

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 (“COBS”), 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 FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) 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 23 April 2021

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of HKD 300,000,000 1.450 per cent. Fixed Rate Notes due April 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, 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 (the "**Prospectus Regulation**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the 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 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.

1. Issuer: First Abu Dhabi Bank PJSC
2. (i) Series Number: 109

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| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Hong Kong Dollars (" HKD ") |
| 4. | | Aggregate Nominal Amount: | |
| | (i) | Series: | HKD 300,000,000 |
| | (ii) | Tranche: | HKD 300,000,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | HKD 1,000,000 |
| | (ii) | Calculation Amount: | HKD 1,000,000 |
| 7. | (i) | Issue Date: | 27 April 2021 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 27 April 2026 |
| 9. | | Interest Basis: | 1.450 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 UAE Central Bank approval for issuance of Subordinated Notes obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 1.450 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Date(s): | 27 April 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: | 27 April 2022, subject to adjustments in accordance with the Modified Following Business Day Convention. |
| | (iv) Fixed Coupon Amount: | Not Applicable |
| | (v) Broken Amount(s): | Not Applicable |
| | (vi) Day Count Fraction: | Actual/365 (Fixed), with the Calculation Period being subject to adjustment in accordance with the Business Day Convention set out in (viii) below |
| | (vii) Determination Dates: | Not Applicable |
| | (viii) Business Day Convention: | Modified Following Business Day Convention |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Call Option | Not Applicable |
| 18. | Put Option | Not Applicable |
| 19. | Final Redemption Amount of each Note | HKD 1,000,000 per Calculation Amount |
| 20. | Early Redemption Amount | Not Applicable |


GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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. |
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| 22. | Additional Financial Centre(s): | Hong Kong, 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 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 is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 2,410

2. RATINGS

Ratings: The Notes to be issued are expected to be rated S&P: AA-

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

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.

4. REASON FOR THE OFFER

General corporate purposes.

5. Fixed Rate Notes only – YIELD

Indication of yield: 1.450 per cent. per annum

6. ESTIMATED NET PROCEEDS

HKD 300,000,000

7. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

8. OPERATIONAL INFORMATION

ISIN: XS2336490078

Common Code: 233649007

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

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 and United Kingdom Retail Investors: Not Applicable

(iii) If non-syndicated, name of relevant Dealer: HSBC Bank plc