

FINAL TERMS

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Certificates (a **MiFID II distributor**) should consider: (i) the target market for the Certificates to be eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Certificates to eligible counterparties and professional clients to be appropriate. However, a MiFID II 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 target market) and determining appropriate distribution channels.

UK MiFIR 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, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**), only; 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 **UK MiFIR distributor**) should take into consideration the manufacturers' target market assessment; however, a UK MiFIR distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) 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.

28 November 2022

DIB SUKUK LIMITED

Legal Entity Identifier (LEI): 549300U3ZMUHC2JQLL56

Issue of U.S.\$750,000,000 Trust Certificates due 2027

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 16 November 2022, which constitutes 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 <https://www.live.euronext.com> 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.

1. Issuer and Trustee: DIB Sukuk Limited
2. Service Agent: Dubai Islamic Bank PJSC (**DIB**)

- | | | |
|-----|---|---|
| 3. | Series Number: | 11 |
| | (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 (U.S.\$) |
| 5. | Aggregate Face Amount: | U.S.\$750,000,000 |
| | (a) Series | U.S.\$750,000,000 |
| | (b) Tranche | U.S.\$750,000,000 |
| 6. | Issue Price: | 100.00 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: | 30 November 2022 |
| | (b) Return Accrual Commencement Date: | Issue Date |
| 9. | Scheduled Dissolution Date: | 30 November 2027 |
| 10. | Periodic Distribution Amount Basis: | 5.493 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: | 25 November 2022 and 24 October 2022, 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:	5.493 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
(b)	Periodic Distribution Dates:	30 May and 30 November in each year up to and including the Scheduled Dissolution Date
(c)	Fixed Amount(s) for Certificates in definitive form (and in relation to Certificates in global form, see Conditions):	U.S.\$27.465 per Calculation Amount
(d)	Broken Amount(s) for Certificates in definitive form (and in relation to Certificates in global form, see Conditions):	Not Applicable
(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 Series 11 Transaction Account No: GB52DEUT40508120271111 with Deutsche Bank AG, London Branch for Series No.: 11

THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of

DIB SUKUK LIMITED



By:

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

 **John Macedo**
Chief Financial Officer
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 30 November 2022.
- (ii) Estimate of total expenses related to admission to trading: Euronext Dublin: EUR 1,050
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

Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK CRA Regulation**). Fitch is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The rating issued by Fitch has been endorsed by Fitch Ratings Ireland Limited. Fitch Ratings Ireland Limited is established in the European Union and registered under the CRA Regulation. As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority (**ESMA**) on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

Moody's is established in the European Union and is registered in accordance with the CRA Regulation. As such, Moody's is included in the list of credit rating agencies published by ESMA on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. The rating issued by Moody's has been endorsed by Moody's Investors Service Ltd. Moody's Investors Service Ltd. is established in the United

Kingdom and is registered under the UK CRA Regulation.

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: 5.493 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) | Sustainable Certificates | Yes |
| (ii) | Reasons for the offer: | See “ <i>Use of Proceeds</i> ” in the Base Prospectus |
| (iii) | Estimated net proceeds: | U.S.\$749,000,000 |

6. OPERATIONAL INFORMATION

- | | | |
|--------|--|---|
| (i) | ISIN: | XS2553243655 |
| (ii) | Common Code: | 255324365 |
| (iii) | CFI: | 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: | 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): | Standard Chartered Bank |

7. **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Arab Banking Corporation (B.S.C.)
Dubai Islamic Bank PJSC
Emirates NBD Bank PJSC
First Abu Dhabi Bank PJSC
HSBC Bank plc
KFH Capital Investment Company K.S.C.C.
Sharjah Islamic Bank P.J.S.C.
Standard Chartered Bank
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