

2 November 2009

**Dubai DOF Sukuk Limited**

**Issue of U.S.\$1,250,000,000 6.396 per cent. Trust Certificates due 2014  
under the  
U.S.\$2,500,000,000  
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 2009 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, 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 Maples Finance Limited, P.O. Box 1093, Queensgate House, Grand Cayman, K-Y1102, 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 <b>Government</b> )   |
| 3.  | Series Number:                         | 1  |
| 4.  | Specified Currency:                    | U.S. dollars (U.S.\$)  |
| 5.  | Aggregate Face Amount of Series:       | U.S.\$1,250,000,000  |
| 6.  | Issue Price:                           | 100 per cent. of the Aggregate Face Amount   |
| 7.  | Specified Denominations:               | U.S.\$100,000 plus integral multiples of U.S.\$1,000 in excess thereof                             |
| 8.  | (a) Issue Date:                        | 3 November 2009  |
|     | (b) Return Accrual Commencement Date:  | Issue Date   |
| 9.  | Maturity Date:                         | 3 November 2014  |
| 10. | Periodic Distribution Amount Basis:    | 6.396 per cent. Fixed Periodic Distribution Amount<br><i>(further particulars specified below)</i> |
| 11. | Dissolution Basis:                     | Dissolution at par   |
| 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**

16. Fixed Periodic Distribution Provisions: Applicable
- (a) Rate: 6.396 per cent. per annum payable semi-annually in arrear
- (b) Periodic Distribution Date(s): 3 May and 3 November in each year up to and including the Maturity Date, commencing 3 May 2010
- (c) Fixed Amount(s): U.S.\$3,198 per Trust Certificate of U.S.\$100,000 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**

18. Optional Dissolution (Call): Not Applicable
19. Final Dissolution Amount: U.S.\$100,000 per Trust Certificate of U.S.\$100,000 Specified Denomination
20. Early Dissolution Amount (Tax): Final Dissolution Amount
21. Dissolution Amount pursuant to Condition 13: U.S.\$100,000 per Trust Certificate of U.S.\$100,000 Specified Denomination

**GENERAL PROVISIONS APPLICABLE TO THE TRUST CERTIFICATES**

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**

24. Lease Assets on the Issue Date: As scheduled to the Supplemental Purchase Agreement specified below, a copy of which schedule is set out in the Annex hereto
25. Trust Assets: Condition 4.1 applies
26. Details of Transaction Account: Dubai DOF Sukuk Limited Transaction Account No: 0211159 0000 USD 001 CTA with Deutsche Bank AG, London Branch for Series No.: 1
27. Other Transaction Document Information:
- (a) Supplemental Trust Deed: Supplemental Trust Deed dated 3 November 2009 between Dubai DOF Sukuk Limited, the Government and the Delegate
- (b) Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited, Dubai Aviation City Corporation and the Government
- (c) Supplemental Lease Agreement: Supplemental Lease Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited, the Lessee and the Delegate
- (d) Supplemental Servicing Agency Agreement: Supplemental Servicing Agency Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited and the Servicing Agent
- (e) Supplemental Purchase Undertaking: Supplemental Purchase Undertaking dated 3 November 2009 executed by the Government
- (f) Supplemental Substitution Undertaking: Supplemental Substitution Undertaking dated 3 November executed by Dubai DOF Sukuk Limited
28. Total Loss Event Condition 10.3 does apply

#### **OTHER FINAL TERMS**

29. Other final terms: Not Applicable

#### **DISTRIBUTION**

30. (a) If syndicated, names of Managers: Bahrain Islamic Bank BSC  
Dubai Islamic Bank PJSC  
Emirates NBD PJSC  
Mitsubishi UFJ Securities International plc  
Standard Chartered Bank  
UBS Limited
- (b) Date of Subscription Agreement: 2 November 2009

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 trading on the London Stock Exchange's regulated market and admission to the Official List of the UK Listing Authority and admission to listing on the DFM of the Trust Certificates described herein pursuant to the U.S.\$2,500,000,000 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 **Carlos Farjallah**  
Director

Signed on behalf of Government of Dubai

By:   
Duly authorised **ABDULRAHMAN**  
**AL SALEH**

By:   
Duly authorised **MOHAMED HAMAD**  
**AL SHEHI**

## 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 admission to the Official List of the UK Listing Authority with effect from 3 November 2009.
- 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: £3,650 (in respect of the London listing)  
AED 52,000 (in respect of the DFM listing)

### 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 (*Fixed Periodic Distribution Trust Certificates only*)

Indication of yield: 6.396 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.

### 4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0463422088
- (ii) Common Code: 046342208
- (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

**Annex to the Final Terms**

**Lease Assets**

Reference	Facility	Amount (AED)	Amount (USD)
TD082, TD045, TD040, AX099, AX055, AX011A, AX092, AX010	<b>Airfield Infrastructure</b> (Runways, Taxiways, Aprons, Airfield Lightings, Radars, Navigational Aids, Instrumental Landing Systems, Meteorological Equipments, etc.)	3,285,279,487	894,562,148
AX007, AX310, AX319	<b>Storm Water Drainage System</b>	773,546,239	210,632,060
AX304, AX086	<b>Emirates Operations Tunnel / GSE Tunnels</b>	354,872,859	96,629,778
AX262	<b>Crisis Centre</b>	127,949,837	34,839,983
AX227	<b>Car Park Building near Gate 13 (Cargo Village)</b>	55,585,109	15,135,496
	<b>Grand Total :-</b>	<b>4,597,233,531</b>	<b>1,251,799,465</b>