

**THIRD SUPPLEMENT DATED 25 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 base prospectus supplement dated 19 July 2019 and the second base prospectus supplement dated 8 October 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 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 incorporate by reference into the Base Prospectus the unaudited condensed consolidated financial statements of the Issuer as at and for the nine months ended 30 September 2019 and the independent auditors' report thereon.

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 September 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.

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

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:

Publication of the Issuer's Q3 2019 Financial Statements

On 24 October 2019, the Issuer published its unaudited condensed consolidated financial statements as at and for the nine months ended 30 September 2019, together with the independent auditors' report thereon (the "**Q3 2019 Financial Statements**").

A copy of the Q3 2019 Financial Statements has been filed with the U.K. Listing Authority and the Q3 2019 Financial Statements are incorporated by reference in, and form part of, this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

A copy of the Q3 2019 Financial Statements can be viewed on the website of the Issuer at: <https://www.bankfab.com/-/media/fabgroup/home/about-fab/investor-relations/pdfs/investor-relations/2019/fab-fs-q3-2019-en.pdf?view=1>.

For the avoidance of doubt, any documents incorporated by reference in the Q3 2019 Financial Statements shall not form part of this Supplement or the Base Prospectus.

Any non-incorporated parts of the Q3 2019 Financial Statements are either not relevant for an investor or are otherwise covered elsewhere in this Supplement or in the Base Prospectus.