

MIFID II 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 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 "MiFID II distributor") should take into consideration the manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

UK MIFIR 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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

FINAL TERMS

Final Terms dated 26 February 2024

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WМК6RZS8H90

Issue of U.S.\$850,000,000 5.000 per cent. 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, the first supplemental Base Prospectus dated 24 July 2023, the second supplemental Base Prospectus dated 19 October 2023 and the third supplemental Base Prospectus dated 1 February 2024, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (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: 147
- (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.\$850,000,000
 - (ii) Tranche: U.S.\$850,000,000
5. Issue Price: 99.259 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter
- (ii) Calculation Amount: U.S.\$1,000
7. (i) Issue Date: 28 February 2024
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 28 February 2029
9. Interest Basis: 5.000 per cent. Fixed 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 UAE Central Bank approval for issuance of Subordinated Notes obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.000 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	28 February and 28 August in each year commencing on 28 August 2024, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
	(iii) First Interest Payment Date:	28 August 2024
	(iv) Fixed Coupon Amount:	U.S.\$25.000 per Calculation Amount
	(v) Broken Amount(s):	Not Applicable
	(vi) Day Count Fraction:	30/360
	(vii) Determination Dates:	Not Applicable
	(viii) Business Day Convention:	Following Business Day Convention
15.	Floating Rate Note Provisions	Not 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 Centre(s):	London and New York

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|-----|---|---|
| 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



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

By:

Duly Authorised



PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application has been made by the Bank (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market with effect from on or about 28 February 2024.
- (ii) Estimate of total expenses related to admission to trading: GBP6,050

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:
Fitch: AA-
Moody's: Aa3
S&P: AA-

Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.

Each of Moody's and S&P are established in the European Economic Area 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 Joint Lead 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 Joint Lead 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.\$843,650,000

6. YIELD

Indication of yield: 5.170 per cent. per annum

7. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

8. OPERATIONAL INFORMATION

ISIN:	XS2765576538
Common Code:	276557653
CFI:	DTFXFR
	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:	FIRST ABU DHABI/5EMTN 20290228
	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
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:	Syndicated
(A) If syndicated, names of Managers:	Citigroup Global Markets Limited, First Abu Dhabi Bank PJSC, HSBC Bank plc, Industrial and Commercial Bank of China Limited, Dubai (DIFC) Branch, Société Générale and Standard Chartered Bank
(B) Stabilisation Manager(s) (if any):	Standard Chartered Bank
(ii) Prohibition of Sales to EEA Retail Investors:	Not Applicable
(iii) Prohibition of Sales to United Kingdom Retail Investors:	Not Applicable
(iv) If non-syndicated, name of relevant Dealer:	Not Applicable