

**SECOND SUPPLEMENT DATED 6 OCTOBER 2026 TO THE BASE PROSPECTUS DATED
3 JULY 2026**



FIRST ABU DHABI BANK PJSC

(incorporated with limited liability in the Emirate of Abu Dhabi, the United Arab Emirates)

U.S.\$30,000,000,000

Euro Medium Term Note Programme

This supplement (this "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 3 July 2026, as supplemented by the first supplement dated 23 July 2026 (the "**Base Prospectus**") prepared by First Abu Dhabi Bank PJSC (the "**Bank**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$30,000,000,000 in an aggregate principal amount of notes (the "**Notes**").

Application has been made to the Financial Conduct Authority (the "**FCA**") under Part VI of the Financial Services and Markets Act 2000 for Notes issued under the Programme (other than Exempt Notes) 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 Notes to be admitted to trading on the London Stock Exchange's main market.

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

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

The purpose of this Supplement is to:

- (a) update the "*Important Notices*" section of the Base Prospectus;
- (b) include certain disclosures in respect of Sustainable Notes, Transition Notes and SLL Financing Notes (each as defined herein) in the section headed "*Risk Factors – Factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme – Risks related to the structure of a particular issue of Notes*" of the Base Prospectus;

- (c) amend the forms of Final Terms and Pricing Supplement to include SLL Financing Notes;
- (d) replace the "*Use of Proceeds*" section to expand disclosure relating to Sustainable Notes, Transition Notes and SLL Financing Notes;
- (e) updating certain disclosures in the section headed "*Description of the Group – Group ESG Policy*" in respect of the sustainable finance framework of the Bank; and
- (f) updating certain disclosures in the section headed "*Management – Group ESG Committee*",

each as described further below.

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

The Arrangers, the Dealers and the Agents have not independently verified the information contained herein. Accordingly, none of the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents make any representation or warranty or accept any liability in relation to the information contained or incorporated by reference in this Supplement or any other information provided by the 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 Bank or any other person (other than the relevant Dealer) in connection with this Supplement, the Base Prospectus or the issue and offering of Notes 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 Notes 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. IMPORTANT NOTICES

The section headed "IMPORTANT NOTICES" starting on page i of the Base Prospectus shall be amended as follows:

- (a) the second and third paragraphs on page ii shall be deleted in their entirety; and
- (b) the following heading and paragraphs shall be inserted immediately at the end of the section headed "IMPORTANT NOTICES":

SUSTAINABLE NOTES, TRANSITION FINANCE NOTES OR SLL FINANCING NOTES

The relevant Final Terms relating to any specific Tranche of Notes may provide that such Notes will constitute "Sustainable Notes" (which will be further identified as Green Notes, Social Notes or Sustainability Notes, as applicable) or (as the case may be) "Transition Finance Notes" or (as the case may be) "SLL Financing Notes". See further "*Use of Proceeds*" and "*Risk Factors – Factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme – Risks related to the structure of a particular issue of Notes - The use of proceeds of the Notes of any Tranche identified as Sustainable Notes, Transition Finance Notes or SLL Financing Notes in the relevant Final Terms may not meet investor expectations or requirements or otherwise may not be suitable for an investor's investment criteria*".

None of the Arrangers, the Dealers, the Agents or their respective directors, affiliates, advisers or agents accepts any responsibility for any "green", "sustainable", "social", "transition", "sustainability-linked" or similar assessment of (as the case may be) any Sustainable Notes, Transition Finance Notes or SLL Financing Notes (each as defined in "*Use of Proceeds*") or makes any representation or provides any assurance: (a) as to whether such Sustainable Notes, Transition Finance Notes or SLL Financing Notes will meet any investor expectations or requirements regarding such "green", "environmental", "sustainable", "social", "transition", "sustainability-linked" or similar labels, (including, without limitation, Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "**EU Taxonomy**" including the supplemental delegated regulations related thereto); (b) as to the suitability or reliability for any purpose whatsoever of any report, assessment, opinion or certification of any third party in connection with the offering of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes; or (c) as to whether such Sustainable Notes, Transition Finance Notes or SLL Financing Notes will fulfil any green, social, environmental, transition or sustainability-linked or sustainability criteria or guidelines with which any prospective investors are required, or intend, to comply, whether by any present or future applicable law or regulations or by their own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental or sustainability impact of any projects or uses, the subject of or related to, the Sustainable Finance Framework, the Transition Finance Framework or the Sustainability-Linked Finance Framework (each as defined in "*Use of Proceeds*", each a "**Framework**" and together referred to in this Base Prospectus as the "**Frameworks**").

