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10 May 2011

EMIRATES NBD PJSC ANNOUNCES EXCHANGE OFFER FOR CERTAIN OF ITS OUTSTANDING LOWER TIER 2 NOTES

Emirates NBD PJSC (**ENBD**) today announces its invitation to holders (subject to the offer restrictions referred to below) of its U.S.\$500,000,000 Subordinated Step-up Floating Rate Notes due 2016 (ISIN: XS0272489187), of which U.S.\$345,457,000 are currently outstanding, and its U.S.\$500,000,000 Subordinated Step-up Floating Rate Notes due 2016 (ISIN: XS0277196274), of which U.S.\$168,518,000 are currently outstanding, (together, the **Existing Notes**) to offer to exchange such Existing Notes for U.S.\$-Denominated Floating Rate Notes due 2018 (the **New Notes**) to be issued by ENBD (the **Exchange Offer**). The Exchange Offer is made on the terms and subject to the conditions set out in the Exchange Offer Memorandum dated 10 May 2011 (the **Exchange Offer Memorandum**), and is subject to the offer restrictions set out below and as more fully described in the Exchange Offer Memorandum.

Copies of the Exchange Offer Memorandum are (subject to distribution restrictions) available from the Dealer Managers and the Exchange Agent as set out below. Capitalised terms used in this announcement but not defined have the meanings given to them in the Exchange Offer Memorandum.

Rationale for the Exchange Offer

The purpose of the Exchange Offer is to retire a portion of the Existing Notes which represent surplus capital in order to improve the efficiency of the capital structure and optimise ENBD's liquidity profile by refinancing with senior unsecured funding.

Any decisions by ENBD as to whether it will exercise calls in the future in respect of any Existing Notes that are not exchanged pursuant to the Exchange Offer will be taken on an economic basis. Other factors which ENBD will have regard to include prevailing market conditions, and regulatory approval and capital requirements.

Details of the Exchange Offer

Existing Notes validly offered for exchange by a Noteholder and accepted by ENBD will be exchanged for New Notes on settlement of the Exchange Offer, which is expected to take place on 31 May 2011 (the **Settlement Date**). The amount of New Notes delivered for each U.S.\$1,000 in outstanding principal amount of the Existing Notes of each Series accepted for exchange will be determined based on an exchange ratio of 100 per cent.

ENBD will also pay on the Settlement Date an amount in cash (rounded to the nearest U.S.\$0.01) in respect of interest accrued and unpaid (if any) on those Existing Notes of each Series accepted for exchange.

The margin to be used in the determination of the New Notes Coupon will be determined based on feedback solicited by the Dealer Managers from the markets before 10.00 a.m. (London time) on 18 May 2011 (the **New Notes Margin Fixing Time**) and will be announced by ENBD as soon as reasonably practicable thereafter.

Description of the Existing Notes	Common code/ISIN	Outstanding Nominal Amount	Exchange Ratio
U.S.\$500,000,000 Subordinated Step-Up Floating Rate Notes due 2016	027248918/ XS0272489187	U.S.\$345,457,000	100.00 per cent.
U.S.\$500,000,000 Subordinated Step-Up Floating Rate Notes due 2016	027719627/ XS0277196274	U.S.\$168,518,000	100.00 per cent.

Description of the New Notes	Common code/ISIN	New Notes Coupon
U.S.\$-Denominated Floating Rate Notes due 2018	To be confirmed	3-month U.S.\$ LIBOR plus the New Notes Margin (which is to be determined and announced as described in the Exchange Offer Memorandum)

Exchange Instructions

In order to participate in, and be eligible to receive New Notes pursuant to, the Exchange Offer, Noteholders must validly offer their Existing Notes for exchange by the 10.00 a.m. (London time) on 26 May 2011 (the **Expiration Deadline**), by delivering, or arranging to have delivered on their behalf, via the relevant Clearing System a valid Exchange Instruction that is received by the Exchange Agent by the Expiration Deadline.

Noteholders who wish to participate in the Exchange Offer must validly offer for exchange a minimum of U.S.\$200,000 in nominal amount of Existing Notes of the relevant Series, in order to be eligible to receive, in accordance with the terms of the Exchange Offer, a nominal amount of New Notes of at least the minimum denomination of U.S.\$200,000. Exchange Instructions may thereafter be submitted in integral multiples of U.S.\$1,000.

Exchange Instructions will be irrevocable except in the limited circumstances described in the Exchange Offer Memorandum.

Indicative Exchange Offer Timetable

Events	Times and Dates
Commencement of the Exchange Offer	10 May 2011
Announcement of New Notes Margin	As soon as reasonably practicable after 10.00 a.m. on 18 May 2011
Expiration of Exchange Offer	10.00 a.m. on 26 May 2011
Announcement of Exchange Offer Results	As soon as reasonably practicable after 10.00 a.m. on 26 May 2011
Settlement Date	31 May 2011

The above times and dates are subject to the right of ENBD to extend, re-open, amend, waive any condition of or terminate the Exchange Offer at any time (subject to applicable law and as provided in the Exchange Offer Memorandum). Details of any such extension, re-opening, amendment, waiver or termination will be announced wherever applicable as provided in the Exchange Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes when such intermediary would require to receive instructions to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the

Exchange Offer in order to meet the deadlines specified above and in the Exchange Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Exchange Instructions will be earlier than the relevant deadlines specified above and in the Exchange Offer Memorandum.

