

**SUPPLEMENTARY PROSPECTUS DATED 30 JUNE 2023
TO THE BASE PROSPECTUS DATED 16 DECEMBER 2022
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 16 December 2022 (the "**Base Prospectus**"), and is prepared in connection with the U.S.\$2,000,000,000 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 guaranteed 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 annual consolidated financial statements of the Bank as at and for the twelve month period ended 31 December 2022 (the "**2022 Annual Financial Statements**");
- (b) to incorporate by reference the reviewed quarterly financial statements of the Bank as at and for the three month period ended 31 March 2023 (the "**2023 First Quarter Financial Statements**");
- (c) to update the significant change statement and the material adverse change statement set out in the Base Prospectus;
- (d) add a new statement in the "*Important Information*" section of the Base Prospectus to reflect the establishment by the Bank of its sustainable finance framework (the "**Sustainable Finance Framework**");
- (e) update part of the disclosure in the "*Risk Factors*" section of the Base Prospectus to reflect (i) updated financial information; and (ii) the establishment by the Bank of its Sustainable Finance Framework;
- (f) update the "*Use of Proceeds*" section of the Base Prospectus (and make a corresponding update to the "*Use of Proceeds*" paragraph in the Final Terms and the Pricing Supplement) to reflect the establishment by the Bank of its Sustainable Finance Framework;
- (g) update the disclosure in the "*Description of Doha Bank Q.P.S.C.*" section of the Base Prospectus to (i) reflect certain recent changes to the members of the board; (ii) correct certain errors contained

- therein; (iii) update certain financial disclosures for the financial year ended 31 December 2022; and (iv) reflect the establishment by the Bank of its Sustainable Finance Framework;
- (h) update the disclosure in the "*Selected Financial Information*" section of the Base Prospectus to reflect the net interest margin and cost to income ratio figures calculated on the basis of the Bank's full year results for 2022; and
- (i) to generally update references to the "Base Prospectus" to be references to the "Base Prospectus as supplemented by this Base Prospectus Supplement"; see paragraph 10 below.

Updates of the Base Prospectus

From the date of this Base Prospectus Supplement:

1. 2022 Annual Financial Statements

- 1.1 the 2022 Annual Financial Statements, which has been published via the Regulatory News Service of the London Stock Exchange plc on 19 February 2023 and which has been (1) previously published and (2) filed with the FCA, shall be incorporated in, and form part of, the Base Prospectus;
- 1.2 a copy of the 2022 Annual Financial Statements can be viewed on the website of the London Stock Exchange plc at the following web link: <https://data.fca.org.uk/artefacts/NSM/Portal/NI-000068764/NI-000068764.pdf>; and
- 1.3 for the avoidance of doubt, any documents incorporated by reference in the 2022 Annual Financial Statements shall not form part of this Base Prospectus Supplement or the Base Prospectus.

2. 2023 First Quarter Financial Statements

- 2.1 the 2023 First Quarter Financial Statements, which has been published via the Regulatory News Service of the London Stock Exchange plc on 26 April 2023 and which has been (1) previously published and (2) filed with the FCA, shall be incorporated in, and form part of, the Base Prospectus;
- 2.2 a copy of the 2023 First Quarter Financial Statements can be viewed on the website of the London Stock Exchange plc at the following web link: <https://data.fca.org.uk/artefacts/NSM/Portal/NI-000076733/NI-000076733.pdf>; and
- 2.3 for the avoidance of doubt, any documents incorporated by reference in the 2023 First Quarter Financial Statements shall not form part of this Base Prospectus Supplement or the Base Prospectus.

3. Significant or Material Change Statements

- 3.1 the paragraph headed "*Significant or Material Change*" under the section "General Information" 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 2022.

There has been no significant change in the financial performance or financial position of the Bank or the Group since 31 March 2023 and no material adverse change in the prospects of the Bank or the Group since 31 December 2022."

4. Important Information

- 4.1 a new paragraph shall be added immediately after the seventh paragraph of the section headed "*Important Information*", on page 2 of the Base Prospectus for the purpose of updating the statements contained therein to reflect the establishment by the Bank of its Sustainable Finance Framework:

"Neither the Arranger, nor any Dealer, nor any of their respective directors, affiliates, advisers or agents make any representation or provide any assurance as to the suitability of any Green Bonds, Social Bonds or Sustainability Bonds (each as defined herein), including the listing or

