

SECOND BASE PROSPECTUS SUPPLEMENT DATED 9 JANUARY 2020 TO THE BASE PROSPECTUS DATED 17 JULY 2019



QNB Finance Ltd

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

U.S.\$17,500,000,000

Medium Term Note Programme

guaranteed by

Qatar National Bank (Q.P.S.C.)

(incorporated as a Qatari Public Shareholding Company)

This base prospectus supplement (this “**Base Prospectus Supplement**”), which constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”), is supplemental to, and should be read in conjunction with, the base prospectus dated 17 July 2019 as supplemented by the first base prospectus supplement dated 10 October 2019 (together, the “**Base Prospectus**”) and is prepared in connection with the U.S.\$17,500,000,000 Medium Term Note Programme (the “**Programme**”) established by QNB Finance Ltd (the “**Issuer**”) and guaranteed by Qatar National Bank (Q.P.S.C.) (“**QNB**” or the “**Guarantor**”). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any statement in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

Investors should be aware of their rights under Section 87Q(4)-(6) of the FSMA. In accordance with Section 87Q(4)-(6) of the FSMA, investors who have agreed to purchase or subscribe for Notes before this Base Prospectus Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Base Prospectus Supplement is published, to withdraw their acceptances, which right shall therefore expire at the close of business on 13 January 2020. Investors wishing to withdraw their acceptances should contact their brokers for details of how to exercise this right.

This Base Prospectus Supplement has been approved by the United Kingdom Financial Conduct Authority under Part VI of the FSMA.

The purpose of this Base Prospectus Supplement is to (a) amend the Risk Factors, including inserting a new risk factor, (b) amend the form of Final Terms, (c) amend the form of Pricing Supplement and (d) amend Condition 5 (*Interest and Other Calculations*), in each case to reflect and provide for, as applicable, the use of SOFR (as defined below) as an additional Reference Rate for Floating Rate Notes.

IMPORTANT NOTICES

The Issuer and the Guarantor each accept responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

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

Save as disclosed 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.

UPDATES TO THE BASE PROSPECTUS

With effect from the date of this Base Prospectus Supplement:

Risk Factors

In the section of the Base Prospectus entitled “*Risks Related to the Market Generally*”, in the risk factor entitled “*Risks related to Notes which are linked to “benchmarks”*” on pages 29 to 31 of the Base Prospectus:

- (a) the words “(other than those that reference SOFR (as defined in “*Terms and Conditions of the Notes*”))” shall be inserted immediately after the words “Where Screen Rate Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes”; and
- (b) the words “and Screen Rate Determination applies (whether or not the relevant Floating Rate Notes reference SOFR)” shall be inserted immediately after the words “If a Benchmark Event occurs”.

In the section of the Base Prospectus entitled “*Risks Related to the Market Generally*”, the risk factor set out below shall be included as an additional risk factor after the risk factor entitled “*Risks related to Notes which are linked to “benchmarks”*” on page 31 of the Base Prospectus:

“The market continues to develop in relation to SOFR as a reference rate for Floating Rate Notes

Investors should be aware that the international debt capital markets continue to develop in relation to SOFR as a reference rate and its adoption as an alternative to U.S. dollar LIBOR. In particular, market participants and relevant working groups are exploring alternative reference rates based on SOFR, including term SOFR reference rates (which seek to measure the market’s forward expectation of an average SOFR rate over a designated term).

SOFR is published by the Federal Reserve Bank of New York (the “**Federal Reserve**”) and is intended to be a broad measure of the cost of borrowing cash overnight collateralised by U.S. Treasury securities and is a current preferred replacement rate to U.S. dollar LIBOR. SOFR differs from U.S. dollar LIBOR in a number of material respects. As such, investors in Floating Rate Notes that reference SOFR should be aware that U.S. dollar LIBOR and SOFR may behave materially differently.

The future performance of SOFR is impossible to predict. The level of SOFR over the term of Floating Rate Notes may bear little or no relation to the historical level of SOFR. Prior observed patterns, if any, in the behaviour of market variables, such as correlations, may change in the future. While some pre-publication hypothetical performance data has been published by the Federal Reserve, such data inherently involves assumptions, estimates and approximations. As such, no future performance of SOFR or Floating Rate Notes linked to or which reference a SOFR rate may be inferred from any of the hypothetical or actual historical performance data.

