



Creating a UAE Champion and the region's International Bank

- A transformational merger of equals -

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Overview of the transaction and key terms

Exchange ratio

- Exchange ratio of 1.254 NBAD shares for every one FGB share
- NBAD will issue total of 5,643 million new shares to FGB shareholders
- Exchange ratio implies a discount to FGB's shareholders of 3.9% vs. previous trading day¹ and 12.2% vs. 3 months' average pre-leak share price²

Shareholders

- Following the merger, the combined bank will be 52.0% owned by FGB shareholders and 48.0% by NBAD shareholders
- Key shareholders: ADIC: 33.2%, Mubadala: 3.7%, Free float: 63.1%

Transaction structure

- Transaction will be structured as a merger of equals
- Statutory merger through share swap with NBAD issuing shares
- Combined bank to retain the brand name of "National Bank of Abu Dhabi" (NBAD)

Governance

- Board of Directors of combined bank to comprise of nine members
- Board will include four nominated directors of FGB and four nominated directors of NBAD
- H.H. Sheikh Tahnoon Bin Zayed Al Nahyan will be the Chairman, H.E. Nasser Ahmed Alsowaidi will be the Vice Chairman and Mr. Abdulhamid M. Saeed will be the CEO

Conditions

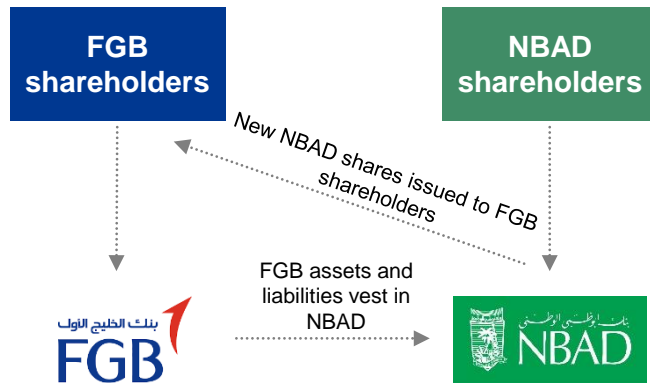
- FGB and NBAD shareholders to approve the transaction (minimum 75% vote)
- Approval of the UAE Central Bank
- Approvals of international regulators of FGB and NBAD
- Merger likely to be effective in Q1 2017

Notes:

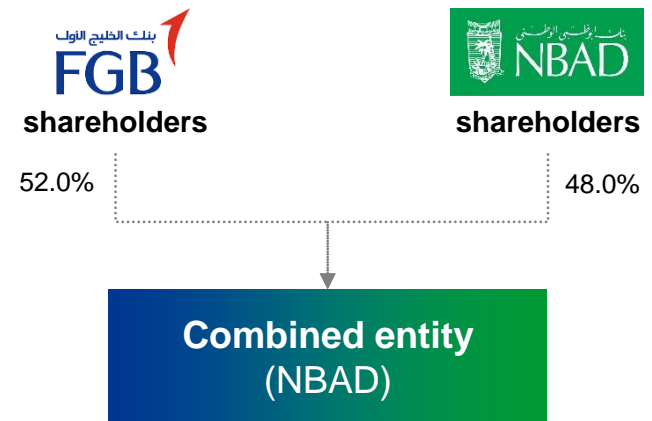
1. Based on 30 June 2016 closing share prices of AED12.60 for FGB and AED9.66 for NBAD.
2. As of 16 June 2016.

Transaction structure

Merger process

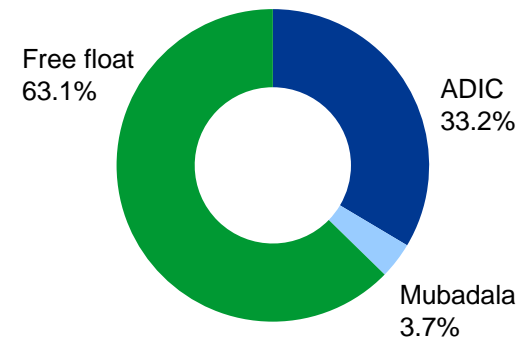


Post merger structure



Transaction structure will be a statutory merger, with NBAD issuing shares to FGB shareholders

Post-merger shareholding structure



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Compelling strategic rationale

Transformational transaction – a merger of equals...

- A** Creates No. 1 bank in the UAE, internationally connected for its target clients
- B** Combination of the best in class consumer and wholesale businesses and strong growth potential in Global Wealth
- C** Fit for the changing regulatory landscape
- D** Efficiency through cost and revenue synergies
- E** Enhanced capacity through capital consolidation and strong core liquidity to capture strategic growth opportunities

...to benefit all stakeholders

Customers

Employees

Equity holders

Lenders and bondholders

Society

Clear leader in the region

| Banking sector assets (US\$bn) | National champion ⁽¹⁾ | Total assets (US\$bn) | Equity (US\$bn) | Market cap (US\$bn) ⁽²⁾ |
|---|---|-----------------------|------------------------|------------------------------------|
|  UAE 674 |  بنك الطيخ الوب FGB NBAD  بنك الإمارات دبي الوطني Emirates NBD | 175 #1 113 | 24.5 #1 13.6 | 29.1 #2 12.6 |
|  KSA 589 |  NCB الأهلي | 121 | 15.3 | 21.3 |
|  Qatar 308 |  QNB | 151 | 16.3 | 32.3 |
|  Bahrain 190 |  البنك الأهلي المتحد ahli united bank | 35 | 3.7 | 4.4 |
|  Kuwait 188 |  الوطني NBK | 82 | 9.5 | 11.1 |
|  Oman 80 |  بنك مسقط Bank Muscat | 33 | 3.7 | 2.5 |

Source: Company information as of 31 March 2016 unless stated otherwise, FactSet and BMI. Preliminary pro-forma financials for FGB+NBAD take into account reclassification, intercompany elimination and consolidation adjustments.

(1) Defined as the largest bank in the country by total assets.

(2) Based on 30 June 2016 closing prices.

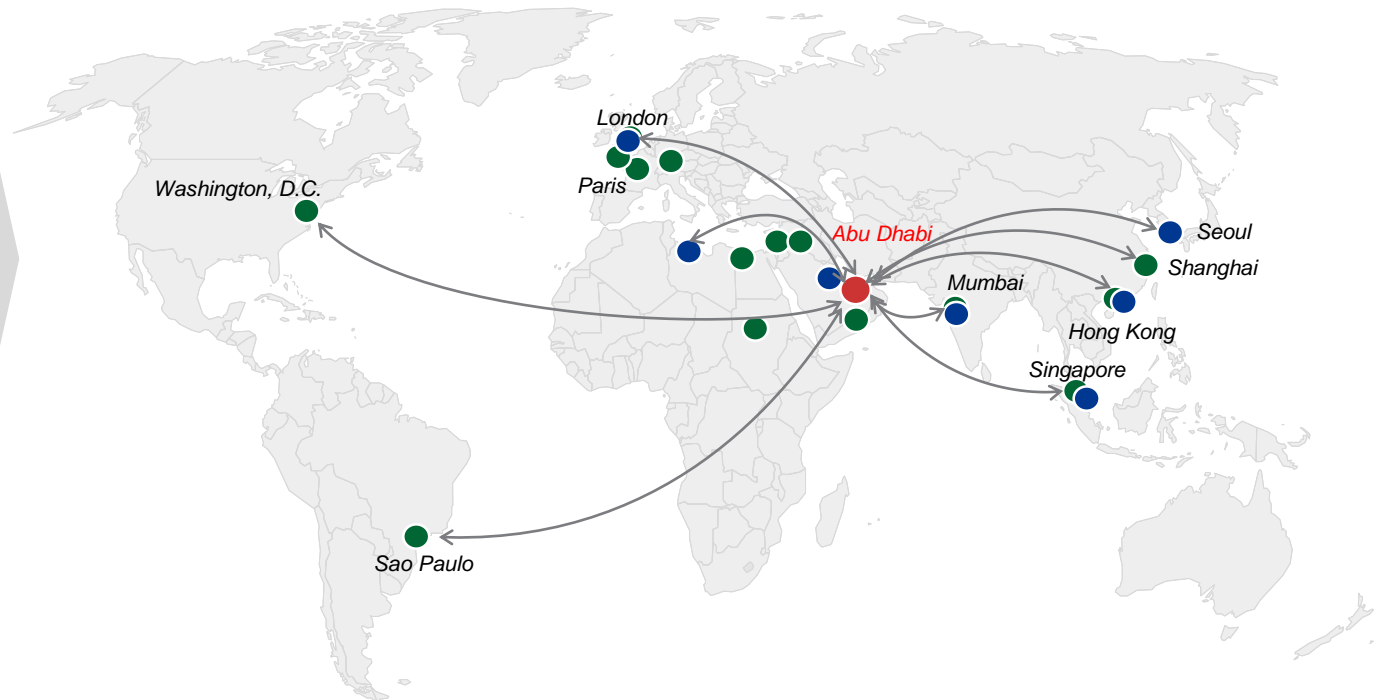
International network in key growth markets

