

## **Specified Securities Information**

**First Gulf Bank P.J.S.C.**

## SPECIFIED SECURITIES INFORMATION

Type of Information:	Specified Securities Information
Date of Announcement:	27 June 2014
Issuer Name:	First Gulf Bank P.J.S.C.
Name and Title of Representative:	Christopher Wilmot Executive Vice President, Head of Treasury & Global Markets  Rula Al Qadi Senior Manager, Group Funding, Treasury & Global Markets Group
Address of Main Office:	P.O. Box 6316, Abu Dhabi, United Arab Emirates
Telephone:	+971-2-681-6666
Contact Person:	Attorney-in-Fact:  Eiichi Kanda, Attorney-at-law  Chihiro Ashizawa, Attorney-at-law  Yu Nimura, Attorney-at-law  Clifford Chance Law Office (Gaikokuho Kyodo Jigyō) Address: Akasaka Tameike Tower, 6th Floor 17-7, Akasaka 2-Chome Minato-ku, Tokyo 107-0052  Telephone: +81-3-5561-6600
Type of Securities:	Notes (the " <b>Notes</b> ")
Total Issuance Value of Securities:	JPY10 billion
Contents of Program Information:	
Date of Announcement:	10 June 2014
Scheduled Issuance Period:	11 June 2014 to 10 June 2015
Maximum Outstanding Issuance Amount:	U.S.\$1 billion (for this Program)
Matters related to Financial Instruments Exchange Market, etc.:	Not applicable
Address of Website for Announcement:	<a href="http://www.tse.or.jp/rules/probond/index.html">http://www.tse.or.jp/rules/probond/index.html</a>
Status of Submission of Annual Securities Reports:	None
Notes to Investors:	
1.	TOKYO PRO-BOND Market is a market for professional investors, etc. ( <i>Tokutei Toushika tou</i> ) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the " <b>FIEA</b> ") (the " <b>Professional Investors, Etc.</b> "). Notes listed on the market (" <b>Listed Notes</b> ") may involve high

investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Notes on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions after having carefully considered the contents of the Program Information.

2. The regulatory framework for TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on Tokyo Stock Exchange, Inc. ("**Tokyo Stock Exchange**") website.
3. Tokyo Stock Exchange does not express opinions or issue guarantees, etc. regarding the content of the Program Information (including but not limited to, whether the Program Information contains (a) a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss.
4. All prospective investors who purchase the Notes should be aware that when they offer to purchase the Notes, they shall be required to enter into and agree the terms of a transfer restriction agreement with the Issuer and/or the person making a solicitation. The terms of such transfer restriction agreement provide that prospective investors agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than the Professional Investors, Etc., except for the transfer of the Notes to the following:
  - (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or
  - (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
5. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:
  - (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
  - (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
  - (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person entering into an agreement providing for the restriction on transfer of the Notes as set forth in 4 above, (i) with each of the Issuer and the person making such Solicitation of the Note Trade (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);
  - (d) Article 4, paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, paragraph 2 of the FIEA;
  - (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.tse.or.jp/rules/probond/index.html> or any successor website), in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange; and
  - (f) the Issuer Information, Etc. will be provided to the Noteholders or made public pursuant to Article 27-32 of the FIEA.

6. In respect of the First Gulf Bank P.J.S.C. U.S.\$3,500,000,000 Euro Medium Term Note Programme dated 24 October 2013 a rating of A2 was assigned from Moody's Investors Service Ltd. ("**Moody's**") on 24 October 2013 and a rating of A+ was assigned from Fitch Ratings Ltd. ("**Fitch**") on 24 October 2013. Those credit rating firms have not been registered under Article 66-27 of the FIEA.

Unregistered credit rating firms are not subject to any supervision of the Financial Services Agency of Japan or regulations applicable to credit rating firms, including obligations to disclose information, nor obligated to publicize information regarding such matters as listed in Article 313, Paragraph 3, Item 3 of the Ordinance of the Cabinet Office Concerning Financial Instruments Business, Etc. (the "**Cabinet Office Ordinance**").

Moody's has Moody's Japan K.K. (registration number: Commissioner of Financial Services Agency (kakuzuke) No. 2), and Fitch has Fitch Ratings Japan Limited (registration number: Commissioner of Financial Services Agency (kakuzuke) No. 7) within their respective groups as registered credit rating firms under Article 66-27 of the FIEL, and Moody's and Fitch are specified affiliated corporations (as defined in Article 116-3, Paragraph 2 of the Cabinet Office Ordinance) of the respective registered credit rating firms above. The assumptions, significance and limitations of the credit ratings given by Moody's and Fitch are made available on the respective websites of (i) Moody's Japan K.K., at "Assumptions, Significance and Limitations of Credit Ratings" posted under "Related to Explanations of Unregistered Credit Ratings" in the column titled "Use of Ratings by Unregistered Firm" on the page appearing after clicking "Credit Rating Business" on Moody's website in the Japanese language (<http://www.moody.co.jp>), (ii) Fitch Ratings Japan Limited., at "Assumptions, Significance and Limitations of Credit Ratings" posted under "Overview of Policies etc for Credit Rating" in the "Regulatory Affairs" section in the column titled "About Fitch" on the left bar on its website (<http://www.fitchratings.co.jp>), respectively, which are made available for the public on the Internet.

