

FINAL TERMS

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 27 March 2018

ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$750,000,000 4.000 per cent. Notes due 2023
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 12 March 2018 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: | 81 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes become fungible: | Not Applicable |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |
| 4. | | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (a) | Series: | U.S.\$750,000,000 |

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|-----|--|---|
| | (b) Tranche: | U.S.\$750,000,000 |
| 5. | Issue Price: | 99.650 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: | 29 March 2018 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 29 March 2023 |
| 9. | Interest Basis: | 4.000 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: | Change of Control Put |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| | (c) Date approval for issuance of Notes and Guarantee obtained: | 18 February 2018 and 22 March 2018 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|------------------------------|---|
| 14. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate of Interest: | 4.000 per cent. per annum payable semi-annually in arrear |
| | (b) Interest Payment Dates: | 29 March and 29 September in each year up to and including the Maturity Date, commencing on 29 September 2018 |
| | (c) Fixed Coupon Amount: | U.S.\$20.00 per Calculation Amount |
| | (d) Broken Amount: | Not Applicable |
| | (e) Day Count Fraction: | 30/360 |
| | (f) Determination Date: | 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

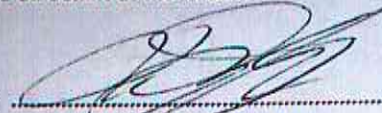
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Applicable
	(a) Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
21.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption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

24.	Form of Notes:	Registered Notes: Regulations S Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg Rule 144A Global Note registered in the name of a nominee for DTC Reg. S Compliance Category 2; TEFRA not applicable
25.	Additional Financial Centres or other special provisions relating to Payment Days:	London, New York and Abu Dhabi
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 Centres:	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 (*RMB Currency Event*):
- (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 (*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**
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 the Official List and to trading on the Main Securities Market with effect from 29 March 2018
- (b) Estimate of total expenses related to admission to trading: EUR600

2. RATINGS

- Ratings: Fitch: A+
Standard & Poor's: A

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers 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 or their affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

- Indication of yield: 4.078 per cent.

5. OPERATIONAL INFORMATION

- (a) ISIN Code: Rule 144A: US00653MAA99
Regulation S: XS1800010693
- (b) Common Code: Rule 144A: 180113452
Regulation S: 180001069
- (c) CUSIP: 00653MAA9
- (d) Any clearing system other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number: Not Applicable
- (e) Delivery: Delivery against payment
- (f) Names and addresses of additional Paying Agent: Not Applicable

6. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Not Applicable

7. THIRD PARTY INFORMATION

Not Applicable