Unique business model to drive UAE's international ambitions

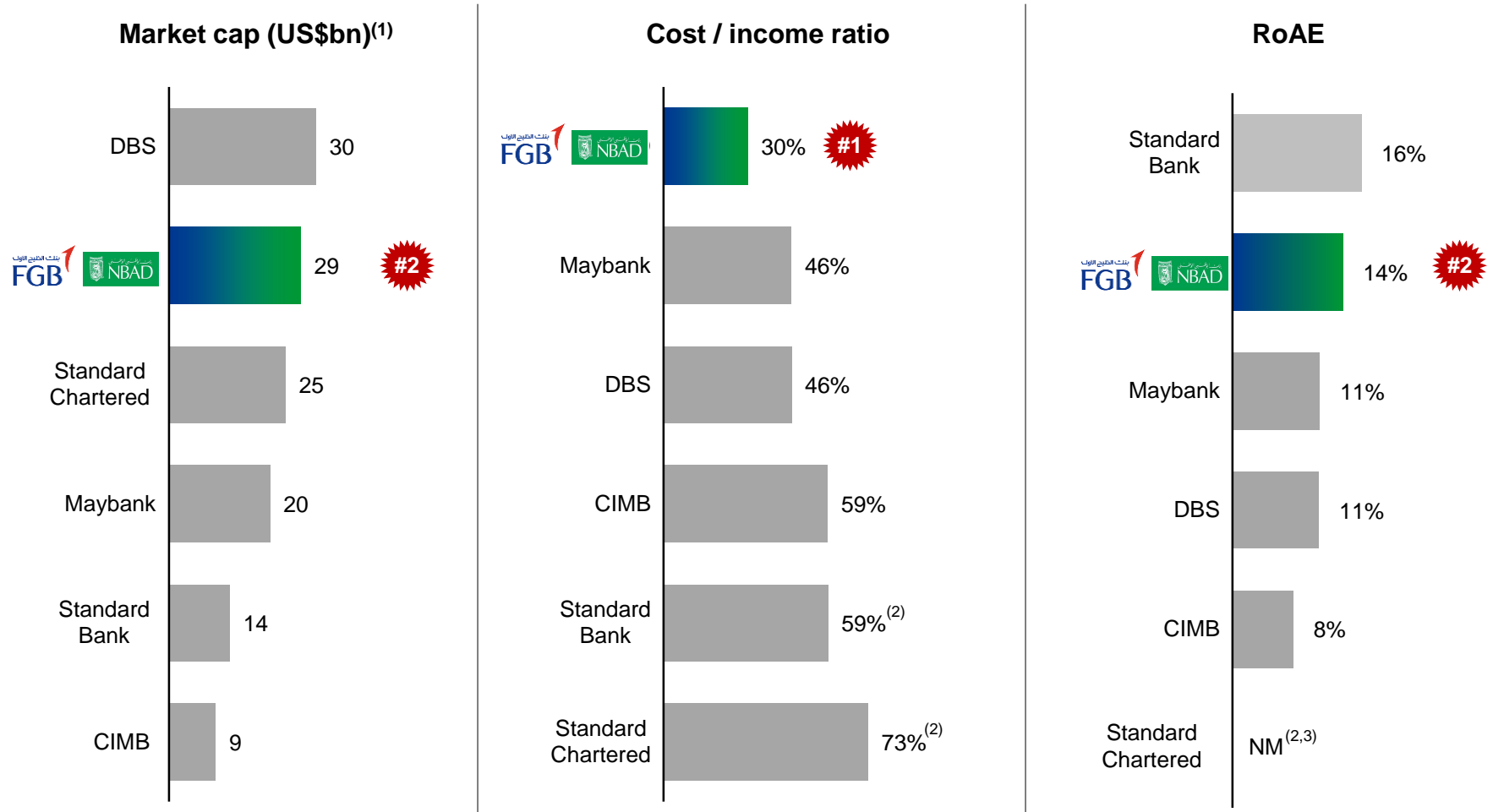
- Wholesale banking and wealth management are primary drivers
- Reference bank for UAE multinational businesses
- Regional access point for international businesses
- Target clients specific to product and industry knowledge
- Target clients with high quality credit

Positioned in key financial markets:
Hong Kong, Singapore, Geneva, London, Washington D.C...

...through offices and branches in 19 countries



Strongly positioned vs. international peer group



Source: Company information as of LTM 31 March 2016, FactSet and SNL Financial. Preliminary pro-forma financials for FGB+NBAD take into account reclassification, intercompany elimination and consolidation adjustments.

(1) Based on 30 June 2016 closing prices.

(2) Figures for FY 2015.

