SECOND SUPPLEMENT DATED 8 OCTOBER 2019 TO THE BASE PROSPECTUS DATED 16 JULY 2019

FIRST ABU DHABI BANK PJSC

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

U.S.$15,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 16 July 2019 as supplemented by the first supplement to the base prospectus dated 19 July 2019 (the "**Base Prospectus**") prepared by First Abu Dhabi Bank PJSC (the "**Issuer**", "**FAB**" or the "**Bank**") in connection with the Issuer's Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.$15,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms defined 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 Part VI of the Financial Services and Markets Act 2000, as amended (the "**FSMA**").

This Supplement constitutes a supplementary prospectus for the purposes of Section 87G of the FSMA (as that provision stood immediately prior to 21 July 2019) and, together with the Base Prospectus, comprises a base prospectus for the purposes of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU and includes any relevant implementing measure in a relevant Member State of the European Economic Area) (when used in this Supplement, the "**Prospectus Directive**").

The purpose of this Supplement is to (a) amend the disclosure relating to Benchmarks Regulation, (b) amend the Risk Factors, including inserting a new risk factor, (c) amend Condition 8 (*Floating Rate Note Provisions*), (d) amend the Form of Final Terms and (e) amend the Form of Pricing Supplement, in each case to reflect and provide for, as applicable, the use of Compounded Daily SONIA (as defined below) as an additional Reference Rate for Floating Rate Notes.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is 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 the Base Prospectus. 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 other significant new factor, 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.

Since 31 December 2018 there has been no material adverse change in the prospects of the Bank or the Bank and its Subsidiaries and, since 30 June 2019, there has not been any significant change in the financial or trading position of the Bank or the Bank and its Subsidiaries.

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 http://www.londonstockexchange.com/exchange/news/market-news/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 Paying Agent; and (iii) obtained from the website of the Issuer (www.bankfab.ae).

This Supplement and the Base Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any Notes by or on behalf of the Issuer or any Dealer in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. For a more complete description of certain restrictions on offers and sales of the Notes described in this Supplement and the Base Prospectus, see "*Subscription and Sale*" in the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe 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) – (6) (inclusive) of the FSMA (as that provision stood immediately prior to 21 July 2019).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws and the Notes may not be offered, sold or delivered within the United States or to, or for the account or the benefit of, U.S. persons (as defined under Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available and the offer or sale is made in accordance with all applicable securities laws of any state of the United States and any other jurisdiction.

Updates to the Base Prospectus

Benchmarks Regulation

The last paragraph on the cover page of the Base Prospectus shall be deleted and replaced with the following:

> "Amounts payable on Floating Rate Notes will be calculated by reference to one of EURIBOR, LIBID, LIBOR, LIMEAN, SHIBOR, HIBOR, SIBOR, EIBOR, SAIBOR, BBSW, JPY LIBOR, PRIBOR, CNH HIBOR, TRLIBOR or TRYLIBOR, TIBOR, GBP LIBOR, SONIA, BKBM, MIBOR or CHF LIBOR as specified in the relevant Final Terms or (in the case of Exempt Notes) the relevant Pricing Supplement, as the case may be. As at the date of this Base Prospectus, the administrators of LIBOR, EURIBOR, CHF LIBOR, GBP LIBOR, JPY LIBOR, PRIBOR and SAIBOR are included in the register of administrators of the European Securities and Markets Authority ("**ESMA**") under Article 36 of the Regulation (EU) No. 2016/1011 (the "**Benchmarks Regulation**"). As at the date of this Base Prospectus, the administrators of SHIBOR, HIBOR, SIBOR, EIBOR, BBSW, CNH HIBOR, TRLIBOR or TRYLIBOR, TIBOR, BKBM and MIBOR are not included in ESMA's register of administrators under the Benchmarks Regulation. As far as the Bank is aware, (a) SONIA does not fall within the scope of the Benchmarks Regulation; and (b) the transitional provisions in Article 51 of the Benchmarks Regulation apply, such that the Treasury Markets Association of Banks, the Association of Banks in Singapore, the UAE Central Bank, ASX Limited, the Banks Association of Turkey, the JBA TIBOR Administration, the New Zealand Financial Markets Association and the Financial Benchmarks India Private Ltd, are not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence)."

