

## Final Terms

27 February 2013

### ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$750,000,000 4.5 per cent. Subordinated Notes due 2023

**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 2013 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 on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html> 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: 15
3. Specified Currency or Currencies: U.S. dollars
4. Aggregate Nominal Amount of Notes:
  - (a) Series: U.S.\$750,000,000
5. Issue Price: 99.127 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:	6 March 2013
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	6 March 2023
9.		Interest Basis:	4.500 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:	Regulatory Call
13.	(a)	Status of Notes:	Subordinated
	(b)	Status of Guarantee:	Subordinated
	(c)	Date on which approval for issuance of Notes and Guarantee is obtained:	25 February 2013 and 24 February 2013, respectively

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

14.		Fixed Rate Note Provisions:	Applicable
	(a)	Rate(s) of Interest:	4.500 per cent. per annum payable semi-annually in arrear
	(b)	Interest Payment Date(s):	6 March and 6 September in each year up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s):	U.S.\$22.50 per Calculation Amount
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
15.		Floating Rate Note Provisions:	Not Applicable
16.		Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.		Issuer Call:	Not Applicable
18.		Investor Put:	Not Applicable

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|-----|--|------------------------------------|
| 19. | Change of Control Put:   | Not Applicable                     |
| 20. | Final Redemption Amount:   | U.S.\$1,000 per Calculation Amount |
| 21. | Regulatory Call:   | Applicable                         |
|     | (a) Regulatory Redemption Amount and method, if any, of calculation of such amount(s):   | U.S.\$1,000 per Calculation Amount |
|     | (b) Notice period (if other than as set out in the Conditions):  | Not Applicable                     |
| 22. | Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required): | U.S.\$1,000 per Calculation Amount |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|---|
| 23. | 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 |
| 24. | Additional Financial Centre(s) or other special provisions relating to Payment Days:                              | London  |
| 25. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No  |
| 26. | Details relating to Partly Paid Notes:  | Not Applicable  |
| 27. | Redenomination applicable:  | Redenomination not applicable   |
| 28. | 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: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange and listing on the Official List of the U.K. Listing Authority with effect from 6 March 2013.
- (ii) Estimate of total expenses related to admission to trading: GBP 4,200

### **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 Joint Lead 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 Joint Lead 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: 4.610 per cent. per annum on a semi-annual basis

### **5. OPERATIONAL INFORMATION**

- (a) ISIN: XS0897453493
- (b) Common Code: 089745349
- (c) Delivery: Delivery against payment
- (d) Names and addresses of additional Paying Agent(s) (if any): Not Applicable