

**MiFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final terms dated 19 June 2019

**EMIRATES NBD BANK PJSC**  
**(LEI Code: 54930029BCN8HF3B1286)**  
**(the "Issuer")**

**Issue of CNH 70, 000,000 4.50% per cent. Notes due 21 June 2029**  
**under the U.S.\$12,500,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

**PART A — CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 25 July 2018 and the first supplement to the base prospectus dated 12 November 2018, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes 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 Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus, as so supplemented. The Base Prospectus is 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 the Issuer 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.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State of the European Economic Area.

- |    |                                 |  |
|----|---------------------------------|--|
| 1. | (a) Series Number:              | 576  |
|    | (b) Tranche Number:             | 1  |
| 2. | Specified Currency:             | Chinese Renminbi deliverable in Hong Kong ("CNH")                  |
| 3. | Aggregate Nominal Amount:       |  |
|    | (a) Series:                     | CNH 70,000,000   |
|    | (b) Tranche:                    | CNH 70,000,000   |
| 4. | Issue Price:                    | 100 per cent. of the Aggregate Nominal Amount                      |
| 5. | (a) Specified Denominations:    | CNH 800,000 and integral multiples of CNH 10,000 in excess thereof |
|    | (b) Calculation Amount:         | CNH 10,000   |
| 6. | (a) Issue Date:                 | 21 June 2019   |
|    | (b) Interest Commencement Date: | Issue Date   |

7.	Maturity Date:	Interest Payment Date falling on 21 June 2029, subject to adjustment in accordance with the Modified Following Business Day Convention
8.	Interest Basis:	4.50 per cent. Fixed Rate (further particulars specified below)
9.	Put/Call Options:	Not Applicable
10.	(a) Status of the Notes:	Senior
	(b) Date Board approval for issuance of Notes obtained:	15 January 2019

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

11.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	4.50 per cent. per annum payable annually in arrear
	(b) Interest Payment Date(s):	Quarterly, on each 21 March, 21 June, 21 September and 21 December, starting from 21 September 2019 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention. For these purposes, " <b>Business Day</b> " means a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and currency deposits) in Hong Kong, London and New York"
	(c) Fixed Coupon Amount(s):	In respect of Notes in global form, see Condition 4(a)(A)  Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNH0.01, CNH0.005 being rounded upwards
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/365 (Fixed)
	(f) Determination Date(s):	Not Applicable
	(g) Business Day Convention:	Modified Following Business Day Convention
12.	Floating Rate Note Provisions	Not Applicable
13.	Zero Coupon Note Provisions	Not Applicable
14.	Details relating to Partly Paid Notes:	Not Applicable
15.	Reset Note Provisions:	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

16.	Issuer Call:	Not Applicable
17.	Investor Put:	Not Applicable
18.	Regulatory Call:	Not Applicable
19.	Change of Control Put:	Not Applicable
20.	Final Redemption Amount:	100 per cent. of nominal amount

21. Early Redemption Amount payable on redemption for taxation reasons, regulatory reasons or on event of default: Redemption at par
22. Form of Notes: Bearer Notes:  
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer only upon an Exchange Event.  
Reg S compliance Category 2, TEFRA D  
London, Hong Kong and New York
23. Additional Financial Centre(s) or other special provisions relating to Payment Dates:
24. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): No

Signed on behalf of **EMIRATES NBD BANK PJSC**:

A handwritten signature in blue ink, appearing to read 'Ahmed F. Al-Dei', is written over the printed name 'Ahmed F. Al-Dei'.

By:  
*Duly authorised*



## **PART B – OTHER INFORMATION**

### **1. ADMISSION TO TRADING**

- |     |   |   |
|-----|---|---|
| (a) | Listing:  | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 21 June 2019. |
| (b) | Estimate of total expenses related to admission to trading: | EUR 3,600.  |

### **2. RATING**

The Notes are expected to be rated A3 (stable) by Moody's.

Moody's Investors Services Limited 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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

- |    |                                      |                          |
|----|--------------------------------------|--------------------------|
| 4. | <b>YIELD (Fixed Rate Notes only)</b> | 4.50 per cent. per annum |
|----|--------------------------------------|--------------------------|

### **5. OPERATIONAL INFORMATION**

- |     |   |                          |
|-----|---|--------------------------|
| (a) | ISIN Code:  | XS2015330744             |
| (b) | Common Code:  | 201533074                |
| (c) | Delivery:   | Delivery against payment |
| (d) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable           |

- |    |                                |                |
|----|--------------------------------|----------------|
| 6. | <b>THIRD PARTY INFORMATION</b> | Not applicable |
|----|--------------------------------|----------------|

### **7. DISTRIBUTION**

- |    |   |                                       |
|----|---|---------------------------------------|
| a) | Method of distribution:                       | Non-syndicated                        |
| b) | If syndicated, names of Managers:             | Not applicable                        |
| c) | Date of Subscription Agreement:               | Not applicable                        |
| d) | Stabilisation Manager:                        | Not applicable                        |
| e) | If non-syndicated, name of relevant Dealer:   | HSBC Bank plc                         |
| f) | U.S. Selling Restrictions:                    | Reg. S Compliance Category 2, TEFRA D |
| g) | Prohibition of Sales to EEA Retail Investors: | Not Applicable                        |