Risk Factors

In the section of the Base Prospectus entitled "*Risks related to the structure of a particular issue of Notes*", the risk factor set out below shall be included as an additional risk factor after the risk factor entitled "*The regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or referencing such "benchmarks"*" on page 29 of the Base Prospectus:

> "*The market continues to develop in relation to SONIA as a reference rate for Floating Rate Notes*"
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> Investors should be aware that the market continues to develop in relation to SONIA as a reference rate in the capital markets and its adoption as an alternative to LIBOR. In particular, market participants and relevant working groups are exploring alternative reference rates based on SONIA, including term SONIA reference rates (which seek to measure the market's forward expectation of an average SONIA rate over a designated term). The nascent development of Compounded Daily SONIA as an interest reference rate for the Eurobond markets, as well as continued development of SONIA-based rates for such market and the market infrastructure for adopting such rates, could result in reduced liquidity or increased volatility or could otherwise affect the market price of the Notes.
>
> Where the applicable Final Terms (or the applicable Pricing Supplement, in the case of Exempt Notes) for a series of Floating Rate Notes specifies that the interest rate for such Floating Rate Notes will be determined by reference to SONIA, interest will be determined on the basis of Compounded Daily SONIA (as defined in the Terms and Conditions of the Notes). Compounded Daily SONIA differs from LIBOR in a number of material respects, including (without limitation) that Compounded Daily SONIA is a backwards-looking, compounded, risk-free overnight rate, whereas LIBOR is expressed on the basis of a forward-looking term and includes a credit risk-element based on inter-bank lending. As such, investors should be aware that LIBOR and SONIA may behave materially differently as interest reference rates for Floating Rate Notes. The use of Compounded Daily SONIA as a reference rate for Eurobonds is nascent, and is subject to change and development, both in terms of the substance of the calculation and in the development and adoption of market infrastructure for the issuance and trading of debt securities referencing Compounded Daily SONIA.
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> Accordingly, the market or a significant part thereof may adopt an application of SONIA that differs significantly from that set out in the Terms and Conditions applicable to the Notes.

Furthermore, the Issuer may in the future issue Floating Rate Notes referencing SONIA that differ materially in terms of interest determination when compared with the Notes.

Furthermore, interest on Floating Rate Notes which reference Compounded Daily SONIA is only capable of being determined at the end of the relevant Observation Look-Back Period immediately prior to the relevant Interest Payment Date. It may be difficult for Noteholders to estimate reliably the amount of interest which will be payable on such Floating Rate Notes, and some investors may be unable or unwilling to trade such Floating Rate Notes without changes to their IT systems, both of which factors could adversely impact the liquidity of such Floating Rate Notes. Further, in contrast to Floating Rate Notes that reference GBP LIBOR, if Floating Rate Notes referencing Compounded Daily SONIA become due and payable as a result of any of the circumstances described in Condition 14 (*Events of Default*), or are otherwise redeemed early on a date which is not an Interest Payment Date, the final rate of interest payable in respect of such Floating Rate Notes shall only be determined by reference to a shortened period ending immediately prior to the date on which such Notes become due and payable.

In addition, the manner of adoption or application of SONIA reference rates in the capital markets may differ materially compared with the application and adoption of SONIA in other markets, such as the derivatives and loan markets. Noteholders should carefully consider how any mismatch between the adoption of SONIA reference rates across these markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Floating Rate Notes referencing Compounded Daily SONIA.

Investors should carefully consider these matters when making their investment decision with respect to any such Floating Rate Notes."

