FINAL TERMS

11 December 2014

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.$50,000,000 Zero Coupon Notes due 16 December 2044

unconditionally and irrevocably guaranteed by
ABU DHABI COMMERCIAL BANK PJSC

under the U.S.$7,500,000,000
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 18 February 2014 and the supplemental Prospectus dated 4 September 2014 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 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 as so supplemented. The Base Prospectus and the supplemental Prospectus are 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, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates, and copies may be obtained from Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates.

1.	(a) Issuer:	ADCB Finance (Cayman) Limited
	(b) Guarantor:	Abu Dhabi Commercial Bank PJSC
2.	Series Number:	31
3.	Specified Currency or Currencies:	U.S. Dollars ("**U.S.$**")
4.	Aggregate Nominal Amount of Notes admitted to trading:	
	Series:	U.S.$50,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations (in the case of the Registered Notes this means the minimum integral amount	U.S.$1,000,000

		in which transfers can be made):	
	(b)	Calculation Amount:	U.S.$1,000,000
7.	(a)	Issue Date:	16 December 2014
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	16 December 2044, 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
11.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Issuer Call
13.	(a)	Status of Notes:	Senior
	(b)	Status of Guarantee:	Senior
	(c)	Date approval for issuance of Notes and Guarantee obtained:	16 February 2014 and 20 February 2014 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:	4.80 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):	16 December 2020, 16 December 2026, 16 December 2032 and 16 December 2038, 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

Optional Redemption Date	Optional Redemption Amount per Calculation Amount (U.S.$)
16 December 2020	1,324,853.01
16 December 2026	1,755,235.49
16 December 2032	2,325,429.02
16 December 2038	3,080,851.63

(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.$4,081,675.55 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:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the Permanent Global Note

25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London
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*):	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 EVP, Group Treasurer

دائرة الخزينة والاستثمار
بنك أبوظبي التجاري
ADCB
01
TREASURY & INVESTMENT

By: .... *Duly authorised* Rajesh Raheja Head of ALM, Funding & DCM

PART B – OTHER INFORMATION

1. **LISTING**

(i)	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 Irish Stock Exchange with effect from the Issue Date.
(ii)	Estimate of total expenses related to admission to trading:	€500

2. **RATINGS** — The Notes to be issued are not expected to be 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 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 and its affiliates in the ordinary course of business for which they may receive fees.

4. **YIELD**

Indication of yield:	Not Applicable

5. **OPERATIONAL INFORMATION**

(a)	ISIN:	XS1153521213
(b)	Common Code:	115352121
(c)	Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification numbers(s):	Not Applicable
(d)	Delivery:	Delivery against payment
(e)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable