

ABU DHABI COMMERCIAL BANK PJSC
(the "Issuer")

Issue of U.S.\$270,000,000 Multi-Callable Zero Coupon Notes due 3 September 2060 (the "Notes")

under its

U.S.\$15,000,000,000 Global Medium Term Note Programme

Issue Price: 100 per cent. of the Aggregate Nominal Amount

Issue Date: 3 September 2020

This information package includes: (i) the base prospectus dated 4 June 2020; (ii) the Pricing Supplement dated 24 August 2020 relating to the Notes; and (iii) this document (together, the "**Information Package**").

The Notes will be issued by Abu Dhabi Commercial Bank PJSC.

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Taipei Exchange ("**TPEX**") in the Republic of China (the "**ROC**") for the listing and trading of the Notes on the TPEX. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. The effective date of listing of the Notes on the TPEX is on or about 3 September 2020.

TPEX is not responsible for the content of the Information Package and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of the Information Package and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Information Package and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

SELLING RESTRICTION

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional institutional investors" as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the ROC, which currently includes: (i) overseas and domestic banks, securities firms, futures firms and insurance companies (excluding insurance agencies, insurance brokers and insurance surveyors), the foregoing as further described in greater detail in Paragraph 3 of Article 2 of the Organisation Act of the Financial Supervisory Commission of the ROC; (ii) overseas and domestic fund management companies, government investment institutions, government funds, pension funds, mutual funds, unit trusts and funds managed by financial service enterprises pursuant to the ROC Securities Investment Trust and Consulting Act, the ROC Futures Trading Act or the ROC Trust Enterprise Act or investment assets mandated and delivered by or transferred for trust by financial consumers; and (iii) other institutions recognised by the Financial Supervisory Commission of the ROC. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to the aforementioned professional institutional investors.

Lead Manager

Morgan Stanley Taiwan Limited

Liquidity Provider

E.SUN Commercial Bank, Ltd.

Managers

E.SUN Commercial Bank, Ltd.
Morgan Stanley Taiwan Limited

Date: 24 August 2020

PRICING SUPPLEMENT

No base prospectus is required to be produced in accordance with Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") for the issue of Notes described below and, accordingly, the Notes issued as described below are not required to, and do not comply with, the Prospectus Regulation.

MiFID II PRODUCT GOVERNANCE – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, "**MiFID II**"). Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the 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 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).

Pricing Supplement dated 24 August 2020

ABU DHABI COMMERCIAL BANK PJSC
Legal Entity Identifier (LEI): 213800RWVKKIRX1AUH58

Issue of U.S.\$270,000,000 Multi-Callable Zero Coupon Notes due 3 September 2060

under its 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 4 June 2020. This document constitutes the pricing supplement of the Notes described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu) 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) | Series Number: | 153 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes become fungible: | Not Applicable |

2.	Specified Currency or Currencies:	U.S. dollars ("U.S.\$")
3.	Aggregate Nominal Amount of Notes:	U.S.\$270,000,000
	(a) Series:	U.S.\$270,000,000
	(b) Tranche:	U.S.\$270,000,000
4.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
5.	(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
6.	(a) Issue Date:	3 September 2020
	(b) Interest Commencement Date:	Not Applicable
7.	Maturity Date:	3 September 2060, subject to adjustment in accordance with the Following Business Day Convention (for payment purposes only)
8.	Interest Basis:	Zero Coupon
9.	Redemption/Payment Basis:	Final Redemption Amount will be determined as provided below (see paragraph 20)
10.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
11.	Put/Call Options:	Issuer Call
12.	(a) Status of the Notes:	Senior
	(b) Date approval for issuance of Notes obtained:	8 January 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions:	Not Applicable
14.	Floating Rate Note Provisions:	Not Applicable
15.	Reset Note Provisions:	Not Applicable
16.	Zero Coupon Note Provisions:	Applicable
	(a) Accrual Yield:	3.30 per cent. per annum

- (b) Reference Price: U.S.\$1,000,000 per Calculation Amount
- (c) Day Count Fraction in relation to Early Redemption Amounts and late payment: 30/360

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Applicable
- (a) Optional Redemption Date(s): 3 September 2025, 3 September 2030, 3 September 2035, 3 September 2040, 3 September 2045, 3 September 2050 and 3 September 2055, subject to adjustment in accordance with the Following Business Day Convention (for payment purposes only)
- (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 (%) |
|--------------------------|--|
| 3 September 2025 | 117.625534 |
| 3 September 2030 | 138.357662 |
| 3 September 2035 | 162.743939 |
| 3 September 2040 | 191.428427 |
| 3 September 2045 | 225.168709 |
| 3 September 2050 | 264.855896 |
| 3 September 2055 | 311.538162 |
- (c) If redeemable in part: Not Applicable
- (d) Notice period: The Issuer will give notice of its intention to redeem the Notes not less than five (5) London, New York and Taipei Business Days prior to the relevant Optional Redemption Date
18. Investor Put: Not Applicable
19. Change of Control Put: Not Applicable
20. Final Redemption Amount: An amount equal to 366.448426 per cent. per Calculation Amount

21. Early Redemption Amount payable on redemption for taxation reasons or on event of default: As per the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. 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
23. Additional Business Centre(s) relating to Payment Days: London, New York and Taipei
24. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
25. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made: Not Applicable
26. Details relating to Instalment Notes: Not Applicable
27. Redenomination applicable: Redenomination not applicable
28. RMB Settlement Centre(s): Not Applicable
29. RMB Currency Event: Not Applicable
30. Relevant Currency for Condition 7.9 (*RMB Currency Event*): Not Applicable
31. Relevant Spot Rate Screen Pages for Condition 7.9 (*RMB Currency Event*): Not Applicable
32. Party responsible for calculating the Spot Rate for Condition 7.9 (*RMB Currency Event*): Not Applicable

Signed on behalf of the Issuer:

By: Kevin Taylor
Group Treasurer
Duly authorised

By: Rajesh Raheja
Head - Funding & Balance Sheet
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (a) Listing and Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Taipei Exchange ("TPEX") in the Republic of China (the "ROC") for the listing and trading of the Notes on the TPEX. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. The effective date of listing of the Notes on the TPEX is on or about 3 September 2020. TPEX is not responsible for the content of this document and the Base Prospectus and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of this document and the Base Prospectus and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document, the Base Prospectus or any supplement or amendment thereto. Admission to listing and trading on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes
- (b) Estimate of total expenses related to admission to trading: New Taiwan Dollar ("NTD") 100,000 in relation to the listing and trading of the Notes on the TPEX

2. RATINGS

The Notes to be issued have not been rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers 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 or its affiliates in the ordinary course of business for which they may receive fees.

4. ESTIMATED NET PROCEEDS

Not Applicable

5. YIELD (Fixed Rate Notes Only)

Indication of yield: Not Applicable

6. **OPERATIONAL INFORMATION**

- | | | |
|-----|---|---|
| (a) | ISIN Code: | XS2219378721 |
| (b) | Common Code: | 221937872 |
| (c) | FISN: | As set out on the website of the Association of National 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 National 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 |

7. **PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS**

Not Applicable

8. **BENCHMARKS**

Details of benchmarks administrators and registration under Benchmarks Regulation:	Not Applicable
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9. **THIRD PARTY INFORMATION**

Not Applicable

10. **ADDITIONAL SELLING RESTRICTIONS**

The following selling restriction shall be inserted in the Base Prospectus:

"Each Dealer has represented and agreed that the Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional institutional investors" as defined under Paragraph 2 of Article 4 of the Financial

Consumer Protection Act of the Republic of China (the "ROC"), which currently includes: (i) overseas and domestic banks, securities firms, futures firms and insurance companies (excluding insurance agencies, insurance brokers and insurance surveyors), the foregoing as further described in greater detail in Paragraph 3 of Article 2 of the Organisation Act of the Financial Supervisory Commission of the ROC; (ii) overseas and domestic fund management companies, government investment institutions, government funds, pension funds, mutual funds, unit trusts and funds managed by financial service enterprises pursuant to the ROC Securities Investment Trust and Consulting Act, the ROC Futures Trading Act or the ROC Trust Enterprise Act or investment assets mandated and delivered by or transferred for trust by financial consumers; and (iii) other institutions recognised by the Financial Supervisory Commission of the ROC. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to the aforementioned professional institutional investors."

11. **ADDITIONAL TAX INFORMATION**

ROC Taxation

The following summary of certain taxation provisions under ROC law is based on current law and practice and that the Notes will be issued, offered, sold and re-sold, directly or indirectly, to professional institutional investors as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an investment in the Notes.

Interest on the Notes:

As Abu Dhabi Commercial Bank PJSC, the issuer of the Notes, is not an ROC statutory tax withholder, there is no ROC withholding tax on the interest or deemed interest to be paid on the Notes.

ROC corporate holders must include the interest or deemed interest receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 20 per cent. (unless the total taxable income for a fiscal year is under NTD 120,000), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax ("AMT") is not applicable.

Sale of the Notes:

In general, the sale of corporate bonds or financial bonds is subject to a 0.1 per cent. securities transaction tax ("STT") on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act of the ROC prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026.

Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time.

Capital gains generated from the sale of bonds are exempt from ROC income tax. Accordingly, ROC corporate holders are not subject to income tax on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include the capital gains from the sale of the Notes in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the ordinary income tax calculated pursuant to the Income Basic Tax Act (also known as the AMT Act), the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders could be carried over five years to offset against capital gains of same category of income for the purposes of calculating their AMT.

12. **ADDITIONAL INFORMATION**

ROC Settlement and Trading

Investors with a securities book-entry account with an ROC securities broker and a foreign currency deposit account with an ROC bank may request the approval of the Taiwan Depository & Clearing Corporation (the "TDCC") for the settlement of the Notes through the account of TDCC with Euroclear or Clearstream and if such approval is granted by TDCC, the Notes may be so cleared and settled. In such circumstances, TDCC will allocate the respective book-entry interest of such investor in the Notes to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the TPEx as domestic bonds.

In addition, an investor may apply to TDCC (by filling in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream to the TDCC account with Euroclear or Clearstream for trading in the domestic market or vice versa for trading in overseas markets.

For such investors who hold their interest in the Notes through an account opened and held by TDCC with Euroclear or Clearstream, distributions of principal and/or interest for the Notes to such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be

received by TDCC one Taiwanese business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.

Risks associated with limited liquidity of the Notes

Application will be made for the listing of the Notes on the TPEX. No assurances can be given as to whether the Notes will be, or will remain, listed on the TPEX. If the Notes fail to, or cease to, be listed on the TPEX, certain investors may not invest in, or continue to hold or invest in, the Notes.