Terms and Conditions of the Notes

In the section of the Base Prospectus entitled "*Terms and Conditions of the Notes*", the heading of Condition 8(c) on page 64 of the Base Prospectus shall be deleted and replaced with the following:

(c) **Screen Rate Determination for Floating Rate Notes not Referencing Compounded Daily SONIA**

In the section of the Base Prospectus entitled "*Terms and Conditions of the Notes*", the following shall be inserted as a new Condition 8(c)(A) after Condition 8(c) on page 65 of the Base Prospectus:

(c)(A) **Screen Rate Determination for Floating Rate Notes Referencing Compounded Daily SONIA**

(i) Where "Screen Rate Determination" is specified the applicable Final Terms (or the applicable Pricing Supplement, in the case of Exempt Notes) in which the Rate of Interest is to be determined and the "Reference Rate" is specified in the applicable Final Terms as being "SONIA", the Rate of Interest for an Interest Accrual Period (as defined below) will, subject as provided below, be Compounded Daily SONIA with respect to such Interest Accrual Period plus or minus the Margin (if any) as specified in the applicable Final Terms (or the applicable Pricing Supplement, in the case of Exempt Notes).

"**Compounded Daily SONIA**" means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment (with the daily SONIA rate as reference rate for the calculation of interest) as calculated by the Calculation Agent on the relevant Interest Determination Date in accordance with the following formula (and the resulting percentage will be rounded if necessary to the nearest fourth decimal place, with 0.00005 being rounded upwards):

$$\left[\prod_{i=1}^{d_o}\left(1+\frac{SONIA_{i-pLBD}\times n_i}{365}\right)-1\right]\times\frac{365}{d}$$

Where:

"**d**" is the number of calendar days in the relevant Interest Accrual Period;

"**d_o**" is the number of London Banking Days in the relevant Interest Accrual Period;

"**i**" is a series of whole numbers from one to do, each representing the relevant London Banking Day in chronological order from, and including, the first London Banking Day in the relevant Interest Accrual Period

"**Interest Accrual Period**" means (a) any given Interest Period or (b) in the event the Notes become due and payable on a date other than an Interest Payment Date, the period beginning on and including the last Interest Payment Date and ending on but excluding the date on which the interest and principal on the Notes is due to be paid;

"**London Banking Day**" or "**LBD**" means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

"**n_i**", for any London Banking Day "i", means the number of calendar days from (and including) such London Banking Day "i" up to (but excluding) the following London Banking Day;

"**Observation Look-Back Period**" means, in respect of the relevant Interest Accrual Period, the period from (and including) the date falling "p" London Banking Days prior to the first day of the relevant Interest Accrual Period to (but excluding) the date falling "p" London Banking Days prior to the Interest Payment Date;

"**p**", for any Interest Accrual Period is the number of London Banking Days included in the Observation Look-Back Period, as specified in the applicable Final Terms (or the applicable Pricing Supplement, in the case of Exempt Notes);

"**SONIA Reference Rate**", in respect of any London Banking Day, is a reference rate equal to the daily Sterling Overnight Index Average ("**SONIA**") rate for such London Banking Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page (or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors) in each case on the London Banking Day immediately following such London Banking Day; and

"**$SONIA_{i-pLBD}$**" means, in respect of any London Banking Day "i" falling in the relevant Interest Accrual Period, the SONIA Reference Rate for the London Banking Day falling "p" London Banking Days prior to the relevant London Banking Day "i".

If, in respect of any London Banking Day in the relevant Observation Look-Back Period, the Calculation Agent determines that the SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA Reference Rate shall be:

(a) (i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at close of business on the relevant London Banking Day; plus (ii) the mean of the spread of the SONIA

Reference Rate to the Bank Rate over the previous five London Banking Days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate; or

(b) if the Bank Rate is not published by the Bank of England at close of business on the relevant London Banking Day, the SONIA Reference Rate published on the Relevant Screen Page (or otherwise published by the relevant authorised distributors) for the first preceding London Banking Day on which the SONIA Reference Rate was published on the Relevant Screen Page (or otherwise published by the relevant authorised distributors).

