

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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

1 February 2018

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$ 75,000,000 Floating Rate Notes due 1 February 2020

**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 (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 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.

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|----|-----|----------------|--------------------------------|
| 1. | (a) | Issuer: | ADCB Finance (Cayman) Limited |
| | (b) | Guarantor: | Abu Dhabi Commercial Bank PJSC |
| 2. | (a) | Series Number: | 77 |

3. Specified Currency or Currencies: U.S. dollars ("U.S.\$")
4. Aggregate Nominal Amount of Notes admitted to trading: U.S.\$ 75,000,000
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 and integral multiples of U.S.\$1,000 thereafter
- (b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 5 February 2018
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 5 February 2020, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Interest Basis: 3 month USD LIBOR + 0.63 per cent. Floating Rate
(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 on which approval for issuance of Notes and Guarantee obtained: 13 February 2017 in respect of issuance of Notes; and
30 March 2017 in respect of the Guarantee.

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 5 February, May, August and November of each year from and including 5 May 2018 to and including the Maturity Date
 - (b) Business Day Convention: Modified Following Business Day Convention
 - (c) Additional Business Centre(s): London, New York and Abu Dhabi
 - (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): +0.63 per cent. per annum
 - (j) Minimum Rate of Interest: Zero
 - (k) Maximum Rate of Interest: Not Applicable
 - (l) Day Count Fraction: Actual/360, adjusted

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|-----|------------------------------|----------------|
| 16. | Reset Note Provisions: | Not Applicable |
| 17. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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|-----|--|-------------------------------------|
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Change of Control Put: | Not Applicable |
| 21. | Final Redemption Amount: | U.S.\$ 1,000 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.\$ 1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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, Abu Dhabi 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</i> | |

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

Signed on behalf of the Issuer:

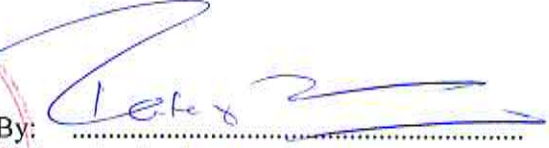
By: 
Duly authorised **Kevin Taylor**
Director

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

- (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 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 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: XS1765440661
- (b) Common Code: 176544066
- (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