

## Final Terms

11 September 2014

### ADCB FINANCE CAYMAN LIMITED

**Issue of U.S.\$600,000,000 2.750 per cent. Notes due 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 and the supplemental Prospectus dated 4 September 2014 which together constitute 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 the Base Prospectus as so supplemented. 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 as so supplemented. The Base Prospectus and the supplemental Prospectus are 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, Sheikh Zayed Street, PO Box 939, Abu Dhabi, United Arab Emirates, and copies may be obtained from Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Sheikh Zayed 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: 28
3. Specified Currency or Currencies: U.S. dollars
4. Aggregate Nominal Amount of Notes:
  - (a) Series: U.S.\$600,000,000
5. Issue Price: 99.940 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): U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter

- (b) Calculation Amount: U.S.\$1,000
- 7. (a) Issue Date: 15 September 2014
- (b) Interest Commencement Date: Issue Date
- 8. Maturity Date: 16 September 2019
- 9. Interest Basis: 2.750 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: Change of Control Put
- 13. (a) Status of Notes: Senior
- (b) Status of Guarantee: Senior
- (c) Date on which approval for issuance of Notes and Guarantee obtained: 16 February 2014 and 8 September 2014, respectively

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

- 14. Fixed Rate Note Provisions: Applicable
- (a) Rates of Interest: 2.750 per cent. per annum payable semi-annually in arrear
- (b) Interest Payment Date(s): 16 March and 16 September in each year, commencing on 16 March 2015, up to and including the Maturity Date
- (c) Fixed Coupon Amount(s): In respect of each Interest Period from and including 16 March 2015 to but excluding the Maturity Date, U.S.\$13.75 per Calculation Amount
- (d) Broken Amount(s): In respect of the Interest Period from and including the Issue Date, to but excluding the Interest Payment Date falling on 16 March 2015, U.S.\$13.826 per Calculation Amount
- (e) Day Count Fraction: 30/360
- (f) Determination Date(s): Not Applicable
- (g) Business Day Convention: Not Applicable

- |                                    |                |
|------------------------------------|----------------|
| 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:   | Applicable                         |
| (a) Change of Control Redemption Amount:   | U.S.\$1,000 per Calculation Amount |
| 21. Final Redemption Amount:   | U.S.\$1,000 per Calculation Amount |
| 22. Regulatory Call:   | Not Applicable                     |
| 23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: | U.S.\$1,000 per Calculation Amount |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|---|
| 24. Form of Notes:  | Registered Notes:<br><br>Regulation S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg<br><br>Reg. S Compliance Category 2; TEFRA not applicable |
| 25. Additional Financial Centres or other special provisions relating to Payment Days:                                | Not Applicable  |
| 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 (RMB Currency Event): Not Applicable
32. Relevant Spot Rate Screen Pages for Condition 7.9 (RMB Currency Event):
- (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:

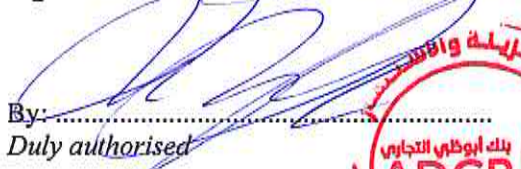
By:   
Duly authorised

**Kevin Taylor**  
Director

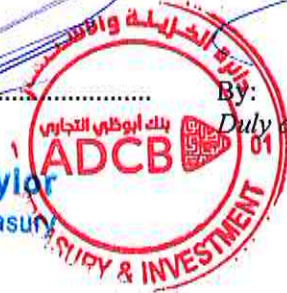
By:   
Duly authorised

**Rajesh Raheja**  
Director

Signed on behalf of the Guarantor:

By:   
Duly authorised

**Kevin Taylor**  
Head of Treasury



By:   
Duly authorised

**Rajesh Raheja**  
Head of ALM, Funding & DCM

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Official List of the Irish Stock Exchange and admitted to trading on the Main Securities Market with effect from 15 September 2014.
- (ii) Estimate of total expenses related to admission to trading: €500

### 2. RATINGS

The Notes to be issued have been rated:

Fitch: A+

Standard & Poor's: A

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

Save for any fees payable to the 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 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, the Guarantor and its affiliates in the ordinary course of business for which they may receive fees.

### 4. YIELD

Indication of yield: 2.763 per cent. per annum (on a semi-annual basis)

### 5. OPERATIONAL INFORMATION

- (a) ISIN: XS1110651012
- (b) Common Code: 111065101
- (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
- (f) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable