

Final Terms dated 27 May 2019

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

ADCB FINANCE (CAYMAN) LIMITED

**Issue of CHF 200,000,000 0.500 per cent. Notes due 29 November 2024
unconditionally and irrevocably guaranteed by
ABU DHABI COMMERCIAL BANK PJSC
under the U.S.\$15,000,000,000
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 26 March 2019 and the supplemental base prospectus dated 21 May 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or superseded (the "**Prospectus Directive**"). This document constitutes the applicable Final Terms of the Notes described herein 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, the Base Prospectus and the prospectus dated 27 May 2019 prepared for the listing of the Notes on the SIX Swiss Exchange (the "**Listing Prospectus**"). The Base Prospectus, these Final Terms and the Listing Prospectus are available for viewing at, and copies may be obtained from, UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland, or can be ordered by telephone (+41-44-239 47 03, voicemail), fax (+41-44-239 69 14) or by e-mail (swiss-prospectus@ubs.com).

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| 1. | (a) | Issuer: | ADCB Finance (Cayman) Limited |
| | (b) | Guarantor: | Abu Dhabi Commercial Bank PJSC |
| 2. | | Series Number: | 114 |
| 3. | | Specified Currency or Currencies: | Swiss Francs (" CHF ") |
| 4. | | Aggregate Nominal Amount of Notes admitted to trading: | CHF 200,000,000 |
| 5. | | Issue Price: | 100.353 per cent. of the Aggregate Nominal Amount (before commissions and expenses) |
| 6. | (a) | Specified Denominations: | CHF 5,000 and integral multiples of CHF 5,000 thereafter |
| | (b) | Calculation Amount: | CHF 5,000 |
| 7. | (a) | Issue Date: | 29 May 2019 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 29 November 2024 |
| 9. | | Interest Basis: | 0.500 per cent. Fixed Rate |
| 10. | | Redemption/Payment Basis: | Redemption at par (subject to Early Redemption) |

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| 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) Approval date for issuance of Notes and Guarantee obtained: | 21 March 2019 and 11 December 2018, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate of Interest: | 0.500 per cent. per annum payable annually in arrear |
| | (b) Interest Payment Dates: | 29 November in each year, commencing on 29 November 2019, up to and including the Maturity Date. There will be a short first coupon from (and including) the Issue Date to (but excluding) 29 November 2019. |
| | (c) Fixed Coupon Amounts: | CHF 25.00 per Calculation Amount |
| | (d) Broken Amount: | CHF 12.50 per Calculation Amount, payable on the Interest Payment Date falling on 29 November 2019. |
| | (e) Day Count Fraction: | 30/360 |
| | (f) Determination Date: | Not Applicable |
| | (g) Business Day Convention: | Following Business Day Convention |
| 15. | Floating Rate Note Provisions: | Not Applicable |
| 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: | CHF 5,000 per Calculation Amount |
| 22. | Regulatory Call: | Not Applicable |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | CHF 5,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | Bearer Notes: |
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Permanent Global Note (as defined below) exchangeable for definitive Notes only upon an Exchange Event.

Condition 1 and the disclosure under "Form of the Notes" on page 56 et seq. of the Base Prospectus shall be supplemented (for the purposes of this Series of Notes only) by the following:

"The Notes are issued in bearer form and will be represented by a permanent global note (the "**Permanent Global Note**") which will be deposited by the Swiss Principal Paying Agent with SIX SIS AG, the Swiss Securities Services Corporation in Olten, Switzerland ("**SIS**") or, as the case may be, with any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange AG (SIS or any such other intermediary, the "**Intermediary**"). Once the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) ("**Intermediated Securities**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).

Each holder of the Notes shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of his claim against the Issuer, **provided that** for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*), i.e., by the entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes will be the persons holding the Notes in a securities account in their own name and for their own account.

Neither the Issuer nor the holders of the Notes shall at any time have the right to effect or demand the conversion of the Permanent Global Note (*Globalurkunde*) into, or the delivery of, uncertificated securities (*Wertrechte*) or Definitive Notes (*Wertpapiere*) ("**Definitive Notes**").

