

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 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 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 5 April 2022

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WМК6RZS8H90

Issue of EUR 500,000,000 1.625 per cent. Notes due 2027

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, the second supplemental Base Prospectus dated 28 October 2021 and the third supplemental Base Prospectus dated 27 January 2022, 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: 132
- (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 500,000,000
 - (ii) Tranche: EUR 500,000,000
5. Issue Price: 99.691 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: 7 April 2022
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 7 April 2027
9. Interest Basis: 1.625 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

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 1.625 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Date(s): | 7 April in each year commencing on 7 April 2023, subject to adjustment in accordance with the Business Day Convention set out in (viii) below |
| | (iii) First Interest Payment Date: | 7 April 2023 |
| | (iv) Fixed Coupon Amount: | EUR 16.25 per Calculation Amount |
| | (v) Broken Amount(s): | Not Applicable |
| | (vi) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vii) Determination Dates: | 7 April 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

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

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| 21. | Form of Notes: | Registered Notes:

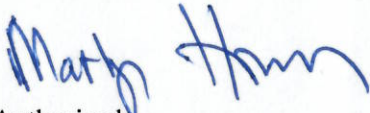
Global Registered Note exchangeable for Individual Registered Notes in the limited circumstances specified in the Global Registered |
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Note.

- | | | |
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| 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 7 April 2022.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,080

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. REASON FOR THE OFFER

The net proceeds of the issuance of the Notes will be used to fund or refinance, in whole or in part, eligible projects in eligible categories which are defined in the Bank's Sustainable Finance Framework.

The Bank has broadly defined the eligible categories in accordance with the Green Bond Principles promulgated by the International Capital Market Association. Eligible categories include:

- renewable energy;
- energy efficiency;
- green buildings;
- pollution prevention and control;
- sustainable management of living, natural resources and land use;
- terrestrial and aquatic biodiversity conservation;
- clean transportation;
- sustainable water management;
- climate change adaptation;
- affordable basic infrastructure;
- access to essential services;
- affordable housing;

- employment generation, including through the potential effect of SME financing; and
- socio-economic advancement and empowerment.

Up to 100 per cent. of the proceeds may be applied to refinance existing eligible projects within the eligible categories that are currently funded by the Bank. Proceeds used for refinancing eligible projects will be substituted in favour of funding new eligible projects within eligible categories as and when these become funded by the Bank.

The Bank expects that the proceeds will be allocated to eligible projects within the Middle East region. However, given the nature of the Bank's business and the international operations of the Bank's clients, the proceeds may be used globally without geographical restriction.

Where any portion of the proceeds has not been applied to finance eligible projects within eligible categories the proceeds may be invested according to local liquidity management guidelines pending investment in eligible projects.

5. ESTIMATED NET PROCEEDS

EUR 498,000,000

6. YIELD

Indication of yield: 1.690 per cent. per annum

7. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

8. OPERATIONAL INFORMATION

ISIN: XS2466186074

Common Code: 246618607

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/1EMTN 20270407
	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:	Barclays Bank PLC, Deutsche Bank AG, London Branch, First Abu Dhabi Bank PJSC 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