

MIFID II 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 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 manufacturers' target market assessment; however, a MiFID II 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 manufacturers' target market assessment) and determining appropriate distribution channels.

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, each as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ; 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 "**UK MiFIR distributor**") should take into consideration the manufacturers' target market assessment; however, a UK MiFIR distributor subject to the FCA Handbook Conduct of Business 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 12 February 2021

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WМК6RZS8H90

Issue of EUR 750,000,000 0.125 per cent. Notes due 16 February 2026

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

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 and the first supplemental Base Prospectus dated 29 July 2020, the second supplemental Base Prospectus dated 27 October 2020 and the third supplemental Base Prospectus dated 27 January 2021, 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: 105
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
 - (i) Series: EUR 750,000,000
 - (ii) Tranche: EUR 750,000,000
5. Issue Price: 99.915 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 thereafter
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 16 February 2021
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 16 February 2026
9. Interest Basis: 0.125 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 PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	16 February in each year commencing on 16 February 2022, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
	(iii) First Interest Payment Date:	16 February 2022
	(iv) Fixed Coupon Amount:	EUR 1.25 per Calculation Amount
	(v) Broken Amount(s):	Not Applicable
	(vi) Day Count Fraction:	Actual/Actual (ICMA)
	(vii) Determination Dates:	16 February in each year
	(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:	EUR 1,000 per Calculation Amount

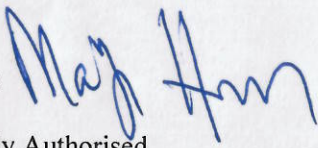
GENERAL PROVISIONS APPLICABLE TO THE NOTES


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

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

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 16 February 2021.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,150

2. RATINGS

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

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. ESTIMATED NET PROCEEDS

EUR 748,500,000

5. YIELD

Indication of yield: 0.142 per cent. per annum

6. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

7. OPERATIONAL INFORMATION

ISIN: XS2300313041

Common Code: 230031304

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

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

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

8. DISTRIBUTION

(i) Method of distribution: Syndicated

(A) If syndicated, names of Managers: Barclays Bank PLC, First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc, Société Générale and Standard Chartered Bank

(B) Stabilisation Manager(s) (if any): Standard Chartered Bank

(ii) Prohibition of Sales to EEA and United Kingdom Retail Investors: Not Applicable

(iii) If non-syndicated, name of relevant Dealer: Not Applicable