

**SECOND SUPPLEMENT DATED 28 APRIL 2022
TO THE BASE PROSPECTUS DATED 24 JANUARY 2022**



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 base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 24 January 2022 as supplemented by the first base prospectus supplement dated 27 January 2022 (together, the "**Base Prospectus**") prepared by FAB Sukuk Company Limited (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**"). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**"), as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK Prospectus Regulation**").

This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and, together with the Base Prospectus, comprises a base prospectus for the purposes of 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 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 the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Certificates.

The purpose of this Supplement is to: (a) incorporate by reference into the Base Prospectus the condensed consolidated interim financial statements of the Bank as at and for the three months ended 31 March 2022 and the independent auditors' review report thereon; and (b) update the no significant change and no material adverse change statements in relation to the Bank.

IMPORTANT NOTICES

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

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 material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Certificates issued under the Programme has arisen or been noted, as the case may be, since 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.ae).

This Supplement and the Base Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any Certificates by or on behalf of the Trustee, the Bank or any Dealer in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. For a more complete description of certain restrictions on offers and sales of the Certificates described in this Supplement and the Base Prospectus, see "*Subscription and Sale*" in the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe Certificates may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published, in accordance with the Prospectus Regulation.

The Certificates have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws and the Certificates may not be offered, sold or delivered within the United States or to, or for the account or the benefit of, U.S. persons (as defined under Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available and the offer or sale is made in accordance with all applicable securities laws of any state of the United States and any other jurisdiction.

UPDATES TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus, shall be supplemented by the information set out as follows:

Publication of the Bank's Q1 2022 Financial Statements

On 28 April 2022, the Bank published its condensed consolidated interim financial statements as at and for the three months ended 31 March 2022, together with the independent auditors' review report thereon (the "**Q1 2022 Financial Statements**").

A copy of the Q1 2022 Financial Statements has been filed with the FCA and the Q1 2022 Financial Statements are incorporated by reference in, and form part of, this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

A copy of the Q1 2022 Financial Statements can be viewed on the website of the Bank at <https://www.bankfab.com/-/media/fabgroup/home/about-fab/investor-relations/pdfs/investor-relations/2022/fab-fs-q1-2022-english.pdf?view=1>.

For the avoidance of doubt, any documents incorporated by reference in the Q1 2022 Financial Statements shall not form part of this Supplement or the Base Prospectus.

Any non-incorporated parts of the Q1 2022 Financial Statements are either not relevant for an investor or are otherwise covered elsewhere in this Supplement or in the Base Prospectus.

No Significant Change or Material Adverse Change Statements

The sub-section headed "Significant/Material Change" on page 166 of the Base Prospectus shall be deemed to be replaced in its entirety with the following paragraphs:

"Since 31 December 2021, there has been no material adverse change in the prospects of the Bank or the Bank and its Subsidiaries.

Since 31 March 2022, there has not been any significant change in the financial performance or financial position of the Bank or the Bank and its Subsidiaries.

There has been no significant change in the financial performance or financial position of the Trustee and no material adverse change in the financial position or prospects of the Trustee, in each case, since the date of its incorporation."