Notwithstanding the paragraphs above, if the Bank of England publishes guidance as to (i) how the SONIA Reference Rate is to be determined or (ii) any rate that is to replace the SONIA Reference Rate, the Calculation Agent shall, subject to receiving written instructions from the Issuer and to the extent that it is reasonably practicable, follow such guidance in order to determine the SONIA Reference Rate for the purpose of the Notes for so long as the SONIA Reference Rate is not available or has not been published by the authorised distributors. To the extent that any amendments or modifications to the Conditions or the Agency Agreement are required in order for the Calculation Agent to follow such guidance in order to determine the Interest Rate, the Calculation Agent shall have no obligation to act until such amendments or modifications have been made in accordance with the Conditions and the Agency Agreement.

If the Interest Rate cannot be determined in accordance with the foregoing provisions of this Condition 8(c)(A), the Interest Rate shall be (A) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin relating to the relevant Interest Accrual Period, in place of the Margin relating to that last preceding Interest Accrual Period) or (B) if there is no such preceding Interest Determination Date, the initial Interest Rate which would have been applicable to the Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin applicable to the first Interest Accrual Period).

If the Notes become due and payable in accordance with Condition 14 (*Events of Default*), the final Interest Determination Date shall, notwithstanding the definition specified above, be deemed to be the date on which the Notes became due and payable and the Interest Rate on the Notes shall, for so long as the Notes remain outstanding, be the rate determined on such date.

Form of Final Terms

In the section of the Base Prospectus entitled "*Form of Final Terms*", item 15(viii) (*Floating Rate Note Provisions – Screen Rate Determination*) of Part A on page 90 of the Base Prospectus shall be deleted and replaced with the following:

(viii) Screen Rate Determination:

•	Reference Rate:	[LIBOR]/[EURIBOR]/[LIBID]/[LIMEAN]/[SHIBOR] /[HIBOR]/[SIBOR]/[EIBOR]/[SAIBOR]/[BBSW]/ [JPY LIBOR]/[PRIBOR]/[CNH HIBOR]/[TRLIBOR or TRYLIBOR]/[TIBOR]/[GBP LIBOR] /[SONIA]/[CHF LIBOR]/[MIBOR]/[BKBM]
•	Interest Determination Date(s):	[●]
•	Relevant Screen Page	[●]
•	Relevant Time:	[●]
•	Relevant Financial Centre:	[●]
•	"*p*":	[[•] London Banking Days prior to the end of each Interest Accrual Period][Not Applicable]

(*N.B. minimum of 5 London Banking Days unless otherwise agreed with the Calculation Agent (or such other person specified in the applicable Final Terms (as the party responsible for calculating the Rate of Interest)*)

Form of Pricing Supplement

In the section of the Base Prospectus entitled "*Form of Pricing Supplement*", item 15(viii) (*Floating Rate Note Provisions – Screen Rate Determination*) of Part A on page 99 of the Base Prospectus shall be deleted and replaced with the following:

(viii)	Screen Rate Determination:		
	•	Reference Rate:	[LIBOR]/[EURIBOR]/[LIBID]/[LIMEAN]/[SHIBOR] /[HIBOR]/[SIBOR]/[EIBOR]/[SAIBOR]/[BBSW]/ [JPY LIBOR]/[PRIBOR]/[CNH HIBOR]/[TRLIBOR or TRYLIBOR]/[TIBOR]/[GBP LIBOR]/[SONIA]/ [CHF LIBOR]/[MIBOR] /[BKBM]/[specify other Reference Rate]]
	•	Interest Determination Date(s):	[●]
	•	Relevant Screen Page	[●]
	•	Relevant Time:	[●]
	•	Relevant Financial Centre:	[●]
	•	"*p*":	[[•] London Banking Days prior to the end of each Interest Accrual Period][Not Applicable] (*N.B. minimum of 5 London Banking Days unless otherwise agreed with the Calculation Agent (or such other person specified in the applicable Pricing Supplement (as the party responsible for calculating the Rate of Interest)*)