

**PROHIBITION OF SALES TO 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 United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

#### **AMENDED AND RESTATED FINAL TERMS**

Amended and Restated Final Terms dated 30 September 2024 which amend and restate the final terms dated 14 January 2021

**First Abu Dhabi Bank PJSC**

**Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90**

**Issue of U.S.\$300,000,000 Floating Rate Notes due January 2026**

**under the U.S.\$300,000,000,000**

**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 16 July 2020, the supplemental Base Prospectus dated 29 July 2020, the supplemental Base Prospectus dated 27 October 2020, the supplemental Base Prospectus dated 27 January 2021 and the supplemental Base Prospectus dated 30 April 2021 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 and its supplements in order to obtain all the relevant information.

The Base Prospectus and the supplemental Base Prospectuses are 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: 102  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: United States Dollars ("U.S.\$")
4. Aggregate Nominal Amount:  
(i) Series: U.S.\$300,000,000  
(ii) Tranche: U.S.\$300,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: U.S.\$200,000  
(ii) Calculation Amount: U.S.\$200,000
7. (i) Issue Date: 20 January 2021  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 20 January 2026
9. Interest Basis: 3 month U.S.\$ LIBOR + 0.90 per cent. per annum Floating Rate (in respect of each LIBOR Interest Period (as defined below)) (further particulars specified below)  
  
3 month Term Secured Overnight Financing Rate ("Term SOFR") + 0.90 per cent. per annum + 0.26161 per cent. per annum (in respect of each Term SOFR Interest Period (as defined below)) (further particulars specified 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 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. | <b>Fixed Rate Note Provisions</b>  | Not Applicable   |
| 15. | <b>Floating Rate Note Provisions</b>   | Applicable   |
|     | (i) Specified Period:  | Quarterly  |
|     | (ii) Specified Interest Payment Dates:                                       | Interest will be payable quarterly in arrear on 20 January, 20 April, 20 July and 20 October in each year, commencing on 20 April 2021, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below  |
|     | (iii) First Interest Payment Date:   | 20 April 2021, subject to adjustment in accordance with the Business Day Convention set out in (iv) below  |
|     | (iv) Business Day Convention:  | Modified Following Business Day Convention   |
|     | (v) Additional Business Centre(s):   | London and New York  |
|     | (vi) Manner in which the Rate(s) of Interest is/are to be determined:        | <p>In respect of each Interest Period up to (and including) the Interest Payment Date on 20 October 2024 (each such Interest Period a "<b>LIBOR Interest Period</b>"): Screen Rate Determination not Referencing SOFR, SONIA or €STR</p> <p>With effect from (and including) the Interest Period commencing on 21 October 2024 and each Interest Period thereafter (each such Interest Period a "<b>Term SOFR Interest Period</b>"): Screen Rate Determination not Referencing SOFR, SONIA or €STR</p> |
|     | (vii) Party responsible for calculating the Rate(s) of Interest and Interest | Not Applicable   |

Amount(s) (if not the Fiscal Agent:

- (viii) Screen Rate Determination Applicable  
not Referencing SOFR,  
SONIA or €STR:

*In respect of each LIBOR Interest Period:*

- Reference Rate: 3 month U.S.\$ LIBOR
- Interest Determination Date(s): Two London business days prior to the first day of any Interest Period
- Relevant Screen Page: Reuters Screen LIBOR01
- Relevant Time: 11:00 a.m. London time
- Relevant Financial Centre: London

*In respect of each Term SOFR Interest Period:*

- Reference Rate: 3 month Term SOFR
- Interest Determination Date(s): The date falling the second U.S. Government Securities Business Day prior to the start of each Interest Period
- Relevant Screen Page: Not Applicable
- Relevant Time: Not Applicable
- Relevant Financial Centre: Not Applicable

- (ix) Screen Rate Determination Not Applicable  
Referencing SOFR, SONIA  
or €STR:

- (x) Margin(s): In respect of each LIBOR Interest Period: +0.90 per cent. per annum

In respect of each Term SOFR Interest Period:  
+0.90 per cent. + 0.26161 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(g)(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.\$200,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 21. **Form of Notes:** Bearer Notes:  
  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on in the limited circumstances specified in the Permanent Global Note.
- 22. **Additional Financial Centre(s):** London and New York
- 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):** Not Applicable
- 28. **Party responsible for calculating the** Not Applicable

Spot Rate for Condition 11(k)/12(d):

29. **THIRD PARTY INFORMATION**

Not Applicable

30. **APPLICATION OF CONDITION 8(G)(2)(A)(I) RELATING TO THE NOTES**

The following benchmark replacement provisions (the "**Benchmark Replacement Provisions**") shall apply to the Notes when the applicable Reference Rate is "Term SOFR" (as specified in these Amended and Restated Final Terms):

