



## Doha Finance Limited

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

**CHF 175,000,000**  
**0.465 per cent. senior unsecured notes due 2024**

**guaranteed by**  
**Doha Bank Q.P.S.C.**

(a Qatari shareholding company incorporated under the Commercial Companies Law No. (11) of 2015)

This prospectus (the "**Swiss Prospectus**") relates to (i) the offering of CHF 175,000,000 0.465 per cent. senior unsecured notes due 2024 (the "**Notes**") issued under the U.S.\$2,000,000,000 Euro Medium Term Note Programme of Doha Finance Limited (the "**Issuer**") and guaranteed by Doha Bank Q.P.S.C. (the "**Guarantor**"), in each case as set forth in the base prospectus dated 10 December 2021 (the "**Base Prospectus**"), and (ii) the admission to trading and listing of the Notes on SIX Swiss Exchange. The Notes are expected to be rated A by Fitch Ratings Limited and Baa1 by Moody's Investors Service Cyprus Ltd.

Issuer:	Doha Finance Limited, c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands
Guarantor:	Doha Bank Q.P.S.C., Corniche Street, West Bay, P.O. Box 3818, Doha, State of Qatar
Offering:	Public offering in Switzerland
Interest:	0.465 per cent. <i>per annum</i> , payable annually in arrears on 24 January of each year, for the first time on 24 January 2023.
Issue Price:	The Joint Lead Managers have agreed to purchase the Notes at 100.00 per cent. of their aggregate principal amount (before commissions and expenses).
Price for Placement:	In accordance with supply and demand.
Issue Date:	24 January 2022.
Redemption:	Final redemption on 24 January 2024 at par.
Early Redemption:	For tax reasons in accordance with condition 7.2 of the Terms and Conditions.
Further Issues:	The Issuer may from time to time, without the consent of the Holders of Notes, create and issue further notes as provided in the Terms and Conditions.
Denominations:	CHF 5,000 and integral multiples thereof.
Form:	Permanent Global Note; <b>Investors do not have the right to request the delivery of individual notes.</b>
Clearing and Settlement:	SIX SIS
Assurances:	<i>Pari-passu</i> , negative pledge and cross default as provided in the Terms and Conditions.
Trading/Listing:	The Notes have been provisionally admitted to trading on the SIX Swiss Exchange as of 21 January 2022. Application listing of the Notes on the SIX Swiss Exchange will be made. The last trading day for the Notes on the SIX Swiss Exchange is expected to be the day falling two SIX Swiss Exchange trading days prior to the Maturity Date.
Law and Jurisdiction:	English law; arbitration seated in London in accordance with the rules of the London Court of International Arbitration; or alternatively, at the option of any Holder, the courts of England
Selling Restrictions:	<b>In particular the United States and U.S. persons, European Economic Area and United Kingdom, Cayman Islands, State of Qatar, Japan, Kingdom of Saudi Arabia, Kingdom of Bahrain, Dubai International Financial Centre, United Arab Emirates, Hong Kong and Singapore.</b>

Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch and Credit Suisse AG (the "**Joint Lead Managers**") have entered into a Subscription Agreement dated 20 January 2022 (the "**Subscription Agreement**") relating to the subscription and purchase of the Notes from the Issuer.

**Deutsche Bank AG London Branch,**  
**acting through Deutsche Bank AG Zurich Branch**  
**Credit Suisse AG**

Swiss Security No: 116 011 281

ISIN: CH1160112814

Common Code: 243513588

This Swiss Prospectus has been approved by SIX Exchange Regulation Ltd in its capacity as review body pursuant to article 52 of the Swiss Financial Services Act (the "**Swiss Review Body**") on \_\_\_\_\_.

This Swiss Prospectus has been prepared in connection with the offering and listing of the Notes in Switzerland only. The Notes will not be admitted to trading on a regulated market in the European Economic Area or the United Kingdom and will

be listed solely on the SIX Swiss Exchange. The Notes must not be offered or sold within the European Economic Area or the United Kingdom ("UK") in circumstances where a prospectus is required to be published under Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") or the Prospectus Regulation as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "**UK Prospectus Regulation**"), and neither the Issuer nor the Guarantor have authorised, and do not authorise, the making of any offer of the Notes in circumstances in which an obligation arises for the Issuer, the Guarantor or the Joint Lead Managers to publish a prospectus within the meaning of the Prospectus Regulation or the UK Prospectus Regulation for such offer. This Swiss Prospectus has not been reviewed or approved by any competent authority in any member state of the European Economic Area and does not constitute a prospectus within the meaning of the Prospectus Regulation or the UK Prospectus Regulation.

