IMPORTANT NOTICE

THE ATTACHED PROSPECTUS MAY ONLY BE DISTRIBUTED TO PERSONS WHO ARE NOT U.S. PERSONS (AS DEFINED IN REGULATION S OF THE SECURITIES ACT (AS DEFINED BELOW)) AND ARE OUTSIDE OF THE UNITED STATES.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached prospectus (the document or the Prospectus) whether received by e-mail, accessed from an internet page or otherwise received as a result of electronic communication, and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the document. In accessing the document, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from any of the Bank and/or the Joint Lead Managers (each as defined below) as a result of such access. You acknowledge that this electronic transmission and the delivery of the document is confidential and intended only for you and you agree you will not reproduce or publish this electronic transmission or forward the document to any other person.

Restrictions: UNDER NO CIRCUMSTANCES SHALL THE PROSPECTUS CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL. ANY SECURITIES TO BE ISSUED HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE **SECURITIES ACT**) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED DIRECTLY OR INDIRECTLY 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 (REGULATION S)) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE AND LOCAL SECURITIES LAWS.

THE PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON WITHOUT THE PRIOR WRITTEN CONSENT OF THE JOINT LEAD MANAGERS (AS DEFINED BELOW) AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. DISTRIBUTION OR REPRODUCTION OF THE DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE SECURITIES LAWS OF OTHER JURISDICTIONS.

THE PROSPECTUS IS NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UNITED KINGDOM. RATHER, THE COMMUNICATION OF THE PROSPECTUS AS A FINANCIAL PROMOTION IS ONLY BEING MADE TO THOSE PERSONS WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE **ORDER**) OR HIGH NET WORTH ENTITIES FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, OR TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (EACH SUCH PERSON BEING REFERRED TO AS **RELEVANT PERSONS**). THIS COMMUNICATION IS DIRECTED ONLY AT RELEVANT PERSONS AND ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS COMMUNICATION RELATES WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. NO PERSON OTHER THAN A RELEVANT PERSON SHOULD RELY ON IT.

CONFIRMATION OF YOUR REPRESENTATION: In order to be eligible to view the document or make an investment decision with respect to the Capital Securities (as defined in the document), (1) each prospective investor in respect of the Capital Securities being offered outside of the United States in an offshore transaction

pursuant to Regulation S must be a person other than a U.S. Person and (2) each prospective investor in respect of the Capital Securities being offered in the United Kingdom must be a Relevant Person. By accepting this e-mail and accessing, reading or making any other use of the document, you shall be deemed to have represented to the joint lead managers appointed in connection with the issuance of Capital Securities (together, the **Joint Lead Managers**) and First Abu Dhabi Bank PJSC (the **Issuer**) that (1) you have understood and agree to the terms set out herein, (2) you are (or the person you represent is) a person other than a U.S. Person, and that the electronic mail (or e-mail) address to which, pursuant to your request, the document has been delivered by electronic transmission is not located in the United States, its territories, its possessions and other areas subject to its jurisdiction; and its possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island, the Northern Mariana Islands), any State of the United States or the District of Columbia, (3) in respect of the Capital Securities being offered in the United Kingdom, you are (or the person you represent is) a Relevant Person, (4) if you are a Hong Kong purchaser, your business involves the acquisition and disposal, or the holding, of securities (whether as principal or as agent) and you fall within the category of persons described as "professional investors" under the Securities and Futures Ordinance (Cap. 571) of Hong Kong and its relevant rules, (5) you consent to delivery by electronic transmission, (6) you will not transmit the document (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the consent of the Joint Lead Managers, (7) you acknowledge that you will make your own assessment regarding any legal, taxation or other economic considerations with respect to your decision to subscribe for or purchase any of the Capital Securities and (8) you acknowledge that the document does not constitute an offer of or an invitation to subscribe for or purchase any of the Capital Securities.

Neither the Joint Lead Managers nor any of their respective affiliates, directors, officers, advisers or agents accepts any responsibility whatsoever for the contents of the document or for any statement made therein, in connection with the Issuer or the issue and offering of the Capital Securities. The Joint Lead Managers and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract, or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty, express or implied, is made by any of the Joint Lead Managers or their respective affiliates, directors, officers, advisers or agents as to the accuracy, completeness, verification or sufficiency of the information set out in the document. Neither the Joint Lead Managers nor any of their respective affiliates, directors, officers, advisers or agents accepts any responsibility for any acts or omissions of the Issuer or any other person in connection with the document and the issue and offering of the Capital Securities.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and a Joint Lead Manager or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction the offering shall be deemed to be made by such Joint Lead Manager or such affiliate on behalf of the Issuer in such jurisdiction.

Under no circumstances shall the document constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Capital Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The document has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer, the Joint Lead Managers nor any person who controls or is a director, officer, employee or agent of the Issuer, the Joint Lead Managers nor any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version. By accessing the document, you consent to receiving it in electronic form. A hard copy of the document will be made available to you only upon request to the Joint Lead Managers.

You are reminded that the document has been delivered to you on the basis that you are a person into whose possession the document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver the document, electronically or otherwise,

to any other person and in particular to any U.S. Person or to any U.S. address. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions.

If you received the document by e-mail, you should not reply by e-mail to this communication. Any reply e-mail communications, including those you generate by using the "Reply" function on the e-mail software, will be ignored or rejected. Your receipt of the electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

FIRST ABU DHABI BANK PJSC
(incorporated with limited liability in the United Arab Emirates)

U.S.$500,000,000 Fixed Rate Resettable Tier 2 Capital Securities due 2037

The U.S.$500,000,000 Fixed Rate Resettable Tier 2 Capital Securities due 2037 (the **Capital Securities**) shall be issued by First Abu Dhabi Bank PJSC (the **Issuer, the Bank** or **FAB**) on 25 November 2026 (the **Issue Date**). Interest Payment Amounts (as defined in the Conditions) shall be payable subject to and in accordance with the terms and conditions set out in the "*Terms and Conditions of the Capital Securities*" (the **Conditions**) on the Prevailing Principal Amount (as defined in the Conditions) of the Capital Securities from (and including) the Issue Date to (but excluding) 25 May 2032 (the **Reset Date**) at a rate of 6.814 per cent. per annum. If the Capital Securities are not redeemed in accordance with the Conditions on or prior to the Reset Date, Interest Payment Amounts shall continue to be payable from (and including) the Reset Date to (but excluding) 25 May 2037 (the **Maturity Date**) subject to and in accordance with the Conditions at a fixed rate equal to the Relevant Five-Year Reset Rate (as defined in the Conditions) plus a margin of 1.90 per cent. per annum. Interest Payment Amounts will be payable semi-annually in arrear on 25 May and 25 November in each year, commencing on 25 May 2027 (each, an **Interest Payment Date**). Payments on the Capital Securities will be made free and clear of, without withholding or deduction for, or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature, imposed, levied, collected, withheld or assessed by or within the Tax Jurisdiction (as defined in the Conditions) (the **Taxes**) to the extent described under Condition 11 (*Taxation*). All payments by the Issuer in respect of the Capital Securities shall be conditional upon satisfaction of the Solvency Conditions (as defined in the Conditions) and no bankruptcy order in respect of the Issuer having been issued by a court in the United Arab Emirates (**UAE**), as more particularly described in Condition 4 (*Status and Subordination*) (see, in particular, "*Risk Factors – Factors which are material for the purpose of assessing the risks associated with the Capital Securities - The Capital Securities are subordinated, conditional and unsecured obligations of the Issuer*").

If a Non-Viability Event (as defined in the Conditions) occurs, a Write-down (as defined in the Conditions) shall occur on the relevant Non-Viability Event Write-down Date (as defined in the Conditions), as more particularly described in Condition 9 (*Write-Down at the Point of Non-Viability*). In such circumstances, the Capital Securities shall automatically be deemed to be irrevocably, unconditionally and permanently written-down by the relevant Write-down Amount (as defined in the Conditions) and, in the case of the Write-down Amount corresponding to the full Prevailing Principal Amount of the Capital Securities then outstanding, the Capital Securities shall be cancelled (see "*Risk Factors - Factors which are material for the purpose of assessing the risks associated with the Capital Securities - The right to receive repayment of the principal amount of the Capital Securities and the right for any further interest will be permanently written-down upon the occurrence of a Non-Viability Event*").

Unless previously redeemed or purchased and cancelled as provided in the Conditions, the Capital Securities will be redeemed at the Maturity Date Redemption Amount (as defined in the Conditions) on the Maturity Date. The Capital Securities may, at the option of the Issuer, subject to the prior approval of the Regulator (as defined in the Conditions), be redeemed (in whole but not in part) at the Early Redemption Amount (as defined in the Conditions) on the Reset Date. In addition, the Capital Securities may, upon the occurrence of a Tax Event or Capital Event (each as defined in the Conditions), be redeemed (in whole but not in part) at the Tax Redemption Amount or the Capital Event Redemption Amount (each as defined in the Conditions), respectively, subject to the prior approval of the Regulator and subject to the Conditions.

The payment obligations of the Issuer under the Capital Securities (i) constitute direct, unsecured, conditional (as described in Conditions 4.2(b) (*Status and Subordination - Subordination of the Capital Securities*) and 4.3 (*Status and Subordination - Solvency Conditions*)) and subordinated obligations of the Issuer that rank *pari passu* and without preference or priority amongst themselves; (ii) rank subordinate and junior to all Senior Obligations (as defined in the Conditions) (but not further or otherwise); (iii) rank *pari passu* with all *Pari Passu* Obligations (as defined in the Conditions); and (iv) rank in priority only to all Junior Obligations (as defined in the Conditions). **Notwithstanding any other provisions in the Conditions, to the extent that any of the Solvency Conditions are not satisfied at the relevant time or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, all claims of the holders of the Capital Securities under the Capital Securities will be extinguished and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities.**

Upon the occurrence of an Enforcement Event (as defined in the Conditions), any holder of the Capital Securities may give written notice to the Issuer at the specified office of the Fiscal Agent (as defined in the Conditions), effective upon the date of receipt thereof by the Fiscal Agent, that such Capital Security is due and payable, whereupon the same shall, subject to Condition 9 (*Write-Down at the Point of Non-Viability*) and Condition 10.4 (*Enforcement Event – Restrictions*) become forthwith due and payable at its Early Redemption Amount (as defined in the Conditions), without presentation, demand, protest or other notice of any kind.

An investment in the Capital Securities involves certain risks. For a discussion of these risks, see *Risk Factors*. In particular, there are risks inherent in the holding of the Capital Securities, including the risks relating to subordination of claims in connection therewith and the circumstances in which a holder of the Capital Securities may suffer losses as a result of holding the Capital Securities. See "*Risk Factors – Factors which are material for the purpose of assessing the risks associated with the Capital Securities – The circumstances triggering a Write-down are unpredictable and holders of the Capital Securities may suffer losses in respect of their holding of the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders*".

The Capital Securities may only be offered, sold or transferred in registered form in minimum principal amounts of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Delivery of the Capital Securities in book-entry form will be made on the Issue Date. The Capital Securities will be represented by interests in a global certificate in registered form (the **Global Certificate**) deposited on or about the Issue Date with, and registered in the name of a nominee for, a common depositary for Euroclear Bank SA/NV (**Euroclear**) and Clearstream Banking S.A. (**Clearstream, Luxembourg**). Interests in the Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream, Luxembourg. Individual Certificates

(as defined in the Conditions) evidencing holdings of interests in the Capital Securities will be issued in exchange for interests in the Global Certificate only in certain limited circumstances described herein.

This Prospectus has been approved as a prospectus by the Financial Conduct Authority (the **FCA**) pursuant to the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (the **PRM**). The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the rules in the PRM. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Capital Securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Capital Securities.

Application has been made to the FCA for the Capital Securities to be admitted to listing on the official list of the FCA (the **Official List**) and to the London Stock Exchange plc (the **London Stock Exchange**) for such Capital Securities to be admitted to trading on the London Stock Exchange's main market. References in this Prospectus to Capital Securities being **listed** (and all related references) shall mean that such Capital Securities have been admitted to listing on the Official List and admitted to trading on the London Stock Exchange's main market. The London Stock Exchange's main market is a UK regulated market for the purposes of Regulation (EU) No. 600/2014 on markets in financial instruments as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**UK MiFIR**).

The Issuer has been assigned ratings of AA- with a stable outlook by Fitch Ratings Ltd. (**Fitch**), Aa3 with a stable outlook by Moody's Investors Service Cyprus Limited (**Moody's Cyprus**) and AA- with a stable outlook by S&P Global Ratings Europe Limited (**S&P**). The Capital Securities are expected to be assigned a rating of A by Fitch. The Emirate of Abu Dhabi has been assigned ratings of AA by Fitch, Aa2 by Moody's Investors Service Singapore Pte. Ltd. (**Moody's Singapore**) and AA by S&P, each with a stable outlook. The United Arab Emirates has been assigned a credit rating of Aa2 with a stable outlook by Moody's Singapore.

Each of Moody's Cyprus and S&P is established in the European Economic Area (the EEA) and is registered under Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation). As such, Moody's Cyprus and S&P are included in the list of credit rating agencies published by European Securities and Markets Authority (ESMA) on its website (at https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation) in accordance with the CRA Regulation. Neither Moody's Cyprus nor S&P is established in the United Kingdom (the UK) and neither has applied for registration under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the UK CRA Regulation). Moody's Singapore is not established in the EEA or the UK and has not applied for registration under the CRA Regulation or the UK CRA Regulation. Accordingly, the ratings issued by Moody's Cyprus and Moody's Singapore have been endorsed by Moody's Investors Service Ltd (Moody's) and the ratings issued by S&P have been endorsed by S&P Global Ratings UK Limited, in each case, in accordance with the UK CRA Regulation and have not been withdrawn. Each of Moody's and S&P Global Ratings UK Limited is established in the UK and registered under the UK CRA Regulation.

Fitch is established in the UK and is registered under the UK CRA Regulation. Fitch is not established in the EEA and has not applied for registration under the CRA Regulation. Accordingly, the ratings issued by Fitch have been endorsed by Fitch Ratings Ireland Limited in accordance with the CRA Regulation and have not been withdrawn. Fitch Ratings Ireland Limited is established in the EEA and registered under the CRA Regulation. As such, Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by ESMA on its website (at https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation) in accordance with the CRA Regulation.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The Capital Securities have not been, nor will be, registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or with any securities regulatory authority of any state or other jurisdiction of the United States and 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 (**Regulation S**)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Capital Securities may be offered or sold solely to persons who are not U.S. persons outside the United States in reliance on Regulation S. Each purchaser of the Capital Securities is hereby notified that the offer and sale of Capital Securities to it is being made in reliance on the exemption from the registration requirements of the Securities Act provided by Regulation S.

Amounts payable under the Capital Securities, following the Reset Date, will be calculated by reference to rates for U.S. Treasury securities which are published by the U.S. Federal Reserve System. As at the date of this Prospectus, the U.S. Department of the Treasury does not appear on the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the **UK Benchmarks Regulation**). As far as the Issuer is aware, the U.S. Department of the Treasury does not fall within the scope of the UK Benchmarks Regulation by virtue of Article 2 of the UK Benchmarks Regulation.

Joint Lead Managers and Joint Bookrunners

Abu Dhabi Commercial Bank	**Citigroup**
Emirates NBD Capital	**First Abu Dhabi Bank**
HSBC	**J.P. Morgan**

The date of this Prospectus is 24 November 2026

IMPORTANT NOTICE

This Prospectus comprises a prospectus for the purposes of the PRM.

The Issuer accepts responsibility for the information contained in this Prospectus and declares that the information contained in this Prospectus is, to the best of its knowledge, in accordance with the facts and this Prospectus does not omit anything likely to affect the import of such information.

Where information has been sourced from a third party, the Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of any third-party information contained in this Prospectus is stated where such information appears in this Prospectus.

The accuracy or completeness of the information contained or incorporated by reference in this Prospectus has not been independently verified by the Joint Lead Managers or any of their respective directors, officers, affiliates, advisers or agents. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Joint Lead Managers, their affiliates or any of their respective directors, officers, advisers or agents (i) as to the accuracy or completeness of the information contained or incorporated in this Prospectus or any other information provided by the Issuer in connection with the Capital Securities or their distribution or (ii) for any acts or omissions of the Issuer or any other person in connection with the Prospectus or the issue and offering of the Capital Securities. The Joint Lead Managers do not accept any liability in relation to the information contained or incorporated by reference in this Prospectus or any other information provided by the Issuer in connection with the Capital Securities or their distribution.

No person is or has been authorised by the Issuer or the Joint Lead Managers to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with the issuance of the Capital Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Joint Lead Managers.

Neither this Prospectus nor any other information supplied in connection with the issuance of the Capital Securities: (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or any of the Joint Lead Managers that any recipient of this Prospectus or any other information supplied in connection with the issuance of the Capital Securities should purchase any Capital Securities. Each investor contemplating purchasing any Capital Securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus nor any other information supplied in connection with the issuance of the Capital Securities constitutes an offer or invitation by or on behalf of the Issuer or any of the Joint Lead Managers to any person to subscribe for or to purchase any Capital Securities.

Neither the delivery of this Prospectus nor the offering, sale or delivery of any Capital Securities shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the issuance of the Capital Securities is correct as of any time subsequent to the date indicated in the document containing the same. The Joint Lead Managers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the issuance or to advise any investor in the Capital Securities of any information coming to their attention.

Investors should review, *inter alia*, the information contained or incorporated by reference in this Prospectus when deciding whether or not to purchase any Capital Securities.

The Capital Securities have not been, nor will be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Capital Securities may be offered or sold solely to persons who are not U.S. persons outside the United States in reliance on Regulation S.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Capital Securities in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale of Capital Securities may be restricted by law in certain jurisdictions. The Issuer and the Joint Lead Managers do not represent that this Prospectus may be lawfully distributed, or that any Capital Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Joint Lead Managers which is intended to permit a public offering of any Capital Securities or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Capital Securities may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Capital Securities may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of any Capital Securities. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of any Capital Securities in the United States, the UK, the EEA, the Kingdom of Bahrain, the State of Qatar (including the Qatar Financial Centre), the Kingdom of Saudi Arabia, the UAE (excluding the Abu Dhabi Global Market (the **ADGM**) and the Dubai International Financial Centre (the **DIFC**)), the ADGM, the DIFC, Hong Kong, Japan, Malaysia, Singapore and Switzerland (see "*Subscription and Sale*").

The Capital Securities may not be a suitable investment for all investors. Each prospective investor in the Capital Securities must determine the suitability of that investment in light of its own circumstances, and is advised to consult its own tax advisers, legal advisers and business advisers as to tax, legal, business and related matters (as applicable) concerning the purchase of any Capital Securities.

In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

- has sufficient knowledge and experience to make a meaningful evaluation of the Capital Securities, the merits and risks of investing in the Capital Securities and the information contained or incorporated by reference in this Prospectus or any applicable supplement;

- has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Capital Securities and the impact the Capital Securities will have on its overall investment portfolio;

- has sufficient financial resources and liquidity to bear all of the risks of an investment in the Capital Securities, including where the currency for payments of principal or interest is different from the potential investor's currency;

- understands thoroughly the terms of the Capital Securities and is familiar with the behaviour of any relevant indices and financial markets; and

- is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Capital Securities are complex financial instruments and are of high risk and are not a suitable or appropriate investment for all investors (see, in particular, "*MIFID II Product Governance / Professional Investors and ECPs only Target Market*", *"UK MiFIR Product Governance / Professional Investors and ECPs only Target Market", "PRIIPS Regulation / Prohibition of Sales to EEA Retail Investors*" and "*Prohibition of Sales to UK Retail Investors*" below). In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities similar to the Capital Securities. There are risks inherent in the holding of the Capital Securities, including the risks in relation to their subordination and the circumstances in which holders of the Capital Securities may suffer loss as a result of holding the Capital Securities. See "*Risk Factors*" for a discussion of certain considerations to be taken into account in connection with an investment in the Capital Securities. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Capital Securities unless it has the expertise (either alone or with a financial adviser) to evaluate how the Capital Securities will perform under changing conditions, the resulting effects on the value of the Capital Securities and the impact this investment will have on the potential investor's overall investment portfolio.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) the Capital Securities are legal investments for it (ii) the Capital Securities can be used as collateral for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of any Capital Securities. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Capital Securities under any applicable risk-based capital or similar rules.

This offer document is an Exempt Offer document in accordance with the Market Rulebook of the ADGM Financial Services Regulatory Authority. This Exempt Offer document is intended for distribution only to Persons of a type specified in the Market Rulebook. It must not be delivered to, or relied on by, any other Person. The ADGM Financial Services Regulatory Authority has no responsibility for reviewing or verifying any documents in connection with an Exempt Offer. The ADGM Financial Services Regulatory Authority has not approved this Exempt Offer document nor taken steps to verify the information set out in it, and has no responsibility for it. The Securities to which this Exempt Offer relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Securities offered should conduct their own due diligence on the Securities. If you do not understand the contents of this Exempt Offer document you should consult an authorised financial advisor.

FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus including, without limitation, any statements regarding the financial position of the Issuer, or the business strategy, management plans and objectives for future operations of the Issuer, may constitute forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology, such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue" or similar terminology. Although the Issuer believes that the expectations reflected in their forward-looking statements

are reasonable at this time, there can be no assurance that these expectations will prove to be correct. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the Issuer's actual results, performance or achievements, or industry results, to be materially different from any expressed or implied by forward-looking statements. Forward-looking statements may be based on numerous assumptions regarding the Issuer's present, and future, business strategies and the environment in which the Issuer expects to operate in the future. Important factors that could cause the Issuer's actual results, performance or achievements to differ materially from any in the forward-looking statements are discussed in this Prospectus (see "*Risk Factors*"). Forward-looking statements speak only as at the date of this Prospectus and, subject as required by applicable law or regulation, the Issuer expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements in this Prospectus to reflect any change in the expectations of the Issuer or any change in events, conditions or circumstances on which any forward-looking statements are based. Given the uncertainties of forward-looking statements, the Issuer cannot assure prospective investors that any projected results or events will be achieved and the Issuer cautions prospective investors not to place undue reliance on these statements.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

There are no manufacturers for the purposes of the Markets in Financial Instruments Directive (Directive 2014/65/EU) (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Capital Securities (a **distributor**) should consider (i) the target market for the Capital Securities to be eligible counterparties and professional clients only, each as defined in MiFID II and (ii) all channels for distribution of the Capital Securities to eligible counterparties and professional clients to be appropriate. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Capital Securities (by either adopting or refining the target market) and determining appropriate distribution channels.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Capital Securities has led to the conclusion that (i) the target market for the Capital Securities is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR, only and (ii) all channels for distribution of the Capital Securities to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Capital Securities (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA RETAIL INVESTORS

The Capital Securities 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 EEA. 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 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. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Capital Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Capital Securities or otherwise

making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS

The Capital Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the UK. For these purposes, a **retail investor** means a person who is not a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (**DISC**) for offering, selling or distributing the Capital Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Capital Securities or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE SFA)

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Capital Securities are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

STABILISATION

In connection with the issue of the Capital Securities, Citigroup Global Markets Limited (the **Stabilisation Manager**) (or persons acting on behalf of the Stabilisation Manager) may over-allot Capital Securities or effect transactions with a view to supporting the market price of the Capital Securities at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Capital Securities is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Capital Securities and 60 days after the date of the allotment of the Capital Securities. Any stabilisation action or over-allotment must be conducted by the Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.

NOTICE TO RESIDENTS OF THE KINGDOM OF SAUDI ARABIA

This document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Saudi Arabian Capital Market Authority (the **Capital Market Authority**).

The Capital Market Authority does not make any representation as to the accuracy or completeness of this document, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this document. Prospective purchasers of the securities offered hereby should conduct their own due diligence on the accuracy of the information relating to the securities. If you do not understand the contents of this document, you should consult an authorised financial advisor.

NOTICE TO RESIDENTS OF THE KINGDOM OF BAHRAIN

In relation to investors in the Kingdom of Bahrain, Capital Securities issued in connection with this Prospectus and related offering documents may only be offered in registered form to existing account holders and accredited investors as defined by the Central Bank of Bahrain (the **CBB**) in the Kingdom of Bahrain where such investors make a minimum investment of at least U.S.$100,000 or the equivalent amount in any other currency or such other amount as the CBB may determine.

This Prospectus does not constitute an offer of securities in the Kingdom of Bahrain pursuant to the terms of Article (81) of the Central Bank and Financial Institutions Law 2006 (decree Law No. 64 of 2006). This Prospectus and any related offering documents have not been and will not be registered as a prospectus with the CBB. Accordingly, no Capital Securities may be offered, sold or made the subject of an invitation for subscription or purchase nor will this Prospectus or any other related document or material be used in connection with any offer, sale or invitation to subscribe or purchase securities, whether directly or indirectly, to persons in the Kingdom of Bahrain, other than to accredited investors for an offer outside the Kingdom of Bahrain.

The CBB has not reviewed, approved or registered this Prospectus or any related offering documents and it has not in any way considered the merits of the securities to be offered for investment, whether in or outside the Kingdom of Bahrain. Therefore, the CBB assumes no responsibility for the accuracy and completeness of the statements and information contained in this document and expressly disclaims any liability whatsoever for any loss howsoever arising from reliance upon the whole or any part of the content of this document. No offer of the Capital Securities will be made to the public in the Kingdom of Bahrain and this Prospectus must be read by the addressee only and must not be issued, passed to, or made available to the public generally.

NOTICE TO RESIDENTS OF THE STATE OF QATAR

The Capital Securities will not be offered, sold or delivered at any time, directly or indirectly, in the State of Qatar (including the Qatar Financial Centre) in a manner that would constitute a public offering. This Prospectus has not been and will not be reviewed or approved by, or registered with the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or the Qatar Stock Exchange in accordance with their regulations or any other regulations in the State of Qatar (including the Qatar Financial Centre). The Capital Securities are not and will not be traded on the Qatar Stock Exchange. The Capital Securities and interests therein will not be offered to investors domiciled or resident in the State of Qatar (including the Qatar Financial Centre) and do not constitute an issue of bonds by a Qatari company under the Qatar Commercial Companies Law No. (11) of 2015 or otherwise under the laws of the State of Qatar (including the Qatar Financial Centre).

NOTICE TO RESIDENTS OF MALAYSIA

The Capital Securities may not be offered for subscription or purchase and no invitation to subscribe for or purchase the Capital Securities in Malaysia may be made, directly or indirectly, and this Prospectus or any document or other materials in connection therewith may not be distributed in Malaysia other than to persons falling within the categories of person set out in Part I of Schedule 6 or Section 229(1)(b), Part I of Schedule 7 or Section 230(1)(b) and Schedule 8 or Section 257(3), read together with Schedule 9 or Section 257(3) of the Capital Market and Services Act 2007 of Malaysia as may be amended and/or varied from time to time and subject to any amendments to the applicable laws from time to time. The Securities Commission of Malaysia shall not be liable for any non-disclosure on the part of the Issuer and assumes no responsibility for the correctness of any statements made or opinions or reports expressed in this Prospectus.

PRESENTATION OF INFORMATION

Presentation of Financial Information

This Prospectus incorporates by reference the following financial statements of FAB, together with its subsidiaries (the **Group**):

- the unaudited condensed consolidated interim financial information of the Group as at and for the nine months ended 30 September 2026 which includes unaudited condensed consolidated comparative financial information for the nine months ended 30 September 2025, together with the notes thereto (the **Interim Financial Information**);

- the audited consolidated financial statements of the Group as at and for the year ended 31 December 2025, together with the notes thereto (the **2025 Financial Statements**); and

- the audited consolidated financial statements of the Group as at and for the year ended 31 December 2024, together with the notes thereto (the **2024 Financial Statements** and, together with the 2025 Financial Statements, the **Annual Financial Statements**, and the Annual Financial Statements together with the Interim Financial Information, the **Financial Statements**).

The Interim Financial Information has been prepared in accordance with International Accounting Standard (**IAS**) 34 "Interim Financial Reporting" and the requirements of applicable laws in the UAE and has been reviewed by PricewaterhouseCoopers Limited Partnership - Abu Dhabi (**PwC**) in accordance with the International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as stated in their review report incorporated by reference in this Prospectus.

The Annual Financial Statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (**IASB**) and the requirements of applicable laws in the UAE. The Annual Financial Statements have been audited without qualification by PwC in accordance with International Standards on Auditing (**ISAs**) and the applicable requirements of Abu Dhabi Accountability Authority (**ADAA**) Chairman's Resolution No. (88) of 2021 Regarding Financial Statements Audit Standards for the Subject Entities, as stated in their independent auditor's report incorporated by reference herein.

The Financial Statements incorporated by reference in this Prospectus should be read in conjunction with the respective notes thereto.

The 2025 Financial Statements were adopted by the shareholders of FAB at an Annual General Meeting of FAB held on 11 March 2026 and the 2024 Financial Statements were adopted by the shareholders of FAB at an Annual General Meeting of FAB held on 11 March 2025. The Annual Financial Statements have also been approved by the Central Bank of the UAE (the **UAE Central Bank** or **CBUAE**).

The Group's financial year ends on 31 December and, unless the context otherwise requires, references in this Prospectus to 2025 and 2024 are to the 12-month period ending on 31 December in each year.

The financial information regarding the Group included in this Prospectus:

(a) as at and for the nine months ended 30 September 2026 has been derived from the Interim Financial Information;

(b) as at and for the year ended 31 December 2025 has been derived from the 2025 Financial Statements, except for certain financial statement line items which were reclassified to conform to the presentation in the Interim Financial Information and are derived from the unaudited comparative financial information as at 31 December 2025 included in the Interim Financial Information (for more details please see "*Reclassification of 2025 comparative financial information*" below);

(c) as at and for the year ended 31 December 2024 has been derived from the 2024 Financial Statements; and

(d) for the nine months ended 30 September 2025 has been derived from the unaudited condensed consolidated comparative financial information for the nine months ended 30 September 2025 included in the Interim Financial Information.

Certain numerical figures set out in this Prospectus, including financial and operating data, have been rounded. Therefore, the sums of amounts given in some columns or rows in the tables and other lists presented in this Prospectus may slightly differ from the totals specified for such columns or rows. Similarly, some percentage values presented in the tables in this Prospectus have been rounded and the totals specified in such tables may not add up to 100 per cent.

Reclassification of 2025 comparative financial information

In the Interim Financial Information, the Group reassessed the presentation of certain transactions and balances to enhance alignment with the presentation requirements of IFRS Accounting Standards. Accordingly, certain comparative figures as at and for the year ended 31 December 2025 have been re-presented in the Interim Financial Information as detailed below (*for more information please see Note 34 (Comparative Figures) to the Interim Financial Information*):

i. Statement of financial position and cash flows

In prior periods, the clean fair value of derivative contracts was presented within "derivative financial instruments (assets and liabilities)", while the related accrued interest receivable and payable were presented separately within "other assets" and "other liabilities". To better reflect the fair value presentation and economic substance of derivative contracts, the related accrued interest balances have been reclassified to "derivative financial instruments (assets)" and "derivative financial instruments (liabilities)". Accordingly, comparative figures as at 31 December 2025 have been re-presented to conform with the presentation in the Interim Financial Information.

The reclassification also impacted the condensed consolidated interim statement of cash flows for the nine months ended 30 September 2025. The reclassification relates solely to the classification of balances within the condensed consolidated interim statement of financial position as at 31 December 2025 and the related cash flow impact in the condensed consolidated interim statement of cash flows for the nine months ended 30 September 2025, and has no impact on the measurement of derivative financial instruments nor on the Group's condensed consolidated interim statements of profit or loss, other comprehensive income and changes in equity for those periods.

ii. Statement of profit or loss

During the nine-month period ended 30 September 2026, the Group also reassessed the presentation of gains and losses arising from the cost of hedge related to FX swap contracts used to hedge foreign currency financing exposures. Amounts previously presented within "net interest income" for the nine-month period ended 30 September 2025 have been reclassified to "net

foreign exchange (loss) / gain" to align the presentation with the economic substance of the underlying transactions.

The reclassification affects presentation only and has no impact on the Group's condensed consolidated interim statements of financial position, profit or loss, other comprehensive income, changes in equity and cash flows for the nine-month period ended 30 September 2025.

Reorganisation of segmental information

In the 2025 Financial Statements, the Group reorganised its operating segments in line with its customer-centric strategy, resulting in changes to the composition and reporting of the Bank's operating segments. The Group's operating structure consists of four key operating segments across geographic regions, driving strategy, customer value propositions, product and channel development, and customer relationships, while supporting the Group's financial performance.

Operating segments are identified on the basis of internal reports about the components of the Group that are regularly reviewed by the Group's CEO (the **Group's Chief Operating Decision Maker**) in order to allocate resources to the segment and to assess its performance. The Group's Chief Operating Decision Maker now reviews the performance of the Bank based on the new segment structure.

The measurement basis for segment profit or loss and segment assets remains unchanged due to the reorganisation. Comparative information for previous years has been restated to reflect the new reportable segments as follows:

- "Investment Banking" and "Global Markets - trading" were combined into "Investment Banking & Markets";
- "Corporate & Commercial Banking" was renamed to "Wholesale Banking";
- "Consumer Banking" and "Private Banking" were combined into "Personal, Business, Wealth, & Privileged Client Banking Group"; and
- "Head Office" remained the same.

Alternative Performance Measures

Certain financial measures presented by FAB in this Prospectus are not defined in accordance with IFRS Accounting Standards. FAB believes that the alternative performance measures (as defined in the European Securities and Markets Authority guidelines (the **ESMA Guidelines**) on Alternative Performance Measures (**APMs**)) included in this Prospectus provide useful supplementary information to both investors and to FAB's management, as they facilitate the evaluation of underlying business performance across financial reporting periods. However, investors are cautioned not to place undue reliance on this information and should note that, since not all companies calculate financial measurements such as the APMs presented by FAB in this Prospectus in the same manner, these are not always directly comparable to performance metrics used by other companies.

Additionally, the APMs presented by FAB in this Prospectus are unaudited and have not been prepared in accordance with IFRS Accounting Standards or any other accounting standards. Accordingly, these financial measures should not be seen as a substitute for measures defined according to IFRS Accounting Standards. FAB considers that the following metrics (which are set out below along with their reconciliation, to the extent that such information is not defined according to IFRS Accounting Standards and not included in the Financial Statements

incorporated by reference into this Prospectus) presented in this Prospectus constitute APMs for the purposes of the ESMA Guidelines:

APM	Definition/method of calculation	Reconciliation with Financial Statements/accounting records
Return on tangible equity	Financial measure to express efficiency at generating profits from every unit of shareholders' tangible equity and is calculated as profit for the period attributable to shareholders of FAB after deduction of interest due (accrual basis) on Tier 1 capital notes divided by average total shareholder tangible equity, with average shareholder tangible equity calculated as the sum of shareholder tangible equity at the beginning and end of the period under calculation divided by two. For the nine months ended 30 September 2026, the average balance is calculated based on the sum of balances at the beginning (31 December 2025) and end (30 September 2026) of the period divided by two. Shareholder tangible equity is calculated as the total equity less the sum of non-controlling interest, Tier 1 capital notes and intangibles (assets).	Net profit for the year/period attributable to shareholders of FAB is as set out in the consolidated statement of profit or loss in the Financial Statements. Interest due (accrual basis) on Tier 1 capital notes is derived from the Group's internal accounting records (and is a Bank management calculated number). Total equity is as set out in the consolidated statement of financial position in the Financial Statements. Non-controlling interest is as set out in the consolidated statement of financial position in the Financial Statements. Tier 1 capital notes are as set out in the consolidated statement of financial position in the Financial Statements. Intangibles are as set out in the consolidated statement of financial position in the Financial Statements.
Cost to income ratio	Financial measure to express operating efficiency and is calculated as general, administrative and other operating expenses divided by operating income.	General, administrative and other operating expenses are as set out in the consolidated statement of profit or loss in the Financial Statements. Operating income is as set out in the consolidated statement of profit or loss in the Financial Statements.

APM	Definition/method of calculation	Reconciliation with Financial Statements/accounting records
Loan to deposit ratio	Liquidity measure to express a bank's ability to fund its loan book through its deposit base and is calculated as loans, advances and Islamic financing divided by customer accounts and other deposits.	Loans, advances and Islamic financing are as set out in the consolidated statement of financial position in the Financial Statements. Customer accounts and other deposits are as set out in the consolidated statement of financial position in the Financial Statements.
Non-performing loans, advances and Islamic financing (**NPL**) ratio	Financial measure to express loan asset quality and is calculated as NPLs net of interest in suspense as a percentage of gross loans, advances and Islamic financing net of interest in suspense.	NPLs are the Stage 3 loans, advances and Islamic financing along with Stage 3 loans, advances and Islamic financing which are part of purchased or originated credit impaired loans, advances and Islamic financing considered by the Group as par to NPLs, each as set out in Note 32 (*Financial risk management*) to the Interim Financial Information. Interest in suspense is as set out in Note 10 (*Loans, advances and Islamic financing*) to the Interim Financial Information. Gross loans, advances and Islamic financing are as set out in Note 10 (*Loans, advances and Islamic financing*) to the Interim Financial Information.
Provision coverage ratio	Financial measure to provide an indication of the level of provisioning vis-à-vis the NPLs net of interest in suspense and is calculated as impairment allowances as a percentage of NPLs.	Impairment allowances are total provisions in respect of loans, advances and Islamic financing and total provisions in respect of unfunded exposure, each as set out in Note 32 (*Financial risk management*) to the Interim Financial Information, together with the specific and collective IFRS Accounting Standard 9 "*Financial Instruments*" (**IFRS 9**) reserve as set out in Note 21

APM	Definition/method of calculation	Reconciliation with Financial Statements/accounting records
		(*Capital and reserves*) to the Interim Financial Information. NPLs are the Stage 3 loans, advances and Islamic financing along with Stage 3 loans, advances and Islamic financing which are part of purchased or originated credit impaired loans, advances and Islamic financing considered by the Group as par to NPLs, each as set out in Note 32 (*Financial risk management*) to the Interim Financial Information. Interest in suspense is as set out in Note 10 (*Loans, advances and Islamic financing*) to the Interim Financial Information.

Certain Defined Terms

Capitalised terms which are used but not defined in any section of this Prospectus will have the meaning attributed thereto in the Conditions or any other section of this Prospectus. In addition, the following terms as used in this Prospectus have the meanings defined below:

- references to **Abu Dhabi** are to the Emirate of Abu Dhabi;
- references to **FGB** are to First Gulf Bank P.J.S.C.;
- references to **GCC** are to the Gulf Co-operation Council;
- references to the **Government** are to the government of Abu Dhabi;
- references to a **Member State** are to a Member State of the European Economic Area;
- references to **Merger** are to the merger between National Bank of Abu Dhabi P.J.S.C. and First Gulf Bank P.J.S.C. that produced FAB and **Effective Date** are to 30 March 2017 which is the date the Merger was effected;
- references to **NBAD** refers to National Bank of Abu Dhabi P.J.S.C.;
- references to **OPEC** are to the Organization of Petroleum Exporting Countries and **OPEC Reference Basket** are to the reference basket data published on the OPEC website; and
- references to the **UAE** are to the United Arab Emirates.

Certain Conventions

Certain figures and percentages included in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

All references in this Prospectus to **U.S. dollars**, **U.S.$** and **$** refer to United States dollars being the legal currency for the time being of the United States of America and all references in this Prospectus to **dirham**, **UAE dirham**, **d** and **AED** refer to UAE dirham being the legal currency for the time being of the UAE.

The dirham has been pegged to the U.S. dollar since 22 November 1980. The midpoint between the official buying and selling rates for the dirham is at a fixed rate of AED 3.6725 = U.S.$1.00.

References to a **billion** are to a thousand million.

In this Prospectus, unless the contrary intention appears, a reference to a law or a provision of law is a reference to that law or provision as extended, amended or re-enacted.

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RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Capital Securities. Most of these factors are contingencies which may or may not occur. In addition, factors which are material for the purpose of assessing the market risks associated with the Capital Securities are also described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Capital Securities, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with the Capital Securities may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision.

Words and expressions defined in "Terms and Conditions of the Capital Securities" shall have the same meanings in this section.

Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities

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 Group, in common with other financial institutions and companies in other sectors, is susceptible to changes in the macro-economic environment and the performance of financial markets generally. As at the date of this Prospectus, the performance of global debt, equity and commodity markets has been volatile, reflecting the ongoing volatility in the macro-economic climate which has had, and which continues to have, a material adverse effect on the world's economies, including the economies of the UAE and other GCC states.

Oil price volatility

The UAE economy as a whole, and the economies of other countries in the GCC, are exposed to oil price volatility (see further "*Risks relating to the UAE and the Middle East – The UAE's economy is highly dependent upon its oil revenue*").

Historically, the markets for oil and gas have been volatile and they are likely to continue to be volatile in the future. Prices for oil and natural gas are based on world supply and demand with increasingly complex interlinkages with other macro-economic conditions and parameters which are both beyond the Group's control and unpredictable. For example, the COVID-19 pandemic contributed to a significant decline in hydrocarbon prices in 2020 and the Russia-Ukraine conflict contributed to a significant increase in hydrocarbon prices in 2022 and the regional conflict between Israel, the United States and Iran contributed to further significant increases in hydrocarbon prices in the first half of 2026. This volatility can be illustrated by the OPEC Reference Basket price which was, based on the average annual price, U.S.$41.47 in 2020, U.S.$69.89 in 2021, U.S.$100.08 in 2022, U.S.$82.95 in 2023, U.S.$79.89 in 2024 and U.S.$69.59 in 2025. The average monthly OPEC Reference Basket price in October 2026 was U.S.$112.31 per barrel (source: OPEC Monthly Oil Market Report, October 2026, available on the OPEC website, accessed 2 November 2026). The monthly price per barrel of Arabian Light Crude Oil has also moved in line with these trends.

OPEC member countries produce approximately 40 per cent. of the world's crude oil (according to the World Economic Forum) and, as such, targets set by OPEC to manage oil production in its member countries can affect oil prices. Historically, the announcement of production cuts by OPEC has led to oil price rises in the short- to medium-term. While efforts have been made by OPEC and non-OPEC oil producing countries participating in the Declaration of Cooperation to control oil price volatility by agreeing staged reductions in oil production since 2020, such collaboration is voluntary and there can be no assurance that it will achieve its stated goals or influence oil prices beyond the short-term. In April 2026, the UAE announced its withdrawal from OPEC, which may contribute to further uncertainty regarding future oil production levels, regional energy policy coordination and the effectiveness of measures previously implemented by OPEC and participating oil producing countries to manage oil price volatility.

While the Group's direct exposure to the crude oil, gas, mining and quarrying sectors is not significant (with 8.5 per cent. of its gross loans, advances and Islamic financing being to customers in the energy industry as at 30 September 2026), low oil prices and low demand for crude oil may have a material adverse effect on the UAE's economy and cause a reduction in government spending, which may exacerbate the impact on the UAE economy as a whole leading to deterioration in other industries. This may thereby affect the Group's business, results of operations, financial condition and prospects and FAB's ability to perform its obligations in respect of the Capital Securities.

In addition, a significant and sustained volatility 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 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.

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. Iran's missile and drone attacks caused significant disruption and localised damage in the GCC region. Airspace closures and flight suspensions across most GCC countries, including the UAE, have resulted in widespread disruption to regional aviation. 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, 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 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 Prospectus, the ceasefire arrangements and the memorandum of understanding entered into between the United States and Iran in June 2026 have both expired. Neither resulted in a cessation of hostilities and the risk of further escalation remains.

Due to ongoing uncertainty surrounding the progression of this conflict, it is not currently possible to determine the full 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.

Fiscal reforms

Additionally, in the UAE, the significant fiscal reforms implemented by the federal government in response to the low oil price environment since 2015 have had, and are expected to continue to have, a significant effect on the UAE economy. The UAE federal government has scaled back capital transfers to government-related entities, reduced government investment, raised electricity and water tariffs and removed fuel subsidies. Lower oil prices and the COVID-19 pandemic resulted in the UAE cutting its federal spending for 2021 by approximately 5.3 per cent. as compared to 2020. Further, with effect from 1 January 2018, the UAE federal government introduced a value-added tax (**VAT**) regime at a rate of 5 per cent. as part of a broader GCC-wide agreement. Bahrain joined the GCC VAT regime on 1 January 2019 and Oman implemented VAT on 16 April 2021. Qatar is expected to introduce VAT in the near future, though Kuwait has announced that VAT is unlikely to be introduced before 2028. The Kingdom of Saudi Arabia, which implemented VAT on 1 January 2018 at the rate of 5 per cent., increased the rate to 15 per cent. effective from 1 July 2020.

On 31 January 2022, the UAE Ministry of Finance announced the introduction of a corporate income tax (the **CIT**) on business profits, which came into effect for accounting periods beginning on or after 1 June 2023. The first accounting period that the CIT is applicable to FAB commenced on 1 January 2024. The CIT applies on the taxable net profits of a business. It does not apply to taxable profits up to AED 375,000 and applies at a standard statutory tax rate of nine per cent. on taxable profits in excess thereof.

In the UAE, these measures have become an integral part of a broader federal government strategy aimed at rationalising fiscal expenditure generally and reducing fiscal dependency on hydrocarbon related revenues. When taken in totality with macroeconomic conditions in the MENA region and globally, the impact on the UAE economy in recent years has been significant. See further "*– 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*".

Moreover, in respect of the Group's Abu Dhabi-based Government-related customers, legislation including Abu Dhabi Executive Council Circular No. 11 of 2015 and Abu Dhabi Executive Council Circular No. 1 of 2017 (together, the **Abu Dhabi Public Debt Laws**), requires any company owned by the Government which has received a copy of such circulars, to obtain the

approval of the Abu Dhabi Executive Council for it or any of its subsidiaries to enter into any transaction for borrowing or issue of debt (with an additional requirement to co-ordinate with the Public Debt Office of Abu Dhabi if such borrowing is to be guaranteed by the Government). If the provisions of the Abu Dhabi Public Debt Laws start to be applied more strictly and require the Group's Abu Dhabi-based Government-related customers to obtain Abu Dhabi Executive Council approval each time they contract with the Group, it is possible that the Group may experience a decline in (and/or a delay in execution of) lending activity to customers within this sector.

These fiscal reforms undertaken by the UAE federal government have created significant stress in UAE retail markets (which represents one of the Group's core businesses). In the event that macro-economic conditions deteriorate and/or the challenges faced by the retail sector were to spread to the Group's corporate customers, this could have a material adverse effect on the Group's business, results of operations and financial condition and could thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Financial markets

During events of extreme volatility witnessed in financial markets since 2014 there have been periods of reduced liquidity, widening credit spreads and a lack of price transparency in credit and capital markets. These adverse market conditions have impacted investment markets both globally and in the UAE, through increased volatility in asset prices, commodity prices, interest rates and exchange rates.

Many of the world's economies are experiencing high levels of inflation, including Egypt, where the Group has operations, which is at risk of becoming hyperinflationary. Global headline inflation is projected at 4.4 per cent. in 2026 (*Source*: IMF World Economic Outlook, April 2026). However, considerable uncertainty surrounds inflation projections. Various factors have contributed to shaping inflation outlook, including the Russia-Ukraine conflict and instability in the Middle East which have caused an increase in the oil price (as discussed above) and to food prices (due to disruptions in the supply of commodities such as wheat, corn and fertilizers). Prolonged inflation could affect the wider global economy (by, for example, causing prompt broad-based selling in long-duration, fixed-rate debt, which could have negative implications for equity and real estate markets) and the Group's customers and counterparties (leading to lower recoverability) which in turn could affect FAB's ability to perform its obligations in respect of the Capital Securities. In addition, in 2025, the United States announced a range of tariff measures, and ongoing changes to these tariffs and international responses have resulted in significant volatility in financial markets and economic uncertainty.

As a result of market conditions prevailing as at the date of this Prospectus, companies to which FAB has directly extended or continues to extend credit have experienced, and may continue to experience, decreased revenues, financial losses, insolvency, difficulty in obtaining access to financing and increased funding costs and some of these companies have been unable to meet their debt service obligations or other expenses as they become due, including amounts payable to FAB.

These extremely volatile market conditions have resulted in reduced liquidity, the widening of credit spreads and lack of price transparency in credit and capital markets. The adverse market conditions have impacted investment markets both globally and in the UAE, with increased volatility in interest rates and exchange rates. From January 2022 to July 2023, the U.S. Federal Reserve raised U.S. overnight interest rates by 4.25 per cent. The UAE Central Bank raised the UAE Base Rate broadly in line with such cumulative increases. Subsequently, the U.S. Federal Reserve cut the U.S. overnight interest rate by 1 per cent. (in aggregate) during 2024 and cut the U.S. overnight interest rate by a further 0.75 per cent. (in aggregate) during 2025. In September 2026, the U.S. Federal Reserve increased the U.S. overnight interest rate by 0.25 per cent. In each

case, the UAE Central Bank tracked these movements and it is highly probable that the UAE Base Rate will continue to track U.S. interest rate movements.

Future movements in such rates may adversely impact the Group's margins, borrowing costs and capital if it is unable to adjust to the volatile interest rate environment. The business, results of operations, financial condition and prospects of FAB have been materially adversely affected by these trends and may be further materially adversely affected by future periods of unfavourable economic conditions in the other countries of the GCC and emerging markets generally as well as by United States, European and international trading market conditions and/or related factors.

Credit risks

Credit risk is the risk that a customer or counterparty to a financial asset fails to meet its contractual obligations and causes the Group to incur a financial loss. It arises principally from the Group's loans, advances and Islamic financing, due from banks and financial institutions, reverse repurchase agreements, non-trading debt investments, derivative financial instruments and certain other financial assets.

If the Group is unable to effectively monitor and control the level of, or, where required, successfully restructure, its NPLs with debtors in financial distress, or its allowances for impairment are insufficient to cover credit losses, the Group's financial condition and results of operations would be adversely affected

In common with other banks in the GCC, as a result of adverse economic and political developments in recent years, including the regional conflict between Israel, the United States and Iran, adverse changes in consumer confidence levels, consumer spending, liquidity levels, bankruptcy rates and commercial and residential real estate prices, among other factors, have impacted the Group's credit portfolio. See further "*– 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*".

This volatile economic environment and the likely impact on the level of economic activity in Abu Dhabi and the UAE is expected to continue to have an adverse effect on the Group's credit risk profile. Although the Group regularly reviews its credit exposures and has re-priced a portion of its credit portfolio and restructured some of its credit-impaired loans, advances and Islamic financing, customer defaults may continue to occur. The occurrence of these events has affected, and could continue to materially adversely affect, the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

As at 30 September 2026, the Group had NPLs of AED 14.7 billion and, as at 30 September 2026, carried impairment allowances of AED 16.8 billion. The measurement of impairment losses under IFRS 9 across all categories of financial assets requires assumptions, in particular, in the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors that can result in different levels of allowances. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit losses (**ECL**) is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The Group's management believes that the levels of impairment allowances for impaired loans, advances and Islamic financing as at 30 September 2026 were sufficient to cover the Group's potential credit losses as at that date. As at 30 September 2026, the Group had a provision coverage ratio of 114 per cent.

The Group regularly reviews and monitors compliance with lending limits to individual financial institutions and country limits. See further "*Risk Management*". Further, the Group Credit Committee is responsible for the formulation of credit policies and processes in line with growth, risk management and strategic objectives and FAB's management believes that the systems in place to implement the Group's restructuring of loans, advances and Islamic financing and impairment allowances are adequate as at each reporting date. If these systems were to prove inadequate, this could have a material adverse effect on the Group's business, results of operations, financial condition and prospects and may thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

If the Group fails to appropriately restructure or monitor and control the levels of, and adequately provide for, its impaired loans and loans under stress, the Group may need to make further impairment charges and its business, results of operations, financial condition and prospects could be materially adversely affected.

The Group's loan and investment portfolios and deposit base are concentrated by geography, sector and client

The Group's credit and investment portfolios are concentrated, geographically, in the UAE. As a result, any deterioration in general economic conditions in the UAE or any failure of the Group to effectively manage its geographic, sectoral and client risk concentrations could have a material adverse effect on its business, results of operations, financial condition and prospects which could thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Together, the Group's loans, advances and Islamic financing and investment securities portfolios (investment securities portfolio is defined as investments at fair value through profit or loss, non-trading investment securities and investment in associates) (net of provisions) totalled AED 955.5 billion, or 64.9 per cent. of its total assets, as at 30 September 2026. Of the Group's total gross loans, advances and Islamic financing extended to customers as at 30 September 2026, real estate accounted for 15.6 per cent., personal loans and credit cards accounted for 8.1 per cent. and energy accounted for 8.5 per cent.

The Group's non-trading investment securities portfolio comprised AED 189.4 billion (or 68.5 per cent.) of investment securities as at 30 September 2026. The Group's non-trading debt investments portfolio has significant exposure to the Middle East and North Africa (**MENA**) region issuers which are principally government and public sector entities. As at 30 September 2026, the Group's portfolio of non-trading investment securities had an exposure of AED 22.1 billion (or 11.7 per cent.) to the UAE while exposure to the GCC, excluding the UAE, was AED 23.4 billion (or 12.4 per cent.).

Further, the majority of the population in the UAE is comprised of non-nationals who require a renewable work permit sponsored by their employer to work and reside in the UAE. Therefore, a significant portion of the Group's customer base and retail portfolio is comprised of UAE-based expatriates. FAB is exposed to a "skip risk" that such customers may leave the UAE without making repayments on their loans. Although the Group takes overseas enforcement action against "skip" borrowers in certain countries, regularly reviews its credit exposures and has in place systems for assessing the financial condition and creditworthiness of its debtors, its failure to do so accurately or effectively may result in an increase in the rate of default for the Group's credit portfolio, which could have a material adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

A substantial increase in new impairment allowances or credit losses greater than the level of previously recorded impairment allowances for credit losses would adversely affect FAB's results of operations and financial condition

In connection with lending activities, FAB periodically establishes impairment allowances for credit losses, which are recorded in its condensed consolidated interim statement of profit or loss. FAB's overall level of impairment allowances is based upon its assessment of prior loss experience along with expected credit loss, which takes into account the volume and type of financing being conducted, collateral held, industry standards, past due financing, economic conditions and other factors related to the recoverability of various financial assets. Although the Group endeavours to establish an appropriate level of impairment allowances based on its best estimate of the amount of incurred credit loss, it might be possible, for example, due to economic stress situations or changes in the regulatory environment, that the Group has to significantly increase its impairment allowances for credit losses. Any significant increase in impairment allowances or a significant change in the Group's estimate of the risk of credit loss inherent in its credit portfolio, as well as the occurrence of credit losses in excess of the impairment allowances allocated with respect thereto, would have an adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Furthermore, any mandatory change to the Group's impairment calculation models imposed as a result of accounting standards or regulatory changes may adversely impact impairment allowances established by the Group which would have an adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. See further "*The United Arab Emirates Banking Sector and Regulations*".

The Group may be materially adversely affected by a loss of business from key clients that represent a significant portion of its net operating income

The Group generates a significant proportion of its net operating income from certain key clients, including Government-controlled and Government-related entities, members of the ruling family of Abu Dhabi and other high net worth individuals (including the controlled/affiliated entities of these individuals). The loss of all or a substantial portion of the business provided by one or more of these clients could have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

In addition, the financial condition and ongoing profitability of Government-controlled or Government-related entities largely depends upon Government spending and policy. Therefore, the Group is exposed to shifts in Governmental spending and policy and its impact on the level of economic activity in Abu Dhabi and the UAE over which it has no control and the effect of such shifts on the Group may be difficult to predict. See further "*– 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 Group's failure to adequately foresee and assess such shifts may have an adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Liquidity risks

Liquidity risk is the risk that the Group will be unable to meet the payment obligations associated with its financial liabilities when they fall due and/or replace funds when they are withdrawn. Liquidity risks could materially adversely affect the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. Some of the liquidity risks facing the Group are set out below.

The Group's cash flow from its operations may not be sufficient at all times to meet its contractual and contingent payment obligations

If the Group's cash flow from its operations is not sufficient to meet its short- and medium-term contractual and contingent payment obligations coming due, it could experience liquidity issues. Such liquidity issues could occur if the Group's available liquidity is not sufficient to enable it to service its debt, fulfil loan commitments or meet other on or off-balance sheet payment obligations on specific dates, even if the Group continues to receive new deposits from customers, proceeds from new financings or its future revenue streams. Such liquidity issues could also arise if there is an unexpected outflow of customer accounts and other deposits, if there is a material decline in the value of the Group's liquid securities portfolio or if the Group is unable to secure short-term funding at commercially acceptable rates to bridge this funding gap.

The Group Assets and Liability Committee sets and monitors liquidity ratios and regularly updates the Group's liquidity management policies and seeks to ensure that the Group is in a position to meet its obligations as they fall due. See further "*Risk Management*". Further, the Group conducts analysis of maturities of assets and liabilities on a periodic basis to determine its ongoing funding needs and to ensure adequate liquidity is maintained across the defined time horizon. The Group Risk Committee (**GRC**) receives regular updates on the Group's liquidity under both normal and stressed market conditions, as well as developing strategies to ensure liquidity is available for defined time horizons under stress scenarios. As at 30 September 2026, the Group had cash and balances with central banks of AED 252.7 billion.

The UAE Central Bank adopted a policy of a gradual, phased introduction of the capital and liquidity standards for credit institutions, approved by the Basel Committee on Banking Supervision (the **Basel Committee**) in response to the 2008 global financial crisis (**Basel III**). As part of this gradual introduction of Basel III in the UAE, the UAE Central Bank informed certain banks in the UAE that they are obliged to report the Basel III Liquidity Coverage Ratio (**LCR**) and the Net Stable Funding Ratio (**NSFR**) to the UAE Central Bank.

The LCR is a metric introduced by the Basel Committee as part of Basel III to measure a bank's ability to manage a sustained outflow of customer funds in an acute stress event over a 30-day period. The ratio is calculated by taking a financial institution's stock of unencumbered high-quality liquid assets (**HQLAs**) – which include low-risk, highly marketable asset classes, designed to provide significant sources of liquidity in such a stress scenario – and dividing it by its projected net cash outflows over the immediately following 30-day period. The LCR requires that banks have sufficient HQLAs in their liquidity buffer to cover the difference between expected cash outflows and expected capped cash inflows over a 30-day stressed period. Basel III requires that the minimum value of the ratio is 100 per cent. (i.e., an institution's stock of HQLAs should at least equal total net cash outflows). As at 30 September 2026, the Group held a portfolio of HQLAs valued at AED 401.2 billion and had an LCR of 139.8 per cent.

On 28 February 2026, geopolitical tensions and military developments across the broader Middle East region escalated, resulting in disruptions to certain business and economic activities. These tensions remain ongoing and have increased uncertainty in the overall economic environment (see "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – 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*"). In response to these developments and the associated risks to financial stability, the UAE Central Bank introduced a comprehensive Financial Institution Resilience Package on 17 March 2026 (the **Financial Institution Resilience Package**) to reinforce the stability and resilience of the UAE's banking sector and broader economy, in light of current circumstances. The Financial Institution Resilience Package includes a range of targeted measures, including monetary policy support, liquidity and funding relief, capital requirements relief, specific credit risk management

guidance, and expectation of continuity of financial services to be provided by banks to their customers and the economy generally. These measures were originally effective until 30 September 2026. The Financial Institution Resilience Package was subsequently revised, pursuant to which the minimum LCR limit was revised to 90 per cent. with effect from 1 October 2026 until 15 January 2027.

In accordance with the Financial Institution Resilience Package applicable to all eligible banks in the UAE financial system:

- the Group is permitted, during the period from 1 October 2026 to 15 January 2027, to operate with an LCR of not less than 90 per cent.; and
- the Group also has access to CBUAE liquidity facilities, including reserve balance drawdowns and term liquidity facilities.

The measures available under the Financial Institution Resilience Package cannot guarantee that the Group will not be adversely affected by ongoing or future disruptions arising from these geopolitical tensions and military developments.

By virtue of the inherent costs associated with LCR compliance and maintaining a sufficient portfolio of HQLAs, FAB may be at a competitive disadvantage to its peer UAE-based financial institutions who are not required to monitor liquidity through LCR which may have a material adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The Group maintains short-term demand and time deposits as sources of funding for medium- and long-term assets, which results in a contractual asset-liability maturity gap

In common with other banks in the UAE, the Group's liabilities include short-term demand and time deposits. A portion of the Group's short-term demand and time deposits fund assets that are medium- to long-term (such as loans and mortgages). Mismatches between the maturities of the Group's assets and liabilities could lead to liquidity risk if the Group is incapable of rolling over existing deposits, raising new deposits or obtaining alternative sources of funding for the existing or future credit portfolio or if the cost of obtaining these deposits or funding differs from market prices.

Although the Group has accessed wholesale funding markets (through bilateral or syndicated borrowings and international bond markets) in order to diversify and increase the maturity of its funding sources, such borrowings have not eliminated contractual asset-liability maturity gaps.

If a substantial portion of the Group's depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, or the Group fails to refinance some of its large short- to medium-term borrowings, the Group may need to access more expensive sources to meet its funding requirements. No assurance can be given that the Group will be able to obtain additional funding on commercially reasonable terms as and when required, or at all. The Group's inability to refinance or replace such deposits with alternative funding could materially adversely affect the Group's liquidity, business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The Group has significant off-balance sheet credit-related commitments that may lead to potential losses

As part of its normal banking business, the Group issues revocable and irrevocable commitments to extend credit, guarantees, letters of credit and other financial facilities and makes commitments to invest in securities before such commitments have been fully funded. All of these are accounted

for off-balance sheet until such time as they are actually funded or cancelled. Although these commitments are contingent and therefore off-balance sheet, they nonetheless subject the Group to related credit, liquidity and market risks. Credit-related commitments are subject to the same credit approval terms and compliance procedures as loans, advances and Islamic financing extended to customers, and commitments to extend credit are contingent on customers maintaining required credit standards. Although the Group anticipates that not all of its obligations in respect of these commitments will be triggered, it may have to make payments in respect of a substantial portion of such commitments, which could have a material adverse effect on its financial position, and in particular its liquidity position and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. As at 30 September 2026, the Group had AED 377.8 billion in such contingent liabilities.

Market risks

The Group's business exposes it to market risk, which is the risk that changes in market prices, such as interest rates, equity prices, commodity prices, foreign exchange rates and credit spreads will affect the Group's income or the fair value of its holdings of financial instruments. Market risks could adversely affect the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. Some of the market risks facing the Group are set out below.

Changes in interest rate levels may affect the Group's net interest margins and borrowing costs, and the value of assets sensitive to interest rates and spread changes may be adversely affected

The Group's operations are affected by, among other factors, fluctuations in interest rates. In particular, the Group's activities depend on the Group's interest rate risk management, as well as the connections between market rates and interest margins. The Group's net interest income largely depends on the level of the Group's interest-bearing assets and liabilities, as well as the average interest rate on interest-bearing assets and liabilities.

Any shortage of liquidity in markets that are sources of funding for the Group could contribute to an increase in the Group's marginal borrowing costs. Similarly, any increase or changes in benchmark reference rates could also affect the value of certain assets that are sensitive to changes in applicable interest rates.

Interest rates are sensitive to many factors beyond the Group's control, including the policies of central banks, such as the UAE Central Bank and the U.S. Federal Reserve, political factors and domestic and international economic conditions (see further "*– 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*").

If benchmark reference rates rise, the interest payable on the Group's floating rate borrowings increases. Additionally, in a rising interest rate environment, the Group's interest expense can increase significantly as a result of the higher interest rates payable on the Group's existing time deposits. The Group's marginal cost of funding may increase due to a variety of factors, including the deterioration of conditions in the financial markets or the loss of confidence by and between financial institutions. If benchmark reference rates lower, the Group's ability to price its current and saving account deposits and time deposits at a rate lower than the benchmark reference rate may be adversely impacted. As a result, the Group's marginal cost of funding compared to benchmark reference rates may increase. If the Group fails to pass on such changes in funding costs to its customers in a timely manner or at all due to market, competitive or other conditions, such changes in funding cost could have a material adverse effect on its business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Changes in equity and debt securities prices may affect the values of the Group's investment portfolios

The Group holds investment securities. Instability in the international debt and equity capital markets could have a material adverse impact on the Group's investment portfolios. As at each reporting period, the Group records: (a) realised gains or losses on the sale of any investment securities; (b) unrealised fair value gains or losses in respect of any investment securities as at the end of the period on a mark to market basis; and (c) impairment where there is a credit deterioration and are measured on a probability weighted estimate basis.

The amounts of such gains and losses may fluctuate considerably from period to period. The level of fluctuation depends, in part, on the market value of the securities, which in turn may vary considerably, and the Group's investment policies. FAB cannot predict the amount of realised or unrealised gain or loss for any future period, and variations from period to period are not indicative of future performance. Gains on the Group's investment portfolio may not continue to contribute to net income at levels consistent with those from recent periods or at all.

Any decrease in realised or unrealised investment gains, or increase in realised or unrealised investment losses, in the value of the Group's investment portfolios could have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Operational risks

The Group defines operational risk as the risk of loss from inadequate or failed internal processes, people, systems or external events. Operational risks and losses may arise from various causes such as fraud, error by employees, failure to document transactions properly or to obtain proper internal authorisation, failure to comply with regulatory requirements and conduct of business rules, the failure of internal systems and equipment and the occurrence of significant external events, including natural disasters and regional conflicts. Although the Group has implemented comprehensive risk controls, loss mitigation strategies and substantial resources which are devoted to developing efficient procedures, it is not possible to eliminate any of the operational risks entirely, which could have a material adverse effect on its financial condition and results of operations and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. Some of the operational risks facing the Group are set out below.

The Group's risk management policies and internal controls may not be effective in all circumstances and may leave it exposed to unidentified or unanticipated risks, which could result in material losses

The Group is exposed to a variety of risks, including credit risk, market risk, liquidity risk and operational risk. The Group’s risk management policies, internal controls and governance frameworks may not be effective in all circumstances or against all risks, including risks that are unidentified, emerging or only become apparent under stressed market conditions. Certain risk management techniques rely on assumptions, judgements, historical experience and available information, all of which may prove to be incomplete, inaccurate or unreliable. Any material deficiency in the Group's risk management or other internal control policies or procedures may expose it to significant credit, liquidity, market or operational risk, which may in turn have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The Group’s ability to attract and retain qualified personnel is important to the successful operation of its business

The Group's performance depends in part on its ability to attract, retain, develop and incentivise qualified and experienced personnel, including senior management and specialised staff. Competition for such personnel in the UAE and other markets in which the Group operates is significant, and the Group may face challenges in recruiting or retaining such individuals, including in the context of nationalisation requirements and evolving business needs. If the Group is unable to maintain adequate staffing and capability levels, this could adversely affect the execution of its strategy, control environment and business operations, which may in turn have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The Group's business is dependent on its information and technology systems and is subject to potential cyber and technology risks

The Group relies heavily on information technology systems and third-party technology and service providers to conduct its business. As with other financial institutions, the Group is exposed to the risk of cyber-attacks, unauthorised access, malware, phishing, ransomware, data loss, technology failures and service disruption. Although the Group maintains cyber-security and resilience controls designed to prevent, detect and respond to such threats, these measures may not be effective in all circumstances, particularly as cyber threats continue to evolve in sophistication and scale. Any material technology failure or cyber incident could result in business interruption, financial loss, litigation, regulatory action and reputational damage, which may have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Regulatory risks

Regulatory risk is the risk of loss or reputational damage resulting from an inability to maintain compliance with the prudential and regulatory controls established in the jurisdictions in which the Group operates. Regulatory risks could adversely affect the Group's business, results of operations and financial condition and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities. Some of the regulatory risks currently facing the Group are set out below.

The Group is highly regulated and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on the Group's business

The Group is subject to a number of prudential and regulatory controls designed to maintain the safety and soundness of banks, ensure their compliance with economic, social and other objectives and limit their exposure to risk. See further "*The United Arab Emirates Banking Sector and Regulations*". These regulations include UAE federal laws and regulations (particularly those of the UAE federal government and the UAE Central Bank), as well as the laws and regulations of the other countries in which the Group operates. In particular (but without limitation), the Group is subject to restrictions on credit limits in respect of real estate and construction financing, major shareholders or to a single customer (based on the Group's customer deposits and/or capital and reserves as prescribed by the UAE Central Bank).

Such regulations may limit the Group's ability to increase its credit portfolio or raise capital or may increase the Group's cost of doing business. Any further changes in laws or in central bank regulations or policy and/or the manner in which they are interpreted or enforced may affect the Group's reserves, revenues and performance and may have a material adverse effect on the Group's business, results of operations, financial condition and prospects, including its ability to compete successfully in the geographies in which it operates and thereby affect FAB's ability to

perform its obligations in respect of the Capital Securities. Furthermore, non-compliance with regulatory guidelines could expose the Group to potential liabilities and fines. Although the Group works closely with its regulators and continually monitors compliance with central bank regulations and policy (particularly the UAE Central Bank), future changes in regulation, fiscal or other policies cannot be predicted and are beyond its control.

If the Group fails to comply with applicable anti-money laundering, combating the financing of terrorism, combating proliferation financing sanctions and other related regulations, it could face enforcement actions, fines and/or damage to its reputation

In order to carry out and expand its businesses, it is necessary for the Group to maintain or obtain a variety of licences, permits, approvals and consents from various regulatory, legal, administrative, tax and other governmental authorities and agencies. The processes for obtaining these licences, permits, approvals and consents are often lengthy, complex, unpredictable and costly. If the Group is unable to maintain or obtain the relevant licences, permits, approvals and consents, its ability to achieve its strategic objectives could be impaired.

The Group is also required to comply with applicable anti-money laundering (**AML**), combating the financing of terrorism (**CFT**) and combating proliferation financing (**CPF**) laws, economic and trade sanctions, anti-bribery and corruption (**ABC**), and other local regulations in the jurisdictions in which it operates, including sanctions administered, enacted or enforced by the Office of Foreign Assets Control of the U.S. Department of Treasury, the United Nations Security Council (**UNSC**), the European Union and H.M. Treasury and the Foreign, Commonwealth & Development Office, applicable local sanctions, and anti-corruption laws in the jurisdictions in which it conducts business.

These laws and regulations require the Group, among other things, to adopt and enforce "know your client" (**KYC**) policies and procedures, to report suspicious activities and transactions to the applicable regulatory authorities and to freeze without delay the funds and other assets of persons designated by the UNSC and/or the relevant local regulator where applicable and to report such actions to the relevant authorities.

The Group has established a Financial Crime Compliance programme including, but not limited to, AML, CFT and CPF (KYC, transaction monitoring and suspicious transaction reporting), sanctions and ABC policies and procedures and reviews them regularly in light of any relevant regulatory and market developments. The Group continually monitors compliance with regulatory and market standards regarding AML, CFT and CPF. Nonetheless, the Group's business and reputation could suffer if the UAE's AML, CFT and CPF regulations and policies are seen to fall short of international standards.

To the extent that the Group fails or is perceived to fail to fully comply with applicable laws and regulations, the relevant government agencies have the power and authority to commence enforcement actions against the Group and/or impose fines and other penalties on the Group.

In addition, the Group's business and reputation could suffer if customers use the Group's products and services for money laundering, sanctions evasion activities or other illegal purposes. As a result, any such failure to adhere to applicable AML, CFT, CPF, ABC, sanctions and other related laws and regulations may have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

FAB is subject to risks associated with global climate change

The Group is exposed to financial risks arising from both climate-related physical and transition risk drivers, which are explained further below. These risks may impact the Group's business

activities, financial performance and risk profile over different time horizons and are subject to increasing regulatory, market and stakeholder focus.

Physical risks may arise from both acute events (including extreme weather events) and chronic climate shifts, which may affect counterparties, collateral values and operations. Transition risks may arise from policy, legal, technological and market developments associated with the transition to a low-carbon economy, which may impact certain sectors, asset valuations and client creditworthiness.

In line with the Group's Climate Risk Policy (the **CRP**), climate-related financial risks are identified, assessed and managed within FAB's overall enterprise risk management framework, and are considered as drivers of traditional risk types, including credit, market, liquidity and operational risks.

In 2025, the UAE Central Bank issued its Climate-related Financial Risk Management Regulation (Circular No. 8/2025), establishing a prudential framework requiring banks to integrate climate-related considerations into their governance, risk assessment processes and climate stress testing. The Climate-related Financial Risk Management Regulation obliges the aforementioned financial institutions to identify, monitor and manage climate-related financial risks, including physical, transition and liability risks, and mandates that such risks be incorporated into existing credit, market, operational and liquidity risk management frameworks. In addition, banks must undertake scenario analysis and assess the potential impact of climate-related financial risks on capital adequacy and solvency, with boards and senior management held accountable for ensuring compliance. Failure to comply with the regulation or to meet supervisory expectations may subject FAB to regulatory intervention, including supervisory actions and potential financial or administrative sanctions.

Risks relating to the UAE and the Middle East

The UAE's economy is highly dependent upon its oil revenue.

The UAE's economy, and the economy of Abu Dhabi in particular, is highly dependent upon oil revenue. While Abu Dhabi is actively promoting tourism and real estate and undertaking several large-scale development projects, oil related gross domestic product (**GDP**) continues to dominate Abu Dhabi's economy and contributed approximately 38.5 per cent. to Abu Dhabi's nominal GDP in 2024 compared to approximately 40.3 per cent. in 2023 and approximately 48.0 per cent. in 2022 (*source*: Abu Dhabi Statistics Centre website, 'Key Statistics Indicators', accessed 30 October 2026).

The Group has historically received significant funding and other support from the Government and the UAE federal government. In the case of the Government, such funding and other support has been largely derived from the Government's significant oil revenues.

According to OPEC data, as at 31 December 2025, the UAE had approximately 7.6 per cent. of the world's proven crude oil reserves (giving it the fifth largest oil reserves in the world) (*source*: OPEC Annual Statistical Bulletin 2026) while preliminary estimates show that the hydrocarbon sector (mining and quarrying, including crude oil and natural gas) accounted for 23.3 per cent. of the UAE's nominal GDP in 2025 (*source*: Federal Competitiveness and Statistics Centre, GDP – Economic Sectors and Activities (Constant Prices, 2010), accessed 30 October 2026). According to the OPEC website, the price of the OPEC Reference Basket has fluctuated significantly in recent years. See further "*– 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*" above.

With this backdrop, oil prices are expected to continue to fluctuate in the future in response to changes in many factors over which the Group has no control. Factors that may affect the price of oil include, but are not limited to:

- the effects of the regional conflict between Israel, the United States and Iran and the resulting closure of the Strait of Hormuz;
- the effects of the Russia-Ukraine conflict and increasing inflation on global economic activity and the demand for oil and gas;
- economic and political developments in oil producing regions, particularly in the Middle East and in Eastern Europe;
- global and regional supply and demand, and expectations regarding future supply and demand, for oil products;
- the ability of members of OPEC and other crude oil producing nations to agree upon and maintain specified global production levels and prices;
- the impact of international environmental regulations designed to reduce carbon emissions;
- other actions taken by major crude oil producing or consuming countries;
- prices and availability of alternative fuels, global economic and political conditions, prices and availability of new technologies using alternative fuels; and
- global weather and environmental conditions.

If the international prices for hydrocarbon products were to materially fall from their current levels and remain there for a significant period of time into the future this could have a material adverse effect on the UAE's economy 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 Capital Securities.

Further, 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 Capital Securities – 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 Capital Securities.

The Group is subject to political and economic conditions in Abu Dhabi, the UAE and the Middle East

The majority of the Group's current operations and interests are located in the UAE. The Group's results of operations are, and will continue to be, generally affected by financial, economic and political developments in or affecting Abu Dhabi, the UAE and the Middle East and, in particular, by the level of economic activity in Abu Dhabi, the UAE and the Middle East which, in turn, is

affected by the prevailing level of global crude oil prices. It is not possible to predict the occurrence of events or circumstances, such as war or hostilities, or the impact of such occurrences, and no assurance can be given that FAB would be able to sustain the operation of its business if adverse political events or circumstances were to occur. A general downturn or instability in certain sectors of the UAE or the regional economy could have an adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Investors should also note that the Group's business and financial performance could be adversely affected by political, economic or related developments both within and outside the Middle East because of interrelationships within the global financial markets. In addition, the implementation by the Government or the UAE federal government of restrictive fiscal or monetary policies or regulations, including changes with respect to interest rates, new legal interpretations of existing regulations or the introduction of a broad taxation regime (extending beyond VAT, which was introduced in the UAE with effect from 1 January 2018 and the CIT that came into effect on 1 June 2023) or exchange controls 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 Capital Securities.

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 and continues to be 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 conflicts between Israel and Hamas, Israel and Hezbollah, the United States and Iran (see "*– Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – 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 was announced in relation to the regional conflict involving Iran, there can be no assurance as to its durability or effectiveness. Though the effects of the uncertainty have been varied, it is not possible to predict the occurrence of events or circumstances such as conflict, 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.

Any of the foregoing circumstances could have a material adverse effect on the political and economic stability of the Middle East and, in particular, could impact the numbers of tourists that choose to visit the UAE and the number of businesses interested in doing business in the UAE and, consequently, could have an adverse effect on the Group's business, results of operations, financial condition and prospects, and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Neither the Government nor the UAE federal government is under any obligation to continue to invest in or otherwise engage in business with FAB and either or both may alter their respective relationships with FAB at any time and for any reason.

As at the date of this Prospectus, FAB's principal shareholder is the Government, which indirectly holds approximately 37.9 per cent. of the issued and outstanding shares of FAB through the wholly-owned Mubadala Investment Company (**MIC**).

The Government was instrumental in the founding of NBAD and in supporting the Merger, with each of NBAD and FGB maintaining very strong working relationships with the Government and Government-related entities. For example, during the period between 2008 and 2009, the Government (through its purchase of Tier 1 notes issued by each of NBAD and FGB) provided a total of AED 4.0 billion in Tier 1 capital to each of NBAD and FGB. Despite the Government's and the UAE federal government's past investments in, and deposits with, the Group and its predecessor entities and funding support, neither the Government nor the UAE federal government is under any obligation to continue to invest in, make deposits with, do business with or otherwise support the Group. The Government and the UAE federal government may, whether directly or through government-owned entities, at any time and for any reason, dispose of its investments in, withdraw its deposits from, cease to do business with or otherwise cease to support the Group. The reduction or elimination of such support could have a material adverse effect on the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The interests of FAB's largest shareholder may conflict with the commercial interests of FAB, which may also conflict with the interests of the holders of the Capital Securities

By virtue of the Government's ownership interest in FAB's share capital, the Government has the ability to block actions or resolutions proposed at FAB's annual or extraordinary general meetings. Accordingly, the Government could prevent FAB from pursuing transactions, making dividend payments or other distributions or payments to shareholders or undertaking other actions, which may be contrary to the commercial interests of FAB. Such actions could have a material adverse effect on the Group's business, results or operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

The increasingly competitive environment in the UAE banking industry may adversely affect FAB's business and results of operations

The Group faces competition within the UAE for all of its products and services. The Group competes primarily with a large number of other domestic banks in the UAE, some of which are also owned, directly or indirectly, by the governments of the relevant Emirates, government-related entities or members of the ruling families of the relevant Emirates. As at 31 December 2025, there were a total of 61 commercial banks (including specialised and wholesale banks and excluding investment banks) registered in the UAE (*source*: UAE Central Bank, Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026 accessed on 29 October 2026). The Group's main domestic competitors in terms of size of banking franchise and product and customer segments are Abu Dhabi Commercial Bank PJSC, Abu Dhabi Islamic Bank PJSC, Dubai Islamic Bank PJSC, Emirates NBD Bank PJSC, HSBC Bank plc, Mashreqbank psc and Standard Chartered Bank. In the UAE market, as at 30 September 2026, and according to the Interim Financial Information and FAB's evaluation of the publicly available financial statements of the Group's main domestic competitors as at 30 September 2026, the Group was the largest bank in the UAE by total assets. There can be no assurance that FAB will be able to maintain its current market share in the future.

In addition to the local commercial banks in the UAE, the Group competes with a number of international banks in investment advisory, investment banking, corporate advisory, finance and other services. In the large corporate and government client segments, the Group faces competition from international banks and such competition is expected to increase in the UAE over time. Although the Group seeks to cooperate with some of the top-tier international banks, especially in securities underwriting and distribution, it will also compete with them in other areas,

particularly in corporate advisory and treasury operations in which these banks have a long history of successful operations in other regions.

Further, the UAE could be viewed as an over-banked market, even by regional standards, with 61 different commercial banks (comprising 23 locally incorporated commercial banks and 38 foreign commercial banks) licensed to operate inside the UAE as at 31 December 2025 (excluding the DIFC) (source: UAE Central Bank, Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026 accessed on 2 November 2026), serving a population estimated to be 11.62 million in 2025 (source: OPEC Annual Statistical Bulletin 2026). There has traditionally been little impetus for consolidation. However, the Merger has stimulated further movement towards greater consolidation amongst UAE banks. This has already been observed in the three-way merger between Abu Dhabi Commercial Bank PJSC, Al Hilal Bank P.J.S.C. and Union National Bank P.J.S.C. which was completed on 1 May 2019. In addition, in January 2020, Dubai Islamic Bank PJSC completed the acquisition of Noor Bank PJSC. While such continued consolidation would increase the level of concentration in the domestic banking sector, it would also likely lead to a significant alteration of the competitive environment with fewer, larger locally incorporated banks competing for the larger financing transactions in the region with the foreign banks, which have tended to have comparatively larger franchises, with greater infrastructure and resources with which to absorb capital costs, such as information technology (**IT**) system development. See further "*The United Arab Emirates Banking Sector and Regulations – Characteristics of the Banking System – Historic lack of consolidation*".

If the Group is unable to compete successfully, it could adversely impact the Group's business, results of operations, financial condition and prospects and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

A negative change in FAB's credit rating could limit its ability to raise funding and may increase its borrowing costs

FAB has a long-term foreign currency issuer default rating of AA- with a stable outlook from Fitch, a long-term bank deposits rating of Aa3 with a stable outlook from Moody's and an issuer credit rating of AA- with a stable outlook from S&P. These ratings, which are intended to measure FAB's ability to meet its debt obligations as they mature, are an important factor in determining the Group's cost of borrowing funds.

There is no assurance that the ratings will remain in effect for any given period of time or that the ratings will not be lowered or withdrawn entirely if circumstances in the future so warrant. A downgrade of FAB's credit ratings, or a negative change in their outlook, may:

- limit the Group's ability to raise funding;
- increase the Group's cost of borrowing; and
- limit the Group's ability to raise capital,

each of which could adversely affect its business, financial condition and results of operations. Moreover, actual or anticipated changes in FAB's credit rating may affect the market value of any Capital Securities.

A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation. Ratings may not reflect the potential impact of all risks related to structure, market, the risk factors discussed in this section and others that may affect the value of any Capital Securities.

Any alteration to, or abolition of, the foreign exchange "peg" of the UAE dirham or other regional currencies at a fixed exchange rate to the U.S. dollar will expose FAB to U.S. dollar foreign exchange movements against the UAE dirham or other such currencies

The Group maintains its accounts, and reports its results, in UAE dirham. The UAE dirham has been pegged to the U.S. dollar since 22 November 1980 and remains pegged as at the date of this Prospectus. Additionally, the following oil producing GCC countries have their currencies pegged to the U.S. dollar as at the date of this Prospectus: the Kingdom of Saudi Arabia; Oman; Bahrain; and Qatar. In response to the volatility of oil prices internationally through 2015, oil producing countries with currencies that had been traditionally pegged to the U.S. dollar faced pressure to de-peg and, in certain cases, did de-peg their currencies. For example, Kazakhstan de-pegged the Kazakhstani tenge from the U.S. dollar on 20 August 2015, which was followed on 21 December 2015 by the removal of the U.S. dollar peg against the Azerbaijani manat.

There is a risk that additional countries may choose to unwind their existing currency pegs to the U.S. dollar, both in the GCC and the wider region. While the long-term impacts of such actions are uncertain, it is likely that any such de-pegged currency would face a de-valuation against the U.S. dollar immediately post-removal of the peg. Given the levels of exposure amongst regional financial institutions to other pegged currencies, it is also likely that such currency de-valuation(s) would pose a systemic risk to the regional banking systems in the UAE and across the wider GCC, thereby impacting the open cross-currency positions held by regional banks, including FAB.

While the UAE Central Bank has re-iterated its intention to retain the UAE dirham peg against the U.S. dollar, there can be no assurance that the UAE dirham will not be de-pegged in the future or that the existing peg will not be adjusted in a manner that adversely affects the Group's result of operations and financial condition. Additionally, any such de-pegging either in the UAE or across the wider region, particularly if such de-pegging is accompanied by the anticipated currency de-valuations against the U.S. dollar (as described above), could have an adverse effect on the Group's business, results of operations, financial condition and prospects, and thereby affect FAB's ability to perform its obligations in respect of the Capital Securities.

Tax changes in the GCC may have an adverse effect on the Group

Investors should be aware that with effect from 1 January 2018, certain GCC states (including the UAE and the Kingdom of Saudi Arabia) have implemented a VAT regime at a rate of 5 per cent. The Kingdom of Saudi Arabia increased the rate to 15 per cent. effective from 1 July 2020. Bahrain joined the GCC VAT regime on 1 January 2019 and Oman implemented VAT on 16 April 2021. Bahrain increased the VAT rate to 10 per cent. effective from 1 January 2022. Qatar is expected to introduce VAT in the near future though Kuwait has announced that VAT is unlikely to be introduced before 2028.

Separately, the Group is within the scope of Pillar Two Model rules as per the Organisation for Economic Cooperation and Development's (**OECD**) Global Anti-Base Erosion (**GloBE**) rules across the jurisdictions in which it operates. In December 2024, the UAE implemented Pillar Two through a Domestic Minimum Top-Up Tax (**DMTT**) at a 15 per cent. minimum effective tax rate, effective from 1 January 2025, applicable to multinational groups meeting the €750 million revenue threshold. The GloBE framework ensures that multinational enterprises pay a minimum level of tax in each jurisdiction, requiring the calculation of a jurisdictional effective tax rate (**ETR**) and the imposition of a top-up tax where that rate falls below 15 per cent. Consequently, the Group is required to compute its GloBE ETR across all operating jurisdictions and recognise any resulting top-up tax exposure. Where applicable, such top-up tax is payable in the UAE under the DMTT mechanism, thereby ensuring that low-taxed profits are brought up to the global minimum level. Across the GCC, most jurisdictions, except for the Kingdom of Saudi Arabia, have now adopted Pillar Two measures, reflecting a broader regional shift toward alignment with international tax standards.

The implementation of new tax regimes or amendments to existing tax regimes in the GCC may have a material adverse effect on the Group's business, results of operations and financial condition, which in turn could affect FAB's ability to perform its obligations in respect of the Capital Securities.

Factors which are material for the purpose of assessing the risks associated with the Capital Securities

The right to receive repayment of the principal amount of the Capital Securities and the right for any further interest will be permanently written-down upon the occurrence of a Non-Viability Event

If a Non-Viability Event occurs, the Prevailing Principal Amount of the Capital Securities then outstanding will be permanently written-down in whole or, in exceptional cases, in part on a *pro rata* basis, in each case as solely determined by the Regulator. See "– *The circumstances triggering a Write-down are unpredictable and holders of the Capital Securities may suffer losses in respect of their holding of the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders*". Pursuant to a Write-down, the rights of any holder of Capital Securities for payment of any amounts under or in respect of the Capital Securities (including, without limitation, any amounts arising as a result of, or due and payable upon the occurrence of, an Enforcement Event), in a proportion corresponding to the relevant Write-down Amount (and any related unpaid Interest Payment Amounts), shall be cancelled (and the principal amount of the Capital Securities shall be reduced accordingly) and not restored under any circumstances, irrespective of whether such amounts have become due and payable prior to the date of the Non-Viability Event or notice in relation thereto. In the case of a Write-down in whole, the Capital Securities shall be cancelled.

