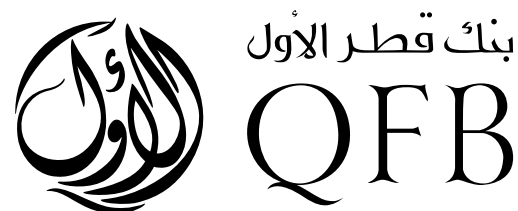


# INVITATION TO SUBSCRIBE IN THE SHARE CAPITAL INCREASE OF QATAR FIRST BANK LLC (PUBLIC)



## Introduction

The Board of Directors of Qatar First Bank LLC (Public) (the "Bank") hereby invites its shareholders to subscribe in new shares, by way of a rights issue, as approved by the Bank's Extraordinary General Meeting held on 22 September 2021.

The Extraordinary General Meeting resolved to increase the Bank's nominal paid-up share capital from QAR 700,000,000 (seven hundred million Qatari Riyals) up to QAR 1,120,000,000 (one billion one hundred and twenty million Qatari Riyals), representing an increase of 60% from the current nominal paid-up share capital of the Bank, within a period of one (1) year from the date of the meeting by way of offering 420,000,000 (four hundred and twenty million) new ordinary shares (the "New Shares") for subscription by means of a rights issue (the "Rights Issue"), in accordance with the provisions of the Bank's articles of association, the Qatar Financial Centre Companies Regulations 2005, the Qatar Financial Centre Authority Rules, and Article 195 of the Commercial Companies Law No. 11 of 2015 (as may be applicable to the Bank as a company established in Qatar Financial Centre) and Article 5.2 of the Offering and Listing Rulebook as well as the Trading Rights Issue Rules, both issued by the Qatar Financial Markets Authority (the "QFMA").

The rights to subscribe to the New Shares (the "Subscription Rights") will be given to the Bank's shareholders who are registered in the shareholders' register with Qatar Central Securities Depository ("QCS") at close of trading on Sunday, March 13, 2022 (the "Eligible Shareholders"). Any person (natural or juristic) holding Subscription Rights at the end of the trading period on Tuesday, March 29, 2022, either by receiving them in their capacity as an Eligible Shareholder or by buying them during the trading period (a "Holder of Subscription Rights") will be entitled to subscribe to the New Shares. The New Shares will be offered at a price of QAR 1 (one Qatari Riyal) nominal value plus QAR 0.2 (Twenty Dirhams) premium per share. The premium is inclusive of issuance costs not exceeding 1% of the value of subscribed shares.

Trading of the Subscription Rights will commence on Wednesday, March 16, 2022 and end on Tuesday, March 29, 2022. Thereafter, the subscription period for Holders of Subscription Rights will start on Wednesday, April 6, 2022 and will end at 1.00pm Doha local time on Tuesday, April 19, 2022.

## General Information on the Bank

Bank Name	Qatar First Bank LLC (Public)
Head Office:	6th Floor, Building No 29, Suhaim Bin Hamad Street, P.O. Box 28028, Al Sadd, Doha, State of Qatar
Listing Venue:	Qatar Stock Exchange
Current Nominal Paid-up Capital:	QAR 700,000,000 (seven hundred million Qatari Riyals)
Current Number of Shares:	700,000,000 shares (seven hundred million shares)
Nominal Value of each Share:	QAR 1 (one Qatari Riyal)
Number of New Shares:	420,000,000 shares (four hundred twenty million shares)
Proposed Capital Increase:	QAR 504,000,000 (five hundred four million Qatari Riyals) (including the total premium)
Purpose of Capital Increase:	To support the future growth of the Bank
Auditor:	Ernst & Young (Qatar Branch)

## Details of dividends distributed during the last three (3) years

The Bank has neither declared nor paid any dividends between 2018 and 2020.

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

- The number of New Shares offered in the Rights Issue is 420,000,000 (four hundred and twenty million) ordinary shares.
- The subscription price for each New Share will be QAR 1 (one Qatari Riyal) nominal value plus QAR 0.2 (Twenty Dirhams) premium per share.
- Eligible Shareholders are defined as those who are registered in the shareholders' register with the QCS at close of trading on Sunday, March 13, 2022. This includes shareholders who purchase the Bank's stock on that day.
- Holders of Subscription Rights are defined as any person (natural or juristic) holding Subscription Rights at the end of the trading period on Tuesday, March 29, 2022, either by receiving them in their capacity as an Eligible Shareholder or by buying them during the trading period.
- Holders of Subscription Rights cannot reserve their Subscription Rights as per regulatory requirements and particularly as it relates to the "Trading the Rights Issue" and "Subscription Terms" sections of this prospectus.
- Holders of Subscription Rights cannot pledge their Subscription Rights.
- Holders of Subscription Rights cannot purchase Subscription Rights through margin finance.
- Shareholders cannot own more than 25% of the shares of the Bank with the exception of the strategic investors of the Bank (as defined in the articles of association of the Bank) that could own up to 55% of the total issued shares of the Bank.
- In order to be able to fully participate in the Rights Issue, shareholders of the Bank or investors seeking to participate in the Rights Issue must ensure that their account information is complete and up to date with QCS and that their accounts are active. Failure to do so may lead to such shareholders of the Bank or investors seeking to participate in the Rights Issue, being unable to participate in the Rights Issue. The Bank will not be held responsible and hereby excludes any liability whatsoever towards such non-confirming shareholders of the Bank, investors or regulators should this occur and such non-confirming shareholders, or investors will be solely responsible in such case.

## Trading the Rights Issue

- Trading of the Subscription Rights will run from Wednesday, March 16, 2022 and end on Tuesday, March 29, 2022.
- Thereafter, the subscription period for the Holders of Subscription Rights will start on Wednesday, April 6, 2022 and will end at 1.00pm Doha local time on Tuesday, April 19, 2022.
- The Holders of Subscription Rights shall have the right to subscribe to the New Shares in a number equivalent to the number of rights they hold and they may not request New Shares in addition to such entitlement during the subscription period. However, Holders of Subscription Rights shall have the right to buy shares from the market, which maybe the New Shares, that have not been subscribed for during the subscription period, that the Bank may decide to thereafter sell on the QSE after the end of the subscription period in accordance with the QFMA rules.

## Subscription Terms

- Holders of Subscription Rights can authorise, by means of a written authorisation, another party to complete the subscription process on their behalf. The original written authorisation along with a copy of the Qatari ID cards of both the subscriber and the authorised party must be presented to Masraf Al Rayan (Q.P.S.C.) (the "Receiving Bank"). In addition, the original application form must be signed by the subscriber.
- Holders of Subscription Rights can subscribe to the New Shares by submitting the subscription application along with the documents stated in paragraph (15) of these Terms, no later than 1.00pm Doha local time on Tuesday, April 19, 2022 and subject to the following terms:
  - The Holders of Subscription Rights can fill in the data and submit the original application either as follows:
    - local subscribers can submit their applications through all of the Receiving Bank's operating branches in the State of Qatar or;
    - international subscribers can send applications and attested copies of the required documentation (by the Qatari Embassy/Consulate in that country) via email (qfbrights@alrayan.com) along with the SWIFT copy of the transfer and send original application via courier on or before Tuesday, April 19, 2022 to the following address:  
Aisha Al Suwaidi, Grand Hamad Branch, Ground Floor,  
P.O. box 28888, Masraf Al Rayan,  
Grand Hamad Street, Doha, Qatar

**If the original application is not received by within 3 business days following the closing of the subscription period, the application will be rejected. The subscriber must also enclose a copy of the shipping order, including the tracking number, in his email.**

  - The Receiving Bank shall keep the original application form and return a stamped copy to the subscriber. Applications which are not stamped by the Receiving Bank will not be accepted.
  - Subscription Rights are not applicable for transfer to any other person after the period of trading in Subscription Rights ends.

- The application form is available for collection at all operating Masraf Al Rayan branches and can be downloaded from the Receiving Bank's website and QFB website.
- Subscribers shall submit the signed original copy of the application form along with the following documents:
    - Individuals:** a copy of their valid Qatari ID card for Qataris and a copy of their valid Qatari ID card or passport for non-Qataris. Subscribers can authorise, by means of a written authorization or power of attorney, another party to complete the subscription process on their behalf. The original written authorization or power of attorney, together with the original Qatar ID cards of both the Subscriber and the authorised party must be presented. In the case of written authorization, the original application form must be signed by the Subscriber.
    - Minors:** a copy of their valid Qatari ID card or passport or birth certificate specifying their personal identification number in addition to a copy of the valid Qatari ID card or passport of their respective guardian or trustee.
    - Companies:** For companies established in Qatar, an official extract of the valid commercial registration (or QFC licence or QSTP license, as applicable) or copy of a valid computer card and a copy of the valid Qatari ID card or passport of the authorised signatory. For companies established outside Qatar, an official extract of the valid commercial registration or certificate of incorporation or any similar incorporation document adopted at the place of incorporation. In case of delegation of authority, a letter of authorisation from the company is required.
    - Holders of Subscription Rights:** a copy of the documents proving their ownership of the Subscription Rights (if available), along with the relevant documents requested in section 15 (a), (b) or (c) as applicable.

