

SECOND SUPPLEMENT DATED 29 APRIL 2026 TO THE BASE PROSPECTUS DATED
18 DECEMBER 2025



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 18 December 2025, as supplemented by the first supplement dated 28 January 2026 (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 purpose of this Supplement is to: (a) incorporate by reference into the Base Prospectus the unaudited condensed consolidated interim financial information of the Group as at and for the three months ended 31 March 2026, and the independent auditors' review report thereon; (b) amend and/or update certain risk factors as set out in the Base Prospectus; and (c) update the "*Significant/Material Change*" statement.

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, advisers 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).

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. Documents Incorporated by Reference

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 information of the Group as at and for the three months ended 31 March 2026 and the independent auditors' review report thereon (<https://www.bankfab.com/-/media/fab-uds/about-fab/investor-relations/reports-and-presentations/quarterly-and-annual-reports/2026/q1/fab-fs-q1-2026-english.pdf?view=1>);"; and

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

2. Risk Factors

- 2.1 The Section of the Base Prospectus entitled "*Risk Factors - Factors that may affect FAB's ability to fulfil its obligations in respect of the Transaction Documents to which it is a party - Difficult macro-economic and financial market conditions have affected and could continue to materially adversely affect the Group's business, results of operations, financial condition and prospects*", commencing on page 12 of the Base Prospectus, shall be amended as follows:

- (a) by inserting the following as a new fifth and sixth paragraph of the sub-risk factor entitled "*Oil price volatility*" on page 13 of the Base Prospectus:

"In addition, a significant and sustained increase in international oil prices, due to the ongoing Russia-Ukraine conflict, instability in the Middle East (see "*The regional conflict between Israel, the United States and Iran*" and "*Risks relating to the UAE and the Middle East*" below), or for any other reason, may have a negative impact on the FAB's corporate and individual customers and could, in turn, have an adverse effect on the Group's business, financial condition, results of operations and prospects.

See "*The UAE's economy is highly dependent upon its oil revenue*" below for information regarding the UAE's exposure to oil prices."

- (b) by inserting the following as a new sub-risk factor entitled "*The regional conflict between Israel, the United States and Iran*" after the sub-risk factor entitled "*Financial Markets*" commencing on page 14 of the Base Prospectus:

"The regional conflict between Israel, the United States and Iran

In June 2025, the United States and Israel launched coordinated attacks on Iran, triggering a 12-day conflict. Although a ceasefire followed and intermittent peace negotiations took place between the United States and Iran, hostilities resumed on 28 February 2026 when the United States and Israel conducted a further attack on Iran, predominantly by air. Iran has since carried out retaliatory missile and drone attacks against United States forces and installations across the region, as well as against Israel. Iran has also launched strikes on various targets within GCC member states, including

the UAE, Kuwait, Saudi Arabia, Oman, Bahrain and Qatar. In the UAE, Iran's missile and drone attacks caused significant disruption and localised damage. Airspace closures and flight suspensions across most GCC countries, including the UAE, have resulted in widespread disruption to regional aviation, with only limited flight activity gradually resuming. The timeframe for the full reopening of regional airspace remains uncertain. Fatalities and injuries have been reported throughout the region. In addition, transit through the Strait of Hormuz has been significantly disrupted in connection with the conflict, effectively restricting the passage of commercial shipping.

Until a ceasefire was announced commencing on 8 April 2026, the United States and Israel continued to carry out strikes on Iran, including on Tehran, and Iran continued to conduct retaliatory strikes against United States forces and installations across the region, as well as against Israel. In response, governments across the GCC activated defensive systems in response to fears of further escalation. As at the date of this Base Prospectus, there have been no reports of retaliatory strikes by any GCC country against Iran, although several have stated that they reserve the right to take such action.

As at the date of this Base Prospectus, the United States has announced an extension of the ceasefire with Iran. However, there can be no assurance as to its durability and the risk of further escalation remains. Transit through the Strait of Hormuz remains limited and subject to disruption, including in light of statements by both the United States and Iran regarding their respective intentions to exercise control over passage through the Strait, and there can be no assurance as to the timing or extent of any sustained normalisation of maritime traffic.

