

THIRD SUPPLEMENT DATED 29 JANUARY 2020 TO THE BASE PROSPECTUS DATED 4 JULY 2019, AS SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 6 NOVEMBER 2019 AND THE SECOND SUPPLEMENT DATED 30 DECEMBER 2019



EMIRATES NBD BANK PJSC

(incorporated with limited liability in the United Arab Emirates)

EMIRATES NBD GLOBAL FUNDING LIMITED

(incorporated as an exempted company with limited liability in the Cayman Islands)

U.S.\$12,500,000,000

Euro Medium Term Note Programme

This supplement (the "**Third Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 4 July 2019 as supplemented by the first supplement to such base prospectus dated 6 November 2019 and the second supplement to the base prospectus dated 30 December 2019 (together, the "**Base Prospectus**") prepared by Emirates NBD Bank PJSC ("**ENBD**") and Emirates NBD Global Funding Limited ("**EGF**") and, together with ENBD in its capacity as issuer, the "**Issuers**" and each an "**Issuer**") in connection with the Issuers' Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$12,500,000,000 in aggregate principal amount of notes ("**Notes**"). The payments of all amounts due in respect of the Notes issued by EGF will be unconditionally and irrevocably guaranteed by ENBD.

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Third Supplement.

This Third Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**") and relevant implementing measures in Luxembourg, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg.

This Third Supplement which, together with the Base Prospectus, comprises a base prospectus for the purposes of the Prospectus Directive, constitutes a supplement for the purposes of Article 16 of the Prospectus Directive (as implemented in Luxembourg by the Luxembourg Act dated 10 July 2005 on prospectuses for securities).

This Third Supplement complies with the requirements of Part 2 of the Markets Law (DIFC Law No. 1 of 2012) (the "**Markets Law**") and Chapter 2 of the Markets Rules (the "**Markets Rules**"). This Third Supplement has been approved by the Dubai Financial Services Authority (the "**DFSA**") under Rule 2.6 of the Markets Rules and is an Approved Prospectus for the purposes of Article 14 of the Markets Law. The DFSA does not accept any responsibility for the content of the information included in this Third Supplement, including the accuracy or completeness of such information. The liability for the content of this Third Supplement lies with each of ENBD and EGF. The DFSA has also not assessed the suitability of the Notes to which this Third Supplement relates to any particular investor or type of investor. If you do not understand the contents of this Third Supplement or are unsure whether the Notes to which this Third Supplement relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

The purpose of this Third Supplement is to incorporate by reference into the Base Prospectus the audited consolidated financial statements of ENBD as at and for the financial year ended 31 December 2019 and the independent auditors' report thereon.

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IMPORTANT NOTICES

Each of ENBD and EGF accepts responsibility for the information contained in this Third Supplement. To the best of the knowledge of each of ENBD and EGF (each having taken all reasonable care to ensure that such is the case) the information contained in this Third Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of that document. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Third Supplement or any statement incorporated by reference into the Base Prospectus by this Third Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Third Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Third Supplement and the Base Prospectus are available for viewing on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>, the website of Nasdaq Dubai at <http://www.nasdaqdubai.com> and during normal business hours from the registered office of ENBD at Baniyas Road, Deira, P.O. Box 777, Dubai, UAE and the specified office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB.

This Third Supplement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and Notes in bearer form are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (see "*Subscription and Sale*" in the Base Prospectus).

ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Third Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

1. **Publication of ENBD's Year End 2019 Financial Statements**

On 27 January 2020, ENBD published its audited consolidated financial statements as at and for the financial year ended 31 December 2019, together with the independent auditors' report thereon (the "**Year End 2019 Financial Statements**").

A copy of the Year End 2019 Financial Statements has been filed with the CSSF and the DFSA. The Year End 2019 Financial Statements are incorporated by reference in, and form part of, this Third Supplement in their entirety and, by virtue of this Third Supplement, form part of the Base Prospectus.

Copies of the Year End 2019 Financial Statements can be obtained from the Luxembourg Stock Exchange's website at <http://www.bourse.lu> and, upon request, free of charge, from the registered office of ENBD at Baniyas Road, Deira, P.O. Box 777, Dubai, UAE and the specified office of the Principal Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB.

For the avoidance of doubt, any documents incorporated by reference in the Year End 2019 Financial Statements shall not form part of this Third Supplement or the Base Prospectus.

2. **Amendments to the Base Prospectus**

2.1 The following paragraph shall be deemed to be added as new paragraph (a) on page 26 of the Base Prospectus (and the numbering of the subsequent paragraphs shall be deemed to be amended accordingly):

- "(a) the audited consolidated financial statements of ENBD as at and for the year ended 31 December 2019, including:
- (i) consolidated statement of financial position (page 9);
 - (ii) consolidated income statement (page 10);
 - (iii) consolidated statement of comprehensive income (page 11);
 - (iv) consolidated statement of cash flows (page 12);
 - (v) consolidated statement of changes in equity (pages 13 - 14);
 - (vi) notes to the consolidated financial statements (pages 15 - 125); and
 - (vii) independent auditors' report (pages 1 - 8);"

2.2 The first paragraph under the heading "*Significant or Material Change*" on page 166 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of ENBD since 31 December 2019 and there has been no material adverse change in the prospects of ENBD since 31 December 2019."