

PROHIBITION OF SALES TO EEA 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 European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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.

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 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 "**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.

FINAL TERMS

Final Terms dated 16 January 2024

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$ 20,000,000 4.7625 per cent. Fixed Rate Notes due 18 January 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 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 and its supplement in order to obtain all the relevant information.

The Base Prospectus and the supplemental Base Prospectus 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.

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| 1. | Issuer: | First Abu Dhabi Bank PJSC |
| 2. | (i) Series Number: | 145 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | United States Dollars ("USD") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | USD 20,000,000 |
| | (ii) Tranche: | USD 20,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |

6.	(i)	Specified Denominations:	USD 200,000
	(ii)	Calculation Amount:	USD 200,000
7.	(i)	Issue Date:	18 January 2024
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	18 January 2029
9.		Interest Basis:	4.7625 per cent. per annum 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 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	Applicable
	(i)	Rate of Interest:	4.7625 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Dates:	18 January in each year, commencing on the First Interest Payment Date up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
	(iii)	First Interest Payment Date:	18 January 2025, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
	(iv)	Fixed Coupon Amount:	USD 9,525.00 per Calculation Amount
	(v)	Broken Amount:	Not Applicable
	(vi)	Day Count Fraction:	30/360 with the Calculation Period being not

		subject to adjustment in accordance with any Business Day Convention
(vii)	Determination Dates:	Not Applicable
(viii)	Business Day Convention:	Modified Following Business Day Convention
(ix)	Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes:	Not Applicable
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	USD 200,000 per Calculation Amount
20.	Early Redemption Amount	Applicable
	Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default or other early redemption:	USD 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 in the limited circumstances specified in the Permanent Global Note.
22.	Additional Financial Centre(s):	New York and London
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. Other terms or special conditions: Not Applicable

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

By:

Duly Authorised

By:

Duly Authorised



PART B – OTHER INFORMATION

30. LISTING

- (i) Listing and admission to trading: Application is expected to be made by the Bank (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 625

31. RATINGS

Ratings: The Notes to be issued are not expected to be rated

32. 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 its 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.

33. SUSTAINABLE NOTES AND REASONS FOR THE OFFER

- (i) Sustainable Notes: No
- (ii) Reasons for the offer: General corporate purposes.

34. ESTIMATED NET PROCEEDS

U.S.\$ 20,000,000

35. Fixed Rate Notes only – YIELD

Indication of yield: 4.7625 per cent. Per annum

36. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA D

37. OPERATIONAL INFORMATION

ISIN: XS2749531955

Common Code: 274953195

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
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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
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Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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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
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Delivery:	Delivery against payment
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38. **DISTRIBUTION**

(i) Method of distribution:	Non-syndicated
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(A) If syndicated, names of Managers:	Not Applicable
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(B) Stabilisation Manager(s) (if any):	Not Applicable
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(ii) Prohibition of Sales to EEA Retail Investors:	Applicable
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(iii) Prohibition of Sales to United Kingdom Retail Investors:	Applicable
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(iv) If non-syndicated, name of relevant Dealer:	Crédit Agricole Corporate and Investment Bank
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