**Subscribers applying in Receiving Bank branches must present the abovementioned original documents for verification.**
  - The application forms and the subscription amounts must be received by the Receiving Bank no later than 1:00 p.m. Doha Local Time on Tuesday, April 19, 2022 and applications received after this date will not be accepted.
  - Subject to prior written approval from the Bank, the Receiving Bank has the right to reject either in whole or in part 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 the 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 is incorrectly filled in.
    - If supporting documents stated above in paragraph (15) of these Terms are not submitted with the application form.
    - If more than one debit instruction/fund transfer/ cheque was submitted to pay a single subscription in respect of the same subscriber.
    - If one debit instruction/fund transfer/cheque was submitted to pay multiple subscription in respect of multiple subscriber.
    - If the debit instruction/fund transfer/cheque is paid by a person (whether duly authorized or otherwise) other than the subscriber himself.
  - After submission of the subscription application to the Receiving Bank, the subscribers are not permitted to cancel their application to subscribe for the New Shares for any reason unless cancelled by the Bank or the Receiving Bank.

## Payment

- Transferring funds via SWIFT to the benefit of Qatar First Bank LLC (Public):

Account: 0001-799992-031

IBAN: QA53 MAFR 0000 0000 0001 7999 9203 1

SWIFT: MAFRQAQA

- The remittance information in the SWIFT message (MT103) field (70) must be populated with the following details:
    - Name of the subscriber
    - Subscriber QID/Passport number for individuals or CR/registration document number for companies
    - Investor number (NIN)
    - The charge code in (field 71A) from the SWIFT message (MT 103) shall be "OUR" (all transaction charges are to be borne by the applicant)
  - 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].
  - Any bank fees should be paid for separately by the subscriber and the amount remitted to the Receiving Bank should be equal to the exact value of the New Shares subscribed.
  - Any transfer of funds received without full details of the subscriber will be returned to the remitting bank.
- Restrictions on payment method:
    - A cheque may only be drawn on a local bank in the State of Qatar on the date of submission.
    - Funds transferred must be received by the Receiving Bank no later than 1:00 p.m. Doha Local Time on Tuesday, April 19, 2022.

## Share Allotment

- Fractions of shares shall not be considered within the subscriber's stake of shares nor their subscription. The Receiving Bank reserves the right to decide upon the allotment of any fractional shares, if applicable.
- If any Holder of Subscription Rights subscribes for their entitlement of New Shares or less, they will be allotted all the New Shares that they subscribed for and paid.
- Issued New Shares will be allocated to Holders of Subscription Rights in accordance with the abovementioned item No. (22) provided that the Receiving Bank receives the subscription applications and subscription funds in full on the specific dates.
- In case the issuance of New Shares is undersubscribed, the QFMA rules shall apply, along with any other applicable regulations.

## Disclaimer

- The Eligible Shareholders and the Holders of Subscription Rights acknowledge and agree:
  - That the Receiving Bank or 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.

## Notes:

These Terms are subject to and shall be governed by the laws of the State of Qatar, to the extent that these laws do not conflict with the provisions of Sharia principles, and the courts of the Qatar Financial Centre will 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 versions, the Arabic version will prevail. For more information, please call the Bank at tel. +974 4425 3333. Eligible Shareholders are kindly requested to verify their mailing address registered at the QCS.

The Bank will sell unsubscribed shares through the market by the mechanism approved by the QFMA and any other applicable regulations or regulatory bodies.

Sheikh Faisal bin Thani Al Thani  
Chairman of the Board of Directors  
Qatar First Bank LLC (Public)

Ahmed Sayed Mohamed  
External Auditor: Ernst & Young (Qatar Branch)  
Qatar Auditor's Register Number 326