.2	15,773.3	16,781.4	16,821.3
Contractors .....	16,219.9	30,367.4	37,543.8	38,155.7	38,314.0	38,674.5
Real estate .....	76,220.4	95,142.3	121,214.2	130,490.1	147,762.8	147,525.6
Consumption .....	67,975.3	99,121.7	115,842.2	119,953.2	123,372.9	127,134.8
Services .....	29,709.0	62,082.3	65,752.6	71,243.8	78,997.4	97,797.2
Other .....	4,010.9	7,241.7	7,756.6	9,928.6	9,230.6	8,525.6
<b>Total private sector loans .....</b>	<b>227,524.8</b>	<b>352,966.6</b>	<b>422,467.4</b>	<b>450,065.4</b>	<b>478,994.6</b>	<b>506,038.5</b>
<b>Total domestic loans .....</b>	<b>376,695.2</b>	<b>586,530.5</b>	<b>660,749.6</b>	<b>743,941.3</b>	<b>820,556.1</b>	<b>819,359.0</b>
<b>Loans outside Qatar .....</b>	<b>26,867.3</b>	<b>63,679.1</b>	<b>87,930.2</b>	<b>95,363.6</b>	<b>90,482.1</b>	<b>85,907.2</b>
<b>Total loans .....</b>	<b>403,562.5</b>	<b>650,209.6</b>	<b>748,679.8</b>	<b>839,304.8</b>	<b>911,038.2</b>	<b>905,266.2</b>

Source: QCB

Total commercial bank deposits grew at a CAGR of 10.7 per cent. from QR548.4 billion (U.S.\$150.7 billion) at the end of 2013 to QR823.0 billion (U.S.\$226.1 billion) at the end of 2017. As at 31 May 2018, deposits had increased to QR785.4 billion (U.S.\$215.8 billion), accounting for 58.3 per cent. of total commercial bank liabilities. Private sector deposits grew at a CAGR of 6.8 per cent. from 2013 to 2017, compared with 8.2 per cent. for public sector deposits. As at 31 May 2018, demand deposits accounted for 19.4 per cent. of total deposits, and time and savings deposits for 62.7 per cent. (the remaining 17.8 per cent. are the deposits of non-residents and are not classified according to their term). As at 31 May 2018, a total of 51.2 per cent. of deposits are local currency deposits and 30.9 per cent. are foreign currency (the remaining 17.8 per cent. are the deposits of non-residents and are not classified according to their currency).

The following table sets out the breakdown of commercial bank deposits as at 31 December 2013 to 31 May 2018.

	As at 31 December					As at
	2013	2014	2015	2016	2017	31 May
	(QR in millions)					2018
<b>Public Sector:</b>						
<b>By term and currency:</b>						
<b>In Qatari Riyal</b>						
Demand deposits .....	17,649.0	19,083.3	16,662.6	26,301.7	30,569.4	30,016.2
Time deposits .....	68,630.7	64,526.9	67,749.3	73,885.7	110,765.0	91,740.0
<b>In foreign currencies</b>						
Demand deposits .....	18,538.0	15,404.9	9,978.0	14,979.1	9,707.3	10,023.6
Time deposits .....	125,313.2	129,121.1	114,716.0	70,753.4	164,356.4	156,062.6
<b>By sector:</b>						
Government .....	68,294.0	59,252.3	53,278.4	58,054.9	94,167.6	76,830.4
Government institutions .....	124,389.7	129,608.9	116,896.1	93,319.4	188,805.3	179,807.8
Semi-government institutions .....	37,447.2	39,275.0	38,931.4	34,545.6	32,425.0	31,204.2
<b>Total public sector deposits .....</b>	<b>230,130.9</b>	<b>228,136.2</b>	<b>209,105.9</b>	<b>185,919.9</b>	<b>315,397.9</b>	<b>287,842.4</b>
<b>Private sector:</b>						
<b>By term and currency:</b>						
<b>In Qatari Riyal</b>						
Demand deposits .....	83,303.1	97,474.7	101,122.5	94,532.9	90,050.1	96,481.6
Time deposits .....	161,526.9	177,305.0	190,073.3	195,565.6	188,752.7	184,093.3
<b>In foreign currencies</b>						
Demand deposits .....	14,386.9	16,307.8	16,173.9	14,480.2	19,596.3	16,011.7
Time deposits .....	25,456.5	33,731.4	47,153.1	53,157.2	72,112.4	60,937.4
<b>By sector:</b>						

