

SCHEDULE 5

Exhibit I

Form of Regulation S Certificate

**THE STATE OF QATAR
acting through
THE MINISTRY OF ECONOMY AND FINANCE
(the "Issuer")**

**[US\$3,500,000,000 4.00% Bonds due 2015/
US\$2,500,000,000 5.25% Bonds due 2020/
US\$1,000,000,000 6.40% Bonds due 2040]**

Reference is hereby made to the Fiscal Agency Agreement (the "**Fiscal Agency Agreement**") dated November 24, 2009 among the Issuer and Citibank, N.A. in its capacity as, inter alia, fiscal agent. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement. Other terms shall have the meaning given to them in Regulation S under the United States Securities Act of 1933.

[NOTE: INSERT [A] FOR TRANSFERS OF INTERESTS IN A RESTRICTED GLOBAL BOND TO TRANSFEREES THAT TAKE DELIVERY OF INTERESTS IN AN UNRESTRICTED GLOBAL BOND OF THE SAME SERIES. INSERT [B] FOR TRANSFERS OF INDIVIDUAL BONDS BEARING THE SECURITIES ACT LEGEND TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL BONDS OF THE SAME SERIES NOT BEARING THE SECURITIES ACT LEGEND. INSERT [C] FOR TRANSFERS OF INTERESTS IN A RESTRICTED GLOBAL BOND TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL BONDS OF THE SAME SERIES NOT BEARING THE SECURITIES ACT LEGEND.]

[A] This letter relates to US\$[] principal amount of [4.00% Bonds due 2015/5.25% Bonds due 2020/6.40% Bonds due 2040] which are held in the form of an interest in a Restricted Global Bond (CUSIP No. [74727P AJ0/74727P AK7/74727P AL5]) with DTC in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer of such interest for an interest in an Unrestricted Global Bond of the same series to be held with [Euroclear] [Clearstream] (Common Code No. [046846648/046853458/046853563]) in the name of [insert name of transferee].

[B] This letter relates to US\$[] principal amount of [4.00% Bonds due 2015/5.25% Bonds due 2020/6.40% Bonds due 2040] which are held in the form of individual Bonds bearing the Securities Act Legend registered in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer of such individual Bonds for individual Bonds of the same series not bearing the Securities Act Legend registered in the name of [insert name of transferee].

[C] This letter relates to US\$[] principal amount of [4.00% Bonds due 2015/5.25% Bonds due 2020/6.40% Bonds due 2040] which are held in the form of an interest in a Restricted Global Bond (CUSIP No. [74727P AJ0/74727P AK7/74727P AL5]) with DTC in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer of such interest for individual Bonds of the same series not bearing the Securities Act Legend registered in the name of [insert name of transferee].

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Fiscal Agency Agreement and such Bonds and pursuant to and in accordance with:

EITHER:

A. Rule 144 under the Securities Act (if available);

OR

B. Regulation S, and, accordingly we represent that:

- (1) the offer and sale of such Bonds was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
- (2) no directed selling efforts within the meaning of Rule 902 of Regulation S have been made in the United States in connection with the offer and sale of such Bonds; and
- (3) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

[Accordingly, we request that you issue a Certificate in respect of the Bonds being transferred which does not bear the Securities Act Legend.]*

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Name of Transferor]

By: _____
Authorized Signature

* Delete if Paragraph [A] above applies

SCHEDULE 5

Exhibit II

Form of Rule 144A Certificate

**THE STATE OF QATAR
acting through
THE MINISTRY OF ECONOMY AND FINANCE
(the "Issuer")**

**[US\$3,500,000,000 4.00% Bonds due 2015/
US\$2,500,000,000 5.25% Bonds due 2020/
US\$1,000,000,000 6.40% Bonds due 2040]**

Reference is hereby made to the Fiscal Agency Agreement (the "**Fiscal Agency Agreement**") dated November 24, 2009 among the Issuer and Citibank, N.A. in its capacity as, inter alia, fiscal agent. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to US\$[] principal amount of [4.00% Bonds due 2015/5.25% Bonds due 2020/6.40% Bonds due 2040] which are held in the form of an interest in a Restricted Global Bond (CUSIP No. [74727P AJ0/74727P AK7/74727P AL5]) with DTC in the name of [insert name of transferor] (the "**Transferor**"). The Transferor has requested a transfer of such interest for individual Bonds of the same series bearing the Securities Act Legend registered in the name of [insert name of transferee].

In connection with such request, and in respect of such Bonds, we represent that we are purchasing such Bonds for our own account or an account with respect to which we exercise sole investment discretion, and we are and, if applicable, each such account is a "qualified institutional buyer" within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Name of Transferee]

By: _____
Authorized Signature