

## Final Terms

3 April 2017

Ezdan Sukuk Company Limited

Issue of U.S.\$500,000,000 Trust Certificates due 2022

under the U.S.\$2,000,000,000 Trust Certificate Issuance Programme

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Certificates set forth in the Base Prospectus dated 20 March 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 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 Obligor and the offer of the 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 of Ireland ([www.centralbank.ie](http://www.centralbank.ie)) and during normal business hours at the registered office of the Trustee at the offices of MaplesFS Limited, P.O. Box 1093, Queensgate House, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained during normal business hours from the registered office of the Principal Paying Agent at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.

1	(a)	Issuer and Trustee:	Ezdan Sukuk Company Limited
	(b)	Obligor and Service Agent:	Ezdan Holding Group Q.P.S.C.
2		Series Number:	2
3		Specified Currency:	U.S.\$
4		Aggregate Face Amount of Series:	U.S.\$500,000,000
5		Issue Price:	99.453 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:	5 April 2017
	(b)	Profit Commencement Date:	Issue Date
8		Scheduled Dissolution Date:	5 April 2022

9	Profit Basis	Fixed Rate Certificates (further particulars specified below)
10	Dissolution Basis:	Dissolution at par
11	Put/Call Rights:	Change of Control Put Right
12	Status	Unsubordinated
13	Date of Trustee's Board approval and date of Obligor's Board approval for issuance of Certificates:	30 March 2017 and 25 April 2016, respectively

**Provisions relating to profit payable (if any)**

14	Fixed Periodic Distribution Amounts:	Applicable
	(a) Profit Rate(s):	4.875 per cent. per annum payable semi-annually in arrear on each Periodic Distribution Date
	(b) Periodic Distribution Date(s):	5 April and 5 October in each year up to and including the Scheduled Dissolution Date, commencing on 5 October 2017
	(c) Periodic Distribution Period:	As per the Conditions
	(d) Profit Period Date:	Periodic Distribution Date
	(e) Fixed Amount(s):	U.S.\$24.38 per Calculation Amount
	(f) Broken Amount(s):	Not Applicable
	(g) Day Count Fraction:	30/360
	(h) Determination Date(s):	Not Applicable
15	Floating Periodic Distribution Amounts:	Not Applicable

**Provisions relating to dissolution**

16	Optional Dissolution Right:	Not Applicable
17	Certificateholder Put Right:	Not Applicable
18	Change of Control Put Right:	Applicable
	(a) Dissolution Distribution	U.S.\$1,000 per Calculation Amount

Amount:

19	Obligor Clean Up Call Right:	Not Applicable
20	Dissolution Distribution Amount following redemption on the Scheduled Dissolution Date, on any Early Tax Dissolution Date or following the occurrence of a Dissolution Event:	U.S.\$1,000 per Calculation Amount

#### **General provisions applicable to the Certificates**

21	Form of Certificates:	Registered Certificates: Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate. Reg S Compliance Category 2; TEFRA not applicable.
22	Financial Centre(s):	Not Applicable

#### **Provisions in respect of the Trust Assets**

23	Wakala Portfolio on the Issue Date	
	(a) Wakala Percentage:	53.77 per cent.
	(b) Murabaha Percentage:	46.22 per cent.
24	Trust Assets:	Condition 5(a) applies
25	(a) Details of Transaction Account:	Ezdan Sukuk Company Limited Transaction Account No: 18357757 with Citibank N.A. London (CITIGB2L) for Series No.: 2
	(b) Supplemental Declaration of Trust:	Supplemental Declaration of Trust dated 5 April 2017 between the Trustee, the Obligor and the Delegate
	(c) Supplemental Purchase Agreement:	Supplemental Purchase Agreement dated 5 April 2017 between the Trustee and the Obligor
	(d) Purchase Order and Letter of Offer and Acceptance:	Purchase Order dated 5 April 2017 from the Obligor (as " <b>Buyer</b> ") to the Trustee (as " <b>Seller</b> ") and Letter of Offer and Acceptance dated 5 April 2017 from the Seller to the Buyer

Signed on behalf of **Ezdan  
Sukuk Company Limited**

Signed on behalf of **Ezdan Holding Group Q.P.S.C.**



By: .....  
*Duly authorised*

By: .....  
*Duly authorised*

**Martijn Bosch**

Signed on behalf of **Ezdan Sukuk Company Limited**

Signed on behalf of **Ezdan Holding Group Q.P.S.C.**

By: .....  
*Duly authorised*

By: .....  
*Duly authorised*



## PART B – OTHER INFORMATION

### 1 Listing and Admission to Trading

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|-----|---|---|
| (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 Certificates to be listed on its Official List and admitted to trading on its regulated market with effect from 5 April 2017. |
| (b) | Estimate of total expenses related to admission to trading: | €600  |

### 2 Ratings

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|----------|---|
| Ratings: | The Certificates to be issued are expected to be rated.<br><br>S&P:     BBB-<br>Moody's: Ba1<br><br>S&P and Moody's are established in the European Union and are both registered under Regulation (EC) No 1060/2009. |
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### 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 Obligor is aware, no person involved in the issue of the Certificates has an interest material to the offer.

- |   |               |  |
|---|---------------|--|
| 4 | <b>Yield:</b> | 5.000 per cent. per annum<br><br>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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### 5 Operational Information

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|-----|---|----------------|
| (a) | ISIN:   | XS1590806508   |
| (b) | Common Code:  | 159080650      |
| (c) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable |
| (d) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable |
| (e) | Stabilising Manager(s):   | HSBC Bank plc  |