

28 May 2012

**DIB Sukuk Limited**

**Issue of U.S.\$500,000,000 Trust Certificates due 2017  
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 21 May 2012 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 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 and Dubai Islamic Bank PJSC and the offer of the 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 Trustee at P.O. Box 1093, Queensgate House, George Town, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained from the registered office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

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|-----|---------------------------------------|--|
| 1.  | Issuer and Trustee:                   | DIB Sukuk Limited  |
| 2.  | Service Agent:                        | Dubai Islamic Bank PJSC ( <b>DIB</b> )   |
| 3.  | Series Number:                        | 1  |
| 4.  | Specified Currency:                   | U.S. dollars ( <b>U.S.\$</b> )   |
| 5.  | Aggregate Face Amount of Series:      | U.S.\$500,000,000  |
| 6.  | Issue Price:                          | 100 per cent. of the Aggregate Face Amount   |
| 7.  | (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  |
| 8.  | (a) Issue Date:                       | 30 May 2012  |
|     | (b) Return Accrual Commencement Date: | Issue Date   |
| 9.  | Scheduled Dissolution Date:           | 30 May 2017  |
| 10. | Periodic Distribution Amount Basis:   | 4.752 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. | Put/Call Options:                      | Not Applicable |
| 14. | Status:                                | Unsubordinated |
| 15. | Method of distribution:                | Syndicated     |

**PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE**

- |     |   |  |
|-----|---|--|
| 16. | Fixed Periodic Distribution Provisions:   | Applicable   |
|     | (a) Rate:   | 4.752 per cent. per annum payable semi-annually in arrear  |
|     | (b) Periodic Distribution Dates:  | 30 May and 30 November in each year up to and including the Scheduled Dissolution Date. The first Periodic Distribution Date shall be 30 November 2012 |
|     | (c) Fixed Amount:   | U.S.\$23.76 per Calculation Amount   |
|     | (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. | Certificateholder Put Option:                | Not Applicable                     |
| 20. | Final Dissolution Amount:                    | U.S.\$1,000 per Calculation Amount |
| 21. | Early Dissolution Amount (Tax):              | U.S.\$1,000 per Calculation Amount |
| 22. | Dissolution Amount pursuant to Condition 14: | U.S.\$1,000 per Calculation Amount |

**GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

- |     |                               |   |
|-----|-------------------------------|---|
| 23. | Form of Certificates:         | Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate |
| 24. | Additional Financial Centres: | Not Applicable  |

## PROVISIONS IN RESPECT OF THE TRUST ASSETS

25. Assets on the Issue Date: The Initial Portfolio as scheduled to the Supplemental Purchase Contract specified below, a copy of which is set out in Annex 1 hereto
26. Trust Assets: Condition 4.1 applies
27. Details of Transaction Account: DIB Sukuk Limited Transaction Account No: 0202711-0000-USD-000-CTA with Deutsche Bank AG, London Branch for Series No.: 1
28. Other Transaction Document Information:
- (a) Supplemental Trust Deed: Supplemental Trust Deed dated 30 May 2012 between DIB Sukuk Limited, DIB and the Delegate
- (b) Supplemental Purchase Contract: Supplemental Purchase Contract dated 30 May 2012 between DIB Sukuk Limited (as Purchaser) and DIB (as Seller)

## OTHER FINAL TERMS

29. Other final terms: Not Applicable

## DISTRIBUTION

30. (a) If syndicated, names of Managers:
- Joint Lead Managers:**  
Deutsche Bank AG, London Branch  
Dubai Islamic Bank PJSC  
Emirates NBD Capital Limited  
HSBC Bank plc  
National Bank of Abu Dhabi P.J.S.C.
- Senior Co-Lead Managers:**  
Sharjah Islamic Bank PJSC  
Union National Bank P.J.S.C.
- Co-Manager:**  
Qatar Islamic Bank S.A.Q.
- (b) Date of Subscription Agreement: 28 May 2012
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 Irish Stock Exchange's regulated market and listing on the Official List of the Irish Stock Exchange of the Certificates described herein pursuant to the U.S.\$2,500,000,000 Trust Certificate Issuance Programme of DIB Sukuk Limited.

**RESPONSIBILITY**

Each of the Trustee and DIB accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of each of the Trustee and DIB (each 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

**DIB SUKUK LIMITED**

By:.....

*Duly authorised*

Signed on behalf of

**DUBAI ISLAMIC BANK PJSC**

By:.....

*Duly authorised*

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## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Trustee (or on its behalf) for the Certificates to be admitted to trading on the Irish Stock Exchange's regulated market and listed on the Official List of the Irish Stock Exchange with effect from 30 May 2012.
- (ii) Estimate of total expenses related to admission to trading: €500

### 2. RATINGS

- Ratings: The Certificates to be issued have been rated A by Fitch Ratings Limited (**Fitch**) and Baa1 by Moody's Investors Services Limited (**Moody's**).
- Each of Fitch and Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

### 4. PROFIT OR RETURN

- Indication of profit or return: 4.752 per cent. per annum
- The profit or return is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future profit or return.

### 5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0787130540
- (ii) Common Code: 078713054
- (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 1**

**INITIAL PORTFOLIO**

The following assets constitute the Initial Portfolio with respect to the U.S.\$500,000,000 Trust Certificates due 2017:

<b>No.</b>	<b>Description of assets</b>	<b>Currency</b>	<b>Contract type</b>	<b>Final Maturity</b>	<b>Value of the asset USD equivalent</b>
1.	60% of DIB's ownership in a Wakala Sukuk issued in March 2011; issue size USD 569 million, 1st Series	USD	Sukuk based on Wakala structure	7th March, 2016	300,000,000
2.	20% of DIB's participation in a co-ownership Facility dated November 2011 (DIB Reference 997MS24120610001)	AED	Transaction based on co-ownership structure	28th November, 2019	100,000,000
3.	20% of DIB's participation in an AED Ijara Facility. Total DIB Participation in the Ijara Facility as of closing date is AED 591 million (DIB Reference 997IJ01121290002 and 997IJ01120600001)	AED	Ijara structure	May 2024	100,000,000
<b>Total</b>					<b>500,000,000</b>