Series No.: 2

Tranche No.: 1

National Bank of Abu Dhabi P.J.S.C.

(*incorporated with limited liability in Abu Dhabi, the United Arab Emirates*).

A$2,000,000,000
Australian and New Zealand
Domestic Debt Issuance Programme

Issue of

A$400,000,000 4.75% Fixed Rate Debt Instruments due 19 March 2019
(“**Debt Instruments**”)

The date of this Pricing Supplement is 17 March 2014.

This Pricing Supplement (as referred to in the Information Memorandum dated 27 February 2013 (“**Information Memorandum**”) in relation to the above Programme) relates to the Tranche of Debt Instruments referred to above. It is supplementary to, and should be read in conjunction with, the terms and conditions of the Debt Instruments contained in the Information Memorandum (“**Conditions**”), the Information Memorandum and the Deed Poll entitled “Australian Debt Instrument Deed Poll” dated 10 November 2010 made by the Issuer.

Unless otherwise indicated, terms defined in the Conditions have the same meaning in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Debt Instruments or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The Issuer is not a bank or an authorised deposit-taking institution which is authorised under the Banking Act 1959 of Australia. The Debt Instruments are not the obligations of the Australian Government or any other government and, in particular, are not guaranteed by the Commonwealth of Australia.

The particulars to be specified in relation to the Tranche of Debt Instruments referred to above are as follows:

1	Issuer	:	National Bank of Abu Dhabi P.J.S.C.
2	Type of Debt Instruments	:	The Debt Instruments are Fixed Rate Debt Instruments
3	Method of Distribution	:	Syndicated Issue
4	Joint Lead Managers	:	Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) Citigroup Global Markets Australia Pty Limited (ABN 64 003 114 832) National Bank of Abu Dhabi P.J.S.C. The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch (ABN 65 117 925 970)
5	Dealers	:	Australia and New Zealand Banking Group Limited Citigroup Global Markets Australia Pty Limited National Bank of Abu Dhabi P.J.S.C. The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch
6	Registrar	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
7	Issue and Paying Agent	:	BTA Institutional Services Australia Limited
8	Calculation Agent	:	BTA Institutional Services Australia Limited
9	Series Particulars (Fungibility with other Tranches)	:	Not applicable
10	Initial Aggregate Principal Amount of Tranche	:	A$400,000,000
11	Issue Date	:	19 March 2014
12	Issue Price	:	99.375% of the Initial Aggregate Principal Amount of Tranche
13	Currency	:	Australian dollars ("**A$**")
14	Denomination	:	A$10,000, subject to the requirement that the minimum aggregate principal amount of Debt Instruments issued or transferred in Australia must be at least A$500,000.
15	Maturity Date	:	19 March 2019
16	Record Date	:	As per the Conditions

17	Condition 7 (“Fixed Rate Debt Instruments”) applies	:	Yes
	Fixed Coupon Amount	:	A$237.50 per Debt Instrument of A$10,000 specified denomination, payable semi-annually in arrear
	Interest Rate	:	4.75% per annum
	Interest Commencement Date	:	Issue Date
	Interest Payment Dates	:	19 March and 19 September of each year, commencing on 19 September 2014 up to, and including, the Maturity Date
	Business Day Convention	:	Following Business Day Convention
	Relevant Financial Centres	:	Sydney and Melbourne
	Day Count Fraction	:	RBA Bond Basis
18	Condition 8 (“Floating Rate Debt Instruments”) applies	:	No
19	Condition 9 (“Structured Debt Instruments”) applies	:	No
20	Amortisation Yield	:	Not applicable
21	Instalment Details	:	Not applicable
22	Details of Partly Paid Debt Instruments	:	Not applicable
23	Condition 11.5 (“Early redemption at the option of Holders (Holder put)”)) applies	:	No
24	Condition 11.6 (“Early redemption at the option of the Issuer (Issuer call)”) applies	:	No
25	Minimum / maximum notice period for early redemption for taxation purposes	:	As per Condition 11.4 (“Early redemption for taxation reasons”)
26	Additional Conditions	:	Not applicable
27	Clearing System	:	Austraclear System Interests in the Debt Instruments may also be traded through Euroclear and Clearstream, Luxembourg as set out on pages 9 and 10 of the Information Memorandum.
28	ISIN	:	AU3CB0219392
29	Common Code	:	104618499

30	Selling Restrictions	:	As set out in the Information Memorandum and as amended by the schedule to this Pricing Supplement.
31	Listing	:	Not applicable
32	Australian Domestic Debt Instruments/New Zealand Domestic Debt Instruments/other	:	The Debt Instruments are Australian Domestic Debt Instruments
33	Credit ratings	:	The Issuer has been assigned a long-term credit rating of: Moody's Investors Service: Aa3 Standard & Poor's Rating Services: AA- Fitch Ratings Ltd: AA- *A credit rating is not a recommendation to buy, sell or hold Debt Instruments and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.* *Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.*
34	Additional Information	:	Not applicable

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

CONFIRMED

For and on behalf of
National Bank of Abu Dhabi P.J.S.C.

By:

Title: NBAD Stephen Jordan Group Treasurer

Date: 17/3/14

NBAD
Mahmood Al Aradi
Senior Managing Director & Head of Global Markets

SCHEDULE

The section of the Information Memorandum entitled "*Selling Restrictions*" is amended by deleting the selling restriction set out in paragraph 6 and replacing it with the following:

"6 Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(a) the Debt Instruments have not been authorised by the Hong Kong Securities and Futures Commission;

(b) it has not offered or sold, and will not offer or sell, in Hong Kong, by means of any document, any Debt Instruments other than

(i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) (as amended) of Hong Kong ("**SFO**") and any rules made under the SFO, or

(ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (as amended) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(c) unless it is a person permitted to do so under the applicable securities laws of Hong Kong, it has not issued, or had in its possession for the purposes of issue, and will not issue, or have in its possession for the purposes of issue, (in each case, whether in Hong Kong or elsewhere) any advertisement, invitation or other offering material or other document relating to the Debt Instruments, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Debt Instruments which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the SFO and any rules made under the SFO."