**Deutsche Bank** 

## IMPORTANT INFORMATION

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**This Swiss Prospectus will not be updated for any developments that occur after its date. In particular, this Swiss Prospectus is not required to be updated as of the date of the approval by SIX Exchange Regulation Ltd in its capacity as Swiss review body pursuant to article 52 of the Swiss Financial Services Act (the "FinSA"). Consequently, neither the delivery of this Swiss Prospectus nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer and the Guarantor is correct at any time subsequent to the date hereof or that any other information supplied in connection with the issue of the Notes is correct as of any time subsequent the date indicated in the document containing the same.**

This Swiss Prospectus has been prepared by the Issuer and the Guarantor solely for use in connection with the offering of the Notes and for the admission to trading and listing of the Notes on the SIX Swiss Exchange. Neither the Issuer nor the Guarantor have authorised the use of this Swiss Prospectus for any other purpose.

This Swiss Prospectus is to be read in conjunction with all documents incorporated by reference herein. This Swiss Prospectus shall be read and construed on the basis that such documents are incorporated into and form part of this Swiss Prospectus. See "*General Information*" on page 9 of this Swiss Prospectus.

**An investment in the Notes will involve certain risks, including the risk that Holders of Notes will lose their entire investment in the Notes. For a discussion of certain risks that potential investors should carefully consider before deciding to invest in any Notes, see "*Risks Factors*" beginning on page 20 of the Base Prospectus, which is incorporated by reference into this Swiss Prospectus.**

## SELLING RESTRICTIONS

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### United States of America and U.S. Persons

- A. The Notes and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States of America (the "**United States**") and may not be offered or sold within the United States or to, or for the account or benefit of, United States persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Neither the Issuer nor any of the Joint Lead Managers has offered or sold and will not offer or sell any Notes within the United States or to or for the account or benefit of United States persons, except in accordance with Rule 903 of Regulation S under the Securities Act.

Accordingly, none of the Issuer, the Joint Lead Managers and their affiliates or any persons acting on their behalf has engaged or will engage in any selling activities directed to the United States with respect to the Notes.

Terms used in this paragraph A. have the meanings given to them by Regulation S.

- B. None of the Joint Lead Managers has entered and will enter into any contractual arrangement with respect to the distribution or delivery of the Notes except with its affiliates or with the prior written consent of the Issuer.
- C. In connection with the Notes which are offered or sold outside the United States in reliance on an exemption from the registration requirements of the Securities Act provided under Regulation S, each Joint Lead Manager has represented and agreed that it will not offer, sell or deliver the Notes within the United States or to, or for the account or benefit of, U.S. persons. Each Joint Lead Manager has further agreed that it will send to each dealer to which it sells the Notes during the distribution compliance period (other than resales pursuant to another exemption from the registration requirements of the Securities Act) a confirmation or other notice setting forth 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. Until 40 days after the commencement of the offering of any Series of Notes, an offer or sale of such Notes within the United States by any dealer that is not participating in the offering may violate the registration requirements of the Securities Act if such offer and sale is made otherwise than in accordance with Rule 144A or another exemption from the requirements of the Securities Act.
- D. In addition,
- (1) except to the extent permitted under U.S. Treas. Reg. § 1.163-5(c)(2)(i)(D) (the **D Rules**),
    - a) none of the Joint Lead Managers has offered or sold, or during the Restricted Period will offer or sell, Notes to a person who is within the United States or its possessions or to a United States person, and the Joint Lead Managers will use reasonable efforts to sell the Notes in Switzerland; and
    - b) none of the Joint Lead Managers has delivered and will deliver within the United States or its possessions definitive Notes that are sold during the Restricted Period;
  - (2) each Joint Lead Manager has represented and agreed that it has and throughout the Restricted Period will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling the Notes are aware that such Notes may not be offered or sold during the Restricted Period to a person who is within the United States or its possessions or to a United States person, except as permitted by the D Rules;