	As at 31 December					As at
	2013	2014	2015	2016	2017	31 May
Personal .....	145,840.6	162,251.4	148,438.5	161,083.2	170,999.4	179,626.2
Companies and institutions .....	138,832.8	162,567.5	206,084.3	196,652.7	199,512.1	177,897.8
<b>Total private sector deposits .....</b>	<b>284,673.4</b>	<b>324,818.9</b>	<b>354,522.8</b>	<b>357,735.9</b>	<b>370,511.0</b>	<b>357,524.0</b>
<b>Total deposits:</b>						
<b>By currency:</b>						
In Qatari Riyal .....	331,109.7	358,389.9	375,607.7	390,285.9	420,137.2	402,331.1
In foreign currencies .....	183,694.6	194,565.2	188,021.0	153,369.9	265,772.2	243,035.3
<b>By term:</b>						
Total demand deposits .....	133,877.0	148,270.7	143,937.0	150,293.9	149,923.1	152,533.1
Total time deposits.....	380,927.3	404,684.4	419,691.7	393,361.9	535,986.3	492,833.3
Non-resident deposits .....	33,579.5	48,119.1	86,632.2	183,223.7	137,125.5	140,059.7
<b>Total deposits .....</b>	<b>548,383.8</b>	<b>601,074.2</b>	<b>650,260.9</b>	<b>726,879.5</b>	<b>823,035.0</b>	<b>785,426.0</b>

Source: QCB

The total assets of commercial banks grew at a CAGR of 10.6 per cent. from 2013 to 2017. Domestic credit is the largest component of total assets and grew at a CAGR of 21.5 per cent. from 2013 to 2017. This strong credit growth spanned the private and public sectors and was driven by rapid economic growth, increasing private consumption and large allocations in government spending for major development projects.

The increase in the domestic investments of commercial banks has grown at a CAGR of 5.7 per cent. from the end of 2013 to the end of 2017. Domestic investments have increased by 12.6 per cent. in the twelve months to May 2018, to QR172.3 billion (U.S.\$47.3 billion) in May 2018. Correspondingly, their share of total assets decreased from 3.7 per cent. at the end of 2017 to 3.5 per cent. at the end of May 2018.

The following table sets forth the consolidated balance sheets of Qatari commercial banks as at 31 December 2013 to 31 May 2018.

	As at 31 December					As at
	2013	2014	2015	2016	2017	31 May
	(QR in millions)					
<b>Assets:</b>						
Reserves Cash.....	3,135.8	3,753.5	3,952.5	4,237.1	4,949.2	5,149.3
Balances with QCB .....	31,388.1	39,862.1	33,480.5	38,646.4	45,486.3	51,660.0
<b>Foreign assets:</b>						
Cash .....	1,244.4	2,614.4	2,737.4	1,838.3	3,526.0	4,960.7
Claims on foreign banks .....	68,552.9	80,819.9	81,365.4	114,098.5	77,285.5	69,952.5
Foreign credit.....	42,319.2	63,679.1	87,930.2	95,363.6	90,482.1	85,907.2
Foreign investments .....	50,918.1	49,318.3	50,638.9	58,203.6	58,801.4	57,767.6
Other foreign assets .....	277.8	79.8	259.9	3,698.1	4,347.2	3,873.0
<b>Domestic Assets:</b>						
Due from banks in Qatar.....	16,777.6	37,151.9	32,932.7	38,758.9	48,847.2	50,987.5
Domestic credit.....	533,075.1	586,530.5	660,749.6	743,941.3	820,556.1	819,358.9
Domestic investments .....	146,892.2	125,447.4	141,751.2	142,722.1	183,695.9	172,288.2
Domestic fixed assets.....	3,913.9	4,843.7	5,091.7	6,791.1	6,997.7	6,574.4
Other domestic assets.....	11,576.4	10,668.9	11,839.4	14,437.9	18,665.2	18,042.8
<b>Total assets .....</b>	<b>910,071.5</b>	<b>1,004,769.5</b>	<b>1,112,729.4</b>	<b>1,262,736.9</b>	<b>1,363,639.8</b>	<b>1,346,522.1</b>
<b>Liabilities:</b>						
<b>Foreign Liabilities:</b>						
Non-resident deposits .....	33,579.5	48,119.1	86,632.2	183,223.7	137,125.5	140,059.7
Due to foreign banks .....	120,701.1	131,899.1	180,887.8	208,339.3	177,284.1	201,623.2
Debt securities .....	45,603.6	39,078.0	34,733.9	49,130.4	47,069.8	51,786.3
Other foreign liabilities.....	8,805.7	8,297.8	7,744.1	6,125.7	399.0	1,403.0
<b>Domestic Liabilities:</b>						
Resident deposits .....	514,804.3	552,955.1	563,628.7	543,655.8	685,909.4	645,366.4
Due to domestic banks.....	15,471.0	34,672.4	32,716.5	36,824.5	37,021.3	40,787.1
Due to QCB .....	4,600.4	6,675.2	7,041.6	9,075.1	34,354.2	22,465.4
Debt securities .....	1,289.6	3,416.0	4,103.8	3,371.7	1,001.7	870.3
Margins.....	1,337.8	1,554.3	1,681.4	1,753.0	1,856.5	2,179.0
Capital accounts.....	110,931.2	118,081.0	124,317.9	135,141.1	146,716.3	146,119.9

