FINAL TERMS

16 January 2013

ADCB FINANCE (CAYMAN) LIMITED

Issue of USD 30,000,000.00
Fixed Rate Notes due January 2033

unconditionally and irrevocably guaranteed by
ABU DHABI COMMERCIAL BANK PJSC

under the U.S.$7,500,000,000
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 7 December 2011 and the supplemental Prospectus dated 5 March 2012 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the 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 Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplemental Prospectus are available for viewing during normal business hours at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates and copies may be obtained from Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam Street, PO Box 939, Abu Dhabi, United Arab Emirates.

1.	(a)	Issuer:	ADCB Finance (Cayman) Limited
	(b)	Guarantor:	Abu Dhabi Commercial Bank PJSC
2.	(a)	Series Number:	13
	(b)	Tranche Number:	1
3.	Specified Currency or Currencies:		U.S. Dollar (USD)
4.	Aggregate Nominal Amount of Notes admitted to trading:		
	(a)	Series:	USD30,000,000
	(b)	Tranche:	USD30,000,000
5.	Issue Price:		100 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	USD100,000
	(b)	Calculation Amount:	Specified Denomination
7.	(a)	Issue Date:	18 January 2013
	(b)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		18 January 2033
9.	Interest Basis:		4.70 per cent. per annum, Fixed Rate (further particulars specified below)

10.	Redemption/Payment Basis:	Redemption at par
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 obtained:	16 January 2013
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	4.70 per cent. per annum payable annually in arrear
	(b) Interest Payment Date(s):	18 January in each year commencing on and including 18 January 2014 up to and including the Maturity Date. If the Interest Payment Date is not a Payment Date as defined in the Conditions 7.6 then Modified Following Business Day Convention as defined in Condition 6.2(a)(C) applies.
	(c) Fixed Coupon Amount(s):	Not Applicable
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	30/360, unadjusted as defined in Condition 6.2(d)(B)(v)
	(f) Determination Date(s):	Not Applicable
	(g) Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call:	Not Applicable
21.	Investor Put:	Not Applicable
22.	Change of Control Put:	Not Applicable
23.	Final Redemption Amount:	USD100,000 per Calculation Amount

24.	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8.5):	USD100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event.
26.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Abu Dhabi, Hong Kong and London.
27.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
28.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29.	Details relating to Instalment Notes:	
	(a) Instalment Amount(s):	Not Applicable
	(b) Instalment Date(s):	Not Applicable
30.	Redenomination applicable:	Redenomination not applicable
31.	Other final terms:	Not Applicable

DISTRIBUTION

32.	(a) If syndicated, names of Managers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
	(c) Stabilising Manager (if any):	Not Applicable
33.	If non-syndicated, name of relevant Dealer:	Barclays Bank PLC
34.	U.S. Selling Restrictions:	Reg. S Category 2; TEFRA D
35.	Additional selling restrictions:	
		As per Programme and in addition to the Selling Restriction set out in the Programme:

		The Notes may not be offered or sold in Taiwan through public offering or in circumstances which constitute an offer within the meaning of the Securities and Exchange Law of Taiwan. The Notes may only be made available for purchase outside of Taiwan by investors residing in Taiwan that are not otherwise prohibited from investing in the Notes.
36.	Additional U.S. Federal tax disclosure:	Not Applicable
37.	Alternative ERISA considerations:	Not Applicable
38.	Kingdom of Saudi Arabia Selling Restrictions:	Not Applicable
39.	RMB Currency Event:	Not Applicable
40.	Spot Rate (if different from that set out in Condition 7.9):	Not Applicable
41.	Party responsible for calculating the Spot Rate:	Not Applicable
42.	Relevant Currency (if different from that: in Condition 7.9):	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's regulated market and listing on the Official List of the UK Listing Authority of the Notes described herein pursuant to the U.S.$7,500,000,000 Global Medium Term Note Programme of Abu Dhabi Commercial Bank PJSC and ADCB Finance (Cayman) Limited.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .... By: ....
Duly authorised *Duly authorised*

Signed on behalf of the Guarantor:

By: .... By: ....
Duly authorised *Duly authorised*

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PART B – OTHER INFORMATION

1. **LISTING**

(i)	Listing and Admission to trading:	None
(ii)	Estimate of total expenses related to admission to trading:	Not Applicable

2. **RATINGS**

Ratings:	The Notes have not been rated.

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Not Applicable.

5. **YIELD**

Indication of yield:	4.70 per cent. per annum The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

(i)	ISIN :	XS0873457187
(ii)	Common Code:	087345718
(iii)	Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
(iv)	Delivery:	Delivery against payment
(v)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable