

ADMISSION PARTICULARS DATED 5 DECEMBER 2019



**QNB Finance Ltd**

*(an exempt 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)*

These admission particulars (the “**Admission Particulars**”) are prepared in connection with the U.S.\$17,500,000,000 Medium Term Note Programme (the “**Programme**”) established by QNB Finance Ltd (the “**Issuer**”) and guaranteed by Qatar National Bank (Q.P.S.C.) (“**QNB**” or the “**Guarantor**”). Under the Programme, the Issuer may from time to time, subject to compliance with all relevant laws, regulations and directives issue Medium Term Notes guaranteed by QNB. The prospectus in respect of the Programme dated 17 July 2019 (the “**Base Prospectus**”) and the prospectus supplement dated 10 October 2019 (the “**Base Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”), are incorporated by reference herein. Terms defined in the Prospectus have the same meaning when used in these Admission Particulars.

Application has been made to the London Stock Exchange for certain Notes issued under the Programme to be admitted to the London Stock Exchange's International Securities Market (the “**ISM**”). The ISM is not a regulated market for the purposes of Directive 2014/65/EU.

**The ISM is a market designated for professional investors. Notes admitted to trading on the ISM are not admitted to the Official List of the United Kingdom Financial Conduct Authority. The London Stock Exchange has not approved or verified the contents of these Admission Particulars.**

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

The Notes to which these Admission Particulars relate 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 these Admission Particulars, you should consult an authorised financial adviser.

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## **1. IMPORTANT NOTICES**

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

Any statement contained in any document forming part of these Admission Particulars shall be deemed to be modified or superseded for the purposes of these Admission Particulars to the extent that a statement contained herein modifies or supersedes such statement. For the purposes of these Admission Particulars, any supplement to the Prospectus in respect of the Programme admitted to listing on the Official List of the FCA and to trading on the Regulated Market of the London Stock Exchange plc shall form part of these Admission Particulars

## **2. GENERAL INFORMATION**

### **Significant/Material Change**

There has been no significant change in the financial or trading position of the Issuer since 30 June 2019 and there has been no significant change in the financial or trading position of the Guarantor or of the QNB Group since 30 September 2019. There has been no material adverse change in the prospects of the Issuer since 31 December 2018 and there has been no material adverse change in the prospects of the Guarantor or of the QNB Group since 31 December 2018.

### **Litigation**

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 these Listing Particulars 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.

### 3. DOCUMENTS INCORPORATED BY REFERENCE

These Listing Particulars should be read and construed in conjunction with:

- the Base Prospectus prepared by the Issuer in connection with the Programme (available at <https://www.qnb.com/sites/qnb/qnbqatar/document/en/enEMTNProspectus17Jul2019>); and
- the Base Prospectus Supplement prepared by the Issuer in connection with the Programme (available at <https://www.qnb.com/sites/qnb/qnbqatar/document/en/enEMTNSupplement10Oct19>),

Such documents shall be incorporated in, and form part of, these Listing Particulars, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of these Listing Particulars 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 these Listing Particulars.

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