

**EU 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, "EU 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 EU 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 22 May 2023

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

**Issue of AUD 15,000,000 5% per cent. Fixed Rate Notes due 24<sup>th</sup> May 2033**  
**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, the first supplement to the base prospectus dated 23 September 2022, the second supplement to the base prospectus dated 16 December 2022 the third supplement to the base prospectus dated 7 February 2023 and the fourth supplement to the base prospectus dated 3 May 2023 (together, the "Base Prospectus") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein 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.

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|-----|-----|---|--|
| 1.  | (a) | Series Number:                                      | 801  |
|     | (b) | Tranche Number:                                     | 1  |
| 2.  |     | Specified Currency:                                 | Australian dollar ("AUD")  |
| 3.  |     | Aggregate Nominal Amount:                           |  |
|     | (a) | Series:   | AUD 15,000,000   |
|     | (b) | Tranche:  | AUD 15,000,000   |
| 4.  |     | Issue Price:  | 93.994 per cent. of the Aggregate Nominal Amount                   |
| 5.  | (a) | Specified Denominations:                            | AUD 170,000 with integral multiples of AUD 10,000                  |
|     | (b) | Calculation Amount:                                 | AUD 10,000   |
| 6.  | (a) | Issue Date:   | 24 May 2023  |
|     | (b) | Interest Commencement Date:                         | Issue Date   |
| 7.  |     | Maturity Date:                                      | 24 May 2033  |
| 8.  |     | Interest Basis:                                     | 5.00 per cent. Fixed Rate<br>(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: | 16 November 2022   |

RESTRICTED

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |  |  |
|-----|--|--|
| 11. | Fixed Rate Note Provisions:            | Applicable   |
|     | (a) Rate(s) of Interest:               | 5.00 per cent. per annum   |
|     | (b) Interest Payment Date(s):          | Semi-annually on 24 May and 24 November, from 24 November 2023, up to and including Maturity |
|     | (c) Fixed Coupon Amount(s):            | In respect of Notes in global form, see Condition 4(a)(A)                                    |
|     | (d) Broken Amount(s):                  | Not Applicable   |
|     | (e) Day Count Fraction:                | 30/360, unadjusted   |
|     | (f) Determination Date(s):             | Not Applicable   |
|     | (g) Business Day Convention:           | 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

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|-----|---|---------------------------------|
| 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         |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |  |   |
|-----|--|---|
| 22. | Form of Notes:   | Bearer Notes:<br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer only upon an Exchange Event.<br><br>Regulation S compliance Category 2, TEFRA D |
| 23. | Additional Financial Centre(s) or other special provisions relating to Payment Dates:                                    | New York, London, Sydney  |
| 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**:

By:



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Duly authorised

Patrick Clerkin Senior Managing Director Group Funding & Investor Relations Global Markets & Treasury
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Asim I. Bashir, CFA Senior Director Global Funding & PI Global Markets & Treasury
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## PART B – OTHER INFORMATION

### 1. ADMISSION TO TRADING

- (a) Admission to trading: Application is expected to be made on behalf of the Issuer for the Notes to be admitted to trading on the Regulated Market of the Euronext Dublin and to be admitted to the Official List of Euronext Dublin with effect from 24 May 2023.
- (b) Estimate of total expenses related to admission to trading: EUR 1,500

### 2. RATINGS

The Notes to be issued are expected to be rated:

Fitch: A+ (Stable)

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 Financial Conduct Authority's Financial Services Register.

The rating issued by Fitch is endorsed by Fitch Ratings Ireland Limited, which is established in the European Union 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 European (Withdrawal) Act 2018 (the "EUWA")

### 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. **YIELD (Fixed Rate Notes only)** 5.00 per cent. per annum

### 5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS2628387495
- (c) Common Code: 262838749
- (d) Additional identification code: Not Applicable
- (e) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. **THIRD PARTY INFORMATION** Not Applicable

### 7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: UBS AG, London Branch

- (vi) U.S. Selling Restrictions:
- (vii) Prohibition of Sales to EEA Retail Investors:

Reg. S Compliance Category 2, TEFRA D  
Not Applicable

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

- (a) Reasons for the offer:
- (b) Estimated net proceeds:

See "Use of Proceeds" in the Base Prospectus  
AUD 14,099,100.00