admission to trading thereof on any dedicated “green”, “environmental”, “sustainable”, “social” or other equivalently-labelled segment of any stock exchange or securities market, or to fulfil any green, social, environmental or sustainability criteria required by any prospective investors. Neither the Arranger, nor the Dealers, nor any of their respective directors, affiliates, advisers or agents has undertaken, nor are they responsible for, any assessment of the eligibility criteria for Eligible Assets (as defined herein), any verification of whether the Eligible Assets meet such criteria, the monitoring of the use of proceeds of any Green Bonds, Social Bonds or Sustainability Bonds (or amounts equal thereto) or the allocation of the proceeds by the relevant Issuer or the Guarantor (in the case of Guaranteed Notes) Bank to particular Eligible Assets. Prospective investors should have regard to the information set out in “Description of Doha Bank Q.P.S.C. – Environmental, Social and Governance (ESG)” below and determine for itself the relevance of such information for the purposes of an investment in Green Bonds, Social Bonds or Sustainability Bonds together with any other investigation it deems necessary. Neither the Arrangers, nor the Dealers, nor any of their respective directors, affiliates, advisers or agents make any representation as to the suitability or contents of the Sustainable Finance Framework (as defined herein), any second party opinion delivered in respect thereof or any public reporting by or on behalf of the relevant Issuer or the Guarantor (in the case of Guaranteed Notes) in respect of the application of the proceeds of any issue of Green Bonds, Social Bonds or Sustainability Bonds. Any such sustainability framework and/or second party opinion and/or public reporting will not be, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus.”

5. Risk Factors

- 5.1 a new risk factor shall be added immediately after the last paragraph of the risk factor headed “*The Bank’s business may be adversely affected by economic conditions in Qatar and in the countries where the Group operates*” on page 18 of the Base Prospectus for the purpose of updating the risk factors relating to the establishment by the Bank of its Sustainable Finance Framework

“The Bank’s business may be adversely affected by climate related risks

Climate related risks, including transition and physical risks, may impact the Bank’s assets and credit exposures. Transition risks refer to the potential significant and rapid developments in the expectations of policymakers, regulators and society resulting in policy, regulatory and technological changes. Physical risks relate to specific weather-related events and longer term shifts in the climate. Those risks may cause the impairment of asset values, impact the creditworthiness of clients or lead to the disruption of business activity at clients or the Bank’s (or its agencies’) locations. If the Bank does not appropriately manage, evidence progress or adequately disclose those risks, this could also result in potential reputational damage or loss of customers and/or investors’ confidence.”

- 5.2 the first paragraph of the risk factor headed “*Concentration of lending base and deposit base*” on page 24 of the Base Prospectus shall be deleted and replaced in its entirety with the following, for the purpose of correcting a typographical error in the existing disclosure:

“As at 30 September 2022 and 31 December 2021, the Bank’s 20 largest borrowers accounted for 38.68 per cent. and 44.37 per cent., respectively, of the Bank’s gross loan portfolio. In addition, the Bank has some significant sector exposures. For example, as at 30 September 2022 and 31 December 2021, the Bank’s exposure to the real estate sector amounted to 29.60 per cent. and 29.13 per cent. of its gross credit portfolio, respectively, and the Bank’s exposure to the contracting sector amounted to 9.71 per cent. and 9.16 per cent. of its gross credit portfolio respectively. See “Selected Financial Information – Loans and Advances to Customers: Industry Concentration” for further information.”

- 5.3 the final two sentences of the penultimate paragraph of the risk factor headed “*The Bank is subject to the risk that liquidity may not be available or may only be available on unfavourable terms*” on page 26 of the Base Prospectus shall be deleted and replaced in their entirety with the following, for the purpose of: (i) disclosing the most recently available financial information for the periods ending on 31 March 2023 and 31 December 2022 (as applicable); and (ii) updating the disclosure relating to changes to the calculation methodology for the Loan to Deposit Ratio and Liquidity Coverage Ratio promulgated by the Qatar Central Bank:

“In September 2014, pursuant to circular no. 60/2014 dated 20/07/2014, the QCB implemented a requirement for banks to calculate their Loan to Deposit Ratio (“LDR”), which followed an earlier requirement, pursuant to circular no. 2/2014 dated 06/01/2014 and effective from January 2014, for

banks to calculate their Liquidity Coverage Ratio (“LCR”). Pursuant to circular no. 9/2022 dated 14/02/2022, the QCB introduced a new calculation methodology for the LDR which was to apply to calculations of the LDR from 01 March 2022 onwards. Pursuant to circular no. 10/2022 dated 14/02/2022, the QCB introduced a new calculation methodology for the LCR which was to apply to calculations of the LCR following the expiry of the relevant grace period on (being 6 months after the date of publication of the circular (14 August 2022) or 12 months after the date of publication of the circular with respect to the liquidity coverage ratio in USD only (14 February 2023)). As at 31 March 2023, 31 December 2022, 31 December 2021 and 31 December 2020, the Bank’s LDR was 107 per cent., 105 per cent., 124.45 per cent. and 118.88 per cent., respectively, which was above the recommended maximum LDR set by the QCB of 100 per cent., and the Bank’s LCR was 173 per cent., 201 per cent., 166.93 per cent. and 99.61 per cent., respectively, which was above (or very close to) the recommended minimum LCR set by the QCB of 100 per cent.”

