

FINAL TERMS

29 April 2014

Dubai DOF Sukuk Limited

**Issue of U.S.\$750,000,000 Trust Certificates due 2029
under the
U.S.\$6,000,000,000
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 28 October 2013 and the Supplement to the Base Prospectus dated 17 April 2014. This document constitutes the Final Terms of the Trust Certificates described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Government 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 MaplesFS Limited, P.O. Box 1093, Queensgate House, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained from that office.

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| 1. | Issuer, Trustee and Lessor: | Dubai DOF Sukuk Limited |
| 2. | Obligor, Lessee and Servicing Agent: | Government of Dubai (the Government) |
| 3. | (a) Series Number: | 7 |
| | (b) Tranche Number: | 1 |
| 4. | Specified Currency: | U.S. dollars (U.S.\$) |
| 5. | (a) Series: | U.S.\$750,000,000 |
| | (b) Tranche: | U.S.\$750,000,000 |
| 6. | Issue Price: | 100 per cent. of the Aggregate Face Amount of the Tranche |
| 7. | Specified Denominations: | U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof |
| 8. | (a) Issue Date: | 30 April 2014 |
| | (b) Return Accrual Commencement Date: | Issue Date |
| 9. | Maturity Date: | 30 April 2029 |
| 10. | Periodic Distribution Amount Basis: | 5.000 per cent. Fixed Periodic Distribution Amount
<i>(further particulars specified below)</i> |
| 11. | Dissolution Basis: | Dissolution at par |

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| 12. | Change of Periodic Distribution Basis: | Not Applicable |
| 13. | Call Option: | Not Applicable |
| 14. | Status: | Unsubordinated |
| 15. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

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| 16. | Fixed Periodic Distribution Provisions: | Applicable |
| | (a) Rate: | 5.000 per cent. per annum payable semi-annually in arrear |
| | (b) Periodic Distribution Date(s): | 30 April and 30 October in each year up to and including the Maturity Date, commencing 30 October 2014 |
| | (c) Fixed Amount(s): | U.S.\$5,000 per Trust Certificate of U.S.\$200,000 Specified Denomination and U.S.\$25 per integral multiple of U.S.\$1,000 in excess thereof |
| | (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 and U.S.\$1,000 per integral multiple of U.S.\$1,000 in excess thereof |
| 20. | Early Dissolution Amount (Tax): | Not Applicable |
| 21. | Dissolution Amount pursuant to Condition 13: | U.S.\$200,000 per Trust Certificate of U.S.\$200,000 Specified Denomination and U.S.\$1,000 per integral multiple of U.S.\$1,000 in excess thereof |

GENERAL PROVISIONS APPLICABLE TO THE TRUST CERTIFICATES

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| 22. | 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 |
| 23. | Additional Financial Centre(s): | Not Applicable |

PROVISIONS IN RESPECT OF THE TRUST ASSETS

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| 24. | Lease Assets on the Issue Date: | As scheduled to the Supplemental Lease Agreement specified below |
| 25. | Trust Assets: | Condition 4.1 applies |
| 26. | Details of Transaction Account: | Dubai DOF Sukuk Limited Transaction Account No: 21115906 (IBAN: GB40DEUT40508121115906) with Deutsche Bank AG, London Branch for Series No.: 7 |
| 27. | Other Transaction Document Information: | |
| | (a) Supplemental Trust Deed: | Supplemental Trust Deed dated 30 April 2014 between Dubai DOF Sukuk Limited, the Government and the Delegate |
| | (b) Supplemental Purchase Agreement: | Supplemental Purchase Agreement dated 30 April 2014 between Dubai DOF Sukuk Limited, Dubai Aviation City Corporation and the Government |
| | (c) Supplemental Lease Agreement: | Supplemental Lease Agreement dated 30 April 2014 between Dubai DOF Sukuk Limited, the Lessee and the Delegate |
| | (d) Supplemental Servicing Agency Agreement: | Supplemental Servicing Agency Agreement dated 30 April 2014 between Dubai DOF Sukuk Limited and the Servicing Agent |
| | (e) Supplemental Purchase Undertaking: | Supplemental Purchase Undertaking dated 30 April 2014 executed by the Government |
| | (f) Supplemental Substitution and Purchase of Assets Undertaking: | Supplemental Substitution and Purchase of Assets Undertaking dated 30 April 2014 executed by Dubai DOF Sukuk Limited |
| 28. | Total Loss Event | Condition 10.3 does apply |

OTHER FINAL TERMS

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| 29. | Other final terms: | Not Applicable |
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DISTRIBUTION

30. (a) If syndicated, names of Managers: **Joint Lead Managers**
Dubai Islamic Bank PJSC
Emirates NBD Capital Limited
HSBC Bank plc
National Bank of Abu Dhabi P.J.S.C.
Standard Chartered Bank
- (b) Date of Subscription Agreement: 29 April 2014
31. If non-syndicated, name of relevant Dealer: Not Applicable
32. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to listing on the DFM of the Trust Certificates described herein pursuant to the U.S.\$6,000,000,000 Trust Certificate Issuance Programme of Dubai DOF Sukuk Limited.

RESPONSIBILITY

Each of the Issuer and the Government 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 Government (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 Dubai DOF Sukuk Limited

By:



Duly authorised

Andrew Millar
Director

Signed on behalf of Government of Dubai

By:

Duly authorised

By:

Duly authorised

Signed on behalf of Dubai DOF Sukuk Limited

By:

Duly authorised

Signed on behalf of Government of Dubai

By:

Duly authorised



By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (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 the Dubai Financial Market (the DFM) Official List and to be listed on the DFM. |
| (ii) | Estimate of total expenses related to admission to trading: | AED 52,000 (in respect of application and listing fees of the Securities & Commodities Authority and Dubai Financial Market) |

2. 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 Government is aware, no person involved in the issue of the Trust Certificates has an interest material to the offer.

3. YIELD

Indication of yield:	5.000 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.
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4. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS1062038143 |
| (ii) | Common Code: | 106203814 |
| (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 |