

## IMPORTANT NOTICE

*In accessing the attached base prospectus supplement (the "Supplement") you agree to be bound by the following terms and conditions.*

The information contained in the Supplement may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Base Prospectus (as defined in the Supplement) and is not intended for use, and should not be relied upon, by any person outside those countries. **Prior to relying on the information contained in the Supplement, you must ascertain from the Base Prospectus whether or not you are an intended addressee of, and eligible to view, the information contained therein.**

The Supplement and the Base Prospectus do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

The Certificates described in the Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). Subject to certain exceptions, the securities may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

For a more complete description of restrictions on offers and sales of the securities described in the Supplement and the Base Prospectus, see page ii, pages viii to x and the section entitled "*Subscription and Sale*" in the Base Prospectus.

This Supplement may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offers of Securities and Continuing Obligations, and any amendments thereto, issued by the Capital Market Authority of the Kingdom of Saudi Arabia (the "**Capital Market Authority**"). The Capital Market Authority does not make any representations as to the accuracy or completeness of this Supplement, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Supplement. Prospective purchasers of Certificates issued under the Programme should conduct their own due diligence on the accuracy of the information relating to the Certificates. If a prospective purchaser does not understand the contents of this Supplement he or she should consult an authorised financial adviser.

**THIRD SUPPLEMENT DATED 18 JULY 2023 TO THE BASE PROSPECTUS DATED  
24 JANUARY 2023**



**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 24 January 2023, as supplemented by the first supplement dated 26 January 2023 and the second supplement dated 28 April 2023 (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 Delegate and the Agents 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: (a) 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>; (b) obtained on written request and without charge from the registered office of the Bank and from the specified office of the Paying Agent; and (c) 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.

In accordance with Article 23(2) of the UK Prospectus Regulation, investors who have already agreed to purchase or subscribe for certificates pursuant to the Base Prospectus before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, and should contact the relevant distributor of such certificates in connection therewith. The final date of the right of withdrawal will be 20 July 2023.

The purpose of this Supplement is to:

- a) update the "*Important Notices*" section of the Base Prospectus;
- b) include certain disclosures in respect of Sustainable Certificates (as defined herein) in the section headed "*Risk Factors – Risk Factors Relating to the Certificates*" of the Base Prospectus;
- c) update the form of Applicable Final Terms in the Base Prospectus to include Sustainable Certificates;
- d) update the form of Applicable Pricing Supplement in the Base Prospectus to include Sustainable Certificates;
- e) update the "*Use of Proceeds*" section of the Base Prospectus to include Sustainable Certificates; and
- f) update certain disclosures in respect of the sustainable finance framework of the Bank,

each as described further below.

## 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.

### IMPORTANT NOTICES

*The section headed "IMPORTANT NOTICES" starting on page i of the Base Prospectus shall be supplemented by the addition of the following information at page iii.*

Neither the Arrangers, the Dealers, the Delegate, any of the Agents nor any of their respective directors, affiliates, advisers or agents make any representation or provide any assurance as to the suitability of any Sustainable Certificates (as defined herein), including the listing or admission to trading thereof on any dedicated "green", "environmental", "sustainable", "social" or other equivalently-labelled segment of any stock exchange or securities market, or to fulfil any green, environmental, sustainability or social criteria required by any prospective investors. Neither the Trustee, the Arrangers, the Dealers, the Delegate, any of the Agents nor any of their respective directors, affiliates, advisers or agents has undertaken, nor are they responsible for, any assessment of the eligibility criteria for Eligible Projects (as defined herein), any verification of whether the Eligible Projects meet such criteria, the monitoring of the use of proceeds of any Sustainable Certificates (or amounts equal thereto) or the allocation of the proceeds by the Bank to particular Eligible Projects. Each prospective investor should have regard to the information set out in "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*" below and determine for itself the relevance of such information for the purposes of an investment in Sustainable Certificates, together with any other investigation it deems necessary. Neither the Trustee, the Arrangers, the Dealers, the Delegate, any of the Agents nor any of their respective directors, affiliates, advisers or agents make any representation as to the suitability or contents of the Sustainable Finance Framework (as defined herein), any second party opinion delivered in respect thereof or any public reporting by or on behalf of the Bank in respect of the application of the proceeds of any issue of Sustainable Certificates, none of which are, nor shall they be deemed to be, incorporated in and/or form part of this Base Prospectus.

