

Final Terms

22 February 2016

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$30,000,000 Zero Coupon Notes due 23 February 2046

**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 dated 24 February 2015 (the “**Base Prospectus**”) and the base prospectus supplement dated 20 August 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (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 as so supplemented. The Base Prospectus and the base prospectus supplement 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. | (a) | Series Number: | 39 |
| 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 the Registered Notes this means the minimum integral amount | U.S.\$1,000,000 |

in which transfers can be made):

- (b) Calculation Amount: U.S.\$1,000,000
- 7. (a) Issue Date: 23 February 2016
- (b) Interest Commencement Date: Issue Date
- 8. Maturity Date: 23 February 2046, subject to adjustment in accordance with the Modified Following Business Day Convention
- 9. Interest Basis: Zero Coupon
(further particulars specified below)
- 10. Redemption/Payment Basis: The Final Redemption Amount will be determined as provided below
- 11. Change of Interest Basis or Not Applicable
Redemption/Payment Basis:
- 12. Put/Call Options: Issuer Call
- 13. (a) Status of Notes: Senior
- (b) Status of Guarantee: Senior
- (c) Date on which approval for issuance of Notes and Guarantee obtained: 8 February 2015 and 11 March 2015, 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: 5.00 per cent. per annum
 - (b) Reference Price: Not Applicable
 - (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): 23 February 2021, 23 February 2026, 23 February 2031, 23 February 2036 and 23 February 2041, subject to adjustment in accordance with the Modified Following Business Day Convention
- (b) Optional Redemption Amount: The relevant Optional Redemption Amount will be the amount set out next to the corresponding Optional Redemption Date below
- | Optional Redemption Date | Optional Redemption Amount per Calculation Amount (U.S.\$) |
|--------------------------|--|
| 23 February 2021 | 1,276,281.56 |
| 23 February 2026 | 1,628,894.63 |
| 23 February 2031 | 2,078,928.18 |
| 23 February 2036 | 2,653,297.71 |
| 23 February 2041 | 3,386,354.94 |
- (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 five (5) 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: U.S.\$ 4,321,942.38 per Calculation Amount
22. Regulatory Call: Not Applicable
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. 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

Reg. S Compliance Category 2; TEFRA D

25. Additional Financial Centres or other special provisions relating to Payment Days: London and New York
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:
Duly authorised

Kevin Taylor
Director

By:
Duly authorised

Rajesh Raheja
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

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €600

2. 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 and its 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: XS1371901684
- (b) Common Code: 137190168
- (e) Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification numbers(s): Not Applicable
- (f) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. THIRD PARTY INFORMATION

Not Applicable