- (1) the Calculation Agent will determine the Term SOFR as soon as practicable after the Reference Time on the relevant Interest Determination Date, but in no event later than 5.00 p.m. (New York City time) on such Interest Determination Date; and
- (2) Term SOFR, in respect of such Interest Period, shall be determined to be the greater of (i) zero; and (ii) the Term SOFR Reference Rate, as such rate is published by the Term SOFR Administrator; provided that, if, as of 5.00 p.m. (New York City time) on any Interest Determination Date, the Term SOFR Reference Rate has not been published by the Term SOFR Administrator, then Term SOFR shall be:

(A) the Term SOFR Reference Rate as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Reference Rate was published by the Term SOFR Administrator, so long as such first preceding U.S. Government Securities Business Day is not more than five Business Days prior to such Interest Determination Date; or

(B) if the Term SOFR Reference Rate cannot be determined in accordance with (A) above, the Term SOFR Reference Rate as determined on the immediately preceding Interest Determination Date,

and the Rate of Interest for such Interest Period shall be the sum of (x) the Margin and the rate determined in accordance with (A) above or (y) the Margin and the rate determined in accordance with (B) above, as the case may be.

If the Calculation Agent, for any reason, is unable to perform the calculations or obtain the Rate of Interest as outlined in paragraph 30(1) or paragraph 30(2) above, the Calculation Agent will inform the Bank as soon as practicable and, in such case, the Bank will appoint an alternative agent to determine the Rate of Interest or will provide the Rate of Interest themselves in accordance with the procedures set out above.

In these Benchmark Replacement Provisions, the following expressions have the following meanings:

"**New York Fed's Website**" means the website of the Federal Reserve Bank of New York currently at <http://www.newyorkfed.org>, or any successor website of the Federal Reserve Bank of New York;

"**Reference Time**" means, in respect of any Interest Determination Date, 6.00 a.m. (New York City time) on the day falling two U.S. Government Securities Business Days immediately preceding such Interest Determination Date;

"**Relevant Governmental Body**" means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto;

"**SOFR**" means, in respect of any Business Day, a reference rate equal to the daily Secured Overnight Financing Rate as provided by the Federal Reserve Bank of New York, as the administrator of such

rate (or any successor administrator of such rate) on the New York Fed's Website, in each case on or about 5.00 p.m. (New York City time) on the Business Day immediately following such Business Day;

**"Term SOFR"** means the rate determined in accordance with paragraph 30(2) above;

**"Term SOFR Administrator"** means CME Group Benchmark Administration Limited or such other entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or a successor administrator);

**"Term SOFR Reference Rate"** means the forward-looking term rate based on SOFR for a designated maturity of three months; and

**"U.S. Government Securities Business Day"** means any day except for a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

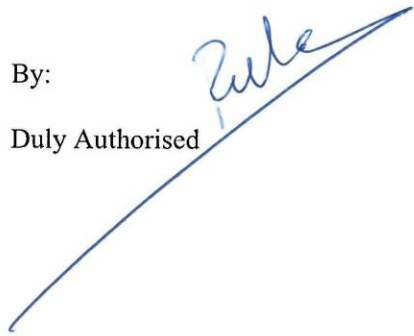
If the Rate of Interest cannot be determined because of the occurrence of a Benchmark Event, the Rate of Interest shall be calculated in accordance with the terms of Condition 8(g)(2) as though the first paragraph thereof read as follows:

"This Condition 8(g)(2) (*ARRC*) shall apply, in the case of Notes for which the Specified Currency specified in the relevant Final Terms is U.S. dollars and the Reference Rate specified in the relevant Final Terms is LIBOR, SOFR or Term SOFR, if in the relevant Final Terms "Condition 8(g)(2) (*ARRC*) is applicable" is specified for the Benchmark Replacement fall back".

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

By:

Duly Authorised



By:

Duly Authorised



**FAB**  
**Azzam Anani**  
SMD & Head of Global Markets Products  
A-1581 45825



## **PART B – OTHER INFORMATION**

### **1. LISTING**

- (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 with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 3,760

### **2. RATINGS**

Ratings: On the Issue Date, the Notes to be issued were expected to be rated Moody's: Aa3

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

Save for any fees payable to the Dealer, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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. REASONS FOR THE OFFER**

Reasons for the offer: General corporate purposes

### **5. ESTIMATED NET PROCEEDS**

U.S.\$300,000,000

### **6. Fixed Rate Notes only – YIELD**

Indication of yield: Not Applicable

### **7. U.S. SELLING RESTRICTIONS**

Regulation S Compliance Category 2;  
TEFRA D

### **8. OPERATIONAL INFORMATION**

ISIN: XS2289573482

Common Code: 228957348

CFI: DTVNFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: FADB PJSC/VAR MTN 20260120 SR UNSEC, as updated, as set out on 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

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant addressees and identification number(s): Not Applicable

Delivery: Delivery against payment

## 9. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
  - (A) If syndicated, names of Managers: Not Applicable
  - (B) Stabilisation Manager(s) (if any): Not Applicable
- (ii) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (iii) Prohibition of Sales to United Kingdom Retail Investors: Applicable
- (iv) If non-syndicated, name of relevant Dealer: Standard Chartered Bank
- (v) U.S. Selling Restrictions: Reg S. Compliance Category 2; TEFRA D