In the exceptional cases in which a Write-down in part is required by the Regulator, a Write-down in part may occur on one or more occasions as solely determined by the Regulator provided, however, that the principal amount of a Capital Security shall never be reduced to below nil.

Furthermore, upon the occurrence of any Write-down in part pursuant to Condition 9 (*Write-Down at the Point of Non-Viability*), Interest Payment Amounts will then accrue on the reduced principal amount of the Capital Securities (subject to the Conditions). Also, any amounts arising as a result of, or due and payable upon the occurrence of, an Enforcement Event or any redemption of the Capital Securities will be by reference to such reduced principal amount of the Capital Securities.

The Conditions do not in any way impose restrictions on the Issuer following a Write-down, including restrictions on making any distribution or equivalent payment in connection with any Junior Obligations (including, without limitation, any Additional Tier 1 Capital or ordinary shares of the Issuer), any *Pari Passu* Obligations or any Senior Obligations.

Holders of the Capital Securities will lose all or some of their investment in the Capital Securities as a result of a Write-down and moreover, in such event, holders of the Capital Securities may suffer losses in respect of their investment in the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders. See "– *The circumstances triggering a Write-down are unpredictable and holders of the Capital Securities may suffer losses in respect of their holding of the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders*".

Prospective investors should also be aware that the application of a non-viability loss absorption feature contained in Condition 9 (*Write-Down at the Point of Non-Viability*) has not been tested in the UAE and therefore some degree of uncertainty exists in its application.

A **Non-Viability Event** means that the Regulator has notified the Issuer in writing that it has determined that the Issuer has, or will become, Non-Viable without: (a) a Write-down; or (b) a public injection of capital (or equivalent support).

The Issuer shall be **Non-Viable** if (a) it is insolvent, bankrupt, unable to pay a material part of its obligations as they fall due or unable to carry on its business, or (b) any other event or circumstance occurs, which is specified as constituting non-viability by the Regulator, or in the Capital Regulations.

The circumstances triggering a Write-down are unpredictable and holders of the Capital Securities may suffer losses in respect of their holding of the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders

The occurrence of a Non-Viability Event is unpredictable and depends on a number of factors, many of which are outside of the Issuer's control. The occurrence of a Non-Viability Event is subject to, *inter alia*, a subjective determination by the Regulator. As a result, the Regulator may require a Write-down in circumstances that are beyond the control of the Issuer and with which the Issuer or a holder of the Capital Securities may not agree (and regardless of whether or not the Solvency Conditions (as defined below) are satisfied at such time). Furthermore, although the Conditions provide that the Regulator may require a Write-down in whole or in part upon the occurrence of a Non-Viability Event, the current stated position of the Regulator is that a Write-down in whole will apply in all such cases save only in exceptional cases as determined by the Regulator in its sole discretion.

Prospective investors should also be aware that the application of a non-viability loss absorption feature similar to Condition 9 (*Write-Down at the Point of Non-Viability*) has not been tested in the UAE and therefore some degree of uncertainty exists in its application. The Issuer expects that any Write-down of the Capital Securities would take place (a) after the Ordinary Shares of the Issuer absorb losses (if and to the extent permissible under the relevant regulations applicable to the Issuer at such time); (b) after the write-down or write-off of any of the Issuer's obligations in respect of Other Common Equity Tier 1 Instruments and Additional Tier 1 Capital; and (c) simultaneously and *pro rata* with the write-down of any of the Issuer's other obligations in respect of Tier 2 Capital. However, the Regulator shall, in its sole discretion, determine the occurrence of a Non-Viability Event and therefore the occurrence of Write-down and there can be no assurance that a Write-down would take place as described in this paragraph.

The Regulator shall, in its sole discretion, determine the occurrence and scope of a Non-Viability Event and therefore the requirement for a Write-down. Accordingly, prospective investors should note that the Regulator may require a Write-down, regardless of whether or not the Solvency Conditions are satisfied at such time, without also requiring the Ordinary Shares of the Issuer and/or Other Common Equity Tier 1 Instruments to absorb any losses. In such circumstances, holders of the Capital Securities may suffer losses in respect of their holding of the Capital Securities ahead of, or without, any losses being required to be borne by the Issuer's shareholders.

The exercise (or perceived likelihood of exercise) of any such power (and the manner of exercise of such power) by the Regulator or any suggestion of such exercise could materially adversely affect the value of the Capital Securities and could lead to holders losing some or all of their investment in the Capital Securities. As a result of a Write-down, a holder may suffer a loss in respect of its holding of the Capital Securities ahead of, or without, any losses being required to be borne by a shareholder of the Issuer in respect of its shareholding.

The financial viability of the Issuer will also depend in part on decisions made by the Issuer in relation to its business and operations, including the management of its capital position. In making such decisions, the Issuer may not have regard to the interests of the holders of the Capital Securities and, in particular, the consequences for the holders of the Capital Securities of any such

decisions and there can be no assurance in any such circumstances that the interests of the Issuer, its shareholders and the Regulator will be aligned with those of the holders of the Capital Securities.

The Capital Securities are subordinated, conditional and unsecured obligations of the Issuer

Prospective investors should note that the payment obligations of the Issuer under the Conditions rank (i) subordinate and junior to all Senior Obligations; (ii) *pari passu* with all *Pari Passu* Obligations; and (iii) in priority only to all Junior Obligations. Accordingly, the payment obligations of the Issuer under the Conditions rank junior to all unsubordinated payment obligations of the Issuer (including payment obligations to depositors of the Issuer in respect of their due claims) and all subordinated payment obligations of the Issuer to which the payment obligations under the Conditions rank or are expressed to rank junior, and *pari passu* with all subordinated payment obligations of the Issuer which rank or are expressed to rank *pari passu* with the payment obligations of the Issuer under the Conditions.

Prospective investors should also note that the payment obligations of the Issuer under the Conditions are conditional upon the following conditions (together, the **Solvency Conditions**):

(a) the Issuer being Solvent at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations;

(b) the Issuer being capable of making payment of the relevant Obligations and any other payment required to be made on the relevant date to a creditor in respect of all Senior Obligations and all *Pari Passu* Obligations and still be Solvent immediately thereafter; and

(c) the total share capital (including, without limitation, retained earnings) of the Issuer being greater than zero at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations.

Further, the payment obligations of the Issuer under the Capital Securities are unsecured and no collateral is or will be given by the Issuer in relation thereto.

Notwithstanding any other provisions in the Conditions, to the extent that any of the Solvency Conditions are not satisfied at the relevant time or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, all claims of the holders of the Capital Securities under the Capital Securities will be extinguished and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities. As a result, holders of the Capital Securities would lose the entire amount of their investment in the Capital Securities.

In addition, a holder of the Capital Securities may exercise its enforcement rights in relation to the Capital Securities only in the manner provided in Condition 10 (*Enforcement Events*). If an Enforcement Event occurs and the Issuer fails to satisfy any of the Solvency Conditions or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, the claims of the holders of the Capital Securities under the Capital Securities will be extinguished without any further payment to be made by the Issuer under the Capital Securities.

Furthermore, any indication or perceived indication that any of the Solvency Conditions may not be satisfied or that a bankruptcy order may be issued may have a material adverse effect on the market price of the Capital Securities and could lead to holders losing some or all of their investment in the Capital Securities.

No limitation on issuing senior securities

Other than the limitations in relation to the issue of further Tier 2 Capital by the Issuer as set out in Condition 4.4 (*Status and Subordination – Other Issues*) which limits the circumstances in which Tier 2 Capital of the Issuer that ranks senior to the Capital Securities can be issued, there is no restriction on the Issuer incurring additional indebtedness or issuing securities or creating any guarantee or contractual support arrangement which would rank senior to the Capital Securities, and which may reduce the likelihood of the Solvency Conditions being met and/or the amount recoverable by holders of the Capital Securities on a winding-up or liquidation of the Issuer.

The Conditions contain limited Enforcement Events and remedies

The Enforcement Events in the Conditions are limited to: (a) a payment default by the Issuer for a period of seven days in the case of any principal and 14 days in the case of interest (b) a final determination is made by a court or other official body that the Issuer is insolvent or bankrupt or unable to pay its debts as they fall due; (c) an administrator is appointed, an order is made by a court of competent jurisdiction or an effective resolution passed for the winding-up or dissolution or administration of the Issuer, or the Issuer shall apply or petition for a winding-up or administration order in respect of itself or cease, or through an official action of its board of directors threaten to cease, to carry on all or substantially all of its business or operations, in each case except: (i) for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution of the holders of the Capital Securities; or (ii) for any step or procedure which is part of a solvent reconstruction or amalgamation approved by any court of competent jurisdiction or other competent authority; or (d) any event occurs which under the laws of the UAE has an analogous effect to those described in (a) and (c) above.

Moreover, pursuant to Condition 10 (*Enforcement Events*), upon the occurrence of an Enforcement Event, limited remedies are available to a holder of the Capital Securities. A holder of the Capital Securities may give notice to the Issuer (at the specified office of the Fiscal Agent) that the Capital Securities are due and payable at the Early Redemption Amount and thereafter: (a) institute any steps, actions or proceedings for the winding-up of the Issuer and/or (b) prove in the winding-up of the Issuer and/or (c) claim in the liquidation of the Issuer for such payment and/or (d) take such other steps, actions or proceedings to enforce, prove or claim for such payment which, under the laws of the UAE, have an analogous effect to the actions referred to in (a) to (c) above (in each case, without prejudice to Condition 4.2 (*Status and Subordination – Subordination of the Capital Securities*), which provides (amongst other things) that if the Solvency Conditions are not satisfied or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, all claims of the holders of the Capital Securities under the Capital Securities will be extinguished and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities). In addition, any holder of the Capital Securities may at its discretion institute such steps, actions or proceedings against the Issuer as it may think fit to enforce any term or condition binding on the Issuer under the Conditions other than any payment obligation of the Issuer (including, without limitation, payment of any principal or satisfaction of any payments in respect of the Conditions, including any damages awarded for breach of any obligations).

Furthermore, pursuant to Condition 4.2 (*Status and Subordination – Subordination of the Capital Securities*), claims in respect of Senior Obligations of the Issuer would first have to be satisfied in any winding-up or liquidation before holders of the Capital Securities may expect to obtain any amounts in respect of the Capital Securities and, prior thereto, holders of the Capital Securities may only have limited (if any) ability to influence the conduct of such winding-up or liquidation. If an Enforcement Event occurs and the Issuer has failed to satisfy any of the Solvency Conditions or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, all claims

of the holders of the Capital Securities under the Capital Securities will be extinguished, and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities.

Resettable fixed rate instruments have a market risk

A holder of an instrument with a fixed interest rate that will be reset during the term of the instrument (as will be the case for the Capital Securities with effect from the Reset Date if not previously redeemed and/or purchased and cancelled) is exposed to the risk of fluctuating interest rate levels and uncertain interest income. While the expected interest rate on the Capital Securities is fixed until the Reset Date (with a reset of the Interest Rate on the Reset Date as set out in the Conditions), the current investment return rate in the capital markets (the **market return rate**) typically changes on a daily basis. As the market return rate changes, the market value of the Capital Securities may also change, but in the opposite direction. If the market return rate increases, the market value of the Capital Securities would typically decrease. If the market return rate falls, the market value of the Capital Securities would typically increase. The holders of Capital Securities should be aware that movements in these market return rates can adversely affect the market value of the Capital Securities and can lead to losses for the holders of Capital Securities if they sell the Capital Securities.

Variation upon the occurrence of a Capital Event or a Tax Event

Upon the occurrence of a Capital Event or a Tax Event, the Issuer may, subject as provided in Condition 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) or 8.1(e) (*Redemption and Variation – Redemption or Variation for Capital Event*) (as the case may be) and without the need for any consent of the holders of the Capital Securities, vary the terms of the Capital Securities such that they become or remain (as appropriate) Qualifying Tier 2 Instruments and, in the case of a variation upon the occurrence of a Tax Event, so that the relevant withholding or deduction otherwise arising from the relevant Tax Law Change is no longer required.

A Capital Event will arise if the Issuer is notified in writing by the Regulator to the effect that the outstanding principal amount (or the amount that qualifies as regulatory capital, if some amount of the Capital Securities is held by the Issuer or whose purchase is funded by the Issuer) of the Capital Securities would cease to be eligible to qualify, in whole or in part, for inclusion in the consolidated Tier 2 Capital of the Issuer (save where such non-qualification is only as a result of any applicable limitation on the amount of such capital), and provided that the Issuer satisfies the Regulator that such non-qualification was not reasonably foreseeable at the time of issuance of the Capital Securities.

A Tax Event will arise if, on the occasion of the next payment due under the Capital Securities, the Issuer has or will become obliged to pay Additional Amounts, as a result of a Tax Law Change that becomes effective on or after the Issue Date (and such requirement cannot be avoided by the Issuer taking reasonable measures available to it), and provided that the Issuer satisfies the Regulator that such Tax Law Change was not reasonably foreseeable at the time of issuance of the Capital Securities.

The tax and stamp duty consequences of holding the Capital Securities following variation as contemplated in Condition 8 (*Redemption and Variation*) could be different for certain holders of the Capital Securities from the tax and stamp duty consequences for them of holding the Capital Securities prior to such variation and the Issuer shall not be responsible to any holder of the Capital Securities for any such consequences in connection therewith. No assurance can be given as to whether any of these changes will negatively affect any particular holder of the Capital Securities or the market value of the Capital Securities.

The Capital Securities may be redeemed early or purchased subject to certain requirements

Upon the occurrence of a Tax Event or a Capital Event, or at its option on the Reset Date, the Issuer may, having given not less than 10 nor more than 15 days' prior notice to the holders of the Capital Securities in accordance with Condition 14 (*Notices*), redeem in accordance with the Conditions all (but not some only) of the Capital Securities at the Tax Redemption Amount, the Capital Event Redemption Amount or the Early Redemption Amount (as applicable) (as more particularly described in Condition 8.1(c) (*Redemption and Variation – Issuer's Call Option*), Condition 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) and Condition 8.1(e) (*Redemption and Variation – Redemption or Variation for Capital Event*)).

Any redemption of the Capital Securities prior to the Maturity Date is subject to the requirements in Condition 8.1(b) (*Redemption and Variation – Conditions for Redemption prior to the Maturity Date and Variation*), including (to the extent then required) obtaining the prior consent of the Regulator. There can be no guarantee that the consent of the Regulator will be received on time or at all.

There is no assurance that the holders of the Capital Securities will be able to reinvest the amount received upon redemption at a rate that will provide the same rate of return as their investment in the Capital Securities. Prospective investors should consider re-investment risk in light of other investments available at that time.

The exercise of (or perceived likelihood of exercise of) the redemption features of the Capital Securities may limit their market value, which is unlikely to rise substantially above the price at which the Capital Securities can be redeemed.

Any purchase of the Capital Securities by the Issuer or any of its subsidiaries is subject to the requirements in Condition 8.2 (*Redemption and Variation – Purchase*), including (to the extent then required by the Regulator or the Capital Regulations) obtaining the prior written consent of the Regulator. There can be no guarantee that the written consent of the Regulator will be received on time or at all, particularly as the Issuer has been notified by the Regulator that it will provide such written consent in exceptional cases only.

Modification

The Conditions contain provisions for calling meetings of holders of the Capital Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders of the Capital Securities including holders of the Capital Securities who did not attend and vote at the relevant meeting and holders of the Capital Securities who voted in a manner contrary to the majority.

The Conditions also provide that the Fiscal Agent and the Issuer may agree, without the consent of holders of the Capital Securities, to any modification of any Capital Securities, in the circumstances specified in Condition 15 (*Meetings of Holders of the Capital Securities and Modification*).

The Conditions also provide that the Issuer may, without the consent or approval of the holders of the Capital Securities, vary the Conditions provided that they become or, as appropriate, remain, Qualifying Tier 2 Instruments and, in the case of a variation upon the occurrence of a Tax Event, so that the relevant withholding or deduction otherwise arising from the relevant Tax Law Change is no longer required, as provided in Condition 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) and Condition 8.1(e) *(Redemption and Variation – Redemption or Variation for Capital Event*).

Change of law

The Conditions are based on English law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practices after the date of this Prospectus, nor can any assurance be given as to whether any such change could adversely affect the ability of the Issuer to make payments under the Capital Securities.

Reliance on Euroclear and Clearstream, Luxembourg procedures

The Capital Securities will be represented on issue by a Global Certificate that will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg (together, the **ICSDs**). Except in the circumstances described in the Global Certificate, investors will not be entitled to receive Individual Certificates. The ICSDs and their respective direct and indirect participants will maintain records of the beneficial interests in the Global Certificate. While the Capital Securities are represented by the Global Certificate, investors will be able to trade their beneficial interests only though the ICSDs and their respective participants. While Capital Securities are represented by the Global Certificate, the Issuer will discharge its payment obligation under such Capital Security by making payments through the relevant clearing systems. A holder of a beneficial interest in the Global Certificate must rely on the procedures of the relevant clearing system and its participants to receive payments under the relevant Capital Securities. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificate.

Holders of beneficial interests in the Global Certificate will not have a direct right to vote in respect of the Capital Securities so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies.

Credit ratings may not reflect all risks

The Capital Securities are expected to be assigned a rating of A by Fitch. In addition, one or more independent credit rating agencies may assign a credit rating to the Capital Securities. Any rating may not reflect the potential impact of all risks related to the transaction structure, the market, the additional factors discussed above, or any other factors that may affect the value of the Capital Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances. Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by ESMA on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list as there may be delays between certain supervisory measures being taken against a relevant rating agency and publication of an updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the

case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (i) endorsed by a UK registered credit rating agency; or (ii) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Prospective investors should note that this is subject, in each case, to: (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended; and (b) transitional provisions that apply in certain circumstances. In the case of third country ratings, for a certain limited period of time, transitional relief accommodates continued use of existing pre-2021 ratings for regulatory purposes in the UK, provided the relevant conditions are satisfied.

If the status of the rating agency rating the Capital Securities changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Capital Securities may have a different regulatory treatment, which may impact the value of the Capital Securities and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Prospectus.

Taxation risks on payments

Payments made by the Issuer in respect of the Capital Securities could become subject to taxation. Condition 11 (*Taxation*) requires the Issuer to pay additional amounts in certain circumstances in the event that any withholding or deduction is imposed by the UAE or the Emirate of Abu Dhabi in respect of any interest payments under the Capital Securities (but not in respect of principal), such that net amounts received by the holders of the Capital Securities after such withholding or deduction shall equal the respective amounts of interest which would otherwise have been receivable in respect of the Capital Securities in the absence of such withholding or deduction.

Trading in the clearing systems

As the Capital Securities have a denomination consisting of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof, it is possible that such Capital Securities may be traded in amounts that are not integral multiples of U.S.$200,000. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than U.S.$200,000 in his account with the relevant clearing system at the relevant time may not receive an Individual Certificate in respect of such holding (should Individual Certificates be printed) and would need to purchase a principal amount of Capital Securities such that its holding amounts to at least U.S.$200,000 in order to be eligible to receive an Individual Certificate.

If Individual Certificates are issued, holders should be aware that Individual Certificates which have a denomination that is not an integral multiple of U.S.$200,000 may be illiquid and difficult to trade.

Risk factors relating to enforcement

The Capital Securities, the Agency Agreement and the Deed of Covenant are governed by English law and the parties to such documents have agreed to refer any unresolved dispute in relation to such documents to arbitration under the Arbitration Rules of the London Court of International Arbitration in London, England (the **Rules**) with its seat in London (or, subject to the exercise of an option to litigate given to certain parties (other than the Issuer), the courts of England are stated to have jurisdiction to settle any disputes).

The payments under the Capital Securities are dependent upon the Issuer making payments to investors in the manner contemplated under the Capital Securities. If the Issuer fails to do so, it may be necessary for an investor to bring an action against the Issuer to enforce its obligations and/or to claim damages, as appropriate, which may be costly and time-consuming.

Furthermore, to the extent that the enforcement of remedies must be pursued in the UAE, it should be borne in mind that there is limited scope for self-help remedies under UAE law and that generally enforcement of remedies in the UAE must be pursued through the courts.

Investors may experience difficulty in enforcing foreign arbitral awards in Abu Dhabi

The New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958 (the **New York Convention**) entered into force in the UAE on 19 November 2006. Accordingly, it is expected that an arbitral award obtained in a London-seated arbitration should be enforceable in Abu Dhabi in accordance with the terms of the New York Convention. In this regard, it should be noted that recognition and enforcement of an arbitral award may be refused by the Abu Dhabi courts on the grounds set out in Article V of the New York Convention. However, there is no established track record to demonstrate how the provisions of the New York Convention will be applied by the Abu Dhabi courts in practice and whether the Abu Dhabi courts will enforce a foreign arbitral award in accordance with the New York Convention (or any other applicable multilateral or bilateral enforcement treaties). This is reinforced by the lack of a system of binding judicial precedent in the UAE and the independent existence of different Emirates within the UAE, some with their own court systems, whose rulings may have no more than persuasive force cross border. Although there are examples of foreign arbitral awards being enforced in the UAE under the New York Convention, there are other cases where the enforcement of foreign arbitral awards has been refused.

Federal Decree Law No. 42 of 2022 regarding the Law of Civil Procedure (the **Civil Procedure Law**) also governs the enforcement of foreign arbitral awards in the UAE. Article 223 of the Civil Procedure Law provides that arbitral awards issued in a foreign state may be enforced in the UAE subject to the conditions provided under Article 222 of the Civil Procedure Law. Article 225 of the Civil Procedure Law provides that the rules on enforcement of foreign arbitral awards shall not prejudice the provisions of treaties for the enforcement of foreign judgments, orders and instruments with foreign states, which, by virtue of the operation of Article 223 of the Civil Procedure Law, should also apply in respect of arbitral awards, and accordingly include the New York Convention. However, there is no established track record to demonstrate how the Abu Dhabi courts will apply the Civil Procedure Law alongside the provisions of such treaties in practice.

In addition, Federal Law No. 6 of 2018 (the **UAE Arbitration Law**) provides certain conditions to the enforcement of domestic arbitral awards in the UAE. There is no established track record to demonstrate how the Abu Dhabi courts will apply the UAE Arbitration Law in practice and there is a risk that, notwithstanding the Civil Procedure Law or the terms of applicable enforcement treaties, the Abu Dhabi courts may also apply such conditions to the enforcement of foreign arbitral awards in the UAE. Accordingly, there is a risk that an arbitral award obtained in a London-seated arbitration will be refused enforcement by the Abu Dhabi courts.

Investors may experience difficulty in enforcement of foreign judgments in Abu Dhabi

A judgment or order of a foreign court may be enforced in the UAE, subject to the conditions provided under Article 222 of the Civil Procedure Law. However, there is no established track record to demonstrate how the Abu Dhabi courts will apply the Civil Procedure Law in practice.

The Abu Dhabi courts are unlikely to enforce an English court judgment without re-examining the merits of the claim.

The Abu Dhabi courts may not observe the choice by the parties of English law as the governing law of the transaction. In the UAE, foreign law is required to be established as a question of fact and the interpretation of English law, by a court in the UAE, may not accord with the interpretation of an English court. In principle, courts in the UAE recognise the choice of foreign

law if they are satisfied that an appropriate connection exists between the relevant transaction agreement and the foreign law which has been chosen. They will not, however, honour any provision of foreign law which is contrary to public policy, order or morals in the UAE, or to any mandatory law of, or applicable in, the UAE. In practice, the UAE courts may seek to interpret English law governed documents as if they were governed by UAE law.

There have been conflicting decisions of the onshore UAE courts with respect to the validity of asymmetrical dispute resolution clauses which provide one party with the option to choose the applicable dispute resolution forum. Accordingly, there is a risk that the Abu Dhabi courts may find that the unilateral option to litigate in the Capital Securities, the Agency Agreement and the Deed of Covenant is invalid, that its inclusion invalidates the arbitration agreement in the dispute resolution provisions thereof, or otherwise does not deprive the Abu Dhabi courts of jurisdiction in respect of any dispute thereunder. This gives rise to a risk that the Abu Dhabi courts may accept jurisdiction in contravention of the dispute resolution provisions of the Capital Securities, the Agency Agreement and the Deed of Covenant, or potentially refuse to enforce an arbitral award or court judgment obtained pursuant to the dispute resolution provisions thereof. Moreover, claims may become time-barred or become subject to a counterclaim. This creates further uncertainty with respect to enforcement.

The UAE is a civil law jurisdiction and judicial precedents in Abu Dhabi have no binding effect on subsequent decisions. In addition, there is no formal system of reporting decisions of the Abu Dhabi courts. These factors create greater judicial uncertainty. The enforcement of a foreign judgment or arbitral award may be a lengthy process in the UAE.

Claims for specific enforcement

In the event that the Issuer fails to perform its obligations under the Capital Securities, the potential remedies available to the holders of the Capital Securities include obtaining an order for specific enforcement of the Issuer's obligations or a claim for damages. There is no assurance that a court will provide an order for specific enforcement of a contractual obligation, which is a discretionary matter for the relevant court. The amount of damages which a court may award in respect of a breach will depend upon a number of possible factors including an obligation on the holders of the Capital Securities to mitigate any loss arising as a result of the breach. No assurance is provided on the level of damages which a court may award in the event of a failure by the Issuer to perform its obligations set out in the Capital Securities.

Risks related to the market generally

Set out below is a brief description of the principal market risks, including liquidity risk and exchange rate risk:

Absence of secondary market/limited liquidity

There is no assurance that a secondary market for the Capital Securities will develop or, if it does develop, that it will provide the holders of the Capital Securities with liquidity of investment or that it will continue for the life of the Capital Securities. The Capital Securities generally may have a more limited secondary market liquidity and may be subject to greater price volatility than conventional debt securities as they are subordinated (see "*Risk Factors – Factors which are material for the purpose of assessing the risks associated with the Capital Securities – The Capital Securities are subordinated, conditional and unsecured obligations of the Issuer*") and the Conditions contain limited Enforcement Events and remedies (see "*Risk Factors – Factors which are material for the purpose of assessing the risks associated with the Capital Securities – The Conditions contain limited Enforcement Events and remedies*").

Application has been made for the Capital Securities to be admitted to listing on the Official List and to trading on the London Stock Exchange's main market. However, there can be no assurance that any such listing will occur or will enhance the liquidity of the Capital Securities.

Illiquidity may have an adverse effect on the market value of the Capital Securities. Accordingly, a holder of the Capital Securities may not be able to find a buyer to buy its Capital Securities readily or at prices that will enable the holder of the Capital Securities to realise a desired yield. The market value of the Capital Securities may fluctuate and a lack of liquidity, in particular, can have a material adverse effect on the market value of the Capital Securities. Accordingly, the purchase of Capital Securities is suitable only for investors who can bear the risks associated with a lack of liquidity in the Capital Securities and the financial and other risks associated with an investment in the Capital Securities.

Exchange rate risks and exchange controls

The Issuer will pay any principal and interest payable on the Capital Securities in U.S. dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the **Investor's Currency**) other than U.S. dollars. These include the risk that exchange rates may significantly change (including changes due to devaluation of U.S. dollars or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to U.S. dollars would decrease: (a) the Investor's Currency-equivalent yield on the Capital Securities; (b) the Investor's Currency-equivalent value of the principal payable on the Capital Securities; and (c) the Investor's Currency- equivalent market value of the Capital Securities.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

OVERVIEW OF THE ISSUANCE

The following description does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Prospectus. Any decision to invest in the Capital Securities should be based on a consideration of this Prospectus as a whole.

Words and expressions defined in "*Terms and Conditions of the Capital Securities*" shall have the same meanings in the following description.

Issuer:	First Abu Dhabi Bank PJSC.
Description:	U.S.$500,000,000 Fixed Rate Resettable Tier 2 Capital Securities due 2037.
Joint Lead Managers and Joint Bookrunners:	Abu Dhabi Commercial Bank PJSC, Citigroup Global Markets Limited, Emirates NBD Bank P.J.S.C., First Abu Dhabi Bank PJSC, HSBC Bank plc and J.P. Morgan Securities plc.
Fiscal Agent, Calculation Agent and Transfer Agent:	Citibank N.A., London Branch.
Registrar:	Citibank Europe plc, Germany Branch.
Issue Date:	25 November 2026.
Issue Price:	100 per cent.
Interest Payment Dates:	25 May and 25 November in every year, commencing on 25 May 2027.
Interest Payment Amounts:	The Capital Securities shall, during the Initial Period, bear interest at a rate of 6.814 per cent. per annum (the **Initial Interest Rate**) on the Prevailing Principal Amount of the Capital Securities. The Interest Payment Amount payable on each Interest Payment Date during the Initial Period shall be U.S.$34.07 per U.S.$1,000 in principal amount of the Capital Securities. For the purpose of calculating payments of interest following the Initial Period, the Interest Rate will be reset on the Reset Date on the basis of the aggregate of the Margin and the Relevant Five-Year Reset Rate on the U.S. Securities Determination Date, as determined by the Calculation Agent (see Condition 5 (*Interest*)).
Form of Capital Securities:	The Capital Securities will be issued in registered form. The Capital Securities will be represented on issue by ownership interests in a Global Certificate which will be deposited with, and registered in the name of a nominee of, a common depositary for Euroclear and Clearstream, Luxembourg. Ownership interests in the Global Certificate will be shown on, and transfers thereof will only be effected through, records maintained by each relevant clearing

	system and its participants. Individual Certificates evidencing a holding of Capital Securities will be issued in exchange for interests in the Global Certificate only in limited circumstances.
Clearance and Settlement:	Holders of the Capital Securities must hold their interest in the Global Certificate in book-entry form through Euroclear or Clearstream, Luxembourg. Transfers within and between Euroclear and Clearstream, Luxembourg will be in accordance with the usual rules and operating procedures of the relevant clearing systems.
Denomination:	The Capital Securities will be issued in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.
Status of the Capital Securities:	Each Capital Security will rank *pari passu* without preference or priority, with all other Capital Securities.
Subordination of the Capital Securities:	The payment obligations of the Issuer under the Capital Securities (the **Obligations**) will: (i) constitute Tier 2 Capital of the Issuer; (ii) constitute direct, unsecured, conditional (as described below) and subordinated obligations of the Issuer that rank *pari passu* and without preference or priority amongst themselves; (iii) rank subordinate and junior to all Senior Obligations (but not further or otherwise); (iv) rank *pari passu* with all *Pari Passu* Obligations; and (v) rank in priority only to all Junior Obligations. Notwithstanding any other provision in the Conditions, to the extent that any of the Solvency Conditions are not satisfied at the relevant time or if a bankruptcy order in respect of the Issuer has been issued by a court in the UAE, all claims of the holders of the Capital Securities under the Capital Securities will be extinguished and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities.
Solvency Conditions:	Payments in respect of the Obligations by the Issuer are conditional upon the following conditions (together, the **Solvency Conditions**): (i) the Issuer being Solvent (as defined below) at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations; (ii) the Issuer being capable of making payment of the relevant Obligations and any other payment required to be made on the relevant date to a creditor in respect of all Senior Obligations and all *Pari Passu* Obligations and still be Solvent immediately thereafter; and

(iii) the total share capital (including, without limitation, retained earnings) of the Issuer being greater than zero at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations.

Redemption and Variation:

Unless previously redeemed or purchased and cancelled, the Issuer will redeem the Capital Securities at the Maturity Date Redemption Amount on the Maturity Date.

Pursuant to Condition 8.1(c) (*Redemption and Variation – Issuer's Call Option*), the Issuer may, only on the Reset Date, redeem all, but not some only, of the Capital Securities at the Early Redemption Amount.

In addition (on any date on or after the Issue Date, whether or not an Interest Payment Date), upon the occurrence of a Tax Event or a Capital Event, all but not some only, of the Capital Securities may be redeemed or the terms of the Capital Securities may be varied, in each case in accordance with Conditions 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) and 8.1(e) (*Redemption and Variation – Redemption or Variation for Capital Event*).

Any redemption of the Capital Securities is subject to the conditions described in Condition 8.1 (*Redemption and Variation - Redemption and Variation*).

Write-down at the Point of Non-Viability:

If a Non-Viability Event occurs, a Write-down will take place in accordance with Condition 9.2 (*Write-Down at the Point of Non-Viability – Non-Viability Notice*).

Write-down means:

(i) the holders' rights under the Capital Securities shall automatically be deemed to be irrevocably, unconditionally and permanently written-down in a proportion corresponding to the relevant Write-down Amount;

(ii) in the case of the Write-down Amount corresponding to the full Prevailing Principal Amount of the Capital Securities then outstanding, the Capital Securities shall be cancelled; and

(iii) all rights of any holder for payment or any amounts under or in respect of the Capital Securities, in a proportion corresponding to the relevant Write-down Amount (and any corresponding Interest Payment Amounts), shall be cancelled and not restored under any circumstances, irrespective of

whether such amounts have become due and payable prior to the date of the Non-Viability Notice or the Non-Viability Event Write-down Date.

Purchase: Subject to the Issuer (to the extent then required by the Regulator or the Capital Regulations) (A) obtaining the prior written consent of the Regulator; (B) being in compliance with the Applicable Regulatory Capital Requirements immediately following such purchase; and (C) being Solvent at the time of purchase, the Issuer or any of its subsidiaries may purchase the Capital Securities in the open market or otherwise at such price(s) and upon such other conditions as may be agreed upon between the Issuer or the relevant subsidiary (as the case may be) and the relevant holders of Capital Securities. Upon any such purchase, the Issuer may (but shall not be obliged to) deliver such Capital Securities for cancellation.

Enforcement Events: Upon the occurrence of an Enforcement Event, any holder of the Capital Securities may give written notice to the Issuer at the specified office of the Fiscal Agent, effective upon the date of receipt thereof by the Fiscal Agent, that such Capital Security is due and payable, whereupon the same shall, subject to Condition 9 (*Write-Down at the Point of Non-Viability*) and Condition 10.4 (*Enforcement Events – Restrictions*), become forthwith due and payable at its Early Redemption Amount, without presentation, demand, protest or other notice of any kind.

Withholding Tax: All payments in respect of the Capital Securities will be made free and clear of, without withholding or deduction for, or on account of, withholding taxes imposed by the relevant Tax Jurisdiction, subject as provided in Condition 11 (*Taxation*). In the event that any such deduction is made, the Issuer will, in respect of interest (but not in respect of principal), save in certain limited circumstances provided in Condition 11 (*Taxation*), be required to pay additional amounts to cover the amounts so deducted.

Ratings: The Capital Securities are expected to be assigned a rating of A by Fitch.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Listing and Admission to Trading: Application has been made to the FCA for the Capital Securities to be admitted to listing on the Official List and to the London Stock Exchange for such Capital Securities to be admitted to trading on the London Stock Exchange's main market.

Governing Law and Dispute Resolution:	The Capital Securities and any non-contractual obligations arising out of or in connection with the Capital Securities will be governed by, and shall be construed in accordance with, English law. The Agency Agreement, the Deed of Covenant and any non-contractual obligations arising out of, relating to or having any connection with the Agency Agreement and the Deed of Covenant will be governed by, and shall be construed in accordance with, English law. In respect of any dispute, claim, difference or controversy under the Capital Securities, the Agency Agreement or the Deed of Covenant, the Issuer has consented to arbitration in accordance with the Rules unless any holder of Capital Securities (in the case of the Capital Securities or the Deed of Covenant) or Agent (in the case of the Agency Agreement) elects to have the dispute, claim, difference or controversy resolved by a court, in which case the English courts will have exclusive jurisdiction to settle such dispute (or such other court of competent jurisdiction as such party may elect).
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Capital Securities in the United States (Regulation S Category 2), the UK, the EEA, the Kingdom of Bahrain, the State of Qatar (including the Qatar Financial Centre), the Kingdom of Saudi Arabia, the UAE (excluding the ADGM and the DIFC), the ADGM, the DIFC, Hong Kong, Japan, Malaysia, Singapore and Switzerland and such other restrictions as may be required in connection with the offering and sale of the Capital Securities (see "*Subscription and Sale*").

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published and have been filed with the FCA shall be incorporated in, and form part of, this Prospectus:

(a) the unaudited condensed consolidated interim financial information of the Group as at and for the nine-month period ended 30 September 2026 and the independent auditor's review report thereon (https://www.bankfab.com/-/media/fab-uds/about-fab/investor-relations/reports-and-presentations/quarterly-and-annual-reports/2026/q3/fab-fs-q3-2026-english.pdf?view=1);

(b) the audited consolidated financial statements of the Group as at and for the financial year ended 31 December 2025 and the independent auditor's report thereon (https://www.bankfab.com/-/media/fab-uds/about-fab/investor-relations/reports-and-presentations/quarterly-and-annual-reports/2025/q4/fab-fs-q4-2025-english.pdf?view=1); and

(c) the audited consolidated financial statements of the Group as at and for the financial year ended 31 December 2024 and the independent auditor's report thereon (https://www.bankfab.com/-/media/fab-uds/about-fab/investor-relations/reports-and-presentations/quarterly-and-annual-reports/2024/q4/fab-fs-q4-2024-english.pdf?view=1).

Any documents themselves incorporated by reference in the documents incorporated by reference in this Prospectus shall not form part of this Prospectus.

Following the publication of this Prospectus, a supplement may be prepared by the Issuer and approved by the FCA in accordance with PRM 10.1. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

Copies of documents incorporated by reference in this Prospectus can be obtained from the specified offices of the Fiscal Agent, for the time being in London. In addition, copies of such documents will be available on the website of the Issuer (http://www.bankfab.com) and 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.

Any non-incorporated parts of a document referred to herein are either not relevant for an investor or are otherwise covered elsewhere in this Prospectus.

TERMS AND CONDITIONS OF THE CAPITAL SECURITIES

The following are the Terms and Conditions of the Capital Securities which will be incorporated by reference into the Global Certificate (as defined below) and endorsed on each Individual Certificate (if issued) in respect of the Capital Securities:

Each of the U.S.$500,000,000 Fixed Rate Resettable Tier 2 Capital Securities due 2037 (the **Capital Securities**) is issued by First Abu Dhabi Bank PJSC in its capacity as issuer (the **Issuer**) pursuant to the Deed of Covenant and the Agency Agreement (each as defined below).

Payments relating to the Capital Securities will be made pursuant to an agency agreement dated the Issue Date (as amended or supplemented from time to time, the **Agency Agreement**) made between the Issuer, Citibank N.A., London Branch as fiscal agent (in such capacity, the **Fiscal Agent** and together with any further or other paying agents appointed from time to time in respect of the Capital Securities, the **Paying Agents**), Citibank N.A., London Branch as transfer agent (in such capacity, the **Transfer Agent** and, together with any further or other transfer agents appointed from time to time in respect of the Capital Securities, the **Transfer Agents**), Citibank Europe plc, Germany Branch as registrar (in such capacity, the **Registrar**) and Citibank N.A., London Branch as calculation agent (the **Calculation Agent**, which expression includes any other calculation agent appointed from time to time in respect of the Capital Securities). The Paying Agents, the Calculation Agent and the Transfer Agents are together referred to in these terms and conditions (the **Conditions**) as the **Agents**. References to the Agents or any of them shall include their successors. The Capital Securities are constituted by a deed of covenant dated the Issue Date (as amended or supplemented from time to time, the **Deed of Covenant**) entered into by the Issuer.

Any reference to **holders** in relation to any Capital Securities shall mean the persons in whose name the Capital Securities are registered and shall, in relation to any Capital Securities represented by a Global Certificate, be construed as provided below.

Copies of the Agency Agreement and the Deed of Covenant are obtainable during normal business hours at the specified offices of the Agents. The holders of the Capital Securities are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement and the Deed of Covenant. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement and the Deed of Covenant.

1. INTERPRETATION

Words and expressions defined in the Agency Agreement shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and **provided that**, in the event of any inconsistency between any such document and these Conditions, these Conditions will prevail. In addition, in these Conditions, the following expressions have the following meanings:

Additional Amounts has the meaning given to it in Condition 11 (*Taxation*);

Additional Tier 1 Capital means capital qualifying as, and approved by the Regulator as, additional tier 1 capital in accordance with the Capital Regulations;

Applicable Regulatory Capital Requirements means any requirements contained in the Capital Regulations for the maintenance of capital from time to time applicable to the Issuer, including transitional rules and waivers granted in respect of the foregoing;

Assets means the consolidated gross assets of the Issuer as shown in the latest audited or (as the case may be) auditor reviewed consolidated balance sheet of the Issuer, but

adjusted for subsequent events in such manner as the Directors, the auditors of the Issuer or (if a bankruptcy trustee (or any equivalent insolvency practitioner) has been appointed in respect of the Issuer) a bankruptcy trustee (or such equivalent insolvency practitioner) may determine;

Authorised Denomination has the meaning given to it in Condition 2.1 (*Form, Denomination and Title – Form and Denomination*);

Authorised Signatory means any person who is duly authorised by the Issuer to sign documents on its behalf and whose specimen signature has been provided to the Fiscal Agent;

Basel III Documents means the Basel Committee on Banking Supervision document "A global regulatory framework for more resilient banks and banking systems" released by the Basel Committee on Banking Supervision on 16 December 2010 and revised in June 2011 and the Annex contained in its document "Basel Committee issues final elements of the reforms to raise the quality of regulatory capital" on 13 January 2011;

Business Day means a day, other than a Saturday, Sunday or public holiday, on which registered banks settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Abu Dhabi, London and New York City;

Capital Event is deemed to have occurred if the Issuer is notified in writing by the Regulator to the effect that the outstanding principal amount (or the amount that qualifies as regulatory capital, if some amount of the Capital Securities is held by the Issuer or whose purchase is funded by the Issuer) of the Capital Securities would cease to be eligible to qualify, in whole or in part, for inclusion in the consolidated Tier 2 Capital of the Issuer (save where such non-qualification is only as a result of any applicable limitation on the amount of such capital), and provided that the Issuer satisfies the Regulator that such non-qualification was not reasonably foreseeable at the time of issuance of the Capital Securities;

Capital Event Redemption Amount in relation to a Capital Security means 100 per cent. of its Prevailing Principal Amount together with any Outstanding Payments;

Capital Regulations means, at any time, the regulations, requirements, standards, guidelines and policies relating to the maintenance of capital and/or capital adequacy then in effect in the United Arab Emirates, including those of the Regulator;

Central Bank means the Central Bank of the United Arab Emirates or any successor thereto;

Clearstream, Luxembourg has the meaning given to it in Condition 2.1 (*Form, Denomination and Title – Form and Denomination*);

Code has the meaning given to it in Condition 6.3 (*Payments – Payments Subject to Laws*);

Common Equity Tier 1 Capital means capital qualifying as, and approved by the Regulator as common equity tier 1 capital in accordance with the Capital Regulations;

Day-count Fraction means the actual number of days in the relevant period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 30-day months and, in the case of an incomplete month, the number of days elapsed of the

Interest Period in which the relevant period falls (including the first such day but excluding the last));

Designated Account has the meaning given to it in Condition 6.1 (*Payments – Payments in respect of Individual Certificates*);

Designated Bank has the meaning given to it in Condition 6.1 (*Payments – Payments in respect of Individual Certificates*);

Directors means the executive and non-executive directors of the Issuer who make up its board of directors;

Dispute has the meaning given to it in Condition 17.2 (*Governing Law and Dispute Resolution – Arbitration*);

Early Redemption Amount in relation to a Capital Security, means 100 per cent. of its Prevailing Principal Amount together with any Outstanding Payments;

Enforcement Event means:

(a) ***Non-payment***: the Issuer fails to pay an amount in the nature of principal or interest due and payable by it pursuant to the Conditions and the failure continues for a period of seven days in the case of principal and 14 days in the case of interest; or

(b) ***Insolvency***: a final determination is made by a court or other official body that the Issuer is insolvent or bankrupt or unable to pay its debts as they fall due; or

(c) ***Winding-up***: an administrator is appointed, an order is made by a court of competent jurisdiction or an effective resolution passed for the winding-up or dissolution or administration of the Issuer or the Issuer shall apply or petition for a winding-up or administration order in respect of itself or cease, or through an official action of its board of directors threaten to cease, to carry on all or substantially all of its business or operations, in each case except: (i) for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution of the holders of the Capital Securities; or (ii) for any step or procedure which is part of a solvent reconstruction or amalgamation approved by any court of competent jurisdiction or other competent authority; or

(d) ***Analogous Event***: any event occurs which under the laws of the United Arab Emirates has an analogous effect to any of the events referred to in paragraph (b) or paragraph (c) above;

Euroclear has the meaning given to it in Condition 2.1 (*Form, Denomination and Title – Form and Denomination*);

Exchange Event has the meaning given to it in Condition 3.4 (*Transfers of Capital Securities and Exchange for Individual Certificates – Exchange for Individual Certificates*);

Extraordinary Resolution has the meaning given to it in the Agency Agreement;

First Interest Payment Date means 25 May 2027;

Global Certificate means the global registered certificate;

H.15 means the statistical release designated as such, or any successor or replacement publication, published by the Board of Governors of the United States Federal Reserve System and **most recent H.15** means the H.15 published closest in time but prior to the U.S. Securities Determination Date. The H.15 may be currently obtained at the following website: https://www.federalreserve.gov/releases/h15/;

Individual Certificate means a registered certificate in definitive form;

Initial Interest Rate has the meaning given to it in Condition 5.1 (*Interest – Initial Interest Rate and Interest Payment Dates*);

Initial Period means the period from (and including) the Issue Date to (but excluding) the Reset Date;

Interest Payment Amount means, subject to Condition 6 (*Payments*), the interest payable on each Interest Payment Date;

Interest Payment Date means each of 25 May and 25 November in every year, commencing on the First Interest Payment Date;

Interest Period means, in the case of the first Interest Period, the period from (and including) the Issue Date to (but excluding) the First Interest Payment Date and, subsequently, the period from (and including) an Interest Payment Date to (but excluding) the succeeding Interest Payment Date;

Interest Rate means, in respect of the Initial Period, the Initial Interest Rate, and, in respect of the Reset Period thereafter, the rate calculated in accordance with the provisions of Condition 5.2 (*Interest – Interest Rate following the Initial Period*);

Issue Date means 25 November 2026;

Junior Obligations means all claims of the holders of Ordinary Shares, all payment obligations of the Issuer in respect of its Other Common Equity Tier 1 Instruments, all payment obligations of the Issuer in respect of its Additional Tier 1 Capital and any other payment obligations that rank or are expressed to rank junior to the Capital Securities;

LCIA means the London Court of International Arbitration;

Liabilities means the consolidated gross liabilities of the Issuer as shown in the latest audited or (as the case may be) auditor reviewed consolidated balance sheet of the Issuer, but adjusted for contingent liabilities and for subsequent events in such manner as the Directors, the auditors of the Issuer or (if a bankruptcy trustee (or any equivalent insolvency practitioner) has been appointed in respect of the Issuer) a bankruptcy trustee (or such equivalent insolvency practitioner) may determine;

Margin means 1.90 per cent. per annum;

Maturity Date means 25 May 2037;

Maturity Date Redemption Amount in relation to a Capital Security means 100 per cent. of its Prevailing Principal Amount together with any Outstanding Payments;

Non-Viability Event means that the Regulator has notified the Issuer in writing that it has determined that the Issuer has, or will, become Non-Viable without:

(a) a Write-down; or

(b) a public injection of capital (or equivalent support);

Non-Viability Event Write-down Date shall be the date on which a Write-down will take place as specified in a relevant Non-Viability Notice, which date shall be as determined by the Regulator;

Non-Viability Notice has the meaning given to it in Condition 9.2 (*Write-Down at the Point of Non-Viability – Non-Viability Notice*);

Non-Viable means (a) insolvent, bankrupt, unable to pay a material part of its obligations as they fall due or unable to carry on its business or (b) any other event or circumstance occurs, which is specified as constituting non-viability by the Regulator or in the Capital Regulations;

Obligations has the meaning given to it in Condition 4.2 (*Status and Subordination – Subordination of the Capital Securities*);

Ordinary Shares means ordinary shares of the Issuer;

Other Common Equity Tier 1 Instruments means securities issued by the Issuer that qualify as Common Equity Tier 1 Capital of the Issuer other than Ordinary Shares;

Outstanding Payments means, in relation to any amounts payable on redemption of the Capital Securities, an amount representing any accrued and unpaid interest for the Interest Period during which redemption occurs to the date of redemption;

***Pari Passu* Obligations** means the Issuer's payment obligations (as issuer or guarantor, as applicable) under all subordinated payment obligations of the Issuer which rank, or are expressed to rank, *pari passu* with the Obligations;

Payment Day has the meaning given to it in Condition 6.4 (*Payments – Payment Day*);

Prevailing Principal Amount means, in respect of a Capital Security, the initial principal amount of such Capital Security as reduced by any Write-down of such Capital Security (on one or more occasions) pursuant to Condition 9 (*Write-Down at the Point of Non-Viability*);

Proceedings has the meaning given to it in Condition 17.4 (*Governing Law and Dispute Resolution – Effect of Exercise of Option to Litigate*);

Qualifying Tier 2 Instruments means instruments (whether securities, trust certificates, interests in limited partnerships or otherwise) issued directly or indirectly by the Issuer that:

(a) will be eligible to constitute (or would, but for any applicable limitation on the amount of such capital, constitute) Tier 2 Capital;

(b) have terms and conditions not materially less favourable to a holder of the Capital Securities than the terms and conditions of the Capital Securities (as reasonably determined by the Issuer (**provided that** in making this determination the Issuer

is not required to take into account the tax treatment of the varied instrument in the hands of all or any holders of the Capital Securities, or any transfer or similar taxes that may apply on the acquisition of the new instrument) **provided that** a certification to such effect of two Authorised Signatories shall have been delivered to the Fiscal Agent prior to the variation of the terms of the Capital Securities);

(c) continue to be direct or indirect obligations of the Issuer;

(d) rank on a winding up at least *pari passu* with the Obligations;

(e) have the same outstanding principal amount and interest payment dates as the Capital Securities and at least equal interest or distribution rate or rate of return as the Capital Securities;

(f) (where the instruments are varied prior to the Reset Date) have a call date no earlier than the Reset Date and otherwise have the same optional redemption dates as the Capital Securities (as originally issued); and

(g) if, immediately prior to the variation of the terms of the Capital Securities in accordance with Condition 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) or Condition 8.1(e) (*Redemption and Variation – Redemption or Variation for Capital Event*) (as applicable), (A) the Capital Securities were listed or admitted to trading on a Regulated Market, have been listed or admitted to trading on a Regulated Market; or (B) the Capital Securities were listed or admitted to trading on a recognised stock exchange other than a Regulated Market, have been listed or admitted to trading on any internationally recognised stock exchange (including, without limitation, a Regulated Market), in each case as selected by the Issuer and notified to the holders of the Capital Securities in accordance with Condition 14 (*Notices*),

and which may include such technical changes as necessary to reflect the requirements of Tier 2 Capital under the Capital Regulations then applicable to the Issuer (including, without limitation, such technical changes as may be required in the adoption and implementation of the Basel III Documents);

Record Date means, in the case of any Interest Payment Amount, the date falling on the 15th day before the relevant Interest Payment Date and, in the case of the payment of a Redemption Amount, the date falling two Payment Days before the date for payment of the relevant Redemption Amount (as the case may be);

Redemption Amount means the Maturity Date Redemption Amount, the Early Redemption Amount, the Tax Redemption Amount or the Capital Event Redemption Amount (as the case may be);

Register has the meaning given to it in Condition 2.1 (*Form, Denomination and Title – Form and Denomination*);

Regulated Market means a regulated market for the purposes of Directive 2014/65/EU (as amended);

Regulator means the Central Bank or any successor entity having primary bank supervisory authority with respect to the Issuer in the United Arab Emirates;

Relevant Date has the meaning given to it in Condition 11 (*Taxation*);

Relevant Five-Year Reset Rate means: (a) the rate per annum (expressed as a decimal) determined on the U.S. Securities Determination Date to be the per annum rate equal to the yield for U.S. Treasury securities at "constant maturity" for a designated maturity of five years and trading in the public securities markets; or (b) if there is no such published rate for U.S. Treasury securities at "constant maturity" for a designated maturity of five years and trading in the public securities markets, then the rate will be determined on the U.S. Securities Determination Date by interpolation between the yields for U.S. Treasury securities at "constant maturity" trading in the public securities market: (i) one maturing as close as possible to, but earlier than, the Maturity Date; and (ii) the other maturing as close as possible to, but later than, the Maturity Date, in each case as published in the most recent H.15 under the caption "treasury constant maturities (nominal)". If the Issuer cannot procure the determination of the Relevant Five-Year Reset Rate on the U.S. Securities Determination Date pursuant to the methods described in (a) and (b) above, then the Relevant Five-Year Reset Rate will be 4.914 per cent.;

Relevant Period has the meaning given to it in Condition 5.1 (*Interest – Initial Interest Rate and Interest Payment Dates*);

Replacement Agent means the Registrar and the Transfer Agents;

Reset Date means 25 May 2032;

Reset Period means the period from and including the Reset Date to but excluding the Maturity Date;

Rules has the meaning given to it in Condition 17.2 (*Governing Law and Dispute Resolution – Arbitration*);

Senior Obligations means all unsubordinated payment obligations of the Issuer (including payment obligations to the Issuer's depositors in respect of their due claims) and all subordinated payment obligations (if any) of the Issuer except Junior Obligations or *Pari Passu* Obligations;

Solvency Conditions has the meaning given to it in Condition 4.3 (*Status and Subordination – Solvency Conditions*);

Solvent means that: (i) the Issuer is able to pay its debts as they fall due; and (ii) the Issuer's Assets exceed its Liabilities;

Tax Event means on the occasion of the next payment due under the Capital Securities, the Issuer has or will become obliged to pay Additional Amounts, as a result of any change in, or amendment to or interpretation of, the laws, published practice or regulations of a Tax Jurisdiction, or any change in the application or official interpretation of such laws or regulations (each, a **Tax Law Change**), which Tax Law Change becomes effective on or after the Issue Date (and such requirement cannot be avoided by the Issuer taking reasonable measures available to it), and provided that the Issuer satisfies the Regulator that such Tax Law Change was not reasonably foreseeable at the time of issuance of the Capital Securities;

Tax Jurisdiction has the meaning given to it in Condition 11 (*Taxation*);

Tax Law Change has the meaning given to it in the definition of "Tax Event";

Tax Redemption Amount in relation to a Capital Security, means 100 per cent. of its Prevailing Principal Amount together with any Outstanding Payments;

Taxes has the meaning given to it in Condition 11 (*Taxation*);

Tier 2 Capital means capital qualifying as, and approved by the Regulator as, tier 2 capital in accordance with the Capital Regulations;

U.S. Government Securities Business Day means any day except for a Saturday, Sunday or a day on which the U.S. Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities;

U.S. Securities Determination Date means the second U.S. Government Securities Business Day before the commencement of the Reset Period for which the rate will apply;

Write-down means:

(a) the holders' rights under the Capital Securities shall automatically be deemed to be irrevocably, unconditionally and permanently written-down in a proportion corresponding to the relevant Write-down Amount;

(b) in the case of the Write-down Amount corresponding to the full Prevailing Principal Amount of the Capital Securities then outstanding, the Capital Securities shall be cancelled; and

(c) all rights of any holder for payment of any amounts under or in respect of the Capital Securities (including, without limitation, any amounts arising as a result of, or due and payable upon the occurrence of, an Enforcement Event), in a proportion corresponding to the relevant Write-down Amount (and any corresponding Interest Payment Amounts), shall be cancelled and not restored under any circumstances, irrespective of whether such amounts have become due and payable prior to the date of the Non-Viability Notice or the Non-Viability Event Write-down Date,

and all references to **Written-down** shall be construed accordingly; and

Write-down Amount means, in relation to any Non-Viability Event Write-down Date, the amount as determined by the Regulator by which the aggregate Prevailing Principal Amount of the Capital Securities then outstanding is to be Written-down on a *pro rata* basis and shall be calculated per Capital Security by reference to the Prevailing Principal Amount of each Capital Security then outstanding which is to be Written-down.

All references in these Conditions to **U.S. dollars**, **U.S.$** and **$** are to the lawful currency of the United States of America.

2. FORM, DENOMINATION AND TITLE

2.1 Form and Denomination

The Capital Securities are issued in registered form in nominal amounts of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof (each an **Authorised Denomination**). An Individual Certificate will be issued to each holder of the Capital Securities in respect of its registered holding of Capital Securities. Each Individual Certificate will be numbered serially with an identifying number which will be recorded on the relevant Individual Certificate and in the register of holders of the Capital Securities (the **Register**).

Upon issue, the Capital Securities will be represented by the Global Certificate which will be deposited with, and registered in the name of a nominee for, a common depositary for Euroclear Bank SA/NV (**Euroclear**) and Clearstream Banking S.A. (**Clearstream, Luxembourg**). Ownership interests in the Global Certificate will be shown on, and transfers thereof will only be effected through, records maintained by Euroclear and Clearstream, Luxembourg (as applicable), and their respective participants. The Conditions are supplemented by certain provisions contained in the Global Certificate.

2.2 **Title**

The holder of any Capital Security will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest or any writing on, or the theft or loss of, the certificate issued in respect of it) and no person will be liable for so treating the holder.

For so long as any of the Capital Securities is represented by the Global Certificate held on behalf of Euroclear and/or Clearstream, Luxembourg, each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or of Clearstream, Luxembourg as the holder of a particular nominal amount of such Capital Securities (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the nominal amount of such Capital Securities standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by each of the Issuer and the Agents as the holder of such nominal amount of such Capital Securities for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Capital Securities, for which purpose the registered holder of the Global Certificate shall be treated by each of the Issuer and any Agent as the holder of such nominal amount of such Capital Securities in accordance with and subject to the terms of the Global Certificate.

3. TRANSFERS OF CAPITAL SECURITIES AND EXCHANGE FOR INDIVIDUAL CERTIFICATES

3.1 Transfers of Interests in the Global Certificate

Capital Securities which are represented by the Global Certificate will be transferable only in accordance with the rules and procedures for the time being of Euroclear and/or Clearstream, Luxembourg (as the case may be).

3.2 Transfer of Individual Certificates

Subject to the conditions set forth in the Agency Agreement, Capital Securities represented by Individual Certificates may be transferred in whole or in part (in Authorised Denominations). In order to effect any such transfer: (a) the holder or holders must (i) surrender the relevant Individual Certificate(s) for registration of the transfer of the Capital Security (or the relevant part of the Capital Security) at the specified office of any Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or his or their attorney or attorneys duly authorised in writing and (ii) complete and deposit such other certifications as may be required by the relevant Transfer Agent; and (b) the relevant Transfer Agent must, after due and careful enquiry, be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer and the Registrar may from time to time prescribe (the initial such regulations being set out in Schedule 4 to the Agency Agreement). Subject as provided above, the relevant Transfer Agent will, within five business days (being for this purpose a day on which commercial

banks are open for business (including dealings in foreign currencies) in the cities where the specified office of the Registrar and (if applicable) the relevant Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail, to such address as the transferee may request, a new Individual Certificate of a like aggregate nominal amount to the Capital Security (or the relevant part of the Capital Security) transferred. In the case of the transfer of part only of a Capital Security represented by an Individual Certificate, a new Individual Certificate in respect of the balance of the Capital Security not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

3.3 Costs of Registration

Holders of the Capital Securities will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration.

3.4 Exchange for Individual Certificates

Interests in the Global Certificate will be exchangeable (free of charge), in whole but not in part, for Individual Certificates only upon the occurrence of an Exchange Event (as defined below). The Issuer will give notice to holders of the Capital Securities in accordance with Condition 14 (*Notices*) if an Exchange Event occurs as soon as practicable thereafter. For these purposes, an **Exchange Event** shall occur if: (a) an Enforcement Event has occurred; or (b) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of legal holiday) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system satisfactory to the Issuer is available.

In such circumstances, the Global Certificate shall be exchanged in full for Individual Certificates and the Issuer will, at the cost of the Issuer, cause sufficient Individual Certificates to be executed and delivered to the Registrar within 10 days following the request for exchange for completion and dispatch to the holders of the Capital Securities.

3.5 Closed Periods

No holder of Capital Securities may require the transfer of a Capital Security to be registered during the period of 15 calendar days ending on the due date for any payment of principal or interest in respect of such Capital Security.

3.6 Other

References to Euroclear and/or Clearstream, Luxembourg shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system as shall have been approved by the Issuer and the Fiscal Agent.

4. STATUS AND SUBORDINATION

4.1 Status of the Capital Securities

Each Capital Security will rank *pari passu*, without preference or priority, with all other Capital Securities.

4.2 **Subordination of the Capital Securities**

(a) The payment obligations of the Issuer under the Capital Securities (the **Obligations**) will: (i) constitute Tier 2 Capital of the Issuer; (ii) constitute direct, unsecured, conditional (as described in Conditions 4.2(b) (*Subordination of the Capital Securities*) and 4.3 (*Solvency Conditions*)) and subordinated obligations of the Issuer that rank *pari passu* and without preference or priority amongst themselves; (iii) rank subordinate and junior to all Senior Obligations (but not further or otherwise); (iv) rank *pari passu* with all *Pari Passu* Obligations; and (v) rank in priority only to all Junior Obligations.

(b) Notwithstanding any other provisions in these Conditions, to the extent that any of the Solvency Conditions are not satisfied at the relevant time or if a bankruptcy order in respect of the Issuer has been issued by a court in the United Arab Emirates, all claims of the holders of the Capital Securities under the Capital Securities will be extinguished and the Capital Securities will be cancelled without any further payment to be made by the Issuer under the Capital Securities.

(c) Subject to applicable law, each holder of the Capital Securities unconditionally and irrevocably waives any right of set-off, counterclaim, abatement or other similar remedy which it might otherwise have, under the laws of any jurisdiction, in respect of the Obligations. No collateral is or will be given for the Obligations and any collateral that may have been or may in the future be given in connection with other obligations of the Issuer shall not secure the Obligations.

4.3 **Solvency Conditions**

Payments in respect of the Obligations by the Issuer are conditional upon the following conditions (together, the **Solvency Conditions**):

(a) the Issuer being Solvent at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations;

(b) the Issuer being capable of making payment of the relevant Obligations and any other payment required to be made on the relevant date to a creditor in respect of all Senior Obligations and all *Pari Passu* Obligations and still be Solvent immediately thereafter; and

(c) the total share capital (including, without limitation, retained earnings) of the Issuer being greater than zero at all times from (and including) the first day of the relevant Interest Period (or the Issue Date in the case of the first Interest Period) to (and including) the time of payment of the relevant Obligations.

4.4 **Other Issues**

So long as any of the Capital Securities remain outstanding, the Issuer will not issue any securities (regardless of name or designation) or create any guarantee of, or provide any contractual support arrangement in respect of, the obligations of any other entity which in each case constitutes (whether on a solo, or a solo consolidated or a consolidated basis) Tier 2 Capital of the Issuer if claims in respect of such securities, guarantee or contractual

support arrangement would rank (as regards distributions on a return of assets on a winding-up or in respect of distribution or payment of dividends and/or any other amounts thereunder) senior to the Obligations. This prohibition will not apply if at the same time or prior thereto these Conditions are amended to ensure that: (a) the holders obtain and/or (b) the Obligations have, in each case the benefit of such of those rights and entitlements as are contained in or attached to such securities or under such guarantee or contractual support arrangement as are required so as to ensure that claims in respect of the Obligations rank *pari passu* with, and contain substantially equivalent rights of priority as to distributions or payments on, such securities or under such guarantee or contractual support arrangement.

5. INTEREST

5.1 Initial Interest Rate and Interest Payment Dates

The Capital Securities shall, during the Initial Period, bear interest at a rate of 6.814 per cent. per annum (the **Initial Interest Rate**) on the Prevailing Principal Amount of the Capital Securities in accordance with the provisions of this Condition 5 (*Interest*). The Interest Payment Amount payable on each Interest Payment Date during the Initial Period shall be U.S.$34.07 per U.S.$1,000 in principal amount of the Capital Securities.

Interest shall be payable on the Capital Securities semi-annually in arrear on each Interest Payment Date, in each case as provided in this Condition 5 (*Interest*).

If interest is required to be calculated in respect of a period of less than a full Interest Period (the **Relevant Period**), it shall be calculated as an amount equal to the product of: (a) the applicable Interest Rate; (b) the Prevailing Principal Amount of the relevant Capital Security then outstanding; and (c) the applicable Day-count Fraction for the Relevant Period, rounding the resultant figure to the nearest cent (half a cent being rounded upwards).

5.2 Interest Rate following the Initial Period

For the purpose of calculating payments of interest following the Initial Period, the Interest Rate will be reset on the Reset Date on the basis of the aggregate of the Margin and the Relevant Five-Year Reset Rate on the U.S. Securities Determination Date, as determined by the Calculation Agent.

The Calculation Agent will, as soon as practicable upon determination of the Interest Rate which shall apply to the Reset Period commencing on the Reset Date, cause the applicable Interest Rate and the corresponding Interest Payment Amount to be notified to each of the Paying Agents and the holders of the Capital Securities in accordance with Condition 14 (*Notices*) as soon as possible after their determination but in no event later than the second Business Day thereafter.

5.3 Determinations of Calculation Agent Binding

All notifications, opinions, determinations, certificates, calculations, quotations and decisions by the Calculation Agent given, expressed, made or obtained for the purposes of this Condition 5 (*Interest*), shall (in the absence of manifest error) be binding on the other Agents and the holders of the Capital Securities and (in the absence of manifest error) no liability to the holders of the Capital Securities shall attach to the Calculation Agent in connection with the exercise or non-exercise by it of any of its powers, duties and discretions.

6. PAYMENTS

6.1 Payments in respect of Individual Certificates

Subject as provided below, payments will be made by credit or transfer to an account maintained by the payee with, or, at the option of the payee, by a cheque drawn on, a bank in New York City.

Payments of principal in respect of each Capital Security will be made against presentation and surrender of the Individual Certificate at the specified office of the Registrar or any of the Paying Agents. Such payments will be made by transfer to the Designated Account (as defined below) of the holder (or the first named of joint holders) of the Capital Security appearing in the Register at the close of business in the place of the Registrar's specified office on the Record Date. Notwithstanding the previous sentence, if: (a) a holder does not have a Designated Account; or (b) the principal amount of the Capital Securities held by a holder is less than U.S.$200,000, payment will instead be made by a cheque in U.S. dollars drawn on a Designated Bank (as defined below). For these purposes, **Designated Account** means the account maintained by a holder with a Designated Bank and identified as such in the Register and **Designated Bank** means a bank in New York City.

Payments of interest in respect of each Capital Security will be made by a cheque in U.S. dollars drawn on a Designated Bank and mailed by uninsured mail on the business day in the city where the specified office of the Registrar is located immediately preceding the relevant due date to the holder (or the first named of joint holders) of the Capital Security appearing in the Register at the close of business in the place of the Registrar's specified office on the Record Date at his address shown in the Register on the Record Date and at his risk. Upon application of the holder to the specified office of the Registrar not less than three business days in the city where the specified office of the Registrar is located before the due date for any payment of interest in respect of a Capital Security, the payment may be made by transfer on the due date in the manner provided in the preceding paragraph. Any such application for transfer shall be deemed to relate to all future payments of interest (other than interest due on redemption) in respect of the Capital Securities which become payable to the holder who has made the initial application until such time as the Registrar is notified in writing to the contrary by such holder. Payments of interest due in respect of each Capital Security on redemption will be made in the same manner as payment of the principal amount of such Capital Security.

Holders of Capital Securities will not be entitled to any interest or other payment for any delay in receiving any amount due in respect of any Capital Security as a result of a cheque posted in accordance with this Condition 6.1 arriving after the due date for payment or being lost in the post. No commissions or expenses shall be charged to such holders by the Registrar in respect of any payments of principal or interest in respect of the Capital Securities.

6.2 Payments in respect of the Global Certificate

The holder of the Global Certificate shall be the only person entitled to receive payments in respect of Capital Securities represented by the Global Certificate and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Certificate in respect of each amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the beneficial holder of a particular nominal amount of Capital Securities represented by such Global Certificate must look solely to Euroclear or Clearstream, Luxembourg (as the case may be), for his share of each payment so made by the Issuer, or to the order of, the holder of such Global Certificate. Each payment made

in respect of the Global Certificate will be made to the person shown as the holder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment, where **Clearing System Business Day** means a day on which each clearing system for which the Global Certificate is being held is open for business.

6.3 **Payments Subject to Laws**

All payments are subject in all cases to: (a) any applicable laws, regulations and directives in the place of payment, but without prejudice to the provisions of Condition 11 (*Taxation*); and (b) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or any law in any jurisdiction implementing an intergovernmental approach thereto. No commission or expenses shall be charged to the holders of the Capital Securities in respect of such payments.

6.4 **Payment Day**

If the date for payment of any amount in respect of the Capital Securities is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, **Payment Day** means any day which (subject to Condition 12 (*Prescription*)) is a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in New York City and London.

6.5 **Interpretation of principal and interest**

Any reference in the Conditions to principal in respect of the Capital Securities shall be deemed to include, as applicable:

(a) the Maturity Date Redemption Amount of the Capital Securities;

(b) the Early Redemption Amount of the Capital Securities;

(c) the Tax Redemption Amount of the Capital Securities; and

(d) the Capital Event Redemption Amount of the Capital Securities.

Any reference in the Conditions to interest or Interest Payment Amounts in respect of the Capital Securities shall be deemed to include, as applicable, any Additional Amounts which may be payable with respect to interest under Condition 11 (*Taxation*).

7. **AGENTS**

The names of the initial Agents are set out above and their initial specified offices are set out in the Agency Agreement.

The Issuer is entitled to vary or terminate the appointment of any Agent and/or appoint additional or other Agents and/or approve any change in the specified office through which any Agent acts, **provided that**:

(a) there will at all times be a Fiscal Agent and a Registrar;

(b) with effect from the U.S. Securities Determination Date prior to the Reset Date, and so long as any Capital Securities remain outstanding thereafter, there will be a Calculation Agent;

(c) so long as the Capital Securities are listed on any stock exchange or admitted to listing, trading and/or quotation by any other relevant authority, there will at all times be a Paying Agent and a Transfer Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority; and

(d) there will at all times be a Paying Agent and a Transfer Agent with a specified office in Europe.

Subject to the Agency Agreement, any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the holders of the Capital Securities in accordance with Condition 14 (*Notices*).

In acting under the Agency Agreement, the Agents act solely as agents of the Issuer and do not assume any obligation to, or relationship of agency or trust with, any holders of the Capital Securities. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor paying agent.

8. REDEMPTION AND VARIATION

8.1 Redemption and Variation

(a) ***Redemption at Maturity***

Unless previously redeemed and cancelled, the Issuer will redeem the Capital Securities at the Maturity Date Redemption Amount on the Maturity Date.

(b) ***Conditions for Redemption prior to the Maturity Date and Variation***

The Issuer shall (subject to the provisions of Condition 4 (*Status and Subordination*), Condition 9 (*Write-Down at the Point of Non-Viability*) and Condition 10 (*Enforcement Events*) and without prejudice to the provisions of Condition 12 (*Prescription*)) only have the right to redeem the Capital Securities prior to the Maturity Date or vary the terms thereof upon satisfaction of and in accordance with the following provisions of this Condition 8 (*Redemption and Variation*).

The redemption of the Capital Securities or variation of the Conditions prior to the Maturity Date, in each case pursuant to this Condition 8 (*Redemption and Variation*), is subject to the following conditions (to the extent then required by the Regulator or the Capital Regulations):

(i) the prior consent of the Regulator;

(ii) the requirement that both at the time when the relevant notice of redemption or variation is given and immediately following such redemption or variation (as applicable), the Issuer is or will be (as the case may be) in compliance with the Applicable Regulatory Capital Requirements; and

(iii) the Solvency Conditions being satisfied.

(c) ***Issuer's Call Option***

Subject to Condition 8.1(b) (*Conditions for Redemption prior to the Maturity Date and Variation*), the Issuer may (acting in its sole discretion), by giving not less than 10 nor more than 15 days' prior written notice to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) (which notice shall specify the date fixed for redemption), redeem all, but not some only, of the Capital Securities at the Early Redemption Amount (provided such notice has not been revoked by the Issuer giving notice of such revocation to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) (prior to the redemption date specified in the initial notice)).

Redemption of the Capital Securities pursuant to this Condition 8.1(c) (*Issuer's Call Option*) may only occur on the Reset Date.

(d) ***Redemption or Variation due to Taxation***

(i) Subject to Condition 8.1(b) (*Conditions for Redemption prior to the Maturity Date and Variation*), upon the occurrence of a Tax Event, the Issuer may (acting in its sole discretion), by giving not less than 10 nor more than 15 days' prior written notice to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*): (A) redeem all, but not some only, of the Capital Securities at the Tax Redemption Amount; or (B) vary the terms of the Capital Securities provided that they become or, as appropriate, remain, Qualifying Tier 2 Instruments and so that the relevant withholding or deduction otherwise arising from the relevant Tax Law Change is no longer required, in each case without any requirement for consent or approval of the holders of the Capital Securities.

(ii) Redemption of the Capital Securities, or variation of the Conditions, in each case pursuant to this Condition 8.1(d) (*Redemption or Variation due to Taxation*) may occur on any date after the Issue Date (whether or not such date is an Interest Payment Date).

(iii) At the same time as the publication of any notice of redemption or variation (as the case may be) pursuant to this Condition 8.1(d) (*Redemption or Variation due to Taxation*), the Issuer shall give to the Fiscal Agent: (A) a certificate signed by two Authorised Signatories of the Issuer stating that: (I) the relevant conditions set out in Condition 8.1(b) (*Conditions for Redemption prior to the Maturity Date and Variation*) have been satisfied; (II) a Tax Event has occurred; and (III) in the case of a variation only, the varied Capital Securities will be Qualifying Tier 2 Instruments and that the Regulator has confirmed that the varied Capital Securities will satisfy limb (a) of the definition of Qualifying Tier 2 Instruments; and (B) an opinion of independent legal advisors of recognised standing to the effect that the Issuer has or will become obliged to pay Additional Amounts as a result of the Tax Event. Such certificate delivered in accordance with this Condition shall be conclusive and binding evidence of the satisfaction of the conditions precedent set out in (A)(I) to (III) above. Upon expiry of such notice, the Issuer shall redeem or vary the terms of the Capital Securities (as the case

may be) (provided such notice has not been revoked by the Issuer giving notice of such revocation to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) (prior to the redemption date specified in the initial notice)).

(e) ***Redemption or Variation for Capital Event***

(i) Subject to Condition 8.1(b) (*Conditions for Redemption prior to the Maturity Date and Variation*), upon the occurrence of a Capital Event, the Issuer may (acting in its sole discretion), by giving not less than 10 nor more than 15 days' prior written notice to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*): (A) redeem all, but not some only, of the Capital Securities at the Capital Event Redemption Amount; or (B) solely for the purpose of ensuring compliance with Applicable Regulatory Capital Requirements vary the terms of the Capital Securities provided that they become or, as appropriate, remain, Qualifying Tier 2 Instruments, in each case without any requirement for consent or approval of the holders of the Capital Securities.

(ii) Redemption of the Capital Securities, or variation of the Conditions, pursuant to this Condition 8.1(e) (*Redemption or Variation for Capital Event*) may occur on any date after the Issue Date (whether or not an Interest Payment Date).

(iii) At the same time as the delivery of any notice of redemption or variation (as the case may be) pursuant to this Condition 8.1(e) (*Redemption or Variation for Capital Event*), the Issuer shall give to the Fiscal Agent a certificate signed by two Authorised Signatories stating that: (A) the relevant conditions set out in Condition 8.1(b) (*Conditions for Redemption prior to the Maturity Date and Variation*) have been satisfied; (B) a Capital Event has occurred; and (C) in the case of a variation only, the varied Capital Securities will be Qualifying Tier 2 Instruments and that the Regulator has confirmed that the varied Capital Securities will satisfy limb (a) of the definition of Qualifying Tier 2 Instruments. Such certificate shall be conclusive and binding evidence of the satisfaction of the conditions precedent set out above. Upon expiry of such notice, the Issuer shall redeem or vary the terms of the Capital Securities (as the case may be) (provided such notice has not been revoked by the Issuer giving notice of such revocation to the Fiscal Agent and the Registrar, and to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) (prior to the redemption date specified in the initial notice)).

(f) ***Taxes upon Variation***

In the event of a variation in accordance with Conditions 8.1(d) (*Redemption or Variation due to Taxation*) or 8.1(e) (*Redemption or Variation for Capital Event*), the Issuer will not be obliged to pay and will not pay any liability of any holder of the Capital Securities to corporation tax, corporate income tax or tax on profits or gains or any similar tax arising in respect of the variation of the terms of the Capital Securities **provided that** (in the case of a Tax Event) or so that (in the case of a Capital Event) they become or, as appropriate, remain, Qualifying Tier 2 Instruments, including in respect of any stamp duty or similar other taxes

arising on any subsequent transfer, disposal or deemed disposal of the Qualifying Tier 2 Instruments by such holder of the Capital Securities.

(g) ***No redemption in the case of a Non-Viability Notice being delivered***

The Issuer may not give a notice of redemption under Condition 8.1(c) (*Issuer's Call Option*), 8.1(d) (*Redemption or Variation due to Taxation*) or 8.1(e) (*Redemption or Variation for Capital Event*) if a Non-Viability Notice has been given in respect of the Capital Securities. If a Non-Viability Notice is given after a notice of redemption has been given by the Issuer under this Condition 8.1 (*Redemption and Variation*) but before the relevant date fixed for redemption, such notice of redemption shall be deemed not to have been given and the Capital Securities shall not be redeemed.

8.2 **Purchase**

Subject to the Issuer (to the extent then required by the Regulator or the Capital Regulations): (a) obtaining the prior written consent of the Regulator; (b) being in compliance with the Applicable Regulatory Capital Requirements immediately following such purchase; and (c) being Solvent at the time of purchase, the Issuer or any of its subsidiaries may purchase the Capital Securities in the open market or otherwise at such price(s) and upon such other conditions as may be agreed upon between the Issuer or the relevant subsidiary (as the case may be) and the relevant holders of Capital Securities. Upon any such purchase, the Issuer may (but shall not be obliged to) deliver such Capital Securities for cancellation.

8.3 **Cancellation**

All Capital Securities which are redeemed will forthwith be cancelled. All Capital Securities so cancelled and any Capital Securities purchased and cancelled pursuant to Condition 8.2 (*Purchase*) cannot be reissued or resold.

9. **WRITE-DOWN AT THE POINT OF NON-VIABILITY**

9.1 **Non-Viability Event**

If a Non-Viability Event occurs, a Write-down will take place in accordance with Condition 9.2 (*Non-Viability Notice*).

9.2 **Non-Viability Notice**

On the third Business Day following the date on which a Non-Viability Event occurs (or on such earlier date as determined by the Regulator), the Issuer will notify the Fiscal Agent, the Registrar and the holders of the Capital Securities thereof (in accordance with Condition 14 (*Notices*)) (such notice, a **Non-Viability Notice**). A Write-down will occur on the Non-Viability Event Write-down Date. In the case of a Write-down resulting in the reduction of the Prevailing Principal Amount of each Capital Security then outstanding to nil, with effect from the Non-Viability Event Write-down Date, the Capital Securities will be automatically cancelled and the holders shall not be entitled to any claim for any amount in connection with the Capital Securities.

10. ENFORCEMENT EVENTS

10.1 Enforcement Event

Upon the occurrence of an Enforcement Event, any holder of the Capital Securities may give written notice to the Issuer at the specified office of the Fiscal Agent, effective upon the date of receipt thereof by the Fiscal Agent, that such Capital Security is due and payable, whereupon the same shall, subject to Condition 9 (*Write-Down at the Point of Non-Viability*) and Condition 10.4 (*Enforcement Events – Restrictions*) become forthwith due and payable at its Early Redemption Amount, without presentation, demand, protest or other notice of any kind.

10.2 Dissolution Remedies

To the extent permitted by applicable law and by these Conditions, any holder of the Capital Securities may at its discretion (a) institute any steps, actions or proceedings for the winding-up of the Issuer and/or (b) prove in the winding-up of the Issuer and/or (c) claim in the liquidation of the Issuer and/or (d) take such other steps, actions or proceedings which, under the laws of the United Arab Emirates, have an analogous effect to the actions referred to in (a) to (c) above (in each case, without prejudice to Condition 4.2 (*Status and Subordination – Subordination of the Capital Securities*)), for such payment referred to in Condition 10.1 (*Enforcement Events – Enforcement Event*), but the institution of any such steps, actions or proceedings shall not have the effect that the Issuer shall be obliged to pay any sum or sums sooner than would otherwise have been payable by it. Subject to Condition 10.3 (*Enforcement Events – Performance Obligations*), no remedy against the Issuer, other than the steps, actions or proceedings to enforce, prove or claim referred to in this Condition 10 (*Enforcement Events*), and the proving or claiming in any dissolution/winding-up or liquidation of the Issuer, shall be available to the holders of the Capital Securities, whether for the recovering of amounts owing in respect of the Capital Securities or in respect of any breach by the Issuer of any other obligation, condition or provision binding on it under the Capital Securities.

10.3 Performance Obligations

Without prejudice to the other provisions of this Condition 10 (*Enforcement Events*), any holder of the Capital Securities may at its discretion institute such steps, actions or proceedings against the Issuer as it may think fit to enforce any term or condition binding on the Issuer under these Conditions, in each case, other than any payment obligation of the Issuer (including, without limitation, payment of any principal or satisfaction of any payments in respect of the Conditions, including any damages awarded for breach of any obligations). However, in no event shall the Issuer, by virtue of the institution of any such steps, actions or proceedings, be obliged to pay any sum or sums sooner than would otherwise have been payable by it.

10.4 Restrictions

All claims by any holder of the Capital Securities against the Issuer (including, without limitation, any claim in relation to any unsatisfied payment obligation of the Issuer under the Capital Securities) shall be subject to, and shall be superseded by: (a) the provisions of Condition 9 (*Write-Down at the Point of Non-Viability*), irrespective of whether the relevant Non-Viability Event occurs prior to or after the event which is the subject matter of the claim and (b) the provisions of Condition 4 (*Status and Subordination*), irrespective of whether the breach of a Solvency Condition at the relevant time or the issue of a bankruptcy order in respect of the Issuer occurs prior to or after the event which is the subject matter of the claim.

11. TAXATION

All payments of principal and interest in respect of the Capital Securities by the Issuer will be made free and clear of, without withholding or deduction for, or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the Tax Jurisdiction (**Taxes**) unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts in respect of Interest Payment Amounts (but not in respect of principal) as shall be necessary in order that the net amounts received by the holders of the Capital Securities after such withholding or deduction shall equal the respective Interest Payment Amount(s) which would otherwise have been receivable in respect of the Capital Securities (as the case may be), in the absence of such withholding or deduction (**Additional Amounts**); except that no such Additional Amounts shall be payable with respect to any Capital Security:

(a) presented for payment (where presentation is required) by or on behalf of a holder who is liable for such taxes, duties, assessments or governmental charges in respect of such Capital Security by reason of his having some connection with the Tax Jurisdiction other than the mere holding of such Capital Security; or

(b) presented for payment (where presentation is required) more than 30 days after the Relevant Date (as defined below) except to the extent that the holder thereof would have been entitled to an Additional Amount on presenting the same for payment on such 30th day assuming that day to have been a Payment Day; or

(c) presented for payment in a Tax Jurisdiction.

As used in these Conditions:

(i) **Tax Jurisdiction** means the United Arab Emirates or the Emirate of Abu Dhabi or, in each case, any political sub division or any authority thereof or therein having power to tax; and

(ii) the **Relevant Date** means the date on which such payment first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) that, upon further presentation of the Capital Security in accordance with the Conditions, such payment will be made, **provided that** payment is in fact made upon such presentation.

Notwithstanding any other provision in these Conditions, in no event will the Issuer be required to pay any additional amounts in respect of the Capital Securities for, or on account of, any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, or any official interpretations thereof, or any law implementing an intergovernmental approach thereto.

12. PRESCRIPTION

Subject to applicable law, claims for payment in respect of the Capital Securities will become void unless made within a period of 10 years (in the case of principal) and five years (in the case of interest) after the Relevant Date therefor.

13. REPLACEMENT OF INDIVIDUAL CERTIFICATES

Should any Individual Certificate be lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Replacement Agent upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Individual Certificate is subsequently presented for payment, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Individual Certificate) and otherwise as the Issuer and the Replacement Agent may require. Mutilated or defaced Individual Certificates must be surrendered before replacements will be issued.

14. NOTICES

All notices to the holders of the Capital Securities will be valid if mailed to them at their respective addresses in the register of the holders of the Capital Securities maintained by the Registrar. The Issuer shall also ensure that notices are duly given or published in a manner which complies with the rules and regulations of any stock exchange or other relevant authority on which the Capital Securities are for the time being admitted to listing, trading and/or quotation. Any notice shall be deemed to have been given on the second day after being so mailed or on the date of publication or, if so published more than once or on different dates, on the date of the first publication.

For so long as all the Capital Securities are represented by the Global Certificate and the Global Certificate is held on behalf of Euroclear and/or Clearstream, Luxembourg, notices may be given by delivery of the relevant notice to those clearing systems for communication to the holders rather than by mailing as provided for in the paragraph above except that, so long as the Capital Securities are listed on any stock exchange and/or admitted to listing, trading and/or quotation by any other relevant authority, notices shall also be published in accordance with the rules of such stock exchange or other relevant authority on which the Capital Securities are admitted to listing, trading and/or quotation. Any such notice shall be deemed to have been given on the day on which such notice is delivered to the relevant clearing systems.

Notices to be given by any holder of the Capital Securities shall be in writing and given by lodging the same, together (in the case of any Individual Certificate) with the relevant Individual Certificate(s), with the Registrar. Whilst any of the Capital Securities are represented by a Global Certificate, such notice may be given by any holder of a Capital Security to the Registrar through Euroclear and/or Clearstream, Luxembourg (as the case may be), in such manner as the Registrar, and Euroclear and/or Clearstream, Luxembourg (as the case may be) may approve for this purpose.

15. MEETINGS OF HOLDERS OF THE CAPITAL SECURITIES AND MODIFICATION

The Agency Agreement contains provisions for convening meetings of the holders of the Capital Securities to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of the Capital Securities or any of the provisions of the Agency Agreement or the Deed of Covenant. Such a meeting may be convened by the Issuer and shall be convened by the Issuer if required in writing by holders of the Capital Securities holding not less than 10 per cent. in nominal amount of the Capital Securities for the time being remaining outstanding. The quorum at any such meeting for passing an Extraordinary Resolution is one or more persons holding or representing in aggregate not less than 50 per cent. in nominal amount of the Capital

Securities for the time being outstanding, or at any adjourned meeting one or more persons being or representing holders of the Capital Securities whatever the nominal amount of the Capital Securities so held or represented, except that at any meeting the business of which includes the modification of certain provisions of the Capital Securities (as specified in the Agency Agreement, and including (without limitation) modifying any date for payment of interest thereon, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Capital Securities, altering the currency of payment of the Capital Securities or modifying the provisions concerning the quorum required at any meeting of holders of the Capital Securities or the majority required to pass the Extraordinary Resolution), the quorum shall be one or more persons holding or representing not less than two-thirds in nominal amount of the Capital Securities for the time being outstanding, or at any adjourned such meeting one or more persons holding or representing not less than one-third in nominal amount of the Capital Securities for the time being outstanding. An Extraordinary Resolution passed at any meeting of the holders of the Capital Securities shall be binding on all the holders of the Capital Securities, whether or not they are present at the meeting, and whether or not they voted on the resolution.

The Agency Agreement provides that a written resolution signed by or on behalf of all the holders of Capital Securities shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of holders of the Capital Securities duly convened and held. Such a written resolution may be contained in one document or several documents in the same form, each signed by or on behalf of one or more of the holders of the Capital Securities. Such a written resolution will be binding on all holders of the Capital Securities whether or not they participated in such written resolution.

