

**SUPPLEMENTARY PROSPECTUS DATED 5 FEBRUARY 2025
TO THE BASE PROSPECTUS DATED 22 FEBRUARY 2024**

DOHA FINANCE LIMITED

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

DOHA BANK Q.P.S.C.

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

U.S.\$2,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed in the case of Notes issued by Doha Finance Limited by Doha Bank Q.P.S.C.

This base prospectus supplement (the "**Base Prospectus Supplement**") which constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), is supplemental to, and should be read in conjunction with, the Base Prospectus dated 22 February 2024 and the supplement to it dated 12 November 2024 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the "**Base Prospectus**"), and is prepared in connection with the U.S.\$2,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Doha Finance Limited and Doha Bank Q.P.S.C. (each, an "**Issuer**" and together, the "**Issuers**") and unconditionally and irrevocably guaranteed in the case of Notes issued by Doha Finance Limited by Doha Bank Q.P.S.C. (the "**Bank**" or the "**Guarantor**"). Terms defined in the Base Prospectus have the same meaning when used in this Base Prospectus Supplement.

The Base Prospectus and this Base Prospectus Supplement can be viewed on the website of the Regulatory News Service operated by the London Stock Exchange plc at:

<https://www.londonstockexchange.com/news?tab=news-explorer>

This Base Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**") as competent authority under the UK Prospectus Regulation.

Purpose of the Base Prospectus Supplement

The purpose of this Base Prospectus Supplement is:

- (a) to incorporate by reference the audited consolidated annual financial statements of the Bank as at and for the financial year ended 31 December 2024 and the auditor's independent report;
- (b) to update the significant change statement and the material adverse change statement set out in the Base Prospectus; and
- (c) to generally update references to the "Base Prospectus" to be references to the "Base Prospectus as supplemented by this Base Prospectus Supplement"; see paragraph 3 below.

Updates of the Base Prospectus

From the date of this Base Prospectus Supplement:

1. ***The Audited Consolidated Annual Financial Statements of the Bank as at and for the financial year ended 31 December 2024 and the auditor's independent report (the "2024 Annual Financial Statements")***
- 1.1 In the 2024 Annual Financial Statements, the Bank restated certain comparative financial information for the financial year ended 31 December 2023 (the "**Restated Comparative 2023 Financial Information**") to reflect, as more fully set out in Note 38 of the Notes to the 2024 Annual Financial Statements, (1) the adoption by the Bank of IFRS 17 in relation to the classification of its insurance

assets and liabilities during the financial year ended 31 December 2024,(2) a reclassification of premium on bonds to interest income, and (c) a reclassification of interest expense from other expenses, in each case in order to ensure comparability of the Restated Comparative 2023 Financial Information with the corresponding line items for the financial year ended 31 December 2024.

- 1.2 The 2024 Annual Financial Statements, including the Restated Comparative 2023 Financial Information, which have been published via the Regulatory News Service of the London Stock Exchange plc on 4 February 2025 and which have been (1) previously published and (2) filed with the FCA, shall be incorporated in, and form part of, the Base Prospectus.
- 1.3 A copy of the 2024 Annual Financial Statements can be viewed on the website of the National Storage Mechanism at the following web link: <https://data.fca.org.uk/artefacts/NSM/Portal/NI-000112143/NI-000112143.pdf>.
- 1.4 For the avoidance of doubt, any documents incorporated by reference in the 2024 Annual Financial Statements shall not form part of this Base Prospectus Supplement or the Base Prospectus.

2. **Significant or Material Change Statements**

- 2.1 The paragraph headed "*Significant or Material Change*" under the section "*GENERAL INFORMATION*" on page 208 of the Base Prospectus shall be deleted in its entirety and replaced with the following wording:

"There has been no significant change in the financial performance or financial position of Doha Finance and there has been no material adverse change in the prospects of Doha Finance since 31 December 2024.

There has been no significant change in the financial performance or financial position of the Bank or the Group since 31 December 2024 and no material adverse change in the prospects of the Bank or the Group since 31 December 2024."

3. **General**

Each reference in this Base Prospectus Supplement and the Base Prospectus to the "Base Prospectus" shall be read and construed as a reference to the Base Prospectus as supplemented by this Base Prospectus Supplement.

IMPORTANT NOTICES

Each Issuer and the Guarantor accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of each Issuer and the Guarantor the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Base Prospectus Supplement or in any document incorporated by reference in this Base Prospectus Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

The web links included in this Base Prospectus Supplement are included for information purposes only and, other than in relation to the 2024 Annual Financial Statements which are incorporated by reference into the Base Prospectus, the websites and their content are not incorporated into, and do not form part of, this Base Prospectus Supplement or the Base Prospectus.

If documents which are incorporated by reference themselves incorporate any information or other documents by reference therein, either expressly or implicitly, such information or other documents will not form part of this Base Prospectus Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference.

The Issuers or the Guarantor will provide, without charge, to each person to whom a copy of this Base Prospectus Supplement has been delivered, upon the request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Base Prospectus. Requests for such documents should be directed to the registered offices of the Issuers or the Guarantor as described on page 210 of the Base Prospectus.