

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes 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 European Economic Area ("**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 Article 4(1) of Directive 2014/65/EU (as amended, "**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; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes 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 Notes 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 United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as 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; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's 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 Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

FINAL TERMS

Final Terms dated 15 May 2024

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$ 20,000,000 Floating Rate Notes due May 2029

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 14 July 2023, the first supplemental Base Prospectus dated 24 July 2023, the second supplemental Base Prospectus dated 19 October 2023, the third supplemental Base Prospectus dated 1 February 2024 and the fourth supplemental Base Prospectus dated 1 May 2024. This document constitutes the Final Terms relating to the issue of Notes described herein and must be read in conjunction with the Base Prospectus and its supplement in order to obtain all the relevant information.

The Base Prospectus and the supplemental Base Prospectus are available for viewing at the market news section of the London Stock Exchange website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and during normal business hours at the registered offices of the Bank at FAB Building, Khalifa Business Park – Al Qurm District, P.O. Box 6316, Abu Dhabi, United Arab Emirates and the Fiscal Agent at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.

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| 1. | Issuer: | First Abu Dhabi Bank PJSC |
| 2. | (i) Series Number: | 155 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | United States Dollars ("U.S.\$") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | U.S.\$ 20,000,000 |
| | (ii) Tranche: | U.S.\$ 20,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | U.S.\$ 200,000 |
| | (ii) Calculation Amount: | U.S.\$ 200,000 |

7.	(i)	Issue Date:	17 May 2024
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	17 May 2029
9.		Interest Basis:	SOFR + 1.00 per cent. Floating Rate
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.	(i)	Status of the Notes:	Senior
	(ii)	Date Board approval for issuance of Notes obtained:	Not Applicable
	(iii)	Date of UAE Central Bank approval for issuance of Subordinated Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Applicable
(i)	Specified Period:	Quarterly
(ii)	Specified Interest Payment Dates:	17 February, 17 May, 17 August and 17 November in each year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
(iii)	First Interest Payment Date:	17 August 2024
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Additional Business Centre(s):	London & New York
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination Referencing SOFR or SONIA
(vii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Not Applicable

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| (viii) | Screen Rate Determination not Referencing SOFR or SONIA: | Not Applicable |
| (ix) | Screen Rate Determination Referencing SOFR or SONIA: | Applicable |
| | • Reference Rate: | SOFR |
| | • Interest Determination Date(s): | The fifth Business Day immediately preceding the Interest Payment Date for each Interest Period (or immediately preceding such earlier date, if any, on which the Notes are due and payable) |
| | • Calculation Method: | Compounded Daily |
| | • Observation Method: | Observation Shift |
| | • Observation Look-Back Period: | 5 U.S. Government Securities Business Days |
| | • Effective Interest Payment Date: | Not Applicable |
| | • Rate Cut-off Date: | Not Applicable |
| | • Relevant Number: | Not Applicable |
| | • D: | 360 |
| | • Relevant Screen Page: | Not Applicable |
| | • Relevant Time: | Not Applicable |
| | • Relevant Financial Centre: | New York |
| (x) | Margin(s): | +1.00 per cent. per annum |
| (xi) | Minimum Rate of Interest: | Not Applicable |
| (xii) | Maximum Rate of Interest: | Not Applicable |
| (xiii) | Day Count Fraction: | Actual/360
with the Calculation Period being subject to adjustment in accordance with the Business Day Convention set out in (iv) above |
| (xiv) | Linear Interpolation: | Not Applicable |
| (xv) | Benchmark Replacement fall back: | Condition 8(f)(2) (ARRC) is applicable |

16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

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|-----|--|---|
| 17. | Call Option | Not Applicable |
| 18. | Put Option | Not Applicable |
| 19. | Final Redemption Amount of each Note | 100 per cent. of their nominal amount |
| 20. | Early Redemption Amount
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: | Applicable
U.S.\$ 200,000 per Calculation Amount |


GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 21. | Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. |
| 22. | Additional Financial Centre(s): | London and New York |
| 23. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 24. | RMB Settlement Centre(s): | Not Applicable |
| 25. | RMB Currency Event: | Not Applicable |
| 26. | Relevant Currency for Condition 11(k)/12(d): | Not Applicable |
| 27. | Relevant Spot Rate Screen Pages for Condition 11(k)/12(d): | Not Applicable |
| 28. | Party responsible for calculating the Spot Rate for Condition 11(k)/12(d): | Not Applicable |
| 29. | THIRD PARTY INFORMATION

Not Applicable | |

Signed on behalf of **First Abu Dhabi Bank PJSC**:

By: 
Duly Authorised 
Rula AlQadi
Group Treasurer
1000632

By: 
Duly Authorised 
Azzam Anani
SMD & Head of Global Markets Products
A-1581 45825

PART B – OTHER INFORMATION

1. LISTING

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|------|---|---|
| (i) | Listing and admission to trading: | Application is expected to be made by the Bank (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 625 |

2. RATINGS

Ratings:	The Notes to be issued are not expected to be rated
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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 Bank and its affiliates in the ordinary course of business for which they may receive fees.

4. SUSTAINABLE NOTES AND REASONS FOR THE OFFER

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|------|------------------------|---|
| (i) | Sustainable Notes: | Yes |
| (ii) | Reasons for the offer: | The net proceeds of the issuance of the Notes will be used to fund or refinance, in whole or in part, eligible projects in eligible categories which are defined in the Bank's Sustainable Finance Framework. |

The Bank has broadly defined the eligible categories in accordance with the Social Bond Principles promulgated by the International Capital Market Association. Eligible categories include:

- affordable basic infrastructure;
- access to essential services;
- affordable housing;
- employment generation;
- socio-economic advancement and empowerment; and

- food Security and Sustainable Food Systems

Up to 100 per cent. of the proceeds may be applied to refinance existing eligible projects within the eligible categories that are currently funded by the Bank. Proceeds used for refinancing eligible projects will be substituted in favour of funding new eligible projects within eligible categories as and when these become funded by the Bank.

The Bank expects that the proceeds will be allocated to eligible projects within the Middle East region. However, given the nature of the Bank's business and the international operations of the Bank's clients, the proceeds may be used globally without geographical restriction.

Where any portion of the proceeds has not been applied to finance eligible projects within eligible categories the proceeds may be invested according to local liquidity management guidelines pending investment in eligible projects.

5. ESTIMATED NET PROCEEDS

U.S.\$ 20,000,000

6. Fixed Rate Notes only – YIELD

Indication of yield:

Not Applicable

7. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA D

8. OPERATIONAL INFORMATION

ISIN:

XS2823831362

Common Code:

282383136

CFI:

See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible

National Numbering Agency that assigned the
ISIN

FISN: See the website of the Association of National
Numbering Agencies (ANNA) or
alternatively sourced from the responsible
National Numbering Agency that assigned the
ISIN

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

Any clearing system(s) other than
Euroclear Bank SA/NV and
Clearstream Banking S.A. and the
relevant addressees and identification
number(s): Not Applicable

Delivery: Delivery against payment

9. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
 - (A) If syndicated, names of Managers: Not Applicable
 - (B) Stabilisation Manager(s) (if any): Not Applicable
- (ii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iii) Prohibition of Sales to United Kingdom Retail Investors: Applicable
- (iv) If non-syndicated, name of relevant Dealer: Merrill Lynch International