

FINAL TERMS

19 February 2018

ADCB FINANCE (CAYMAN) LIMITED

Issue of CNH 120,000,000 4.85 per cent. Notes due 22 February 2021

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 (the “**Base Prospectus**”) which constitutes 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. 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.

1. (a) Issuer: ADCB Finance (Cayman) Limited
- (b) Guarantor: Abu Dhabi Commercial Bank PJSC
2. (a) Series Number: 78
3. Specified Currency or Currencies: CNH (as defined in the Base Prospectus)
4. Aggregate Nominal Amount of Notes admitted to trading: CNH 120,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: CNH 1,000,000
- (b) Calculation Amount: CNH 1,000,000
7. (a) Issue Date: 22 February 2018
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 22 February 2021

- | | | |
|-----|---|--|
| 9. | Interest Basis: | 4.85 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 approval for issuance of Notes and Guarantee obtained: | 13 February 2017 and 30 March 2017, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--------------------------------|---|
| 14. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate(s) of Interest: | 4.85 per cent. per annum payable annually in arrear |
| | (b) Interest Payment Date(s): | 22 February in each year, commencing on 22 February 2019, up to and including the Maturity Date |
| | (c) Fixed Coupon Amount(s): | CNH 48,500 per Calculation Amount |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | Actual/365 (Fixed) |
| | (f) Determination Date(s): | Not Applicable |
| | (g) Business Day Convention: | Modified 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 |

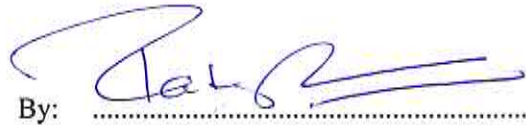
- | | | |
|-----|--|--------------------------------------|
| 21. | Final Redemption Amount: | CNH 1,000,000 per Calculation Amount |
| 22. | Regulatory Call: | Not Applicable |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | CNH 1,000,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

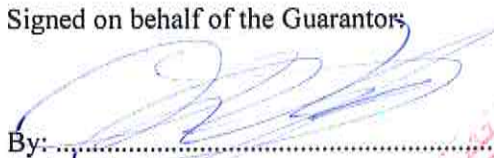
- | | | |
|-----|---|--|
| 24. | Form of Notes: | <p>Bearer Notes:</p> <p>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event</p> <p>Reg. S Compliance Category 2; TEFRA D</p> |
| 25. | Additional Financial Centre(s) or other special provisions relating to Payment Days: | London, New York, Beijing and Hong Kong |
| 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: | Applicable |
| 31. | Relevant Currency for Condition 7.9 (<i>RMB Currency Event</i>): | United States dollars |
| 32. | Relevant Spot Rate Screen Pages for Condition 7.9 (<i>RMB Currency Event</i>): | |
| | (i) Relevant Spot Rate Screen Page (Deliverable Basis): | Reuters Screen Page CNH13H |
| | (ii) Relevant Spot Rate Screen Page (Non-deliverable basis): | Reuters Screen Page CNYNDFOR |
| 33. | Party responsible for calculating the Spot Rate for Condition 7.9 (<i>RMB Currency Event</i>): | Deutsche Bank AG, London Branch (the "Calculation Agent") |

Signed on behalf of the Issuer:


By:
Duly authorised
Kevin Taylor
Director


By:
Duly authorised
Rajesh Raheja
Director

Signed on behalf of the Guarantors:


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 or their affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

Indication of yield: 4.85 per cent. per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1772172471
- (b) Common Code: 177217247
- (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

6. THIRD PARTY INFORMATION

Not Applicable