

## 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.

15 June 2020

### DIB SUKUK LIMITED

**Legal Entity Identifier (LEI): 549300U3ZMUHC2JQLL56**

**Issue of U.S.\$1,000,000,000 Trust Certificates due 2026  
under the  
U.S.\$7,500,000,000  
Trust Certificate Issuance Programme**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 7 November 2019, the Supplement to the Base Prospectus dated 20 February 2020 and the Supplement to the Base Prospectus dated 4 June 2020, which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) (the **Base Prospectus**). This document constitutes the Final Terms of the Certificates described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, in order to obtain all the relevant information. The Base Prospectus has been published on the websites of Euronext Dublin at <http://www.ise.ie> and Nasdaq Dubai at <http://www.nasdaqdubai.com>. The Base Prospectus is available for viewing during usual business hours at the registered office of the Trustee at P.O. Box 1093, Queensgate House, George Town, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained from the specified office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

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|----|---|--|
| 1. | Issuer and Trustee:   | DIB Sukuk Limited                      |
| 2. | Service Agent:  | Dubai Islamic Bank PJSC ( <b>DIB</b> ) |
| 3. | Series Number:  | 8                                      |
|    | (a) Tranche Number:   | 1                                      |
|    | (b) Date on which the Certificates will be consolidated and form a single Series: | Not Applicable                         |
| 4. | Specified Currency:   | U.S. dollars ( <b>U.S.\$</b> )         |
| 5. | Aggregate Face Amount:  | U.S.\$1,000,000,000                    |

	(a)	Series	U.S.\$1,000,000,000
	(b)	Tranche	U.S.\$1,000,000,000
6.		Issue Price:	99.988 per cent. of the Aggregate Face Amount
7.	(a)	Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(b)	Calculation Amount (in relation to the calculation of the Periodic Distribution Amount whilst the Certificates are in global form, see Conditions):	U.S.\$1,000
8.	(a)	Issue Date:	16 June 2020
	(b)	Return Accrual Commencement Date:	Issue Date
9.		Scheduled Dissolution Date:	16 January 2026
10.		Periodic Distribution Amount Basis:	2.950 per cent. Fixed Periodic Distribution Amount (see paragraph 17 below)
11.		Dissolution Basis:	Subject to any purchase and cancellation or early redemption, the Certificates will be redeemed on the Scheduled Dissolution Date at 100 per cent. of their Aggregate Face Amount
12.		Change of Periodic Distribution Basis:	Not Applicable
13.		Put/Call Options:	Not Applicable
14.		Status:	Unsubordinated
15.		Date of Trustee's board approval and date of DIB's board approval for issuance of Certificates:	11 June 2020 and 12 February 2020, respectively

#### **PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE**

16.		Notice periods for Condition 10.2:	Minimum period: 30 days Maximum period: 60 days
17.		Fixed Periodic Distribution Provisions:	Applicable
	(a)	Rate:	2.950 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
	(b)	Periodic Distribution Dates:	16 January and 16 July in each year up to and including the Scheduled Dissolution Date.

There will be a long first return accumulation period (the **Long First Return Accumulation Period**) in respect of the period from (and including) the Return Accrual Commencement Date to (but excluding) the Periodic Distribution Date falling on 16 January 2021.

- (c) Fixed Amount(s) for Certificates in definitive form (and in relation to Certificates in global form, see Conditions): U.S.\$14.75 per Calculation Amount other than in respect of the Long First Return Accumulation Period
- (d) Broken Amount(s) for Certificates in definitive form (and in relation to Certificates in global form, see Conditions): In respect of the Long First Return Accumulation Period, U.S.\$17.21 per Calculation Amount, payable on the Periodic Distribution Date falling on 16 January 2021
- (e) Day Count Fraction: 30/360
- (f) Determination Date(s): Not Applicable
- (g) Business Day Convention (for the purposes of Condition 6.3): Following Business Day Convention

