

PRICING SUPPLEMENT

No base prospectus is required to be produced in accordance with Regulation (EU) 2017/1129 (the **Prospectus Regulation**) for this issue of Notes described below and, accordingly, the Notes issued as described below are not required to, and do not comply with, the Prospectus Regulation. The Financial Conduct Authority has neither approved nor reviewed the information contained in this Pricing Supplement.

Pricing Supplement dated 13 April 2022

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

**Issue of CHF 200,000,000 1.0625 per cent. Notes due 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 (the **Conditions**) set forth in the Base Prospectus dated 15 July 2021 and the supplemental base prospectuses dated 30 July 2021, 28 October 2021 and 27 January 2022, respectively, which together constitute a base prospectus (the **Base Prospectus**). This document constitutes the pricing supplement relating to the issue of Notes described herein and must be read in conjunction with the Base Prospectus and the listing prospectus (including all documents set out or incorporated by reference therein) dated 13 April 2022 prepared for the listing of the Notes on the SIX Swiss Exchange (the **Swiss Prospectus**).

In order to get the full information on the Bank and the Notes described herein, this Pricing Supplement must be read in conjunction with the Base Prospectus and the Swiss Prospectus. 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.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Bank or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Copies of the Base Prospectus and the Swiss Prospectus may be obtained during normal business hours from UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland (telephone: +41 44 239 47 03 (voicemail), fax: +41 44 239 69 14, e-mail: swissprospectus@ubs.com).

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| 1. | Issuer: | First Abu Dhabi Bank PJSC |
| 2. | (i) Series Number: | 133 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |

3.	Specified Currency or Currencies:	Swiss Francs (CHF)
4.	Aggregate Nominal Amount:	
	(i) Series:	CHF 200,000,000
	(ii) Tranche:	CHF 200,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	CHF 5,000 and multiples thereof
	(ii) Calculation Amount:	CHF 5,000
7.	(i) Issue Date:	14 April 2022
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	14 April 2026
9.	Interest Basis:	1.0625 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:	1.0625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	14 April in each year from and including 14 April 2023 to and including the Maturity Date
	(iii) First Interest Payment Date:	14 April 2023
	(iv) Fixed Coupon Amount:	CHF 53.125 per Calculation Amount
	(v) Broken Amount(s):	Not Applicable

(vi)	Day Count Fraction:	30/360
(vii)	Determination Dates:	Not Applicable
(viii)	Business Day Convention:	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
17.	Call Option	Not Applicable
18.	Put Option	Not Applicable
19.	Final Redemption Amount of each Note	CHF 5,000 per Calculation Amount
20.	Early Redemption Amount	Applicable
	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption:	CHF 5,000 per Calculation Amount
21.	Form of Notes:	<p>Bearer Notes:</p> <p>The Notes will be in bearer form and will be represented by a permanent global Note (the Permanent Global Note) in the Aggregate Nominal Amount of CHF 200,000,000 and in the form annexed to the Supplemental Paying Agency Agreement (as defined below).</p> <p>The Permanent Global Note will be deposited with SIX SIS Ltd, the Swiss Securities Services Corporation in Olten, Switzerland (SIS) or, as the case may be, with any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange Ltd (SIX SIS Ltd or any such other intermediary, the Intermediary). Once the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (<i>Bucheffekten</i>) (Intermediated Securities) in accordance with the provisions of the Swiss Federal Intermediated Securities Act (<i>Bucheffektengesetz</i>).</p> <p>Each Holder (as defined below) shall have a quotal (pro rata) co-ownership interest</p>

(*Miteigentumsanteil*) in the Permanent Global Note to the extent of his claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred by the entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the **Holder**s) will be the persons holding the Notes in a securities account.

Neither the Issuer, nor the Holders nor any third party shall at any time have the right to effect or demand the conversion of the Permanent Global Note (*Globalurkunde*) into, or the delivery of, uncertificated securities (*Wertrechte*) or Definitive Notes (*Wertpapiere*).

No physical delivery of the Notes shall be made unless and until definitive Notes (*Wertpapiere*) shall have been printed. Notes may only be printed, in whole, but not in part, if the Swiss Principal Paying Agent (as defined below) determines, in its sole discretion, that the printing of the definitive Notes (*Wertpapiere*) is necessary or useful. Should the Swiss Principal Paying Agent so determine, it shall provide for the printing of definitive Notes (*Wertpapiere*) without cost to the Holders. If printed, the definitive Notes (*Wertpapiere*) shall be executed by affixing thereon the facsimile signature of two authorised offices of the Issuer. Upon delivery of the definitive Notes (*Wertpapiere*), the Permanent Global Note will immediately be cancelled by the Swiss Principal Paying Agent and the definitive Notes (*Wertpapiere*) shall be delivered to the Holders against cancellation of the Notes in the Holder's securities accounts.

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| 22. | Additional Financial Centre(s): | London, New York and Zurich |
| 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: **For the purposes of this Series of Notes only, the definition of "Relevant Date" in Condition 2 (*Interpretation*) shall be deleted and replaced with the following:**

"Relevant Date" means, in respect of any Notes, the date on which a payment first becomes due and payable, but if the full amount of the moneys payable has not been received by the Swiss Principal Paying Agent on or prior to such due date, it means the first date on which the full amount of such moneys has been so received."

