

Emirates NBD Bank AUD Fixed Rate Notes due February 2032

Terms of the Notes

Issuer	: Emirates NBD Bank PJSC
Issuer Ratings	: Issuer is rated A3 by Moody's and A+ by Fitch
Issue Rating	: A3 by Moody's
Status	: Senior unsecured notes
Lead Manager	: HSBC Bank plc
Offering Documentation	: Drawdown from Issuer's USD 20,000,000,000 EMTN Programme dated 13 July 2021 as supplemented from time to time
Principal Amount	: AUD 25,500,000.00
Pricing Date	: 15 February 2022
Issue Date	: 23 February 2022
Maturity Date	: 23 February 2032
Coupon	: 3.700% per annum
Issue Price	: 100%
Interest Payment Dates	: Annually, every 23 February each year up to and including the Maturity Date. The first Interest Payment Date is 23 February 2023
Redemption at Maturity	: 100%
Day Count Fraction	: 30/360, Unadjusted
Business Day Convention	: Following Business Day
Form of Notes	: Bearer Notes, Classic Global Notes
Listing	: Dublin
Denominations	: AUD 170,000 x 10,000
Business Days	: Sydney, London, New York
ISIN	: XS2447755609
Delivery	: Delivery against payment
Governing Law	: English Law
Settlement	: Euroclear/Clearstream
Prohibition of Sales to EEA Retail Investors	: Not Applicable
Prohibition of Sales to UK Retail Investors	: Not Applicable

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(A): Solely for the purposes of the requirements of Article 9(8) of the MIFID Product Governance rules under EU Delegated Directive 2017/593 (the "**Product Governance Rules**") regarding the mutual responsibilities of manufacturers under the Product Governance Rules:

- (a) each of the Issuer, the Guarantor(s) (if any) (to the extent that the Issuer and/or any Guarantor is, or is deemed to be, an entity which is regulated under Directive 2014/65/EU (as amended) (a "**MIFID-regulated entity**") and HSBC (each a "**manufacturer**" and together the "**manufacturers**") acknowledges to each other manufacturer that it understands the responsibilities conferred upon it under the Product Governance Rules relating to each of the product approval process, the target market and the proposed distribution channels as applying to the Securities and the related information set out above in connection with the Securities; and
- (b) each of the Issuer and the Guarantor(s) (if any) (to the extent that the Issuer and/or any Guarantor is not, or is deemed not to be, a MIFID-regulated entity) notes the application of the Product Governance Rules and acknowledges the target market and distribution channels identified as applying to the Securities by the manufacturers and the related information set out in the above in connection with the Securities.

(B): Solely for the purposes of the requirements of 3.2R of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") regarding the mutual responsibilities of manufacturers under UK MiFIR Product Governance Rules:

- (a) each of the Issuer, the Guarantor(s) (if any) (to the extent that the Issuer and/or any Guarantor is, or is deemed to be, an entity which is regulated under Directive 2014/65/EU (as amended) (a "**MIFID-regulated entity**") and HSBC (each a "**UK MiFIR manufacturer**" and together the "**UK MiFIR manufacturers**") acknowledges to each other UK MiFIR manufacturer that it understands the responsibilities conferred upon it under the UK MiFIR Product Governance Rules relating to each of the product approval process, the target market and the proposed distribution channels as applying to the Securities and the related information set out in connection with the Securities; and
- (b) each of the Issuer and the Guarantor(s) (if any) (to the extent that the Issuer and/or any Guarantor is not, or is deemed not to be, a MIFID-regulated entity) notes the application of the UK MiFIR Product Governance Rules, and acknowledges the target market and distribution channels identified as applying to the Securities by the UK MiFIR manufacturers and the related information set out in connection with the Securities.

The "MiFID II manufacturer(s)" and the "UK MiFIR manufacturer(s)", as applicable, of the Securities, (together with the Issuer where such Issuer is a "MiFID/UK MiFIR-regulated entity") have designated the target market for the Securities as professional clients and eligible counterparties only. They will select distribution channels which are appropriate for this target market.

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