7. The selling restrictions set forth in notes 4 and 5 above shall prevail over those set forth in the section entitled "SUBSCRIPTION AND SALE – Japan" in the Program Information.
8. All terms used in this Specified Securities Information and not otherwise defined herein shall have the same meaning herein as set forth in the Program Information.

Pricing Supplement dated 26 June 2014

No base prospectus is required to be produced in accordance with Directive 2003/71/EU (the "**Prospectus Directive**"), as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State) for this issue of Notes. The UK Listing Authority has neither approved nor reviewed the information contained in this Pricing Supplement.

**First Gulf Bank P.J.S.C.**

**Issue of JPY 10,000,000,000 0.863 per cent. Notes due 2019**

**under the U.S.\$3,500,000,000**

**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 24 October 2013 and the supplemental Base Prospectus dated 31 October 2013 which together constitutes a base prospectus (the "**Base Prospectus**"). These Final Terms contain the final terms of the Notes and must be read in conjunction with the Base Prospectus as so supplemented.

In order to get the full information on the Issuer and the Notes described herein, these Final Terms must be read in conjunction with the Base Prospectus as so supplemented. 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 Issuer at 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 Gulf Bank P.J.S.C.  |
| 2.  | Series Number:                               | 2014-1  |
| 3.  | Specified Currency or Currencies:            | Japanese Yen (" <b>JPY</b> ")   |
| 4.  | Aggregate Nominal Amount:                    |   |
|     | (i) Series:                                  | JPY 10,000,000,000  |
|     | (ii) Tranche:                                | JPY 10,000,000,000  |
| 5.  | Issue Price:                                 | 100 per cent. of the Aggregate Nominal Amount   |
| 6.  | (i) Specified Denominations:                 | JPY 100,000,000   |
|     | (ii) Calculation Amount:                     | JPY 100,000,000   |
| 7.  | (i) Issue Date:                              | 2 July 2014   |
|     | (ii) Interest Commencement Date:             | 3 July 2014   |
| 8.  | Maturity Date:                               | 3 July 2019   |
| 9.  | Interest Basis:                              | 0.863 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 Redemption/Payment Basis: | or Not Applicable   |

- |     |  |                       |
|-----|--|-----------------------|
| 12. | Put/Call Options:  | Change of Control Put |
| 13. | (i) Status of the Notes:                                 | Senior                |
|     | (ii) Date Board approval for issuance of Notes obtained: | 1 November 2009       |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--------------------------------------|---|
| 14. | <b>Fixed Rate Note Provisions</b>    | Applicable  |
|     | (i) Rate of Interest:                | 0.863 per cent. per annum payable semi-annually in arrear       |
|     | (ii) Interest Payment Dates:         | 3 January and 3 July in each year, commencing on 3 January 2015 |
|     | (iii) First Interest Payment Date:   | 3 January 2015  |
|     | (iv) Fixed Coupon Amount:            | JPY431,500 per Calculation Amount                               |
|     | (v) Broken Amount:                   | Not Applicable  |
|     | (vi) Day Count Fraction:             | 30/360  |
|     | (vii) Determination Dates:           | Not Applicable  |
|     | (viii) Business Day Convention:      | Modified Following Business Day Convention                      |
| 15. | <b>Floating Rate Note Provisions</b> | Not Applicable  |
| 16. | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |

**PROVISIONS RELATING TO REDEMPTION**

- |     |   |  |
|-----|---|--|
| 17. | <b>Call Option</b>  | Not Applicable                         |
| 18. | <b>Put Option</b>   | Not Applicable                         |
| 19. | <b>Change of Control Put</b>  | Applicable                             |
|     | Change of Control Put Price:  | JPY 100,000,000 per Calculation Amount |
| 20. | <b>Final Redemption Amount of each Note</b>   | 100 per cent. of their nominal amount  |
| 21. | <b>Early Redemption Amount</b>  | Applicable                             |
|     | Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default: | JPY 100,000,000 per Calculation Amount |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                               |  |
|-----|-------------------------------|--|
| 22. | Form of Notes:                | Temporary Global Bearer Note exchangeable for a Permanent Global Bearer Note which is exchangeable for Definitive Bearer Notes in the limited circumstances specified in the Permanent Global Bearer Note. |
| 23. | Additional Financial Centres: | London and New York<br><br>For the avoidance of doubt, the Principal Financial   |

Centre is Tokyo.

24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
25. RMB Settlement Centre(s): Not Applicable
26. RMB Currency Event: Not Applicable
27. Relevant Currency for Condition 11(k)/12(d): Not Applicable
28. 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
29. Party responsible for calculating the Spot Rate for Condition 11(k)/12(d): Not Applicable

Signed on behalf of **First Gulf Bank P.J.S.C.:**

By:   
Duly Authorised  
**Karim Karoui**  
Chief Financial Officer

By:   
Duly Authorised

## **PART B – OTHER INFORMATION**

### **1. LISTING**

Listing and admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the TOKYO PRO-BOND Market of the Tokyo Stock Exchange with effect from 3 July 2014.

### **2. RATINGS**

Ratings: Not Applicable

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

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

### **4. Fixed Rate Notes only – YIELD**

Indication of yield: 0.863 per cent. per annum

### **5. U.S. SELLING RESTRICTIONS**

Category 2, TEFRA D

### **6. OPERATIONAL INFORMATION**

ISIN Code: XS1082471183

Common Code: 108247118

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

### **7. THIRD PARTY INFORMATION**

Not Applicable