

**MIFID II 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**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 manufacturers’ target market assessment; however, a distributor subject to MiFID II 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.

**Final Terms dated 1 October 2019**

**Abu Dhabi National Energy Company PJSC**

**Legal entity identifier (LEI): 213800UNJSVQFNUIYYW03**

Issue of U.S.\$500,000,000 4.000 per cent. Notes due 2049  
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 September 2019 which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Prospectus in order to obtain all the relevant information. The Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

<b>1</b>	Issuer:	Abu Dhabi National Energy Company PJSC
<b>2</b>	(i) Series Number:	17
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
<b>3</b>	Specified Currency or Currencies:	United States Dollars (“ <b>U.S.\$</b> ”)
<b>4</b>	Aggregate Nominal Amount of Notes:	
	(i) Series:	U.S.\$500,000,000
	(ii) Tranche:	U.S.\$500,000,000
<b>5</b>	Issue Price:	100 per cent. of the Aggregate Nominal Amount
<b>6</b>	(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
<b>7</b>	(i) Issue Date:	3 October 2019
	(ii) Interest Commencement Date:	Issue Date

<b>8</b>	Maturity Date:	3 October 2049
<b>9</b>	Interest Basis:	4.000 per cent. Fixed Rate (see paragraph 14 below)
<b>10</b>	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
<b>11</b>	Change of Interest Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Change of Control Put Option (see paragraph 19 below)
<b>13</b>	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	4.000 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	3 April and 3 October in each year commencing on 3 April 2020 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	U.S.\$20.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
<b>15</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>16</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>17</b>	<b>Call Option</b>	Not Applicable
<b>18</b>	<b>General Put Options</b>	Not Applicable
<b>19</b>	<b>Change of Control Put Option</b>	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
<b>20</b>	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
<b>21</b>	<b>Early Redemption Amount</b>	

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default: U.S.\$1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |           |  |  |
|-----------|--|--|
| <b>22</b> | Form of Notes:                           | Registered Notes:<br>Regulation S Global Note Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg<br>Rule 144A Global Note Certificate registered in the name of a nominee for DTC |
| <b>23</b> | Additional Financial Centre(s):          | Not Applicable   |
| <b>24</b> | Provisions applicable to Renminbi Notes: | Not Applicable   |

Signed on behalf of the Issuer:

By:

Duly authorised

A handwritten signature in blue ink, consisting of a stylized initial 'P' followed by a horizontal line that ends in a small arrowhead.

## 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 Regulated Market of the London Stock Exchange plc with effect from 3 October 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,790

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
Moody's Investors Service Ltd. ("**Moody's**"): A3  
Moody's is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**").  
Fitch Ratings Limited ("**Fitch**"): A  
Fitch is established in the EU and registered under 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 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 and its affiliates in the ordinary course of business.

### 4 YIELD

- Indication of yield: 4.000 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

- (i) Regulation S Notes:
- (a) ISIN: XS2060897506
- (b) Common Code: 206089750
- (c) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

- (ii) Rule 144A Notes:
- (a) ISIN: US00388WAH43
- (b) CUSIP: 00388WAH4
- (c) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and/or DTC and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment in respect of the Regulation S Notes and delivery free of payment in respect of the Rule 144A Notes.
- (v) 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  
**Citibank Europe plc**  
1 North Wall Quay  
Dublin 1  
Ireland
- (vi) Names and addresses of additional Paying and Transfer Agent(s) (if any): Not Applicable

## 6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: **Managers**  
BNP Paribas  
First Abu Dhabi Bank PJSC  
J.P. Morgan Securities plc  
MUFG Securities EMEA plc  
Société Générale  
Standard Chartered Bank
- (iii) Date of Subscription: 1 October 2019

Agreement:

- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Rule 144A/Reg S Compliance Category 2; TEFRA not applicable
- (vii) Prohibition of Sales to EEA Retail Investors: Not Applicable