

FINAL TERMS

11 April 2016

ADCB FINANCE (CAYMAN) LIMITED

**Issue of HKD160,000,000 2.69% per cent. Notes due 13 April 2021
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 24 February 2016 (the "**Base Prospectus**") and the supplemental prospectus dated 8 March 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "**Prospectus Directive**"). This document constitutes the applicable 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, P.O. 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, P.O. 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: 42
3. Specified Currency or Currencies: Hong Kong Dollars ("HKD")
4. Aggregate Nominal Amount of Notes admitted to trading: HKD160,000,000
5. Issue Price: 99.953 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations (in the case of Registered Notes this means the minimum integral amount in which transfers can be made): HKD1,000,000 and integral multiples of HKD500,000 in excess thereof
- (b) Calculation Amount: HKD500,000

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| 7. | (a) | Issue Date: | 13 April 2016 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 13 April 2021 |
| 9. | | Interest Basis: | 2.69 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 the Notes: | Senior |
| | (b) | Status of the Guarantee: | Senior |
| | (c) | Date on which approval for issuance of Notes and Guarantee obtained: | 21 January 2016 in respect of issuance of Notes; and
16 March 2016 in respect of the Guarantee. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions: | Applicable |
| | (a) | Rate(s) of Interest: 2.69 per cent. per annum payable quarterly in arrear |
| | (b) | Interest Payment Date(s): 13 January, 13 April, 13 July and 13 October in each year, commencing on 13 July 2016, up to and including the Maturity Date |
| | (c) | Fixed Coupon Amount(s): Not Applicable |
| | (d) | Broken Amount(s): Not Applicable |
| | (e) | Day Count Fraction: Actual/365 (Fixed) |
| | (f) | Determination Date(s): Not Applicable |
| | (g) | Business Day Convention: Modified Following, adjusted |
| 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:	HKD500,000 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	HKD500,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event Reg. S Compliance Category 2; TEFRA D
25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London, New York and Hong Kong
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>):	

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| (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
(<i>RMB Currency Event</i>): | Not Applicable |

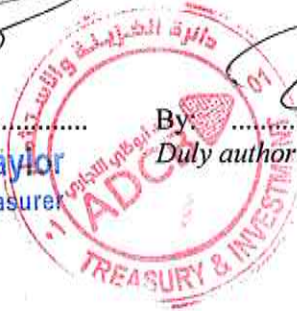
Signed on behalf of the Issuer:


By: **Kevin Taylor**.....
Duly authorised Director


By: **Rajesh Raheja**.....
Duly authorised Director

Signed on behalf of the Guarantor:


By: **Kevin Taylor**.....
Duly authorised Group Treasurer




By: **Rajesh Raheja**.....
Duly authorised Head - Funding & Balance Sheet

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 to be issued have been rated:

Fitch: A+

The Notes to be issued are expected to be rated:

S&P: A

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 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 (Fixed Rate Notes Only)

Indication of yield: 2.70 per cent. per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1394861295
- (b) Common Code: 139486129
- (e) 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

6. THIRD PARTY INFORMATION

Not Applicable