

**PROHIBITION OF SALES TO EEA AND UNITED KINGDOM 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. 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 (EU) 2016/97 (the "**Insurance Distribution 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 Regulation. 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 United Kingdom 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 United Kingdom may be unlawful under the PRIIPs Regulation.

## **FINAL TERMS**

**Final Terms dated 14 January 2021**

**First Abu Dhabi Bank PJSC**

**Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90**

**Issue of U.S.\$ 20,000,000 Floating Rate Notes due January 2026**

**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 2020, the supplemental Base Prospectus dated 29 July 2020 and the supplemental Base Prospectus dated 27 October 2020 which 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 and its supplements in order to obtain all the relevant information.

The Base Prospectus and the supplemental Base Prospectus are 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:   | 97                        |
|    | (ii) Tranche Number: | 1                         |

|     |                                                                                   |                                                                                                                                                         |
|-----|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | (iii) Date on which the Notes become fungible:                                    | Not Applicable                                                                                                                                          |
| 3.  | Specified Currency or Currencies:                                                 | U.S. dollar ("U.S.\$")                                                                                                                                  |
| 4.  | Aggregate Nominal Amount:                                                         |                                                                                                                                                         |
|     | (i) Series:                                                                       | U.S.\$20,000,000                                                                                                                                        |
|     | (ii) Tranche:                                                                     | U.S.\$20,000,000                                                                                                                                        |
| 5.  | Issue Price:                                                                      | 100 per cent. of the Aggregate Nominal Amount                                                                                                           |
| 6.  | (i) Specified Denominations:                                                      | U.S.\$200,000                                                                                                                                           |
|     | (ii) Calculation Amount:                                                          | U.S.\$200,000                                                                                                                                           |
| 7.  | (i) Issue Date:                                                                   | 19 January 2021                                                                                                                                         |
|     | (ii) Interest Commencement Date:                                                  | Issue Date                                                                                                                                              |
| 8.  | Maturity Date:                                                                    | 19 January 2026                                                                                                                                         |
| 9.  | Interest Basis:                                                                   | 3 month U.S.\$ LIBOR + 0.85 per cent. 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 approval for issuance of Subordinated Notes obtained: | Not Applicable                                                                                                                                          |

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

|        |                                                                                                             |                                                                                                                                                                                                             |
|--------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 14.    | <b>Fixed Rate Note Provisions</b>                                                                           | Not Applicable                                                                                                                                                                                              |
| 15.    | <b>Floating Rate Note Provisions</b>                                                                        | Applicable                                                                                                                                                                                                  |
| (i)    | Specified Period:                                                                                           | Quarterly                                                                                                                                                                                                   |
| (ii)   | Specified Interest Payment Dates:                                                                           | 19 January, 19 April, 19 July and 19 October commencing on 19 April 2021, 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:                                                                                | Specified Interest Payment Date falling on or nearest to 19 April 2021                                                                                                                                      |
| (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 not Referencing SOFR or SONIA:                                                    | Applicable                                                                                                                                                                                                  |
|        | • 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 Screen LIBOR01                                                                                                                                                                                      |
|        | • Relevant Time:                                                                                            | 11:00 a.m. London time                                                                                                                                                                                      |
|        | • Relevant Financial Centre:                                                                                | London                                                                                                                                                                                                      |
| (ix)   | Screen Rate Determination Referencing SOFR or SONIA:                                                        | Not Applicable                                                                                                                                                                                              |
| (x)    | ISDA Determination:                                                                                         | Not Applicable                                                                                                                                                                                              |
| (xi)   | Margin(s):                                                                                                  | +0.85 per cent. per annum                                                                                                                                                                                   |
| (xii)  | Minimum Rate of Interest:                                                                                   | Not Applicable                                                                                                                                                                                              |
| (xiii) | Maximum Rate of Interest:                                                                                   | Not Applicable                                                                                                                                                                                              |

|        |                                                                                                                                                                                                                            |                                                                                                                                     |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| (xiv)  | Day Count Fraction:                                                                                                                                                                                                        | Actual/360 with the Calculation period being subject to adjustment in accordance with the Business Convention set out in (iv) above |
| (xv)   | Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes which are Exempt Notes, if different from those set out in the Conditions: | Not Applicable                                                                                                                      |
| (xvi)  | Linear Interpolation:                                                                                                                                                                                                      | Not Applicable                                                                                                                      |
| (xvii) | Benchmark Replacement fallback:                                                                                                                                                                                            | Condition 8(g)(2) (ARRC) is applicable                                                                                              |

|     |                                    |                |
|-----|------------------------------------|----------------|
| 16. | <b>Zero Coupon Note Provisions</b> | Not Applicable |
|-----|------------------------------------|----------------|

#### **PROVISIONS RELATING TO REDEMPTION**

|     |                                                                                                            |                                       |
|-----|------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 17. | <b>Call Option</b>                                                                                         | Not Applicable                        |
| 18. | <b>Put Option</b>                                                                                          | Not Applicable                        |
| 19. | <b>Final Redemption Amount of each Note</b>                                                                | 100 per cent. of their nominal amount |
| 20. | <b>Early Redemption Amount</b>                                                                             | Applicable                            |
|     | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: | U.S.\$200,000 per Calculation Amount  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |                                                                                                                   |                                                                                                                                                                                                     |
|-----|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 21. | Form of Notes:                                                                                                    | Bearer Notes:<br><br>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):                                                                                   | New York and London                                                                                                                                                                                 |
| 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 445

### **2. RATINGS**

Ratings: The Notes to be issued are expected to be rated S&P: AA-

### **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. REASON FOR THE OFFER**

General corporate purposes.

### **5. ESTIMATED NET PROCEEDS**

U.S.\$ 20,000,000

### **6. U.S. SELLING RESTRICTIONS**

Regulation S Compliance Category 2; TEFRA applicable

### **7. OPERATIONAL INFORMATION**

ISIN: XS2288097210

Common Code: 228809721

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

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

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 and United Kingdom Retail Investors: Applicable

(iii) If non-syndicated, name of relevant Dealer: Citigroup Global Markets Limited