- (3) each Joint Lead Manager has represented and agreed that if it is a United States person, it is acquiring the Notes for purposes of resale in connection with their original issuance and if it retains Notes for its own account, it will only do so in accordance with the requirements of U.S. Treas. Reg. paragraph 1.163-5(c)(2)(i)(D)(6);
- (4) each Joint Lead Manager has represented and agreed that more than 80 per cent. of (a) the aggregate principal amount of the Notes, (b) the value of the Notes, measured by the proceeds received by distributors with respect to the Notes, and (c) the value of the Notes, measured by the proceeds received by the Issuer with respect to the Notes, will be offered and sold to non-distributors by distributors maintaining an office in Switzerland;
- (5) with respect to each affiliate that acquires Notes from any of the Joint Lead Managers for the purpose of offering or selling such Notes during the Restricted Period, the Joint Lead Managers repeat and confirm the representations and agreements contained in clauses (1), (2) and (3) on its behalf; and
- (6) each Joint Lead Manager has represented and agreed that it will obtain from any distributor (within the meaning of U.S. Treas. Reg. paragraph 1.163-5(c)(2)(i)(D)(4)(ii)) that purchases any of the Notes from the Joint Lead Managers (except a distributor who are an affiliate of any Joint Lead Manager) for the benefit of the Issuer an agreement to comply with the provisions, representations and agreements contained in this subsection as if such distributor was a Joint Lead Manager hereunder.

None of the Joint Lead Managers has offered or sold, or will offer or sell, any Notes within the United States except in accordance with Rule 903 of Regulation S under the Securities Act.

Terms used in this paragraph D have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder, including the D Rules.

The "**Restricted Period**" means that period expiring on 5 March 2022 and any time with respect to Notes held as part of an unsold allotment.

## General

Neither the Issuer, nor the Guarantor nor the any of the Joint Lead Managers represent that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale. The distribution of this Swiss Prospectus and the offering of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Swiss Prospectus comes are required by the Issuer to inform themselves about and to observe any such restrictions. This Swiss Prospectus does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation and no action is being taken in any jurisdiction that would permit a public offering of the Notes or the distribution of this Swiss Prospectus in any jurisdiction where action for that purpose is required.

In addition, the Selling Restrictions set out under "*Subscription and Sale*" on pages 194 through 200 of the Base Prospectus apply.

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## SUMMARY

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This summary should be read as an introduction to this Swiss Prospectus. Any decision to invest in the Notes should be based on a consideration of this Swiss Prospectus as a whole and not only this summary, including any documents incorporated by reference into this Swiss Prospectus. Potential investors in the Notes should be aware that liability under article 69 of the Swiss Financial Services Act, as amended (the "FinSA") for any false or misleading information contained in this summary is limited to any such information that is false or misleading when read together with, or that is inconsistent with, the other parts of this Swiss Prospectus.

### A. Information on the Issuer and the Guarantor

Issuer:	Doha Finance Limited  The Issuer is an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, with its registered office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Issuer is a wholly-owned subsidiary of the Guarantor (as defined below).
Issuer's auditor:	<b>As of the date of this Swiss Prospectus, the Issuer has not appointed an auditor.</b>
Guarantor:	Doha Bank Q.P.S.C.  The Guarantor is a Qatari shareholding company incorporated under the Commercial Companies Law No. (11) of 2015 of Qatar, with its registered office at Corniche Street, West Bay, P.O. Box 3818, Doha, State of Qatar.
Guarantor's auditor:	KPMG, Qatar Branch, 25 C Ring Road, P.O. Box 4473, Doha, State of Qatar.

### B. Information on the Terms of the Notes

Notes:	CHF 175,000,000 0.465 per cent senior unsecured notes due 2024
Issue Date:	24 January 2022
Redemption:	Final redemption on 24 January 2024 at par.
Interest:	0.465 per cent. <i>per annum</i> , payable annually in arrears on 24 January of each year, for the first time on 24 January 2023.
Denomination:	CHF 5,000 and integral multiples thereof.
Guarantee:	The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Notes on an unsubordinated basis. The obligations of the Guarantor under the Guarantee in respect of Notes constitute direct, unconditional, unsubordinated and (subject to the provisions of Condition 4) unsecured obligations of the Guarantor and (save for certain obligations required to be preferred by law) will rank equally with all other unsecured obligations (other than subordinated obligations, if any) of the Guarantor from time to time outstanding.
Form of the Notes:	Permanent Global Note; <b>Investors do not have the right to request the delivery of individual notes.</b>
Assurances:	<i>Pari passu</i> , negative pledge, cross default and change of control as provided in the Terms and Conditions.
Governing Law and Jurisdiction:	English law; arbitration seated in London in accordance with the rules of the London Court of International Arbitration; or alternatively, at the option of any Holder, the courts of England.

