

Final Terms dated 6 December 2011

Abu Dhabi National Energy Company PJSC

Issue of U.S.\$750,000,000 5.875 per cent. Notes due 2021
under the U.S.\$9,000,000,000

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 Prospectus dated 25 November 2011 which constitutes 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 Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at the market news section of the London Stock Exchange website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and copies may be obtained from the principal office of the Issuer at ADWEA Research Building, 7th Floor, Jawazat Street, PO Box 55224, Emirate of Abu Dhabi, United Arab Emirates.

1	Issuer:	Abu Dhabi National Energy Company PJSC
2	Series Number:	8
3	Specified Currency or Currencies:	United States Dollars (“ U.S.\$ ”)
4	Aggregate Nominal Amount of Notes:	U.S.\$750,000,000
5	Issue Price:	99.515 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7	(i) Issue Date:	13 December 2011
	(ii) Interest Commencement Date:	13 December 2011
8	Maturity Date:	13 December 2021
9	Interest Basis:	5.875 per cent. Fixed Rate
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Change of Control Put Option (further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	14 November 2011

14 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	5.875 per cent. per annum payable semi-annually in arrear
(ii)	Interest Payment Date(s):	13 June and 13 December in each year commencing 13 June 2012 up to and including the Maturity Date
(iii)	Fixed Coupon Amount:	U.S.\$ 29.375 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	30/360
(vi)	Determination Dates:	Not Applicable
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
(viii)	Relevant Currency:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option	Not Applicable
21	General Put Option	Not Applicable
22	Change of Control Put Option	Applicable
(i)	Put Date:	As per Conditions
(ii)	Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
(iii)	Put Period:	As per Conditions
23	Final Redemption Amount of each Note	U.S.\$1,000 per Calculation Amount
24	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that	As per Conditions

set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:	Registered Notes: Regulation S Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg One or more Rule 144A Global Note Certificates registered in the name of a nominee for DTC
26	Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
27	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29	Redenomination provisions:	Not Applicable
30	Other final terms:	Not Applicable
DISTRIBUTION		
31	(i) If syndicated, names of Managers:	Joint Lead Managers Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities International plc Standard Chartered Bank The Royal Bank of Scotland plc Co-Managers BNP Paribas Citigroup Global Markets Limited HSBC Bank plc
	(ii) Stabilising Manager(s) (if any):	Standard Chartered Bank
32	If non-syndicated, name of Dealer:	Not Applicable
33	U.S. Selling Restrictions:	Rule 144A/Reg S Compliance Category 2; TEFRA not applicable
34	Additional selling restrictions:	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange of the Notes described herein pursuant to the U.S.\$9,000,000,000 Global Medium Term Note Programme of Abu Dhabi National Energy Company PJSC.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's Regulated Market with effect from 13 December 2011.
- (ii) Estimate of total expenses related to admission to trading: £3,650

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- Moody's Investors Service Limited ("**Moody's**"): A3 (provisional)
- Moody's is established in the EU and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**").
- Standard & Poor's Credit Market Services Europe Limited ("**S&P**"): A- (expected)
- S&P is established in the EU and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD

- Indication of yield: 5.940 per cent. per annum on a semi-annual basis
- 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

Regulation S Notes:

- (i) ISIN Code: XS0717839871
- (ii) Common Code: 071783987

Rule 144A Notes:

- (i) CUSIP Number: 00386S AJ1
- (ii) ISIN Code: US00386SAJ15

(iii) Common Code:	071784398
Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and/or DTC and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment in respect of the Regulation S Notes and delivery free of payment in respect of the Rule 144A Notes
Names and addresses of initial Paying and Transfer Agent(s):	Citibank, N.A. 14th Floor, Citigroup Centre Canada Square Canary Wharf London E14 5LB England Citigroup Global Markets Deutschland AG & Co. KGaA Reuterweg 16 60323 Frankfurt Germany
Names and addresses of additional Paying and Transfer Agent(s) (if any):	Not Applicable