

**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 11 October 2022

**First Abu Dhabi Bank PJSC**

**Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90**

**Issue of U.S.\$700,000,000 5.125 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 7 July 2022 and the first supplemental Base Prospectus dated 28 July 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:	140
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	U.S. dollars ("U.S.\$")
4.	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$700,000,000
	(ii) Tranche:	U.S.\$700,000,000
5.	Issue Price:	99.301 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter
	(ii) Calculation Amount:	U.S.\$1,000
7.	(i) Issue Date:	13 October 2022
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	13 October 2027
9.	Interest Basis:	5.125 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

## **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate of Interest:	5.125 per cent. per annum payable semi-annually in arrear
(ii)	Interest Payment Date(s):	13 April and 13 October in each year commencing on 13 April 2023, subject to adjustment in accordance with the Business Day Convention set out in (viii) below
(iii)	First Interest Payment Date:	13 April 2023
(iv)	Fixed Coupon Amount:	U.S.\$25.625 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
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:	U.S.\$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 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):                                                        | (i) Relevant Spot Rate Screen Page (Deliverable Basis): Not Applicable<br><br>(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. | <b>THIRD PARTY INFORMATION</b><br><br>Not Applicable                                                              |                                                                                                                                                           |

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

By:

Duly Authorised

  
  
Azam Anani  
SMD & Head of Global Markets Products  
A-1581/ 15825

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 13 October 2022.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,410

### **2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:  
Fitch: AA-  
Moody's: Aa3  
S&P: AA-

Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.

Each of Moody's and S&P are established in the European Economic Area and is registered under Regulation (EC) No. 1060/2009 (as amended).

### **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. SUSTAINABLE NOTES AND REASONS FOR THE OFFER**

- (i) Sustainable Notes: Yes
- (ii) Reasons 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;
- clean transportation;
- sustainable water and wastewater management;
- climate change adaptation;
- sustainable management of living natural resources;
- terrestrial and aquatic biodiversity conservation; and
- circular economy.

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**

U.S.\$695,000,000

**6. YIELD**

Indication of yield:

5.286 per cent. per annum

**7. U.S. SELLING RESTRICTIONS**

Regulation S Compliance Category 2; TEFRA not applicable

**8. OPERATIONAL INFORMATION**

ISIN:

XS2539374673

Common Code:

253937467

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/5.125EMTN 20271013
	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:	Citigroup Global Markets Limited, Deutsche Bank AG, London Branch, First Abu Dhabi Bank PJSC, Mizuho International plc 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