- 5.4 two new risk factors shall be added immediately after the last paragraph of the risk factor headed “The relevant Issuer’s obligations under Subordinated Notes and the Guarantor’s obligations under the Guarantee in respect of the Subordinated Notes are subordinated” on page 40 of the Base Prospectus for the purpose of updating the risk factors relating to the establishment by the Bank of its Sustainable Finance Framework:

“There can be no assurance that the use of proceeds of Notes identified as Green Bonds, Social Bonds or Sustainability Bonds in the relevant Final Terms (or Pricing Supplement) will be suitable for the investment criteria of an investor

The Final Terms (or, in the case of Exempt Notes, the Pricing Supplement) relating to any specific Tranche of Notes may provide that such Notes will constitute Green Bonds, Social Bonds or Sustainability Bonds (each as defined in the “Use of Proceeds” section below, and together, “Sustainable Bonds”). In such case, it will be the relevant Issuer’s and (in the case of Guaranteed Notes) the Guarantor’s intention to apply the net proceeds of such Notes to finance and/or refinance Eligible Assets (as defined in the “Use of Proceeds” section below), comprising new or existing assets with environmental and/or social benefits. If the use of such proceeds is a factor in an investor’s decision to invest in Notes, they should consider the disclosure in the “Use of Proceeds” section below and/or the applicable Final Terms (or, in the case of Exempt Notes, the Pricing Supplement) relating to such Notes, and consult with their legal or other advisers before making an investment decision.

There is currently no clear definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes or may be classified as, a “green”, “social”, “sustainable” or equivalently-labelled project or a loan that may finance such a project, nor can any assurance be given that a clear definition or consensus with respect to such projects or loans will develop in the future. There can be no assurance that the use of proceeds of any Sustainable Bonds, or the assets funded thereby, will satisfy, whether in whole or in part any future legislative or regulatory requirements, or any present or future investor expectations or requirements with respect to investment criteria or guidelines with which any investor or its investments are required to comply under its own by-laws or other governing rules or investment portfolio mandates.

While it is the intention of the relevant Issuer and (in the case of Guaranteed Notes) the Guarantor to apply the proceeds of any Sustainable Bonds in, or substantially in, the manner described in the “Use of Proceeds” section below and the applicable Final Terms (or, in the case of Exempt Notes, the Pricing Supplement), there can be no assurance that the application of such proceeds to the relevant Eligible Assets will be capable of being implemented in, or substantially in, such manner and/or in accordance with any timeframe, or that such proceeds will be totally or partially disbursed as planned. Nor can there be any assurance that such Sustainable Bonds or the assets they finance (or refinance) will have the results or outcome (whether or not related to environmental, social, sustainability, or other objectives) originally expected or anticipated by the relevant Issuer and (in the case of Guaranteed Notes) the Guarantor. In addition, prospective investors should note that the relevant Issuer and (in the case of Guaranteed Notes) the Guarantor may change the Sustainable Finance Framework (as defined in the “Use of Proceeds” section below) and/or the selection criteria it uses to select Eligible Assets at any time. Any such event or failure by the relevant Issuer and/or (in the case of Guaranteed Notes) the Guarantor will not constitute an Event of Default with respect to any Sustainable Bonds. Similarly, while the relevant Issuer and (in the case of Guaranteed Notes) the Guarantor intend to provide regular information on the use of proceeds of any Sustainable Bonds, any failure to do so will not constitute an Event of Default in respect of any Sustainable Bonds.

Any such event or failure to apply the proceeds of any issue of Sustainable Bonds as intended, any withdrawal of any applicable opinion or certification, any opinion or certification to the effect that either

the relevant Issuer or (in the case of Guaranteed Notes) the Guarantor is not complying in whole or in part with criteria or requirements covered by such opinion or certification or any change to the Sustainable Finance Framework and/or selection criteria may have an adverse effect on the value of Sustainable Bonds, and may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

The Arranger does not, and no Dealer, nor any of their respective directors, affiliates, advisers or agents, makes any representation as to (i) the suitability of any Sustainable Bonds to fulfil environmental, social and/or sustainability criteria required by prospective investors, (ii) whether the net proceeds of the issuance of any Sustainable Bonds will be used to finance and/or refinance relevant Eligible Assets, including their green, social and/or sustainability criteria, as applicable or (iii) the characteristics of relevant Eligible Assets or businesses to whom the proceeds of Sustainable Bonds are lent, including their green, social and/or sustainability characteristics, as applicable. No Arranger, Dealer, nor any of their respective directors, affiliates, advisers or agents involved in the issue of a specific Tranche of Sustainable Bonds has undertaken, nor is responsible for, any assessment of the eligibility criteria, any verification of whether the Eligible Assets meet the eligibility criteria, or the monitoring of the use of proceeds. Investors should refer to the Bank's website, annual report, Sustainable Finance Framework, and second-party opinion for information and should determine for themselves the relevance of the information contained in this Prospectus regarding the use of proceeds and its investment in any Sustainable Bonds should be based upon such investigation as it deems necessary.

