

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

FINAL TERMS

Final Terms dated 30 August 2022

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$ 368,000,000 Floating Rate Notes due March 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 7 July 2022, and the supplemental Base prospectus dated 28 July 2022, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of 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: 138
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: United States Dollars (“U.S.\$”)
4. Aggregate Nominal Amount:
 - (i) Series: U.S.\$ 368,000,000
 - (ii) Tranche: U.S.\$ 368,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: U.S.\$ 200,000
- (ii) Calculation Amount: U.S.\$ 200,000
7. (i) Issue Date: 1 September 2022
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 1 March 2027
9. Interest Basis: SOFR + 1.25 per cent. Floating 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 of UAE Central Bank approval for issuance of Subordinated Notes obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Not Applicable
15. **Floating Rate Note Provisions** Applicable
- (i) Specified Period: Quarterly
- (ii) Specified Interest Payment Dates: 1 March, 1 June, 1 September and 1 December in each year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
- (iii) First Interest Payment Date: 1 December 2022
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Additional Business Centre(s): London & New York
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination Referencing SOFR or SONIA
- (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent): Not Applicable
- (viii) Screen Rate Determination not Referencing SOFR or SONIA: Not Applicable
- (ix) Screen Rate Determination Referencing SOFR or SONIA: Applicable
- Reference Rate: SOFR
 - Interest Determination Date(s): The fifth Business Day immediately preceding the Interest Payment Date for each Interest Period (or immediately preceding such earlier date, if any, on which the Notes are due and payable)
 - Calculation Method: Compounded Daily
 - Observation Method: Observation Shift
 - Observation Look-Back Period: 5 U.S. Government Securities Business Days
 - Effective Interest Payment Date: Not Applicable

- Rate Cut-off Date: Not Applicable
 - Relevant Number: Not Applicable
 - D: 360
 - Relevant Screen Page: Not Applicable
 - Relevant Time: Not Applicable
 - Relevant Financial Centre: New York
- (x) ISDA Determination: Not Applicable
- (xi) Margin(s): +1.25 per cent. per annum
- (xii) Minimum Rate of Interest: Not Applicable
- (xiii) Maximum Rate of Interest: Not Applicable
- (xiv) Day Count Fraction: Actual/360
with the Calculation Period being subject to adjustment in accordance with the Business Day Convention set out in (iv) above
- (xv) Linear Interpolation: Not Applicable
- (xvi) Benchmark Replacement fall back: Condition 8(g)(2) (ARRC) is 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: U.S.\$ 200,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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): | 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

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By:

Duly Authorised

A handwritten signature in blue ink, consisting of a large loop followed by several smaller loops and a final horizontal stroke.

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application is expected to be made by the Bank (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from the Issue Date.
- (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
Moody's: Aa3

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

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. ESTIMATED NET PROCEEDS

U.S.\$ 368,000,000

6. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA D

7. OPERATIONAL INFORMATION

ISIN: XS2527827534

Common Code: 252782753

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: Non-syndicated

(A) If syndicated, names of Managers: Not Applicable

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

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

(iii) Prohibition of Sales to United Kingdom Retail Investors: Applicable

(iv) If non-syndicated, name of relevant Dealer: Australia and New Zealand Banking Group Limited