

FINAL TERMS

27 July 2016

ADCB FINANCE (CAYMAN) LIMITED

**Issue of EUR 20,000,000 0.75 per cent. Notes due 1 August 2024
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: 46
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount of Notes admitted to trading: EUR 20,000,000
5. Issue Price: 100 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): EUR 100,000

	(b)	Calculation Amount:	EUR 100,000
7.	(a)	Issue Date:	1 August 2016
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	1 August 2024
9.		Interest Basis:	0.75 per cent. Fixed Rate
10.		Redemption/Payment Basis:	Redemption at par
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)	Date on which approval for issuance of Notes and Guarantee obtained:	21 January 2016 in respect of issuance of Notes and 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:	0.75 per cent. per annum payable annually in arrear
	(b)	Interest Payment Date(s):	1 August in each year up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s):	EUR 750 per Calculation Amount
	(d)	Broken Amount(s):	Not Applicable
	(e)	Day Count Fraction:	Actual/Actual (ICMA)
	(f)	Determination Date(s):	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


18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Not Applicable
21.	Final Redemption Amount:	EUR 100,000 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	EUR 100,000 per Calculation Amount

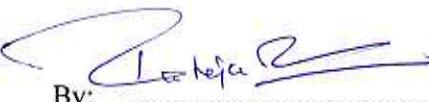
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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:	TARGET, London and 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(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

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|-----|---|----------------|
| | (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 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 it may receive fees.

4. YIELD (Fixed Rate Notes Only)

Indication of yield: 0.75 per cent. per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1462265312
- (b) Common Code: 146226531
- (e) 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