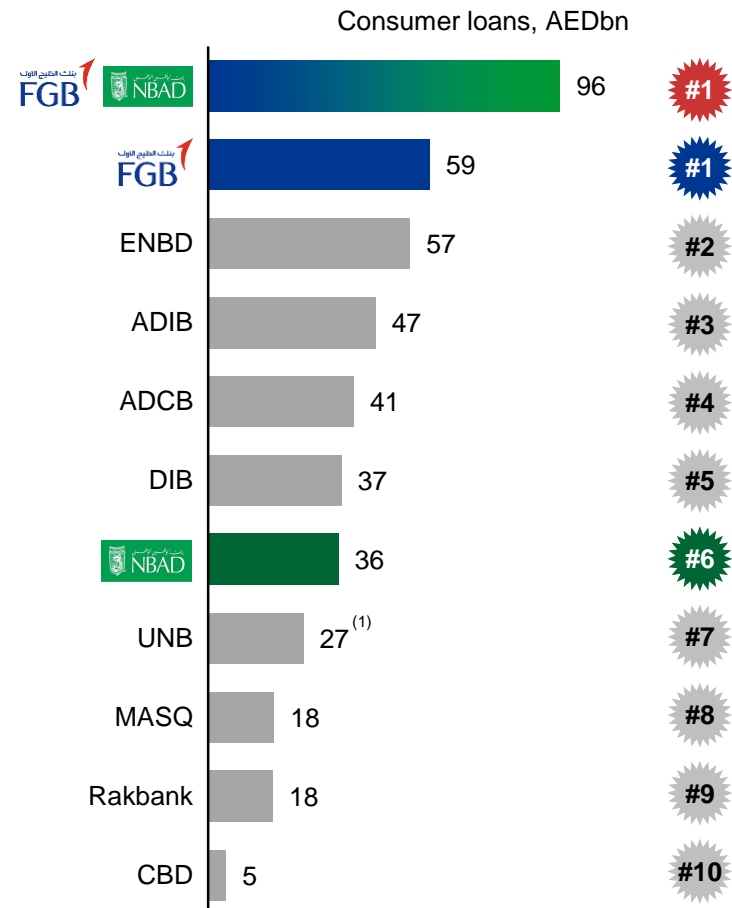
(3) Standard Chartered made a loss in 2015.

Best UAE consumer business

Our value proposition will be significantly enhanced

- Significant and scalable market positions across the UAE stimulating growth
- Scale enables best in class technological investment to:
 - Drive digital transformation
 - Allow meaningful customer segmentation
 - Expand range of product offerings
- Combination of complementary strengths, right balance of assets and deposits
- Long-standing National Housing Loan programme run for the Abu Dhabi government
- Multichannel distribution

Ranking vs. UAE peers



Positioned to capture the significant and growing Wealth opportunity

B

Sizable and growing wealth in the region and beyond

Strong foundations in place


Strong penetration in Arab world
Significant existing AUM and network


International wealth centre network
Range of booking centre choices for HNWI's


Comprehensive product and service offering
Tailored advisory, discretionary, wealth solutions


Foundation for growth
Increased scale supports product/system development

Outstanding business opportunities

 Access new high growth HNWI segments e.g. non-resident Indians

 Improved client choice, flexibility and service with expanded global network

 Deepen existing relationships across the bank with increased cross sell and enhanced product offering

 Opportunity to increase client penetration beyond the MENA region

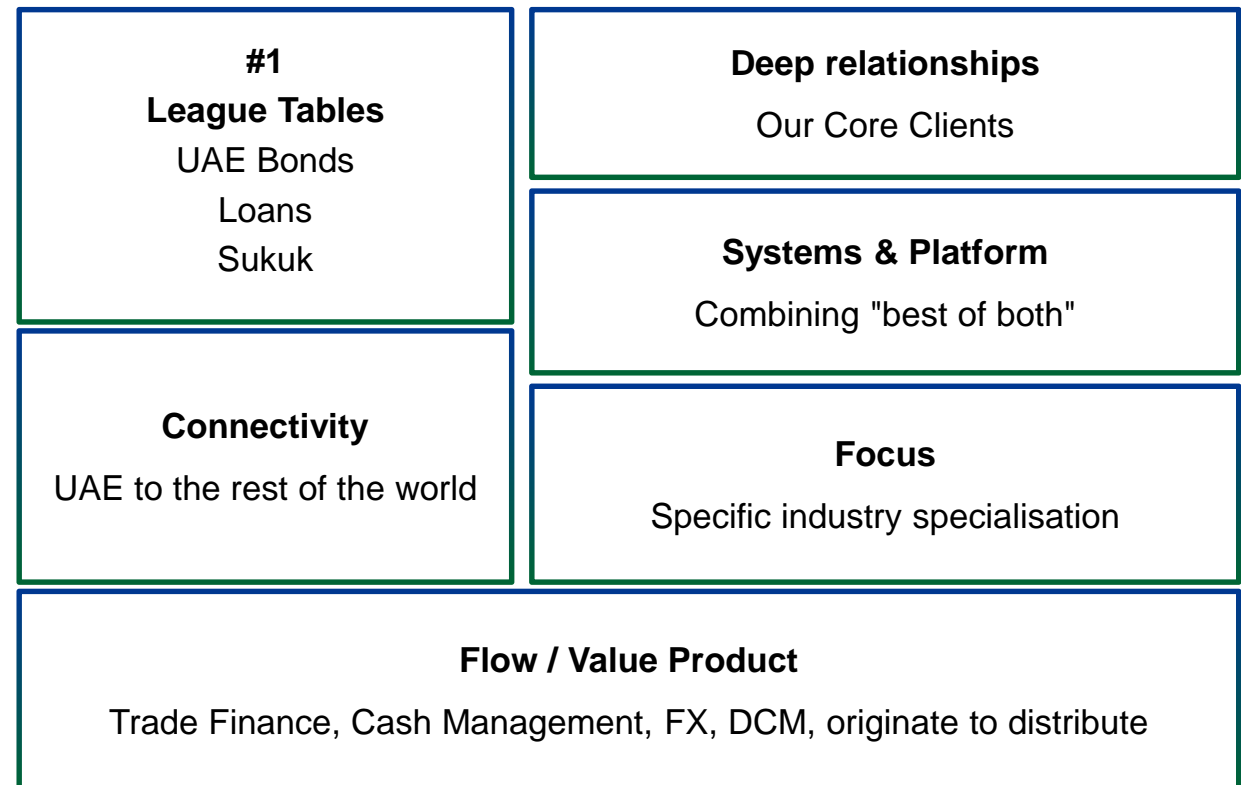
Leading wholesale business – Global connectivity for regional clients

B

Region's No. 1
wholesale bank with
international reach

Unique specialised
product proposition
for existing and new
clients

Customer focused business around UAE-linked global clients



Fit for the changing regulatory landscape

Combined bank better positioned than peers to meet increasing regulatory demands

- Sound capital position from the outset, with diversified business mix and funding profile
- Scale enables adequate investment in compliance and controls
- Enhanced profitability profile allows improved capital generation
- Allows growth to continue

| | |   preparedness |
|--|--|--|
| Evolving regulatory requirement | Increased liquidity thresholds |  |
| | Higher capital requirements |  |
| | Stringent capital definition |  |
| | Increased compliance and controls |  |

Shareholder value creation through synergies

Substantial cost saving opportunities - benefit of around AED500m per year

- Consolidating common business / enablement functions
- Systems integration
- Premises reduction
- Closure of overlapping branches
- Investment efficiency — spend once, use twice
- Cost benefits to be realised over 3 years, with estimated one-time integration costs of AED600m

Cost benefit
represents
8% of
combined
cost base

Strong revenue synergies potential, leveraging on complimentary business models

Opportunity
for revenue
synergies

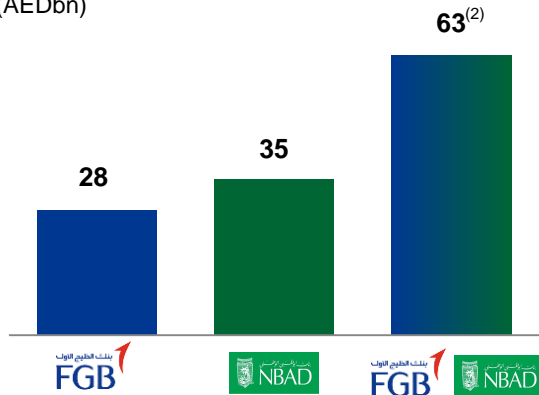
- Product cross-sell
- Pricing optimisation
- Enhanced capacity to service clients
- Some attrition from concentration management

Leveraging capital and liquidity to pursue growth

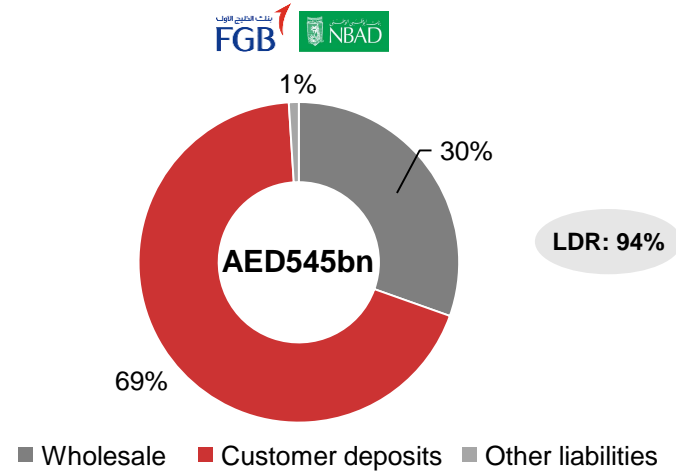
Larger capital base and underwriting capacity

Capital base effectively doubles

CET1 capital⁽¹⁾ (AEDbn)



Strong and diverse liquidity and underwriting capacity



Strategic opportunities

- Drive growth in core home market sectors
- Better serve UAE corporates with international ambitions
- Support international companies operating in the UAE
- Leverage technology to enhance customer experience
- Invest in distribution capabilities
- Drive wealth management cross-sell
- Cross-sell delivered through better consumer client segmentation

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Key steps of integration

Phase

Actions

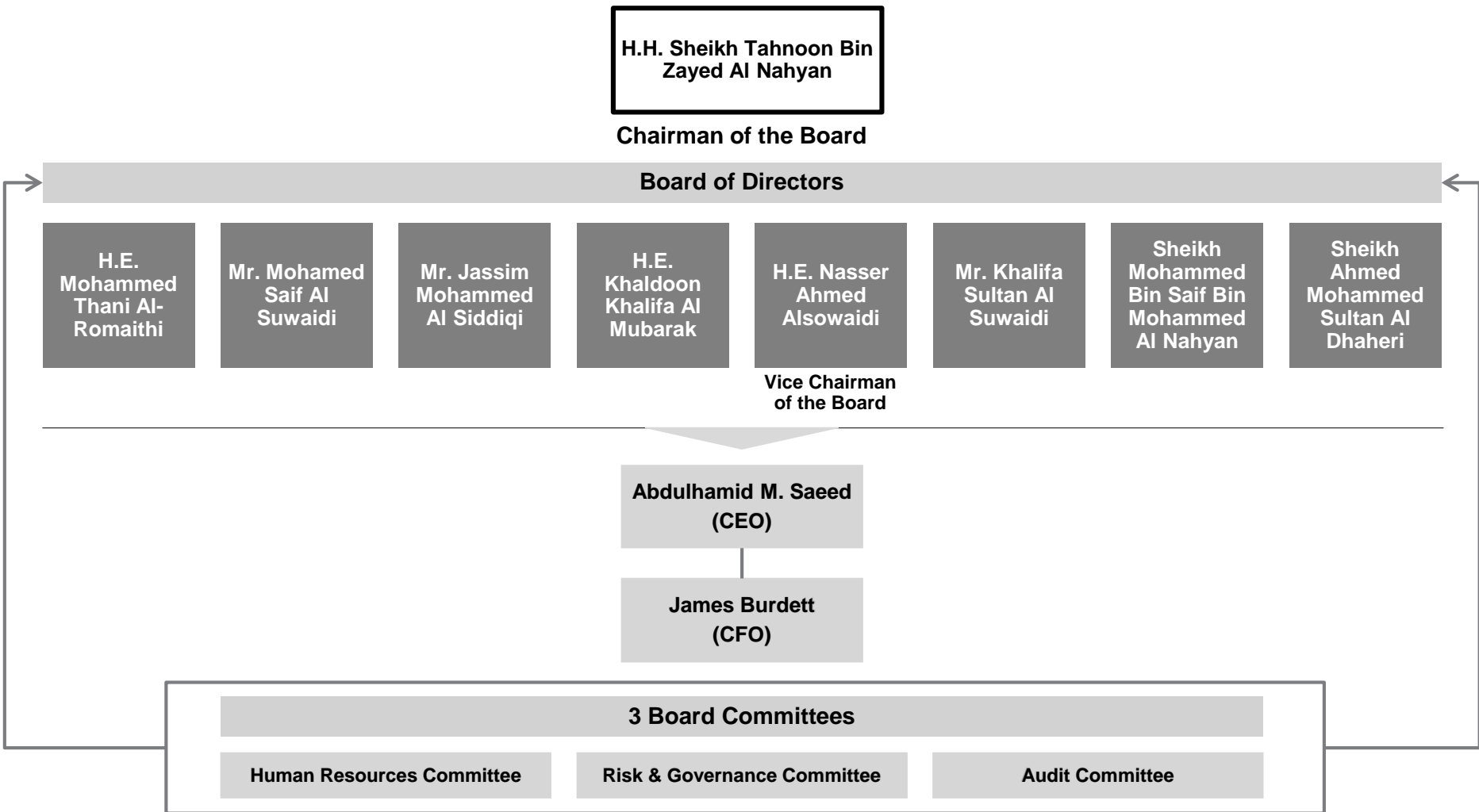
Timing

| | | |
|-------------------------------------|---|--|
| <p>Pre-Closing Phase</p> | <ul style="list-style-type: none"> ▪ Merger committee to appoint specialised team and drive integration ▪ Design end-to-end management process including full integration plan ▪ Agree on three year business plan, one year budget and confirm how synergies are delivered ▪ Seek regulatory consents ▪ Continue communication to staff | <p>Up to 9 months</p> |
| <p>Post-Merger phase one</p> | <ul style="list-style-type: none"> ▪ Implement full customer retention programme ▪ Integrate wholesale banking and wealth management businesses ▪ Integrate control and enablement functions ▪ Group governance and committee processes put in place ▪ Continue communication to staff | <p>6-9 months post completion</p> |
| <p>Post-Merger Phase two</p> | <ul style="list-style-type: none"> ▪ Integrate policies, procedures and control processes ▪ Integrate operating platform into a single shared center ▪ Integrate IT infrastructure and product systems ▪ Integrate data management and accounting systems ▪ Address duplication of branch network | <p>18-24 months post completion</p> |

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Best in class strategic direction, oversight and governance



