

EXECUTION VERSION

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Certificates has led to the conclusion that: (i) the target market for the Certificates is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Certificates (a **distributor**) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Certificates (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

18 June 2020

SIB Sukuk Company III Limited

Legal Entity Identifier: 549300VEBV0EQP2FCP08

Issue of U.S.\$ 500,000,000 Certificates due 2025 under the U.S.\$3,000,000,000 Trust Certificate Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 28 May 2020 which constitutes a base prospectus (the **Base Prospectus**) for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Trustee and Sharjah Islamic Bank PJSC (**SIB**) 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, Grand Cayman, KY1-1102, Cayman Islands and copies may be obtained from the registered office of the Principal Paying Agent at Citibank N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus has been published in accordance with the Prospectus Regulation on the website of Euronext Dublin (www.ise.ie) and the Dubai Financial Service Authority’s website (<https://www.dfsa.ae/DFSA-Listing-Authority/Approved-Documents>).

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| 1. | Issuer and Trustee: | SIB Sukuk Company III Limited |
| 2. | Service Agent: | Sharjah Islamic Bank PJSC |
| 3. | (a) Series Number: | 5 |
| | (b) Tranche Number: | Not applicable |
| 4. | Specified Currency: | U.S. dollars |
| 5. | Aggregate Face Amount of: | U.S.\$500,000,000 |
| | (a) Series: | U.S.\$500,000,000 |
| | (b) Tranche: | Not Applicable |
| | (c) Date on which the Certificates will be consolidated and form a single Series: | Not Applicable |
| 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 |

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8.	(a)	Issue Date:	23 June 2020
	(b)	Return Accrual Commencement Date:	Issue Date
9.		Scheduled Dissolution Date:	23 June 2025
10.		Periodic Distribution Amount Basis:	2.850 per cent. Fixed Periodic Distribution Amount
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
16.		Date of Board Approval for issue of Certificates obtained:	17 June 2020 in the case of the Trustee 7 June 2020 in the case of SIB

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

17.		Fixed Periodic Distribution Provisions:	Applicable
	(a)	Rate:	2.850 per cent. per annum payable semi annually in arrear
	(b)	Periodic Distribution Date(s):	23 June and 23 December in each year up to and including the Scheduled Dissolution Date
	(c)	Fixed Amount(s):	U.S.\$ 14.25 per Calculation Amount
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
18.		Floating Periodic Distribution Provisions:	Not Applicable

PROVISIONS RELATING TO DISSOLUTION

19.		Optional Dissolution (Call):	Not Applicable
20.		Certificateholder Put Option:	Not Applicable
21.		Final Dissolution Amount:	U.S.\$ 1,000 per Calculation Amount
22.		Early Dissolution Amount (Tax):	Final Dissolution Amount
23.		Dissolution Amount pursuant to Condition 14 (<i>Dissolution Events</i>):	Final Dissolution Amount

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

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| 24. | Form of Certificates: | Registered Certificates

Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate |
| 25. | Additional Financial Centres: | Not applicable |

PROVISIONS IN RESPECT OF THE TRUST ASSETS


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| 26. | Assets on the Issue Date: | The Initial Portfolio as scheduled to the Supplemental Purchase Contract specified below under the section headed "28. Other Transaction Document Information: (b) Supplemental Purchase Contract". |
| 27. | Trust Assets: | Condition 4.1 (<i>The Trust Assets</i>) applies |
| | (i) Transaction Account: | SIB Sukuk Company III Limited Transaction Account No: 0012686635 with Citibank N.A. London for Series No.5 |
| | (i) Currency: | U.S. Dollars |
| 28. | Other Transaction Document Information: | |
| | (a) Supplemental Trust Deed: | Supplemental Trust Deed dated 23 June 2020 between SIB Sukuk Company III Limited, SIB and the Delegate |
| | (b) Supplemental Purchase Contract: | Supplemental Purchase Contract dated 23 June 2020 between SIB Sukuk Company III Limited (as Purchaser) and SIB (as Seller) |

RESPONSIBILITY

The Trustee and SIB accepts responsibility for the information contained in these Final Terms.

Signed on behalf of

SIB SUKUK COMPANY III LIMITED

By: John Curran 

Duly authorised

Signed on behalf of

SHARJAH ISLAMIC BANK PJSC

By:

Duly authorised

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|-----|-------------------------------|--|
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Signed on behalf of

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By:

Duly authorised

Signed on behalf of

SHARJAH ISLAMIC BANK PJSC

By:

Duly authorised

**Anver Jalaideen
B-64**

**Saeed M. Al Amiri
A-65**

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer and Trustee (or on its behalf) for the Certificates to be admitted to trading on the regulated market of Euronext Dublin with effect from 23 June 2020.

Application is expected to be made by the Issuer and Trustee (or on its behalf) for the Certificates to be admitted to trading on Nasdaq Dubai and to the official list of securities maintained by the Dubai Financial Services Authority with effect from 23 June 2020

- (ii) Estimate of total expenses related to admission to trading: EUR 1,000 (in respect of Euronext Dublin) and U.S.\$ 2,000 (in respect of Nasdaq Dubai).

2. RATINGS

Ratings: S&P: A-

S&P is established in the European Union or the United Kingdom and is registered under Regulation (EU) No. 1060/2009 (as amended) (the CRA Regulation).

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 SIB is aware, no person involved in the issue of the 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 other services for, SIB and its affiliates in the ordinary course of its business for which they may receive fees.

4. REASONS FOR THE OFFER

Reasons for the offer: See "*Use of Proceeds*" wording in the Base Prospectus

5. ESTIMATED NET PROCEEDS

Estimated net proceeds: U.S.\$ 500,000,000

6. PROFIT OR RETURN (Fixed Periodic Distribution Certificates only)

Indication of profit or return: 2.850 per cent

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.

7. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS2189296135
(ii)	Common Code:	21829613
(v)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names of Managers:	Arab Banking Corporation B.S.C., Citigroup Global Markets Limited, Dubai Islamic Bank PJSC, Emirates NBD Bank PJSC, First Bank Abu Dhabi PJSC, The Islamic Corporation for the Development of the Private Sector, KFH Capital Investment Company K.S.C.C., Mashreqbank psc and Standard Chartered Bank

8. THIRD PARTY INFORMATION

Not applicable.

9. BENCHMARKS REGULATION

Relevant Benchmarks:	Not Applicable
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