

## Invitation to Subscribe in the Shares Capital Increase of Doha Bank (P.S.Q.C.)

The Board of Directors of Doha Bank (P.S.Q.C.) hereby invites its shareholders to subscribe in the new shares, by way of a rights issue, as approved by the Bank's Extraordinary General Assembly meeting held on 6th March 2017. During the meeting, the Extraordinary General Assembly resolved to increase the Bank's capital from QR. 2,583,722,520 up to QR. 3,100,467,024 "representing an increase of 20% from the current paid-up share capital" by way of offering 51,674,450 new ordinary shares for subscription to Doha Bank's shareholders and the holders of subscription rights in the proportion of (1) one share for every (5) five shares held (the Rights Issue) in accordance with the provisions of the Qatar Commercial Companies Law No. (11) of 2015 and the Trading in rights issue rules issued by the Qatar Financial Markets Authority (the QFMA).

Priority will be given to Doha Bank's eligible shareholders who are registered in the shareholders' register with Qatar Central Security Depository (QCSD) at the close of trading on Wednesday 15th March 2017 and to the Holders of Subscription Rights (as defined below). Shares will be offered at a price of QR. (25) each (QR. (10) nominal value plus QR. 15 issue premium) for qualified shares and according to the pricing mechanism set by Qatar Exchange and the competent authorities.

Trading of the subscription Rights will commence on Tuesday 4/4/2017 and end on Monday 17/4/2017 and the subscription period for Shareholders and Holders of Subscription Rights will start on Tuesday 25/4/2017 and shall end at 1:00 p.m. on Tuesday 9/5/2017 Doha Local time.

Any person (natural or juristic) who has the right to subscribe to this Rights Issue under the QFMA Regulations (a Holder of Subscription Rights) is also entitled to subscribe for offered shares.

### General Information on the Bank

Bank Name	Doha Bank (P.S.Q.C.)
Head Office:	Doha, State of Qatar
Listing Venue:	Qatar Stock Exchange
Current Capital:	QR. 2,583,722,520 (Two Billion five hundred eighty three million seven hundred twenty two thousand five hundred twenty Qatari Riyals)
Current Number of Shares:	258,372,252 shares (Two hundred fifty eight million three hundred seventy two thousand two hundred fifty two shares)
Nominal Value of each Share:	(QR10) Ten Qatari Riyals
Proposed capital increase:	QR. 516,744,504 (Five hundred sixteen million seven hundred forty four thousand five hundred four Qatari Riyals).
Propose capital increase:	to support the future growth of the bank and to ensure ongoing compliance with the regulatory requirements imposed by Qatar Central Bank (QCB).
Auditor:	KPMG

### Details of dividends distributed during the last three year

Year	Amount	No. of shares
2014	QR. (4) per share	258,372,252
2015	QR. (3) per share	258,372,252
2016	QR. (3) per share	258,372,252

### Terms and conditions of this prospectus (the Terms)

- The number of new shares offered in the Rights Issue is 51,674,450 ordinary shares.
- The share price is (25) Qatari Riyals each (10 Qatari Riyals nominal value plus 15 Qatari Riyals issue premium) for eligible shares.
- Holders of subscription Rights cannot reserve or pledge their subscription rights, or purchase their subscription rights through margin finance.

4. Eligible shareholders, are defined as those who are registered in the shareholders' register with QCSD at the close of business on Wednesday 15th March 2017.

5. Shareholders cannot own more than 2% of the shares of the Bank with the exception of the Government of the State of Qatar, and any of its affiliated entities or institutions.

### Trading the Rights Issue

6. Trading of the subscription rights will run from Tuesday 4/4/2017 and end on Monday 17/4/2017.

7. Subscription period for eligible Shareholders and Holders of Subscription Rights will start on Tuesday 25/4/2017 and will end at 1:00 p.m. Doha Local Time on Tuesday 9/5/2017.

8. Shareholders have the right to subscribe to any number of shares equivalent to a maximum of (20%) of their existing shares (1) one share for every (5) five shares held. Shareholders may not request additional shares in addition to their aforementioned entitlement.

9. The right to subscribe shall be given to the Holders of Subscription Rights as of the end of the trading period of the subscription rights in accordance with paragraph (6) of these Terms.

### Subscription

10. Shareholders and Holders of Subscription Rights can authorize, by means of a written authorization, another party to complete the subscription process on their behalf. The original written authorization along with a copy of the Qatari ID cards of both the subscriber and the authorized party must be presented to the bank. In addition, the original application form must be signed by the subscriber.

11. Shareholders and Holders of Subscription Rights can subscribe to the Rights Issue by submitting the subscription application along with the documents stated in paragraph (12) of these Terms, no later than 1:00 p.m. on Tuesday 9/5/2017 Doha Local Time and subject to these Terms as follows:

- Eligible shareholders and the holders of subscription rights can fill the data and submit the original application either in person to Head Office Tower – West Bay – 1st floor or to any branch of Doha Bank – Doha, Qatar or by courier to: Doha Bank, Head office Tower – West Bay (Shareholders Affairs Dept.) Doha - Qatar.