The Fiscal Agent and the Issuer may agree, without the consent of the holders of the Capital Securities, to:

(a) any modification (except as mentioned above) of the Capital Securities, the Agency Agreement or the Deed of Covenant which is not prejudicial to the interests of the holders of the Capital Securities (as determined by the Issuer in its sole opinion); or

(b) any modification of the Capital Securities, the Agency Agreement or the Deed of Covenant which is of a formal, minor or technical nature or is made to correct a manifest or proven error or to comply with mandatory provisions of the law.

In addition, the Fiscal Agent shall be obliged to agree to such modifications of the Capital Securities, the Agency Agreement or the Deed of Covenant as may be required in order to give effect to Condition 8.1(d) (*Redemption and Variation – Redemption or Variation due to Taxation*) or Condition 8.1(e) (*Redemption and Variation – Redemption or Variation for Capital Event*) in connection with any variation of the Capital Securities upon the occurrence of a Tax Event or a Capital Event (as applicable).

Any such modification shall be binding on the holders of the Capital Securities and any such modification shall be notified to the holders of the Capital Securities in accordance with Condition 14 (*Notices*) as soon as practicable thereafter.

16. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these Conditions, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

17. GOVERNING LAW AND DISPUTE RESOLUTION

17.1 Governing law

The Agency Agreement, the Deed of Covenant and the Capital Securities, and any non-contractual obligations arising out of or in connection with the Agency Agreement, the Deed of Covenant and the Capital Securities, are governed by, and shall be construed in accordance with, English law.

17.2 Arbitration

Subject to Condition 17.3 (*Option to Litigate*), any dispute, claim, difference or controversy arising out of, relating to or having any connection with the Capital Securities (including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute, claim, difference or controversy relating to any non-contractual obligations arising out of or in connection with the Capital Securities) (a **Dispute**) shall be referred to and finally resolved by arbitration in accordance with the LCIA Arbitration Rules (the **Rules**), which Rules (as amended from time to time) are incorporated by reference into this Condition 17.2 (*Arbitration*). For these purposes:

(a) the seat, or legal place of arbitration will be London, England;

(b) the language of the arbitration shall be English; and

(c) there shall be three arbitrators, each of whom shall have no connection with any party thereto and shall be an attorney experienced in international securities transactions. The parties to the Dispute shall each nominate one arbitrator and both arbitrators in turn shall appoint a further arbitrator who shall be the chairman of the tribunal. In cases where there are multiple claimants and/or multiple respondents, the class of claimants jointly, and the class of respondents jointly shall each nominate one arbitrator. If one party or both fails to nominate an arbitrator within the time limits specified by the Rules, such arbitrator(s) shall be appointed by the LCIA. If the party-nominated arbitrators fail to nominate the third arbitrator within 15 days of the appointment of the second arbitrator, such arbitrator shall be appointed by the LCIA.

17.3 Option to Litigate

Notwithstanding Condition 17.2 (*Arbitration*) above, any holder of the Capital Securities may, in the alternative, and at its sole discretion, by notice in writing to the Issuer:

(a) within 28 days of service of a Request for Arbitration (as defined in the Rules); or

(b) in the event no arbitration is commenced,

require that a Dispute be heard by a court of law. If any holder of the Capital Securities gives such notice, the Dispute to which such notice refers shall be determined in accordance with Condition 17.4 (*Effect of Exercise of Option to Litigate*) and any arbitration commenced under Condition 17.2 (*Arbitration*) in respect of that Dispute will be terminated. Each person who gives such notice and the recipient of that notice will bear its own costs in relation to such terminated arbitration.

17.4 **Effect of Exercise of Option to Litigate**

If a notice pursuant to Condition 17.3 (*Option to Litigate*) is issued, the following provisions shall apply:

(a) subject to Condition 17.4(c) below, the courts of England shall have exclusive jurisdiction to settle any Dispute and the Issuer irrevocably submits to the exclusive jurisdiction of such courts;

(b) the Issuer agrees that the courts of England are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary; and

(c) this Condition 17.4 (*Effect of Exercise of Option to Litigate*) is for the benefit of the holders of the Capital Securities only. As a result, and notwithstanding paragraph (a) above, any holder of the Capital Securities may take proceedings relating to a Dispute (**Proceedings**) in any other court with jurisdiction. To the extent allowed by law, any holder of the Capital Securities may take concurrent Proceedings in any number of jurisdictions.

17.5 **Service of Process**

The Issuer appoints the London branch of the Issuer at First Abu Dhabi Bank PJSC, London Branch, 20 Berkeley Square, London, W1J 6EQ, United Kingdom as its agent for service of process in any Proceedings before the courts of England and agrees that, in the event of First Abu Dhabi Bank PJSC, London Branch ceasing so to act or ceasing to be registered in England, it will immediately (and in any event within 30 days of the event taking place) appoint another person as its agent for service of process in England in respect of any Proceedings or Disputes. Failure by a process agent to notify the person that appointed it of any process will not invalidate the relevant proceedings. Nothing herein shall affect the right to serve process in any other manner permitted by law.

17.6 **Waiver of Immunity**

The Issuer hereby irrevocably and unconditionally waives, with respect to the Capital Securities, any right to claim sovereign or other immunity from jurisdiction or execution and any similar defence and irrevocably and unconditionally consents to the giving of any relief or the issue of any process, including without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any Proceedings or Disputes.

USE OF PROCEEDS

The net proceeds of the issue of the Capital Securities are estimated to be approximately U.S.$499,400,000.

The proceeds of the Capital Securities will be used by the Issuer for its general corporate purposes and to further strengthen its capital base.

DESCRIPTION OF THE GROUP

Overview

FAB is a public joint stock company and is the result of the Merger of NBAD and FGB which was effected on the Effective Date. The Merger was effected in accordance with the provisions of Article 291 of the UAE Federal Law No. 2 of 2015 Concerning Commercial Companies (the **CCL**), pursuant to which FGB was dissolved and its shares were delisted from the Abu Dhabi Securities Exchange (the **ADX**) on the Effective Date. NBAD, as the surviving corporate entity and the legal successor of FGB, automatically assumed all assets and liabilities of FGB with effect from the Effective Date.

On 24 April 2017, the shareholders of NBAD passed the necessary resolutions at its general assembly meeting to approve a change in its registered name to "First Abu Dhabi Bank PJSC". On 25 April 2017, the requisite regulatory approvals to effect the change of name were received by NBAD from the UAE Capital Market Authority (the **CMA**) (previously known as the UAE Securities and Commodities Authority). Accordingly, the change of name to "First Abu Dhabi Bank PJSC" became effective from 25 April 2017.

As at the date of this Prospectus, FAB's principal shareholder was the Government, which indirectly held approximately 37.9 per cent. of the issued and outstanding shares of FAB through the wholly-owned MIC.[1]

The Group is a full-service bank and its core businesses include consumer, wholesale, treasury and Islamic banking capabilities. The Group is primarily a regionally focussed banking group, offering its consumer, wholesale, treasury and Islamic banking products and services within the UAE and the wider MENA region. Additionally, as at the date of this Prospectus, the Group has an international presence across five continents through its subsidiaries or affiliate entities and its branches and representative offices.

As at the date of this Prospectus, FAB has been assigned long-term credit ratings of AA- with a stable outlook by Fitch, AA- with a stable outlook by S&P and Aa3 with a stable outlook by Moody's.

As at 30 September 2026, the Group was the largest bank in the UAE, in addition to being the largest bank in the GCC, in each case by total assets (*source*: the Interim Financial Information and the publicly available financial statements of the Group's main domestic and regional competitors for the nine months ended 30 September 2026). As at 30 September 2026, the Group had total assets of AED 1,472.0 billion, loans, advances and Islamic financing of AED 678.9 billion and customer accounts and other deposits of AED 884.9 billion. For the nine months ended 30 September 2026, the Group's net profit for the period was AED 16.5 billion.

The Group operates under the following business segments for financial reporting purposes:

- **Investment Banking & Markets**: the Investment Banking & Markets segment provides institutional and public sector clients with a broad range of banking and financing solutions including corporate and Islamic finance, capital markets, trade, liquidity, cash management services and global markets products. It also carries out market-making, risk management and investment management activities for the Group. For the nine months ended 30 September 2026, AED 9.3 billion, or 31.4 per cent. of the Group's operating

[1] With effect from September 2021, MIC holds FAB's shares through One Hundred and Fifteenth Investment Company – Sole Proprietorship L.L.C. (which is a wholly-owned subsidiary of MIC). Prior to September 2021, MIC held FAB's shares through ADIC PJSC and Mamoura Diversified Global Holding PJSC (formerly known as Mubadala Development Company PJSC) (each of which was a wholly-owned subsidiary of MIC).

income, and AED 8.2 billion, or 40.4 per cent. of the Group's profit before taxation for the period, was attributable to the Investment Banking & Markets segment;

- **Wholesale Banking**: the Wholesale Banking segment serves large- and medium-sized corporates with a broad range of banking and financing solutions, including corporate and Islamic finance, capital markets, trade, liquidity, cash management services and global markets products. For the nine months ended 30 September 2026, AED 5.1 billion, or 17.3 per cent. of the Group's operating income, and AED 3.5 billion, or 17.1 per cent. of the Group's profit before taxation for the period, was attributable to the Wholesale Banking segment;

- **Personal, Business, Wealth, and Privileged Client Banking Group**: the Personal, Business, Wealth, and Privileged Client Banking Group segment serves a diverse client base including affluent, high and ultra-high net worth individuals, privileged clients and family offices, as well as small- to medium-sized businesses. The segment offers retail banking, private banking and tailored investment and advisory solutions. For the nine months ended 30 September 2026, AED 10.0 billion, or 33.6 per cent. of the Group's operating income for the period and AED 6.0 billion, or 29.5 per cent. of the Group's profit before taxation for the period, was attributable to the Personal, Business, Wealth, and Privileged Client Banking Group segment; and

- **Head Office**: the Head Office segment includes the Group’s support functions and the results of associates and certain subsidiaries that are partially or fully owned by the Group which provide banking services and other complementary offerings. For the nine months ended 30 September 2026, AED 5.3 billion, or 17.7 per cent. of the Group's operating income, and AED 2.6 billion, or 13.0 per cent. of the Group's profit before taxation for the period, was attributable to the Head Office segment.

For further details on the Group's reporting segments, see "*Description of the Group – Strategy*".

FAB is registered in accordance with the CCL and is licensed to operate as a commercial bank in the UAE and is regulated by the UAE Central Bank. FAB's registered office is at FAB Building, Khalifa Business Park, Al Qurm District, P.O. Box 6316, Abu Dhabi, UAE and its telephone number is +971 (0) 2 305 3012.

The Group operates branches and pay offices and a network of automated teller machines in the UAE, with the majority located in Abu Dhabi and Dubai. Additionally, as at 30 September 2026, the Group had an international presence across five continents through its subsidiaries or affiliate entities and its branches and representative offices. The Group also offers services to individuals and corporate customers through a diverse range of alternate distribution channels including its internet banking, phone and SMS (short message service) banking systems and through the Group's mobile apps.

Recent Developments

On 9 June 2023, FAB had entered into an agreement with affiliates of Brookfield Asset Management (**Brookfield**), together with other co-investors, for the acquisition by BCP VI Neptune Bidco Holdings Limited of Network International Holdings Plc (**Network**) for AED 10.3 billion (GBP 2.2 billion). Pursuant to the effectiveness of the Scheme of Arrangement (under Part 26 of the UK Companies Act 2006), on 17 September 2024, FAB alongside Brookfield and other co-investors acquired 100 per cent. of the share capital of Network (the **Network International Acquisition**) through BCP VI Neptune Bidco Holdings Limited.

Under the terms of the agreement, FAB and other parties provided equity funding and interim and revolving financing facilities to facilitate the Network International Acquisition. Additionally,

FAB entered into an agreement with Brookfield and other co-investors to transfer its investment in BCP Growth Holdings Limited in exchange for a convertible loan instrument that converted into an equity investment in Neptune Project Holding 1 Limited (UAE) (**NPH1**) following receipt of necessary regulatory clearances. Following completion of the conversion, FAB held an effective holding of approximately 34 per cent. in NPH1 as at 30 September 2026 and is recognised as an investment in an associate.

On 1 October 2025, Network International and Magnati Sole Proprietorship LLC completed their merger to create the largest payments platform in the Middle East and Africa, operating under the name Network International LLC.

On 11 November 2026, FAB's Board of Directors approved a proposal to raise up to AED 15 billion through a rights issue, which remains subject to shareholder and regulatory approvals (see "*Capital Structure and Shareholders*" below).

Strengths

Largest bank in the UAE and the GCC with a dominant market position

As at 30 September 2026, the Group had total assets of AED 1,472.0 billion, loans, advances and Islamic financing of AED 678.9 billion and customer accounts and other deposits of AED 884.9 billion, making the Group the largest financial institution in the UAE as well as the wider GCC, in each case by total assets, according to the Interim Financial Information and FAB's evaluation of publicly available financial statements of the Group's main domestic and regional competitors for the nine months ended 30 September 2026.

In the UAE, the Group has a broad portfolio of conventional and Islamic consumer and wholesale products, an extensive distribution network and well-established relationships with its broad client base. The Group has one of the largest customer bases in the UAE and maintains one of the largest domestic distribution networks. This distribution network offers significant opportunities to attract additional clients and further expand the Group's range of products and services to existing clients.

The Group's dominant market position throughout the UAE and wider GCC region reflects the Group's focus on high quality customer service, creation of innovative products and services, in addition to, the strength of its offering and its established track record in both consumer and wholesale banking.

Broad regional and international network

The Group has an international presence across five continents through its subsidiaries or affiliate entities and its branches and representative offices. This broad geographical footprint provides opportunities for FAB to grow its product and service offering, in addition to developing its existing client base and leveraging off the Group's well established domestic operations.

In May 2021, FAB completed the acquisition of Bank Audi SAE (Egypt) (**Bank Audi**) from Bank Audi SAL (Lebanon). The acquisition was effected to accelerate the Group's expansion in a high-potential market. The legal merger completed in June 2022 and the Group commenced operating under a newly introduced brand identity "FABMISR". By October 2022, Bank Audi and the Group's existing operations in Egypt had been fully integrated and operate under the single "FABMISR" brand.

In March 2022, the Group opened a branch in Shanghai with a focus on bridging trade and investment flows between the UAE and the MENA region with mainland China. In March 2022, the Group also announced the opening of a representative office in Iraq, serving as a strategic

addition to the Group's geographical footprint as one of the UAE's most important trading partners.

Strong capital base and liquidity

As at 30 September 2026, the Group had a total capital adequacy ratio of 17.4 per cent., a Tier 1 capital adequacy ratio of 15.4 per cent. and a Common Equity Tier 1 (**CET 1**) capital adequacy ratio of 14.0 per cent., calculated in each case in accordance with UAE Central Bank guidelines.

As part of the gradual introduction of Basel III in the UAE, and pursuant to the "Regulations re Capital Adequacy" published by the UAE Central Bank in the UAE official gazette (the **Official Gazette**) issue 612, which were effective from 1 February 2017, (the **February 2017 Regulations**) and the accompanying standards entitled "Standards for Capital Adequacy of Banks in the UAE" which were published by the UAE Central Bank on 12 November 2020 by virtue of Notice No. CBUAE/BSD/N/2020/4980, (the **Capital Standards**), FAB is required by the UAE Central Bank to maintain a minimum total capital adequacy ratio of 15.0 per cent. Included within this UAE Central Bank prescribed minimum total capital adequacy ratio, FAB, as a domestically systemic important bank (**D-SIB**), is required, effective from May 2024 to maintain a D-SIB buffer of 2.0 per cent. of CET 1. A capital conservation buffer of 2.5 per cent. of CET 1 is also included within this minimum total capital adequacy ratio of 15.0 per cent. In addition to this minimum capital adequacy ratio, a counter-cyclical buffer (**CCyB**) is applicable to FAB, which is determined on the basis of the geographical distribution of risk-weighted assets and the counter-cyclical capital buffer applicable in such jurisdictions. From 1 January 2026, the CCyB applicable to FAB was 0.5 per cent. but this was suspended by the CBUAE under the Financial Institution Resilience Package with effect from 17 March 2026 and the CBUAE stated that banks would receive at least 12 months' advance notice of any future increase. Furthermore, the planned implementation of certain Basel III capital requirements has been phased in gradually in stages from 31 March 2021 to 30 June 2022.

The Group's capital adequacy ratio has been bolstered by the issuance by each of FGB and NBAD of AED 4.0 billion of Tier 1 capital notes in February 2009 and March 2009, respectively, and FAB's issuance of U.S.$750 million perpetual additional Tier 1 capital securities in October 2020, which are accounted for as equity in accordance with IAS 32 "*Financial Instruments – Presentation*", U.S.$1 billion perpetual additional Tier 1 capital securities in November 2025 and U.S.$750 million Tier 2 capital securities due 2036 in June 2026. FAB called its U.S.$750 million perpetual additional Tier 1 capital securities on 5 April 2026. The Group also maintains a strong liquidity position with an LCR of 139.8 per cent. and loan to deposit ratio of 76.7 per cent. as at 30 September 2026. As at 30 September 2026, the Group had cash and balances with central banks of AED 252.7 billion.

The LCR requires that banks have sufficient HQLAs in their liquidity buffer to cover the difference between expected cash outflows and expected capped cash inflows over a 30-day stressed period. Basel III requires that the minimum value of the ratio is 100 per cent. (i.e., an institution's stock of HQLAs should at least equal total net cash outflows). The UAE Central Bank introduced this requirement for UAE banks. As at 30 September 2026, the Group held a portfolio of net HQLAs valued at AED 401.2 billion and had an LCR of 139.8 per cent. FAB believes that its adherence to the LCR criteria will ensure that it is well equipped to absorb any unanticipated systemic shocks to the UAE or MENA economies or banking sectors. See also "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – Liquidity risks – The Group's cash flow from its operations may not be sufficient at all times to meet its contractual and contingent payment obligations*".

FAB believes that the benefits of its strong capital and liquidity profile will, principally, be two-fold; with its sound capital base and a well-diversified business mix and funding profile better positioning the Group to meet increasing regulatory demands, while the Group's larger capital

base and increased underwriting capacity will enable it to better serve UAE corporates with international ambitions and to better support international companies operating in the UAE.

Supportive principal shareholder

As at the date of this Prospectus, FAB's principal shareholder was the Government, which indirectly held approximately 37.9 per cent. of the issued and outstanding shares of FAB through MIC.[2]

The Government was instrumental in the founding of NBAD and in supporting the Merger, with each of NBAD and FGB maintaining very strong working relationships with the Government, a situation which has continued post-Merger. Government support for the Group (and, historically, for NBAD and FGB) has typically manifested itself in many ways such as Government controlled entities engaging the Group (and, formerly, NBAD and FGB) in new business opportunities and remaining as long-standing clients of each institution. Furthermore, in common with other regional governments, the Government provided financial support to its local banks, including each of NBAD and FGB, during the 2008 global financial crisis which helped domestic banks to maintain liquidity and achieve a high capital adequacy ratio, well above the UAE Central Bank guidelines. The historic financial support and continued strong business relationships with the Government has, historically, helped to stabilise the performance of each of NBAD and FGB in turbulent economic periods and to enhance customer and market confidence in these institutions.

Although there can be no assurance that the Government will continue to support the Group in the same manner as it has done historically (including, prior to the Merger, each of NBAD and FGB), the Group's management believes that the Group's relationship with the Government remains strong and is unlikely to change in the foreseeable future.

Full service offering of conventional and Islamic products

The Group provides a comprehensive range of both conventional and Islamic banking products and services to its customer base, therefore diversifying income sources as well as offering the Group the opportunity to grow its balance sheet and strengthen its position in its core UAE market. As a full-service bank, the Group has wider access to a more diverse customer base than its domestic competitor banks that offer either purely conventional products or, as the case may be, purely Islamic products. This product flexibility provides the Group with a greater ability to cross-sell an enhanced product and service offering than many of its domestic competitors, providing a strong platform from which the Group can continue to drive revenue growth and increased profitability.

Experienced Board and executive management team with proven track record in the banking industry

FAB believes that it has a strong and experienced Board (as defined in "*Management*") and an executive team with a proven track record in the UAE and international banking sectors.

The Group's strategy is supported by the executive management team's broad expertise in the region, proven record for implementing industry leading initiatives, and by its focus on best practices and customer service. See further "*Description of the Group – Strategy*". Details of the Board and executive management are set out under "*Management*".

[2] With effect from September 2021, MIC holds FAB's shares through One Hundred and Fifteenth Investment Company – Sole Proprietorship L.L.C. (which is a wholly-owned subsidiary of MIC). Prior to September 2021, MIC held FAB's shares through ADIC PJSC and Mamoura Diversified Global Holding PJSC (formerly known as Mubadala Development Company PJSC) (each of which was a wholly-owned subsidiary of MIC).

Prudent risk management culture

The Group has a well-diversified loan portfolio and limited foreign exchange risk. It has invested, and continues to invest, significantly in improving its risk management procedures. Post-Merger, and as a function of the size and financial strength of the Group, the Group's management plans to commit even greater resources and investment to the internal risk management, compliance and control functions. As at 30 September 2026, the Group had NPLs of AED 14.7 billion and, as at 30 September 2026, carried impairment allowances of AED 16.8 billion.[3] As at 30 September 2026, the Group's NPL ratio was 2.1 per cent.

The Group's management believes that the levels of impairment allowances for impaired loans as at 30 September 2026 were sufficient to cover the Group's potential credit losses as at that date. As at 30 September 2026, the Group's provision coverage ratio was 114 per cent.

Strategy

As the largest full-service bank in the UAE by total assets, customer loans, advances and deposits (according to the Interim Financial Information and FAB's evaluation of publicly available financial statements of the Group's main domestic and regional competitors for the nine months ended 30 September 2026), the Group offers an extensive range of products and services to meet the banking needs of its wholesale and retail banking customers.

As part of its overarching strategic goal, FAB aims to defend and grow its dominant position in the UAE market as well as continue to strengthen its international network. It aims to offer diversified product solutions to be able to fulfil the financial needs of all its customer segments. Further, in order to future proof its growth ambitions, FAB is focused on digital transformation as part of its long-term development plans. In addition, FAB wants to partner with its clients and play a pivotal role in driving the transition to a safe and sustainable future.

In support of the execution of its strategy, on 11 November 2026, FAB's Board of Directors approved a proposal to raise up to AED 15 billion through a rights issue, which remains subject to shareholder and regulatory approvals. The proceeds of the proposed rights issue are intended to support the next phase of FAB's growth and strengthen its capital position (see "– *Capital Structure and Shareholders*" below).

The Group's operating structure consists of four key operating segments across geographic regions, driving strategy, customer value propositions, product and channel development, and customer relationships, while supporting the Group's financial performance. The Group has three distinctive business lines to create a differentiated and distinct experience for its customers:

- **Investment Banking & Markets**: the Investment Banking & Markets segment provides institutional and public sector clients with a broad range of banking and financing solutions including corporate and Islamic finance, capital markets, trade, liquidity, cash management services and global markets products;

- **Wholesale Banking**: the Wholesale Banking segment serves large- and medium-sized corporates with a broad range of banking and financing solutions, including corporate and Islamic finance, capital markets, trade, liquidity, cash management services and global markets products; and

- **Personal, Business, Wealth, and Privileged Client Banking Group**: the Personal, Business, Wealth, and Privileged Client Banking Group segment serves a diverse client base including affluent, high and ultra-high net worth individuals, privileged clients and

[3] The Group carries impairment allowance in the statement of financial position included in its Interim Financial Information.

family offices, as well as small- to medium-sized businesses. The segment offers retail banking, private banking and tailored investment and advisory solutions.

Islamic banking business

As at the date of this Prospectus, all *Shari'a* compliant activities and business of the Group are offered through the Group's Islamic banking window which operates under the "FAB Islamic" brand.

The Group will continue to operate FAB Islamic and offer Islamic banking products and services across FAB's business segments. As at the date of this Prospectus, FAB Islamic represents a significant Islamic banking window in the UAE.

The Group believes that FAB Islamic is well positioned and will enable the Group to capitalise on opportunities arising from the growth in the domestic and regional Islamic banking sector.

Subsidiaries

FAB's principal subsidiary entities operate across real estate investment, brokerage and fund management, and include the following subsidiaries: Mismak, FAB Securities, FGLB and FABMISR.

Mismak

The Group's real estate investment and development activities are contained within Mismak Properties Co. LLC (**Mismak**). Mismak and First Merchant International LLC are legacy FGB subsidiaries and are wholly-owned subsidiaries of FAB.

Mismak provides asset management and advisory services in circumstances where a client is in default and the Group's real estate subsidiaries (including Mismak) take over the management of real estate assets which have been pledged as collateral.

FAB Securities

FAB Securities Sole Proprietorship LLC (**FAB Securities**) is the Group's securities brokerage firm, licensed by the CMA. FAB Securities is one of the leading brokerage service providers in the UAE operating through two active branches across the UAE in addition to its own dedicated e-trading platform. FAB Securities trades across the ADX, the Dubai Financial Market, selected markets in the GCC and other international markets. FAB Securities offers clients access to various asset classes including equities and fixed income. In addition to securities trade execution, FAB Securities provides market research and coverage for its institutional and qualified individual clients.

FGLB

First Gulf Libyan Bank (**FGLB**) is a fully fledged commercial bank in Tripoli, Libya and was established following the signing of a memorandum of understanding between FAB and the Economic & Social Development Fund Libya, on 4 September 2007. FGLB is owned equally by FAB and Alenmaa for Financial Investment Holding Company (**AFIHC**), Libya with each holding 50 per cent. of FGLB's shares. The paid-up capital of FGLB is 260 million Libyan Dinar. The FGLB board consists of a total of seven members with a majority (four members) from FAB, and FGLB is fully managed by FAB as per the agreement signed between FAB and AFIHC. Therefore, FGLB is classified as a subsidiary of FAB.

FABMISR

First Abu Dhabi Bank Misr S.A.E. (**FABMISR**) is a subsidiary of the Group and one of the largest foreign banks operating in Egypt. Its local network operates through 74 branches, as at 30 September 2026, where it provides banking products and services that cater to all customer segments. In May 2021, FAB acquired 100 per cent. of Bank Audi SAE (Egypt), which was an Egyptian subsidiary of Lebanon-based Bank Audi. Post-acquisition, Bank Audi SAE (Egypt) was merged with FAB's existing Egyptian operations, with the legal merger completed in June 2022 and the resultant entity rebranded as 'FABMISR'. The integration process was completed in October 2022.

Capital Structure and Shareholders

FAB's share capital is listed on the ADX and, as at 30 September 2026, had a market capitalisation of U.S.$59.6 billion. As at 30 September 2026, FAB's authorised, issued and paid-up share capital comprised 11,047,612,688 shares with a nominal value of AED 1 each.

As at the date of this Prospectus, FAB's principal shareholder was the Government, which indirectly held approximately 37.9 per cent. of the issued and outstanding shares of FAB through MIC.[4]

On 11 November 2026, FAB announced that its Board of Directors had approved a proposal to raise up to AED 15 billion through a rights issue, comprising up to 1,109,467,456 new ordinary shares with a nominal value of AED 1 per share and a share premium of AED 12.52 per share. FAB's principal shareholder, MIC, has confirmed its intention to participate and subscribe for its full *pro rata* entitlement of new shares. The proposed rights issue will be subject to a special resolution of FAB's shareholders at a general assembly meeting to be convened on 7 December 2026. The proposed rights issue also remains subject to obtaining the necessary regulatory and supervisory approvals, including the approval of the CMA. The proceeds of the proposed rights issue are intended to support the next phase of FAB's growth and to strengthen its capital position.

Financial Performance

Condensed consolidated interim statement of profit or loss

The Group reported net profit for the period of AED 16.5 billion for the nine months ended 30 September 2026, while total net interest income and income from Islamic financing and investing products was AED 17.0 billion for the same period. Net fee and commission income was AED 4.2 billion for the nine months ended 30 September 2026, with operating income of AED 29.7 billion and general, administration and other operating expenses of AED 6.4 billion for the same period. Annualised return on tangible equity for the nine months ended 30 September 2026 was 18.6 per cent. and the cost to income ratio for the nine months ended 30 September 2026 was 21.5 per cent.

The following table shows the breakdown, by the division indicated, of FAB's profit before taxation for the nine months ended 30 September 2026:

[4] With effect from September 2021, MIC holds FAB's shares through One Hundred and Fifteenth Investment Company – Sole Proprietorship L.L.C. (which is a wholly-owned subsidiary of MIC). Prior to September 2021, MIC held FAB's shares through ADIC PJSC and Mamoura Diversified Global Holding PJSC (formerly known as Mubadala Development Company PJSC) (each of which was a wholly-owned subsidiary of MIC).

	Profit before taxation for the nine months ended 30 September 2026
	(*AED millions*)
Investment Banking & Markets	8,163
Wholesale Banking	3,463
Personal, Business, Wealth, and Privileged Client Banking Group	5,954
Head Office	2,635
Total	**20,215**

Condensed consolidated interim statement of financial position

The Group's loans, advances and Islamic financing was AED 678.9 billion as at 30 September 2026. The distribution of the Group's financing portfolio across economic sectors is oriented towards real estate, energy, banks, other financial institutions, transport and communication, and trading, which is in line with the domestic economy.

The following table provides a breakdown of the Group's gross loans, advances and Islamic financing by counterparty as at 30 September 2026:

	As at 30 September 2026
	(*AED millions*)
Government sector	100,946
Public sector	90,307
Banking sector	46,741
Corporate/private sector	357,440
Personal/retail sector	101,732
Gross loans, advances and Islamic financing	**697,166**
Less: interest in suspense	(7,468)
Less: expected credit loss	(10,806)
Net loans, advances and Islamic financing	**678,892**

The Group's loans, advances and Islamic financing contains a high proportion of loans, advances and Islamic financing to the government and public sector entities. As at 30 September 2026, 27.4 per cent. of gross loans, advances and Islamic financing were to government and public sector entities. This concentration of lending reflects the historically close relationship between each of NBAD and FGB and government and public sector entities.

Approximately 13 per cent. of the Group's loans and advances was denominated in foreign currency (excluding U.S. dollars) as at 30 September 2026. The Group has implemented risk management methods to mitigate and control these foreign currency risks along with other market risks to which the Group is exposed. See further "*Risk Management*".

The Group maintains a securities portfolio (both trading and investment) of high credit quality. The Group has a Board approved comprehensive risk appetite for these portfolios and they are managed and limited by value-at-risk (**VaR**), notional exposure, credit spread and interest rate sensitivities, geographic and single name exposure concentrations. See further "*Risk Management*".

The Group has no direct exposure to collateralised debt obligations, structured investment vehicles and other sub-prime related issues. The securities portfolios are concentrated in the

European and MENA markets. The trading portfolio mainly comprises debt instruments and a managed portfolio of funds and equities. The held-to-maturity portfolio comprises of debt issuances by sovereigns, corporates and financial institutions.

The following table provides a breakdown of the Group's securities portfolio as at 30 September 2026:

	As at 30 September 2026
	(*AED millions*)
Investments at fair value through profit or loss	**81,922**
Non-trading investment securities	
Fair value through other comprehensive income	177,550
Amortised cost securities	11,860
Less: expected credit loss on amortised cost securities	(6)
Investments in associates	5,314
Total Group's securities portfolio	**276,640**

Capital adequacy

See "*Description of the Group – Strengths – Strong capital base and liquidity*" for a description of the capital requirements applicable to the Group and the Group's capital ratios.

The Group's management of its capital is aimed at maintaining an optimum level of capital to enable it to pursue strategies that build long-term shareholder value, whilst always meeting minimum regulatory capital adequacy ratio requirements. While the calculation of capital adequacy ratios in the UAE broadly follows the Bank for International Settlements guidelines, the UAE Central Bank applies certain jurisdiction-specific risk-weighting treatments. In particular, claims on, or guaranteed by, GCC governments denominated in their respective domestic currencies are risk weighted at zero per cent. Details of the Group's risk weighted assets as at 30 September 2026, calculated in accordance with UAE Central Bank guidelines, are set out in the table below.

	As at 30 September 2026
	(*AED millions*)
Tier 1 capital:	
CET 1 capital	
Share capital[(1)]	11,048
Share premium[(1)]	53,583
Statutory and special reserves	4,821
Retained earnings	61,833
Other reserves	527
Capital Shortfall for Non-Consolidated Subsidiaries	(16)
Non-controlling interest[(1)]	207
Total CET 1 capital prior to deduction (A)	**132,003**
Goodwill and intangible assets	(21,199)
Other deductions from CET 1 capital	106
Total CET 1 capital after deductions	**110,911**
Additional Tier 1 capital:	-
Eligible AT1 capital (after grandfathering)	11,673
Total Tier 1 capital (B)	**122,584**
Tier 2 capital:	

	As at 30 September 2026
	(*AED millions*)
Qualifying subordinated liabilities	9,017
Allowance for collective impairment	6,383
Total Tier 2 capital (C)	**15,400**
Total capital base (B + C)	**137,984**
Risk weighted assets:	
Credit risk	690,478
Market risk	41,866
Operational risk	62,483
Total risk weighted assets	**794,827**

(1) These financial statement line items are presented as disclosed in the Interim Financial Information.

	As at 30 September 2026
	(*%*)
CET 1 ratio	14.0
Tier 1 capital adequacy ratio	15.4
Total capital adequacy ratio	17.4

Equity

The Group's total equity (which comprises, amongst other things, its issued share capital of AED 11.0 billion as at 30 September 2026 and its retained earnings of AED 61.1 billion as at 30 September 2026) amounted to AED 147.3 billion as at 30 September 2026.

Of the Group's reserves, the most significant are the statutory reserve and the special reserve into which, under the CCL and FAB's articles of association, 10.0 per cent. of net profit each year must be contributed until each reserve reaches 50.0 per cent. of the nominal value of FAB's paid up share capital. Eligible reserves also include accumulated other comprehensive income and other disclosed reserves. These statutory and special reserves on a combined basis amounted to AED 13.1 billion as at 30 September 2026.

As at 30 September 2026, shareholders' equity included AED 8.0 billion of Government of Abu Dhabi Tier 1 capital notes (comprising AED 4.0 billion Tier 1 capital notes issued by FGB in February 2009 to the Government and AED 4.0 billion Tier 1 capital notes issued by NBAD in March 2009 to the Government), which are accounted for as equity in accordance with IAS 32 (Financial Instruments – Presentation). On 17 June 2020, FAB called its U.S.$750 million perpetual additional Tier 1 capital securities and replaced it with its U.S.$750 million perpetual additional Tier 1 capital securities on 5 October 2020. On 28 November 2025, FAB issued U.S.$1 billion perpetual additional Tier 1 capital securities. FAB subsequently called its U.S.$750 million perpetual additional Tier 1 capital securities on 5 April 2026.

Funding

As at 30 September 2026, the Group had customer accounts and other deposits which totalled AED 884.9 billion. The Group's customer accounts and other deposits contain a high proportion of deposits from government and public sector entities, again reflecting the linkage between NBAD, FGB and these governmental and government-related entities. As at 30 September 2026,

14.8 per cent. of the Group's customer accounts and other deposits were from government entities and a further 18.2 per cent. were from public sector entities. The Group's funding needs are also met by equity reserves and retained earnings, interbank lines of credit and repurchase agreements. Additionally, and prior to the Merger, the legacy NBAD and FGB entities accessed wholesale funding markets (through bilateral or syndicated loans and international bond markets) in order to diversify and increase the maturity of their funding sources. The Group intends to continue to utilise the following debt capital markets funding platforms as a key source of funding:

- the U.S.$30,000,000,000 euro medium term note programme;
- the U.S.$5,000,000,000 trust certificate issuance programme;
- the U.S.$3,500,000,000 euro commercial paper programme;
- the A$2,000,000,000 Australian domestic debt issuance programme;
- the U.S.$10,000,000,000 U.S. commercial paper programme;
- the EUR3,000,000,000 French certificates de depot programme;
- the First Abu Dhabi Bank USA N.V., Curacao, acting through its Washington, D.C. branch U.S.$3,000,000,000 U.S. certificate of deposit programme;
- the HKD5,000,000,000 certificate of deposit programme;
- the GBP10,000,000,000 certificate of deposit programme;
- the NBAD Americas N.V. certificate of deposit programme;
- the MYR3,000,000,000 medium term note and trust certificate issuance programme; and
- the U.S.$1,000,000,000 certificate of deposit programme.

As at the date of this Prospectus, FAB also has the following outstanding standalone debt capital markets instruments:

- the U.S.$1,000,000,000 5.875 per cent. additional Tier 1 capital securities;
- the (NBAD issued) AED 4,000,000,000 6 month Emirates Interbank Offered Rate (EIBOR) plus 2.3 per cent. per annum Tier 1 capital notes;
- the (FGB issued) AED 4,000,000,000 6 month EIBOR plus 2.3 per cent. per annum Tier 1 capital notes;
- the U.S.$1,000,000,000 fixed rate resettable Tier 2 capital securities due 2034;
- the U.S.$750,000,000 fixed rate resettable Tier 2 capital securities due 2035;
- the U.S.$1,500,000,000 floating rate notes due June 2031;
- the U.S.$750,000,000 fixed rate resettable Tier 2 capital securities due 2036; and
- the MYR650,000,000 4.75 per cent. subordinated notes due 9 December 2027.

The following table shows the sources of the Group's funding as at 30 September 2026:

	As at 30 September 2026
	(AED millions)
Due to banks and financial institutions	138,199
Repurchase agreements	50,208
Commercial paper	37,659
Derivative financial instruments	81,348
Customer accounts and other deposits	884,936
Other liabilities	38,707
Term borrowings	84,208
Subordinated notes	9,446
Total equity	147,299
Total assets	**1,472,010**

Competition

As at 31 December 2025, the UAE banking sector comprised 61 commercial banks (including specialised and wholesale banks and excluding investment banks), including branches or subsidiaries of 38 foreign commercial banks and nine standalone Islamic banks (15 Islamic windows of conventional banks) (*source*: UAE Central Bank, Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026 and UAE Central Bank website, each accessed on 29 October 2026). The licensed foreign bank branches and subsidiaries focus mainly on consumer banking, trade finance, foreign currency operations and government-related business. Foreign bank participation in public sector financing has had a significant downward effect on margins in this area. The UAE banking market is becoming increasingly competitive and challenging, with the consummation of the Merger stimulating further movement towards greater consolidation amongst UAE banks.

Taxation

With effect from 1 January 2018, certain of the GCC states have implemented a VAT regime (with the UAE implementing this at a rate of 5 per cent.). Further, the Ministry of Finance issued the Ministerial Decisions No. 243 of 2025 and No. 244 of 2025, outlining the framework for the implementation of the Electronic Invoicing (**E-Invoicing**) System in the UAE. The first phase of E-Invoicing implementation is proposed to go live from 1 January 2027 for businesses with yearly revenues equal to or in excess of AED 50 million. On 31 January 2022, the UAE Ministry of Finance announced the introduction of CIT on business profits, effective for accounting periods beginning on or after 1 June 2023. Accordingly, the first accounting period for which corporate tax was applicable to FAB commenced on 1 January 2024. The CIT applies to taxable net profits of a business, with a 0 per cent. rate on taxable income up to AED 375,000 and a standard statutory rate of 9 per cent. on taxable profits exceeding this threshold.

On 8 February 2025, the UAE Ministry of Finance announced detailed provisions for the implementation of the OECD's DMTT applicable to multinational enterprises (**MNEs**), following the issuance of Federal Decree-Law No. 60 of 2023 and Cabinet Decision No. 142 of 2024. The DMTT rules introduce a 15 per cent. global minimum effective tax rate, effective from 1 January 2025, applicable to MNE groups meeting the prescribed revenue threshold. As FAB meets the relevant revenue threshold, it is within the scope of the Pillar Two rules. Accordingly, the Group is required to compute its jurisdictional effective tax rate and is subject to a top-up tax where the effective tax rate in any jurisdiction is below 15 per cent., ensuring that its profits are taxed at a minimum rate of 15 per cent. in accordance with the OECD GloBE framework. On 25 August 2025, the OECD granted the UAE's DMTT "Transitional Qualified Status" by listing it on the OECD's Central Record of Legislation.

See also "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities– Risks relating to the UAE and the Middle East – Tax changes in the GCC may have an adverse effect on the Group*" and "*Taxation – United Arab Emirates*".

Employees

As at 30 September 2026, the Group employed 8,044 staff. These staff members do not include the 489 members of the Group's outsourced workforce (who principally work within the consumer areas of sales, collections, call centre operations and credit card processing).

The Group's human resources policy is aligned to its strategic vision and ambitious growth plans and is designed to attract, retain and motivate high-calibre, professional, skilled and knowledgeable employees. The Group strives to foster a transparent working environment and invests significant resource in the provision of employee training and development schemes, in addition to providing a competitive remuneration and compensation structure.

Emiratisation

From 2022, UAE banks have been instructed by the UAE Central Bank to increase the representation of UAE nationals in their organisations with a focus on the representation of UAE nationals in critical roles and senior management. The UAE Central Bank has also mandated banks to hire graduating UAE nationals each year to support the employment of university graduates. The representation of UAE nationals and graduate hire requirements (**Emiratisation**) are set by the UAE Central Bank for each organisation and are based on a number of factors. If a bank is unable to achieve their targets for recruiting or progressing UAE nationals through the organisation, they will be subject to penalties.

As at 30 September 2026, FAB's Emiratisation percentage stood at 48.7 per cent. of its workforce in the UAE, equating to 2,131 UAE nationals employed in positions at different levels across FAB.

In line with the UAE Central Bank's Emiratisation requirements, FAB has made a commitment to employing and training UAE nationals. FAB's Emiratisation strategy supports FAB's position as a nationalisation leader across the UAE.

Property

The Group's principal fixed assets include its head office building in Abu Dhabi and its other branch buildings and offices. Such property and equipment had a net book value of AED 5.2 billion as at 30 September 2026.

As at 30 September 2026, the value of the Group's investment properties, stated at fair value and representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, was AED 7.3 billion.

The fair value of the Group's investment properties is based on valuations performed by third party valuers. The valuers are accredited with recognised and relevant professional qualification and with recent experience in the location and category of investment properties being valued. The fair values have been determined based on varying valuation models depending on the intended use of the investment properties in accordance with the Royal Institution of Chartered Surveyors Valuation Standards. The property rental income earned by the Group from its investment properties that are leased out under operating leases, amounted to AED 152.2 million for the nine months ended 30 September 2026.

Group Technology

The Group Technology department manages the Group's information assets and technology services. It focuses on using modern systems and processes to serve the Group's customers and ensure that all systems operate within strict service level agreements and that customer data is well protected and secured.

The Group Technology business systems allow the Group to offer innovative digital services to its customers across all geographies in which the Group operates. The Group continues to invest in artificial intelligence, data and engineering capabilities and its hybrid infrastructure (on-premises and cloud). The Group's technology strategy is regularly reviewed and aligned to its business strategy, so that digital innovation and investment fit the Group's target architecture, business roadmap and security standards.

Litigation

In March 2018, the Qatar Financial Centre Regulatory Authority (the **QFCRA**) began an investigation into the alleged manipulation of the Qatari riyal, Qatari government backed securities and associated derivatives by FAB (the **QFCRA Investigation**). In April 2019, the State of Qatar commenced a lawsuit in New York state court based on a similar allegation (the **NY Litigation**). The State of Qatar's claims against FAB in the NY Litigation were dismissed with prejudice in March 2022.

FAB considers the QFCRA Investigation to be baseless and it has made good faith efforts to resolve the matter with the QFCRA. However, in August 2019, the QFCRA announced that it had fined FAB QAR200 million (approximately U.S.$55 million) for allegedly obstructing the QFCRA Investigation and, in February 2020, the Qatar Financial Centre Court ordered this fine payable by FAB as a judgment debt. In November 2020, the QFCRA commenced legal proceedings in New York state court to enforce the Qatar Financial Centre Court's order for the payment of this fine and, in December 2023, the New York state court dismissed these enforcement proceedings.

As at the date of this Prospectus, FAB is not involved in any pending or, to the best of FAB's knowledge, threatened litigation or arbitration proceedings which would have a material adverse effect on the Group's financial position. Therefore, no material provision has been made as at 30 September 2026 regarding any outstanding legal proceedings. Pending legal proceedings are reviewed on an ongoing basis and, where required, provisions are made at the end of each fiscal quarter subject to appropriate internal approvals.