Neither Issuer nor (in the case of Guaranteed Notes) the Guarantor can provide any assurances regarding the suitability or reliability of any second party opinion or admission to any index obtained with respect to Green Bonds, Social Bonds or Sustainability Bonds

No assurance or representation can be given as to the suitability or reliability for any purpose whatsoever of the second-party opinion from Morningstar Sustainalytics or any opinion or certification of any other third party (whether or not solicited by the relevant Issuer or (in the case of Guaranteed Notes) the Guarantor which may be made available in connection with the Sustainable Finance Framework or any issue of any Sustainable Bonds. No such opinion or certification should be deemed or understood, or relied upon as, a recommendation by the relevant Issuer or (in the case of Guaranteed Notes) the Guarantor, the Arranger, any Dealer, nor (in the case of the Arranger or a Dealer) any of their respective directors, affiliates, advisers or agents, or any other person to buy, sell or hold any such Sustainable Bonds. Any such opinion or certification is only current as of the date that the opinion or certification was initially issued, and is based upon the judgment of the opinion provider. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein, or the reliability of the provider of such opinion or certification for the purpose of any investment in Sustainable Bonds. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

If a Tranche of Notes is at any time listed on, admitted to or included in any dedicated "green", "environmental", "social", "sustainable" or other equivalently-labelled index or segment, no representation or assurance is given by the relevant Issuer or (in the case of Guaranteed Notes) the Guarantor, the Arranger, any Dealer, nor (in the case of the Arranger or a Dealer) any of their respective directors, affiliates, advisers or agents, or any other person that such listing on, admission to or inclusion in such index satisfies any present or future investor expectations or requirements as regards to any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own constitutive documents or other governing rules or investment portfolio mandates."

6. Final Terms and Pricing Supplement

- 6.1 Paragraph 4(i) of Part B of the Final Terms on page 62 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of reflecting the establishment by the Bank of its Sustainable Finance Framework:

“

[(i) Use of proceeds:

[•] [Green/Social/Sustainability Bond issue] [Other]

(Only required if the use of proceeds is different to that stated in the Base Prospectus; in the event of a green, social or sustainability bond issue, details

on the way in which the proceeds are to be applied in a sustainable manner to be set forth in an annex hereto)

”

- 6.2 The paragraph entitled “Use of Proceeds” in Part B of the Pricing Supplement on page 77 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of reflecting the establishment by the Bank of its Sustainable Finance Framework:

“

Use of Proceeds:	[Green/Social/Sustainability Bond issue] [Other] <i>(Only required if the use of proceeds is different to that stated in the Base Prospectus; in the event of a green, social or sustainability bond issue, details on the way in which the proceeds are to be applied in a sustainable manner to be set forth in an annex hereto)</i>
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7. **Use of Proceeds**

The section headed “Use of Proceeds”, on page 117 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of reflecting the establishment by the Bank of its Sustainable Finance Framework:

“USE OF PROCEEDS

The net each issue of Notes, after deduction of commissions, fees, and estimated expenses, will be applied by the relevant Issuer for (i) the general corporate purposes of the Bank or (ii) to finance and/or refinance Eligible Assets (as defined below), as described in the Final Terms (or the Pricing Supplement, in the case of Exempt Notes) and further described in the Bank’s sustainable finance framework (the “Sustainable Finance Framework”) available on the Bank’s website at: <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Sustainable-Finance-Framework-May-2023.pdf>.

If, in respect of any particular issue of Notes, there is any other particular identified use of proceeds, this will be stated in the applicable Final Terms (or the Pricing Supplement, in the case of Exempt Notes).

Sustainability Bonds

With respect to any Sustainability Bonds, the relevant Issuer and (in the case of Guaranteed Notes) the Guarantor intend to fully comply with the International Capital Market Association’s Green Bond Principles 2021, Social Bond Principles 2021 and Sustainability Bond Guidelines 2021 (together, the “Principles”), as applicable, and their four core components, which are (i) use of proceeds, (ii) project evaluation and selection, (iii) management of the proceeds, and (iv) reporting. In connection with the Sustainable Finance Framework, the Bank has appointed a sustainability specialist, Morningstar Sustainability, to issue an opinion confirming that the Sustainable Finance Framework is aligned with the Principles, which is available on the Bank’s website at <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Sustainable-Finance-Framework-Second-Party-Opinion.pdf>.

Green Bonds

Where the applicable Final Terms (or the Pricing Supplement, in the case of Exempt Notes) denote an issue of Notes as “Green Bonds” (“Green Bonds”), the net proceeds of such Notes will be applied to finance or refinance assets identified by the Bank based on internationally recognised standards which, to be eligible under the Sustainable Finance Framework, must fall into at least one of the following categories: (i) green buildings, (ii) renewable energy, (iii) energy efficiency, or (iv) clean transportation (“Eligible Green Assets”).

Social Bonds

Where the applicable Final Terms (or the Pricing Supplement, in the case of Exempt Notes) denote an issue of Notes as “Social Bonds” (“**Social Bonds**”), the net proceeds of such Notes will be applied to finance or refinance assets identified by the Bank based on internationally recognised standards which, to be eligible under the Sustainable Finance Framework, must fall into at least one of the following categories: (i) healthcare, (ii) education, or (iii) support to SMEs and micro-finance (“**Eligible Social Assets**”, and together with the Eligible Green Assets, “**Eligible Assets**”).

