

**SECOND SUPPLEMENT DATED 20 JUNE 2016
TO THE BASE PROSPECTUS DATED 18 APRIL 2016**



FIRST GULF BANK P.J.S.C.

(incorporated with limited liability in the Emirate of Abu Dhabi, the United Arab Emirates)

**U.S.\$5,000,000,000
Euro Medium Term Note Programme**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 18 April 2016, as supplemented by the first supplement to the base prospectus dated 28 April 2016 (the "**Base Prospectus**") prepared by First Gulf Bank P.J.S.C. ("**FGB**" and the "**Issuer**") and is prepared in connection with the Issuer's Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$5,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**U.K. Listing Authority**") in its capacity as the United Kingdom competent authority for the purposes of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU) (the "**Prospectus Directive**") and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

This Supplement constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended ("**FSMA**") and, together with the Base Prospectus, comprises a base prospectus for the purposes of the Prospectus Directive.

The purpose of this Supplement is to include a new "Recent Developments" section in the Base Prospectus.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of that document. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Supplement, the Base Prospectus and the documents incorporated by reference in either can be: (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/marketnews/market-news-home.html; (ii) obtained on written request and without charge from the registered office of the Issuer and from the specified office of the Fiscal Agent; and (iii) obtained from the website of the Issuer (www.fgb.ae).

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive and Section 87Q(4) of FSMA.

This Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer or any Dealers to subscribe for, or purchase, any Notes.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and, subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to U.S. persons (as defined in Regulation S under the Securities Act).

UPDATES TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented by the information set out as follows:

1. The following paragraphs shall be inserted on page 82 of the Base Prospectus after the section entitled "*Description of First Gulf Bank P.J.S.C. – History*":

"Recent Developments

Potential merger with National Bank of Abu Dhabi P.J.S.C.

On 19 June 2016, National Bank of Abu Dhabi P.J.S.C. ("**NBAD**") and the Issuer jointly announced that they have commenced discussions regarding the possibility of a merger of the two banks or a combination of the two businesses.

Each bank has formed a working group made up of senior executive management to review the commercial potential along with any legal and structural aspects of a merger or combination.

On completion of the review, the working groups will provide their recommendations to the respective board of directors of each bank.

At this time, there is no certainty that discussions between NBAD and the Issuer will result in a merger or combination."