

**FIFTHTH SUPPLEMENT DATED 19 OCTOBER 2023 TO THE BASE PROSPECTUS
DATED 24 JANUARY 2023**



FAB SUKUK COMPANY LIMITED

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

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

Trust Certificate Issuance Programme

This supplement (this "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 24 January 2023, as supplemented by the first supplement dated 26 January 2023, the second supplement dated 28 April 2023, the third supplement dated 18 July 2023 and the fourth supplement dated 24 July 2023 (together, the "**Base Prospectus**") prepared by FAB Sukuk Company Limited (in its capacity as issuer and as trustee, the "**Trustee**") and First Abu Dhabi Bank PJSC (the "**Bank**") in connection with the Trustee's trust certificate issuance programme (the "**Programme**") for the issuance of up to U.S.\$5,000,000,000 in an aggregate face amount of trust certificates (the "**Certificates**").

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

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

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

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

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

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

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of the Base Prospectus. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

Copies of this Supplement, the Base Prospectus and the documents incorporated by reference in either can be: (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>; (ii) obtained on written request and without charge from the registered office of the Bank and from the specified office of the Paying Agent; and (iii) obtained from the website of the Bank (www.bankfab.com).

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

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

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

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

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

"the unaudited reviewed condensed consolidated interim financial statements of the Bank as at and for the nine months ended 30 September 2023 and its review report (bankfab.com/-/media/fabgroup/home/about-fab/investor-relations/pdfs/investor-relations/2023/fab-fs-q3-2023-english.pdf?view=1);"; and

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

2. The first paragraph in the section entitled "*Significant/Material Change*" on page 169 of the Base Prospectus shall be deleted in its entirety and replaced with the following paragraph:

"(i) Since 31 December 2022, there has been no material adverse change in the prospects of the Bank or the Bank and its subsidiaries, and (ii) since 30 September 2023, there has not been any significant change in the financial performance or financial position of the Bank or the Bank and its Subsidiaries."

IMPORTANT NOTICE

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

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

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

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

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

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