

Final Terms

26 October 2015

ADCB FINANCE CAYMAN LIMITED

**Issue of HKD160,000,000 2.30 per cent. Notes due 28 October 2020
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 2015 (the “**Base Prospectus**”) and the base prospectus supplement dated 20 August 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the “**Prospectus Directive** { XE "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, Al Salam 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, Al Salam 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: 38
3. Specified Currency or Currencies: Hong Kong Dollars (“**HKD**”)
4. Aggregate Nominal Amount of Notes admitted to trading: HKD160,000,000
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): HKD1,000,000 and integral multiples of HKD500,000 thereafter

- (b) Calculation Amount: HKD500,000
7. (a) Issue Date: 28 October 2015
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 28 October 2020
9. Interest Basis: 2.30 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 Notes: Senior
- (b) Status of Guarantee: Senior
- (c) Date on which approval for issuance of Notes and Guarantee obtained: 8 February 2015 and 11 March 2015, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
- (a) Rates of Interest: 2.30 per cent. per annum payable annually in arrear
- (b) Interest Payment Date(s): 28 October in each year, commencing on 28 October 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 Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event


Reg. S Compliance Category 2; TEFRA D |
| 25. Additional Financial Centres 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>): | |
| (i) Relevant Spot Rate Screen Page (Deliverable Basis): | Not Applicable |

(ii) Relevant Spot Rate Screen Not Applicable
Page (Non-deliverable basis):

33. Party responsible for calculating the Not Applicable
Spot Rate for Condition 7.9 (*RMB
Currency Event*):

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: Not Applicable
- (ii) Estimate of total expenses related to admission to trading: Not Applicable

2. RATINGS

The Notes to be issued have been rated:

S&P: A
Fitch: A+

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

Save for any fees payable to the 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 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 (Fixed Rate Notes Only)

Indication of yield: 2.30 per cent. per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1310991184
- (b) Common Code: 131099118
- (c) 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