### **C. Information on the Offering**

Offering:	Public offering of Notes in Switzerland. See also " <i>Selling Restrictions</i> " beginning on page 4 of this Swiss Prospectus.		
Issue Price:	The Joint Lead Managers have agreed to purchase the Notes at 100.00 per cent. of their aggregate principal amount (before commissions and expenses).		
Clearing and Settlement:	SIX SIS		
Ratings:	The Notes are expected to be rated A by Fitch Ratings Limited and Baa1 by Moody's Investors Service Cyprus Ltd.		
Net Proceeds:	The net proceeds of the offering of the Notes, amounting to CHF 174.550.000, will be used for general corporate purposes of the Guarantor and its subsidiaries and/or the Group and may be used to strengthen further the capital base of the Guarantor and its subsidiaries and/or the Group.		
Security Codes:	Swiss Security Number:	116 011 281	
	ISIN:	CH1160112814	
	Common Code:	243513588	

### **D. Information on the Admission to Trading and Listing**

Swiss Trading Venue:	SIX Swiss Exchange
Admission to Trading and Listing:	The Notes have been provisionally admitted to trading on the SIX Swiss Exchange as of 21 January 2022. Application for listing of the Notes on the SIX Swiss Exchange will be made. The last trading day for the Notes on the SIX Swiss Exchange is expected to be the day falling two SIX Swiss Exchange trading days prior to the Maturity Date.

### **E. Information on Prospectus Approval**

Swiss Review Body:	SIX Exchange Regulation Ltd, Hardturmstrasse 201, 8005 Zurich, Switzerland.
Prospectus Date and Approval:	<p>This Swiss Prospectus is dated 20 January 2022 and was approved by SIX Exchange Regulation in its capacity as review body pursuant to article 52 of the FinSA on the date specified on page 1 of this Swiss Prospectus.</p> <p>This Swiss Prospectus will not be updated for any developments that occur after its date. In particular, this Swiss Prospectus is not required to be updated as per the date of the approval by the review body pursuant to article 52 of the FinSA.</p>

## GENERAL INFORMATION

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The specific terms of the Notes are set out in the Pricing Supplement (the "Pricing Supplement") beginning on page 14 of this Swiss Prospectus and the Terms and Conditions of the Notes (the "Terms and Conditions") on pages 79 through 116 of the Base Prospectus. Except as otherwise specified herein, terms defined in the Base Prospectus shall have the same meaning in this Swiss Prospectus.

The following documents are incorporated by reference into this Swiss Prospectus:

- (a) the Base Prospectus;
- (b) the consolidated financial statements of the Guarantor for the year ended 31 December 2020, including the independent auditor's report (available at: <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Financials-31-Dec-2020-En-V2.pdf>);
- (c) the annual report 2020 of the Guarantor for the year ended 31 December 2020 (available at: <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Annual-Report-2020-En-V2.pdf>);
- (d) the condensed consolidated interim financial statements of the Guarantor for the nine months ended 30 September 2021 (available at: <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-FS-Q3-2021-En.pdf>); and
- (d) the Guarantee (as defined below).

Investors are advised to familiarise themselves with the entire content of this Swiss Prospectus. Copies of this Swiss Prospectus as well as the documents incorporated herein by reference are available free of charge from Deutsche Bank AG Zurich Branch, Uraniastrasse 9, 8001 Zurich, Switzerland, or can be ordered by email ([swiss.transaction@list.db.com](mailto:swiss.transaction@list.db.com)).

### Authorisation

The issue of the Notes was authorised by a resolution of the board of directors of the Issuer dated 6 December 2021 and the giving of the Guarantee in respect of the Notes was authorised by a resolution of the board of directors of the Guarantor dated 28 November 2021.

### Net Proceeds / Use of Proceeds

The net proceeds of the offering of the Notes, amounting to CHF 174,550,000, will be used for general corporate purposes of the Guarantor and its subsidiaries and/or the Group and may be used to strengthen further the capital base of the Guarantor and its subsidiaries and/or the Group.

### Guarantee

Pursuant to the deed of guarantee dated 10 December 2021 (the "**Guarantee**"), the Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Notes on an unsubordinated basis.

For further information on such guarantee, see "*Terms and Conditions of the Notes*" beginning on page 79 of the Base Prospectus, which is incorporated by reference into this Swiss Prospectus.

