

**MiFID II PRODUCT GOVERNANCE** – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, "**MiFID II**"). Any person offering, selling or recommending the Notes (a "**distributor**") should consider: (a) the target market for the Notes to be eligible counterparties and professional clients only, each as defined in MiFID II; and (b) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. 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 target market) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**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 (Chapter 289) 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 29 June 2021

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

**Issue of U.S.\$250,000,000 1.850 per cent. Notes due July 2026**  
**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 9 July 2020 and the supplements to the base prospectus dated 18 August 2020, 28 December 2020, 8 February 2021 and 25 May 2021 respectively which together constitute a Base Prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein 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 this Final Terms and the Base Prospectus. 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 Regulation" means Regulation (EU) 2017/1129.

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|----|---------------------|---|
| 1. | (a) Series Number:  | 714                                       |
|    | (b) Tranche Number: | 1   |
| 2. | Specified Currency: | United States dollars (" <b>U.S.\$</b> ") |

- |     |  |   |
|-----|--|---|
| 3.  | Aggregate Nominal Amount:                                  | U.S.\$250,000,000   |
|     | (a) Series:  | U.S.\$250,000,000   |
|     | (b) Tranche:   | U.S.\$250,000,000   |
| 4.  | Issue Price:   | 100 per cent. of the Aggregate Nominal Amount                           |
| 5.  | (a) Specified Denominations:                               | U.S.\$200,000 and integral multiples of U.S.\$200,000 in excess thereof |
|     | (b) Calculation Amount:                                    | U.S.\$200,000   |
| 6.  | (a) Issue Date:  | 8 July 2021   |
|     | (b) Interest Commencement Date:                            | Issue Date  |
| 7.  | Maturity Date:   | Interest Payment Date falling in or nearest to July 2026                |
| 8.  | Interest Basis:  | 1.850 per cent. Fixed Rate<br>(further particulars specified below)     |
| 9.  | Put/Call Options:  | Not Applicable  |
| 10. | (a) Status of the Notes:                                   | Senior  |
|     | (b) Date of Board approval for issuance of Notes obtained: | 25 November 2020  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------------------------------|--|
| 11. | Fixed Rate Note Provisions    | Applicable   |
|     | (a) Rate(s) of Interest:      | 1.850 per cent. per annum payable semi-annually in arrear  |
|     | (b) Interest Payment Date(s): | 8 January and 8 July in each year, commencing on 8 January 2022 and 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 New York, London and Taipei |
|     | (c) Fixed Coupon Amount(s):   | U.S.\$1,850 per Calculation Amount<br><br>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:  | 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
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 the Aggregate 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:	<p>Bearer Notes:</p> <p>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event</p> <p>Reg. S Compliance Category 2; TEFRA D</p>
23.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	London, New York and Taipei
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: Patrick E O'Connell  
*Duly authorised*

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

By: Asim I. Bashir  
*Duly authorised*

Asim I. Bashir, CFA  
Senior Director  
Global Funding & PI  
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 the Luxembourg Stock Exchange and listing on the Official List of the Luxembourg Stock Exchange with effect from 8 July 2021
- Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Taipei Exchange ("TPEX") in the Republic of China for the listing and trading of the Notes on the TPEX. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. The effective date of listing of the Notes on the TPEX is on or about 8 July 2021
- TPEX is not responsible for the content of this document and the Base Prospectus and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document, the Base Prospectus or any supplement or amendment thereto. Admission to listing and trading on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes
- (b) Estimate of total expenses related to admission to trading: EUR 3,600 in relation to the listing and trading of the Notes on the Luxembourg Stock Exchange

New Taiwan dollars ("NT\$") 70,000 in relation to the listing and trading of the Notes on the TPEX

### 2. RATINGS

The Notes are expected to be rated:

Moody's: A3

Moody's is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the 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 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

4. **YIELD (Fixed Rate Notes only)** 1.850 per cent. per annum

5. **OPERATIONAL INFORMATION**

- |     |   |                          |
|-----|---|--------------------------|
| (a) | ISIN:   | XS2358709595             |
| (b) | Common Code:  | 235870959                |
| (c) | Additional identification code:                             | Not Applicable           |
| (d) | 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**

- |     |  |   |
|-----|--|---|
| (a) | Method of distribution:                              | Syndicated  |
| (b) | If syndicated, names of Managers:                    | CTBC Bank Co., Ltd.<br>KGI Bank Co., Ltd.<br>KGI Securities Co. Ltd.<br>President Securities Corporation<br>SinoPac Securities Corporation<br>Standard Chartered Bank (Taiwan) Limited<br>Taishin International Bank Co., Ltd.<br>Yuanta Securities Co., Ltd. |
| (c) | Date of Subscription Agreement:                      | 29 June 2021  |
| (d) | Stabilisation Manager(s) (if any):                   | Not Applicable  |
| (e) | If non-syndicated, name of relevant Dealer:          | Not Applicable  |
| (f) | U.S. Selling Restrictions:                           | Reg. S Compliance Category 2; TEFRA D   |
| (g) | Prohibition of Sales to EEA and UK Retail Investors: | Applicable  |

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

- |     |                         |   |
|-----|-------------------------|---|
| (a) | Reasons for the offer:  | See " <i>Use of Proceeds</i> " in the Base Prospectus |
| (b) | Estimated net proceeds: | U.S.\$249,642,500                                     |