

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 (i) the target market for the Notes to be eligible counterparties and professional clients only, each as defined in MiFID II, and (ii) 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.

There are no manufacturers for the purposes of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"). Any distributor should consider (i) the target market for the Notes to be only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR, and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. However, a distributor subject to the FCA Handbook Product Intervention and Product Governance Rules 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.

FINAL TERMS

Final Terms dated 22 January 2024

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$700,000,000 Floating Rate Notes due 2029

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 Conditions set forth in the Base Prospectus dated 14 July 2023 and the first supplemental Base Prospectus dated 24 July 2023 and the second supplemental Base Prospectus dated 19 October 2023 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus is available for viewing at the market news section of the London Stock Exchange website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and during normal business hours at the registered offices of the Bank at FAB Building, Khalifa Business Park – Al Qurm District, P.O. Box 6316, Abu Dhabi, United Arab Emirates and the Fiscal Agent at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.

1. Issuer: First Abu Dhabi Bank PJSC

2.	(i)	Series Number:	146
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	U.S. dollars ("U.S.\$")
4.		Aggregate Nominal Amount:	
	(i)	Series:	U.S.\$700,000,000
	(ii)	Tranche:	U.S.\$700,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(ii)	Calculation Amount:	U.S.\$1,000
7.	(i)	Issue Date:	29 January 2024
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	29 January 2029
9.		Interest Basis:	SOFR + 1.20 per cent. Floating Rate
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 or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.	(i)	Status of the Notes:	Senior
	(ii)	Date Board approval for issuance of Notes obtained:	Not Applicable
	(iii)	Date of UAE Central Bank approval for issuance of Subordinated Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Applicable

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|--------|---|---|
| (i) | Specified Period: | As per the Conditions |
| (ii) | Specified Interest Payment Dates: | 29 January, 29 April, 29 July and 29 October in each year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| (iii) | First Interest Payment Date: | 29 April 2024 |
| (iv) | Business Day Convention: | Modified Following Business Day Convention |
| (v) | Additional Business Centre(s): | London, New York and Taipei |
| (vi) | Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination Referencing SOFR, SONIA or €STR |
| (vii) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent): | Not Applicable |
| (viii) | Screen Rate Determination not Referencing SOFR, SONIA or €STR: | Not Applicable |
| (ix) | Screen Rate Determination Referencing SOFR, SONIA or €STR: | Applicable |
| | • Reference Rate: | SOFR |
| | • Interest Determination Date(s): | The fifth U.S. Government Securities Business Day immediately preceding the Interest Payment Date for each Interest Period (or immediately preceding such earlier date, if any, on which the Notes are due and payable) |
| | • Calculation Method: | Compounded Daily |
| | • Observation Method: | Observation Shift |
| | • Observation Look-Back Period: | Five U.S. Government Securities Business Days |
| | • Effective Interest Payment Date: | Not Applicable |
| | • Rate Cut-off Date: | Not Applicable |
| | • Relevant Number: | Not Applicable |
| | • D: | 360 |
| | • Relevant Screen Page: | Not Applicable |

- Relevant Time: Not Applicable
 - Relevant Financial Centre: New York
- (x) Margin(s): +1.20 per cent. per annum
- (xi) Minimum Rate of Interest: Not Applicable
- (xii) Maximum Rate of Interest: Not Applicable
- (xiii) Day Count Fraction: Actual/360 with the Calculation Period being subject to adjustment in accordance with the Business Day Convention set out in (iv) above
- (xiv) Linear Interpolation: Not Applicable
- (xv) Benchmark Replacement fall back: Condition 8(f)(2) (*ARRC*) is applicable

16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Call Option** Not Applicable

18. **Put Option** Not Applicable

19. **Final Redemption Amount of each Note** 100 per cent. of their nominal amount

20. **Early Redemption Amount** Applicable

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Notes: Registered Notes:
Global Registered Note exchangeable for Individual Registered Notes in the limited circumstances specified in the Global Registered Note.

22. Additional Financial Centres: London, New York and Taipei

23. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

24. RMB Settlement Centre(s): Not Applicable

25. RMB Currency Event: Not Applicable

26. Relevant Currency for Condition 11(k)/12(d): Not Applicable
27. Relevant Spot Rate Screen Pages for Condition 11(k)/12(d):
- (i) Relevant Spot Rate Screen Page (Deliverable Basis): Not Applicable
 - (ii) Relevant Spot Rate Screen Page (Non-deliverable Basis): Not Applicable
28. Party responsible for calculating the Spot Rate for Condition 11(k)/12(d): Not Applicable
29. **THIRD PARTY INFORMATION**
- Not Applicable

Signed on behalf of **First Abu Dhabi Bank PJSC**:

By:
Duly Authorised

By:
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING

(i) Listing and admission to trading: Taipei Exchange ("TPEX") and London Stock Exchange plc ("LSE")

(ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the TPEX in the Republic of China ("ROC") 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 29 January 2024. The 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 the TPEX to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. The 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.

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the LSE with effect from 29 January 2024.

(iii) Estimate of total expenses related to admission to trading: New Taiwan Dollars 70,000 in relation to the listing and trading of the Notes on the TPEX.

£5,850 in relation to the listing and trading of the Notes on the LSE.

2. RATINGS

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

Moody's Cyprus: Aa3

Moody's Cyprus is established in the European Union and is registered under Regulation (EC) 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 Bank 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 Bank and its affiliates in the ordinary course of business for which they may receive fees.

4. **SUSTAINABLE NOTES AND REASONS FOR THE OFFER**

- (i) Sustainable Notes: No
- (ii) Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus

5. **ESTIMATED NET PROCEEDS**

U.S.\$699,300,000

5. **Fixed Rate Notes only – YIELD**

Indication of yield: Not Applicable

6. **U.S. SELLING RESTRICTIONS** Regulation S Compliance Category 2; TEFRA not applicable

7. **OPERATIONAL INFORMATION**

ISIN: XS2750475894

Common Code: 275047589

CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Structuring Agent: First Abu Dhabi Bank PJSC
First Abu Dhabi Bank PJSC, as an entity not licensed in the ROC, has not offered or sold, and will not subscribe for or sell or underwrite, any Notes

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Not Applicable

Banking S.A. and the relevant addresses
and identification number(s):

Delivery:

Delivery against payment

8. **DISTRIBUTION**

- | | | |
|-------|---|---|
| (i) | Method of distribution: | Syndicated |
| (ii) | (A) If syndicated, names of Managers: | Standard Chartered Bank (Taiwan) Limited, Cathay United Bank Co., Ltd., KGI Securities Co. Ltd., Mega International Commercial Bank Co., Ltd., President Securities Corporation, SinoPac Securities Corporation, Taishin International Bank Co., Ltd. and Yuanta Securities Co., Ltd. |
| | (B) Stabilisation Manager(s) (if any): | Not Applicable |
| (iii) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (iv) | Prohibition of Sales to United Kingdom Retail Investors | Not Applicable |
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |