

## FINAL TERMS

25 April 2017

### ADCB FINANCE (CAYMAN) LIMITED

Issue of USD 20,000,000 Floating Rate Notes due 27 April 2020  
unconditionally and irrevocably guaranteed by  
ABU DHABI COMMERCIAL BANK PJSC  
under the U.S.\$9,000,000,000  
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 22 February 2017 which constitutes a base prospectus (the "**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. 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. | (a) | Series Number:   | 61  |
|    | (b) | Tranche Number:  | 1   |
| 3. |     | Specified Currency or Currencies:  | U.S. dollars ("U.S.\$")   |
| 4. |     | Aggregate Nominal Amount of Notes admitted to trading:   |   |
|    | (a) | Series:  | U.S.\$20,000,000  |
|    | (b) | Tranche:   | U.S.\$20,000,000  |
| 5. |     | Issue Price:   | 100.00 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.\$200,000 and integral multiples of U.S.\$100,000 in excess thereof                       |
|    | (b) | Calculation Amount:  | U.S.\$200,000   |
| 7. | (a) | Issue Date:  | 27 April 2017   |
|    | (b) | Interest Commencement Date:  | Issue Date  |
| 8. |     | Maturity Date:   | 27 April 2020, subject to adjustment in accordance with the Following Business Day Convention |

- |     |   |   |
|-----|---|---|
| 9.  | Interest Basis:   | 3 month USD LIBOR plus 0.65 per cent. per annum Floating Rate |
| 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 Board approval for issuance of Notes and Guarantee obtained: | 13 February 2017 and 30 March 2017, respectively              |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 14. | Fixed Rate Note Provisions:   | Not Applicable   |
| 15. | Floating Rate Note Provisions:  | Applicable   |
|     | (a) Specified Period(s)/Specified Interest Payment Dates:   | 27 January, 27 April, 27 July and 27 October in each year from and including 27 July 2017 to and including the Maturity Date in each case subject to adjustment in accordance with the Business Day Convention specified below |
|     | (b) Business Day Convention:  | Following Business Day Convention  |
|     | (c) Additional Business Centre(s):  | Abu Dhabi, London and New York   |
|     | (d) Manner in which the Rate of Interest and Interest Amount is to be determined:                                   | ISDA Determination   |
|     | (e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): | Not Applicable   |
|     | (f) Screen Rate Determination:  | Not Applicable   |
|     | (g) ISDA Determination:   |  |
|     | (i) Floating Rate Option:   | USD-LIBOR-ICE  |
|     | (ii) Designated Maturity:   | 3 months   |
|     | (iii) Reset Date:   | The first day of each Interest Period  |
|     | (h) Linear Interpolation:   | Not Applicable   |
|     | (i) Margin(s):  | Plus 0.65 per cent. per annum  |
|     | (j) Minimum Rate of Interest:   | Not Applicable   |

	(k) Maximum Rate of Interest:	Not Applicable
	(l) Day Count Fraction:	Actual/360
16.	Reset Note Provisions:	Not Applicable
17.	Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Not Applicable
21.	Final Redemption Amount:	U.S.\$200,000 per Calculation Amount
22.	Regulatory Call:	Not Applicable
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	U.S.\$200,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

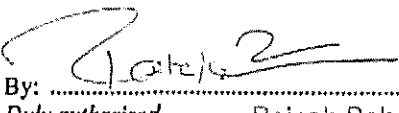
24.	Form of Notes:	<p>Bearer Notes:</p> <p>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Notes only upon an Exchange Event</p> <p>Reg. S Compliance Category 2; TEFRA D</p>
25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	Abu Dhabi, 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 ( <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	Not Applicable

Page (Non-deliverable basis):

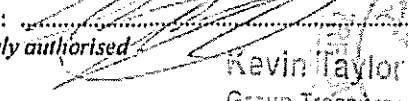
33. Party responsible for calculating the Spot Rate for Condition 7.9 (RMB Currency Event): Not Applicable

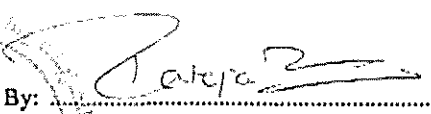
Signed on behalf of the Issuer:

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**

- (a) 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
- (b) Estimate of total expenses related to admission to trading: EUR 600

### **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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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: XS1603376994
- (b) Common Code: 160337699
- (c) CUSIP: Not Applicable
- (d) CINS: Not Applicable
- (e) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

### **6. THIRD PARTY INFORMATION**

Not Applicable

