

MIFID II product governance / Professional investors and ECPs only target market – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, "**MiFID II**"). Any person subsequently offering, selling or recommending the Notes (a "**MiFID II distributor**") should consider: (i) the target market for the Notes to be eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. However, a MiFID II distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) 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 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 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 Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

FINAL TERMS

Final Terms dated 20 January 2023

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WMK6RZS8H90

Issue of U.S.\$600,000,000 4.375 per cent. Notes due 2028

under the U.S.\$20,000,000,000

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 set forth in the Base Prospectus dated 7 July 2022, the first supplemental Base Prospectus dated 28 July 2022 and the second supplemental Base Prospectus dated 27 October 2022, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus is 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.

1.	Issuer:	First Abu Dhabi Bank PJSC
2.	(i) Series Number:	141
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	U.S. dollars ("U.S.\$")
4.	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$600,000,000
	(ii) Tranche:	U.S.\$600,000,000
5.	Issue Price:	99.339 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter
	(ii) Calculation Amount:	U.S.\$1,000
7.	(i) Issue Date:	24 January 2023
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	24 April 2028
9.	Interest Basis:	4.375 per cent. Fixed 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 UAE Central Bank approval for issuance of Subordinated Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	4.375 per cent. per annum payable semi-annually in arrear
(ii)	Interest Payment Date(s):	24 April and 24 October in each year commencing on 24 October 2023, subject to adjustment in accordance with the Business Day Convention set out in (viii) below There will be a long first interest period (the " Long First Interest Period ") in respect of the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the Interest Payment Date falling on 24 October 2023.
(iii)	First Interest Payment Date:	24 October 2023
(iv)	Fixed Coupon Amount:	U.S.\$21.875 per Calculation Amount other than in respect of the Long First Interest Period
(v)	Broken Amount(s):	In respect of the Long First Interest Period, U.S.\$32.8125 per Calculation Amount, payable on the Interest Payment Date falling on 24 October 2023
(vi)	Day Count Fraction:	30/360
(vii)	Determination Dates:	Not Applicable
(viii)	Business Day Convention:	Following Business Day Convention
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

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	Applicable
	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:	U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 21. | Form of Notes: | Registered Notes:

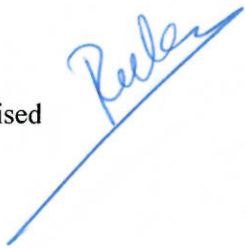
Global Registered Note exchangeable for Individual Registered Notes in the limited circumstances specified in the Global Registered Note. |
| 22. | Additional Financial Centre(s): | London and New York |
| 23. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which 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): | (i) Relevant Spot Rate Screen Page (Deliverable Basis): Not Applicable

(ii) Relevant Spot Rate Screen Page (Non-deliverable Basis): 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



By:

Duly Authorised

Azzam Anani
SMD & Head of Global Markets Products
A-1581 45825

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application has been made by the Bank (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market with effect from on or about 24 January 2023.
- (ii) Estimate of total expenses related to admission to trading: GBP5,500

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
Fitch: AA-
Moody's: Aa3
S&P: AA-
- Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.
- Each of Moody's and S&P are established in the European Economic Area and is registered under Regulation (EC) No. 1060/2009 (as amended).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their 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

- (i) Sustainable Notes: No
- (ii) Reasons for the Offer: See "Use of Proceeds" in the Base Prospectus

5. ESTIMATED NET PROCEEDS

U.S.\$596,000,000

6. YIELD

Indication of yield: 4.514 per cent. per annum

7. U.S. SELLING RESTRICTIONS

Regulation S Compliance Category 2; TEFRA not applicable

8. OPERATIONAL INFORMATION

ISIN: XS2580013386

Common Code: 258001338

CFI: DTFXFR

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: FADB PJSC/4.375 MTN 20280424

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: Syndicated

(A) If syndicated, names of Managers: Citigroup Global Markets Limited, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC, HSBC Bank plc and Standard Chartered Bank

(B) Stabilisation Manager(s) (if any): Standard Chartered Bank

(ii) Prohibition of Sales to EEA Retail Investors: Not Applicable

(iii) Prohibition of Sales to United Kingdom Retail Investors: Not Applicable

(iv) If non-syndicated, name of relevant Dealer: Not Applicable