### Representation

In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, Deutsche Bank AG Zurich Branch has been appointed by the Issuer as representative to lodge the listing application with the SIX Swiss Exchange.

**Court, Arbitral and Administrative Proceedings**

Except as disclosed in this Swiss Prospectus, neither the Issuer nor the Guarantor are and have been involved in any court, arbitral or administrative proceedings (including any such proceedings which are pending or threatened of which the Issuer and/or the Guarantor are aware) which may be, or have been in the recent past, of material importance to the Issuer's and/or the Guarantor's assets and liabilities or profits and losses.

**No Material Change**

Except as disclosed in this Swiss Prospectus, there has been no material change in the assets and liabilities, financial position or profits and losses of the Issuer and the Guarantor since 30 September 2021.

**Responsibility Statement**

Each of the Issuer and the Guarantor accepts responsibility for all information contained in this Swiss Prospectus and hereby confirms that to the best of its knowledge the information stated herein is correct and no material facts or circumstances have been omitted herefrom.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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The Issuer and the Guarantor have included statements in this Swiss Prospectus which contain words or phrases such as will, would, aim, aimed, is likely, are likely, believe, expect, expected to, will continue, anticipated, schedule, estimate, estimating, intend, plan, seeking to, future, objective, should, can, could, may, and similar expressions or variations of such expressions, that are “forward-looking statements”. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the expected financial position, business strategy, plans and prospects of the Guarantor (including the financial forecasts, profit projections, statements as to the expansion plans of the Guarantor, expected growth in the Guarantor and other related matters), if any, are forward-looking statements and accordingly, are only predictions. These forward-looking statements involve known or unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Guarantor to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Given the risks and uncertainties that may cause the actual future results, performance or achievements of the Guarantor to be materially different from the results, performance or achievements expected, expressed or implied by the forward-looking statements in this Swiss Prospectus, undue reliance must not be placed on such forward-looking statements. None of the Issuer, the Guarantor or any of the Joint Lead Managers or any of the Agents represents or warrants that the actual future results, performance or achievements of the Guarantor will be as discussed in those statements.

Further, the Issuer and the Guarantor each disclaim any responsibility, and undertake no obligation, to update or revise any forward-looking statement contained herein to reflect any changes in the expectations with respect thereto after the date of this Swiss Prospectus or to reflect any changes in events, conditions or circumstances on which such statements are based.

## TAXATION

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### Taxation in Switzerland

The following summary of certain aspects of withholding taxes in Switzerland is of a general nature and is included herein solely for informational purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. Prospective Holders of the Notes should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Swiss tax law, to which they may be subject.

#### *Swiss Withholding Tax*

Payments by the Issuer of interest on, and repayment of principal of, the Notes, will not be subject to Swiss federal withholding tax, provided that the Issuer is at all times resident and managed outside Switzerland for Swiss tax purposes.

On 3 April 2020, the Swiss Federal Council proposed draft legislation and opened the consultation procedure regarding the reform of the Swiss withholding tax regime, which had previously been suspended. A main aspect of the draft legislation is the exemption of Swiss-domiciled legal entities and foreign investors from withholding tax on Swiss domestic interest-based investments. In essence, the draft legislation would replace the current debtor-based regime applicable to interest payments with a paying agent-based regime for Swiss withholding tax. Broadly, this paying agent-based regime would (i) subject all interest payments made through paying agents in Switzerland to individuals resident in Switzerland to Swiss withholding tax and (ii) exempt from Swiss withholding tax interest payments to all other persons, including to Swiss-domiciled legal entities and foreign investors (other than for indirect interest payments via foreign and domestic collective investments vehicles). If such a new paying agent-based regime were to be enacted and were to result in the deduction or withholding of Swiss withholding tax on any interest payments in respect of the Notes, the Notes would not be entitled to receive any additional amounts as a result of such deduction or withholding under the terms of the Notes. However, the results of the consultation, which ended on 10 July 2020, were controversial. Consequently, on 14 April 2021, the Swiss Federal Council submitted a new draft on the reform of the Swiss withholding tax system providing for the abolition of Swiss withholding tax on interest payments on bonds for submission to the Swiss Federal Parliament.

