

**SUPPLEMENT DATED 10 SEPTEMBER 2018  
TO THE BASE PROSPECTUS DATED 12 MARCH 2018**



**ADCB FINANCE (CAYMAN) LIMITED**

*(incorporated with limited liability in the Cayman Islands)*

**U.S.\$9,000,000,000**

**Global Medium Term Note Programme**

**unconditionally and irrevocably guaranteed by**

**ABU DHABI COMMERCIAL BANK PJSC**

*(incorporated with limited liability in Abu Dhabi, United Arab Emirates)*

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 12 March 2018 (the "**Base Prospectus**") prepared by ADCB Finance (Cayman) Limited (the "**Issuer**") and Abu Dhabi Commercial Bank PJSC (the "**Guarantor**") in connection with the Issuer's Global Medium Term Note Programme (the "**Programme**") for the issuance of up to U.S.\$9,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement which, together with the Base Prospectus, comprises a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) (the "**Prospectus Directive**"), constitutes a supplement for the purposes of Article 16 of the Prospectus Directive.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Directive. The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and European Union law pursuant to the Prospectus Directive. This Supplement will be published on the website of the Irish Stock Exchange plc trading as Euronext Dublin at [www.ise.ie](http://www.ise.ie).

The purpose of this Supplement is to (a) incorporate by reference the unaudited condensed consolidated interim financial information of the Guarantor for the six month period ended 30 June 2018; (b) provide updated disclosure in respect of recent developments in the Guarantor's business; and (c) include a new "Significant or Material Change" statement.

## IMPORTANT NOTICES

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Information which is updated by reference to one section of the Base Prospectus may be repeated or referred to in other sections of the Base Prospectus. Accordingly, to the extent that there is any inconsistency between: (a) any statement in this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Copies of this Supplement and the Base Prospectus can be: (i) viewed on the website of the Central Bank of Ireland at [www.centralbank.ie](http://www.centralbank.ie); and (ii) obtained on written request and without charge from the registered office of the Guarantor at Abu Dhabi Commercial Bank PJSC, ADCB Tower, Head Office, Sheikh Zayed Street, P.O. Box 939, Abu Dhabi, United Arab Emirates.

This Supplement and the Base Prospectus do not constitute an offer to sell or the solicitation of an offer to buy any Notes by or on behalf of the Issuer, the Guarantor or any Dealer in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. For a more complete description of restrictions on offers and sales of the Notes described in this Supplement and the Base Prospectus, see "*Subscription and Sale and Transfer and Selling Restrictions*" in the Base Prospectus.

Neither the Notes nor the Guarantee have been nor will be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws and the Notes may not be offered or sold in the United States or to, or for the account or the benefit of, U.S. persons (as defined under Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available and the offer or sale is made in accordance with all applicable securities laws of any state of the United States and any other jurisdiction.

## AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented by the information set out as follows:

### INFORMATION INCORPORATED BY REFERENCE

A copy of the unaudited condensed consolidated financial statements of the Guarantor for the six months ended 30 June 2018 (the "**H1 2018 Financial Statements**") and the auditors' review report thereon has been filed with the Central Bank and by virtue of this Supplement, are hereby incorporated into, and form part of, the Base Prospectus.

For ease of reference, the table below sets out the relevant page references for the H1 2018 Financial Statements:

The independent auditors' review report.....	page 3
Interim condensed consolidated statement of financial position .....	page 4
Interim condensed consolidated statement of income .....	page 5
Interim condensed consolidated statement of comprehensive income .....	page 6
Interim condensed consolidated statement of changes in equity .....	page 7
Interim condensed consolidated statement of cash flows .....	page 8
Notes to the interim condensed consolidated financial statements .....	pages 10-53

A copy is also available at [https://www.adcb.com/Images/2Q18\\_Financial\\_statement\\_English.pdf](https://www.adcb.com/Images/2Q18_Financial_statement_English.pdf).

### DISCLOSURE

On page 162 of the Base Prospectus, the following paragraph shall be deemed to be added:

#### Recent Developments

Following reports in the media, on 4 September 2018 the Guarantor announced the commencement of exploratory talks regarding a potential merger with Union National Bank PJSC. Similar and separate discussions have also commenced with the shareholders of Al Hilal Bank PJSC. Both sets of discussions are currently at a very preliminary stage and may not result in a transaction.

### SIGNIFICANT OR MATERIAL CHANGE

The second paragraph under the heading "Significant or Material Change" on page 240 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of ADCB and its subsidiaries taken as a whole (the "**ADCB Group**") since 30 June 2018. There has been no material adverse change in the prospects of ADCB since 31 December 2017."