	As at 31 December					As at
	2013	2014	2015	2016	2017	31 May
Provisions .....	9,929.4	9,925.4	10,684.4	10,739.7	13,624.8	20,499.1
Unclassified liabilities.....	43,017.9	50,096.1	58,557.1	75,356.9	81,277.3	73,362.7
<b>Total liabilities.....</b>	<b>910,071.5</b>	<b>1,004,769.5</b>	<b>1,112,729.4</b>	<b>1,262,736.9</b>	<b>1,363,639.8</b>	<b>1,346,522.1</b>

Source: QCB

## TAXATION

The following is a general description of certain Cayman Islands, Qatari and EU tax considerations relating to the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in those countries or elsewhere. Prospective purchasers of Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries. This summary is based upon the law as in effect on the date of this Prospectus and is subject to any change in law that may take effect after such date.

### The Cayman Islands

Under existing Cayman Islands laws, payments on the Notes will not be subject to taxation in the Cayman Islands, and no withholding will be required on the payments to any holder of the Notes, nor will gains derived from the disposal of the Notes be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance or gift tax.

There are no income, corporation, capital gains or other taxes in effect in the Cayman Islands on the basis of present legislation. The Issuer has obtained an undertaking from the Governor-in-Cabinet of the Cayman Islands, pursuant to the Tax Concessions Law (2018 Revision) of the Cayman Islands that, for a period of 20 years from 2 November 2010, no law which is enacted in the Cayman Islands imposing any tax to be levied on profit, income, gains or appreciation shall apply to the Issuer or its operations and, in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable on or in respect of the shares, debentures or other obligations (which would include the Notes) of the Issuer or by way of the withholding in whole or in part of any relevant payment (as defined in the Tax Concessions Law (2018 Revision)). No capital or stamp duties are levied in the Cayman Islands on the issue or redemption of Notes. Notes issued in bearer form are themselves stampable if executed in or brought into the Cayman Islands. An instrument of transfer in respect of a Note may be stampable if executed in or brought to the Cayman Islands. An annual registration fee is payable by the Issuer to the Cayman Islands Registrar of Companies which is calculated by reference to the nominal amount of its authorised capital. At current rates, this annual registration fee is approximately U.S.\$853.66. The foregoing is based on current law and practice in the Cayman Islands, and this is subject to change therein.

### Qatar

The following is a summary of the principal Qatari tax consequences of ownership of the Notes by beneficial owners who or which are not incorporated in or residents of Qatar for Qatari tax purposes and do not conduct business activities in Qatar ("**Non-Qatari Holders**"). This summary of taxation in Qatar is based upon (i) the tax law of Qatar, (ii) the Executive Regulations thereunder and (iii) the practice that has been adopted and is applied by the Income Tax Department of the Ministry of Finance, each as in effect on the date of this Prospectus. The views expressed in this summary are subject to any subsequent change in Qatari law, regulations and practice that may come into effect as of such date.

Under current Qatari law, taxes are levied on a taxpayer's income arising from activities in Qatar. However, payments made by the Issuer or the Guarantor to Non-Qatari Holders will not be subject to Qatari income taxes because such income tax does not apply to payments under the Notes and the Agency Agreement made to Non-Qatari Holders.

