

APPLICABLE FINAL TERMS

MIFID II 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); 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 MiFID II 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.

26 May 2020

EMIRATE OF ABU DHABI

Legal entity identifier (LEI): 213800FER4348CINTA77

Issue of U.S.\$1,000,000,000 3.125 per cent. Notes due 2030 (the Notes)

(to be consolidated and form a single series with the existing U.S.\$2,000,000,000 3.125 per cent. Notes due 2030 issued on 16 April 2020)

under the

Global 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 23 September 2019 and the supplements to it dated 8 April 2020 and 20 May 2020 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

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| 1. Issuer: | Emirate of Abu Dhabi |
| 2. (a) Series Number: | 12 |
| (b) Tranche Number: | 2 |
| | The Notes will be consolidated and form a single series with the existing U.S.\$2,000,000,000 3.125 per cent. Notes due 2030 issued on 16 April 2020 on the Issue Date |
| (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. Specified Currency or Currencies: | United States dollars (U.S.\$) |
| 4. Aggregate Nominal Amount: | |
| (a) Series: | U.S.\$3,000,000,000 |
| (b) Tranche: | U.S.\$1,000,000,000 |
| 5. Issue Price: | 108.149 per cent. of the Aggregate Nominal Amount (plus U.S.\$3,559,027.78 representing 41 days' accrued interest in respect of the period from, and including, 16 April 2020 to, but excluding, the Issue Date) |
| 6. (a) Specified Denominations: | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof |

(b)	Calculation Amount (in relation to calculation of interest in global form see Conditions):	U.S.\$1,000
7.	(a) Issue Date:	27 May 2020
	(b) Interest Commencement Date:	16 April 2020
8.	Maturity Date:	16 April 2030
9.	Interest Basis:	3.125 per cent. Fixed Rate (further particulars specified below)
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 Basis	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.125 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	16 April and 16 October in each year up to and including the Maturity Date
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	U.S.\$15.625 per Calculation Amount
	(d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
	(e) Day Count Fraction:	30/360
	(f) Determination Date(s):	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call:	Not Applicable
18.	Investor Put:	Not Applicable
19.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount
20.	Early Redemption Amount payable on event of default and:	U.S.\$1,000 per Calculation Amount

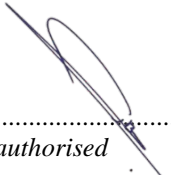
GENERAL PROVISIONS APPLICABLE TO THE NOTES

21.	Form of Notes:	Registered Notes Regulation S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Rule 144A Global Note registered in the name of a nominee for DTC
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22. Additional Financial Centre(s): Not Applicable

23. Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of the Emirate of Abu Dhabi:



By:

Duly authorised

Jassem Mohamed Bu Ataba AlZaabi
Chairman
Department of Finance

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and to be listed on the official list of the United Kingdom Financial Conduct Authority with effect from 27 May 2020.
- The Notes are to be consolidated and form a single series with the existing U.S.\$2,000,000,000 3.125 per cent. Notes due 2030 issued on 16 April 2020, which were admitted to trading on the London Stock Exchange's regulated market and listed on the official list of the United Kingdom Financial Conduct Authority with effect from 16 April 2020.
- Application will also be made to list the Notes on the Abu Dhabi Securities Exchange. No assurance can be given that such application will be granted.
- (b) Estimate of total expenses related to admission to trading: £4,790

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- S&P Global Ratings Europe Limited (**S&P**): AA
- Fitch Ratings Limited (**Fitch**): AA
- Each of S&P and Fitch is established in the European Union 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 Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD

- Indication of yield: 2.203 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN: XS2125308168 for the Regulation S Global Note
US29135LAH33 for the Rule 144A Global Note
- (b) Common Code: 212530816 for the Regulation S Global Note
212571563 for the Rule 144A Global Note
- (c) CUSIP: 29135LAH3
- (d) CINS: Not Applicable
- (e) Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment

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

6. DISTRIBUTION

(a) Method of distribution: Syndicated

(b) If syndicated, names of Managers: BNP Paribas
First Abu Dhabi Bank P.J.S.C.
J.P. Morgan Securities plc
Standard Chartered Bank

(c) Date of Subscription Agreement: 26 May 2020

(d) Stabilisation Manager(s) (if any): J.P. Morgan Securities plc

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

(f) U.S. Selling Restrictions: Reg. S Compliance Category 1; Rule 144A; TEFRA not applicable

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