#### *Automatic Exchange of Information in Tax Matters*

On 19 November 2014, Switzerland signed the Multilateral Competent Authority Agreement (the "MCAA"). The MCAA is based on article 6 of the OECD/Council of Europe administrative assistance convention and is intended to ensure the uniform implementation of Automatic Exchange of Information (the "AEOI"). The Federal Act on the International Automatic Exchange of Information in Tax Matters (the "AEOI Act") entered into force on 1 January 2017. The AEOI Act is the legal basis for the implementation of the AEOI standard in Switzerland.

The AEOI is being introduced in Switzerland through bilateral agreements or multilateral agreements. The agreements have, and will be, concluded on the basis of guaranteed reciprocity, compliance with the principle of speciality (i.e. the information exchanged may only be used to assess and levy taxes (and for criminal tax proceedings)) and adequate data protection.

Switzerland has concluded a multilateral AEOI agreement with the EU (replacing the EU savings tax agreement) and has concluded bilateral AEOI agreements with several non-EU countries.

Based on such multilateral agreements and bilateral agreements and the implementing laws of Switzerland, Switzerland began to collect data in respect of financial assets, including, as the case may be, Notes, held in, and income derived thereon and credited to, accounts or deposits with a paying agent in Switzerland for the benefit of individuals resident in a EU member state or in a treaty state.

### *U.S. Foreign Account Tax Compliance Withholding*

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. A number of jurisdictions (including Switzerland) 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. Holders of Notes should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

## PRICING SUPPLEMENT

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**MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of the 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, professional clients and retail clients in Switzerland 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 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 target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties, professional clients and retail clients in Switzerland only are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH ARTICLE 8 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE “UK PROSPECTUS REGULATION”) FOR THE ISSUE OF THE INSTRUMENTS DESCRIBED BELOW. THE UNITED KINGDOM FINANCIAL CONDUCT 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 UK PROSPECTUS REGULATION.**

20 January 2022

**Legal entity identifier (LEI): 549300C2SXX7TLB4RX62**

**Doha Finance Limited**

**Issue of CHF175,000,000 0.465 per cent. senior unsecured notes due January 2024**

**guaranteed by Doha Bank Q.P.S.C.**

**under the U.S.\$2,000,000,000**

**Euro Medium Term Note Programme**

### **PART A – CONTRACTUAL TERMS**

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the relevant Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Swiss Prospectus dated 20 January 2022 (the “**Swiss Prospectus**”). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Swiss Prospectus. Copies of the Swiss Prospectus (including the documents incorporated therein by reference) may be obtained from Deutsche Bank AG Zurich Branch, Uraniastrasse 9, P.O. Box 3604, 8021 Zurich, Switzerland or can be ordered by e-mail to [swiss.transaction@list.db.com](mailto:swiss.transaction@list.db.com).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Swiss Prospectus which are incorporated by reference in the Swiss Prospectus.

1	(a) Issuer:	Doha Finance Limited
	(b) Guarantor:	Doha Bank Q.P.S.C.
2	(a) Series Number:	2022-1
	(b) Tranche Number:	1
	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Specified Currency or Currencies:	Swiss Francs (“ <b>CHF</b> ”)
4	Aggregate Nominal Amount:	
	(a) Series:	CHF 175,000,000
	(b) Tranche:	CHF 175,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	(a) Specified Denominations:	CHF 5,000 and integral multiples thereof
	(b) Calculation Amount (and in relation to calculation of interest in global form see Conditions):	CHF 5,000
7	(a) Issue Date:	24 January 2022
	(b) Interest Commencement Date:	Issue Date
8	Maturity Date:	24 January 2024
9	Interest Basis:	0.465 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(a) Status of the Notes:	Senior
	(b) Status of the Guarantee:	Senior
	(c) Date shareholder approval for issuance of Notes and Guarantee obtained:	28 November 2021
14	Method of distribution:	Syndicated

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

15	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	0.465 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	Annually on 24 January in each year up to and including the Maturity Date
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	CHF 23.25 per Calculation Amount
	(d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
	(e) Day Count Fraction:	30/360
	(f) Determination Date(s):	Not Applicable
	(g) Party responsible for calculating the amount payable:	Deutsche Bank AG Zurich Branch in its capacity as Swiss Paying Agent
	(h) Ratings Step-up/Step-down:	Not Applicable
	(i) Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes:	None
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note Provisions	Not Applicable
19	Dual Currency Interest Note Provisions	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20	Notice periods for Condition 7.2:	Minimum period: 30 days Maximum period: 60 days
21	Issuer Call:	Not Applicable
22	Investor Put:	Not Applicable
23	Change of Control Put:	Applicable
	(a) Optional Redemption Amount:	CHF 5,000 per Calculation Amount
	(b) Notice periods:	Minimum period: 30 days Maximum period: 60 days
24	Final Redemption Amount:	CHF 5,000 per Calculation Amount
25	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required):	CHF 5,000 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

26 Form of Notes:

(a) Form:

Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

The Notes and all rights in connection therewith are documented in the form of a permanent global note (the “**Permanent Global Note**”) which shall be deposited by the Swiss Principal Paying Agent with SIX SIS Ltd or any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange (SIX SIS Ltd or any such other intermediary, the “**Intermediary**”). Once the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) (“**Intermediated Securities**”) in accordance with the Swiss Federal Intermediated Securities Act.

Each Holder (as defined below) shall have a quotal (pro rata) co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred by entry of the transferred Notes in a securities account of the transferee.

Neither the Issuer nor the Holders (as defined below) shall at any time have the right to effect or demand the conversion of the Permanent Global Note (*Globalurkunde*) into, or the delivery of, uncertificated securities (*Wertrechte*) or definitive Notes (*Wertpapiere*).

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the “**Holders**”) will be the persons holding the Notes in a securities account.

No physical delivery of the Notes shall be made unless and until definitive Notes (*Wertpapiere*) shall have been printed. Notes may only be printed, in whole, but not in part, if the Swiss Principal Paying Agent determines, in its sole discretion, that the printing of the definitive Notes (*Wertpapiere*) is necessary or useful. Should the Swiss Principal Paying Agent so determine, it shall provide for the printing of definitive Notes (*Wertpapiere*) without cost to the Holders. If printed, the definitive Notes (*Wertpapiere*) shall be executed by affixing thereon the facsimile signature of two authorised officers of the Issuer. Upon delivery of the definitive Notes (*Wertpapiere*), the Permanent Global Note will immediately be cancelled by the Swiss Principal Paying

		Agent and the definitive Notes ( <i>Wertpapiere</i> ) shall be delivered to the Holders against cancellation of the Notes in the Holders' securities accounts.
	(b) New Global Note:	No
27	Financial Centre(s):	TARGET 2, Zurich and London
28	Talons for future Coupons to be attached to Definitive Notes:	No
29	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment.	Not Applicable
30	Details relating to Instalment Notes:	Not Applicable
31	Other terms or special conditions:	<p><b>Payments:</b></p> <p>Payments of principal and interest in respect of the Notes will be made without any restrictions and irrespective of nationality, domicile or residence of the holder of a Note and without requiring any certification, affidavit or the fulfilment of any other formality.</p> <p>The receipt by the Swiss Principal Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich, in the manner provided by the Conditions and this Pricing Supplement, shall release the Issuer from its obligations under the Notes for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the extent of such payment.</p> <p>In respect of the Notes, the Issuer will at all times maintain a paying agent having a specified office in Switzerland and will at no time maintain a paying agent having a specified office outside of Switzerland.</p> <p>Condition 6 (<i>Payments</i>) shall be construed accordingly.</p> <p><b>Notices:</b></p> <p>So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices in respect of the Notes will be validly given by the Issuer without cost to the Noteholders through the Principal Swiss Paying Agent either (i) by means of electronic publication on the internet website of the SIX Swiss Exchange (<a href="http://www.six-group.com">www.six-group.com</a>, where notices are currently published under <a href="http://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html#/">www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html#/</a>) or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange. Any notices so given will be deemed to have been validly given on the date of such publication or if published more than once, on the first date of such publication.</p>

Condition 14 (*Notices*) shall be construed accordingly.

32 Prohibition of Sales to EEA and UK Not Applicable  
Retail Investors:

33 Governing Law: Condition 20 applies

### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of Doha Finance Limited

By: \_\_\_\_\_  
Duly authorised

Signed on behalf of Doha Bank Q.P.S.C.:

By: \_\_\_\_\_  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and admission to trading      The Notes have been admitted to trading on the SIX Swiss Exchange AG with effect from 21 January 2022. Application will be made to the SIX Swiss Exchange for listing of the Notes. The last trading date on the SIX Swiss Exchange is expected to be two trading days prior to redemption of the Notes.
- (ii) Estimate of total expenses related to admission to trading:      Not Applicable

### 2. RATINGS

- Ratings:      The Notes to be issued are expected to be rated A by Fitch and Baa1 by Moody's

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. Use of Proceeds

Estimated net proceeds:      174,550,000

The net proceeds of the issue will be used for general corporate purposes of the Guarantor and its subsidiaries and/or the Group and may be used to strengthen further the capital base of the Guarantor and its subsidiaries and/or the Group.