No assurance or representation is or can be given by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, any Agent or any other person that Eligible Projects will meet investor expectations or requirements regarding "green", "environmental", "sustainable", "social" or similar labels (including, without limitation, Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "**EU Taxonomy**") or Regulation (EU) 2020/852 as it forms part of domestic law of the United Kingdom by virtue of the EUWA), as regards any investment criteria or guidelines with which such investor or its investments are required to comply or that any adverse environmental and/or other impacts will not occur during the implementation of any projects funded by or related to any Eligible Projects. Each prospective investor should have regard to the factors described in the Sustainable Finance Framework and the relevant information contained in this Base Prospectus and the applicable Final Terms and seek advice from their independent financial adviser or other professional adviser regarding its purchase of the Sustainable Certificates before deciding to invest. None of the Arrangers, the Dealers, the Delegate, any of the Agents nor any of their respective directors, affiliates, advisers or agents shall be responsible for (i) the suitability of any Sustainable Certificates to fulfil environmental, social and/or sustainability criteria required by prospective investors, (ii) whether the proceeds of any Sustainable Certificates will be used to finance Eligible Projects, (iii) any assessment of the Eligible Projects, or (iv) the ongoing monitoring of the use of proceeds in respect of any such Sustainable Certificates.

## **RISK FACTORS RELATING TO THE CERTIFICATES**

*The section headed "Risk Factors Relating to the Certificates" starting on page 29 of the Base Prospectus shall be supplemented by the addition of the following information at page 30.*

***The use of proceeds of the Certificates of any Tranche identified as Sustainable Certificates in the relevant Final Terms may not meet investor expectations or requirements or be suitable for an investor's investment criteria***

The Bank has stated that it intends to use the net proceeds from the issue of the Certificates of each Tranche identified as Sustainable Certificates in the relevant Final Terms to fund, in whole or in part, Eligible Projects set out in the Sustainable Finance Framework. See "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*".

The Bank will exercise its judgement and sole discretion in determining the businesses and projects that will be funded from the proceeds of Sustainable Certificates. If the use of the proceeds of Sustainable Certificates is a factor in any prospective investor's decision to invest in Sustainable Certificates, that investor should carefully consider the disclosure in "*Use of Proceeds*" and "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*", consult with its legal or other advisers and make any other investigation such investor deems necessary before making an investment in Sustainable Certificates. In particular, no assurance is given by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, the Agents or any other person that the use of the proceeds of Sustainable Certificates for any Eligible Projects will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply. In addition, the Sustainable Finance Framework is subject to change at any time without notice.

Furthermore, notwithstanding the Bank's intention stated above, prospective investors should be aware that any failure by the Bank to use the proceeds of Sustainable Certificates as stated or to provide the relevant reports will not constitute a dissolution event under Condition 14 (*Dissolution Events*) with respect to any Sustainable Certificates but may affect the value and/or the trading price of such Sustainable Certificates and/or have adverse consequences for certain investors with portfolio mandates to invest in green, environmental, sustainable or social assets.

Furthermore, it should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green", "environmental", "sustainable", "social" or an equivalently labelled project or as to what precise attributes are required for a particular project to be defined as "green", "environmental", "sustainable", "social" or such other equivalent label and no assurance can be given that such a clear definition or consensus will develop over time or that any prevailing market consensus will not change significantly.

The EU Taxonomy, which is subject to a phased implementation, may provide some definition for "green", "environmental", "sustainable", "social" or other such topics in the European Union or the United Kingdom. However, the full scope and applicability of the EU Taxonomy, as well as exactly when it will take effect, remains uncertain. Accordingly, no assurance is or can be given (whether by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, the Agents or any other person) to investors that: (a) any projects or uses the subject of, or related to, any Eligible Projects will meet any or all investor expectations regarding such "green", "environmental", "sustainable", "social" or other equivalently labelled performance objectives; (b) any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any Eligible Projects; or (c) the Sustainable Finance Framework will be aligned with the EU Taxonomy or any other present or future sustainability framework or guidelines.

None of the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, any Agent or any other person makes any representation or gives any assurance as to the Sustainable Finance Framework's compliance or alignment with any of the International Capital Market Association's Green Bond Principles, Social Bond Principles and/or Sustainability Bond Guidelines (each as amended from time to time). Each of these principles and guidelines may be subject to change at any time without notice. Furthermore, none of the Sustainable Finance Framework or the aforementioned International Capital Market Association principles and guidelines, nor any associated reports, verification assessments or the contents of the same are incorporated in and/or form part of this Base Prospectus.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any report, assessment, opinion or certification of any third party (whether or not solicited by the Bank) which may or may not be made available in connection with the issue of any Sustainable Certificates and in particular with any of the businesses and projects funded with the proceeds of such Sustainable Certificates to fulfil any green, environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such report, assessment, opinion or certification is not, nor shall be deemed to be, incorporated in and/or form part of this Base Prospectus. Any such report, assessment, opinion or certification is not, nor should it be deemed to be, a recommendation by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, the Agents or any other person to buy, sell or hold Sustainable Certificates. Any such report, assessment, opinion or certification is only current as at the date that report, assessment, opinion or certification was initially issued. Prospective investors must determine for themselves the relevance of any such report, assessment, opinion or certification and/or the information contained therein and/or the provider of such report, assessment, opinion or certification for the purpose of any investment in Sustainable Certificates. The providers of such reports, assessments, opinions and certifications are not currently subject to any specific regulatory or other regime or oversight. Furthermore, any such report, assessment, opinion or certification of any third party (whether or not solicited by the Bank) may not reflect the potential impact of all the risks related to the structure or market, or the additional risk factors discussed herein or the other factors that may affect the value of the Sustainable Certificates or the projects financed thereby, in an amount corresponding to an amount at least equal to the net proceeds of the relevant issue of Sustainable Certificates.

If Sustainable Certificates are at any time listed or admitted to trading on any dedicated "green", "environmental", "sustainable", "social" or other equivalently labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, the Agents or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own bylaws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any of the businesses and projects funded with the proceeds from any Sustainable Certificates. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate, the Agents or any other person that any such listing or admission to trading will be obtained in respect of any Sustainable Certificates or, if obtained, that any such listing or admission to trading will be maintained during the life of the Sustainable Certificates concerned.

Whilst it is the Bank's intention to apply the proceeds of any Sustainable Certificates in the manner described in "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*" and to obtain and publish the relevant reports, assessments, opinions and certifications in, or substantially in, the manner described in "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*" and "*Use of proceeds*", there can be no assurance (whether by the Trustee, the Bank, the

Arrangers, the Dealers, the Delegate, any Agent or any other person) that the Bank will be able to do this. Nor can there be any assurance that any Eligible Projects will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Bank.

Any such event as described in the last sentence of the preceding paragraph or failure by the Bank to apply the proceeds of any Sustainable Certificates for any Eligible Projects or to obtain and publish any such reports, assessments, opinions and certifications, will not give rise to any claim in contract of a holder of Sustainable Certificates against the Trustee, the Bank, the Arrangers, the Dealers, the Delegate any Agent or any other person and, as mentioned above, will not constitute a dissolution event under Condition 14 (*Dissolution Events*) with respect to any Sustainable Certificates. The withdrawal of any such report, assessment, opinion or certification, or any report, assessment, opinion or certification attesting that the Bank is not complying in whole or in part with any matters for which that report, assessment, opinion or certification is reporting, assessing, opining or certifying, and/or Sustainable Certificates no longer being listed or admitted to trading on any stock exchange or securities market, as aforesaid, may have a material adverse effect on the value of Sustainable Certificates concerned and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

An Eligible Project may no longer satisfy the eligibility criteria set out in the Sustainable Finance Framework during the life of the project, due to changes of the Sustainable Finance Framework and/or circumstances of the project and/or any other reasons. The reallocation of such proceeds to new Eligible Project may not be possible or may be delayed. No representation or assurance is given or made by the Trustee, the Bank, the Arrangers, the Dealers, the Delegate any Agent or any other person that the amount used for financing or funding of Eligible Projects will always satisfy the eligibility criteria.

#### **FORM OF APPLICABLE FINAL TERMS AND APPLICABLE PRICING SUPPLEMENT**

*Paragraph 5 of Part B-Other Information of the form of the Applicable Final Terms entitled "Use of Proceeds" on page 82 of the Base Prospectus shall be deleted in its entirety and replaced with the following.*

##### **5. SUSTAINABLE CERTIFICATES AND USE OF PROCEEDS**

- (i) Use of proceeds: [See "*Use of Proceeds*" in the Base Prospectus]/[•]
- (ii) Estimated amount of net proceeds: [•]
- (iii) Sustainable Certificates: [Yes]/[No]

