

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

## FINAL TERMS

### ADCB FINANCE (CAYMAN) LIMITED

14 February 2019

**Issue of HKD300,000,000 3.05 per cent. Notes due 19 February 2022  
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 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:   | 100   |
| 3. |     | Specified Currency or Currencies:  | Hong Kong Dollars (" <b>HKD</b> ")                                  |
| 4. |     | Aggregate Nominal Amount of Notes admitted to trading:   | HKD300,000,000  |
| 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): | HKD1,000,000 and integral multiples of HKD500,000 in excess thereof |

	(b)	Calculation Amount:	HKD500,000
7.	(a)	Issue Date:	19 February 2019
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	19 February 2022
9.		Interest Basis:	3.05 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:	12 March 2018

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.		Fixed Rate Note Provisions:	Applicable
	(a)	Rate(s) of Interest:	3.05 per cent. per annum payable annually in arrear
	(b)	Interest Payment Date(s):	19 February in each year, commencing 19 February 2020 up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s):	HKD 15,250 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:	HKD500,000 per Calculation Amount
22.		Regulatory Call:	Not Applicable

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|-----|--|-----------------------------------|
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | HKD500,000 per Calculation Amount |
|-----|--|-----------------------------------|

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 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:                              | Hong Kong, London 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 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> ):                  | 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: Not Applicable
- (b) Estimate of total expenses related to admission to trading: Not Applicable

### 2. RATINGS

- Ratings: The Notes are expected to be rated:  
Fitch: A+  
Standard & Poor's: A

### 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: 3.05 per cent. per annum

### 5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1953244099
- (b) Common Code: 195324409
- (c) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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

Applicable

### 7. THIRD PARTY INFORMATION

Not Applicable