The Income Tax Law and the Executive Regulations of the Income Tax Law issued in June 2011 provide that any payment of interest and fees made in relation to bonds issued by a Qatari corporate entity will be subject to withholding tax, which will include the Issuer as an entity managed from Qatar and therefore considered as tax resident in Qatar. However, the Executive Regulations provide for certain exemptions to such application of withholding tax. Paragraph 2 of Article 21.4 of the Executive Regulations provides that: "interest on bonds and securities issued by the State and public authorities, establishments and corporations owned wholly or partly by the State" shall not be subject to withholding tax. As the Issuer and the Guarantor are presently partly owned by the State, they will be exempt from the requirement to withhold tax. If the Issuer and/or the Guarantor cease to be partly owned by the State, the exemption at Paragraph 2 of Article 21.4 of the Executive Regulations will cease to apply. The Guarantor would benefit from an exemption under Paragraph 3 of Article 21.4 of the Executive Regulations, which provides that interest on transactions, facilities and loans with banks and financial institutions shall not be subject to withholding tax. Similarly, the Issuer would

benefit from this exemption provided the interest is being paid to a bank or financial institution. However, the Issuer has agreed, and to the extent that the Guarantor may be called upon to perform its obligations under the Deed of Guarantee, the Guarantor has agreed, that all payments of principal and interest in respect of the Notes and/or the Deed of Guarantee will be made free and clear of withholding taxes payable in Qatar, and the Issuer or QNB, as the case may be, will be required to pay additional amounts in respect of any such withholding or deduction imposed by or on behalf of Qatar in certain circumstances. See *“Terms and Conditions of the Notes—Taxation”*.

Non-Qatari Holders will not be subject to tax in Qatar on any capital gains derived from a sale of Notes. Under current Qatari law, no Qatari stamp duty will be imposed on Non-Qatari Holders either upon the issuance of the Notes or upon a subsequent transfer of Notes.

### **The Proposed Financial Transactions Tax (“FTT”)**

On 14 February 2013, the European Commission published a proposal (the **“Commission’s Proposal”**) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the **“participating Member States”**). However, Estonia has since stated that it will not participate.

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances.

Under the Commission’s Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the proposed FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

### **Foreign Account Tax Compliance Act**

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (**“foreign passthru payments”**) to persons that fail to meet certain certification, reporting, or related requirements. The issuer is a foreign financial institution for these purposes. A number of jurisdictions (including the Cayman Islands and Qatar) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (**“IGAs”**), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to 1 January 2019. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

## SUBSCRIPTION AND SALE

### Summary of Dealer Agreement

Subject to the terms and on the conditions contained in the amended and restated dealer agreement dated 6 September 2018 (the “**Dealer Agreement**”) between the Issuer, the Guarantor, the Permanent Dealers and the Arrangers, the Notes will be offered on a continuous basis by the Issuer to the Permanent Dealers. However, the Issuer has reserved the right to sell Notes directly on its own behalf to Dealers that are not Permanent Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuer through the Dealers, acting as agents of the Issuer. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are jointly and severally underwritten by two or more Dealers.

The Issuer will pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by it. The Issuer has agreed to reimburse the Arrangers for their expenses incurred in connection with the update of the Programme and the Dealers for certain of their activities in connection with the Programme.

The Issuer and the Guarantor have jointly and severally agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

### Selling Restrictions

#### *United States*

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meaning given to them by Regulation S.

Bearer Notes having a maturity of more than one year are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), and regulations thereunder.

Bearer Notes, other than Bearer Notes with an initial maturity of one year or less will be issued in accordance with the provisions of U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (the “**C Rules**”), or in accordance with the provisions of U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (the “**D Rules**”), as specified in the Final Terms. Terms used in this paragraph have the meanings given to them by the Code and regulations thereunder, including the C Rules and the D Rules.

Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree, that except as permitted by the Dealer Agreement, it will not offer, sell or deliver the Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of an identifiable tranche of which such Notes are a part, as determined and certified to the Fiscal and Principal Paying Agent or the Issuer by such Dealer (or, in the case of an identifiable tranche of Notes sold to or through more than one Dealer, by each of such Dealers with respect to Notes of an identifiable tranche purchased by or through it, in which case the Fiscal and Principal Paying Agent or the Issuer shall notify such Dealer when all such Dealers have so certified), within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each Dealer to which it sells Notes during the distribution compliance period a confirmation or other notice setting out the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering of any identifiable tranche of Notes, an offer or sale of Notes within the United States by any dealer that is not participating in the offering of such Notes may violate the registration requirements of the Securities Act.

## Prohibition of Sales to EEA Retail Investors

Unless the Final Terms (or Pricing Supplement, as the case may be) in respect of any Notes specifies the “**Prohibition of Sales to EEA Retail Investors**” as “**Not Applicable**”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms (or Pricing Supplement, as the case may be) in relation thereto to any retail investor in the EEA. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
  - (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in the Prospectus Directive; and
- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

If the Final Terms (or Pricing Supplement, as the case may be) in respect of any Notes specifies “**Prohibition of Sales to EEA Retail Investors**” as “**Not Applicable**”, in relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”), it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the final terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including by Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

## **United Kingdom**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

## **Cayman Islands**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make any offer or invitation to the public in the Cayman Islands to subscribe for any Notes and this Prospectus shall not be construed as an invitation to any member of the public of the Cayman Islands to subscribe for any Notes.

## **Qatar (including the Qatar Financial Centre)**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or delivered and will not offer, sell or deliver, directly or indirectly, any Notes in Qatar (including the Qatar Financial Centre), except:

- (a) in compliance with all applicable laws and regulations of Qatar (including the Qatar Financial Centre); and
- (b) through persons or corporate entities authorised and licensed to provide investment advice and/or engage in brokerage activity and/or trade in respect of foreign securities in Qatar.

This Prospectus has not been filed with, reviewed or approved by the QCB, the QFMA, QFCRA or any other relevant Qatar governmental body or securities exchange.

## **Dubai International Financial Centre**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered and will not offer the Notes to be issued under the Programme to any person in the Dubai International Financial Centre unless such offer is:

- (a) an “Exempt Offer” in accordance with the Markets Rules (MKT) Module of the Dubai Financial Services Authority (“**DFSA**”); and
- (b) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module.

## **UAE (excluding the Dubai International Financial Centre)**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes to be issued under the Programme have not been and will not be offered, sold or publicly promoted or advertised by it in the UAE other than in compliance with any laws applicable in the UAE governing the issue, offering and sale of securities.

## **Bahrain**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold, and will not offer or sell, any Notes, except on a private placement basis to persons in Bahrain who are “accredited investors”.

For this purpose, an “accredited investor” means:

- (a) an individual holding financial assets (either singly or jointly with a spouse) of U.S.\$1,000,000 or more;
- (b) a company, partnership, trust or other commercial undertaking which has financial assets available for investment of not less than U.S.\$1,000,000; or
- (c) a government, supranational organisation, central bank or other national monetary authority or a state organisation whose main activity is to invest in financial instruments (such as a state pension fund).

## **Kingdom of Saudi Arabia**

No action has been or will be taken in the Kingdom of Saudi Arabia that would permit a public offering of the Notes. Any investor in the Kingdom of Saudi Arabia or who is a Saudi person (a “**Saudi Investor**”) who acquires any Notes pursuant to an offering should note that the offer of Notes is a private placement under Article 9 or Article 10 of the “**Rules on the Offer of Securities and Continuing Obligations**” as issued by the Board of the Saudi Arabian Capital Market Authority (“**CMA**”) resolution number 3-123-2017 dated 9/4/1439H, corresponding to 27 December 2017 as amended by the Board of the CMA resolution number 3-45-2018 dated 27/8/1439H, corresponding to 23 April 2018 (the “**KSA Regulations**”), through a person authorised by the CMA to carry on the securities activity of arranging and following a notification to the CMA under Article 11 of the KSA Regulations.

The Notes may thus not be advertised, offered or sold to any person in the Kingdom of Saudi Arabia other than to “**Sophisticated Investors**” under Article 9 of the KSA Regulations or by way of a limited offer under Article 10 of the KSA Regulations. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that any offer of Notes to a Saudi Investor will be made in compliance with Articles 9 or 10 and Article 11 of the KSA Regulations.

Each offer of Notes shall not therefore constitute a “public offer”, an “exempt offer” or a “Parallel Market Offer” pursuant to the KSA Regulations, but is subject to the restrictions on secondary market activity under Article 15 of the KSA Regulations. Any Saudi Investor who has acquired Notes pursuant to a private placement under Article 9 or Article 10 of the KSA Regulations may not offer or sell those Notes to any person unless the offer or sale is made through an authorised person appropriately licensed by the CMA and: (a) the Notes are offered or sold to a Sophisticated Investor (as defined in Article 9 of the KSA Regulations); (b) the price to be paid for the Notes in any one transaction is equal to or exceeds Saudi Riyals 1 million or an equivalent amount; or (c) the Notes are being offered or sold in such other circumstances as the CMA may prescribe.

