

Final Terms dated 29 April 2014

Abu Dhabi National Energy Company PJSC

Issue of U.S.\$750,000,000 3.875 per cent. Notes due 2024
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 Prospectus dated 23 April 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the 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 such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1	Issuer:	Abu Dhabi National Energy Company PJSC
2	Series Number:	12
3	Specified Currency or Currencies:	United States Dollars (“ U.S.\$ ”)
4	Aggregate Nominal Amount of Notes:	U.S.\$750,000,000
5	Issue Price:	99.369 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7	(i) Issue Date:	6 May 2014
	(ii) Interest Commencement Date:	6 May 2014
8	Maturity Date:	6 May 2024
9	Interest Basis:	3.875 per cent. Fixed Rate (See paragraph 14 below)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Change of Control Put Option (See paragraph 19 below)
13	Status of the Notes:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14 Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	3.875 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	6 May and 6 November in each year commencing 6 November 2014 up to and including the Maturity Date.
(iii) Fixed Coupon Amount:	U.S.\$19.375 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	30/360
(vi) Determination Dates:	Not Applicable
15 Floating Rate Note Provisions	Not Applicable
16 Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17 Call Option	Not Applicable
18 General Put Option	Not Applicable
19 Change of Control Put Option	Applicable
(i) Put Date:	As per Conditions
(ii) Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
(iii) Put Period:	As per Conditions
20 Final Redemption Amount of each Note	U.S.\$1,000 per Calculation Amount
21 Early Redemption Amount	
Early Redemption Amount(s) per Calculation 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

22 Form of Notes:	Registered Notes: Regulation S Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg. Rule 144A Global Note Certificate registered in the name of a nominee for DTC.
23 Additional Financial Centre(s):	Not Applicable
24 Provisions applicable to Renminbi Notes:	Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from 6 May 2014.
- (ii) Estimate of total expenses related to admission to trading: GBP3,600

2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:
Moody's Investors Service España, S.A. ("**Moody's**"): A3
Moody's is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**").
Standard & Poor's Credit Market Services Europe Limited ("**S&P**"): A-
S&P is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", 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 and its affiliates in the ordinary course of business.

4 YIELD

- Indication of yield: 3.952 per cent. per annum on a semi-annual basis
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

Regulation S Notes:

- (i) ISIN Code: XS1017435352
(ii) Common Code: 101743535

Rule 144A Notes:

- (i) CUSIP Number: 00386SAM4
(ii) ISIN Code: US00386SAM44
(iii) Common Code: 106485275

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme* and/or DTC and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment in respect of the Regulation S Notes and delivery free of payment in respect of the Rule 144A Notes.

Names and addresses of initial Paying and Transfer Agent(s):

Citibank, N.A.
14th Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
England

Citigroup Global Markets Deutschland AG
Reuterweg 16
60323 Frankfurt
Germany

Names and addresses of additional Paying and Transfer Agent(s) (if any): Not Applicable

6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers:
- Joint Lead Managers**
Merrill Lynch International
Mitsubishi UFJ Securities International plc
Société Générale
Standard Chartered Bank
The Royal Bank of Scotland plc
- Co-Managers**
BNP Paribas
Citigroup Global Markets Limited
HSBC Bank plc
National Bank of Abu Dhabi P.J.S.C.
- (iii) Date of Subscription Agreement: 29 April 2014
- (iv) Stabilising Manager(s) (if any): Standard Chartered Bank
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Rule 144A/Reg S Compliance Category 2; TEFRA not applicable