







# Emirates NBD Bank PJSC AUD 700 Million Domestic Medium Term Notes due 26 February 2030 Final Investor Terms and Conditions

Issuer: Emirates NBD Bank PJSC ("EBIUH")

Issuer Ratings<sup>1</sup>: A3 (Stable) / A+ (Stable) (Moody's / Fitch)

**Expected Issue Ratings:** A3 / A+ (Moody's / Fitch)

Programme: Issuer's AUD 4 Billion Debt Issuance Programme dated 19 July 2018

**Instrument:** AUD Fixed Rate Senior Notes

**Pricing Date:** 19<sup>th</sup> February 2020

Settlement Date: 26<sup>th</sup> February 2020 (T+5)

Maturity Date: 26<sup>th</sup> February 2030

Amount: AUD 700 million

**Re-Offer Spread:** S/Q matched coupon ASW + 200 bps

**Re-Offer Yield:** 3.115% semi-annual

Re-Offer Price: 99.445%

Coupon: 3.05% semi-annually

**Coupon Payment Dates:** Payable each 26<sup>th</sup> February and 26<sup>th</sup> August up to and including the Maturity

Date, commencing 26th August 2020

Redemption: Par

Day Count: RBA Bond Basis

**Business Day Convention** Following Business Day, unadjusted

Business Days: Sydney, London, New York
ISIN / Common Code: AU0000078644 / 212454869

Governing Law: New South Wales

**Denominations:** AUD 10,000. The minimum consideration payable when transferred in or into

Australia will be AUD 500,000

Settlement: Austraclear, Euroclear, Clearstream

Registrar: Austraclear Services Limited

Listing: ASX

**Taxation:** Not subject to Australian Interest Withholding Tax

**Prescribed Capital Markets** 

**Products:** 

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The notes are classified as prescribed capital markets

products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Other Selling Restrictions: As set forth in the Issuer's DIP, dated 19 July 2018

Lead Managers: Australia and New Zealand Banking Group Limited

Emirates NBD Capital Limited Mizuho International plc Nomura International plc

Note (1): A credit rating is not a recommendation to buy, sell or hold securities.









#### **ANZ DISCLAIMER**

This term sheet ("Term Sheet") is produced by Australia and New Zealand Banking Group Limited ("ANZ"), a company incorporated in Australia, solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell the securities described in this Term Sheet ("Notes") by ANZ and should not be treated as giving investment advice.

This Term Sheet was prepared using the information directly extracted from the information memorandum, offering circular or other disclosure document for the Notes and is not intended to be a complete statement or summary of the Notes, particularly with respect to the risk and special considerations associated with an investment in the Notes. This Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes and the offering documents (including any pricing supplement, final terms or similar document relating to the Notes). ANZ does not undertake to update this Term Sheet.

This Term Sheet has no regard to the specific investment objectives, financial situation or particular needs of any specific recipient, and ANZ in no way provides any financial, legal, taxation, accounting or investment advice to you in connection with the Notes. Prior to making any decision in connection with the Notes recipients should consult with their own legal, regulatory, tax, business, investment, financial, accounting and other relevant advisers having regard to their particular circumstances, and make their own investment, hedging and trading decisions based upon their own judgement and upon advice from such advisers. ANZ, its related bodies corporate, subsidiaries and their respective directors, officers and employees are not acting as advisers to recipients and do not assume any duty of care in this respect.

ANZ does not guarantee the performance of any Notes. All investments entail a risk and may result in both profits and losses. Past performance is not necessarily an indicator of future performance. The Notes described in this Term Sheet may not be suitable for all investors, and transacting in these Notes may be considered risky. The acquisitions of any Notes are subject to applicable offering documents, terms and conditions.

ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees or clients may, from time to time, as principal or agent, have long or short positions in, or may buy and sell, any Notes or related financial instruments or derivatives. Furthermore, ANZ and its related bodies corporate, subsidiaries may perform investment or other banking services for, or solicit investment or other banking services from, the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet. ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees may also act as placement agent, adviser or lender to the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet

Please note that the contents of this Term Sheet have not been reviewed by any regulatory body or authority in any jurisdiction. ANZ, its related bodies corporate, subsidiaries, and their respective directors, officers and employees, expressly disclaim any responsibility and shall not be liable for any loss, damage, claim, liability, proceedings, cost or expense arising directly or indirectly and whether in tort (including negligence), contract, equity or otherwise out of or in connection with the contents of and/or any omissions from this Term Sheet to the extent permissible under relevant law.

Distribution of this Term Sheet to you is only as may be permissible by the laws of your jurisdiction and any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes, and is not directed to or intended for distribution or use by recipients resident or located in jurisdictions where its use or distribution would be contrary to those laws or regulations, or in jurisdictions where ANZ would be subject to additional licensing or registration requirements or is prohibited from distribution by any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes. Further, the products and services mentioned in this document may not be available in all countries.

This Term Sheet is not for distribution in the United States of America or to US persons (as defined in Regulation S under the US Securities Act of 1933). This Term Sheet does not constitute an offer of securities in any jurisdiction. In particular, the Notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold or resold in the United States or to a US person.

Australia: Any Term Sheets distributed from Australia are distributed by Australia and New Zealand Banking Group Limited (ABN 11 005 357 522). ANZ holds Australian Financial Services licence number 234527. In Australia this Term Sheet is only for distribution to wholesale or professional investors whose ordinary business includes the buying or selling of securities such as the Notes in circumstances where disclosure is not required under Chapters 6D or 7 of the Corporations Act 2001 (Cwth) and in such other circumstances as may be permitted by applicable law. Such Term Sheet should not be distributed to, and is not intended for, any other person.

Hong Kong: Any Term Sheets distributed from Hong Kong are distributed by the Hong Kong branch of ANZ, which is registered by the Hong Kong Monetary Authority to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities. In Hong Kong this Term Sheet is only for distribution to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made under that Ordinance. The contents of this Term Sheet have not been reviewed by any regulatory authority in Hong Kong.

Japan: Any Term Sheets distributed in Japan are distributed by ANZ Securities (Japan), Ltd. ("ANZSJL"), a subsidiary of ANZ. In Japan this Term Sheet is only for distribution to "professional investors" (tokutei toshika) within the meaning of Article 2, Paragraph 31 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended). ANZSJL is a financial instruments business operator regulated by the Financial Services Agency of Japan (Registered Number: Director of Kanto Local Finance Bureau (Kinsho), No. 3055) and is a member of the Japan Securities Dealers Association (Level 31, Marunouchi Building, 4-1 Marunouchi, 2-chome, Chiyoda-ku, Tokyo 100-633, Japan).

New Zealand: Any Term Sheets distributed from New Zealand are distributed by ANZ Bank New Zealand Limited. In New Zealand this Term Sheet is only for distribution to "wholesale" clients as defined in the Financial Markets Conduct Act 2013 of New Zealand.

Singapore: Any Term Sheets distributed from Singapore are distributed by the Singapore branch of ANZ, which is licensed in Singapore under the Banking Act Cap. 19 of Singapore and is exempted from holding a financial adviser's licence under Section 23(1)(a) of the Financial Advisers Act Cap. 100 of Singapore. In Singapore this Term Sheet is only for distribution only to "accredited investors" or (as the case may be) "institutional investors" (each term as defined in the Securities and Futures Act Cap. 289 of Singapore ("SFA")) or in such other circumstances as may be permitted under Sections 274 and 275 of the SFA.