#### Yield

Indication of yield:      0.465 per cent.  
The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5. OPERATIONAL INFORMATION

ISIN:      CH1160112814

Common Code:      243513588

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):      SIX SIS AG, the Swiss Securities Services Corporation in Olten, Switzerland  
Swiss Security Number: 116 011 281

Delivery:      Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):      Deutsche Bank AG Zurich Branch, being the Swiss Principal Paying Agent, in connection with the Notes only.  
Credit Suisse AG, being an additional Swiss Paying Agent, in connection with the Notes only.

### 6. DISTRIBUTION

Method of distribution:      Syndicated

If syndicated, names of Managers:      *Joint Lead Managers:*

	Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch Credit Suisse AG
Stabilisation Manager(s) (if any):	Not Applicable
If non-syndicated, name of relevant Dealer:	Not Applicable
U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D in accordance with usual Swiss practice.
Additional selling restrictions:	Not Applicable

## INFORMATION ON THE ISSUER

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### Notices

Significant events concerning the Issuer are published on the Guarantor's website (<https://qa.dohabank.com/investor/corporate-news/>).

Notices to the Holders of Notes are made in accordance with the Terms and Conditions, as completed by the Pricing Supplement.

### Incorporation and Articles of Association

The Issuer was incorporated as an exempted company with limited liability under the laws of the Cayman Islands on 19 January 2012.

The amended and restated memorandum and articles of association of the Issuer were adopted on 1 September 2016 and remain in full force and effect as of the date of this Swiss Prospectus.

According to paragraph 3 of the Issuer's amended and restated memorandum of association, the objects of the Issuer are unrestricted and the Issuer shall have full power and authority to carry out any objective not prohibited by the laws of the Cayman Islands.

### Auditors

***As of the date of this Swiss Prospectus, the Issuer has not prepared any financial statements and has not appointed an auditor.***

### Own Shares

The Issuer is a wholly-owned subsidiary of the Guarantor and does not itself hold any shares.

## INFORMATION ON THE GUARANTOR

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### Notices

Significant events concerning the Issuer are published on the Guarantor's website (<https://qa.dohabank.com/investor/corporate-news/>).

Notices to the Holders of Notes are made in accordance with the Terms and Conditions of the Notes, as completed by the Pricing Supplement.

### Registration and Bylaws

The Guarantor was incorporated in 1978 and commenced its banking services on 15 March 1979 as a Qatari Shareholding Company under Emiri Decree No (51) of 1978. The Bank's commercial registration number is 7115 and its place of registration is Doha, State of Qatar.

The corporate bylaws of the Guarantor were last amended on 15 March 2021.

According to article 3 of the Guarantor's articles of association, which were amended, redrafted and authenticated under No. (15224/2019), the object of the Guarantor is to perform, for its own account or for the account of others, all types of banking business and services inside and outside Qatar in accordance with the effective laws and regulations and the instructions of Qatar Central Bank.

### Auditors

The Guarantor's auditors are KPMG, Qatar Branch, 25 C Ring Road, P.O. Box 4473, Doha, State of Qatar ("**KPMG Qatar**"), who have audited its accounts, as at and for each of the financial years ended 31 December 2017, 31 December 2018, and 31 December 2019, in each case in accordance with International Standards on Auditing, as stated in the reports included in the Base Prospectus.

KPMG LLC Qatar is a limited liability company registered with the Qatar Financial Centre Authority (QFCA) under number 00051.

### Own Shares

As of the date hereof, the Guarantor does not hold any own shares.

### Main Business Prospects

The Guarantor has maintained its position as one of the key players in Qatar's banking industry. This has been achieved through its strategy, which encompasses seven strategic guiding principles. The Guarantor will continue focusing on growth in key business segments, customer experience enhancement, revenue optimization, and cost reduction opportunities. In addition to this, the Guarantor understands that geopolitical, macro-economic and other global changes can have impact on the industry and its operating environment; accordingly, risk and capital management will also remain one of the core attention areas for the Guarantor. Considering the rapid evolution to technological landscape, automation, digitization and innovation are at the heart of the Guarantor's strategy. It will continue embracing emerging technologies to build customer-centric solutions.

