

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$220,000,000 Floating Rate Notes due 24 October 2024 (the "Notes") unconditionally and irrevocably guaranteed by ABU DHABI COMMERCIAL BANK PJSC under the U.S.\$15,000,000,000 Global Medium Term Note Programme

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

Issue Date: 24 October 2019

This information package includes: (i) the base prospectus dated 26 March 2019, as supplemented by the base prospectus supplement dated 21 May 2019, which together constitute a base prospectus (the "**Base Prospectus**") and (ii) the Final Terms dated 16 October 2019 relating to the Notes (the "**Final Terms**", together with the Base Prospectus, the "**Information Package**").

The Notes will be issued by ADCB Finance (Cayman) Limited.

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on Euronext Dublin's regulated market with effect from the Issue Date. Application will also be made by the Issuer (or on its behalf) for the Notes to be listed on the Taipei Exchange (the "**TPEX**") in the Republic of China (the "**ROC**").

The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. The effective date of listing and trading of the Notes is on or about 24 October 2019.

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.

ROC 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; (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 Future 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.

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 ADCB Finance (Cayman) Limited, 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 500,000), 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.

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.

Lead Manager

Australia and New Zealand Banking Group Limited, Taipei Branch

Liquidity Provider

Yuanta Securities Co., Ltd.

Managers

Bank of Taiwan

CTBC Bank Co., Ltd.

E. SUN Commercial Bank, Ltd.

President Securities Corporation

SinoPac Securities Corporation

Taipei Fubon Commercial Bank Co., Ltd.

Yuanta Securities Co., Ltd.

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Final Terms dated 16 October 2019

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$220,000,000 Floating Rate Notes due 24 October 2024

unconditionally and irrevocably guaranteed by

ABU DHABI COMMERCIAL BANK PJSC

under the 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 26 March 2019 and the supplemental prospectus dated 21 May 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or superseded (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.

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| 1. | (a) | Issuer: | ADCB Finance (Cayman) Limited |
| | (b) | Guarantor: | Abu Dhabi Commercial Bank PJSC |
| 2. | | Series Number: | 132 |
| 3. | | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |
| 4. | | Aggregate Nominal Amount of Notes admitted to trading: | U.S.\$220,000,000 |
| 5. | | Issue Price: | 100 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.\$1,000 in excess thereof |
| | (b) | Calculation Amount: | U.S.\$1,000 |

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| 7. | (a) | Issue Date: | 24 October 2019 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 24 October 2024, subject to adjustment in accordance with the Modified Following Business Day Convention |
| 9. | | Interest Basis: | 3 month USD LIBOR + 1.15 per cent. 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 approval for issuance of Notes and Guarantee obtained: | 21 March 2019 and 11 December 2018, 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: Quarterly on 24 January, 24 April, 24 July and 24 October of each year from and including 24 January 2020 up to and including the Maturity Date |
| | (b) | Business Day Convention: Modified Following Business Day Convention |
| | (c) | Additional Business Centre(s): London, New York, Abu Dhabi & Taipei |
| | (d) | Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate 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: |
| | (i) | Reference Rate: 3 month USD LIBOR |
| | (ii) | Interest Determination Date(s): The date falling two London Business Days prior to the first day of each Interest Period |
| | (iii) | Relevant Screen Page: Reuters Screen LIBOR01 Page |
| | (iv) | Relevant Time: 11:00 a.m. London time |
| | (v) | Relevant Financial Centre: London |

(g)	ISDA Determination:	Not Applicable
(h)	Linear Interpolation:	Not Applicable
(i)	Margin(s):	+ 1.15 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.\$1,000 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.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	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
25.	Additional Financial Centre(s) or other special provisions relating to Payment Days:	London, New York, Abu Dhabi & Taipei
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

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| 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 Page (Non-deliverable basis): | Not Applicable |
| 33. | Party responsible for calculating the Spot Rate for Condition 7.9 (<i>RMB Currency Event</i>): | 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

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| (a) | Listing and Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List and to trading on Euronext Dublin's regulated market with effect from the Issue Date. |
| (b) | Estimate of total expenses related to admission to trading: | Euro 1,000 |

2. RATINGS

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| Ratings: | The Notes to be issued are expected to be rated: |
| | Fitch: A+ |
| | Standard & Poor's: A |

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, the Guarantor or their affiliates in the ordinary course of business for which they may receive fees.

4. YIELD (Fixed Rate Notes Only)

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| Indication of yield: | Not Applicable |
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5. OPERATIONAL INFORMATION

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| (a) | ISIN Code: | XS2065950862 |
| (b) | Common Code: | 206595086 |
| (c) | FISN: | As set out on the website of the Association of 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 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 |

6. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

Applicable

7. **THIRD PARTY INFORMATION**

Not Applicable