*The section headed "Part B-Other Information" of the form of the Applicable Pricing Supplement starting on page 88 of the Base Prospectus shall be supplemented by the addition of the following information at page 89.*

##### **8. SUSTAINABLE CERTIFICATES**

- (i) Sustainable Certificates: [Yes]/[No]

## USE OF PROCEEDS

*The second paragraph of the section headed "Use of Proceeds" starting on page 90 of the Base Prospectus shall be deleted in its entirety and replaced with the following.*

The amounts subsequently received by the Bank in consideration for the transactions entered into with the Trustee as set out above, including with respect to the proceeds received from the on-sale of the commodities by the Bank, shall be invested in the Bank's Islamic finance business including, in respect of Sustainable Certificates, *Shari'a*-compliant Eligible Projects.

In relation to each Tranche of Sustainable Certificates, see "*Description of the Group – Sustainability Policy – Sustainable Finance Framework*".

## DESCRIPTION OF THE GROUP

*The penultimate paragraph of the section headed "Sustainability Policy" starting on page 105 of the Base Prospectus shall be deleted in its entirety and replaced with the following on page 107.*

Following the Bank's issuance of the first public green bond out of the UAE in March 2017, the Group has continued to build its green financing platform and as at 31 March 2023, the Bank had issued 13 green bonds across five different currencies.

*The section headed "Sustainability Policy" starting on page 107 of the Base Prospectus shall be deleted in its entirety and replaced with the following.*

### ***Sustainable Finance Framework***

As part of the Group's commitment to scale up the financing for sustainable development, the Group decided to expand its Green Bond Framework to create a sustainable finance framework [(the "**Sustainable Finance Framework**") in 2022. The "Sustainable Finance Framework" applies to any type of sustainable financing transaction that will be used to fund activities and products aimed at addressing environmental and socially responsible issues. For avoidance of doubt, such sustainable financing transactions and the underlying projects will be *Shari'a*-compliant for the purpose of Sustainable Certificates issued under the Programme as determined by the Bank's Internal Shariah Supervision Committee.

From time to time and pursuant to the Programme, the Bank intends to issue Certificates of each Tranche identified as Sustainable Certificates in the Final Terms ("**Sustainable Certificates**") whose net proceeds would be used to fund, in whole or in part, eligible *Shari'a*-compliant projects within eligible categories (the "**Eligible Projects**") set out under the "Dedicated Financing" section in the "Sustainable Finance Framework". For the avoidance of doubt, finance provided to any business or project that is not eligible under the criteria set out in the "Sustainable Finance Framework" will not be considered as the use of proceeds of Sustainable Certificates for the purposes of the "Sustainable Finance Framework".

The Sustainable Finance Framework was developed in alignment with market best practice standards reflected in the International Capital Market Association's Green Bond Principles, Social Bond Principles and the Sustainability Bond Guidelines. Neither the Sustainable Finance Framework nor the aforementioned International Capital Market Association principles and guidelines, nor any associated reports, verification assessments or the contents of the same are incorporated in and/or form part of this Base Prospectus.

The Group has broadly defined the eligible categories in accordance with the Green Bond Principles and Social Bond Principles publicised by the International Capital Market Association. Eligible categories include:



#### Green categories

- renewable energy;
- energy efficiency;
- green buildings;
- pollution prevention and control;
- sustainable management of living natural resources;
- terrestrial and aquatic biodiversity conservation;
- clean transportation;
- sustainable water and wastewater management;
- climate change adaptation; and
- circular economy.

#### Social categories

- affordable basic infrastructure;
- access to essential services;
- affordable housing;
- employment generation;
- socio-economic advancement and empowerment; and
- food security and sustainable food systems.

Where feasible and possible, the Group will endeavour to allocate the use of proceeds to new Eligible Projects. Up to 100 per cent. of the proceeds of any Sustainable Certificates issue may be applied to fund existing Eligible Projects. Proceeds used for funding Eligible Projects will be substituted out of any Sustainable Certificates in favour of funding new Eligible Projects as and when these become funded by the Group.

The Bank expects that the proceeds of each Tranche of Sustainable Certificates will be allocated within 24 months of each issue to Eligible Projects within the Middle East region. However, given the global nature of the Group's business and the international operations of many of the Group's clients, the proceeds of any Sustainable Certificates issue may be applied globally without geographical restriction. Where any portion of the proceeds of any Sustainable Certificates has not been applied to finance Eligible Projects, proceeds may be invested according to local liquidity management guidelines.