Sustainability Bonds

Where the applicable Final Terms (or the Pricing Supplement, in the case of Exempt Notes) denote an issue of Notes as “Sustainability Bonds” (“**Sustainability Bonds**”), the net proceeds of such Notes will be applied to finance or refinance of a combination of Eligible Green Assets and Eligible Social Assets.

Management of Proceeds of Sustainable Bonds

The proceeds from Green Bonds, Social Bonds and Sustainability Bonds (together, “**Sustainable Bonds**”) shall be managed by the Bank, who shall allocate such proceeds to Eligible Green Assets and Eligible Social Assets (as applicable) selected in accordance with the use of proceeds criteria and evaluation and selection process set out in the Sustainable Finance Framework. Doha Bank will strive, over time and if feasible, to achieve a level of allocation to Eligible Green Assets and Eligible Social Assets (as applicable) that matches or exceeds the amount of net proceeds from the relevant outstanding Sustainable Bonds. Upon becoming aware that an asset ceases to fulfil the relevant eligibility criteria, the Bank shall remove such asset from the relevant portfolio. Proceeds from Sustainable Bonds that have not been allocated to Green Assets or Social Assets (as applicable) will be held in the Bank’s treasury liquidity portfolio, in cash or in other short-term and liquid instruments at its discretion.

Reporting in relation to Sustainable Bonds

The Bank will publish a Sustainable Finance Report for the life of the Sustainable Bond. The report will be made available on the Bank’s sustainability website (<https://qa.dohabank.com/investor/sustainability/>) on an annual basis, and will comprise the following:

(i) an Allocation Report, including (among other things):

- the size of the combined portfolio of Eligible Green Assets and Eligible Social Assets (together, the “**Eligible Sustainable Asset Pool**”). Where the Bank has only selected Eligible Green Assets or Eligible Social Assets, then the reporting will be referring to an Eligible Green (or Social) Asset Pool (as the case may be). The Bank will also provide a split of the Eligible Sustainable Asset Pool according to category;
- the total amount of proceeds allocated to the Eligible Sustainable Asset Pool;
- the number of Eligible Assets;
- the balance (if any) of unallocated proceeds;
- the number of new Eligible Assets added to the Eligible Sustainable Asset Pool on an annual basis; and
- the number of Eligible Assets removed from the Eligible Sustainable Asset Pool on an annual basis, if relevant and on a best effort basis; and

(ii) an Impact Report, including (among other things):

- (on a best effort basis and subject to feasibility and data availability) impact reporting, presented on a portfolio basis and in a standardised manner in line with the ‘ICMA Handbook – Harmonized Framework for Impact Reporting’ as well as the ‘ICMA Harmonized Framework for Impact Reporting for Social Bonds’.

Neither the Framework nor any of the reports, verification assessments, opinions or contents of any of the websites referenced in this “Use of Proceeds” section or elsewhere in this Prospectus are, or shall be deemed to, constitute a part of, nor are incorporated into, this Prospectus.”

8. **Description of Doha Bank Q.P.S.C**

8.1 the second paragraph of the section headed “Description of Doha Bank Q.P.S.C. – Environmental, Social & Governance (ESG)” on page 127 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of the establishment by the Bank of its Sustainable Finance Framework:

“Following on from the establishment of the ESG Bond Committee by the Bank’s Treasury and Investment Group during the course of 2022, in May 2023 the Bank established its sustainable finance framework setting out the guidelines under which the Bank may issue green, social, and sustainability financing instruments (the “**Sustainable Finance Framework**”). The Sustainable Finance Framework is available on the Bank’s website at: <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Sustainable-Finance-Framework-May-2023.pdf>. In connection with the Sustainable Finance Framework, the Bank has obtained a second party opinion confirming that the Sustainable Finance Framework is aligned with, among others, the International Capital Market Association’s (ICMA) Sustainability Bond Guidelines 2021, Green Bond Principles 2021 and Social Bond Principles 2021 (SBP), which is available on the Bank’s website at <https://qadb.azureedge.net/wp-content/uploads/sites/12/Doha-Bank-Sustainable-Finance-Framework-Second-Party-Opinion.pdf>.

The Sustainable Finance Framework establishes the guidelines under which the Bank can issue green, social, and sustainability financing instruments, including Notes, to fund new and existing assets with environmental and/or social benefits. These issuances will align with the ICMA Green Bond Principles 2021 (With June 2022 Appendix), the ICMA Social Bond Principles 2021, the ICMA Sustainability Bond Guidelines 2021, the Qatar Financial Centre’s Sustainable Sukuk and Bond Framework 2022 and the LMA / LSTA / APLMA Green Loan Principles and Social Loan Principles updated in 2023 (the “**Principles and Guidelines**”).

For green, social, and sustainability instruments (including Notes) issued under the Sustainable Finance Framework, the Bank will adopt the following key pillars: (i) use of proceeds, (ii) project evaluation and selection, (iii) management of proceeds, and (iv) reporting. In addition, the Bank follows the ICMA Principles’ recommendations in terms of External Review, including Verification.

