

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") or in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

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 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 "**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 Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

AMENDED AND RESTATED FINAL TERMS DATED 28 JULY 2020

(amending and restating the Final Terms dated 9 July 2020)

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$ 30,000,000 Floating Rate Notes due July 2025

under the U.S.\$15,000,000,000

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 16 July 2019 (the "**Conditions**"), which are incorporated by reference into the base prospectus dated 16 July 2020 and together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, save in respect of the Conditions which are set forth in the base prospectus dated 16 July 2019.

Full information on the Bank and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. 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: 84
(ii) Tranche Number: 1
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: United States Dollars (“U.S.\$”)
4. Aggregate Nominal Amount:
(i) Series: U.S.\$ 30,000,000
(ii) Tranche: U.S.\$ 30,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: U.S.\$ 1,000,000
(ii) Calculation Amount: U.S.\$ 1,000,000
7. (i) Issue Date: 14 July 2020
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 14 July 2025
9. Interest Basis: 3 month U.S.\$ LIBOR + 1.30 per cent. per annum Floating 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: Not Applicable

approval for issuance of
Subordinated Notes obtained:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| | | |
|-----|---|---|
| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Floating Rate Note Provisions | Applicable |
| | (i) Specified Period: | Quarterly |
| | (ii) Specified Interest Payment Dates: | Interest will be payable quarterly in arrears on 14 April, 14 July, 14 October and 14 January in each year, commencing on the First Interest Payment Date up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below |
| | (iii) First Interest Payment Date: | 14 October 2020, subject to adjustment in accordance with the Modified Following Business Day Convention |
| | (iv) Business Day Convention: | Modified Following Business Day Convention |
| | (v) Additional Business Centre(s): | London and New York |
| | (vi) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |
| | (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent): | Not Applicable |
| | (viii) Screen Rate Determination: | |
| | • Reference Rate: | 3 month U.S.\$ LIBOR |
| | • Interest Determination Date(s): | Two London Business Days prior to the first day of any Interest Period |
| | • Relevant Screen Page: | Reuters Page LIBOR01 |
| | • Relevant Time: | 11:00 am London time |
| | • Relevant Financial Centre: | London |
| | (ix) ISDA Determination: | Not Applicable |
| | (x) Margin(s): | +1.30 per cent. per annum |
| | (xi) Minimum Rate of Interest: | Not Applicable |
| | (xii) Maximum Rate of Interest: | Not Applicable |

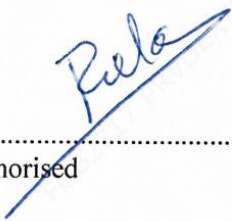
| | | |
|--|--|---------------------------------------|
| (xiii) | Day Count Fraction | Actual/360, Adjusted |
| (xiv) | Linear Interpolation: | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |
| PROVISIONS RELATING TO REDEMPTION | | |
| 17. | Call Option | Not Applicable |
| 18. | Put Option | Not Applicable |
| 19. | Final Redemption Amount of each Note | 100 per cent. of their nominal amount |
| 20. | Early Redemption Amount | Not Applicable |
| | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

| | | |
|-----|---|---|
| 21. | Form of Notes: | Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global 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): | Not Applicable |
| 28. | Party responsible for calculating the Spot Rate for Condition 11(k)/12(d): | Not Applicable |
| 29. | THIRD PARTY INFORMATION | |
| | Not Applicable | |

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

By: 
Duly Authorised

By: 
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 395

2. RATINGS

Ratings: The Notes to be issued will not be rated.

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

Save for any fees payable to the Dealer, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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. REASONS FOR THE OFFER

General corporate purposes.

5. Fixed Rate Notes only – YIELD

Indication of yield: Not Applicable

6. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA D

7. OPERATIONAL INFORMATION

ISIN: XS2202830381

Common Code: 220283038

CFI: Not Applicable

FISN: Not Applicable

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

8. **DISTRIBUTION**

(i) Method of distribution: Non-syndicated

(A) If syndicated, names of Managers: Not Applicable

(B) Stabilisation Manager(s) (if any): Not Applicable

(ii) Prohibition of Sales to EEA Retail Investors: Applicable

(iii) If non-syndicated, name of relevant Dealer: Mizuho International plc