## **Japan**

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any resident of Japan (as defined under

Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act of 1949, (Act No. 228 of 1949, as amended)) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

## Singapore

Each Dealer has acknowledged that this Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore) (the “SFA”)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of any Notes may not be circulated or distributed, nor may any Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (b) where no consideration is or will be given for the transfer;
- (c) where the transfer is by operation of law;
- (d) as specified in Section 276(7) of the SFA; or
- (e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Singapore SFA Product Classification: In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are ‘prescribed capital markets products’

(as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## **Hong Kong**

In relation to each Tranche of Notes issued by the Issuer, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes (except for Notes which are a “**structured product**” as defined in the Securities and Future Ordinance (Cap. 571) of Hong Kong (the “**SFO**”) other than: (i) to “**professional investors**” within the meaning of the SFO and any rules made under the SFO); or (ii) in other circumstances which do not result in the document being a “**prospectus**” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “**professional investors**” as defined in the SFO and any rules made under that Ordinance.

## **PRC**

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws of the PRC.

## **General**

These selling restrictions may be modified by the agreement of the Issuer, the Guarantor and the Dealers following a change in a relevant law, regulation or directive. Any such modification will be set out in the Final Terms issued in respect of the issue of Notes to which it relates or in a supplement to this Prospectus.

No representation is made that any action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Prospectus or any other offering material or any Final Terms, in any country or jurisdiction where action for that purpose is required.

Each Dealer has agreed (and each further Dealer appointed will be required to agree) that it shall comply, to the best of its knowledge, with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Notes or has in its possession or distributes the Prospectus, any other offering material or any Final Terms therefore in all cases at its own expense and neither the Issuer, the Guarantor nor any other Dealer shall have responsibility therefor.

Other persons into whose hands this Prospectus or any Final Terms comes are required by the Issuer and the Dealers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver Notes or possess, distribute or publish this Prospectus or any Final Terms or any related offering material, in all cases at their own expense.

Certain of the Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Guarantor and its subsidiaries in the ordinary course of business for which they have and/or will receive fees and expenses.

## GENERAL INFORMATION

- (1) The Issuer's legal entity identifier (LEI) code is 549300MY0DXTHQEX5057.
- (2) The listing of the Notes (other than PD Exempt Instruments) on the Official List will be expressed as a percentage of their nominal amount (exclusive of accrued interest). It is expected that each Tranche of the Notes (other than PD Exempt Instruments) which is to be admitted to the Official List and to trading on the Market will be admitted separately as and when issued, subject only to the issue of a temporary or permanent Global Note (or one or more Certificates) in respect of each Tranche. The listing of the Programme in respect of the Notes is expected to be granted on or around 10 September 2018. Prior to official listing and admission to trading, however, dealings will be permitted by the London Stock Exchange in accordance with its rules. Transactions on the Market will normally be effected for delivery on the third working day after the day of the transaction. The total expenses related to the admission to trading of the Notes (other than PD Exempt Instruments) are estimated to be approximately £2,000.
- (3) In the case of PD Exempt Instruments, the relevant Notes will not be listed and/or admitted to trading on the Market or any other Regulated Market, and the applicable Pricing Supplement will state whether or not the relevant Notes will be listed and/or admitted to trading on an unregulated market.
- (4) Each of the Issuer and the Guarantor has obtained all necessary consents, approvals and authorisations in connection with the update of the Programme and the Guarantee. The update of the Programme was authorised by a resolution of the board of directors of the Issuer and passed on 5 September 2018. The giving of the Guarantee by the Guarantor was authorised by a resolution of the board of directors of the Guarantor and passed on 22 August 2011.
- (5) There has been no significant change in the financial or trading position of the Issuer since 30 June 2018 and there has been no significant change in the financial or trading position of the Guarantor or of the QNB Group since 30 June 2018. There has been no material adverse change in the prospects of the Issuer since 31 December 2017 and there has been no material adverse change in the prospects of the Guarantor or of the QNB Group since 31 December 2017.
- (6) There are no, and have not been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer or the Guarantor or the QNB Group.
- (7) Each Bearer Note having a maturity of more than one year, Coupon and Talon will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code".
- (8) The Notes have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems (which are the entities in charge of keeping the records). The Common Code, the International Securities Identification Number (ISIN) and (where applicable) the identification number for any other relevant clearing system for each Series of Notes will be set out in the relevant Final Terms.  
  
