

Final Terms

30 September 2014

ADCB FINANCE CAYMAN LIMITED

**Issue of U.S.\$90,000,000 Floating Rate Notes due February 2020
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, 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, 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. Series Number: 29
3. Specified Currency or Currencies: U.S. dollars ("U.S.\$")
4. Aggregate Nominal Amount of Notes:
 - (a) Series: U.S.\$90,000,000
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): U.S.\$2,000,000 and integral multiples of U.S.\$2,000,000 thereafter

- (b) Calculation Amount: U.S.\$2,000,000
7. (a) Issue Date: 2 October 2014
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: The Interest Payment Date falling in February 2020
9. Interest Basis: In respect of the period from (and including) the Issue Date to (but excluding) the Interest Payment Date falling in November 2014, 1 month USD LIBOR + 0.73 per cent. per annum Floating Rate.
- In respect of the period from (and including) the Interest Payment Date falling in November 2014 to (and including) the Maturity Date, 3 month USD LIBOR + 0.73 per cent. per annum Floating 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 20 February 2014

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Not Applicable
15. Floating Rate Note Provisions: Applicable
- (a) Specified Period(s)/Specified Interest Payment Dates: The Specified Interest Payment Dates shall be 3 February, 3 May, 3 August and 3 November in each year, commencing on and including 3 November 2014 (short first coupon) up to, and including, the Maturity Date, with the Maturity Date as the final Interest Payment Date, in each case subject to adjustment in accordance with the Business Day Convention specified below

- (b) Business Day Convention: Modified Following Business Day Convention
- (c) Additional Business Centre(s): Not Applicable
- (d) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): Not Applicable
- (f) Screen Rate Determination:
- (i) Reference Rate: In respect of the period from (and including) the Issue Date to (but excluding) the Interest Payment Date falling in November 2014, 1 month USD LIBOR
- In respect of the period from (and including) the Interest Payment Date falling in November 2014 to (and including) the Maturity Date, 3 month USD LIBOR
- (ii) Interest Determination Date(s): Two London Business Days prior to the start of each Interest Period
- (iii) Relevant Screen Page: REUTERS Page LIBOR01
- (iv) Relevant Time: 11 a.m. London time
- (v) Relevant Financial Centre: London
- (g) ISDA Determination: Not Applicable
- (h) Margin(s): + 0.73 per cent. per annum
- (i) Minimum Rate of Interest: Not Applicable
- (j) Maximum Rate of Interest: Not Applicable
- (k) Day Count Fraction: Actual/360
16. Reset Note Provisions: Not Applicable
17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Issuer Call: Not Applicable

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| 19. Investor Put: | Not Applicable |
| 20. Change of Control Put: | Applicable |
| (a) Change of Control Redemption Amount: | U.S.\$2,000,000 per Calculation Amount |
| 21. Final Redemption Amount: | U.S.\$2,000,000 per Calculation Amount |
| 22. Regulatory Call: | Not Applicable |
| 23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: | U.S.\$2,000,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. Form of Notes: | Bearer Notes:


Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event

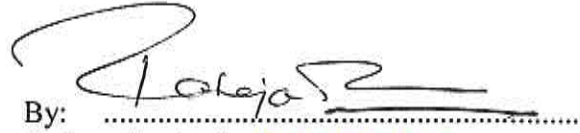
Reg. S Compliance Category 2; TEFRA D |
| 25. Additional Financial Centres or other special provisions relating to Payment Days: | Not Applicable |
| 26. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 27. Partly Paid Notes: | 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 (<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 | Not Applicable |

Page (Non-deliverable basis):


33. Party responsible for calculating the Spot Rate for Condition 7.9 (*RMB Currency Event*): Not Applicable

Signed on behalf of the Issuer:

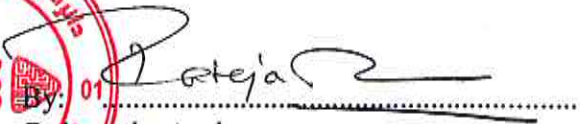
By: 
Duly authorised **Kevin Taylor**
Director

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 Treasury & 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 the Manager, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager 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. OPERATIONAL INFORMATION

- (a) ISIN: XS1116038123
- (b) Common Code: 111603812
- (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