18. Floating Periodic Distribution Provisions: Not Applicable

#### **PROVISIONS RELATING TO DISSOLUTION**

- 19. Optional Dissolution (Call): Not Applicable
- 20. Certificateholder Put Option: Not Applicable
- 21. Final Dissolution Amount: U.S.\$1,000 per Calculation Amount
- 22. Early Dissolution Amount (Tax): U.S.\$1,000 per Calculation Amount
- 23. Dissolution Amount pursuant to Condition 14: U.S.\$1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

- 24. Form of Certificates: Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate
- 25. Additional Financial Centres: Not Applicable
- 26. Details of Transaction Account: DIB Sukuk Limited Transaction Account No: GB36DEUT40508120271108 with Deutsche Bank AG, London Branch for Series No.: 8

#### **THIRD PARTY INFORMATION**

Not Applicable

Signed on behalf of

**DIB SUKUK LIMITED**

  
By: .....  
Norbert Neijzen

*Duly authorised*

Signed on behalf of

**DUBAI ISLAMIC BANK PJSC**

By: .....

*Duly authorised*

By: .....

*Duly authorised*

Signed on behalf of

**DIB SUKUK LIMITED**

By: .....

*Duly authorised*

Signed on behalf of

**DUBAI ISLAMIC BANK PJSC**

By: .....

*Duly authorised*

**Mohammed Saleem**  
Chief of Treasury  
Dubai Islamic Bank

By: .....

*Duly authorised*

**Salman Liaqat**  
Chief of Strategy & Investor Relations  
Dubai Islamic Bank

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) 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 Euronext Dublin's regulated market and to be listed on the official list of Euronext Dublin and (ii) admitted to trading on Nasdaq Dubai and admitted to listing on the Official List maintained by the Dubai Financial Services Authority, in each case, with effect from 16 June 2020.
- (ii) Estimate of total expenses related to admission to trading: Euronext Dublin: €1,000  
Nasdaq Dubai: U.S.\$2,100

### 2. RATINGS

- Ratings: The Certificates to be issued are expected to be rated:
- Fitch Ratings Limited (**Fitch**): A
- Moody's Investors Service Cyprus Ltd. (**Moody's**): A3
- Each of Fitch and Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as each of the Trustee and DIB is aware, no person involved in the issue of the Certificates has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Trustee and the DIB and their affiliates in the ordinary course of business.

### 4. PROFIT OR RETURN

- Indication of profit or return: 2.952 per cent. per annum
- The profit or return is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future profit or return.

### 5. USE OF PROCEEDS

- (i) Use of proceeds: See "*Use of Proceeds*" in the Base Prospectus
- (ii) Estimated amount of net proceeds: U.S.\$997,000,000

### 6. OPERATIONAL INFORMATION

- (i) ISIN: XS2124965299

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|--------|--|---|
| (ii)   | Common Code:   | 212496529   |
| (iii)  | CFI:   | DTFXFR  |
|        |  | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv)   | FISN:  | DIB SUKUK LTD/1EMTN 20260616  |
|        |  | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v)    | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable  |
| (vi)   | Delivery:  | Delivery against payment  |
| (vii)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (viii) | Stabilisation Manager(s):  | HSBC Bank plc   |

**7. DISTRIBUTION**

- |       |   |   |
|-------|---|---|
| (i)   | Method of distribution:                     | Syndicated  |
| (ii)  | If syndicated, names of Managers:           | Arab Banking Corporation (B.S.C.),<br>Dubai Islamic Bank PJSC, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC, HSBC Bank plc, ICBC International Securities Limited, KFH Capital Investment Company K.S.C.C., Sharjah Islamic Bank PJSC, Standard Chartered Bank and The Islamic Corporation for the Development of the Private Sector |
| (iii) | If non-syndicated, name of relevant Dealer: | Not Applicable  |
| (iv)  | U.S. Selling Restrictions:                  | Regulation S, Category 2  |