

Final Terms dated 17 October 2016

Abu Dhabi National Energy Company PJSC

Issue of U.S.\$250,000,000 3.625 per cent. Notes due 2021 (the “Notes”) to be consolidated and form a single series with the existing U.S.\$500,000,000 3.625 per cent. Notes due 2021 issued on 22 June 2016 (the “Original Notes”) 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 7 June 2016 and the supplemental Prospectus dated 10 October 2016, which together constitute 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 as so supplemented. 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 as so supplemented. The Prospectus and the supplemental Prospectus have 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	(i) Series Number:	14
	(ii) Tranche Number	2
	(iii) Date on which the Notes will be consolidated and form a single Series	The Notes will be consolidated and form a single Series with the Original Notes on 28 November 2016 or as otherwise permitted by the transfer restrictions set out in Schedule 2 to the Agency Agreement.
3	Specified Currency or Currencies:	United States Dollars (“U.S.\$”)
4	Aggregate Nominal Amount of Notes:	
	(i) Series:	U.S.\$750,000,000
	(ii) Tranche:	U.S.\$250,000,000
5	Issue Price:	102.485 per cent. of the Aggregate Nominal Amount of the Notes plus accrued interest from (and including) 22 June 2016 to (but excluding) the Issue Date.
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:	19 October 2016
	(ii) Interest Commencement Date:	22 June 2016
8	Maturity Date:	22 June 2021

9	Interest Basis:	3.625 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	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	6 September 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	22 June and 22 December in each year
	(iii) Fixed Coupon Amount:	U.S.\$18.125 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 Options	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:
The Notes will initially be represented by a temporary Regulation S Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg. Interests in such temporary Regulation S Global Note Certificate will be exchanged in whole on 28 November 2016 for interests in the Regulation S Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg.
- 23** Additional Financial Centre(s): Not Applicable
- 24** Provisions applicable to Renminbi Notes: Not Applicable

Signed on behalf of the Issuer:

A handwritten signature in blue ink, consisting of a stylized 'A' followed by a horizontal line and a 'S'.

By: MOHAMMED AL AHBABI

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 19 October 2016.
- (ii) Estimate of total expenses related to admission to trading: £3,600

2 RATINGS

- Ratings: The Notes are expected to be rated:
Moody's Investors Service Ltd. ("**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 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: 3.050 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

- (i) Temporary Regulation S Global Note Certificate:
- (a) ISIN: XS1506418612
- (b) Common Code: 150641861
- (ii) Regulation S Global Note Certificate:
- (a) ISIN: XS1435072548
- (b) Common Code: 143507254

- (iii) Rule 144A Global Note Certificate:
- (a) ISIN: US00388WAD39
- (b) Common Code: 143510204
- (c) CUSIP: 00388WAD3
- (iv) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and/or DTC and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment.
- (vi) Names and addresses of initial Paying and Transfer Agent(s):
- Citibank, N.A., London Branch**
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
England
- Citigroup Global Markets Deutschland AG**
Reuterweg 16
60323 Frankfurt
Germany
- (vii) 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:
- Managers**
Citigroup Global Markets Limited
Mizuho International plc
MUFG Securities EMEA plc
Standard Chartered Bank
- (iii) Date of Subscription Agreement: 17 October 2016
- (iv) Stabilising Manager(s) (if any): Citigroup Global Markets Limited
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA not applicable