

28 November 2011

ADIB Sukuk Company Ltd.
Issue of U.S.\$500,000,000 Trust Certificates due 2016
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 11 November 2011 (the **Base Prospectus**) which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Trust 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 Issuer, Abu Dhabi Islamic Bank PJSC and the offer of the Trust 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 Issuer at P.O. Box 1093GT, Queensgate House, South Church Street, George Town, Grand Cayman, Cayman Islands and the Principal Paying Agent at 8 Canada Square, London E14 5HQ and copies may be obtained from those offices.

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| 1. | Issuer and Trustee: | ADIB Sukuk Company Ltd. |
| 2. | Obligor: | Abu Dhabi Islamic Bank PJSC |
| 3. | Series Number: | 3 |
| 4. | Specified Currency: | U.S. dollars (U.S.\$) |
| 5. | Aggregate Face Amount of Series: | U.S.\$500,000,000 |
| 6. | Issue Price: | 100 per cent. of the Aggregate Face Amount |
| 7. | Specified Denominations: | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof |
| 8. | (a) Issue Date: | 30 November 2011 |
| | (b) Return Accumulation Commencement Date: | Issue Date |
| 9. | Maturity Date: | 30 November 2016 |
| 10. | Periodic Distribution Amount Basis: | 3.78 per cent. Fixed Periodic Distribution Amount
<i>(further particulars specified below)</i> |
| 11. | Dissolution Basis: | Dissolution at par |
| 12. | Change of Periodic Distribution Basis: | Not Applicable |

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| 13. Call Options: | Not Applicable |
| 14. Subordination: | Not Applicable |
| 15. Method of distribution: | Syndicated |

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

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| 16. Fixed Periodic Distribution Provisions | Applicable |
| (a) Rate: | 3.78 per cent. per annum payable semi annually in arrear |
| (b) Periodic Distribution Date(s): | 30 May and 30 November in each year up to and including the Maturity Date |
| (c) Fixed Amount: | U.S.\$3,780 per Trust Certificate of U.S.\$200,000 Specified Denomination |
| (d) Broken Amount(s): | Not Applicable |
| (e) Day Count Fraction: | 30/360 |
| (f) Determination Date(s): | Not Applicable |
| (g) Other terms relating to the method of calculating Fixed Periodic Distributions: | Not Applicable |
| 17. Floating Periodic Distribution Provisions | Not Applicable |

PROVISIONS RELATING TO DISSOLUTION

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| 18. Optional Dissolution (Call): | Not Applicable |
| 19. Final Dissolution Amount: | U.S.\$200,000 per Trust Certificate of U.S.\$200,000 Specified Denomination |
| 20. Early Dissolution Amount (Tax): | Final Dissolution Amount |

GENERAL PROVISIONS APPLICABLE TO THE TRUST CERTIFICATES

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| 21. Form of Trust Certificates: | Global Trust Certificate exchangeable for Trust Certificates in definitive registered form in the limited circumstances specified in the Global Trust Certificate |
| 22. Additional Financial Centre(s): | Not Applicable |

PROVISIONS IN RESPECT OF THE CO-OWNERSHIP ASSETS

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| 23. Co-ownership Assets on the Issue Date: | As scheduled to the Supplemental Purchase Contract dated 30 November 2011, a copy of which schedule is set out in the Annex hereto |
| 24. Co-ownership interests in the Co-Issuer: | 78.33 per cent. |

- Ownership Assets: Obligor: 21.67 per cent.
25. Trust Assets: Condition 5.1 (*Trust Assets*) applies
26. Details of Transaction Account: ADIB Sukuk Company Ltd. Transaction Account No: 67054887 with HSBC Bank plc for Series No.: 3
27. Other Transaction Document Information:
- (a) Supplemental Trust Deed: Supplemental Trust Deed dated 30 November 2011 between the Issuer, the Trustee, the Obligor and the Delegate
- (b) Supplemental Purchase Contract: Supplemental Purchase Contract dated 30 November 2011 between the Issuer, the Trustee and the Obligor
- (c) Late Payment Percentage: 1 per cent. per annum
(*For the purpose of Clause 3.5 of the Purchase Undertaking Deed*)
28. Other final terms: Not Applicable

DISTRIBUTION

29. (a) If syndicated, names of Joint Lead Managers:
Abu Dhabi Islamic Bank PJSC
Citigroup Global Markets Limited
HSBC Bank plc
National Bank of Abu Dhabi P.J.S.C.
Nomura International plc
Standard Chartered Bank
- Senior Co-Lead Manager:
Al Hilal Bank PJSC
- Co-Lead Managers:
Qatar International Islamic Bank (Q.S.C.)
Sharjah Islamic Bank PJSC
- (b) Date of Subscription Agreement: 28 November 2011
30. If non-syndicated, name of relevant Dealer: Not Applicable
31. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on the London Stock Exchange's regulated market and the listing on the Official List of the UK Listing Authority of the

Trust Certificates described herein pursuant to the U.S.\$5,000,000,000 Trust Certificate Issuance Programme of ADIB Sukuk Company Ltd.

RESPONSIBILITY

Each of the Issuer and the Obligor accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of each of the Issuer and the Obligor (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 ADIB Sukuk Company Ltd.

By:



Duly authorised

Carlos Farjallah
Director

Signed on behalf of Abu Dhabi Islamic Bank PJSC

By

Duly authorised

Trust Certificates described herein pursuant to the U.S.\$5,000,000,000 Trust Certificate Issuance Programme of ADIB Sukuk Company Ltd.

RESPONSIBILITY

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Signed on behalf of ADIB Sukuk Company Ltd.

Signed on behalf of Abu Dhabi Islamic Bank PJSC

By:

Duly authorised

By

Bashar Jallad



Bashar Jallad
EVP Head of Treasury
Abu Dhabi Islamic Bank
Tel.: +971 2 6100204

By:

Andrew Moir



Andrew Moir
Global Head of Strategy & Finance
Abu Dhabi Islamic Bank

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Trust Certificates to be admitted to trading on the London Stock Exchange's regulated market and listed on the Official List of the UK Listing Authority with effect from 1 December 2011.
- (ii) Estimate of total expenses related to admission to trading: GBP4,200

2. RATINGS

Ratings: The Trust Certificates to be issued have been rated:

Moody's: A2

Fitch: A+

Moody's Investors Services Ltd. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such Moody's Investors Services Ltd. is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

Fitch Ratings Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such Fitch Ratings Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

3. NOTIFICATION

Not Applicable

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

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

5. YIELD (*Fixed Periodic Distribution Trust Certificates only*)

Indication of yield: 3.78 per cent. per annum
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0711035286
- (ii) Common Code: 071103528
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme 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

ANNEX

Co-ownership Assets

No.	Contract No	Country	Product Name	Principal Amount (AED)	Principal Amount (USD)	Maturity date	Mark up (%)
1	417675	UAE	USD Ijara Sales Leaseback Corp	348,972,377	95,036,050.38	30/06/2016	8.00000
2	430512	UAE	Ijara sale leaseback – Corp	180,987,920	49,288,649.24	28/10/2015	5.72750
3	473922	UAE	Ijara sale leaseback – Corp	918,317,761	250,086,536.22	30/09/2017	4.17130
4	76502	UAE	USD Domestic Forward Ijara	472,756,237	128,746,251.91	21/07/2023	1.57300
5	44659	UAE	USD Domestic Forward Ijara	422,995,256	115,194,786.49	31/12/2021	1.65080
				<u>2,344,029,552</u>	<u>638,352,274.24</u>		