



## **DIB Sukuk Limited**

*(incorporated in the Cayman Islands with limited liability)*

**U.S.\$7,500,000,000**

### **Trust Certificate Issuance Programme**

This supplement (the **Supplement**) is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 7 November 2019 (the **Base Prospectus**) prepared by DIB Sukuk Limited (in its capacities as issuer and as trustee, the **Trustee**) and Dubai Islamic Bank PJSC (**DIB**) in connection with the Trustee's U.S.\$7,500,000,000 trust certificate issuance programme (the **Programme**).

This Supplement which, together with the Base Prospectus, comprises a base prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Irish Central Bank**), as competent authority under the Prospectus Regulation. The Irish Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Irish Central Bank should not be considered as an endorsement of the Trustee or DIB or of the quality of the Certificates. Investors should make their own assessment as to the suitability of investing in the Certificates.

Each of the Trustee and DIB accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Trustee and DIB the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement complies with the requirements of Part 2 of the Markets Law (DIFC Law No. 1 of 2012) (the **Markets Law**) and Chapter 2 of the Markets Rules (the **Markets Rules** of the Dubai Financial Services Authority (the **DFSA**)). This Supplement has been approved by the DFSA under Rule 2.6 of the DFSA's Markets Rules and is therefore an approved prospectus for the purposes of Article 14 of the Markets Law.

The DFSA does not accept any responsibility for the content of the information included in this Supplement, including the accuracy or completeness of such information. The liability for the content of this Supplement lies with the Trustee and DIB. The DFSA has also not assessed the suitability of the Certificates to which this Supplement relates to any particular investor or type of investor and has not determined whether they are Sharia compliant. If you do not understand the contents of this Supplement or are unsure whether the Certificates to which this Supplement relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial adviser.

## AMENDMENTS TO DOCUMENTS INCORPORATED BY REFERENCE

On 13 February 2020, DIB published the auditor's report and audited consolidated financial statements of DIB as at and for the financial year ended 31 December 2019.

A copy of the auditor's report and audited consolidated financial statements of DIB as at and for the financial year ended 31 December 2019 have been filed with the Irish Central Bank and submitted to the DFSA and are incorporated by reference in and form part of this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

The following shall be inserted as a new paragraph (a) in the section entitled "*Documents Incorporated by Reference*" (as set out on page 21 of the Base Prospectus) and the existing paragraphs (a), (b), (c), (d) and (e) shall be re-numbered accordingly:

- “(a) the auditors' report and audited consolidated financial statements of DIB as at and for the financial year ended 31 December 2019 (available at: [https://www.dib.ae/docs/default-source/financial-reports/dib-pjsc-fy2019-financial-statements-en.pdf?sfvrsn=841a81ca\\_4](https://www.dib.ae/docs/default-source/financial-reports/dib-pjsc-fy2019-financial-statements-en.pdf?sfvrsn=841a81ca_4));”.

## AMENDMENTS TO DESCRIPTION OF DUBAI ISLAMIC BANK PJSC

The sixth paragraph under the sub-section entitled "*Strategy*" in the section entitled "*Description of Dubai Islamic Bank PJSC*" (as set out on page 91 of the Base Prospectus) shall be deleted in its entirety and replaced with the following:

In April 2019, DIB announced that it was exploring the potential acquisition of all of the shares of Noor Bank PJSC (**Noor Bank**). After completion of its assessment in June 2019, DIB decided to proceed with the potential acquisition, subject to obtaining the relevant approvals from all competent regulatory authorities. The acquisition of Noor Bank was approved by DIB's shareholders at the general assembly meeting held on 17 December 2019. In January 2020, DIB completed the acquisition of 99.999 per cent. of Noor Bank through a share swap structure in the ratio of one DIB share for every 5.49 shares of Noor Bank. This led to DIB issuing 651,159,198 new shares to increase its issued share capital from 6,589,585,179 shares to 7,240,744,377 shares. All relevant approvals from all competent regulatory authorities have also been obtained and the operations of Noor Bank are being fully integrated into DIB. The integration process is currently expected to be completed by the end of 2020.

## AMENDMENTS TO GENERAL INFORMATION

The second paragraph under the sub-section entitled "*Significant or Material Change*" in the section entitled "*General Information*" (as set out on page 158 of the Base Prospectus) shall be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial performance or financial position or trading position of DIB and its subsidiaries since 31 December 2019 and there has been no material adverse change in the prospects of DIB and its subsidiaries since 31 December 2019.”.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information contained in the Base Prospectus since the publication of the Base Prospectus.