- The Bank shall keep the original application form and return a stamped copy to the subscriber. Unstamped applications by the Bank will not be accepted.

- The Rights are not applicable for transfer to any other person after closing the period of trading in the subscription rights.

- The application form is available in Head Office Tower – West Bay – 1st floor and in the following branches: Main Branch, Al Mirqab Branch, Abu Hamour – Dar Al Salam Branch, City Centre Branch, Al Rayyan Branch, Al Kheretiyat Branch, Dukhan Branch, Al Khor Branch, Al Wakra Branch, Mesaid Branch and Al Ruwais Branch.

12. Subscribers shall submit the signed original copy of the application form along with the following documents:

- Individuals:- a valid copy of their Qatari ID card for Qataris.  
- a valid copy of their Qatari ID card or passport for non Qataris.

- Minors: a valid copy of their Qatari ID card or passport or birth certificate specifying their personal identification number in addition to a copy of the Qatari ID card or passport of their respective guardian or trustee.

- Companies: an official extract of the valid commercial registration card and a copy of the valid Qatari ID card or passport of the authorized signatory along with a letter of authorization from the company.

- Holders of Subscription Rights: a copy of the documents proving their ownership of the subscription rights.

13. The application forms and the subscription amounts must be received by the Bank no later than 1:00 p.m. Doha Local Time, Tuesday 9/5/2017 and applications received after this date will not be accepted.

14. The Bank has the right to reject wholly or partially any application in any of the following cases:

- If the subscriber is not entitled to subscribe.
- If the full value of the subscribed shares was not received by the closing date of subscription period (including if the cheque or electronic transfer is rejected for any reason).
- If multiple applications are received from the same subscriber, only the first application will be accepted.
- If the application form is incomplete, presents wrong information or incorrectly filled in.
- If the identification documents or any of the required

supporting documents stated above in paragraph (12) of these Terms are not submitted with the application form.

- If more than one debit instruction/ fund transfer/ cheque were submitted to pay a single subscription in respect of the same subscriber.

15. After submission of the subscription application to the Bank, the subscriber is not permitted to cancel his subscription to the Rights Issue for any reason.

### Payment

16. Transferring funds via SWIFT to the benefit of Doha Bank (P.S.Q.C.):

**Account:** Doha Bank's Rights Issue 2017

**IBAN:** QA22 DOHB 0222 0302 2220 0124 47000

**SWIFT:** DOHBQAQA

a. The remittance information in the SWIFT message (MT103) field (70) has to be populated with the following details:

- Shareholder number (NIN)
- Name of the shareholder.
- Numbers of shares applied for.
- To charge code in (field 71 A) from the SWIFT message (MT 103) shall be "OUR" (all transaction charges are to be borne by the applicant).

b. If funds are transferred through any other electronic channels such as (QATCH) please ensure that the details and conditions required for a SWIFT message as set out above are included with a remittance code of 12/SECU.

c. Any bank fees should be paid for separately by the subscriber and the amount remitted to the Bank should be equal to the exact value of the shares subscribed for.

d. Any transfer of funds received without full details of the subscriber will be returned to the remitting bank.

17. Restrictions on payment method:

- A cheque may only be drawn on a local bank in Qatar on the date of submission.
- Funds transferred must be received by the Bank no later than 1:00 p.m. Doha Local Time on Tuesday 9/5/2017.

### Share Allotment

18. Fractions of shares shall not be considered within the subscriber's stake of shares; the subscriber's stake of shares shall be a whole number, after omission of any resulting fractions. The Bank reserves the right to decide upon the allotment of any fractional shares.

19. If any subscriber subscribes for their pro rata entitlement or less, they shall be allotted all the number of shares that they subscribed for and paid.

20. Issued shares will be allocated to subscribers in accordance with the abovementioned item No. (19), provided that the Bank receives the subscription applications and subscription funds in full on the specific dates.

21. In case of under subscription of this rights issue by Shareholders or Holders of Subscription Rights, the QFMA rules shall be applied, without prejudice to the terms of the Qatar Commercial Companies Law No. (11) of 2015.

### Disclaimer

22. The shareholders and the Holders of Subscription Rights acknowledge and agree:

- that the Bank shall not be responsible for any error in the data inputted by the subscriber or any malfunction in the operation of an electronic device; and
- that all of the information specified in the subscription form is correct.

### Note:

These Terms are subject to and shall be governed by the laws of the state of Qatar and the Qatar Courts shall have the exclusive jurisdiction to resolve any dispute that may arise under these Terms. The Arabic language is the official language of this prospectus, and in the event of any contradiction between the Arabic and the English version, the Arabic version shall prevail. For more information, please call the Bank at Tel: (40154860/40154856), eligible shareholders are kindly requested to verify their mailing address registered at the QCSD.



Fahad Bin Mohammed  
Bin Jabor Al Thani  
Chairman



Yacoub Hobeika  
External Auditor: KPMG  
Qatar Auditor's  
Registry No. (289)