Insurance

The Group has various insurance policies in place, including a banker's blanket bond insurance policy. The Group's insurance covers, among other risks, loss of its property whilst on the Group's premises and whilst in transit; forgery of cheques, securities and other documents; and employee frauds, errors and negligence. The Group believes that these insurance policies provide it with adequate insurance coverage against the various risks to which the Group is exposed.

Group ESG Policy

FAB has implemented FAB Group Environment, Social, and Governance (ESG) Policy (the **Group ESG Policy**), which applies to all Group entities and subsidiaries across the countries in which they operate. The Group ESG Policy provides a Group-wide framework for integrating ESG considerations into the Group's business strategy, risk appetite, credit decision-making, capital allocation, client engagement, and performance management.

The Group ESG Policy establishes overarching principles relating to the integration of environmental and social considerations into the Group's business strategy, activities and operations, sustainable innovation, seeking a culture of responsibility and the development of relevant skills and competencies. It also sets out the Group's commitments relating to environmental matters, including climate change and the energy transition, nature and biodiversity, water security and the ocean economy, responsible consumption and waste management and supporting a just transition that balances environmental objectives with socioeconomic considerations; social matters, including human rights and modern slavery, workplace culture and employee wellbeing, community and social responsibility and financial inclusion; and governance, accountability and transparency. These principles are intended to inform the Group's operations and its financing, investment and advisory activities. In August 2026, within the principles established by the Group ESG Policy, the Group published and adopted a sustainable finance framework (the **Sustainable Finance Framework**), a transition finance framework (the **Transition Finance Framework**) and a sustainability-linked finance framework (the **Sustainability-Linked Finance Framework**). The Sustainable Finance Framework addresses FAB's overall approach to sustainable finance and dedicated-purpose green, social, blue and sustainability financing. The Transition Finance Framework addresses financing solutions for carbon-intensive sectors. The Sustainability-Linked Finance Framework addresses transactions tied to ESG-related key performance indicators and sustainability performance targets. Each framework was prepared with reference to the relevant International Capital Market Association (**ICMA**) and Loan Market Association principles and guidelines.

Responsibility for ESG matters under the Group ESG Policy is allocated across the Board, senior management and operational levels. The Board has ultimate accountability for the Group’s ESG strategy, risk appetite and performance, with senior management-level oversight exercised through the Group’s ESG governance arrangements. See "*Management*" for further information regarding the Board Risk and ESG Committee (**BRESGC**) and the Group ESG Committee (**G-ESGC**).

Summary 2025 Group ESG Performance and Reports

The Group is committed to creating long-term value for its stakeholders, while supporting the global transition to a net zero and sustainable economy and empowering communities across the markets in which it operates. FAB aims to mobilise sustainable and transition finance to deliver environmental and social impact across both the UAE and international markets, in order to advance climate action, economic resilience, and inclusive growth.

FAB’s sustainability agenda is developed and consistently reviewed against the following sustainability frameworks, to support the delivery of the following international and national commitments:

(a) the United Nations Sustainable Development Goals (**SDGs**);

(b) the United Nations Global Compact;

(c) the United Nations Women Empowerment Principles;

(d) the Sustainable Market Initiative Circularity Taskforce;

(e) the Abu Dhabi Vision 2030;

(f) the UAE Green Agenda 2015-2030;

(g) the UAE Net Zero by 2050;

(h) the UAE Private Sector Pledge to Accelerate Gender Balance;

(i) the UAE Climate-Responsible Companies Pledge;

(j) the UAE Council for Climate Change and Environment;

(k) the Abu Dhabi Global Market's (ADGM) Sustainable Finance Consultative Working Group; and

(l) the Private Sector Advisory Council to the UAE National Committee on SDGs.

The Group's sustainability agenda is developed, consistently reviewed against and aligned with a number of global frameworks, including, but not limited to:

(a) the Global Reporting Initiative;

(b) the Carbon Disclosure Project;

(c) the ICMA Green Bond Principles;

(d) the ICMA Social Bond Principles;

(e) the ICMA Sustainability Bond Guidelines;

(f) the ICMA Sustainability-linked Bond Principles;

(g) the Task Force on Nature-related Financial Disclosures;

(h) the Abu Dhabi Securities Exchange's ESG Guide for Listed Companies;

(i) the Net-Zero Banking Alliance;

(j) the Partnership for Carbon Accounting Financials;

(k) the UN Principles for Responsible Banking;

(l) the Equator Principles (**EP**);

(m) the Partnership for Biodiversity Accounting Financials; and

(n) the Sustainability Accounting Standards Board (**SASB**).

The Group aligns its reporting with best practices, striving to provide clear, credible, and data-driven insights into its ESG performance.

FAB aims to integrate sustainability as part of its corporate strategy priorities to reflect its importance for the overall resilience of the Group's business model. 'Sustainability Leadership' is one of the four pillars of the Group's corporate strategy, reflecting FAB's stance on continuously embedding ESG factors within its culture and operations.

To deliver on its Sustainability Leadership, the Group has a dedicated ESG Strategy set around three focus areas:

(a) Supporting the global transition to a low-carbon and nature-positive future: facilitating the acceleration of the shift to a net zero economy by financing sustainable growth,

reducing emissions, collaborating on innovative solutions, and building climate and nature resilience in partnership with FAB's stakeholders.

(b) Enabling a responsible transition for communities: fostering a diverse and inclusive workplace, broadening access to financial services and driving meaningful impact for the Group's communities through education, stewardship, environmental, and social development.

(c) Championing and embedding best-in-class governance practices: upholding the highest standards of accountability, transparency, and risk management to ensure responsible banking and long term resilience.

The priorities and key performance indicators defined under these focus areas are aligned with national and international sustainability agendas.

The Group discloses its alignment with the most widely adopted and accepted international sustainability frameworks and guidelines via dedicated reports. These reports are available on FAB's website and include:

(a) ESG Reports: disclosures on FAB's ESG achievements and progress against ESG strategy implementation and targets for the reporting year. These reports are prepared in reference to IFRS S1 and S2, SASB, the UN's six main Principles for Responsible Banking, the Global Reporting Initiative Standards, and the ADX ESG Disclosure Guidance requirements for Listed Companies in the UAE. The ESG Reports are subject to limited independent assurance on the greenhouse gas emissions metrics.

(b) Sustainable Finance Impact Reports: prepared annually to provide an update on FAB's sustainable (including green, blue and transition) bond and sukuk issuances and other sustainable finance products. This includes a summary on the use of proceeds and the associated environmental and social impacts of FAB's outstanding green and social and other sustainable and transition bonds, sukuk and private placements. This report is in line with the reporting requirements of FAB's Sustainable Finance Framework and Transition Finance Framework, as well as ICMA's guidelines on green and social bond issuances. This report is subject to limited independent assurance on allocation of any sustainable bonds and transition finance bonds or any other sustainable bond or sukuk.

(c) Equator Principles Reports: detail FAB's implementation of the EP in lending to projects that are part of EP's scope for the reporting year. FAB has been a member of EP since 2015.

(d) Climate Reports: outline FAB’s climate-related commitments, actions, and progress, demonstrating FAB’s approach to managing climate-related risks, including the IFRS S2 climate disclosure expectations. From 2025 onwards, the Climate Report is integrated within the Group's ESG Report.

(e) Nature Reports: aligned with the Taskforce on Nature-related Financial Disclosures (**TNFD**) and provides insight on FAB’s current position on nature and outlines a roadmap for how it intends to evolve its position and capacity to measure, mitigate, and monitor its impact on nature. For 2025, the Nature Report was integrated within the Group's ESG Report.

(f) Transition Reports: initially disclosed within FAB’s Taskforce for Climate-related Disclosures, the transition plan disclosures within the framework of Glasgow Financial Alliance for Net Zero showcase a clear roadmap of strategies and initiatives to reduce own and portfolio emissions, adapt to climate risks, and facilitate the transition to a low

carbon economy. In August 2026, FAB published its standalone Transition Finance Framework, which sets out FAB's methodology for classifying products and services as transition finance.

(g) FAB's Pathway to Net Zero Disclosures: include FAB's progress against the net zero commitments set out for 2050. FAB became a signatory of NZBA in 2021 and published its inaugural report in 2023. The report includes a detailed explanation of the methodology used to estimate FAB's current financed emissions and targets. As of 2025, the relevant Pathway to Net Zero Disclosures and progress updates are integrated within the Group's ESG Reports.

In 2024, FAB was appointed as Co-Chair of Partnership for Carbon Accounting Financials' MENA chapter. FAB also became the first bank in MENA to publish a TNFD-aligned report.

FAB's commitment to net zero by 2050 supports the UAE's national net zero agenda through a range of targeted initiatives within FAB's portfolio and own operations. FAB set a sustainable finance target to lend, invest and facilitate U.S.$136 billion by 2030 in sustainable and transition financing to help accelerate the transition to a low-carbon economy as well as social and transition initiatives. As of 30 September 2026, FAB had facilitated AED 417 billion in sustainable finance, reaching approximately 83 per cent. of the AED 500 billion target for 2030. Moreover, FAB had 18 outstanding sustainable and transition bonds, comprising 12 green bonds, three private-placement social bonds, two private-placement blue bonds and one transition/low-carbon energy bond, with a total outstanding value of approximately AED 22.2 billion (U.S.$6 billion). All proceeds from these sustainable and transition issuances had been fully allocated as at the date of this Prospectus.

The Group is working to deliver on the emissions intensity reduction pathways it set in 2023 with an interim target until 2030 (against a 2025 baseline) across eight priority sectors, which together accounted for approximately 93 per cent. of FAB's financed emissions in 2024. For financed emissions, FAB has developed a comprehensive transition strategy that places client engagement at its core, evaluating progress and readiness for decarbonisation. In 2025, FAB doubled the client base assessed for transition readiness under FAB's Transition Maturity Assessment Framework that was launched in 2024. In 2025, five of the eight priority sectors recorded lower emissions intensity than the 2023 baseline, including reductions of 26.3 per cent. for cement and 19.0 per cent. for aviation. FAB has published forward-looking sector-specific transition pathways to 2035. In its own operations, the Group achieved a 30 per cent. reduction in Scope 1 and 2 emissions in 2025 compared with 2019.

FAB's environmental and social (**E&S**) risks are embedded within its overall business resilience strategies and addressed through an integrated risk management framework. The Group's E&S Risk Policy (**ESRP**) and E&S Risk Framework provide insight into the Bank's risk management processes, guiding FAB's appetite for E&S risk and setting the criteria for ESG assessment requisites for obligors and deals. In 2024–2025, FAB further strengthened its ESRP through enhancements to E&S risk appetite and governance, including the introduction of E&S risk driver analysis and expanded key risk indicators. The ESG assessment methodology was enhanced to incorporate both transition and physical climate risks, supporting the integration of climate considerations into due diligence and decision-making processes.

The Group Climate Risk Framework (**CRF**) and the CRP, introduced in 2024 in line with UAE Central Bank guidance, embed climate risk considerations across governance, lending, and risk management processes. The CRP adopts a principles-based approach, covering climate risk identification, scenario analysis, and risk appetite, while the CRF ensures integration into the Bank's broader risk management architecture. In 2025, FAB conducted its first physical climate risk stress testing exercise and expanded scenario analysis to include both physical and transition risks.

In its lending, FAB is a signatory to the EP, a risk management framework adopted by financial institutions for determining, assessing and managing environmental and social risks in projects intended to support responsible risk decision-making. The EP is a core part of FAB's credit processes and is embedded in its internal policies, procedures and practices for financing projects. In 2025, FAB conducted enhanced due diligence on 14 project finance or project-related corporate loan deals.

The Group's approach to corporate social responsibility reflects what the Group does to voluntarily contribute to the communities in which it operates. It is designed to inspire its staff while building rewarding relationships with its communities beyond its core business activities. The Group works on strengthening its relationships with non-profit and non-governmental organisations and acting based on their needs. In 2025, the Group demonstrated a strong commitment to social responsibility, with FAB staff contributing over 23,000 hours of voluntary service to the community.

Some of the key CSR initiatives conducted in 2024 and 2025 include:

(a) Supporting biodiversity and climate action: In alignment with the UAE's second 'Year of Sustainability' and legacy as the host of COP28, FAB implemented a range of environmental initiatives throughout 2024, including the deployment of artificial reef tiles and hosting community gardening workshops, to reinforce FAB's commitment to biodiversity and climate action.

(b) Education and Community Awareness: Corporate education and community awareness initiatives remain at the heart of FAB's mission to foster a more knowledgeable, engaged and resilient society, including the FAB Future Business Leaders Roadshow, launched in 2022, a flagship ESG competition for UAE university students that bridges the gap between academic theories on climate change and practical business realities.

(c) Social Impact: FAB implemented a range of social initiatives during the year to foster solidarity, compassion and support for those in need. By promoting inclusion and kindness, FAB's aim is to strengthen the social fabric of local communities.

(d) Sports and wellbeing: Aligned with the National Sports Strategy, FAB is seeking to advance the UAE's vision of increased participation in sports and physical activity. FAB's efforts focus on expanding access to diverse sports, developing skilled professionals, nurturing young talent and enhancing the UAE's presence regionally and internationally.

From a social perspective, SME lending remains a strategic priority for the Group, with a target to expand its SME customer base from a 2024 baseline. In the nine-month period ended 30 September 2026, FAB extended AED 3.3 billion in new SME financing, an increase of 33 per cent. compared to the nine-month period ended 30 September 2025, supporting the resilience and diversification of the UAE economy. The Bank continues to offer sustainability-linked supply chain finance solutions to SMEs, complemented by ESG assessment and advisory services to enhance sustainability performance. Beyond financing, FAB supports SMEs through capacity-building initiatives such as its involvement in the UN-backed SME Climate Hub, enabling SMEs to accelerate climate action and align with net-zero objectives. For example, FAB was a headline partner of the United Nations Environment Programme Finance Initiative Global Roundtable 2026 at London Climate Action Week, it was the first financial institution in the MENA region to partner with Water.org and WaterEquity, it supported the launch of the first "Barakatna Trips" journey for senior citizens and through the FAB Young Talent AI Circle, FAB empowered young professionals to co-create AI solutions to enhance employee experience and drive innovation.

SELECTED FINANCIAL INFORMATION

The following information has been extracted from, and should be read in conjunction with, and is qualified in its entirety by reference to, the Financial Statements. See also "Presentation of Information – Presentation of Financial Information".

The following tables set out certain condensed consolidated interim statement of financial position and condensed consolidated interim statement of profit or loss of the Group as at and for the nine months ended 30 September 2026 and 30 September 2025 (as extracted from the unaudited comparative financial information for the nine months ended 30 September 2025 included in the Interim Financial Information) and the consolidated statement of financial position and consolidated statement of profit or loss as at and for the financial years ended 31 December 2025 and 31 December 2024.

Consolidated Statement of Financial Position

	As at 30 September 2026	As at 31 December 2025	As at 31 December 2024
		(AED millions)	
Assets			
Cash and balances with central banks	252,671	268,497	214,404
Investments at fair value through profit or loss	81,922	74,107	56,028
Due from banks and financial institutions	25,628	25,613	23,724
Reverse repurchase agreements	106,861	93,987	69,661
Derivative financial instruments	69,290	43,274*	45,893
Loans, advances and Islamic financing	678,892	616,325	528,897
Non trading investment securities	189,404	189,712	187,446
Investment in associates	5,314	5,297	4,963
Investment properties	7,349	7,934	8,169
Property and equipment	5,242	5,386	4,683
Intangibles	19,595	19,742	19,939
Other assets	29,842	26,988*	49,440
Total assets	**1,472,010**	**1,376,862***	**1,213,247**
Liabilities			
Due to banks and financial institutions	138,199	137,801	71,896
Repurchase agreements	50,208	52,190	32,329
Commercial paper	37,659	29,939	17,888
Derivative financial instruments	81,348	49,680*	53,758
Customer accounts and other deposits	884,936	840,773	782,379
Term borrowings	84,208	75,308	64,788
Subordinated notes	9,446	7,017	6,861
Other liabilities	38,707	37,269*	52,473
Total liabilities	**1,324,711**	**1,229,977***	**1,082,372**
Equity			
Share capital	11,048	11,048	11,048
Share premium	53,583	53,583	53,583
Statutory and special reserves	13,084	13,084	13,084
Other reserves	(3,606)	164	(3,997)
Tier 1 capital notes	11,673	14,428	10,755
Share based payment	250	250	250
Retained earnings	61,060	54,141	46,029
Equity attributable to shareholders of the Bank	**147,092**	**146,698**	**130,752**
Non-controlling interest	207	187	123
Total equity	**147,299**	**146,885**	**130,875**
Total liabilities and equity	**1,472,010**	**1,376,862***	**1,213,247**

*Note: These figures have been reclassified and extracted from the comparative 31 December 2025 financial information as reported in the Interim Financial Information. The 2024 Financial Statements were not updated to conform with the presentation in the Interim Financial Information. As such, the financial information as at 31 December 2024 is not comparable to the financial information as at 31 December 2025 and 30 September 2026. For further information, please see "Reclassification of 2025 comparative financial information".

Consolidated Statement of Profit or Loss

	Nine months ended 30 September 2026	Nine months ended 30 September 2025	Year ended 31 December 2025*	Year ended 31 December 2024*
		(AED millions)		
Interest income	42,093	42,704	56,638	59,574
Interest expense	(27,410)	(29,221)	(38,779)	(42,100)
Net interest income	**14,683**	**13,483**	**17,859**	**17,474**
Income from Islamic financing and investing products	3,603	2,899	3,943	3,474
Distribution on Islamic deposits	(1,304)	(1,100)	(1,480)	(1,336)
Net income from Islamic financing and investing products	**2,299**	**1,799**	**2,463**	**2,138**
Total net interest income and income from Islamic financing and investing products	**16,982**	**15,282**	**20,322**	**19,612**
Fee and commission income	5,845	5,133	7,057	5,520
Fee and commission expense	(1,648)	(1,593)	(2,240)	(1,762)
Net fee and commission income	**4,197**	**3,540**	**4,817**	**3,758**
Net foreign exchange (loss)/gain	(1,609)	(992)	(1,453)	1,832
Net gain on investments and derivatives	9,309	8,629	11,553	5,399
Other operating income	835	1,192	1,436	1,024
Operating income	**29,714**	**27,651**	**36,675**	**31,625**
General, administration and other operating expenses	(6,399)	(6,073)	(8,200)	(7,787)
Profit before net impairment charge and taxation	**23,315**	**21,578**	**28,475**	**23,838**
Net impairment charge	(3,100)	(2,326)	(3,275)	(3,924)
Profit before taxation	**20,215**	**19,252**	**25,200**	**19,914**
Income tax expense	(3,698)	(3,196)	(4,011)	(2,818)
Net profit for the period/year	**16,517**	**16,056**	**21,189**	**17,096**

*Note: The 2025 Financial Statements and the 2024 Financial Statements were not updated to conform with the presentation in the Interim Financial Information. For further information, please see "Reclassification of 2025 comparative financial information".

Related Party Transactions

Certain related parties (principally the major shareholders, associated companies, directors and executive management of the Group and companies of which they are principal owners) are customers of the Group in the ordinary course of business. The transactions with these parties were made on substantially the same terms, including interest and commission rates and the requirements for collateral, as those prevailing at the same time for comparable transactions with unrelated parties and did not involve an amount of risk which was more than the amount of risk relating to such comparable transactions. All loans, advances and Islamic financing to related parties are performing. There are no provisions relating to impaired loans, advances and Islamic financing on these balances.

As at 30 September 2026, the Group had financial liabilities to related parties totalling AED 30,917 million and financial assets to related parties totalling AED 37,756 million. The Group also had contingent liabilities with related parties in the amount of AED 16,948 million as at 30 September 2026. See Note 31 (*Related parties*) to the Interim Financial Information.

RISK MANAGEMENT

Overview

In common with other financial institutions, the Group faces a range of risks in its business and operations including: (a) credit risk; (b) market risk (including interest rate risk in the trading book, currency risk, equity risk in the trading book); (c) liquidity risk; (d) interest/profit rate risk in the banking book; (e) operational risk (including risk of fraud); (f) legal and compliance risk; and (g) ESG risks.

Efficient and timely management of the risks involved in the Group's activities is critical to its financial soundness and profitability. Risk management involves identifying, measuring, monitoring, controlling and reporting these risks on a regular basis. The objective of risk management is to protect the Group's capital and achieve a return on capital that is commensurate with the risks assumed.

Risk Management Structure

The overall responsibility for risk management lies with the Board. The principal role of the Board is to oversee implementation of the Group's strategic initiatives and its functioning within the agreed framework in accordance with relevant statutory and regulatory guidelines. Several Board level committees and management level committees form part of the overall risk management structure within the Group. The Board level committees include:

- the Board Management Committee (the **BMC**), which is responsible for overseeing of the Group's overall business strategy and ensuring that the business policies and practices are in line with the overall strategy and in alignment with sound corporate governance and related regulatory requirements and guidelines;

- the BRESGC, which is responsible for maintaining oversight over current and potential risk exposures across the Group and direction on risk strategy, frameworks, risk appetite, tolerance and culture;

- the Board Audit Committee (the **BAC**), which has overall responsibility for assessing the internal audit findings, directing the implementation of audit recommendations and overseeing the internal audit activities being undertaken; and

- the Board Remuneration and Nomination Committee (the **REMCO**), which is responsible for overseeing the appointment of the Board and executive management and ensuring that they discharge their responsibilities in the interests of the shareholders and the Group as well as overseeing the overall compensation and reward mechanism of the Group.

The Group Executive Committee (the **EXCO**) is the Group's most senior management level committee and it operates under a delegated authority from the Board. The EXCO has established management committees to help execute the agreed objectives and to assist in running, controlling and monitoring the business of the Group efficiently and effectively.

Other management committees include:

- the GRC for overseeing the Group-wide risk strategy and exposures to enable integrated and effective risk management;

- the Group Compliance Committee for overseeing the Group's regulatory responsibilities and compliance with applicable laws and regulations issued by the various regulatory authorities;

- the Group Credit Committee, which has principal responsibility for the overall credit oversight of the Group;

- the Group Asset and Liability Committee, which has principal responsibility for the Group's asset and liability management process;

- the Human Resources Steering Committee for assisting the EXCO and the REMCO to implement strategic and operational human resources (**HR**) initiatives;

- the Group Technology Steering Committee to assist in fulfilling EXCO's corporate governance and oversight responsibilities of all technology and information systems across the Group and to support the work of the BRESGC in its oversight of the Group IT governance framework;

- the Group Operational and Fraud Risk Committee for assisting the BRESGC in fulfilling its objective of overseeing the Group's operational and fraud risk management related responsibilities;

- the Group Technology Risk and Information Security Committee to assist the BRESGC in overseeing, reviewing and taking decisions on the implementation of the Group's technology and information security, data privacy and business continuity related responsibilities;

- the Group ESG Committee to oversee the Group's ESG strategy, risks and culture and promote awareness of ESG across the Group; and

- the Internal *Shari'a* Supervision Committee which has principal responsibility for ensuring compliance with *Shari'a* related regulations.

The Group Chief Risk Officer is responsible for risk management for the Group's centralised risk management function.

The Group has also established an independent risk management unit, responsible for continuous monitoring identification, measurement, control, mitigation and reporting of risks arising out of the Group's activities. The risk management unit also monitors compliance with regulatory policies and procedures. The Group Chief Risk Officer is responsible for day-to-day risk management for the Group. The risk management unit has separate sub-units responsible for management of enterprise risk, credit risk, capital risk, market and liquidity risk, model risk, operational and fraud risk, legal risk, corporate governance, technology risk, information security and data privacy, business continuity, credit recovery, *Shari'a* compliance risk and ESG within the Group.

The Group's treasury, under the strategic direction of the Group Asset and Liability Committee, is responsible for managing the Group's assets and liabilities and its overall financial structure. It is also primarily responsible for managing the funding and liquidity risks of the Group. Risk management processes throughout the Group are audited on an annual basis by internal auditors who examine both the adequacy of the processes and compliance with regulatory requirements. The results of each internal audit are reported directly to the BAC.

Risk Monitoring, Measurement, Control and Reporting

FAB has established a Group risk management framework to support the Group's risk management objectives.

The aim of the framework is to support the Group in being a world-class organisation maximising its risk adjusted returns for all stakeholders by establishing a risk management framework across the Group. The core objective of the Group risk management framework is to provide a reasonable degree of assurance to the Board that the risks threatening the Group's achievement of its core values and purpose are being identified, measured, monitored and controlled through an effective integrated risk management system. The framework consists of specific policy documents covering all material risks across the Group that include enterprise risk management policy, risk appetite policy, reputational risk management policy, strategic risk management policy, ESG related framework and policies, legal risk related policies, capital management policy, corporate governance related policies and framework, credit risk related policies, market risk related policies, asset liability management (ALM) risk related policies, operational risk management policy, operational resilience policy, fraud risk policy, outsourcing risk policy, dormant account policy, compliance risk related policies, information security risk related policies, business continuity management policy, internal capital adequacy assessment process policy, recovery and resolution planning, Pillar III disclosure policy, Pillar II & stress testing methodology, new products approval policy, model risk management policy, AI risk management policy, data management policy and *Shari'a* governance framework. In addition to these risk management policies, the Group has also put in place detailed operational policies, procedures and programs wherever needed.

As a part of the Group risk management framework, FAB has established a formal risk appetite structure in the form of a top-down approach that incorporates requirements of various stakeholders, including shareholders, holders of its debt securities and regulators through a dialogue process between risk taking functions after a careful consideration of the risk-return trade-off.

Risk monitoring and control is primarily based on limits established by the Group's executive management. These limits reflect the Group's business strategy and the market environment in which it operates as well as the risk appetite of the Group. Information from all parts of the Group is collected, examined and processed in order to identify, analyse and control risks. This information is presented to the BRESGC and the GRC on a quarterly basis. The information covers enterprise-wide risks and is designed to enable the Board and executive management to receive all necessary information so as to independently assess the possible impact of these risks on the Group's businesses. The Group uses a range of measures to mitigate and control risks including the use of credit risk mitigation techniques (collaterals, guarantees, netting, etc.) to reduce exposure to credit risk and the use of derivative instruments to hedge exposure to certain interest and currency exchange rate risks. The risk profile of all major transactions is assessed and authorised by appropriate management representatives before the transactions are concluded and the effectiveness of all risk mitigation measures is closely monitored by the risk management unit.

Credit Risk

Credit risk is the risk of a customer or counterparty to a financial asset failing to meet its obligations in accordance with the agreed terms and, as a result, causing the Group to incur a financial loss. The Group is exposed to credit risk through its lending, trading, hedging and investing activities as well as through activities in which it acts as an intermediary on behalf of customers/other third parties or issues guarantees. The Group is also exposed to credit concentration risk. Various forms of credit risk concentrations can be distinguished in this context including large exposures to individual clients or groups of connected clients, large exposures to clients of poor credit quality, large exposures to clients in certain countries and large exposures to clients belonging to specific industries, amongst others. Indirect credit risk concentrations can also arise as a result of certain credit risk mitigation techniques.

The Group's primary exposure to credit risk arises through its loans, advances and Islamic financing extended to customers, as well as through its interbank lending operations and other

financial assets. The amount of credit exposure in this regard is a function of assets being carried on the consolidated balance sheet. In addition, the Group is exposed to off-balance sheet credit risk through the contingent liabilities it assumes. The Group is also exposed to credit risk on various other financial assets, including derivative instruments and debt investments.

The Group has established an independent credit risk team within the risk management unit to track the magnitude of credit risk.

The table below sets out the Group's maximum exposure to credit risk for the different components of the balance sheet, as at 30 September 2026. This exposure does not take into account netting and collateral agreements that serve as credit risk mitigants. Where financial instruments are recorded at fair value, the amounts shown in the table represent the then current credit risk exposure but not the maximum credit risk exposure that could arise in the future as a result of changes in values.

	As at 30 September 2026
	(AED millions)
Balances with central banks	250,010
Due from banks and financial institutions	25,675
Reverse repurchase agreements	106,905
Loans, advances and Islamic financing(gross)[1]	697,166
Non-trading investment securities	
Amortised cost securities	11,860
FVOCI debt securities[2]	169,587
Other assets[3]	25,652
Unfunded exposure	372,811
	1,659,666

(1) The exposure represents gross loans, advances and Islamic financing, including interest in suspense of AED 7,468 million primarily on Stage 3 and purchased or originated credit impaired assets (**POCI**).

(2) The provision for ECL on financial instruments classified as FVOCI is recognised in profit or loss, with the corresponding amount reflected in the fair value reserve under equity.

(3) On certain assets included as part of other assets, ECL is computed based on simplified approach.

The Group controls credit risk by monitoring credit limits and exposures, limiting transactions with specific counterparties, continually assessing the creditworthiness of counterparties, diversification of lending activities, compliance with internal lending limits to avoid undue concentrations of risks and by obtaining security as appropriate.

The Group's credit policy is reviewed and approved by the Board on an ongoing basis. The Group's credit policy allows for a certain degree of flexibility if circumstances warrant deviations from standard practice. All such exceptions are clearly documented and ratified by the Board.

The Group's credit risk limits are set in line with its credit criteria and reviewed at least on an annual basis. Credit exposure to individual customers or groups of customers is controlled through a tiered hierarchy of delegated approval authorities and is based on several factors including, but not limited to, country risk rating, industry risk rating, counterparty risk rating and assessment of facility risk.

Significant counterparty credit exposures, industry exposures and sector exposures are reviewed by executive management on a regular basis.

The table below sets out the Group's gross loans, advances and Islamic financing by counterparty and industry sector, in each case as at 30 September 2026.

	As at 30 September 2026
	(AED millions)
Counterparty	
Government sector	100,946
Public sector	90,307
Banking sector	46,741
Corporate/private sector	357,440
Personal/retail sector	101,732
Gross loans, advances and Islamic financing	**697,166**

	As at 30 September 2026
	(AED millions)
Industry	
Agriculture	3,866
Energy	59,556
Manufacturing	40,652
Construction	13,359
Real estate	109,039
Trading	22,836
Transport and communication	51,396
Banks	46,741
Other financial institutions	99,280
Services	47,763
Government	100,946
Personal – loans and credit cards	56,430
Personal – retail mortgage	45,302
Gross loans, advances and Islamic financing	**697,166**

The table below sets out the Group's credit concentration in respect of its non-trading investment securities by counterparty and by external credit ratings, in each case as at 30 September 2026.

	As at 30 September 2026
	(AED millions)
Counterparty type	
Government sector	118,234
Supranational	279
Public sector	10,382
Banking sector	17,869
Corporate/private sector	42,646
Less: expected credit loss on amortised cost securities	(6)
Total non-trading investment securities	**189,404**

	As at 30 September 2026
	(AED millions)
External credit rating	
AAA	36,240
AA to A	110,308
BBB to B	24,628

	As at 30 September 2026
	(AED millions)
CCC and below	132
Unrated	18,102
Less: expected credit loss on amortised cost securities	(6)
Total non-trading investment securities	**189,404**

The Group operates a system of approval limits for its corporate lending, which is reviewed on a regular basis.

In line with the Group's credit policy, various types of credit risk mitigants – such as collaterals, guarantees, netting agreements and credit derivatives – are being used to mitigate risks. The mitigants are usually in the form of cash collateral or securities, legal charges over customer's assets, third party guarantees or assignments over receivables. As per the Group's internal policies, all of the mitigants are valued and monitored at regular intervals. Responsibility for day-to-day management of existing credit exposure is delegated to credit officers who comply with the regular credit review requirements set out in the Group's credit manual. Credits are assessed using an internal credit risk evaluation system based on detailed qualitative and quantitative criteria.

In assessing its credit exposure, the Group's corporate customers are classified into 11 rating categories ranging from 1 (highest rating) to 11 (default rating).

The table below sets out the Group's categorisation by credit quality of its exposure based on IFRS 9 to the following asset classes as at 30 September 2026.

	As at 30 September 2026				
	Stage 1	**Stage 2**	**Stage 3**	**Purchased or originated credit impaired[4]**	**Total**
	(AED millions)				
Balances with central banks	248,253	1,757	-	-	250,010
Due from banks and financial institutions	23,912	1,763	-	-	25,675
Reverse repurchase agreements	106,905	-	-	-	106,905
Gross loans, advances and Islamic financing[1]	659,133	15,825	18,385	3,823	697,166
Non-trading investment securities	-	-	-	-	-
Amortised cost securities	11,860	-	-	-	11,860
FVOCI debt securities[2]	169,525	-	62	-	169,587
Other assets[3]	25,518	12	122	-	25,652
Unfunded exposures	367,763	2,441	2,605	2	372,811
	1,612,869	**21,798**	**21,174**	**3,825**	**1,659,666**

(1) The exposure represents gross loans, advances and Islamic financing, including interest in suspense of AED 7,468 million primarily on Stage 3 and POCI).

(2) The provision for ECL on financial instruments classified as FVOCI is recognised in profit or loss, with the corresponding amount reflected in the fair value reserve under equity.

(3) On certain assets included as part of other assets, ECL is computed based on simplified approach.

(4) The Group, from an internal credit quality point of view, considers AED 3,766 million as par to non-performing loans, advances and Islamic financing.

Impairment

The Group recognises loss allowances for ECL on the following financial instruments that are not measured at fair value through profit or loss:

- balances with central banks;
- due from banks and financial institutions;
- reverse repurchase agreements;
- non-trading investment at fair value through other comprehensive income (debt securities);
- non-trading investment securities at amortised cost;
- loans, advances and Islamic financing;
- other financial assets;
- undrawn commitments to extend credit; and
- guarantees.

No impairment loss is recognised on equity investments. The Group measures loss allowances at an amount equal to lifetime ECL, except for the following, for which are measured as 12-month ECL:

- debt investment securities that are in Stage 1 and are determined to have low credit risk at the reporting date; and
- other financial instruments that are in Stage 1 and on which credit risk has not increased significantly since their initial recognition.

Measurement of ECL

Credit loss allowances are measured using a three-stage approach based on the extent of credit deterioration since origination:

- *Stage 1* – where there has not been a significant increase in credit risk (**SICR**) since initial recognition of a financial instrument, an amount equal to 12-month ECL is recorded. The ECL is computed using a probability of default events occurring over the next 12 months. For instruments with a remaining maturity of less than 12 months, a probability of default corresponding to remaining term to maturity is used;
- *Stage 2* – when a financial instrument experiences an SICR subsequent to origination but is not considered to be impaired, it is included in Stage 2. This requires the computation of ECL based on the probability of default events over the remaining estimated life of the financial instrument; and
- *Stage 3* – financial instruments that are considered to be impaired are included in this stage. Similar to Stage 2, the allowance for credit losses captures the lifetime ECLs.

The key inputs into the measurement of ECL are the term structure of the following variables:

- probability of default;

- loss given default; and
- exposure at default.

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information.

The Group ceases to accrue income on any loan wherein a reasonable doubt, with respect to collection of unpaid interest or fees, exists or where a loan is classified as an NPL. As at 30 September 2026, interest in suspense amounted to AED 7.5 billion (equal to 1.1 per cent. of gross loans, advances and Islamic financing as at 30 September 2026).

As at 30 September 2026, total provisions amounted to AED 13.1 billion representing 89 per cent. of all NPLs. The NPL ratio was 2.1 per cent. as at 30 September 2026.

It is the Group's policy to write-off impaired assets only after all reasonable restructuring and collection efforts have been undertaken and where the possibility of any further recovery is considered remote. For the nine months ended 30 September 2026, the Group's gross carrying amount of write-off of loans, advances and Islamic financing amounted to AED 1,519 million.

Counterparty credit risk for derivative transactions

Credit risk in respect of derivative financial instruments arises from the potential for a counterparty to default on its contractual obligations and is limited to the positive market value of instruments that are favourable to the Group. The positive market value is also referred to as the "replacement cost" since it is an estimate of what it would cost to replace transactions at prevailing market rates if a counterparty defaults. Derivatives are used by the Group to help manage its balance sheet risks in an efficient manner and are also offered to the Group's clients with back-to-back transactions executed with other financial institutions. The majority of the Group's derivative contracts are entered into with other financial institutions with investment grade credit ratings from the main credit rating agencies.

Market Risk

Market risk is defined as the risk of losses in the Group's on or off-balance sheet positions arising from movements in interest rates, credit spreads, foreign exchange rates and the prices of its debt, equity and commodity investments.

The Group has established an independent market risk management team which, in addition to its oversight role, tracks the magnitude of market risk, models and validates market data and develops quantitative risk management techniques. The Group has established policies and guidelines for managing trading activities and investments that are subject to market risk. These policies and guidelines are reviewed and approved by the GRC and further ratified by Board level committees on an annual basis. These guidelines stipulate *inter alia* the risk appetite for market risk through a comprehensive limit structure covering exposure, sensitivities, concentration and VaR and lay down the investment criteria for each asset class.

Positions in the Group's trading and investment book portfolio are created subject to compliance with the investment policies and guidelines. The Group has established an independent market risk team within the risk management unit to track the magnitude of market risk daily, in addition to its role of oversight, model and market data validation and development of quantitative techniques for risk management. The middle office reports this risk to executive management on a daily basis.

The Group's market risk unit also carries out regular scenario analysis and stress testing exercises to ascertain the level of risk in the event of unforeseen movements in the Group's key risk factors.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future profitability or the value of financial instruments. The Group is exposed to interest rate risk as a result of mismatches or gaps in the amounts of assets and liabilities and off-balance sheet instruments that mature or re-price in a given period. The Group manages this risk through hedging and by reviewing the re-pricing of assets and liabilities through risk management strategies. The asset and liability management risk team monitors the gaps and reports both interest rate risk and liquidity risk to the Group Asset and Liability Committee monthly. The Group's sensitivity to interest rate changes is reduced by the fact that a very significant part of its loans, advances and Islamic financing can be re-priced on either a monthly or quarterly basis.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's functional currency is the UAE dirham. As the UAE dirham has been pegged to the U.S. dollar since 1980, positions in U.S. dollars have not generally been considered as a significant currency risk, although this assessment has been re-evaluated in recent years given increased market speculation concerning the possible abolition of the currency peg in several GCC countries in response to the volatile oil price environment. The Group's foreign exchange positions are monitored on a regular basis to ensure that they are maintained within established limits set by the GRC. The Group uses forward foreign exchange contracts and currency swaps to hedge against specifically identified currency risks.

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the values of individual securities. The Group invests in international equities and acts as a broker for trading in local and international equities. The Group manages its equity price risk through limits for each product and limits by country, currency, sector and dealer where appropriate to ensure diversification of its equity investments in terms of both geographical distribution and industry concentration. All outstanding own-account open positions are monitored daily and appropriate limits are in place.

Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its funding requirements. Liquidity risk can be caused by market disruptions or deterioration in the Group's credit quality which may adversely impact certain sources of funding. Liquidity risk management seeks to ensure that, even under adverse conditions, the Group has access to the funds necessary to cover customer needs, maturing liabilities and the capital requirements of its operations. In accordance with Basel III guidelines, the Group monitors its LCR and maintains a portfolio of HQLAs as part of its LCR monitoring and reporting obligations to the UAE Central Bank. As at 30 September 2026, the Group held a portfolio of net HQLAs valued at AED 401.2 billion and had an LCR of 139.8 per cent.

Liquidity risk arises in the general funding of the Group's financing, trading and investment activities and in the management of liquidity positions. This risk involves the risk of unexpected increases in the cost of funding the portfolio of assets at appropriate maturities and rates, the risk of being unable to liquidate a position in a timely manner on reasonable terms and the risk that depositors could withdraw their funds at a rate faster than the rate at which borrowers repay their loans, thus causing liquidity strain.

The Group seeks to maintain liquid assets at prudent levels to ensure that cash can be made available quickly to honour its obligations, even under adverse conditions. To further address liquidity risk, the Group's management has established liquidity monitoring procedures and is diversifying the Group's funding sources in terms of origin and tenor. In addition, the Group maintains a statutory deposit with the UAE Central Bank and has a range of credit lines from banks and financial institutions.

The following table sets out the Group's cash and balances with central banks, repurchase agreements and due from financial institutions compared to total assets as at 30 September 2026.

	As at 30 September 2026
	AED billion
Cash and balances with central banks, Reverse repurchase agreements and Due from banks and financial institutions	385.2
Loans, advances and Islamic financing	678.9
Investments at fair value through profit or loss, Derivative financial instruments, Non-trading investment securities, Investments in associates and Investment properties	353.3
Property and equipment, Intangibles and other assets	54.7
Total assets	**1,472.0**

The day-to-day management of liquidity within the framework of the Group's liquidity risk policy is the responsibility of the asset and liability management desk with global markets which is overseen in this regard by the Group Asset and Liability Committee. The Group uses a maturity ladder (time bucket) approach for managing its liquidity.

The Group's liabilities, in particular its customer deposits, are principally short-term in nature whereas its assets, in particular its loans, advances and Islamic financing, are generally of a longer term. The Group believes that this apparent maturity gap is mitigated by the fact that a large part of its customer deposits, although contractually of a short-term nature, as is customary practice in the UAE, historically have been maintained for longer periods. The Group believes that this reflects the strength of its relationship with its principal depositors. Other mitigants include the Group's liquid asset balances, including a part of its investment portfolio and the fact that a number of its loans repay on an instalment basis. Notwithstanding these mitigants, there remains a risk that the Group could be exposed to liquidity risks should there be a significant downturn in market conditions allied with a significant removal of deposits from the Group.

With respect to liquidity risk related ratios, the UAE Central Bank made it mandatory for all UAE based banks to comply with the Eligible Liquid Assets Ratio and an Advances to Stable Resources Ratio as of 1 January 2016, while giving an option for banks to apply for compliance with the Basel III LCR and NSFR in accordance with the timelines set by the Bank for International Settlements. All the aforementioned liquidity ratios are monitored and reviewed by the Group Asset and Liability Committee.

Derivatives

In the ordinary course of its business, the Group enters into a range of transactions that involve derivative instruments. In these transactions, the Group assists its customers and counterparties (typically other financial institutions) in altering their risk profile in a particular area by structuring transactions to meet the particular needs of the customer or counterparty. The positions accumulated from such activity are typically passed on to others in the market but may also be managed as open positions with a view to a limited profit. The Group manages the risks involved in this activity through appropriate limits and stop loss parameters established and monitored by the risk management division.

The Group also enters into derivative transactions to hedge its currency, interest rate and cash flow risks as part of its asset and liability management activities. This hedging may be in respect of specific financial instruments, forecasted transactions or strategic hedging against overall balance sheet exposures.

The total derivatives book by notional value as at 30 September 2026 was AED 3,992 billion (with a net mark-to-market of negative AED 12.1 billion).

MANAGEMENT

Board of Directors

The Group operates under the direction of the Board of Directors (the **Board**), which is the principal decision-making forum with overall responsibility for the Group's strategy and for monitoring the performance of the Group's businesses and executive management. As at the date of this Prospectus, the Board comprises 11 non-executive members. Each member of the Board is elected at a shareholders' general assembly meeting for a period of three years. All elected directors seeking to serve an additional term are required to seek re-election by the shareholders every three years.

The primary mandate of the Board is to align the Group's strategic objectives, risk appetite and overall corporate governance framework with the best interests of the Group and thereby maximise value for shareholders. This mandate is coupled with responsibility for monitoring and maintaining the Group's financial and economic stability and safeguarding the rights and benefits of all of the Group's stakeholders. Decisions of the Board are, with limited exceptions, made by majority votes of those present (in person or by proxy) at the meeting. The Board and the Group's executive management have delegated certain powers to committees, as described below.

The roles of the Chairman of the Board and the Group Chief Executive Officer are separate and independent of one another and there is a clear segregation of their respective duties and responsibilities. The Chairman's main responsibility is to lead the Board and ensure the effective engagement and contribution of all directors, so that the Board may fully discharge its legal and regulatory responsibilities.

The Board appoints the Group Chief Executive Officer and specifies their powers and authority. The day-to-day management of the Group's business has been delegated by the Board to the Group Chief Executive Officer, who is assisted by the other members of executive management. The Group Chief Executive Officer, assisted by the other members of executive management, is responsible for controlling and monitoring the Group's business on a day-to-day basis, recommending strategy to the Board, leading executive management and implementing the Board's strategic and operational decisions.

