

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 Certificates has led to the conclusion that: (i) the target market for the Certificates 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 Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Certificates (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Certificates (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

APPLICABLE FINAL TERMS

Final Terms dated 17 January 2020

FAB Sukuk Company Limited

Legal entity identifier (LEI): 549300JEV79SSEDKS489

Issue of U.S.\$500,000,000 Trust Certificates due 2025

under the U.S.\$3,500,000,000

Trust Certificate Issuance 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 9 January 2020 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms relating to the issue of Certificates described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on the market news section of the London Stock Exchange website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

- | | | | |
|----|-------|-------------------------------------------------------------------------------|-----------------------------------------------|
| 1. | (i) | Trustee: | FAB Sukuk Company Limited |
| | (ii) | Bank: | First Abu Dhabi Bank PJSC |
| 2. | (i) | Series Number: | 3 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Certificates will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency: | U.S. dollars ("U.S.\$") |
| 4. | | Aggregate Face Amount: | |
| | (i) | Series: | U.S.\$500,000,000 |
| | (ii) | Tranche: | U.S.\$500,000,000 |
| 5. | (i) | Issue Price: | 99.879 per cent. of the Aggregate Face Amount |
| | (ii) | Tangible Asset Percentage: | 57 per cent. on the Issue Date |
| | (iii) | Murabaha Percentage: | 43 per cent. on the Issue Date |

6.	(i)	Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii)	Calculation Amount:	U.S.\$1,000
7.		Issue Date:	21 January 2020
8.	(i)	Return Accrual Commencement Date:	Issue Date
	(ii)	Scheduled Dissolution Date:	21 January 2025
9.		Periodic Distribution Amount Basis:	2.500 per cent. Fixed Periodic Distribution Amount
10.		Dissolution Basis:	Subject to any purchase and cancellation or early redemption, the Certificates will be redeemed at 100 per cent. of their Aggregate Face Amount
11.		Call Option:	Not Applicable
12.		Date Board approval for issuance of Certificates obtained:	15 January 2020 in the case of the Trustee 31 January 2017 and 4 December 2019 in the case of the Bank
13.		Status:	Senior

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

14.		Periodic Distribution Provisions	
	(i)	Profit Rate:	2.500 per cent. per annum payable semi-annually in arrear
	(ii)	Periodic Distribution Dates:	21 January and 21 July in each year, commencing on 21 July 2020, up to and including the Scheduled Dissolution Date
	(iii)	Fixed Amount:	U.S.\$12.500 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	30/360
	(vi)	Profit Rate Determination Date(s):	Not Applicable

PROVISIONS RELATING TO DISSOLUTION

15.		Optional Dissolution Right:	Not Applicable
16.		Certificateholder Put Option:	Not Applicable
17.		Dissolution Distribution Amount of each Certificate:	U.S.\$1,000 per Calculation Amount
18.		Early Dissolution Amount (Tax) of each Certificate (following early dissolution for tax reasons):	Dissolution Distribution Amount
		Notice period:	Minimum Notice Period: 30 days Maximum Notice Period: 60 days

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

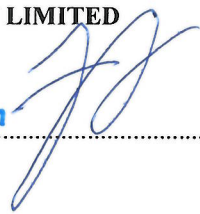
19. Form of Certificates: Registered Certificates
Global Certificate exchangeable for Certificates in definitive registered form in the limited circumstances specified in the Global Certificate
20. Additional Financial Centre(s) relating to payment: London
21. Details of Transaction Account: FAB Sukuk Company Limited Transaction Account No; 0012371359 for Series No.: 3

THIRD PARTY INFORMATION

Not Applicable.

Signed on behalf of
FAB SUKUK COMPANY LIMITED

By: **Norbert Neijzen**
Duly authorised



Signed on behalf of
FIRST ABU DHABI BANK PJSC


By:
Duly authorised

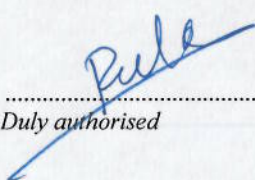
By:
Duly authorised

Signed on behalf of
FAB SUKUK COMPANY LIMITED

By:
Duly authorised

Signed on behalf of
FIRST ABU DHABI BANK PJSC

By: 
Duly authorised

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Trustee (or on its behalf) for the Certificates to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 21 January 2020.
- (ii) Estimate of total expenses related to admission to trading; £4,725

2. RATINGS

- Ratings: The Certificates to be issued are expected to be rated:
- Fitch: AA-
- Moody's: Aa3

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

Save for any fees payable to the Managers, so far as the Trustee and the Bank are aware, no person involved in the offer of the Certificates 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. RATE

- Indication of profit rate: 2.526 per cent. per annum
- The profit rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future profit or return.

5. USE OF PROCEEDS

- (i) Use of proceeds: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated amount of net proceeds: U.S.\$499,300,000

6. OPERATIONAL INFORMATION

- (i) ISIN: XS2106056067
- (ii) Common Code: 210605606
- (iii) 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
- (iv) 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
- (v) Names and addresses of additional Paying Agent(s) or Calculation Agent (if any): Not Applicable

(vi) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(vii) Delivery: Delivery against payment

7. **DISTRIBUTION**

(i) Method of distribution: Syndicated

(A) If syndicated, names of Managers: Dubai Islamic Bank PJSC, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC, Islamic Corporation for the Development of the Private Sector, KAMCO Investment Company K.S.C.P., KFH Capital Investment Company K.S.C.C., NCB Capital Company, Sharjah Islamic Bank P.J.S.C. and Standard Chartered Bank

(B) Stabilisation Manager(s) (if any): Standard Chartered Bank

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