

UK MiFIR product governance/professional investors and ECPs only target market – Solely for the purposes of the 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 only eligible counterparties, as defined in the United Kingdom (the "UK") Financial Conduct Authority ("FCA") Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 distributor") should take into consideration the manufacturer's target market assessment; however, a UK 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 manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 13 February 2023

EI SUKUK COMPANY LTD.

Legal entity identifier (LEI): 549300IIDFP0RTSSG071

**Issue of AED 1,000,000,000 5.050 per cent. Certificates Due 15 February 2026
under the U.S.\$2,500,000,000 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 (the "**Conditions**") set forth in the base prospectus dated 7 February 2023 (the "**Base Prospectus**"). This document constitutes the Final Terms of the Certificates described herein and must be read in conjunction with the Base Prospectus.

Full information on the Trustee 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 is available for viewing: (i) on the website of Euronext Dublin at <https://live.euronext.com/>; (ii) on the website of Nasdaq Dubai at <http://www.nasdaqdubai.com>; and (iii) during normal business hours at the registered office of the Trustee at P.O. Box 6564, Dubai, United Arab Emirates and the specified office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB.

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|----|------------------------------|---|
| 1. | Trustee: | EI Sukuk Company Ltd. |
| 2. | Obligor and Service Agent: | Emirates Islamic Bank PJSC |
| 3. | (a) Series Number: | 2023-1 |
| | (b) Tranche Number: | 1 |
| 4. | Specified Currency: | United Arab Emirates Dirham (" AED ") |
| 5. | Aggregate Face Amount: | |
| | (a) Series: | AED 1,000,000,000 |
| | (b) Tranche: | AED 1,000,000,000 |
| 6. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 7. | (a) Specified Denominations: | AED 500,000 and integral multiples of AED 5,000 in excess thereof |

	(b)	Calculation Amount:	AED 5,000
8.	(a)	Issue Date:	15 February 2023
	(b)	Return Accumulation Commencement Date:	Issue Date
9.		Maturity Date:	15 February 2026
10.		Periodic Distribution Amount Basis:	5.050 per cent. Fixed Periodic Distribution Amount
11.		Dissolution Basis:	Subject to any purchase and cancellation or early redemption, the Certificates will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
12.		Change of Periodic Distribution Basis:	Not Applicable
13.		Call/Put Rights:	Not Applicable
14.		Status:	Senior
15.		Date of Trustee's board approval and the Obligor's board approval for issuance of Certificates obtained:	2 February 2023 and 26 October 2022, respectively

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS (IF ANY) PAYABLE

16.		Fixed Periodic Distribution Provisions	Applicable
	(a)	Rate(s):	5.050 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
	(b)	Periodic Distribution Date(s):	15 February and 15 August in each year up to and including the Maturity Date
	(c)	Fixed Amount(s):	AED 126.25 per Calculation Amount
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
	(g)	Business Day Convention:	Not Applicable
	(h)	Periodic Distribution Date Adjustment:	Not Applicable
	(i)	Business Centre(s):	Not Applicable

17. Floating Periodic Distribution Provisions: Not Applicable

PROVISIONS RELATING TO DISSOLUTION

18. Final Dissolution Amount: AED 5,000 per Calculation Amount
- (a) Early Dissolution Amount (Tax) (following early dissolution for tax reasons): Final Dissolution Amount
- (b) Notice Period: Minimum Notice Period: 30 days
Maximum Notice Period: 60 days
19. Tangibility Event Redemption Amount: Final Dissolution Amount
20. Clean Up (Call) Amount: Final Dissolution Amount
- (a) Notice Period: Minimum Notice Period: 30 days
Maximum Notice Period: 60 days
21. Dissolution Amount pursuant to Condition 15 (*Dissolution Events*): Final Dissolution Amount

PROVISIONS RELATING TO OPTIONAL REDEMPTION

22. Optional Dissolution (Call) Right: Not Applicable
23. Optional Redemption (Investor Put) Right: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES


24. Form of Certificates: Global Certificates exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate
25. Additional Financial Centre(s): Dubai
26. Renminbi Currency Event: Not Applicable

PROVISIONS IN RESPECT OF THE SUKUK PORTFOLIO

27. Details of Transaction Account: EI Sukuk Company Ltd. Transaction Account No: 0014676602 for Series No. 2023-1
28. Tangible Asset Percentage: 65 per cent.
29. Intangible Asset Percentage: 35 per cent.

