

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 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.

Final Terms dated 28 February 2019

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$30,000,000 Zero Coupon Callable Notes due 5 March 2049

**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 12 March 2018 and the supplemental prospectuses dated 10 September 2018 and 5 February 2019 which together constitute 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.

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

2.	Series Number:	103
3.	Specified Currency or Currencies:	U.S. Dollar (“USD”)
4.	Aggregate Nominal Amount of Notes admitted to trading:	USD30,000,000
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):	USD1,000,000
	(b) Calculation Amount:	USD1,000,000
7.	(a) Issue Date:	5 March 2019
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	5 March 2049
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 the Notes:	Senior
	(b) Status of the Guarantee:	Senior
	(c) Date on which approval for issuance of Notes and Guarantee obtained:	18 February 2018 and 3 April 2018, 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:	5.375 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 Date(s):	5 March 2024, 5 March 2034, 5 March 2044, subject to adjustment in accordance with the Following Business Day Convention	
	(b) Optional Redemption Amount:	Optional Redemption Date:	Optional Redemption Amount per Calculation Amount (USD)
		5 March 2024	1,299,235.68
		5 March 2034	2,193,127.17
		5 March 2044	3,702,027.93
	(c) If redeemable in part:	Not Applicable	
	(d) Notice period (if other than as set out in the Conditions):	5 Business Days	
19.	Investor Put:	Not Applicable	
20.	Change of Control Put:	Not Applicable	
21.	Final Redemption Amount:	USD 4,809,806.77 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
25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London, 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 Event</i>):	
	(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

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on the Euronext Dublin's regulated market with effect from the Issue Date.
- (b) Estimate of total expenses related to admission to trading: EUR1,000

2. RATINGS

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 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: XS1959443851
- (b) Common Code: 195944385
- (c) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Applicable

7. THIRD PARTY INFORMATION

Not Applicable