

**THIRD SUPPLEMENT DATED 23 JULY 2025 TO THE BASE PROSPECTUS DATED  
20 DECEMBER 2024**



**FAB SUKUK COMPANY LIMITED**

*(incorporated in the Cayman Islands as an exempted company with limited liability)*

**U.S.\$5,000,000,000**

**Trust Certificate Issuance Programme**

This supplement (this "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 20 December 2024, as supplemented by the first supplement dated 6 February 2025 and the second supplement dated 30 April 2025 (together, the "**Base Prospectus**") prepared by FAB Sukuk Company Limited (in its capacity as issuer and as trustee, the "**Trustee**") and First Abu Dhabi Bank PJSC (the "**Bank**") in connection with the Trustee's trust certificate issuance programme (the "**Programme**") for the issuance of up to U.S.\$5,000,000,000 in an aggregate face amount of trust certificates (the "**Certificates**").

Application has been made to the Financial Conduct Authority (the "**FCA**") under Part VI of the Financial Services and Markets Act 2000 for Certificates issued under the Programme (other than Exempt Certificates) during the period of 12 months from the date of the Base Prospectus to be admitted to the Official List of the FCA and the London Stock Exchange plc (the "**London Stock Exchange**") for such Certificates to be admitted to trading on the London Stock Exchange's main market.

This Supplement has been approved by the FCA as competent authority under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval by the FCA should not be considered as an endorsement of the Trustee or the Bank or of the quality of the Certificates that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Certificates.

This Supplement constitutes a supplement for the purposes of the UK Prospectus Regulation. Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The Trustee and the Bank accept responsibility for the information contained in this Supplement and declare that the information contained in this Supplement is, to the best of the knowledge of each of the Trustee and the Bank, in accordance with the facts and does not omit anything likely to affect the import of such information.

The Arrangers, the Dealers, the Agents and the Delegate have not independently verified the information contained herein. Accordingly, none of the Arrangers, the Dealers, the Delegate, the Agents or any of their respective directors, affiliates, advisors or agents make any representation or warranty or accept any liability in relation to the information contained or incorporated by reference in this Supplement or any other information provided by the Trustee or the Bank in connection with the

Programme, nor is any responsibility or liability accepted by them as to the accuracy or completeness of the information contained in this Supplement or any responsibility for any acts or omissions of the Trustee, the Bank or any other person (other than the relevant Dealer) in connection with this Supplement, the Base Prospectus or the issue and offering of Certificates under the Programme.

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 information included in the Base Prospectus has arisen or been noted since the 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 <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 Bank and from the specified office of the Paying Agent; and (iii) obtained from the website of the Bank ([www.bankfab.com](http://www.bankfab.com)).

For a description of certain restrictions on offers and sales of the Certificates described in this Supplement and the Base Prospectus, see the section headed "*Subscription and Sale*" in the Base Prospectus.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

1. The section entitled "*Documents Incorporated by Reference*" on page 1 of the Base Prospectus shall be amended as follows:

- (a) the following paragraph shall be inserted as a new paragraph "(a)":

"the unaudited condensed consolidated interim financial statements of the Group as at and for the six months ended 30 June 2025 and its review report (<https://www.bankfab.com/-/media/fab-uds/about-fab/investor-relations/reports-and-presentations/quarterly-and-annual-reports/2025/q2/fab-fs-q2-2025-english.pdf?view=1>);"; and

- (b) the remaining paragraph numbers shall be deemed to be amended accordingly.

2. The first paragraph in the section entitled "*Significant/Material Change*" on page 206 of the Base Prospectus shall be deleted in its entirety and replaced with the following paragraph:

"(i) Since 31 December 2024, there has been no material adverse change in the prospects of the Bank or the Bank and its subsidiaries, and (ii) since 30 June 2025, there has not been any significant change in the financial performance or financial position of the Bank or the Bank and its Subsidiaries."