In the event any Sustainable Notes, Transition Finance Notes or SLL Financing Notes (each as defined in "*Use of Proceeds*") are, or are intended to be, listed, or admitted to trading on a dedicated "green", "sustainable", "social" or other equivalently-labelled segment of a stock exchange or securities market, no representation or assurance is given by the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents: (a) that such listing or admission will be obtained or maintained for the lifetime of such Sustainable Notes, Transition Finance Notes or SLL Financing Notes

(as applicable); or (b) as to the suitability of such Sustainable Notes, Transition Finance Notes or SLL Financing Notes (as applicable) for the listing or admission to trading thereof on any dedicated "green", "environmental", "sustainable", "social", "transition", "sustainability-linked" or other equivalently-labelled segment of any stock exchange or securities market.

None of the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents is responsible for the use or allocation of any equivalent amount of net proceeds, nor the impact, monitoring or public reporting of such use or allocation, nor does any such person undertake to ensure that there are at any time sufficient Eligible Projects, Eligible Transition Activities or Eligible SLLs (each, as defined in "*Use of Proceeds*") to allow for allocation of the relevant equivalent amount of net proceeds in full. In addition, none of the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents is responsible for or has undertaken an assessment of the Sustainable Finance Framework, the Transition Finance Framework or the Sustainability-Linked Finance Framework including, without limitation, any assessment or verification of the eligibility criteria for the Eligible Projects, Eligible Transition Activities or Eligible SLLs (as the case may be).

No representation or assurance is given by the Bank, the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents as to the suitability or reliability of the second party opinions or the external assessments (as referred to in "*Use of Proceeds*") or any report, assessment, opinion or certification of any third party (whether or not solicited by the Bank) which may be made available in connection with the Sustainable Finance Framework, the Transition Finance Framework or the Sustainability-Linked Finance Framework or any issue of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes. The second party opinions and external assessments referred to herein and any other such opinion, assessment or certification are not intended to address any credit, market or other aspects of any investment in any Note, including without limitation market price, marketability, investor preference or suitability of any security or any other factors that may affect the value or marketability of the Notes. The second party opinions and external assessments referred to herein and any other such report, assessment, opinion or certification are not, nor should be deemed to be, a recommendation by the Arrangers, the Dealers, the Agents or any of their respective directors, affiliates, advisers or agents or any other person to buy, sell or hold any Notes and are current only as at the date they are issued. Prospective investors must determine for themselves the relevance of any second party opinion, external assessment and/or any other such report, assessment, opinion or certification and/or the information contained therein.

The Sustainable Finance Framework, the Transition Finance Framework and the Sustainability-Linked Finance Framework may be subject to review and change and may be amended, updated, supplemented, replaced and/or withdrawn from time to time and any subsequent version(s) may differ from any description given herein. The criteria and/or considerations that formed the basis of any second party opinion, the external assessment or any other report, assessment, opinion or certification of any third party which may be made available in connection with the Sustainable Finance Framework, the Transition Finance Framework or the Sustainability-Linked Finance Framework or any issue of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes may also change at any time and any second party opinion and the external assessment may be amended, updated, supplemented, replaced and/or withdrawn.

Each prospective investor should have regard to the information set out in "*Use of Proceeds*" below and determine for itself the relevance of such information for the purposes of an investment in Sustainable Notes, Transition Finance Notes or SLL Financing Notes, as the case may be, together with any other investigation it deems necessary. Prospective investors should seek advice from their independent financial advisers or other professional advisers regarding their purchase of Sustainable Notes, Transition Finance Notes or SLL Financing Notes before deciding to invest and determine for themselves the relevance of any information contained herein together with any other investigation they

deem necessary for the purposes of an investment in Sustainable Notes, Transition Finance Notes or SLL Financing Notes.

For the avoidance of doubt, any information on, or accessible through, FAB's website (including the Sustainable Finance Framework, the Transition Finance Framework, the Sustainability-Linked Finance Framework along with the respective second party opinions and any other report, assessment, opinion or certification of any third party which may be made available in connection with the Sustainable Finance Framework, the Transition Finance Framework or the Sustainability-Linked Finance Framework or any issue of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes) is not, nor shall it be deemed to be, incorporated in and/or form part of this Base Prospectus and should not be relied upon in connection with making any investment decision with respect to any Notes to be issued under the Programme.

