

FINAL TERMS

13 February 2017

DIB Sukuk Limited
Issue of U.S.\$1,000,000,000 Trust Certificates due 2022
under the
U.S.\$5,000,000,000
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 2 February 2017 which constitutes a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), the **(Prospectus Directive)** (the **Base Prospectus**). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Trustee and Dubai Islamic Bank PJSC and the offer of the Certificates is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal 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 registered 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 (DIB) |
| 3. | Series Number: | 5 |
| | (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.\$1,000,000,000 |
| | (a) Series: | U.S.\$1,000,000,000 |
| | (b) Tranche: | U.S.\$1,000,000,000 |
| 6. | Issue Price: | 100 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: | 14 February 2017 |
| | (b) Return Accrual Commencement Date: | Issue Date |

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| 9. | Scheduled Dissolution Date: | 14 February 2022 |
| 10. | Periodic Distribution Amount Basis: | 3.664 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 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: | 9 February 2017 and 25 January 2017, respectively |

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

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| 16. | Notice periods for Condition 10.2: | Minimum period: 30 days
Maximum period: 60 days |
| 17. | Fixed Periodic Distribution Provisions: | Applicable |
| | (a) Rate: | 3.664 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date |
| | (b) Periodic Distribution Dates: | 14 February and 14 August in each year up to and including the Scheduled Dissolution Date. The first Periodic Distribution Date shall be 14 August 2017 |
| | (c) Fixed Amount for Certificates in definitive form (and in relation to Certificates in global form, see Conditions): | U.S.\$18.32 per Calculation Amount |
| | (d) Broken Amount 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: | 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

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| 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

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| 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 |

THIRD PARTY INFORMATION

Not Applicable.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on Nasdaq Dubai and the Irish Stock Exchange’s Main Securities Market and admission to the DFSA Official List and the Official List of the Irish Stock Exchange of the Certificates described herein pursuant to the U.S.\$5,000,000,000 Trust Certificate Issuance Programme of DIB Sukuk Limited.

RESPONSIBILITY

Each of the Trustee and DIB accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of each of the Trustee and DIB (each having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of

DIB SUKUK LIMITED

By: **Andrew Millar** 
Duly authorised

Signed on behalf of

DUBAI ISLAMIC BANK PJSC

By:
Duly authorised

THIRD PARTY INFORMATION

Not Applicable.

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Signed on behalf of

DIB SUKUK LIMITED

By:

Duly authorised

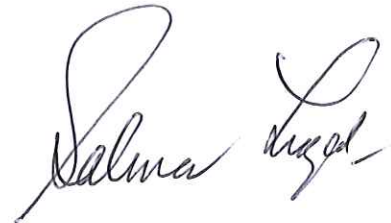
Signed on behalf of

DUBAI ISLAMIC BANK PJSC

By:

Duly authorised





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 the Irish Stock Exchange's Main Securities Market and admitted to listing on the Official List of the Irish Stock Exchange 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 to take effect on or about 15 February 2017.
- (ii) Estimate of total expenses related to admission to trading: Irish Stock Exchange: €600
Nasdaq Dubai: U.S.\$2,000

2. RATINGS

- Ratings: Fitch Ratings Limited (**Fitch**) is established in the European Union and is registered under Regulation (EC) No. 1060/2009.
- Moody's Investors Service Cyprus Ltd. (**Moody's**) is established in the European Union and is registered under Regulation (EC) No. 1060/2009.
- The Certificates to be issued have been rated A by Fitch and Baa1 by Moody's.

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 DIB and their affiliates in the ordinary course of business.

4. PROFIT OR RETURN

- Indication of profit or return: 3.664 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. OPERATIONAL INFORMATION

- (i) ISIN: XS1565166789
- (ii) Common Code: 156516678
- (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(vi) Details of Transaction Account: DIB Sukuk Limited Transaction Account No: GB20DEUT40508120271105 with Deutsche Bank AG, London Branch for Series No.: 5

6. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Arab Banking Corporation (B.S.C.), Dubai Islamic Bank PJSC, Emirates NBD PJSC, HSBC Bank plc, KFH Capital Investment Company KSCC, Malayan Banking Berhad, National Bank of Abu Dhabi P.J.S.C., Sharjah Islamic Bank P.J.S.C. and Standard Chartered Bank
- (iii) If non-syndicated, name of relevant Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Regulation S, Category 2