

APPLICABLE FINAL TERMS

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 22 May 2018

ADCB FINANCE (CAYMAN) LIMITED

Issue of JPY 2,500,000,000 0.445 per cent. Notes due 24 May 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 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.

1. (a) Issuer: ADCB Finance (Cayman) Limited
- (b) Guarantor: Abu Dhabi Commercial Bank PJSC

2. (a) Series Number: 85
3. Specified Currency or Currencies: JPY (as defined in the Base Prospectus)
4. Aggregate Nominal Amount of Notes admitted to trading: JPY 2,500,000,000
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): JPY 100,000,000
- (b) Calculation Amount: JPY 100,000,000
7. (a) Issue Date: 24 May 2018
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 24 May 2021
9. Interest Basis: 0.445 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: 18 February 2018 and 3 April 2018, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 0.445 per cent. per annum payable semi-annually in arrear

(b)	Interest Payment Date(s):	24 May and 24 November in each year, commencing on 24 November 2018, up to and including the Maturity Date
(c)	Fixed Coupon Amount(s):	JPY 222,500 per Calculation Amount
(d)	Broken Amount(s):	Not Applicable
(e)	Day Count Fraction:	30/360, unadjusted
(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:	JPY 100,000,000 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	JPY 100,000,000 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	Tokyo, London and New York

Payment Days:

- | | | |
|-----|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 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 |
| | (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>): | 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 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: Not Applicable
- (b) Estimate of total expenses related to admission to trading: Not Applicable.

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 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: 0.445 per cent. per annum

The yield is calculated at the Issue Date of the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1823544900
- (b) Common Code: 182354490
- (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): Not Applicable

any):

6. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

Not Applicable

7. **THIRD PARTY INFORMATION**

Not Applicable