

FINAL TERMS

22 March 2016

ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$ 22,000,000 4.65 per cent. Notes due 2036
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 24 February 2016 (the "**Base Prospectus**") and the supplemental prospectus dated 8 March 2016 which together constitute a 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 as so supplemented. 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, 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. (a) Series Number: 40
3. Specified Currency or Currencies: U.S. dollars ("U.S.\$")
4. Aggregate Nominal Amount of Notes admitted to trading: U.S.\$ 22,000,000
5. Issue Price: 99.228 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): U.S.\$200,000 and integral multiples of U.S.\$ 1,000 in excess thereof
- (b) Calculation Amount: U.S.\$ 1,000

7. (a) Issue Date: 24 March 2016
(b) Interest Commencement Issue Date
Date:
8. Maturity Date: 24 March 2036
9. Interest Basis: 4.65 per cent. Fixed Rate
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Not Applicable
Redemption/Payment Basis:
12. Put/Call Options: Not Applicable
13. (a) Status of the Notes: Senior
(b) Status of the Guarantee: Senior
(c) Date on which approval for 21 January 2016 in respect of issuance of
issuance of Notes and Notes; and
Guarantee obtained: 16 March 2016 in respect of the Guarantee.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
(a) Rate(s) of Interest: 4.65 per cent. per annum payable semi-
annually in arrear
(b) Interest Payment Date(s): 24 March and 24 September in each year up to
and including the Maturity Date
(c) Fixed Coupon Amount(s): U.S.\$ 23.25 per Calculation Amount
(d) Broken Amount(s): Not Applicable
(e) Day Count Fraction: 30/360
(f) Determination Date(s): Not Applicable
(g) Business Day Modified Following Business Day Convention
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

| | | |
|-----|--|-------------------------------------|
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Change of Control Put: | Not Applicable |
| 21. | Final Redemption Amount: | U.S.\$ 1,000 per Calculation Amount |
| 22. | Regulatory Call: | Not Applicable |
| 23. | Early Redemption 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


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|-----|---|---|
| 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 and New York |
| 26. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | Yes. As the Notes have more than 27 coupon payments, talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made. |
| 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:

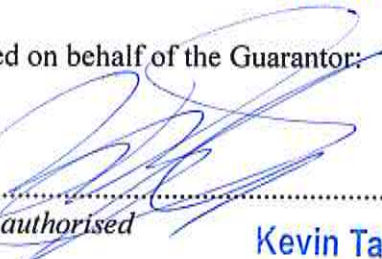
By: 
Duly authorised

Kevin Taylor
Director

By: 
Duly authorised

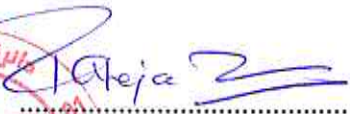
Rajesh Raheja
Director

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

- (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 Main Securities Market of the Irish Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €600

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 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 and its affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

Indication of yield: 4.71 per cent. per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1386160029
- (b) Common Code: 138616002
- (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
- (f) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. THIRD PARTY INFORMATION

Not Applicable