As more fully described in the “Use of Proceeds” section above, the Bank distinguishes the type of funding instruments (including Notes) that can be issued under the Sustainable Finance Framework as either “Green Bonds”, “Social Bonds” or “Sustainability Bonds”. The Bank may update the Sustainable Finance Framework from time to time and at its discretion, to reflect best market practises and new regulatory developments.

As more fully described in the “Use of Proceeds” section above, the Sustainable Finance Framework defines “Eligible Green Assets” under the following categories: (i) green buildings, (ii) renewable energy, (iii) energy efficiency, and (iv) clean transportation; and defines “Eligible Social Assets” under the following categories: (i) healthcare, (ii) education, and (iii) support to SMEs and micro-finance, in each case based on internationally recognized standards (Eligible Green Assets and Eligible Social Assets being, together, “**Eligible Assets**”).

The Bank has established an internal process to identify Eligible Assets in the relevant categories in accordance with the applicable Principles and Guidelines. The evaluation and selection process is governed by the ESG Bond Committee, formed by members of Treasury, Wholesale and Retail Banking, Investor Relations, Market and Credit Risk, Finance, and Strategy. As required, additional attendee can be nominated by the ESG Bond Committee. The ESG Bond Committee intends to meet quarterly and ad-hoc meetings may also be held as and when required. The ESG Bond Committee is entrusted with the following tasks (among others) in relation to the Sustainable Finance Framework:

- performing decision-making processes to select Eligible Assets;
- observe developments in areas of environmental, social and governance concern (ESG) (including regulatory and market driven developments);

- review and approve all allocation and impact reporting documents prior to their publication;
- obtain and routinely monitor position value of Eligible Assets;
- perform an annual review of the Eligible Sustainable Asset Pool to validate that all assets still meet the relevant eligibility criteria.

The Bank's Treasury division will seek to allocate the proceeds of the green, social and sustainability instruments (including Notes) to the selected portfolio of Eligible Assets in accordance with the criteria set out in the Sustainable Finance Framework."

8.2 the table at the end of the section headed "Description of Doha Bank Q.P.S.C. – Treasury and Investments Group", on page 129 of the Base Prospectus shall be deleted and replaced in its entirety with the following table, for the purpose of correcting certain errors relating to the disclosure of financial information for the year ended 31 December 2019 (such corrections resulting from the reclassification of approximately QAR 43.8 million under other non-interest income):

	30 September		31 December					
	2022		2021		2020		2019	
	(QAR '000)	(per cent.)	(QAR '000)	(per cent.)	(QAR '000)	(per cent.)	(QAR '000)	(per cent.)
Assets								
Wholesale Banking.	49,036,624	52.08%	55,226,536	54.62%	57,062,044	55.11%	56,358,927	52.08%
Retail Banking	4,888,551	5.19%	5,119,184	5.06%	5,391,626	5.21%	5,745,589	5.31%
International Banking ⁽¹⁾	4,746,489	5.04%	4,565,446	4.52%	4,143,616	4.00%	6,016,757	5.56%
Treasury and Investments	27,710,492	29.43%	28,214,679	27.91%	27,203,835	26.27%	31,990,992	29.56%
Cash and balances with Central Bank ...	5,655,239	6.01%	5,887,367	5.82%	6,895,185	6.66%	5,803,844	5.36%
Fixed assets and other assets	2,124,694	2.25%	2,090,019	2.07%	2,843,965	2.75%	2,292,316	2.13%
Total Assets	94,162,089	100.00%	101,103,231	100.00%	103,540,271	100.00%	108,208,425	100.00%
Interest Income								
Wholesale Banking.	1,824,210	64.98%	2,390,650	67.20%	2,416,886	64.56%	2,608,471	62.60%
Retail Banking	167,109	5.95%	221,623	6.23%	296,214	7.91%	329,039	7.90%
International Banking ⁽¹⁾	147,504	5.25%	165,987	4.67%	135,635	3.62%	247,164	5.93%
Treasury and Investments	668,640	23.82%	779,315	21.90%	895,035	23.91%	982,395	23.57%
Total Interest Income	2,807,463	100.00%	3,557,575	100.00%	3,743,770	100.00%	4,167,069	100.00%
Non-interest Income								
Wholesale Banking.	92,180	21.08%	117,826	22.60%	151,518	24.54%	224,438	29.58%
Retail Banking	178,747	40.87%	156,857	30.09%	130,931	21.21%	146,171	19.26%
International Banking ⁽¹⁾	1,688	0.39%	28,446	5.46%	21,891	3.55%	23,488	3.10%
Treasury and Investments	137,141	31.36%	185,634	35.61%	289,520	46.90%	417,248	54.99%
Others	27,612	6.30%	32,507	6.24%	23,458	3.80%	(52,581)	-6.93%
Total Non-interest Income	437,369	100.00%	521,270	100.00%	617,318	100.00%	758,763	100.00%

- 8.3 the second sentence of the third paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – Retail Banking Group*”, on page 130 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting an error relating to the disclosure of financial information for the year ended 31 December 2021 (such correction resulting from interest income of approximately QAR 12.2 million and commission income of approximately QAR 5 million of the Wholesale Banking Group being adjusted to match with total interest income and non-interest income of the Bank) and correcting an error relating to the disclosure of financial information for the year ended 31 December 2019 (such correction resulting from the reclassification of approximately QAR 49.6 million under interest income and approximately QAR 43.8 million under other non-interest income):

“The Retail Banking Group’s total income represented 10.7 per cent., 9.28 per cent., 9.79 per cent. and 9.65 per cent. of the total income of the Bank for the same periods.”

