

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.

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 31 October 2019

ADCB FINANCE (CAYMAN) LIMITED

**Issue of U.S.\$40,000,000 Zero Coupon Notes due 5 November 2059
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(the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or superseded (the "**Prospectus Directive**").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: | 146 |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |

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| 4. | Aggregate Nominal Amount of Notes admitted to trading: | U.S.\$40,000,000 |
| 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: | 5 November 2019 |
| | (b) Interest Commencement Date: | Not Applicable |
| 8. | Maturity Date: | 5 November 2059 |
| 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

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| 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: | 4.459 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

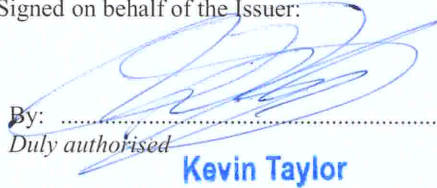
| 18. | Issuer Call: | Applicable | | | | | | | | | | |
|--------------------------|--|--|--------------------------|--|-----------------|------------|-----------------|------------|-----------------|------------|-----------------|------------|
| | (a) Optional Redemption Date(s): | 5 November 2024, 5 November 2034, 5 November 2044 and 5 November 2054 | | | | | | | | | | |
| | (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: | | | | | | | | | | |
| | | <table border="0"> <thead> <tr> <th style="text-align: center;">Optional Redemption Date</th> <th style="text-align: center;">Optional Redemption Amount as a percentage of the Calculation Amount (%)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">5 November 2024</td> <td style="text-align: center;">124.373919</td> </tr> <tr> <td style="text-align: center;">5 November 2034</td> <td style="text-align: center;">192.392421</td> </tr> <tr> <td style="text-align: center;">5 November 2044</td> <td style="text-align: center;">297.609369</td> </tr> <tr> <td style="text-align: center;">5 November 2054</td> <td style="text-align: center;">460.368117</td> </tr> </tbody> </table> | Optional Redemption Date | Optional Redemption Amount as a percentage of the Calculation Amount (%) | 5 November 2024 | 124.373919 | 5 November 2034 | 192.392421 | 5 November 2044 | 297.609369 | 5 November 2054 | 460.368117 |
| Optional Redemption Date | Optional Redemption Amount as a percentage of the Calculation Amount (%) | | | | | | | | | | | |
| 5 November 2024 | 124.373919 | | | | | | | | | | | |
| 5 November 2034 | 192.392421 | | | | | | | | | | | |
| 5 November 2044 | 297.609369 | | | | | | | | | | | |
| 5 November 2054 | 460.368117 | | | | | | | | | | | |
| | (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 and London 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: | 572.577870 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 | | | | | | | | | | |

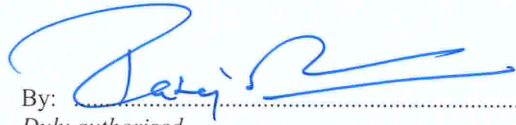
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|----------------|---|
| 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 |
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|-----|---|-------------------------------|
| 25. | Additional Financial Centre(s) or other special provisions relating to Payment Days: | New York and London |
| 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 |

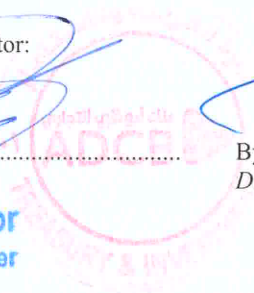
Signed on behalf of the Issuer:

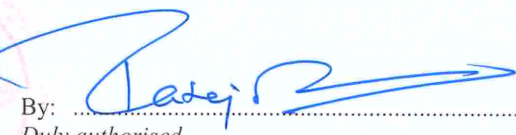
By: 
Duly authorised
Kevin Taylor
Director

By: 
Duly authorised
Rajesh Raneja
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: 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: XS2076160105
- (b) Common Code: 207616010
- (c) FISN: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) CFI Code: As set out on the website of the Association of Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (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