

16 March 2015

SIB Sukuk Company III Limited
Issue of U.S.\$500,000,000 Certificates due 2020
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 9 March 2015 which constitutes a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a relevant Member State) (the **Prospectus Directive**). 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 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. 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, 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 has been published in accordance with Article 14 of the Prospectus Directive on the website of the Central Bank of Ireland (<http://www.centralbank.ie>).

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|-----|---------------------------------------|---|
| 1. | Issuer and Trustee: | SIB Sukuk Company III Limited |
| 2. | Service Agent: | Sharjah Islamic Bank P.J.S.C. |
| 3. | Series Number: | 2 |
| 4. | Specified Currency: | U.S. dollars |
| 5. | Aggregate Face Amount of Series: | U.S.\$500,000,000 |
| 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 |
| | (b) Calculation Amount: | U.S.\$1,000 |
| 8. | (a) Issue Date: | 17 March 2015 |
| | (b) Return Accrual Commencement Date: | Issue Date |
| 9. | Scheduled Dissolution Date: | 17 March 2020 |
| 10. | Periodic Distribution Amount | 2.843 per cent. Fixed Periodic Distribution Amount |

Basis:

- | | | |
|-----|--|---|
| 11. | Dissolution Basis: | Dissolution at par |
| 12. | Change of Periodic Distribution Basis: | Not Applicable |
| 13. | Put/Call Options: | Not Applicable |
| 14. | Status: | Unsubordinated |
| 15. | Method of distribution: | Syndicated |
| 16. | Date of Board Approval for issue of Certificates obtained: | 12 March 2015 in the case of the Trustee
10 February 2015 in the case of the SIB |

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

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| 17. | Fixed Periodic Distribution Provisions: | Applicable |
| (a) | Rate: | 2.843 per cent. per annum payable semi annually in arrear |
| (b) | Periodic Distribution Date(s): | 17 September and 17 March in each year up to and including the Scheduled Dissolution Date |
| (c) | Fixed Amount(s): | U.S.\$14.22 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 Option: | 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: | 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.

27. Trust Assets: Condition 4.1 applies

(i) Details of Transaction Account: SIB Sukuk Company III Limited Transaction Account No: 17806221 with Citibank, N.A. London Branch for Series No.2

(ii) Currency: U.S. dollars

28. Other Transaction Document Information:

(a) Supplemental Trust Deed: Supplemental Trust Deed dated 17 March 2015 between SIB Sukuk Company III Limited, SIB and the Delegate


(b) Supplemental Purchase Contract: Supplemental Purchase Contract dated 17 March 2015 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: 

Duly authorised

Signed on behalf of

SHARJAH ISLAMIC BANK PJSC

By:

Duly authorised

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By:

Duly authorised

Signed on behalf of

SHARJAH ISLAMIC BANK PJSC

By: *Mohammed Abdulla*

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer and Trustee (or on its behalf) for the Certificates to be admitted to trading on the regulated market of the Irish Stock Exchange with effect from 17 March 2015.

Application is expected to be made by the Issuer and Trustee (or on its behalf) to the Dubai Financial Services Authority (**DFSA**) for the Certificates to be admitted to the official list of securities maintained by the DFSA and to NASDAQ Dubai for such Certificates to be admitted to trading in NASDAQ Dubai.

- (ii) Estimate of total expenses related to admission to trading: U.S.\$5,000

2. RATINGS

Ratings: Moody's Investors Service Cyprus Ltd (**Moody's**): A3

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (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 SIB 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, SIB and its affiliates in the ordinary course of its business for which they may receive fees.

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

Indication of profit or return: 2.843 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.

5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1202089428
- (ii) Common Code: 120208942

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

6. THIRD PARTY INFORMATION

Not applicable