

FINAL TERMS

ADCB FINANCE (CAYMAN) LIMITED

23 January 2018

**Issue of USD 20,000,000 Callable Zero Coupon Notes due 25 January 2048
unconditionally and irrevocably guaranteed by
ABU DHABI COMMERCIAL BANK PJSC
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 base prospectus dated 22 February 2017 which constitutes a base prospectus (the "**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. 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. The Base Prospectus is 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.

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|-----|-----|----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 1. | (a) | Issuer: | ADCB Finance (Cayman) Limited |
| | (b) | Guarantor: | Abu Dhabi Commercial Bank PJSC |
| 2. | (a) | Series Number: | 75 |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("USD") |
| 4. | | Aggregate Nominal Amount of Notes admitted to trading: | USD 20,000,000 |
| 5. | | Issue Price: | 100.00 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): | USD 1,000,000 |
| | (b) | Calculation Amount: | USD 1,000,000 |
| 7. | (a) | Issue Date: | 25 January 2018 |
| | (b) | Interest Commencement Date: | Not Applicable |
| 8. | | Maturity Date: | 25 January 2048 subject to adjustment in accordance with the 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 (see paragraph 21) |

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|-----|-----------------------------------------------------------------------|--------------------------------------------------|
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Issuer Call |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| | (c) Date Board approval for issuance of Notes and Guarantee obtained: | 13 February 2017 and 30 March 2017, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|----------------------------------------------------------------------------------|---------------------------|
| 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: | 4.805 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): | 25 January 2024, 25 January 2030, 25 January 2036 and 25 January 2042 subject to adjustment in accordance with the Following Business Day Convention | | | | | | | | | | |
| | (b) Optional Redemption Amount: | Optional Redemption Amount will be the amount set out next to the corresponding Optional Redemption Date below: | | | | | | | | | | |
| | | <table border="0"> <thead> <tr> <th style="text-align: left;">Optional Redemption Date</th> <th style="text-align: left;">Optional Redemption Amount per Calculation Amount (U.S.\$)</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">25 January 2024</td> <td style="text-align: right;">1,325,232.30</td> </tr> <tr> <td style="text-align: left;">25 January 2030</td> <td style="text-align: right;">1,756,240.66</td> </tr> <tr> <td style="text-align: left;">25 January 2036</td> <td style="text-align: right;">2,327,426.86</td> </tr> <tr> <td style="text-align: left;">25 January 2042</td> <td style="text-align: right;">3,084,381.26</td> </tr> </tbody> </table> | Optional Redemption Date | Optional Redemption Amount per Calculation Amount (U.S.\$) | 25 January 2024 | 1,325,232.30 | 25 January 2030 | 1,756,240.66 | 25 January 2036 | 2,327,426.86 | 25 January 2042 | 3,084,381.26 |
| Optional Redemption Date | Optional Redemption Amount per Calculation Amount (U.S.\$) | | | | | | | | | | | |
| 25 January 2024 | 1,325,232.30 | | | | | | | | | | | |
| 25 January 2030 | 1,756,240.66 | | | | | | | | | | | |
| 25 January 2036 | 2,327,426.86 | | | | | | | | | | | |
| 25 January 2042 | 3,084,381.26 | | | | | | | | | | | |
| | (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:	USD 4,087,521.68 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 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):	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>):	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

- (a) 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
- (b) Estimate of total expenses related to admission to trading: Euro 600

2. RATINGS

Ratings: The Notes are not expected be rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to J.P. Morgan Securities plc (the “Dealer”), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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 or their affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1758705476
- (b) Common Code: 175870547
- (c) CUSIP: Not Applicable
- (d) CINS: Not Applicable
- (e) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. THIRD PARTY INFORMATION

Not Applicable