

**SUPPLEMENT DATED 21 MAY 2019  
TO THE BASE PROSPECTUS DATED 26 MARCH 2019**



**ADCB FINANCE (CAYMAN) LIMITED**

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

**U.S.\$15,000,000,000**

**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 26 March 2019 (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.\$15,000,000,000 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together with the Base Prospectus, comprises a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) (the "**Prospectus Directive**"), constitutes a supplement for the purposes of Article 16 of the Prospectus Directive.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 into the Base Prospectus the unaudited condensed consolidated interim financial statements of the Guarantor for the three month period ended 31 March 2019; (b) provide updated disclosure in respect of recent developments in the Guarantor's business; (c) provide an updated overview of the board of directors of the Guarantor; and (d) 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 Euronext Dublin at [www.ise.ie](http://www.ise.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 interim financial statements of the Guarantor for the three month period ended 31 March 2019 (the "**2019 Q1 Financial Statements**") and the auditors' review report thereon have been filed with The Central Bank of Ireland 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 2019 Q1 Financial Statements:

The independent auditors' review report .....	page 3
Condensed consolidated interim statement of financial position .....	page 4
Condensed consolidated interim income statement (unaudited) .....	Page 5
Condensed consolidated interim statement of comprehensive income (unaudited) .....	page 6
Condensed consolidated interim statement of changes in equity (unaudited) .....	page 7
Condensed consolidated interim statement of cash flows (unaudited) .....	page 8
Notes to the condensed consolidated interim financial information.....	pages 10-40

A copy is also available at <https://www.adcb.com/Images/ADCB-FS-Q1-19-En.pdf>.

### DISCLOSURE

1. On page 136 of the Base Prospectus under the heading "Proposed Combination", the following paragraph shall be added:

#### **"Recent Developments**

On 1 May 2019, UNB merged with ADCB and ADCB, as the surviving entity of the Merger, acquired the entire share capital of AHB.

The Merger was implemented by way of a statutory merger, whereby UNB's assets and liabilities were transferred to ADCB in consideration for the issuance of shares in ADCB to the shareholders of UNB. ADCB assumed all rights and obligations of UNB such that ADCB is the legal successor to UNB. UNB automatically dissolved as a result of the Merger. Following the Acquisition, AHB remains a separate legal entity owned by ADCB.

ADCB have received a certificate acknowledging completion of the Combination from the United Arab Emirates Security and Commodities Authority."

2. On page 141 of the Base Prospectus, the table detailing the names, ages, positions and brief biographical information of each member of the Board and the preceding sentence shall be deleted in its entirety and replaced with the following:

"Detailed below are the names, ages, positions and brief biographical information of each member of the Board as at 1 May 2019:

<b>Position</b>	<b>Age</b>	<b>Name, background and other positions</b>
<b>Chairman of the Board</b>	61	<b>Mr. Eissa Mohammed Al Suwaidi</b>
<i>Chairman of the Risk and Credit Committee</i>		Chief Executive Officer – the Council; Chairman – Emirates Telecommunications Corporation; Vice Chairman – Itissalat Al Maghrib (Maroc Telecom);
<i>Member of NCHR Committee</i>		and Board Member – Emirates Investment Authority.

