

FINAL TERMS

Final Terms dated 12 July 2021

QNB Finance Ltd
(LEI: 549300MY0DXTHQEX5057)

Issue of U.S.\$300,000,000 1.710 per cent. Notes due 2026
Guaranteed by Qatar National Bank (Q.P.S.C.)
under the U.S.\$22,500,000,000
Medium Term Note Programme

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 ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and are 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).

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 17 March 2021 and the supplements thereto dated 12 April 2021 and 12 July 2021, which together constitute a base prospectus (the “Prospectus”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. The Prospectus and the supplements thereto 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) and 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.

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| 1 | (a) Issuer: | QNB Finance Ltd |
| | (b) Guarantor: | Qatar National Bank (Q.P.S.C.) |
| 2 | (a) Series Number: | 363 |
| | (b) Tranche Number: | 1 |
| 3 | Specified Currency or Currencies: | U.S. dollars (“U.S.\$”) |
| 4 | Aggregate Nominal Amount of Notes: | U.S.\$300,000,000 |
| | (a) Series: | U.S.\$300,000,000 |
| 5 | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6 | (a) Specified Denominations: | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof |
| | (b) Calculation Amount: | U.S.\$1,000 |

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| 7 | (a) Issue Date: | 21 July 2021 |
| | (b) Interest Commencement Date: | Issue Date |
| 8 | Maturity Date: | 21 July 2026 |
| 9 | Interest Basis: | 1.710 per cent. per annum Fixed Rate |
| 10 | Redemption/Payment Basis: | Redemption at par |
| 11 | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12 | Put/Call Options: | Not Applicable |
| 13 | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| | (c) Date of Board approval for issuance of Notes and Guarantee obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14 | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate of Interest: | 1.710 per cent. per annum payable semi-annually in arrear |
| | (b) Interest Payment Date(s): | 21 January and 21 July in each year up to and including the Maturity Date, commencing on 21 January 2022 |
| | (c) Fixed Coupon Amount(s): | U.S.\$8.55 per Calculation Amount |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | 30/360 |
| | (f) Determination Dates: | Not Applicable |
| | (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |
| 15 | Floating Rate Note Provisions: | Not Applicable |
| 16 | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17 | Call Option: | Not Applicable |
| 18 | Put Option: | Not Applicable |
| 19 | Change of Control Put: | Not Applicable |
| 20 | Final Redemption Amount of each Note: | U.S.\$1,000 per Calculation Amount |

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| 21 | Early Redemption Amount: | 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): | U.S.\$1,000 |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 22 | Form of Notes: | 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: | London, New York, Taipei |
| 24 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 25 | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 26 | Prohibition of Sales to UK Retail Investors: | Not Applicable |

Signed on behalf of QNB Finance Ltd:
By: *M. Abrahams*
Duly authorised



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

By:
Duly authorised

Ramaiya Senthilnathan



Kamal Wahidi

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PART B — OTHER INFORMATION

1 Listing

- (a) Listing: London and Taipei
- (b) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on both (i) the London Stock Exchange's Main Market with effect from 21 July 2021, and (ii) the Taipei Exchange ("TPEX") in the Republic of China (Taiwan) ("ROC") for the listing and trading of the Notes on the TPEX. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. Effective date of listing of the Notes on the TPEX is expected on or about 21 July 2021.
- The TPEX is not responsible for the content of this document and the Prospectus and any supplement or amendment thereto and no representation is made by the TPEX as to the accuracy or completeness of this document and the Prospectus and any supplement or amendment thereto. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document and the Prospectus and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer, the Guarantor or the Notes.
- (c) Estimate of total expenses related to admission to trading: GBP5,090 + VAT in relation to admission to trading of the Notes on the London Stock Exchange's Main Market and NTD70,000 in relation to the listing and trading of the Notes on the TPEX.

2 Ratings:

The Notes to be issued have been rated:

Moody's: Aa3

As defined by Moody's, obligations rated 'Aa3' are judged to be of high quality and are subject to very low credit risk. The modifier "3" indicates a ranking in the lower end of the 'Aa' generic category.

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 and Estimated Net Proceeds

- (a) Reasons for the offer: General corporate purposes
- (b) Estimated net proceeds: U.S.\$299,700,000

5 Fixed Rate Notes only—Yield

- Indication of yield: 1.710 per cent. per annum
- 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

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| ISIN: | XS2364514708 |
| Common Code: | 236451470 |
| CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN |
| FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN |
| 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): | The Bank of New York Mellon, acting through its London Branch One Canada Square London E14 5AL United Kingdom |
| Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

7 Distribution

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| (a) Method of distribution: | Syndicated |
| (b) If syndicated, names of Managers: | Standard Chartered Bank (Taiwan) Limited as Lead Manager CTBC Bank Co., Ltd., KGI Bank Co., Ltd., President Securities Corporation, Taishin International Bank Co., Ltd. and Yuanta Securities Co., Ltd. as Co-Managers |
| (c) Stabilisation Manager(s) (if any): | Not Applicable |
| (d) If non-syndicated, name of Dealer: | Not Applicable |
| (e) US Selling Restrictions: | Reg. S Compliance Category 2, TEFRA not applicable |
| (f) Additional selling restrictions: | ROC Selling Restriction: The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, to investors other than “professional investors” as defined under Paragraph 1 of Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds as amended from time to time (“ Professional Investors ”). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Investor. |