

FINAL TERMS

23 January 2018

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.

ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$30,000,000 Zero Coupon Callable Notes due 2048
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**"). 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.

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|----|-----|--|---|
| 1. | (a) | Issuer: | ADCB Finance (Cayman) Limited |
| | (b) | Guarantor: | Abu Dhabi Commercial Bank PJSC |
| 2. | (a) | Series Number: | 74 |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |
| 4. | | Aggregate Nominal Amount of Notes admitted to trading: | U.S.\$ 30,000,000 |
| 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 |
| | (b) | Calculation Amount: | U.S.\$ 200,000 |
| 7. | (a) | Issue Date: | 25 January 2018 |

- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 25 January 2048, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Interest Basis: Zero Coupon
(further particulars specified below)
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 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: 4.86 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): 25 January 2023, 25 January 2028, 25 January 2033, 25 January 2038 and 25 January 2043, subject to adjustment in accordance with the Modified Following Business Day Convention

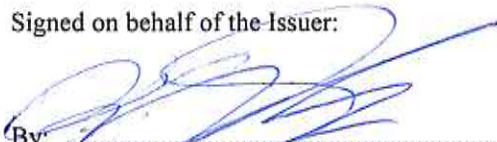
(b)	Optional Redemption Amount:	The relevant Optional Redemption Amount will be the amount set out next to the corresponding Optional Redemption Date below												
		<table border="0"> <thead> <tr> <th style="text-align: left;">Optional Redemption Date</th> <th style="text-align: left;">Optional Redemption Amount per Calculation Amount (U.S.\$)</th> </tr> </thead> <tbody> <tr> <td>25 January 2023</td> <td>253,559.14</td> </tr> <tr> <td>25 January 2028</td> <td>321,461.18</td> </tr> <tr> <td>25 January 2033</td> <td>407,547.09</td> </tr> <tr> <td>25 January 2038</td> <td>516,686.44</td> </tr> <tr> <td>25 January 2043</td> <td>655,052.83</td> </tr> </tbody> </table>	Optional Redemption Date	Optional Redemption Amount per Calculation Amount (U.S.\$)	25 January 2023	253,559.14	25 January 2028	321,461.18	25 January 2033	407,547.09	25 January 2038	516,686.44	25 January 2043	655,052.83
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25 January 2033	407,547.09													
25 January 2038	516,686.44													
25 January 2043	655,052.83													
(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:	Not Applicable												
21.	Final Redemption Amount:	U.S.\$ 830,473.15 per Calculation Amount												
22.	Regulatory Call:	Not Applicable												
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	As set out in the Conditions												

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	<p>Bearer Notes:</p> <p>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event</p> <p>Reg. S Compliance Category 2; TEFRA D</p>
25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London, New York and Taipei
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 **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 trading on the Main Securities Market of the Irish Stock Exchange with effect from the Issue Date
- (b) Estimate of total expenses related to admission to trading: Euro 600

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- Fitch: A+
- S&P: 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: XS1753818480
- (b) Common Code: 175381848
- (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