

## FINAL TERMS

**MIFID II 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **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 manufacturers' target market assessment; 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 manufacturers' target market assessment) and determining appropriate distribution channels.

1 November 2018

### MDC - GMTN B.V.

**Legal entity identifier (LEI): 213800L53ZH5KG593W13**

**Issue of U.S.\$800,000,000 4.500 per cent. Notes due 2028  
under the Global Medium Term Note Programme**

**Guaranteed by Mubadala Development Company PJSC**

### PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 12 October 2018 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor 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 at the registered office of the Issuer during normal business hours at Strawinskylaan 3127, 1077ZX Amsterdam, the Netherlands and copies may be obtained from the registered office of the Principal Paying Agent during normal business hours at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus and the Final Terms will also be published on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

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|----|-----|--|-----------------------------------|
| 1. | (a) | Issuer:  | MDC – GMTN B.V.                   |
|    | (b) | Guarantor:   | Mubadala Development Company PJSC |
| 2. | (a) | Series Number:   | 13                                |
|    | (b) | Tranche Number:  | 1                                 |
|    | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable                    |
| 3. |     | Specified Currency or Currencies:                                      | U.S. dollars (U.S.\$)             |

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|-----|--|--|
| 4.  | Aggregate Nominal Amount:  |  |
|     | (a) Series:  | U.S.\$800,000,000  |
|     | (b) Tranche:   | U.S.\$800,000,000  |
| 5.  | Issue Price:   | 99.586 per cent. of the Aggregate Nominal Amount   |
| 6.  | (a) Specified Denominations:   | U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof   |
|     | (b) Calculation Amount:  | U.S.\$1,000  |
| 7.  | (a) Issue Date:  | 7 November 2018  |
|     | (b) Interest Commencement Date:  | Issue Date   |
| 8.  | Maturity Date:   | 7 November 2028  |
| 9.  | Interest Basis:  | 4.500 per cent. Fixed Rate<br>(see paragraph 14 below)   |
| 10. | Redemption/Payment Basis:  | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis:  | Not Applicable   |
| 12. | Put/Call Options:  | Change of Control Put  |
| 13. | (a) Status of the Notes:   | Senior   |
|     | (b) Status of the Guarantee:   | Senior   |
|     | (c) Date of Board approval for issuance of Notes and Guarantee obtained: | 8 April 2009 and 21 April 2009, respectively   |

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

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|-----|-----------------------------|---|
| 14. | Fixed Rate Note Provisions: | Applicable  |
|     | (a) Rate of Interest:       | 4.500 per cent. per annum payable in arrear on each Interest Payment Date |
|     | (b) Interest Payment Dates: | 7 May and 7 November in each year up to and including the Maturity Date   |
|     | (c) Fixed Coupon Amount:    | U.S.\$22.50 per Calculation Amount  |
|     | (d) Broken Amount(s):       | Not Applicable  |
|     | (e) Day Count Fraction:     | 30/360  |

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|-----|--------------------------------|----------------|
| (f) | Determination Date(s):         | Not Applicable |
| 15. | Floating Rate Note Provisions: | Not Applicable |
| 16. | Zero Coupon Note Provisions:   | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|--|--|
| 17. | Notice period for Condition 8(b):  | Minimum Period: 30 days<br>Maximum Period: 60 days |
| 18. | Issuer Call:   | Not Applicable                                     |
| 19. | Investor Put:  | Not Applicable                                     |
| 20. | Change of Control Put:   | Applicable   |
|     | (a) Change of Control Redemption Amount:   | U.S.\$1,000 per Calculation Amount                 |
|     | (b) Notice Periods:  | Minimum Period: 30 days<br>Maximum Period: 60 days |
| 21. | Final Redemption Amount:   | U.S.\$1,000 per Calculation Amount                 |
| 22. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | U.S.\$1,000 per Calculation Amount                 |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 23. | Form of Notes:   | Registered Notes:<br><br>Regulation S Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg<br><br>Rule 144A Global Note registered in the name of a nominee for DTC |
| 24. | Additional Financial Centre(s):  | London   |
| 25. | Talons for future Coupons to be attached to Definitive Notes in bearer form: | No   |
| 26. | Redenomination applicable:   | Redenomination not applicable  |
| 27. | U.S. Selling Restrictions:   | Regulation S Category 2; Rule 144A and 3(c)(7) QPs/ Section 4(a)(2); TEFRA not applicable  |
| 28. | Prohibition of Sales to EEA Retail Investors:                                | Not Applicable   |

Signed on behalf of  
MDC - GMTN B.V.:

By:   
Duly authorised

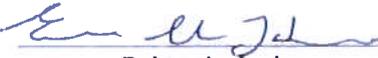
By: \_\_\_\_\_  
Duly authorised

Signed on behalf of  
Mubadala Development Company PJSC:

By:   
Duly authorised

Signed on behalf of  
MDC - GMTN B.V.:

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By:   
Duly authorised

By: \_\_\_\_\_  
Duly authorised

By:   
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and, to the Official List of the UK Listing Authority with effect from 7 November 2018
- (ii) Estimate of total expenses related to admission to trading: £4,560

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Moody's Singapore: Aa2 (Stable)  
S&P: AA (Stable)  
Fitch: AA (Stable)

Moody's Singapore is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings assigned by Moody's Singapore have been endorsed by Moody's in accordance with the CRA Regulation. Each of Moody's, S&P and Fitch is established in the European Union and is registered under the CRA Regulation.

### 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, the Guarantor and their affiliates in the ordinary course of business.

### 4. YIELD

Indication of yield: 4.552 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5. OPERATIONAL INFORMATION

- (i) ISIN Codes: Rule 144A: US55276VAG77  
Reg S: XS1904648570

(ii)	Common Codes:	Rule 144A:	190465209
		Reg S:	190464857
(iii)	CUSIP:	55276VAG7	
(iv)	CFI:	Not Available	
(v)	FISN:	Not Available	
(vi)	Delivery:	Delivery free of payment	
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable	