

**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2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**").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.

**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.

**Indonesian Capital Markets Law** – The Notes will be offered and sold outside of Indonesia in a manner that is not constituted as a "public offering" under Indonesian Law No. 8 of 1995 on Capital Markets. In order for the offering to not be categorized as a "public offering" and to avoid the registration requirements under Indonesian securities laws, the Notes may not be offered and any information about the Issuer and/or the Guarantor with reference to the offering may not be distributed in the territory of Indonesia or to Indonesian citizens or entities (whether domiciled in Indonesia or elsewhere) by mass media or offered to more than 100 parties. In addition, the Notes may not be sold to more than 50 parties in Indonesia or to Indonesian citizens or entities (whether domiciled in Indonesia or elsewhere), whether by way of offer or otherwise.

**Final Terms dated 25 April 2019**

**ADCB FINANCE (CAYMAN) LIMITED**

**Issue of IDR 1,410,000,000,000 8.16 per cent. Notes due 29 April 2029  
payable in United States Dollars  
unconditionally and irrevocably guaranteed by  
ABU DHABI COMMERCIAL BANK PJSC  
under the U.S.\$15,000,000,000  
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 26 March 2019 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or superseded (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:	112
3.	Specified Currency or Currencies:	Indonesian Rupiah (" <b>IDR</b> "), being the lawful currency of the Republic of Indonesia, provided that all payments in respect of the Notes will be made in United States Dollars (" <b>USD</b> ")
4.	Aggregate Nominal Amount of Notes:	IDR 1,410,000,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount, with the net proceeds of the issue being USD 100,000,000 (equivalent to IDR 1,410,000,000,000 based on an exchange rate of IDR 14,100 per USD 1.00)
6.	(a) Specified Denominations (in the case of Registered Notes this means the minimum integral amount in which transfers can be made):	IDR 1,000,000,000
	(b) Calculation Amount:	IDR 1,000,000,000
7.	(a) Issue Date:	29 April 2019
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	29 April 2029
9.	Interest Basis:	8.16 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par, subject as provided in paragraph 21 below
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:	21 March 2019 and 11 December 2018, respectively

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

14.	Fixed Rate Note Provisions:	Applicable
	(a) Rate(s) of Interest:	8.16 per cent. per annum payable annually in arrear
	(b) Interest Payment Date(s):	29 April in each year, from and including 29 April 2020 up to and including the Maturity Date subject in each case to adjustment (for payment purposes only) in accordance with the Business Day Convention specified below
	(c) Fixed Coupon Amount(s):	IDR 81,600,000 per Calculation Amount, payable on the relevant Interest Payment Date in USD and determined by the Calculation Agent (as defined in the

Annex) by applying the following formula on the applicable Rate Fixing Date (as defined in the Annex):

IDR 81,600,000 *divided by* the applicable Reference Rate (as defined in the Annex) and rounded to the nearest cent with USD 0.005 being rounded up

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|-----|--------------------------------|-----------------------------------|
| (d) | Broken Amount(s):              | Not Applicable                    |
| (e) | Day Count Fraction:            | Actual/Actual (ICMA)              |
| (f) | Determination Date(s):         | 29 April in each year             |
| (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**

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|-----|--|--|
| 18. | Issuer Call:   | Not Applicable   |
| 19. | Investor Put:  | Not Applicable   |
| 20. | Change of Control Put:   | Not Applicable   |
| 21. | Final Redemption Amount:   | <p>IDR 1,000,000,000 per Calculation Amount, payable on the Maturity Date in USD and determined by the Calculation Agent (as defined in the Annex) by applying the following formula on the Rate Fixing Date (as defined in the Annex) immediately prior to the Maturity Date:</p> <p>IDR 1,000,000,000 <i>divided by</i> the applicable Reference Rate (as defined in the Annex) and rounded to the nearest cent with USD 0.005 being rounded up</p>  |
| 22. | Regulatory Call:   | Not Applicable   |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | <p>IDR 1,000,000,000 per Calculation Amount, payable in USD in an amount equal to the Final Redemption Amount as determined in accordance with paragraph 21 above plus accrued and unpaid interest, if any, as determined in accordance with paragraph 14 above; <i>provided that</i> for the purposes of such determination, the "Rate Fixing Date" shall be the date that is five (5) Business Days (as defined in the Annex) prior to the day on which the Early Redemption Amount shall be due and payable</p> |

## 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 Payment Days:	New York City, London, Singapore, Jakarta 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: .....

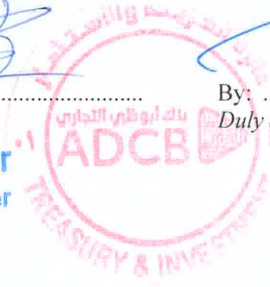
*Duly authorised*

**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: 8.16 per cent. per annum

### 5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1986376371
- (b) Common Code: 198637637
- (c) FISN: ADCB FINANCE (C/8.16EMTN 20290430)
- (d) CFI Code: DTFXFB
- (e) CUSIP: Not Applicable
- (f) CINS: Not Applicable
- (g) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (h) Delivery: Delivery against payment
- (i) 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

## ANNEX

Any IDR amounts payable in respect of the Notes shall be payable in USD and determined by the Calculation Agent on the relevant Rate Fixing Date by reference to the Reference Rate. As used in these Final Terms:

**"Business Day"** means a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Jakarta, London, New York City, Singapore and Abu Dhabi;

**"Calculation Agent"** means Deutsche Bank, London Branch, or its duly appointed successor;

**"Jakarta Business Day"** means a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Jakarta;

**"Rate Fixing Date"** means the day that is five (5) Business Days prior to each Interest Payment Date, the Maturity Date or the date upon which the Notes become due and payable as provided in Condition 11, as applicable (the **"Scheduled Rate Fixing Date"**). If such Scheduled Rate Fixing Date falls on an Unscheduled Holiday, the Rate Fixing Date shall be the next following Business Day; provided, that if such next following day that would have been a Business Day is also an Unscheduled Holiday, then the Rate Fixing Date shall be such second Unscheduled Holiday. If an Unscheduled Holiday occurs between any Rate Fixing Date and the relevant Interest Payment Date, the Maturity Date or the date upon which the Notes become due and payable as provided in Condition 11, as applicable, such Rate Fixing Date shall not be subject to any postponement or adjustment;

**"Reference Banks"** means leading dealers, banks or banking corporations which regularly deal in the IDR/USD exchange market, as selected by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner;

**"Reference Rate"** means, in respect of a Rate Fixing Date, the IDR/USD weighted average spot rate in the interbank market based on traded IDR/USD spot foreign exchange transactions during a specified time period, which are captured on a real time basis, expressed as the amount of IDR per one USD, published by the Bank Sentral Republik Indonesia ("**Bank Indonesia**") as the Jakarta Interbank Spot Dollar Rate USD - IDR on Bank Indonesia's website ([www.bi.go.id](http://www.bi.go.id)) or otherwise made available by Bank Indonesia (or its successor as administrator), as it appears on the Thomson Reuters Screen "JISDOR" page at approximately 10:00 a.m., Jakarta time, on such Rate Fixing Date ("**IDR04**").

If the Thomson Reuters Screen "JISDOR" page no longer reports such rate or is no longer available and has not been replaced by any other page or service, the Calculation Agent shall be entitled to obtain such USD/IDR foreign exchange rate as published by Bank Indonesia from any other screen or information source that it deems appropriate in good faith and in a commercially reasonable manner.

If the Reference Rate cannot be determined in accordance with the preceding paragraph on the relevant Rate Fixing Date, the Reference Rate shall be the USD/IDR spot exchange rate for such date expressed as the amount of IDR per one USD, as published on the website of Singapore Foreign Exchange Market Committee ("**SFEMC**") ([www.sfemc.org](http://www.sfemc.org)) at approximately 3:30 p.m., Singapore time, or as soon thereafter as practicable, on such Rate Fixing Date (the "**SFEMC IDR Indicative Survey Rate**" or "**IDR02**").

The Reference Rate will be calculated by SFEMC (or a service provider SFEMC may select in its sole discretion) pursuant to the SFEMC IDR Indicative Survey Rate Methodology (which means a methodology, dated as of 1 December 2004, as amended from time to time, for a centralized industry-wide survey of financial institutions that are active participants in the IDR/USD markets for the purpose of determining the SFEMC IDR Indicative Survey Rate).

If Annex A to the 1998 FX and Currency Option Definitions published by the International Swaps and Derivatives Association, Inc., the Emerging Markets Traders Association and the Foreign Exchange Committee (the "**FX Definitions**") is amended such that IDR04 or IDA02 is replaced by a successor price source for the USD/IDR spot exchange rate in such Annex A to the FX Definitions (the "**Successor Price Source Definition**"), then the Reference Rate for the applicable Rate Fixing Date will be determined in accordance with such Successor Price Source Definition.

If the Reference Rate cannot be determined in accordance with the preceding paragraphs on such Rate Fixing Date, then the Reference Rate for such Rate Fixing Date shall be determined by the Calculation Agent by requesting five Reference Banks (selected by the Calculation Agent at its sole discretion) for their mid-market quotations of the USD/IDR spot exchange rate either (i) at approximately 11:00 a.m., Singapore time on the first day following the Rate Fixing Date if such day is a Business Day or (ii) at approximately 11:00 a.m., Singapore time on the Rate Fixing Date, if the first day following the Rate Fixing Date is not a Business Day

If five or four quotations are provided as requested, the Reference Rate will be the arithmetic mean (rounded to the nearest whole IDR, IDR 0.5 being rounded upwards) of the remaining three or two such quotations, as the case may be, for such rate provided by the Reference Banks, after disregarding the highest such quotation and the lowest such quotation (provided that, if two or more such quotations are the highest such quotations, then only one of such quotations shall be disregarded, and if two or more such quotations are the lowest quotations, then only one of such lowest quotations will be disregarded).

If only three or two such quotations are provided as requested, the Reference Rate shall be determined as described above except that the highest and lowest quotations will not be disregarded.

If none or only one of the Reference Banks provides such quotation, the Reference Rate will be determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner, having taken into account relevant market practice, by reference to such additional sources as it deems appropriate;

**"Thomson Reuters Screen"** means, when used in connection with any designated page, the display page so designated on the Thomson Reuters service, or (i) any successor display page, other published source, information vendor or provider that has been officially designated by the sponsor of the original page or source; or (ii) if the sponsor has not officially designated a successor display page, another published source, service or provider (as the case may be), the successor display page, other published source, service or provider, if any, designated by the relevant information vendor or provider (if different from the sponsor); and

**"Unscheduled Holiday"** means a day that is not a Jakarta Business Day and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m., local time in Jakarta, two Jakarta Business Days prior to the relevant Rate Fixing Date.