In addition, the market or a significant part thereof may adopt an application of SOFR that differs significantly from that set out in the Conditions. The Issuer may also in the future issue securities referencing SOFR that differ materially in respect of interest determination when compared with any Notes referencing SOFR previously issued by it under the Conditions. As SOFR is published and calculated by third parties based on data received from other sources, the Issuer and QNB have no control over its determination, calculation or publication. There can be no guarantee that SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in Floating Rate Notes linked to or which reference a SOFR rate (or that any applicable benchmark fallback provisions provided for in

the Conditions will provide a rate which is economically equivalent for Noteholders). The Federal Reserve has no obligation to consider the interests of Noteholders in calculating, adjusting, converting, revising or discontinuing SOFR. If the manner in which SOFR is calculated is changed, that change may result in a reduction of the amount of interest payable on such Notes and the trading price of such Notes. Further, the Rate of Interest payable on Floating Rate Notes which reference a SOFR rate is only capable of being determined at the end of the relevant Interest Period and shortly prior to the relevant Interest Payment Date. It may therefore be difficult for investors in Floating Rate Notes which reference a SOFR rate to reliably estimate the amount of interest which will be payable on such Notes, and some investors may be unable or unwilling to trade such Notes without changes to their IT systems, both of which could adversely impact the liquidity of such Notes. Further, in contrast to USD LIBOR-based Notes, if Notes referencing SOFR become due and payable as a result of an Event of Default under Condition 10 (*Events of Default*), or are otherwise redeemed early on a date which is not an Interest Payment Date, the final Rate of Interest payable in respect of such Notes shall only be determined on the date on which the Notes become due and payable and shall not be reset thereafter.

Investors should also be aware that the manner of adoption or application of SOFR as a reference rate in the international debt capital markets may differ materially compared with the application and adoption of SOFR in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of SOFR as a reference rate across these markets may impact any hedging or other arrangements which they may put in place in connection with any acquisition, holding or disposal of Floating Rate Notes linked to or which reference a SOFR rate.

Since SOFR is a relatively new market index (publication of SOFR having only commenced on 3 April 2018), Floating Rate Notes linked to or which reference a SOFR rate may have no established trading market when issued, and an established trading market may never develop or may not be very liquid. Market terms for debt securities linked to or which reference a SOFR rate may evolve over time and, as a result, trading prices of such Notes may be lower than those of Notes that are linked to or which reference a SOFR rate that are issued later. Further, if SOFR does not prove to be widely used in securities like the Notes, the trading price of Floating Rate Notes linked to or which reference a SOFR rate may be lower than those of Notes linked to or which reference indices that are more widely used. Investors in such Notes may not be able to sell such Notes at all or may not be able to sell such Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk.

Investors should note that interest on Notes linked to or which reference a SOFR rate will be calculated and paid in accordance with the detailed provisions of the Conditions and the applicable Final Terms. In particular (i) where the Interest Determination Date in respect of an Interest Accrual Period falls before the end of that Interest Accrual Period, the interest payable in respect of that Interest Accrual Period will not reflect any increase (or decrease) in the underlying daily SOFR rate after that Interest Determination Date and (ii) if the Observation Method specified in the applicable Final Terms is Payment Delay, interest will be paid after the end of the Interest Period for which it has been calculated (for each Interest Period other than the final Interest Period).

Investors should consider these matters when making their investment decision with respect to any Floating Rate Notes linked to or which reference a SOFR rate.

Terms and expressions used but not defined in this risk factor have the respective meanings given to them in the Conditions.”

Form of Final Terms

In the section of the Base Prospectus entitled “*Form of Final Terms*”, items 15(a)-(d) (*Floating Rate Note Provisions*) of Part A (*Contractual Terms*) on pages 35 and 36 of the Base Prospectus shall be deleted and replaced with the following:

- (a) Interest Period(s): [●]^A
[The end date of each Interest Period shall be subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/ Not subject to any adjustment]
- (b) Specified Interest Payment Dates: [●][The [●] Business Day following the final Interest Period Date of each Interest Period; except in respect of the final Interest Period, for which the Specified Interest Payment Date shall be the Maturity Date or any earlier redemption date]^B[, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]^C
- (c) First Interest Payment Date: [●][, subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]
- (d) Interest Period Date: [●]^D (Not applicable unless different from Interest Payment Date)[, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]

where the footnotes shall read as follows:

^A Interest Periods should be specified explicitly where the Reference Rate is SOFR and the Observation Method is Payment Delay, as in that case each Specified Interest Payment Date will fall after the end of the relevant Interest Period.

^B This text will be included where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^C Specified Interest Payment Dates will not normally be subject to adjustment where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^D Interest Period Dates should be specified explicitly where the Reference Rate is SOFR and the Observation Method is Payment Delay, as in that case Specified Interest Payment Dates will not fall on Interest Period Dates.