- 8.4 the second sentence of the first paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – Wholesale Banking Group*”, on page 132 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting errors relating to the disclosure of financial information for the year ended 31 December 2021 (such correction resulting from interest income of approximately QAR 12.2 million and commission income of approximately QAR 5 million of the Wholesale Banking Group being adjusted to match with total interest income and non-interest income of the Bank) and errors relating to the disclosure of financial information for the year ended 31 December 2019 (such correction resulting from the reclassification of approximately QAR 49.6 million under interest income):

“The Wholesale Banking Group’s total income for the nine month period ended 30 September 2022 and the years ended 31 December 2021, 31 December 2020 and 31 December 2019 amounted to QAR 1,916 million (U.S.\$526 million), QAR 2,463 million (U.S.\$676 million), QAR 2,560 million (U.S.\$703 million) and QAR 2,817 million (U.S.\$774 million), respectively, which was made up of 65.0 per cent., 95.22 per cent., 94.08 per cent. and 92.03 per cent. interest income, respectively, and 21.1 per cent., 4.78 per cent., 5.92 per cent. and 7.97 per cent. non-interest income, respectively.”

- 8.5 the first sentence of the second paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – Wholesale Banking Group*”, on page 132 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting errors relating to the disclosure of financial information for the year ended 31 December 2021 (such correction resulting from interest income of approximately QAR 12.2 million and commission income of approximately QAR 5 million of the Wholesale Banking Group being adjusted to match with total interest income and non-interest income of the Bank) and errors relating to the disclosure of financial information for the year ended 31 December 2019 (such correction resulting from the reclassification of approximately QAR 49.6 million under interest income and approximately QAR 43.8 million under other non-interest income):

“The Wholesale Banking Group’s total income represented 59.05 per cent., 60.38 per cent. 58.70 per cent. and 57.18 per cent. of the Bank’s total income for the nine-month period ended 30 September 2022 and the years ended 31 December 2021, 31 December 2020 and 31 December 2019, respectively.”

- 8.6 the second sentence of the second paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – Wholesale Banking Group*”, on page 132 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting errors relating to the disclosure of financial information for the year ended 31 December 2021 (such corrections resulting from adjusting for write-offs):

The Wholesale Banking Group’s total assets as at 30 September 2022, 31 December 2021, 31 December 2020 and 31 December 2019 were QAR 49,036 million (U.S.\$ 13,466 million), QAR 55,214 million (U.S.\$ 15,162 million), QAR 57,037 million (U.S.\$15,663 million) and QAR 56,333 million (U.S.\$15,470 million), respectively, representing 52.08 per cent., 54.61 per cent., 55.09 per cent. and 52.06 per cent. of the Bank’s total assets.”

- 8.7 the second sentence of the fourth paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – International Banking Group*”, on page 134 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting errors relating to the disclosure of financial information for the year ended 31 December 2021 (such correction resulting from interest

income of approximately QAR 12.2 million and commission income of approximately QAR 5 million of the Wholesale Banking Group being adjusted to match with total interest income and non-interest income of the Bank) and errors relating to the disclosure of financial information for the year ended 31 December 2019 (such correction resulting from the reclassification of approximately QAR 49.6 million under interest income and approximately QAR 43.8 million under other non-interest income):

“The International Banking Group’s total income represented 4.60 per cent., 4.77 per cent., 3.61 per cent. and 5.49 per cent. of the Bank’s total income for the nine month period ended 30 September 2022 and the years ended 31 December 2021, 31 December 2020 and 31 December 2019, respectively.”

- 8.8 the third sentence of the fourth paragraph of the section headed “*Description of Doha Bank Q.P.S.C. – International Banking Group*”, on page 137 of the Base Prospectus shall be deleted in its entirety and replaced with the following, for the purpose of correcting errors relating to the disclosure of financial information for the year ended 31 December 2021 (such corrections resulting from adjusting for write-offs):

“The International Banking Group’s total assets as at 30 September 2022, 31 December 2021, 31 December 2020 and 31 December 2019 were QAR 4,746 million (U.S.\$1,303 million), QAR 4,565 million (U.S.\$1,254 million), QAR 4,144 million (U.S.\$1,138 million) and QAR 6,017 million (U.S.\$1,652 million), respectively, representing 5.04 per cent., 4.52 per cent., 4.00 per cent. and 5.56 per cent., respectively, of the Bank’s total assets.”

