

FINAL TERMS

UK MiFIR 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 Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the United Kingdom (the "UK") Financial Conduct Authority ("FCA") Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 "UK distributor") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Final Terms dated 19 October 2022

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

Issue of U.S.\$500,000,000 5.625 per cent. Notes due October 2027

under the U.S.\$20,000,000,000

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 13 July 2022 and the first supplement to the base prospectus dated 23 September 2022 which together constitute a Base Prospectus (the "**Base Prospectus**") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

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. The Base Prospectus is available for viewing on the website of Euronext Dublin at <https://live.euronext.com/>, 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 "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended.

1. (a) Series Number: 777
(b) Tranche Number: 1
2. Specified Currency: United States Dollars ("U.S.\$")

3. Aggregate Nominal Amount:
 - (a) Series: U.S.\$500,000,000
 - (b) Tranche: U.S.\$500,000,000
4. Issue Price: 99.485 per cent. of the Aggregate Nominal Amount
5. (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
6. (a) Issue Date: 21 October 2022
 - (b) Interest Commencement Date: Issue Date
7. Maturity Date: 21 October 2027
8. Interest Basis: 5.625 per cent. Fixed Rate
(further particulars specified below)
9. Put/Call Options: Not Applicable
10. (a) Status of the Notes: Senior
 - (b) Date of Board and Shareholder approvals for issuance of Notes obtained: 24 November 2021 and 23 February 2022 respectively

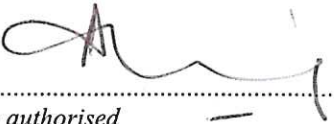
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

11. Fixed Rate Note Provisions: Applicable
 - (a) Rate(s) of Interest: 5.625 per cent. per annum payable semi-annually in arrear
 - (b) Interest Payment Date(s): 21 April and 21 October in each year up to and including the Maturity Date, commencing on 21 April 2023
 - (c) Fixed Coupon Amount(s): U.S.\$28.125 per Calculation Amount

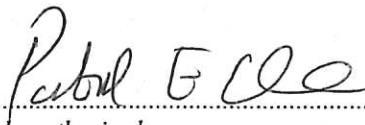
In respect of Notes in global form, see Condition 4(a)(A)
 - (d) Broken Amount(s): Not Applicable
 - (e) Day Count Fraction: 30/360
 - (f) Determination Date(s): Not Applicable
 - (g) Business Day Convention: Not Applicable

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
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:	Final Redemption Amount
22.	Form of Notes:	Registered Notes: Registered Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg Reg. S Compliance Category 2; TEFRA not applicable
23.	Additional Financial Centre(s):	London and New York
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** as Issuer:

By: 
Duly authorised

Aazar Ali Khwaja
Senior Executive Vice President
Global Market & Treasury

By: 
Duly authorised

Patrick Clerkin
Senior Managing Director
Group Funding & Investor Relations
Global Markets & Treasury

PART B – OTHER INFORMATION

1. ADMISSION TO TRADING

(a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin and listing on the Official List of Euronext Dublin with effect from 21 October 2022.

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Nasdaq Dubai and listing on the Official List maintained by the Dubai Financial Services Authority with effect from 21 October 2022.

(b) Estimate of total expenses related to admission to trading: EUR1,000 in relation to the listing and trading of the Notes on Euronext Dublin.

U.S.\$2,000 in relation to the listing and trading of the Notes on Nasdaq Dubai.

2. RATINGS

The Notes to be issued are expected to be rated:

Fitch: A+

Moody's: A2

Moody's is established in the European Union ("EU") and is registered under the EU CRA Regulation. As such, Moody's is included in the list of credit rating agencies published by the ESMA on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation.

The rating issued by Moody's is endorsed by Moody's Investors Service Ltd., which is established in the UK and registered under the UK CRA Regulation.

Fitch is established in the UK and registered under the UK CRA Regulation. Fitch appears on the latest update of the list of registered credit rating agencies on the UK FCA's Financial Services Register.

The rating issued by Fitch is endorsed by Fitch Ratings Ireland Limited, which is established in the EU and registered under the EU CRA Regulation. As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by ESMA on its website (at

<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation.]

"EU CRA Regulation" means Regulation (EC) No. 1060/2009 as amended; and

"UK CRA Regulation" means Regulation (EC) No. 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA.

3. **BENCHMARKS**

Details of benchmarks administrators and registration under the EU Benchmarks Regulation Not Applicable

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes 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, the Issuer and its affiliates in the ordinary course of business for which they may receive fees.

5. **YIELD (Fixed Rate Notes only)** 5.745 per cent. per annum

6. **OPERATIONAL INFORMATION**

- (a) ISIN: XS2546930061
- (b) Common Code: 254693006
- (c) CFI: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **THIRD PARTY INFORMATION**

Not applicable

8. **DISTRIBUTION**

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Abu Dhabi Commercial Bank PJSC; Barclays Bank PLC; Emirates NBD Bank PJSC; HSBC Bank plc; SMBC Nikko Capital Markets Limited; Standard Chartered Bank

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|-----|---|--|
| (c) | Date of Subscription Agreement: | 19 October 2022 |
| (d) | Stabilisation Manager(s) (if any): | Standard Chartered Bank |
| (e) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (f) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA not applicable |
| (g) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (h) | Prohibition of Sales to UK Retail Investors: | Not Applicable |

9. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

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|-----------------------------|---|
| (a) Reasons for the offer: | See " <i>Use of Proceeds</i> " in the Base Prospectus |
| (b) Estimated net proceeds: | U.S.\$496,525,000 |