

**THIRD SUPPLEMENT DATED 27 JANUARY 2021
TO THE BASE PROSPECTUS DATED 16 JULY 2020**



FIRST ABU DHABI BANK PJSC

(incorporated with limited liability in the Emirate of Abu Dhabi, the United Arab Emirates)

U.S.\$15,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 16 July 2020 as supplemented by the first base prospectus supplement dated 29 July 2020 and by the second base prospectus supplement dated 27 October 2020 (together, the "**Base Prospectus**") prepared by First Abu Dhabi Bank PJSC (the "**Issuer**", "**FAB**" or the "**Bank**") in connection with the Issuer's Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$15,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**"), as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**").

This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and, together with the Base Prospectus, comprises a base prospectus for the purposes of the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

The purpose of this Supplement is to: (a) incorporate by reference into the Base Prospectus the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2020 and the independent auditors' audit report thereon; and (b) update the no significant change and no material adverse change statements in relation to the Issuer.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of the Base Prospectus. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Supplement, the Base Prospectus and the documents incorporated by reference in either can be: (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>; (ii) obtained on written request and without charge from the registered office of the Issuer and from the specified office of the Paying Agent; and (iii) obtained from the website of the Issuer (www.bankfab.ae).

This Supplement and the Base Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any Notes by or on behalf of the Issuer or any Dealer in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. For a more complete description of certain restrictions on offers and sales of the Notes described in this Supplement and the Base Prospectus, see "*Subscription and Sale*" in the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe Notes may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published, in accordance with the Prospectus Regulation.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws and the Notes may not be offered, sold or delivered within the United States or to, or for the account or the benefit of, U.S. persons (as defined under Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available and the offer or sale is made in accordance with all applicable securities laws of any state of the United States and any other jurisdiction.

UPDATES TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus, shall be supplemented by the information set out as follows:

Publication of the Issuer's YE 2020 Financial Statements

On 26 January 2021, the Issuer published its audited consolidated financial statements as at and for the year ended 31 December 2020, together with the independent auditors' audit report thereon (the "**YE 2020 Financial Statements**").

A copy of the YE 2020 Financial Statements has been filed with the FCA and the YE 2020 Financial Statements are incorporated by reference in, and form part of, this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

A copy of the YE 2020 Financial Statements can be viewed on the website of the Issuer at https://www.bankfab.com/-/media/fabgroup/home/about-fab/investor-relations/pdfs/investor-relations/2020/2020q4fs_en.pdf?view=1.

For the avoidance of doubt, any documents incorporated by reference in the YE 2020 Financial Statements shall not form part of this Supplement or the Base Prospectus.

Any non-incorporated parts of the YE 2020 Financial Statements are either not relevant for an investor or are otherwise covered elsewhere in this Supplement or in the Base Prospectus.

No Significant Change or Material Adverse Change Statements

The sub-section headed "Significant/Material Change" on page 188 of the Base Prospectus shall be deemed to be replaced in its entirety with the following paragraphs:

"Since 31 December 2020: (i) there has been no material adverse change in the prospects of the Bank or the Bank and its Subsidiaries, and (ii) there has not been any significant change in the financial performance or financial position of the Bank or the Bank and its Subsidiaries, in the case of (i) only, except for the impact of the coronavirus outbreak referred to in "*Risk Factors – Factors that may affect the Bank's ability to fulfil its obligations in respect of the Notes issued under the Programme – Difficult macro-economic and financial market conditions have affected and could continue to materially adversely affect the Bank's business, results of operations, financial condition and prospects*"."