

Final Terms

30 May 2017

Oman Sovereign Sukuk S.A.O.C.

Issue of U.S.\$2,000,000,000 Trust Certificates due 2024 under the Trust Certificate Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Trust Certificates set forth in the Base Prospectus dated 16 May 2017 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU) (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 Trustee, the Government and the offer of the Trust Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing in accordance with Article 14 of the Prospectus Directive on the website of the Central Bank (www.centralbank.ie) and may be obtained during normal business hours from the specified office of the Principal Paying Agent at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.

1. (a) Trustee, Seller and Lessor: Oman Sovereign Sukuk S.A.O.C. (registered in Oman with commercial registration number 1225873)
- (b) Purchaser, Obligor, Lessee and Servicing Agent: The Government of the Sultanate of Oman represented by the Ministry of Finance (the "**Government**")
2. (a) Series Number: 1
- (b) Tranche Number: 1
- (c) Date on which the Trust Certificates become fungible: Not Applicable
3. Specified Currency: U.S. dollars
4. Aggregate Face Amount: U.S.\$2,000,000,000
 - (a) Series U.S.\$2,000,000,000
 - (b) Tranche U.S.\$2,000,000,000
5. Issue Price: 100 per cent. of the Aggregate Face Amount
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: 1 June 2017
- (b) Return Accumulation Issue Date
Commencement Date
8. Scheduled Dissolution Date: 1 June 2024
9. Periodic Distribution Amount Basis: Fixed Rate Trust Certificates (further particulars specified below)
10. Dissolution Basis: The Trust Certificates will be redeemed at 100 per cent. of the Aggregate Face Amount.
11. Put/Call Rights: Not Applicable
12. Status: Unsubordinated
13. Date of Trustee's approval and date of Government's approval for issuance of Trust Certificates: 9 May 2017 and 1 June 2017, respectively

Provisions relating to profit payable (if any)

14. Fixed Periodic Distribution Provisions: Applicable
- (a) Rate: 4.397 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
- (b) Return Accumulation Period: As per Condition 1
- (c) Periodic Distribution Date(s): 1 June and 1 December in each year, from and including 1 December 2017 and up to and including the Scheduled Dissolution Date
- (d) Fixed Amount(s) for Trust Certificates in definitive form (and in relation to Trust Certificates in global form, see Condition 7): U.S.\$21.99 per Calculation Amount
- (e) Broken Amount(s): Not Applicable
- (f) Day Count Fraction: 30/360
- (g) Determination Date(s): Not Applicable

15. Floating Periodic Distribution Provisions: Not Applicable

Provisions relating to dissolution

16. Optional Dissolution Call Right: Not Applicable
17. Certificateholder Put Right: Not Applicable
18. Clean Up Call Right: Not Applicable
19. Dissolution Event Amount: As per Condition 1
20. Final Dissolution Amount: As per Condition 1
21. Other Dissolution Amount: Not Applicable

General provisions applicable to the Trust Certificates

22. Form of Trust Certificates: Trust Certificates in registered form:

Unrestricted Global Trust Certificate registered in the name of a common depository for Euroclear and Clearstream, Luxembourg and exchangeable for Trust Certificates in definitive registered form in the limited circumstances specified in the Unrestricted Global Trust Certificate.

Restricted Global Trust Certificate registered in the name of a nominee for DTC and exchangeable for Trust Certificates in definitive registered form in the limited circumstances specified in the Restricted Global Trust Certificate.

Reg S Compliance Category 2
Rule 144A

23. Additional Financial Centre(s): Not Applicable
24. Prohibition of Sales to EEA Retail Investors: Not Applicable

Provisions in respect of the Trust Assets

25. Trust Assets: Condition 5.1 applies

26. (a) Details of Oman Sovereign Sukuk S.A.O.C. Transaction Account No: 18367930 with Citibank N.A., London Branch for Series No. 1
- (b) Supplemental Trust Deed: Supplemental Trust Deed dated 1 June 2017 between the Trustee, the Government and the Delegate
- (c) Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 1 June 2017 between the Trustee and the Government
- (d) Supplemental Lease Agreement: Supplemental Lease Agreement dated 1 June 2017 between the Trustee, the Lessor, the Lessee and the Delegate
- (e) Declaration of Commingling of Assets: Not Applicable

Signed on behalf of **OMAN SOVEREIGN
SUKUK S.A.O.C.**

By 

Duly authorised

By 
✕ *Duly authorised*

Signed on behalf of **THE GOVERNMENT OF
THE SULTANATE OF OMAN REPRESENTED
BY THE MINISTRY OF FINANCE**

By: ✕ 

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- (a) Listing and Admission to trading: Application has been made by the Trustee (or on its behalf) to the Irish Stock Exchange plc for the Trust Certificates to be listed on its Official List and admitted to trading on its regulated market with effect from 1 June 2017
- (b) Estimate of total expenses related to admission to trading: EUR 600

2. Ratings

Ratings: The Trust Certificates to be issued are expected to be rated.
Fitch: BBB
Moody's: Baa1

Each of Fitch and Moody's is established in the European Union and is registered under Regulation (EC) No 1060/2009.

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 Government is aware, no person involved in the issue of the Trust 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 services for, the Government and/or the Trustee (and each of their affiliates) in the ordinary course of business for which they may receive fees.

4. **Yield:** 4.397 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.

5. Operational Information

- (a) ISIN: Rule 144A Trust Certificates: US68204LAA26
Regulation S Trust Certificates: XS1620176831
- (b) Common Code: Rule 144A Trust Certificates: 162017748
Regulation S Trust Certificates: 162017683
- (c) CUSIP 68204LAA2
- (d) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking, SA and the relevant Not Applicable

- identification
number(s):
- (e) Delivery Regulation S Trust Certificates: Delivery against payment
Rule 144A Trust Certificates: Delivery free of payment
 - (f) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
 - (g) Stabilising Manager(s): Standard Chartered Bank