

National Bank of Abu Dhabi PJSC
Resolution Plan for U.S. Operations
Public Filing

Introduction:

This Public section of the resolution plan is being filed by National Bank of Abu Dhabi PJSC (“NBAD”) pursuant to a requirement of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”).

NBAD was incorporated in Abu Dhabi, United Arab Emirates, on 13 February 1968 with limited liability and is registered as a public joint stock company in accordance with the UAE Commercial Companies Law No. (8) of 1984 (as amended). NBAD’s shares are listed on the Abu Dhabi Securities Exchange. NBAD is one of the primary bankers to the Government of Abu Dhabi and public sector companies in the Emirate of Abu Dhabi. It is the leading bank in the UAE and has retail banking, wholesale banking and wealth management operations. NBAD’s principal beneficial shareholder and controlling party is the Abu Dhabi Investment Council (“ADIC”), which is wholly-owned by the Government of Abu Dhabi, holding approximately 70 percent of outstanding share capital of NBAD.

1) Names of Material Entities:

NBAD maintains a presence in the U.S. through Abu Dhabi International Bank N.V. (AIB), a wholly owned subsidiary of NBAD. AIB was incorporated in 1979 under the laws of the Netherlands Antilles (currently Curacao). AIB has maintained a United States federal branch in Washington, D.C. since 1981 under a license granted by the Office of the Comptroller of the Currency (OCC). The branch is the only NBAD banking operation conducted in whole or in part in the United States. NBAD has no U.S. nonbank material entities, does not conduct any U.S. nonbanking critical operations, and has no U.S. nonbanking core business lines.

2) Description of Core Business Lines:

AIB’s primary business is developing and managing the NBAD Group’s global account relationships with companies based in the U.S., Canada and South America, and providing financial services to UAE institutions which invest in the U.S. AIB provides credit facilities to clients, including short and medium term loans, standby letters of credit and commercial paper backup facilities; trade finance services, including import/export letters of credit and discounting of receivables and drafts/acceptances; treasury services to corporate and individual clients; and correspondent banking services. AIB also provides financing in conjunction with U.S. Government programs offered by export credit agencies such as U.S. Export/Import bank and the Commodity Credit Corporation.

AIB’s banking business includes the following core business lines in the U.S.:

A) Corporate and Consumer Finance

The U.S. branch’s credit portfolio includes personal loans, auto loans and residential mortgage loans to companies and individuals, primarily UAE individuals and diplomats. The branch also extends

overdraft facilities to corporate customers. Loans and advances of the U.S. branch are limited to a select number of customers.

Personnel at the U.S. branch also manage the credit portfolio of the Curacao branch. The Curacao loan portfolio is comprised of commercial real estate loans, corporate revolving credits, and term loans. This portfolio also includes contingent commitments in the form of commercial paper back up facilities.

B) Trade Finance

AIB's primary activity in trade finance is the issuance of standby letters of credit on behalf of Fortune 500 U.S. companies to support their contractual obligations under projects and sales to customers in the UAE and other countries where NBAD has a presence. In addition, AIB issues standby letters of credit on behalf of the Government of Abu Dhabi to support termination liabilities under agreements with the U.S. Government. The standby letters of credit are primarily based on performance related transactions and involve no movement of funds. These facilities are booked in the Curacao branch and managed by personnel at the U.S. branch.

The U.S. branch also performs reimbursement, advising and negotiation of documents services for export letters of credit issued by other banks (primarily NBAD). A large portion of these letters of credit is issued on behalf of the Government of Abu Dhabi.

AIB accepts and discounts drafts issued under export letters of credit issued by other banks, primarily NBAD. AIB also discounts receivables where the obligor is either a U.S. company or a foreign company approved by AIB. These facilities are booked in the Curacao branch and managed by personnel at the U.S. branch.

C) Depository Services

The U.S. branch is not a full service retail bank. It does not have FDIC insurance or solicit deposits from the general public. Depository services include check clearing, check deposits, wire transfer and ACH payments. Transaction accounts are opened only for customers who have a direct connection with the United Arab Emirates (UAE) or NBAD. The U.S. Branch issues certificates of deposit purchased by corporate customers of AIB via an arrangement with Citibank N.A. which allows the bank to issue CD's through the Depository Trust Company account of Citibank.

