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 he 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.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 14 October 2019

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.$30,000,000 Zero Coupon Notes due 16 October 2049
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 and the supplemental prospectus dated 21 May 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or superseded (the "**Prospectus Directive**").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.	Series Number:	127
3.	Specified Currency or Currencies:	U.S. dollars ("**U.S.$**")

4.	Aggregate Nominal Amount of Notes admitted to trading:		U.S.$30,000,000
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.$1,000,000
	(b)	Calculation Amount:	U.S.$1,000,000
7.	(a)	Issue Date:	16 October 2019
	(b)	Interest Commencement Date:	Not Applicable
8.	Maturity Date:		16 October 2049
9.	Interest Basis:		Zero Coupon
10.	Redemption/Payment Basis:		The Final Redemption Amount will be determined as provided below (see paragraph 21)
11.	Change of Interest Basis or Redemption/Payment Basis:		Not Applicable
12.	Put/Call Options:		Issuer Call
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:		Not Applicable
15.	Floating Rate Note Provisions:		Not Applicable
16.	Reset Note Provisions:		Not Applicable
17.	Zero Coupon Note Provisions:		Applicable
	(a)	Accrual Yield:	4.07 per cent. per annum
	(b)	Reference Price:	Calculation Amount
	(c)	Day Count Fraction in relation to Early Redemption Amounts and late payment:	30/360

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call:	Applicable
	(a) Optional Redemption Date(s):	16 October 2024, 16 October 2034 and 16 October 2044
	(b) Optional Redemption Amount:	The relevant Optional Redemption Amount (as a percentage of the Calculation Amount) will be the amount set out next to the corresponding Optional Redemption Date below:

Optional Redemption Date	Optional Redemption Amount as a percentage of the Calculation Amount (%)
16 October 2024	122.0752923
16 October 2034	181.9212027
16 October 2044	271.1058344

	(c) If redeemable in part:	Not Applicable
	(d) Notice period (if other than as set out in the Conditions):	The Issuer will give notice of its intention to redeem the Notes not less than 5 New York, London and Manila Business Days prior to the relevant Optional Redemption Date
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Not Applicable
21.	Final Redemption Amount:	330.953240 per cent. per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	Amortised Face Amount 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 Payment Days:	New York, London and Manila
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 (*RMB Currency Event*):	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: .... By: ....

Duly authorised *Duly authorised*

Kevin Taylor
Director

Rajesh Raheja
Director

Signed on behalf of the Guarantor:

By: .... By: ....

Duly authorised *Duly authorised*

Kevin Taylor
Group Treasurer

ADCB

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 Euronext Dublin's regulated market with effect from the Issue Date
(b)	Estimate of total expenses related to admission to trading:	EUR1,000

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 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:	Not Applicable

5. **OPERATIONAL INFORMATION**

(a)	ISIN Code:	XS2064306058
(b)	Common Code:	206430605
(c)	FISN:	ADCB FIN (KY) L/ZERO CPN MTN
(d)	CFI Code:	DTZXFB
(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**

Not applicable

7. THIRD PARTY INFORMATION

Not Applicable