

**SUPPLEMENT DATED 1 FEBRUARY 2024
TO THE BASE PROSPECTUS DATED 7 JULY 2023**



ABU DHABI COMMERCIAL BANK PJSC

(incorporated with limited liability in Abu Dhabi, United Arab Emirates)

U.S.\$15,000,000,000

Global Medium Term Note 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 7 July 2023, as supplemented by the supplemental base prospectus dated 9 August 2023 (the "**Base Prospectus**") prepared by Abu Dhabi Commercial Bank PJSC ("**ADCB**" or the "**Issuer**") in connection with the Issuer's Global Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$15,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms defined in the Base Prospectus, unless the context otherwise requires, have the same meanings when used in this Supplement. This Supplement, together with the Base Prospectus, comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**") and constitutes a supplement for the purposes of Article 23 of the EU Prospectus Regulation.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the EU Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

The purpose of this Supplement is to: (a) incorporate by reference into the Base Prospectus the audited consolidated financial statements of ADCB as at and for the year ended 31 December 2023, together with the notes to the consolidated financial statements and the auditors' report thereon; and (b) include a new "Significant or Material Change" statement.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, 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 Notes 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 Euronext Dublin at <https://live.euronext.com> and the website of ADCB at <http://www.adcb.com>; and (ii) obtained on written request and without charge from the registered office of the Issuer at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Sheikh Zayed Street, P.O. Box 939, Abu Dhabi, United Arab Emirates.

This Supplement and the Base Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any Notes by or on behalf of the Issuer 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 restrictions on offers and sales of the Notes described in this Supplement and the Base Prospectus, see "*Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

The Notes 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 Notes 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.

AMENDMENTS TO THE BASE PROSPECTUS

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

DOCUMENTS INCORPORATED BY REFERENCE

A copy of the audited consolidated financial statements of ADCB as at and for the year ended 31 December 2023, together with the notes to the consolidated financial statements and the auditors' report thereon (the "**2023 Financial Statements**") has been filed with the Central Bank of Ireland and by virtue of this Supplement, the 2023 Financial Statements are hereby incorporated into, and form part of, the Base Prospectus. For ease of reference, the table below sets out the relevant page references for the 2023 Financial Statements:

2023 Financial Statements

Independent Auditor's Report	Pages 4 to 8
Consolidated Statement of Financial Position.....	Page 9
Consolidated Income Statement.....	Page 10
Consolidated Statement of Comprehensive Income.....	Page 11
Consolidated Statement of Changes in Equity	Page 12
Consolidated Statement of Cash Flows.....	Page 13
Notes to the Consolidated Financial Statements	Pages 14 to 124

A copy is also available at <https://www.adcb.com/en/multimedia/pdfs/2023/december/FinancialStatements-FY-2023.pdf>.

SIGNIFICANT OR MATERIAL CHANGE

The paragraph under the heading "*Significant or Material Change*" on page 227 of the Base Prospectus shall be updated to read as follows:

"There has been no significant change in the financial position or financial performance of the Group since 31 December 2023. There has been no material adverse change in the prospects of the Group since 31 December 2023."