The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of any alternative clearing system will be specified in the applicable Final Terms.
- (9) There are no material contracts entered into other than in the ordinary course of the Issuer's or the Guarantor's business, which could result in any member of the QNB Group being under an obligation or entitlement that is material to the Issuer's or the Guarantor's ability to meet its obligations to Noteholders in respect of the Notes being issued.

- (10) Where information in this Prospectus has been sourced from third parties, this information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third-party information is identified where used.
- (11) The issue price and the amount of the relevant Notes will be determined, before filing of the relevant Final Terms of each Tranche, based on the prevailing market conditions. The Issuer does not intend to provide any post-issuance information in relation to any issues of Notes.
- (12) For so long as Notes may be issued pursuant to this Prospectus, the following documents will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the office of the Issuer and at the specified office of the Fiscal and Principal Paying Agent:
- (i) the Agency Agreement (which includes the form of the Global Notes, the definitive Bearer Notes, the Certificates, the Coupons and the Talons);
  - (ii) the Deed of Covenant;
  - (iii) the Deed of Guarantee;
  - (iv) the Articles of Association of the Issuer and the Guarantor (with an English translation thereof);
  - (v) the audited consolidated financial statements of the Guarantor and the Issuer as at and for the years ended 31 December 2017 and 31 December 2016, in each case, together with the audit reports prepared in connection therewith, and the unaudited condensed consolidated interim financial information of the Guarantor and the Issuer as at and for the six-month period ended 30 June 2018, together with the auditor's review report prepared in connection therewith;
  - (vi) each Final Terms (save that Final Terms relating to a Note which is neither admitted to trading on a regulated market within the EEA nor offered in the EEA in circumstances where a prospectus is required to be published under the Prospectus Directive will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the Issuer and the Fiscal and Principal Paying Agent as to its holding of Notes and identity);
  - (vii) a copy of this Prospectus together with any Supplement to this Prospectus or further Prospectus; and
  - (viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in this Prospectus.

This Prospectus and the Final Terms for Notes that are listed on the Official List and admitted to trading on the Market will be published on the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html>.

- (13) In the ordinary course of their business activities, the Arrangers and Dealers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or Guarantor and their respective affiliates. Certain of the Arrangers and Dealers or their respective affiliates that have a lending relationship with the Issuer and/or Guarantor routinely hedge their credit exposure to the Issuer and/or Guarantor consistent with their customary risk management policies. Typically, such Arrangers and Dealers and their respective affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes issued under the Programme. Any such short positions could adversely affect future trading prices of Notes issued under the Programme. The Arrangers and Dealers and their respective affiliates may also make investment recommendations and/or publish or

express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

- (14) Copies of the latest audited consolidated financial statements of the Guarantor and the Issuer and the latest interim consolidated financial statements of the Guarantor and the Issuer may be obtained, and copies of the Agency Agreement, the Deed of Covenant and the Deed of Guarantee will be available for inspection at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding.
- (15) The auditors of the Issuer and the Guarantor are KPMG, Qatar Branch.

KPMG, Qatar Branch of KPMG Building, 25 C Ring Road, P.O. Box 4473, Doha, State of Qatar and registered under Ministry of Economy and Commerce licence number 11031 appearing in the public register of approved auditing firms held by the Accounts Auditors section at the Ministry of Economy and Commerce, were appointed as auditors of the Issuer and the Guarantor on 1 January 2018.

The former auditors of the Issuer and the Guarantor were Ernst & Young (Qatar Branch) whose registered address is Al Gassar Tower, 24th Floor, Majlis Al Taawon Street, P.O. Box 164, West Bay, Doha, State of Qatar and registered under Ministry of Economy and Commerce licence number 4 appearing in the public register of approved auditing firms held by the Accounts Auditors section at the Ministry of Economy and Commerce. Ernst & Young (Qatar Branch) were the external auditors of the Issuer and the Guarantor for the financial years ended 31 December 2013 to 31 December 2017.

The 2017 Financial Statements and the 2016 Financial Statements have each been audited by Ernst & Young (Qatar Branch) in accordance with the International Standards on Auditing as stated in their reports included therein.