No physical delivery of the Notes shall be made unless and until Definitive Notes (*Wertpapiere*) are printed. Definitive Notes with coupons attached may only be printed, in whole, but not in part, at the Issuer's expense, if: (i) the Swiss Principal Paying Agent determines, in its sole discretion, that the

printing of Definitive Notes is necessary or useful; or
(ii) the presentation of Definitive Notes is required by Swiss or other applicable laws and/or regulations in connection with the enforcement of rights of the Noteholders. Upon delivery of the Definitive Notes, the Permanent Global Note will be cancelled and the Definitive Notes shall be delivered to the Holders against cancellation of the Notes in the Holders' securities accounts.

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| 25. | Additional Financial Centres or other special provisions relating to Payment Days: | Zurich, 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: | 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 |
| 34. | Other final terms: | (See also section 24 above) |

The following shall (for the purpose of this Series of Notes only) be added at the end of the fifth paragraph of the Terms and Conditions on page 68 *et seq.* of the Base Prospectus:

"For the purpose of the Notes the Issuer has, together with UBS AG (the "**Swiss Principal Paying Agent**") and the other parties mentioned therein entered into a supplemental agency agreement dated 27 May 2019 (the "**Supplemental Agency Agreement**").

For the purpose of the Notes, any reference in the Conditions of the Notes to the "Agent" and "Paying Agents" shall, so far as the context permits, be

construed as a reference to the Swiss Principal Paying Agent.

In relation to the Notes the address of the Swiss Principal Paying Agent is UBS AG, Bahnhofstrasse 45, CH 8001 Zurich, Switzerland."

Condition 7 of the Terms and Conditions shall be amended and supplemented (for the purpose of this Series of Notes only) as follows:

"Payments of principal and interest in respect of the Notes shall be made only at the offices of the Swiss Principal Paying Agent in Switzerland in freely disposable Swiss Francs without collection costs and whatever the circumstances may be, irrespective of nationality, domicile or residence of the holder of Notes and without requiring any certification, affidavit or the fulfilment of any other formality. Payments on the Notes will also be made irrespective of any present or future transfer restrictions and regardless of any bilateral or multilateral payment or clearing agreement which may be applicable at any time to such payment.

The receipt in full by the Swiss Principal Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich in the manner provided by the Conditions and these Final Terms shall release the Issuer from its obligation under the Notes for the payment of principal and interest due on the respective payment dates to the extent of such payments."

Condition 13 of the Terms and Conditions shall be supplemented (for the purpose of this Series of Notes only) as follows:

"In respect of the Notes, the Issuer will at all times maintain a Swiss Principal Paying Agent having a specified office in Switzerland and will at no time appoint a Swiss Principal Paying Agent having a specified office outside Switzerland. Subject to the above, the Issuer is entitled to vary or terminate the appointment of the Swiss Principal Paying Agent and/or approve any change in the specified office through which it acts."


Condition 15 of the Terms and Conditions of the Notes shall be amended and supplemented (for the purpose of this Series of Notes only) as follows:

"So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices regarding the Notes and the Coupons must be published: (i) on the internet website of the SIX Swiss Exchange under the section headed 'Official Notices' <https://www.six-exchange-regulation.com/en/home/publications/official-notices.html>; or (ii) otherwise in accordance with the

regulations of the SIX Swiss Exchange. Any notices so given will be deemed to have been validly given on the date of such publication or if published more than once, on the first date of such publication."

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 provisionally admitted to trading on the SIX Swiss Exchange with effect from 27 May 2019.
- (b) Estimate of total expenses related to admission to trading: CHF 6,000

2. RATINGS

- Ratings: Fitch: "A+"
Standard & Poor's: "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 or their affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

- Indication of yield: 0.4350 per cent. per annum.

The yield is calculated on the basis of the issue price and is no indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN Code: CH0472691440
- (b) Common Code: 199705857
- (c) FISN: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) CFI Code: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) CUSIP: Not Applicable
- (e) CINS: Not Applicable
- (c) Any clearing systems other than DTC, Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number: SIX SIS AG (SIS), the Swiss Securities Services Corporation in Olten, Switzerland
Swiss Security Number: 47.269.144
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent: **Swiss Principal Paying Agent:**
UBS AG
Bahnhofstrasse 45

CH-8001 Zurich
Switzerland

6. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

Not Applicable

7. **THIRD PARTY INFORMATION**

Not Applicable