FINAL TERMS

10 July 2017

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.$320,000,000 Multi-Callable Zero Coupon Notes due 2047
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 22 February 2017 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "**Prospectus Directive**"). 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:		63
3.	Specified Currency or Currencies:		U.S. dollars ("**U.S.$**")
4.	Aggregate Nominal Amount of Notes admitted to trading:		U.S.$320,000,000
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.$1,000,000
	(b)	Calculation Amount:	U.S.$1,000,000
7.	(a)	Issue Date:	26 July 2017

	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	26 July 2047
9.	Interest Basis:	Zero Coupon
10.	Redemption/Payment Basis:	The Final Redemption Amount will be determined as provided below (see paragraph 21)
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call
13.	(a) Status of Notes:	Senior
	(b) Status of Guarantee:	Senior
	(c) Date on which approval for issuance of Notes and Guarantee obtained:	13 February 2017 and 3 July 2017, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:	Not Applicable
15.	Floating Rate Note Provisions:	Not Applicable
16.	Reset Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Applicable
	(a) Accrual Yield:	4.800 per cent. per annum
	(b) Reference Price:	Not Applicable
	(c) Day Count Fraction in relation to Early Redemption Amounts and late payment:	30/360

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call:	Applicable
	(a) Optional Redemption Dates:	26 July 2022, 26 July 2027, 26 July 2032, 26 July 2037 and 26 July 2042, subject to adjustment in accordance with the Following Business Day Convention

(b)	Optional Redemption Amounts:	Optional Redemption Date	Optional Redemption Amount per Calculation Amount (U.S.$)
		26 July 2022	1,264,172.72
		26 July 2027	1,598,132.66
		26 July 2032	2,020,315.70
		26 July 2037	2,554,027.99
		26 July 2042	3,228,732.51

(c)	If redeemable in part:	Not Applicable
(d)	Notice period (if other than as set out in the Conditions):	The Issuer will give notice of its intention to redeem the Notes not less than five (5) Business Days prior to the relevant Optional Redemption Date

19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Applicable
	(a) Change of Control Redemption Amount:	The Change of Control Redemption Amount per Calculation Amount for each Calculation Period shall be as set out in Annex 1
21.	Final Redemption Amount:	U.S.$4,081,675.55 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	As per the Conditions

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 applicable

25.	Additional Financial Centres or other special provisions relating to Payment Days:	Taipei, London, New York and Abu Dhabi
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 (*RMB Currency Event*):	Not Applicable
32.	Relevant Spot Rate Screen Pages for Condition 7.9 (*RMB Currency Event*):	
	(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 (*RMB Currency Event*):	Not Applicable

Signed on behalf of the Issuer:

By: .....
Duly authorised

Harsha Jayatunge
Authorised Signatory

By: .....
Duly authorised

Rajesh Raheja
Director

Signed on behalf of the Guarantor:

By: .....
Duly authorised

Gerald J. Mollenkramer
Group Chief Operating Officer

By: .....
Duly authorised

Rajesh Raheja
Head - Funding & Balance Sheet

PART B – OTHER INFORMATION

1. **LISTING**

(i)	Listing and Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Taipei Exchange ("**TPEx**") in the Republic of China for the listing and trading of the Notes on the TPEx. The Notes will be traded on the TPEx pursuant to the applicable rules of the TPEx. The effective date of listing of the Notes on the TPEx is on or about 26 July 2017. TPEx is not responsible for the content of this document and the Base Prospectus and any supplement or amendment thereto and no representation is made by TPEx to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. TPEx expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document, the Base Prospectus or any supplement or amendment thereto. Admission to listing and trading on the TPEx shall not be taken as an indication of the merits of the Issuer or the Notes.
(ii)	Estimate of total expenses related to admission to trading:	New Taiwan Dollar ("**NTD**") 70,000 in relation to the listing and trading of the Notes on the TPEx.

2. **RATINGS** — The Notes to be issued have not been rated.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Lead 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 Lead 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. **YIELD (Fixed Rate Notes Only)**

Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

(a)	ISIN Code:	XS1645765667
(b)	Common Code:	164576566
(e)	Any clearing system other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification numbers(s):	Not Applicable
(d)	Delivery:	Delivery against payment
(e)	Names and addresses of additional Paying Agents (if any):	Not Applicable

6. ADDITIONAL SELLING RESTRICTIONS

The following ROC selling restriction shall be inserted in the Base Prospectus:

"Each Dealer has represented and agreed that the Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional institutional investors" as defined under Paragraph 2, of Article 4 of the Financial Consumer Protection Act of the ROC, which currently includes overseas and domestic: (i) banks, securities firms, futures firms and insurance companies (excluding insurance agencies, insurance brokers and insurance surveyors), the foregoing as further described in greater detail in Paragraph 3 of Article 2 of the Organisation Act of the Financial Supervisory Commission; (ii) fund management companies, government investment institutions, government funds, pension funds, mutual funds, unit trusts, and funds managed by financial service enterprises pursuant to the ROC Securities Investment Trust and Consulting Act, the ROC Future Trading Act or the ROC Trust Enterprise Act or investment assets mandated and delivered by or transferred for trust by financial consumers; and (iii) other institutions recognised by the Financial Supervisory Commission of the ROC. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to the aforementioned professional institutional investors."

7. ADDITIONAL TAX INFORMATION

ROC Taxation

The following summary of certain taxation provisions under ROC law is based on current law and practice and that the Notes will be issued, offered, sold and re-sold, directly or indirectly, to professional institutional investors as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an investment in the Notes.

Interest on the Notes:	As ADCB Finance (Cayman) Limited, the issuer of the Notes, is not an ROC statutory tax withholder, there is no ROC withholding tax on the interest or deemed interest to be paid on the Notes. ROC corporate holders must include the interest or deemed interest receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 17 per cent. (unless the total taxable income for a fiscal year is under NTD 120,000), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax ("**AMT**") is not applicable.
Sale of the Notes:	In general, the sale of corporate bonds or financial bonds is subject to a 0.1 per cent. securities transaction tax ("**STT**") on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act of the ROC prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026. Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time. Capital gains generated from the sale of bonds are exempt from ROC income tax.

Accordingly, ROC corporate holders are not subject to income tax on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include the capital gains from the sale of the Notes in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the ordinary income tax calculated pursuant to the Income Basic Tax Act (also known as the AMT Act), the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders could be carried over five years to offset against capital gains of same category of income for the purposes of calculating their AMT.

8. ADDITIONAL INFORMATION

ROC Settlement and Trading

Investors with a securities book-entry account with an ROC securities broker and a foreign currency deposit account with an ROC bank, may request the approval of the Taiwan Depositary & Clearing Corporation (the "**TDCC**") for the settlement of the Notes through the account of TDCC with Euroclear or Clearstream and if such approval is granted by TDCC, the Notes may be so cleared and settled. In such circumstances, TDCC will allocate the respective book-entry interest of such investor in the Notes position to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the TPEx as domestic bonds.

In addition, an investor may apply to TDCC (by filling in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream to the TDCC account with Euroclear or Clearstream for trading in the domestic market or vice versa for trading in overseas markets.

For such investors who hold their interest in the Notes through an account opened and held by TDCC with Euroclear or Clearstream, distributions of principal and/or interest for the Notes to such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be received by TDCC one Taiwanese business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.

Risks associated with limited liquidity of the Notes

Application will be made for the listing of the Notes on the TPEx. No assurances can be given as to whether the Notes will be, or will remain, listed on the TPEx. If the Notes fail to, or cease to, be listed on the TPEx, certain investors may not invest in, or continue to hold or invest in, the Notes.

ANNEX 1

The Change of Control Redemption Amount per Calculation Amount for each Calculation Period shall be as follows:

Calculation Period (from and including)	Calculation Period (to but excluding)	Change of Control Redemption Amount per Calculation Amount (U.S.$)
26-Jul-17	26-Jul-18	1,000,000.00
26-Jul-18	26-Jul-19	1,048,000.00
26-Jul-19	26-Jul-20	1,098,304.00
26-Jul-20	26-Jul-21	1,151,022.59
26-Jul-21	26-Jul-22	1,206,271.68
26-Jul-22	26-Jul-23	1,264,172.72
26-Jul-23	26-Jul-24	1,324,853.01
26-Jul-24	26-Jul-25	1,388,445.95
26-Jul-25	26-Jul-26	1,455,091.36
26-Jul-26	26-Jul-27	1,524,935.74
26-Jul-27	26-Jul-28	1,598,132.66
26-Jul-28	26-Jul-29	1,674,843.03
26-Jul-29	26-Jul-30	1,755,235.49
26-Jul-30	26-Jul-31	1,839,486.79
26-Jul-31	26-Jul-32	1,927,782.16
26-Jul-32	26-Jul-33	2,020,315.70
26-Jul-33	26-Jul-34	2,117,290.86
26-Jul-34	26-Jul-35	2,218,920.82
26-Jul-35	26-Jul-36	2,325,429.02
26-Jul-36	26-Jul-37	2,437,049.61
26-Jul-37	26-Jul-38	2,554,027.99
26-Jul-38	26-Jul-39	2,676,621.34
26-Jul-39	26-Jul-40	2,805,099.16
26-Jul-40	26-Jul-41	2,939,743.92
26-Jul-41	26-Jul-42	3,080,851.63
26-Jul-42	26-Jul-43	3,228,732.51
26-Jul-43	26-Jul-44	3,383,711.67
26-Jul-44	26-Jul-45	3,546,129.83
26-Jul-45	26-Jul-46	3,716,344.06
26-Jul-46	26-Jul-47	3,894,728.57