For the avoidance of doubt, SLL Financing Notes are not sustainability-linked bonds within the scope of the Sustainability-Linked Bond Principles or green bonds within the scope of the Green Bond Principles administered by the International Capital Market Association ("**ICMA**"). In particular, and for the purposes of the requirements of PRM 4.7, the structure or financial terms of the SLL Financing Notes are not linked to the Bank satisfying or complying with any specified sustainability targets (see further "*Use of Proceeds*"). The Eligible SLLs are general corporate purposes loans that are intended to satisfy the characteristics of sustainability-linked loans (under the versions of the Sustainability Linked Loan Principles, as published by the Loan Market Association ("**LMA**"), Asia Pacific Loan Market Association ("**APLMA**") and the Loan Syndications and Trading Association ("**LSTA**"), that correspond to the year of signing of the relevant loan facility) but no assurance can be given that they will do so and the proceeds of such loans are not specifically allocated to "green", "sustainable" or "social" projects.

Further, prospective investors should be aware that the Transition Finance Notes are intended to fund or refinance Eligible Transition Activities in accordance with the Transition Finance Framework and do not fall within the scope of the ICMA Principles and that, as at the date of this Base Prospectus, ICMA has not published a standalone set of principles (equivalent to the ICMA Principles) that would apply to an issuance of such Transition Finance Notes other than certain guidance pursuant to the ICMA Climate Transition Finance Handbook. The Transition Finance Framework has been prepared in alignment with the core principles and recommendations of the Climate Transition Finance Handbook and the Climate Transition Bond Guidelines published by ICMA in November 2025 and the Guide to Transition Loans published by the LMA, APLMA and LSTA in October 2025.

2. RISK FACTORS

The risk factor called "*The use of proceeds of the Notes of any Tranche identified as Sustainable Notes or Transition Finance Notes in the relevant Final Terms may not meet investor expectations or requirements or otherwise may not be suitable for an investor's investment criteria*" under the section headed "*Risk Factors – Factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme – Risks related to the structure of a particular issue of Notes*", commencing on page 28 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

The use of proceeds of the Notes of any Tranche identified as Sustainable Notes, Transition Finance Notes or SLL Financing Notes in the relevant Final Terms may not meet investor expectations or requirements or otherwise may not be suitable for an investor's investment criteria

The Bank has stated that it intends to use an amount equivalent to the net proceeds from each issue of the Notes of each Tranche identified as Sustainable Notes "Sustainable Notes" (consisting of Green Notes, Social Notes or Sustainability Notes, as applicable), Transition Finance Notes or SLL Financing Notes in the relevant Final Terms to fund or refinance, in whole or in part, Eligible Projects, Eligible Transition Activities or Eligible SLL Portfolio (as applicable), in each case as set out in the relevant Framework. See "*Use of Proceeds*".

The Bank will exercise its judgement and sole discretion in determining the Eligible Projects, Eligible Transition Activities and Eligible SLL Portfolio (as applicable) that will be funded or refinanced from an amount equivalent to the net proceeds of the Sustainable Notes, Transition Finance Notes or SLL Financing Notes (as applicable). If the use of the proceeds of Sustainable Notes, Transition Finance Notes or SLL Financing Notes is a factor in any prospective investor's decision to invest in any such Notes, that investor should carefully consider the disclosure in "*Use of Proceeds*", consult with its legal or other advisers and make any other investigation such investor deems necessary before making an investment in such Sustainable Notes, Transition Finance Notes or SLL Financing Notes (as applicable). In particular, no assurance is given by the Bank, the Arrangers, the Dealers, the Agents or any other person that the use of the proceeds of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes for any Eligible Projects, Eligible Transition Activities or Eligible SLL Portfolio (as applicable) will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply.

Furthermore, notwithstanding the Bank's intention stated above, prospective investors should be aware that any failure by the Bank to use the proceeds of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes as stated or to provide the relevant reports will not constitute an Event of Default under Condition 14 (*Events of Default*) with respect to any such Notes but may affect the value and/or the trading price of such Notes and/or have adverse consequences for certain investors with portfolio mandates to invest in green, environmental, sustainable, social, transition finance or sustainability-linked loan financing assets.

Furthermore, it should be noted that there is currently no clear definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green", "environmental", "sustainable", "social", "transition", "sustainability-linked" or an equivalently labelled project or loan or as to what precise attributes are required for a particular project or loan to be defined by any such label and no assurance can be given that such a clear definition or consensus will develop over time or that any prevailing market consensus will not change significantly. In particular, no assurance is given by the Bank, the Arrangers, the Dealers, the Agents or any other person that the use of the proceeds of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes for any Eligible Project, Eligible Transition Activities or Eligible SLL Portfolio (as applicable) will comply with any present or future standards or requirements regarding any "sustainable", "transition" or "sustainability-linked" or equivalently

labelled performance objectives, including the EU Taxonomy and, accordingly, the status of any such Notes as being "transition" or "sustainability-linked" (or equivalent) could be withdrawn at any time. In addition, each of the Sustainable Finance Framework, the Transition Finance Framework and the Sustainability-Linked Finance Framework is subject to change at any time without notice.

Green Notes issued under this Programme are not intended to be "European Green Bonds" under Regulation (EU) 2023/2631 (the "**EU Green Bond Regulation**") and are only intended to comply with the criteria and processes set out in the Sustainable Finance Framework. It is not clear if the establishment under the EU Green Bond Regulation of the "European Green Bond" or "EuGB" label and the optional disclosures regime for securities issued as "environmentally sustainable" could have an impact on investor demand for, and pricing of, use-of-proceeds securities that do not comply with the requirements of the "EuGB" label or the optional disclosures regime, such as Green Notes. It could result in lower demand or reduced liquidity or could otherwise affect the market price of any Green Notes that do not comply with those standards proposed under the EU Green Bond Regulation.

Moreover, prospective investors should be aware that the Transition Finance Notes do not fall within the scope of the ICMA Principles. The Transition Finance Framework has been prepared in alignment with the core principles and recommendations of the Climate Transition Finance Handbook and the Climate Transition Bond Guidelines published by ICMA in November 2025 and the Guide to Transition Loans published by the LMA, APLMA and LSTA in October 2025. Such materials are guidance and do not constitute an external certification or taxonomy. ICMA has not published a standalone set of principles (equivalent to the ICMA Principles) that would apply to an issuance of such Transition Finance Notes. No assurance can be given that any Transition Finance Notes or Eligible Transition Activities will satisfy all investor expectations regarding transition finance.

For the avoidance of doubt, SLL Financing Notes are intended to be issued in accordance with the ICMA Guidelines for Sustainability-Linked Loans Financing Bonds and are not sustainability-linked bonds within the scope of the Sustainability-Linked Bond Principles or green bonds within the scope of the Green Bond Principles administered by ICMA. In particular, and for the purposes of PRM 4.7, the SLL Financing Notes are not linked to the Bank satisfying or complying with any specified sustainability targets (see further "*Use of Proceeds*"). The SLL Financing Notes are use-of-proceeds instruments pursuant to which the Bank intends to allocate an amount equivalent to the net proceeds of such Notes to fund or refinance, in whole or in part, the Eligible SLL Portfolio. The Eligible SLL Portfolio consists of general corporate purpose loans that are intended to satisfy the characteristics of sustainability-linked loans (under the versions of the Sustainability-Linked Loan Principles, as published by the LMA, APLMA and LSTA, that correspond to the year of signing of the relevant loan facility) but no assurance can be given that they will do so and the proceeds of such loans are not specifically allocated to "green", "sustainable" or "social" projects.

None of the Arrangers, the Dealers, any Agent or any other person makes any representation or gives any assurance as to any Framework's compliance or alignment with any of the ICMA Principles, the Climate Transition Finance Handbook, the Climate Transition Bond Guidelines, the Sustainability-Linked Loan Principles or the Guidelines for Sustainability-Linked Loans Financing Bonds, as applicable and no assurance is given that any Sustainable Notes, Transition Finance Notes or SLL Financing Notes will satisfy the requirements or expectations of any particular investor in relation to such principles, guidelines or standards. Each such principle, guideline or standard may be subject to change at any time without notice. Furthermore, none of the relevant Frameworks, any such principles, guidelines or standards, or any associated reports, verification assessments or the contents of the same are incorporated in and/or form part of this Base Prospectus.