The Curacao branch accepts fixed term deposits from U.S. corporate clients. These clients, who are known to AIB because of existing credit or trade finance activities, place fixed deposits with AIB because of the NBAD Group's strong credit ratings. Personnel at the U.S. branch conduct all transactions directly with customers and receive and initiate all payment orders.

D) Correspondent Banking

The U.S. branch provides direct correspondent banking services only to its foreign parent, National Bank of Abu Dhabi PJSC. These services include U.S. Dollar wire transfer clearing and short term fixed deposits. NBAD has a network of international branches primarily located in the United Arab Emirates, Egypt and GCC (Oman, Kuwait and Bahrain), as well as branches and subsidiaries in the UK, France, Switzerland, Hong Kong, Malaysia, Jordan and Sudan .

3) Summary of Financial Information at 31 December, 2012 and Funding Sources:

Following is a summary balance sheet of the U.S. federal branch of Abu Dhabi International Bank N.V.:

ASSETS:	US\$ 000's
Cash and noninterest-bearing deposits	\$335
Due From Banks:	
Federal Reserve Bank	3,080,540
Parent and affiliates	114
Investments	20,108
Loans	27,867
Less Allowance for Loan Loss	(100)
Customers Liability on Acceptances	4,711
Other Assets	<u>5,525</u>
TOTAL ASSETS	<u><u>\$3,139,100</u></u>
 LIABILITIES:	
Deposits:	
Demand & Call Accounts	\$82,800
Parent and affiliates	2,921,196
Certificates of Deposits	<u>125,000</u>
Total deposits	\$3,128,996
Acceptances Outstanding	4,711
Other liabilities	<u>5,393</u>
TOTAL LIABILITIES	<u><u>\$3,139,100</u></u>
 TOTAL CONTINGENCIES, CONTRAS AND COMMITMENTS	 <u><u>\$12,462</u></u>

The U.S. branch obtains its funding from customer deposits and deposits from its parent, NBAD and affiliates. The branch has a very liquid balance sheet as deposits with the Federal Reserve represented 98% of the branch's assets as of 31 December, 2012. Deposits from the parent and affiliates amounted to 93% of total liabilities as of 31 December, 2012. The branch maintains at all times deposits due to from parent and affiliates, including the Curacao parent, in excess of deposits due from parent and affiliates. The branch is well capitalized with capital of US\$ 47 million and risk assets of US\$ 47.8 million as of 31 December, 2012. NBAD has issued a guarantee covering all the liabilities of AIB, including the U.S. branch, and has made available to AIB a committed deposit line of up to US\$ 1 billion.

4) Description of Derivative and Hedging Activities

AIB does not use derivatives to hedge or manage its risk exposures.

5) Memberships in Material Payment, Clearing and Settlement Systems

AIB maintains memberships and/or participates in 3 significant financial market utilities (“FMU”) to facilitate the clearing and settlement of transactions:

FedACH Services (“FedACH”) is an electronic payment system providing ACH services that is owned and operated by the Federal Reserve. The ACH system exchanges batched debit and credit payments among business, consumer and government accounts. The system processes pre-authorized recurring payments such as payroll, Social Security, mortgage and utility payments, and non-recurring payments such as telephone-initiated payments and the conversion of checks into ACH payments at lockboxes and points of sale. It also processes outbound cross-border ACH payments through the FedGlobal service.

Fedwire Funds Service (“Fedwire Funds”) is a wire transfer services provider that is owned and operated by the Federal Reserve. Fedwire Funds is a real-time gross settlement system. Payments are continuously settled on an individual, order-by-order basis without netting. Fedwire Funds processes the purchase and sale of federal funds; the purchase, sale and financing of securities transactions; the disbursement or repayment of loans; the settlement of cross-border US dollar commercial transactions; the settlement of real estate transactions and other high-value, time-critical payments.

The Society for Worldwide Interbank Financial Telecommunication, Société Coopérative à Responsabilité Limitée (limited co-operative society) (“SWIFT”) is a member-owned co-operative. SWIFT provides a telecommunication platform for the exchange of standardized financial messages between financial institutions and corporations. SWIFT is neither a payment system nor a settlement system though the SWIFT messaging standard is used in many payment and settlement systems. SWIFT's customers include banks, market infrastructures, broker-dealers, corporates, custodians and investment managers.

6) Description of Foreign Operations

The U.S. branch is a branch of AIB, a bank incorporated in Curacao and which maintains its head office in Curacao. The financial statements of AIB, Curacao are on file with the Comptroller. The credit portfolio of the Curacao office, which is involved in the same lines of business as the U.S. branch, is managed by personnel at the U.S. branch. AIB is a wholly owned subsidiary of NBAD, which has its head office in Abu Dhabi, United Arab Emirates.

7) Material Supervisory Authorities

The primary supervisor of Abu Dhabi International Bank N.V. is Centrale Bank van Curacao en Sint Maartin, Curacao. The U.S. federal branch is supervised by the Office of the Comptroller of the Currency. The primary supervisor of NBAD, the parent of AIB, is the Central Bank of the United Arab Emirates which supervises the domestic and foreign operations of NBAD. In addition, some of NBAD's foreign operations are also subject to regulation by other international regulators.

8) Principal Officers

The Principal Officers of AIB are:

Country CEO & Managing Director Wholesale Banking USA - Mr. Nagy Kolta
Senior Vice President - Mrs. Pamela Sigda
Senior Vice President - Mr. William Ghazar

9) Corporate Governance Structure and Processes Related to Resolution Planning

AIB is managed by a Board of Supervisory Directors, composed of senior management of NBAD and a local resident of Curacao, and a Board of Managing Directors composed of management of AIB and residents of Curacao.

NBAD's Board of Directors has designated Mr. Nagy Kolta, Country CEO and Managing Director of Wholesale Banking USA with responsibility for preparing and submitting the tailored resolution plan for the U.S. operations of NBAD.

10) Resolution Strategy

AIB believes that recovery planning is an important tool to avoid failure, and that the resolution plan would effectively resolve the bank within a reasonable timeframe, without systemic disruption and without exposing U.S. taxpayers to the risk of loss.

The Washington D.C. branch of AIB is the only NBAD banking operation conducted in whole or in part in the United States. NBAD has no U.S. nonbank material entities, does not conduct any U.S. nonbanking critical operations, and has no U.S. nonbanking core business lines. Personnel at the U.S. branch manage operations at both the U.S. and Curacao branches.

The U.S. branch is very liquid with a strong balance sheet. It had total assets of US\$3.14 billion as of 31 December, 2012, of which US\$3.08 billion were deposits with the Federal Reserve and only \$27.7 million in loans and advances. The branch maintained investments of US\$19 million for the Capital Equivalency Deposit, which exceeded the 5% of the branch's non-related liabilities as required by U.S. regulations. Total liabilities were US\$3.09 billion, of which US\$2.87 billion were due to parent and affiliates and US\$207.8 million were customer deposits. The branch had capital of US\$47 million.

AIB is a very small part of NBAD's larger operations. NBAD, as the U.S. branch's top-tier FBO, files an annual FR Y-7Q and FR Y-7 with the Federal Reserve Bank. Per the FR Y-7 filed as of 31 December, 2012, NBAD reported total U.S. banking assets of US\$3.1 Billion, which represented 4% of NBAD's total worldwide banking assets. These U.S. banking assets are primarily overnight deposits which the U.S. branch places in its account with the Federal Reserve Bank. Excluding the U.S. branch's deposits with the Federal Reserve Bank, NBAD's U.S. banking assets represented only 0.3% of NBAD's total world-wide assets.

The Head Office of NBAD provides substantial centralized support to Group units, including AIB and its U.S. branch, for Human Resources, Information Technology, Finance, Risk Management, Corporate Governance, Corporate Communications, Legal, Audit, Compliance, Operations, Strategic Planning and

Economic Research. The Head Office, which is run like a separate business, also manages the Groups' free capital (via Group Treasury).

In addition to operational support, NBAD has issued a guaranty covering all the liabilities of AIB. The guarantee is a condition of maintaining a license for the U.S. federal branch. NBAD has also made available to AIB a committed deposit line of up to US\$1 Billion.

NBAD has the resources to provide required funding to the branch. NBAD is a financially strong bank with Moody's, S&P and Fitch credit ratings of AA3/AA-/AA-. The bank has been ranked amongst the world's 50 safest banks by Global Finance for 4 years running, and is currently ranked 32nd worldwide and the safest bank in the MENA region.

If the OCC determines that the branch is insolvent or revokes the FBO's license to operate the branch, or the branch is not able to settle payments under any final judgment against the branch, the Comptroller has authority to appoint the FDIC as a receiver of the branch.