Any candidate for appointment as a director must be considered and approved by the Board's Remuneration and Nomination Committee, the UAE Central Bank and the Group's shareholders at its general assembly.

The table below shows the names of the members of the Board as at the date of this Prospectus.

Name	Position
H.H. Sheikh Tahnoon Bin Zayed Al Nahyan	Chairman
H.E. Sheikh Mohamed Bin Saif Al Nahyan	Vice-Chairman
H.E. Jassem Mohammed Bu Ataba Al Zaabi	Board Member
H.E. Dr. Sultan Ahmed Al Jaber	Board Member
H.E. Mariam Bint Mohammed Saeed Hareb Almheiri	Board Member
H.E. Sheikh Ahmed Mohammed Sultan S. Al Dhaheri	Board Member
H.E. Mohammed Thani Murshed Ghannam Al Rumaithi	Board Member
H.E. Mohammed Saif Al Suwaidi	Board Member
H.E. Waleed Al Mokarrab Al Muhairi	Board Member
H.E. Homaid Abdulla Al Shimmari	Board Member
H.E. Khalifa Ateeq Al Mazrouei	Board Member

Detailed below is brief biographical information about each member of the Board as at the date of this Prospectus.

H.H. Sheikh Tahnoon Bin Zayed Al Nahyan – Chairman

His Highness Sheikh Tahnoon bin Zayed Al Nahyan has been the Chairman since March 2017.

In addition, H.H. Sheikh Tahnoon chairs several leading business groups in Abu Dhabi. These include International Holding Company PJSC (**IHC**), the Abu Dhabi Investment Authority (**ADIA**), one of the world's largest sovereign wealth funds, which manages over $800 billion in assets, Abu Dhabi Holding Company (**ADQ**) (formerly, Abu Dhabi Developmental Holding Company PJSC) and G42, a leading group in artificial intelligence and cloud computing.

H.H. Sheikh Tahnoon was appointed Deputy Ruler of Abu Dhabi on 29 March 2023 by the President of the UAE, H.H. Sheikh Mohamed bin Zayed Al Nahyan. He also serves as the National Security Adviser of the UAE, a position he has held since 14 February 2016. In December 2020, H.H. Sheikh Tahnoon was announced as a member of the board of the Supreme Council for Financial and Economic Affairs. This council was established to oversee Abu Dhabi's financial, investment, and economic affairs, including the management of natural resources.

H.E. Sheikh Mohamed Bin Saif Al Nahyan – Vice-Chairman

His Excellency Sheikh Mohamed bin Saif Al Nahyan has served as Vice-Chairman of the Board since March 2017. He also chairs the BMC and the REMCO.

An experienced business professional with more than 20 years' experience in family business, real estate and investment, H.E. Sheikh Mohamed manages several projects across the UAE.

H.E Sheikh Mohamed is the Chairman of Abu Dhabi National Insurance Company PJSC and is a member of its board risk and ESG committee.

H.E. Sheikh Mohamed holds a degree in international economics and history from the American University of Paris, France.

H.E. Jassem Mohammed Bu Ataba Al Zaabi – Board Member

His Excellency Jassem Mohammed Bu Ataba Al Zaabi was appointed to the Board in February 2020 and chairs the BAC.

H.E. Al Zaabi is the Chairman of the Department of Finance – Abu Dhabi, Secretary General of Abu Dhabi's Supreme Council for Financial and Economic Affairs and is a member of the Abu Dhabi Executive Council.

H.E. Al Zaabi is the Secretary General of Artificial Intelligence & Advanced Technology Council and the Chairman of Abu Dhabi Pension Fund, Q Holding PJSC, Modon Properties PJSC, and e& PJSC.

He also serves as the Vice Chairman of the Board of Directors of the UAE Central Bank and ADQ.

He is a board member of ADIA, Abu Dhabi National Oil Company (**ADNOC**), Tawazun Economic Council, as well as a member of the Education and Human Resources Council.

H.E. Al Zaabi holds a master's degree in business administration from the London Business School.

H.E. Dr. Sultan Ahmed Al Jaber – Board Member

His Excellency Dr. Sultan Ahmed Al Jaber was appointed to the Board in February 2020 and is a member of the BRESGC.

H.E. Dr. Al Jaber is a member of the UAE Cabinet, Minister of Industry and Advanced Technology, and is the UAE's Special Envoy for Climate Change. He was the President of COP28, which was held in the UAE. He is also the Managing Director and Group CEO of ADNOC, a member of the Abu Dhabi Supreme Council for Financial and Economic Affairs, Chairman of the Emirates Development Bank and Chairman of Masdar, Abu Dhabi's renewable energy initiative. He is also a board member of the Emirates Investment Authority, Emirates Global Aluminium, Mubadala Investment Company, Advanced Technology Research Council and chairs the board of trustees of the Mohammed bin Zayed University of Artificial Intelligence.

H.E Dr. Al Jaber previously served as founding Chief Executive Officer of Masdar, Chief Executive Officer of the Energy platform at Mubadala and Chairman of the Abu Dhabi Ports Company.

H.E. Dr. Al Jaber holds a Ph.D. in Business and Economics from Coventry University in the United Kingdom, a master's degree in business administration from California State University and a bachelor's degree in chemical engineering from the University of Southern California.

H.E. Mariam Bint Mohammed Saeed Hareb Almheiri – Board Member

Her Excellency Mariam Bint Mohammed Saeed Hareb Almheiri was appointed to the Board in February 2023 and is a member of the BRESGC.

H.E. Almheiri is the Head of the International Affairs Office at the Presidential Court of the UAE and is the Chief Executive Officer of 2PointZero, a subsidiary of IHC.

H.E. Almheiri previously served as the UAE Minister of Climate Change and Environment spearheading the UAE's drive to mitigate and adapt to the impacts of climate change, protect the country's ecosystems, and enhance its food and water security through developing and implementing effective measures, policies and initiatives. She also represented the UAE in the United Nations' Food and Agriculture Organisation and prior to this appointment was the Minister of State for Food and Water Security.

H.E. Almheiri is a board member of Q Holding, Abu Dhabi Fund for Development and the International Humanitarian and Philanthropic Council.

H.E. Almheiri holds master's and bachelor's degrees in mechanical engineering, each from the Rheinisch-Westfälische Technische Hochschule in Aachen, Germany.

H.E. Sheikh Ahmed Mohammed Sultan S. Al Dhaheri – Board Member

His Excellency Sheikh Ahmed Mohammed Sultan Al Dhaheri was appointed to the Board in March 2017 and is a member of the BRESGC and the BAC.

H.E. Sheikh Ahmed also serves as Vice Chairman of the board for Abu Dhabi Aviation and the Vice Chairman and Managing Director of Abu Dhabi National Hotels Company, a board member for e& PJSC, Al Dhafra Insurance PSC, the Al Dhaheri Group and as board member and Managing Director of Abu Dhabi Refreshments Company (Pepsi Cola).

H.E. Sheikh Ahmed holds a bachelor's degree in civil engineering from the UAE University.

H.E. Mohammed Thani Murshed Ghannam Al Rumaithi – Board Member

His Excellency Mohammed Thani Murshed Ghannam Al Rumaithi was appointed to the Board in March 2017 and is a member of the BRESGC and the REMCO.

H.E. Al Rumaithi's contributions to Abu Dhabi's business growth are manifold. He has served in several government and regional positions dedicated to boosting economic development and trade, including multiple years as Chairman of the Abu Dhabi Chamber of Commerce and Industry, President of the Federation of Chambers of the Gulf Cooperation Council, Vice President of the US-UAE Business Council and board member of the UK-UAE Business Council.

H.E. Al Rumaithi also serves as Chairman of Alpha Dhabi Holding PJSC and the National Marine Dredging Company.

H.E. Al Rumaithi holds a bachelor's degree in business administration.

H.E. Mohammed Saif Al Suwaidi – Board Member

His Excellency Mohammed Saif Al Suwaidi was appointed to the Board in March 2017 and is a member of the BMC and BAC.

H.E. Al Suwaidi is the Director General of the Abu Dhabi Fund for Development, an autonomous funding institution established by the Government in 1971 to offer development aid and programmes to developing nations to advance their economic and social objectives. Since 2008, H.E. Al Suwaidi has led the Abu Dhabi Fund for Development in disbursing development assistance in excess of AED 190 billion, benefiting over 100 countries worldwide, in addition to managing the fund's resources.

With more than 30 years of experience in finance, business management, infrastructure development and institutional administration, H.E. Al Suwaidi is also involved in several regional, national and international organisations. He serves as Vice Chairman of the Arab Bank for Investment and Foreign Trade (Al Masraf), and Deputy Governor of the Board of Governors of the Asian Infrastructure Investment Bank. He is also a board member of the Emirates Development Bank, DP World and the Al Jazira Sports and Cultural Club, as well as being Head of the Abu Dhabi Tourism Investments Company (ADTIC Egypt) and Abu Dhabi Uzbekistan Investment.

H.E. Al Suwaidi holds a bachelor's degree in business administration from California Baptist University, United States.

H.E. Waleed Al Mokarrab Al Muhairi – Board Member

His Excellency Waleed Al Mokarrab Al Muhairi was appointed to the Board in February 2020, chairs the BRESGC and is a member of the BMC and the REMCO.

As Deputy Group Chief Executive Officer of Mubadala Investment Company, a sovereign investor owned by the Government, H.E. Al Muhairi has strategic oversight of the company's broad investment portfolio and special projects at the group level. He is also a member of Mubadala's Investment Committee, and Chairman of its new Investment and Business Planning Committee. Furthermore, he has oversight of the real estate and infrastructure, and diversified business platforms within Mubadala.

H.E. Al Muhairi was one of the principal architects of the Abu Dhabi 2030 Economic Vision. He is also Chairman of Waha Capital, Mubadala Capital, the Global Institute for Disease Elimination,

and the US-UAE Business Council. In addition, he is the Vice Chairman of Aldar, and a member of the board of trustees of Cleveland Clinic, United States.

H.E. Al Muhairi also serves as a board member of Hub71, Ellipses Pharma Limited, Abu Dhabi Investment Council, Investcorp Holdings Bahrain, and M42.

H.E. Al Muhairi holds a master's degree in public policy from Harvard, and a Bachelor of Science degree in foreign service from Georgetown University, Washington, D.C.

H.E. Homaid Abdulla Al Shimmari – Board Member

His Excellency Homaid Abdulla Al Shimmari was appointed to the Board in February 2023 and is a member of the REMCO and BAC.

H.E. Al Shimmari is the Deputy Group Chief Executive Officer and Chief Corporate and Human Capital Officer in Mubadala Investment Company. He was previously Chief Executive Officer of Mubadala Investment Company's Aerospace and Engineering Services platform, focused on the strategic vision and plans for developing technologically advanced industries within Abu Dhabi and the UAE.

H.E. Al Shimmari also serves as Chairman of Maximus Air Cargo and Solutions Plus and is a board member of Abu Dhabi Aviation and Waha Capital. He is also Vice Chairman of the board of trustees for UAE University and Khalifa University of Science, Technology and Research.

H.E. Al Shimmari holds a bachelor's degree in Aeronautical Engineering from Embry-Riddle Aeronautical University and holds a Black Belt in Six Sigma from General Electric.

H.E. Khalifa Ateeq Al Mazrouei – Board Member

His Excellency Khalifa Ateeq Al Mazrouei was appointed to the Board in February 2023 and is a member of the BAC.

H.E. Al Mazrouei is also the Group Chief Investment Officer at Abu Dhabi Capital Group. He also served as a Senior Manager at the Internal Equities Department - Active Europe at ADIA and has held leading positions in Internal Equities Department and Internal Audit since he joined ADIA in 2008.

H.E. Al Mazrouei holds a bachelor's degree from the Higher Colleges of Technology, Abu Dhabi. He is a Certified Internal Auditor and a Chartered Financial Analyst.

The business address of each member of the Board is First Abu Dhabi Bank PJSC, FAB Building, Khalifa Business Park – Al Qurm District, P.O. Box 6316, Abu Dhabi, United Arab Emirates.

Certain members of the Board, their families and companies of which they, or members of their families, are principal owners, or of which they are employees, are customers of the Group in the ordinary course of business. The transactions with these parties are made at arm's length and on substantially the same terms, including interest rates, as those prevailing at the same time for comparable transactions with unrelated parties. See further "*Selected Financial Information – Related Party Transactions*" and Note 31 (*Related parties*) to the Interim Financial Information.

Except as disclosed in the next paragraph, no member of the Board named in the table above has any actual or potential conflict of interest between his duties to the Group and his private interests and/or other duties.

Each of the directors of the Group named in the table above has outside interests in entities other than the Group, including employment and/or directorships with third parties (as set out in their respective biographies). Given the wide scope of the Group's operations, such entities have banking and/or other commercial relationships with the Group. Some Board members also have personal banking relationships with the Group. As the directors are involved in the Group's decision-making process and have knowledge of the Group's products and services, including the commercial terms thereof, a potential conflict of interest may arise. However, the Group has established robust internal procedures to deal with any such potential conflict, including the relevant director being excluded from voting at board meetings on issues which relate to the relevant director's and/or other connected entity's dealings with the Group.

The Group is committed to managing all related party transactions and potential conflicts of interest which may arise and to meet the Group's obligations to maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to identify, monitor and manage related party transactions and conflicts of interest.

The Group's code of conduct covers the conduct of members of the Board. The code binds signatories to the highest standards of professionalism and due diligence in the performance of their duties. It also covers conflicts of interest, disclosure and the confidentiality of insider information. Members of the Board are bound by specific regulations relating to insider trading and are required to disclose details of their shareholdings in the Group.

The Group maintains a register for all conflict of interest cases.

Board Committees

The Board has established the following four Board-level committees which are described below. The roles and authorities of each Board committee are defined and delegated by the Board and are described in each committee's charter. Each Board committee reviews its charter on a periodic basis and submits any recommendations for amendments or updates to the Board for approval. The Board committees also submit reports to the Board's Chairman each quarter regarding their respective duties.

Board Remuneration and Nomination Committee (REMCO)

The REMCO recommends and oversees the appointment of and termination of the Group's Board and succession planning for the Group Executive Committee members. This includes an assessment of the skills, knowledge and expertise needed to ensure they are positioned to discharge their responsibilities in the interests of the shareholders and the Group. The REMCO also reviews and recommends to the Board the Group's reward policy framework, approves and oversees reward design and ensures that it is appropriate and consistent with the Group's culture, values, business, performance and risk strategy. The REMCO meets at least twice a year or more frequently as deemed necessary.

As at the date of this Prospectus, the members of the REMCO were: H.E. Sheikh Mohamed Bin Saif Al Nahyan - Chairman, H.E. Homaid Abdulla Al Shimmari, H.E. Mohammed Thani Murshed Ghannam Al Rumaithi and H.E. Waleed Al Mokarrab Al Muhairi.

Only members of the REMCO are entitled to attend the committee's meetings. With the Chair's approval, the Group Chief Executive Officer may act as a permanent invitee along with the Group Chief Human Resources Officer who is a permanent attendee at the REMCO. Other senior members of staff at FAB or external advisers may be invited as deemed necessary to facilitate the duties and objectives of the committee.

Board Management Committee (BMC)

The BMC approves and oversees execution of the Group's business plan as per the strategy approved by the Board, and oversees and reviews material aspects of the business of the Group. The BMC meets quarterly or more frequently as deemed necessary.

As at the date of this Prospectus, the members of the BMC were: H.E. Sheikh Mohamed Bin Saif Al Nahyan – Chairman, H.E. Mohammed Saif Al Suwaidi and H.E. Waleed Al Mokarrab Al Muhairi.

A quorum of a majority of the members is required to convene a meeting of the BMC and only members of the BMC are entitled to attend the committee's meetings. With the Chair's approval, the Group Chief Executive Officer will act as a permanent invitee. Other senior management or external advisers may be invited as and when deemed necessary to facilitate the duties and objectives of the committee.

Board Risk and ESG Committee (BRESGC)

The BRESGC provides oversight and advice to the Board in relation to current and potential future risks. It approves the Group's ESG risk frameworks, key climate and nature risk policies, methodologies and key risk indicators. It also approves the Group's ESG disclosures and monitors, on a quarterly basis, progress against the Group's net-zero commitments, financed emissions targets, regulatory developments, transition plan delivery and other applicable regulatory requirements. The BRESGC also considers and helps shape future risk and ESG strategies, including the determination of risk appetite and tolerance, provides strategic direction across the Group and is accountable for climate and nature risk governance, ensuring that related risks and opportunities are integrated into FAB's strategy, and promotes a risk and ESG awareness culture within the Group.

As at the date of this Prospectus, the members of the BRESGC were: H.E. Waleed Al Mokarrab Al Muhairi – Chairman, H.E. Dr. Sultan Ahmed Al Jaber, H.E. Mariam Bint Mohammed Saeed Hareb Almheiri, H.E. Sheikh Ahmed Mohammed Sultan S. Al Dhaheri and H.E. Mohammed Thani Murshed Ghannam Al Rumaithi.

The BRESGC meets quarterly or more frequently as deemed necessary. A quorum of a majority of the members is required to convene a meeting of the BRESGC. Only members of the BRESGC are entitled to attend the committee's meetings. Subject to the Chair's approval, the Group Chief Executive Officer and the Group Chief Risk Officer will act as permanent invitees. Other senior members of staff or external advisers may be invited as and when deemed necessary to facilitate the duties and objectives of the committee.

Board Audit Committee (BAC)

The BAC ensures quality and integrity of financial statements and financial reporting. It also ensures the effectiveness of the Group's: (i) internal control, risk management, and governance systems; (ii) compliance functions; (iii) internal audit function; and (iv) the Islamic financial institution's governance systems and policies. The BAC also seeks to ensure the Group's general compliance with applicable laws and regulations. The BAC meets quarterly or more frequently as deemed necessary.

As at the date of this Prospectus, the members of the BAC were: H.E. Jassem Mohammed Bu Ataba Al Zaabi – Chairman, H.E. Mohammed Saif Al Suwaidi, H.E. Homaid Abdulla Al Shimmari, H.E. Sheikh Ahmed Mohammed Sultan Al Dhaheri and H.E. Khalifa Ateeq Al Mazrouei.

A quorum of at least three members (inclusive of the Chairman) is required to convene a meeting of the BAC. The Committee may invite any director, members of senior management or other person to attend any meeting of the BAC, as it may from time to time consider desirable to assist it in the attainment of its objectives.

Executive Management Team

The Group has an experienced executive management team which is responsible for day-to-day supervision and control of the Group's business, particularly with respect to ensuring functionality of compliance and risk control, independence of functions, and separation of duties. Business policies, accounting policies and operations procedures and controls are documented and communicated through policies and standard operating procedures manuals which cover all areas and activities of the Group. All significant policies are reviewed and approved by the Board.

Name	Position
Ms. Hana Al Rostamani	Group Chief Executive Officer
Mr. Lars Kramer.....	Group Chief Financial Officer
Mr. Keith Macdonald	Group Chief Operations Officer
Mr. Chris Jaques.....	Group Chief Risk Officer
Mr. Muzaffar Khan	Group Chief Compliance Officer
Ms. Futoon Hamdan AlMazrouei.....	Deputy Group Chief Executive Officer and Chief Executive Officer of Domestic Banking
Mr. Raghesh Dasannacharya	Acting Group Chief Human Resources Officer
Mr. Martin Tricaud.....	Group Head of Wholesale Banking
Mr. Pantelis (Linos) D. Lekkas	Group Head of Investment Banking & Markets
Mr. Omar Hafeez.....	Group Head of International Banking
Mr. Divyesh Vithlani.....	Group Chief Technology & Transformation Officer
Mr. Nurendra Perera.....	Group Chief Audit Officer
Mr. Rajesh Deshpande	Group Chief Credit Officer

Detailed below is brief biographical information about each member of the Group's executive management team as at the date of this Prospectus.

Ms. Hana Al Rostamani – Group Chief Executive Officer

Hana Al Rostamani has more than 25 years of experience in banking and financial services and, on being appointed in January 2021, was the first female Chief Executive Officer of a UAE-based bank. Hana was the highest-ranked female Chief Executive Officer in the MENA region in Forbes Middle East's "Top CEOs" in 2023 and was among the top 15 global women finance leaders.

Hana was previously Deputy Group Chief Executive Officer and Group Head of Personal Banking at FAB. Prior to joining FAB, Hana held various roles at First Gulf Bank, Citibank and AW Rostamani Group. She is also a board member of several entities, including: Buna, the Arab Monetary Fund's crossborder payment system aimed at strengthening investment ties among Arab economies; the Institute of International Finance (IIF), the financial industry’s global association; the IMD, a renowned academic institution consistently ranked among the leading management and executive education centres globally; and the US-UAE Business Council.

Hana also served as Chair of the Global Council on the Sustainable Development Goals and retains a keen interest in development goal seven, "Affordable and Clean Energy".

Hana holds a bachelor's degree in business administration and a master's degree in information managements, each from George Washington University, United States.

Mr. Lars Kramer – Group Chief Financial Officer

Lars Kramer joined FAB from Netherlands-based ABN AMRO where he was Chief Financial Officer from June 2021. He has extensive banking industry experience across several senior leadership positions including as Chief Financial Officer at Hellenic Bank. Lars worked at ING for almost 20 years, where he was Chief Financial Officer for ING Direct, ING Retail Banking Direct and International, and ING Commercial Bank.

Lars is a Chartered Accountant and holds a Bachelor of Science in Accounting from the University of South Africa and a Master of Business Administration from the University of Cape Town, specialising in finance, markets, and strategy.

Mr. Keith Macdonald – Group Chief Operations Officer

Keith Macdonald has over 25 years of experience in banking, technology and financial services and has led operations and business teams across the US, Europe and Asia during his career.

Prior to joining FAB, Keith was the Global Chief Operating Officer for Corporate, Commercial & Institutional Banking and the Europe & Americas region at Standard Chartered Bank. He also held a senior leadership role at Bear Stearns, working on structured equity products as Senior Managing Director for technology.

In addition to his executive roles, Keith was a Non-Executive Director and Chair of the Remuneration Committee at SMBC Bank International in the UK and is an Advisory Board Member at Fenergo Group. He has founded a volunteer coaching network that mentors over 500 women annually.

Keith holds a First-Class Honours degree in Mathematics from Heriot-Watt University, with a specialisation in Fluid Mechanics and Computer Science.

Mr. Chris Jaques - Group Chief Risk Officer

Chris Jaques has more than 30 years of experience across global financial markets and has held various leadership roles in fixed income derivatives trading, multi-asset fund management, and risk management. Before joining FAB, Chris was based in London, where he served as the Chief Risk Officer for the UK and Ireland and Global Head of Enterprise Risk Management at Deutsche Bank.

Chris holds a master's of business administration from the Cranfield School of Management, UK.

Mr. Muzaffar Khan – Group Chief Compliance Officer

Muzaffar Khan has more than thirty-four years of international banking experience with expertise in regulatory strategy, anti-money laundering, anti-bribery and corruption, and enterprise governance. Before joining FAB in 2018, he spent twenty-seven years at Citibank in senior compliance leadership roles across Pakistan, the UAE, Bahrain, and the UK, including responsibility for EMEA AML Compliance Risk Management across Consumer, Corporate and Investment Banking. Muzaffar previously led FAB's Financial Crime Compliance and Compliance Technology & Data Analytics programme.

Muzaffar Khan holds a bachelor's degree in commerce and a postgraduate qualification in Business Administration.

Ms. Futoon AlMazrouei – Deputy Group Chief Executive Officer and Chief Executive Officer of Domestic Banking

Futoon AlMazrouei has over 15 years of experience in the banking sector and has held a number of leadership positions within FAB's consumer banking business, including Head of Elite Banking.

Futoon is the Council Member for Visa and Member for Mastercard MENA Executive Council (MMEC). She also sits on the boards of several prominent companies in the GCC and North Africa such as FAB Islamic, Wio Bank and FABMISR. She is a board member of the Sheikha Fatima Fund for Women Refugees.

Futoon has been named one of the Middle East's Top Women in Banking by Global Money Monitor in 2023 and is the first woman to sit on the board of the Abu Dhabi National Insurance Company (ADNIC).

Futoon holds a Bachelor of Science and Mathematics degree from UAE University, Al Ain and graduated from the Executive Program in International Management at Stanford Graduate School of Management in Singapore.

Mr. Raghesh Dasannacharya – Acting Group Chief Human Resources Officer

Raghesh Dasannacharya is Acting Group Chief Human Resources Officer at the Bank, bringing more than 30 years of leadership experience across banking, financial services, and technology. He has spent the past two decades in senior HR leadership roles within the UAE banking sector.

At FAB, Raghesh leads the delivery of the Bank's people strategy, with responsibility for rewards, organisational effectiveness, HR operations, and HR platforms and digital capabilities. Working closely with business and HR leaders, he helps translate FAB's strategic priorities into people practices and programmes that strengthen organisational performance and support sustainable growth.

Throughout his career at the Bank, Raghesh has played a key role in major transformation initiatives, including the Merger. He has also helped drive the digital transformation of the HR function and introduced new approaches to people practice across the Group. He has a particular interest in the future of work and the potential of AI and emerging technologies to shape workforce capability, culture, and organisational effectiveness.

Before taking on his current role, Raghesh held senior leadership positions with leading banks in the UAE, as well as with Fidelity, MetLife, and large Indian IT product and service organisations.

Raghesh holds a master's degree in international business and a bachelor's degree in electrical engineering. He is a Chartered Fellow of the Chartered Institute of Personnel and Development (CIPD) and holds several globally recognised certifications in human resources, leadership development, and coaching.

Mr. Martin Tricaud – Group Head of Wholesale Banking

Martin Tricaud has over 30 years of banking and corporate finance experience across institutional businesses. Prior to joining FAB, Martin held several senior positions with HSBC group, including Deputy Chairman and as the Chief Executive Officer for the Middle East, North Africa and Turkey, and was Group General Manager at HSBC. He was also the Chief Executive Officer for HSBC Australia and for HSBC Korea and held senior leadership positions over two decades at HSBC Global Banking and Markets across the Middle East, the UK and Europe.

In addition, Martin is the Chairman of FAB's Suisse subsidiary and Vice Chairman of FAB Capital Saudi Arabia. He is also a trustee of the Universite Paris II Assas, Sorbonne, and was appointed by French Prime Minister decree a Conseiller du Commerce Exterieur de la France in 2001.

Martin is a graduate of the Institut d'Etudes Politiques de Paris, holds a master's in law from La Sorbonne University, Paris, and a bachelor's degree in history from Paris Nanterre University.

Mr. Pantelis (Linos) D. Lekkas – Group Head of Investment Banking & Markets

Pantelis (Linos) D. Lekkas has three decades of experience in advisory and capital markets. Prior to joining FAB, Linos held senior leadership roles at Citi, including Vice Chairman of Investment Banking for Europe and the Middle East, and Head of Corporate Banking and Investment Banking for Citibank Europe Plc (CEP). During his tenure, he had responsibility for corporate and investment banking activities across key regions such as Continental Europe, the Middle East and Africa, significantly contributing to the firm's banking, capital markets and advisory operations.

Earlier in his career, Linos held investment banking leadership roles at Bank of America Merrill Lynch, covering Greece and Cyprus and Southeast Europe. He began his banking career at Credit Suisse, starting in Telecoms before moving to Country Coverage.

Linos holds a BSc (First Class Honours) in Business Economics from Queen Mary & Westfield College, University of London, and an MPhil (Merit) in Finance from Robinson College, Cambridge University.

Mr. Omar Hafeez – Group Head of International Banking

Omar Hafeez has worked in various countries including Pakistan, Tanzania, Nigeria, USA, Japan and the UAE in executive roles. Prior to joining FAB, Omar held several senior leadership roles at Citibank over three decades focused on both emerging and developing markets. Most recently, he served as Citibank's CEO and Banking Head for the North Africa, Levant, and Central Asia cluster, overseeing operations in 9 countries including Egypt, Turkey, and Kazakhstan.

Omar is a Fellow of both the Institute of Chartered Accountants in England & Wales (ICAEW) and the Institute of Chartered Accountants of Pakistan (ICAP) and holds a Bachelor of Laws (LLB) from the University of London.

Mr. Divyesh Vithlani – Group Chief Technology & Transformation Officer

Divyesh Vithlani has nearly 30 years of experience in technology, transformation, and operations. Prior to joining FAB, he served as Group Chief Transformation Officer at Standard Chartered Bank.

Before his tenure at Standard Chartered, Divyesh spent 11 years at Accenture in London and Singapore, focusing on technology consulting and digital transformation. He also spent 17 years at Credit Suisse in Singapore and Switzerland, where he held leadership roles in technology and operations.

Divyesh holds a bachelor's degree in computing science from Aston University in the UK.

Mr. Nurendra Perera – Group Chief Audit Officer

Nurendra Perera has more than 30 years of banking experience and has held senior positions in governance, risk management, compliance and internal audit in prominent UAE and international banks.

Nurendra holds a Master's Degree in Business Administration, having majored in Finance Honours from University of Leicester (UK), a Post Graduate Diploma in Consortium Executive Leadership & Organisation Design from University of INSEAD, including the following internationally accredited qualifications: CIA, CFSA and CRMA from the Institute of Internal Auditors (USA), CISA and CRISC from ISACA (USA), CIB from The Chartered Institute of Bankers (UK).

Mr. Rajesh Deshpande – Group Chief Credit Officer

Rajesh Deshpande is the Group Chief Credit Officer at the Bank and is responsible for overseeing the Bank's credit risk framework and ensuring prudent, risk-based decision-making across the Group's lending activities.

With more than 25 years of experience in banking and finance, Rajesh brings extensive expertise across relationship management, corporate banking, project and structured finance, leveraged finance, and private equity. Throughout his career, he has played a leading role in structuring and executing several landmark financing transactions across the Middle East, supporting complex projects and strategic investments across multiple sectors.

Prior to joining the Bank, Rajesh held senior roles at National Commercial Bank, Gulf International Bank, and Abu Dhabi Commercial Bank, where he developed extensive experience across corporate banking, credit, and structured finance.

Rajesh is a Chartered Accountant from the Institute of Chartered Accountants of India and holds a Master of Business Administration from Manchester Business School, United Kingdom.

The business address of each member of the executive management is First Abu Dhabi Bank PJSC, FAB Building, Khalifa Business Park – Al Qurm District, P.O. Box 6316, Abu Dhabi, United Arab Emirates.

No member of the Group's executive management has any actual or potential conflict of interest between his duties to the Group and his private interests and/or other duties.

Group Management Committees

Brief descriptions of the Group's Tier 1 management committees are set out below.

Group Executive Committee (EXCO)

The EXCO is the Group's most senior management level committee and it operates under a delegated authority from the Board. The EXCO supports the Group Chief Executive Officer to determine and implement the Group's strategy as approved by the Board.

As at the date of this Prospectus, the EXCO had 12 voting members with one non-voting member (the Group Chief Audit Officer).

Group Risk Committee (GRC)

The GRC operates under a delegated authority from the EXCO and also assists the BRESGC. The primary objectives of the GRC are to define, develop and periodically monitor the Group's risk appetite along with its related methodology, parameters, targets, and tolerances taking into account the Group's strategy and business planning. In addition, the committee is accountable to highlight, discuss and monitor key regulations, both local and international and as they apply to all businesses where the Group operates. The committee will report relevant matters to the EXCO

and, as appropriate, the BRESGC, advising and informing them as required on the Group's risk appetite and framework and on key compliance and other regulatory risk matters.

As at the date of this Prospectus, the GRC had 14 voting members.

For further information on the Group's risk management processes, see "*Risk Management*".

Group Compliance Committee

The Group Compliance Committee operates under a delegated authority from the EXCO. It also assists the BAC in fulfilling its objective of overseeing the Group's regulatory responsibilities as well as ensuring the Group's compliance with the applicable laws and regulations issued by various regulatory authorities.

As at the date of this Prospectus, the Group Compliance Committee had 11 voting members, with the Group Chief Executive Officer serving as chair of the committee.

Group Credit Committee

The Group Credit Committee operates under a delegated authority from the EXCO and supports the work of the BMC (and the BRESGC) in assisting in the development and implementation of the Group's credit strategy and related policies and procedures.

As at the date of this Prospectus, the Group Credit Committee had eight voting members, with the Group Chief Credit Officer serving as the chair of the committee.

Group Asset and Liability Committee

The Group Asset and Liability Committee operates under a delegated authority from the EXCO and is the driving force and key decision maker behind the structure and quality of the balance sheet. The committee is directly accountable to the BRESGC for ensuring that the risks within the Group's asset and liability position are prudently managed by way of strong Group policy and procedures and an appropriate risk framework.

As at the date of this Prospectus, the Group Asset and Liability Committee had 11 voting members.

Human Resources Steering Committee

The principal role of the Human Resources Steering Committee is to assist the EXCO and the REMCO in fulfilling their respective duties with regard to implementing strategic as well as operational human resources initiatives. The committee's role is also to approve human resource initiatives and policies to ensure that the Group's requirements from an employee perspective are considered and changes, as necessary, are approved or are submitted for approval to the relevant governance body. The committee is the formal sponsor of all material human resources initiatives across the Group in line with the Group's employee value proposition.

As at the date of this Prospectus, the Human Resources Steering Committee had 10 voting members.

Group Technology Steering Committee

The Group Technology Steering Committee operates under a delegated authority from the EXCO. It assists in fulfilling EXCO's governance and oversight responsibilities of all technology and information systems across the Group and supports the BRESGC in its oversight of the Group's

IT governance framework. The Group Technology Steering Committee makes recommendations to EXCO regarding significant technology investments in support of the Group's strategy. The Group Technology Steering Committee ensures alignment of business strategies with technology priorities and acts to protect and enhance the shareholders' investment in technology.

As at the date of this Prospectus, the Group Technology Steering Committee had nine voting members.

Group Operational and Fraud Risk Committee

The Group Operational and Fraud Risk Committee operates under a delegated authority from the EXCO to assist the EXCO in fulfilling its objective of overseeing the Group's operational risk management, business continuity and information security responsibilities. The Group Operational and Fraud Risk Committee is responsible for managing and reporting the Group's operational risk profile, ratifying the Group's procedures and integrating the Group's business continuity management policy and business recovery strategy.

As at the date of this Prospectus, the Group Operational and Fraud Risk Committee had 11 voting members.

Group Technology Risk and Information Security Committee

The Group Technology Risk and Information Security Committee operates under a delegated authority from the EXCO to assist the BRESGC and the GRC. The main objectives of the Group Technology Risk and Information Security Committee are to oversee, review and take decisions in respect of the implementation of the Group's IT security controls to ensure that information assets of the Group are adequately protected and in order to enhance the Group's capabilities in information security matters (including information security risk management, security governance, policy management, security programme management, security architecture, security awareness, security monitoring, cybersecurity, international security compliance and identity access management) in alignment with the principles of the ERMP.

As at the date of this Prospectus, the Group Technology Risk and Information Security Committee had 12 voting members.

Group ESG Committee (G-ESGC)

The G-ESGC is the senior management-level forum responsible for ESG decision-making and implementation across FAB and is chaired by the Group Chief Executive Officer. It oversees delivery of the ESG strategy, climate and nature-related risks and opportunities, net zero pathways and ESG disclosures, while promoting ESG culture across the Group. The Committee translates Board-approved ESG and transition targets into enterprise-wide priorities and execution plans, ensuring alignment across business functions and risk appetite. Climate risks and decarbonisation progress are regularly reviewed through management information and escalated to the BRESGC, in collaboration with the GRC.

As at the date of this Prospectus, the G-ESGC had 10 voting members.

THE UNITED ARAB EMIRATES BANKING SECTOR AND REGULATIONS

Summary

According to data published by the UAE Central Bank, as at 31 December 2025, there were a total of 61 commercial banks (23 locally incorporated commercial banks and 38 foreign commercial banks) licensed to operate in the UAE (*source*: UAE Central Bank, Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026 accessed on 29 October 2026). As a result, the UAE could be, and has historically been, viewed as an over-banked market, even by regional standards and there has traditionally been little impetus for consolidation. However, the consummation of the Merger stimulated further movement towards greater consolidation amongst UAE banks (see "– *Characteristics of the Banking System – Historic lack of consolidation* " below).

According to preliminary estimates published by the Statistics Centre (*source*: Statistics Centre – Abu Dhabi (SCAD) press release dated 9 February 2026), the financial and insurance sectors in Abu Dhabi grew by 8.5 per cent. year on year contributing to 6.5 per cent. to Abu Dhabi's nominal GDP in 2025 with a value add of AED 21.3 billion. Within the UAE as a whole, according to preliminary estimates, the financial and insurance sector contributed approximately 10.1 per cent. of GDP in 2025 (*source*: FCSC National Accounts GDP 2025 Economic Sectors and Activities (Constant Prices, 2010), accessed 30 October 2026).

As a banking regulator, the UAE Central Bank, established in 1980, has grown in stature over the years and is the governing body that regulates and supervises all banks operating in the UAE. The UAE Central Bank monitors banks through its Banking Supervision and Examination Department. It conducts reviews of banks periodically based on the risk profile of each bank. It also reviews all of the returns submitted by banks to the UAE Central Bank.

Historically, the UAE Central Bank does not act as a "lender of last resort", instead this role tends to fall on the individual Emirs of each Emirate. However, the marginal lending facility (**Marginal Lending Facility**) allows non-Islamic UAE banks to use certain rated or UAE federal government entity issued assets as collateral to access UAE Central Bank liquidity overnight in order to help their liquidity management (see "– *Recent Trends in Banking – Liquidity*" below).

Characteristics of the Banking System

Historic lack of consolidation

The UAE may be, and has historically been, seen as being over-banked with 61 banks (comprising 23 locally incorporated banks and 38 foreign banks) licensed to operate inside the UAE as at 31 December 2025 (*source*: UAE Central Bank Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026), serving a population estimated to be in the region of approximately 11.62 million people at the end of 2025 (*source*: OPEC Annual Statistical Bulletin 2026).

Traditionally there has been little impetus for consolidation, with the federal structure of the UAE encouraging, to some extent, the fragmented nature of the banking sector, with the individual Emirates wishing to retain their own national banks. Rivalries between large local business families and a desire not to dilute shareholdings have also historically hampered the process of consolidation. As a result, during the period between the October 2007 merger of Emirates Bank International P.J.S.C. and National Bank of Dubai P.J.S.C. which created Emirates NBD and 2017 there was very limited merger activity domestically in the sector. However, following the Merger and the acquisition of Noor Bank P.J.S.C by Dubai Islamic Bank P.J.S.C in January 2020, commentators have suggested that the UAE may see more consolidation of the banking sector in order to improve profitability and reduce inefficiencies.

While the anticipated attempts at consolidation would further reduce the level of concentration in the domestic banking sector, they would also likely lead to a significant alteration of the competitive environment with fewer, larger locally incorporated banks competing for the larger financing transactions in the region with the foreign banks, which have tended to have comparatively larger franchises, with greater infrastructure and resources with which to absorb capital costs, such as IT system development.

Domestic focus

The UAE incorporated banks are predominantly focused on the UAE market but a number have small operations overseas and are showing growing interest in cross-border business, a trend which is likely to continue in the event of further merger activity in the sector.

With a large number of banks, competing for a limited number of wholesale lending opportunities, most banks historically turned to retail banking, a previously untapped market. However, increasing competition in this area has gradually eroded margins and encouraged a relaxation of lending criteria. Expansion of retail operations has also required heavy investment in distribution channels. As a consequence, IT costs have been a prominent feature of many UAE banks' expenses in addition to employee costs.

Limited foreign ownership

In 1987, the UAE federal government placed a freeze on new foreign banks opening operations in the UAE. As a result, international banks have largely established their presence in the UAE banking market through the DIFC (established in 2002) and the ADGM (established in 2013). UAE banks are subject to a requirement that a certain percentage of its shareholding must be held by UAE nationals, limiting foreign ownership of domestic banks. In 2018, this minimum permissible shareholding by UAE nationals in UAE banks was increased to 60 per cent. (Federal Law No. 14 of 2018).

As a member of major indices such as the MSCI Emerging Markets and FTSE Emerging Markets, FAB decided to increase its foreign ownership limit from 25 per cent. to 40 per cent. in order to access greater stock liquidity in 2019. FAB received shareholder approval for this increase in February 2019 and other required regulatory approvals in April 2019.

Exposure to the oil sector

With much of the economy directly or indirectly dependent on the oil sector, UAE banks are potentially vulnerable to business erosion during long periods of low oil prices (see "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – Risks relating to the UAE and the Middle East – The UAE's economy is highly dependent upon its oil revenue*"). In particular, oil revenues tend to drive levels of liquidity and government infrastructure investment. Gradually, however, private non-oil sectors are gaining ground and the UAE economy is becoming less susceptible to oil price movements. For example, oil related GDP continues to dominate Abu Dhabi's economy. According to preliminary estimates, it accounted for approximately 46.0 per cent. of Abu Dhabi's nominal GDP in the third quarter of 2025 (*source*: Statistics Centre – Abu Dhabi (SCAD) press release dated 9 February 2026). By comparison, oil related GDP accounted for approximately 38.5 per cent. of Abu Dhabi's GDP in 2024 and 40.3 per cent. in 2023 (*source*: Abu Dhabi Statistics Center website, 'Key Statistics Indicators', accessed 30 October 2026).

Islamic banking

Shari'a (Islamic) law forbids the charging of interest on any financial transaction as one of the key Islamic transaction laws (**Shari'a Principles**). A number of banks have developed in the

Islamic world to serve customers who wish to observe such Shari'a Principles. These institutions offer a range of products which, whilst broadly corresponding with conventional banking transactions, are structured in a way which avoids the application of interest and adhere to Shari'a Principles. The UAE is home to numerous institutions offering Islamic banking and financial products. Such institutions include: Dubai Islamic Bank PJSC, Abu Dhabi Islamic Bank PJSC, Emirates Islamic Bank PJSC, Ajman Bank, Sharjah Islamic Bank PJSC, Dubai Islamic Insurance & Reinsurance Company (AMAN), Islamic Arab Insurance Co. (PSC) (Salama), Amlak Finance. In addition, the majority of local and international conventional financial institutions that operate in the UAE offer *Shari'a* compliant products through their Islamic windows. The number of Islamic banks continues to increase, with both new entrants to the market and existing conventional banks recasting themselves as Islamic banks.

Legal environment

There are three primary sources of law in the UAE: (i) federal laws and decrees; (ii) local laws; and (iii) *Shari'a* (Islamic) law. In addition, Emiri decrees can be issued by the Rulers of each of the Emirates which, when issued, have full legal effect and operation in such Emirates. The secondary form of law is trade custom or practice. In the absence of federal legislation on areas specifically reserved to federal authority, the Ruler of a given Emirate or local government will apply his or its own rules, regulations and practices.

Supervision of banks

The main piece of legislation applicable to the banking system is Federal Decree Law No. 6 of 2025 (the **Federal Banking Law**), which repealed Federal Decree Law No. 14 of 2018. The UAE Central Bank's primary roles are to formulate and implement banking, credit, monetary and fiscal policy and to be responsible for ensuring price and currency stability with free convertibility to foreign currencies. It is also the "bank for banks" within the UAE, although it is not the "lender of last resort". In the event of a bank experiencing financial difficulties or a solvency crisis, rescue funds – such as long-term liquidity or equity support – have historically come from the Emirate in which the institution is based. However, in the event of a run on the currency or a major banking crisis, it is likely that the UAE federal government would ultimately stand as *de facto* defender of the currency and the "lender of last resort".

Under the Federal Banking Law, the UAE Central Bank's objectives are to:

- maintain stability of the UAE dirham within the framework of the monetary system;
- contribute to the promotion and protection of the stability of the financial system in the UAE; and
- ensure prudent management of the CBUAE's foreign reserves.

