

FINAL TERMS

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Certificates has led to the conclusion that: (i) the target market for the Certificates is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Certificates (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Certificates (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

1 March 2019

QIIB SENIOR SUKUK LIMITED

Legal Entity Identifier (LEI): 549300A07UNNRZ2DVQ26

Issue of U.S.\$500,000,000 Trust Certificates due 2024

under the U.S.\$2,000,000,000 Trust Certificate Issuance Programme

Part A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Certificates set forth in the Base Prospectus dated 16 January 2019 and the supplement to it dated 11 February 2019 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive 2003/71/EC (as amended or superseded) (the **Prospectus Directive**). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Trustee, the Obligor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing in accordance with Article 14 of the Prospectus Directive at the market news section of the London Stock Exchange's website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and during normal business hours at the registered office of the Trustee at c/o MaplesFS Limited, P.O. Box 1093, Queensgate House, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained during normal business hours from the registered office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

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| 1. | (a) | Issuer and Trustee: | QIIB Senior Sukuk Limited |
| | (b) | Obligor, Servicing Agent and, in the case of a Wakala/Mudaraba Series, Mudarib: | Qatar International Islamic Bank (Q.P.S.C.) |
| 2. | | Series Number: | 1 |
| | (a) | Tranche Number: | 1 |
| | (b) | Date on which the Certificates will be consolidated and form a single Series: | Not Applicable |

3. Specified Currency: U.S. Dollars (U.S.\$)
4. Aggregate Face Amount:
- (i) Series: U.S.\$500,000,000
- (ii) Tranche: U.S.\$500,000,000
5. Issue Price: 100 per cent. of the Aggregate Face Amount
6. (a) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
- (b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 5 March 2019
- (b) Profit Commencement Date: Issue Date
8. Scheduled Dissolution Date: 5 March 2024
9. Profit Basis: Fixed Rate Certificates
(further particulars specified at paragraph 15 below)
10. Dissolution Basis: Dissolution at par
11. Change of Profit Basis: Not Applicable
12. Put/Call Rights: Not Applicable
13. Status: Unsubordinated
14. Date of Trustee's board approval and date of Obligor's board approval for issuance of Certificates: 28 February 2019 and 25 April 2017 and 24 January 2018, respectively

Provisions relating to profit payable

15. Fixed Rate Periodic Distribution Provisions: Applicable
- (a) Profit Rate(s): 4.264 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
- (b) Periodic Distribution Date(s): 5 March and 5 September in each year up to and including the Scheduled Dissolution Date, commencing on 5 September 2019
- (c) Fixed Amount(s): U.S.\$21.32 per Calculation Amount
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: 30/360

- (f) Determination Date(s): Not Applicable
16. Floating Periodic Distribution Provisions: Not Applicable

Provisions relating to dissolution

17. Notice periods for Condition 8(b): Minimum period: 30 days
Maximum period: 60 days
18. Optional Dissolution Right: Not Applicable
19. Certificateholder Put Right: Not Applicable
20. Dissolution Distribution Amount following redemption on the Scheduled Dissolution Date, on any Early Tax Dissolution Date or following the occurrence of a Dissolution Event: As per Condition 1

General provisions applicable to the Certificates

21. Form of Certificates: Registered Certificates:

Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate

Reg S Compliance Category 2; TEFRA not applicable
22. Financial Centre(s) relating to payment (Condition 9(d)): Not Applicable

Provisions in respect of the Trust Assets

23. Series: Wakala/Mudaraba Series
- (a) Wakala Percentage: 23.3 per cent.
- (b) Mudaraba Percentage: 76.7 per cent.
24. Trust Assets: Condition 5(a) applies
25. (a) Details of Transaction Account: QIIB Senior Sukuk Limited Transaction Account No: 10523585 with Citibank N.A., London Branch for Series No.: 1
- (b) Supplemental Trust Deed: Supplemental Trust Deed dated 5 March 2019 between the Trustee, the Obligor and the Delegate
- (c) Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 5 March 2019 between the Trustee and the Obligor

- (d) Supplemental Restricted Mudaraba Agreement: Supplemental Restricted Mudaraba Agreement dated 5 March 2019 between the Trustee and the Obligor
- (e) Declaration of Commingling of Assets: Not Applicable
- (f) Sale Agreement: Not Applicable

Signed on behalf of

QIIB Senior Sukuk Limited

Norbert Neijzen

By:
Duly authorised

Signed on behalf of

Qatar International Islamic Bank (Q.P.S.C.)

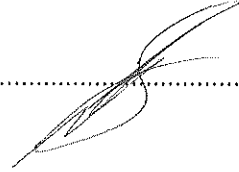
By:.....
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By:
Duly authorised



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PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- (a) Listing and Admission to trading: Application has been made by the Trustee (or on its behalf) for the Certificates to be (i) admitted to trading on the London Stock Exchange's regulated market and (ii) admitted to listing on the Official List of the UK Listing Authority with effect from 5 March 2019.
- (b) Estimate of total expenses related to admission to trading: £4,560

2. Ratings

Ratings: The Certificates to be issued have been rated:

Moody's: A2

Moody's is established in the European Union and is registered under Regulation (EC) No 1060/2009.

3. Interests of Natural and Legal Persons involved in the Issue

Save for any fees payable to the Joint Lead Managers, so far as each of the Trustee and the Obligor is aware, no person involved in the issue of the Certificates has an interest material to the offer.

4. Yield (Fixed Rate Certificates only): 4.264 per cent. per annum

The 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

- (a) ISIN Code: XS1959301471
- (b) Common Code: 195930147
- (c) CFI: DTFXFR
- (d) FISN: QIIB SENIOR SUK/1EMTN 20240305
- (e) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (f) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (g) Stabilisation Manager(s): Standard Chartered Bank