

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

1 July 2024

FINAL TERMS

SIB Sukuk Company III Limited

Legal Entity Identifier: 549300VEBV0EQP2FCP08

Issue of U.S.\$ 500,000,000 5.250 per cent. Trust Certificates due 2029 under the U.S.\$3,000,000,000 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 18 October 2023 and the supplement dated 1 May 2024 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented.

Full information on the Trustee and Sharjah Islamic Bank PJSC (**SIB**) and the offer of the Certificates is only available on the basis of a combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus as so supplemented is available for viewing during normal business hours at the registered office of the Trustee at P.O. Box 1093, Queensgate House, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained from the registered office of the Principal Paying Agent at Citibank N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus as so supplemented has been published in accordance with the Prospectus Regulation on the website of Euronext Dublin (<https://live.euronext.com/>) and the website of Nasdaq Dubai (<http://www.nasdaqdubai.com>).

- | | | |
|----|---|-------------------------------|
| 1. | Issuer and Trustee: | SIB Sukuk Company III Limited |
| 2. | Service Agent: | Sharjah Islamic Bank PJSC |
| 3. | (a) Series Number: | 6 |
| | (b) Tranche Number: | Not Applicable |
| 4. | Specified Currency: | U.S. dollars (U.S.\$) |
| 5. | Aggregate Face Amount: | U.S.\$ 500,000,000 |
| | (a) Series: | U.S.\$ 500,000,000 |
| | (b) Tranche: | Not Applicable |
| | (c) Date on which the Certificates will be consolidated and form a single Series: | Not Applicable |

EXECUTION VERSION

6.	Issue Price:	99.411 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:	U.S.\$ 1,000
8.	(a) Issue Date:	3 July 2024
	(b) Return Accrual Commencement Date:	Issue Date
9.	Scheduled Dissolution Date:	3 July 2029
10.	Periodic Distribution Amount Basis:	5.250 per cent. Fixed Periodic Distribution Amount
11.	Dissolution Basis:	Dissolution at par
12.	Change of Periodic Distribution Basis:	Not Applicable
13.	Put/Call Right:	Not Applicable
14.	Status:	Unsubordinated
15.	Method of distribution:	Syndicated
16.	Date of Board Approval for issue of Certificates obtained:	27 June 2024 in the case of the Trustee 8 May 2024 in the case of SIB

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

17.	Fixed Periodic Distribution Provisions:	Applicable
	(a) Rate:	5.250 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
	(b) Periodic Distribution Dates:	3 January and 3 July in each year up to and including the Scheduled Dissolution Date, commencing on 3 January 2025, the First Periodic Distribution Date
	(c) Fixed Amount:	U.S.\$ 26.25 per Calculation Amount
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	30/360
	(f) Determination Date(s):	Not Applicable
18.	Floating Periodic Distribution Provisions:	Not Applicable

PROVISIONS RELATING TO DISSOLUTION

19.	Optional Dissolution (Call):	Not Applicable
20.	Certificateholder Put Right:	Not Applicable
21.	Final Dissolution Amount:	U.S.\$ 1,000 per Calculation Amount
22.	Early Dissolution Amount (Tax):	Final Dissolution Amount

23. Dissolution Amount pursuant to Condition 14 (*Dissolution Events*): Final Dissolution Amount

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

24. Form of Certificates: Registered 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

PROVISIONS IN RESPECT OF THE TRUST ASSETS

26. Assets on the Issue Date: The Initial Portfolio as scheduled to the Supplemental Purchase Contract specified below under the section headed “28. *Other Transaction Document Information: (b) Supplemental Purchase Contract*”.
27. Trust Assets: Condition 4.1 (*The Trust Assets*) applies
- (a) Transaction Account: SIB Sukuk Company III Limited Transaction Account No: 0015270308 with Citibank N.A. London for Series No. 6
- (b) Currency: U.S.\$
28. Other Transaction Document Information:
- (a) Supplemental Trust Deed: Supplemental Trust Deed dated 3 July 2024 between SIB Sukuk Company III Limited, SIB and the Delegate
- (b) Supplemental Purchase Contract: Supplemental Purchase Contract dated 3 July 2024 between SIB Sukuk Company III Limited (as Purchaser) and SIB (as Seller)

RESPONSIBILITY

The Trustee and SIB accepts responsibility for the information contained in these Final Terms.

Signed on behalf of

SIB SUKUK COMPANY III LIMITED

By: *Nha Barnwal*

Duly authorised

Signed on behalf of

SHARJAH ISLAMIC BANK PJSC

By:


Saeed Al Amiri

Duly authorised

By:


Ali Wahab

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer and Trustee (or on its behalf) for the Certificates to be admitted to trading on the regulated market of Euronext Dublin with effect from 3 July 2024.

Application is expected to be made by the Issuer and Trustee (or on its behalf) for the Certificates to be admitted to trading on Nasdaq Dubai and to the official list of securities maintained by the Dubai Financial Services Authority with effect from 3 July 2024

- (ii) Estimate of total expenses related to admission to trading: EUR 1,000 (in respect of Euronext Dublin) and U.S.\$ 2,100 (in respect of Nasdaq Dubai).

2. RATINGS

Ratings: The Certificates to be issued are expected to be rated:

S&P Global Ratings Europe Limited: A-

S&P Global Ratings Europe Limited is established in the European Economic Area and is registered under the Regulation (EU) No. 1060/2009 (as amended) (the **EU CRA Regulation**). As such, S&P Global Ratings Europe Limited included in the list of credit rating agencies published by the European Securities and Markets Authority (**ESMA**) on its website (at <https://www.esma.europa.eu/supervision/credit-ratingagencies/risk>) in accordance with the EU CRA Regulation.

S&P Global Ratings Europe Limited is not established in the United Kingdom, but the rating it has given to the Certificates is endorsed by S&P Global Ratings UK Limited which is established in the United Kingdom and is registered under the Regulation (EU) No. 1060/2009 (as amended) as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the **UK CRA Regulation**). As such, S&P Global Ratings UK Limited is included in the list of credit rating agencies published by the Financial Conduct Authority on its website (at <https://www.fca.org.uk/firms/credit-rating-agencies#section-certified-credit-rating-agencies>) in accordance with the UK CRA Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as each of the Trustee and SIB is aware, no person involved in the issue of the Certificates has an interest material to the offer.

The Joint Lead 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, SIB and its affiliates in the ordinary course of its business for which they may receive fees.

4. REASONS FOR THE OFFER

Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus

5. ESTIMATED NET PROCEEDS

Estimated net proceeds: U.S.\$ 497,055,000

6. PROFIT OR RETURN (Fixed Periodic Distribution Certificates only)

Indication of profit or return: 5.250 per cent.

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.

7. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2801337283
 - (ii) Common Code: 280133728
 - (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
 - (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) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
 - (vi) Delivery: Delivery against payment
- Names of the Joint Lead Managers: Abu Dhabi Commercial Bank PJSC
Abu Dhabi Islamic Bank PJSC
Arab Banking Corporation (B.S.C.)
Dubai Islamic Bank PJSC
Emirates NBD Bank P.J.S.C.
First Abu Dhabi Bank PJSC
HSBC Bank plc
Mashreqbank PSC (acting through its Islamic Banking Division)
QNB Capital LLC
Standard Chartered Bank

8. THIRD PARTY INFORMATION

Not applicable.

9. BENCHMARKS REGULATION

Relevant Benchmark[s]: Not Applicable