For the purposes of this Series of Notes only, the following paragraphs shall be added to Condition 11 (*Payments – Bearer Notes*):

"Payments on the Notes will be made irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments.

The receipt by the Swiss Principal Paying Agent of the due and punctual payment of funds in Swiss Francs in Zurich, in the manner provided by the Conditions and this Pricing Supplement, shall release the Issuer from its obligations under the Notes for the payment of interest and principal due on the respective Interest Payment Date and Maturity Date to the extent of such payment.

Payment of principal and / or interest under the Notes shall be payable only at the specified office located in Switzerland of the Swiss Principal Paying Agent upon their surrender in freely transferable Swiss Francs without collection costs in Switzerland, without any restrictions and whatever the circumstances may be, irrespective of nationality, domicile or residence of the relevant Noteholder and without requiring any certification, affidavit or the fulfilment of any other formality."

For the purposes of this Series of Notes, Condition 13 (*Taxation*) shall be amended as follows:

The following shall be deemed inserted as new Condition 13(a)(iii):

"where any tax or similar amount is required to be withheld or deducted from a payment pursuant to laws enacted by Switzerland providing for the taxation in Switzerland according to principles similar to those laid down (y) in the European Council Directive 2003/48/EC, as amended, or (z) in the draft legislation initiated by the Swiss Federal Council on 24 August 2011 and re-initiated on 17 December 2014, including the principle to have a person other than the Issuer withhold or deduct tax, in particular, without limitation, any paying agent; or"

The following shall be deemed inserted as new Condition 13(a)(iv):

"where such withholding or deduction is imposed on a payment required to be made pursuant to (x) the Agreement between the Swiss Confederation and the United Kingdom of Great Britain and Northern Ireland on cooperation in the area of taxation, signed on 6 October 2011, as amended, or (y) the Agreement between the Swiss Confederation and the Republic of Austria on cooperation in the area of taxation and financial markets, signed on 12 April 2012, or (z) any similar agreements between Switzerland and other countries that provide for a final withholding tax on capital gains and certain income terms."

For the purposes of this Series of Notes only, the following shall be added to Condition 17 (*Agents*) after sub-paragraph (b)(i) as a new sub-paragraph:

"In respect of any Notes denominated in Swiss Francs, the Issuer shall at all times maintain a Paying Agent having a specified office in Switzerland and shall at no time maintain a Paying Agent having a specified office outside Switzerland;"

For the purposes of this Series of Notes only, Condition 20 (*Notices*) shall be deleted and replaced with the following:

"So long as the Notes are listed on the SIX Swiss Exchange Ltd and so long as the rules of the SIX Swiss Exchange Ltd so require, all notices in respect of the Notes will be validly given through the Swiss Principal Paying Agent by means of electronic publication on the internet website of the SIX Swiss Exchange Ltd (<https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html#/>) or otherwise in accordance with the regulations of the SIX Swiss Exchange Ltd.

Any notice so given will be deemed to have been validly given on the date of such publication or, if published more than once, on the date of the first such publication."

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

By: 
Duly Authorised

By: 
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: SIX Swiss Exchange Ltd
- (ii) Admission to trading: The Notes are expected to be provisionally admitted to trading on the SIX Swiss Exchange as of 13 April 2022. Application for listing on the SIX Swiss Exchange will be made after the Issue Date. The last trading day is expected to be 10 April 2026.
- (iii) Estimate of total expenses related to admission to trading: CHF 9,000

2. RATINGS

- Ratings: The Notes to be issued have been 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 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 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. **YIELD**

Indication of yield: 1.0625 per cent. per annum

The yield has been calculated on the basis of the Issue Price and is no indication of future yield.

6. **DISTRIBUTION**

(i) Method of distribution: Syndicated

(A) If syndicated, names of Managers: UBS AG
First Abu Dhabi Bank PJSC

(B) Stabilisation Manager(s) (if any): Not Applicable

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

(iii) U.S. Selling Restrictions: Reg S. Compliance Category; TEFRA D in accordance with Swiss practice

(iv) Additional Selling Restrictions: Not Applicable

(v) Prohibition of Sales to EEA Retail Investors: Applicable

(vi) Prohibition of Sales to UK Retail Investors: Applicable

7. **OPERATIONAL INFORMATION**

ISIN: CH1181713616

Common Code: 246972575

CFI: Not Applicable

FISN: See, as updated, as set out on 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): For the purposes of this Series of Notes only and pursuant to Condition 17(b) (*Agents*) the Issuer has under a supplemental paying agency agreement dated 13 April 2022 (the **Supplemental Paying Agency Agreement**) appointed Credit Suisse AG as the principal paying agent in Switzerland in respect of the Notes (the **Swiss Principal Paying Agent**) with its registered office at the following address:

UBS AG
P.O. Box
8098 Zurich
Switzerland

In respect of any Notes denominated in Swiss Francs, the Issuer will at all times maintain a Paying Agent having a specified office in Switzerland and will at no time maintain a Paying Agent having a specified office outside Switzerland.

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream, Banking S.A. and the relevant addresses and identification number(s): SIX SIS Ltd
Baslerstrasse 100
600 Olten
Switzerland

Swiss Security Number: 118 171 361

Delivery: Delivery against payment

8. **THIRD PARTY INFORMATION**

Not Applicable