The 2018 Interim Financial Statements have been reviewed by KPMG, Qatar Branch in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", as stated in their reports included therein.

Registered Office of the Issuer

**QNB Finance Ltd**  
c/o Maples Corporate Services Limited  
P.O. Box 309, Uglund House  
Grand Cayman, KY1-1104  
Cayman Islands

Registered Office of the Guarantor

**Qatar National Bank (Q.P.S.C.)**  
Qatar National Bank Building  
Al Corniche Street  
P.O. Box 1000  
Doha  
State of Qatar

#### Arrangers

**Barclays Bank PLC**  
5 The North Colonnade  
Canary Wharf  
London E14 4BB,  
United Kingdom

**QNB Capital LLC**  
Level 14  
QNB Al Mathaf Tower  
P.O. Box 1000  
Doha  
State of Qatar

**Standard Chartered Bank**  
P.O. Box 999  
Dubai  
United Arab Emirates

#### Dealers

**Australia and New Zealand Banking Group Limited**  
22/F, Three Exchange Square  
8 Connaught Place  
Central  
Hong Kong

**Barclays Bank PLC**  
5 The North Colonnade  
Canary Wharf  
London E14 4BB,  
United Kingdom

**Citigroup Global Markets Limited**  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

**Crédit Agricole Corporate and Investment Bank**  
Broadwalk House  
5 Appold Street  
London EC2A 2DA  
United Kingdom

**HSBC Bank plc**  
8 Canada Square  
London E14 5HQ  
United Kingdom

**ING Bank N.V.**  
Foppingadreef 7  
1102 DB Amsterdam  
The Netherlands

**J.P. Morgan Securities plc**  
25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

**Merrill Lynch International**  
2 King Edward Street  
London EC1A 1HQ  
United Kingdom

**Mizuho International plc**  
Mizuho House  
30 Old Bailey  
London EC4M 7AU  
United Kingdom

**Morgan Stanley & Co International plc**  
25 Cabot Square  
Canary Wharf  
London E15 4QA  
United Kingdom

**MUFG Securities EMEA plc**  
Ropemaker Place  
25 Ropemaker Street  
London EC2Y 9AJ  
United Kingdom

**QNB Capital LLC**  
Level 14, QNB Al Mathaf Tower  
P.O. Box 1000  
Doha  
State of Qatar

**SMBC Nikko Capital Markets Limited**  
One New Change  
London EC4M 9AF  
United Kingdom

**Société Générale**  
29 boulevard Haussmann  
75009 Paris  
France

**Standard Chartered Bank**

P.O. Box 999  
Dubai  
United Arab Emirates

**Fiscal Agent, Principal Paying Agent, Transfer Agent and Calculation Agent**

**The Bank of New York Mellon, acting through its London Branch**

One Canada Square  
London E14 5AL  
United Kingdom

**Registrar**

**The Bank of New York Mellon SA/NV, Luxembourg Branch**

Vertigo Building  
Polaris  
2-4 rue Eugène Ruppert  
L-2453  
Luxembourg

**Auditors**

*for the financial years ended 31 December 2013 to  
31 December 2017*

**Ernst & Young (Qatar Branch)**

Al Gassar Tower, 24<sup>th</sup> Floor  
Majlis Al Taawon Street  
P.O. Box 164  
West Bay, Doha  
State of Qatar

*for the period from  
1 January 2018*

**KPMG, Qatar Branch**

KPMG Building  
25 C Ring Road  
P.O. Box 4473  
Doha  
State of Qatar

**Legal Advisers**

**To the Issuer**

*in respect of Cayman Islands law*

**Maples and Calder**

11<sup>th</sup> Floor  
200 Aldersgate Street  
London EC1A 4HD  
United Kingdom

**To the Guarantor**

*in respect of English law*

**Latham & Watkins (London) LLP**

99 Bishopsgate  
London EC2M 3XF  
United Kingdom

**To the Dealers**

*in respect of English law*

**Linklaters LLP**

Ninth Floor, Currency House  
Dubai International Financial Centre  
P.O. Box 506516  
Dubai  
United Arab Emirates

*in respect of Qatari law*

**Simmons & Simmons Middle East LLP**

Level 5  
Al Mirqab Tower  
Al Corniche Street  
P.O. Box 23540  
Doha  
State of Qatar