Unless stated otherwise, announcements will be made by ENBD (i) by the issue of a press release to a Notifying News Service, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants, (iii) through RNS, CAP and CANDI (in the case of announcements relating to the Existing Series SDI Notes) and (iv) by publication of a notice on the Luxembourg Stock Exchange's website at www.bourse.lu (in the case of announcements relating to the Existing Series 23 Notes), and may also be found on the relevant Reuters International Insider Screen. Significant delays may be experienced in respect of notices delivered to the Clearing Systems and Noteholders are urged to contact the Exchange Agent for the relevant announcements during the course of the Exchange Offer.

Noteholders are advised to read carefully the Exchange Offer Memorandum for full details of and information on the procedures for participating in the Exchange Offer.

HSBC Bank plc and UBS Limited are acting as Joint Lead Dealer Managers, Emirates NBD Capital Limited is acting as Co-Dealer Manager (together with the Joint Lead Dealer Managers, the **Dealer Managers**) and Lucid Issuer Services Limited is acting as Exchange Agent.

Questions and requests for assistance in connection with the Exchange Offer may be directed to any Dealer Manager.

JOINT LEAD DEALER MANAGERS

HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom

UBS Limited
1 Finsbury Avenue
London EC2M 2PP
United Kingdom

Tel: + 44 207 991 1444
Attention: Liability Management Group
Email: liability.management@hsbcib.com

Tel: +44 207 567 0525
Attention: Liability Management Group
Email: OL-Liability-Management@ubs.com

CO-DEALER MANAGER

Emirates NBD Capital Limited
402 Gate - East Wing
Dubai International Finance Centre
P.O. Box 506710
Dubai
United Arab Emirates

Tel: +9714 303 2848
Attention: Hitesh Vithal Asarpota
Email: asarpotah@emiratesnbd.com

Questions and requests for assistance in connection with the delivery of Exchange Instructions may be directed to the Exchange Agent.

EXCHANGE AGENT

Lucid Issuer Services Limited

Leroy House
436 Essex Road
London N1 3QP
United Kingdom

Tel: +44 20 7704 0880

Attention: Lee Pellicci/David Shilson

Email: emirates@lucid-is.com

DISCLAIMER This announcement must be read in conjunction with the Exchange Offer Memorandum. This announcement and the Exchange Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Exchange Offer. If you are in any doubt as to the contents of this announcement or the Exchange Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to offer Existing Notes for exchange pursuant to the Exchange Offer. None of the Dealer Managers, the Exchange Agent or ENBD makes any recommendation as to whether Noteholders should offer Existing Notes for exchange pursuant to the Exchange Offer.

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Exchange Offer Memorandum constitutes an offer to sell or buy or a solicitation of an offer to sell or buy the Existing Notes and/or New Notes, as applicable, (and offers of Existing Notes for exchange in the Exchange Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Exchange Offer to be made by a licensed broker or dealer and any of the Dealer Managers or their respective affiliates is such a licensed broker or dealer in such jurisdictions, the Exchange Offer shall be deemed to be made by such Dealer Manager or affiliate (as the case may be) on behalf of ENBD in such jurisdictions.

The distribution of this announcement and the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Exchange Offer Memorandum comes are required by ENBD, the Dealer Managers and the Exchange Agent to inform themselves about, and to observe, any such restrictions.

United States

The Exchange Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States or to, or for the account or benefit of, any U.S. person (within the meaning of Regulation S under the Securities Act). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the Internet. Accordingly, copies of this announcement, the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded in or into the United States or to U.S. persons and Existing Notes cannot be offered for exchange in the Exchange Offer by any such use, means, instruments or facilities or from within the United States or by U.S.

persons. Any purported offer of Existing Notes for exchange resulting directly or indirectly from a violation of these restrictions will be invalid and offers of Existing Notes for exchange made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a nominee giving instructions from within the United States or any U.S. person will not be accepted.

Neither this announcement nor the Exchange Offer Memorandum is an offer of securities for sale in the United States or to U.S. persons. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The New Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons. The purpose of this announcement and the Exchange Offer Memorandum is limited to the Exchange Offer and neither this announcement nor the Exchange Offer Memorandum may be sent or given to a person in the United States or to a U.S. person.

