

FINAL TERMS

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), 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, 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.

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 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 18 March 2019

ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$10,000,000 Floating Rate Notes due 20 March 2024
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 and the supplemental prospectus dated 10 September 2018 and 5 February 2019 which together constitute a base prospectus (the "Base Prospectus") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "Prospectus Directive"). 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. | | Series Number: | 104 |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |

4. Aggregate Nominal Amount of Notes admitted to trading: U.S.\$10,000,000
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): U.S.\$200,000
- (b) Calculation Amount: U.S.\$200,000
7. (a) Issue Date: 20 March 2019
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 20 March 2024, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Interest Basis: 3 month USD LIBOR + 1.10 per cent. Floating 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: Not Applicable
15. Floating Rate Note Provisions: Applicable
 - (a) Specified Period(s)/Specified Interest Payment Dates: Quarterly on 20 June, 20 September, 20 December and 20 March of each year from and including 20 June 2019 up to and including the Maturity Date
 - (b) Business Day Convention: Modified Following Business Day Convention
 - (c) Additional Business Centre(s): New York
 - (d) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
 - (e) Party responsible for calculating the Rate of Interest and Interest: Not Applicable

Amount (if not the Principal
Paying Agent):

- (f) Screen Rate Determination:
 - (i) Reference Rate: 3 month USD LIBOR
 - (ii) Interest Determination Date(s): The date falling two London Business Days prior to the first day of each Interest Period
 - (iii) Relevant Screen Page: Reuters Screen LIBOR01 Page
 - (iv) Relevant Time: 11:00am London time
 - (v) Relevant Financial Centre: London
- (g) ISDA Determination: Not Applicable
- (h) Linear Interpolation: Not Applicable
- (i) Margin(s): + 1.10 per cent. per annum
- (j) Minimum Rate of Interest: Not Applicable
- (k) Maximum Rate of Interest: Not Applicable
- (l) Day Count Fraction: Actual/360
- 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: U.S.\$200,000 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.\$200,000 per Calculation Amount

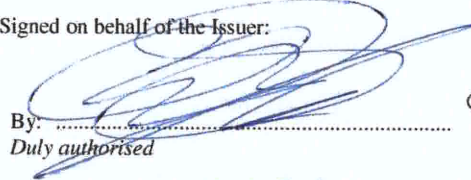
GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 24. Form of Notes: Bearer Notes:

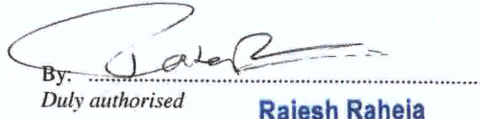
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event

25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	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>):	
	(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:

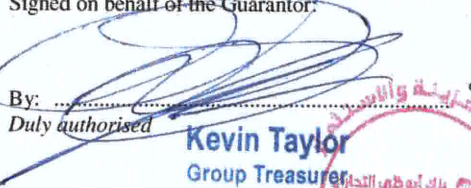
By: 
Duly authorised

Kevin Taylor
Director

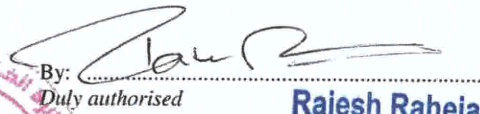
By: 
Duly authorised

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 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 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: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1965536573
- (b) Common Code: 196553657
- (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. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Applicable

7. THIRD PARTY INFORMATION

Not Applicable