United Kingdom: Any Term Sheets distributed from London are distributed by the London branch of ANZ, which is authorised in the United Kingdom by the Prudential Regulation Authority ("PRA") and is subject to regulation by the Financial Conduct Authority ("FCA") and limited regulation by the PRA. Details of ANZ's regulation by the PRA will be available on request. In the United Kingdom this Term Sheet is only for distribution to persons who would come within the FCA and Directive 2014/65/EU ("MiFID II") definitions of "eligible counterparty" or "professional client". Such Term Sheet is not intended for and must not be distributed to private clients in the United Kingdom. It is not intended for and must not be distributed to any person who would come within the FCA definition of "retail client". Nothing here excludes or restricts any duty or liability to a customer which ANZ may have under the UK Financial Services and Markets Act 2000 or under the regulatory system as defined in the Rules of the PRA and the FCA.

# **EMIRATES NBD CAPITAL DISCLAIMER**

This document has been prepared by Emirates NBD Investment Banking ("Emirates NBD IB") for information purposes only and specifically for the recipient for whom it has been prepared. If you are not the intended recipient of this document then please immediately destroy the document or return it to Emirates NBD IB at the address at the bottom of this disclaimer. The contents of this document should not be shared, in part or in full with any third party other than the recipient's affiliates. This document is not intended for Retail Clients.

Emirates NBD IB includes Emirates NBD Capital Limited and Emirates NBD Capital PSC (formerly "Emirates Financial Services PSC" or "EFS"). Emirates NBD IB is part of the Emirates NBD Group ("ENBD Group") comprising Emirates NBD PJSC (the "Bank") and its affiliated companies. Emirates NBD Capital Limited only deals with Professional Clients as defined by the Dubai Financial Services Authority, and this document is not to be circulated to any companies or individuals who do not meet this definition.

The information and opinions expressed herein are made in good faith and are based on sources believed to be reliable but no representation or warranty, express or implied, is made as to its accuracy, completeness or correctness. Neither Emirates NBD IB nor any of its directors or employees give any representation or warranty as to the reliability, accuracy or completeness of the information, nor do they accept any responsibility arising in any way (including by negligence) for errors in, or or omissions from the information. All information and opinions contained in this document should not be regarded by the recipient as a substitute for the exercise of their own judgment. In the provision of this document to the recipient Emirates NBD IB is not acting in the capacity of a fiduciary or financial advisor. Neither Emirates NBD IB, nor any of its directors, employees or agents accepts any liability for any loss or damage arising out of the use of all or part of this document by the recipient. Any opinion contained in this document may change without notice and may differ or be contrary to the opinions expressed by another business area of the ENBD Group.

The Bank, its shareholders, directors, officers and employees may, from time to time, make a market or deal as principal in the securities, commodities or instruments mentioned in this document and or other derivative instruments based thereon. Any member of or individual within the Group may be a director of the issuer of the securities mentioned in this document. Emirates NBD IB specifically and the Bank and its affiliated companies have adopted policies and procedures to manage any conflicts of interest that may arise as part of its business activities. These include, but are not limited to, information barriers both permanent and temporary, between different businesses within the ENBD Group to ensure that confidential information, including price sensitive information, held by Emirates NBD IB is not improperly disclosed.

Emirates NBD Capital Limited is regulated by the Dubai Financial Services Authority. Registered address: The Gate West, Level 12, DIFC, PO Box 506710, Dubai, UAE.

Emirates NBD Capital PSC is regulated by the Central Bank of the United Arab Emirates. Registered address: Baniyas Street, Deira, PO Box 2336, Dubai, UAE.

Emirates NBD PJSC is regulated by the Central Bank of the United Arab Emirates. Registered address: Baniyas Street, Deira, PO Box 777, Dubai, UAE.

### **MIZUHO DISCLAIMER**

NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR IN ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

The information in this document has been prepared by Mizuho Securities Asia Limited ("Mizuho Securities") and is being provided to you solely for your information. By receiving this document, you agree to keep this document strictly confidential. Without our prior written consent, this document may not be copied, retransmitted, further distributed to any other person or published, in whole or in part, in any manner.