Each holder of Existing Notes participating in the Exchange Offer will represent that it is not located in the United States and is not participating in the Exchange Offer from the United States and is not a U.S. person or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Exchange Offer from the United States and is not a U.S. person. For the purposes of this and the above two paragraphs, United States means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

United Kingdom

This announcement and the Exchange Offer Memorandum have been issued by ENBD, the London Branch of which is authorised and regulated by the Financial Services Authority (the **FSA**), and are being distributed only to existing holders of the Existing Notes. This announcement and the Exchange Offer Memorandum are only addressed to such Noteholders where they would (if they were clients of ENBD) be professional clients or eligible counterparties of ENBD within the meaning of the FSA rules. Neither this announcement nor the Exchange Offer Memorandum is addressed to or directed at any persons who would be retail clients within the meaning of the FSA rules and any such persons should not act or rely on it. Recipients of this announcement and the Exchange Offer Memorandum should note that ENBD is acting on its own account in relation to the Exchange Offer and will not be responsible to any other person for providing the protections which would be afforded to clients of ENBD or for providing advice in relation to the Exchange Offer.

France

The Exchange Offer is not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither this announcement, the Exchange Offer Memorandum nor any other document or material relating to the Exchange Offer has been or shall be distributed to the public in France and only: (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*); and/or (ii) qualified investors (*Investisseurs Qualifiés*) other than individuals, acting for their own account, as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 and D.411.3 of the French *Code Monétaire et Financier* are eligible to participate in the Exchange Offer. Neither this announcement nor the Exchange Offer Memorandum have been submitted for clearance to the *Autorité des Marchés Financiers*.

Italy

None of the Exchange Offer, this announcement, the Exchange Offer Memorandum or any other documents or materials relating to the Exchange Offer have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (**CONSOB**) pursuant to Italian laws and regulations. The Exchange Offer is being carried out in the Republic of Italy (**Italy**) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4, letter b) of CONSOB Regulation No. 11971 of 14 May 1999,

as amended. Holders or beneficial owners of the Existing Notes may offer to exchange their Existing Notes in the Exchange Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Switzerland

Noteholders may only be invited to offer to exchange their Existing Notes for New Notes pursuant to the Exchange Offer and the New Notes may only be offered for sale or otherwise in or into Switzerland in compliance with all applicable laws and regulations in force in Switzerland. To ensure compliance with the Swiss Code of Obligations and all other applicable laws and regulations of Switzerland, only this announcement, the Exchange Offer Memorandum, the Programme Base Prospectus and the financial statements and other documents deemed to be incorporated by reference in the Programme Base Prospectus (including the form of the Final Terms of the New Notes) may be used in the context of any invitation to Noteholders to offer to exchange their Existing Notes for New Notes pursuant to the Exchange Offer or any offer of the New Notes for sale or otherwise in or into Switzerland.

The United Arab Emirates

The Exchange Offer is not being made and will not be publicly promoted or advertised in the United Arab Emirates other than in compliance with laws applicable in the United Arab Emirates governing the issue, offering and sale of securities.

The information contained in this announcement and the Exchange Offer Memorandum does not constitute an offer of securities in the United Arab Emirates in accordance with Federal Law No. 8 of 1986 (as amended) (the **Commercial Companies Law**) or otherwise, and is not intended to be a public offer and neither the information contained in this announcement nor the Exchange Offer Memorandum is intended to lead to the conclusion of any contract of whatsoever nature within the territory of the United Arab Emirates.

Dubai International Financial Centre

The Exchange Offer is not being made and will not be made to any person in the Dubai International Financial Centre unless such offer is: (a) deemed to be an "Exempt Offer" in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (the **Rules**); and (b) made only to persons of a type specified in the Rules.

Kingdom of Saudi Arabia

The communication of this announcement, the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer is only being made in the Kingdom of Saudi Arabia, (i) to persons who have confirmed that they are "Sophisticated Investors" (as defined in Article 10 of the "Offer of Securities Regulations" as issued by the Board of the Capital Market Authority resolution number 2-11-2004 dated 4 October 2004 and amended by the Board of the Capital Market Authority resolution number 1-28-2008 dated 18 August 2008 (the **KSA Regulations**)), and (ii) neither this announcement, the Exchange Offer Memorandum nor the Exchange Offer shall therefore constitute a "public offer" pursuant to the KSA Regulations, but are subject to the restrictions on secondary market activity under Article 17 of the KSA Regulations. Accordingly any Saudi investor who has acquired Existing Notes pursuant to a limited offer may not offer or sell those Existing Notes to any person unless the offer or sale is made through an authorised person appropriately licensed by the Saudi Arabian Capital Market Authority and: (1) the Existing Notes are offered or sold to a Sophisticated Investor; (2) the price to be paid for the Existing Notes in any one transaction is equal to or exceeds SR1 million or an equivalent amount; or (3) the offer or sale is otherwise in compliance with Article 17 of the KSA Regulations.

Kingdom of Bahrain

Neither this announcement nor the Exchange Offer Memorandum constitutes an offer to the Public (as defined in Articles 142-146 of the Commercial Companies Law (decree Law No. 21/2001 of Bahrain)) in the Kingdom of Bahrain.

State of Qatar

The Existing Notes and the New Notes may not be offered or sold, directly or indirectly, in the State of Qatar, except: (a) in compliance with all applicable laws and regulations of the State of Qatar; and (b) through persons or corporate entities authorised and licensed to provide investment advice and/or engage in brokerage activity and/or trade in respect of foreign securities in the State of Qatar.