Due to the recent onset of this conflict and the ongoing uncertainty surrounding its progression, it is not currently possible to determine the impact it may have on the Group's business, results of operations or financial condition. However, possible risks include, among others, physical damage to the Group's branches, offices or other operational facilities; disruptions to the Group's ability to operate resulting from restrictions on movement; heightened volatility in oil prices and other key commodities; increased funding costs; disruptions to supply chains affecting the UAE and the wider region; reduced business activity or lower demand for the Group's products and services from corporate and retail customers in the UAE and internationally; and deterioration in asset quality, including an increase in credit defaults among borrowers operating in affected sectors.

Furthermore, any escalation of the regional conflict could result in further instability or a deterioration in the overall political and economic situation in the Middle East, including in the UAE and/or in the global economy and capital markets, which may in turn adversely affect the Group's business, results of operations or financial condition. Events that materially and adversely impact the Group's business may occur without warning."

2.2 The Section of the Base Prospectus entitled "*Risk Factors - Factors that may affect FAB's ability to fulfil its obligations in respect of the Transaction Documents to which it is a party - Risks relating to the UAE and the Middle East*" commencing on page 24 of the Base Prospectus, shall be amended as follows:

- (a) by inserting the following as a new final paragraph of the sub-risk factor entitled "*The UAE's economy is highly dependent upon its oil revenue*" on page 24 of the Base Prospectus:

"Further, the ongoing conflict between Israel, the United States and Iran (see "*Factors that may affect FAB's ability to fulfil its obligations in respect of the Transaction Documents to which it is a party– Difficult macro-economic and financial market conditions have affected and could continue to materially adversely affect the Group's business, results of operations, financial condition and prospects– The regional conflict between Israel, the United States and Iran*") has contributed to heightened volatility in global energy markets and may continue to affect oil prices, including through potential disruption to regional supply and transportation routes such as the Strait of Hormuz. The duration and trajectory of the conflict, including the sustainability of any ceasefire arrangements, remain uncertain and may further exacerbate fluctuations in hydrocarbon revenues and broader economic conditions in the UAE, which, in turn, could have a material adverse effect on the Group's business, financial condition and results of operations and thereby affect FAB's ability to perform its obligations in respect of the Transaction Documents to which it is a party."

- (b) by deleting the third and fourth paragraphs of the sub-risk factor entitled "*The Group is subject to political and economic conditions in Abu Dhabi, the UAE and the Middle East*" commencing on page 25 of the Base Prospectus in their entirety and replacing them with the following:

"While the UAE is seen as a relatively stable political environment, certain other jurisdictions in the Middle East are not and there is a risk that regional geopolitical instability could impact the UAE. Instability in the Middle East may result from a number of factors, including government or military regime change, civil unrest or terrorism. The MENA region has been subject to a number of armed conflicts including those in Yemen, Syria, Sudan, Iraq, Palestine and Lebanon as well as the multinational conflict with the Islamic State, the conflict between Israel and Hamas and the conflict between Israel, the United States and Iran (see "*Factors that may affect FAB's ability to fulfil its obligations in respect of the Transaction Documents to which it is a party– Difficult macro-economic and financial market conditions have affected and could continue to materially adversely affect the Group's business, results of operations, financial condition and prospects– The regional conflict between Israel, the United States and Iran*"), including recent military action and retaliatory strikes across the region. In Libya, FAB has a 50:50 investment in First Gulf Libyan Bank, with the Economic and Social Development Fund of Libya.

The recent events in the Middle East have caused significant disruption to the economies of affected countries and have had a destabilising effect on international oil and gas prices. Although a ceasefire has been announced in relation to the regional conflict involving Iran, its duration and effectiveness remain uncertain and there can be no assurance that hostilities will not resume or further escalate. Though the effects of the uncertainty have been varied, it is not possible to predict the occurrence of events or circumstances such as conflict, war or hostilities, or the impact of such occurrences, and no assurance can be given that the UAE would be able to sustain its current economic growth levels if adverse political events or circumstances were to occur. Continued instability affecting the countries in the MENA region could adversely impact the UAE, although to date there has been no significant impact on the UAE."

3. General Information

The first paragraph in the section entitled "*Significant/Material Change*" on page 214 of the Base Prospectus shall be deleted in its entirety and replaced with the following paragraph:

"(i) Since 31 December 2025, there has been no material adverse change in the prospects of the Bank or the Bank and its Subsidiaries, and (ii) since 31 March 2026, there has not been any significant change in the financial performance or financial position of the Bank or the Bank and its Subsidiaries."