Accordingly, no assurance is or can be given (whether by the Bank, the Arrangers, the Dealers, the Agents or any other person) to investors that: (a) any projects or uses the subject of, or related to, any Eligible Projects, Eligible Transition Activities or Eligible SLLs will meet any or all investor expectations regarding the applicable "green", "environmental", "sustainable", "social", "transition",

"sustainability-linked" or other equivalently labelled performance objectives; (b) any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any Eligible Projects, Eligible Transition Activities or Eligible SLLs; or (c) the Frameworks will be aligned with the EU Taxonomy or any other present or future sustainability framework or guidelines.

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

If any Sustainable Notes, Transition Finance Notes or SLL Financing Notes are at any time listed or admitted to trading on any dedicated "green", "environmental", "sustainable", "social", "transition", "sustainability-linked" or other equivalently labelled segment of any stock exchange or securities market (whether or not regulated) or included in any similarly labelled index, no representation or assurance is given by the Bank, the Arrangers, the Dealers, the Agents or any other person that such listing, admission or inclusion satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own bylaws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any Eligible Projects, Eligible Transition Activities or Eligible SLLs funded with the proceeds from any Sustainable Notes, Transition Finance Notes or SLL Financing Notes (as applicable). Furthermore, it should be noted that the criteria for any such listing, admission to trading or index inclusion may vary from one stock exchange, securities market or index to another. Nor is any representation or assurance given or made by the Bank, the Arrangers, the Dealers, the Agents or any other person that any such listing, admission to trading or index inclusion will be obtained in respect of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes or, if obtained, that it will be maintained during the life of such Notes.

Whilst it is the Bank's intention to apply the proceeds of any Sustainable Notes, Transition Finance Notes or SLL Financing Notes in the manner described in "*Use of Proceeds*" and to obtain and publish the relevant reports, assessments, opinions and certifications in, or substantially in, the manner described in "*Use of Proceeds*", there can be no assurance (whether by the Bank, the Arrangers, the Dealers, any Agent or any other person) that the Bank will be able to do this. Nor can there be any assurance that any Eligible Projects will be completed within any specified period or at all or with the

results or outcome (whether or not related to the environment) as originally expected or anticipated by the Bank, or that any Eligible Transition Activities or Eligible SLLs will have the results or outcome originally expected or anticipated by the Bank.

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

An Eligible Project, Eligible Transition Activity or Eligible SLL may no longer satisfy the eligibility criteria set out in the relevant Framework during its life, due to changes to that Framework and/or the circumstances of the Eligible Project, Eligible Transition Activity or Eligible SLL and/or any other reasons. The reallocation of such proceeds to a new Eligible Project, Eligible Transition Activity or Eligible SLL may not be possible or may be delayed. No representation or assurance is given or made by the Bank, the Arrangers, the Dealers, any Agent or any other person that the amount used for financing or refinancing Eligible Projects, Eligible Transition Activities or Eligible SLL Portfolio will always satisfy the applicable eligibility criteria.

3. FORM OF FINAL TERMS AND FORM OF PRICING SUPPLEMENT

- (a) Paragraph 4 of Part B – Other Information of the section headed "FORM OF FINAL TERMS" on page 115 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

4. [SUSTAINABLE NOTES, TRANSITION FINANCE NOTES, SLL FINANCING NOTES AND REASONS FOR THE OFFER]

- (i) Sustainable Notes: [Yes, [Green/Social/Sustainability] Notes]/[No]
- (ii) Transition Finance Notes: [Yes]/[No]
- (iii) SLL Financing Notes: [Yes]/[No]
- (iv) Reasons for the offer: [See "*Use of Proceeds*" in the Base Prospectus]/[•]

- (b) Paragraph 4 of Part B – Other Information of the section headed "FORM OF PRICING SUPPLEMENT" on page 126 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

4. [SUSTAINABLE NOTES, TRANSITION FINANCE NOTES, SLL FINANCING NOTES AND REASONS FOR THE OFFER]

- (i) Sustainable Notes: [Yes, [Green/Social/Sustainability] Notes]/[No]
- (ii) Transition Finance Notes: [Yes]/[No]
- (iii) SLL Financing Notes: [Yes]/[No]
- (iv) Reasons for the offer: [See "*Use of Proceeds*" in the Base Prospectus]/[•]

4. USE OF PROCEEDS

The section headed "USE OF PROCEEDS" on page 129 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Save in respect of Sustainable Notes, Transition Finance Notes and SLL Financing Notes, the net proceeds from each issue of Notes will be applied by the Bank for its general corporate purposes or for any other purpose specified in the relevant Final Terms or Pricing Supplement, as the case may be.

