

Final Terms

19 November 2013

ADCB FINANCE (CAYMAN) LIMITED

Issue of U.S.\$500,000,000 Floating Rate Notes due 9 January 2017

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 18 February 2013 and the supplemental prospectus dated 11 November 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (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 such Base Prospectus as so supplemented. 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 supplemental prospectus are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html> and during normal business hours at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Al Salam 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, 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: | 20 |
| 3. | Specified Currency or Currencies: | U.S. dollars |
| 4. | Aggregate Nominal Amount of Notes: | |
| | (a) Series: | U.S.\$500,000,000 |
| 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 | U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter |

amount in which transfers can be made):

- (b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 21 November 2013
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: The Interest Payment Date falling in January 2017
9. Interest Basis: 3 month USD LIBOR + 1.30 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: Change of Control Put
13. (a) Status of Notes: Senior
- (b) Status of Guarantee: Senior
- (c) Date on which approval for issuance of Notes and Guarantee is obtained: 17 November 2013 and 18 November 2013, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Not Applicable
15. Floating Rate Note Provisions: Applicable
- (a) Specified Period(s)/Specified Interest Payment Dates: Quarterly in arrear on 9 January, 9 April, 9 July and 9 October in each year, commencing on and including 9 January 2014 up 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: Modified Following Business Day Convention
- (c) Additional Business Centre(s): London, New York
- (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:	USD 3 month LIBOR
(ii) Interest Determination Date(s):	Two London Business Days prior to the start of each Interest Period
(iii) Relevant Screen Page:	REUTERS Page LIBOR01
(iv) Relevant Time:	11 a.m. London time
(v) Relevant Financial Centre:	London
(g) Margin(s):	+ 1.30 per cent. per annum
(h) Minimum Rate of Interest:	0 per cent. per annum
(i) Maximum Rate of Interest:	Not Applicable
(j) Day Count Fraction:	Actual/360
16. Reset Note Provision:	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:	Applicable
(a) Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
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 and/or the method of calculating the same (if required):	U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

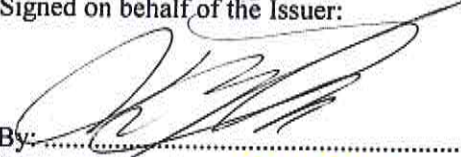
24. Form of Notes:	Registered Notes:
--------------------	-------------------

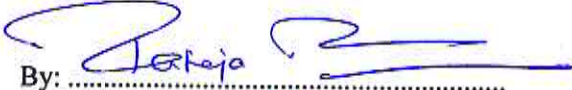
Regulation S Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg

Reg. S Compliance Category 2; TEFRA not applicable

- | | |
|---|-------------------------------|
| 25. Additional Financial Centre(s) or other special provisions relating to Payment Days: | Not Applicable |
| 26. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 27. Details relating to Partly Paid Notes: | Not Applicable |
| 28. Redenomination applicable: | Redenomination not applicable |
| 29. RMB Currency Event: | Not Applicable |

Signed on behalf of the Issuer:

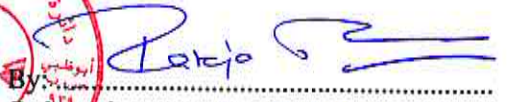
By: 
Duly authorised **Kevin Taylor**
Director

By: 
Duly authorised **Rajesh Raheja**
Director

Signed on behalf of the Guarantor:

By: 
Duly authorised **Kevin Taylor**
EVP, Group Treasurer



By: 
Duly authorised **Rajesh Raheja**
Head of ALM, Funding & DCM

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 regulated market of the London Stock Exchange and listing on the Official List of the U.K. Listing Authority with effect from 21 November 2013
- (ii) Estimate of total expenses related to admission to trading: GBP 4,200

2. RATINGS

The Notes to be issued have been 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 and its affiliates in the ordinary course of business for which they may receive fees.

4. OPERATIONAL INFORMATION

- (a) ISIN: XS0995097671
- (b) Common Code: 099509767
- (c) 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
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable