

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY

TARGET MARKET – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Notes (a **MiFID II distributor**) should consider (i) the target market for the Notes to be 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 to be appropriate. 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 target market) 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 3 September 2021

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of GBP 250,000,000 1.125 per cent. Notes due 7 September 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 15 July 2021 and the first supplemental Base Prospectus dated 30 July 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:	120
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Pound sterling (" GBP ")
4.	Aggregate Nominal Amount:	
	(i) Series:	GBP 250,000,000
	(ii) Tranche:	GBP 250,000,000
5.	Issue Price:	99.340 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 thereafter
	(ii) Calculation Amount:	GBP 1,000
7.	(i) Issue Date:	7 September 2021
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	7 September 2026
9.	Interest Basis:	1.125 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

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	7 September in each year commencing on 7 September 2022, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
	(iii) First Interest Payment Date:	7 September 2022
	(iv) Fixed Coupon Amount:	GBP 11.25 per Calculation Amount
	(v) Broken Amount(s):	Not Applicable
	(vi) Day Count Fraction:	Actual/Actual (ICMA)
	(vii) Determination Dates:	7 September 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:	GBP 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	No

dates on which such Talons mature):

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

A handwritten signature in blue ink, appearing to read 'Fula', is written above a horizontal line.

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 7 September 2021.
- (ii) Estimate of total expenses related to admission to trading: GBP 4,840

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

GBP 248,350,000

5. YIELD

Indication of yield: 1.262 per cent. per annum

6. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

7. OPERATIONAL INFORMATION

ISIN: XS2384290727

Common Code: 238429072

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: First Abu Dhabi Bank PJSC, HSBC Bank plc, Standard Chartered Bank and The Toronto-Dominion 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