

MiFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET – Solely for the purposes of the 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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.

U.K. MiFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**U.K. MiFIR**”); 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 manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**U.K. MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

ADB does not fall under the scope of application of MiFID II or U.K. MiFIR. Consequently, ADB does not qualify as an “investment firm”, “manufacturer” or “distributor” for the purposes of either MiFID II or U.K. MiFIR.

PRICING SUPPLEMENT



ASIAN DEVELOPMENT BANK

GLOBAL MEDIUM-TERM NOTE PROGRAM

Series No.: 1348-00-2

**UAH600,000,000 11.50 per cent. Notes due 26 January 2027
payable in United States dollars**

Issue price: 98.22 per cent.

Dealer

BNP PARIBAS

The date of this Pricing Supplement is 24 January 2022.

This pricing supplement (the “Pricing Supplement”) is issued to give details of an issue of UAH600,000,000 11.50 per cent. Notes due 26 January 2027 payable in United States dollars (the “Notes”) by the Asian Development Bank (“ADB”) under its Global Medium-Term Note Program and to provide information supplemental to the Prospectus referred to below.

This Pricing Supplement supplements the terms and conditions of the Notes set forth in the Prospectus dated 9 December 2020 (as amended and supplemented and together with the documents incorporated by reference therein, the “Prospectus”) and should be read in conjunction with the Prospectus. Unless otherwise defined in this Pricing Supplement, capitalized terms used herein have the meanings given to them in the Prospectus.

The issue of the Notes was authorized pursuant to a global borrowing authorization of the Board of Directors of ADB dated 7 December 2021.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The Notes are not required to be and have not been registered under the U.S. Securities Act of 1933, as amended. The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission or any state securities commission nor has the Commission or any state securities commission passed upon the accuracy or adequacy of this Pricing Supplement. Any representation to the contrary is a criminal offense in the United States.

The distribution of this Pricing Supplement or the Prospectus and the offer and sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Pricing Supplement or the Prospectus comes are required by ADB and the Dealer to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers and sales of Notes and on the distribution of this Pricing Supplement or the Prospectus, see “Plan of Distribution” in the Prospectus.

The Notes are not the obligation of any government.

TERMS AND CONDITIONS

The following items are the particular terms and conditions of the Notes to which this Pricing Supplement relates. In case of any conflict between such terms and conditions and the terms and conditions set forth in the Prospectus, the terms and conditions set forth in this Pricing Supplement shall govern.

General Provisions

1. Issuer: Asian Development Bank (“ADB”).
2. Series Number: 1348-00-2.
3. (i) Specified Currency (Condition 1(c)): Ukrainian Hryvnia (“UAH”), being the lawful currency of Ukraine.
- (ii) Specified Principal Payment Currency if different from Specified Currency (Condition 1(c)): United States dollars (“U.S.\$” or “U.S. dollars”).
- (iii) Specified Interest Payment Currency if different from Specified Currency (Condition 1(c)): U.S. dollars.
- (iv) Alternative Currency (Condition 7(i)) (if applicable): Not applicable.
4. Aggregate Nominal Amount: UAH600,000,000 payable in U.S.\$.
5. (i) Issue Price: 98.22 per cent. of the Aggregate Nominal Amount.
- (ii) Net proceeds: UAH589,320,000 (payable in U.S.\$ 21,468,852.46 using the U.S.\$/UAH exchange rate of 27.45).
6. Specified Denominations (Condition 1(a)): UAH100,000, payable in U.S.\$.
7. (i) Issue Date (Condition 5(d)): 26 January 2022.
- (ii) Interest Commencement Date (if different from the Issue Date) (Condition 5(d)): Not applicable.

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| 8. | Maturity Date or Redemption Month (Condition 6(a)): | 26 January 2027, subject to the applicable Business Day Convention (which may be subject to adjustment as set out under “ <u>Adjustments to Interest Payment Date and Maturity Date</u> ” as defined in the Appendix). |
| 9. | Interest Basis (Condition 5): | Fixed Rate (Condition 5(a)) (further particulars specified below). |
| 10. | Redemption/Payment Basis (Condition 6(a)): | Redemption at par, provided that the Final Redemption Amount shall be payable in U.S.\$ determined in accordance with paragraph 23 below. |
| 11. | Change of Interest or Redemption/Payment Basis: | Not applicable. |
| 12. | Put/Call Options (Conditions 6(e) and (f)): | Not applicable. |
| 13. | Status of the Notes (Condition 3): | Senior. |
| 14. | Listing: | Luxembourg Stock Exchange. |
| 15. | Method of distribution: | Non-syndicated. |

Provisions Relating to Interest Payable

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| 16. | Fixed Rate Note Provisions (Condition 5(a)): | Applicable. |
| (i) | Rate(s) of Interest: | 11.50 per cent. per annum, payable annually in arrear. |

For avoidance of doubt, the interest payment per Specified Denomination shall be computed as follows:

(Specified Denomination x Rate of Interest x Day Count Fraction) with the entire amount rounded to the nearest second decimal place with UAH0.005 being rounded upwards. Such amount shall be converted to U.S.\$ in accordance with paragraph 16(xii) below.

- (ii) Interest Payment Date(s): 26 January of each year, commencing on 26 January 2023 up to and including the Maturity Date, subject to the applicable Business Day Convention (which may be subject to adjustment as set out under “Adjustments to Interest Payment Date and Maturity Date” as defined in the Appendix).
- (iii) Interest Period End Date(s): 26 January of each year, commencing on 26 January 2023 up to and including the Maturity Date.
- (iv) Interest Period End Date(s) adjustment: Unadjusted.
- (v) Business Day Convention: Following Business Day Convention.
- (vi) Fixed Coupon Amount(s): UAH11,500 per Specified Denomination payable in U.S.\$ on each Interest Payment Date, provided that the Fixed Coupon Amount shall be payable in U.S.\$ in accordance with paragraph 16(xii) below.
- (vii) Broken Amount(s): Not applicable.
- (viii) Relevant Financial Center: Kiev.
- (ix) Additional Business Center(s) (Condition 5(d)): London and New York.
- (x) Day Count Fraction (Condition 5(d)): Actual/Actual (ICMA).
- (xi) Determination Date(s): 26 January of each year, commencing on 26 January 2023 up to and including the Maturity Date.
- (xii) Other terms relating to the method of calculating interest for Fixed Rate Notes: The interest payments will be paid on the relevant Interest Payment Date in U.S.\$ converted from UAH at the applicable Reference Rate (as defined in the Appendix) on the relevant Valuation Date (as defined in the Appendix).
- The Fixed Coupon Amount per Specified Denomination payable in U.S.\$ shall be UAH11,500 divided by the Reference Rate (as defined in the Appendix). Such amount

being rounded to the nearest cent, with U.S.\$0.005 being rounded upwards.

The resulting figure shall then be multiplied by the number of denominations (obtained by dividing the Aggregate Nominal Amount by the Specified Denomination) to arrive at the total Fixed Coupon Amount.

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| 17. Floating Rate Note Provisions (Condition 5(b)): | Not applicable. |
| 18. Zero Coupon/Deep Discount Note Provisions (Conditions 5(c) and 6(c)): | Not applicable. |
| 19. Index-Linked Interest Note Provisions: | Not applicable. |
| 20. Dual Currency Note Provisions: | Not applicable. |

Provisions Relating to Redemption

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| 21. Call Option (Condition 6(e)): | Not applicable. |
| 22. Put Option (Condition 6(f)): | Not applicable. |
| 23. Final Redemption Amount: | Aggregate Nominal Amount; <u>provided, however</u> , that the Final Redemption Amount will be paid on the Maturity Date in U.S.\$ converted from UAH at the applicable Reference Rate (as defined in the Appendix) on the Valuation Date (as defined in the Appendix). |

The Final Redemption Amount per Specified Denomination payable in U.S.\$ shall be: UAH100,000 divided by the Reference Rate (as defined in the Appendix). Such amount being rounded to the nearest cent, with U.S.\$0.005 being rounded upwards.

The resulting figure shall then be multiplied by the number of denominations (obtained by dividing the Aggregate Nominal Amount by the Specified Denomination) to arrive at the total Final Redemption Amount payable on the Maturity Date.

- (i) Alternative Payment Mechanism (Conditions 7(a) and (c)): Not applicable.
- (ii) Long Maturity Note (Condition 7(f)): Not applicable.
- (iii) Variable Redemption Amount (Condition 6(d)): Not applicable.

24. Early Redemption Amount:

- (i) Early Redemption Amount(s) payable on an Event of Default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions): In the event that the Notes become due and payable as provided in Condition 9, the Early Redemption Amount with respect to each Specified Denomination will be a U.S.\$ amount equal to the Redemption Amount that is determined in accordance with “23. Final Redemption Amount” above plus accrued and unpaid interest, if any, as determined in accordance with “16. Fixed Rate Note Provisions (Condition 5(a))”; *provided* that for the purposes of such determination, the “Valuation Date” shall be the date that is no later than five (5) Business Days for Valuation (as defined in the Appendix) prior to the date upon which the Notes become due and payable as provided in Condition 9.
- (ii) Unmatured Coupons to become void (Condition 7(f)): Not applicable.

Additional General Provisions Applicable to the Notes

- 25. Form of Notes: Registered Notes.
 - (i) Definitive Registered Notes: Registered Global Note available on Issue Date; not exchangeable for individual Definitive Registered Notes.
 - (ii) New Safekeeping Structure (NSS Form): No.
- 26. Talons for future Coupons to be attached to definitive Bearer Notes: Not applicable.

(and dates on which such Talons mature):

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| 27. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of ADB to forfeit the Notes and interest due on late payment: | Not applicable. |
| 28. | Details relating to Installment Notes: | Not applicable. |
| 29. | Redenomination, renominalization and reconventioning provisions: | Not applicable. |
| 30. | Consolidation provisions: | Not applicable. |
| 31. | Other terms or special conditions: | Not applicable. |

Distribution

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| 32. | (i) If syndicated, names of Managers: | Not applicable. |
| | (ii) Stabilizing Manager (if any): | Not applicable. |
| | (iii) Commissions and Concessions: | 0.00 per cent. |
| 33. | If non-syndicated, name of Dealer: | BNP Paribas. |
| 34. | Additional selling restrictions: | The following paragraph shall be deemed to be set out under the heading "Ukraine" in the section entitled "Plan of Distribution" in the Prospectus:

"The Dealer has represented, warranted and agreed that it has not offered, sold or otherwise transferred and will not offer, sell or otherwise transfer the Notes as part of its initial distribution or at any time thereafter to or for the benefit of any person (including legal entities) resident, incorporated, established or having their usual residence in Ukraine or to any person located within the territory of Ukraine, unless to the extent |

otherwise permitted by Ukrainian laws or regulations.”

Operational Information

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| 35. | (i) ISIN: | XS2433822389. |
| | (ii) CUSIP: | Not applicable. |
| | (iii) CINS: | Not applicable. |
| | (iv) Other: | Not applicable. |
| 36. | Common Code: | 243382238. |
| 37. | Details of benchmarks administrators and registration under Benchmarks Regulation: | Not applicable. |
| 38. | Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and DTC and the relevant identification number(s): | Euroclear and Clearstream, Luxembourg only. |
| 39. | Delivery: | Delivery against payment. |
| 40. | Additional Paying Agent(s) (if any): | Not applicable. |
| 41. | Governing Law: | English. |
| 42. | Intended to be held in a manner which would allow Eurosystem eligibility: | Not applicable. |

Additional Information

The Notes are denominated in UAH. Since Ukraine is not an ADB member country, ADB will not enjoy in Ukraine its usual rights, immunities, privileges and exemptions which are conferred upon ADB by the Agreement Establishing the Asian Development Bank and by statutes, laws and regulations of member countries. Such privileges include immunity with respect to exchange controls and an exemption from withholding taxes with respect to payments on ADB’s debt securities.

Listing Application

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the Global Medium-Term Note Program of ADB.

Material Adverse Change Statement

There has been no material adverse change in the financial position or prospects of ADB since the date of the financial statements included in the Information Statement of ADB, which was most recently published on 13 April 2021.

Recent Developments

On 3 January 2022, Roberta Casali succeeded Ingrid van Wees as Vice-President for Finance and Risk Management.

Performance of Rates of Exchange and Explanation of Effect on Value of Investment

Certain historical information in respect of the U.S.\$/UAH foreign exchange rate is set out below. The payments of principal and interest received by holders of the Notes will be affected by the U.S.\$/UAH foreign exchange rate. Information in respect of the U.S.\$/UAH foreign exchange rate can also be found on Bloomberg.

<u>Year Ended 31 December</u>	<u>High</u>	<u>Low</u>
2010	8.1345	7.8200
2011	8.0400	7.8894
2012	8.2388	7.9923
2013	8.2945	8.0200
2014	15.9350	8.2345
2015	33.7500	15.8050
2016	27.3500	23.2250
2017	28.1023	25.4699
2018	28.8591	25.9175
2019	25.2299	23.2182
2020	28.6177	23.6833
2021	28.51	26.055
<u>Period From</u>	<u>High</u>	<u>Low</u>
1 January 2022 – 20 January 2022	28.50	27.28

Source: Bloomberg (closing prices)

The delivery of this Pricing Supplement does not imply any representation on the part of the Issuer, the Calculation Agent or the Dealer or any other person that the information extracted from the source above is correct.

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INFORMATION SET FORTH ABOVE AND THEY SHALL NOT BE UNDER ANY OBLIGATION TO ADVISE ANY PERSON OF ANY ERROR THEREIN.

Responsibility

ADB accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Prospectus referred to above, contains all information that is material in the context of the issue of the Notes. The information contained under the heading “Performance of Rates of Exchange and Explanation of Effect on Value of Investment” above has been extracted from Bloomberg. ADB confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

ASIAN DEVELOPMENT BANK

By: _____
Name: MARIA A. LOMOTAN
Title: Assistant Treasurer

APPENDIX

Provisions Relating to U.S. Dollar Payments

The terms referenced below shall have the following specified meanings:

“Business Day for Payment” means a day other than a Saturday or a Sunday on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Kiev, London and New York.

“Business Day for Valuation” means a day other than a Saturday or a Sunday on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Kiev.

“Calculation Agent” means BNP Paribas.

“Reference Rate” means the UAH/USD spot exchange rate appearing as UAH NBU (UAH04); published by the National Bank of the Ukraine (“NBU”) at approximately 4:00 pm, Kiev time, on its webpage (<https://bank.gov.ua/control/en/curmetal/detail/currency?period=daily>) under “Official exchange rate of Hryvnia to foreign currencies” (or any successor or replacement page) for the Valuation Date or appearing on Bloomberg Screen FIXI (amount per USD 1) appearing under the heading “Emerging Markets Fixings” for the Valuation Date.

In case of discrepancy between the UAH-USD exchange rate as published by NBU and as published by Bloomberg, the UAH-USD exchange rate as published by NBU will prevail.

“Scheduled Valuation Date” means 19 January 2023, 19 January 2024, 20 January 2025, 19 January 2026, 19 January 2027, subject to adjustment in accordance with the Preceding Business Day Convention; provided however, that, in the event of an Unscheduled Holiday (as defined below), it is subject to adjustment in accordance with the Following Business Day Convention.

“Unscheduled Holiday” means a day that is not a Business Day for Valuation and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in Kiev two (2) Business Days for Valuation prior to the Scheduled Valuation Date.

“Valuation Date” means the Scheduled Valuation Date, subject to Valuation Postponement (determined as set out below under “Fallback Provisions”).

Adjustments to Interest Payment Date and Maturity Date:

If the Scheduled Valuation Date is adjusted in accordance with the Following Business Day Convention or if Valuation Postponement applies, then, in each such case, the Interest Payment Date and the Maturity Date relating to the Scheduled Valuation Date shall be as soon as practicable, but in no event later than five (5) Business Days for Payment after the date on which the Reference Rate is determined.

If the Interest Payment Date and the Maturity Date are adjusted in accordance with the preceding sentence, then such adjustment (and the corresponding payment obligations to be made on such date) shall apply only to such Interest Payment Date and Maturity Date and no further adjustment shall apply to the amount of interest or principal payable.

Fallback Provisions:

A “Price Source Disruption Event” shall occur if it becomes impossible to obtain the Reference Rate on the Valuation Date. The Calculation Agent shall have sole discretion to declare the occurrence of a Price Source Disruption Event on the Valuation Date.

Applicable Price Source Disruption Event Fallbacks

In the event of a Price Source Disruption Event, the Calculation Agent shall apply the following procedures (each, a “Price Source Disruption Event Fallback”) for the determination of the Reference Rate in respect of the Interest Payment Date, Maturity Date or other date on which an amount in respect of the Notes is due and payable, as the case may be, in the following order, until such Reference Rate can be determined:

1. Valuation Postponement	(as defined below)
2. Calculation Agent Determination of Reference Rate	(as defined below)

“Valuation Postponement” means, for purposes of obtaining a Reference Rate, that the Reference Rate will be determined on the Business Day for Valuation first succeeding the day on which the Price Source Disruption Event ceases to exist, unless the Price Source Disruption Event continues to exist (measured from the date that, but for the occurrence of the Price Source Disruption Event, would have been the Valuation Date) for a consecutive number of calendar days equal to the Maximum Days of Postponement. In such event, the Reference Rate will be determined on the next Business Day for Valuation after the Maximum Days of Postponement in accordance with the next applicable Price Source Disruption Event Fallback.

“Maximum Days of Postponement” means 14 calendar days.

Calculation Agent Determination of Reference Rate

In the event that the Reference Rate cannot be determined pursuant to and within the time periods set forth in respect of the Valuation Postponement, then the Reference Rate shall be determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner.

“Cumulative Events” has the following meaning: notwithstanding anything herein to the contrary, in no event shall the total number of consecutive calendar days during which either (i) valuation is deferred due to an Unscheduled Holiday, or (ii) a Valuation Postponement shall occur (or any combination of (i) and (ii)), exceed 14 consecutive calendar days in the aggregate. Accordingly, (x) if, upon the lapse of any such 14 day period, an Unscheduled Holiday shall have occurred or be continuing on the day following such period that otherwise would have been a Business Day for Valuation, then such day shall be deemed to be the Valuation Date, and (y) if, upon the lapse of any such 14 day period, a Price Source Disruption Event shall have occurred or be continuing on the day following such period, then Valuation Postponement shall not apply and the Reference Rate shall be determined in accordance with the next Price Source Disruption Event Fallback.

Deferral Period for Unscheduled Holiday:

In the event the Scheduled Valuation Date is postponed due to the occurrence of an Unscheduled Holiday, and if the Valuation Date has not occurred on or before the 14th consecutive calendar day after the Scheduled Valuation Date (any such period being a “Deferral Period”), then the next day after the Deferral Period that would have been a Business Day for Valuation but for the Unscheduled Holiday, shall be deemed to be the Valuation Date.

ISSUER

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