Sustainable Notes

FAB's sustainable finance framework (as amended, supplemented, restated and/or otherwise updated from time to time, the "**Sustainable Finance Framework**") has been prepared with reference to, among other things, the Green Bond Principles, the Social Bond Principles and the Sustainability Bond Guidelines published by the International Capital Market Association ("**ICMA**" and such principles, "**ICMA Principles**").

If the relevant Final Terms specify the relevant Tranche of Sustainable Notes as "Green Notes", the Bank intends to allocate an amount equivalent to the net proceeds of such Notes to fund or refinance, in whole or in part, eligible projects (including assets, investments, activities and related expenditures) that satisfy the applicable eligibility criteria set out in the Sustainable Finance Framework (the "**Eligible Projects**" and such Notes, "**Green Notes**"). Green Notes may be marketed as "Blue Notes" or "Nature Notes", or with another alternative label, where the relevant Eligible Projects fall within those green categories that are specifically identified in the Sustainable Finance Framework and the applicable eligibility criteria set out in the Sustainable Finance Framework are satisfied, and the applicable label is identified in the title of the relevant Notes.

If the relevant Final Terms specify the relevant Tranche of Sustainable Notes as "Social Notes", the Bank intends to allocate an amount equivalent to the net proceeds of such Notes to fund or refinance, in whole or in part, Eligible Projects falling within the eligible social categories set out in the Sustainable Finance Framework ("**Social Notes**"). Social Notes may be marketed with alternative labels where the relevant Eligible Projects fall within those social categories that are specifically identified in the Sustainable Finance Framework and the applicable eligibility criteria set out in the Sustainable Finance Framework are satisfied, and the applicable label is identified in the title of the relevant Notes.

If the relevant Final Terms specify the relevant Tranche of Sustainable Notes as "Sustainability Notes", the Bank intends to allocate an amount equivalent to the net proceeds of such Notes to fund or refinance, in whole or in part, Eligible Projects falling within any combination of the eligible green categories, including the relevant blue- and nature-related categories, and/or social categories set out in the Sustainable Finance Framework ("**Sustainability Notes**").

Green Notes, Social Notes and Sustainability Notes are collectively referred to in this Base Prospectus as "**Sustainable Notes**".

The Sustainable Finance Framework sets out the eligibility criteria applicable to Eligible Projects. Eligible Projects may fall within green and social categories including, among others, renewable energy, energy efficiency, green buildings, pollution prevention and control, environmentally sustainable management of living natural resources, terrestrial and aquatic biodiversity conservation, clean transportation, sustainable water and wastewater management, climate change adaptation and resilience, circular economy adapted products, production technologies and processes and/or certified eco-efficient products, affordable basic infrastructure, access to essential services, affordable housing, employment generation, socio-economic advancement and empowerment and food security and sustainable food systems.

Financing to a company may also constitute an Eligible Project where the relevant company satisfies the sustainable profile criteria set out in the Sustainable Finance Framework, including applicable revenue, EBITDA or renewable energy generation thresholds. Such financing remains subject to the applicable exclusions set out in the Sustainable Finance Framework.

Eligible Projects will be evaluated, selected and monitored by the Bank in accordance with the eligibility criteria and governance processes set out in the Sustainable Finance Framework. If an Eligible Project ceases to satisfy the applicable eligibility requirements, the relevant amount will be available for reallocation in accordance with the Sustainable Finance Framework.

The Bank will track the allocation of the amount equivalent to the net proceeds of Sustainable Notes to Eligible Projects through its sustainable finance register. The Bank expects to achieve full allocation of the amount equivalent to the net proceeds of Sustainable Notes within 24 months of the issue date of the relevant Sustainable Notes. Pending allocation, unallocated amounts may be temporarily invested in accordance with the Sustainable Finance Framework.

The Bank has obtained a second party opinion from DNV Business Assurance Group AS, Dubai Branch in respect of the Sustainable Finance Framework.

The Bank publishes a Sustainable Finance Impact Report annually. In accordance with the Sustainable Finance Framework, the Bank expects such reporting to include information on the allocation of the amount equivalent to the net proceeds of Sustainable Notes and the expected and/or achieved environmental and social impacts of the Eligible Projects financed or refinanced thereby. The Bank also intends to obtain independent external assurance in respect of such report.

