

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 (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.

There are no manufacturers for the purposes of MiFID II. Any person offering, selling or recommending the Notes (a "**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 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) and determining appropriate distribution channels.

There are no manufacturers for the purposes of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"). Any distributor should consider (i) the target market for the Notes to be only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR, and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. However, a distributor subject to the FCA Handbook Product Intervention and Product Governance Rules is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market) and determining appropriate distribution channels.

PRICING SUPPLEMENT

Pricing Supplement dated 23 November 2021

The Financial Conduct Authority has neither approved nor reviewed the information contained in this Pricing Supplement.

First Abu Dhabi Bank PJSC

Legal entity identifier (LEI): 2138002Y3WМК6RZS8H90

U.S.\$365,000,000 Multi Callable Zero Coupon Notes due 2051

issued 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 terms and conditions of the Notes set forth in the Base Prospectus dated 15 July 2021, the first supplemental Base Prospectus dated 30 July 2021 and the second supplemental Base Prospectus dated 28 October 2021. This document constitutes the pricing supplement relating to the issue of Notes described herein and must be read in conjunction with the Base Prospectus and its supplements in order to obtain all of the relevant information.

The Base Prospectus and the supplemental Base Prospectuses 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.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Bank or any Dealer to publish a prospectus pursuant to either of Article 3 of the Prospectus Regulation or section 85 of the FSMA or to supplement a prospectus pursuant to either of Article 23 of the Prospectus Regulation or Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer.

- | | | |
|----|--|----------------------------------|
| 1. | Issuer: | First Abu Dhabi Bank PJSC |
| 2. | (i) Series Number: | 128 |
| | (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.\$365,000,000
	(ii) Tranche:	U.S.\$365,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	U.S.\$1,000,000
	(ii) Calculation Amount:	U.S.\$1,000,000
7.	(i) Issue Date:	30 November 2021
	(ii) Interest Commencement Date:	Not Applicable
8.	Maturity Date:	30 November 2051
9.	Interest Basis:	Zero Coupon
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 272.656693 per cent. of their nominal amount, equivalent to U.S.\$2,726,566.93 per Calculation Amount
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call
13.	(i) Status of the Notes:	Senior
	(ii) Date of 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	Not Applicable
16.	Zero Coupon Note Provisions	Applicable
	(i) Accrual Yield:	3.40 per cent. per annum
	(ii) Reference Price:	100 per cent. of the Calculation Amount
	(iii) Day Count Fraction in relation to Early Redemption Amounts:	30/360

with the Calculation Period not being subject to adjustment in accordance with any Business Day Convention

- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Any other formula/basis for determining amounts payable for Zero Coupon Notes which are Exempt Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. **Call Option** Applicable
 - (i) Optional Redemption Date(s):
 - 30 November 2026
 - 30 November 2031
 - 30 November 2036
 - 30 November 2041
 - 30 November 2046
 - (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):
 - U.S.\$1,181,959.77 per Calculation Amount on 30 November 2026
 - U.S.\$1,397,028.89 per Calculation Amount on 30 November 2031
 - U.S.\$1,651,231.94 per Calculation Amount on 30 November 2036
 - U.S.\$1,951,689.72 per Calculation Amount on 30 November 2041
 - U.S.\$2,306,818.73 per Calculation Amount on 30 November 2046
 - (iii) If redeemable in part: Not Applicable
 - (iv) Call option notice period: Minimum notice period of 5 Business Days
- 18. **Put Option** Not Applicable
- 19. **Final Redemption Amount of each Note** 272.656693 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 or other early redemption: As calculated in accordance with Condition 10(g)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 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 Centres: | London, New York and Taipei |
| 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. | Other terms or special conditions: | Not Applicable |

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

By: 
Duly Authorised


By:
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Taipei Exchange ("**TPEx**")
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the TPEx in the Republic of China ("**ROC**") for the listing and trading of the Notes on the TPEx. The Notes will be traded on the TPEx pursuant to the applicable rules of the TPEx. The effective date of listing of the Notes on the TPEx is on or about 30 November 2021. The TPEx is not responsible for the content of this document and the Base Prospectus and any supplement or amendment thereto and no representation is made by the TPEx to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. The TPEx expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document, the Base Prospectus or any supplement or amendment thereto. Admission to listing and trading on the TPEx shall not be taken as an indication of the merits of the Issuer or the Notes
- (iii) Estimate of total expenses related to admission to trading: New Taiwan Dollars 70,000 in relation to the listing and trading of the Notes on the TPEx

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
Moody's: Aa3 (Stable)

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

Save for any fees payable to the 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 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. Fixed Rate Notes only – YIELD

- Indication of yield: Not Applicable

5. DISTRIBUTION

- (i) Method of distribution: Syndicated

- | | | | |
|-------|-----|--|--|
| (ii) | (A) | If syndicated, names of Managers: | Australia and New Zealand Banking Group Limited, Taipei Branch and Standard Chartered Bank (Taiwan) Limited |
| | (B) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iii) | | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (iv) | | U.S. Selling Restrictions: | Regulation S Compliance Category 2; TEFRA D |
| (v) | | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (vi) | | Prohibition of Sales to United Kingdom Retail Investors: | Applicable |
| (vii) | | Additional Selling Restrictions: | <p>ROC Selling Restrictions:</p> <p>The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional institutional investors" as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the ROC. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a professional institutional investor.</p> |

6. OPERATIONAL INFORMATION

- | | |
|---|---|
| ISIN: | XS2412097177 |
| Common Code: | 241209717 |
| 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 |
| Structuring Agent: | First Abu Dhabi Bank PJSC |

First Abu Dhabi Bank PJSC, as an entity not licensed in the ROC, has not offered or sold, and will not subscribe for or sell or underwrite, any Notes

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

Delivery: Delivery against payment

7. **THIRD PARTY INFORMATION**

Not Applicable