

**FINAL TERMS**

**2 November 2017**

**ADCB FINANCE (CAYMAN) LIMITED**

**Issue of U.S.\$10,000,000 Zero Coupon Callable 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  |
|    | (c) Series Number:   | 69  |
| 3. | Specified Currency or Currencies:  | U.S. dollars (“U.S.\$”)   |
| 4. | Aggregate Nominal Amount of Notes:   | U.S.\$10,000,000.00   |
| 5. | Issue Price:   | 100.00 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.\$1,000,000   |
|    | (b) Calculation Amount:  | U.S.\$1,000,000   |
| 7. | (a) Issue Date:  | 6 November 2017   |
|    | (b) Interest Commencement Date:  | Issue Date  |
| 8. | Maturity Date:   | 6 November 2047, subject to adjustment in accordance with the Following Business Day Convention |
| 9. | Interest Basis:  | Zero Coupon   |

(2047 A Notes)

10. Redemption/Payment Basis: The Final Redemption Amount will be determined as provided below (see paragraph 21)
11. Change of Interest Basis or Not Applicable  
Redemption/Payment Basis:
12. Put/Call Options: Issuer Call
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 and 30 March 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: 4.75 per cent. per annum
- (b) Reference Price: Not Applicable
- (c) Day Count Fraction in relation to Early Redemption Amounts and late payment: 30/360, unadjusted

**PROVISIONS RELATING TO REDEMPTION**

18. Issuer Call: Applicable
- (a) Optional Redemption Date(s): 6 November 2027 and 6 November 2037, subject to adjustment in accordance with the Following Business Day Convention
- (b) Optional Redemption Amount: The relevant Optional Redemption Amount will be the amount set out next to the corresponding Optional Redemption Date below:
- | Optional Redemption Date | Optional Redemption Amount | per Calculation Amount |
|--------------------------|----------------------------|------------------------|
| 6 November 2027          | U.S.\$1,590,524.33         |                        |
| 6 November 2037          | U.S.\$2,529,767.64         |                        |
- (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 ten (10) New York and London Business Days prior to the relevant Optional Redemption Date
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Not Applicable
21.	Final Redemption Amount:	U.S.\$4,023,656.98 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 Centre(s) or other special provisions relating to Payment Days:	New York and London
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

(2047 A Notes)


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


Signed on behalf of the Issuer

By:   
Duly authorised  
**Rajesh Raheja**  
Director

By:   
Duly authorised  
**Akbar Moolji**  
Authorised Signatory

Signed on behalf of the Guarantor:

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

By:   
Duly authorised  
Tilak  
**Tilak C. Silva**  
A175



## PART B – OTHER INFORMATION

### 1. LISTING

(a) Listing and Admission to trading: Not Applicable

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

### 2. RATINGS

Ratings: The Notes are not expected to be rated

### 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 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: XS1708451619

(b) Common Code: 170845161

(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. THIRD PARTY INFORMATION

Not Applicable