Transition Finance Notes

FAB's transition finance framework (as amended, supplemented, restated and/or otherwise updated from time to time, the "**Transition Finance Framework**") has been prepared having regard to, among other things, the Climate Transition Bond Guidelines and the Climate Transition Finance Handbook in each case published by ICMA and the Guide to Transition Loans published by the LMA, APLMA and LSTA.

If the relevant Final Terms specify the relevant Tranche of Notes as "**Transition Finance Notes**", the Bank intends to allocate an amount equivalent to the net proceeds of such Notes (the "**Transition Finance Notes Equivalent Amount**") to fund or refinance, in whole or in part, eligible transition projects and activities (including eligible assets, investments and financings) that satisfy the eligibility criteria set out in the Transition Finance Framework (each, an "**Eligible Transition Activity**" and such Notes, "**Transition Finance Notes**").

Transition Finance Notes may be marketed with alternative labels where the relevant Eligible Transition Activities satisfy the eligibility criteria applicable to that label under the Transition Finance Framework and the applicable label is identified in the title of the relevant Notes.

The Transition Finance Framework sets out the criteria for determining the eligibility of Eligible Transition Activities, including applicable transition, decarbonisation, environmental and social safeguards. Eligible Transition Activities will be evaluated, selected and monitored by the Bank in accordance with the Transition Finance Framework.

The Bank will track the allocation of the Transition Finance Notes Equivalent Amount to Eligible Transition Activities through its transition finance register or such other internal tracking arrangements as may be described in the Transition Finance Framework. If an Eligible Transition Activity ceases to qualify or is repaid, the Bank intends to reallocate the relevant amount in accordance with the Transition Finance Framework.

The Bank expects to achieve full allocation of the Transition Finance Notes Equivalent Amount within 24 months of the issue date of the relevant Transition Finance Notes. Pending allocation, unallocated amounts may be temporarily invested in accordance with the Transition Finance Framework.

The Bank has obtained a second party opinion from DNV Business Assurance Group AS, Dubai Branch in respect of the Transition Finance Framework.

The Bank publishes a Sustainable Finance Impact Report annually. The Bank expects such reporting to include information on the allocation of the Transition Finance Notes Equivalent Amount and the environmental impacts and/or performance of the Eligible Transition Activities financed or refinanced thereby, in each case as described in the Transition Finance Framework. The Bank also intends to obtain independent external assurance in respect of such report.

SLL Financing Notes

FAB's sustainability-linked finance framework (as amended, supplemented, restated and/or otherwise updated from time to time, the “**Sustainability-Linked Finance Framework**”) has been prepared having regard to, among other things, the Sustainability-Linked Loan Principles published by the LMA, APLMA and LSTA and the Guidelines for Sustainability-Linked Loans Financing Bonds published by ICMA.

If the relevant Final Terms specify the relevant Tranche of Notes as "Sustainability-Linked Loan Financing Notes" or "SLL Financing Notes", the Bank intends to allocate an amount equivalent to the net proceeds of such SLL Financing Notes (the "**SLL Financing Notes Equivalent Amount**") to fund or refinance, in whole or in part, a portfolio (the "**Eligible SLL Portfolio**") of sustainability-linked loans that satisfy the eligibility criteria set out in the Sustainability-Linked Finance Framework (each an "**Eligible SLL**" and such Notes, "**SLL Financing Notes**").

For the avoidance of doubt, the SLL Financing Notes are use-of-proceeds instruments and are not linked to the Bank satisfying or complying with any specified sustainability-related key performance indicators (“**KPIs**”) and are not Sustainability-Linked Bonds within the meaning of the ICMA Sustainability-Linked Bond Principles.

To be eligible for inclusion in the Eligible SLL Portfolio, a sustainability-linked loan must satisfy the eligibility requirements set out in the Sustainability-Linked Finance Framework, including requirements relating to the selection of KPIs, calibration of sustainability performance targets (“**SPTs**”), financial and/or structural characteristics, reporting and verification, together with the Bank’s applicable exclusion screening and environmental and social risk assessment requirements. Only drawn amounts under an Eligible SLL are eligible for allocation in the Eligible SLL Portfolio.

Eligible SLLs will be evaluated, selected and monitored by the Bank in accordance with the Sustainability-Linked Finance Framework. The Bank will track the allocation of the SLL Financing Notes Equivalent Amount to the Eligible SLLs Portfolio through its sustainability-linked instruments register or such other internal tracking arrangements as may be described in the Sustainability-Linked Finance Framework. The Bank will seek to avoid double counting of Eligible SLLs and, if an Eligible SLL ceases to qualify or is repaid, intends to reallocate the relevant amount in accordance with the Sustainability-Linked Finance Framework.

The Bank expects to achieve full allocation of the SLL Financing Notes Equivalent Amount within 24 months of the issue date of the relevant SLL Financing Notes. Pending allocation, unallocated amounts may be temporarily invested in accordance with the Sustainability-Linked Finance Framework.

The Bank has obtained a second party opinion from DNV Business Assurance Group AS, Dubai Branch in respect of the Sustainability-Linked Finance Framework.

The Bank publishes a Sustainable Finance Impact Report annually and expects such report to include information on the allocation of the SLL Financing Notes Equivalent Amount and the Eligible SLL Portfolio, in each case as described in the Sustainability-Linked Finance Framework. The Bank also intends to obtain independent external assurance in respect of such report.

The Sustainable Finance Framework, the Transition Finance Framework, the Sustainability-Linked Finance Framework along with the respective second party opinions are available on the Bank's website at <https://www.bankfab.com/en-ae/about-fab/sustainability/reports-policy-frameworks>. For the avoidance of doubt, any information on, or accessible through, the Bank's website (including the Sustainable Finance Framework, the Transition Finance Framework, the Sustainability-Linked Finance Framework, the respective second party opinions and any allocation, impact or assurance report) is not, nor shall it be deemed to be, incorporated in and/or form part of this Base Prospectus and should not be relied upon in connection with making any investment decision with respect to any Notes to be issued under the Programme.

See also "Risk Factors – Factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme – Risks related to the structure of a particular issue of Notes – The use of proceeds of the Notes of any Tranche identified as Sustainable Notes, Transition Finance Notes or SLL Financing Notes in the relevant Final Terms may not meet investor expectations or requirements or otherwise may not be suitable for an investor's investment criteria."

5. DESCRIPTION OF THE GROUP

The sub-section headed "Group ESG Policy" in the section headed "DESCRIPTION OF THE GROUP" on page 144 of the Base Prospectus under shall be deleted in its entirety and replaced with the following:

Group ESG Policy

FAB has adopted the 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.

Within the principles established by the Group ESG Policy, the Group adopted the Sustainable Finance Framework, the Transition Finance Framework and the Sustainability-Linked Finance Framework (each as defined in "*Use of Proceeds*"). The Frameworks set out the relevant eligibility, evaluation and selection, management of proceeds and reporting arrangements applicable to Sustainable Notes, Transition Finance Notes and SLL Financing Notes issued under the Programme. See further "*Use of Proceeds*".

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

6. MANAGEMENT

The section headed "MANAGEMENT" starting on page 164 of the Base Prospectus shall be amended as follows:

- (c) The sub-section headed " Board Risk and ESG Committee (BRESGC)" on page 170 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Board Risk and ESG Committee (BRESGC)

The BRESGC provides oversight and advice to the Board in relation to current and potential future risk. The BRESGC approves the Group's environmental and social risk and climate risk frameworks and policies, monitors progress against the Group's net-zero commitments and applicable regulatory requirements. It also considers and helps direct future risk and ESG strategies, including determination of risk appetite and tolerance as well as promote a risk and ESG awareness culture within the Group.

As at the date of this Base 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.

- (d) The first paragraph under the sub-section headed "Group ESG Committee" on page 176 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Group ESG Committee (G-ESGC)

The Group ESG Committee, chaired by the Group Chief Executive Officer, is the senior authority at management level for decision making on all ESG related matters in the Group. The G-ESGC is responsible for overseeing implementation of the Group's ESG strategy, approving material ESG commitments, targets and positions, directing the Group's net-zero pathway planning and climate risk response and monitoring ESG performance and disclosures.

As at the date of this Base Prospectus, the Group ESG Committee had eight voting members.

ESG and Sustainable Finance Committee (ESG-SFC)

The ESG and Sustainable Finance Committee, chaired by the Group Chief Sustainability Officer, is a cross-functional management forum that monitors implementation of the Group's ESG strategy, key risk indicators and policy compliance, performance against sustainable finance targets and Framework commitments and ESG-related regulatory developments and their operational implications. The ESG-SFC also supports the integration of ESG considerations into client assessments and reviews sustainable finance transactions.