

## Final Terms

22 July 2014

### ADCB FINANCE (CAYMAN) LIMITED

Issue of JPY 1,500,000,000  
0.68 per cent. Notes due 24 July 2019

**unconditionally and irrevocably guaranteed by  
ABU DHABI COMMERCIAL BANK PJSC**

**under the U.S.\$7,500,000,000  
Global 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 18 February 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these applicable Final Terms and the Base Prospectus. The Base Prospectus is available for viewing in accordance with Article 14 of the Prospectus Directive on the website of the Central Bank of Ireland (<http://www.centralbank.ie>) and during normal business hours at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates, and copies may be obtained from Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates.

1. (a) Issuer: ADCB Finance (Cayman) Limited
- (b) Guarantor: Abu Dhabi Commercial Bank PJSC
2. (a) Series Number: 25
3. Specified Currency or Currencies: Japanese yen ("**JPY**")
4. Aggregate Nominal Amount of Notes:
  - (a) Series: JPY 1,500,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations (in the case of the Registered Notes this means the minimum integral amount in which transfers can be made): JPY 100,000,000

	(b)	Calculation Amount:	Specified Denomination
7.	(a)	Issue Date:	24 July 2014
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	24 July 2019
9.		Interest Basis:	0.68 per cent. Fixed Rate
10.		Redemption/Payment Basis:	Redemption at par
11.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.	(a)	Status of Notes:	Senior
	(b)	Status of Guarantee:	Senior
	(c)	Date on which approval for issuance of Notes and Guarantee obtained:	20 July 2014 in respect of issuance of Notes; and 20 February 2014 in respect of the Guarantee.

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

14.		Fixed Rate Note Provisions:	Applicable
	(a)	Rates of Interest:	0.68 per cent. per annum payable semi-annually in arrear
	(b)	Interest Payment Date(s):	24 January and 24 July in each year up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s):	JPY 340,000 per Calculation Amount
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
	(g)	Business Day Convention:	Modified Following
15.		Floating Rate Note Provisions:	Not Applicable
16.		Reset Note Provisions:	Not Applicable
17.		Zero Coupon Note Provisions:	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

- |  |  |
|--|--|
| 18. Issuer Call:   | Not Applicable                         |
| 19. Investor Put:  | Not Applicable                         |
| 20. Change of Control Put:   | Not Applicable                         |
| 21. Final Redemption Amount:   | JPY 100,000,000 per Calculation Amount |
| 22. Regulatory Call:   | Not Applicable                         |
| 23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: | JPY 100,000,000 per Calculation Amount |


## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |   |  |
|---|--|
| 24. Form of Notes:  | Bearer Notes<br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event<br><br>Reg. S Compliance Category 2; TEFRA D |
| 25. Additional Financial Centres or other special provisions relating to Payment Days:                                | London, New York and Tokyo   |
| 26. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No   |
| 27. Partly Paid Notes:  | Not Applicable   |
| 28. Redenomination applicable:  | Redenomination not applicable  |
| 29. RMB Settlement Centre(s):   | Not Applicable   |
| 30. RMB Currency Event:   | Not Applicable   |
| 31. Relevant Currency for Condition 7.9 ( <i>RMB Currency Event</i> ):  | Not Applicable   |
| 32. Relevant Spot Rate Screen Pages for Condition 7.9 ( <i>RMB Currency Event</i> ):                                  |  |
| (i) Relevant Spot Rate Screen Page (Deliverable Basis):   | Not Applicable   |

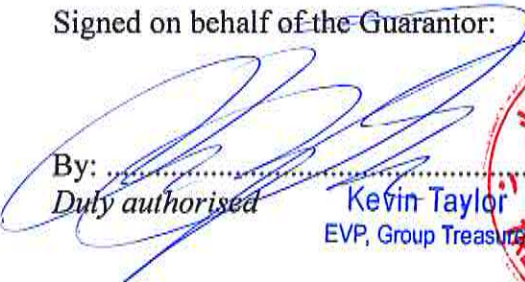
- (ii) Relevant Spot Rate Screen Page (Non-deliverable basis): Not Applicable
- 33. Party responsible for calculating the Spot Rate for Condition 7.9 (*RMB Currency Event*): Not Applicable

Signed on behalf of the Issuer:


By:   
Duly authorised **Kevin Taylor**  
Director

By:   
Duly authorised **Rajesh Raheja**  
Director

Signed on behalf of the Guarantor:

By:   
Duly authorised **Kevin Taylor**  
EVP, Group Treasurer



By:   
Duly authorised **Rajesh Raheja**  
Head of ALM, Funding & DCM

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and Admission to trading: Not applicable
- (ii) Estimate of total expenses related to admission to trading: Not applicable

### 2. RATINGS

The Notes have not been rated and are not expected to be rated

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

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

### 4. YIELD

Indication of yield: 0.68 per cent. Per annum on a semi-annual basis

### 5. OPERATIONAL INFORMATION

- (a) ISIN: XS1089867946
- (b) Common Code: 108986794
- (c) Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification numbers(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable