

**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 10 July 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.\$20,000,000 Floating Rate Notes due January 2026**

**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 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: 97  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: United States Dollars ("U.S.\$")
4. Aggregate Nominal Amount:  
(i) Series: U.S.\$20,000,000  
(ii) Tranche: U.S.\$20,000,000
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: 19 January 2021  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 19 January 2026
9. Interest Basis: 3 month U.S.\$ LIBOR + 0.85 per cent. per annum Floating Rate (in respect of each LIBOR Interest Period (as defined below)) (further particulars specified below)  
  
Secured Overnight Financing Rate ("SOFR") + 0.85 per cent. per annum +0.26161 per cent. per annum (in respect of each 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



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|-----|--|----------------|
| 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**

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|-----|---|---|
| 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 19 January, 19 April, 19 July and 19 October in each year, commencing on 19 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:  | Specified Interest Payment Date falling on or nearest to 19 April 2021  |
|     | (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 19 July 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 20 July 2024 and each Interest Period thereafter (each such Interest Period a "<b>SOFR Interest Period</b>"): Screen Rate Determination Referencing SOFR, SONIA or €STR</p> |
|     | (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: In respect of each LIBOR Interest Period: Applicable

- 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

(ix) Screen Rate Determination Referencing SOFR, SONIA or €STR: In respect of each SOFR Interest Period: Applicable

- Reference Rate: SOFR
- Interest Determination Date(s): The fifth 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: Not Applicable

(x)	Margin(s):	In respect of each LIBOR Interest Period: +0.85 per cent. per annum  In respect of each SOFR Interest Period: +0.85 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.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	<b>Call Option</b>	Not Applicable
18.	<b>Put Option</b>	Not Applicable
19.	<b>Final Redemption Amount of each Note</b>	100 per cent. of their nominal amount
20.	<b>Early Redemption Amount</b>	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

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|-----|--|----------------|
| 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 Spot Rate for Condition 11(k)/12(d): | Not Applicable |
| 29. | <b>THIRD PARTY INFORMATION</b>   |                |
|     | Not Applicable   |                |
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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: 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 445.

### **2. RATINGS**

Ratings: On the Issue Date, the Notes to be issued were expected to be rated S&P: AA-

### **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.\$20,000,000

### **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: XS2288097210

Common Code: 228809721

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: FIRST ABU DHABI/VAREMTN 20260100, 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: Citigroup Global Markets Limited
- (v) U.S. Selling Restrictions: Reg S. Compliance Category 2; TEFRA D