<b>Position</b>	<b>Age</b>	<b>Name, background and other positions</b>
<b>Vice-Chairman of the Board</b>  <i>Chairman of NCHR Committee</i>	67	<b>H.E. Mohamed Dhaen Alhamli</b>  Member – Supreme Petroleum Council Advisory Committee; Vice Chairman – Abu Dhabi National Chemicals Company; Board Member – Cosmo Oil; Chairman – Internal Audit Committee of the Council; and Chairman – Internal Audit Committee of the Abu Dhabi National Oil Company.
<b>Executive Director and Group Chief Executive Officer</b>	50	<b>Mr. Ala'a Eraiqat</b>  Board Member – Abu Dhabi National Hotels PJSC; Board Member – MasterCard Asia-Pacific, Middle East and Africa Regional Advisory Board; and Board Member – Mubadala Infrastructure Partners Advisory Board.
<b>Board Director</b>  <i>Member of the Audit and Compliance Committee</i>	57	<b>Mr. Abdulla Khalil Al Mutawa</b>  General Manager – The Private Office of Sheikh Suroor bin Mohammed Al Nahyan; Chairman – Makhazen Investment Company; Board Member – Bank Al Falah Limited; and Non-Executive Member – EFG Hermes Board.
<b>Board Director</b>  <i>Member of the Risk and Credit Committee</i>	55	<b>Mr. Khaled H Al Khoori</b>  Chairman – Orient House for Development and Construction; Chairman – Board of Directors – Abu Dhabi National Hotels PJSC; and Board Member - NCHR Committee and Board Executive Committee – Abu Dhabi National Hotels.
<b>Board Director</b>  <i>Member of the Audit and Compliance Committee</i>	52	<b>Mr. Khalid Deemas Al Suwaidi</b>  Vice Chairman – Abu Dhabi National Takaful Company; Board Member – Manazel Real Estate Company; and Group Chief Executive Officer – Das Holding.
<b>Board Director</b>  <i>Chairlady of the Audit and Compliance Committee</i>  <i>Member of the Risk and Credit Committee</i>	34	<b>Mrs. Aysha Al Hallami</b>  Research Specialist – Fixed Income and Treasury Department, ADIA.
<b>Board Director</b>  <i>Member of the Audit and Compliance Committee</i>  <i>Member of the Risk and Credit Committee</i>	54	<b>Mr. Carlos Obeid</b>  Group Chief Financial Officer – Mubadala Investment Company PJSC; Board Member – Cleveland Clinic Abu Dhabi; Board Member – Global Foundries; Board Member – Waha Capital; Chairman – Mubadala Infrastructure Partners; Board Member – Bank Audi SAL; and Chairman – AML/CFT Committee – Bank Audi SAL.

<b>Position</b>	<b>Age</b>	<b>Name, background and other positions</b>
<b>Board Director</b>	63	<b>Mr. Hussain J Al Nowais</b>
<i>Member of the NCHR Committee</i>		Chairman – Al Nowais Investments; Chairman – AMEA Power; Chairman – Sheikh Khalifa Fund for Enterprise Development; Board Member – Rotana Hotel & Real Estate Investment; and Board Member – Sandoog Al Watan.
<b>Board Director</b>	39	<b>Mr. Saeed Al Mazrouei</b>
<i>Member of the Risk and Credit Committee</i>		Group Deputy Chief Financial Officer – Mubadala Investment Company PJSC; Head of Mergers and Acquisitions – Mubadala Investment Company PJSC; Board Member – Modon Properties; and Board Member – CEPESA Holding LLC.
<i>Member of the NCHR Committee</i>		
<b>Board Director</b>	43	<b>Mr. Mohamed Al Mehairi</b>
<i>Member of the NCHR Committee</i>		Chief Executive Officer – Aabar Investments PJS; and Board Member – UniCredit SpA.
<b>Advisor to the Board</b>	69	<b>Sir Gerry Grimstone</b>
		Chairman – Heng An Standard Life; Non-Executive Director – HDFC Life; Lead Non-Executive Director – UK Ministry of Defence; and Independent Non-Executive – Deloitte North West Europe.
<b>Board Secretary</b>	46	<b>Mr. Simon Copleston</b>
		Group General Counsel and Board Secretary – ADCB."

3. On page 143 of the Base Prospectus, the table setting out the number of shares held by each director as at 31 December 2018 and the preceding sentence shall be deleted in its entirety and replaced with the following:

"The table below sets out the number of shares held by each director as at 1 May 2019:

<b>Director</b>	<b>1 May 2019</b>
Mr. Eissa Mohammed Al Suwaidi .....	None
H.E. Mohamed Dhaen Alhamli .....	None
Mr. Abdulla Khalil Al Mutawa .....	2,347,277
Mr. Khaled Haji Al Khoori .....	None
Mr. Ala'a Eraiqat .....	2,569,797
Mr. Khalid Deemas Al Suwaidi .....	None
Mr. Faisal Suhail AlDhaheiri .....	None
Mrs. Aysha Al Hallami .....	None
Mr. Carlos Obeid.....	None
Mr. Hussain J Al Nowais .....	None
Mr. Saeed Al Mazrouei .....	None
Mr. Mohamed Al Mehairi .....	None"

4. On page 143 of the Base Prospectus, the paragraph entitled "*Board corporate governance committee*" shall be deleted in its entirety.

## **SIGNIFICANT OR MATERIAL CHANGE**

The second paragraph under the heading "Significant or Material Change" on page 215 of the Base Prospectus shall be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the Group since 31 March 2019. There has been no material adverse change in the prospects of ADCB since 31 December 2018."