

## FINAL TERMS

**MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Final Terms dated 24 January 2019**

### ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$ 125,000,000 Floating Rate Notes due 28 January 2024  
unconditionally and irrevocably guaranteed by  
ABU DHABI COMMERCIAL BANK PJSC  
under the U.S.\$9,000,000,000  
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 12 March 2018 and the supplemental prospectus dated 10 September 2018 which together constitute a base prospectus (the "**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. 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 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. |     | Series Number:   | 99  |
| 3. |     | Specified Currency or Currencies:  | U.S. dollars ("U.S.\$")                       |
| 4. |     | Aggregate Nominal Amount of Notes admitted to trading:   | U.S.\$ 125,000,000                            |
| 5. |     | Issue Price:   | 100 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): | U.S.\$200,000                                 |

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|-----|-----|---|--|
|     | (b) | Calculation Amount:   | U.S.\$200,000  |
| 7.  | (a) | Issue Date:   | 28 January 2019  |
|     | (b) | Interest Commencement Date:                                 | Issue Date   |
| 8.  |     | Maturity Date:  | 28 January 2024, subject to adjustment in accordance with the Modified Following Business Day Convention |
| 9.  |     | Interest Basis:   | 3 month USD LIBOR + 1.55 per cent. Floating Rate<br>(further particulars specified below)                |
| 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 approval for issuance of Notes and Guarantee obtained: | 18 February 2018 and 3 April 2018, respectively  |

**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:   | Quarterly on 28 January, April, July and October of each year from and including 28 April 2019 to and including the Maturity Date |
|     | (b) | Business Day Convention:  | Modified Following Business Day Convention  |
|     | (c) | Additional Business Centre(s):  | Abu Dhabi, New York and London  |
|     | (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:   | 3 month USD LIBOR   |

	(ii)	Interest Determination Date(s):	The date falling two London Business Days prior to the first day of each Interest Period
	(iii)	Relevant Screen Page:	Reuters Screen LIBOR 01 Page
	(iv)	Relevant Time:	11 a.m. London time
	(v)	Relevant Financial Centre:	London
	(g)	ISDA Determination:	Not Applicable
	(h)	Linear Interpolation:	Not Applicable
	(i)	Margin(s):	+1.55 per cent. per annum
	(j)	Minimum Rate of Interest:	Zero
	(k)	Maximum Rate of Interest:	Not applicable
	(l)	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
19.		Investor Put:	Not Applicable
20.		Change of Control Put:	Not Applicable
21.		Final Redemption Amount:	U.S.\$ 200,000 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.\$ 200,000 per Calculation Amount

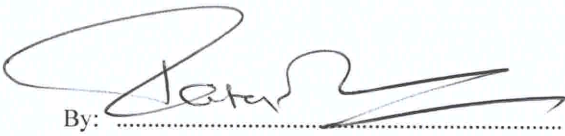
#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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:	Abu Dhabi, London and New York

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 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

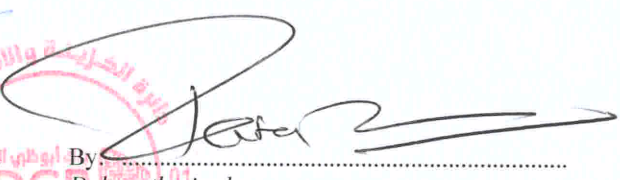
Signed on behalf of the Issuer:

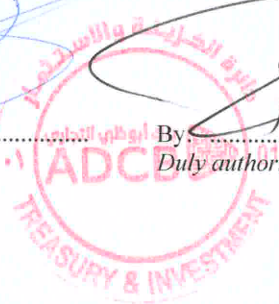
By:   
Duly authorised  
**Kevin Taylor**  
Director

By:   
Duly authorised  
**Rajesh Raheja**  
Director

Signed on behalf of the Guarantor:

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

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



## PART B – OTHER INFORMATION

### 1. LISTING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on the Main Securities Market with effect from the Issue Date
- (b) Estimate of total expenses related to admission to trading: EUR1,000

### 2. RATINGS

The Notes to be issued are expected to be rated:  
Standard & Poor's: 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 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 or their affiliates in the ordinary course of business for which they may receive fees.

### 4. YIELD (Fixed Rate Notes Only)

Indication of yield: Not applicable

### 5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1940072132
- (b) Common Code: 194007213
- (c) CUSIP: Not Applicable
- (d) CINS: Not Applicable
- (e) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

### 6. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Not Applicable

### 7. THIRD PARTY INFORMATION

Not Applicable