In the section of the Base Prospectus entitled “*Form of Final Terms*”, item 15(i) (*Floating Rate Note Provisions*) of Part A (*Contractual Terms*) on page 36 of the Base Prospectus shall be deleted and replaced with the following:

- (i) Screen Rate Determination: [Applicable – Term Rate/Applicable – SOFR/Not Applicable]

— Reference Rate:	[[●] is provided by [<i>administrator legal name</i>] [<i>repeat as necessary</i>].] [As at the date hereof, [<i>administrator legal name</i>] [appears]/[does not appear] [<i>repeat as necessary</i>] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of Regulation (EU) 2016/1011, as amended]/[As far as the Issuer is aware, as at the date hereof, the [<i>specify benchmark</i>] does not fall within the scope of Regulation (EU) 2016/1011, as amended] / [Not Applicable]
— Interest Determination Date(s):	[●] [[●] U.S. Government Securities Business Days prior to each Interest Period Date] ^E [The Interest Period Date at the end of each Interest Accrual Period; except in respect of the final Interest Accrual Period, for which the Interest Determination Date will be the Rate Cut-off Date] ^F [●]
— Relevant Time:	[●]
— Relevant Screen Page:	[●]
— Relevant Financial Centre:	[●]
— Observation Method:	[Look-back/Observation Period Shift/Payment Delay/Lock-out]
— Shift/Look-back Period:	[●]/[Not Applicable] ^G
— Rate Cut-Off Period:	[[●] U.S. Government Securities Business Days] / [Not Applicable] ^H
— D:	[365/360/[●]] ^I

where the footnotes shall read as follows:

^ETo be included where the Reference Rate is SOFR and the Observation Method is Look-back, Observation Period Shift or Lock-out. Where the Fiscal Agent is appointed as Calculation Agent, it will normally require that this period (and, where applicable, any Shift/Look-back Period or Rate Cut-Off Period) is at least 5 U.S. Government Securities Business Days.

^FTo be included where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^G Shift/Look-back Period is only applicable where the Observation Method is Look-back or Observation Period Shift.

^H Rate Cut-Off Period is only applicable where the Observation Method is Payment Delay.

^I “D” will normally be 360.

Form of Pricing Supplement

In the section of the Base Prospectus entitled “*Form of Pricing Supplement*”, items 15(a)-(d) (*Floating Rate Note Provisions*) of Part A (*Contractual Terms*) on pages 43 and 44 of the Base Prospectus shall be deleted and replaced with the following:

- (a) Interest Period(s): [●]^J
[The end date of each Interest Period shall be subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/ Not subject to any adjustment]
- (b) Specified Interest Payment Dates: [●][The [●] Business Day following the final Interest Period Date of each Interest Period; except in respect of the final Interest Period, for which the Specified Interest Payment Date shall be the Maturity Date or any earlier redemption date]^K[, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]^L
- (c) First Interest Payment Date: [●][, subject to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]
- (d) Interest Period Date: [●]^M (Not applicable unless different from Interest Payment Date)[, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(e) below/, not subject to any adjustment]

where the footnotes shall read as follows:

^J Interest Periods should be specified explicitly where the Reference Rate is SOFR and the Observation Method is Payment Delay, as in that case each Specified Interest Payment Date will fall after the end of the relevant Interest Period.

^K This text will be included where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^L Specified Interest Payment Dates will not normally be subject to adjustment where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^M Interest Period Dates should be specified explicitly where the Reference Rate is SOFR and the Observation Method is Payment Delay, as in that case Specified Interest Payment Dates will not fall on Interest Period Dates.

In the section of the Base Prospectus entitled “*Form of Pricing Supplement*”, item 15(i) (*Floating Rate Note Provisions*) of Part A (*Contractual Terms*) on page 44 of the Base Prospectus shall be deleted and replaced with the following:

- (i) Screen Rate Determination: [Applicable – Term Rate/Applicable – SOFR/Not Applicable]

— Reference Rate:	[[●] is provided by [<i>administrator legal name</i>] [<i>repeat as necessary</i>].] [As at the date hereof, [<i>administrator legal name</i>] [appears]/[does not appear] [<i>repeat as necessary</i>] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of Regulation (EU) 2016/1011, as amended]/[As far as the Issuer is aware, as at the date hereof, the [<i>specify benchmark</i>] does not fall within the scope of Regulation (EU) 2016/1011, as amended] / [Not Applicable]
— Interest Determination Date(s):	[●] [[●] U.S. Government Securities Business Days prior to each Interest Period Date] ^N [The Interest Period Date at the end of each Interest Accrual Period; except in respect of the final Interest Accrual Period, for which the Interest Determination Date will be the Rate Cut-off Date] ^O
— Relevant Time:	[●]
— Relevant Screen Page:	[●]
— Relevant Financial Centre:	[●]
— Observation Method:	[Look-back/Observation Period Shift/Payment Delay/Lock-out]
— Shift/Look-back Period:	[●]/[Not Applicable] ^P
— Rate Cut-Off Period:	[[●] U.S. Government Securities Business Days]/[Not Applicable] ^Q
— D:	[365/360/[●]] ^R

where the footnotes shall read as follows:

^NTo be included where the Reference Rate is SOFR and the Observation Method is Look-back, Observation Period Shift or Lock-out. Where the Fiscal Agent is appointed as Calculation Agent, it will normally require that this period (and, where applicable, any Shift/Look-back Period or Rate Cut-Off Period) is at least 5 U.S. Government Securities Business Days.

^OTo be included where the Reference Rate is SOFR and the Observation Method is Payment Delay.

^P Shift/Look-back Period is only applicable where the Observation Method is Look-back or Observation Period Shift.

^Q Rate Cut-Off Period is only applicable where the Observation Method is Payment Delay.

^R “D” will normally be 360.

Terms and Conditions of the Notes

In the section of the Base Prospectus entitled “*Terms and Conditions of the Notes*”, the following words shall be inserted as a new paragraph immediately after the words “Screen Rate Determination for Floating Rate Notes” on page 57 of the Base Prospectus:

- “(I) If “Applicable – Term Rate” is specified as the method of Screen Rate Determination in the applicable Final Terms:”

In the section of the Base Prospectus entitled “*Terms and Conditions of the Notes*”, the following words shall be inserted immediately after Condition 5(b)(iii)(B)c. (*Interest on Floating Rate Notes*) on page 58 of the Base Prospectus:

- “(II) If “Applicable – SOFR” is specified as the method of Screen Rate Determination in the applicable Final Terms:

- a. the Rate of Interest for each Interest Accrual Period will, subject to Condition 5(j) and as provided below, be Compounded SOFR plus or minus (as indicated in the applicable Final Terms) the Margin, where:

“**Compounded SOFR**” means, with respect to any Interest Accrual Period, the rate of return of a daily compound interest investment in the Specified Currency and will be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Final Terms) on the Interest Determination Date in accordance with the following formula (and the resulting percentage will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 being rounded upwards):

$$\left[\prod_{i=1}^{d_o} \left(1 + \frac{SOFR_i \times n_i}{D} \right) - 1 \right] \times \frac{D}{d}$$

where:

“**D**” is the number specified in the applicable Final Terms;

“**d**” is the number of calendar days in the relevant Interest Accrual Period (or, where “Observation Period Shift” is specified as the Observation Method in the applicable Final Terms, the relevant Observation Period);

“**d_o**” is the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period (or, where “Observation Period Shift” is specified as the Observation Method in the applicable Final Terms, the relevant Observation Period);

“**i**” is a series of whole numbers from one to **d_o**, each representing the relevant U.S. Government Securities Business Day in chronological order from, and including, the first U.S. Government Securities

Business Day in the relevant Interest Accrual Period (or, where “Observation Period Shift” is specified as the Observation Method in the applicable Final Terms, the relevant Observation Period);

“**n_i**”, for any U.S. Government Securities Business Day “**i**”, means the number of calendar days from, and including, such U.S. Government Securities Business Day “**i**” up to but excluding the following U.S. Government Securities Business Day;

“**p**” means, for any Interest Accrual Period, and where “Look-back” is specified as the Observation Method in the applicable Final Terms, the number of U.S. Government Securities Business Days included in the Shift/Look-back Period specified in the applicable Final Terms (or, if no such number is specified, five U.S. Government Securities Business Days);

“**SOFR_i**” for any U.S. Government Securities Business Day “**i**” in the relevant Interest Accrual Period (or, where “Observation Period Shift” is specified as the Observation Method in the applicable Final Terms, the relevant Observation Period), is equal to:

- (i) where “Look-back” is specified as the Observation Method in the applicable Final Terms, SOFR in respect of the U.S. Government Securities Business Day falling “**p**” U.S. Government Securities Business Days prior to that day “**i**”;
- (ii) where “Observation Period Shift” is specified as the Observation Method in the applicable Final Terms, SOFR in respect of that day “**i**”;
- (iii) where “Payment Delay” is specified as the Observation Method in the applicable Final Terms, SOFR in respect of that day “**i**”, provided that, with respect to the final Interest Accrual Period, SOFR_i for each U.S. Government Securities Business Day in the period from and including the Rate Cut-Off Date to but excluding the Maturity Date or the relevant earlier redemption date, as applicable, shall be equal to SOFR in respect of such Rate Cut-Off Date; and
- (iv) where “Lock-out” is specified as the Observation Method in the applicable Final Terms:
 - 1. where that day “**i**” is a Reference Day, SOFR in respect of the U.S. Government Securities Business Day immediately preceding such Reference Day; and
 - 2. where that day “**i**” is not a Reference Day (being a Business Day in the Lock-out Period), SOFR in respect of the U.S. Government Securities Business Day immediately preceding the last Reference Day of the

relevant Interest Accrual Period (such last Reference Day coinciding with the Interest Determination Date).

- b. If the Rate of Interest cannot be determined in accordance with the foregoing provisions, but without prejudice to Condition 5(j), the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).
- c. If any Series of Notes for which “Screen Rate Determination: Applicable – SOFR” is specified in the applicable Final Terms becomes due and payable in accordance with Condition 10, or is otherwise redeemed early on a date which is not an Interest Payment Date, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Final Terms, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the Compounded SOFR formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.”

In the section of the Base Prospectus entitled “*Terms and Conditions of the Notes*”, the definition of “Business Day” in Condition 5(k) (*Definitions*) on page 64 of the Base Prospectus shall be replaced with the following:

““**Business Day**” means:

- (1) in the case of a currency other than euro and Renminbi, and unless the applicable Final Terms specify that the Floating Rate Note Provisions apply and the Reference Rate is SOFR, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in the principal financial centre for such currency;
- (2) if the applicable Final Terms specify that the Floating Rate Note Provisions apply and the Reference Rate is SOFR, any weekday that is a U.S. Government Securities Business Day and is not a legal holiday in New York or one or more Business Centres and is not a date on which banking institutions in those cities or Business Centres are authorised or required by law or regulation to be closed;
- (3) in the case of euro, a day on which the TARGET System is operating (a “**TARGET Business Day**”);
- (4) in the case of Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong; and/or

- (5) in the case of a currency and/or one or more Business Centres, and unless the applicable Final Terms specify that the Floating Rate Note Provisions apply and the Reference Rate is SOFR, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each of the Business Centres.”

In the section of the Base Prospectus entitled “*Terms and Conditions of the Notes*”, the following definitions shall be added in alphabetical order to Condition 5(k) (*Definitions*) on pages 67 to 69 of the Base Prospectus:

“**Lock-out Period**” means the period from, and including, the day following the Interest Determination Date to, but excluding, the corresponding Interest Period Date.

“**Observation Period**” means, in respect of each Interest Accrual Period, the period from, and including, the date “r” U.S. Government Securities Business Days preceding the first date in such Interest Accrual Period to, but excluding, the date “r” U.S. Government Securities Business Days preceding the Interest Period Date at the end of such Interest Accrual Period (where “r” is the number of U.S. Government Securities Business Days included in the Shift/Look-back Period specified in the applicable Final Terms (or, if no such number is specified, two U.S. Government Securities Business Days)).

“**Rate Cut-Off Date**” means the date that is “q” U.S. Government Securities Business Days prior to the Maturity Date or any earlier redemption date, as applicable (where “q” is the number of U.S. Government Securities Business Days in the Rate Cut-Off Period specified in the applicable Final Terms).

“**Reference Day**” means each U.S. Government Securities Business Day in the relevant Interest Accrual Period, other than any U.S. Government Securities Business Day in the Lock-out Period.

“**SOFR**” means, in respect of any U.S. Government Securities Business Day:

- (i) a reference rate equal to the daily Secured Overnight Financing Rate as published by the SOFR Administrator on the SOFR Administrator’s Website at 3:00 p.m. (New York time) on the U.S. Government Securities Business Day immediately following such U.S. Government Securities Business Day; or
- (ii) if the rate specified in (i) above does not so appear, the daily Secured Overnight Financing Rate for the first preceding U.S. Government Securities Business Day on which the Secured Overnight Financing Rate was published on the SOFR Administrator’s Website.

“**SOFR Administrator**” means the Federal Reserve Bank of New York (or a successor administrator of the Secured Overnight Financing Rate).

“**SOFR Administrator’s Website**” means the website of the SOFR Administrator.

“**U.S. Government Securities Business Day**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.”

In the section of the Base Prospectus entitled “*Terms and Conditions of the Notes*”, the word “SOFR.” shall be inserted as a new sub-paragraph (xxvi) of the definition “*Reference Rate*” in Condition 5(k) (*Definitions*) on page 68 of the Base Prospectus.