The Federal Banking Law grants various functions and powers to the CBUAE to:

- establish and implement monetary policy;
- regulate licensed financial activities, develop and promote proper standards of conduct of business, sound and prudential practices amongst licensed financial institutions in accordance with the provisions of the Federal Banking Law and international standards;
- issue regulations, standards, circulars, and guidelines to ensure that licensed financial activities are carried on with integrity, prudence and the appropriate level of professional competence, and in manners not detrimental to the interest of customers, insured, and beneficiaries;

- maintain sufficient foreign reserves to cover the monetary base;
- foster sustainable finance in the UAE and integrate environmental, social, and governance principles into the CBUAE's business and operations;
- monitor and analyse systemic risk in the financial system; and
- regulate, develop, oversee, and maintain soundness and efficiency of financial market infrastructures.

Historically, income from overseas investments has been used to fund fiscal deficits, obviating the need for the UAE Central Bank to issue UAE federal government debt. However, the UAE Central Bank does issue Monetary Bills (**M-Bills**) to UAE banks via auction, denominated in UAE dirhams, in order to absorb excess liquidity rather than to meet a specific funding need. The M-Bills programme was launched in January 2021 to replace UAE Central Bank Certificates of Deposit. The secondary market in M-Bills is currently developing but they can be used as collateral for UAE dirham funding from the UAE Central Bank at any time.

The UAE dirham is linked to the IMF's Special Drawing Right. However, the U.S. dollar is the intervention currency and, in practice, the UAE dirham is pegged to the U.S. dollar. This pegged exchange rate has been in place since the 1980s and has proved to be resilient both to political tensions in the region and to fluctuations in oil prices. However, see "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – Risks relating to the UAE and the Middle East – Any alteration to, or abolition of, the foreign exchange "peg" of the UAE dirham or other regional currencies at a fixed exchange rate to the U.S. dollar will expose FAB to U.S. dollar foreign exchange movements against the UAE dirham or other such currencies*".

As part of its functions and powers, the UAE Central Bank is also responsible for regulating financial institutions in relation to money laundering controls and enforcing Federal Decree Law No. 10 of 2025 Regarding Combating Money Laundering Crimes, Combating the Financing of Terrorism and the Financing of Arms Proliferation. Pursuant to this, an independent "Financial Intelligence Unit" has been established within the UAE Central Bank to, amongst other things, receive and investigate reports submitted by financial institutions and corporate entities regarding suspected illicit financial activity.

Although the UAE Central Bank is responsible for regulating all banks, exchange houses, investment companies and other financial institutions in the UAE, the Dubai Financial Services Authority regulates all banking and financial services activities in the DIFC, while the ADGM Financial Services Regulatory Authority regulates activity in the financial services sector in the ADGM. The UAE Central Bank has also been growing in stature as a banking supervisor. However, it is hampered in its role by the level of legal autonomy afforded to the individual Emirates, which at times makes it difficult to enforce directives uniformly across the banking sector.

Capital Markets

The capital markets in the UAE are regulated by a number of entities, including the CMA, which licenses intermediaries to trade on the Dubai Financial Market and the ADX. The CMA is a federal government organisation but has financial, legal and administrative independence. The other significant stock exchange in the UAE is Nasdaq Dubai which commenced operations in September 2005 and, as an entity based in the DIFC, is separately regulated.

Dubai Financial Market

The Dubai Financial Market, which is now, along with Nasdaq Dubai, owned by Borse Dubai Limited, was established by the Government of Dubai in 2000 as an independent entity and operates as a market for the listing and trading of shares, bonds and investment units issued by companies, investment funds and other local or foreign financial institutions that conform to its listing requirements. The Dubai Financial Market was upgraded to the MSCI Emerging Markets Index with effect from 1 June 2014 which has led to an increase in interest and investment from international institutional investors in Dubai.

Nasdaq Dubai

Nasdaq Dubai (formerly known as the Dubai International Financial Exchange or DIFX) commenced operations on 26 September 2005. On 22 December 2009, Dubai Financial Market announced that it had made an offer to Borse Dubai Limited and the Nasdaq OMX Group to acquire Nasdaq Dubai. The offer was valued at U.S.$121 million and comprised U.S.$102 million in cash and 40 million Dubai Financial Market shares. The merger was approved by Borse Dubai Limited and the Nasdaq OMX Group and was completed on 11 July 2010.

Nasdaq Dubai's standards are comparable to those of leading international exchanges in New York, London and Hong Kong. Nasdaq Dubai allows regional and international issuers access to regional and international investors through primary or dual listings. Investors can access Nasdaq Dubai through a unique mix of regional and international brokers.

Abu Dhabi Securities Exchange

The ADX was established in November 2000 as an independent entity and operates as a market for trading securities, including shares issued by public joint stock companies, bonds or sukuk issued by governments or corporations, exchange traded funds, and any other financial instruments approved by the CMA.

ADX is classified as an 'Emerging Market' by each of MSCI index (Morgan Stanley Capital International), S&P Dow Jones, FTSE, S&P and Russell Investments. ADX has the authority to establish centres and branches outside Abu Dhabi. To date it has done so in the Emirates of Fujairah, Ras al Khaimah and Sharjah.

Government involvement

There is a high degree of state involvement in the UAE banking sector. Most of the larger banks have some degree of government ownership. Privatisation, though advocated in principle, has been slow to manifest in practice. The state and its related entities are together the banking sector's largest customers, in terms of both deposits and project financing.

Expatriate workforce

An unusual feature of the UAE economy is its reliance on overseas labour, with expatriates making up approximately 83.3 per cent. of the workforce (*source*: FCSA Labour Force Survey 2019). The banking sector is no exception to this and expatriates are employed in the senior management of most of the major banks. This has brought expertise from more developed markets to the sector. However, the high level of expatriates in the UAE has been an increasing concern for the UAE federal government and as part of a policy of "Emiratisation", organisations in the UAE are subject to a scoring system which takes into account the employment and progression of Emirati employees at the organisation. The minimum threshold for Emirati employees for each organisation is dependent on a number of factors. UAE Cabinet Decree number 3/10/267 of 2015 dated 25 October 2015 (the **Emiratisation Circular**) does not set any upper limit at which the

policy would no longer be applicable. If UAE banks are not able to achieve their targets for recruiting and progressing UAE nationals through their organisation, they will be subject to penalties to be computed in accordance with a specific formula set out in the Emiratisation Circular.

Accounting standards

Since 1 January 1999, all UAE banks have been required to prepare their financial statements in accordance with IFRS Accounting Standards (formerly International Accounting Standards (IAS)).

Structure of the banking system

Banking institutions in the UAE fall into a number of categories. Domestic commercial banks, also known as "national" banks, of which there were 23 as at 31 December 2025 (*source*: UAE Central Bank Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026), are required to be public shareholding companies with a minimum share capital of AED 40 million and must be majority owned by UAE nationals. Licensed foreign banks, of which there were 38 as at 31 December 2025 (comprising 27 foreign commercial banks and 11 wholesale banks) (*source*: UAE Central Bank Monthly Statistical Bulletin, Monetary & Financial Statistics – August 2026), need to demonstrate that at least AED 40 million has been allocated as capital funds for their operations in the UAE. "Financial institutions" (institutions whose principal functions are to extend credit, carry out financial transactions, invest in moveable property and other activities, but which are not permitted to accept funds by way of deposits), and financial and monetary intermediaries (money and stockbrokers) may also be licensed to operate within the UAE.

Recent Trends in Banking

Financial Institution Resilience Package

In March 2026, the UAE Central Bank approved the Financial Institution Resilience Package, which is designed to reinforce the stability and resilience of the UAE banking sector during the regional conflict between Israel, the United States and Iran and resultant regional uncertainties (see "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – 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*"). These measures are aimed at enhancing liquidity access and supporting lending activity levels by:

- monetary policy measures: banks can access up to 30 per cent. of their cash reserve requirements and utilise additional term liquidity facilities in AED and U.S. dollars;
- liquidity and funding relief: temporary easing of funding and liquidity ratios to ensure continued, smooth operation;
- capital buffer relief: temporary release of the capital conservation buffer (CCB) and countercyclical capital buffer (CCyB) to increase lending capacity;
- credit risk management: providing flexibility to banks to postpone classification of individual and corporate loans for customers affected by market conditions; and
- additional support: a requirement for banks to continue providing financing services to support their customers and the UAE economy.

Profitability

The performance of the UAE economy is influenced by oil prices, which directly affect fiscal revenues and hence determine the level of investment in government projects (both federal and within each Emirate) in the country (see further "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – 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*"). In addition to strong oil revenues, the UAE has seen an inflow of funds from expatriates supporting domestic demand after the COVID-19 pandemic and UAE banks have benefited from rising interest rates. According to Fitch, the average net interest margin of the banking sector in the UAE in the first nine-months of 2025 was 2.5 per cent. compared to 3.1 per cent. in 2024, compared to 3.2 per cent. in 2023 and 2.8 per cent. in 2022.

Liquidity

The UAE Central Bank closely monitors the level of liquidity in the banking system. It also requires that banks have in place adequate systems and controls to manage their liquidity positions, as well as contingency funding plans to cope with periods of liquidity stress. UAE banks are mostly funded through on demand- or time-based customer deposits made by private individuals or private sector companies.

Banks must also adhere to a maximum loan to deposit ratio of 100 per cent. set by the UAE Central Bank. In this context, loans comprise loans, advances and Islamic financing to customers and interbank assets maturing after three months.

As at August 2026, according to preliminary data made available by the UAE Central Bank:

- demand and time deposits constituted approximately 84.9 per cent. of total resident and non-resident deposits of national banks (excluding government deposits, commercial prepayments and borrowings under repurchase agreements);

- resident corporate and individual deposits constituted approximately 65.8 per cent. of total deposits of national banks (excluding inter-bank deposits and bank drafts but including commercial prepayments and borrowings under repurchase agreements);

- resident government deposits (including GRE deposits) and non-banking financial institutions constituted approximately 26.4 per cent. of total deposits of national banks (excluding inter-bank deposits and bank drafts but including commercial prepayments and borrowings under repurchase agreements); and

- non-resident sources constituted approximately 7.8 per cent. of total deposits of national banks with approximately 47.9 per cent. of such non-resident deposits being from corporate non-residents (in each case, excluding inter-bank deposits and bank drafts but including commercial prepayments and borrowings under repurchase agreements),

(*source*: UAE Central Bank Monthly Statistical Bulletin August 2026 (preliminary estimates)).

Since September 2008, the UAE Central Bank has made available an AED 50 billion liquidity facility which banks can draw upon subject to posting eligible debt securities as collateral. The liquidity facility is available only for the purpose of funding existing commitments. New lending is required to be based on growth in the customer deposit base. The UAE Central Bank also established a M-Bill repo facility under which banks can use M-Bills as collateral for UAE dirham funding from the UAE Central Bank.

In line with Basel III requirements, the UAE Central Bank has issued the UAE Central Bank Notice No. 33/2015 on liquidity requirements (which was issued by the UAE Central Bank on 27 May 2015 and which entered into force on 1 July 2015) (the **Liquidity Notice**) and which includes a set of qualitative and quantitative liquidity requirements for UAE banks. The qualitative requirements set out in the Liquidity Notice elaborate on the responsibilities of a UAE bank's board of directors and senior management as well as the overall liquidity risk framework. The new regulations are intended to ensure that liquidity risks are well managed at banks operating in the UAE and are in line with the Basel Committee's recommendations and international best practices. These requirements include the following:

Responsibilities of the board of directors:

- to bear ultimate responsibility for liquidity risk management within the relevant UAE bank;
- to be familiar with liquidity risk management with at least one board member having a detailed understanding of liquidity risk management; and
- to enable the clear articulation of liquidity risk tolerance in line with the relevant UAE bank's objectives, strategy and risk appetite.

Responsibilities of senior management:

- to develop strategies, policies and practices to manage liquidity risk in accordance with the liquidity risk tolerance set by the board of directors;
- to review the UAE bank's strategy and to report to the board of directors on regulatory compliance on a regular basis; and
- to manage liquidity risk in a prudent manner using all available liquidity risk management tools.

Liquidity risk framework:

The Liquidity Notice requires each UAE bank to have a robust liquidity risk framework which comprises the following elements:

- sound processes and systems to identify, measure, monitor and control liquidity risk in a timely and accurate manner;
- a robust liquidity risk management framework (which must be shared with the UAE Central Bank upon request) with limits, warning indicators, communication and escalation procedures;
- regular internal stress testing of the portfolio for a variety of scenarios (both institution specific and market-wide), results being communicated to the board of directors and the UAE Central Bank on request;
- incorporation of liquidity costs, benefits and risks into product pricing and approval processes;
- establishment of a forward-looking funding strategy with effective diversification of funding sources and tenors;

- setting of formal contingency funding plans which clearly set out strategies for addressing liquidity shortfalls in emergency situations (and which must be shared with the UAE Central Bank upon request);

- establishment of an adequate cushion of unencumbered, highly liquid assets as insurance against a range of liquidity stress scenarios; and

- a transfer pricing framework (which is commensurate with the bank's liquidity risk tolerance and complexity) developed to reflect the actual cost of funding.

The quantitative requirements set out in the Liquidity Notice are intended to ensure that each UAE bank holds a minimum level of liquid assets which allow it to sustain a short-term liquidity stress (in circumstances both specific to that bank and market wide) as per the below.

	Ratio	Applicability Period
Basel III ratios	LCR (LCR > = 100%)	1 January 2019 onwards
	NSFR (NSFR > = 100%)	1 January 2018 onwards

The LCR represents a 30 days stress scenario with combined assumptions covering both bank-specific and market-wide stresses. These assumptions are applied to contractual data representing the main liquidity risk drivers at banks to determine cash outflows within the 30 days stress scenario. The LCR requires that UAE banks should always be able to cover the net cash outflow with HQLAs at the minimum LCR determined by the UAE Central Bank. The Basel III accord requires that this minimum is 100 per cent. The Liquidity Notice describes in detail eligible HQLAs for this purpose. See "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – Liquidity risks – The Group's cash flow from its operations may not be sufficient at all times to meet its contractual and contingent payment obligations*" and "*Risk Management*" for more information.

NSFR is a structural ratio that aims to ensure that banks have adequate stable funding to fund the assets on their balance sheets. It also requires an amount of stable funding to cover a portion of the relevant UAE banks contingent liabilities. The NSFR in the UAE mirrors the Basel III standards. The NSFR identifies the key uses of funds and the different types of funding sources used by the UAE banks. It assigns available stable funding (**ASF**) factors to the sources of funds and required stable funding (**RSF**) (usage) factors to asset classes and off-balance sheet contingent exposures. The assigned RSF factor depends on the terms of funding and the perceived stability of the funding sources. The assigned ASF factor will depend on the liquidity of the asset being funded under a market-wide stress. Both factors will follow the Basel III standards. The NSFR minimum is 100 per cent.

Marginal Lending Facility

On 15 April 2014, the UAE Central Bank introduced an Interim Marginal Lending Facility which allowed non-Islamic UAE banks to use certain assets as collateral to access UAE Central Bank liquidity overnight in order to help their liquidity management during times of market stress. On 1 March 2022, this was replaced with the Marginal Lending Facility, which performs the same function.

The UAE Central Bank accepts a range of tradeable securities and foreign exchange as eligible collateral for the purposes of accessing the Marginal Lending Facility, including securities issued by sovereigns (originating in the UAE and outside the UAE) and securities issued by corporates and financials or supranational, municipal, or public sector issuers. In order to be eligible, collateral must meet minimum credit rating requirements specified in the terms and conditions of

the Marginal Lending Facility. Banks accessing the Marginal Lending Facility must borrow a minimum of AED 10 million.

Position of depositors

As at the date of this Prospectus, no bank in the UAE has been permitted to fail. However, there is no formal deposit protection scheme in the UAE.

Prudential regulations

The UAE Central Bank has supervisory responsibility for banking institutions in the UAE. Supervision is carried out through on-site inspections and review of periodic submissions from the banks. The frequency of inspection depends on the perceived risk of the bank, but inspections are carried out in all banks at least once every 18 months. Prudential returns are made monthly, quarterly, semi-annually or annually, depending on the nature of the information they contain. An improved risk management framework has been implemented, aimed at providing the UAE Central Bank with more up to date information on credit, market and operational risks within the banking sector.

Capital adequacy

All banks are required to follow the principles of the Basel Accord in calculating their capital adequacy ratios. Basel II was introduced effective 17 November 2009 by way of UAE Central Bank Circular Number 27/2009. Since 1993, the UAE Central Bank had imposed a 10 per cent. minimum total capital ratio on all UAE banks. In a circular dated 30 August 2009, the UAE Central Bank announced amendments to its capital adequacy requirements, such that UAE banks were required to have a total capital adequacy ratio of at least 11 per cent., with a Tier 1 ratio of not less than 7 per cent., by 30 September 2009. Furthermore, the UAE Central Bank required banks operating in the UAE to increase their Tier 1 capital adequacy ratio to at least 8 per cent., with a minimum total capital adequacy ratio of at least 12 per cent., by 30 June 2010. Thereafter, through its circular dated 17 November 2009 introducing Basel II, the UAE Central Bank stated that it was expected that the main banks in the UAE would move to the Foundation Internal Rating Based approach under Basel II in due course. Through this circular, the UAE Central Bank reiterated that all banks operating in the UAE were required to maintain a minimum capital adequacy ratio of 11 per cent. at all times, increasing to 12 per cent. by 30 June 2010 and also laid out its expectations in relation to Pillar II and Pillar III of the Basel II framework. Profits for the current period, goodwill, other intangibles, unrealised gains on investments and any shortfall in loan loss provisions were deducted from regulatory capital.

As at the date of this Prospectus, pursuant to the February 2017 Regulations and the Capital Standards, FAB is required by the UAE Central Bank to maintain a minimum total capital adequacy ratio of 15.0 per cent. Included within this UAE Central Bank prescribed minimum total capital adequacy ratio, FAB, as a D-SIB, is required effective from May 2024 to maintain a D-SIB buffer of 2.0 per cent. of CET 1. A capital conservation buffer of 2.5 per cent. of CET 1 is also included within this minimum total capital adequacy ratio of 15.0 per cent. In addition to this minimum capital adequacy ratio, a counter-cyclical buffer is applicable to FAB, which is determined on the basis of the geographical distribution of risk-weighted assets and the counter-cyclical capital buffer applicable in such jurisdictions.

Whilst the calculation of capital adequacy ratios in the UAE follows the Bank of International Settlements guidelines, the UAE Central Bank applies certain jurisdiction-specific risk-weighting treatments that modify the standard Basel approach. Under the Federal Banking Law, the UAE Central Bank may determine reserve requirements for UAE banks. All dividends paid by UAE banks have to be authorised in advance by the UAE Central Bank.

The Basel Committee has put forward a number of fundamental reforms to the regulatory capital framework for internationally active banks. On 16 December 2010 and on 13 January 2011, the Basel Committee issued Basel III, constituting guidance on the eligibility criteria for Tier 1 and Tier 2 capital instruments as part of a package of new capital and liquidity requirements intended to reinforce capital standards and to establish minimum liquidity standards for credit institutions. The implementation of the Basel III reforms began on 1 January 2013. However, the requirements are subject to a series of transitional arrangements and will be phased in over a period of time. The Basel Committee's press release dated 13 January 2011 entitled "Minimum requirements to ensure loss absorbency at the point of non-viability" (the **January 2011 Press Release**) included an additional Basel III requirement (the **Non-Viability Requirement**) as follows:

"The terms and conditions of all non-common Tier 1 and Tier 2 instruments issued by an internationally active bank must have a provision that requires such instruments, at the option of the relevant authority, to either be written off or converted into common equity upon the occurrence of the trigger event unless:

(a) the governing jurisdiction of the bank has in place laws that:

  (i) require such Tier 1 and Tier 2 instruments to be written off upon such event; or

  (ii) otherwise require such instruments to fully absorb losses before taxpayers are exposed to loss;

(b) a peer group review confirms that the jurisdiction conforms with clause (a); and

(c) it is disclosed by the relevant regulator and by the issuing bank, in issuance documents going forward, that such instruments are subject to loss under clause (a).

The trigger event is the earlier of: (1) a decision that a write-off, without which the firm would become non-viable, is necessary, as determined by the relevant authority; and (2) the decision to make a public sector injection of capital, or equivalent support, without which the firm would have become non-viable, as determined by the relevant authority."

The January 2011 Press Release states that instruments issued after 1 January 2013 must meet the Non- Viability Requirement in order to be recognised as Tier 1 or Tier 2 instruments for regulatory capital purposes. The recognition of instruments issued before 1 January 2013 which do not meet these requirements will be phased out from 1 January 2013.

The Basel III Regulations and the Accompanying Standards (as defined below) confirm that the Non- Viability Requirement is a pre-requisite for any capital instruments issued by UAE banks to achieve Regulatory Capital (as defined below) classification from the UAE Central Bank. The Non-Viability Requirement must be provided for contractually in the absence of a statutory loss absorption framework in the UAE as at the date of this Prospectus.

In May 2016, the UAE Central Bank published a draft consultation document entitled "Capital Adequacy Regulation" (the **Consultation Document**), detailing the Basel III requirements expected to be followed by banks operating in the UAE, once the applicable legislation has been implemented in the UAE. In particular, the Consultation Document outlines the general quantitative requirements expected to be followed by UAE banks, with regards to Common Equity Tier 1 capital, Additional Tier 1 capital and Tier 2 capital (together, **Regulatory Capital**). It also outlines, amongst other things, the Regulatory Capital ratios that UAE banks will be expected to follow and adhere to, the individual UAE bank minimum capital conservation standards and the required disclosure standards expected to be made available by UAE banks with respect to Regulatory Capital.

On 23 February 2017, the UAE Central Bank published the "Regulations re Capital Adequacy" (the **Basel III Regulations**) in the Official Gazette issue 612, which were effective from 1 February 2017. The February 2017 Regulations are intended to ensure that the capital adequacy of all banks operating in the UAE is in line with the Basel III requirements, whilst implementing the measures contained in the Consultation Document. The Basel III Regulations are supported by the accompanying standards entitled "Standards for Capital Adequacy of Banks in the UAE" which were published by the UAE Central Bank on 12 November 2020 by virtue of Notice No. CBUAE/BSD/N/2020/4980 (the **Accompanying Standards**). The Accompanying Standards elaborate on the supervisory expectations of the UAE Central Bank with respect to the relevant Basel III capital adequacy requirements. Banks which are classified as D-SIBs by the UAE Central Bank will be required to hold additional capital buffers as notified to it by the UAE Central Bank. In addition, a bank may also be subject to additional capital add-on requirements following a supervisory review and evaluation process of the UAE Central Bank (see "*Risk Factors – Factors that may affect FAB's ability to fulfil its obligations in respect of the Capital Securities – Regulatory risks – FAB is a highly regulated entity and changes to applicable laws or regulations, the interpretation or enforcement of such laws or regulations or the failure to comply with such laws or regulations could have an adverse impact on FAB's business*").

Reserve requirements

Reserve requirements are used by the UAE Central Bank as a means of prudential supervision and to control credit expansion. The reserve requirements are 1 per cent. for term deposits and 14 per cent. for all other customer balances.

Credit controls

Banks are required by the UAE Central Bank to establish credit policies and procedures commensurate with their size and activities. They must also have a proper credit assessment and approval process and adequate controls in place to monitor credit concentrations to, among others, individual borrowers, economic sectors and foreign countries.

The UAE Central Bank circular dated 23 February 2011 on retail banking and Notice No. 31/2013 dated 28 October 2013 (which was published in the Official Gazette on 28 November 2013 and entered into force on 28 December 2013) (the **Mortgage Regulations**), introduced regulations regarding bank loans and other services offered to individual customers. These regulations, among other things, impose maximum loan/income and loan to value ratios for retail products.

Large exposures

The UAE Central Bank defines large exposures as any funded or unfunded exposures (less provisions, cash collaterals and deposits under lien) to a single borrower or group of related borrowers exceeding prescribed limits.

On 22 May 2023, the UAE Central Bank published Circular No. 01/2023 on large exposures (the **Large Exposures Regulation**) superseding the large exposure circular No. 32/2013. The Large Exposures Regulations list down the large exposure limit for various types of counterparties. Violation of any provision of the Large Exposures Regulations shall be subject to supervisory action, administrative and financial sanctions, as deemed appropriate by the UAE Central Bank. Set out below is a table showing a summary of the limits introduced by the Large Exposures Regulations (defined as a percentage of FAB's Tier 1 capital base calculated under Basel II):

	Cap as percentage of Tier 1 capital base	
	Aggregate percentage	**Individual percentage**
UAE federal government and their non-commercial public sector entities treated as sovereign	Not applicable	Not applicable
Foreign Sovereign rated AA- or above	Not applicable	Not applicable
UAE local governments and their non-commercial entities	150%	No cap for UAE local governments; 25% for each non-commercial entity
Commercial entities of UAE federal government and UAE local governments (excluding self-sustainable government related entities below)	100%	25%
Self-Sustainable commercial entities of UAE federal and local governments	Not applicable	25%
A single borrower or a group of related borrowers	Not applicable	25%
Shareholders who own 5 per cent. or more of FAB's capital and their related entities	50%	20%
Global systemically important bank (G-SIB) exposure to another G-SIB	Not applicable	15%
UAE incorporated bank's exposure to its foreign branches	30%	Not applicable
Bank's non-bank subsidiaries and affiliates	25%	10%
Board members	25%	5%
Bank's external auditors	Prohibited	Prohibited

Provisions for loan losses

For UAE banks, in 2024 the CBUAE introduced Credit Risk Management Standards (the **CRMS**) which replaced the "Final guidance note on IFRS 9" issued in 2018. The CRMS mandates that financial institutions establish a comprehensive framework to manage credit risk effectively. This framework should align with the institution’s risk appetite, risk profile, and capital strength. It requires robust policies, procedures, and systems for identifying, measuring, monitoring, and mitigating credit risk, including concentration risk and potential credit losses.

ESG

In 2025, the UAE Central Bank issued its Climate-related Financial Risk Management Regulation (Circular No. 8/2025), establishing a prudential framework requiring banks to integrate climate-related considerations into their governance, risk assessment processes and climate stress testing. The Federal Banking Law formally incorporates an objective for the UAE Central Bank to promote sustainable finance and the integration of environmental, social and governance (ESG) principles across its supervisory mandate. This statutory reform builds on the UAE Central Bank's

broader prudential agenda, which now emphasises enhanced governance expectations, strengthened oversight of ESG-related exposures and the alignment of risk-management frameworks with emerging global sustainability standards.

Al Etihad Credit Bureau

The Al Etihad Credit Bureau (**AECB**) is a public joint stock company wholly owned by the UAE federal government. As per UAE Federal law No. (6) of 2010 concerning credit information and amendments, the AECB is mandated to regularly collect credit information from financial and non-financial institutions in the UAE. The AECB aggregates and analyses this data to calculate credit scores and produce credit reports. FAB has entered into a data and credit information supply agreement with the AECB. The availability of credit reports reduces the risk involved in the origination of customer lending and banking business generally.

Shari'a compliance

UAE law requires financial institutions licensed by the UAE Central Bank to operate their Islamic banking business activities in compliance with the rules, standards and general principles established by the Higher *Shari'a* Authority and, in certain circumstances, requires such financial institutions to obtain the consent of the Higher *Shari'a* Authority before undertaking certain licensed financial activities.

Corporate governance

Banks in the UAE are subject to the Corporate Governance Regulations and the Corporate Governance Standards which were issued by the UAE Central Bank in 2019 with a view to ensuring banks have a comprehensive approach to corporate governance.

TAXATION

The following is a general description of certain tax considerations relating to the Capital Securities. It does not purport to be a complete analysis of all tax considerations relating to the Capital Securities, whether in those countries or elsewhere. Prospective purchasers of Capital Securities should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of Capital Securities and receiving payments of interest, principal and/or other amounts under the Capital Securities and the consequences of such actions under the tax laws of those countries. This summary is based upon the law as in effect on the date of this Prospectus and is subject to any change in law that may take effect after such date.

United Arab Emirates

The following summary of the anticipated tax treatment in the UAE in relation to payments on the Capital Securities is based on the taxation law and practice in force at the date of this Prospectus and does not constitute legal or tax advice and prospective investors should be aware that the relevant fiscal rules and practice and their interpretation may change. Prospective investors should consult their own professional advisers on the implications of subscribing for, buying, holding, selling, redeeming or disposing of Capital Securities and the receipt of any payments with respect to such Capital Securities under the laws of the jurisdictions in which they may be liable to taxation.

Under current legislation, there is no requirement for withholding or deduction for or on account of UAE or Abu Dhabi taxation in respect of payments made by the Issuer under the Capital Securities. In the event of such imposition of any such withholding, the Issuer has undertaken to gross-up any payments subject to certain limited exceptions.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, as amended, commonly known as FATCA, a **foreign financial institution** (as defined by FATCA) may be required to withhold on certain payments it makes (**foreign passthru payments**) to persons that fail to meet certain certification, reporting or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including the UAE) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (**IGAs**), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Capital Securities, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Capital Securities, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as Capital Securities, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register and Capital Securities characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are published generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. Holders should consult their own tax advisers regarding how these rules may apply to their investment in Capital Securities. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Capital Securities, no person will be required to pay additional amounts as a result of the withholding.

FATCA is particularly complex and its application is uncertain at this time. The above description is based in part on regulations, official guidance and model IGAs, all of which are subject to change or may be implemented in a materially different form. Prospective investors should consult their tax advisers on how these rules may apply to the Issuer and to payments they may receive in connection with the Capital Securities.

SUBSCRIPTION AND SALE

Pursuant to a subscription agreement (the **Subscription Agreement**) dated 24 November 2026 between the Issuer and the Joint Lead Managers, the Issuer has agreed to issue U.S.$500,000,000 in aggregate principal amount of the Capital Securities and subject to certain conditions, the Joint Lead Managers have jointly and severally agreed to subscribe or procure subscribers for the Capital Securities at the issue price of 100 per cent. of the principal amount of Capital Securities.

The Joint Lead Managers will be paid certain commissions in respect of their services for managing the issue and offering of the Capital Securities. The Issuer has agreed to reimburse the Joint Lead Managers for certain of their expenses in connection with the issue of Capital Securities and to indemnify the Joint Lead Managers against certain liabilities incurred by them in connection therewith.

United States

The Capital Securities have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

Each Joint Lead Manager has represented and agreed that, except as permitted by the Subscription Agreement, it has not offered or sold any Capital Securities, and will not offer or sell any Capital Securities: (i) as part of their distribution at any time; or (ii) otherwise until 40 days after the completion of the distribution of all Capital Securities, other than in accordance with Regulation S under the Securities Act.

Until 40 days after the commencement of the offering of the Capital Securities, an offer or sale of the Capital Securities within the United States by any dealer/manager (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

Prohibition of Sales to EEA Retail Investors

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Capital Securities to any retail investor in the EEA. For the purposes of this provision, the expression **retail investor** means a person who is one (or more) of the following:

(a) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

(b) a customer within the meaning of 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.

United Kingdom

Prohibition of Sales to UK Retail Investors

Each Joint Lead Manager has represented and agreed that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Capital Securities to any retail investor in the UK. For the purposes of this provision, the

expression **retail investor** means a person who is not a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

Each Joint Lead Manager has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (**FSMA**)) received by it in connection with the issue or sale of the Capital Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Capital Securities in, from or otherwise involving the UK.

Kingdom of Bahrain

Each Joint Lead Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any Capital Securities in the Kingdom of Bahrain except on a private placement basis to persons in the Kingdom of Bahrain who are "accredited investors".

For this purpose, an **accredited investor** means:

(a) an individual who has a minimum net worth (either singly or jointly with their spouse) of U.S.$1,000,000, excluding that person's principal place of residence;

(b) a company, partnership, trust or other commercial undertaking which has financial assets available for investment of not less than U.S.$1,000,000;

(c) a government, supranational organisation, central bank or other national monetary authority or a state organisation whose main activity is to invest in financial instruments (such as a state pension fund); or

(d) any other entity which is an "accredited investor" as defined in the Central Bank of Bahrain Rulebook.

State of Qatar (including the Qatar Financial Centre)

Each Joint Lead Manager has represented and agreed that it has not offered, delivered or sold, and will not offer, deliver or sell, at any time, directly or indirectly, any Capital Securities in the State of Qatar (including the Qatar Financial Centre), except: (a) in compliance with all applicable laws and regulations of the State of Qatar (including the Qatar Financial Centre); and (b) through persons or corporate entities authorised and licensed to provide investment advice and/or engage in brokerage activity and/or trade in respect of foreign securities in the State of Qatar (including the Qatar Financial Centre).

This Prospectus: (i) has not been, and will not be, filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or the Qatar Stock Exchange and may not be publicly distributed in the State of Qatar (including the Qatar Financial Centre); (ii) is intended for the original recipient only and must not be provided to any other person; and (iii) is not for general circulation in the State of Qatar (including the Qatar Financial Centre) and may not be reproduced or used for any other purpose.

Kingdom of Saudi Arabia

No action has been or will be taken in the Kingdom of Saudi Arabia that would permit a public offering of the Capital Securities. Any investor in the Kingdom of Saudi Arabia or who is a Saudi person (a **Saudi Investor**) who acquires any Capital Securities pursuant to an offering should note that the offer of Capital Securities is a private placement under Article 8 of the "Rules on the Offer of Securities and Continuing Obligations" as issued by the Board of the Capital Market Authority resolution number 3-123-2017 dated 27 December 2017, as amended (the **KSA Regulations**), made through a capital market institution licensed by the Capital Market Authority, in each case, in accordance with the KSA Regulations.

The Capital Securities may thus not be advertised, offered or sold to any person in the Kingdom of Saudi Arabia other than to "institutional and qualified clients" under Article 8(a)(1) of the KSA Regulations or by way of a limited offer under Article 9 of, or as otherwise required or permitted by the KSA Regulations. Each Joint Lead Manager has represented and agreed that any offer of Capital Securities to a Saudi Investor will be made in compliance with Article 10 and either Article 8(a)(1) or Article 9 of the KSA Regulations.

The offer of the Capital Securities shall not therefore constitute a "public offer", an "exempt offer" or a "parallel market offer" pursuant to the KSA Regulations, but is subject to the restrictions on secondary market activity under Article 14 of the KSA Regulations.

United Arab Emirates (excluding the Abu Dhabi Global Market and the Dubai International Financial Centre)

Each Joint Lead Manager has represented and agreed that the Capital Securities have not been and will not be offered, sold or publicly promoted or advertised by it in the UAE (excluding the Abu Dhabi Global Market and the Dubai International Financial Centre) other than in compliance with any laws applicable in the UAE (excluding the Abu Dhabi Global Market and the Dubai International Financial Centre) governing the issue, offering and sale of securities.

Abu Dhabi Global Market

Each Joint Lead Manager has represented and agreed that it has not offered, and will not offer, the Capital Securities to any person in the ADGM unless such offer is:

(a) an "Exempt Offer" in accordance with the Market Rulebook of the Financial Services Regulatory Authority (the **FSRA**);

(b) made only to persons who meet the Professional Client criteria set out in Rule 2.4.1 of the Conduct of Business Rulebook of the FSRA; and

(c) made only in circumstances in which the "Financial Promotion Restriction" set out in section 18(1) of the Financial Services and Markets Regulations 2015 does not apply.

Dubai International Financial Centre

Each Joint Lead Manager has represented and agreed that it has not offered and will not offer the Capital Securities to any person in the DIFC unless such offer is:

(a) an "Exempt Offer" in accordance with the Markets Rules (MKT) Module of the Dubai Financial Services Authority (the **DFSA**) rulebook; and

(b) made only to persons who meet the "Professional Client" criteria set out in Rule 2.3.3 of the Conduct of Business Module of the DFSA rulebook.

Hong Kong

Each Joint Lead Manager has represented and agreed that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Capital Securities other than: (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the SFO) and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the **C(WUMP)O**) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue (in each case whether in Hong Kong or elsewhere), any advertisement, invitation or document relating to the Capital Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Capital Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Japan

The Capital Securities have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the **FIEA**) and each Joint Lead Manager has represented and agreed that it will not offer or sell any Capital Securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Malaysia

This Prospectus has not been registered as a prospectus with the Securities Commission of Malaysia under the Capital Markets and Services Act 2007 of Malaysia (the **CMSA**). Accordingly, each Joint Lead Manager has represented and agreed that the Capital Securities have not been and will not be offered, sold or delivered by it, and no invitation to subscribe for or purchase the Capital Securities has been or will be made, directly or indirectly, by it nor may any document or other material in connection therewith be distributed by it in Malaysia, other than to persons falling within any one of the categories of persons specified under Part I of Schedule 6 (or Section 229(1)(b)) and Part I of Schedule 7 (or Section 230(1)(b)) and Schedule 8 or Section 257(3), read together with Schedule 9 (or Section 257(3)) of the CMSA subject to any law, order, regulation or official directive of the Central Bank of Malaysia, the Securities Commission of Malaysia and/or any other regulatory authority from time to time. Residents of Malaysia may be required to obtain relevant regulatory approvals including approval from the Controller of Foreign Exchange to purchase the Capital Securities. The onus is on the Malaysian residents concerned to obtain such regulatory approvals and none of the Joint Lead Managers is responsible for any invitation, offer, sale or purchase of the Capital Securities as aforesaid without the necessary approvals being in place.

Singapore

Each Joint Lead Manager has acknowledged that this Prospectus has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented and agreed that it has not offered or sold any Capital Securities or caused such Capital Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Capital Securities or cause the Capital Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Capital Securities, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to, and in accordance with, the conditions specified in Section 275 of the SFA.

Switzerland

Each Joint Lead Manager has acknowledged, that this Prospectus is not intended to constitute an offer or solicitation to purchase or invest in the Capital Securities and has represented and agreed that the Capital Securities may not be publicly offered, sold, or advertised, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (FinSA) and no application has or will be made by it to admit the Capital Securities to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Prospectus nor any other offering or marketing material relating to the Capital Securities constitutes a prospectus as such term is understood pursuant to the FinSA, and neither this Prospectus nor any other offering or marketing material relating to the Capital Securities may be publicly distributed or otherwise made publicly available in Switzerland.

General

Each Joint Lead Manager has represented, warranted and agreed that it will (to the best of its knowledge and belief) comply with all applicable laws and regulations in each country or jurisdiction in which it purchases, offers or sells any Capital Securities or possesses or distributes this Prospectus (in preliminary proof or final form) or any related offering material, in all cases at its own expense, and neither the Issuer nor any of the other Joint Lead Managers shall have any responsibility therefor.

Neither the Issuer nor any of the Joint Lead Managers has represented that the Capital Securities may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale. Persons into whose possession this Prospectus or the Capital Securities may come must inform themselves about, and observe, any applicable restrictions on the distribution of this Prospectus and the offering and sale of Capital Securities.

GENERAL INFORMATION

Authorisation

The issue of the Capital Securities by the Issuer was duly authorised by resolutions of the Board of Directors of the Issuer on 22 April 2026 and by the shareholders of the Issuer on 11 March 2026.

Listing of the Capital Securities

Application has been made to the FCA for the Capital Securities to be admitted to listing on the Official List and to the London Stock Exchange for such Capital Securities to be admitted to trading on the London Stock Exchange's main market.

Documents Available

For as long as the Capital Securities are outstanding, copies of the following documents will, when published, be available for inspection during normal business hours at the specified offices of the Fiscal Agent for the time being in London and, in the case of the document listed in paragraph (a) to (c) below, at https://www.bankfab.com/:

(a) the memorandum and articles of association of the Issuer (together with direct and accurate English translations thereof);

(b) this Prospectus; and

(c) the Agency Agreement (which contains the forms of the Global Certificate and the Individual Certificate) and the Deed of Covenant.

Clearing Systems and Identification Codes

The Capital Securities have been accepted for clearance through Euroclear and Clearstream, Luxembourg (which are the entities in charge of keeping the records). The ISIN is XS3559856284 and the common code is 355985628. The Financial Instrument Short Name (**FISN**) is FIRST ABU DHABI/6.814EUR NT 2037052 and the Classification of Financial Instruments (**CFI**) Code is DBFNFR, each as may be updated, each as set out on the website of the Association of National Numbering Agencies (**ANNA**) as updated or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, LI1855 Luxembourg.

Legal Entity Identifier (LEI)

The LEI code of the Issuer is 2138002Y3WMK6RZS8H90.

Website of the Issuer

The website of the Issuer is https://www.bankfab.com/. The information on https://www.bankfab.com/ does not form part of this Prospectus, except where that information has been incorporated by reference into this Prospectus.

Significant or Material Change

Since 31 December 2025, there has been no material adverse change in the prospects of the Issuer or the Issuer and its subsidiaries.

Since 30 September 2026, there has not been any significant change in the financial performance or financial position of the Issuer or the Issuer and its subsidiaries.

Litigation

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which the Issuer is aware) which may have, or have had during the twelve months prior to the date of this Prospectus, a significant effect on the financial position or profitability of the Issuer or the Group.

Independent Auditor

The independent auditor of the Group is PricewaterhouseCoopers Limited Partnership - Abu Dhabi (**PwC**) (authorised and regulated under the Register of Practicing Accountants at the UAE Ministry of Economy and Planning as required by UAE Federal Law No. 22 of 1995) of Unit no. 130, International Capital Trading LLC Bldg., 15 Thani Bin Abdullah Al Rumaithi Street (Street 43), W44 Al Bateen, P.O. Box 45263, Abu Dhabi, United Arab Emirates.

With respect to the Interim Financial Information of the Group incorporated by reference in this Prospectus, PwC have reported that they have applied limited procedures in accordance with the International Standard on Review Engagements 2410, "*Review of interim financial information performed by the independent auditor of the entity*". However, their separate report dated 28 October 2026, incorporated by reference in this Prospectus, states that PwC did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied.

The Annual Financial Statements incorporated by reference in this Prospectus have been audited by PwC, independent auditor, as stated in their independent auditor's reports, incorporated by reference in this Prospectus.

Joint Lead Managers transacting with the Issuer

Certain of the Joint Lead Managers and their respective 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 Issuer and its affiliates in the ordinary course of business.

In the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or the Issuer's affiliates. Certain of the Joint Lead Managers or their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Capital Securities. Any such short positions could adversely affect future trading prices of the Capital Securities. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend

to clients that they acquire, long and/or short positions in such securities and instruments. Such persons do not intend to disclose the extent of any such investment or transactions other than as may be required by law.

ISSUER

First Abu Dhabi Bank PJSC
FAB Building, Khalifa Business Park
Al Qurm District
P.O. Box 6316
Abu Dhabi
United Arab Emirates

FISCAL AGENT, CALCULATION AGENT AND TRANSFER AGENT

Citibank N.A., London Branch
Agency and Trust Services
Citigroup Centre
Canada Square
London E14 5LB
United Kingdom

REGISTRAR

Citibank Europe plc, Germany Branch
Boersenplatz 9
60313 Frankfurt am Main
Germany

LEGAL ADVISERS

To the Issuer as to English law and UAE law

Linklaters LLP
Level 12, ICD Brookfield Place
Mustaqbal Street
Dubai International Financial Centre
P.O. Box 506516
Dubai
United Arab Emirates

To the Joint Lead Managers and Joint Bookrunners as to English law and UAE law

Allen Overy Shearman Sterling LLP
11th Floor
Burj Daman
Al Mustaqbal Street
Dubai International Financial Centre
P.O. Box 506678
Dubai
United Arab Emirates

INDEPENDENT AUDITOR TO THE ISSUER

PricewaterhouseCoopers Limited Partnership - Abu Dhabi
Unit no. 130, International Capital Trading LLC Bldg.
Thani Bin Abdullah Al Rumaithi Street (Street 43)
W44 Al Bateen
P.O. Box 45263
Abu Dhabi
United Arab Emirates

JOINT LEAD MANAGERS

Abu Dhabi Commercial Bank PJSC
Abu Dhabi Commercial Bank Building
Sheikh Zayed Bin Sultan Street
P.O. Box 939
Abu Dhabi
United Arab Emirates

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Citigroup Centre
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Canary Wharf
London E14 5LB
United Kingdom

Emirates NBD Bank P.J.S.C.
c/o Emirates NBD Capital Limited
Baniyas Road
Deira
P.O. Box 777
Dubai
United Arab Emirates

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United Arab Emirates

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8 Canada Square
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United Kingdom

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London
E14 5JP
United Kingdom