- 8.9 the list of the members of the board of the Bank starting at the top of page 147 of the Base Prospectus in the section headed “*Description of Doha Bank Q.P.S.C. – Management and Employees – The Board of Directors*” shall be deleted in its entirety and replaced as follows:

Chairman (Non-Executive) – H.E. Sheikh Fahad bin Mohammad bin Jabor Al Thani

Board Member since 1996

General Manager: Fahad Mohammad Jabor Holding Company

Vice Chairman (Executive) – Mr. Nasser Khalid Nasser Abdullah Al-Mesnad

Board Member since 2017

Businessman (representing International Trade Development Co.)

Managing Director (Executive) – H.E. Sheikh Abdul Rahman bin Mohammad bin Jabor Al Thani

Board Member since 1978

Chairman, Board of Directors: Qatar Industrial Manufacturing Company

Chairman, of the Board of Directors: Qatar & Oman Investment Company (State of Qatar Representative)

Board Member (Executive) – H.E. Sheikh Mohammad F.J. Al Thani

Board Member since 2023

Businessman (representing Jassim Falah Trading and Contracting)

Board Member (Non-Executive) – Mr. Ahmed Abdullah Ahmed Al Khal

Board Member since 2014

Businessman

Board Member (Non-Executive) – Mr. AbdulRahman Ahmad A. Obaidan

Board Member since 2023

Businessman (representing Edikhar Trading and Contracting)

Board Member (Non-Executive) – Nayef Abdulla N. M. Al-Dosari

Board Member since 2023

Businessman (representing AlNayef Holding)

Independent Member (Non-Executive) – Mr. Nasser Mohammed A. A. Al Khaldi

Board Member since 2020

CEO, Qatar & Oman Investment Company

Independent Member (Non-Executive) – Mr. Abdullah Ali. A. Abdulla

Board Member since 2020

Businessman

Independent Member (Non-Executive) – Mr. Nasser Khalid KH A. Al-Attayah

Board Member since 2023

Businessman

Independent Member (Non-Executive) – H.E. Sheikh Hamad Saoud M.A. Al Thani

Board Member since 2023

Businessman

- 8.10 the paragraphs relating to Mr. Ala Azmi Masoud Abumughli under the heading “*Chief Wholesale Banking Officer*” in the section headed “*Description of Doha Bank Q.P.S.C. – Executive Management*”, on page 148 of the Base Prospectus shall be deleted and replaced with the following new details:

“*Mr. Jody Sanderson*

Mr. Jody Sanderson joined Doha Bank in March 2023 as Chief Business Officer, and he is currently overseeing the Wholesale Banking Group. Mr. Sanderson has over 20 years’ experience in global corporate and investment banking with HSBC in Hong Kong, North America and the Middle East. His last held position with HSBC was “Managing Director and Co-Head of Global Banking GCC. Mr. Sanderson holds a Bachelor’s Degree in Business Administration from New Brunswick University, Canada.”

- 8.11 the heading “*Chief Risk Officer*” in the section headed “*Description of Doha Bank Q.P.S.C. – Executive Management*”, on page 148 of the Base Prospectus shall be deleted and replaced with the heading “*Acting Chief Risk Officer*”.
- 8.12 the paragraphs relating to Peter John Clark under the heading “*Chief Operating Officer*” in the section headed “*Description of Doha Bank Q.P.S.C. – Executive Management*”, on page 148 of the Base Prospectus shall be deleted and replaced with the words “Position currently vacant” as Mr. Clark has retired and the Bank has not yet appointed a successor.
- 8.13 A new paragraph shall be inserted immediately before the section headed “*Description of Doha Bank Q.P.S.C. – Employees*” on page 149 that reads as follows:

“Chief Compliance Officer

Mr. Bader Abdulreda Abdulla

Mr. Bader Abdulreda Abdulla joined the Bank in 2021. He has 17 years of senior banking experience and has served in various capacities within Corporate and Private Banking, and for the past 8 years has focused on compliance and regulatory adherence. Mr. Abdulla’s career started with HSBC, and he later worked for QNB and Mashreq Bank before joining the Bank.”

9. Selected Financial Information

- 9.1 Footnote number 3 on the “*Cost to income ratio*” line item of the table in the section headed “*Selected Financial Information*” on page 150 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced as follows:

“(3) *Cost includes staff cost, depreciation and other expenses; income includes net interest income and other income. Cost to income ratio for the year ended 31 December 2022 was 30.7%.”*

- 9.2 Footnote number 6 on the “*Net interest margin*” line item of the table in the section headed “*Selected Financial Information*” on page 150 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced as follows:

“(6) *Net interest margin ratio is calculated as net interest income over average of earning assets, i.e. the average of opening and closing earning assets. Net interest margin ratio for the year ended 31 December 2022 was 2.39%.”*

10. 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 2022 Annual Financial Statements and the 2023 First Quarter 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 Guarantor as described on page 205 of the Base Prospectus.