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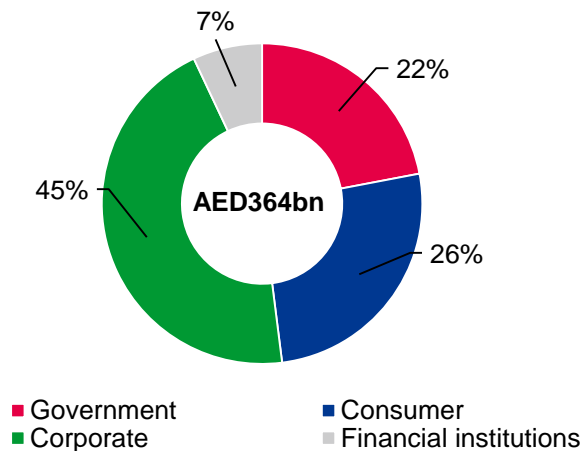
Improved key financial metrics

| | | بنك الطيخ الوب FGB | NBAD | بنك الطيخ الوب FGB | بنك الطيخ الوب NBAD |
|---------------|----------------------------|-----------------------|--------|-----------------------|------------------------|
| Capital | Tier 1 ratio | 16.9% | 15.1% | 15.7% | |
| | Total capital ratio | 18.2% | 16.0% | 16.9% | |
| Funding | Net loans / deposits ratio | 108.3% | 85.5% | 94.0% | |
| | LCR | 71.3% | 100.6% | 93.1% | |
| Profitability | NIM | 3.0% | 1.9% | 2.3% | |
| | Cost / Income | 20.1% | 38.7% | 30.0% | |
| | RoAE | 20.7% | 14.9% | 14.1% | |
| Scale | Total assets (AEDbn) | 227 | 400 | 642 | |
| | Net loans (AEDbn) | 152 | 200 | 352 | |
| | Total deposits (AEDbn) | 141 | 233 | 374 | |
| Asset quality | NPL ratio | 2.9% | 3.3% | 3.1% | |
| | NPL coverage | 109.8% | 109.8% | 109.8% | |

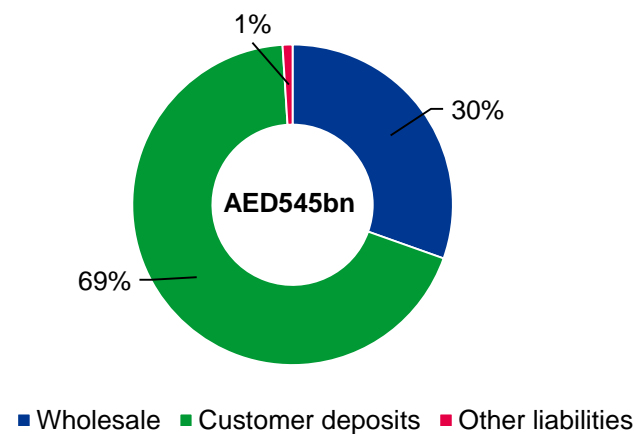
Source: Company information as of 31 March 2016 and LTM for income statement items. Preliminary pro-forma financials for FGB+NBAD take into account reclassification, intercompany elimination and consolidation adjustments.

Well balanced business profile

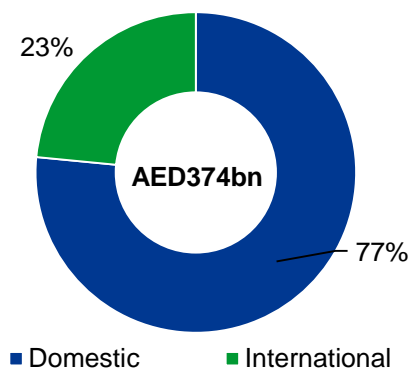
Gross loans mix by counterparty



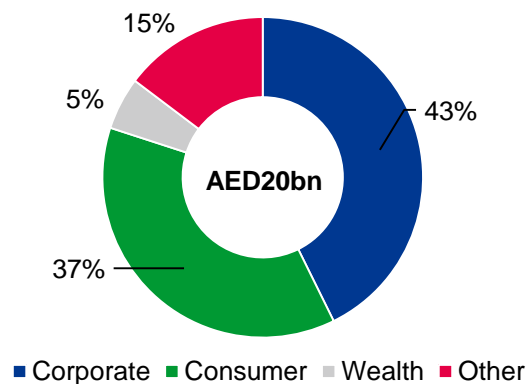
Funding composition



Deposit mix by geography

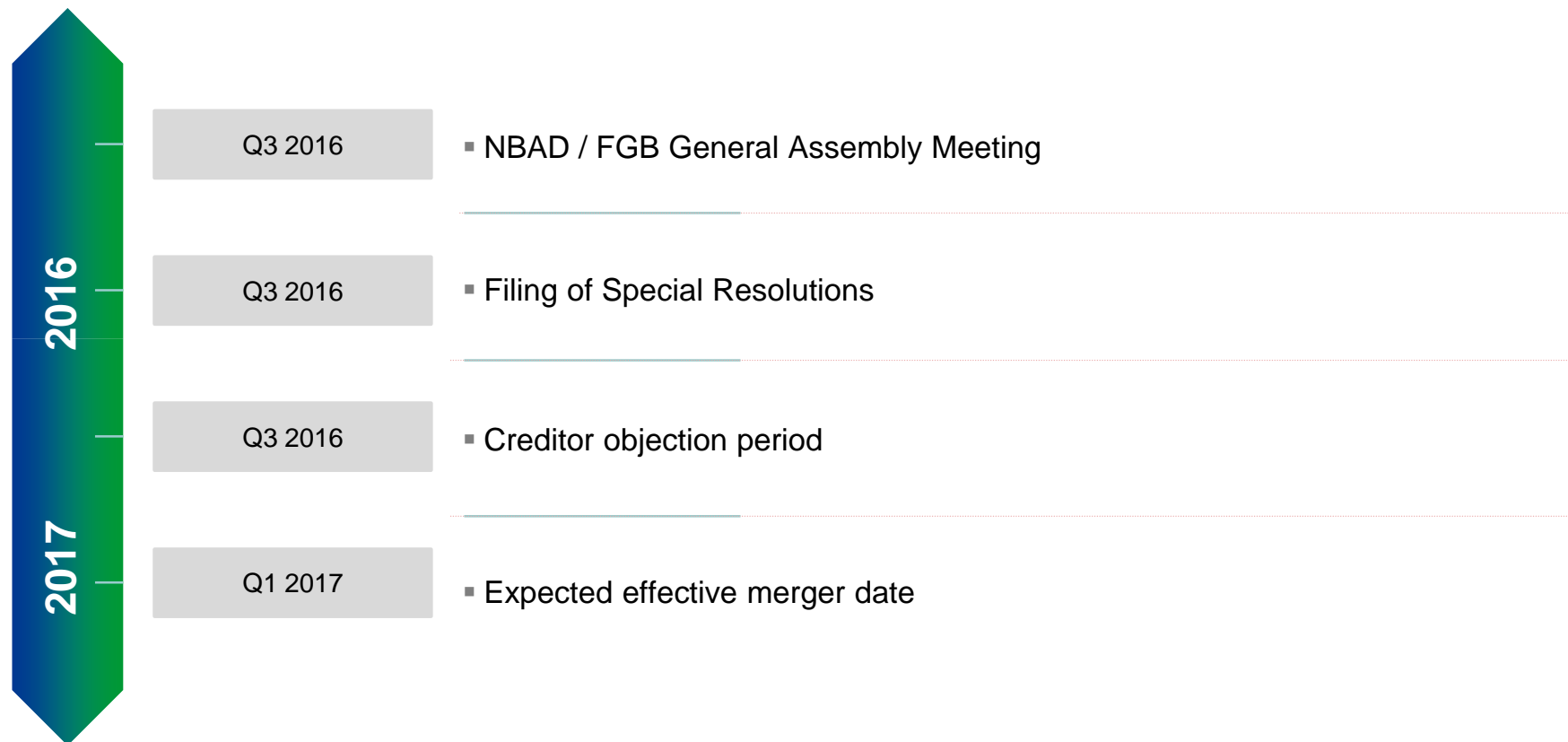


Operating income by customer type⁽¹⁾



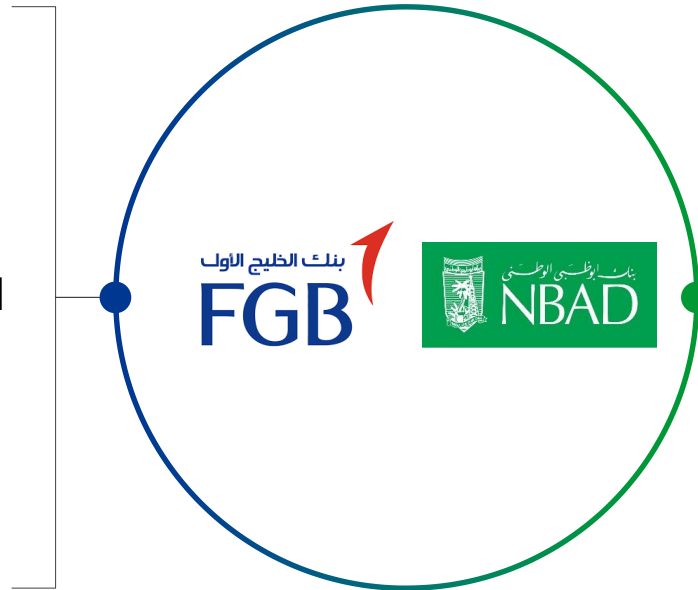
Indicative timeline

Indicative Timetable



Transformational merger of equals

- Full service bank with leading consumer franchise
- Profitable, efficient and capital generative
- Strong entrepreneurial and sales culture



- Sophisticated wholesale business with strong product and industry expertise
- Underpinned by long-term strategic relations
- Strong conservative balance and liquidity from a diverse customer base

**Collectively beneficial to all stakeholders:
Customers, Equity and Bond holders, employees and the society**

Contact details



Sofia El Boury

Head of Investor Relations

+971 (0) 50 836 6031
sofia.elboury@fgb.ae



Michael Miller

Head of Investor, Media and Public
Relations

+971 (0) 50 619 7116
michael.miller@nbad.com

Further information:

www.bankfortheUAE.com