30. Murabaha Investment Amount: AED 350,000,000
31. Supplemental Trust Deed: Supplemental Trust Deed dated 15 February 2023 between the Trustee, the Obligor and the Delegate
32. Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 15 February 2023 between the Trustee and the Obligor

SIGNED on behalf of **EI SUKUK COMPANY LTD.**

By: 

Norbert Neijzen, Duly authorised

SIGNED on behalf of **EMIRATES ISLAMIC BANK PJSC**


By: _____
Duly authorised

By: _____
Duly authorised

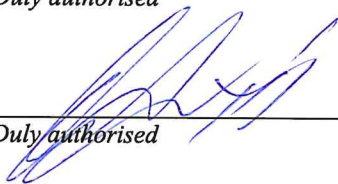
SIGNED on behalf of **EI SUKUK COMPANY LTD.**

By: _____
Duly authorised

SIGNED on behalf of **EMIRATES ISLAMIC BANK PJSC**

By: 

Duly authorised

By: 

Duly authorised

PART B – OTHER INFORMATION

1. ADMISSION TO TRADING

- (a) Admission to trading: Application has been made by the Trustee (or on its behalf) for the Certificates to be admitted to trading on Nasdaq Dubai and, listing on the Dubai Financial Services Authority Official List with effect from 15 February 2023
- (b) Estimate of total expenses related to admission to trading: U.S.\$2,100 in relation to the listing and trading of the Certificates on Nasdaq Dubai

2. RATINGS

The Certificates to be issued are expected to be rated:

Fitch: A+

Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law of the UK by virtue of the European (Withdrawal) Act 2018. As such, Fitch appears on the latest update of the list of registered credit rating agencies on the United Kingdom Financial Conduct Authority's Financial Services Register. The rating issued by Fitch is endorsed by Fitch Ratings Ireland Limited, which is established in the EU and registered under Regulation (EC) No. 1060/2009, as amended (the "**CRA Regulation**"). As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by ESMA on its website in accordance with the 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 the Obligor are 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 Obligor and each of their respective affiliates in the ordinary course of business for which they may receive fees.

4. PROFIT OR RETURN (Fixed Rate Periodic Distribution Certificates only)

5.050 per cent. per annum or a semi-annual basis

5. USE OF PROCEEDS

- (a) Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus
- (b) Estimated amount of net proceeds: AED 1,000,000,000

6. OPERATIONAL INFORMATION

- (a) ISIN Code: XS2584537190

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|-----|---|--|
| (b) | Common Code: | 258453719 |
| (c) | Additional identification code: | CFI Code: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (d) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, SA and the relevant identification number(s); | Not Applicable |
| (e) | Delivery: | Delivery against payment |
| (f) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (g) | Benchmark Administrator: | Not Applicable |

7. **THIRD PARTY INFORMATION**

Not Applicable

8. **DISTRIBUTION**

- | | | |
|-----|---|--|
| (a) | Method of distribution: | Syndicated |
| (b) | If syndicated, names of Managers: | Commercial Bank of Dubai PSC, Dubai Islamic Bank PJSC, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC and Standard Chartered Bank |
| (c) | Date of Subscription Agreement: | 13 February 2023 |
| (d) | Stabilisation Manager(s) (if any): | Standard Chartered Bank |
| (e) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (f) | Selling restrictions: | Regulation S, Category 2 |