

Final Terms dated 5 September 2016

**EI SUKUK COMPANY LTD.**

**Issue of U.S.\$ 250,000,000 Certificates due 2021 (the "Certificates") (to be consolidated and form a single series with the existing U.S.\$ 750,000,000 Certificates due 2021 issued on 31 May 2016 (the "Original Certificates"))  
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 Conditions set forth in the Base Prospectus dated 16 May 2016 and the supplement to the Base Prospectus dated 29 August 2016 which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). This document contains 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, as so supplemented. 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, as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing on the website of the Irish Stock Exchange at *www.ise.ie* and on the Dubai Financial Services Authority's website at *www.dfsa.ae* and 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 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. | Series Number:  | 2016-1  |
|    | Tranche:  | 2   |
|    | Date on which the Certificates which are Additional Certificates will be consolidated and form a single Series: | The Certificates which are Additional Certificates will be consolidated and form a single Series with Tranche 1 on 17 October 2016  |
| 3. | Specified Currency:   | U.S.\$  |
| 4. | Aggregate Face Amount:  |   |
|    | (a) Series:   | U.S.\$ 1,000,000,000  |
|    | (b) Tranche:  | U.S.\$ 250,000,000  |
| 5. | Issue Price:  | 102.853 per cent. of the Aggregate Face Amount of the Certificates plus U.S.\$ 2,385,930.56 in respect of the 97 days of accrued Periodic Distribution Amounts from (and including) 31 May 2016 to (but excluding) the Issue Date |
| 6. | (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
7.	(a) Issue Date:	7 September 2016
	(b) Return Accrual Commencement Date:	31 May 2016
8.	Maturity Date:	31 May 2021
9.	Periodic Distribution Amount Basis:	3.542 per cent. Fixed Periodic Distribution Amount
10.	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
11.	Change of Periodic Distribution Basis:	Not Applicable
12.	Call/Put Options:	Change of Control Put Option
13.	Status:	Unsubordinated
14.	Date of Board approval for issuance of Certificates obtained:	1 September 2016 in the case of the Trustee  18 April 2016 in the case of the Obligor

#### **PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS (IF ANY) PAYABLE**

15.	Fixed Periodic Distribution Provisions	Applicable
	(a) Rate(s):	3.542 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
	(b) Periodic Distribution Date(s):	30 November and 31 May in each year (commencing 30 November 2016) up to and including the Maturity Date
	(c) Fixed Amount(s):	U.S.\$ 17.71 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 Adjustment:      | Date | Not Applicable |
|     | (i) Business Centre(s):                    |      | Not Applicable |
| 16. | Floating Periodic Distribution Provisions: |      | Not Applicable |

## **PROVISIONS RELATING TO DISSOLUTION**

- |     |   |                                     |
|-----|---|-------------------------------------|
| 17. | Optional Dissolution (Call) Option:                 | Not Applicable                      |
| 18. | Change of Control Put Option:                       | Applicable                          |
|     | (a) Change of Control Put Option Dissolution Amount | Dissolution at par                  |
| 19. | Final Dissolution Amount:                           | U.S.\$ 1,000 per Calculation Amount |
| 20. | Early Dissolution Amount (Tax):                     | U.S.\$ 1,000 per Calculation Amount |
| 21. | Dissolution Amount pursuant to Condition 15:        | U.S.\$ 1,000 per Calculation Amount |

## **PROVISIONS RELATING TO OPTIONAL REDEMPTION**

- |     |  |                |
|-----|--|----------------|
| 22. | Optional Redemption (Investor Put) Option: | Not Applicable |
|-----|--|----------------|

## **GENERAL PROVISIONS RELATING TO THE TRUST CERTIFICATES**

- |     |   |  |
|-----|---|--|
| 23. | Form of Certificates:   | Global Certificates exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate |
| 24. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable   |
| 25. | Renminbi Currency Event:  | Not Applicable   |

Signed on behalf of EI Sukuk Company Ltd.

By: .....  
*Duly authorised*

**Andrew Millar**  
**Authorised Signatory**

Signed on behalf of Emirates Islamic Bank PJSC

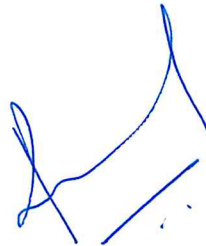
By: .....  
*Duly authorised*

Signed on behalf of EI Sukuk Company Ltd.

By: .....  
*Duly authorised*

Signed on behalf of Emirates Islamic Bank PJSC

By: .....  
*Duly authorised*

A handwritten signature in blue ink, consisting of several loops and a final downward stroke.

## **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 the Main Securities Market of the Irish Stock Exchange and NASDAQ Dubai and, listing on the Official List of the Irish Stock Exchange and the DFSA Official List maintained by the Dubai Financial Services Authority with effect from on or around 8 September 2016.
- (b) Estimate of total expenses related to admission to trading: Main Securities Market of the Irish Stock Exchange: € 600.00  
NASDAQ Dubai: U.S.\$ 2,000.00

### **2. RATINGS**

The Certificates to be issued are expected to be rated:

Fitch: A+

### **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 the Obligor are 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, the Trustee and, the Obligor and each of their respective affiliates in the ordinary course of business.

### **4. YIELD**

2.894 per cent. per annum

### **5. OPERATIONAL INFORMATION**

- (a) ISIN Code: Until the Certificates are consolidated, become fungible with and form a single series with the Original Certificates, the Certificates will have the temporary ISIN XS1484811135. After that, the Certificates will have the same ISIN as the Original Certificates, which is XS1418855455.
- (b) Common Code: Until the Certificates are consolidated, become fungible with and form a single series with the Original Certificates, the Certificates will have the temporary Common Code 148481113. After that,

the Certificates will have the same Common Code as the Original Certificates, which is 141885545.

- (c) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not applicable