

FINAL TERMS

EU MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU, as amended ("**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (as modified or amended from time to time, the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Final Terms dated 14 July 2023

ABU DHABI COMMERCIAL BANK PJSC

Legal Entity Identifier (LEI): 213800RWVKKIRX1AUH58

**Issue of U.S.\$500,000,000 5.375 per cent. Notes due 18 July 2028
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 7 July 2023 (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129, as amended (the "**EU Prospectus Regulation**"). This document constitutes the applicable Final Terms of the Notes described herein for the purposes of Article

8(4) of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer 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 on the website of Euronext Dublin (<https://live.euronext.com/>) 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) Series Number: 180
 - (b) Tranche Number: 1
 - (c) Date on which the Notes become fungible: Not Applicable
2. Specified Currency or Currencies: U.S. dollars ("U.S.\$")
3. Aggregate Nominal Amount of Notes admitted to trading:
 - (a) Series: U.S.\$500,000,000
 - (b) Tranche: U.S.\$500,000,000
4. Issue Price: 99.667 per cent. of the Aggregate Nominal Amount
5.
 - (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
6.
 - (a) Issue Date: 18 July 2023
 - (b) Interest Commencement Date: Issue Date
7. Maturity Date: 18 July 2028
8. Interest Basis: 5.375 per cent. Fixed Rate
9. Redemption/Payment Basis: Redemption at par
10. Change of Interest Basis or Redemption/Payment Basis: Not Applicable

- | | | |
|-----|---|----------------|
| 11. | Put/Call Options: | Not Applicable |
| 12. | (a) Status of the Notes: | Senior |
| | (b) Date approval for issuance of the Notes obtained: | 20 March 2023 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate(s) of Interest: | 5.375 per cent. per annum payable semi-annually in arrear |
| | (b) Interest Payment Date(s): | 18 July and 18 January in each year from and including 18 January 2024 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention (for payment purposes only) |
| | (c) Fixed Coupon Amount(s): | U.S.\$26.875 per Calculation Amount |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | 30/360 with the Calculation Period being not subject to adjustment in accordance with the Business Day Convention |
| | (f) Determination Date(s): | Not Applicable |
| | (g) Business Day Convention: | Following Business Day Convention |
| 14. | Floating Rate Note Provisions: | Not Applicable |
| 15. | Reset Note Provisions: | Not Applicable |
| 16. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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|-----|---|------------------------------------|
| 17. | Issuer Call: | Not Applicable |
| 18. | Investor Put: | Not Applicable |
| 19. | Change of Control Put: | Not Applicable |
| 20. | Final Redemption Amount: | U.S.\$1,000 per Calculation Amount |
| 21. | (a) Early Redemption Amount payable on redemption for | U.S.\$1,000 per Calculation Amount |

taxation reasons or on event
of default:

- (b) Notice period on Not Applicable – in line with Conditions redemption for tax reasons (if different from Condition 8.2 (*Redemption for tax reasons*)).

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes:

Registered Notes:

Regulations 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

23. Additional Business Centre(s) relating to Payment Days: London and New York

24. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No

25. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made: Not Applicable

26. Details relating to Instalment Notes: Not Applicable

27. Redenomination applicable: Redenomination not applicable

28. RMB Settlement Centre(s): Not Applicable

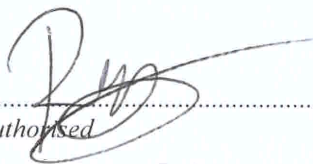
29. RMB Currency Event: Not Applicable

30. Relevant Currency for Condition 7.9 (*RMB Currency Event*): Not Applicable

31. 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
32. 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



Robbert Muller
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 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: EUR 1,000

2. RATINGS

The Notes to be issued are expected to be rated:

Ratings:

Fitch Ratings Limited ("**Fitch**"): A+

S&P Global Ratings Europe Limited ("**Standard & Poor's**"): A

Fitch is not established in the EEA and registered under Regulation (EU) No. 1060/2009 on credit rating agencies, as amended (the "**EU CRA Regulation**"). The rating Fitch has given to the Notes is endorsed by Fitch Ratings Ireland Limited, which is established in the EEA and registered under the EU CRA Regulation. Standard & Poor's is established in the EEA and registered under the EU CRA Regulation. As such, each of Fitch Ratings Ireland Limited and Standard & Poor's is included in the list of credit rating agencies published by the ESMA on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the EU CRA Regulation.

Fitch is established in the United Kingdom and registered under Regulation (EU) No. 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**"). Standard & Poor's is not established in United Kingdom and registered under the UK CRA Regulation. The rating Standard & Poor's has given to the Notes is endorsed by S&P Global Ratings UK Limited, which is established in the United Kingdom

and registered under the UK CRA Regulation. As such, each of S&P Global Ratings UK Limited and Fitch is included in the list of registered credit rating agencies on the UK Financial Conduct Authority's Financial Services Register.

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 or its affiliates in the ordinary course of business for which they may receive fees.

4. **YIELD (Fixed Rate Notes Only)**

Indication of yield: 5.452 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.

5. **OPERATIONAL INFORMATION**

- (a) ISIN Code: XS2651081304
- (b) Common Code: 265108130
- (c) FISN: ABU DHABI COM.B/1 MTN 20280717
- (d) CFI Code: DTFXFR
- (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. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus

Estimated net proceeds: U.S.\$497,085,000

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

Not Applicable

8. **PROHIBITION OF SALES TO UK RETAIL INVESTORS**

Not Applicable

9. **BENCHMARKS**

Details of benchmarks administrators and registration under the EU Benchmarks Regulation Not Applicable

10. **THIRD PARTY INFORMATION**

Not Applicable