

**FIRST SUPPLEMENT DATED 20 AUGUST 2015
TO THE BASE PROSPECTUS DATED 24 FEBRUARY 2015**



ADCB FINANCE (CAYMAN) LIMITED

(incorporated with limited liability in the Cayman Islands)

U.S.\$7,500,000,000

Global Medium Term Note Programme

unconditionally and irrevocably guaranteed by

ABU DHABI COMMERCIAL BANK PJSC

(incorporated with limited liability in Abu Dhabi, United Arab Emirates)

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 24 February 2015 (the "**Base Prospectus**") prepared by ADCB Finance (Cayman) Limited (the "**Issuer**") and Abu Dhabi Commercial Bank PJSC (the "**Guarantor**") in connection with the Issuer's Global Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$7,500,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement which, together with the Base Prospectus, comprises a base prospectus for the purposes of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU) (the "**Prospectus Directive**") constitutes a supplement for the purposes of Article 16 of the Prospectus Directive (as implemented in the Republic of Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended).

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Directive. The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and European Union law pursuant to the Prospectus Directive.

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the unaudited condensed consolidated interim financial statements of the Guarantor for the six month period ended 30 June 2015 and the auditors' review report thereon.

IMPORTANT NOTICES

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of that document. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Supplement and the Base Prospectus can be: (i) viewed on the website of the Central Bank of Ireland at www.centralbank.ie; and (ii) obtained on written request and without charge from the registered office of the Guarantor at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Sheikh Zayed Street, P.O. Box 939, Abu Dhabi, United Arab Emirates, and from the specified office of the Principal Paying Agent.

This Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantor or any Dealers to subscribe for, or purchase, any Notes.

Neither the Notes nor the Guarantee have been nor will be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and, subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to U.S. persons (as defined in Regulation S under the Securities Act).

UPDATES TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented by the information set out as follows:

Publication of the Guarantor's Q2 2015 Financial Statements

On 21 July 2015, the Guarantor published its unaudited condensed consolidated interim financial statements for the six month period ended 30 June 2015, together with the auditors' review report thereon (the "**Q2 2015 Financial Statements**").

A copy of the Q2 2015 Financial Statements has been filed with the Central Bank of Ireland and the Q2 2015 Financial Statements are incorporated by reference in, and form part of, this Supplement in their entirety and, by virtue of this Supplement, form part of the Base Prospectus.

A copy of the Q2 2015 Financial Statements can be viewed on the website of the Guarantor at http://www.adcb.com/Images/2Q15_Financial_statement_English.pdf

For the avoidance of doubt, any documents incorporated by reference in the Q2 2015 Financial Statements shall not form part of this Supplement or the Base Prospectus.

The second paragraph under the heading "*Significant or Material Change*" on page 183 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of ADCB and its subsidiaries taken as a whole (the "**ADCB Group**") since 30 June 2015. There has been no material adverse change in the prospects of ADCB and the ADCB Group since 31 December 2014."