This document does not constitute or form part of and should not be construed as, an offer to sell or issue or the solicitation of an offer to buy or acquire any securities of any company or any of its subsidiaries or affiliates in any jurisdiction or an inducement to enter into investment activity. In particular, this document and the information contained herein are not an offer of any securities for sale in the United States and are not for publication or distribution in the United States. The document is being given to you on the basis that you have confirmed your representation that you are not located or resident in the United States and, to the extent you purchase any securities described herein you will be doing so pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"). No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.

THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT IN CERTAIN TRANSACTIONS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

There will be no public offer of the securities in the United States or any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Recipients of this document should not use this document in place of their own independent investigation. Mizuho Securities does not in any way warrant, represent, or guarantee the financial, accounting, legal or tax results of the transaction described in the document nor does it hold itself out as a financial, legal, tax or accounting advisor to any party. In providing this document, neither Mizuho Securities nor any of its controlling persons, affiliates, associates, employees, agents, advisors or representatives undertake any obligation to provide you with access to any additional information or to update this document or any additional information or to correct any inaccuracies in any such information which may become apparent.









No part of this document, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. This document shall not be regarded as investment advice or recommendation to any securities. The information in this document has not been independently verified. This document contains (forward-looking statements involve known and known risks, uncertainties and other important factors beyond our control that could cause the actual results, performance or achievements of the relevant company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Neither Mizuho Securities, nor any of its controlling persons, affiliates, associates, employees, agents, advisors or representatives intends or has any duty or obligation to supplement, amend, update or revise any of the forward-looking statements or information contained in this document. This document contains data sourced from and the views of independent third parties. The replication of any views in this document should be not treated as an indication that Mizuho Securities agrees with or concurs with such views. No representation, warranty or undertaking, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or the opinions contained herein.

ANY INVESTMENT DECISION TO PURCHASE SECURITIES IN THE CONTEXT OF A PROPOSED OFFERING, IF ANY, SHOULD BE MADE ON THE BASIS OF THE FINAL TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR PUBLISHED IN RELATION TO SUCH AN OFFERING AND NOT ON THE BASIS OF THIS DOCUMENT WHICH DOES NOT CONSTITUTE OR FORM PART OF AN OFFER OR SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR ANY SECURITIES IN THE UNITED STATES OR ANYWHERE ELSE.

Mizuho Securities, its controlling persons, affiliates and associates (together as a group, "Mizuho") provide a diverse range of financial products and services to their customers and counterparties on a global basis. On occasion representatives from more than one Mizuho entity may interface with customers and counterparties with respect to these products and services. During this process you may deal with persons who are employed by more than one member of the Mizuho corporate family. It is Mizuho's policy that each such employee clearly identifies to current and prospective customers and counterparties the particular Mizuho entity he or she is representing and in which capacity such employee is representing, you are encouraged to clarify this matter with such employee.

Some of the assets and instruments described in this document may consist of obligations of entities sponsored or serviced by any Mizuho entity, obligations of companies for which any Mizuho entity has acted as underwriter, agent, placement agent, initial purchaser or dealer or for which any Mizuho entity has acted as lender or provided other commercial or investment banking services, or derivative instruments related to such obligations. Any Mizuho entity may act as investor, initial purchaser, underwriters, dealer and/or placement agent in, or undertake other transactions involving, instruments discussed in this document or may provide or have provided related derivative instruments or other related commercial or investment banking services with respect thereto, which may have an adverse impact on transactions contemplated in this document. You may not be informed of these other transactions. Any Mizuho entity, its employees or its clients may act as a counterparty to any order that you place, enter into transactions contrary to any recommendation contained herein or in any other recommendation you have received from any Mizuho entity, or have short or long positions or act as principal or agent in any securities mentioned herein, or enter into derivative transactions relating thereto or perform or seek financial or advisory services for the issuers of those securities or financial instruments.

Any non-public information provided to a Mizuho entity will be maintained in accordance with Mizuho's internal policies and will be shared with other Mizuho entities to the extent deemed necessary by such Mizuho entity to consummate the transaction or provide the product or service described in this document, unless such Mizuho entity otherwise agrees in writing. Additionally, Mizuho may use your confidential information to introduce and/or offer you or your affiliates new products and services. To the extent existing agreements do not otherwise permit such "cross selling", a Mizuho representative may seek your consent to share your confidential information with its affiliates if required by Japanese law.

None of Mizuho Securities or any of its controlling persons, affiliates, associates, employees, agents, advisors or representatives shall have any liability whatsoever (in contract, negligence or otherwise) for any loss howsoever arising from any use of this document or its contents or otherwise arising in connection with the document.

United Kingdom/European Economic Area: This document is distributed in the United Kingdom by Mizuho International plc, Mizuho House, 30 Old Bailey, London, EC4M 7AU. Mizuho International plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority and is a member of the London Stock Exchange. For the avoidance of doubt, Mizuho International plc does not intend to distribute this document to persons who are Retail Clients within the meaning of the Financial Conduct Authority's rules. This document may be distributed to clients of Mizuho International plc in other member states of the European Economic Area. Details of organizational and administrative controls for the prevention and avoidance of conflicts of interest can be found at: https://www.mizuho-emea.com/-/files/files/governance/mhi-conflicts-disclosure-2017 miffd-ii.ashx

Australia: This document is intended only for persons who are sophisticated or professional investors for the purposes of section 708 of the Corporation Act 2001 of Australia ("CA"), or "wholesale clients" for the purpose of section 761G of the CA. It is not intended for or should not be passed on, directly or indirectly, to other classes of persons/investors in Australia. Mizuho Securities (ABRN 603 425 912), which is licensed in its jurisdiction, is a registered foreign company in Australia and is exempt from the requirement to hold an Australian financial services license under the CA under the Australia Securities and Investments Commission Corporations (Repeal and Transitional) Instrument 2016/396.

China: This document is solely for the specific recipients who are qualified domestic institutional investors. The recipients of this document shall not further distribute such material, or disclose any information therein to any other person, including, but not limited to, any other non-PRC investors or any person in the PRC. This document is produced outside the PRC. PRC investors shall have the relevant qualifications to invest in such securities and shall be responsible for obtaining all relevant approvals, licenses, verifications and/or registrations from the relevant governmental authorities themselves.

© Mizuho Securities Asia Limited. All Rights Reserved 2019

## **NOMURA DISCLAIMER**

This document is confidential and for your private information only. You must obtain the consent of Nomura International plc ("NIplc") before distributing this document to any person uninvolved in the proposed transaction. This document is subject to the copyright of NIplc. This term sheet is for discussion purposes and contains indicative terms only. Neither of us will be legally bound until we agree to enter into a transaction subject to material terms, which shall be set out in agreed documentation. This termsheet does not constitute a prospectus and you should not subscribe for any securities referred to in this termsheet except on the basis of the information contained in the prospectus (or similar document), which is published in respect of such securities. Any information contained herein is based on sources we consider to be reliable, however we do not represent that it is accurate or complete. Niplc does not accept any liability whatsoever for any direct, indirect or consequential loss arising from any actions undertaken in reliance on the information or other content of this term sheet. If the transaction described includes leverage, embedded options forwards or futures, the exchange of currencies, or other structural elements, the value of the transaction, and your exposure, could change more quickly, more frequently or by a greater magnitude (or all three) relative to other derivative transactions or cash market instruments. Generally, all over-the-counter ("OTC") derivative transactions involve the risk of adverse or unanticipated market evelopments, risk of counterparty default, risk of illiquidity and other risks and may involve the risk of loss due to default or potential default by the issuer of obligations or securities. In certain transactions, counterparties may lose their entire stake or incur an unlimited loss. Directors, employees, affiliates of Nomura Holdings, Inc or its subsidiaries (collectively the "Nomura Group"), may from time to time perform investment banking or other services (i